

**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)**

September 7, 2017

**3. News Release(s)**

A news release was issued on September 18, 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 increases total on over-subscribed financing.

**5. Full Description of Material Changes**

News Release dated September 18, 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 September 19, 2017

SCHEDULE "A"  
to the Material Change Report dated September 19, 2017

**ALCHEMIST MINING INCREASES TOTAL ON OVER-SUBSCRIBED FINANCING**

September 18<sup>th</sup>, 2017, VANCOUVER, B.C. – ALCHEMIST MINING INC. ("AMS") (the "Company") announces that the Company wishes to correct the total amount subscribed for in the non-brokered private placement financing (the "**Private Placement**") as announced on September 8, 2017. The total gross proceeds from the Private Placement is \$414,250.

The Company has allotted and issued 8,285,000 units (the "**Units**") at a price of \$0.05 per Unit. Each Unit is comprised of one common share and one transferable share purchase warrant, with each warrant entitling the holder to purchase one additional common share of the Company for a period of up to twenty-four months at a price of \$0.075.

In addition, the Company has paid finder's fees of a total of \$8,125 and issued an aggregate 162,500 finder's warrants (the "**Finders Warrants**"). Each Finders Warrant is exercisable into one common share for a period of up to twenty-four months at a price of \$0.075.

The Company will use the proceeds from the Private Placement towards its exploration program on its Aubaine Property in Quebec and for general working capital purposes. All securities issued under the Private Placement are subject to a four-month and one-day hold period expiring on January 8, 2018.

For further information on the Company, please email [dgdanski@gmail.com](mailto:dgdanski@gmail.com).

On Behalf of the Board

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

*Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*This news release may contain forward-looking statements based on assumptions and judgments of management regarding future events or results. Such statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward looking statements. The company disclaims any intention or obligation to revise or update such statements.*