

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

November 7, 2024

Item 3 News Release

The news releases were disseminated through News File and Stockwatch.

Item 4 Summary of Material Change

On November 7, 2024, the Company announced it closed a non-brokered listed issuer financing exemption (LIFE) private placement of 15,625,000 units at a price of \$0.016 per unit (the “**Offering**”) for gross proceeds of \$250,000. Each unit consists of one common share of the Company and one 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

November 7, 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

November 7, 2024 - SpearMint Resources Inc. (CSE: SPMT) (OTC Pink: SPMTF) (FSE: A2AHL5) (the “Company” or “SpearMint”) has closed a non-brokered listed issuer financing exemption (LIFE) private placement of 15,625,000 units at a price of \$0.016 per unit (the “Offering”) for gross proceeds of \$250,000. Each unit consists of one common share of the Company and one 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. An aggregate finders’ fee of \$2,576 was paid and a total of 161,000 non-transferable finders’ warrants exercisable at a price of \$0.05 for a period of 24 months from the Closing Date were issued in connection with the Offering. The Company intends to use the net proceeds of the Offering for the Company’s general working capital, and evaluation and work on the existing projects.

James Nelson, President of SpearMint Resources, stated, “This is great news for SpearMint shareholders as we are now in a position to be much more active on our projects. Management is very optimistic about the short term on SpearMint with the closing of this placement to strategic investors.”

The units sold under the Offering were issued and sold pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 *Prospectus Exemptions* (the “**Listed Issuer Financing**”).

Exemption”). A copy of the offering document under the Listed Issuer Financing Exemption dated October 10, 2024 is available under the Company's profile at www.sedarplus.ca and on the Company's website at www.spearmintresourcesinc.ca. All units issued pursuant to the Listed Issuer Financing Exemption are not subject to resale restrictions in Canada in accordance with applicable Canadian securities laws and the policies of the Canadian Securities Exchange (the “CSE”). All other securities not issued pursuant to the Listed Issuer Financing Exemption, the finders’ warrants, are subject to a statutory hold period in accordance with applicable Canadian securities laws, expiring on March 7, 2025.

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.

About Spearmint Resources

Spearmint's projects include four projects in Clayton Valley, Nevada; the 1,136-acre McGee lithium clay deposit, which has a resource estimate of 1,369,000 indicated tonnes and 723,000 inferred tonnes of lithium carbonate equivalent (LCE) for a total of 2,092,000 tonnes of LCE, directly bordering Pure Energy Minerals & Century Lithium Corp.; the 280-acre Elon lithium brine project, which has access to some of the deepest parts of the only lithium brine basin in production in North America; the 124-acre Green Clay lithium project; and the 248-acre Clayton Ridge Gold project.

Spearmint's other projects include the 3,015-acre Chibougamau project located in the direct vicinity of Lac Chibougamau, Quebec, and the Perron-East gold project consisting of five mineral claim blocks covering 11,608 acres located in the Abitibi greenstone belt of Northwestern Quebec in the direct vicinity of Amex Exploration Inc.'s Perron property and past-producing Normetal mine. Management cautions that past results or discoveries on properties in proximity to Spearmint may not necessarily be indicative to the presence of mineralization on the Company’s properties.

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.

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

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