

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

December 16, 2021

Item 3.

News Release

The news release was disseminated through Newsfile Corp. on December 16, 2021.

Item 4.

Summary of Material Change

The Company closed a non-brokered private placement of 833,334 Units of the Company for gross aggregate proceeds of CDN\$1,000,000.80

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: info@acmelithium.com

Item 9.

Date of report

December 16 2021

“Schedule A”



ACME Lithium Closes Flow-Through Financing

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Vancouver, BC Canada - December 16, 2021 – ACME Lithium Inc. (CSE: ACME) (OTCQB: ACLHF) (the "Company", or "ACME") is pleased to announce that, further to its news release of December 13, 2021, it has closed a non-brokered private placement (the "Private Placement") through the issuance of 833,334 units (the "Units") at a price of \$1.20 per Unit for aggregate gross proceeds of \$1,000,000.80.

Each Unit consists of one flow-through common share and one-half of one non-flow through common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share at a price of \$1.50 per share for two years. Finder's fees totaling \$70,000.06 cash and 58,333 compensation warrants exercisable for two (2) years at \$1.20 were paid to Qwest Investment Fund Management Ltd.

ACME will use the gross proceeds of the Private Placement for exploration at its 100% owned Cat-Euclid and Shatford Lake lithium projects in southeast Manitoba. ACME holds 27 claims totaling approximately 11,803 acres strategically situated in the pegmatite fields of the Bird River Greenstone Belt (BRGB) in southeastern Manitoba, Canada. All securities that are issued pursuant to the Private Placement will be subject to, among other things, a hold period of four months and one day in accordance to applicable Canadian securities laws.

About ACME Lithium Inc.

Led by an experienced team, ACME Lithium is a mineral exploration Company focused on acquiring, exploring and developing battery metal projects in partnership with leading technology and commodity companies. ACME has acquired or is under option to acquire a 100-per-cent interest in projects located in Clayton Valley and Fish Lake Valley, Esmeralda County Nevada, and in southeastern Manitoba.

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 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 exercise of the Option, the undertaking of any expenditures on the Project Claims, including drilling thereof. 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.