

Form 51-102F3
Material Change Report

1. Name and Address of Company

Acme Gold Company Limited (the "Company")
992 East 13th Avenue
Vancouver, British Columbia V5T 2L6

2. Date of Material Change

May 25, 2022.

3. News Release

A news release was disseminated on May 25, 2022 via TheNewswire and was subsequently filed on SEDAR.

4. Summary of Material Change

The Company announced that it completed its initial public offering of 4,000,000 common shares in its capital (each a "Share") at a price of \$0.10 per Share for gross proceeds of \$400,000. The Shares were listed on the Canadian Securities Exchange on May 24, 2022 and are expected to begin trading on May 26, 2022 under the symbol "AGE".

5. Full Description of Material Change

See attached news release dated May 25, 2022 and filed on SEDAR at www.sedar.com.

6. Reliance on subsection 7.12 of National Instrument 51-102

Not Applicable.

7. Omitted Information

Not Applicable.

8. Executive Officer

Donald Crossley, Chief Executive Officer and President
Telephone: (778) 835-4411

9. Date of Report

May 25, 2022

**NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR
DISSEMINATION IN THE UNITED STATES**

ACME GOLD COMPANY LIMITED

992 East 13th Avenue
Vancouver, BC V5T 2L6

**Acme Gold Completes Initial Public Offering and Lists
on the Canadian Securities Exchange**

Vancouver, British Columbia, May 25, 2022: Acme Gold Company Limited (the "Company" or "Acme Gold") (CSE: AGE) is pleased to announce that on May 25, 2022 it completed its initial public offering (the "IPO") of 4,000,000 common shares in its capital (each, a "Share") at a price of \$0.10 per Share for gross proceeds of \$400,000. The net proceeds from the IPO will be used for working capital and to carry out exploration of the Company's Lemon Lake property, which is comprised of seven contiguous mineral claims that cover 2,646 ha in the Cariboo Mining Division in central British Columbia, approximately 8 km east of the hamlet of Horsefly and 65 km east of Williams Lake.

Pursuant to an agency agreement dated April 25, 2022 with the Company, Leede Jones Gable Inc. acted as agent (the "Agent") for the IPO. In consideration for the services provided by the Agent, the Company paid the Agent a cash commission in the amount of \$40,000 and a corporate finance fee of \$25,000 plus GST. Additionally, the Company granted the Agent an aggregate of 400,000 compensation options (the "Compensation Option"). Each Compensation Option entitles the holder thereof to purchase one Share at a price of \$0.10 per Share, exercisable on or before May 25, 2025.

The Shares were listed on the Canadian Securities Exchange on May 24, 2022 and are expected to begin trading on May 26, 2022 under the symbol "AGE".

The offered securities have not been and will not be registered under the United States *Securities Act of 1933*, as amended (the "U.S. Securities Act"), or any applicable state securities laws and may not be offered or sold in the United States or to "U.S. persons", as such term is defined in Regulation S under the U.S. Securities Act, absent such registration or an applicable exemption from such registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy the offered securities in any jurisdiction.

About Acme Gold Company Limited

Acme Gold is engaged in the business of mineral exploration and the acquisition of mineral property assets in Canada. Its objective is to locate and develop economic precious and base metal properties of merit and to conduct its exploration program on the Lemon Lake property.

The Lemon Lake property is comprised of seven contiguous mineral claims that cover 2,646 ha in the Cariboo Mining Division in central British Columbia, approximately 8 km east of the hamlet of Horsefly and 65 km east of Williams Lake.

For more information, please refer to the Company's prospectus dated April 25, 2022 available on SEDAR (www.sedar.com).

On Behalf of Acme Gold Company Limited

Donald Crossley
Chief Executive Officer and President

For further information, please contact:

Donald Crossley
Chief Executive Officer and President
(778) 835 - 4411

Forward-Looking Statements:

This news release includes certain forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, included herein including, without limitation, statements regarding future capital expenditures, anticipated content, commencement, and cost of exploration programs in respect of the Company's projects and mineral properties, anticipated exploration program results from exploration activities, resources and/or reserves on the Company's projects and mineral properties, and the anticipated business plans and timing of future activities of the Company, are forward-looking statements. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Often, but not always, forward looking information can be identified by words such as "pro forma", "plans", "expects", "will", "may", "should", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", "potential" or variations of such words including negative variations thereof, and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, statements as to the anticipated business plans and timing of future activities of the Company, including the Company's option to acquire the Lemon Lake property, the proposed expenditures for exploration work thereon, the ability of the Company to obtain sufficient financing to fund its business activities and plans, delays in obtaining governmental and regulatory approvals (including of the Canadian Securities Exchange), permits or financing, changes in laws, regulations and policies affecting mining operations, the Company's limited operating history, currency fluctuations, title disputes or claims, environmental issues and liabilities, as well as those factors discussed under the heading "Risk Factors" in the Company's prospectus dated April 25, 2022 and other filings of the Company with the Canadian Securities Authorities, copies of which can be found under the Company's profile on the SEDAR website at www.sedar.com.

Readers are cautioned not to place undue reliance on forward-looking statements. The Company undertakes no obligation to update any of the forward-looking statements in this presentation or incorporated by reference herein, except as otherwise required by law.