

Form 45-106F6

British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;
- the issuer's website address; and
- the address, telephone number and email address of the issuer's head office.

Alchemist Mining Incorporated

1288 Steeple Drive

Coquitlam, B.C. V3E 1K2

Tel: (604) 786-7774

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

N/A

Item 2: Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

THE ISSUER IS A REPORTING ISSUER IN BRITISH COLUMBIA, ALBERTA & ONTARIO

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

☐ Bio-tech☐ Mining☐ Financial Services☒ exploration/development☐ investment companies and funds☐ production☐ mortgage investment companies☐ Oil and gas☐ Forestry☐ Real estate☐ Hi-tech☐ Utilities☐ Industrial☐ Other (describe)**Item 4: Insiders and promoters of non-reporting issuers**

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)

Details of distribution**Item 5: Distribution date**

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates. August 19, 2014 & August 20, 2014

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and
- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

Debt Settlement Agreement

The Company issued 785,000 common shares to various creditors in accordance with a Debt Settlement Agreement. These shares have a deemed value of \$0.055 per share or \$43,175.

Non Brokered Private Placement:

5,500,000 units (the "Units") of the Company at a price of \$0.055 per Unit for gross proceeds of \$302,500. Each Unit will be comprised of one common share and one common share purchase warrant, with each warrant entitling the holder to purchase an additional common share for a period of two years at an exercise price of \$0.10 per share in the first year and \$0.20 per share in the second year. The warrants are subject to a 30-day forced exercise provision if the closing price of the Company's shares is \$0.20 or higher in the first year for ten consecutive days and \$0.30 or higher in the second year for ten consecutive days.

Tchentalo Lake Property Option Agreement with Far Resources Ltd.

The Company issued 100,000 common shares to Far Resources Ltd. in accordance with the Property Option Agreement. The share issuance represents the first payment. These shares have a deemed value of \$0.55 per share or \$5,500.

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia, Canada	4	Deemed value of \$0.055 per Common Share	Deemed value of \$ 48,675
British Columbia, Canada	14	\$0.055 per Unit	\$247,500
Manitoba, Canada	2	\$0.055 per Unit	\$33,000
Panama	1	\$0.055 per Unit	\$22,000
Total number of Purchasers	21		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$ 351,175

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

Item 8: Information about purchasers

Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers

Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
<i>Far Resources Ltd., 302-1620 West 8th Avenue, Vancouver, BC, V6J 1V4 Keith Anderson (Sr.) 604-805-5035</i>	n/a	100,000 Common Shares ⁽¹⁾	Deemed value of \$5,500	2.13(2) of NI 45-106	2014-08-20
<i>Dragon Alternative Fund, Inc., 2A Camino Real, Calle Winston Churchill, Panama City, Panama Mohammad Shaygan, 507 6004 1530</i>	n/a	400,000 Units ⁽²⁾	\$22,000	n/a	2014-08-19
<i>Ras Capital Corp., 810-609 Granville Street, Vancouver, BC, V7Y 1G5 Ron Schnitz, 604-685-7450</i>	n/a	100,000 Units ⁽²⁾	\$5,500	2.3 of NI 45-106	2014-08-19

⁽¹⁾ The share issuance of 100,000 common shares of the Issuer to Far Resources Ltd. is pursuant to a Property Option Agreement and represents the initial share payment.

⁽²⁾ Each Unit at \$0.055 per Unit consisting of one common share and one share purchase warrant entitling the holder to purchase one common share for a period of two years at an exercise price of \$0.10 per warrant share until the close of business on August 19, 2015 and at an exercise price of \$0.20 until the close of business on August 19, 2016.

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
<i>Canaccord Genuity Corp., 2200-609 Granville Street, Vancouver, BC, V7Y 1H2</i>	R	\$18,700	340,000 Common Share Purchase Warrants ⁽¹⁾	n/a	2.3 of NI 45-106 2014-08-19	\$18,700

⁽¹⁾ The Share Purchase Warrants are exercisable into common shares at an exercise price of \$0.10 per warrant share until the close of business on August 19, 2015 and at an exercise price of \$0.20 until the close of business on August 19, 2016.

Certificate

On behalf of the [issuer/underwriter], I certify that the statements made in this report are true.

Date: August 26, 2014

Alchemist Mining Incorporated

Name of [issuer/underwriter] (please print)

Keith Anderson, President, (604) 786-7774

Print name, title and telephone number of person signing

X

Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

Kelly Pladson, Administrator, (604) 726-6749

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: (604) 899-6500
Toll free across Canada: 1-800-373-6393
Facsimile: (604) 899-6581

