

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1.

Name and Address of Company

ACME Lithium Inc.
300 – 2015 Burrard Street
Vancouver, British Columbia V6J 3H4

Item 2.

Date of Material Change

May 19, 2021

Item 3.

News Release

The news release was disseminated through Newsfile Corp. on May 19th, 2021

Item 4.

Summary of Material Change

The Company announced its intention to complete a non-brokered private placement of up to 8,000,000 Units of the Company for gross aggregate proceeds of up to CDN\$3,200,000.

Item 5.

Full Description of Material Change

5.1

Full Description of Material Change

See Schedule "A" attached hereto

5.2

Disclosure for Restructuring Transactions

Not applicable.

Item 6.

Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7.

Omitted Information

None.

Item 8.

Executive Officer

Contact: Stephen Hanson
Title: Director, Chief Executive Officer and President
Telephone: (604) 564-9045
Email: shanson@acmelithium.com

Item 9.

Date of report

May 19, 2021



**NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION
TO U.S. WIRE SERVICES**

ACME Lithium Announces Non-Brokered Private Placement

Vancouver, British Columbia – **May 19, 2021** – **ACME Lithium Inc. (CSE: ACME)** (the "Company", or "ACME") is pleased to announce a non-brokered private placement financing of up to 8,000,000 units (the "Units") at \$0.40 CAD per Unit for aggregate gross proceeds of up to \$3,200,000 CAD (the "Offering"). Each Unit will be comprised of one (1) common share and one-half of one (1/2) transferable common share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at a price of \$0.60 CAD for two (2) years from closing of the Offering.

The Company may pay a cash finder's fee of up to 7% of the gross proceeds raised under the Offering, at the discretion of the Company.

The Issuer intends to use the proceeds of the Offering to fund exploration expenditures in 2021 at its lithium projects in Nevada as well as for general working capital purposes.

The closing of the Offering and the issuance of the securities in connection therewith is conditional on the final acceptance of the CSE. All securities that are issued pursuant to the Offering will be subject to, among other things, a hold period of four months and one day in accordance with applicable Canadian securities laws.

About ACME Lithium Inc.

ACME Lithium is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties. The Company has an option to acquire a 100% interest in 64 claims encompassing approximately 1,280 acres, comprising the CC, CCP and SX placer lithium claims, located in Clayton Valley, Esmeralda County, Nevada. ACME also holds a 100% interest in the FLV Claims, being 81 lode mining claims totaling approximately 1620 acres in Esmeralda County, Nevada, which are prospective for lithium contained in tertiary claystones.

On behalf of the Board of Directors

Steve Hanson

Chief Executive Officer, President and Director

Telephone: (604) 564-9045

info@acmelithium.com

Neither the CSE nor its regulations service providers accept responsibility for the adequacy or accuracy of this news release. This news release may contain forward-looking information within the meaning of applicable securities laws ("forward-looking statements"). Forward-looking statements are statements that are not historical facts and in this news release include but are not limited to the attributes of the Offering, the amount to be raised thereunder, and the use of proceeds therefrom. These forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements. There is no assurance the Offering will be completed on the terms as announced, or at all. Any forward-looking statement speaks only as of the date it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise.

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