

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

Acme Capital Corporation ("**Acme**" or the "**Corporation**")
2000, 840 - 7th Avenue S.W.
Calgary, AB T2P 3G2

2. Date of Material Change(s):

July 27, 2012

3. News Release:

August 3, 2012.

4. Summary of Material Change(s):

Acme is pleased to announce details concerning its proposed qualifying transaction involving a business combination with a private company ("**Private Co**").

Acme and PrivateCo have entered into a letter agreement dated July 27, 2012 (the "**Letter Agreement**"), pursuant to which Acme and PrivateCo intend to complete a business combination by way of a three-corner amalgamation among PrivateCo and a new subsidiary of Acme to be formed (the "**Amalgamation**"), as well as a private placement of common shares of PrivateCo (the "**PrivateCo Private Placement**"). Acme will complete a name change (the "**Name Change**") and a consolidation (the "**Consolidation**") of its outstanding common shares (the "**Acme Common Shares**") on a basis to be determined by the offering price of the PrivateCo Private Placement (the "**Offering Price**"). Acme after completion of the Consolidation and the Name Change, as well as the Amalgamation, is referred to as the "**Resulting Issuer**".

Pursuant to the Amalgamation, it is contemplated that each of the issued and outstanding common shares of PrivateCo (the "**PrivateCo Common Shares**") will be exchanged for one common share of the Resulting Issuer (the "**Resulting Issuer Common Shares**") with a deemed value of the Offering Price.

It is intended that the Amalgamation, when completed, will constitute the qualifying transaction of Acme pursuant to Policy 2.4 of the TSX Venture Exchange Inc. (the "**TSX Venture**") Corporate Finance Manual. The Amalgamation is subject to the policies of the TSX Venture relating to qualifying transactions, as well as shareholder approval of PrivateCo. The Consolidation and Name Change of Acme are subject to regulatory and shareholder approval.

5. Full Description of Material Change:

5.1 Full Description of Material Change

Please see the press release attached as Schedule "A" hereto.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not applicable

7. Omitted Information:

Not applicable

8. Executive Officer Knowledgeable of Material Change:

Al J. Kroontje
President, Chief Executive Officer, Chief Financial Officer and a Director
(403) 539-4447

9. Date of Report:

August 3, 2012

SCHEDULE "A"

ACME CAPITAL CORPORATION ANNOUNCES PROPOSED QUALIFYING TRANSACTION

TSX Venture Exchange: AMN.P

FOR IMMEDIATE RELEASE

CALGARY, ALBERTA – August 3, 2012 – Acme Capital Corporation ("**Acme**") is pleased to announce details concerning its proposed qualifying transaction involving a business combination with a private company ("**Private Co**").

Acme and PrivateCo have entered into a letter agreement dated July 27, 2012 (the "**Letter Agreement**"), pursuant to which Acme and PrivateCo intend to complete a business combination by way of a three-corner amalgamation among PrivateCo and a new subsidiary of Acme to be formed (the "**Amalgamation**"), as well as a private placement of common shares of PrivateCo (the "**PrivateCo Private Placement**"). Acme will complete a name change (the "**Name Change**") and a consolidation (the "**Consolidation**") of its outstanding common shares (the "**Acme Common Shares**") on a basis to be determined by the offering price of the PrivateCo Private Placement (the "**Offering Price**"). Acme after completion of the Consolidation and the Name Change, as well as the Amalgamation, is referred to as the "**Resulting Issuer**".

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About PrivateCo

PrivateCo is a private company and a leading provider of diversified information technology ("**IT**") solutions to customers in the United States, specializing in Data Management, Infrastructure Management, Systems Architecture, Technical Services and Procurement Services. PrivateCo's customers primarily are large enterprises and also include privately owned commercial enterprises, as well as the public sector, including federal, state and local government entities, educational institutions, emergency services and healthcare. PrivateCo provides IT solutions, including hardware and software, maintenance and support services to address customer's business needs. PrivateCo engages with clients in all aspects of their IT infrastructure investment, providing services from the initial needs assessment and design to procurement and implementation to on-going support. PrivateCo maintains relationships with many industry-leading technology original equipment manufacturers (OEMs).

A complete description of the PrivateCo business will be contained in the filing statement of Acme to be prepared and filed with respect to the Amalgamation (the "**Filing Statement**").

PrivateCo Corporate History and Structure

PrivateCo was incorporated under the *Business Corporations Act* (Ontario) ("**OBCA**"). The head and registered office of PrivateCo is located in Toronto, Ontario and PrivateCo has eight subsidiaries.

PrivateCo currently has approximately 50,000,000 PrivateCo Common Shares issued and outstanding. PrivateCo has no stock options, warrants, anti-dilution or other rights to purchase PrivateCo Common Shares issued or outstanding, other than convertible debentures of PrivateCo that will be converted into PrivateCo Common Shares in connection with the completion of the Amalgamation (the "**PrivateCo Debentures**") and options to purchase PrivateCo Common Shares in an amount and at exercise prices to be finalized prior to completion of the Amalgamation (the "**PrivateCo Options**").

About Acme

Acme is a capital pool company that completed its initial public offering in June 2011 and the Acme Common Shares are listed for trading on TSX Venture under the stock symbol AMN.P. Acme currently has outstanding 8,000,000 Acme Common Shares and stock options to acquire 800,000 Acme Common Shares at a price of \$0.10 per Acme Common Share (the "**Acme Stock Options**") and agent's options to purchase 200,000 Acme Common Shares at a price of \$0.10 per Acme Common Share (the "**Acme Agent's Options**").

Summary of the Proposed Amalgamation

Pursuant to the arm's length Letter Agreement, and subject to the terms and conditions thereof, Acme and PrivateCo have agreed to complete the Amalgamation, Consolidation and Name Change.

Pursuant to the Letter Agreement, the parties have agreed to use their "commercially reasonable efforts" to cause PrivateCo to complete the PrivateCo Private Placement of PrivateCo Common Shares at a price to be determined in the context of the market (the "**Offering Price**") for gross proceeds to be determined in the context of the market. The parties acknowledge that PrivateCo intends to engage a syndicate of agents (the "**Agents**") to act as agents on a "commercially reasonable efforts" basis for the PrivateCo Private Placement and in connection therewith intends to pay a cash commission to the Agents in an amount to be determined.

PrivateCo intends to use the net proceeds of the PrivateCo Private Placement for future acquisitions, debt reduction, general corporate purposes, working capital and transaction costs to complete the Amalgamation.

Summary of Proposed Directors and Officers of Resulting Issuer

The Board of Directors of Acme will be replaced to consist of seven (7) directors, all to be nominees of PrivateCo.

After the closing of the Amalgamation, the officers of the Resulting Issuer will be appointed by the Board of Directors of the Resulting Issuer.

Information concerning the proposed new directors and officers of the Resulting Issuer will be contained in the Filing Statement.

Other Matters Concerning the Amalgamation

The completion of the Amalgamation, Consolidation and Name Change are subject to the approval of TSX Venture and all other necessary regulatory approval. The completion of the Amalgamation is also subject to additional conditions precedent, including completion of the PrivateCo Private Placement for proceeds sufficient to satisfy the TSX Venture requirements, shareholder approval of PrivateCo, satisfactory completion of due diligence reviews by both parties, board of directors approval of Acme and PrivateCo for the Amalgamation, the continuance of Acme from the Province of Alberta to the Province of Ontario and certain other usual conditions.

The Amalgamation will be an arm's length transaction as none of the directors, officers or insiders of Acme own any interest in PrivateCo.

Acme also announces it has reserved additional Acme Common Shares in order to grant stock options to purchase up to 10% of the issued and outstanding Resulting Issuer Common Shares pursuant to the stock option plan of Acme, subject to TSX Venture and shareholder approval, at the Offering Price, upon the completion of the Amalgamation, Name Change and Consolidation.

Acme intends to apply to TSX Venture for an exemption from the sponsorship requirements in connection with the Amalgamation. There is no assurance that such exemption will be granted. If such exemption is not granted, Acme will be required to engage a sponsor for the Amalgamation.

Trading of the Acme Common Shares will not resume until all steps referenced in the Policy 2.4 of the TSX Venture have been completed. Either: (a) Acme will issue a subsequent press release to include additional information on the proposed directors and officers of the Resulting Issuer, financial information of PrivateCo, details on the PrivateCo Private Placement, and any updates on the Amalgamation, including the deemed price of the Amalgamation, and trading of the Acme Common Shares will resume; or (b) the Acme Common Shares will not resume trading until after the Filing Statement to be prepared regarding the Amalgamation has been filed on SEDAR. In addition, the Acme Common Shares will not resume trading until either a sponsorship exemption is obtained or a sponsor is engaged.

As indicated above, completion of the Amalgamation is subject to a number of conditions, including but not limited to, TSX Venture acceptance and shareholder approval. The Amalgamation cannot close until the required shareholder approval is obtained. There can be no assurance that the Amalgamation will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Filing Statement to be prepared in connection with the Amalgamation, any information released or received with respect to the Amalgamation may not be accurate or complete and should not be relied upon. Trading in the securities of Acme should be considered highly speculative.

Neither the TSX Venture nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture) has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

Except for historical information contained herein, this news release contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially. Neither Acme nor PrivateCo will update these forward-looking statements to reflect events or circumstances after the date hereof. More detailed information about potential factors that could affect financial results is included in the documents filed from time to time with the Canadian securities regulatory authorities by Acme.

This release does not constitute an offer for sale of securities in the United States.

For further information, please contact:

Al Kroontje
President, Chief Executive Officer, Chief Financial Officer and director of Acme
(403) 539-4447