Form 51-102F3
Material Change Report

1. Name and Address of Company

Alchemist Mining Incorporated
1574-885 West Georgia Street
Vancouver, BC, V6C 3E8

(the "Company")

2. Dates of Material Change(s)

September 21, 2018

3. News Release(s)

A news release was issued on September 25, 2018 and disseminated via FSC Wire pursuant to section 7.1 of National Instrument 51–102.

4. Summaries of Material Changes

Alchemist Mining announces the signing of a binding Letter of Intent for the acquisition of a 100% stake in Green Rush Consulting LLC's Oddysee Software Platform.

5. Full Description of Material Changes

News Release dated September 25, 2018 – 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) 601-2093.

9. Date of Report

This report is dated September 26, 2018

SCHEDULE “A”
to the Material Change Report dated September 26, 2018

ALCHEMIST SIGNS BINDING LETTER OF INTENT WITH GREEN RUSH CONSULTING LLC TO PURCHASE 100% IN ODDYSEE SOFTWARE PLATFORM

SEPTEMBER 25, 2018, VANCOUVER, B.C. – ALCHEMIST MINING INC. (CSE: AMS) (“AMS” or the “Company”) is pleased to announce the signing of a binding Letter of Intent (“LOI”) for the acquisition of a 100% stake in Green Rush Consulting LLC’s (“Green Rush”) Oddysee Software Platform. It is anticipated that the transaction shall constitute a Fundamental Change pursuant to Canadian Securities Exchange (“CSE”) policies.

Oddysee is a software-as-a-service platform focused on the automation for city and state license applications as well as assisting with investor qualification and vetting for their cannabis business ventures. Oddysee's core team is a group of experienced industry professionals located in Oakland, CA with a successful track record who have helped facilitate entrepreneurs in obtaining their cannabis business licenses throughout the U.S. since 2011. The software platform to start will be available in 2019 for California cannabis business operators as they begin to implement new regulations and most businesses need to begin applying for their city and state licenses. Sign up now to learn more: www.oddysee.com.

Dave Gdanski, President and Chief Executive Officer of AMS, stated: "This is a tremendously exciting venture for Alchemist, as together with Green Rush Consulting and the software platform Oddysee, we will bring to market a disruptive frictionless process model for the cannabis licensing sector. Oddysee will provide users with access to a knowledge base of industry specific data which will remove barriers to acquisition and licensing approval all the while identifying and pre-qualifying new and existing businesses to a multitude of business partners. We believe that Oddysee is set to become the data aggregator/disseminator to a range of business verticals, from cannabis cultivators, producers, manufacturers, distributors, retailers, delivery systems, real estate and most importantly investors.”

"It is with great pleasure to be working with Alchemist Incorporated on the development and implementation of a new software application that we feel will help scale our industry. We look forward to working together in the future and to help make history as California implements its new laws in 2019, as well as anticipate the U.S. federal legalization of cannabis within the next few years," said Zeta Ceti, Founder and CEO of Green Rush.

The Transaction

Pursuant to the LOI, AMS will pay Green Rush a total USD $3,000,000 and issue 15,000,000 common shares in the capital of the Company for a 100% interest in the Oddysee Software Platform. Further, Zeta Ceti shall be appointed to the Board of AMS upon closing.

Further details will be outlined in a definitive agreement to be finalized within 60 days of signing the LOI. The agreement is subject to CSE and shareholder approval.

Private Placement

The Company has arranged a private placement of up to 20,000,000 units of the Company at $0.05 per unit for gross proceeds of up to $1,000,000 (the “Offering”). Each unit will be comprised of one common share of the Company and one transferable common share purchase warrant, exercisable for twelve months from the date of issuance at an exercise price of $0.075 per share. Proceeds from the Offering will be used towards the transaction and general working capital purposes.

ON BEHALF OF THE BOARD For further info on the Company, please email

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