

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

February 6, 2018

Item 3 News Release

A news release was disseminated through the facilities of Newsfile Corp. on February 6, 2018, 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 it has signed a letter of intent (“**LOI**”) with Rapid Dose Therapeutics Inc. (“**RDT**”) which defines the essential terms under which the parties intend to enter into a definitive binding agreement (the “**Definitive Agreement**”) for the acquisition by ACME of 100% of the issued share capital of RDT.

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 RDT’s shareholders. The Transaction will be an Arm’s-Length Transaction and, as such, it is anticipated that the approval of the shareholders of ACME will not be required.

Item 5 Full Description of Material Change

Please see News Release dated February 6, 2018, attached as Schedule “A”

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 16th day of February, 2018.

SCHEDULE "A"

ACME RESOURCES CORP.

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

ACME RESOURCES CORP. SIGNS LETTER OF INTENT WITH RAPID DOSE THERAPEUTICS AND PROVIDES AN UPDATE OF CORPORATE ACTIVITY

TORONTO, ONTARIO, February 6, 2018 - ACME Resources Corp. (“ACME” or the “Company”) is pleased to announce it has signed a letter of intent (“LOI”) with Rapid Dose Therapeutics Inc. (“RDT”) for a transaction which would constitute a proposed Reverse Take-Over of the Company. ACME also announces recent corporate activity related to its ongoing proposed restructuring.

Letter of Intent with RDT

ACME has signed a Letter of Intent which defines the essential terms under which the parties intend to enter into a definitive binding agreement (the “**Definitive Agreement**”) for the acquisition by ACME of 100% of the issued share capital of RDT in a Reverse Take-Over transaction (the “**Transaction**”), payable by the issuance of up to 57,130,000 common shares of ACME, which shares include a private placement by RDT (the “RDT-PP”) prior to closing for gross proceeds of up to \$2,000,000.

ACME intends to proceed with a non-brokered private-placement offering of Company (“**Private Placement**”) for gross proceeds of up to \$CDN 500,000. All securities issued in connection with the Private Placement will be subject to a statutory four month plus one day hold period. The proceeds received from the Private Placement will be used for working capital purposes in connection with the Transaction.

The parties have agreed to a finders’ fee on closing to an arm’s length party equal to 7% of the total number of shares as at the closing date.

RDT is a private Canadian bio-technology company which provides proprietary enhanced drug delivery technologies designed to improve patient outcomes. RDT owns a proprietary oral fast-dissolving drug delivery system, QuickStrip™, which is capable of rapidly releasing into the blood stream a list of pharmaceuticals, emulsified oils and over-the-counter medicines without being degraded or modified by first pass metabolism in the liver. RDT also provides product innovation, production and consultation to the pharmaceutical and healthcare manufacturing industry.

Closing of the Definitive Agreement will be subject to approval of regulatory authorities and compliance with any required governmental and securities regulations. Closing will also be conditional on approval for listing of the ACME shares on an alternate stock exchange in Canada. ACME intends to change its name to RAPID DOSE THERAPEUTICS CORP., or another name as appropriate. There is no guarantee that the Definitive Agreement will close.

Upon closing of the Definitive Agreement the Company will have up to 66,763,923 issued and outstanding common shares of which approximately 5% will comprise the existing ACME shareholders, and approximately 86% will comprise the former RDT shareholders.

Corporate Activities Update

ACME Resources Corp. has most recently traded under the symbol ACY.H on the NEX Tier of the TSX Venture Exchange (“TSXV”), although trading of the common shares of the Company has been voluntarily halted since December, 2015. The Company is now in the process of voluntarily delisting from the TSXV. At the Company’s Annual and Special Meeting held on the 24th of October, 2017 (“**Special Meeting**”), the Company received a requisite majority of its shareholders approval to proceed with a voluntary delisting for the purpose of seeking a listing on an alternative stock exchange. The Company is now seeking to voluntarily delist from the TSX-V, which delisting will take place prior to the closing of the above Reverse Take-Over transaction with RDT.

The Company recently completed a non-brokered private-placement offering of Company equity. This private placement comprised an offering of 2,480,000 common shares at a price of \$CDN 0.025 (2½¢) per share (the “**Offering**”) for gross proceeds of \$62,000. All securities issued in connection with the Offering are subject to a statutory four month plus one day hold period. The proceeds received from the Offering are being used for general working capital purposes.

At the most recent Special Meeting, the Company also received the requisite majority of its shareholders approval to proceed with the consolidation of its common shares on a 1:5 (new:old) basis (the “**Consolidation**”). As part of its restructuring strategy the Company has decided to proceed with the Consolidation. Concurrent with the Consolidation, the Company will also cancel 209,142 options and 750,000 escrowed founders’ shares. The cancellation of the escrowed founders’ shares is pursuant to Policy 2.4 of the TSXV, as the Company was originally listed as a capital pool company (“CPC”) on the TSXV. The record date for the consolidation is February 5, 2018. A name change for the consolidated Company is pending; whereby the change of name was approved by a majority of its shareholders at the Special Meeting.

Upon the Consolidation becoming effective, the 10,080,950 issued and outstanding common shares as at the date hereof would be consolidated into approximately 2,016,190 issued and outstanding common shares. In connection with the Consolidation, the Company will send letters of transmittal to holders of common shares for use in transmitting their share certificates to the Depository, Capital Transfer Agency, in exchange for new certificates representing the number of post-consolidated common shares to which such shareholder is entitled as a result of the Consolidation. No delivery of a new share certificate to a shareholder will be made until the shareholder has surrendered his, her or its current issued share certificates. Until surrendered, each share certificate formerly representing old common shares will be deemed for all purposes to represent the number of post-consolidated common shares to which such holder is entitled as a result of the Consolidation.

No fractional shares will be issued in connection with the Consolidation; if, as a result of the Consolidation, a shareholder becomes entitled to a fractional share, such fraction will be rounded down to the nearest whole number. The Consolidation will not give rise to a capital gain or a

capital loss under the *Income Tax Act* (Canada) for a shareholder who holds common shares as capital property. The aggregate adjusted cost base to the shareholder of his, her or its new common shares immediately after the Consolidation will be equal to the aggregate adjusted cost base of his, her or its common shares immediately before the Consolidation.

The Company completed a shares-for-debt transaction (the “**Debt Transaction**”) whereby ACME issued 7,000,000 pre-consolidation common shares (being 1,400,000 post-consolidated common shares (of which 2,875,000 pre-consolidation common shares were issued to insiders of the Company) at a deemed pre-consolidation price of \$0.025 per common share (\$0.125 per share post-consolidation) in connection with the repayment of \$175,000 in debt. The Debt Transaction was undertaken by ACME in order to conserve capital and improve the Company’s balance sheet. The common shares issued in connection with the Debt Transaction are be subject to a statutory four month plus one day hold period.

Correction – Special Meeting Management Information Circular

In connection with the ACME Special Meeting held on the 24th of October, 2017, the Company’s Management Information Circular (“MIC”) provided additional details of these matters and other items put forward at the Annual and Special Meeting and the MIC is available under the Company’s filings on SEDAR. The Company would like to note a correction to page 13 of the MIC wherein it was incorrectly reported that the number of common shares held by promoters, directors, officers and other insiders of the Company ineligible to vote on the “Delisting Resolutions” (as that term is defined in the MIC) was 4,991,950, whereas the correct number is 1,350,000.

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. 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.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.