

**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 7 and September 22, 2016

**Item 3 News Release**

The September 7, 2016 news release was disseminated through Market News and Stockwatch. The September 22, 2016 news release was disseminated through Newsfile.

**Item 4 Summary of Material Change**

On September 7, 2016, the Company announced that it was proposing a non-brokered private placement of up to 20,000,000 units at \$0.025 per unit for gross proceeds of \$500,000. On September 22, 2016, the Company announced that it closed the private placement consisting of 9,500,000 units at \$0.025 per unit for gross proceeds of \$237,500.

**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 Clemiss, CEO and Secretary  
Telephone: 604.646.6903

**Item 9 Date of Report**

October 13, 2016

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

September 7, 2016

Trading Symbols:

SRJ-TSX Venture

**Spearmint Proposes Private Placement**

Spearmint Resources Inc. ("**SRJ**" or the "Company") (SRJ-TSX Venture) wishes to announce that it is proposing a non-brokered private placement of up to 20,000,000 units at \$0.025 per unit for gross proceeds of \$500,000 (the "Offering"). Each unit will consist of one common share and one transferable share purchase warrant exercisable at \$0.05 for a period of 5 years (the "Offering"), subject to approval of the TSX Venture Exchange (the "TSXV"). The Offering is being conducted in accordance with the TSXV Bulletin dated April 07, 2014 and November 17, 2014, regarding *Private Placements – Discretionary Waivers of \$0.05 Minimum Pricing Requirement*. Proceeds of the Offering are expected to be used towards the following: (a) accounts payable and accrued liabilities; (b) exploration and evaluation of the Company's existing mineral properties; (c) repayment of loans; and (d) general working capital. A finder's fee may be paid in accordance with TSXV policy.

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

Tel: 1.604.646.6903

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

September 22, 2016

Trading Symbols:

SRJ-TSX Venture

**Spearmint Closes Private Placement**

James Nelson states, “We are very pleased to close this placement. This will enable the company to now get underway on multiple projects with our focus on lithium brines in the Clayton Valley of Nevada and our hard rock lithium in Quebec. Shareholders should expect a more consistent flow of news going forward.”

Spearmint Resources Inc. (“**SRJ**” or the “Company”) (SRJ-TSX Venture) has closed a non-brokered private placement of 9,500,000 units at \$0.025 per unit for gross proceeds of \$237,500 (the “Offering”), previously announced on September 7, 2016. Each unit consists of one common share and one transferable share purchase warrant exercisable at \$0.05 until September 21, 2021. The Offering was conducted in accordance with the TSXV Bulletin dated April 07, 2014 and November 17, 2014, regarding *Private Placements – Discretionary Waivers of \$0.05 Minimum Pricing Requirement*. Proceeds of the Offering are expected to be used towards the following: (a) accounts payable and accrued liabilities; (b) exploration and evaluation of the Company's existing mineral properties; (c) repayment of loans; and (d) general working capital. All securities issued in this offering are subject to a four-month hold period expiring January 22, 2017.

Contact Information

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“James Nelson”

Director

Spearmint Resources Inc.

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