

AMENDED
Form 45-106F6
British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;

FAIRMONT RESOURCES INC.

- the issuer's website address; and

www.fairmontres.com

- the address, telephone number and email address of the issuer's head office.

**810 – 789 West Pender Street
Vancouver, BC V6C 1H2**

Telephone: (604) 648-0516

E-mail Address: info@fairmontres.com

Item 2: Reporting issuer status

State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

Non-reporting: _____

Reporting: ☒ _____

Jurisdictions: **British Columbia and Alberta**

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

☐ Bio-tech

☐ Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ Forestry

☐ Hi-tech

☐ Industrial

☐ Mining

☒ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe) _____

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
Not Applicable			

Details of distribution

Item 5: Distribution date

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

June 8, 2016

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Units. Each unit is comprised of one common share and one-half of one non-transferable share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at a price of \$0.10 per share for a one-year period following the closing date subject to the Company's right to accelerate the expiry date of the warrants.

- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

8,000,000 Units

- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

Not Applicable

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	2	\$0.06	\$25,200
British Columbia	7	\$0.06	\$76,800
Ontario	12	\$0.06	\$222,000
Quebec	16	\$0.06	\$156,000
Total number of Purchasers	37		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$480,000

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

Item 8: Information about purchasers

Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers						
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number of securities purchased	Type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
1820546 ONTARIO INC. 445 Fothergill Boulevard Burlington, ON L7L 6J2 Michael Lerner, CEO 416-710-4906	n/a	750,000	UNT (Units)	\$45,000	NI 45-106 2.3 [Accredited investor]	2016-06-08
547853 BC LTD. 1721 Valleyview Drive Kamloops, BC V2C 4B7 Doren Quinton, President 250-377-1182	n/a	525,000	UNT (Units)	\$31,500	NI 45-106 2.3 [Accredited investor]	2016-06-08
9128-6435 QUEBEC INC. 8540 Place Orphee Brossard, QC J4Y 3E3 Canada Alain Beland, CEO 514-947-5784	n/a	165,000	UNT (Units)	\$ 9,900	NI 45-106 2.3 [Accredited investor]	2016-06-08
MOMENTUM PREMIUM SERVICES 304 Rue Montarville Longueuil, QC J4H 2L7 Maxence Gagne-Godbout, CEO 514-913-0351	n/a	300,000	UNT (Units)	\$18,000	NI 45-106 2.3 [Accredited investor]	2016-06-08
OMBRAGE CONSTRUCTION ONTARIO INC. 1411 Peel St., #502 Montreal, QC H3A 1S5 Robert Shade, President 514-836-6293	n/a	100,000	UNT (Units)	\$ 6,000	NI 45-106 2.3 [Accredited investor]	2016-06-08
PENTOR FINANCE CORP. 4 King Ave., Suite 300	n/a	100,000	UNT (Units)	\$ 6,000	NI 45-106 2.3	2016-06-08

Information about non-individual purchasers						
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number of securities purchased	Type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Pointe Claire, QC H9R 4G7 Joseph Galli, Chairman 514-994-7074					[Accredited investor]	

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)*	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
PI Financial Corp. 1900 – 666 Burrard Street Vancouver, BC V6C 3N1	n/a	\$4,224	70,400 Warrants ⁽¹⁾	\$0.10	s. 2.3 of NI-45-106 2016/06/08	\$4,224
Canaccord Genuity Corp. 2200 - 609 Granville Street Vancouver, BC V7Y 1H2	n/a	\$2,160	20,000 Warrants ⁽¹⁾	\$0.10	s. 2.3 of NI-45-106 2016/06/08	\$2,160
EMD Financial Inc. 398 De Maisonneuve Ouest Montreal, QC H3A 1L2	n/a	\$10,560	176,000 Warrants ⁽¹⁾	\$0.10	s. 2.3 of NI-45-106 2016/06/08	\$10,560
Foster & Associates Financial Services Inc. 372 Bay Street Toronto, ON M5H 2W9	n/a	\$1,200	20,000 Warrants ⁽¹⁾	\$0.10	s. 2.3 of NI-45-106 2016/06/08	\$1,200

(1) Finder's Warrants are exercisable into common shares of the Issuer at \$0.10 per share for a one-year period expiring June 8, 2017, subject to acceleration by the Company in accordance with their terms.

Certificate

On behalf of the Issuer, I certify that the statements made in this report are true.

Date: June 24, 2016

FAIRMONT RESOURCES INC.

Name of Issuer (please print)

MICHAEL DEHN, CEO

Tel: (647) 477-2382

Print name, title and telephone number of person signing

"Michael Dehn"

Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

Charles C. Hethey
Northwest Law Group
Suite 704, 595 Howe Street
Vancouver, BC, Canada V6C 2T5
Tel: (604) 687-5792 / Fax: (604) 687-6650

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: (604) 899-6500
Toll free across Canada: 1-800-373-6393
Facsimile: (604) 899-6581