

**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**

September 10, 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 all resolutions presented at the Company's annual general and special meeting held on Monday, September 8, 2014, including the appointment of directors, the re-appointment of its current auditor, the approval of the Company's stock option plan and the approval of the proposed plan of arrangement with Sheslay Mining Inc., were approved by the shareholders of the Company.

**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 Clemis, Chief Executive Officer  
Tel: (604) 646-6903

**Item 9 Date of Report**

September 19, 2014



1470 - 701 West Georgia St.  
PO Box 10112  
Vancouver BC V7Y 1C6  
Tel: 604-646-6903  
<http://www.spearmintresourcesinc.com>

## **SpearMint Resources Inc. Announces Results of its Annual General and Special Meeting**

September 10, 2014 – Vancouver, B.C. – SpearMint Resources Inc. (the “**Company**” or “**SpearMint**”) (TSX-V:SRJ) is pleased to announce that all resolutions presented at the Company’s annual general and special meeting held on Monday, September 8, 2014, including the appointment of directors, the re-appointment of its current auditor, the approval of the Company’s stock option plan and the approval of the proposed plan of arrangement with Sheslay Mining Inc. (“**Spinco**”), were approved by the shareholders of the Company.

The directors elected to serve for the ensuing year are Conrad Clemmiss, Gregory Thomson and James Nelson.

As announced in the Company’s news release on August 6, 2014, the Company entered into an arrangement agreement (the “**Arrangement Agreement**”) with Spinco, a private British Columbia company in which the Company currently holds a nominal interest. Pursuant to the Arrangement Agreement, the Company has agreed to transfer \$20,000 to Spinco in consideration for the issuance of 800,000 common shares of Spinco (or 24.2%) and to distribute these common shares to the Company’s shareholders on a pro-rata basis pursuant to a plan of arrangement under the *Business Corporations Act* (British Columbia) (the “**Plan of Arrangement**”). A copy of the Arrangement Agreement is publicly available on SEDAR.

The Company is now seeking approval of the Plan of Arrangement from the TSX Venture Exchange, following which it intends to obtain a Final Order from the Court for the Plan of Arrangement on or about September 17, 2014.

For further information, please contact:

Conrad Clemmiss  
Telephone: (604) 646-6903

On behalf of the board of directors of  
**SPEARMINT RESOURCES INC.**

/s/ Conrad Clemmiss  
Conrad Clemmiss  
President and Director

*This press release contains projections and forward-looking information that involve various risks and uncertainties regarding future events. Such forward-looking information can include without limitation statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of SpearMint such as the statement that: (i) SpearMint may obtain the requisite approvals from the Court and the TSX Venture Exchange; (ii) the Plan of Arrangement may be effected; and (iii) shareholders may receive 24.2% of the shares of Spinco. There are numerous risks and uncertainties that could cause actual results and SpearMint’s plans and objectives to differ materially from those expressed in the forward-looking information, including: (i) the inability to obtain TSX Venture Exchange and Court approval; and (ii) other factors beyond SpearMint’s control.*

*Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. Except as required by law, Spearmint assumes no obligation to update forward-looking information should circumstances or management's estimates or opinions change.*

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy of this release.