

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Three Months Ended July 31, 2022

Introduction

This Management's Discussion and Analysis ("MD&A") is a review of the operations, current financial position and outlook for Alchemist Mining Inc. (the "Company"). This discussion should be read in conjunction with the Company's unaudited interim financial statements for the three months ended July 31, 2022, and the audited financial statements and accompanying notes for the year ended April 30, 2022, available through the SEDAR website at www.sedar.com.

The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's functional and reporting currency is the Canadian Dollar, unless otherwise stated. This Management Discussion and Analysis is dated November 23, 2022.

The Company was incorporated as NY85 Capital Inc. under the Business Corporations Act on October 22, 2010, in the Province of British Columbia. On May 31, 2012, the Company completed its Qualifying Transaction and received the Final Exchange Bulletin from the TSX Venture Exchange ("TSX-V"). On October 1, 2012, the shareholders of the Company approved the name change from NY85 Capital Inc. to Alchemist Mining Inc. at the Annual General and Special Meeting of the Company. On August 20, 2014, the Company de-listed from the TSX-V and commenced trading on the Canadian Securities Exchange ("CSE"). The common shares of the Company are listed for trading on the CSE under the symbol AMS.X.

The registered office and records of the Company are located at 2380, 1055 West Hastings Street, Vancouver, B.C. V6E 2E9.

To date, the Company has not generated any revenue and has met its cash requirements primarily through share issuances. Until the Company attains profitability, it will be necessary to raise additional financings for general working capital. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the future success of the business could be adversely affected. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

The Company expects to use its available working capital, for general working capital, including complementary acquisitions. The Company's objectives are to evaluate other opportunities to build shareholder value.

Overall Performance

On March 19, 2019, the Company entered into an asset purchase agreement ("Green Rush APA") with Green Rush Consulting LLC ("Green Rush") whereby Green Rush granted the Company the right to purchase 100% of Green Rush's right, title, and interest in and certain intellectual property rights relating to Green Rush's Oddysee Software Platform, a software-as-a-service platform focused on the automation for city and state cannabis license applications.

In accordance with the Green Rush APA, the Company was required to make a series of payments totaling US\$3,750,000 ("Purchase Price") and issue 20,000,000 common shares of the Company to Green Rush.

As at April 30, 2021, the Company had paid \$579,810 (US\$453,895) (2020 - \$599,695 (US\$453,895)). This amount was recorded as a prepaid acquisition cost. The remainder of the purchase price of US\$3,296,105 was to be issued as a secured promissory note. The Company was to pay the remainder of the Purchase Price, issue the common shares and promissory note. The agreement was terminated and during the year ended April 30, 2021, the Company wrote-off the full balance of the deposit of \$579,810, as it was not deemed to be recoverable.

On December 7, 2020, the Company entered into an asset purchase agreement (the "All Nations APA") where Alchemist would acquire essentially all of the assets (excluding cash and cash equivalents) of All Nations Cannabis Corporation ("All Nations"), a British Columbia corporation. The assets include but are

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not limited to its name, real estate land holdings, cultivation facility and business agreements. The purchase price will be \$20,000,000 payable by issuing 500,000,000 common shares.

In August 2021, the Company terminated the All Nations APA with All Nations.

On September 16, 2021, the Company entered into a share exchange agreement for the acquisition of Alinea Cannabis Inc. ("Alinea"), a Health Canada licensed, federally registered corporation, whereby the Company would purchase all of the assets of Alinea. including but not limited to its name, real estate land holdings, cultivation facility and business agreements. The purchase price was to be \$3,680,000 paid through the issuance of 49,066,667 common shares of Alchemist Inc. at a deemed price of \$0.075 per share.

On October 29, 2021, the Company terminated the proposed transaction with Alinea.

On November 10, 2021, the Company's Board of Directors approved a consolidation of the Company's issued share capital on the basis of twenty (20) common shares for one (1) new share of the Company. The share consolidation was applied retrospectively to all of the issued and outstanding common shares, stock options and warrants.

On December 21, 2021, the Company announced that it has arranged a non-brokered private placement of up to 20,000,000 units (each, a "Unit") at a price of \$0.075 per Unit for gross proceeds of up to \$1,500,000. Each Unit was comprised of one common share and one non-transferable share purchase warrant. Each warrant entitles the holder to purchase one additional common share for a period of four years from the closing date at an exercise price of \$0.20 per common share.

On January 14, 2022, the Company completed its non-brokered private placement and issued an aggregate of 11,983,333 units at a price of \$0.075 per Unit for aggregate gross proceeds of \$898,750. Proceeds from the offering will be used for payment of current payables and working capital. All securities issued in connection with the offering will be subject to a four month hold from the closing date.

On January 24, 2022, the Company and Iron Forge entered into a letter of intent (the "LOI") setting out the essential terms and conditions by which the Company and Iron Forge Holdings (I) Ltd. ("Iron Forge"), a private arm's length British Columbia mineral exploration company, proposed to complete a business combination and, in connection therewith, the acquisition by the Company of all of the issued and outstanding common shares of Iron Forge (collectively, the "Iron Forge Shares").

On February 18, 2022, the Company issued 2,497,080 common shares (with a fair value of \$0.25 on the date of grant) to settle \$299,650 in debt owing to various creditors. The fair value of the shares is \$624,270. The Company recognized a loss on the transaction of \$324,621. The shares are subject to a statutory hold period expiring four months and one day after closing of the debt settlement.

On February 24, 2022, the Company closed a non-brokered private placement of 150,000 common shares at a price of \$0.70 per share for gross proceeds of \$105,000.

On March 29, 2022, the Company paid \$32,000 in settlement of a \$60,000 debt to a related party.

On April 8, 2022, the Company entered into a share exchange agreement (the "Share Exchange Agreement"), which replaced and superseded the LOI, and, in accordance with its terms, the Company agreed to acquire all of the issued and outstanding Iron Forge Shares in exchange for 7,500,000 common shares at a deemed price of \$0.145 per common share and 3,750,000 common share purchase warrants, exercisable for a period of two years at a price of \$0.20 per common share.

On June 9, 2022, the Company settled a convertible note and interest of \$94,062 by issuing 648,706 units. Each unit is comprised of one common share with a fair value of \$0.30 per share and one common share purchase warrant. Each warrant will entitle the holder thereof to acquire one share at a price of \$0.145 per warrant share and exercisable for 4 years.

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On August 31, 2022, the Company amended the terms to the Share Exchange Agreement, to push the outside date for the closing of its proposed acquisition of all of the issued and outstanding Iron Forge Shares to October 31, 2022.

Selected Annual Information

Years ended April 30, 2022, 2021 and 2020.

	April 30, 2022	April 30, 2021	April 30, 2020
Revenues	\$ -	\$ -	\$ -
Net loss for the year	(1,035,206)	(1,025,348)	(435,360)
Comprehensive loss for the year	(1,035,206)	(1,025,348)	(435,360)
Basic and diluted loss per share	(0.13)	(0.29)	(0.15)
Total Assets	412,822	64,751	650,380
Total Liabilities	212,955	448,763	566,339

Results of Operations

For the three months ended July 31, 2022, the Company incurred a net loss of \$240,423 compared to a net loss of \$118,414 for the three months ended July 31, 2021. The Company's loss included expenditures as follows:

- Accounting, legal and audit fees of \$31,528 (2021 – \$7,077) increased due to legal fees associated with proposed business transactions.
- Consulting fees of \$6,281 (2021 - \$103,500) decreased due to the use of consultants associated with proposed business transactions in the prior period.
- Filing fees and shareholder information of \$1,264 (2021 - \$4,109) decreased due to a decrease in activities requiring disclosure and filings.
- Office and general expense of \$109 (2021 - \$355) decreased due to office closure.
- Exploration costs of \$99,838 (2021 - \$nil) increased due to expenses incurred for staking, technical report and exploration
- Loss on settlement of convertible debt of \$100,549 (2021 - \$nil) related to the settlement of convertible debt for 648,706 units.

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Summary of Quarterly Financial Results

Results for the most recent quarters including the last quarter ended April 30, 2022, are as follows:

For the Quarterly Periods ended:		July 31, 2022	April 30, 2022	January 31, 2022	October 31, 2021
Total revenues	\$	-	-	-	-
Net loss for the period		240,423	(556,777)	(243,994)	(116,021)
Net loss per common share, basic and diluted		(0.01)	(0.07)	(0.05)	(0.03)

For the Quarterly Periods ended:		July 31, 2021	April 30, 2021	January 31, 2021	October 31, 2020
Total revenues	\$	-	-	-	-
Net loss for the period		(118,414)	(118,684)	(698,305)	(92,659)
Net loss per common share, basic and diluted		(0.03)	(0.04)	(0.21)	(0.04)

Proposed Transactions

All Nations Cannabis Corporation ("All Nations")

On September 2, 2020, the Company announced that it had entered a non-binding letter of intent, dated August 31, 2020, for the acquisition of All Nations, a company that is in the final stages of receiving a Health Canada License for the cultivation and processing of cannabis and associated products. The parties signed an asset purchase agreement on December 7, 2020, which was then amended on March 1, 2021.

In August 2021, the Company terminated the proposed transaction with All Nations.

Alinea Cannabis Inc.

On September 16, 2021, Company entered into a share exchange agreement for the acquisition of all of the assets of Alinea Cannabis Inc. On October 29, 2021, the Company terminated the proposed transaction.

Iron Forge Holdings (I) Ltd.

On April 8, 2022, the Company entered into the Share Exchange Agreement, which replaced and superseded the LOI, and, in accordance with its terms, the Company agreed to acquire all of the issued and outstanding Iron Forge Shares in exchange for 7,500,000 common and 3,750,000 common share purchase warrants, exercisable for a period of two years at a price of \$0.20 per common share.

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Related Party Transactions*Key management personnel compensation*

The remuneration of the Company's directors and other members of key management, who have the authority and responsibility for planning, directing, and controlling the activities of the Company, consists of the following amounts.

The following table summarizes transactions with related parties during the three months ended July 31, 2022, and 2021:

	Three months ended	
	July 31, 2022	July 31, 2021
Consulting fees	\$ -	\$ 73,500
Accounting fees	7,500	1,500
	\$ 7,500	\$ 75,000

As at July 31, 2022, \$7,875 of unpaid accounting fees to the CFO, (April 30, 2022 - \$15,025 of unpaid consulting fees to the former CEO and accounting fees to the former CFO) was included in accounts payable and accrued liabilities. The amounts are unsecured, non-interest bearing and due on demand.

Shareholder loans

	Year ended	
	July 31, 2022	April 30, 2022
Opening balance	\$ 222	\$ 11,253
Cash received	-	17,085
Cash paid for principal	-	(28,534)
Loss on debt settlement	-	491
Forgiveness of debt	(222)	(73)
	\$ -	\$ 222

During the year ended April 30, 2022, the Company received working capital advances from related parties. The advances are unsecured, non-interest bearing and have no repayment terms. As at July 31, 2022, no amounts are outstanding.

Liquidity and Capital Resources

As at July 31, 2022, the Company had \$175,162 (April 30, 2022 - \$352,085) in cash and other current assets of \$104,948 (April 30, 2022 - \$60,737) for an aggregate of 280,110 (April 30, 2022 - \$412,822). Current liabilities totaled \$126,352 (April 30, 2022 - \$213,253). Accordingly, as at July 31, 2022, the Company's working capital was \$153,758 (April 30, 2022 - \$199,569).

Financings

For the three months ended July 31, 2022:

There were no financings in the period

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During the period ended July 31, 2021, the Company received the following loans:

- \$87,500 convertible debenture that is unsecured, bearing interest at 10% per year, due within 30 days of the Company resuming trading. The debt is repayable in cash or through the issuance of 2,500,000 units. Each unit is to be comprised of one common share and one share purchase warrant. The warrants will have an exercise price of \$0.75 and will be exercisable for a period of two years from the date of issuance. The loan meets the criteria of a convertible debenture. As the debt is due on demand and is currently recorded at its present value, \$nil was assigned to the equity component. As of July 31, 2022, the \$87,500 in principal and \$6,563 in interest expense was settled by the issuance of 648,706 units. Each unit comprised of one common share and one common share purchase warrant. Each warrant will entitle the holder to acquire one share at a price of \$0.145 per share and is exercisable for 4 years.
- \$100,000 loan that is unsecured, and non-interest bearing. The loan has been repaid in cash of \$50,000 in each of January and March 2022.

Outstanding Shares

The following table sets forth information concerning the outstanding securities of the Company:

	November 23, 2022	April 30, 2022	April 30, 2021
Common shares	19,109,655	18,460,949	3,830,536
Stock Options	-	-	-
Warrants	12,632,039	11,983,333	92,000
Fully Diluted Shares	31,741,694	30,444,282	3,922,536

Financial and Other Instruments

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments. The Company classifies its financial instruments as follows: cash is classified as financial assets at FVTPL; amounts receivable, accounts payable and accrued liabilities, loans payable, shareholder loans, and long-term debt are measured at amortized cost. The carrying values of these instruments approximate their fair values due to their short term to maturity.

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Inputs for assets or liabilities that are not based on observable market data.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

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Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing cash at major Canadian financial institutions. The Company has minimal credit risk on its amounts receivable at year end as the balance relates to an overpayment made to legal counsel.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The contractual financial liabilities of the Company as of July 31, 2022, equal \$126,352 (April 30, 2022 - \$213,253). All of the liabilities presented as accounts payable are due within 90 days of the end of the period. The Company is seeking additional sources of capital through financing opportunities.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

As at July 31, 2022, the Company is not exposed to significant market risk.

Critical Accounting Estimates

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Significant estimates made in the preparation of these financial statements included the recoverability and carrying value of the Green Rush deposit and the recoverability of deferred tax assets. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

Management's Report on Internal Control over Financial Reporting

In connection with Exemption Orders issued in November 2007 by each of the securities commissions across Canada, the CEO and Chief Financial Officer ("CFO") of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying MD&A.

In contrast to the certificate under National Instrument 52-109 – Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certification includes a 'Note to Reader' stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financing reporting, as defined in NI 52-109.

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Accounting Standards, Amendments and Interpretations not yet Effective

For details of the Company's Future Accounting Standards, including accounting standards not yet adopted, new accounting standards adopted, and accounting standards amended but not yet effective, please refer to Note 4 of the Company's audited consolidated financial statements for the year ended April 30, 2022.

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements as at July 31, 2022, or as of the date of this report.

Risks and Uncertainties

The Company believes that the following risks and uncertainties may materially affect its success.

Limited Operating History

The Company is a relatively new company with limited operating history and no history of business or mining operations, revenue generation or production history. The Company was incorporated on October 22, 2010 and has yet to generate a profit from its activities. The Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Company anticipates that it may take several years to achieve positive cash flow from operations.

Lack of Operating Cash Flow

The Company currently has no source of operating cash flow and is expected to continue to do so for the foreseeable future. The Company's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations. If the Company sustains losses over an extended period of time, it may be unable to continue its business. Further exploration and development of the Rhodes Marsh Project, will require the commitment of substantial financial resources. It may be several years before the Company may generate any revenues from operations, if at all. There can be no assurance that the Company will realize revenue or achieve profitability.

Exploration of Mineral Property Interests

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The discovery of bodies of commercial mineralization is dependent upon a number of factors, not the least of which is the technical skill of the exploration personnel involved. Most of the above factors are beyond the Company's control.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

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Regulatory Requirements

Even if the Rhodes Marsh Project is proven to host economic reserves of precious or non-precious metals, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits. Exploration and mining activities may be affected in varying degrees by government policies and regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of such mineral properties, environmental legislation and mine safety.

Global Uncertainty

On March 11, 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", was declared by the World Health Organization as a global pandemic. This has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the services of its directors and officers, or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The *Business Corporations Act* (British Columbia)("BCBCA") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

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Caution Regarding Forward Looking Statements

This MD&A contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company's business plans; the costs and timing of its developments; its future investments and allocation of capital resources; success of exploration activities; requirements for additional capital; government regulation of mining operations. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions, fluctuations in worldwide prices and demand for minerals; our lack of operating history; the actual results of current exploration activities; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; possible variations in grade and or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes or other risks of the mining industry; delays in obtaining government approvals or financing or incompleteness of development or construction activities, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of the Company's business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of Canada, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Additional Disclosure for Venture Issuers without Significant Revenue

Additional financial information is available in the Company's audited annual financial statements for the year ended April 30, 2022. These statements are available on SEDAR at www.sedar.com.

The following addresses the specific disclosure requirements for venture issuers without significant revenues:

- (a) Capitalized or expensed exploration and development costs – Not applicable
- (b) Expensed research and development costs – Not applicable
- (c) Deferred development costs – Not applicable
- (d) General administrative expenses – the financial information is presented in the Statement of Loss and Comprehensive Loss in the financial statements.
- (e) Any material costs, whether capitalized, deferred or expensed, not referred to in (a) through (d) – None.

Officers and Directors

Certain directors of the Company are also directors, officers and/or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploring natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the

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Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his/her interest and abstain from voting on the matter(s). In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

Current Directors of the Company are as follows:

Eric Boehnke, Director, President & CEO

James Carter, Director

Jennie Choboter, Director & CFO

Approval

The Board of Directors of Alchemist Mining Inc. has approved the disclosure contained in this MD&A on November 23, 2022.

Additional information related to the Company is available on SEDAR at www.sedar.com, on the Company's website at www.alchemistmining.com.