

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Spearmint Resources Inc. (the "Issuer").

Trading Symbol: SPMT

Date: September 8, 2020

### 1. New Options Granted:

Date of Grant: September 4, 2020

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
James Nelson	Director	Yes	200,000	\$0.085	September 4, 2021	3,240,000
Dennis Aalderink	Director	Yes	200,000	\$0.085	September 4, 2021	1,760,000
Gregory Thomson	Director	Yes	200,000	\$0.085	September 4, 2021	1,760,000
Seth Kay	COO	Yes	200,000	\$0.085	September 4, 2021	3,240,000
Cindy Cai	CFO	Yes	200,000	\$0.085	September 4, 2021	3,200,000
Accalia Capital Corp.	Director	Yes	1,000,000	\$0.085	September 4, 2021	Nil

Total Number of optioned shares proposed for acceptance: 2,000,000.

## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Cindy Cai	200,000	\$0.05	May 24, 2016	May 24, 2021
All Seasons Consulting Inc.	200,000	\$0.05	May 24, 2016	May 24, 2021
MGK Consulting Inc.	300,000	\$0.05	May 24, 2016	May 24, 2021
James Nelson	400,000	\$0.05	May 24, 2016	May 24, 2021
Seth Kay	200,000	\$0.05	May 24, 2016	May 24, 2021
Nancy Chow	100,000	\$0.05	May 24, 2016	May 24, 2021
Cindy Cai	100,000	\$0.05	May 30, 2016	May 30, 2021
All Seasons Consulting Inc.	100,000	\$0.05	May 30, 2016	May 30, 2021
MGK Consulting Inc.	100,000	\$0.05	May 30, 2016	May 30, 2021
James Nelson	100,000	\$0.05	May 30, 2016	May 30, 2021
BLB Consulting Inc.	250,000	\$0.05	March 13, 2017	March 13, 2022
James Nelson	3,000,000	\$0.05	January 20, 2020	January 20, 2021
Dennis Aalderink	1,000,000	\$0.05	January 20, 2020	January 20, 2021
Gregory Thomson	1,000,000	\$0.05	January 20, 2020	January 20, 2021
Seth Kay	3,000,000	\$0.05	January 20, 2020	January 20, 2021
Cindy Cai	2,500,000	\$0.05	January 20, 2020	January 20, 2021
Nancy Chow	500,000	\$0.05	January 20, 2020	January 20, 2021
James Nelson	240,000	\$0.05	May 15, 2020	May 15, 2021
Dennis Aalderink	760,000	\$0.05	May 15, 2020	May 15, 2021
Gregory Thomson	760,000	\$0.05	May 15, 2020	May 15, 2021
Seth Kay	240,000	\$0.05	May 15, 2020	May 15, 2021
Cindy Cai	700,000	\$0.05	May 15, 2020	May 15, 2021
Nancy Chow	300,000	\$0.05	May 15, 2020	May 15, 2021
<b>TOTAL</b>	<b>16,050,000</b>			

(1) Set out number of optioned shares for each grant with different terms.

**3. Additional Information**

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held. N/A
- (b) State the date of the news release announcing the grant of options. September 4, 2020
- (c) State the total issued and outstanding share capital at the date of grant or amendment. 190,257,321
- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options. 9.49%
- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan. 975,732
- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors. \$0.03 (non flow-through private placement) and \$0.035 (flow-through private placement)
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer. N/A

#### 4. 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.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. 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 CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated September 8, 2020.

James Nelson  
Name of Director or Senior  
Officer

(signed) "James Nelson"  
Signature

President, CEO & Director  
Official Capacity