

**ACME RESOURCES CORP.**  
**301-20 Adelaide Street East**  
**Toronto, Ontario MSC 2T6**

**MANAGEMENT INFORMATION CIRCULAR**  
**SOLICITATION OF PROXIES**

**THIS INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF ACME RESOURCES CORP.** (the "Corporation") of proxies to be used at the annual and special meeting of shareholders of the Corporation (the "Meeting") to be held at the time and place and for the purposes set forth in the enclosed notice of meeting (the "Notice of Meeting"). While it is expected that the solicitation will be primarily by mail, proxies may also be solicited personally by directors, officers and regular employees of the Corporation at nominal cost. The cost of solicitation by management will be borne directly by the Corporation. The information contained herein is given as at June 10, 2014, unless indicated otherwise.

The Corporation may pay the reasonable costs incurred by persons who are the registered but not beneficial owners of common shares of the Corporation (the "Common Shares") (such as brokers, dealers, other registrants under applicable securities laws, nominees and/or custodians) in sending or delivering copies of the Notice of Meeting, this management information circular (the "Information Circular") and the form of proxy (collectively, the "Meeting Materials") to the beneficial owners of such Common Shares. The Corporation will provide, without cost to such persons, upon request to the Secretary of the Corporation, additional copies of the Meeting Materials required for this purpose.

**NON-REGISTERED HOLDERS**

Only registered holders of Common Shares at the close of business on May 30, 2014 (the "Shareholders") or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a "Beneficial Holder") are registered either: (i) in the name of a nominee such as an intermediary (an "Intermediary") which may include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 - *Communication With Beneficial Owners of Securities of a Reporting Issuer*, the Corporation has distributed copies of the Meeting Materials to the Intermediaries for onward distribution to Beneficial Holders.

Intermediaries are required to forward the Meeting Materials to Beneficial Holders. Beneficial Holders will be given, in substitution for the form of proxy otherwise contained in Meeting Materials, a request for voting instructions (the "voting instruction form") which, when properly completed and signed by the Beneficial Holder and returned to the Intermediary, will constitute voting instructions which the Intermediary must follow.

The purpose of this procedure is to permit Beneficial Holders to direct the voting of the Common Shares they beneficially own. A Beneficial Holder who wishes to vote at the Meeting in person (or have another person attend and vote on behalf of the Beneficial Holder), should so indicate in the place provided for that purpose in the voting instruction form and a form of proxy will be sent to the Beneficial Holder by the applicable Intermediary. **In any event, Beneficial Holders should carefully follow the instructions of their Intermediary set out in the voting instruction form.**

## APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. **A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER, TO REPRESENT HIM, HER OR IT AT THE MEETING MAY DO SO** either by striking out the names of management's nominees and inserting the name of the Shareholder's appointee in the blank space provided in the form of proxy or by completing another proper form of proxy and, in either case, depositing the completed form of proxy at the office of the Corporation's transfer agent and registrar, Capital Transfer Agency Inc., by mail to **Suite 401, 121 Richmond Street West, Toronto, Ontario M5H 2K1** or by facsimile to **(416) 350-5008**, not later than 48 hours (excluding Saturdays, Sundays and holidays in the Province of Ontario) before the time of the Meeting or any adjournment thereof at which the proxy is to be used.

A Shareholder may revoke a proxy as to any matter on which a vote has not already been cast pursuant to the authority conferred by such proxy and may do so either:

1. by delivering another properly executed form of proxy bearing a later date and depositing it as described above;
2. by depositing an instrument in writing revoking the form of proxy executed by such Shareholder or by the Shareholder's attorney authorized in writing, or, if the Shareholder is a corporation, signed by a duly authorized officer or attorney for such corporation:
  - (a) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used; or
  - (b) with the Chair of the Meeting on the day of the Meeting or any adjournment thereof;
3. by transmitting, by telephonic or electronic means, a revocation executed by such Shareholder or his or her authorized attorney, by electronic signature, if the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of the Shareholder or the attorney, as the case may be; or
4. in any other manner permitted by law.

Only a registered Shareholder has the right to revoke a proxy. A Beneficial Holder who wishes to change his, her or its vote must arrange for the Intermediary to revoke the proxy on his, her or its behalf in accordance with the instructions of such Intermediary set out in the voting instruction form.

A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

## EXERCISE OF DISCRETION BY PROXIES

The Common Shares represented by proxies in favour of management nominees will be voted or withheld from voting or voted for or against in accordance with the instructions of the Shareholder on any ballot that may be called for and, if the Shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, such Common Shares shall be voted accordingly. **WHERE NO CHOICE IS SPECIFIED, THE FORM OF PROXY WILL CONFER DISCRETIONARY AUTHORITY AND**

**WILL BE VOTED “FOR” THE APPROVAL OF SUCH MATTER. THE ENCLOSED FORM OF PROXY ALSO CONFERS DISCRETIONARY AUTHORITY UPON THE PERSONS NAMED THEREIN TO VOTE WITH RESPECT TO ANY AMENDMENTS OR VARIATIONS TO THE MATTERS IDENTIFIED IN THE NOTICE OF MEETING AND WITH RESPECT TO OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING IN SUCH MANNER AS SUCH NOMINEE IN HIS JUDGMENT MAY DETERMINE.** As at the date of this Information Circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The Corporation has fixed May 30, 2014 as the date for the determination of registered Shareholders entitled to receive notice of and to vote at the Meeting (the “Record Date”). Each Common Share carries the right to one vote at the Meeting.

The authorized capital of the Corporation consists of an unlimited number of Common Shares. As at the Record Date, 2,101,950 Common Shares were issued and outstanding.

By-Law No. 1 of the Corporation provides that two persons present in person or represented by proxy entitled to vote at a meeting of Shareholders constitute a quorum.

To the knowledge of the directors and executive officers of the Corporation, as of the Record Date, only the following person beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of outstanding voting securities of the Corporation:

<b>Name</b>	<b>Type of Ownership</b>	<b>Number of Common Shares Held</b>	<b>Percentage of Common Shares Held</b>
Kees C. Van Winters	Of record	500,000	17.53%

#### **EXECUTIVE COMPENSATION**

The purpose of this Compensation Discussion and Analysis (“CD&A”) is to provide information about the Corporation’s executive compensation relating to the Corporation’s senior leaders, being the two identified named executive officers (the “NEOs”) during the financial year ended September 30, 2013. The NEOs who are the focus of the CD&A and who appear in the compensation tables of this Information Circular are Brian Cloney, Chief Executive Officer of the Corporation (the “CEO”) and Paul Ankorn, the Chief Financial Officer and Secretary of the Corporation (the “CFO”).

#### **Remuneration**

Except as set out below or otherwise disclosed in this Information Circular, prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly or indirectly, by the Corporation to a Non Arm’s Length Party to the Corporation or a Non Arm’s Length Party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of the securities of the Corporation or any Resulting Issuer by any means, including:

- (a) remuneration, which includes but is not limited to:

- (i) salaries;
  - (ii) consulting fees;
  - (iii) management contract fees or directors' fees;
  - (iv) finders fees;
  - (v) loans, advances, bonuses; and
- (b) deposits and similar payments.

However, the Corporation may reimburse Non Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value (Permitted Reimbursement). No reimbursement may be made for any payment made to lease or buy a vehicle. There has been no reimbursement made by the Corporation to date.

The Corporation has reserved up to 247,168 Common Shares for stock options issued to its directors and officers. See Options to Purchase Securities.

Following Completion of a Qualifying Transaction, it is anticipated that the Corporation shall pay compensation to its directors and officers. However, no payment other than the Permitted Reimbursements, will be made by the Corporation or by any party on behalf of the Corporation, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

### Summary Compensation Table

The following table provides a summary of the compensation earned by the NEOs (being the President and CEO and the CFO and Secretary of the Corporation), for services rendered in all capacities during the financial year ended September 30, 2013:

Name and Principal Position	Financial Year Ended	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$) <sup>(1)</sup>	Non-equity Incentive Plan Compensation (\$)		Pension Value (\$)	All other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans			
Paul Ankorn CEO	September 30, 2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Brian Cloney CFO and Secretary	September 30, 2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**Note:**

(1) Based on value measured by Black-Scholes model with respect to option grant.

### Incentive Plan Awards

The following table provides details regarding outstanding NEO option and share-based awards as at September 30, 2013:

Outstanding Share-based Awards and Option-based Awards							
Option-based Awards						Share-based Awards	
Name	Option Grant Date	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Aggregate Value of Unexercised In-the-money Options <sup>(1)</sup> (\$)	Number of Shares or Units that Have Not Vested (\$)	Market or Payout Value of Share-based Awards that Have Not Vested (\$)
Paul Ankcorn CEO	January 28, 2010	38,026	0.20	January 28, 2020	Nil	Nil	Nil
Brian Cloney CFO and Secretary	January 28, 2010	47,532	0.20	January 28, 2020	Nil	Nil	Nil

**Note:**

- (1) Based on \$0.025 per Common Share, being the closing price of the Common Shares on September 30, 2013, the last trading day during the year ended September 30, 2013.

The following table provides details regarding outstanding NEO option-based awards, share-based awards and non-equity incentive plan compensation, which vested and/or was earned during the year ended September 30, 2013:

Incentive Plan Awards - Value Vested or Earned During the Year			
Name	Option-based Awards - Value Vested During the Year <sup>(1)</sup> (\$)	Share-based Awards - Value Vested During the Year (\$)	Non-equity Incentive Plan Compensation - Value Earned During the Year (\$)
Paul Ankcorn CEO	Nil	Nil	Nil
Brian Cloney CFO and Secretary	Nil	Nil	Nil

**Note:**

- (1) Identifies the aggregate dollar value that would have been realized by the NEO if the NEO had exercised all options exercisable under the option-based award on the vesting date(s) thereof.

### Termination and Change of Control Benefits

The Corporation has not entered into any employment agreements or consulting agreements with any of its officers.

### DIRECTOR COMPENSATION

Directors of the Corporation do not receive compensation from the Corporation, except that directors may receive options as compensation for their services as recommended and determined by the Board. For a description of the stock option plan see "Particulars of Matters To Be Acted Upon". During the financial year ended September 30, 2013, other than as described herein, there were no standard or other arrangements pursuant to which the Corporation compensated the directors for their services in their capacity as directors, and there were no amounts paid for special assignments.

### Summary of Director Compensation in During the Year Ended September 30, 2013:

The Corporation did not pay or accrue any directors fees during the year ended September 30, 2013.

The following table provides a summary of the compensation earned by the directors of the Corporation (other than executive directors), for services rendered in all capacities during the financial year ended September 30, 2013:

Name	Fees Earned (\$)	Share-based Awards (\$)	Option-based Awards <sup>(1)</sup> (\$)	Non-equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Paul Ankcorn	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Brian Cloney	Nil	Nil	Nil	Nil	Nil	Nil	Nil
James M. Patterson	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Harry Burgess	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Kees C. Van Winters	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**Note:**

(1) Based on value measured by Black-Scholes model with respect to option grant.

### Incentive Plan Awards to Directors

The following table provides details regarding the outstanding option and share based awards held by directors as at September 30, 2013:

Outstanding Share-based Awards and Option-Awards						
Option-based Awards					Share-based Awards	
Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Aggregate Value of Unexercised In-the-money Options <sup>(1)</sup> (\$)	Number of Shares or Units that Have Not Vested (\$)	Market or Payout Value of Share-based Awards that Have Not Vested (\$)
Paul Ankcorn	38,026	0.20	January 28, 2020	Nil	Nil	Nil
Brian Cloney	47,532	0.20	January 28, 2020	Nil	Nil	Nil
James M. Patterson	38,026	0.20	January 28, 2020	Nil	Nil	Nil
Harry Burgess	28,519	0.20	January 28, 2020	Nil	Nil	Nil
Kees C. Van Winters	95,065	0.20	January 28, 2020	Nil	Nil	Nil

**Note:**

(1) Based on \$0.025 per Common Share, being the closing price of the Common Shares on September 30, 2013, the last trading day during the year ended September 30, 2013.

The following table provides details regarding the outstanding option-based awards, share-based awards and non-equity incentive plan compensation, vested and exercisable by directors during the year ended September 30, 2013:

<b>Incentive Plan Awards - Value Vested or Earned During the Year</b>			
<b>Name</b>	<b>Option-based Awards - Value Vested During the Year (\$)</b>	<b>Share-based Awards - Value Vested During the Year (\$)</b>	<b>Non-equity Incentive Plan Compensation - Value Earned During the Year (\$)</b>
Paul Ankcorn	Nil	Nil	Nil
Brian Cloney	Nil	Nil	Nil
James M. Patterson	Nil	Nil	Nil
Harry Burgess	Nil	Nil	Nil
Kees C. Van Winters	Nil	Nil	Nil

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table provides information as of September 30, 2013 with respect to the Common Shares that may be issued under the Stock Option Plan. See also "Executive Compensation - Incentive Plan Awards" and "Director Compensation - Incentive Plan Awards to Directors".

#### **Equity Compensation Plan Information**

<b>Plan Category</b>	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)</b>	<b>Weighted-average Exercise Price of Outstanding Options, Warrants and Rights (b)</b>	<b>Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)</b>
Equity compensation plans approved by securityholders	247,168	\$0.20	38,026 <sup>(1)</sup>
Equity compensation plans not approved by securityholders	135,195 <sup>(2)</sup>	\$0.20	Nil
<b>Total</b>	<b>382,363</b>	<b>\$0.20</b>	<b>38,026</b>

**Note:**

- (1) The Stock Option Plan provides for the issuance of options to purchase up to an aggregate of 10% of the issued and outstanding Common Shares.
- (2) These securities represent options granted to the agent in connection with the Corporation's initial public offering.

### **PARTICULARS OF MATTERS TO BE ACTED UPON**

#### **1. Appointment of Auditors**

Unless such authority is withheld, the persons named in the accompanying form of proxy intend to vote for the appointment of Collins Barrow Toronto LLP, Chartered Accountants, as auditors of the Corporation to hold office until the next annual meeting of Shareholders, at a remuneration to be fixed by the directors. Collins Barrow Toronto LLP, Chartered Accountants, were first appointed as auditors of the Corporation on January 6, 2012.

## 2. Election of Directors

The persons named in the accompanying form of proxy intend to vote for the election of the five (5) current nominees whose names are as follows: Paul R. Ankcorn, Brian Cloney, Harry Burgess, James Patterson and Kees Van Winters.

Management does not contemplate that any of the five (5) current nominees will not be able to serve as a Director but, if that should occur for any reason prior to the Meeting, the persons named in the enclosed proxy instrument reserve the right to vote for another nominee at their discretion. Each Director elected will hold office until the next annual meeting and until his successor is duly elected unless, prior thereto, he resigns or his office becomes vacant by death or other cause.

The following table and the notes thereto state the names of all of the persons proposed to be nominated for election as Directors, all other positions and offices with the Corporation now held by them, their principal occupations or employment, their periods of service as Directors of the Corporation and the approximate number of shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised by each of them as of the date hereof and indicates those nominees who are members of the Corporation's Audit Committee.

Name, Position with the Corporation, Municipality of Residence	Principal Occupation and Occupation During the Past 5 Years	Director or Officer Since	Number of Common Shares Owned
PAUL ANKORN <sup>(1)(2)</sup> Chief Executive Officer, Secretary, Director Toronto, Ontario	CFO, Tartisan Resources Corp. since April 2005, a private exploration company, President, Remington Resources Inc., a TSX-listed mineral exploration company	February 27, 2008	200,000
BRIAN CLONEY Chief Financial Officer, Director Oakville, Ontario	Principal, BMC Institutional Supplies & Services Inc., a private management, compliance and financial consulting company	February 27, 2008	250,000
KEES C. VAN WINTERS Director Toronto, Ontario	Management consultant working with technology companies	February 27, 2008	500,000
JAMES M. PATTERSON <sup>(1)</sup> Director Qualicum Beach, British Columbia	Geological and business consultant	February 27, 2008	200,000
HARRY BURGESS <sup>(1)</sup> Director Oakville, Ontario	Senior Associate of Micon International Limited	February 27, 2008	150,000

**Notes:**

- (1) Member of the Audit Committee.
- (2) Chairman of the Audit Committee.

Unless a proxy specifies that the shares it represents should be withheld from voting in the election of directors, the proxy holders named in the accompanying proxy intend to use it to vote for the election of the above nominees as directors of the Corporation.



### **Cease Trade Orders and Bankruptcies**

None of the Nominees as set forth in the above table is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than thirty consecutive days that was issued:

- (a) while such Nominee was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) after such Nominee ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while such Nominee was acting in the capacity as director, chief executive officer or chief financial officer;

except as set out hereafter:

Brian Cloney is a director and the acting chief financial officer of HMZ Metals Inc. (the "HMZ") which has been or is subject to the following cease trade orders: (i) a temporary cease trade order issued by the British Columbia Securities Commission (the "BCSC") on August 24, 2005, and by the Autorité de marchés financiers (the "AMF") in Quebec on August 25, 2005, the AMF order being replaced by a permanent cease trade order on September 9, 2005, due to HMZ's failure to file its interim financial statements for the six month period ended June 30, 2005, which orders were revoked by the BCSC on October 19, 2005 and by the AMF on October 24, 2005, respectively; (ii) temporary cease trade orders issued on April 3, 2006 by the BCSC, the Ontario Securities Commission (the "OSC") and the AMF, which orders were replaced with permanent cease trade orders on April 17 and 18, 2006, respectively, as a result of HMZ's failure to file its audited annual financial statements for the fiscal year ended December 31, 2005 and management discussion and analysis thereon, which cease trade orders were lifted by the BCSC and OSC on March 14, 2008 and by the AMF on March 27, 2008; (iii) a temporary cease trade order issued by the OSC on April 9, 2008, which was replaced by a permanent cease trade order on April 22, 2008, and cease trade orders issued by the BCSC on April 15, 2008, for non-filing of annual financial statements and management discussion and analysis for the fiscal year ended December 31, 2007, which orders were revoked on June 3, 2008 upon the filing of the outstanding documents; and (iv) further cease trade orders were issued by the OSC, BCSC and AMF against HMZ on May 4, 2009, and by the Manitoba Securities Commission, and subsequently by the Alberta Securities Commission (the "ASC") on August 11, 2009, for failure to file annual financial statements and management discussion and analysis for the fiscal year ended December 31, 2008, and such cease trade orders remain in effect.

Mr. Cloney was the Chief Financial Officer of N.W.T. Copper Mines Limited at the time that the company became subject to a cease trade order issued by the OSC on March 14, 2008 for failure to file audited annual financial statements and management's discussion and analysis for the year ended October 31, 2007. The cease trade order remains in effect. Mr. Cloney resigned as Chief Financial Officer and director on April 8, 2008 and came back on as Chief Executive Officer and director in March 2010 to present.

James Patterson is a former director of Mispac Resources Inc., which was subject to a cease trade order issued by the Montreal Stock Exchange in 1998 while Mr. Patterson was a director, and was subsequently delisted in January 1999 for failure to file financial statements. While Mr. Patterson was a director of the

company, Mispac Resources Inc. became subject to a cease trade order issued by the AMF on November 4, 1999, a cease trade order issued by the OSC on November 9, 1999 and a cease trade order issued by the BCSC on December 22, 1999, for failure to file comparative financial statements for its financial year ended May 31, 1999 and its interim financial statements for the three-month period ended August 31, 1999. These orders remain in effect.

### **Corporate Bankruptcies**

No Nominee as set forth in the above table (or any personal holding company of such Nominee), is, as of the date of this Information Circular, or has been within ten years before the date of this Information Circular, a director or executive officer of any company (including the Corporation) that, while such Nominee was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

### **Personal Bankruptcies**

No Nominee as set forth in the above table (or any personal holding company of such Nominee), has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such proposed director.

### **Penalties or Sanctions**

No Nominee, as set forth in the above table (or any personal holding company of such Nominee), has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

**IF ANY OF THE NOMINEES IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR ANOTHER NOMINEE IN THEIR DISCRETION UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN THE ELECTION OF DIRECTORS.**

### **3. Approval of Stock Option Plan**

Shareholders will be asked to consider and, if thought appropriate, to pass an ordinary resolution, with or without variation, re-approving the Stock Option Plan.

### **Purpose of the Stock Option Plan**

The Corporation has implemented an incentive stock option plan (the "Stock Option Plan") for directors, senior officers, employees, and consultants of the Corporation, in accordance with the rules and policies of the Exchange. The purpose of the Stock Option Plan is to encourage ownership of Common Shares by directors, senior officers and employees of the Corporation, and its subsidiaries, consultants, and management company employees who are primarily responsible for the management and profitable growth of its business and to advance the interests of the Corporation by providing additional incentive for superior performance by such persons and to enable the Corporation and its subsidiaries to attract and retain valued directors, officers, employees, consultants and management company employees.

Pursuant to the Stock Option Plan, a copy of which is available from the Corporation upon request, the Corporation has authorized, subject to any regulatory approvals, the reservation of up to ten percent (10%) of the issued and outstanding Common Shares of the Corporation for the grant of options from time to time, provided, however, that prior to completion of the Qualifying Transaction the Corporation shall be subject to the additional restrictions contained in Exchange Policy 2.4 - Capital Pool Companies, which provide that the number of Common Shares reserved under option for issuance may not exceed 10% of the Common Shares to be outstanding as at the closing of the Corporation's IPO. There are currently 247,168 Common Shares reserved for issuance pursuant to the Stock Option Plan. Under the Stock Option Plan, the board of directors may from time to time grant to directors, senior officers, employees and consultants of the Corporation, as the board of directors shall designate, options to purchase from the Corporation such number of its Common Shares as the board of directors shall designate.

The Stock Option Plan was adopted by the board of directors of the Corporation on August 27, 2009, prior to the Corporation's completion of its IPO. The TSXV requires that rolling stock option plans be approved by shareholders on an annual basis. Therefore, at the Meeting, the Shareholders entitled to vote on the matter will be asked to consider, and if thought advisable, to pass an ordinary resolution re-approving the Stock Option Plan (the "Stock Option Plan Resolution"), the full text of which is set out below. In the event that the Stock Option Plan Resolution is not passed by the requisite number of votes cast at the Meeting, the Corporation will not have an operative stock option plan and therefore the Board will not be able to issue additional options until such time as another stock option plan is created and approved, and may consequently have difficulty attracting and retaining highly experienced and qualified personnel.

### **Resolution to Re-Approve the Stock Option Plan**

To be effective, the Stock Option Plan Resolution must receive the affirmative vote of a majority of the votes cast at the Meeting, other than votes attaching to Common Shares beneficially owned by directors and officers of the Corporation or their associates. To the best of the Corporation's knowledge, as at the date hereof, such persons and their associates own 1,300,000 Common Shares representing approximately 45.6% of the issued and outstanding Common Shares. Accordingly, such persons and their associates will abstain from voting, and the remaining Shareholders will be asked to pass the Stock Option Plan Resolution set out below:

**"BE IT HEREBY RESOLVED** as an ordinary resolution that:

- (1) the stock option plan of Acme Resources Corp. be re-approved; and

- (2) any one director or officer of Acme Resources Corp. be and is hereby authorized to execute and deliver, under corporate seal or otherwise, all such deeds, documents, instruments and assurances and to do all such acts and things as such person may deem necessary or desirable to give effect to the foregoing.

Unless otherwise directed, it is the intention of the Corporation's management nominees to vote for the approval of the Stock Option Plan Resolution.

#### 4. Change of Name

On October 21, 2013, the Corporation entered into an amalgamation agreement (the "Agreement") with Forrester Resources Corp., a private Yukon precious metals exploration and development corporation ("Forrester") operating in Peru and continually investigating near-term production opportunities within the Americas. Under the terms of the Agreement, Forrester will amalgamate (the "Transaction") with a new wholly-owned subsidiary of the Corporation incorporated in the Yukon. Pursuant to the terms of the Transaction, the Corporation's shares will be issued to holders of Forrester shares in exchange for all of the issued and outstanding Forrester shares on the basis of 1.5 of the Corporation's shares for each one Forrester share. In addition, Forrester options, warrants and finder's warrants will be exchanged for the Corporation's options, warrants and finder's warrants on the same foregoing exchange ratio, with a corresponding adjustment of the exercise price of each such Forrester option and warrant to reflect the exchange ratio. It is anticipated that prior to the completion of the proposed qualifying transaction, the Corporation will change its name to "Forrester Resources Corp."

In connection with the completion of the Transaction, shareholders of the Corporation are being asked to pass a special resolution authorizing the Corporation to Amend its Articles changing the name of the Corporation to "Forrester Resources Corp." or other such name as may be selected by the board of directors of the Corporation and as may be acceptable to the Director appointed under the *Business Corporations Act* (Ontario). The Board of Directors of the Corporation will also be given discretion not to proceed with the change of name in the event that the Transaction is not completed for any reason.

In view of the acquisition of Forrester by Corporation, management favours the proposal to amend the Articles of the Corporation. Such amendment will assist the Corporation to better position the Corporation to complete the Transaction with Forrester.

In order to pass the special resolution amending the Corporation's Articles, at least two thirds of the votes cast at the meeting by holders of shares must be voted in favour of the resolution. If the special resolution amending the Articles does not receive the requisite shareholder approval, the Corporation will continue with its present name. The special resolution also provides that the directors of the Corporation may revoke the special resolution, in whole or in part, at any time prior to the endorsement of the Director under the *Business Corporations Act* (Ontario) of a Certificate of Amendment giving effect to the Articles of Amendment without further approval of the shareholders of the Corporation.

Shareholders are being asked to approving the following special resolution:

#### "BE IT RESOLVED THAT:

1. The Articles of the Corporation be amended to change the name of the Corporation to "Forrester Resources Corp." or such other name as may be approved by the Board of Directors of the Corporation in their sole discretion.

2. Any officer or director of the Corporation be and is hereby authorized and directed for and in the name of and on behalf of the Corporation, to execute, whether under the corporate seal of the Corporation or otherwise, and to deliver to the Director under the *Business Corporations Act* (Ontario), articles of amendment to give effect to this special resolution.
3. Notwithstanding that this special resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered to revoke this special resolution in whole or in part without further approval of the shareholders of the Corporation at any time prior to the issue by the Director under the *Business Corporations Act* (Ontario) of a certificate of amendment giving effect to the amendment of the Articles of the Corporation contemplated by this special resolution.
4. Any officer or director of the Corporation be and is hereby authorized and directed for and in the name of and on behalf of the Corporation, to execute or cause to be executed, whether under the corporate seal of the Corporation or otherwise, and to deliver or to cause to be delivered, all such other documents and instruments, and to do or cause to be done all such other acts and things, as in the opinion of such officer or director may be necessary or desirable in order to carry out the intent of this special resolution.

The affirmative vote of two thirds (2/3) of the votes cast in respect thereof is required in order to pass such special resolution. **IN THE ABSENCE OF CONTRARY DIRECTIONS, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY INTEND TO VOTE THE COMMON SHARES REPRESENTED THEREBY IN FAVOUR OF THE RESOLUTION APPROVING THE CHANGE OF NAME.**

The board of directors of the Corporation unanimously recommends that Shareholders vote in favour of the change of name Resolution.

**Unless otherwise directed, it is the intention of the Corporation's management nominees to vote for the approval of the Change of Name Resolution.**

#### **MANAGEMENT CONTRACTS**

Management functions of the Corporation are not to any substantial degree performed by any person other than the directors or executive officers of the Corporation.

#### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

No person who has been a director or executive officer of the Corporation at any time since the beginning of its last completed financial year nor any associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, except as disclosed in this Information Circular.

## **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except for the Transaction, no informed person (as such term is defined in NI 51-102) of the Corporation and no associate or affiliate of any informed person has or had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation.

## **AUDIT COMMITTEE**

National Instrument 52-110 - Audit Committees (NI 52-110) requires the Corporation to disclose certain information concerning the constitution of the audit committee of the Board (the **Audit Committee**) and its relationship with its independent auditor, as set forth below.

### **Charter**

The Audit Committee is governed by its charter. A copy of the text of the Audit Committee's charter, established in accordance with NI 52 110, is included in Schedule A attached hereto.

### **Composition of the Audit Committee**

The current members of the Audit Committee are Paul Ankcorn, Harry Burgess and James Patterson. Mr. Ankcorn is the Chairman of the Audit Committee. Mr. Ankcorn is the only member of the Audit Committee who is not independent within the meaning of NI 52 110. All members of the Audit Committee are financially literate within the meaning of NI 52-110.

The Corporation is relying upon the exemption in Section 6.1 of NI 52-110 which provides that the Corporation, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

### **Education and Experience**

Each member of the Audit Committee has acted as a director or audit committee member of a public issuer in the past and, as such, has obtained experience that is relevant to the performance of his responsibilities as a member of the Audit Committee. Given the scope and nature of the Corporation's business, its financial statements and the accounting issues arising therefrom are relatively uncomplicated. Based on the foregoing, it is the Board's conclusion that each of the members of the Audit Committee has an understanding of the accounting principles used by the Corporation to prepare its financial statements, the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves and experience in evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements.

### **Pre-Approval Policies and Procedures**

In the event that the Corporation wishes to retain the services of the Corporation's external auditors for tax compliance, tax advice, tax planning or other non-audit services, such services must be pre-approved by the Audit Committee.

## Auditor Services Fees

The following chart summarizes the aggregate fees billed by the external auditors of the Corporation for professional services rendered to the Corporation during the financial years ended September 30, 2013 and September 30, 2012.

	Year Ended September 30, 2013 (\$)	Year Ended September 30, 2012 (\$)
Audit Fees <sup>(1)</sup>	6,000	7,000
Audit-Related Fees <sup>(2)</sup>	Nil	Nil
Tax Fees <sup>(3)</sup>	1,000	1,000
All Other Fees <sup>(4)</sup>	Nil	Nil

### Notes:

- (1) Aggregate fees billed for the preparation of annual financial statements and services normally provided by the external auditor in connection with statutory and regulatory filings.
- (2) Aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of financial statements and are not reported as "Audit Fees", including, assistance with aspects of tax accounting, attest services not required by statute or regulation and consultation regarding financial accounting and reporting standards.
- (3) Aggregate fees billed for tax compliance, advice, planning and assistance with tax for specific transactions.
- (4) Aggregate fees billed in respect of administration fees of the Canadian Public Accountability Board.

## Audit Committee Oversight

Since February 27, 2008, the Company's date of incorporation, to the year ended September 30, 2013, all recommendations of the audit committee to nominate or compensate an external auditor were adopted by the Board.

## Reliance on Certain Exemptions

Since February 27, 2008, the Company's date of incorporation, the Company has not relied on an exemption provided under NI 52-110 whereby approval for a de minimis amount of non-audit services is not required, nor has the Company obtained or relied upon any exemption granted by a securities regulatory or regulator from the requirements of NI 52-110.

## CORPORATE GOVERNANCE

The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interest of the Corporation's shareholders but that it also promotes effective decision making at the Board level.

## Mandate of the Board

The Board has responsibility for the stewardship of the Corporation. In carrying out this mandate, the Board considers and reviews potential Qualifying Transaction opportunities and a broad range of matters, including interim and annual financial and operating results. The Board is also responsible for the approval of all major transactions, including equity issuances, acquisitions and dispositions, as well as the Corporation's debt and borrowing policies. The Board strives to ensure that actions taken by management correspond closely with the objectives of the Board and the Corporation's shareholders.

The Board believes that it functions independently of management. If a conflict were to arise, interested parties would be precluded from voting on matters in which they may have an interest.

### **Composition of the Board**

The Board consists of five directors who provide a diversity of business experience. Of these directors, Brian Cloney and Paul Ankcorn are non-independent directors due to their current or former positions as members of management of the Corporation. Kees C. Van Winters, James M. Patterson and Harry Burgess are independent directors.

Details of directorships held by the directors in other public issuers, if any, are set out in Schedule 8B attached hereto.

### **Orientation and Continuing Education**

The Corporation does not have a formal process of orientation for new directors because, as a CPC, no changes in the composition of the Board are expected until such time as the Corporation completes a Qualifying Transaction.

### **Ethical Business Conduct**

The Corporation does not have a written code of ethics for directors and officers. A director with a material interest in a transaction or agreement considered by the Corporation is required to declare his interest and abstain from voting on the resolutions respecting such matters.

### **Other**

The Company confirms that it is not a party to any derivative actions or oppression remedy actions for the period ended September 30, 2013, the year ended September 30, 2012 and for the subsequent periods to date.

### **Nomination of Directors**

The Board has not appointed a formal nominating committee.

### **Compensation**

The Board does not compensate directors, except to the extent that it may grant stock options to the directors. See "Board Oversight of Compensation", "Compensation Program" and "Compensation Program Design" under the heading "Executive Compensation" in this Information Circular.

### **Other Board Committees**

The Board does not have any standing committees other than the Audit Committee.

### **Assessments**

Based upon the Corporation's size, its current state of development and the number of individuals on the Board, the Board considers a formal process for assessing regularly the effectiveness and contribution of



the Board, as a whole, its committee or individual directors to be unnecessary at this time. The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Corporation's audited financial statements and Management Discussion and Analysis for the year ended September 30, 2013. Copies of the Corporation's financial statements and Management Discussion and Analysis may be obtained through [www.sedar.com](http://www.sedar.com) or upon written request to the Chief Executive Officer at 301-20 Adelaide Street East, Toronto, Ontario, M5C 2T6.

**DIRECTORS' APPROVAL**

The contents of this Information Circular and the sending of it have been approved by the directors of the Corporation. This Information Circular has been sent to each director of the Corporation, each shareholder of the Corporation entitled to the Notice of Meeting and the auditors of the Corporation.

**DATED** as of the 10<sup>th</sup> day of June, 2014.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed)*

**Paul Ankcorn  
Chief Executive Officer**

## **SCHEDULE “A”**

### **ACME RESOURCES CORP. (the “Corporation”)**

#### **AUDIT COMMITTEE CHARTER**

##### **NAME**

There shall be a committee of the board of directors (the “Board”) of Acme Resources Corp. (the “Company”) known as the Audit Committee.

##### **PURPOSE OF AUDIT COMMITTEE**

The Audit Committee has been established to assist the Board in fulfilling its oversight responsibilities with respect to the following principal areas:

- (a) the Company’s external audit function; including the qualifications, independence, appointment and oversight of the work of the external auditors;
- (b) the Company’s accounting and financial reporting requirements;
- (c) the Company’s reporting of financial information to the public;
- (d) the Company’s compliance with law and regulatory requirements;
- (e) the Company’s risks and risk management policies;
- (f) the Company’s system of internal controls and management information systems; and
- (g) such other functions as are delegated to it by the Board.

Specifically, with respect to the Company’s external audit function, the Audit Committee assists the Board in fulfilling its oversight responsibilities relating to: the quality and integrity of the Company’s financial statements; the independent auditors’ qualifications; and the performance of the Company’s independent auditors.

##### **MEMBERSHIP**

The Audit Committee shall consist of as many members as the Board shall determine but, in any event not fewer than three directors appointed by the Board. Each member of the Audit Committee shall continue to be a member until a successor is appointed, unless the member resigns, is removed or ceases to be a director of the Company. The Board may fill a vacancy that occurs in the Audit Committee at any time.

##### **CHAIR AND SECRETARY**

The Chair of the Audit Committee shall be designated by the Board. If the Chair is not present at a meeting of the Audit Committee, the members of the Audit Committee may designate an interim Chair for the meeting by majority vote of the members present. The Secretary of the Audit Committee shall be such member of the Audit Committee as may be designate by majority vote of the Audit Committee from time to time, provided that if the Secretary is not present, the Chair of the meeting may appoint a

secretary for the meeting with the consent of the Audit Committee members who are present. A member of the Audit Committee may be designated as the liaison member to report on the deliberations of the Audit Committees of affiliated companies (if applicable).

## **MEETINGS**

The Chair of the Audit Committee, in consultation with the Audit Committee members, shall determine the schedule and frequency of the Audit Committee meetings provided that the Audit Committee will meet at least four times in each fiscal year and at least once in every fiscal quarter. The Audit Committee shall have the authority to convene additional meetings as circumstances require.

Notice of every meeting shall be given to the external and internal auditors of the Company, and meetings shall be convened whenever requested by the external auditors or any member of the Audit Committee in accordance with applicable law. The Audit Committee shall meet separately and periodically with management, legal counsel and the external auditors. The Audit Committee shall meet separately with the external auditors at every meeting of the Audit Committee at which external auditors are present.

## **MEETING AGENDAS**

Agendas for meetings of the Audit Committee shall be developed by the Chair of the Audit Committee in consultation with the management and the corporate secretary, and shall be circulated to Audit Committee members as far in advance of each Audit Committee meeting as is reasonable.

## **RESOURCES AND AUTHORITY**

The Audit Committee shall have the resources and the authority to discharge its responsibilities, including the authority, in its sole discretion, to engage, at the expense of the Company, outside consultants, independent legal counsel and other advisors and experts as it determines necessary to carry out its duties, without seeking approval of the Board or management.

The Audit Committee shall have the authority to conduct any investigation necessary and appropriate to fulfilling its responsibilities, and has direct access to and the authority to other officers and employees of the Company.

The members of the Audit Committee shall have the right for the purpose of performing their duties to inspect all the books and records of the Company and its subsidiaries and to discuss such accounts and records and any matters relating to the financial position, risk management and internal controls of the Company with the officers and external and internal auditors of the Company and its subsidiaries. Any member of the Audit Committee may require the external or internal auditors to attend any or every meeting of the Audit Committee.

## **RESPONSIBILITIES**

The Company's management is responsible for preparing the Company's financial statements and the external auditors are responsible for auditing those financial statements. The Audit Committee is responsible for overseeing the conduct of those activities by the Company's management and external auditors, and overseeing the activities of the internal auditors.

The specific responsibilities of the Audit Committee shall include those listed below. The enumerated responsibilities are not meant to restrict the Audit Committee from examining any matters related to its purpose.

## **1. Financial Reporting Process and Financial Statements**

The Audit Committee shall:

- (a) in consultation with the external auditors and the internal auditors, review the integrity of the Company's financial reporting process, both internal and external, and any major issues as to the adequacy of the internal controls and any special audit steps adopted in light of material control deficiencies;
- (b) review all material transactions and material contracts entered into between (i) the Company or any subsidiary of the Company, and (ii) any subsidiary, director, officer, insider or related party of the Company, other than transactions in the ordinary course of business;
- (c) review and discuss with management and the external auditors: (i) the preparation of Company's annual audited consolidated financial statements and its interim unaudited consolidated financial statements; (ii) whether the financial statements present fairly (in accordance with Canadian generally accepted accounting principles) in all material respects the financial condition, results of operations and cash flows of the Company as of and for the periods presented; (iii) any matters required to be discussed with the external auditors according to Canadian generally accepted auditing standards; (iv) an annual report by the external auditors describing: (A) all critical accounting policies and practices used information within generally accepted accounting principles that have been discussed with management of the Company, including the ramifications of the use such alternative treatments and disclosures and the treatment preferred by the external auditors; and (C) other material written communications between the external auditors and management;
- (d) following completion of the annual audit, review with each of: (i) management; (ii) the external auditors; and (iii) the internal auditors, any significant issues, concerns or difficulties encountered during the course of the audit;
- (e) resolve disagreements between management and the external auditors regarding financial reporting;
- (f) review the financial statements, management discussion and analysis and annual and interim press releases prior to public disclosure of this information; and
- (g) review and be satisfied that adequate procedures are in place for the review of the public disclosure of financial information by the Company extracted or derived from the Company's financial statements, other than the disclosure referred to in (f), and periodically assess the adequacy of those procedures.

## **2. External Auditors**

The Audit Committee shall:

- (a) require the external auditors to report directly to the Audit Committee;
- (b) recommend to the Board the external auditors to be nominated for approval by the shareholders and the compensation of the external auditor;

- (c) be directly responsible for the selection, nomination, compensation, retention, termination and oversight of the work of the Company's external auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;
- (d) approve all audit engagements and must pre-approve the provision by the external auditors of all non-audit services, including fees and terms for all audit engagements and non-audit engagements, and in such regard the Audit Committee may establish the types of non-audit services the external auditors shall be prohibited from providing and shall establish the types of audit, audit related and non-audit services for which the Audit Committee will retain the external auditors. The Audit Committee may delegate to one or more of its members the authority to pre-approve non-audit services, provided that any such delegated pre-approval shall be exercised in accordance with the types of particular non-audit services authorized by the Audit Committee to be provided by the external auditor and the exercise of such delegated pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting following such pre-approval;
- (e) review and approve the Company's policies for the hiring of partners and employees and former partners and employees of the external auditors;
- (f) consider, assess and report to the Board with regard to the independence and performance of the external auditors; and
- (g) request and review the audit plan of the external auditors as well as a report by the external auditors to be submitted at least annually regarding: (i) the external auditing firm's internal quality-control procedures; (ii) any material issues raised by the external auditor's own most recent internal quality-control review or peer review of the auditing firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the external auditors, and any steps taken to deal with any such issues.

### **3. Accounting Systems and Internal Controls**

The Audit Committee shall:

- (a) oversee management's design and implementation of and reporting on internal controls. The Audit Committee shall also receive and review reports from management, the internal auditors and the external auditors on an annual basis with regard to the reliability and effective operation of the Company's accounting system and internal controls; and
- (b) review annually the activities, organization and qualifications of the internal auditors and discuss with the external auditors the responsibilities, budget and staffing of the internal audit function.

### **4. Legal and Regulatory Requirements**

The Audit Committee shall:

- (a) receive and review timely analysis by management of significant issues relating to public disclosure and reporting;

- (b) review, prior to finalization, periodic public disclosure documents containing financial information, including the Management's Discussion and Analysis and Annual Information Form, if required;
- (c) prepare the report of the Audit Committee required to be included in the Company's periodic filings;
- (d) review with the Company's counsel legal compliance matters, significant litigation and other legal matters that could have a significant impact on the Company's financial statements; and
- (e) assist the Board in the oversight of compliance with legal and regulatory requirements and review with legal counsel the adequacy and effectiveness of the Company's procedures to ensure compliance with legal and regulatory responsibilities.

## **5. Additional Responsibilities**

The Audit Committee shall:

- (a) discuss policies with the external auditor, internal auditor and management with respect to risk assessment and risk management;
- (b) establish procedures and policies for the following
  - (i) the receipt, retention, treatment and resolution of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
  - (ii) the confidential, anonymous submission by directors or employees of the Company of concerns regarding questionable accounting or auditing matters;
- (c) prepare and review with the Board an annual performance evaluation of the Audit Committee;
- (d) report regularly to the Board, including with regard to matters such as the quality or integrity of the Company's financial statements, compliance with legal or regulatory requirements, the performance of the internal audit function, and the performance and independence of the external auditors; and
- (e) review and reassess the adequacy of the Audit Committee's Charter on an annual basis.

## **6. Limitation on the Oversight Role of the Audit Committee**

Nothing in this Charter is intended, or may be construed, to impose on any member of the Audit Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject.

Each member of the Audit Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the information provided to the Company by such persons or organizations.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles in Canada and applicable rules and regulations. These are the responsibility of management and the external auditors.



**SCHEDULE “B”**

<b>Name</b>	<b>Name of Reporting Issuer</b>	<b>Name of Exchange or Market (if applicable)</b>	<b>Position</b>	<b>Term</b>
Paul Ankcorn	Terex Resources Inc. (formerly Zenda Capital Inc.)	TSXV	Director, President, CFO	10-2001 to 06-2005
	Eloro Resources Inc.	TSXV	Director	06-2003 to present
	NFX Gold Inc.	TSXV	Director	03-2003 to 09-2008
	Richmond Minerals Inc. (formerly Aavdex Corporation)	TSXV TSXV TSXV	Director President CFO	03-2006 to 06-2008 07-2006 to 06-2008 03-2006 to 04-2007
	Champion Iron Mines Limited (formerly Champion Natural Health.com)	TSXV	Director	03-2006 to present
	Vendome Capital Corp.	TSXV	Director	06-2007 to 05-2011
	Lakota Resources Inc.	TSXV	Director	06-2007 to 09-2008
	Great Lakes Graphite Inc. (formerly Shield Gold Inc.)	TSXV	CFO & Director	06-2007 to present
	Remington Resources Inc.	TSXV	President & Director	12-2007 to 06-2011
	Carlisle Gold Inc.	TSX	Director	12-2007 to 06-2009
	Cuervo Resources Inc.	TSXV	CFO	05-2007 to 12-2007
	Tartisan Resources Corp.	CNQ	CFO, Director	04-2008 to present
	Superior Canadian Resources Inc.	TSXV	Director	12-2008 to present
	Harte Gold Corp.	TSXV	CFO, Director	03-2008 to 08-2008
	Goldtrain Resources Inc.	N/A	Director	04-2009 to present
	N.W.T. Copper Mines Limited	N/A	CFO, Director	07-2010 to present
Fancamp Exploration Limited	TSXV	Director	09-2012 to 09-2013	
Brian Cloney	HMZ Metals Inc.	CNSX	Director, Acting CFO	01-2003 to 06-2010
	Cenit Corp.	TSXV	Director, CFO	02-2004 to 06-2011
	SilkRoad Resources Ltd.	TSXV	CFO	10-2006 to 02-2007
	Cuervo Resources Inc.	CNSX	Director	09-2007 to present
	N.W.T. Copper Mines Limited	N/A	CEO, Director	09-2006 to 04-2009
	N.W.T. Copper Mines Limited	N/A	Director, CFO	11-2005 to 04-2008
	N.W.T. Copper Mines Limited	N/A	Director, CEO	03-2010 to present
Kees C. Van Winters	Panda Capital Inc.	TSXV	Director	2007 to present
James M. Patterson	FNX Mining Co. Inc.	TSX & Amex	VP Exploration	04-2002 to 07-2006
	Merrex Gold Inc.	TSXV	Director	02-2005 to present
	International Millennium Mining Corp.	TSXV	Director	06-2006 to present
	Jilbey Gold Exploration Ltd.	TSXV	Director	08-2004 to 09-2006
	Piper Capital Corp./Garson Gold Corp.	TSXV	Director	12-2006 to present
	Luzon Minerals Ltd.	TSXV	Director	01-2006 to 11-2006

<b>Name</b>	<b>Name of Reporting Issuer</b>	<b>Name of Exchange or Market (if applicable)</b>	<b>Position</b>	<b>Term</b>
Harry Burgess	Amerix Precious Metals Corporation	TSXV	Director	12-2003 to 11-2007
	Absolut Resources Corp.	TSXV	Director	09-2004 to 12-2007
	Vena Resources Inc.	TSX	Director	01-2005 to 06-2012
	Aquiline Resources Inc.	TSX	Director	04-2008 to 11-2009
	Acme Resources Corp.	TSXV	Director	11-2009 to present
	Brigus Gold Corp.	TSX	Director	10-2010 to 12-2013
	Tartisan Resources Corp.	CNQ	Director	11-2010 to present
	Mag Copper Inc.	CNQ	Director	06-2011 to 06-2012
	Treasury Metals Inc.	TSXV	Director	06-2011 to 10-2012
	Guyana Precious Metals Inc.	TSXV	Director	05-2012 to present
	Champion Iron Mines Limited	TSX	Director	08-2013 to 03-2014