

# Fairchild Gold Announces Oversubscribed Private Placement Financing with European Investors

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Vancouver, British Columbia--(Newsfile Corp. - September 16, 2025) - Fairchild Gold Corp. (TSXV: FAIR) ("**Fairchild**" or the "**Company**"), is pleased to announce a non-brokered private placement financing with European investors (the "**Offering**"). The Offering is oversubscribed and is expected to close on or about September 18, 2025, subject to customary regulatory approvals.

The Offering will consist of up to 18,000,000 units (the "**Units**") at a price of C\$0.06 per Unit, for total gross proceeds of approximately C\$1,080,000. Each Unit will consist of one common share in the capital of the Company (each, a "**Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant will entitle the holder to purchase one additional Share at a price of \$0.15 per Share for a period of five years from closing of the Offering. The Warrants will include an acceleration clause stating that if the daily volume-weighted average closing price of the Common Shares on the TSX Venture Exchange is at least \$0.50 per Common Share for a period of five (5) consecutive trading days, beginning 12 months after the closing date of the Offering (the "**Triggering Event**"), the Company may, within 5 days of the Triggering Event, accelerate the expiry date of the Warrants. Notice will be provided to the holders of the Warrants by way of a news release, and in such case, the Warrants will expire on the first day that is ten (10) calendar days after the date on which such notice is given.

Insiders of the Company may participate in the Offering. The issuance of securities to insiders will be considered a "related party transaction" within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company intends to rely on the exemption set forth in section 5.5(a) of MI 61-101 from the formal valuation requirements of MI 61-101 and the exemption set forth in section 5.7(1)(a) of MI 61-101 from minority shareholder approval requirements of MI 61-101 in respect of such insider participation as the fair market value of the Upsized Offering, insofar as it involves interested parties, is not expected exceed 25% of the Company's market capitalization.

The Offering is subject to all necessary regulatory approvals, including the approval of the TSX Venture Exchange. The securities issued under the Offering will be subject to a hold period under applicable securities laws in Canada expiring four months and one day from the closing date of the Offering. No finder's fees will be paid in connection with the Offering.

Proceeds of the Offering will be used to advance the Company's Nevada gold projects and for general working capital purposes.

Nikolas Perrault, CFA, Executive Chairman of Fairchild, stated:

*"The success of this financing, and the fact that it was oversubscribed so quickly, reflects the strong recognition by European investors of the exceptional potential of our Nevada projects and the world class technical and advisory teams we have assembled. This support immediately on the back of our oversubscribed LIFE financing provides both validation of our strategy and the resources needed to move swiftly into the next phase of our development. We believe this is just the beginning of a transformative period for Fairchild, as we build momentum toward unlocking meaningful value for our shareholders. We are confident that this financing lays another important piece of our foundation for anticipated aggressive Company development in the wonderful state of Nevada."*

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

#### **About Fairchild Gold Corp.**

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.

#### **On behalf of the Board of Directors**

Nikolas Perrault, CFA

Executive Chairman

Fairchild Gold Corp.

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*Neither the TSX Venture Exchange nor its Regulation Services Provider (as the term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy of this news release.*

#### **Cautionary Statement Regarding Forward-Looking Information**

Certain information contained in this news release constitutes "forward-looking information" or "forward-looking statements" (collectively, "forward-looking information"). Without limiting the foregoing, such forward-looking information includes statements regarding the process and completion of the Offering, the use of proceeds of the Offering and any statements regarding the Company's business plans, expectations and objectives. In this news release, words such as "may", "would", "could", "will", "likely", "believe", "expect", "anticipate", "intend", "plan", "estimate" and similar words and the negative form thereof are used to identify forward-looking information. Forward-looking information should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether, or the times at or by which, such future performance will be achieved. Forward-looking information is based on information available at the time and/or the Company management's good faith belief with respect to future events and is subject to known or unknown risks, uncertainties, assumptions and other unpredictable factors, many of which are beyond the Company's control. For additional information with respect to these and other factors and assumptions underlying the forward-looking information made in this news release, see the Company's most recent Management's Discussion and Analysis and financial statements and other documents filed by the Company with the Canadian securities commissions and the discussion of risk factors set out therein. Such documents are available at [www.sedarplus.ca](http://www.sedarplus.ca) (<https://api.newsfilecorp.com/redirect/Vvwn1CP1DL>) under the Company's profile and on the Company's website, <https://fairchildgold.com/> (<https://api.newsfilecorp.com/redirect/zAwVXt8Baw>). The forward-looking information set forth herein reflects the Company's expectations as at the date of this news release and is subject to change after such date. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.

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