

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Alchemist Mining Incorporated (the “**Company**”)
142 – 757 West Hastings Street
Vancouver, BC V6C 1A1

Item 2 Date of Material Change

February 18, 2022 and February 24, 2022

Item 3 News Release

The news release dated February 18, 2022 was disseminated on February 18, 2022 through Market News and Stockwatch and the news release dated February 25, 2022 was disseminated on February 25, 2022 through Market News and Stockwatch.

Item 4 Summary of Material Change

The Company announced that, further to its News Release of January 28, 2022, it has issued 2,497,080 common shares (each, a “**Settlement Share**”) at a deemed price of \$0.12 per Share in settlement of \$299,650.01 debt owing to various creditors (the “**Debt Settlement**”).

The Settlement Shares are subject to a statutory hold period expiring four months and one day after closing of the Debt Settlement.

Paul Mann participated in the Debt Settlement and is considered to be a “related party” within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) and the issuance is considered to be a “related party transaction” within the meaning of MI 61-101 but is exempt from the valuation requirement of MI 61-101 by virtue of the exemption contained in section 5.5(b) as the Company’s shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the consideration of the shares to be issued to the related party does not exceed 25% of the Company’s market capitalization.

The Company also announced that it has arranged a non-brokered private placement (the “**Offering**”) of 150,000 common shares (each, a “**PP Share**”) at a price of \$0.70 per PP Share for gross proceeds of \$105,000.

On February 24, 2022, the Company announced that it closed the Offering and issued 150,000 PP Shares.

Proceeds from the Offering will used for working capital.

All securities issued in connection with the Offering are subject to a four month hold from the closing date.

None of the securities issued in the Debt Settlement or the Offering have been, and none of them will be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Item 5 Full Description of Material Change

5.1 *Full Description of Material Change*

See Item 4 above and the news releases filed on SEDAR.

Disclosure Required by MI 61-101

Pursuant to MI 61-101, the Debt Settlement constituted a “related party transaction”, in part, as Paul Mann, the chief executive officer, president and director of the Company participated in the Debt Settlement.

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) *a description of the transaction and its material terms:*

See Item 4 above for a description of the Debt Settlement.

(b) *the purpose and business reasons for the transaction:*

The purpose of the Debt Settlement is to reduce the Company’s liabilities while preserving its cash.

(c) *the anticipated effect of the transaction on the issuer’s business and affairs:*

The Company does not anticipate any material effect on the Company’s business and affairs.

(d) *a description of:*

(i) *the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:*

Winsight Technology Canada Ltd. (“**Winsight**”), a company wholly owned by Paul Mann, was issued 833,333 Settlement Shares in settlement of \$100,000 worth of debt.

(ii) *the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:*

The following table sets out the effect of the Debt Settlement on the percentage of securities of the Company beneficially owned or controlled by Paul Mann:

Name and Position	Dollar Amount of Settlement	Number of Settlement Shares to be Issued	No. of Securities Held prior to Closing of the Debt Settlement	Percentage of Issued and Outstanding Securities prior to Closing of the Debt Settlement	No. of Securities Held After Closing of the Debt Settlement	Percentage of Issued and Outstanding Securities After Closing of the Debt Settlement
Paul Mann CEO, President and Director	\$100,000	833,333 Settlement Shares	Undiluted and Diluted: Nil	Undiluted and Diluted: 0%	Undiluted and Diluted: 833,333 ⁽¹⁾	Undiluted and Diluted: 4.55% ⁽²⁾

(1) These Shares are held indirectly by Winfield.

(2) Based on 18,310,949 Shares outstanding following the completion of the Debt Settlement.

- (e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

Mr. Mann abstained on the resolution of the board of directors approving the Debt Settlement with respect to the Settlement Share subscription. A special committee was not established in connection with the approval of the Debt Settlement, and no materially contrary view or abstention was expressed or made by any director.

- (f) a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:

Not applicable.

- (g) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that related to the subject matter of or is otherwise relevant to the transaction:

- (i) that has been made in the 24 months before the date of the material change report:

Not applicable.

- (ii) the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:

Not applicable.

- (h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:

The Company entered into a debt settlement and subscription agreement with Winsight pursuant to which Winsight agreed to acquire 833,333 Settlement Shares in settlement of \$100,000 worth of debt.

- (i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:

The Debt Settlement was exempt from the valuation and minority shareholder approval requirements of MI 61-101 by virtue of the exemptions contained in Sections 5.5(b) as the Company's shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the consideration of the Shares issued to each related party did not exceed 25% of the Company's market capitalization.

As this material change report is being filed less than 21 days before the closing of the Debt Settlement, there is a requirement under MI 61-101 to explain why the shorter period is reasonable or necessary in the circumstances. In the view of the Company, such shorter period is reasonable and necessary in the circumstances because the Company wishes to complete the Debt Settlement in a timely manner.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Contact: Paul Mann, CEO, President and Director
 Telephone: 844.420.2254

Item 9 Date of Report

February 25, 2022