

**51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Spearmint Resources Inc. (the "Company")  
1470 – 701 West Georgia Street  
Vancouver, BC V7Y 1C6

**Item 2 Date of Material Change**

February 4, 2014

**Item 3 News Release**

The news release was disseminated through Stockwatch and Market News.

**Item 4 Summary of Material Change**

The Company announced that it had amended the terms of the Otter Prospect agreement.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

See attached news release.

*5.2 Disclosure for Restructuring Transactions*

N/A

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Conrad Clemiss, Chief Executive Officer  
Tel: (604) 646-6903

**Item 9 Date of Report**

February 14, 2014

**SPEARMINT RESOURCES INC.**  
Suite 1470 – 701 West Georgia Street  
Vancouver, BC V7Y 1C6

**February 4, 2014**

Trading Symbol:

SRJ—TSX Venture Exchange

**Spearmint Amends Otter Terms**

Spearmint Resources Inc. (“SRJ” or the “Company”) (SRJ—TSX.V) wishes to announce that it has amended the terms of the Otter Prospect agreement. The new terms are as follows:

	<u>Exploration Costs</u>	<u>Shares</u>
On or before February 3, 2014 (incurred and issued)	\$116,000	50,000
On or before February 3, 2015	\$84,000	150,000
On or before February 3, 2016	\$300,000	200,000
On or before February 3, 2017	\$500,000	-
		-
On or before February 3, 2018	\$1,000,000	

Contact Information

Tel: 1604646-6903

[www.spearmintresourcesinc.com](http://www.spearmintresourcesinc.com)

“Conrad Clemiss ”

Director

Spearmint Resources Inc.

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