

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 24, 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 further to the previously announced plan of arrangement (the "Arrangement") with Sheslay Mining Inc., a private British Columbia company in which the Company currently holds a nominal interest, the TSX Venture Exchange had granted its final approval of the Arrangement.

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

September 26, 2014



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SpearMint Resources Inc. Announces Record Date of Plan of Arrangement

September 24, 2014 – Vancouver, B.C. – SpearMint Resources Inc. (the “**Company**” or “**SpearMint**”) (TSX-V:SRJ) is pleased to announce further to the previously announced plan of arrangement (the “**Arrangement**”) with Sheslay Mining Inc. (“**Spinco**”), a private British Columbia company in which the Company currently holds a nominal interest, the TSX Venture Exchange (the “**Exchange**”) has granted its final approval of the Arrangement. Shareholder and final court approval for the Arrangement were obtained on September 8, 2014 and September 17, 2014, respectively. Refer to the Company’s Information Circular dated August 8, 2014, for additional information concerning the Arrangement.

The record date for the Arrangement has been set as October 2, 2014 (the “**Record Date**”), which is the date for shareholders of the Company (the “**Shareholders**”) to participate in the Arrangement. The Company anticipates that the effective date for the Arrangement will be on or about October 3, 2014 (the “**Effective Date**”). Shareholders of record on the Effective Date will receive one new common share and one Class 1 Reorganization Share of the Company. On the Effective Date, and pursuant to the Arrangement, all of the Class 1 Reorganization Shares will be automatically transferred by Shareholders to Spinco in exchange for 800,000 common shares of Spinco to be issued to Shareholders on a *pro rata* basis (resulting in approximately 0.0185 common shares of Spinco being issued for every one Class 1 Reorganization Share). Immediately following this, the Company will redeem all of the Class 1 Reorganization Shares by the transfer to Spinco of \$20,000 of working capital. Fractional shares of Spinco will not be issued and any fractional shares resulting from the Arrangement will be cancelled. As the rights and restrictions of the new common shares are identical to the current common shares, no replacement share certificates for the new common shares will be distributed to Shareholders. Share certificates for the Spinco common shares will be distributed or credited to Shareholders of record on the Effective Date.

The shares of the Company will trade ex-distribution on September 30, 2014, meaning that purchasers of the Company’s shares after September 30, 2014, will not receive Spinco shares pursuant to the Arrangement.

For further information, please contact:

Conrad Clemiss
Telephone: (604) 646-6906

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

/s/ Conrad Clemiss

Conrad Clemiss
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 the Company anticipates that the Effective Date will be on or about October 3rd. 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 decision by the board to terminate the Arrangement for any reason prior to the Effective Date; (ii) delays or termination of the Arrangement for any number of reasons including orders from regulatory agencies or a court ordered injunction; and (iii) 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.