

**MATERIAL CHANGE REPORT**  
Form 51-102F3  
Section 7.1 of National Instrument 51-102

**Item 1 Name and Address of Company**

Rapid Dose Therapeutics Corp. (formerly, ACME Resources Corp.)  
20 Adelaide Street East, Suite 200,  
Toronto, Ontario M5C 2T6

**Item 2 Date of Material Change**

December 6, 2018, December 7, 2018 and December 10, 2018

**Item 3 News Release**

News releases were issued via Newsfile Corp. on December 6, 2018, December 7, 2018 and December 10, 2018.

**Item 4 Summary of Material Change**

On December 6, 2018, Rapid Dose Therapeutics Corp. (formerly, ACME Resources Corp.) ("**ACME**" or the "**Corporation**") received the Ontario Securities Commission's (the "**OSC**") receipt for the filing of its final non-offering long form prospectus.

On December 7, 2018, the Corporation and Rapid Dose Therapeutics Inc. ("**RDT**") jointly announced the completion of the previously announced three-cornered amalgamation pursuant to an Amended and Restated Amalgamation Agreement (the "**Amalgamation Agreement**") as of July 11, 2018 as further amended (the "**Transaction**").

On December 10, 2018, the Corporation announced that it has changed its name from ACME Resources Corp. to Rapid Dose Therapeutics Corp. in connection with the completion of the Transaction and welcomed its new board members, Messrs. Mark Upsdell, Jason Lewis and Kenneth Fox, with Brian Howlett continuing as a director.

**Item 5 Full Description of Material Change**

The Corporation's final non-offering long form prospectus was receipted by the OSC on December 6, 2018. A copy of the prospectus is available under the Corporation's profile on SEDAR ([www.sedar.com](http://www.sedar.com)). The Corporation also announced that the Canadian Securities Exchange (the "**CSE**") has conditionally approved the listing of the Corporation's common shares ("**Common Shares**") under the symbol "DOSE". Listing of the Common Shares as announced at the time was subject to the satisfaction of certain customary conditions, including the receipt by the CSE of all final documentation.

The prospectus includes current information about the Corporation as well as information about the Transaction with RDT. As announced in the Corporation's press release of July 12, 2018, the Corporation entered into the Amalgamation Agreement to acquire 100% of the issued share capital of RDT payable by the issuance of approximately 64,841,200 Common Shares of the Corporation.

**About RDT**

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.

Prior to closing of the Transaction, RDT had 64,841,200 common shares (each a "**RDT**

**Share**") and 840,000 warrants (each a "**RDT Warrant**") outstanding. Each RDT Warrant entitled the holder to acquire one RDT Share at an exercise price of \$0.75 at any time within five months after the RDT Shares are listed for trading on the CSE or other Canadian stock exchange.

### **The Amalgamation Transaction**

On December 7, 2018, ACME and RDT jointly announced the completion of the three-cornered amalgamation pursuant to the Amalgamation Agreement.

Pursuant to the terms of the Transaction, ACME acquired all of the issued and outstanding RDT Shares and RDT Warrants held immediately prior to the amalgamation in exchange for the issuance of Common Shares (the "**ACME Shares**") and warrants (the "**ACME Warrants**") issued on substantially identical terms to the RDT Warrants. On closing of the Amalgamation, the Corporation issued, and each holder of RDT Shares will receive, one Common Share in exchange for each RDT Share held immediately prior to the amalgamation and the Corporation issued, and each holder of RDT Warrants will receive, one ACME Warrant in exchange for each RDT Warrant held immediately prior to the amalgamation, each such ACME Warrant having identical terms as the RDT Warrants in respect of exercise price, expiry date and all other material terms and conditions. A copy of the Amalgamation Agreement has been filed on SEDAR.

On completion of the Transaction, ACME also issued a total of 4,907,937 ACME Shares to an arm's length party in payment of the corporate finance services fees, which shares are subject to a regulatory hold period expiring four months plus one day after the date on which they are issued.

Upon completion of the amalgamation and the issuance of the shares to the arm length's party, the Corporation has approximately 75,021,327 common shares issued and outstanding of which approximately 7% are held by the original ACME shareholders, and approximately 86% are held by the former RDT shareholders. The Corporation also has 840,000 ACME Warrants outstanding.

### **The Resulting Issuer**

On December 10, 2018, the Corporation announced that, in connection with the completion of the Transaction, changed of its name from ACME Resources Corp. to Rapid Dose Therapeutics Corp.

In addition, the Corporation welcomed its new board members, Messrs. Mark Upsdell, Jason Lewis and Kenneth Fox, with Brian Howlett continuing as a director. As part of the transition of management in connection with the Transaction, the new officers of the Corporation appointed on December 10, 2018, include Messrs. Mark Upsdell as President and CEO, Jason Lewis as SVP Business Development and Lino Fera as the CFO and Corporate Secretary. The new board took this opportunity to thank the two directors who resigned, John Siriunas and Kees Van Winters, and the officers who resigned, John Siriunas, Miles Nagamatsu and Jorge Estepa, for their valuable contribution in managing the process to a successful completion of the business combination.

Having received conditional listing approval for its Common Shares to be listed on the CSE, the Corporation continued to work on satisfying all necessary conditions, including delivery to the CSE of all final documentation for the listing, which is expected to be completed in the near future. Upon listing, the Common Shares will trade under the symbol "DOSE".

On completion of the Transaction, 51,906,140 Common Shares issued by the Corporation in exchange for that number of RDT Shares were placed in escrow for release commencing on the day on which the Common Shares first start trading on the

CSE (the "**Escrow Commencement Date**") as follows:

- a) (2,595,307 Common Shares) on the Escrow Commencement Date;
- b) 5% (2,595,307 Common Shares) 6 months after the Escrow Commencement Date;
- c) 5% (2,595,307 Common Shares) 12 months after the Escrow Commencement Date;
- d) 5% (2,590,307 Common Shares) 18 months after the Escrow Commencement Date;
- e) 15% (7,785,921 Common Shares) 24 months after the Escrow Commencement Date;
- f) 15% (7,785,921 Common Shares) 30 months after the Escrow Commencement Date; and
- g) 50% (25,953,070 Common Shares) 36 months after the Escrow Commencement Date.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51 -1 02**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

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

Mark Upsdell, Chief Executive Officer

Telephone: (416) 477-1052

**Item 9 Date of Report**

This report is dated as of the 14<sup>th</sup> day of December, 2018.