

**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**

January 28, 2016

**Item 3            News Release**

A news release was disseminated through the facilities of Newsfile Corp. on January 29, 2016, 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 has amended its original 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 TSX Venture Exchange (“**TSXV**”) (the “**Transaction**”). The LOI was originally announced on December 11, 2015.

ACME and Hantian have agreed to extend the settlement of a Definitive Agreement until March 31, 2016 and the closing of the Transaction until May 31, 2016. The LOI was to terminate in the event the parties failed to enter into a Definitive Agreement on or prior to January 31, 2016, unless a later date was otherwise mutually agreed to by the parties.

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 on December 11, 2015 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. ACME and Hantian have now agreed to extend the settlement of a Definitive Agreement until March 31, 2016 and the closing of the Transaction until May 31, 2016. The LOI was to terminate in the event the parties failed to enter into a Definitive Agreement on or prior to January 31, 2016, unless a later date was otherwise mutually agreed to by the parties.

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 May 31, 2016. The LOI will terminate in the event the parties fail to enter into a definitive agreement on or prior to March 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 1<sup>st</sup> day of February, 2016.

## **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. Amends Letter of Intent with Hantian Labs Limited in respect of a Qualifying Transaction**

**Toronto, ON, January 29, 2016 - ACME Resources Corp.** (“ACME”), a capital pool company trading on the NEX Exchange with symbol ACY.H, wishes to announce that it has amended its original 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 LOI was originally announced on December 11, 2015.

ACME and Hantian have agreed to extend the settlement of a Definitive Agreement until March 31, 2016 and the closing of the Transaction until May 31, 2016. The LOI was to terminate in the event the parties failed to enter into a Definitive Agreement on or prior to January 31, 2016, unless a later date was otherwise mutually agreed to by the parties.

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.

ACME currently has 4,101,950 common shares issued and outstanding and 247,168 stock options outstanding. ACME’s common shares have been halted from trading and will remain halted until the documentation required by the TSXV for the proposed Transaction can be provided to the TSXV.

#### **ACME RESOURCES CORP.**

**Paul R. Ankorn**  
**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).*