

**Form 51-102F3**  
**Material Change Report**

**Item 1            Name and Address of Company**

ACME Resources Corp.  
Suite 200 – 20 Adelaide Street East  
Toronto, ON  
M5C 2T6

**Item 2            Date of Material Change**

December 7, 2015

**Item 3            News Release**

A news release was disseminated through the facilities of Newsfile Corp. on December 11, 2015 and subsequently filed on SEDAR. A copy of the news release is attached hereto.

**Item 4            Summary of Material Change**

ACME Resources Corp. (“**ACME**”) announced that it entered into a letter of intent dated December 7th, 2015, (the “**LOI**”), with Hantian Labs Limited, a private UK corporation (“**Hantian**”), for a business transaction that will result in a reverse take-over of ACME by Hantian, and the listing or trade of the shares of the resulting issuer (the “**Resulting Issuer**”) on the TSX Venture Exchange (“**TSXV**”) (the “**Transaction**”).

The Transaction is subject to TSXV approval and is intended to constitute the Qualifying Transaction of ACME as such term is defined in Policy 2.4 of the TSXV. It is intended that the Transaction shall be completed by way of a definitive merger, amalgamation or share exchange agreement, provided however that, by mutual agreement, the parties may revise the structure to comply with all necessary legal and regulatory requirements, to minimize or eliminate any adverse tax consequences or to increase cost effectiveness. The Transaction is intended to result in a reverse take-over of ACME by Hantian’s shareholders. The Transaction will not be 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.

**Item 5            Full Description of Material Change**

ACME announced that it entered into a letter of intent dated December 7th, 2015 with Hantian, a private UK corporation, for a business transaction that will result in a reverse take-over of ACME by Hantian, and the listing or trade of the shares of the resulting issuer on the TSXV.

The Transaction is subject to TSXV approval and is intended to constitute the Qualifying Transaction of ACME as such term is defined in Policy 2.4 of the TSXV. It is intended that the Transaction shall be completed by way of a definitive merger, amalgamation or share

exchange agreement, provided however that, by mutual agreement, the parties may revise the structure to comply with all necessary legal and regulatory requirements, to minimize or eliminate any adverse tax consequences or to increase cost effectiveness. The Transaction is intended to result in a reverse take-over of ACME by Hantian's shareholders. The Transaction will be an Arm's Length Qualifying Transaction, as defined in the policies of the TSXV and, as such, it is not anticipated that the formal approval of the shareholders of ACME will be required.

### **Terms of the Agreement**

ACME and Hantian have agreed to use all commercially reasonable efforts to close the Transaction by March 31, 2016. The LOI will terminate in the event the parties fail to enter into a definitive agreement on or prior to January 31, 2016, unless a later date is otherwise mutually agreed to by the parties.

Pursuant to the Transaction, ACME shares will be issued to the holders of Hantian shares in exchange for all of the issued and outstanding Hantian shares on the basis of one ACME share for each Hantian share (the "**Exchange Ratio**").

### **Capitalization**

ACME is incorporated under the *Business Corporations Act* (Ontario). As of the date hereof, ACME has 4,101,950 common shares issued and outstanding and 247,168 stock options outstanding.

Hantian is a privately held corporation existing under the laws of the United Kingdom and, as of the date hereof, has 10,000,000 common shares issued and outstanding.

### **Conditions for Closing**

The LOI provides that closing of the Transaction is subject to several conditions including, among other things: (i) receipt of all regulatory approvals, including that of the TSXV; (ii) completion of due diligence and obtaining requisite corporate approval of the various transactions contemplated by the Transaction from the directors and shareholders of Hantian and the directors of ACME, as applicable; and (iii) closing of the Financing, as described below.

On completion of the Transaction, ACME will issue up to 10,000,000 common shares at a deemed price of \$0.10 to the securityholders of Hantian in exchange for all of the issued and outstanding securities of Hantian.

### **Financing**

On the closing of the Transaction, ACME will complete a concurrent non-brokered private placement (the "**Concurrent Financing**") of units for minimum gross proceeds of \$350,000 and maximum proceeds of \$500,000 at a price of \$0.10 per unit consisting of one ACME Common Share. A finder's fee will be payable to registered dealers in respect of subscribers who are referred to ACME and who participate in the Concurrent Financing, on the basis of an 8% cash fee and 8% finder's warrants (up to 400,000 finder's warrants), with each finder's warrant exercisable to purchase one ACME common share at a price of \$0.10 for a period of 12 months.

See attached news 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**

Inquiries with respect to the material change referred to herein may be made to:

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

**Item 9            Date of Report**

This report is dated as of the 14<sup>th</sup> day of December, 2015.

## ACME RESOURCES CORP. AND HANTIAN LABS LIMITED

ACME Resources Corp., 200 – 20 Adelaide Street East, Toronto, ON M5C 2T6  
Hantian Labs Limited, 107 Great Mersey Street, Liverpool, UK L5 2PL

### ACME Resources Corp. Enters into Letter of Intent with Hantian Labs Limited in respect of a Qualifying Transaction

**Toronto, ON, December 11, 2015 - ACME Resources Corp.** (“ACME”), a capital pool company trading on the NEX Exchange with symbol ACY.H, is pleased to announce that it has entered into a letter of intent dated December 7, 2015, (the “**LOI**”), with Hantian Labs Limited, a private UK corporation (“**Hantian**” or “**Hantian Labs**”), for a business transaction that will result in a reverse take-over of ACME by Hantian, and the listing or trade of the shares of the resulting issuer (the “**Resulting Issuer**”) on the TSXV (the “**Transaction**”).

The Transaction is subject to TSX Venture Exchange (“**TSXV**”) approval and is intended to constitute the Qualifying Transaction of ACME as such term is defined in Policy 2.4 of the TSXV. It is intended that the Transaction shall be completed by way of a definitive merger, amalgamation or share exchange agreement, provided however that, by mutual agreement, the parties may revise the structure to comply with all necessary legal and regulatory requirements, to minimize or eliminate any adverse tax consequences or to increase cost effectiveness. The Transaction is intended to result in a reverse take-over of ACME by Hantian’s shareholders. The Transaction will be an Arm’s Length Qualifying Transaction, as defined in the policies of the TSXV and, as such, it is not anticipated that the formal approval of the shareholders of ACME will be required.

#### **Terms of the Agreement**

ACME and Hantian have agreed to use all commercially reasonable efforts to close the Transaction by March 31, 2016. The LOI will terminate in the event the parties fail to enter into a definitive agreement on or prior to January 31, 2016, unless a later date is otherwise mutually agreed to by the parties.

Pursuant to the Transaction, ACME shares will be issued to the holders of Hantian shares in exchange for all of the issued and outstanding Hantian shares on the basis of one ACME shares for each Hantian share (the “**Exchange Ratio**”).

#### **Capitalization**

ACME is incorporated under the *Business Corporations Act* (Ontario). As of the date hereof, ACME has 4,101,950 common shares issued and outstanding and 247,168 stock options outstanding.

Hantian is a privately held corporation existing under the laws of the United Kingdom and, as of the date hereof, has 10,000,000 common shares issued and outstanding.

### **Conditions for Closing**

The LOI provides that closing of the Transaction is subject to several conditions including, among other things: (i) receipt of all regulatory approvals, including that of the TSXV; (ii) completion of due diligence and obtaining requisite corporate approval of the various transactions contemplated by the Transaction from the directors and shareholders of Hantian and the directors of ACME, as applicable; and (iii) closing of the Financing, as described below.

On completion of the Transaction, ACME will issue up to 10,000,000 common shares at a deemed price of \$0.10 to the securityholders of Hantian in exchange for all of the issued and outstanding securities of Hantian.

### **Financing**

On the closing of the Transaction, ACME will complete a concurrent non-brokered private placement (the “**Concurrent Financing**”) of units for minimum gross proceeds of \$350,000 and maximum proceeds of \$500,000 at a price of \$0.10 per unit consisting of one ACME Common Share. A finder’s fee will be payable to registered dealers in respect of subscribers who are referred to ACME and who participate in the Concurrent Financing, on the basis of an 8% cash fee and 8% finder’s warrants (up to 400,000 finder’s warrants), with each finder’s warrant exercisable to purchase one ACME common share at a price of \$0.10 for a period of 12 months.

### **Information about Hantian Labs Ltd.**

Hantian Labs is an emerging global leader in anti-ageing and vitality nutraceutical products. Developed by a team of research scientists, athletes and beauty professionals, the Hantian line of tablets uses state-of-the-art age reversal technology to diminish the signs of ageing, whilst enhancing, enriching and extending the lives of their consumers. Products, including GHBurn, Alpha Elite, Revitascience and Revitamar, are made at Hantian’s GMP ISO 9001 and informed sports certified facility in the United Kingdom with the strictest quality standards. Hantian products are Medicines & Healthcare Products Regulatory Agency (MHRA) approved. Hantian also has licenses issued by the Minister of Health for Canada, issued under the authority of section 7 of the Natural Health Products Regulations, for its products GHBurn and Alpha Elite.

## **The Resulting Issuer**

Upon completion of the Transaction, the Resulting Issuer will be engaged in the biotechnology and pharmaceuticals industry.

The Transaction is an Arm's Length Qualifying Transaction (as defined in Policy 2.4 of the Exchange), and is not a Related Party Transaction (as defined in National Instrument 61-101). No insiders, directors or officers of ACME have any interest in Hantian, and there are no common directors or officers of ACME and Hantian. Consequently, the Transaction will not be subject to approval by the shareholders of ACME.

It is proposed that the board of directors and officers of the Resulting Issuer following the closing of the Transaction will be comprised of the following individuals.

| <b><u>Name and Principal Residence</u></b> | <b><u>Position(s)</u></b>                 |
|--|---|
| Christian Diesveld, Penetanguishene, ON    | Director, CEO                             |
| Meghan Gogan, London, UK                   | Director, Member of the Audit Committee   |
| Jamil Rawji, B.Sc.(Pharm.), Edmonton, AB   | Director, Member of the Audit Committee   |
| Paul R. Ankcorn, Toronto, ON               | Director, CFO                             |
| Brian M. Cloney, C.A., Mississauga, ON     | Director, Chairman of the Audit Committee |
| John M. Siriunas, P.Eng., Milton, ON       | Corporate Secretary                       |

The following is a brief description of the background of each person or company that is expected to be an insider of the Resulting Issuer.

### **Christian Diesveld:**

Mr. Diesveld is currently the Managing Director of Hantian. Prior to co-founding Hantian Labs, Christian has spent a total of sixteen years within the public marketplace, specializing in the marketing and financing of exchange-listed companies to all facets of the international investment community. The last ten years have seen him in the role of Managing Director at Peritus Capital Corp, a Toronto based Investor Relations firm. Having worked closely with corporations in the pharmaceutical technology and resource sectors, Christian brings to Hantian Labs an abundance of experience and contacts from a wide range of sectors throughout the global marketplace.

An accomplished athlete with a passion for health and fitness, he brings a strong business acumen and unbridled enthusiasm for life to everything that he does.

### **Meghan Gogan:**

With over ten years experience in the luxury, consumer and sports marketing and communications sectors, Meghan has managed marketing, branding and media campaigns across the globe. Her clients have included such renowned companies as American Express Centurion, MC Hotels, One&Only Resorts, the Savoy, Pink Beauty Cosmetics and the WTA.

With international understanding, associates and media contacts, Meghan brings to Hantian Labs practical know-how, viable connections and a passion for the industry.

**Jamil Rawji:**

Mr. Rawji is an entrepreneur and developer and since 2001 has served as the President of a small market retail pharmacy operation. Prior to 2001, he was a managing owner of retail stores with a national Canadian pharmacy chain. In addition to extensive retail experience with pharmaceuticals and nutraceuticals, his past local community involvement includes Chair of the Victim Services, Treasurer and Board Member of Victims Services; Director with the Lions Club; Board Member of Economic Development; Director with the Chamber of Commerce; and has served as a Consultant for the municipality with respect to both Economic Development and Municipal Development Plans. Mr. Rawji has received many professional awards including Pharmacist of the Year, Business of the Year, Business Person of the Year and Customer Service Business of the Year. He holds an Honours Bachelor of Science in Pharmacy degree, obtained at the University of Alberta in Canada.

Mr. Rawji brings to the board an understanding of the retail market and pricing strategies as well as several years of experience with human resources.

**Paul R. Ankcorn:**

Mr. Ankcorn is currently a Director and the Chief Executive Officer of ACME Resources Corp., a director of Tartisan Resources Corp. and a director of Champion Iron Mines Limited. He was formerly the CFO of Cuervo Resources Inc. from May of 2005 until December 2008. He was formerly the President and CFO of Richmond Minerals Inc., a mineral-resource company based in Toronto, Ontario and held such positions from March 2006 till May 2008. He was also formerly the President and CFO, and a Director of Terex Resources Inc. (now Trelawney Resources Inc.) from October 2001 until June 2005, the President and Director of Aavdex Corporation (now Richmond Minerals Inc.) from 1998 to 2001, Vice-President of Eastmain Resources Inc. from 1996 to 1998, and the Vice-President-Finance of Northfield Minerals Inc. All of the foregoing corporations are active mineral-resource companies listed on the TSX Venture Exchange, the TSX or the CSE. Mr. Ankcorn has spent virtually all his professional life since graduation in the resource sector. Mr. Ankcorn is not an independent director of ACME for the purpose of NI 52-110.

**Brian M. Cloney:**

Brian Cloney has practiced private and public accounting in excess of 35 years. He is currently the principal of BMC Institutional Services which provides financial management and corporate governance services. Mr. Cloney is currently a Director and the CFO of ACME Resources Corp. He has served as an officer and director of several public companies and reporting issuers and is currently the CEO and a director of N.W.T. Copper Mines Limited. Mr. Cloney has Audit Committee accreditation. Mr. Cloney is not an independent director of ACME for the purpose of NI 52-110.

**John M. Siriunas:**

Mr. Siriunas, a geological engineer, has carried on business as an independent consultant since 1979. Mr. Siriunas serves, or has served, as a director and/or in various management capacities with several junior-resource reporting issuers. His participation has included supervising and addressing corporate governance issues in a role as Corporate Secretary for those companies. Mr. Siriunas holds Bachelor and Master of Applied Science degrees from the University of Toronto and is a member of Professional Engineers of Ontario (PEO) and the Canadian Society of Corporate Secretaries (CSCS). Mr. Siriunas is currently independent of both ACME and Hantian.

**Sponsorship**

Sponsorship of a qualifying transaction of a capital pool company is required by the TSXV unless an exemption from the sponsorship requirement is available. ACME intends to engage Euro Pacific Canada Inc. as a sponsor for the proposed Transaction.

**Trading Halt**

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

**ACME RESOURCES CORP.**

**Paul R. Ankcorn**  
**Chief Executive Officer**

**Telephone: (416) 360-8006**

**HANTIAN LABS LIMITED**

**Christian Diesveld**  
**Managing Director**

**Telephone: (647) 938-6475**

*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 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 bio-tech products or other products 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).*