

# 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**
- July 2, 2021
- Item 3. News Release**
- The news release was disseminated through Newsfile Corp. on July 2nd, 2021
- Item 4. Summary of Material Change**
- The Company has completed the nonbrokered private placement (the "Offering") described in its news release of July 2, 2021
- 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**
- July 2, 2021

Schedule "A"



**ACME Lithium Closes Second and Final Tranche  
of Oversubscribed \$3.6 Million Financing**

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THE UNITED STATES.

**Vancouver, British Columbia - July 2, 2021 – ACME Lithium Inc. (CSE: ACME) (OTC: ACLHF)** (the "Company", or "ACME") is pleased to announce that the Company has closed its second and final tranche of its previously announced non-brokered private placement financing. With the close of the second tranche, the Company has raised total gross proceeds of \$3,609,666.80.

In the second tranche, the Company raised gross proceeds of \$951,460 and issued 2,378,650 units (the "Units") at a price of \$0.40 per Unit. Each Unit is comprised of one common share (a "Share") and one-half of a transferrable share purchase warrant (a "Warrant") of the Company. Each full Warrant will entitle the holder to purchase an additional Share at a price of \$0.60 for 24-months. Finder's fees of \$11,298 will be paid to arm's length parties in connection with the financing.

Insiders of the Company purchased an aggregate of 25,000 Units in the private placement. The Company has relied on the exemptions from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101 in respect of such insider participation.

The private placement is subject to the approval of the Canadian Securities Exchange ("CSE"); and all securities issued will be subject to a four-month hold period under securities laws. In addition, securities issued to subscribers in the United States will be subject to a hold period under the Securities Act of 1933 (the "**1933 Act**") and can only be resold in strict compliance with the applicable exemptions from the registration requirements of the 1933 Act.

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

## **About ACME Lithium Inc.**

Acme Lithium is a mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties. The Company has acquired or under option to acquire a 100-per-cent interest in 1212 claims encompassing approximately 2,440 acres, comprising the CC, CCP, JR and SX placer lithium claims, located in Clayton Valley, Esmeralda county, Nevada. Acme also holds a 100-per-cent interest in the FLV claims, being 81 lode mining claims totaling approximately 1,620 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](mailto: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 are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential" and similar expressions, or that events or conditions "will," "would," "may," "could" or "should" occur and in this news release include but are not limited to the closing of the private placement, and the use of the net 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, including, without limitation: risks related to fluctuations in metal prices; uncertainties related to raising sufficient financing to fund the planned work in a timely manner and on acceptable terms; changes in planned work resulting from weather, logistical, technical or other factors; the possibility that results of work will not fulfill expectations and realize the perceived potential of the Company's properties; risk of accidents, equipment breakdowns and labour disputes or other unanticipated difficulties or interruptions; the possibility of cost overruns or unanticipated expenses in the work program; the risk of environmental contamination or damage resulting from the Company's operations and other risks and uncertainties. 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.

This news release does not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the 1933 Act or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.