

# Fairchild Gold Announces Closing of Tranche One of Life Offering and Early Warning Report

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Vancouver, August 27, 2025 - [Fairchild Gold Corp.](#) (TSXV: FAIR) ("Fairchild" or the "Company"), is pleased to announce that, further to its news releases dated August 13, 2025, and August 22, 2025 it has closed the first tranche of the non-brokered listed issuer financing exemption private placement of 20,050,000 units, of the max offering, 24,000,000 units ("Units") at a price of \$0.06 per Unit for gross proceeds of C\$1,203,000, of the max offering, C\$1,440,000 (the "Offering"). The Company anticipates closing of final tranche by September 8, 2025.

Each Unit consists of one common share of the Company (each, a "Common Share") and one common share purchase warrant (a "Warrant"). Each Warrant shall entitle the holder to purchase one Common Share of the Company at a price of C\$0.10 at any time on or before that date which is 3 years after the closing date of the Offering.

The Units were sold to purchasers pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 - Prospectus Exemptions, as modified by Coordinated Blanket Order 45-935 Exemptions from Certain Conditions of the Listed Issuer Financing Exemption of the Canadian Securities Administrators (together, the "LIFE Exemption").

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 Units issued and sold under the Offering in reliance on the LIFE Exemption are not subject to a hold period pursuant to applicable Canadian securities laws. No finder's fee was paid in this Offering. The Offering remains subject to the final acceptance of the TSX Venture Exchange.

An insider from the Company subscribed indirectly for a total of 4,666,666 Units under the Offering. A subscription by an insider of the Company is considered to be a "related party transaction" of the Company within the meaning of Exchange Policy 5.9 - Protection of Minority Security Holders in Special Transactions and Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is exempt from the formal valuation requirement in Section 5.4 of MI 61-101 in reliance on Section 5.5(a) of MI 61-101 as the fair market value of the Offering, insofar as it involves interested parties, is not more than 25% of the Company's market capitalization. Additionally, the Company is exempt from the minority shareholder approval requirement in Section 5.6 of MI 61-101 in reliance on Section 5.7(a) as the fair market value of the Offering, insofar as it involves interested parties, is not more than 25% of the Company's market capitalization. The Company did not file a material change report more than 21 days before the closing of the Offering because the details of the insider participation were not finalized until closer to closing of the Offering and the Company wished to close the Offering as soon as practicable for sound business reasons.

None of the securities sold under the Offering have been registered under the United States Securities Act of 1933, as amended.

## Early Warning Report

Immediately prior to this Offering, Mr. Shahal Khan owned, directly and indirectly, and had control and direction over 1,000,000 Common Shares of the Company and 1,000,000 Warrants representing approximately 0.99% (1.96% on a partially diluted basis) of the then issued and outstanding Common Shares of the Company. Following the Transaction, Mr. Khan became an insider and beneficially owns,

directly and indirectly, and has control and direction over 13,000,000 Common Shares and 7,000,000 Warrants representing approximately 10.73% (15.60% on a partially diluted basis) of the issued and outstanding Common Shares of the Company. The change in ownership arose as a result of the Offering. Mr. Khan will review his holdings from time to time and may, in the future, increase or decrease ownership or control over securities of the Company.

This news release is being issued pursuant to National Instrument 62-103 - The Early Warning System and Related Take-Over Bid and Insider Reporting Issues, persons who wish to obtain a copy of the early warning report to be filed by Mr. Shahal Khan in connection with this Offering herein may obtain a copy of such reports from [www.sedarplus.ca](http://www.sedarplus.ca) or by contacting the person named below.

#### 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  
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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 further tranches closing of the Offering, the use of proceeds of the Upsized 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) under the Company's profile and on the Company's website, <https://fairchildgold.com/>. 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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