

\ 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

January 12 and February 5, 2018

Item 3 News Release

The news releases were disseminated through Stockwatch and News File.

Item 4 Summary of Material Change

On January 12, 2018, the Company announced that it had closed an acquisition and now owns 100 percent of the WHY WEST Magnesium project near Rossland, BC, and the BUDDY claims in the Golden Triangle of BC. On February 5, 2018, the Company announced that it has closed its non-brokered private placement.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached new releases.

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: James Nelson, CEO and Secretary
Telephone: 604.646.6903

Item 9 Date of Report

February 5, 2018

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

January 12, 2017

Trading Symbol:

SRJ -- TSX Venture Exchange

SPMTF -- USA

A2AHL5 -- FSE

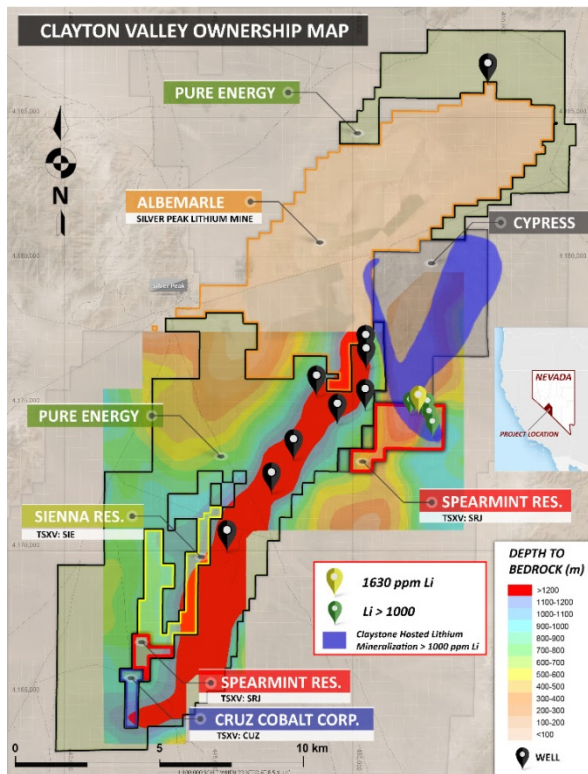
Spearmint closes acquisition of two BC mineral properties

Spearmint Resources Inc. (“SRJ” or the “Company”) (SRJ—TSX.V) (SPMTF—OTCBB) (A2AHL5--FSE) wishes to announce that it has closed the acquisition and now owns 100 percent of the WHY WEST Magnesium project near Rossland, BC, and the BUDDY claims in the Golden Triangle of BC.

The BUDDY claims directly border the EL North claims currently held by Spearmint. These claims are directly bordering Garibaldi Resources Corp. (GGI—TSX Venture) in the Golden Triangle of BC. This prospect consists of approximately 4,400 contiguous acres.

James Nelson, President of Spearmint states, “Adding these two new projects shows the commitment SRJ management has to growing the company. Both of these areas may constitute a key building block of Spearmint going forward. The golden triangle of British Columbia has proven to be a global focus of mining and we are looking forward to the upcoming 2018 drill season. We recently announced a financing which we expect to close shortly which includes flow-through funds that will be implemented in BC and for the Québec vanadium claims. We are also expecting to commence operations on our Clayton Valley Lithium Projects shortly, making 2018 the most active year in many for Spearmint.”

Terms of the private placement are hard dollar at \$0.05 with a full 3 year warrant at \$0.08 and flow through at \$0.065 with a full two year warrant at \$0.1 (announced December 7, 2017). A finders fee may be paid on this placement. If you have any questions regarding this placement please call toll free at 1 855 646 6901 or email info@spearmintresources.ca.



About Spearmint Resources

Spearmint's current projects include a portfolio of lithium prospects. The 'Clayton Valley Lithium Prospects' of Nevada, comprising of two claim blocks totaling 800-acres bordering Pure Energy Minerals (PE.v) & Cypress Development Corp. (CYP.v). We also have three lithium projects in Quebec, including the 4,485-acre 'Pressiac Lithium Prospect', the 524-acre 'Whabouchi Lakes Lithium Prospect', and the 2,636-acre 'Whabouchi Lakes West Lithium Prospect' in the vicinity of Nemaska Lithium Inc. (NMX.t) & Critical Elements Corp. (CRE.v).

Spearmint's 'Chibougamau Vanadium Prospects' comprise of five separate claim blocks totalling 9,735-acres bordering, or in the direct vicinity of, the vanadium deposit of BlackRock Metal's (private) Ilmenite vanadium project, Vanadiumcorp Resource Inc. (VRB.v) and Vanadium One Energy Corp. (VONE.v).

Spearmint's current projects also include three areas of focus on gold in British Columbia; the 'Golden Triangle Gold Prospects' comprising of four separate claim blocks totaling 4,095-acres bordering GT Gold Corp (GTT.v), the 'Gold Mountain Prospects' comprising of three separate claim blocks totaling 1,245-acres bordering Barkerville Gold Mines (BGM.v), and the 3,052 acre 'Neba Prospect' bordering Aben Resources Ltd (ABN.v). Spearmint's 8,482 acre 'EL North' Nickel-Copper Prospect is a contiguous land package that includes the 'EL North, EL North 2

If you would like to be added to Spearmint's news distribution list or wish to participate in the financing, please send your email address to info@spearmintresources.ca. The terms of this agreement call for Spearmint to pay \$19,850.

Contact Information

Tel: 1604646-6903

www.spearmintresources.ca

info@spearmintresources.ca

“James Nelson”
President
Spearmint Resources Inc.

Neither the TSX Venture Exchange Inc. nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange Inc.) accepts responsibility for the adequacy or accuracy of this press release.

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

February 5, 2018

Trading Symbol:

SRJ -- TSX Venture Exchange
SPMTF -- USA
A2AHL5 -- FSE

Spearmint Closes Private Placement

Spearmint Resources Inc. (“SRJ” or the “Company”) (SRJ—TSX.V) (SPMTF—OTCBB) (A2AHL5--FSE) announces that it has closed a non-brokered private placement (December 7 & December 13, 2018).

James Nelson, President states, “We are pleased and grateful to our shareholders for the response to this placement. We are now fully cashed up to undertake multiple work programs in Nevada, Quebec and BC. We plan to commence operations this month and look forward to very active 2018.”

Terms of the placement consists of 3,833,845 flow-through units (the "FT Units") at \$0.065 per FT unit for gross proceeds of \$249,200, as well as 15,000,000 non flow-through units (the "NFT Units") at a price of \$0.05 per NFT Unit for total proceeds of \$750,000. Each FT Unit will consist of one flow-through common share (a "FT Share") and one non-flow through transferable share purchase warrant (a "FT Warrant"). Each FT Warrant will entitle the holder to purchase one non-flow through common share (a "FT Warrant Share") at a price of \$0.10 until January 29, 2020. Each NFT unit will consist of one common share (a "NFT Share") and one transferable share purchase warrant (a "NFT Warrant"). Each NFT Warrant is exercisable to purchase an additional common share (a "NFT Warrant Share") at a price of \$0.08 until January 29, 2021.

An aggregate finders' fee of \$35,376 and 629,908 Broker Warrants was paid in connection with the private placement. The B Warrants are each exercisable at \$0.10 per share until January 29, 2020. All the securities issued in connection with this private placement have a hold period that expires on May 30, 2018. Proceeds will be used toward the Company's working capital, a work program in Nevada, as well as work on the BC Golden Triangle properties and the Quebec vanadium assets. The private placement is subject to final approval of the TSX Venture Exchange and was originally announced on December 7, 2018, and amended on December 13, 2018.

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

Contact Information

Tel: 1604646-6903

www.spearmintresources.ca

“James Nelson”

President

Spearmint Resources Inc.

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