McGEE LITHIUM PROPERTY
NATIONAL INSTRUMENT 43-101 REPORT

REPORT PREPARED FOR:

SPEARMINT RESOURCES INC.

1470-701 West Georgia Street
Vancouver, British Columbia, Canada V7Y 1C6

REPORT PREPARED BY:

Frank Bain
Certified Professional Geologist and Qualified Person

July 5, 2018

Drilling on the McGee Claims, Clayton Valley, Nevada

TABLE OF CONTENTS

1.0 SUMMARY 1
2.0 INTRODUCTION AND TERMS OF SERVICE 3
2.1 INTRODUCTIONS 3
2.2 TERMS OF REFERENCE 3
2.3 SOURCES OF INFORMATION 3
2.4 PROJECT MANAGEMENT AND SITE PRESENCE 3
2.5 UNITS AND CURRENCY 4
3.0 RELIANCE ON OTHER EXPERTS 4
4.0 PROPERTY LOCATION AND DESCRIPTION 5
4.1 LOCATION 5
4.2 MINERAL RIGHTS DISPOSTION 5
4.3 TENURE RIGHTS 7
4.4 RESOURCES, RESERVES, DEVELOPMENT, AND INFRASTRUCTURE 7
4.5 LEGAL SURVEY 7
4.6 ENVIRONMENTAL LIABILITIES 7
4.7 PERMITS 7
5.0 ACCESSIBILLITY, CLIMATE, LOCAL RESOURCES, INFRSTRUCTURE, AND PHYSIOGRAPHY 8
5.1 ACCESS 8
5.2 LOCAL RESOURCES 8
5.3 CLIMATE 8
5.4 PHYSIOGRAPHY 8
6.0 HISTORY 11
6.1 COMPILATION OF REPORTS ON EXPLORATION PROGRAMS 11
7.0 GEOLOGICAL SETTING AND MINERALIZATION 12
7.1 DISTRICT GEOLOGY 12
7.2 PROPERTY GEOLOGY 13
7.2.1 PROPERTY ROCK UNITS 17
7.2.2 ALTERATION OF THE UNITS 18
7.3 PROPERTY MINERALIZATION 18
8.0 DEPOSIT TYPE 19
9.0 EXPLORATION 20
9.1 OUTCROP SAMPLING 20
10.0 DRILLING 21
11.0 SAMPLE PREPARATION AND ANALYSIS 24
11.1 SAMPLE PREPARATION AND ASSAYING 24
11.2 QUALITY ASSURANCE AND QUALITY CONTROL 24
11.3 SECURITY 24
12.0 DATA VERIFICATION 25
13.0 MINERAL PROCESSION AND METALURIGICAL TESTING 25
14.0 MINERAL RESOURCE ESTIMATE 25
15.0 MINERAL RESERVE ESTIMATE 25
16.0 MINING METHODS 25

17.0 RECOVERY METHODS 25
18.0 PROJECT INFRASTRUCTURE 25
19.0 MARKET STUDIES 25
20.0 ENVIRONMENTAL STUDIES, PERMITS, AND SOCIAL OR COMMUNITY IMPACTS 26
21.0 EXPLORATION COSTS 26
22.0 ECONOMIC ANALYSIS 26
23.0 ADJACENT ANALYSIS 26
24.0 OTHER RELEVANT DATA AND INFORMATION 28
25.0 INTERPRETATIONS AND CONCLUSIONS 28
26.0 RECOMMENDATIONS 29
26.1 PHASE II RECOMMENDATIONS 31
27.0 REFERENCES 32

LIST OF FIGURES, PHOTOGRAPHS, AND ILLUSTRATIONS

FIGURE 1. McGEE LITHIUM PROJECT LOCATION MAP 1
FIGURE 2. McGEE LITHIUM PROJECT CLAIM MAP 6
FIGURE 3. McGEE LITHIUM PROJECT DRILL HOLE AND ACCESS MAP 9
FIGURE 4. McGEE LITHIUM PROJECT LANDSCAPE PHOTO, NORTHWEST VIEW 10
FIGURE 5. McGEE LITHIUM PROJECT GENERALIZED STRATIGRAPHIC SECTION 14
FIGURE 6. PHOTO – DRILL CHIPS FROM HOLE SMR-1 16
FIGURE 7. PHOTO – DRILL CORE FROM HOLE SMR-3 17
FIGURE 8. McGEE LITHIUM PROJECT OUTCROP SAMPLE LOCATION MAP 20
FIGURE 9. McGEE LITHIUM PROJECT DRILL HOLE/CROSS SECTION LOCATION MAP 22
FIGURE 10. McGEE LITHIUM PROPERTY WEST TO EAST GEOLOGIC CROSS SECTION 23
FIGURE 11. PROPERTIES ADJACENT TO THE McGEE CLAIM BLOCK 28
FIGURE 12. RECOMMENDED DRILL HOLE LOCATIONS 30

LIST OF TABLES

TABLE 1. LIST OF McGEE PROPERTY LODE AND PLACER CLAIMS 5
TABLE 2. McGEE PROPERTY DRILL HOLE LOCATION SUMMARY 23
TABLE 3. McGEE PROPERTY DRILL HOLE ASSAY RESULTS 24
TABLE 4. PHASE II COST ESTIMATION 30

LIST OF APPENDICES

Appendix 1. ASSAY RESULTS FOR SMR-1 AND SMR-2
Appendix 2. ASSAY RESULTS FOR SMR-3
Appendix 3. ASSAY RESULTS FOR SMR-4

1.0 SUMMARY

Spearmint Resources is responsible for the preparation of this technical report that details the results of the recently completed four-hole exploration drilling program on the 100 percent owned McGee Lithium project in Clayton Valley, Esmeralda County, Nevada. Spearmint owns the rights to 40 lode and placer claims totaling approximately 1160 acres. The property location is shown in Figure 1.

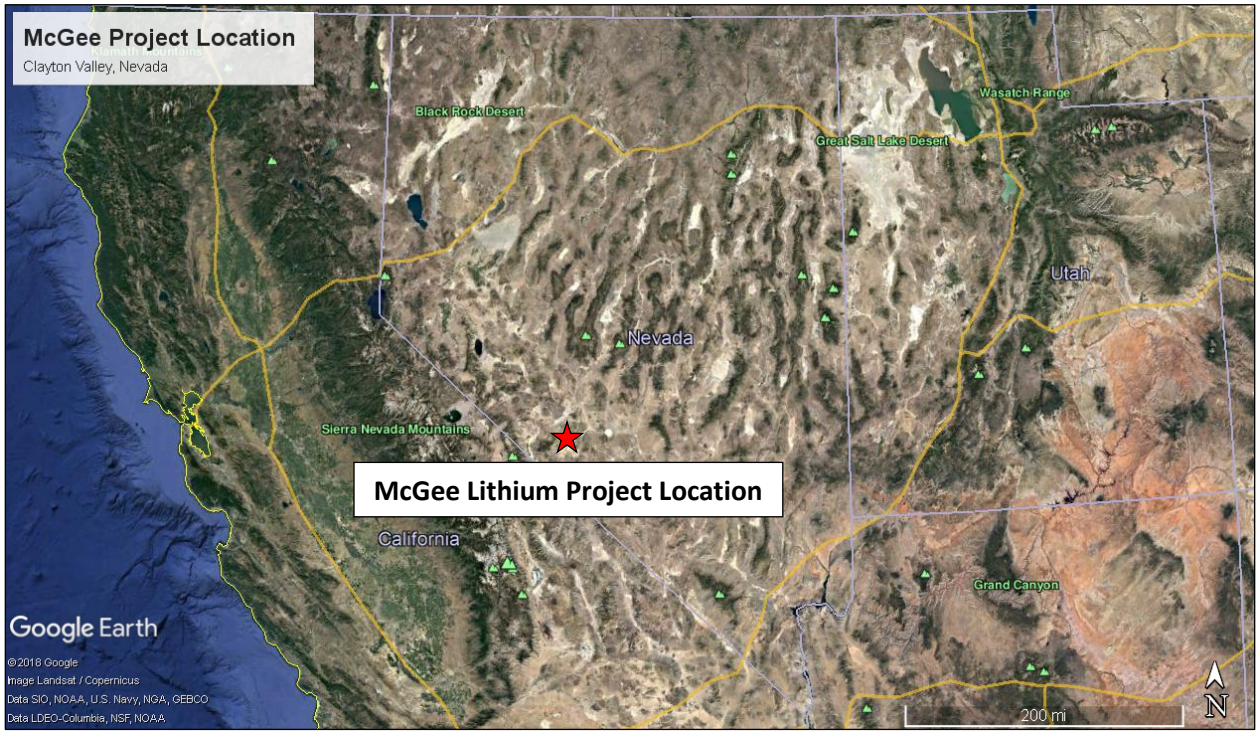


Figure 1. McGee Lithium Location Map

The McGee Lithium Property is located on the eastern margin of the Clayton Valley. The valley contains a thick sequence of lacustrine sediments that were deposited in an arid, closed basin of late Miocene to Early Pliocene age.

The lithium mineralization at McGee is found in a devitrified volcanic ash unit that is interbedded in the lacustrine section. Active faults are present in the valley and the claystone section appears to have been displaced vertically to their present position by the Angel Island Fault.

The stratigraphically higher position of the mineralized claystone above the sand and siltstone dominated basin fill in the lower portion of the formation suggests the claystone was deposited very late in the history of the basin. Devitrification of the volcanic ash formed the clay dominated stratigraphic section and released the lithium into the same formation where it was trapped or absorbed by the clay minerals formed in the alteration process.

The US Geologically Survey is currently investigating the possibility that the source for the lithium and the host rock that the lithium mineralization is found in is the same. The widespread and continuous

lithium mineralization that appears to be present on the McGee Claims may represent the future of lithium production in the Clayton Valley.

The past history of lithium production in the Clayton Valley was from lithium in brine. That changed in 2016 when surface sampling by Noram and Cypress discovered lithium mineralization in a well exposed, thick claystone section. Surface sampling and drilling has confirmed the presence of this section and the associated lithium mineralization on the McGee Claims.

Assays of drill chips and core from the 3 drill holes designed to test the claystone section were announced in April of 2018 and show good continuity of the mineralization in the claystone. Intercepts include 270 feet of 835 ppm Li in drill hole SMR-1, 220 feet of 642 ppm Li in drill hole SMR-2 and 195 feet of 772 ppm Li in drill hole SMR-3.

It is only within a portion of the formation on the east edge of the valley that the mineralized claystone is found, nowhere else locally or regionally is the lithium bearing claystone found. The formation may exist in the subsurface elsewhere in the valley but has never been shown to exist in any data set. Past exploration by the USGS and more recently by junior lithium exploration companies has failed to find any evidence of mineralization similar to that found on the McGee Claims in any of the basins surrounding the Clayton Valley.

Recommendations for additional exploration drilling on the McGee Property have been made and upon completion will further increase the confidence of the geology and the grade of the lithium mineralization. A total of 10 additional holes are planned for the next phase of drilling. Considering what has been discovered by drilling thus far, the overall cost to complete the recommended exploration drilling is modest when compared to the opportunity to add significant value to the project.

The demand for lithium to support electrical vehicle transportation is strong and growing rapidly. Spearmints McGee property can be quickly upgraded to a new lithium resource in the United States. Nevada is a mining friendly state and the Clayton Valley has the necessary infrastructure to further enhance the project.

Much work remains to be done on the McGee property to advance the project to the next stage. The location of the project combined with the simplicity of the geology and the continuous nature of the mineralization all suggest a very attractive advance stage project will be forthcoming.

2.0 Introduction and Terms of Service

2.1 Introduction

Spearmint Resources hereby presents their National Instrument 43-101 technical report summarizing the recently completed exploration drilling program and other relevant information for the McGee Lithium Project located in the Clayton Valley, Esmeralda County, Nevada. This report is in compliance with the Canadian Securities Administrators NI 43-101 Standards of Disclosure for Mineral Projects.

2.2 Terms of Reference

Spearmint has completed 4 drill holes on the McGee lithium property. The drilling was initiated and completed in February and March of 2018. Extensive surface sampling of the mineralized claystone was completed prior to starting the exploration drilling.

This NI 43-101 technical report is intended to provide a detailed accounting of Spearmints exploration of the McGee Lithium Prospect to date, provide interpretations of the complied data, and recommendations for additional exploration drilling. Exploration drilling discovered a thick section of lithium mineralization in a tabular claystone and has the potential to become an advanced stage project very quickly.

The McGee Lithium Property is located in the only lithium producing district in the United States, the Clayton Valley, an isolated playa basin in west central Nevada. Ablemarle Corp. owns the mine and produces lithium by processing subsurface brine that is pumped to the surface and concentrated by evaporation before the lithium is extracted.

Frank Bain, Professional Geologist, was authorized to complete this NI 43-101 Technical Report by Spearmint Resources.

2.3 Sources of Information

To prepare this report, Spearmint has relied on several sources of information including personal communication with Bob Marvin of Cypress, Gavin Harrison of Noram Ventures, John Hiner, founder of Lithium Nevada, USGS published data, NBM reports, Harris Exploration Drilling and company reports available on the websites of the companies working in the area.

2.4 Project Management and Site Presence

Mr. Frank Bain, a Registered Professional Geologist, has been present for and has directed all sampling and drilling activities on the property since the property was purchased from Bob Marvin in 2017. Specifically, Mr. Bain oversaw drilling and sampling activities on the McGee Property for the periods November 3, 2017 to November 13, 2017 and December 7, 2017 to December 11, 2017. Mr. Bains' last visit to the McGee Property was on March 8, 2018.

2.5 Units and Currency

Throughout this report, measurements are mostly in American or Imperial units, feet and miles, for mapping purposes and the reporting of drill and sample results. Drill hole locations are surveyed in UTM NAD 83 units. The use of both American and metric units is necessary because 10 and 20-foot drill rods are used on the drill rig. UTM's are used for marking drill hole locations because of the convenience of using GPS and GIS data in the field.

Lithium (Li) assay values are reported in ppm or parts per million.

The currency being used for drilling expenses, bonding, assaying and payment of contractors is US dollars unless otherwise noted.

3.0 RELIANCE ON OTHER EXPERTS

Spearmint prepared this report using their own data, and the reports, other documents and personal communication as noted in the text and references cited at the end of this report.

The McGee lode and placer claims are located on public lands administered by the Bureau of Land Management. Mineral rights ownership was obtained directly from the Bureau of Land Management's LR-2000 database and was backed up by Spearmints examination of Bob Marvin's claim records from whom the property was purchased. All mineral rights are 100 percent owned by Spearmint.

The US Geological Survey has carried out a significant amount of lithium exploration work in the Clayton Valley and surrounding basins. These investigations are well documented and were used for regional and local scale perspectives in the writing of this report.

4.0 PROPERTY LOCATION AND DESCRIPTION

4.1 Location

The McGee Lithium Project is centered near 452800 East and 4174500 North, UTM NAD Zone 11 in central Esmeralda County, Nevada. The location is approximately 175 miles northwest of Las Vegas, Nevada. The town of Tonopah is located 35 miles east of the project area. The property is located primarily in sections 32, 33, and 34 of T2S, R40 E and Sections 3, 4 and 5 of T3S, R40E. The property is accessed off paved State Highway 265 to Silverpeak and by well-maintained county gravel roads that lead into the project area. The Location of the McGee project area is shown on Figure 1.

4.2 Mineral Rights Disposition

The McGee Lithium Project consists of 36 mining claims, 30 lode and 6 placer, all 100% owned by Spearmint Resources and have no reserved royalties. The claims require an annual maintenance fee payment of $155.00 per claim for the lode claims and $155.00 per 20 acres for the placer claims all due on or before September 1. Table 1 lists the 26 claims that comprise the McGee Project. All claims are in good standing with the BLM. The claim block is presented in Figure 2.

Table 1. McGee Lode and Placer Claims

McGee Claims	
McGee 30 - NMC1122825	McGee 43 - NMC1122838
McGee 31 - NMC1122826	McGee 44 - NMC1122839
McGee 32 - NMC1122827	McGee 45 - NMC1122840
McGee 33 - NMC1122828	McGee 46 - NMC1122841
McGee 34 - NMC1140292	McGee 47 - NMC1122842
McGee 35 - NMC1140293	McGee 48 - NMC1122843
McGee 36 - NMC1122831	McGee 49 - NMC1122844
McGee 37 - NMC1122832	McGee 50 - NMC1122845
McGee 38 - NMC1122833	McGee 51 - NMC1122846
McGee 39 - NMC1122834	McGee 52 - NMC1122847
McGee 40 - NMC1122835	McGee 53 - NMC1122848
McGee 41- NMC1122836	McGee 54 - NMC1122849
McGee 42 - NMC1122837	McGee 55 - NMC1122850

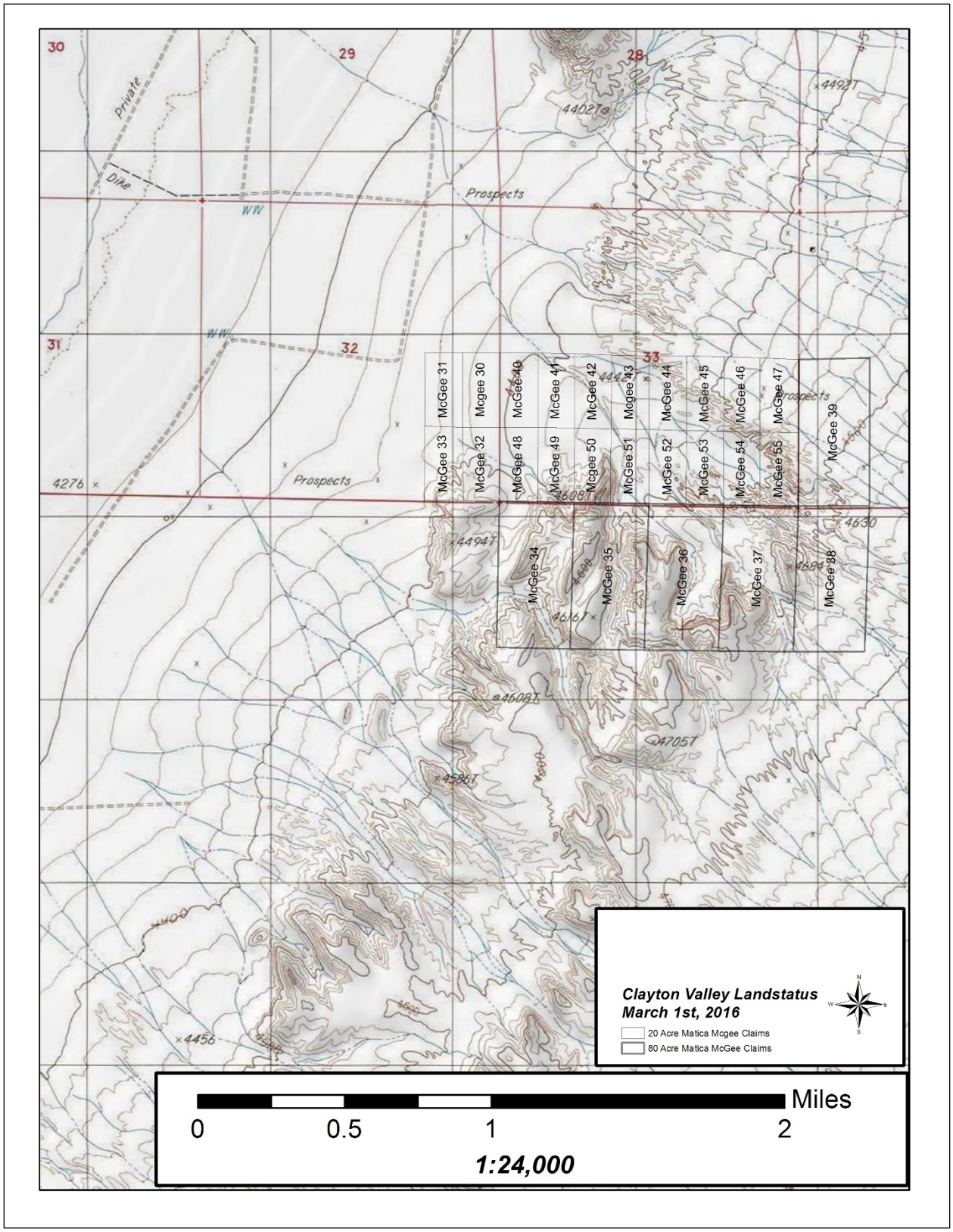


Figure 2. McGee Lithium Project Claim Map

4.3 Tenure Rights

Unknown.

4.4 Resources, Reserves, Development, and Infrastructure

The McGee project is located in a region of active lithium brine and open pit gold mining. The adjacent Silver Peak Lithium Mine owned by Ablemarle Corp. has been in continuous production since the 1960's. There is no resource defined on the McGee Project at present. Recommendations for additional drilling have been made in this report and are designed to provide additional geologic information and assay data needed for resource calculation.

4.5 Legal Survey

The federal lode and placer claims comprising the McGee Project are all tied to "brass cap" monuments of the federal land survey of the area. Numerous surveyed section corners represented by brass caps are present in the project area.

4.6 Environmental Liabilities

The McGee Lithium Project is a greenfield exploration project. There are no existing mines, prospects, or infrastructure on the property. Spearmint Resources conducted its initial exploration drilling at 4 sites that have now been fully reclaimed. All drill sites and access roads were approved and bonded by the BLM.

4.7 Permits

A notice level permit was approved by the BLM Tonopah Field Office for the initial phase of exploration drilling. Spearmint has an excellent relationship with the BLM in Nevada. Further drilling is anticipated on the project and will require an update to the Notice that is already in place.

As the project progresses and when the total overall disturbance exceeds 5 acres, a Plan of Operations will be required from the BLM. The Plan of Operations would permit larger scale exploration activities to take place and is required for all advanced stage projects on public lands.

5.0 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE, AND PHYSIOGRAPHY

5.1 Access

Access to the property is by paved road from Tonopah or Goldfield or by the paved State Highway 265 that ends at Silver Peak. From Silverpeak there are approximately 5 miles of county-maintained gravel roads that go to the project area.

5.2 Local Resources

The historic mining town of Tonopah, population 10,000 is approximately a 45-minute drive from the project area.

High voltage, industrial grade power lines serve the active mines in the area and are located within about 2 miles of the project area.

5.3 Climate

The climate of Clayton Valley where the project is located is hot in the summer with daytime temperatures that can reach 100 degrees Fahrenheit and cool in the winter with lows often in the 20-degree Fahrenheit range. Annual precipitation is low and is primarily from summer thunderstorms. Snow cover in the winter is rare. Wind storms are frequent in the fall, winter and spring.

5.4 Physiography

The McGee Lithium Project is located in the Great Basin Physiographic Province and more precisely within the Walker Lane Province of the western Great Basin. The Clayton Valley is a flat bottomed dry salt lake basin that is completely surrounded by mountains.

Within the project area the terrain is dominated by alluvial fans and badlands that represent the erosional edge of the lithium bearing claystone. Access to the property itself is via 2 track roads in the washes on the alluvial surface and is shown on Figure 3. Figure 4 shows the landscape at the McGee property.

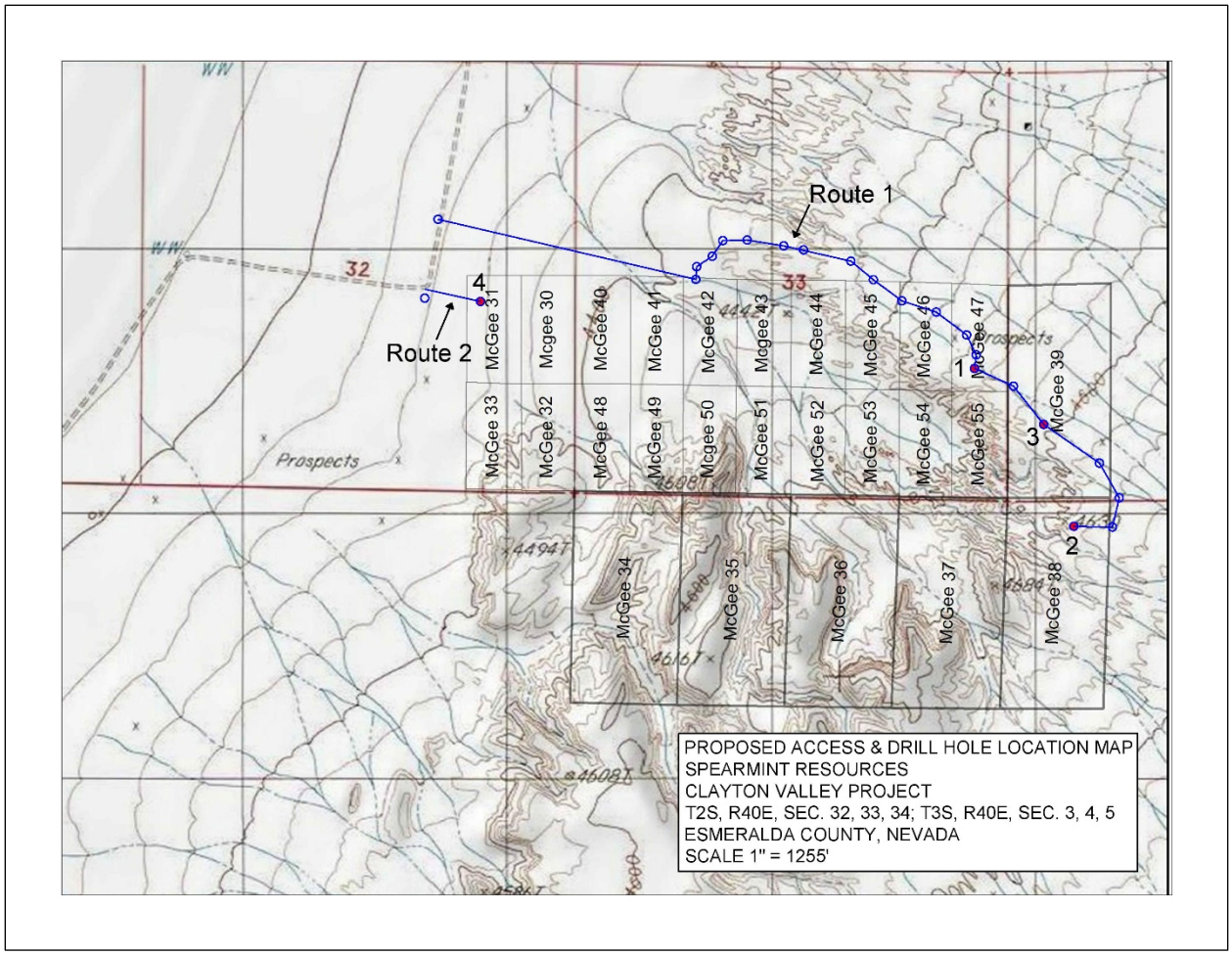


Figure 3. McGee Lithium Drill Hole and Access Map

Figure 4. McGee Property Landscape Photo, Northwest View

6.0 HISTORY

The McGee Project area has no previous exploration history. Located just north of the project area are several old prospect pits of undetermined age and several large stone monuments that were erected as claim corners many years ago. The area was geologically mapped in the 1960's and the rocks in the project area were mapped as Esmeralda age (Tertiary) age mudstone.

The USGS has investigated the lithium rich mudstone on several occasions. As assay of >2000 ppm Li was noted near Angel Island from work done in the 1970's. The majority of the USGS work in the Clayton Valley Basin was focused on lithium in brine investigations.

No evidence has been found to indicated that any historic drilling has been done within the McGee Project area. Drilling by Pure Energy Minerals, Cypress Development Corp and Noram Ventures has occurred within the past year on adjoining claims just north and west of the McGee Project area. Cypress and Noram have reported significant intercepts of lithium bearing clays and both have recently completed NI 43-101 reports for their projects. Pure Energy has reported a significant lithium in brine resource that is detailed in a 2017 NI 43-101 report.

6.1 Compilation of Reports on Exploration Programs

This report is the first one to be written concerning lithium exploration on the McGee Project area. News releases have been made by Spearmint Resources relating to assay results of surface sampling conducted in 2017 and are available on Spearmints website.

Numerous USGS reports are available that detail studies including lithium in brine drill results in the adjacent salt playa.

7.0 GEOLOGICAL SETTING AND MINERALIZATION

7.1 District Geology

Clayton Valley is a lithium in brine mining district and the geology of the brine is directly related to the same lithium in claystone sedimentary rock found within the McGee Project area. The brine and claystone are both found within the Esmeralda Formation and is late Miocene to early Pliocene in age or about 2 to 5 million years old. The lithium in brine is produced from interbedded alluvial sediments within the claystone horizon.

Deep drilling by Pure Energy Minerals in 2017 discovered clay and mudstone units near the top of the formation with increasing fine-grained sand and siltstone units in the lower portion of the lacustrine section all the way down to the contact with the underlying basement rocks.

Cambrian age basement rocks are found outcropping in the bottom of basin. The exposures are called islands and include Goat, Alcatraz, and Angel and form prominent mountains outcropping within the salt flat. Goat Island is composed of metavolcanic rock, Angel Island is composed of both Tertiary age volcanic and Paleozoic age limestone, and Alcatraz Island is primarily composed of andesite.

These basement rocks are not considered to be a lithium source and are of no interest in the current search for lithium mineralization in the valley. The position of the basement rock exposures within the basin corresponds with a large-scale basement arch. Gravity data shows that a pronounced elongate gravity high links the bedrock exposures to the islands together along a 5-mile-wide 15-mile-long WNW trend. This structural uplift lines up well with an even older exposure of Precambrian basement rocks known as Mineral Ridge that is located on the northwestern flank of the basin. These rocks have produced over 1 million ounces of gold and are still being actively mined.

This pronounced basement arch also acts to break the Clayton Valley into north and south sub-basins. While production of commercial brines has occurred in both the north and south basins, it should be noted that most of the production wells are concentrated along the flanks of the arch.

The green colored claystone's that are currently being explored for lithium mineralization on the east flank of the valley are composed of nearly 100 percent volcanic ash and the author believes that source and host rocks for the lithium mineralization are one in the same. The source of the ash has not been determined but is thought to be related to large regional volcanic centers, one of which is located within the Silver Peak Mountains, that erupted large volumes of rhyolitic ash throughout the Miocene and into the Pliocene.

The water laid volcanic claystone found on the eastside of the basin appears to be a shelf or the remnant of a larger slab of the same rocks that were downfaulted by numerous small-scale range front faults into the basin. The claystone has an approximate dip of 15 degrees to the east where the spearmint drill holes are located and gently shifts to a shallow westerly dip as blocks of the formation were downfaulted into the basin. The lithium ions present in the volcanic ash were released by the

devitrification of the volcanic ash and then reabsorbed by formational clays resulting the mineralized claystone that is currently being evaluated.

A west to east cross section has been prepared for the McGee Project area. The geologic interpretation by Spearmint Resources of an east tilting claystone block fits well with the geology on the Cypress claim block that is located just north of the McGee Property.

7.2 Property Geology

The geology of the McGee Property consists of a thick sequence of mineralized claystone's with minor sandstone lenses and interbedded lapilli tuffs east of the "badlands" and an alluvial covered down dropped section of the same rocks on the western portion of the property. A series of faults have dropped the green clays that were tested for lithium mineralization on the eastern portion of the claim block by over 700 feet on the western portion of the claim block.

The lacustrine lithium rich claystone outcropping on the eastern half of the claim block dip at a low angle to the east. Flat lying and westerly dipping sections can be seen on the western portion of the claim block and appears to be related to range front faulting.

The origin of the claystone was initially volcanic ash being deposited regionally sometime during the late Miocene or early Pliocene time. The volcanic ash was mixed with local sources of sediment and reworked from being an ash fall to a water laid ash rich deposit or a lacustrine / lake bed deposit. The outcropping volcanic ash rich sediments form a prominent badlands topography in the central portion of the claim block. Drilling by Spearmint and by Cypress Development on their adjoining claims has shown the claystone has a vertical thickness of between 250 and 300 feet and is laterally consistent throughout the area. The lithium mineralization is pervasive throughout the claystone section. The mineralized green clay section abruptly ends when a brown colored sandstone is encountered in the drill hole. Figure 5 shows the generalized stratigraphy for the McGee Project.

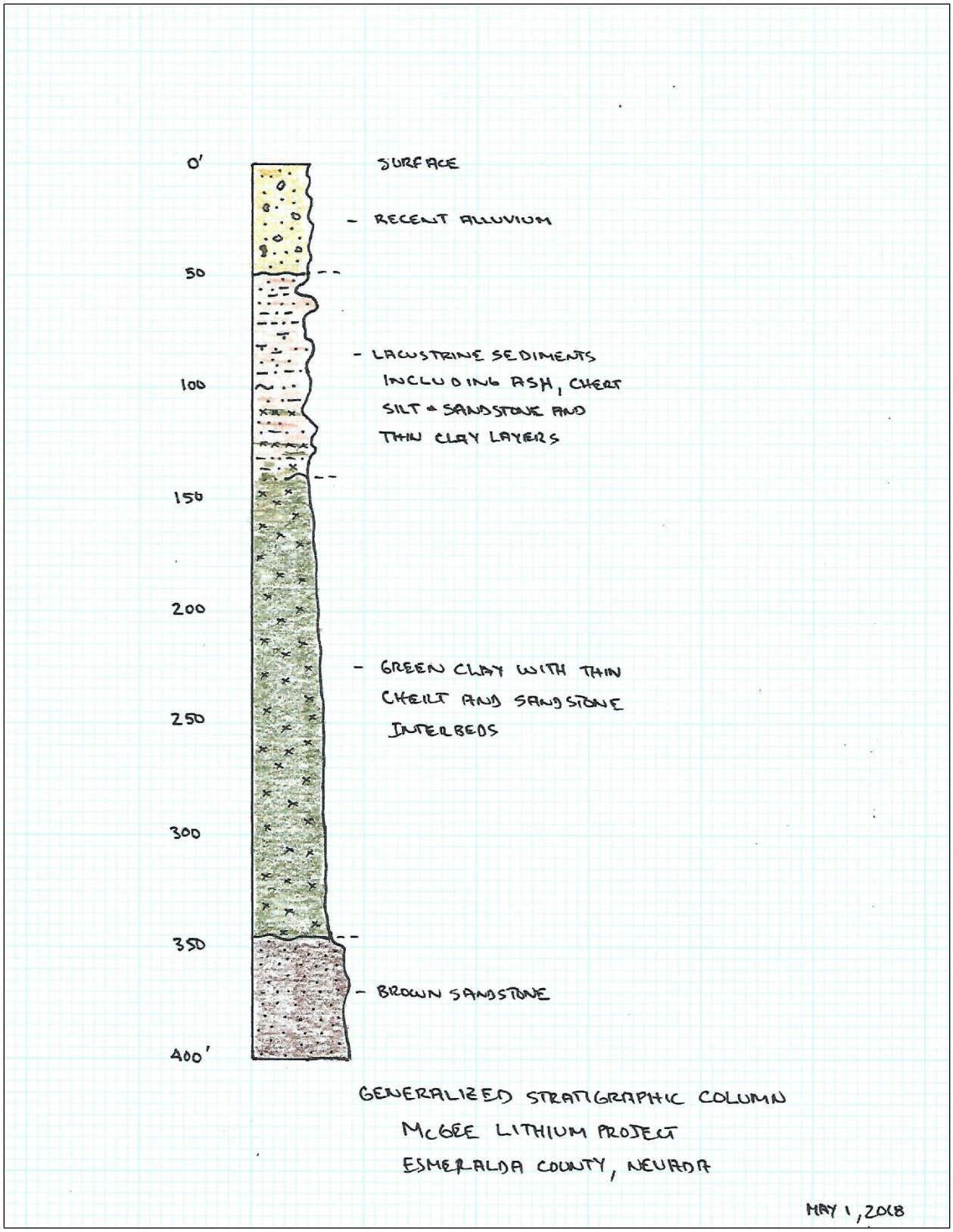


Figure 5. McGee Lithium Project Generalized Stratigraphic Section

From top to bottom the stratigraphy can be described in 4 basic rock types:

1. Recent Alluvial Cover – Consists of sand, gravel, and boulders up to 30 feet thick on the eastern portion of the claims and over 400 feet thick on the western portion.
2. Tuffaceous Mudstone – Alternating beds of silt and mudstones, volcanic ash, and hard tuffaceous beds up to a meter thick deposited in a lacustrine environment.
3. Olive (reduced) and a tan (oxidized) colored claystone with interbedded sand lenses in the lower portion of the section. Reworked volcanic ash that was devitrified and redeposited by water in a shallow lake environment. This unit becomes sandier with increasing depth. This unit varies from 250 to 300 feet in thickness and averages approximately 800 ppm lithium.
4. Brown sandstone – Non-mineralized sand having a sharp contact with the overlying clay units.

Crustacean burrows were noted in several places in the exposed geologic section providing additional evidence for the lacustrine environment.

The units described above form a laterally and vertically continuous section that is present under the entire property. The clay section encountered in drill hole 4 is too deep for economic consideration.

Ninety-one samples of the outcropping claystone were collected in March of 2017 for analysis. The sampling returned an overall average of 843 ppm Li with the high value being 1630 ppm. It appears that approximately 60 percent of the claim block will have the full mineralized section present. Erosion and faulting have either removed the section or made it too deep to be economic on the southwestern portion of the property. An attempt to find brine in the downfaulted portion of the green clay section was made by drilling a 1200-foot-deep test hole one half mile east from a hole completed in mineralized brine by Pure Energy Minerals. This hole did encounter good quality aquifer sands within the green clay section, unfortunately the water found was non-saline and contained no lithium. Assay results for the holes are listed in Table 3. Please note the robust and continuous nature of the lithium mineralization within the green clay portion of the geologic section. Figure 6 shows chip trays from drill hole SMR-1. Figure 7 shows core from drill hole SMR-3.

Figure 6. McGee Lithium Property, Chip Trays from Drill Hole SMR-1

Figure 7. McGee Lithium Property, Core from Drill Hole SMR-3, 229-238

With the combination of the USGS studies and the drilling completed by Cypress, Noram Ventures, and Spearmint, it is very apparent that the best lithium mineralization is confined to the approximately 300-foot-thick olive or tan colored claystone portion of the geologic section. The distribution of this key portion of the section is confined to just the eastern flank of the basin. Cypress, Noram, and Spearmint have claimed most if not all the available ground.

7.2.1 Property Rock Units

The structure of the McGee Property itself is relatively simple. The eastward tilt of the main claystone units is very conspicuous and can be seen in outcrop all along the eastern portion of the property. Several normal faults with 10 to 25 feet of displacement that are probably related to regional extension are present in the project area and can be observed displacing the stratigraphy. These faults appear to change the dip from east to west on the western portion of the project area where large faulted blocks can be observed being down dropped into the valley. Larger structural features occur near the project area, including the Angel Island Fault that could also be responsible for the tilting of the section. Structure does not appear to have any relationship or influence with the lithium mineralization.

7.2.2 Alteration of the Units

Alteration in the classic sense caused by heat and pressure (hydrothermal) is not present on the McGee property. Alteration is primarily in the form of devitrification of the volcanic ash that resulted in the formation of clay minerals and the release of lithium into the formation. Oxidation has penetrated the claystone section and resulted in some portions of the section changing color from olive green to tan. The oxidation appears to have had no effect on the lithium content within the claystone.

7.3 Property Mineralization

Lithium mineralization within the outcropping and vertically extensive claystone section has been well documented by surface sampling and drilling conducted by Cypress Development, Noram Ventures and Spearmint Resources in 2017 and 2018. Drilling on the east half of the McGee Property by Spearmint has discovered a continuous well mineralized section up to 300 feet thick. The average lithium content in the 3 holes drilled to date is approximately 750 ppm Li.

A cross section was prepared to show the downhole geology as defined by drilling and where the lithium mineralization has been found. Two drill holes, SMR-1 and 2 were completed as RC or reverse circulation, SMR-3 was drilled top to bottom as HQ core, and the deep hole, SMR-4 was drilled to test for brine. SMR-4 was initially spudded as an RC hole, but changed to core because of poor downhole conditions including running sand and lost circulation in the alluvial section of the hole. The locations of the drill holes are shown on Figure 3.

The core was split into 5-foot intervals through the clay section for assaying. The underlying brown sandstone was not assayed. The individual sample assays from ALS Lab in Vancouver are shown Appendix 1.

8.0 DEPOSIT TYPE

Field observations, geologic mapping, drilling and the preparation of cross sections for this report clearly show the presence of a thick tabular zone of lithium rich claystone. The data indicates a stratigraphic genesis for the lithium mineralization.

The stratigraphic position of the mineralized claystone above the sand and siltstone dominated basin fill suggests the lithium rich claystone was deposited very late in the history of the basin. The claystone was formed by the devitrification of the volcanic ash deposits. The lithium was released and then precipitated into the same volcanic ash that is now the host rock.

Oxidation of the claystone was observed where the claystone outcrops. The observed oxidation is primarily a change in color from olive green to tan. The oxidation was not seen in the drill cuttings or core which suggests the oxidation shallow and related to atmospheric exposure.

The observed characteristics of the Clayton Valley claystone suggests this deposit is very different from other lithium deposits hosted in clay dominated rocks, especially those of hydrothermal origin. Most of the known sedimentary or volcanic rock hosted lithium deposits are thought to have a hydrothermal origin. Lithium in hydrothermal deposits appears to be fixed or attached to hydrothermal clay minerals. The lithium in the Clayton Valley claystones is electrically fixed according to Cypress Development.

The thick continuous nature of the lithium mineralization on the McGee claim block represents a new style of lithium deposition and the deposit appears to represent a significant opportunity for the development of a new lithium source.

9.0 EXPLORATION

The results of the 2017 surface sampling program and the exploration drilling campaign conducted in 2018 are summarized below.

9.1 Outcrop Sampling

Spearmint conducted an extensive surface sampling program in March of 2017. Ninety-one samples were collected for assay. Sample results returned an average lithium value of 843 ppm LI with the best value being 1630 ppm LI. The locations of the outcrop sample results are shown in Figure 8 and the assay results are provided in Appendix 2.

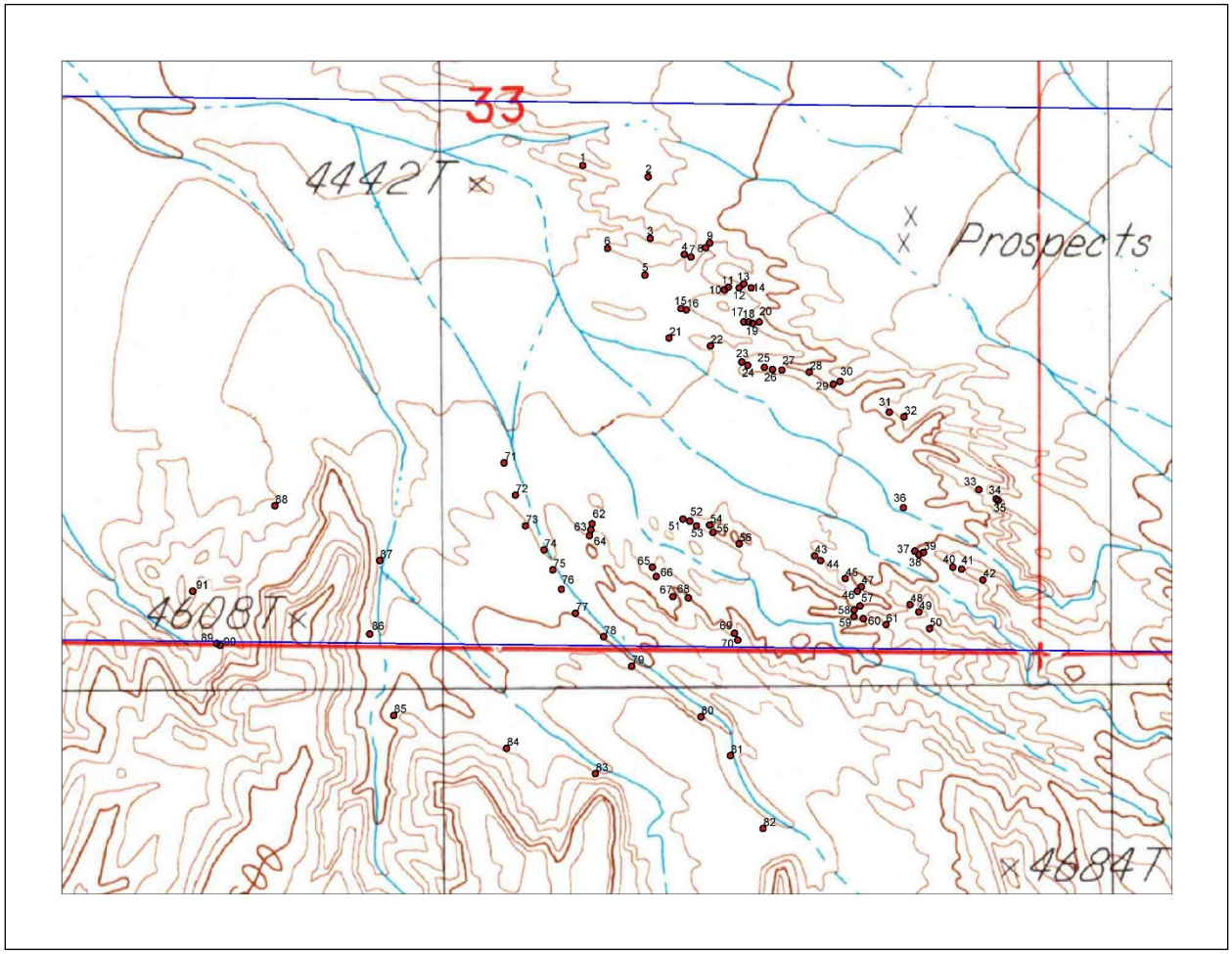


Figure 8. McGee Lithium Outcrop Sample Location Map

10.0 EXPLORATION DRILLING

With the success of the outcrop sampling, a 4-hole drilling program was proposed and approved by the BLM Tonopah Field Office.

No historic drilling on the McGee Property is known to have occurred prior to the drilling completed by Spearmint Resources in February and March of 2018. The drill contractor selected for the project was Harris Exploration Drilling from Escondido, CA.

The purpose of the drilling was to test the 2 target types identified on the property. The primary target was the lithium bearing claystone. Three drill holes, 2 RC and 1 NQ core were located immediately downdip of the mineralized outcrops and all 3 holes intercepted significant thicknesses of mineralized claystone. The results are summarized in Table 3 and assay results are provided in the ALS Sample Results, Appendix 1.

The fourth drill hole was designed to test for lithium bearing brine on the far west portion of the McGee claim block. This hole was located approximately 2400 feet east of an exploration hole drilled by Pure Energy Minerals that successfully encountered lithium bearing brine at approximately 800 to 1000 feet. Aquifers within a sandstone facies within the same claystone section tested above was the target. The only difference is that the claystone on the western portion of the McGee property has been down dropped approximately 600 by faulting.

Remarkable continuity of the lithium mineralization both vertically and in map view has been demonstrated by the drill results from holes SMR-1, 2 and 3 and is shown in Figure 10. An approximately 250 to 300-foot-thick claystone section is continuously mineralized with an average lithium content of approximately 750 ppm. The completed holes were drilled in a widespread nature in order to test the continuity of the mineralization behind the outcrop. Additional core drilling to fully define the mineralization and upgrade it to a resource is needed.

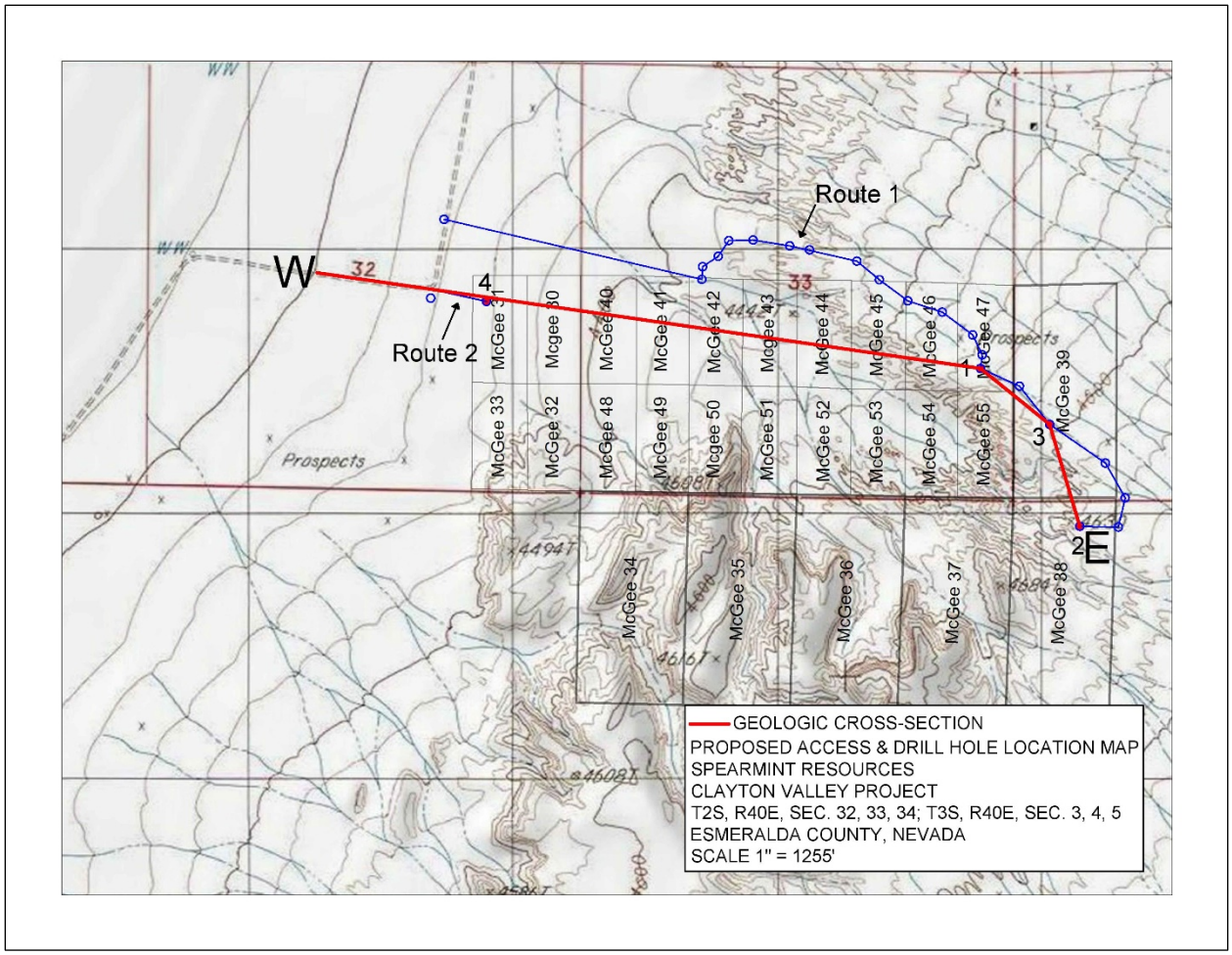


Figure 9. McGee Property Drill Hole / Cross Section Location Map

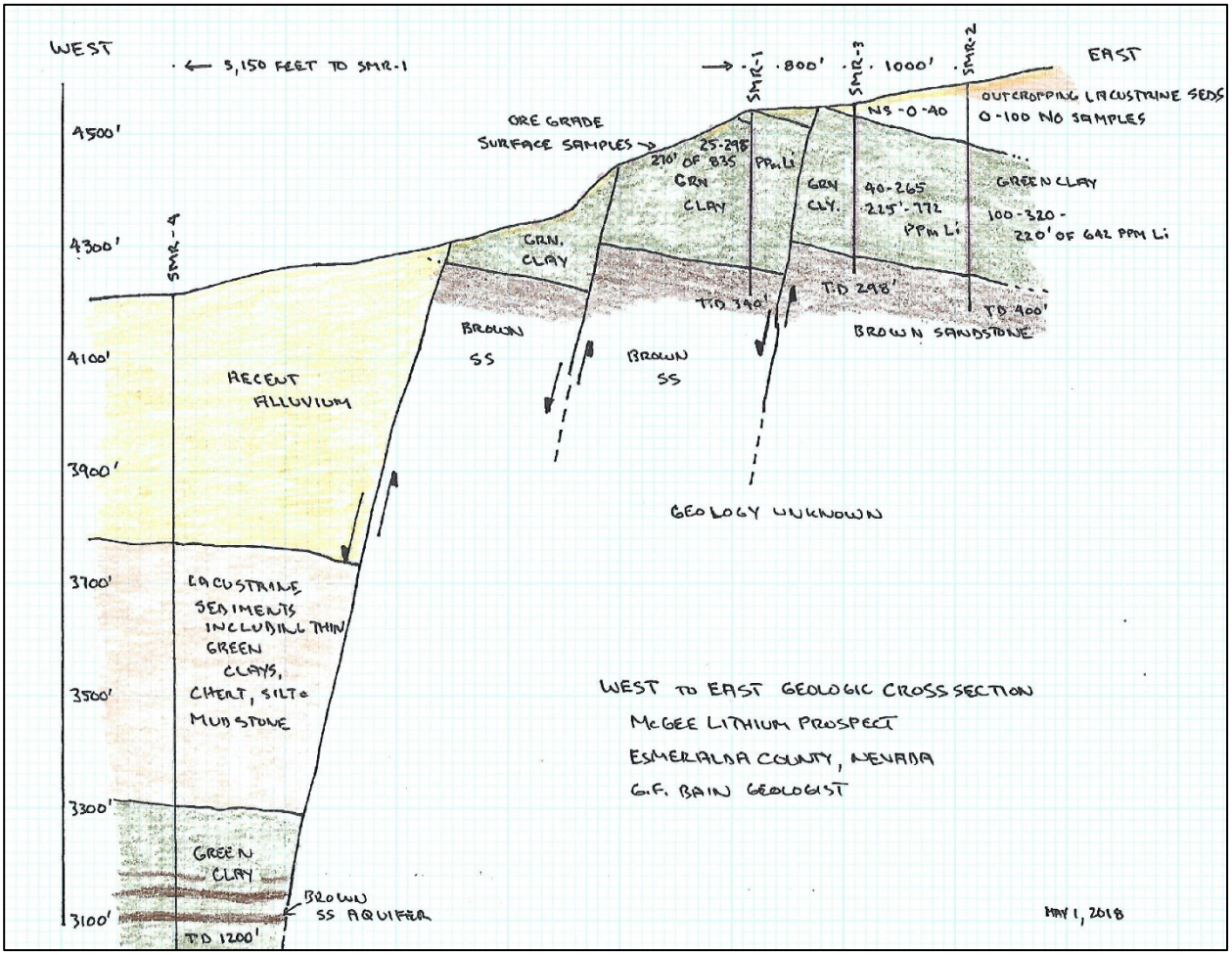


Figure 10. McGee Property West to East Geologic Cross Section

After the core has been split for assay, the remaining half split was placed in storage in a small storage barn in Silverpeak, NV. A larger facility will be needed to house core from future drill programs. No metallurgical work has been completed on the project.

Table 2. McGee Property Drill Hole Location Summary

Hole ID	Easting	Northing	Elevation (ft.)	Depth (ft.)	Inclination	Type
SMR-1	452755	4174533	4535	340	Vertical	RC
SMR-2	453147	4173953	4618	400	Vertical	RC
SMR-3	453034	4174336	4583	298	Vertical	HQ Core
SMR-4	450900	4174950	4273	1200	Vertical	RC / Rotary

Spearmint geologists and field personnel implemented a quality assurance quality control process to ensure that the RC sampling, core splitting and analysis of all samples was conducted in accordance with industry standards. Recommendations for future drilling include core drilling all future holes for two reasons that include better sample recovery and to avoid any possible dilution of the lithium content in the sample from leaching by drill fluids.

Table 3. McGee Property Drill Results

Hole ID	Depth (ft.)	Thickness (ft.)	Grade (ppm Li)
SMR-1	25-95	270	835 (No Samples 0-25 ft.)
SMR-2	100-320	220	642 (Lost circulation, no samples 0-100 ft.)
SMR-3	40-265	255	772 (Lost circulation, no samples 0-40 ft.)

11.0 SAMPLE PREPARATION, ANALYSIS, AND SECURITY

11.1 Sample Preparation and Assaying

RC Drilling – Samples were collected via a splitter on the drill on 5-foot intervals and then placed in properly labeled sample bags. Upon completion of the hole the samples were shipped to ALS Lab in Reno where the samples were dried, crushed and pulverized and then shipped to ALS Lab in Vancouver, BC for assay.

NQ Core Drilling – Core boxes were taken to the core storage facility where the core was marked in 5-foot intervals, then split by hand and bagged in properly marked bags; for example, SMR-1, 100 – 105'. Upon completion of the hole, the samples were shipped to ALS Lab in Reno where the samples were dried, crushed, pulverized and then shipped to ALS Lab in Vancouver, BC for analysis.

11.2 Quality Assurance and Quality Control

Certified reference material was not provided by Spearmint for assay standards. Instead, Spearmint relied on ALS Lab and their use of their own standards and repeated samples to monitor assay results. ALS's standards were found to be consistent and fall within the expected range. The variability between the original sample and repeat assays should be low. Duplicate samples for assay were not submitted by Spearmint.

11.3 Security

RC samples were bagged at the drill site and taken to the core shack / storage facility until being shipped to ALS in Reno.

The core was placed in waxed core boxes at the drill site that hold 10 feet of core and then taken to the core shack / storage facility where it was dry split. Half the core was then placed in a sample bag and shipped to ALS in Reno. The remaining core was kept in the core box for reference and / or further testing and placed in secure storage.

12.0 DATA VERIFICATION

This section is beyond the scope of this report.

13.0 MINERAL PROCESSING AND METALLURGICAL TESTING

This section is beyond the scope of this report.

14.0 MINERAL RESOURCE ESTIMATE

No resource estimate has been completed by Spearmint for the McGee Lithium Property. This report provides the geologic model, data, and recommendation for future drilling so that a resource can be calculated in the future.

15.0 MINERAL RESERVE ESTIMATE

No reserve estimates have been completed by Spearmint for the McGee Lithium project.

16.0 MINING METHOD

This section is not applicable at the present time.

17.0 RECOVERY METHOD

This section is beyond the scope of this report.

18.0 PROJECT INFRASTRUCTURE

Project infrastructure for the McGee Project currently consists of the State and County road system and the two track roads to the drill sites which have now been reclaimed. No other infrastructure is required or planned at this stage in the project.

19.0 MARKET STUDIES

The lithium mining business is booming due to a revolution in transportation technology. The production of lithium battery powered cars is rapidly accelerating worldwide, and new supplies of lithium are needed to supply this market. Spearmint has not completed any economic studies on the McGee property or market studies on lithium.

20.0 ENVIRONMENTAL STUDIES, PERMITS, AND SOCIAL OR COMMUNITY IMPACTS

Spearmint Resources has not undertaken any environmental studies that would relate to their exploration activities on the McGee property.

Spearmint has applied for and received from the BLM Tonopah Field Office a Notice level permit to carry out its current exploration drilling program. Spearmint is in full compliance with all state and federal regulations and all requirements relating to exploration on the property.

Spearmint does not need to carry out any environmental, social or community impact studies to proceed with exploration of the property at this time. A new Notice of Intent will need to be filed with the BLM before additional drilling can commence as per recommendations in this report. As exploration progresses on Spearmints and other adjacent properties and the scale of the overall discovery becomes evident, it is anticipated that a detailed multi agency environmental study will be forthcoming.

Spearmint has posted a reclamation bond in the amount of $8,424.00 that will be returned when reclamation of the drill sites and the 2-track access road is completed or rolled over to cover future drilling. Reclamation of the drill sites and abandonment of the drill holes from the first phase of drilling was completed by Harris Exploration Drilling.

21.0 EXPLORATION COSTS

In the last 36 months Spearmint has incurred $297,308 CAD including $244,237 CAD in 2018 in expenses that includes consulting geologist, sampling, assaying, mapping, and phase I drilling.

22.0 ECONOMIC ANALYSIS

This section is not applicable.

23.0 ADJACENT PROPERTIES

The McGee Lithium Claims are completely surrounded by valid lode and placer claims held by other companies including Pure Energy Minerals, Cypress Development Corp. and Noram Ventures. The location of Pure Energy's and Cypress Development's claims are shown in Figure 11. New claim posts belonging to an unknown claimant were noticed during Spearmints recent drilling campaign several miles south and west of Spearmints holdings.

Pure Energy Minerals claims are located immediately west of the McGee claim block. Pure Energy is developing a lithium in brine prospect adjacent to Albemarle Corporations Silver Peak lithium in brine mine, the only producing lithium mine in the United States. Two other companies, Cypress Development Corp. and Noram Ventures are actively drilling their lithium in claystone prospects that are located north and east respectively and adjacent to the McGee Claims. The author has verified that these companies are drilling the same claystone formation that is present on the McGee Claims but has been unable to

independently verify the results announced by Cypress and Noram on their respective websites concerning their exploration activities. Furthermore, the information gathered by the author with respect to the Cypress and Noram claystone formations is not necessarily indicative of the mineralization on the McGee Claims.

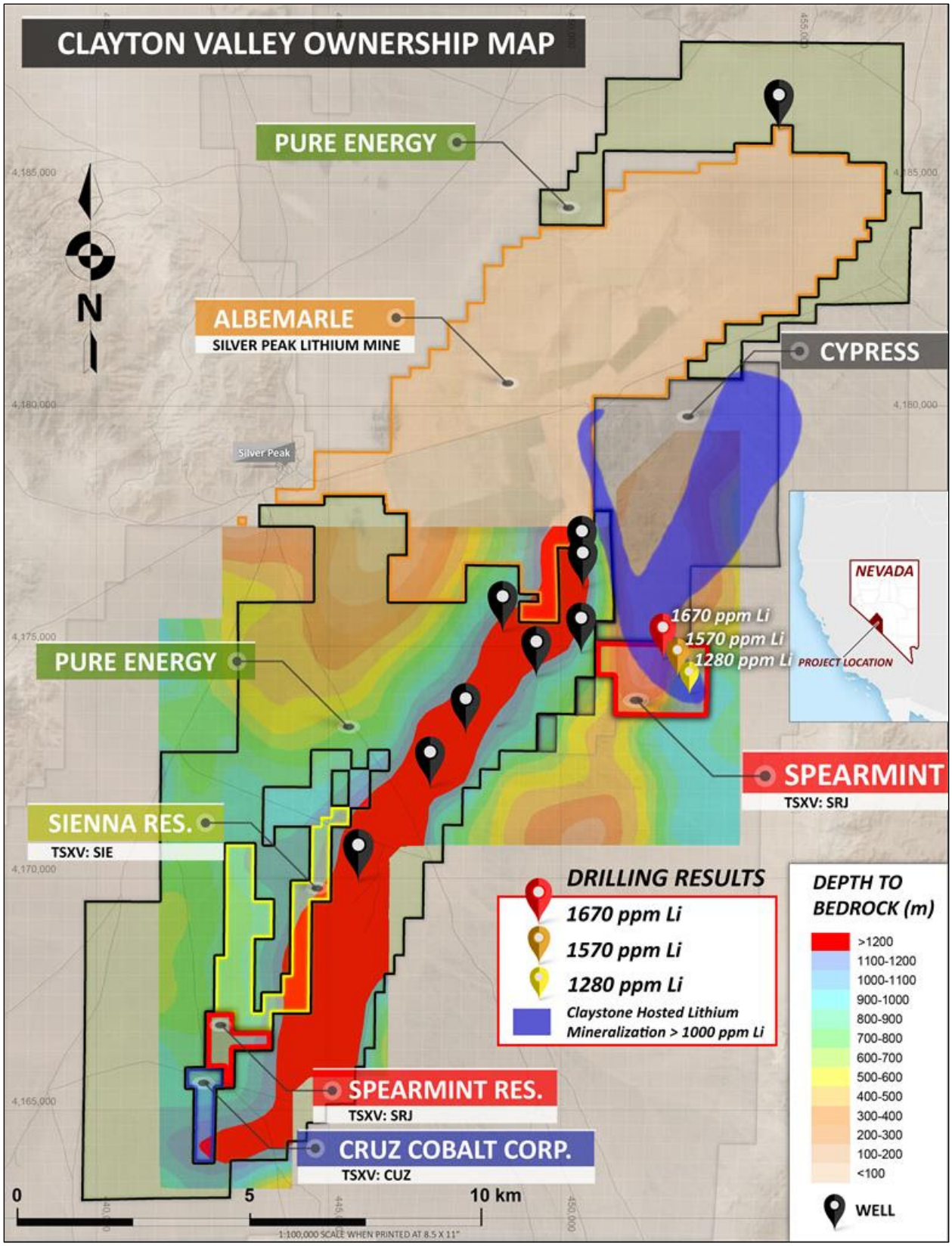


Figure 11. Properties Adjacent to the McGee Claim Block

24.0 OTHER RELEVANT INFORMATION

Albemarle Corp. is suing Pure Energy Minerals concerning their recent lithium in brine discoveries and water rights in the Clayton Valley. The author is not aware of any issues at the time of the writing of this report concerning the exploration and development of the lithium rich claystone.

25.0 INTERPRETATION AND CONCLUSION

Lithium mineralization was first discovered by the Newmont Division of Foote Minerals in Clayton Valley in 1965. This was the first recorded production of lithium in Nevada and Albemarle's Clayton Valley Lithium Mine is the only active producing lithium mine in the United States.

When Foote Minerals first began production, there was a surface brine lake present in the lowest portion of the salt playa containing over 1000 ppm Li. The surface brine was quickly exhausted and the pumping of lithium brine from groundwater aquifers began. The pumped brine was further concentrated in evaporation ponds before being processed. The process remains largely unchanged today. The evaporation ponds seen today are larger as lower grade brine is now being pumped, but the process remains the same. The historic grade of the lithium brine was over 500 ppm, the grade being pumped today is between 100 and 150 ppm Li.

The Clayton Valley has an enormous volume of lithium present in brine and claystone formations that most likely originated from the devitrification of lithium rich volcanic ash that was deposited in the basin during the late Miocene or early Pliocene time. The devitrified ash was altered to claystone and during this process released the lithium that was then reabsorbed into same formation now being drill tested by Spearmint.

It is within the well exposed claystone badlands that Spearmint has made a significant new discovery in the only producing lithium district in the United States.

Based on the size of the McGee Claim block, the mapping of the erosional edge of the claystone and drilling, an area measuring approximately 1.5 square kilometers is thought to be underlain by the mineralized claystone. Additional drilling is needed to confirm the continuity and grade of the mineralized claystone. Metallurgical work is also needed to confirm viability of recovering the lithium from the claystone.

It is Spearmints intention to continue to advance the McGee Lithium Property to the point where this discovery possibly combined with those recently announced on adjacent properties attracts the attention of Albemarle or another major mining company.

26.0 RECOMMENDATIONS

The McGee Lithium Property can now be considered more than a grassroots stage project with the discovery of lithium enriched claystone in 3 widely spaced drill holes varying from 250 to 300 feet in thickness. Additional core drilling is highly recommended. The location of the recommended drill holes is shown on Figure 12. Drilling on approximately 1000-foot centers will require an additional 10 to 15 holes to be completed before an initial resource estimate can be made.

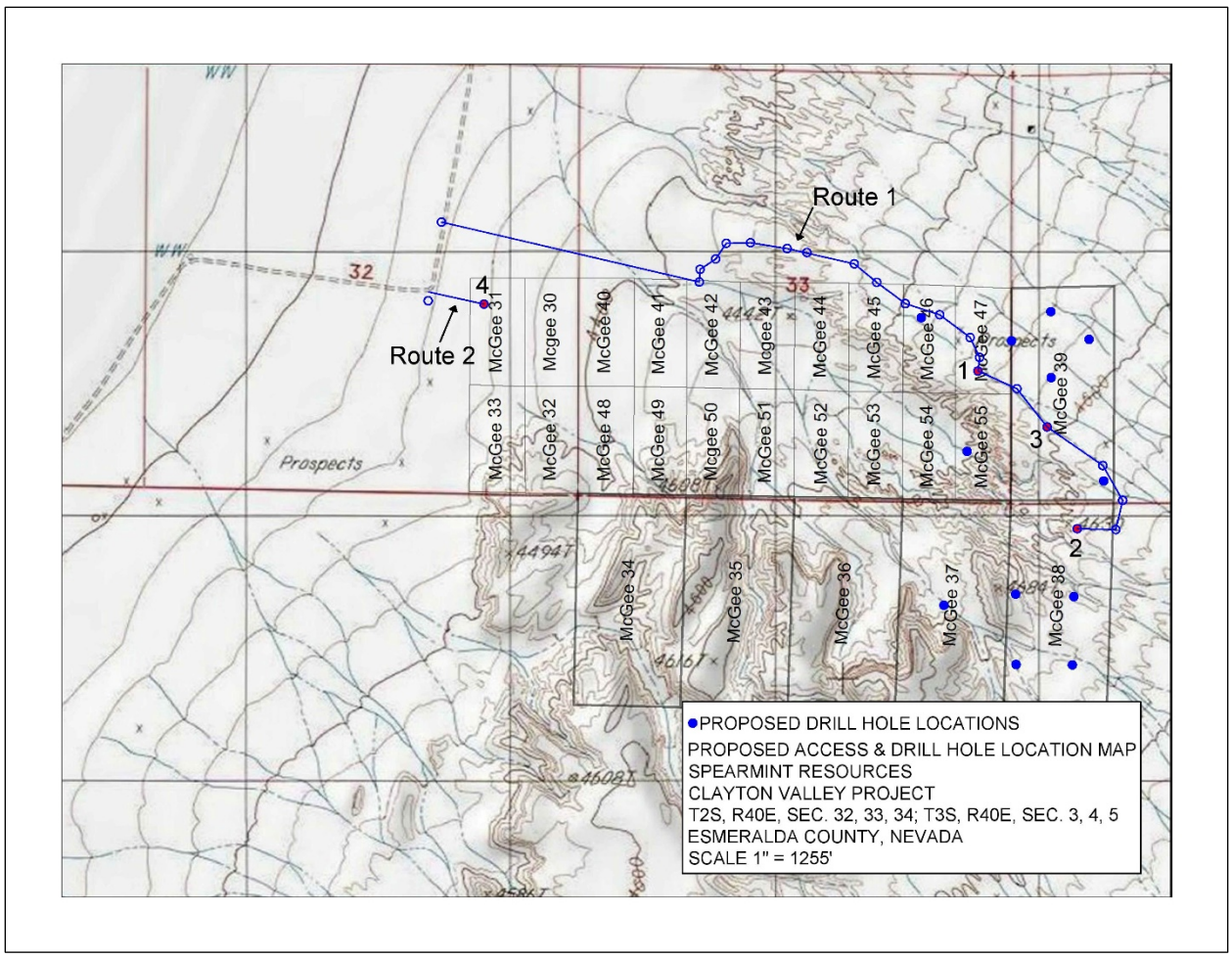


Figure 12. Recommended Locations of Drill Holes

The simplicity of the geologic model as presented in this report will allow for wider spaced drilling without impacting the confidence of the resource estimate.

It is recommended that the permitting for the second phase of drilling begin immediately as no additional drilling can commence before BLM approval of the new Notice of Intent.

26.1 Phase II Recommendations

A follow up drilling program consisting of 4 to 6 core holes is recommended. These drill holes would be located so that when successfully completed, a preliminary resource estimate can be calculated. The drill holes would vary from approximately 350 feet to 500 feet in depth. The estimated cost for the completion of this program would be approximately US $225,000 as shown in the breakdown below.

Geologist Time and Expense – Obtain notice level permit, 3 days per drill hole, and technical report update. Estimated 25 days at $750/day = $18,750.00 plus expenses of $150/day for 20 days and mileage = $5,000.00.

Drilling – Five 350 to 500 ft. core holes, estimated total footage – 2,250 ft. at $60/foot = $135,000.000.

Assaying – 75 samples per drill hole for 5 holes equals 375 samples at $45 each = $16,875.00.

Grading Work and Reclamation – Backhoe and grader rental for 30 hours at $150/hour = $4,500.

Technical Report Preparation – Will be necessary to contract out computer modeling of orebody and reserve estimate. Estimated cost = $10,000.

Rent for Core Storage Facility – $500/month for 5 months = $3,000.00

Supplies Including Sample Bags – $1,000.00

Contingency – Add 20 percent

Table 4. Phase II Cost Estimation

Phase II Cost Estimation	
Geologist Time	18,750.00
Expenses	5,000.00
Drilling	135,000.00
Assaying	16,875.00
Grading Work and Reclamation	4,500.00
Technical Report Preparation	10,000.00
Rent for Core Storage Facility	3,000.00
Supplies	1,000.00
Contingency	30,000.00
TOTAL	**$224,125.00**

27.0 REFERENCES

Asher-Bolinder, Sigrid, Vine, J.D., Glanzman, R.K. and Davis, J.R., 1980. Chemistry of Groundwater from Test Holes Drilled in Esmeralda and Nye Counties, Nevada. U.S. Geological Survey Open File Report 80-672, 31 p.

Cypress Development Corp, "Dean Lithium Project National Instrument 43-101 Technical Report", February 2018, by Robert Marvin CPG, a qualified person.

Noram Ventures Inc and Alba Minerals Limited, Lithium Resource Estimate, Clayton Valley, NV. By Brad Peek CPG and Raymond Spanjers, PG, each a qualified person.

Pure Energy Minerals, "Inferred Resource Estimate for Lithium, Clayton Valley South Project, Clayton Valley, Esmeralda County, Nevada, USA. July 17, 2015. By Raymond Spanjers, PG a qualified person.

Turner, H.W., 1900, The Esmeralda Formation, A Freshwater Lake Deposit: U.S. Geological Survey Annual Report 21, pt. 2, p 191-208.

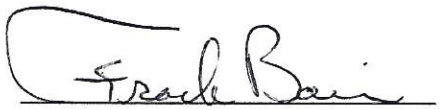
CERTIFICATE

I, Frank Bain, do hereby certify that:

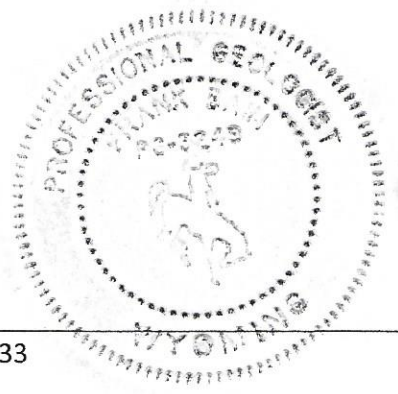
1. I reside at 2425 Chof Trail, Flagstaff, AZ 86005
2. I visited the McGee Property from November 3, 2017 to November 13, 2017, from December 7, 2017 to December 11, 2017 and from February 12 to March 8, 2018. During this time the 2017 surface sampling and 2018 exploration drilling program was being completed. I have based this report on a visit to the subject property, a review of all available data concerning the subject property supplied by the property vendors and on other materials obtained from the literature and from web sites.
3. This certificate accompanies the report titled, "The McGee Lithium Project National Instrument 43-101 Technical Report" dated July, 2018.
4. I am a graduate of Northern Arizona University with a Bachelor's Degree in Geology and completed 2 years of post-graduate study in Geology. I have practiced my profession continuously since 1976.
5. I am a Certified Professional Geologist in good standing in the State of Wyoming (Registration # PG WY-3249).
6. I am a "Qualified Person" for the purpose of NI 43-101. My relevant experience includes 40 years of experience in mineral exploration and mine geology for numerous commodities and hundreds of projects.
7. I directly managed the exploration on the McGee Lithium property since it was acquired by Spearmint Resources in 2017.
8. I am responsible for all sections of this technical report.
9. I am independent of the issuer as described in Section 1.5 of NI 43-101
10. I have not had any prior involvement with the property that is the subject of this technical report prior to being asked to manage the exploration in 2017.
11. I have read the NI 43-101, Form 43-101F1 and have prepared this technical report in compliance with NI 43-101, Form 43-101F1 and generally accepted Canadian mining industry practice.
12. As of the date of this report and to the best of my knowledge, information and belief, this technical report contains all scientific and technical information that is required to be disclosed to make the report accurate and true.

DATE AND SIGNATURE OF QUALIFIED PERSON

This Report titled "The McGee Lithium Project National Instrument 43-101 Technical Report" dated July 5, 2018 was prepared and signed by:



Frank Bain - Professional Geologist
WY PG 3249



APPENDIX 1

APPENDIX 2

APPENDIX 3