

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1           Name and Address of Company**

ACME RESOURCES CORP.  
20 Adelaide Street East, Suite 301  
Toronto, Ontario M5C 2T6

**Item 2           Date of Material Change**

October 21, 2013

**Item 3           News Release**

The news release announcing the material change was released on October 23, 2013, through Newsfile Corp. and subsequently filed on the System for Electronic Document Analysis and Retrieval. A copy of the press release is attached hereto.

**Item 4           Summary of Material Change**

ACME Resources Corp. (“**ACME**”) announced that it entered into an amalgamation agreement dated October 21, 2013 (the “**Agreement**”) with Forrester Resources Corp., a private Yukon corporation (“**Forrester**”). Under the terms of the Agreement, Forrester will amalgamate (the “**Transaction**”) with a wholly-owned subsidiary of ACME to be incorporated under the *Business Corporations Act (Yukon)* (“**YBCA**”) to form an amalgamated company under the YBCA. Pursuant to the terms of the Transaction, ACME shares will be issued to the holders of Forrester shares in exchange for all of the issued and outstanding Forrester shares on the basis of 1.5 ACME shares for each one (1) Forrester share (the “**Exchange Ratio**”). In addition, the outstanding Forrester options, Forrester warrants and Forrester finder’s warrants will be exchanged for the ACME options, ACME warrants and ACME finder’s warrants on the basis of the Exchange Ratio, with a corresponding adjustment of the exercise price of each such Forrester option and Forrester warrant (including the Forrester warrants underlying the Forrester finder’s warrants) to reflect the Exchange Ratio (please see the Corporation’s press release dated October 16, 2013, which is available on SEDAR at [www.sedar.com](http://www.sedar.com), for further information regarding the Transaction).

**Item 5           Full Description of Material Change**

ACME announced that it has entered the Agreement with Forrester. Under the terms of the Agreement, Forrester will amalgamate with a wholly-owned subsidiary of ACME to be incorporated under the YBCA to form an amalgamated company under the YBCA. Pursuant to the terms of the Transaction, ACME shares will be issued to the holders of Forrester shares in exchange for all of the issued and outstanding Forrester shares on the basis of the Exchange Ratio. In addition, the outstanding Forrester options, Forrester warrants and Forrester finder’s warrants will be exchanged for the ACME options, ACME warrants and ACME finder’s warrants on the basis of the Exchange Ratio, with a corresponding adjustment of the exercise

price of each such Forrester option and Forrester warrant (including the Forrester warrants underlying the Forrester finder's warrants) to reflect the Exchange Ratio (please see the Corporation's press release dated October 16, 2013, which is available on SEDAR at [www.sedar.com](http://www.sedar.com), for further information regarding the Transaction).

The Transaction is intended to result in a reverse take-over of ACME by Forrester's shareholders and the listing of the shares of the resulting issuer on the TSXV. The Transaction, when completed, will constitute the qualifying transaction of the Corporation pursuant to Policy 2.4 of the TSXV Corporate Finance Manual. The Transaction will not constitute a Non Arm's Length Qualifying Transaction, as defined in the policies of the TSXV and, as such, it is not anticipated that the approval of the shareholders of ACME will be required.

The Transaction is subject to several conditions precedent, including (i) receipt of all regulatory approvals, including that of the TSXV; (ii) completion of due diligence and receipt of requisite corporate approvals of the various transactions contemplated by the Transaction from the directors and shareholders of Forrester and the directors of ACME, as applicable; and (iii) completion of a concurrent non-brokered private placement (the "**Concurrent Financing**") of units of Forrester for minimum gross proceeds of \$500,000 and maximum proceeds of \$1.0 million at a price of \$0.10 per unit consisting of one (1) common share of Forrester and one-half of one (1/2) share purchase warrant (or such other securities as may be agreed between Forrester and ACME) of Forrester, with each whole warrant entitling the holder to acquire one (1) Forrester share for a period of 36 months at an exercise price of \$0.18 per warrant. On a post Transaction basis and in accordance with the Exchange Ratio, the Concurrent Financing will be \$0.06667 per unit, with each unit consisting of 1.5 ACME shares and 0.75 ACME warrants, each whole ACME warrant entitling the holder to acquire one ACME share at a price of \$0.12 per share for a period of 36 months.

Forrester is currently in discussion with several parties which may result in a private placement of units of Forrester (the "**Private Placement**") at a price of \$0.08 per unit for aggregate gross proceeds of up to \$400,000, with each unit consisting of one (1) common share and a half (1/2) warrant, each full warrant exercisable at a price of \$0.18 for a period of 36 months. The Private Placement will close prior to the completion of the Transaction. The completion of the Private Placement is not a condition of the closing of the Transaction. On a post Transaction basis and in accordance with the Exchange Ratio, the Concurrent Financing will be \$0.05333 per unit, with each unit consisting of 1.5 ACME shares and 0.75 ACME warrants, each whole ACME warrant entitling the holder to acquire one ACME share at a price of \$0.12 per share for a period of 36 months.

See attached press release for further details.

**Item 6            Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7            Omitted Information**

Not applicable.

**Item 8          Executive Officer**

Paul Ankcorn, Chief Executive Officer  
Telephone: (416) 360-8006

**Item 9          Date of Report**

October 28, 2013

## ACME Resources Corp. Enters into Amalgamation Agreement with Forrester Resources Corp. in respect of its Qualifying Transaction

TORONTO, Oct. 23, 2013 /CNW/ - ACME Resources Corp. (NEX Board: ACY.H), a capital pool company, ("**ACME**" or the "**Corporation**") is pleased to announce that it has entered into an amalgamation agreement dated October 21, 2013 (the "**Agreement**") with Forrester Resources Corp., a private Yukon corporation ("**Forrester**"). Under the terms of the Agreement, Forrester will amalgamate (the "**Transaction**") with a wholly-owned subsidiary of ACME to be incorporated under the *Business Corporations Act* (Yukon) ("**YBCA**") to form an amalgamated company under the YBCA. Pursuant to the terms of the Transaction, ACME shares will be issued to the holders of Forrester shares in exchange for all of the issued and outstanding Forrester shares on the basis of 1.5 ACME shares for each one (1) Forrester share (the "**Exchange Ratio**"). In addition, the outstanding Forrester options, Forrester warrants and Forrester finder's warrants will be exchanged for the ACME options, ACME warrants and ACME finder's warrants on the basis of the Exchange Ratio, with a corresponding adjustment of the exercise price of each such Forrester option and Forrester warrant (including the Forrester warrants underlying the Forrester finder's warrants) to reflect the Exchange Ratio (please see the Corporation's press release dated October 16, 2013, which is available on SEDAR at [www.sedar.com](http://www.sedar.com), for further information regarding the Transaction).

The Transaction is intended to result in a reverse take-over of ACME by Forrester's shareholders and the listing of the shares of the resulting issuer on the TSX Venture Exchange Inc. (the "**TSXV**"). The Transaction, when completed, will constitute the qualifying transaction of the Corporation pursuant to Policy 2.4 of the TSXV Corporate Finance Manual. The Transaction will not constitute a Non Arm's Length Qualifying Transaction, as defined in the policies of the TSXV and, as such, it is not anticipated that the approval of the shareholders of ACME will be required.

The Transaction is subject to several conditions precedent, including (i) receipt of all regulatory approvals, including that of the TSXV; (ii) completion of due diligence and receipt of requisite corporate approvals of the various transactions contemplated by the Transaction from the directors and shareholders of Forrester and the directors of ACME, as applicable; and (iii) completion of a concurrent non-brokered private placement (the "**Concurrent Financing**") of units of Forrester for minimum gross proceeds of \$500,000 and maximum proceeds of \$1.0 million at a price of \$0.10 per unit consisting of one (1) common share of Forrester and one-half of one (1/2) share purchase warrant (or such other securities as may be agreed between Forrester and ACME) of Forrester, with each whole warrant entitling the holder to acquire one (1) Forrester share for a period of 36 months at an exercise price of \$0.18 per warrant. On a post Transaction basis and in accordance with the Exchange Ratio, the Concurrent Financing will be \$0.06667 per unit, with each unit consisting of 1.5 ACME shares and 0.75 ACME warrants, each whole ACME warrant entitling the holder to acquire one ACME share at a price of \$0.12 per share for a period of 36 months.

Forrester is currently in discussion with several parties which may result in a private placement of units of Forrester (the "**Private Placement**") at a price of \$0.08 per unit for aggregate gross proceeds of up to \$400,000, with each unit consisting of one (1) common share and a half (1/2) warrant, each full warrant exercisable at a price of \$0.18 for a period of 36 months (the "**Private Placement**"). The Private Placement will close prior to the completion of the Transaction. The completion of the Private Placement is not a condition of the closing of the Transaction. On a post Transaction basis and in accordance with the Exchange Ratio, the Concurrent Financing will be \$0.05333 per unit, with each unit consisting of 1.5 ACME shares and 0.75 ACME warrants, each whole ACME warrant entitling the holder to acquire one ACME share at a price of \$0.12 per share for a period of 36 months.

ACME's common shares are currently halted and ACME anticipates they will remain halted until the documentation required by the TSXV for the proposed Transaction can be provided to the TSXV.

### Information About Forrester Resources Corp.

Forrester is a private precious metals exploration and development company. It is currently active in the Country of Peru and continually looking for near-term production opportunities within the Americas. Forrester's key asset is Las Princesas property ("**Las Princesas Property**"). Pursuant to an option agreement with an effective date of December 13, 2011 among Minera Forrester S.A.C., a subsidiary of Forrester, Vena Resources Ltd. ("**Vena**"), a company listed on the Toronto Stock Exchange, and Compania Minera Aurifera del Norte S.A.C., a Peruvian subsidiary of Vena, Forrester has the right to acquire up to an 85% interest in the Las Princesas Property, which consists of two contiguous mining concessions totalling approximately 1,030 ha in size. The Las Princesas Property is located in the Department of La Libertad, Province of Santiago de Chuco, in northern Peru, between Barrick Gold Corporation's Lagunas Norte/Alto Chicama property and the Quiruvilca mine, formerly owned by Pan American Silver Corp. ("**Pan American**") and now owned by Southern Peaks Mining L.P. For further information about the Las Princesas Property, please see ACME's press release dated October 16, 2013 available on SEDAR at [www.sedar.com](http://www.sedar.com).

*Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and, if applicable pursuant to TSXV requirements, majority of the minority approval of the shareholders of ACME. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.*

*The TSXV has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release. Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.*

*This press release contains forward-looking information within the meaning of Canadian securities laws. Such information includes, without limitation, information regarding the completion of the proposed Transaction, the Private Placement and Concurrent Financing, and the anticipated business plan of ACME subsequent to completion of the Transaction. Although ACME believes that such information is reasonable, it can give no assurance that such expectations will prove to be correct.*

*Forward looking information is typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or are those which, by their nature, refer to future events. ACME cautions investors that any forward-looking information provided by ACME are not guarantees of future results or performance, and that actual results may differ materially from those in forward looking information as a result of various factors, including, but not limited to: ACME's ability to complete the proposed Transaction; the state of the financial markets for ACME's equity securities; the state of the market for gold or other minerals that may be produced generally by the resulting issuer in the event the Transaction is completed; recent market volatility; ACME's ability to raise the necessary capital or to be fully able to implement its business strategies; and other risks and factors that ACME is unaware of at this time. The reader is referred to ACME's most recent annual and interim Management's Discussion and Analysis for a more complete discussion of such risk factors and their potential effects, copies of which may be accessed through ACME's page on SEDAR at [www.sedar.com](http://www.sedar.com).*

SOURCE: Forrester Resources Corp.

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#### For further information:

**ACME RESOURCES CORP.**

**Paul Ancom**  
**Chief Executive Officer**  
**Telephone: (416) 360-8006**

or

**FORRESTER RESOURCES CORP.**

**Martin Walter**  
**President and Chief Executive Officer**  
**Telephone: (416) 599-7363**

CO: Forrester Resources Corp.

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