

**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**

November 8, November 9 and November 16, 2016

**Item 3 News Release**

The November 8, November 9 and November 16, 2016, news release were disseminated through Newsfile.

**Item 4 Summary of Material Change**

On November 8, 2016, the Company announced that a geological work crew was on its 100% owned Clayton Valley Lithium property. On November 9, 2016, the Company announced that management was actively evaluating additional corporate growth drivers. On November 16, 2016, the Company announced the geological work crew on its Clayton Valley Lithium property had completed the first phase of the work program.

**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**

November 17, 2016

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

**November 08, 2016**

Trading Symbol:

SRJ—TSX Venture Exchange

**Spearmint Commences Operations on Clayton Valley Lithium Prospect**

**Spearmint Resources Inc. (“SRJ” or the “Company”)** (SRJ—TSX.V) wishes to announce that a geological work crew is now on its 100% owned Clayton Valley Lithium property (see press release issued July 13, 2016). This property consists of 880 acres of unpatented mineral claims in Nevada. These claims are located directly to the east of the Pure Energy Minerals current drill program and directly bordering Pure and Cypress Development (who recently signed a deal with Pure for that property). Historic and present drill programs in adjacent and nearby properties are suggestive of the potential for the discovery of lithium-bearing brines.

James Nelson, Director of Spearmint states, “We are extremely excited to get to work on our property bordering Pure Energy, which is in the only known lithium bearing brine basin in North America that is in production. The recent flurry in activity in the lithium space has been sped up by the significant increase in demand. Management is optimistic that this prospect produces the next discovery in the Clayton Valley lithium district. We eagerly anticipate the lithium grades this work program will return. Spearmint has one of the lowest entry points of any company in Clayton Valley therefore this work program provides tremendous leverage to shareholders”

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

Contact Information

Tel: 1604646-6903

[www.spearmintresources.ca](http://www.spearmintresources.ca)

“James Nelson”

Director

Spearmint Resources Inc.

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

**November 9, 2016**

Trading Symbol:

SRJ—TSX Venture Exchange  
SPMTF - US

**Spearmint to evaluate additional corporate opportunities including base metals, agriculture, edibles, beverages, and medical situations.**

**Spearmint Resources Inc. (“SRJ” or the “Company”) (SRJ—TSX.V) (SPMTF – US)** wishes to announce that management will be actively evaluating additional corporate growth drivers. The new areas that will be investigated will potentially include, but will not be limited to, additional mining areas such as base metals, agriculture, edibles, beverages, and medical situations. At this time no new project has been contemplated and there is no guarantee that one will be acceptable and approved by the board.

James Nelson, a director of Spearmint states, “We are excited about the potential of the current assets in the company especially now that we are working on our lithium project in Nevada. However, in light of the recent activity displayed in certain segments of the junior market and the elections in the USA, we would be doing a disservice to our shareholders to not broaden the scope of Spearmint and investigate other opportunities that may increase shareholder value. The board welcomes any submissions for evaluation to [info@spearmintresources.ca](mailto:info@spearmintresources.ca).”

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“James Nelson”  
Director  
Spearmint Resources Inc.

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

November 16, 2016

Trading Symbol:  
SRJ—TSX Venture Exchange  
SPMTF--USA

Spearmint Completes First Phase of Operations on Clayton Valley Lithium Prospect

Spearmint Resources Inc. (“SRJ” or the “Company”) (SRJ—TSX.V) (SPMTF—OTCBB) wishes to announce that the geological work crew on its 100% owned Clayton Valley Lithium property has completed the first phase of the work program. This property consists of 880 acres of unpatented mineral claims in Nevada. These claims are located directly to the east of the Pure Energy Minerals current drill program and directly bordering Pure and Cypress (who recently signed a deal with Pure for that property). Historic and present drill programs in adjacent and nearby properties are suggestive of the potential for the discovery of lithium-bearing brines. A total of 91 samples have been sent to the lab for lithium grade testing. We expect the samples to come back from the lab in 2-6 weeks and at that point we can assess the next phase of drill or work programs.

James Nelson, Director of Spearmint states, “We are pleased with the speed and quality work exhibited by the crews. We eagerly anticipate the samples coming back and feel very positive about what they will return based on the area that we are in. We are directly beside the current drill program of Pure Energy Minerals Clayton Valley drill program. We are directly between Pure and NorAm who are off to the East of us, and Cypress, directly above us, thus giving Spearmint an optimal location in the Clayton Valley.”

Spearmint Resources Inc. management continues to actively evaluate additional corporate growth drivers. The new areas that will be investigated will potentially include, but will not be limited to, additional mining areas such as base metals, agriculture, edibles, beverages and medical situations. At this time, no new project has been completed, and there is no guarantee that one will be acceptable and approved by the board.

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“James Nelson”  
Director  
Spearmint Resources Inc.

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