

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
- February 29, 2024
- Item 3. News Release
- The news release was disseminated through Newsfile Corp. on February 29, 2024
- Item 4. Summary of Material Change
- The Company has completed the non-brokered private placement (the "Offering") described in its news release of February 29, 2024
- 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
- February 29, 2024



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

### **ACME Lithium Completes Non-Brokered Private Placement Financing**

**Vancouver, BC – February 29, 2024 – ACME Lithium Inc. (CSE: ACME) (OTCQX: ACLHF)** (the "Company", or "ACME") is pleased to announce that it has closed a non-brokered private placement financing, previously announced on February 23, 2023. The Company issued 14,000,000 units (the "Units") at \$0.05 CAD per Unit for aggregate gross proceeds of \$700,000 CAD (the "Offering").

Each Unit is comprised of one (1) common share and one (1) transferable common share purchase warrant, with each warrant entitling the holder to purchase one additional common share at a price of \$0.10 for three (3) years from closing of the Offering. Finder's fee of \$37,450 and 749,000 finder's warrants were paid to arm's lengths parties in connection with the Offering (each finder's warrant exercisable on the same terms as the warrants forming part of the Units).

Certain directors and management of the Company purchased an aggregate of 1,450,000 Units (\$72,500) under the Offering. 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 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 issued pursuant to the Offering are subject to 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 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 a project area located in Clayton Valley, Nevada and has entered into option agreements with third parties on its Fish Lake Valley, Esmeralda

County Nevada project, and at Shatford, Birse, and Cat-Euclid Lakes in southeastern Manitoba.

**On behalf of the Board of Directors**

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Chief Executive Officer, President and Director  
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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.