

Form 51-102F3
Material Change Report

1. Name and Address of Company

Alchemist Mining Incorporated
1240-789 W Pender Street
Vancouver, BC, V6C 1H2

(the "Company")

2. Dates of Material Change(s)

June 1, 2017

3. News Release(s)

A news release was issued on June 5, 2017 and disseminated via Baystreet News and Stockwatch News pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

Alchemist Mining appoints new CFO & Director.

5. Full Description of Material Changes

News Release dated June 5, 2017 – 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) 446-7325.

9. Date of Report

This report is dated June 5, 2017

SCHEDULE "A"
to the Material Change Report dated June 5, 2017

ALCHEMIST MINING APPOINTS NEW CFO & DIRECTOR

Vancouver, British Columbia – (June 5, 2017) – Alchemist Mining Incorporated (CSE: AMS) ("**Company**" or "**Alchemist**") is pleased to announce the appointment of Mr. Jamie Robinson as Chief Financial Officer of the Company, effective immediately.

Mr. Robinson is a Chartered Accountant specializing in accounting, auditing and financial reporting under both IFRS and ASPE. Prior to joining Liberty Leaf, Mr. Robinson worked at Deloitte as a Manager focusing on publicly listed and private company audits as well as business reviews, performance enhancement engagements and formal restructuring proceedings. After his public practice experience, he worked as a Senior Financial Analyst at Corinex Communications, performing in-depth financial analysis of currencies, commodities, and financial statements for the purpose of investment and hedge fund trading. Mr. Robinson holds a CA designation and a Bachelor of Commerce from McGill University.

The Company has accepted the resignation of P. Joseph Meagher as Chief Financial Officer and a Director of the Company. The Company wishes to thank Mr. Meagher for his contributions to the Company and wishes him all the best in his future endeavours. David Gdanski, President and CEO of the Company, has been appointed a Director of the Company to fill the vacancy created by Mr. Meagher.

Further, the Company has issued an aggregate of 150,000 incentive stock options (the "Options") to Mr. Robinson and a consultant of the Company. The Options are exercisable at \$0.06 per share for a period of two years from the date of grant. The Options have been granted under and are governed by the terms of the Company's incentive stock option plan.

For further info on the Company, please email dgdanski@gmail.com.

On Behalf of the Board

Dave Gdanski, President/CEO
Alchemist Mining Inc.
(604) 446-7325