

Form 51-102F3
Material Change Report

1. Name and Address of Company

Alchemist Mining Incorporated
1574-885 West Georgia Street
Vancouver, BC, V6C 3E8

(the "Company")

2. Dates of Material Change(s)

March 18, 2019

3. News Release(s)

News release were issued on March 20, 2019 and disseminated via Access Wire pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

The Company has entered into an asset purchase agreement to acquire the Oddysee Software Platform from Green Rush Consulting LLC.

The Company's board of directors has determined to consolidate the Company's issued share capital on a ratio of one (1) new post-consolidated common shares for every four (4) old pre-consolidated common shares.

5. Full Description of Material Changes

News Release dated March 20, 2019 – See Schedule "A"

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

No information has been omitted.

8. Executive Officer

Mr. Paul Mann, President and CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (604) 601-2093.

9. Date of Report

This report is dated March 20, 2019.

**SCHEDULE “A”
to the Material Change Report dated March 20, 2019**

**ALCHEMIST MINING ANNOUNCES DEFINITIVE AGREEMENT
TO PURCHASE ODDYSSEE SOFTWARE PLATFORM AND
SHARE CONSOLIDATION**

March 20, 2019

Vancouver, BC - Alchemist Mining Inc. (CSE: AMS) (“AMS” or the “Company”) is pleased to announce that, further to its press release dated September 25, 2018, it has entered into an asset purchase agreement (the “Agreement”) to acquire (the “Acquisition”) the Oddysee Software Platform (“Oddysee”) from Green Rush Consulting LLC (“Green Rush”).

About Oddysee

Oddysee is a software-as-a-service platform focused on the automation of city and state cannabis license applications. Oddysee also assists with investor qualification and vetting for its clients’ cannabis business ventures. Oddysee's core team is a group of experienced industry professionals based in Oakland, CA with a successful track record of helping entrepreneurs obtain cannabis business licenses throughout the United States since 2011. It is expected that the Oddysee software platform will be available in Q3 of 2019 for California cannabis business operators as they begin to apply for city and state licenses under new California state regulations. Sign up now to learn more at www.oddysee.com.

The Transaction

Pursuant to the Agreement, in exchange for a 100% interest in Oddysee, the Company has agreed to (i) issue Green Rush 20,000,000 common shares (each, a “Consideration Share”) at a deemed price of \$0.05 per share, subject to adjustment in the event of a consolidation or split of the Company’s shares, and (ii) pay Green Rush US\$3,750,000 (the “Cash Price”) over a four-month period commencing on the closing date. The Consideration Shares will be subject to statutory hold periods as well as an escrow agreement pursuant to which 10% of such shares will be released on closing and an additional 15% of such shares will be released every six months thereafter.

In connection with the Acquisition, Zeta Ceti, the principal of Green Rush, has agreed to serve on the board of directors of AMS and Green Rush has agreed to provide ongoing software development services to AMS to ensure a successful transition for Oddysee.

Paul Mann, CEO of AMS, commented: “We are excited to have formalized our agreement with Green Rush and to have taken this significant step towards re-defining our Company as a technology solutions provider for the burgeoning cannabis sector. We also look forward to the continued engagement of Green Rush as well as Zeta’s future involvement on our board of directors following the Acquisition.”

The Acquisition is considered a change of business under the rules and policies of the Canadian Securities Exchange (the “CSE”) and, accordingly, remains subject to CSE approval and approval by the Company’s shareholders, which the Company intends to seek by way of written consent resolution. Trading of AMS’s shares has been halted in connection with the Acquisition and is not expected to resume until the CSE has approved certain documentation relating to the Acquisition, including a Form 2A Listing Statement which is currently being prepared by the Company and Green Rush.

Share Consolidation

The Company is also pleased to announce that the Company’s board of directors has determined to consolidate the Company’s issued share capital on a ratio of one (1) new post-consolidated common shares for every four (4) old pre-consolidated common shares (the “Consolidation”). The Company currently has 58,911,900 issued and outstanding common shares and, on completion of the Consolidation, the Company will have approximately 14,727,975 issued and outstanding common shares.

Contact:

Investors@alchemistinc.ca

604-601-2093