

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Spearmint Resources Inc. (the “**Company**”)
Suite 2905 – 700 West Georgia St. PO Box 10112
Vancouver, BC V7Y 1C6

Item 2 Date of Material Change

October 10, 2024

Item 3 News Release

The news releases were disseminated through News File and Stockwatch.

Item 4 Summary of Material Change

On October 10, 2024, the Company announced it arranged a non-brokered listed issuer financing exemption (LIFE) private placement of up to 15,625,000 units at a price of \$0.016 per unit (the “**Offering**”). Each unit will comprise of one common share of the Company and one transferable share purchase warrant to purchase one common share of the Company at a price of \$0.05 for a period of 60 months from the Closing Date.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See 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, Corporate Secretary
Tel: 604-646-6903

Item 9 Date of Report

October 23, 2024



SPEARMINT
RESOURCES INC.
SPMT-CSE SPMTF-USA A2AHL5-GER

SPEARMINT RESOURCES INC.
2905 - 700 West Georgia Street
Vancouver, BC V7Y 1K8

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Corporate Update

October 10, 2024 - SpearMint Resources Inc. (CSE: SPMT) (OTC Pink: SPMTF) (FSE: A2AHL5) (the “Company” or “SpearMint”) has arranged a non-brokered listed issuer financing exemption (LIFE) private placement of up to 15,625,000 units at a price of \$0.016 per unit (the “Offering”). Each unit will comprise of one common share of the Company and one transferable share purchase warrant to purchase one common share of the Company at a price of \$0.05 for a period of 60 months from the Closing Date.

The Offering is expected to close on or about October 31, 2024, or such other date and is subject to certain conditions including, but not limited to, the receipt of all necessary Canadian Securities Exchange, regulatory and other approvals. The proceeds of this placement will go towards general working capital and evaluation and work on existing projects. Finders' fees may be paid to eligible arm's-length persons with respect to certain subscriptions accepted by the company.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 – *Prospectus Exemptions* (“**NI 45-106**”), the Units will be offered for sale to purchasers resident in Canada, other than Quebec, pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the “**Listed Issuer Financing Exemption**”). Because the Offering is being completed pursuant to the Listed Issuer Financing Exemption, the securities issued to Canadian resident subscribers in the Offering will not be subject to a hold period pursuant to applicable Canadian securities laws.

There is an offering document related to the Offering that can be accessed under the Company’s profile at www.sedarplus.ca and on the Company’s website at www.spearmintresources.ca. Prospective investors should read this offering document before making an investment decision.

None of the securities issued have been registered under the United States Securities Act of 1933, as amended (the “1933 Act”), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This news release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

Contact Information

Tel: 1604646-6903

www.spearmintresources.ca

"James Nelson"

President

Spearmint Resources Inc.

The CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this release.