Form 51-102F3
Material Change Report

1. Name and Address of Company

Alchemist Mining Inc.
1656 Scarborough Crescent
Port Coquitlam, BC V3C 2R1

(the “Company”)

2. Dates of Material Change(s)

February 18, 2014

3. News Release(s)

A news release was issued on February 19, 2014 and disseminated via Baystreet News and Stockwatch News pursuant to section 7.1 of National Instrument 51–102.

4. Summaries of Material Changes

Vancouver, British Columbia, February 19, 2014 – **Shares for Debt Settlement Transaction Approved**

5. Full Description of Material Changes

News Release dated February 19, 2014 – 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. Keith Anderson, President and CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (604) 786-7774.

9. Date of Report

This report is dated February 19, 2014.

SCHEDULE “A”
to the Material Change Report dated February 19, 2014

SHARES FOR DEBT SETTLEMENT TRANSACTION APPROVED

VANCOUVER, BRITISH COLUMBIA – (February 19, 2014) – Alchemist Mining Inc. (TSX-V: AMS) (the “Company”) has completed the shares for debt transaction originally announced on February 13, 2014 after receiving the approval of the TSX Venture Exchange to issue 980,000 common shares (the “Shares”) to settle indebtedness totaling $49,000.00 to four arm’s length creditors and officers. The Shares issued by the Company pursuant to the shares for debt transaction are subject to a four-month hold period expiring on June 19, 2014.

For further info on the Company, please email kanderson7774@gmail.com.

On Behalf of the Board

Keith Anderson
Alchemist Mining Inc.
(604) 786-7774