

**ACME RESOURCES CORP.**  
**200-20 Adelaide Street East**  
**Toronto, Ontario M5C 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 September 8, 2017, 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 September 8, 2017 (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 ULC, 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 September 14, 2017 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 September 8, 2017, 6,000,950 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, no 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.

### **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, 2016. The NEOs who are the focus of the CD&A and who appear in the compensation tables of this Information Circular are Paul R. Ankcorn, Chief Executive Officer of the Corporation (the “**CEO**”) and Brian M. Cloney, 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, 2016:

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 Ankcorn CEO	September 30, 2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Brian Cloney CFO and Secretary	September 30, 2016	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, 2016:

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, 2016, the last trading day during the year ended September 30, 2016.

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, 2016:

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, 2016, 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, 2016:**

The Corporation did not pay or accrue any directors’ fees during the year ended September 30, 2016.

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, 2016:

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

\* James M. Patterson is not standing for re-election as a director

**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, 2016:

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

\* James M. Patterson is not standing for re-election as a director

**Note:**

(1) Based on \$0.025 per Common Share, being the closing price of the Common Shares on September 30, 2016, the last trading day during the year ended September 30, 2016.

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, 2016:

<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

\* James M. Patterson is not standing for re-election as a director

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

The following table provides information as of September 30, 2016 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) nominees whose names are as follows: Paul R. Ankcorn, Brian M. Cloney, Harry Burgess, Brian Howlett and Kees Van Winters.

Management does not contemplate that any of the five (5) 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 R. ANKCORN Chief Executive Officer, Director Toronto, Ontario	Director and CEO of the Corporation; CFO, Tartisan Resources Corp. since April 2005, a CSE listed mineral exploration company; President, Remington Resources Inc., a TSX-listed mineral exploration company; director of Champion Iron Mines Limited; CFO and director of Great Lakes Graphite Inc.; director of FanCamp Exploration Limited; Pres of Cartier Iron Corporation	February 27, 2008	350,000
BRIAN M. CLONEY <sup>(1)(2)</sup> Chief Financial Officer, Secretary, Director Mississauga, Ontario	Principal, BMC Institutional Supplies & Services Inc., a private management, compliance and financial consulting company	February 27, 2008	325,000
KEES C. VAN WINTERS <sup>(1)</sup> Director Toronto, Ontario	Management consultant working with technology companies	February 27, 2008	250,000



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
BRIAN HOWLETT Director Nominee Montreal, Quebec	President and CEO of Dundee Sustainable Technologies; CEO and director of CR Capital; director of Nighthawk Gold Inc.; CFO, Pres and Director of Superior Copper Corp.; Director of Woulfe Mining Corp.; CFO and Director of Goldeye Exploration Ltd.; CFO of Eli Elologic Inc.; CFO of DNI Metals Inc.	N/A	Nil
HARRY BURGESS <sup>(1)</sup> Director Oakville, Ontario	Senior Associate of Micon International Limited  Director of Tartisan Resourcesw Inc.; director of Cartier Iron Corp.; director of Brigus Gold Corp.; director of Guynana Precious Metals Inc.; and director of Champion Iron Metals Inc.	February 27, 2008	175,000

**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. (“**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 (“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.

### **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 (Schedule “C” attached hereto).

#### **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 1,100,000 Common Shares representing approximately 18% 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. Voluntary Delisting**

In addition to the items of business set out in the Notice, shareholders will be asked at the Meeting to consider, and if thought fit, to pass, with or without variation, a resolution authorizing the Company to make application to voluntarily delist the Common Shares from the TSXV (the **“Delisting”**). The implementation of the Delisting is conditional upon the Company obtaining any necessary regulatory consents. The Delisting resolution also provides that the board of directors of the Company (the **“Board”**) is authorized, in its sole discretion, to determine not to proceed with the proposed Delisting, without further approval of the Company's shareholders. In particular, the Board may determine not to present the Delisting resolution to the Meeting or, if the Delisting resolution is presented to the Meeting and approved by shareholders, the Board may determine after the Meeting not to proceed with completion of the proposed Delisting.

Due to the depressed state of the junior natural resource market, management determined that the Corporation cannot meet the operational requirements of the TSXV. As a result, in connection with the search for, and the future acquisition of a mineral property of merit, the Company will seek the conditional approval to list the Common Shares on the Canadian Stock Exchange or other qualified exchange. In order to complete these business goals and maintain the Corporation as a going concern, the Company must delist from the TSXV.

Shareholders are being asked to approve the following special resolution:

**“BE IT RESOLVED THAT:**

1. The Corporation is hereby authorized to apply to voluntarily delist its securities from the TSX Venture Exchange;
2. The Corporation is further hereby authorized to seek approval from the Canadian Stock Exchange, or other qualified stock exchange, to list its securities for public trading;
3. Notwithstanding that this resolution has been duly approved by the shareholders of the Company, the board of directors of the Company, in its sole discretion and without the requirement to obtain any further approval from the shareholders of the Company, is hereby authorized and empowered to revoke this resolution at any time before it is acted upon without further approval from the shareholders;
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.

To be approved, the Delisting resolutions require the affirmative vote of (i) at least a majority of the votes cast on the Delisting resolutions at the Meeting, whether in person or by proxy; and (ii) “majority of the minority shareholder approval” obtained in accordance with the requirements of the TSXV, being at least a majority of the votes cast on the Delisting resolutions at the Meeting excluding votes attaching to Common Shares held by promoters, directors, officers and other insiders of the Company, whether in person or by proxy. To the knowledge of the Company, such persons own an aggregate of 4,991,950 Common Shares as of September 8, 2017, representing approximately 82% of all issued and outstanding Common Shares as of such date. **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.**

The board of directors of the Corporation unanimously recommends that Shareholders vote in favour of the voluntary delisting.

#### 5. **Share Consolidation**

As at the date hereof, the Corporation has 6,00,950 Common Shares issued and outstanding. It is proposed that the Corporation consolidate its shares, which will facilitate the Corporation’s ability to pursue financings for the ongoing exploration and development of its properties. Accordingly, management is of the view that it would be in the best interests of the Corporation and its shareholders to consolidate the Common Shares in the capital of the Corporation on the basis of one (1) new common share for up to every five (5) Common Shares currently outstanding, with the actual consolidation ratio to be determined by the Board of Directors in its discretion.

To consolidate the Common Shares of the Corporation, the articles of the Corporation must be amended. Such an amendment must be authorized by a special resolution of shareholders. Shareholders of the Corporation will therefore be asked at the Meeting to consider and, if thought advisable, to authorize by means of a special resolution, an amendment to the articles of the Corporation to consolidate the issued and

outstanding Common Shares of the Corporation by changing each one of the issued and outstanding Common Shares of the Corporation into such a fraction of a new common share of the Corporation as is determined by the Board of Directors, provided, however, that such fraction shall not be smaller than one fifth (0.20) of a new common share. No fractional common shares of the Corporation will be issued in connection with such consolidation and, in the event that a shareholder would otherwise be entitled to receive a fractional share upon such consolidation, the number of common shares of the Corporation to be received by such shareholder will be rounded down to the next lowest whole number of common shares. The Board of Directors will also have the authority to determine when to implement the consolidation.

If the consolidation is approved, with such consolidation anticipated to be on the basis of one (1) new common share for up to every five (5) old Common Shares, upon the new share consolidation becoming effective, the 6,000,950 issued and outstanding shares as at the date hereof would be consolidated into 1,200,190 issued and outstanding shares.

Following the Meeting, the Corporation intends to file Articles of Amendment pursuant to the *Business Corporations Act* (Ontario) to implement the consolidation. Once the Articles of Amendment have been filed effecting the share consolidation, the Corporation will send letters of transmittal to holders of Common Shares for use in transmitting their share certificates to the Corporation's Registrar and Transfer Agent, Capital Transfer Agency Inc., in exchange for new certificates representing the number of post-consolidated common shares to which such shareholder is entitled as a result of the consolidation. No delivery of a new share certificate to a shareholder will be made until the shareholder has surrendered his, her or its currently issued certificates for Common Shares. Until surrendered, each share certificate formerly representing old Common Shares will be deemed for all purposes to represent the number of post-consolidated common shares to which such holder is entitled as a result of the consolidation.

The consolidation of the Common Shares will not give rise to a capital gain or a capital loss under the *Income Tax Act* (Canada) for a shareholder who holds Common Shares as capital property. The aggregate adjusted cost base to the shareholder of his, her or its new common shares immediately after the consolidation will be equal to the aggregate adjusted cost base of his, her or its Common Shares immediately before the consolidation.

Pursuant to Section 168(1)(h) of the *Business Corporations Act* (Ontario), the articles of the Corporation shall be amended to consolidate the issued and outstanding Common Shares of the Corporation by changing each one of the issued and outstanding Common Shares of the Corporation into such a fraction of a Common Share of the Corporation as is determined by the Board of Directors in its discretion, provided, however, that such fraction shall not be smaller than one-fifth (0.20) of a Common Share;

No fractional shares shall be issued upon the consolidation and, in the case where the consolidation results in a shareholder of the Corporation otherwise becoming entitled to a fraction of a new Common Share, a downward adjustment shall be made to the next whole number of new Common Shares;

The effective date of such consolidation shall be the date shown on the Certificate of Amendment endorsed by the Director on such Articles of Amendment pursuant to Section 172 of the *Business Corporations Act* (Ontario);

Shareholders are being asked to approve the following special resolution:

**“BE IT RESOLVED THAT:**

1. Pursuant to Section 168(1)(h) of the *Business Corporations Act* (Ontario), the articles of the Corporation shall be amended to consolidate the issued and outstanding Common Shares of the Corporation by changing each one of the issued and outstanding Common Shares of the Corporation into such a fraction of a Common Share of the Corporation as is determined by the Board of Directors in its discretion, provided, however, that such fraction shall not be smaller than one-fifth (0.20) of a Common Share;
2. No fractional shares shall be issued upon the consolidation and, in the case where the consolidation results in a shareholder of the Corporation otherwise becoming entitled to a fraction of a new Common Share, a downward adjustment shall be made to the next whole number of new Common Shares;
3. The effective date of such consolidation shall be the date shown on the Certificate of Amendment endorsed by the Director on such Articles of Amendment pursuant to Section 172 of the *Business Corporations Act* (Ontario);
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, 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.
5. 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.
6. 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 SHARE CONSOLIDATION.**

The board of directors of the Corporation unanimously recommends that Shareholders vote in favour of the share consolidation.

6. **Change of Name**

As the Corporation considers to consolidate its shares, it will also consider to change the name of the Corporation to re-brand the Corporation post-consolidation. As of the date of this document a new corporate name has not been determined by the Board of Directors.

The effective date of such change of name shall be the date shown on the Certificate of Amendment endorsed by the Director on such Articles of Amendment pursuant to Section 172 of the *Business Corporations Act* (Ontario);

Shareholders are being asked to approve the following special resolution:

**“BE IT RESOLVED THAT:**

1. Pursuant to Section 168(1)(a) of the *Business Corporations Act* (Ontario), the articles of the Corporation shall be amended to change the name of the Corporation to such name as is determined by the Board of Directors in its discretion to be suitable or such variation thereof as the Director appointed pursuant to the *Business Corporations Act* (Ontario) may approve;
2. The effective date of such change of name shall be the date shown on the Certificate of Amendment endorsed by the Director on such Articles of Amendment pursuant to Section 172 of the *Business Corporations Act* (Ontario);
3. 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.
4. 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.
5. 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 share consolidation.

### **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 Brian M. Cloney, Harry Burgess and Kees C. Van Winters. Mr. Cloney is the Chairman of the Audit Committee. Mr. Cloney 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, 2016 and September 30, 2015.

	<b>Year Ended September 30, 2016</b>	<b>Year Ended September 30, 2015</b>
	<b>(\$)</b>	<b>(\$)</b>
Audit Fees <sup>(1)</sup>	7,000	8,000
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, 2016, 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, Paul R. Ankcorn and Brian M. Cloney are non-independent directors due to their current positions as members of management of the Corporation. Kees C. Van Winters, Harry Burgess and Brian Howlett (director nominee) are independent directors.

Details of directorships held by the directors in other public issuers, if any, are set out in Schedule "B" 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, 2016, the year ended September 30, 2015 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, 2016. 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 200-20 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 8<sup>th</sup> day of September, 2017.

**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 R. 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 11-2012
	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 06-2016
	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 04-2015
	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.	CSE	CFO, Director	04-2008 to 12-2015
	Superior Canadian Resources Inc.	TSXV	Director	12-2008 to 06-2013
	Harte Gold Corp.	TSXV	CFO, Director	03-2008 to 08-2008
	Goldtrain Resources Inc.	CSE	Director	04-2009 to 10-2011
	Lamalee Iron Ore Ltd.	CSE	Director	12-2013 to 02-2014
	Cartier Iron Corporation	CSE	President	06-2012 to 07-2013
	Bear Lake Gold Ltd.	TSXV	Director	06-2003 to 12-2012
	Champion Iron Mines Limited	TSX	Director	03-2013 to 06-2016
	N.W.T. Copper Mines Limited	N/A	CFO, Director	07-2010 to present
Fancamp Exploration Limited	TSXV	Director	09-2012 to present	
Brian M. Cloney	HMZ Metals Inc.	CSE	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.	CSE	Director	09-2007 to 11-2013
	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
Group Ten Metals Inc.	TSXV	Director	03-2014 to 06-2016	
Kees C. Van Winters	Panda Capital Inc.	TSXV	Director	04-2007 to 04-2017

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	Term
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
	Cartier Iron Corporation	CNQ/CSE	Director	06-2015 to present
	Brigus Gold Corp.	TSX	Director	10-2010 to 12-2013
	Tartisan Resources Corp.	CNQ/CSE	Director	11-2010 to 12-2015
	Mag Copper Inc.	CNQ/CSE	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
	Goldgroup Mining Inc.	TSX	Director	08-2017 to present
	Champion Iron Mines Limited	TSX	Director	08-2013 to 03-2014
Brian Howlett	CR Capital Corp.	TSXV	CEO and Director	04-2013 to present
	Nighthawk Gold Inc.	TSXV	Director	06-2016 to present
	Dundee Sustainable Technologies	CSE	Director	11-2016 to present
	Superior Copper Corp.	TSX	CEO, Pres and Director	06-2012 to 06-2016
	Wolfe Mining Corp.	CSE	Director	03-2015 to 09-2015
	Goldeye Exploration Ltd.;	TSXV	CFO and Director	08-2011 to 06-2014
	Eli Elologic Inc.	CSE	CFO	07-1988 to 10-2010
	Dumont Nickel Inc.	CSE	Director	07-2007 to 10-2007
	DNI Metals Inc.	TSXV	CFO	02-2016 to 08-2016

## SCHEDULE "C"

### ACME RESOURCES CORP.

#### STOCK OPTION PLAN

#### 1. PURPOSE OF PLAN

- 1.1 The purpose of the Plan is to attract, retain and motivate persons as directors, officers, key employees and consultants of the Corporation and its Subsidiaries and to advance the interests of the Corporation by providing such persons with the opportunity, through share options, to acquire an increased proprietary interest in the Corporation.

#### 2. DEFINED TERMS

Where used herein, the following terms shall have the following meanings, respectively:

- 2.1 "Board" means the board of directors of the Corporation or, if established and duly authorized to act, the Executive Committee or another Committee appointed for such purpose by the board of directors of the Corporation;
- 2.2 "Business Day" means any day, other than a Saturday or a Sunday, on which the Exchange is open for trading and if the Corporation is not listed on any exchange, any day when the major chartered banks in Toronto are open for business;
- 2.3 "Consultant" means an individual (including an individual whose services are contracted through a personal holding corporation) with whom the Corporation or any Subsidiary has a contract for substantial services;
- 2.4 "Corporation" means ACME Resources Corp. and includes any successor corporation thereto and any subsidiary thereof;
- 2.5 "Eligible Person" means any director, officer, employee (part-time or full-time), service provider or Consultant of the Corporation or any Subsidiary;
- 2.6 "Exchange" means the TSXV Exchange and, where the context permits, any other exchange on which the Shares are or may be listed from time to time;
- 2.7 "Insider" means:
- (a) an Insider as defined under Section 1 (1) of the *Securities Act* (Ontario), other than a person who falls within that definition solely by virtue of being a director or senior officer of a Subsidiary; and
  - (b) an associate as defined under Section 1 (1) of the *Securities Act* (Ontario) of any person who is an insider by virtue of (a) above;
- 2.8 "Market Price" at any date in respect of the Shares shall be the greatest closing price of such Shares on any Exchange on the last Business Day preceding the date on which the Option is approved by the Board (or, if such Shares are not then listed and posted for trading on the Exchange, on such stock exchange in Canada on which the Shares are listed and posted for trading as may be selected for such purpose by the Board). In the event that such Shares did not trade on such Business Day, the Market Price shall be the average of the bid and ask prices in respect of such Shares at the close of trading on such date. In the event that such Shares are not listed and posted for trading on any stock exchange, the Market Price shall be the fair market value of such Shares as determined by the Board in its sole discretion;
- 2.9 "Option" means an option to purchase Shares granted under the Plan;

- 2.10 “Option Price” means the price per Share at which Shares may be purchased under the Option, as the same may be adjusted from time to time in accordance with Article 8;
- 2.11 “Optionee” means an Eligible Person to whom an Option has been granted;
- 2.12 “Person” means an individual, a corporation, a partnership, an unincorporated association or organization, a trust, a government or department or agency thereof and the heirs, executors, administrators or other legal representatives of an individual and an associate or affiliate of any thereof as such terms are defined in the *Business Corporations Act* (Ontario);
- 2.13 “Plan” means the ACME Resources Corp. Stock Option Plan, as the same may be amended or varied from time to time;
- 2.14 “Share Compensation Arrangement” means any stock option, stock option plan, employee stock purchase plan or any other compensation or incentive mechanism involving the issuance or potential issuance of Shares, including a share purchase from treasury which is financially assisted by the Corporation by way of a loan, guarantee or otherwise;
- 2.15 “Shares” means the common shares of the Corporation or, in the event of an adjustment contemplated by Article 8, such other shares or securities to which an Optionee may be entitled upon the exercise of an Option as a result of such adjustment; and
- 2.16 “Subsidiary” means any corporation which is a subsidiary as such term is defined in the *Business Corporations Act* (Ontario) (as such provision is from time to time amended, varied or re-enacted) of the Corporation.

### **3. ADMINISTRATION OF THE PLAN**

- 3.1 The Plan shall be administered in accordance with the rules and policies of the Exchange in respect of employee stock option plans by the Board. The Board shall receive recommendations of management and shall determine and designate from time to time those directors, officers, employees and Consultants of the Corporation or its Subsidiaries to whom an Option should be granted and the number of Shares, which will be optioned from time to time to any Eligible Person and the terms and conditions of the grant.
- 3.2 The Board shall have the power, where consistent with the general purpose and intent of the Plan and subject to the specific provisions of the Plan:
- (a) to establish policies and to adopt, prescribe, amend or vary rules and regulations for carrying out the purposes, provisions and administration of the Plan and make all other determinations necessary or advisable for its administration;
  - (b) to interpret and construe the Plan and to determine all questions arising out of the Plan and any Option granted pursuant to the Plan and any such interpretation, construction or determination made by the Board shall be final, binding and conclusive for all purposes;
  - (c) to determine which Eligible Persons are granted Options and to grant Options;
  - (d) to determine the number of Shares covered by each Option;
  - (e) to determine the Option Price;
  - (f) to determine the time or times when Options will be granted and exercisable;
  - (g) to determine if the Shares which are subject to an Option will be subject to any restrictions upon the exercise of such Option; and

- (h) to prescribe the form of the instruments relating to the grant, exercise and other terms of Options which initially shall be substantially in the form annexed hereto as Schedule "C-1".

#### **4. SHARES SUBJECT TO THE PLAN**

- 4.1 Options may be granted in respect of authorized and unissued Shares provided that, the maximum aggregate number of Shares reserved by the Corporation for issuance and which may be purchased upon the exercise of all Options, subject to adjustment of such number pursuant to the provisions of Section 8 hereof, shall not exceed 10% of the then issued and outstanding Shares of the Corporation. Shares in respect of which Options are not exercised shall be available for subsequent Options under the Plan. No fractional Shares may be purchased or issued under the Plan.

#### **5. ELIGIBILITY; GRANT; TERMS OF OPTIONS**

- 5.1 Options may be granted to Eligible Persons. The Corporation covenants that all employees, service providers, Consultants or individuals employed by companies providing management services to the Corporation shall be bona fide employees, service providers, Consultants or employees of such Consultants or service providers of the Corporation or its subsidiaries.
- 5.2 Options may be granted by the Corporation pursuant to the recommendations of the Board from time to time provided and to the extent that such decisions are approved by the Board.
- 5.3 Subject to the provisions of this Plan, the number of Shares subject to each Option, the Option Price, the expiration date of each Option, the extent to which each Option is exercisable from time to time during the term of the Option and other terms and conditions relating to each such Option shall be determined by the Board. At no time shall the period during which an Option shall be exercisable exceed 5 years.
- 5.4 In the event that no specific determination is made by the Board with respect to any of the following matters, the period during which an Option shall be exercisable shall be 5 years from the date the Option is granted to the Optionee and the Options shall vest on the date of the grant save and except that Options granted to persons employed in Investor Relations Activities (as defined in the policies of the Exchange) shall vest in stages over 12 months with no more than  $\frac{1}{4}$  of the Options vesting in any three month period from the date of grant.
- 5.5 The Option Price of Shares which are the subject of any Option shall in no circumstances be lower than the Market Price of the Shares at the date of the grant of the Option.
- 5.6 The maximum number of Shares which may be reserved for issuance to any one Optionee under this Plan or under any other Share Compensation Arrangement shall not exceed 5% of the Shares outstanding at the date of the grant (on a non-diluted basis) in any 12 month period.
- 5.7 The maximum number of Shares which may be reserved for issuance to Insiders under the Plan or under any other Share Compensation Arrangement shall be 10% of the Shares outstanding at the date of the grant (on a non-diluted basis).
- 5.8 The maximum number of Shares which may be issued to any one Insider and such Insider's associates under the Plan and any other Share Compensation Arrangement in any 12 month period shall be 5% of the Shares outstanding at the date of the issuance (on a non-diluted basis). The maximum number of Shares which may be issued to any Insiders under the Plan and any other Share Compensation Arrangement in any 12 month period shall be 10% of the Shares outstanding at the date of the issuance (on a non-diluted basis).
- 5.9 The maximum number of shares which may be reserved for issuance to persons employed in Investor Relations Activities under the Plan or under any other Share Compensation Arrangement in any 12 month period shall not exceed 2% of the Shares outstanding at the date of grant (on a non-diluted basis).



- 5.10 The maximum number of shares which may be reserved for issuance to any one person employed as a Consultant under the Plan or any other Share Compensation Arrangement shall not exceed 2% of the Shares outstanding at the date of the grant (on a non-diluted basis).
- 5.11 Any entitlement to acquire Shares granted pursuant to the Plan or any other Share Compensation Arrangement prior to the Optionee becoming an Insider shall be excluded for the purposes of the limits set out in 5.7 and 5.8 above.
- 5.12 An Option is personal to the Optionee and is non-assignable and non-transferable.
- 5.13 If required by Exchange policies, disinterested shareholder approval shall be required for any reduction in the exercise price or extension of the term of the Options if the optionholder is an Insider of the Corporation at the time of a proposed amendment to the exercise price or extension of the term.

## **6. EXERCISE OF OPTIONS**

- 6.1 Subject to the provisions of the Plan, an Option may be exercised from time to time by delivery to the Corporation at its registered office of a written notice of exercise addressed to the Secretary of the Corporation specifying the number of Shares with respect to which the Option is being exercised and accompanied by payment in full of the Option Price of the Shares to be purchased. Certificates for such Shares shall be issued and delivered to the Optionee within a reasonable period of time following the receipt of such notice and payment.
- 6.2 Notwithstanding any of the provisions contained in the Plan or in any Option, the Corporation's obligation to issue Shares to an Optionee pursuant to the exercise of an Option shall be subject to:
- (a) completion of such registration or other qualification of such Shares or obtaining approval of such governmental or regulatory authority as counsel to the Corporation shall reasonably determine to be necessary or advisable in connection with the authorization, issuance or sale thereof; and
  - (b) the receipt from the Optionee of such representations, agreements and undertakings, including as to future dealings in such Shares, as the Corporation or its counsel reasonably determines to be necessary or advisable in order to safeguard against the violation of the securities laws of any jurisdiction.

In this connection the Corporation shall, to the extent necessary, take all reasonable steps to obtain such approvals, registrations and qualifications as may be necessary for the issuance of such Shares in compliance with applicable securities laws and for the listing of such Shares on the Exchange.

## **7. TERMINATION OF EMPLOYMENT: DEATH**

- 7.1 Subject to Section 7.2 and any express resolution passed by the Board with respect to an Option, an Option, and all rights to purchase pursuant thereto, shall expire and terminate 30 days after the Optionee ceasing to be a director, officer or a part-time or full-time employee or service provider of the Corporation or of any Subsidiary. The entitlement of a Consultant to Options including the termination thereof shall be in accordance with the terms of the consulting agreement entered into between the Corporation or the Subsidiary and the Consultant.
- 7.2 If, before the expiry of an Option in accordance with the terms thereof, the employment of the Optionee with the Corporation or with any Subsidiary shall terminate, in either case by reason of the death of the Optionee, such Option may, subject to the terms thereof and any other terms of the Plan, be exercised by the legal representative(s) of the estate of the Optionee at any time during the first six months following the death of the Optionee (but prior to the expiry of the Option in accordance with the terms thereof) but only to the extent that the Optionee was entitled to exercise such Option at the date of the termination of his employment.

7.3 Options shall not be affected by any change of employment of the Optionee or by the Optionee ceasing to be a director where the Optionee continues to be employed by the Corporation or continues to be a director of the Subsidiary or an officer of the Corporation or any Subsidiary.

## **8. CHANGE IN CONTROL AND CERTAIN ADJUSTMENTS**

8.1 Notwithstanding any other provision of this Plan in the event of:

- (a) the acquisition by any Person who was not, immediately prior to the effective time of the acquisition, a registered or a beneficial shareholder in the Corporation, of Shares or rights or options to acquire Shares of the Corporation or securities which are convertible into Shares of the Corporation or any combination thereof such that after the completion of such acquisition such Person would be entitled to exercise 30% or more of the votes entitled to be cast at a meeting of the shareholders; or
- (b) the sale by the Corporation of all or substantially all of the property or assets of the Corporation;

then notwithstanding that at the effective time of such transaction the Optionee may not be entitled to all the Shares granted by the Option, the Optionee shall be entitled to exercise the Options to the full amount of the Shares remaining at that time within 90 days of the close of any such transaction.

8.2 Appropriate adjustments with respect to Options granted or to be granted, in the number of Shares optioned and in the Option Price, shall be made by the Board to give effect to adjustments in the number of Shares of the Corporation resulting from subdivisions, consolidations or reclassifications of the Shares of the Corporation, the payment of stock dividends or cash dividends by the Corporation (other than dividends in the ordinary course), the distribution of securities, property or assets by way of dividend or otherwise (other than dividends in the ordinary course), or other relevant changes in the capital stock of the Corporation or the amalgamation or merger of the Corporation with or into any other entity, subsequent to the approval of the Plan by the Board. The appropriate adjustment in any particular circumstance shall be conclusively determined by the Board in its sole discretion, subject to approval by the Shareholders of the Corporation and to acceptance by the Exchange respectively, if applicable.

## **9. AMENDMENT OR DISCONTINUANCE**

9.1 The Board may amend or discontinue the Plan at any time upon receipt of requisite regulatory approval including without limitation, the approval of the Exchange, provided, however, that no such amendment may increase the maximum number of Shares that may be optioned under the Plan, change the manner of determining the minimum Option Price or, without the consent of the Optionee, alter or impair any of the terms of any Option previously granted to an Optionee under the Plan. Any amendments to the terms of an Option shall also require regulatory approval, including without limitation, the approval of the Exchange.

## **10. MISCELLANEOUS PROVISIONS**

10.1 The holder of an Option shall not have any rights as a shareholder of the Corporation with respect to any of the Shares covered by such Option until such holder shall have exercised such Option in accordance with the terms of the Plan (including tendering payment in full of the Option Price of the Shares in respect of which the Option is being exercised) and the issuance of Shares by the Corporation.

10.2 Nothing in the Plan or any Option shall confer upon an Optionee any right to continue in the employ of the Corporation or any Subsidiary or affect in any way the right of the Corporation or any Subsidiary to terminate his employment at any time; nor shall anything in the Plan or any Option be deemed or construed to constitute an agreement, or an expression of intent, on the part of the Corporation or any Subsidiary to extend the employment of any Optionee beyond the time which he would normally be retired pursuant to the provisions of any present or future retirement plan of the Corporation or any Subsidiary or beyond the time at which he would otherwise be retired pursuant to the provisions of any contract of employment with the Corporation or any Subsidiary.

- 10.3 To the extent required by law or regulatory policy or necessary to allow Shares issued on exercise of an Option to be free of resale restrictions, the Corporation shall report the grant, exercise or termination of the Option to the Exchange and the appropriate securities regulatory authorities.

**11. SHAREHOLDER AND REGULATORY APPROVAL**

- 11.1 The Plan shall be subject to the approval of the shareholders of the Corporation to be given by a resolution passed at a meeting of the shareholders of the Corporation in accordance with the Business Corporations Act, (Ontario) and to acceptance by the Exchange, if applicable. Any Options granted prior to such approval and acceptances shall be conditional upon such approval and acceptance being given and no such Options may be exercised unless such approval and acceptance is given.

**SCHEDULE “C-1”**

**CERTIFICATE OF  
ACME RESOURCES CORP.**

**ACME RESOURCES CORP.** (the “Corporation”), for good and valuable consideration, hereby grants to the Optionee set forth below an Option to purchase common shares of the Corporation. The Option shall be subject to the terms and conditions set forth in the **ACME RESOURCES CORP.** Stock Option Plan, as the same may be amended or replaced from time to time (the “Plan”), and in addition shall be subject to the terms set forth below:

Optionee	:	_____
Position with the Corporation	:	_____
Number of Shares	:	_____
Option Price	:	_____
Expiry Date of Option	:	_____
Rights of Exercise	:	_____

On the close of business on the Expiry Date, the Options granted will expire and terminate and be of no further force and effect whatsoever as to the Shares for which the Option hereby granted has not been exercised.

By his acceptance of this certificate and the Option considered hereby, the Optionee confirms that the Option and all shares purchased upon any exercise of the Option have been and will be acquired for investment purposes only and not with a view to distribution or transfer and will be held for his own individual account.

Where used herein defined terms shall have the respective meanings attributed thereto in the Plan.

**DATED** this            day of            , 20    .

**ACME RESOURCES CORP.**

Per: \_\_\_\_\_

The undersigned hereby acknowledges receipt of a copy of the Plan and accepts and agrees to the grant of this Option on the terms and conditions set forth herein and in the Plan effective as of the date above written.

\_\_\_\_\_  
*(Signature of Optionee)*