

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)

July 18, 2018

3. News Release(s)

A news release was issued on July 19, 2018 and disseminated via FSC Wire pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

Alchemist Mining Announces Change of Directors.

5. Full Description of Material Changes

News Release dated July 19, 2018 – 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. David Gdanski, 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 July 19, 2018

SCHEDULE "A"
to the Material Change Report dated July 19, 2018

Alchemist Mining Establishes Paul Mann as New Strategic Board Member

VANCOUVER, B.C. July 19, 2018 - **ALCHEMIST MINING INC. - (CSE: AMS) (the "Company" or "Alchemist")** is pleased to announce the appointment of Mr. Paul Mann as a Director of the Company.

Prior coming to Alchemist, Mr. Mann has managed and successfully exited nine start-ups on three continents including Cavio Corporation, Veridicom International, National Connect, The Pacific Business Development Corporation and Winsight Technology. This has afforded him a wealth of experience in the areas of executive management, sales and marketing, international business development, angel and venture funding, corporate compliance, mergers and acquisitions, as well as global channel development and management, which he now brings to Alchemist.

"Mr. Mann brings experience and his global network in the cannabis medium, to Alchemist. With his past management experience in various sectors, his hyperbole of vast capital ventures will provide the next key asset to Alchemist's Board. As a complimentary attribute, the Alchemist team is enthused for his entrance and contribution to the forward projection of the Company," states Mr. David Gdanski, CEO & President of Alchemist.

"Further to this Alchemist is confident in Paul Mann's ability to direct and navigate the forward transitions of Alchemist. There are numerous international business enhancements that are within Mr. Mann's vast network. He is the appropriate advisor to take action. By bringing on Mr. Mann, the Alchemist team will be executing and exploring new future international partnerships, which the Company aims to utilize in order to further progress of the Company and shareholder value," states Gdanski.

ON BEHALF OF THE BOARD For further info on the Company, please email

David Gdanski, President/CEO
Alchemist Mining Inc.
dgdanski@alchemistmining.com
Phone: 1-604-601-2093