

**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**

August 2, 2016

**Item 3            News Release**

A news release was disseminated through the facilities of Newsfile Corp. on August 18, 2016, and subsequently filed on SEDAR. A copy of the news release is attached hereto.

**Item 4            Summary of Material Change**

A Letter of Intent (the “**LOI**”) between ACME Resources Corp. (“**ACME**”) and Hantian Labs Limited, a private UK corporation (“**Hantian**” or “**Hantian Labs**”), dated December 7, 2015, has terminated. The business transaction contemplated by the LOI was intended to constitute the Qualifying Transaction of ACME as such term is defined in Policy 2.4 of the TSXV.

**Item 5            Full Description of Material Change**

A Letter of Intent (the “**LOI**”) between ACME Resources Corp. (“**ACME**”) and Hantian Labs Limited, a private UK corporation (“**Hantian**” or “**Hantian Labs**”) dated December 7, 2015 has terminated. The LOI considered a business transaction that would have resulted 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. The LOI was subsequently amended: 1) on January 28, 2016 (the “**First Amendment**”) and a news release to this fact was disseminated on January 29, 2016; and 2) on March 31, 2016 (the “**Second Amendment**”) and a news release to this fact was disseminated on March 31, 2016.

The Second Amendment extended the settlement of a Definitive Agreement until July 31, 2016 and the closing of the Transaction until October 31, 2016. As per the Second Amendment, the LOI was to terminate in the event the parties failed to enter into a Definitive Agreement on or prior to July 31, 2016, unless a later date was otherwise mutually agreed to by the parties. The parties could not come to terms on a Definitive Agreement within that time frame, nor was there any intent to further extend the LOI, thus the LOI was allowed to terminate.

**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 18<sup>th</sup> day of August, 2016.

# **ACME RESOURCES CORP.**

20 Adelaide Street East, Suite 200, Toronto, Ontario M5C 2T6

**FOR IMMEDIATE RELEASE**

**NEX: ACY.H**

## **ACME Resources Corp. Announces Termination of Letter of Intent with Hantian Labs Limited in respect of a Qualifying Transaction**

**Toronto, ON, August 18, 2016 - ACME Resources Corp.** (“ACME”), a capital pool company trading on the NEX Exchange with symbol ACY.H, wishes to announce that its intention to complete a business transaction with Hantian Labs Limited, a private UK corporation (“**Hantian**” or “**Hantian Labs**”) as originally considered in a letter of intent dated December 7, 2015, (the “**LOI**”) has terminated. ACME and Hantian had agreed to the settlement of a Definitive Agreement, after two amendments, by July 31, 2016. Acceptable terms and conditions relating to a Definitive Agreement could not be negotiated by the parties in that time frame and the LOI was allowed to expire by the parties.

The business transaction was intended to constitute the Qualifying Transaction of ACME as such term is defined in Policy 2.4 of the TSXV

ACME currently has 4,101,950 common shares issued and outstanding and 247,168 stock options outstanding. ACME’s common shares were halted from trading in anticipation of the completion of the proposed business transaction. ACME will seek to restore the trading of its shares as it proceeds to investigate other avenues for a Qualifying Transaction.

For further information contact:

Paul Ankcorn - Chief Executive Officer

Telephone: (416) 866-2200

### ***Cautionary Note Regarding Forward-looking Statements***

*Certain information in this press release may contain forward-looking statements. Such statements are based on the current expectations of the management of the Company, including the Company’s reinstatement to the NEX. Completion of the Company’s reinstatement to the NEX is subject to a number of conditions, including TSXV acceptance. There can be no assurance that reinstatement to the NEX will be completed as proposed or at all. Trading in the securities of the Company should be considered highly speculative. Except as required by applicable securities laws, forward looking statements speak only as of the date on which they are made and, unless required by law, the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.*