

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)

May 15, 2019

3. News Release(s)

News release were issued on May 24, 2019 and disseminated via Access Wire pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

The Company announces their name change to Alchemist Holdings Inc.

5. Full Description of Material Changes

News Release dated May 24, 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, 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 May 24, 2019.

ALCHEMIST MINING INC. ANNOUNCES NAME CHANGE TO ALCHEMIST HOLDINGS INC.

May 24, 2019

Vancouver, BC - Alchemist Mining Inc. (CSE: AMS) ("AMS" or the "Company") is pleased to announce that its board of directors has determined to change the Company's name (the "**Name Change**") to Alchemist Holdings Inc. The Name Change represents an additional step towards the Company's re-definition as a technology solutions provider for the cannabis sector.

The Name Change will be effected concurrently with the 4:1 consolidation (the "**Consolidation**") of the Company's common shares, as announced on March 20, 2019, and the acquisition (the "**Acquisition**") of the Oddysee Software Platform from Green Rush Consulting LLC, which was announced on September 15, 2018 and March 20, 2019. The Name Change, Consolidation and Acquisition are subject to approval by the Canadian Securities Exchange.

In connection with the Name Change, the Company's common shares will be traded on the Canadian Securities Exchange under the symbol ALH.

On Behalf of the Board,

Paul Mann, CEO
Alchemist Mining Inc.

For further information on this release, please contact:

Investors@alchemistinc.ca
604-601-2093
