

This second amended and restated offering document (the "Offering Document") constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons whom they may be lawfully offered for sale. No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

These securities have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any of the securities laws of any state of the United States.

SECOND AMENDED AND RESTATED OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

September 8, 2025



FAIRCHILD GOLD CORP.
(the "Company" or "Fairchild")

PART 1: SUMMARY OF OFFERING

What are we offering?

Securities Offered:	units (the " Units ").
Description of Securities Offered:	Each Unit will consist of one common share (" Common Share ") of the Company and one-half warrant (collectively the " Offering "). Each whole warrant (a " Warrant ") shall entitle the holder to purchase one common share of the Company at a price of \$0.10 at any time on or before 3 years after the Closing Date under the "listed issuer financing" exemption (the " LIFE Exemption ") from the prospectus requirement available under Part 5A of National Instrument 45-106 <i>Prospectus Exemptions</i> (" NI 45-106 ") as modified by Coordinated Blanket Order 45-935 Exemptions from <i>Certain Conditions of the Listed Issuer Financing Exemption</i> (the " Order ").
Offering Price per Security:	\$0.06 per Unit.
Offering:	Up to 33,240,000 Units for gross proceeds of up to \$1,994,400.
Payment Terms:	Bank draft, certified cheque or wire prior to closing.
Proposed Closing Date:	The Company shall close the Offering on or about September 10, 2025 (the " Closing Date ") or such other date as the Company may reasonably decide, such date being no later than 45 days from the date the Company issues a press release announcing the Offering. The Offering may close in one or more tranches.
Selling Agent:	None.

The exchange and quotation system, if any, on which the securities are listed, traded or quoted

The Common Shares are listed on the TSXV under the trading symbol "FAIR" and on the Frankfurt Stock Exchange under "Y4Y".

The closing price of the issuer's securities on the most recent trading day before the date hereof:

On September 5, 2025, the closing price of the Company's common shares on the TSXV was \$0.08.

The Units and the Common Shares and Warrants comprising the Units have not been registered under the U.S. Securities Act, as amended, or any U.S. state securities laws.

Investors who participate in this Offering are deemed to have acknowledged certain facts and agreements on which the Company is relying.

Changes from the Offering Document dated August 22, 2025

Due to investor demand, the Company had decided to increase the size of the previously announced offering from up to 24,000,000 Units for aggregate gross proceeds of \$1,440,000 to up to 33,240,000 Units for aggregate gross proceeds of \$1,994,400. The Company also corrected the variance figures in the funds raised in the past 12 months.

General Information

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 Prospectus Exemptions. In connection with this Offering, the issuer represents the following is true:

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The Company is relying on the exemptions in the "Order" and is qualified to distribute securities in reliance on the exemptions included in the Order.**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the LIFE Exemption and under the Order in the 12 months immediately preceding the date of the news release announcing this offering, will not exceed \$25,000,000.**
- **The Company will not close this Offering unless the issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Offering Document includes certain "forward-looking statements" under applicable Canadian securities legislation that are not historical facts. When used in this Offering Document, the words "anticipate",

“believe”, “estimate”, “expect”, “target”, “plan”, “budget”, “forecast”, “continue”, “may”, “objective”, “ongoing”, “will”, “project”, “should”, “intends”, “strategy”, “would”, “could”, “schedule” and similar words or expressions, identify forward - looking statements or information. By its nature, forward-looking information involves known and unknown risks and uncertainties, many of which are beyond the Company’s ability to control or predict, that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements. These forward-looking statements or information relate to, among other things: the exploration, development, and production at the Company’s mineral projects, the expectations of management regarding the proposed financing, the expectations of management regarding the use of proceeds of the financing, and regulatory approval for the proposed financing. Forward - looking statements and forward - looking information relating to any future mineral production, liquidity, enhanced value and capital markets profile of the Company, future growth potential for the Company and its business, and future exploration plans are based on management’s reasonable assumptions, estimates, expectations, analyses and opinions, which are based on management’s experience and perception of trends, current conditions and expected developments, and other factors that management believes are relevant and reasonable in the circumstances, but which may prove to be incorrect. Assumptions have been made regarding, among other things, the price of metals; no escalation in the severity of public health pandemics; costs of exploration and development; the estimated costs of development of exploration projects; and the Company’s ability to operate in a safe and effective manner.

These statements reflect the Company’s respective current views with respect to future events and are necessarily based upon a number of other assumptions and estimates that, while considered reasonable by management, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors, both known and unknown, could cause actual results, performance, or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward - looking statements or forward-looking information and the Company has made assumptions and estimates based on or related to many of these factors. Such factors include, without limitation: precious metals price volatility; risks associated with the conduct of the Company’s mining activities; regulatory, consent or permitting delays; risks relating to reliance on the Company’s management team and outside contractors; the Company’s inability to obtain insurance to cover all risks, on a commercially reasonable basis or at all; currency fluctuations; risks regarding the failure to generate sufficient cash flow from operations; risks relating to project financing and equity issuances; risks and unknowns inherent in all mining projects; contests over title to properties, particularly title to undeveloped properties; the ability to attract qualified management and staff; laws and regulations governing the environment, health and safety; the impact of government regulations in Canada; the ability of the communities in which the Company operates to manage and cope with the implications of public health crises; the economic and financial implications of public health crises to the Company; operating or technical difficulties in connection with mining or development activities; employee relations, labour unrest or unavailability; the Company’s interactions with surrounding communities; the speculative nature of exploration and development; stock market volatility; conflicts of interest among certain directors and officers; lack of liquidity for shareholders of the Company; litigation risk; and the factors identified in the Company’s public disclosure documents.

The Company believes that the assumptions and factors used in preparing the forward-looking statements are reasonable, however, undue reliance should not be placed on these statements, which only apply as of the date of this Offering Document, and no assurance can be given that such events will occur in the disclosed time frames or at all. Readers are cautioned against attributing undue certainty to forward-looking statements or forward-looking information. Except where required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise. Other additional risks and uncertainties that may cause actual results to differ materially from those contained in the statements set out in the Company’s public documents filed on SEDAR+ at www.sedarplus.ca.

PART 2: SUMMARY DESCRIPTION OF BUSINESS

What is Our Business?

Fairchild Gold Corp. is a mineral exploration company focused on acquiring, exploring, and developing high-quality mineral properties in mining-friendly jurisdictions. The Company's flagship Nevada Titan Project is in the historic Goodsprings mining district in Nevada, USA. The Company is also the 100% owner of the Fairchild Lake Property consisting of 108 mining claims covering an area of 2,224 hectares, located approximately 250 kilometers northwest of the city of Thunder Bay in the Patricia Mining Division, Ontario. The Company currently trades on the TSXV under the symbol FAIR. To learn more, visit <https://www.fairchildgold.com/>. All public filings for the Company can be found on the SEDAR+ website www.sedarplus.ca.

Recent Developments

The following is a brief summary of key recent developments involving or affecting the Company.

- **Fairchild Gold Announces First Tranche Closing of its LIFE Private Placement.** On August 27, 2025, the Company completed a first tranche closing of its upsized non-brokered private placement pursuant to the LIFE Exemption, as modified by the Order for gross proceeds of C\$1,203,000, issuing 20,050,000 units at a price of \$0.06 per unit, consisting of one common share and one-half of one purchase warrant to purchase an additional common share at \$0.10 for a period of three (3) years from the date of issuance. The Company intends to use the net proceeds of the Offering over the coming 12 months for project expenditures at the Company's Copper Chief Project in Nevada, USA as well as general working capital purposes. The original LIFE Exemption private placement was announced on August 13, 2025, which was subsequently upsized.
- **Fairchild Gold Announces Closing of the Second Tranche of its Upsized Private Placement.** On June 6, 2025, the Company completed the second tranche of its upsized non-brokered private placement for gross proceeds of \$655,000.08, issuing 10,916,668 units at a price of \$0.06 per unit consisting of one common share and one purchase warrant to purchase an additional common share at \$0.15 for a period of sixty (60) months from the date of issuance. The Company intends to use the net proceeds of the Offering for geophysical surveys and expanded field work at the Company's Project in Nevada, as well as marketing and general working capital purposes.
- **Fairchild Gold Discovers New Highly Mineralised Zones at its Nevada Titan Property in Goodsprings, Nevada.** On May 21, 2025, the Company announced new copper mineralization across multiple zones at its Nevada Titan Property, following a 160-sample surface program at historic mines including Copperside, Azurite, and Fitzhugh Lee. Skarn-style alteration and copper oxides were confirmed, suggesting broader mineral potential. The property includes 264 unpatented lode claims, and the 15.8-acre Copper Chief patented claim, totaling approximately 5,470 acres in Nevada's Walker Lane belt. A comprehensive database of historical geological data is being compiled to support future exploration.
- **Fairchild Gold Announces Closing of a Private Placement and Provides Corporate Update.** On April 23, 2025, the Company announced that it closed the first tranche of non-brokered private placement on April 22, 2025, for gross proceeds of \$810,000 and issued 13,500,000 units at a price of \$0.06 per unit. Each unit is comprised of one common share in the capital of the Company and one warrant to purchase an additional common share at \$0.15 for a period of sixty (60) months from the date of issuance. The Company intends to use the net proceeds of the Offering for geophysical surveys and expanded field work at the Company's Project in Nevada, as well as marketing and general working capital purposes.
- **Fairchild Gold Announces Newly Constituted Strategic Advisory Board.** On March 31, 2025, the Company announced that Jill Kelley has agreed to Chair Fairchild's newly constituted Strategic Advisory Board. Mrs. Kelley will be joined by Mr. Bash Kazi and Mr. Shahal Khan as inaugural members of the Company's Strategic Advisory Board. In addition to the creation of a Strategic Advisory Board, one of its directors Nikolas Perrault was appointed the Executive Chairman.

- **Fairchild Gold Announces Board Changes.** On March 27, 2025, the Company appointed Adam Cavise and Nikolas Perrault as directors of the Company. Further, Diane Mann has resigned a director, effective March 26, 2025.
- **Fairchild Gold Announces Successful Completion of Transaction With Koba Resources Ltd.** On March 12, 2025, the Company successfully completed its previously announced acquisition of mining claims with Koba Resources Ltd. adding a large historical database of rock, soil, and geophysical data and expanding the Copper Chief Project to more than 300 claims, about 6,150 acres in Nevada's Goodsprings district.
- **Fairchild Gold Reports Anomalous Geochemical Results of up to 8.90% Cu Sampled From Outcrop at its Copper Chief Property Near Las Vegas, Nevada.** On January 21, 2025, the Company announced that its recent sampling at the Copper Chief Property confirmed widespread copper, gold, and silver mineralization, consistent with skarn and porphyry systems. Exploration is advancing with fieldwork, mapping, and geophysical surveys.
- **Fairchild Gold Advances Exploration at its Copper Chief Property and confirms Porphyry Rock outcropping on site.** On January 6th, 2025, the Company announced the completion of an initial exploration program at its Copper Chief Property, confirming new mineralized zones, identifying porphyry and skarn-style features, and discovering previously undocumented adits. Results highlight strong copper-gold potential, supported by brecciated limestone, secondary calcite veins, and hydrothermal alteration. Follow-up exploration includes helicopter-assisted mapping, 3D structural analysis, and geophysical surveys.
- **Fairchild Gold Announces Corporate Updates.** On December 27, 2024, the Company announced the appointment of Mr. Michel Lebeuf as Corporate Secretary and the resignation of Steve Cozine as a director.
- **Fairchild Announces Final Private Placement Closing.** On December 24, 2024, the Company announced the final closing of its non-brokered private placement for gross proceeds of \$1,020,000 issuing 17,000,000 units at a price of \$0.06 per unit comprising of one common share and one warrant to purchase an additional common share at \$0.15 for a period of 60 months from the date of issuance. Fairchild intends to use the net proceeds of the Offering to fully retire the USD\$500,000 debt incurred through the acquisition of Goodsprings Exploration LLC and its Copper Chief Project located in Clark County, Nevada, without any interest payments. Additionally, the funds will support exploration activities at the newly acquired Copper Chief Project in Nevada, USA, as well as general working capital purposes.
- **Fairchild Announces Additional Private Placement Closing.** On November 28, 2024, the Company announced the closing of its non-brokered private placement for gross proceeds of \$496,000 issuing 8,266,667 units at a price of \$0.06 per unit comprising of one common share and one warrant to purchase an additional common share at \$0.15 for a period of sixty (60) months from the date of issuance. The Company intends to use the net proceeds of the Offering towards the exploration at the Company's newly acquired Copper Chief Project in Nevada, USA as well as general working capital purposes.
- **Fairchild Announces Closing of an Additional Tranche of its Private Placement Offering.** On November 15, 2024, the Company announced the closing of an additional tranche of its non-brokered private placement for gross proceeds of \$214,500 on November 14, 2024, issuing 3,575,000 units at a price of \$0.06 per unit comprising of one common share and one warrant to purchase an additional common share at \$0.15 for a period of sixty (60) months from the date of issuance. The Company intends to use the net proceeds of the Offering towards the exploration at the Company's newly acquired Copper Chief Project in Nevada, USA as well as general working capital purposes.

- **Fairchild Announces Closing of the Second Tranche of a Private Placement Offering.** On October 30, 2024, the Company announced the closing of the second tranche of its non-brokered private placement, raising gross proceeds of \$105,000 through the issuance of 1,750,000 units at \$0.06 per unit. Each unit consisted of one common share and one warrant exercisable to acquire an additional common share at \$0.15 for a period of 60 months from the date of issuance. The Company intends to use the net proceeds for exploration at its recently acquired Copper Chief Project in Nevada and for general working capital purposes.
- **Fairchild Gold Corp. Announces Significant Expansion of its Land Position at its Historic Copper Chief High-Grade Copper and Gold Mining Camp In Nevada.** On October 23, 2024, the Company announced a 74% expansion of its Copper Chief Property in Nevada through the direct staking of 88 additional mineral claims, increasing the total project area to approximately 16.6 square kilometers. The expansion follows a satellite-guided property visit that identified prospective extensions of mineralization potentially associated with granitic intrusions. Fieldwork is underway on the new claims, with samples submitted for geochemical analysis. The Copper Chief Property is located 35 km southwest of Las Vegas in the historic Goodsprings mining district and is accessible by paved road.
- **Fairchild Announces Closing of the First Tranche of a Private Placement Offering.** On October 17, 2024, the Company announced the first tranche closing of a non-brokered private placement for gross proceeds of \$319,080 on October 16, 2024, issuing 5,318,000 units at a price of \$0.06 per unit with each unit comprising one common share in the capital of the Company and one warrant to purchase an additional common share at \$0.15 for a period of sixty (60) months from the date of issuance. Fairchild intends to use the net proceeds of the Offering to kickstart the exploration at the Company's newly acquired Copper Chief Project in Nevada, USA as well as general working capital purposes.
- **Fairchild Announces Private Placement Offering Oversubscription and Closing.** On September 11, 2024, the Company announced the closing of its oversubscribed non-brokered private placement for gross proceeds of \$303,000 through the issuance of 10,100,001 units at \$0.03 per unit. Each unit consisted of one common share and one warrant exercisable at \$0.10 for a period of 36 months. The Company intends to use the net proceeds for project expenditures at its Fairchild Lake Property in Northwestern Ontario and for general working capital.
- **Fairchild Announces Formal Closing of Goodsprings Acquisition.** On August 30, 2024, the Company announced the anticipated closing of its acquisition of Goodsprings Exploration LLC. As consideration for the acquisition, the Company intends to issue a US\$500,000 non-convertible senior secured debt instrument bearing 8% interest, compounding quarterly until September 5, 2027. Goodsprings holds an exclusive option to earn up to a 90% interest in the Copper Chief Project over eight years.

Scientific and Technical Information

The scientific and technical information disclosed herein has been reviewed and approved by Richard R. Redfern, MS, CPG No. 10717, who is an independent consulting geologist to the Company and a "Qualified Person" as defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document.

What are the business objectives that we expect to accomplish using the available funds?

The Company expects to use the net proceeds of the Offering over the coming 12 months for projected exploration expenses at the Company's Copper Chief Project in Nevada, USA as well as general working capital purposes.

PART 3: USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

Available Funds

The net proceeds of the offering and the funds which will be available to the Company after this Offering are as follows:

		Assuming 100% of the Offering⁽¹⁾
A.	Amended Total Amount to be raised by this Offering	\$1,994,400
B.	Selling commissions and fees	\$0
C.	Estimated offering costs (e.g., legal, accounting, audit)	\$45,000
D.	Net proceeds of offering: $D = A - (B+C)$	\$1,949,400
E.	Working capital as at most recent month end (deficiency)	\$285,867 ⁽²⁾
F.	Additional sources of funding	\$0
G.	Total available funds: $G = D+E+F$	\$2,235,267

Note:

- (1) There is no minimum offering amount.
- (2) This figure represents the working capital as of July 31, 2025, which was the most recent month end prior to the first tranche closing of the Offering, which occurred on August 22, 2025.

How will we use the available funds?

The Company plans to allocate the net proceeds of the Offering for projected exploration expenses at the Company's Copper Chief Project in Nevada, USA as well as general working capital purposes.

Description of intended use of available funds listed in order of priority	
Exploration Expenditures	\$1,400,000
General and administrative expenses	\$650,000
Unallocated Working Capital	\$185,267
Total	\$2,235,267

The available funds will not be paid to insiders, associates or affiliates of the Company, except for normal course compensation.

The above allocation represents the Company's current intentions with respect to its use of available funds based on management's current knowledge, planning and expectations. Actual use of funds may differ from the estimates above for a number of reasons, including as a result of circumstances where, for sound business reasons, the Company determines it should reallocate the available funds; provided, however, that such uses will not include a significant acquisition, a restructuring transaction, or any transaction requiring approval of the Company's security holders. See the "Cautionary Statement Regarding Forward-Looking Information" section above and "Risk Factors" in the Company's most recent management's discussion and analysis available on SEDAR+ at www.sedarplus.ca under the Company's profile.

The most recent interim financial statements contained a going concern note (Period Ended May 31, 2025):

“The Company had a deficit of \$3,730,759 as at May 31, 2025, which has been funded by the issuance of equity. The Company's ability to continue its operations and to realize its assets at their carrying value is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

These consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these consolidated financial statements.”

As at May 31, 2025, the Company has not yet determined whether the Company's mineral property assets contain ore reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The Company's financial statements for the nine months ended May 31, 2025 include a going concern note. The Offering is not expected to resolve this uncertainty. The Company will require additional financing to continue its operations and pursue its development plans. There can be no assurance that such financing will be available or sufficient. As a result, material uncertainty remains that may cast significant doubt on the Company's ability to continue as a going concern. For further details regarding the Company's financial statements and related disclosures, investors are encouraged to review the Company's public filings available under its profile on SEDAR+ at www.sedarplus.ca.

How have we used the other funds we have raised in the past 12 months?

Previous Financing Activity	Intended use of Funds	Use to date	Variance
\$1,203,000	<u>LIFE Exemption Private Placement</u> ⁽¹⁾ ; projected exploration expenses at the Company's Copper Chief Project in Nevada, USA as well as general working capital purposes.	\$80,220 Working capital purposes	\$1,122,780 Exploration expenses at the Company's Copper Chief Project in Nevada, USA as well as general working capital purposes.
\$1,789,580.08	<u>Private Placements</u> (on June 6, 2025 ⁽²⁾ , November 28, 2024 ⁽⁵⁾ , November 15, 2024 ⁽⁶⁾ , October 30, 2024 ⁽⁷⁾ , and October 17, 2024 ⁽⁸⁾) Geophysical surveys and expanded field exploration work at the Company's Copper Chief Project in Nevada, USA as well as marketing and general working capital purposes.	\$1,476,457.08 Geophysical surveys and expanded field exploration work, at the Company's Copper Chief Project in Nevada, USA as well as analytical services, data acquisition, marketing and general working capital purposes	\$313,123 Working Capital, and prepaid field exploration at the Company's Chief Project in Nevada, USA, data acquisition and marketing
\$810,000	<u>\$810,000 Private Placement</u> ⁽³⁾ Geophysical surveys and expanded field work at the Company's Project in Nevada, as well as marketing and general working capital purposes.	\$810,000 Expanded field work at the Company's Project in Nevada, as well as	Nil Prepaid field exploration at the

		marketing and general working capital purposes	Company's Copper Chief Project in Nevada, USA, data acquisition and marketing
\$1,020,000	<u>\$1,020,000 Private Placement</u> ⁽⁴⁾ To fully retire the USD\$500,000 debt incurred through the acquisition of Goodsprings Exploration LLC and its Copper Chief Project located in Clark County, Nevada, without any interest payments. Additionally, the funds will support exploration activities at the newly acquired Copper Chief Project in Nevada, USA, as well as general working capital purposes.	\$1,020,000 Retired the USD\$500,000 debt incurred through the acquisition of Goodsprings Exploration LLC and its Copper Chief Project located in Clark County, Nevada, without any interest payments. Exploration activities at the newly acquired Copper Chief Project in Nevada, USA, as well as general working capital purposes	Nil Geophysical surveys performed. Earmarked funds were fully used for additional expanded fieldwork at the Nevada Project
\$303,000	<u>\$303,000 Private Placement</u> ⁽⁹⁾ Project expenditures at its Fairchild Lake Property in Northwestern Ontario and for general working capital.	\$303,000 Project expenditures at its Fairchild Lake Property in Northwestern Ontario and for general working capital	Nil

Notes:

- (1) On August 27, 2025, the Company completed the first tranche closing of its upsized non-brokered private placement pursuant to the LIFE Exemption, as modified by the Order, for gross proceeds of 1,203,000, issuing 20,050,000 units at a price of \$0.06 per unit.
- (2) On June 6, 2025, the Company completed the second tranche of its non-brokered private placement for gross proceeds of \$655,000.08, issuing 10,916,668 units at a price of \$0.06 per unit.
- (3) On April 23, 2025, the Company announced that it closed the first tranche of non-brokered private placement on April 22, 2025, for gross proceeds of \$810,000 and issued 13,500,000 units at a price of \$0.06 per unit.
- (4) On December 24, 2024, the Company announced the final closing of its non-brokered private placement for gross proceeds of \$1,020,000 issuing 17,000,000 units at a price of \$0.06 per unit.
- (5) On November 28, 2024, the Company announced the closing of its non-brokered private placement for gross proceeds of \$496,000 issuing 8,266,667 units at a price of \$0.06 per unit.
- (6) On November 15, 2024, the Company announced the closing of an additional tranche of its non-brokered private placement for gross proceeds of \$214,500 on November 14, 2024, issuing 3,575,000 units at a price of \$0.06 per unit.
- (7) On October 30, 2024, the Company announced the closing of the second tranche of its non-brokered private placement, raising gross proceeds of \$105,000 through the issuance of 1,750,000 units at \$0.06 per unit.
- (8) On October 17, 2024, the Company announced the first tranche closing of a non-brokered private placement for gross proceeds of \$319,080 on October 16, 2024, issuing 5,318,000 units at a price of \$0.06 per unit.
- (9) On September 11, 2024, the Company announced the closing of its oversubscribed non-brokered private placement for gross proceeds of \$303,000 through the issuance of 10,100,001 units at \$0.03 per unit.

PART 4: FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?

- a) the name of the dealer, finder, or other person

The Company has not engaged any dealers or finders in connection with this Offering.

- b) a description of each type of compensation and the estimated amount to be paid for each type

Not applicable.

- c) if a commission is being paid, the percentage that the commission will represent of the gross proceeds of the offering

Not applicable.

- d) details of any broker's warrants or agent's option (including number of securities under the warrants or option, exercise price and expiry date)

Not applicable.

- e) if any portion of the compensation will be paid in securities, details of the securities (including number, type and, if options or warrants, the exercise price and expiry date)

Not applicable.

- f) Do the Agent(s) have a conflict of interest?

To the knowledge of the Company, it is not a "related issuer" or "connected issuer" of or to any of agent, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

PART 5: PURCHASER'S RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this Offering Document, you have a right:

- (a) to rescind your purchase of these securities with the Company, or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6: ADDITIONAL INFORMATION

Where can you find more information about us?

A security holder can access the Company's continuous disclosure at <http://www.sedarplus.ca/> and <https://www.fairchildgold.com/>.

Investors should read this Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment in the Units.

PART 7: DATE AND CERTIFICATE

Dated September 8, 2025.

This Offering Document, together with any document filed under Canadian securities legislation on or after September 8, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

“Luis Martins”

Luis Martins
Chief Executive Officer

“Robert Rosner”

Robert Rosner
Chief Financial Officer