

**FAIRMONT RESOURCES INC.**

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Fairmont Resources Inc. (the "**Company**")  
6 Adelaide St East, Suite #301  
Toronto, ON M5C 1H6

**Item 2: Date of Material Change**

February 4, 2019.

**Item 3: News Release**

A news release was issued and disseminated on February 4, 2019 and filed on SEDAR at [www.sedar.com](http://www.sedar.com), a copy of which is attached hereto as Schedule "A".

**Item 4: Summary of Material Change**

The Company has announced that it has entered into a non-binding letter of intent with Full Spectrum Brands Canada Inc. ("**Full Spectrum Brands**") (the "**LOI**"). The LOI outlines certain mutual understandings and principal terms and conditions pursuant to which the Company and Full Spectrum Brands intends to effect a possible transaction that will result in a reverse takeover of the Company by the shareholders of Full Spectrum Brands and the listing of the Company common shares on the Canadian Securities Exchange.

**Item 5.1: Full Description of Material Change**

See attached news release at Schedule "A" to this report.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)**

Not applicable.

**Item 7: Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8: Executive Officer**

For additional information with respect to this material change, the following person may be contacted:

Michael Lerner  
Chief Executive Officer  
E: [mlerner@gmail.com](mailto:mlerner@gmail.com)  
(416) 710-4906

**Item 9: Date of Report**

This report is dated as of the 12<sup>th</sup> day of February, 2019.

**SCHEDULE "A"**

Please see attached.

## **Fairmont Enters Into Letter of Intent With Full Spectrum Brands**

**NOT FOR DISSEMINATION TO UNITED STATES NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES**

Toronto, February 4, 2019 - Fairmont Resources Inc. (“**Fairmont**” or the “**Company**”) is pleased to announce that it has entered into a non-binding letter of intent with Full Spectrum Brands Canada Inc. (“**Full Spectrum Brands**”) (the “**LOI**”). The LOI outlines certain mutual understandings and principal terms and conditions pursuant to which the Company and Full Spectrum Brands Canada intend to effect a possible transaction that will result in a reverse takeover of the Company by the shareholders of Full Spectrum Brands and the listing of the Company common shares on the Canadian Securities Exchange (the “**CSE**”) (the “**Transaction**”).

Full Spectrum Brands is building a global healthcare company focused on developing and commercializing cannabis-based health and wellness products. Full Spectrum Brands intends to bring quality products to market that will utilize evidence-based, standardized formulations coupled with innovative delivery platforms that will allow healthcare professionals and patients to effectively treat their condition.

The Transaction is proposed to be completed by way of share exchange, merger, amalgamation, arrangement or other similar form of transaction to be agreed to by the parties. The parties have agreed on the valuation of the Company for the purposes of the Transaction and the ownership ratio for the respective securityholders of the Company and Full Spectrum Brands will be subject to the final valuation of Full Spectrum Brands on the closing of the Transaction, which will be based on a private placement to be undertaken by Full Spectrum Brands concurrently with the Transaction.

Closing of the Transaction is subject to negotiation, completion and execution of all definitive transaction documents as well as customary conditions, including consolidation of the Company’s existing share capital on a basis mutually determined by Full Spectrum Brands and the Company, receipt of all required shareholder, board, third party and regulatory consents and approvals, the listing of the Company’s post-consolidation common shares on the CSE, and the satisfaction of other closing conditions.

The Company intends to provide further details regarding the Transaction in due course.

**FAIRMONT RESOURCES INC.**

“*Michael Lerner*” Michael Lerner, CEO

### ***Cautionary Notes***

*Completion of the Transaction is subject to a number of conditions, including CSE acceptance. The Transaction cannot close until all required regulatory and corporate approvals are obtained. There can be no assurance that the Transaction will be completed as proposed, or at all. Investors are cautioned that, except as disclosed in the Listing Statement to be prepared in connection with the Transaction, any information released or received with respect to the*

*Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.*

*This news release may include forward-looking statements that are subject to inherent risks and uncertainties. All statements within this news release, other than statements of historical fact, are to be considered forward looking, including statements regarding the completion of the Transaction, the listing of the Company's common shares on the CSE, and the provision by the Company of further information regarding the Transaction. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those described in forward-looking statements. Factors that could cause actual results to differ materially from those described in forward-looking statements include market fluctuations, availability of capital and financing, and general economic, market and business conditions. There can be no assurances that such statements will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties. The Company does not assume any obligation to update any forward-looking statements except as required under applicable laws.*