

**Form 62-103F1**  
***Required Disclosure Under The Early Warning Requirements***

**State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.**

This report amends the report filed by Waratah (as defined below) dated September 21, 2022.

**Item 1 – Security and Reporting Issuer**

**1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

Common shares (“**Shares**”) in the capital of ACME Lithium Inc. (the “**Issuer**”)

The Issuer’s head office is located at:

300 - 2015 Burrard Street  
Vancouver, British Columbia  
V6J 3H4

All figures stated in this report are in Canadian dollars.

**1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

Not applicable.

**Item 2 – Identity of the Acquiror**

**2.1 State the name and address of the acquiror.**

Waratah Capital Advisors Ltd. (“**Waratah**”)

1133 Yonge Street, 5th Floor  
Toronto, Ontario  
M4T 2Y7

Waratah, a corporation incorporated under the *Business Corporations Act* (Ontario) is a registered investment adviser under the *Investment Advisers Act of 1940* of the United States that provides investment management services to Electrification and Decarbonization AIE LP (“**E&D**”).

**2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On March 15, 2023 (the “**Closing Date**”), Lithium Royalty Corp. (“**LRC**”) closed its initial public offering (the “**Offering**”) of 8,824,000 Common Shares issued at a price of \$17.00 per Common Share, for aggregate gross proceeds of \$150,008,000, pursuant to LRC’s supplemented PREP prospectus dated March 8, 2023 (the “**Prospectus**”).

On or around March 12, 2023, in connection with the Offering, LRC completed a series of transactions (the “**Pre-Closing Reorganization**”) pursuant to which, among other things and as further described in the Prospectus, LRC disposed of certain portfolio securities, offtakes and working interests held by LRC, including by transferring 473,542 Shares and 236,771 Share purchase warrants of the Issuer (“**Warrants**”) to LI Equities Investments LP (“**Equities LP**”), in exchange for aggregate consideration of 35,051,348 limited partnership units in Equities LP. As part of the Pre-Closing Reorganization, the limited partnership units of Equities LP were distributed to the shareholders of LRC prior to the Pre-Closing Reorganization. Waratah and its affiliates hold an aggregate of 65.75% of the units, and Waratah is the investment manager, of Equities LP. Accordingly, Waratah retains control and direction over the securities of the Issuer held by Equities LP.

For further information on the transactions described herein, please see the press release of LRC dated March 15, 2023, available under LRC’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**2.3 State the names of any joint actors.**

E&D and Equities LP may be considered joint actors of Waratah for the purposes of this report.

**Item 3 – Interest in Securities of the Reporting Issuer**

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s securityholding percentage in the class of securities.**

Prior to the completion of the Pre-Closing Reorganization, Waratah had control or direction over 6,502,695 Shares and 3,071,498 Warrants, of which E&D beneficially owned 6,029,153 Shares and 2,834,727 Warrants and LRC beneficially owned 473,542 Shares and 236,771 Warrants, representing an aggregate of approximately 15.60% of the issued and outstanding Shares (calculated on a partially-diluted basis), and assuming 58,371,067 Shares are issued and outstanding.

Following the completion of the Pre-Closing Reorganization and as of the date of this report, Waratah had control or direction over 6,502,695 Shares and 3,071,498 Warrants. E&D beneficially owns 6,029,153 Shares and 2,834,727 Warrants and Equities LP beneficially owns 473,542 Shares and 236,771 Warrants, representing an aggregate of

approximately 15.60% of the issued and outstanding Shares (calculated on a partially-diluted basis), and assuming 58,371,067 Shares are issued and outstanding.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.**

See Items 2.2. and 3.1.

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

See Item 3.1.

**3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

**(a) the acquiror, either alone or together with any joint actors, has ownership and control,**

See Item 3.1.

**(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

**(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

**3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

**State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### **Item 4 – Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

See Item 2.2.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 2.2.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

#### **Item 5 – Purpose of the Transaction**

**State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions**

which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

The securities of the Issuer were acquired for general investment purposes. Depending on various factors, including, without limitation, market conditions, general economic and industry conditions, the Issuer's business and financial condition and/or any other factors that Waratah and its joint actors may deem relevant, Waratah and its joint actors may take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, acquiring, exercising, converting, exchanging, selling, distributing to their investors or members or otherwise disposing of securities of the Issuer or securities exercisable for, or convertible or exchangeable into, securities of the Issuer and/or developing plans or intentions or taking actions which relate to or would result in one or more of the transactions or matters referred to in paragraphs (a) through (k) above.

#### **Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

**Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees,**

**joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.**

Not applicable.

#### **Item 7 – Change in Material Fact**

**If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.**

This report amends the report filed by Waratah dated September 21, 2022.

#### **Item 8 – Exemption**

**If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.**

Not applicable.

**Item 9 – Certification**

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated on March 15, 2023

**WARATAH CAPITAL ADVISORS LTD.**

*(signed) Philip Panet* \_\_\_\_\_

By: Philip Panet, SVP General Counsel