

**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 16, 2018

**Item 3      News Release**

A news release was disseminated through the facilities of Newsfile Corp. on February 23, 2018, and subsequently filed on SEDAR. A copy of the news release is attached hereto.

**Item 4      Summary of Material Change**

ACME Resources Corp. completed a consolidation of its common shares on a 1:5 (new:old) basis.

**Item 5      Full Description of Material Change**

Please see News Release dated February 23, 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 23<sup>rd</sup> day of February, 2018.

## SCHEDULE "A"

### **ACME RESOURCES CORP.**

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

#### **ACME RESOURCES CORP. COMPLETES CONSOLIDATION**

**TORONTO, ONTARIO, February 23, 2018 - ACME Resources Corp.** (“ACME” or the “Company”) wishes to report that it has completed its previously announced plan to consolidate the common shares of the Company. The Company 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”) at its most recent Annual and Special Meeting. A name and trading information for the consolidated Company are pending.

Effective as of February 16, 2018, the 10,080,950 issued and outstanding common shares as at that date have been consolidated and the Company now has 1,866,190 issued and outstanding common shares. Concurrent with the Consolidation, the Company also cancelled (on a pre-consolidation basis) 209,142 options and 750,000 escrowed founders’ shares. The cancellation of the escrowed founders’ shares (reflected in the current issued and outstanding shares figure herein) is pursuant to Policy 2.4 of the TSX Venture Exchange (“TSXV”), as the Company was originally listed as a capital pool company (“CPC”) on the TSXV. The Company is sending letters of transmittal to holders of common shares for use in transmitting their share certificates to the Depository, Capital Transfer Agency ULC, 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.

ACME has most recently traded under the symbol ACY.H on the NEX Tier of the TSXV, although trading of the common shares of the Company was voluntarily halted in December, 2015. The TSXV suspended trading of Company shares effective February 22, 2018.

For further information contact:

Paul Ankorn - 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.***