

FORM 51-102F3

MATERIAL CHANGE REPORT

- Item 1. Name and Address of Company  
ACME Lithium Inc.  
318 - 1199 W Pender Street  
Vancouver, British Columbia V6E 2R1
- Item 2. Date of Material Change  
October 31, 2023
- Item 3. News Release  
The news release was disseminated through Newsfile Corp. on October 31, 2023
- Item 4. Summary of Material Change  
The Company has completed the non-brokered private placement (the "Offering") described in its news release of October 31, 2023
- 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  
October 31, 2023



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

### **ACME Lithium Closes First Tranche of Non-Brokered Private Placement**

**Vancouver, BC – October 31, 2023 – ACME Lithium Inc. (CSE: ACME) (OTCQX: ACLHF)** (the "Company", or "ACME") announced that the Company closed a first tranche of the non-brokered private placement financing, previously announced on September 6, 2023. The Company issued 1,851,660 units (the "Units") at \$0.15 CAD per Unit for aggregate gross proceeds of up to \$ 277,749 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 \$0.30 CAD for two (2) years from closing of the Offering. Finder's fee of \$9,099.93 and 60,666 finder's warrants were paid to arm's lengths parties in connection with the Offering.

Certain Directors and Management of the Company purchased an aggregate of 435,000 Units (C\$65,250) 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* ("MI61-101") contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101 in respect of such insider participation.

The Issuer intends to use the proceeds of the Offering to fund its lithium projects in North America, as well as for general working capital purposes.

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.**

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, at Shatford, Birse, and Cat-Euclid Lakes in southeastern Manitoba, and at Bailey Lake in northern Saskatchewan.

**On behalf of the Board of Directors**

Steve Hanson

Chief Executive Officer, President and Director

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For Investor Inquiries

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Neither the CSE nor its regulations service providers accept responsibility for the adequacy or accuracy of this news release.

This news release contains forward-looking information within the meaning of applicable securities laws ("forward-looking statements"), including raising funds under the Offering, the payment of finder's fees, and the use of proceeds from the Offering. 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: 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. There is no assurance the Company will be successful in raising any or all of the Offering, or that the proceeds therefrom will be used in the manner outlined above. 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.