

# Fairchild Gold Announces Closing of Private Placement Financing and Early Warning Report

20.02.2026 | [Newsfile](#)

Vancouver, February 20, 2026 - [Fairchild Gold Corp.](#) (TSXV: FAIR) (FSE: Y4Y) (OTCQB: FCHDF) ("Fairchild" or the "Company"), is pleased to announce the closing of its previously announced non-brokered private placement financing for gross proceeds of C\$1,245,712 (the "Offering"). In connection with the closing of the Offering, the Company issued 13,841,249 units (the "Units") at a price of \$0.09 per Unit

Each Unit is comprised of one common share (a "Common Share") in the capital of the Company and one common share purchase warrant (a "Warrant"), whereby each whole Warrant shall be convertible into 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 include an acceleration clause to the effect 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, 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 by giving notice thereof to the holders of the Warrants, by way of news release, and in such case the Warrants will expire on the first day that is 10 calendar days after the date on which such notice is given by the Company announcing the Triggering Event.

No finder's fee was paid in this Offering. The Common Shares and Warrants issued under the Offering will be subject to a statutory hold period expiring four months and one day from the date of issuance or longer for certain subscribers. The Offering remains subject to final approval of the TSX Venture Exchange. Proceeds of the Offering will be used to advance the Company's Nevada gold projects and for general working capital purposes.

An insider from the Company subscribed indirectly for a total of 1,200,000 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 the insider, 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 the insider, 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.

The securities offered have not been 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 the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

## Early Warning Report

Immediately prior to this Offering, Mr. Shahal Khan owned, directly and indirectly, and had control and direction over 13,000,000 Common Shares of the Company, 7,000,000 Warrants, 2,000,000 stock options and 1,500,000 RSUs representing approximately 7.90 % (12.49% on a partially diluted basis) of the then issued and outstanding Common Shares of the Company. Following the Transaction, Mr. Khan now beneficially owns, directly and indirectly, and has control and direction over 14,200,000 Common Shares, 8,200,000 Warrants, 2,000,000 stock options and 1,500,000 RSUs representing approximately 7.96%

(13.62% 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 public company engaged in the business of mineral exploration and development of copper, gold and silver assets in mining-friendly jurisdictions across North America.

The company is committed to identifying and developing high-quality resource properties in Nevada with strong geological resource potential. Its strategy focuses on creating long-term shareholder value through disciplined exploration, strategic partnerships, and responsible development practices.

Fairchild Gold's recently assembled trinity of Nevada properties includes Nevada Titan, Fairchild's flagship property, located in the Goodsprings Mining District, Nevada, an area known for historical high-grade copper-gold-PGEs mining. In more recent times, Nevada Titan was also highlighted for its near surface Antimony and Cobalt potential. That was followed by a MOU towards the acquisition of the Golden Arrow property in the prolific Walker Lane Shear Zone, encompassing two principal resource areas, Gold Coin and Hidden Hill, with a combined measured + indicated and inferred resource base outlined in an NI 43-101 report written by Mine Development Associates.

Finally, Fairchild's Carlin Queen property, an advanced-stage gold-silver project located at the intersection of the Carlin and Midas-Hollister gold trends. Fairchild Gold is leveraging the potential of all these three properties by utilizing the outstanding mineral resources support Nevada provides.

On behalf of the Board of Directors

Nikolas Perrault, CFA  
Executive Chairman

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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 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) 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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