

**ACME RESOURCES CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE THREE-MONTH PERIOD ENDED DECEMBER 31, 2016**

**DATE – February 28, 2017**

The following Management's Discussion and Analysis ("MD&A") should be read in conjunction with ACME Resources Corp.'s ("ACME" or the "Company" or the "Corporation") audited financial statements and the accompanying notes for the three-month period ended December 31, 2016, copies of which are filed on SEDAR website: [www.sedar.com](http://www.sedar.com).

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All dollar figures included herein and in the following discussion and analysis are quoted in Canadian dollars unless otherwise stated.

The financial information in this MD&A is derived from the Company's financial statements prepared in accordance with IFRS. This MD&A may contain forward looking statements based on assumptions and judgements of management regarding events or results that may prove to be inaccurate as a result of risk factors beyond its control. Actual results may differ materially from the expected results.

**FORWARD LOOKING STATEMENTS**

*This MD&A may include certain "forward-looking statements" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that the Corporation expects or anticipates will or may occur in the future, including such things as future business strategy, competitive strengths, goals, expansion and growth of the Company's businesses, operations, plans and other such matters are forward-looking statements. When used in this MD&A, the words "estimate", "plan", "anticipate", "expect", "intend", "believe" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.*

**DESCRIPTION OF THE BUSINESS AND PROPOSED QUALIFYING TRANSACTION**

ACME was incorporated under the *Business Corporations Act* (Ontario) on February 27, 2008 and is classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange ("Exchange").

On January 28, 2010, the Company received final receipts for a prospectus and thereafter began trading on the TSX Venture Exchange ("TSXV") (Tier 2) as a CPC under the symbol ACY.H; however, as the Company did not complete a Qualifying Transaction within the necessary timeframe, the Company's listing has been transferred to the NEX board of Exchange ("NEX"). As a CPC listed on NEX, the Company continues to be required to comply with all of the requirements and restrictions in Exchange Policy 2.4.

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On October 21, 2013, the Company entered into an amalgamation agreement (the "Agreement") with Forrester Resources Corp., a private Yukon precious metals exploration and development corporation ("Forrester") operating in Perú and continually investigating near-term production opportunities within the Americas. Under the terms of the Agreement, Forrester was to amalgamate (the "Transaction" or "Qualifying Transaction") with a new wholly owned subsidiary of the Company incorporated in the Yukon. Pursuant to the terms of the Transaction, the Company's shares were to 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 Company's shares for each one Forrester share. In addition, Forrester options, warrants and finder's warrants were to be exchanged for the Company'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.

On June 25, 2014, the Company terminated the proposed Qualifying Transaction with Forrester. Forrester Resources Corp. had advanced \$41,417 to fund corporate costs relevant to the proposed Qualifying Transaction and the ongoing costs related to running a public company; the advances were written-off as failed transaction costs by Forrester and they consider the amounts as settled in full.

As a consequence of the abandonment of the proposed Transaction, the Company's shares were halted from trading. The Company anticipated they would remain halted until certain documentation could be provided to the TSXV regarding the termination. The Company will continue to identify and evaluate businesses and assets with a view of completing a qualifying transaction.

The Company completed a non-brokered private placement financing which closed on December 11, 2014 at which time the Company issued a total of 1,300,000 Common Shares for gross proceeds of \$65,000. On December 15, 2014 shares of the Company resumed trading with TSXV symbol ACY.H.

The Company completed a non-brokered private placement which closed on November 11, 2015 at which time the Company issued a total of 700,000 Common Shares for gross proceeds of \$35,000.

The Company announced that it entered into a letter of intent dated December 7th, 2015 with Hantian Labs Limited ("Hantian"), a private UK corporation, for a business transaction that will result in a reverse take-over of the Company by Hantian, and the listing or trade of the shares of the resulting issuer on the TSXV (the "LOI").

The Transaction was subject to TSXV approval and is intended to constitute the Qualifying Transaction of the Company as such term is defined in Policy 2.4 of the TSXV. It was intended that the Transaction shall be completed by way of a definitive merger, amalgamation or share exchange agreement, provided however that, by mutual agreement, the parties may revise the structure to comply with all necessary legal and regulatory requirements, to minimize or eliminate any adverse tax consequences or to increase cost effectiveness. The Transaction was intended to result in a reverse take-over of the Company by Hantian's shareholders. The Transaction would be an Arm's Length Qualifying Transaction, as defined in the policies of the TSXV and, as such, it was not anticipated that the formal approval of the shareholders of the Company will be required.

The Company and Hantian agreed to use all commercially reasonable efforts to close the Transaction by September 30, 2016. The LOI will terminate in the event the parties fail to enter into a definitive agreement on or prior to January 31, 2016, unless a later date is otherwise mutually agreed to by the parties. Pursuant to the Transaction, shares of the Company will be issued to the holders of Hantian

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shares in exchange for all of the issued and outstanding Hantian shares on the basis of one ACME share for each Hantian share (the "Exchange Ratio").

On January 29, 2016 the Company announced that it had amended its original LOI dated December 7, 2015 with Hantian for a business transaction that will result in a reverse take-over of the Company by Hantian, and the listing or trade of the shares of the resulting issuer on the TSXV (the "First Amendment"). The LOI was originally announced on December 11, 2015.

The Company and Hantian agreed to extend the settlement of a Definitive Agreement until September 30, 2016 and the closing of the Transaction until May 31, 2016. The LOI was to terminate in the event the parties failed to enter into a Definitive Agreement on or prior to January 31, 2016, unless a later date was otherwise mutually agreed to by the parties.

On March 29, 2016, the Company and Hantian agreed to extend the settlement of a Definitive Agreement until July 31, 2016 and the closing of the Transaction until October 31, 2016. As per the First Amendment, the LOI was to terminate in the event the parties failed to enter into a Definitive Agreement on or prior to September 30, 2016, unless a later date was otherwise mutually agreed to by the parties.

On August 18, 2016, the Company announced that its intention to complete a business transaction with Hantian as originally considered in the LOI dated December 7, 2015, had terminated. ACME and Hantian had agreed to the settlement of a Definitive Agreement by July 31, 2016; acceptable terms and conditions relating to a Definitive Agreement could not be negotiated by the parties in that time frame and the LOI was allowed to expire by the parties. The termination fee of \$50,000 was waived by both parties.

**RESULTS OF OPERATIONS AND OVERALL PERFORMANCE**

For the three-month period ended December 31, 2016, the Company reported a net loss of \$13,090 compared to a loss of \$12,026 during the three-month period ended December 31, 2015. The operating expenses comprised of corporate development of \$2,349 (2015 - \$2,957), consulting fees of \$nil (2015 - \$3,500), professional fees of \$4,212 (2015 - \$nil), regulatory and filing fees of \$3,928 (2015 - \$5,121), office, general and administration fees of \$2,500 (2015 - \$300) and bank charges of \$101 (2015 - \$148).

The foregoing costs incurred by the Company primarily relate to fees incurred in connection with running a public company and the Company's abandoned qualifying transaction.

Since incorporation, the Company has been actively engaged in the identification of target companies for the purposes of completing a qualifying transaction, including the aforementioned negotiations with Forrester.

During the period ended September 30, 2008, the Company issued 1,500,000 common shares at a price of \$0.10 per share for total proceeds of \$150,000 received in cash. In accordance with the requirements of the Exchange these common shares are held in escrow. Under the escrow agreement, 10% of the escrowed common shares will be released from escrow following issuance of the Final Exchange Bulletin by the Exchange as to completion of the Qualifying Transaction as defined by Exchange policies, and 15% will be released every six months following the initial release over a period of thirty-six months, unless otherwise permitted by the Exchange.

On October 30, 2009, the Company filed its final prospectus for which a receipt was issued dated October 30, 2009.

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On January 28, 2010, the Company completed its initial public offering (“IPO”) through its agent Integral Wealth Securities Limited of 1,351,950 common shares for gross proceeds of \$270,390. The Company paid the agent a cash commission of \$27,039 and an corporate finance fee of \$10,000, reimbursed the agent for legal fees and other direct expenses of \$10,150, and issued Agent’s options to acquire up to 135,195 common shares at \$0.20 per share exercisable until the close of business on the second anniversary of the Company’s listing on the Exchange (January 28, 2010). The Company also incurred, in connection with the IPO, professional fees and filing fees of \$93,200.

The Company granted stock options to directors and officers of the Company to purchase up to 285,194 common shares at a price of \$0.20 per share, exercisable for ten years from the date of grant.

On December 28, 2016, the company issued 1,899,000 common shares for gross proceeds of \$47,475.

During the period the TSXV commenced a review on the Company’s compliance with certain requirements and restrictions in conjunction with Policy 2.4 of the TSX Venture Exchange.

As of the end of the three-month period ended December 31, 2016, the Company has outstanding common shares of 6,000,950 and stock options of 247,168. During 2012, 750,000 common shares held in escrow were cancelled due to the failure to complete a Qualifying Transaction within the allotted time (per TSXV Policy 2.4); there remain 750,000 common shares held in escrow. Also during 2012, 38,026 stock options were cancelled, upon resignation of a member of the Board, and 135,195 Agent’s options expired on January 28, 2012.

**SELECT ANNUAL INFORMATION**

The following financial data, which has been prepared in accordance with IFRS, is derived from the Company’s audited financial information for the year ended September 30, 2016 and 2015:

<b>Financial Results</b>	<b>2016</b>	<b>2015</b>
Total revenues	Nil	Nil
Net loss for the year	(\$47,097)	(\$ 51,744)
Basic and diluted net loss per share	(\$ 0.01)	(\$ 0.02)
Total assets	903	Nil
Total long term liabilities	Nil	Nil

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results may differ from these estimates.

**SUMMARY OF QUARTERLY REPORTS**

The Company's operating results for each quarter of the years ended September 30, 2014 and 2015 and the three-month period ended December 31, 2016 are summarized as follows:

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	Dec. 31, 2016 Q1	March 31, 2017 Q2	June 30, 2017 Q3	Sept. 30, 2017 Q4
Revenue	-			
Net loss	(\$ 13,090)			
Basic and diluted loss per share	(\$ 0.003)			

	Dec. 31, 2015 Q1	March 31, 2016 Q2	June 30, 2016 Q3	Sept. 30, 2016 Q4
Revenue	-	-	-	-
Net loss	(\$ 12,026)	(\$ 17,091)	(\$ 1,904)	(\$ 16,076)
Basic and diluted loss per share	(\$ 0.003)	(\$ 0.004)	(\$ 0.001)	(\$ 0.004)

	Dec. 31, 2014 Q1	March 31, 2015 Q2	June 30, 2015 Q3	Sept. 30, 2015 Q4
Revenue	-	-	-	-
Net loss	(\$ 20,741)	(\$ 28,702)	\$8,701	(\$ 11,002)
Basic and diluted loss per share	(\$ 0.008)	(\$ 0.011)	(\$ 0.003)	(\$ 0.004)

**LIQUIDITY**

The Company does not currently have any interest in property and does not generate revenues from operations. The Company has been financed to date through equity financing and it expects that it will be able to do so in the future until it generates cash flows from operations.

As of December 31, 2016, the Company had net working capital deficiency of \$5,786 (December 31, 2015 – working capital deficiency of \$20,577) and a cash balance of \$31,116 (December 31, 2015 – \$732). The Company's cash position is not sufficient to meet short term obligations, and therefore the Company requires additional funds. The Company relies on private placements for funding.

As of the date hereof, the Company did not have any commitments for capital expenditures, and the Company does not anticipate any such commitments until it consummates a qualifying transaction.

**CAPITAL MANAGEMENT**

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at December 31, 2016, the Company's shareholders' equity was a deficiency of \$5,786 (December 31, 2015 – deficiency of \$20,577) and it had no outstanding long-term debt. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term.

The Company's sole source of capital has been from the issuance of common shares. The net proceeds raised may only be used (with the exception of certain permitted uses of funds by a capital pool company to cover prescribed costs of issuing shares and administrative and general expense – see below) to identify and evaluate a limited number of assets and businesses for the purpose of identifying and completing a

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Qualifying Transaction. Additional funds may be required to finance the Company's Qualifying Transaction.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets of businesses for future investment, with the exception that the lesser of 30% of the gross proceeds and \$210,000 may be used to cover prescribed costs of issuing the common shares, other than Agent Commissions and fees, and general and administrative expense of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange.

As at December 31, 2016, the Company has exceeded the limit. There are potential ramifications associated with exceeding this limit without relief which will be assessed at the discretion of the Exchange.

**OFF-BALANCE SHEET ARRANGEMENTS**

The Company does not have any off-balance sheet arrangements as at December 31, 2016 or as of the date of this report.

**TRANSACTIONS WITH RELATED PARTIES**

The Company's key management personnel has the authority and responsibility for planning, directing and controlling the activities of the Company and consists of its Directors, Chief Executive Officer (CEO) and Chief Financial Officer (CFO). Total compensation paid to the Company's key management personnel during the three-month period ended December 31, 2016 was \$nil (2015 - \$3,500). No share based-payments, post-employment or other long-term benefits were incurred with respect to key management personnel in respect of the forgoing periods.

During the three-month period ended December 31, 2016, an officer of the Company was reimbursed at cost for corporate development costs amounting to \$2,349 (2015 - \$2,957).

**FINANCIAL INSTRUMENTS**

Financial instruments include cash and accounts payable and accrued liabilities. The estimated fair value of these financial instruments approximates their carrying values because of the short term to maturity of these instruments. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from financial instruments. In regards to liquidity risk, the Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.

The Company currently has current liabilities of \$36,902 (December 31, 2015 - \$21,309) and current assets of \$31,116 (December 31, 2015 - \$nil). The Company has a working capital deficiency of \$5,786 (December 31, 2015 - working capital deficiency of \$20,577). The ability of the Company to survive is dependent on its ability to secure additional equity or other financings.

**CRITICAL ACCOUNTING ESTIMATES**

The financial statements have been prepared in accordance with accounting principles generally accepted in Canada and form the basis for the following discussion and analysis of critical accounting policies and

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estimates. The Company makes estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and related disclosure of contingent assets and liabilities during the course of preparing these financial statements.

Management has made a number of significant estimates and valuation assumptions, including the stock option valuations, going concern assumption, deferred income tax recognition and disclosures of contingent assets and liabilities at the date of the financial statements. These estimates and assumptions are based on present conditions and management's planned course of action as well as assumptions about future business and economic conditions. Should the underlying estimates change, the recorded amounts could change by a material amount.

For a detailed summary of the Company's significant accounting policies, the reader is directed to Note 3 of the Notes to the audited Financial Statements for the three-month period ended December 31, 2016 available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **ACCOUNTING AND REPORTING CHANGES**

#### **Effective for annual periods beginning on or after January 1, 2018**

IFRS 9, Financial Instruments – Classification and Measurement, is a new standard on financial instruments that will replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss.

The Company has not early adopted these revised standards and none of these standards are expected to have a material effect on the financial statements.

### **RISKS AND UNCERTAINTIES**

The Corporation has no active business or assets other than cash, accounts receivable and deferred transaction costs. The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

The Company competes with many Capital Pool Companies that are seeking suitable Qualifying Transactions. In addition, other Capital Pool Companies may have substantially greater financial and technical resources than the Company.

Any forward-looking information in this MD&A is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the Company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the company and other factors.

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**OTHER MATTERS**

**Legal proceedings**

There are no ongoing legal proceedings of any kind initiated by the Company or by third parties against the Company.

**Contingent liabilities**

At the date of MD&A, management was unaware of any outstanding contingent liability relating to the Company's activities.

**Disclosure Controls and Procedures**

The Chief Executive Officer and Chief Financial Officer ("CFO") are responsible for designing internal controls over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with IFRS. The design of the Company's internal control over financial reporting was assessed as of the date of this Management Discussion and Analysis.

Based on this assessment, it was determined that certain weaknesses existed in internal controls over financial reporting. As indicative of many small companies, the lack of segregation of duties and effective risk assessment were identified as areas where weaknesses existed. The existence of these weaknesses is to be compensated for by senior management monitoring, which exists. The officers will continue to monitor very closely all financial activities of the Company and increase the level of supervision in key areas. It is important to note that this issue would also require the Company to hire additional staff in order to provide greater segregation of duties. Since the increased costs of such hiring could threaten the Company's financial viability, management has chosen to disclose the potential risk in its filings and proceed with increased staffing only when the budgets and work load will enable the action.

The Company has attempted to mitigate these weaknesses, through a combination of extensive and detailed review by the CFO of the financial reports, the integrity and reputation of accounting personnel, and candid discussion of those risks with the audit committee.

**Business Risks**

The Company has a limited history of operations and has not yet entered into an agreement in principle to acquire or complete a qualifying transaction. The Company is currently in the process of identifying and evaluating opportunities and until such a time as it enters into an agreement to complete a qualifying transaction, there is no guarantee such a transaction will be completed. External financing, primarily through the issuance of common shares will be required to fund the Company's activities. There can be no assurance that the Company will be able to obtain adequate financing. The Securities of the Company should be considered a highly speculative investment. The following risk factors should be given special consideration when evaluating an investment in any of the Company's Securities:

Dilution: There are a number of outstanding securities and agreements pursuant to which common shares of the Company may be issued in the future. This will result in further dilution to the Company's shareholders.



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Revenues and Dividends: The Company has no revenues and does not expect to have any revenues in the foreseeable future. In the event that the Company generates any meaningful revenues in the future, then the Company intends to retain its earnings in order to finance further growth. Furthermore, the Company has not paid any dividends in the past and does not expect to pay any dividends in the future.

**OUTLOOK**

The Company's primary focus for the foreseeable future will be completing its identified qualifying transaction.

**APPROVAL**

The Board of Directors of the Company has approved the disclosures contained in this MD&A upon recommendation of the Audit Committee.

**EVENTS AFTER THE REPORTING DATE AND COMMITMENTS**

The Company continues to review its compliance with the requirements and restrictions in conjunction with Policy 2.4 of the TSXV.

**DIRECTORS AND OFFICERS**

Paul R. Ankcorn, *President, Chief Executive Officer and Director*  
Brian M. Cloney, *Chief Financial Officer, Corporate Secretary and Director*  
James M. Patterson, *Director*  
Harry Burgess, *Director*  
Kees C. Van Winters, *Director*

**DISCLOSURE OF OUTSTANDING SECURITIES AS AT FEBRUARY 28, 2017**

Outstanding common shares:	6,000,950
Share purchase and finders warrants:	nil
Stock options:	247,168, exercisable at \$0.20 per option and expiring January 28, 2020
Fully diluted:	6,248,118

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

In connection with Exemption Orders issued in November 2007 by each of the securities commissions across Canada, the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis.

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In contrast to the certificate under Multilateral Instrument (“MI”) 52-109 (Certification of Disclosure in Issuer’s Annual and Interim Filings), the Venture Issuer Basic Certification includes a ‘Note to Reader’ stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in MI 52-109.

**OTHER REQUIREMENTS**

Additional disclosure of the Company’s material change reports, new release and other information can be obtained on SEDAR at [www.sedar.com](http://www.sedar.com).