

Fairchild Announces Final Increase of Its Unit Offering

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Vancouver, December 23, 2024 - [Fairchild Gold Corp.](#) (TSXV: FAIR) ("Fairchild" or the "Company") is pleased to announce, due to strong investor demand, a slight increase of 2 million additional units to its current non-brokered private placement offering, whereby the first increase was announced on December 17, 2024. (the "Offering"). As a result of this increase, the the Company expects to close its current offering with the issuance of 17 million units (the "Units").

Each Unit will be comprised of one common share (a "Common Share") in the share capital of the Company and one common share purchase warrant (a "Warrant"). Each whole Warrant will entitle the holder to acquire an additional Common Share at an exercise price of \$0.15 for a period of sixty (60) months from the date of issuance. 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 Private Placement (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.

The Company anticipates closing the Offering on December 24, 2024. All securities issued pursuant to the Offering will be subject to a statutory hold period of four months and one day in accordance with applicable securities laws. The Company previously closed a tranche with similar terms and conditions on November 28, 2024 for gross proceeds of \$496,000 by way of issuance of 8,266,667 Units. The Company does not anticipate any additional closings under the same terms and conditions beyond the December 24, 2024 anticipated closing.

The Company may pay a cash commission of up to 8% of the gross proceeds raised in the Offering to eligible finders, agents, or brokers. In addition, the Company may issue compensation shares ("Finder's Shares") equal to 4% of the number of Common Shares issued at a deemed price of \$0.06 per Common Share, and finder's warrants ("Finder's Warrants") exercisable for 60 months at an exercise price of \$0.10, representing 4% of the aggregate number of Units issued.

The Offering remains subject to final approval of the TSX Venture Exchange.

The securities to be offered have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This news release does not constitute an offer to sell or the solicitation of an offer to buy, nor will there be any sale of securities in any jurisdiction where such an offer, solicitation, or sale would be unlawful.

Clarification on News Release Dated November 15, 2024

The Company would like to clarify the content of its November 15, 2024 news release. The Company closed a cumulative total gross amount of \$638,580 from its closings that occurred on October 16, 2024, October 30, 2024, and November 14, 2024. The Company did not close a total amount of \$900,000.

About Fairchild Gold Corp.

Fairchild is engaged in the business of acquisition, exploration and development of mineral properties in

Canada and the United States. Its current portfolio consists of the Fairchild Lake Property in Ontario and the Copper Chief Project in Nevada.

On behalf of the Board of Directors

Luis Martins
Director and Chief Executive Officer
Fairchild Gold Corp.
info@fairchildgold.com
(866) 497-0284

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 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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