

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)

April 2, 2019

3. News Release(s)

News release were issued on April 3, 2019 and disseminated via Access Wire pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

The Company announces that the Board of Directors of the Company have appointed Mr. Awet Kidane as an independent director, effective immediately. Will Rascan as resigned as a Director of the Company.

5. Full Description of Material Changes

News Release dated April 3, 2019 – 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. Paul Mann, 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 April 3, 2019.

ALCHEMIST APPOINTS FORMER CALIFORNIA DIRECTOR OF CONSUMER AFFAIRS, AWET KIDANE, TO ITS BOARD OF DIRECTORS

April 3rd, 2019

Vancouver, British Columbia – Alchemist Mining Inc (CSE: AMS) ("AMS" or the "Company") is pleased to announce that the Board of Directors of the Company have appointed former California Director of Consumer Affairs, Mr. Awet Kidane, as an independent director, effective immediately.

Mr. Kidane has worked for nearly 15 years in public service in both the Legislative and Executive branches, including as Director of the Department of Consumer Affairs, as Chief of Staff to Assembly member Steve Bradford and as Senior Advisor to State Assembly Speaker Karen Bass.

During his career in the California State Assembly, Kidane led a department that oversees more than 40 professional licensing boards, including ones that regulate medical cannabis, construction and nursing. Kidane was the staff point-person who oversaw the release of the bill from the Assembly Appropriations Committee. Other key works included the creation of the film tax credit during budget negotiations and the first CEQA exemption for a Los Angeles stadium during a special session. His other works included the passage of the first and second Renewable Portfolio Standard. As Director of Consumer Affairs, Kidane oversaw the development of the budget and the legislative package, managed close to 5,000 staff and led efforts to reform licensing and enforcement for all consumer boards and commissions including negotiating the continuance of the boards and commissions under his jurisdiction. In this capacity, Kidane worked closely with Governor Brown's Cabinet and was among those advising the Governor directly on issues within his jurisdiction.

During his five years of service in the Administration, Kidane served as a constant advisor and chief negotiator for the Administration on all issues pertaining to the Department of Consumer Affairs, forming strong relationships with members and staff of the Legislature of both parties. Moreover, while serving the Governor, he successfully negotiated many contentious budget and policy issues pertaining to his Department, such as sunset review.

“We are very proud and honoured to have Mr. Kidane join our team,” said Paul Mann, CEO of Alchemist. “His knowledge, experience, professional network and successful track record speaks for itself. I have no doubt that Awet’s contribution, counsel and diplomacy will have an immediate and positive impact to our business endeavors in California.”

Mr. Kidane commented: "I am honored and excited to be part of the Alchemist team, who really seem to know what they are doing and where I believe I can offer my experience and expertise all the while learning a tremendous amount from them in return."

The Company also thanked Mr. Will Rascan for his service as he steps down from his role as a member of the Board of Directors.

On Behalf of the Board,

Paul Mann, CEO
Alchemist Mining Inc.

For further information on this release, please contact:

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604-601-2093
