

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

June 8, July 13 and August 5, 2016

Item 3 News Release

All three news releases were disseminated through Market News and Stockwatch. The July 13, 2016 news release was also disseminated through Newsfile.

Item 4 Summary of Material Change

On June 8, 2016, the Company announced that it intended to conduct a private placement of flow-through and non flow-through units. On July 13, 2016, the Company announced the entry into a share purchase agreement to acquire all of the shares of an arm’s length private British Columbia corporation, which indirectly held 53 unpatented mineral claims in Nevada that are prospective for lithium known as the Elon Property and the McGee Property. On August 5, 2016, the Company announced that it has cancelled its proposed private placement.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached new releases with respect to the matters described above.

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

Contact: Conrad Clemis, CEO and Secretary
Telephone: 604.646.6903

Item 9 Date of Report

September 6, 2016

Spearmint Resources Inc.
Suite 1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

June 08, 2016

Trading Symbols:

SRJ-TSX Venture

Spearmint Proposes Flow Through and Non Flow Through Financing

Spearmint Resources Inc. ("**SRJ**" or the "Company") (SRJ-TSX Venture) announces that it intends to complete a private placement of flow-through and non flow-through units (the "Private Placement").

Proceeds of the offering are expected to be used toward general working capital as well as work programs on the recently acquired Preissac Lithium property and Whabouchi Lake Lithium property in Quebec.

James Nelson, director of Spearmint, stated: "We are looking forward to getting to work on both of these lithium properties. The recent flurry in activity in the lithium space has been sped up by the significant increase in demand for lithium and we are optimistic that this prospect produces the next discovery in Canada's top lithium district."

The Company intends to issue up to 6,000,000 flow-through units at a price of \$0.05 per unit (the "FT Units") for aggregate proceeds of up to \$300,000. Each FT Unit will consist of one flow-through common share (the "FT Shares") and one non flow-through common share purchase warrant (the "FT Warrants"). Each whole FT Warrant will entitle the holder to purchase one additional non flow-through common share of the Company at an exercise price of \$0.06 per common share for a period of 5 years from the date of issue. The FT Shares will entitle the holder to receive the tax benefits applicable to flow-through shares, in accordance with provisions of the *Income Tax Act* (Canada).

The Company also intends to issue up to 10,000,000 non flow-through units at a price of \$0.05 per unit (the "NFT Units") for aggregate proceeds of up to \$500,000. Each NFT Unit will consist of one non flow-through common share and one non flow-through common share purchase warrant (the "FT Warrants"). Each FT Warrant will entitle the holder to purchase one additional non flow-through common share of the Company at an exercise price of \$0.05 per common share for a period of 5 years from the date of issue.

Spearmint plans to rely upon the new existing shareholder exemption described in Multilateral CSA Notice 45-313, prospectus exemption for distributions to existing security holders (published March 13, 2014), or analogous exemption for shareholders of record as of June 8, 2016, as well as other exemptions. As at the date hereof, the existing security holder exemption is available in each of the provinces of Canada, with the exception of Newfoundland and Labrador. A finder's fee may be paid in accordance with TSX-V policy.

In addition to the existing security holder exemption and other available prospectus exemptions, a portion or all of the offering may be completed pursuant to Multilateral CSA Notice 45-318, prospectus exemption for certain distributions through an investment dealer, and the corresponding blanket orders and rules implementing CSA 45-318 in the participating jurisdictions in respect thereof. As at the date hereof, the investment dealer exemption is available in each of Alberta, British Columbia, Saskatchewan, Manitoba and New Brunswick. Pursuant to CSA 45-318, each subscriber relying on the investment dealer exemption must obtain advice regarding the suitability of the investment from a registered investment dealer. There is no material fact or material change of the corporation that has not been generally disclosed.

All securities issued pursuant to the Private Placement will be subject to a four-month hold period. The Private Placement is subject to approval by the TSX Venture Exchange.

Contact Information

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Fax: 1(604) 689-1733

“James Nelson”

Director

Spearmint Resources Inc.

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 or accuracy of this press release.

Spearmint Announces Acquisition of Nevada Lithium Claims

July 13, 2016 – Vancouver, B.C. – Spearmint Resources Inc. (the “**Company**” or “**Spearmint**”) (TSX-V:SRJ) is pleased to announce the entry into a share purchase agreement to acquire all of the shares of an arm’s length private British Columbia corporation (the “**Target**”) which indirectly holds 53 unpatented mineral claims in Nevada that are prospective for lithium known as the Elon Property and the McGee Property. The Target holds a 100% interest in the Elon and McGee properties in Nevada which cover an aggregate area of 1420 acres.

James Nelson, Director of Spearmint states, “This is a great opportunity to be able to acquire two separate blocks bordering Pure Energy Minerals Clayton Valley project. Pure Energy is in the only known lithium bearing brine in North America that is in production and we very pleased to able to be right in this area.”

The closing of the Agreement is subject to certain closing conditions, including approval by the TSX Venture Exchange. In consideration for the acquisition of the Target, the Company has agreed to issue an aggregate of 12,700,000 common shares in the capital of the Company to the five arm’s length shareholders of the Target.

If you would like to be added to Spearmint’s news distribution list, please send your email address to info@spearmintresources.ca

On behalf of the Board of Directors:

“James Nelson”

Director

Spearmint Resources Inc.

For further information, please contact:

Tel: 1-604-646-6903

www.spearmintresources.ca

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 may close the definitive agreement. 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) receipt of all third party consents and approvals, including the TSX Venture Exchange; (ii) the satisfaction of all closing conditions as set out in the agreement; 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.

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

August 5, 2016

Trading Symbol:

SRJ—TSX Venture Exchange

Spearmint Cancels Private Placement

Spearmint Resources Inc. (“SRJ” or the “Company”) (SRJ—TSX.V) wishes to announce that it is not proceeding with the proposed private placement announce June 8, 2016.

Contact Information

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www.spearmintresources.ca

“James Nelson”

Director

Spearmint Resources Inc.

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