

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities)**

Name of Listed Issuer:	Symbol(s):
Alchemist Mining Incorporated (the "Issuer").	AMS.X

Date: October 22, 2020

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 73,197,614

Pricing

Date of news release announcing proposed issuance: September 25, 2018 or

Date of confidential request for price protection: N/A

Closing Market Price on Day Preceding the news release: N/A or

Day preceding request for price protection: \$0.055

Closing

Number of securities to be issued: 3,105,600

Issued and outstanding securities following issuance: 76,203,214

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL places.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
British Columbia	3	0.05	\$27,000
Saskatchewan	2	0.05	\$22,000
Ontario	3	0.05	\$101,280
Total number of purchasers:	9		
Total dollar value of distribution in all jurisdictions:			\$150,280

Table 1B – Related Persons – N/A

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date ⁽¹⁾	Describe relationship to Issuer ⁽²⁾

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

- Total amount of funds to be raised: \$150,280
- Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the

transaction without reference to any other material. The use of proceeds from the Offering were used for the Issuer's acquisition of the Oddysee Software Platform, as announced on September 25, 2018, and the related change of business, as well as for general working capital purposes.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A

4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.

1,165,600 common shares (the "Shares for Debt") are being issued to certain creditors (collectively, the "Creditors") pursuant to invoices received by the Company from the Creditors. The Creditors and the Issuer have agreed that the Issuer will issue the Shares for Debt to the Creditors in exchange for the extinguishment and cancellation of an aggregate of \$58,280 in debt owed by the Issuer to the Creditors.

5. Description of securities to be issued:

- (a) Class Units, and Common Shares (the "Shares")
- (b) Number 1,840,000 Units; and 1,165,600 Shares
- (c) Price per security \$0.05 per Unit; and \$0.05 per Share
- (d) Voting rights One vote per Share

6. Provide the following information if warrants, (options) or other convertible securities are to be issued:

- (a) Number 1,840,000
- (b) Number of securities eligible to be purchased on exercise of warrants (or options) 1,840,000
- (c) Exercise price \$0.075
- (d) Expiry date 1 year from the issuance date

7. Provide the following information if debt securities are to be issued: N/A

- (a) Aggregate principal amount _____ .
- (b) Maturity date _____ .
- (c) Interest rate _____ .
- (d) Conversion terms _____ .

- (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.): N/A
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):
- (b) Cash _____ .
- (c) Securities _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____ .
- (f) Exercise price of any options, warrants etc. _____ .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship.
- N/A
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
- N/A
11. State whether the private placement will result in a change of control.
- No
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders.
- N/A
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

Part 2. Acquisition - N/A

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated October 22, 2020

Paul Mann

Name of Director or Senior
Officer

/s/ Paul Mann

Signature

Director, President and CEO

Official Capacity