

**51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Spearmint Resources Inc. (the “Company”)  
1470 - 701 West Georgia St.  
PO Box 10112  
Vancouver, BC V7Y 1C6

**Item 2 Date of Material Change**

October 10, 2018

**Item 3 News Release**

The news release was disseminated on October 10, 2018 through Newsfile.

**Item 4 Summary of Material Change**

On October 10, 2018, the Company announced the completion of the acquisition of all of the outstanding common shares of a private arms’ length company from the shareholders thereof pursuant to the terms of a share purchase agreement dated October 5, 2018.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

See Item 4 above and the attached News Release.

*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**

James Nelson, President, 604-646-6903

**Item 9 Date of Report**

October 11, 2018

# Spearmint Announces Closing of Share Purchase Agreement

Vancouver, British Columbia--(Newsfile Corp. - October 10, 2018) - **Spearmint Resources Inc. (CSE: SPMT) (OTC Pink: SPMTF) (FSE: A2AHL5)** (the "**Company**") is pleased to announce, further to its news release of October 9, 2018, the completion of the acquisition of all of the outstanding common shares of a private arms' length company from the shareholders thereof pursuant to the terms of a share purchase agreement dated October 5, 2018.

This transaction has allowed Spearmint to acquire a district size package consisting of nine separate claim blocks totalling 28,293 acres. This new acreage significantly expands Spearmint's foot print in the Golden Triangle of British Columbia.

These new claims have increased the size of Spearmint's 'NEBA' property from 3,052 acres to 6,803 acres directly bordering Aben Resources Inc.'s Forest Kerr project in the Golden Triangle of BC. On August 9, 2018, Aben announced significant drill results over an interval of 38.7 grams per tonne gold over 10.0 metres, including 62.4 grams per tonne gold over 6.0 m, starting at 114 metres downhole. Spearmint's property is the closest of any company to the Forest Kerr discovery.

These new claims have also expanded the size of Spearmint's 'Golden Triangle' prospects from four claims consisting of 4,095 acres to now being six claims consisting of 9,157 acres. Some of these claims directly border GT Gold Corp.'s Saddle (Tatogga Lake) prospect which was the area of the impressive gold intercepts of 9.55 grams per tonne gold over 40.89 metres reported on September 4, 2018, the drill results of 430 m of 1.3 g/t AuEq at Saddle announced on September 10, 2018, and the drill results of 904 m of 0.98 g/t AuEq at Saddle announced on October 10, 2018.

The size of Spearmint's 'El North' Nickel-Copper prospect has been expanded from three claims totalling 8,482 acres to six contiguous claims totalling 21,587 acres in the Eskay Creek Camp directly bordering Garibaldi Resources Corp.

## About Spearmint Resources

Spearmint's current projects include a portfolio of gold prospects in British Columbia; the 'Golden Triangle Gold Prospects' comprising of six separate claims blocks totalling 9,157 acres bordering GT Gold Corp, the 'Gold Mountain Prospects' comprising of three separate claim blocks totalling 1,245 acres bordering Barkerville Gold Mines, and the 920 acre 'NEBA West' & 6,803 acre 'NEBA' Copper-Gold Prospects bordering Aben Resources Ltd. Spearmint's 21,587 acre 'EL North' Nickel-Copper Prospect is a contiguous land package of six claims in the Eskay Creek Camp bordering Garibaldi Resources Corp. Spearmint's 16,662 acre 'WHY WEST' Magnesium project consists of six claims near Rossland, BC.

Spearmint's other projects include the 'Clayton Valley Lithium Prospects' in Nevada comprising of two claim blocks totalling 800 acres bordering Pure Energy Minerals & Cypress Development Corp. and Spearmint's 'Chibougamau Vanadium Prospects' comprising of four separate claim blocks totaling 9,735-acres bordering, or in the direct vicinity of, the vanadium deposit of BlackRock Metal's (private) Ilmenite vanadium project and Vanadium One Energy Corp.

Greg Thomson, PGeo and qualified person has reviewed this news release and approved the content. Spearmint acquired all of the issued and outstanding common shares of the target company in consideration for the issuance of eighteen million common shares of the Company to the former vendors of the target company.

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"  
President  
Spearmint Resources Inc.

## Forward-Looking Statements

*This press release contains forward-looking information or forward-looking statements (collectively "forward-looking information") within the meaning of applicable securities laws. Forward-looking information is typically identified by words such as: "believe", "expect", "anticipate", "intend", "estimate", "potentially" and similar expressions, or are those, which, by their nature, refer to future events. The Company cautions investors that any forward-looking information provided by the Company is not a guarantee of future results or performance, and that actual results may differ materially from those in forward-looking information as a result of various factors. The reader is referred to the Company's public filings for a more complete discussion of such risk factors and their potential effects which may be accessed through the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).*