

**ACADEMY EXPLORATION LIMITED**

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Academy Exploration Limited (the "Company")  
1 Adelaide Street East, Unit 801  
Toronto, Ontario  
M5C 2V9

**Item 2: Date of Material Change**

June 25, 2018

**Item 3: News Release**

A news release was issued and disseminated on June 26, 2018 and filed on SEDAR at [www.sedar.com](http://www.sedar.com), a copy of which is attached hereto as Schedule "A".

**Item 4: Summary of Material Change**

The Company has announced changes in directors and officers and that it had announced a private placement.

**Item 5.1: Full Description of Material Change**

See attached news release at Schedule "A" to this report.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)**

Not applicable.

**Item 7: Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8: Executive Officer**

For additional information with respect to this material change, the following person may be contacted:

Binyomin Posen  
Chief Executive Officer and Director  
E: [bposen@plazacapital.ca](mailto:bposen@plazacapital.ca)  
T: (416) 481.2222 ext. 246

**Item 9: Date of Report**

This report is dated as of the 3rd day of July, 2018.

## **SCHEDULE "A"**

Please see attached.

# Academy Explorations Limited Announces Changes in Directors and Officers and Private Placement

Toronto, Ontario--(Newsfile Corp. - June 26, 2018) - Academy Explorations Limited (the "**Company**" or "**Academy**") announces that effective immediately, Paul Appleby, Jon Hussman and Eric Feldbloom have resigned as directors of the Company, and Paul Appleby has tendered his resignation as President, Chief Executive Officer and Chief Financial Officer of Academy. Binyomin Posen, Sruli Weinreb and Barry Polisuk were appointed as directors of the Company to fill the vacancies created by the foregoing resignations. Binyomin Posen was appointed to the offices of Chief Executive Officer and Chief Financial Officer and Shimmy Posen was appointed as Secretary of the Company. The Company wishes to thank the outgoing board and management team of the Company.

Mr. Binyomin Posen is a Senior Analyst at Plaza Capital Limited ("**Plaza Capital**"), where he focuses on corporate finance, capital markets and helping companies to go public. After three and a half years of studies overseas, he returned to complete his baccalaureate degree in Toronto. Upon graduating (on the Dean's List), he began his career as an analyst at a Toronto boutique investment bank where his role consisted of raising funds for IPOs and RTOs, business development for portfolio companies and client relations. He is currently director and senior officer at Agau Resources Inc. and director of Senternet Phi Gamma Inc. and Tova Ventures II Inc.

Mr. Weinreb is the founder and managing partner of Plaza Capital, where he supports many North American early stage growth companies with strategic debt placements and equity investments. He is also the Chief Executive Officer of Lake Central Air Services Inc., the world's leading modification and integration partner for the airborne geophysical survey industry. Before founding Plaza Capital in 2013, Mr. Sruli Weinreb was the CEO of eMobile Inc., a telecom arbitrage company with a specialization in international roaming which he co-founded in 2008. His entry into tech investments and finance was preceded by an extended period of academic immersion with a concentration in Judaic Theology. He received his doctorate ordination in Jerusalem in 2005 and worked in community outreach in Houston, TX, between 2005 and 2008. Mr. Weinreb is currently a director of Agau Resources Inc., Senternet Phi Gamma Inc. and Capricorn Business Acquisitions Inc.

Mr. Barry Polisuk is a senior partner at the law firm of Garfinkle Biderman LLP. He is a corporate and commercial lawyer, focused on financings, corporate and commercial work, including securities. He acts for public and private companies, securities dealers and financial institutions on a number of public and private financings and commercial transactions. He was called to the Ontario bar in 1988. Mr. Polisuk holds a LL.B cum laude and a Quebec Civil Law Degree, both from the University of Ottawa and a B.A in Political Science from McGill University

## Private Placement

In addition, the Company is pleased to announce that it intends to complete a non-brokered private placement of up to 25,000,000 common shares (the "**Shares**") at a price of CAD \$0.02 per Share for aggregate gross proceeds of up to CAD \$500,000 (the "**Offering**"). All of the securities issued in connection with the Offering are subject to a statutory hold period under applicable securities laws for a minimum period of four month and one day after the date of the issuance. The net proceeds of the Offering will be used for Academy's general working capital.

## Sale of Securities

On June 25, 2018, the Estate of Rae Appleby (the "**Estate**") disposed of ownership and control (the "**Transaction**") of an aggregate of 313,290 common shares of the Company (the "**Shares**"). The head office of the Company is located at 557 Melita Crescent, Toronto, Ontario, M6G 3Y7. The Transaction was a private transaction and did not take place over the facilities of any stock exchange.

Immediately prior to the completion of the Transaction, the Estate had control and direction over 651,559 securities of the Company. As a result of the Transaction, the Estate has beneficial ownership of an aggregate of 338,269 common shares of the Company, representing approximately 21.58% of the issued and outstanding common shares of the Company on a non-diluted basis (based on public filings by the Company). The Estate received \$400,000 for the Shares.

The Estate may, from time to time, take such actions in respect of its holdings in securities of the Company, as it may deem appropriate, in light of the circumstances then existing, including the purchase of additional common shares or other securities of the Company or the disposition of all or a portion of its security holdings in the Company, subject in each case to applicable securities laws and the terms of such securities.

Pursuant to National Instrument 62-103, the Estate will file an early warning report in respect of the Transaction with the applicable Canadian securities regulators, a copy of which will be available under the Company's profile at [www.sedar.com](http://www.sedar.com) and may also be obtained by contacting Paul Appleby at (416) 530-0070. The address of the Estate is 557 Melita Crescent, Toronto, Ontario, M6G 3Y7.

On behalf of the Board of Directors

**ACADEMY EXPLORATIONS LIMITED**

***"Binyomin Posen"***

Binyomin Posen  
Chief Executive Officer and Director  
T: (416) 481.2222 x 246  
E: [bposen@plazacapital.ca](mailto:bposen@plazacapital.ca)

**Cautionary Statement and Forward Looking Information:** *This News Release may contain forward-looking statements including, but not limited to, comments regarding the timing and content of upcoming work programs, geological interpretations, potential mineral recovery processes, etc. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statement. Accordingly, readers should not undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.*