

**FORM OF OPTION AGREEMENT**

Brigade Resource Corp. (the “**Company**”) hereby grants the undersigned (the “**Optionee**”) incentive stock options to purchase common shares of the Company (the “**Options**”) in accordance with the Company’s stock option plan, as amended from time to time (the “**Plan**”), according to the following terms. The Optionee acknowledges that the grant of Options is subject to (a) the Plan; (b) the regulations and provisions of the British Columbia Securities Commission, the Ontario Securities Commission and any other applicable provincial securities commission; and (c) the approval of the Canadian Securities Exchange or other stock exchange, as applicable.

Name of Optionee: \_\_\_\_\_ Jon Sherron \_\_\_\_\_

Address: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Position with the Company: \_\_\_\_\_ Director \_\_\_\_\_

Number of Options: \_\_\_\_\_ 200,000 \_\_\_\_\_

Exercise Price: \_\_\_\_\_ \$0.20 \_\_\_\_\_

Date of Grant: \_\_\_\_\_ May 22, 2015 \_\_\_\_\_

Expiry Date: \_\_\_\_\_ 5 years following the Grant Date \_\_\_\_\_

Vesting Schedule: All of the Options shall vest immediately unless otherwise described in the table below.

Period	% of Shares Vested

IN WITNESS WHEREOF, the Company and Optionee have caused this Agreement to be duly executed as of the date first written above.

**BRIGADE RESOURCE CORP.**

Per: “Karl Antonius”  
 \_\_\_\_\_  
 Authorized Signatory

“J. Sherron”  
 \_\_\_\_\_  
**OPTIONEE**