

**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**

October 3, 2014

**Item 3 News Release**

The news release was disseminated through Stockwatch and Market News on October 3, 2014.

**Item 4 Summary of Material Change**

The Company announced that it has completed its previously announced plan of arrangement (the "Arrangement") with Sheslay Mining Inc. Shareholder and final court approval for the Arrangement were obtained on September 8, 2014 and September 17, 2014, respectively, and the effective date of the Arrangement was October 3, 2014. Refer to the Company's Information Circular dated August 8, 2014, for additional information concerning the Arrangement.

**Item 5 Full Description of Material Change**

Please see the attached news release.

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

Not Applicable

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Conrad Clemiss, President, 604-646-6906

**Item 9 Date of Report**

August 6, 2014



1470 - 701 West Georgia St.  
PO Box 10112  
Vancouver BC V7Y 1C6  
Tel: 604-646-6906

<http://www.spearmintresourcesinc.com>

**SpearMint Resources Inc.  
Announces Completion of Plan of Arrangement**

October 3, 2014 – Vancouver, B.C. – SpearMint Resources Inc. (the “**Company**” or “**SpearMint**”) (TSX-V:SRJ) is pleased to announce that it has completed its previously announced plan of arrangement (the “**Arrangement**”) with Sheslay Mining Inc. Shareholder and final court approval for the Arrangement were obtained on September 8, 2014 and September 17, 2014, respectively, and the effective date of the Arrangement was October 3, 2014. Refer to the Company’s Information Circular dated August 8, 2014, for additional information concerning 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

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.