



NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

FOR THE

ANNUAL MEETING OF SHAREHOLDERS

to be held at the offices of Stikeman Elliott LLP, 199 Bay Street, Commerce Court West, 53rd Floor, Toronto,
Ontario
at 11:00 a.m. (Toronto time) on June 27, 2019

May 15, 2019

These materials are important and require your immediate attention. They require Shareholders to make important decisions. If you are in doubt as to how to deal with these materials or the matters they describe, please contact your financial, legal, tax or other professional advisors.

TABLE OF CONTENTS

BUSINESS OF THE MEETING.....	3	DIRECTORS' AND OFFICERS' LIABILITY	
PRESENTATION OF FINANCIAL STATEMENTS	3	INSURANCE.....	36
ELECTION OF DIRECTORS	4	GENERAL PROXY MATTERS	36
RE-APPOINTMENT OF AUDITORS	9	ADDITIONAL INFORMATION	39
STATEMENT OF EXECUTIVE		DIRECTORS' APPROVAL	40
COMPENSATION.....	10		
STATEMENT OF CORPORATE GOVERNANCE			
PRACTICES.....	29		
SCHEDULE A - BOARD OF DIRECTORS CHARTER			

ACERUS PHARMACEUTICALS CORPORATION

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

to be held on, June 27, 2019

NOTICE IS HEREBY GIVEN that the annual meeting (the "**Meeting**") of the holders of common shares ("**Shareholders**") of Acerus Pharmaceuticals Corporation ("**Acerus**") will be held at the offices of Stikeman Elliott LLP, 199 Bay Street, Commerce Court West, 53rd Floor, Toronto, Ontario at 11:00 a.m. (Toronto time) on June 27, 2019 for the following purposes:

- (a) to receive and consider before the Shareholders the consolidated financial statements of Acerus, for the year ended December 31, 2018, including the auditors' report thereon;
- (b) to elect directors for Acerus (the "**Directors**") who will serve until the end of the next annual Shareholder meeting or until their successors are appointed;
- (c) to appoint the auditors of Acerus for the ensuing year;
- (d) to transact such further and other business as may properly be brought before the Meeting or any adjournments or postponements thereof.

The specific details of the matters to be put before the Meeting are set forth in the Information Circular. For further information regarding the record date for determination of Shareholders entitled to receive notice of and to vote at the Meeting as well as general proxy matters, see "General Proxy Matters" at page 36 in the Information Circular.

Shareholders who are unable to attend the Meeting are encouraged to complete, sign and return the enclosed form of proxy. To be valid, proxies must be received by Acerus' registrar and transfer agent, TSX Trust Company, at its Toronto office no later than 11:00 a.m. (Toronto time) on Tuesday, June 25, 2019 or with the Chairman of the Meeting before the commencement of the Meeting, or if the Meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, proceeding the time of such adjourned or postponed Meeting or with the Chairman of the Meeting before the commencement of such adjourned or postponed Meeting. Notwithstanding the foregoing, the Chairman of the Meeting has the discretion to accept proxies received after such deadline and the time limit for the deposit of proxies may also be waived or extended by the Chairman of the Meeting at his or her discretion, without notice.

Dated at Toronto, Ontario, this 15th day of May 2019.

**BY ORDER OF THE BOARD OF DIRECTORS OF
ACERUS PHARMACEUTICALS
CORPORATION**

by: (*Signed*) *Edward Gudaitis*

Name: Edward Gudaitis

Title: President and Chief Executive Officer

MANAGEMENT INFORMATION CIRCULAR

Introduction

This management information circular (the “Circular”) is furnished to the holders of common shares (the “Shareholders”) in connection with the solicitation of proxies by and on behalf of the management of Acerus Pharmaceuticals Corporation (“Acerus”) for use at the annual meeting (the “Meeting”) and any adjournment or postponement thereof, for the purposes set forth in the attached Notice of Annual Meeting of Shareholders (the “Notice”).

This Circular, the Notice, the accompanying form of proxy and, where applicable, Acerus’ consolidated financial statements for the year ended December 31, 2018 (the “Financial Statements”) and management discussion and analysis (“MD&A”) are being mailed to shareholders of record of Acerus as of the close of business on May 15, 2019 (the “Record Date”). Acerus is not relying on the notice-and-access provisions of applicable securities laws for delivery of proxy-related materials to Shareholders. Acerus will bear all costs associated with the preparation and mailing of this Circular, the Notice, the accompanying form(s) of proxy and Acerus’ Financial Statements and MD&A, as well as the cost of the solicitation of proxies. The solicitation will be primarily by mail; however, officers and regular employees of Acerus may also directly solicit proxies (but not for additional compensation) personally, by telephone, by telefax or by other means of electronic transmission. Banks, brokerage houses and other custodians and nominees or fiduciaries will be requested to forward proxy solicitation material to their principals and to obtain authorizations for the execution of proxies and will be reimbursed for their reasonable expenses in doing so.

All information contained in this Circular is given as of May 15, 2019 unless otherwise specifically stated.

Currency

All dollar amounts set forth in this Circular are in United States (“U.S.”) dollars, except where otherwise indicated.

ACERUS

Acerus is a Canadian-based specialty pharmaceutical company focused on the development, manufacture, marketing and distribution of innovative, branded products that improve patient experience, with a primary focus in the field of men's and women's health. Acerus commercializes its products via its own salesforce in Canada, and through a global network of licensed distributors in the U.S. and other territories.

Acerus currently has three marketed products: ESTRACE®, a product for the symptomatic relief of menopausal symptoms, is commercialized in Canada; NATESTO®, the first and only testosterone nasal gel for testosterone replacement therapy in adult males diagnosed with hypogonadism, is commercialized in Canada and the U.S.; and URIVARX®, a Natural Health Product that helps reduce symptoms of hyperactive bladder such as daytime urinary frequency, urgency and nocturia that is commercialized in Canada. NATESTO® has also been licensed for distribution in 69 additional countries worldwide. Marketing approvals in jurisdictions outside of North America are expected to take place over the course of the coming years. On June 14, 2018, Acerus reported that South Korea's Ministry of Food and Drug Safety (MFDS) approved NATESTO® for the treatment of hypogonadism. Acerus anticipates that NATESTO® will launch in South Korea shortly. Acerus' pipeline includes six innovative products: STENDRA™ which contains a new chemical entity avanafil, a PDE5 inhibitor for the treatment of erectile dysfunction, that has been approved by the U.S. Food and Drug Administration (FDA) and the EU European Medicines Agency (EMA) and is commercialized in the U.S. under the trade name STENDRA™ and in the EU under the trade name SPEDRA®. On March 4, 2019, Acerus announced that it submitted an NDS to Health Canada to obtain marketing approval for STENDRA™ in Canada; LIDBREE™, a short acting lidocaine formulation delivered through a proprietary device into the vaginal mucosal tissue; ELEGANT™ Vaginal Moisturizer, which provides comfort to women suffering from vaginal dryness, and ELEGANT™ pH, which is a pH balanced vaginal product; GYNOFLOR™, an ultra-low dose vaginal estrogen combined with a probiotic, for the treatment of vaginal atrophy, for which a New Drug Submission ("NDS") had been filed in Canada for the treatment of vaginal atrophy. On January 25, 2019, Acerus announced that it had received a Notice of Deficiency-Withdrawal Letter from Health Canada for its GYNOFLOR™ NDS. Acerus decided not to file a Request for Reconsideration of the Notice of Deficiency-Withdrawal Letter and has informed Medinova AG ("**Medinova**"), the entity with whom Acerus entered into a license and supply agreement granting Acerus exclusive rights to commercialize GYNOFLOR™ in Canada, that further studies will be needed in order for GYNOFLOR™ to be approvable by Health Canada. Under the agreement with Medinova, neither Acerus nor Medinova is obligated to conduct such further studies. If no further studies are conducted, then Acerus will not resubmit the GYNOFLOR™ dossier to Health Canada at this time. Acerus and Medinova will continue to work on areas of possible further collaboration; and TEFINA™, a clinical stage product aimed at addressing a significant unmet need for women with female sexual dysfunction. Finally, Acerus is working on expanding its product portfolio by leveraging its proprietary delivery systems, patents and formulation expertise. As such, Acerus has a number of products in various stages of development. One of these projects relates to cannabinoids (whether synthetic or naturally derived cannabinoids) to be delivered intranasally to patients, which may have multiple possible therapeutic applications (the "**Cannabinoids Initiative**"). Acerus has filed patent applications on the Cannabinoids Initiative and achieved first positive results from dosing of subjects in a Phase I clinical trial test with a proprietary intranasal formulation of nasal tetrahydrocannabinol THC-rich cannabis oil in healthy volunteers. Acerus is actively looking at potential partnering transactions for these initiatives.

Acerus was incorporated under the *Business Corporations Act* (Ontario) (the "**OBCA**") on July 15, 2009 as J5 Acquisition Corp. ("**J5**"). From incorporation until July 11, 2011, when J5 amended its articles of incorporation to change its name to "Trimel Pharmaceuticals Corporation", the corporation operated as a "capital pool company" pursuant to Policy 2.4 of the TSX Venture Exchange Corporate Finance Manual. On July 14, 2011, J5 (Barbados), Inc., a wholly-owned subsidiary of J5 incorporated under Barbados law, amalgamated with Trimel BioPharma Holdings Inc. ("**Trimel Holdings**") under the name "Trimel

BioPharma Holdings Inc.” Upon completion of the amalgamation, the corporation completed its qualifying transaction by way of a reverse takeover transaction through an exchange of shares, resulting in the former shareholders of Trimel Holdings obtaining control of the corporation and acquiring 100% of the common shares of the corporation. On September 8, 2015, the name of the corporation was formally changed from “Trimel Pharmaceuticals Corporation” to “Acerus Pharmaceuticals Corporation”.

Acerus is the parent corporation to two wholly-owned subsidiaries. Acerus owns a 100% interest in Acerus Labs Inc., which was incorporated under the laws of the Province of Ontario on June 19, 2017, and Acerus Biopharma Inc., which was continued under the laws of the Province of Ontario on November 8, 2017 (formerly Acerus Pharmaceuticals SRL, incorporated under the laws of Barbados). In addition, Acerus previously owned a 100% interest in Acerus Pharmaceuticals (Barbados) Inc. (“**Acerus Barbados**”), which was incorporated under the laws of Barbados on September 9, 2008 as the former corporate parent. Acerus Barbados was officially dissolved on February 26, 2018.

The registered and head office of Acerus is located at 2486 Dunwin Drive, Mississauga, Ontario, L5L 1J9.

The common shares (the “**Shares**”) of Acerus are posted and listed for trading on the Toronto Stock Exchange (the “**TSX**”) under the symbol “**ASP**”. As of May 8, 2019, Shares of Acerus are listed for trading on the OTCQB Venture Market under the symbol “**ASPCF**”

BUSINESS OF THE MEETING

The Meeting will be constituted as an annual meeting.

As part of the annual business set out in the Notice, the Financial Statements will be placed before the Shareholders by Acerus and Shareholders will be asked to consider and vote on: (a) the election of the directors of Acerus (the “**Directors**”) who will serve until the end of the next annual Shareholder meeting, or until their successors are appointed; and (b) the appointment of the auditors of Acerus (the “**Auditors**”) for the ensuing year.

Finally, Shareholders may be asked to consider and vote on such further and other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

Interests of Certain Persons or Companies in the Matters to be Acted Upon

As at the date of this Circular, the Directors and officers of Acerus and their associates, as a group, beneficially owned, directly or indirectly, or exercised control or direction over, an aggregate of approximately 135,151,783 Shares representing approximately 52% of the outstanding Shares.

Except as otherwise described herein or in the annual information form of Acerus dated March 4, 2019 (available on SEDAR at www.sedar.com), none of the principal holders of Shares or any Director or officer of Acerus, as the case may be, or any associate or affiliate of any of the foregoing persons since January 1, 2018, has any material interest in any proposed matter, other than the election of Directors.

PRESENTATION OF FINANCIAL STATEMENTS

Management, on behalf of the board of Directors of Acerus (the “**Board**”), will submit the Financial Statements to the Shareholders at the Meeting, but no vote by the Shareholders with respect thereto is required or proposed to be taken.

The Financial Statements placed before Shareholders are included in Acerus' 2018 annual financial statements and MD&A which, where applicable, are being mailed to registered holders of Shares ("**Registered Shareholders**") as well as beneficial Shareholders with the Notice and this Circular and are available under Acerus' profile on SEDAR at www.sedar.com and on Acerus' website. Copies of such statements will also be made available at the Meeting.

ELECTION OF DIRECTORS

Under the articles of Acerus, the Board is to consist of a minimum of three and a maximum of 11 directors. In accordance with Acerus' by-laws, a majority of the Directors must be independent of Acerus and of any "control person" of Acerus (as such term is defined in applicable securities laws). The number of Directors to be elected at the Meeting is six.

Management proposes to nominate, and the persons named in the accompanying form of proxy will vote **FOR** the election of the six persons whose names are set forth below, all of whom are now and have been Directors for the periods indicated.

Management does not contemplate that any of the nominees will be unable to serve as a Director. If, as a result of circumstances not now contemplated, any nominee is unavailable to serve as a Director, the proxy will be voted for the election of such other person or persons as management may select or, alternatively, in accordance with and subject to the constating documents of Acerus and the OBCA, the Board may determine to reduce the size of the Board. Each Director elected will hold office until the next annual meeting of Shareholders of Acerus, or until his or her respective successor is elected or appointed in accordance with applicable law and Acerus' by-laws.

The Board has adopted a majority voting policy which requires that any nominee for Director who has a greater number of votes withheld from voting than the number of votes received for his or her election shall tender his or her resignation to the chairman of the Board, subject to acceptance by the Board. The majority voting policy only applies to uncontested elections, meaning elections where the number of nominees for election is equal to the number of Directors to be elected as set out in the management information circular for the particular meeting. The Corporate Governance and Nominating Committee is required to consider the resignation, having regard to the best interests of Acerus and all factors considered relevant, and to make a recommendation to the Board with respect to the action to be taken with respect to the resignation. The Corporate Governance and Nominating Committee will be expected to recommend that the Board accept the resignation absent exceptional circumstances. The Board is required to make its decision and announce it in a press release within 90 days of the annual meeting including, if applicable, the reasons for rejecting an offer of resignation. A copy of any such press release will be provided to the TSX. The Board is expected to accept the resignation of the applicable director absent exceptional circumstances. If a sufficient number of the Corporate Governance and Nominating Committee members receive a greater number of votes withheld than votes in favour of his or her election, such that the Corporate Governance and Nominating Committee no longer has quorum, then the independent Directors must appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.

Director Nominees of Acerus Pharmaceuticals Corporation

The following table sets forth information with respect to each of the six nominees for Director, including the number of Shares of Acerus beneficially owned, directly or indirectly, or over which control or direction is exercised by each such nominee as at May 15, 2019:

Name, Province of Residence	Director Since	Principal Occupation During the Previous Five Years	Current Standing Board Committee Memberships	Shares Beneficially Owned, Controlled or Directed
Ian O. Ihnatowycz, Chairman of the Board Ontario, Canada (Independent)	September 9, 2013	President and Chief Executive Officer, First Generation Capital Inc. (April 2011 to present)	None	117,903,400 ⁽¹⁾
Norma Beauchamp, Director Ontario, Canada (Independent)	June 26, 2015	Director, Quest PharmaTech Inc. (January 2019 - present) Director and Chair of Corporate Governance and Nominating Committee, Aurora Cannabis Inc. (July 2018 - present) Director and Chair of the Corporate Governance and Compensation Committee, MedReleaf Corp. (June 2017 - July 2018) President and Chief Executive Officer, Cystic Fibrosis Canada (November 2014 - November 2017) Head, MS Patient-Centered Care, Sanofi Canada (July 2013 - August 2014)	1. Audit Committee 2. Corporate Governance and Nominating Committee (Chair)	88,500 ⁽²⁾
Borys Chabursky, Director Ontario, Canada (Independent)	December 20, 2015	Founder and Chairman, Shift Health (February 2011 - Present) Chairman, SHI Capital (February 2011 - Present) President, SHI Ventures (February 2011 - Present)	1. Compensation Committee 2. Corporate Governance and Nominating Committee	57,500 ⁽³⁾

Name, Province of Residence	Director Since	Principal Occupation During the Previous Five Years	Current Standing Board Committee Memberships	Shares Beneficially Owned, Controlled or Directed
Stephen Gregory Director Québec, Canada (Independent)	July 14, 2011	President, IsaiX Technologies Inc. (March 1989 to present)	1. Audit Committee 2. Compensation Committee (Chair) 3. Corporate Governance and Nominating Committee	5,985,130 ⁽⁴⁾
J. Mark Lievonen, Director Ontario, Canada (Independent)	December 6, 2017	Director and Chair of the Audit Committee, Biome Grow Inc. (June 2018 - Present) Director and Chair of the Corporate Governance Committee, Quest Pharmatech Inc. (July 2017 to present) Director, Oncolytics Biotech Inc. (April 2004 to May 2019) President, Sanofi Pasteur Limited (March 1999 to December 2016)	1. Audit Committee (Chair) 2. Compensation Committee	40,000 ⁽⁵⁾
Edward Gudaitis, President and Chief Executive Officer Ontario, Canada (Not Independent)	May 1, 2018	President and Chief Executive Officer of Acerus Pharmaceuticals Corporation (May 1, 2018 to present) Vice President and Country Manager, Canada, Allergan Inc. (October 2016 - April 2018) General Manager, Gilead Sciences Canada Inc. (June 2005 to October 2016)	None	10,341,706 ⁽⁶⁾

- (1) Mr. Ihnatowycz also holds options to purchase 625,000 Shares.
- (2) Ms. Beauchamp also holds options to purchase 600,000 Shares.
- (3) Mr. Chabursky also holds options to purchase 600,000 Shares.
- (4) Mr. Gregory also holds options to purchase 625,000 Shares.
- (5) Mr. Lievonen holds options to purchase 400,000 Shares.
- (6) Mr. Gudaitis holds options to purchase 1,000,000 Shares.

The following are brief biographies of each of the nominees for Director:

Ian O. Ihnatowycz

Mr. Ihnatowycz has served as a Director since September 2013. Mr. Ihnatowycz is the President and CEO of First Generation Capital Inc., a private investment holding company. Formerly, Mr. Ihnatowycz was Founder, President and CEO of Acuity Investment Management Inc. and Acuity Funds Ltd. Under his leadership, Acuity was the first Canadian advisor to the UN on the integration of environmental, social and governance factors within investment management and grew to combined assets of over \$7.5B. Mr. Ihnatowycz has been an active community leader and fundraiser, is Chairman of Acerus Pharmaceuticals and Myca Health, and serves on the boards of numerous organizations including Kardium Inc., WellBox Inc., Real Imaging Ltd., Fulcrum Management Solutions Ltd., Ikomed Technologies and the Royal Conservatory of Music; and is a member of the Ivey Advisory Board, the Ian O. Ihnatowycz Institute for Leadership Advisory Board of the Ivey Business School and the Investment Advisory Committee of Imperial Capital Acquisition Fund V and VI. Mr. Ihnatowycz was named a Chevalier of the Order of Merit, 3rd Class, by Ukrainian President Petro Poroshenko in 2017, has received an Honorary Doctor of Laws from Western University (2012), an Honorary Doctor of Philosophy from the Ukrainian Free University in Munich (2009) and is a Fellow of the Royal Conservatory of Music (2007).

Norma Beauchamp

Ms. Beauchamp has served as a Director since June 2015. Ms. Beauchamp is the former President and Chief Executive Officer of Cystic Fibrosis Canada. An accomplished business and non-profit leader, she has held three decades of senior leadership positions in Canada and Germany, including executive positions at Bayer, Genzyme-Sanofi and the Canadian Foundation for Women's Health. Ms. Beauchamp serves on the boards of Eve Medical, Aurora Cannabis Inc., Quest PharmaTech Inc. and has served on the boards of the St. Joseph's Health Centre Foundation, Providence Healthcare Foundation, Health Charities Coalition of Canada and the Breast Cancer Society of Canada. Ms. Beauchamp currently serves on the Regional Advisory Board of Women Get On Board. Ms. Beauchamp completed the University of Toronto's Rotman School of Management Directors Education Program (ICD.D) in 2009 and graduated from Bishop's University with a Bachelor of Business Administration in Marketing.

Borys Chabursky

Mr. Chabursky has served as a Director since December 2015. Mr. Chabursky specializes in strategic planning, fundraising, financial management and business development for biotechnology, medical device, imaging and oncology companies and science and technology incubators in both the public and private sector. As the founder and Chairman of Shift Health, he has overseen the successful completion of over 500 life sciences assignments for more than 300 clients in North America, Europe and the Middle East; the development of compelling business cases and implementation plans that have helped leverage over \$1B in financing from private and public sector resources; and the creation and facilitation of more than 50 public-private partnerships in biomedical research, infrastructure development and global health. Mr. Chabursky has worked closely with industry thought leaders, large pharmaceutical companies, government agencies, hospital boards and healthcare networks. He has also provided interim management for seven start-up companies and angel financing for ten new start-up ventures. With his experience spearheading large-scale, multi-stakeholder, global initiatives, Mr. Chabursky often serves as an advisor to influencers and developers of government policy.

Stephen Gregory

Mr. Gregory has served as a Director since July 2011. Mr. Gregory is President, Chairman and the

controlling shareholder of IsaiX Technologies, a privately held company headquartered in Montreal, with offices in the United States and England. IsaiX Technologies works extensively across a wide variety of industry segments and has ongoing business relationships with more than 100 companies in the pharmaceutical, finance, banking and insurance sectors. IsaiX Technologies provides and implements for its clients human development programs, medical writing and physician scheduling platform services. Mr. Gregory is the President of the Quebec Chapter of the Canada Company and is a member of its Executive Committee. Mr. Gregory also spearheads charitable endeavours for the children of Canadian soldiers serving overseas. Mr. Gregory has also completed the Institute of Corporate Directors Education Program offered jointly by the Institute of Corporate Directors and the Rotman School of Business of the University of Toronto.

Edward Gudaitis

Mr. Gudaitis serves as President and Chief Executive Officer of Acerus Pharmaceuticals Corporation. Mr. Gudaitis has spent over 20 years in the pharmaceutical industry. He has extensive experience in specialty markets such as Oncology, Hepatitis, HIV, CNS and Transplantation. His functional experience spans Country leadership, Business Unit Leadership, Marketing and Sales Management, Market Access, Pricing, Health Economics and Clinical Research. Mr. Gudaitis is best known for his role as General Manager for Gilead Sciences Canada Inc. where he was responsible for leading Gilead's Canadian affiliate from start-up in 2005 to one of the largest pharmaceutical companies in Canada in 2015 with sales of over \$1 billion. He also led the launch of two significant products in the US market for Gilead as Senior Director, Marketing for Gilead's US HIV Business. Prior to Acerus, Mr. Gudaitis served as Vice President and General Manager of Allergan Canada where he led a significant portfolio optimization process and leadership transformation. Earlier in his career he spent more than 10 years at Hoffmann-La Roche in roles of increasing responsibility. Mr. Gudaitis received his MBA from the Richard Ivey School of Business and his BSc from Brock University. He has served as Chairman of both the Ethics and Prairies Regional Committees while a board member for Innovative Medicines Canada. As well, he has served as board member for BioteCanada.

J. Mark Lievonen

Mr. Lievonen has served as a Director since December 2017. Mr. Lievonen has over 30 years of experience in the pharmaceutical industry, more recently as the President of Sanofi Pasteur Limited, the Canadian vaccine division of Sanofi, a global pharmaceutical company. He is a Director and Chair of the Audit Committee at Biome Grow Inc., a Director and Chair of the Corporate Governance Committee at Quest PharmaTech Inc., a Director at the Gairdner Foundation, and previously served as a Director at Oncolytics Biotech Inc. Mr. Lievonen has served on a number of industry and not-for-profit boards including as Chair of Rx&D (now Innovative Medicines Canada), BIOTECanada, the Ontario Genomics Institute, and Vice-Chair of the Ontario Institute for Cancer Research. He was appointed to the Order of Canada in 2015, named a Chevalier de l'Ordre National de Mérite by the government of France in 2007, and was inducted into the Canadian Healthcare Marketing Hall of Fame in 2013. Mr. Lievonen holds a BBA in accounting and a MBA in finance and marketing from the Schulich School of Business, York University. In 2015, he received an Honorary Doctor of Laws degree from York University. Mr. Lievonen is a Chartered Professional Accountant and received his designation while working with PricewaterhouseCoopers prior to joining Sanofi Pasteur. He was elected as a Fellow of the Institute of Chartered Accountants of Ontario in 2007.

The persons named in the accompanying form of proxy will, in the absence of specifications or instructions to withhold from voting on the form of proxy, vote FOR each of the proposed Director nominees named in the form of proxy.

Interests of Informed Persons in Material Transactions

Other than as described in Acerus' securities filings (including its Annual Information Form dated March 4, 2019), since January 1, 2018, Acerus did not have any transactions, or any proposed transactions, with any "informed person" (as defined in applicable securities law), or any proposed Director of Acerus, or any associate or affiliate of any informed person or proposed Director, who had a material interest, direct or indirect, which has materially affected or would materially affect Acerus, except for the closing of a private placement of 23,230,772 Shares on March 29, 2019 to certain officers and Directors of Acerus.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of Acerus, none of the persons proposed for election as Directors nor any personal holding company owned or controlled by any of them are, as at the date hereof, or have been, within the 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company that, (i) 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 30 consecutive days (an "Order") that was issued while the person was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued after the person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the knowledge of Acerus, none of the persons proposed for election as Directors nor any personal holding company owned or controlled by any of them: (a) are, as at the date of this Circular, or have been within 10 years before the date of this Circular, a director or executive officer of any company that, while that person 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; or (b) have, within the 10 years before the date of this 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 that person.

Penalties and Sanctions

To the knowledge of Acerus, none of the persons proposed for election as Directors nor any personal holding company owned or controlled by any of them: (a) has been subject to 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) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

RE-APPOINTMENT OF AUDITORS

At the Meeting, the Shareholders will be asked to re-appoint PricewaterhouseCoopers LLP as the Auditor of Acerus, based on the recommendation of the Audit Committee and the Board.

The persons named in the accompanying form of proxy will, in the absence of specifications or instructions to withhold from voting on the form of proxy, vote FOR the re-appointment of PricewaterhouseCoopers LLP as the Auditor of Acerus to hold office until the next annual meeting of Shareholders.

Representatives of PricewaterhouseCoopers LLP are expected to attend the Meeting and will have an opportunity to make a statement if they so desire and are expected to be available to respond to appropriate questions.

In terms of external auditor service fees, the following billings (paid or accrued) were made to Acerus' auditors in respect of the last two fiscal years ending December 31, 2018:

<u>Fiscal Year</u>	<u>Audit Fees</u>	<u>Audit-Related Fees</u>	<u>Tax Fees</u> ⁽¹⁾	<u>All Other Fees</u>	<u>Total</u>
2018	\$149,721	\$6,560	\$47,221	\$64,306 ⁽²⁾	\$267,808
2017	\$114,500	\$ nil	\$147,958	\$0	\$262,458

- (1) The amounts shown are comprised of the fees charged by Acerus' external auditors in connection with certain tax compliance and consulting services.
- (2) The amounts shown are comprised of the fees charged by Acerus' external auditors in connection with a financing transaction.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Compensation Committee of the Board ("**Compensation Committee**") has reviewed the following Compensation Discussion and Analysis ("**CD&A**") and this Statement of Executive Compensation. Based on its review, the Compensation Committee recommended to the Board, and the Board approved, that the following CD&A and Statement of Executive Compensation be included in this Circular.

The Compensation Committee is presently comprised of three members, Messrs. Lievonen, Chabursky and Gregory (Chair), all of whom are independent for purposes of National Instrument 58-101 – *Corporate Governance*. For a discussion of the members' relevant education or experience as related to the Compensation Committee, please refer to the biographies of each member of the Compensation Committee as provided in "Election of Directors" above.

The Compensation Committee oversees Acerus' compensation plans and framework, discharges the Board's responsibilities relating to compensation, evaluates the President and Chief Executive Officer's performance in light of Acerus' corporate goals and objectives, and reviews and (either as a committee or together with other independent Directors) makes recommendations concerning the President and Chief Executive Officer's compensation as well as the compensation of other executive officers (in consultation with the President and Chief Executive Officer).

Compensation Philosophy

Acerus values the importance of attracting, developing, and maintaining skilled, high performing employees who are passionate about Acerus' success. The compensation philosophy and strategy are geared towards creating a results-oriented, high-performance culture throughout the organization. The executive compensation program adopted by Acerus has been designed to support Acerus' primary objective of generating long-term shareholder value.

In connection with a review of Acerus' compensation practices in 2012 and 2013, the Wilkinson Consulting Group ("**WCG**") was engaged to provide assistance, with a mandate that included the review of Acerus' executive compensation model generally, Acerus' proposed employee salary bands, bonus plan

and performance management system. Additionally, WCG was engaged to provide certain advice related to Acerus' short term incentive plan in 2014. Acerus did not pay fees to WCG in 2015 or 2016. In 2017, Acerus paid fees of \$2,541 to WCG. In 2018, Acerus paid CDN\$9,000 to WCG in connection with its review of Acerus' executive compensation and determined that executive compensation was at or below Acerus' peer group.

The Compensation Committee has taken into account the suggestions and recommendations of WCG in designing the Acerus' executive compensation program.

The main objectives of Acerus' executive compensation program are to:

- align executive interests with the interests of shareholders;
- promote a "pay-for-performance" philosophy and ensure that individuals are compensated in accordance with their personal performance and responsibilities as well as their contribution to the overall objectives of Acerus;
- attract, retain, and reward qualified executives; and
- offer compensation that is competitive in the industry while remaining within the limits of available resources given the stage of Acerus' development.

Acerus' compensation program is presently designed primarily to be competitive with similar organizations operating in the Canadian market with consideration, to a lesser degree, to United States pharmaceutical organizations. For the management executives, a substantial portion of their compensation is at risk, meaning that variable compensation in the form of short- and long-term incentives has the potential to comprise the majority of total compensation. Total compensation levels are set to reflect both the marketplace to ensure competitiveness and the ability of the individual in the role to affect Acerus' results over the short- and long-term.

In connection with the compensation paid to Named Executive Officers (as defined herein) in 2018, reference was made to corporate and individual objectives for purposes of determining the amount, if any, of short-term and long-term incentive payouts. Such objectives included both qualitative and quantitative criteria relating to both corporate and individual performance. The overall corporate objectives of Acerus are approved by the Board on a yearly basis, and the President and Chief Executive Officer submits corresponding individual objectives to the Compensation Committee for approval. The individual objectives of other Named Executive Officers will be approved by the President and Chief Executive Officer and may include both qualitative and quantitative objectives, depending on the nature of the Named Executive Officer's role and other circumstances. These individual objectives for the Chief Executive Officer are intended to align with the annual corporate objectives that have an expectation of achievement with an appropriate degree of risk in this regard and, for the other executives, reflect the respective functional responsibilities and area of influence and control.

In order to protect against the possibility of any inappropriate risk-taking behaviours, the Compensation Committee has adopted what it believes to be a harmonized mix of cash and equity compensation for executives balancing both short- and long-term incentives.

The executive compensation package currently consists of three key elements:

- **Base Salary** intended to provide regular compensation that reflects the individual's skills, responsibilities, criticality of the position to Acerus, experience level, internal comparability, and past performance. For the existing Named Executive Officers, base salaries were determined at the date of hire using a number of factors including the direct comparison of substantially equivalent positions in an applicable industry comparator group and relevant experience. Executives may also

receive certain payments such as for automobile and, in certain circumstances, housing allowances, as well as payment of certain professional dues.

- **Short-Term Incentives (“STI”)** in the form of a discretionary annual cash bonus, are designed to provide executive management with a competitive incentive that reflects overall Corporation performance as well as the performance versus individual objectives. Cash bonuses are generally determined in the first quarter of each year, following approval by the Board.
- **Long-Term Incentives (“LTI”)** in the form of discretionary stock options, are determined by considering overall corporate performance as well as the performance of the individual employee with reference to their individual objectives. The role of the LTIs is to align an executive’s performance with the long-term performance of Acerus, provide an additional incentive for an executive to enhance shareholder value and serve as an important retention tool of key talent. The Board generally adheres to the following principles in connection with grants of stock options as LTIs:
 - the stock options will generally be granted annually and at the discretion of the Board;
 - previous grants and existing equity ownership levels are taken into account when considering further grants of stock options as part of the LTI program;
 - stock options granted as part of the LTI program generally carry a five year life and vested over a three year period, one-third each year on the anniversary date of the grant;
 - the option price will be determined by the Board and shall in no circumstance be lower than the volume weighted average trading price of the Shares on the TSX for the five trading days immediately preceding the date of the grant; and
 - options have generally been awarded based on a percentage of the Named Executive Officer’s salary (as discussed below) divided by the Black Scholes value of said options, and it is anticipated that such methodology will be used going forward.

On an aggregate basis, the following STI and LTI targets are applicable to the Named Executive Officers:

<u>Position</u>	<u>Target STI (% of Base Salary)</u>	<u>Target LTI (% of Base Salary)</u>
President and Chief Executive Officer	50%	100%
Chief Financial Officer, Chief Operating Officer and Chief Scientific Officer	35%	50%
Other Named Executive Officers	25%	50%

However, it is noted that such target payouts remain at the discretion of the Board, and may be reduced or increased by a performance-based multiplier, with reference to the individual objectives of the Named Executive Officer. Additionally, the payment of any bonus amount to a Named Executive Officer may be deferred until a later date or made subject to the satisfaction of certain specific conditions to payment, if deemed to be advisable.

The Named Executive Officers (as defined below under “*Summary Compensation Table*”) and Directors are, under the terms of Acerus’ Insider Trading Policy, prohibited from purchasing financial instruments designed to hedge or offset a decrease in the market value of the Shares, including Shares granted as compensation or held directly or indirectly by a Director or Named Executive Officer.

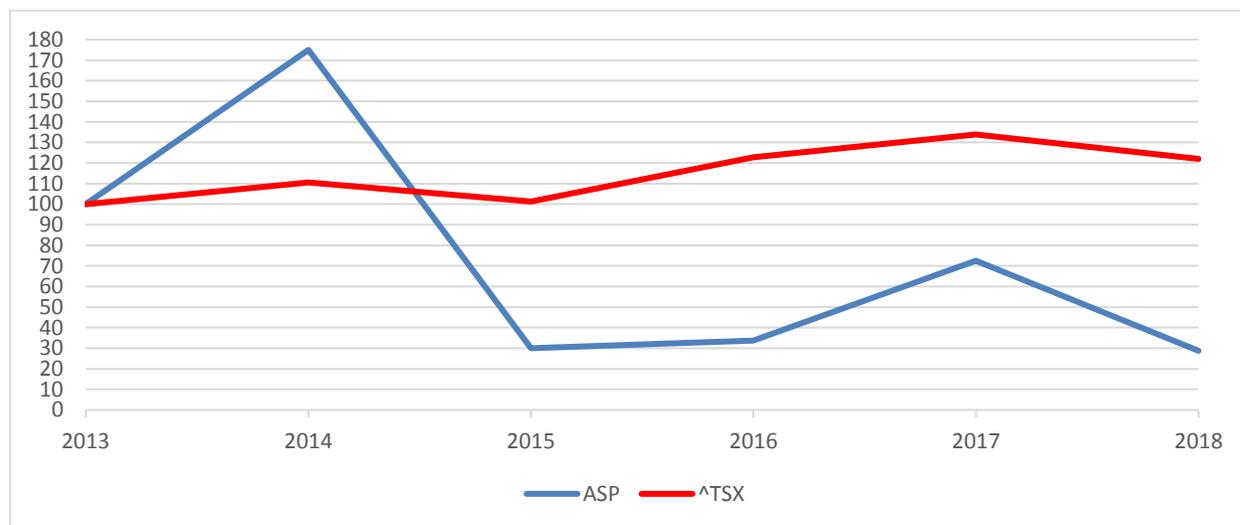
Compensation Risk

The Compensation Committee has not formally considered the implications of risks associated with Acerus' compensation policies and practices as, in its view, the current structure of Acerus' executive compensation arrangements are designed to correlate to the long-term performance of Acerus, which includes but is not limited to performance of its share price.

Performance Graph

The following graph shows the yearly change in the cumulative Shareholder total return on the Shares compared to the cumulative total return of the S&P/TSX Composite Index from December 31, 2013 to December 31, 2018, in each case assuming a \$100 investment on the commencement of, and reinvestment of distributions or dividends, as applicable, during the applicable period.

Performance Graph
(December 31, 2013 to December 31, 2018)



Summary Compensation Table

The following table sets forth a summary of all compensation earned during the three most recently completed fiscal years ended December 31, 2018, 2017 and 2016 for the President and Chief Executive Officer, the Chief Financial Officer and the top three additional executive officers of Acerus whose total compensation exceeded, or would have exceeded, \$Cdn150,000 for 2018 (collectively the “**Named Executive Officers**”). All payments to each Named Executive Officer were paid in Canadian dollars. Amounts shown for each of 2018, 2017 and 2016 have, if paid in a currency other than U.S. dollars, been converted using the average Bank of Canada noon rate of exchange in effect during the applicable year.

Name and Principal Position	Year	Salary (U.S.\$)	Share-based awards (U.S.\$)	Option-based awards ⁽¹⁾ (U.S.\$)	Non-Equity Incentive plan compensation (U.S.\$)		Pension Value (U.S.\$)	All other compensation (U.S.\$)	Total compensation (U.S.\$)
					Annual Incentive Plan	Long-Term Incentive Plan			
Edward Gudaitis, President and Chief Executive Officer ⁽²⁾	2018	185,222	Nil	107,122	Nil	Nil	Nil	9,261 ⁽⁷⁾	301,605
Luc Mainville, Former Interim Chief Executive Officer ⁽³⁾	2018	84,893	Nil	13,222	36,273	Nil	Nil	21,865	156,253
	2017	60,643*	Nil	48,773 ⁽²⁾	36,000	Nil	Nil	16,363	161,779
Robert Motz, Chief Financial Officer ⁽⁴⁾	2018	37,316	Nil	60,249	Nil	Nil	Nil	2,431	100,496
Ken Yoon, Former Chief Financial Officer ⁽⁵⁾	2018	176,861	Nil	48,411	Nil	Nil	Nil	395,221 ⁽⁴⁾⁽⁷⁾	620,493
	2017	116,794*	Nil	56,288	40,878	Nil	Nil	8,278	222,238
Tricia Symmes, Former Chief Operating Officer ⁽⁶⁾	2018	231,527	Nil	51,204	Nil	Nil	Nil	14,278 ⁽⁷⁾	297,009
	2017	211,769	Nil	42,174	88,943	Nil	Nil	14,631	357,517
	2016	34,596*	Nil	43,477	Nil	Nil	Nil	2,264	80,337

Name and Principal Position	Year	Salary (U.S.\$)	Share-based awards (U.S.\$)	Option-based awards ⁽¹⁾ (U.S.\$)	Non-Equity Incentive plan compensation (U.S.\$)		Pension Value (U.S.\$)	All other compensation (U.S.\$)	Total compensation (U.S.\$)
					Annual Incentive Plan	Long-Term Incentive Plan			
Nathan Bryson, Chief Scientific Officer	2018	212,233	Nil	48,411	Nil	Nil	Nil	14,278 ⁽⁷⁾	274,922
	2017	198,977	Nil	60,556	50,055	Nil	Nil	14,246	323,834
	2016	188,680	Nil	48,094	47,174	Nil	Nil	13,964	297,912
Philippe Savard, Vice President, General Counsel and Corporate Secretary ⁽⁸⁾	2018	165,928	Nil	34,446	Nil	Nil	Nil	14,278 ⁽⁷⁾	214,652
	2017	141,500	Nil	36,046	39,177	Nil	Nil	14,104 ⁽⁸⁾	230,827
	2016	67,420*	Nil	14,704	16,855	Nil	Nil	22,028	121,006

(*) Represents partial salary based on the Named Executive Officer's employment start or end date in that year.

(1) The option-based awards are based on the fair value of the option on the grant date for the covered fiscal year based on the Black-Scholes option pricing model and are stated in U.S. dollars. Acerus chose the Black-Scholes model because it is a widely recognized and utilized model for option pricing. Certain options granted to Tricia Symmes, Ken Yoon, Nathan Bryson and Philippe Savard in 2018 had an expected life of five years, three-year vesting period, in equal thirds; the risk free rate used was 2.11%; the volatility rate used was 90.01% and an exercise price of Cdn \$0.27, resulting in an average fair price per option of Cdn\$0.20. Certain options granted to Luc Mainville in 2018 had an expected life of three years, vested immediately; the risk free rate used was 1.99%; the volatility rate used was 95.64% and an exercise price of Cdn \$0.27, resulting in an average fair price per option of Cdn\$0.17. Certain options granted to Edward Gudaitis in 2018 had an expected life of five years, three-year vesting period, in equal thirds; the risk free rate used was 2.19%; the volatility rate used was 89.77% and an exercise price of Cdn \$0.21, resulting in an average fair price per option of Cdn\$0.14. Certain options granted to Robert Motz in 2018 had an expected life of five years, three-year vesting period, in equal thirds; the risk free rate used was 2.44%; the volatility rate used was 86.51% and an exercise price of Cdn \$0.17, resulting in an average fair price per option of Cdn\$0.10. Certain options granted to Tricia Symmes, Nathan Bryson and Philippe Savard in 2017 had an expected life of five years, three-year vesting period, in equal thirds; the risk free rate used was 1.07%; the volatility rate used was 98% and an exercise price of Cdn.\$0.12, resulting in an average fair price per option of Cdn.\$0.08. Certain options granted to Luc Mainville, Tricia Symmes, Ken Yoon, Nathan Bryson and Philippe Savard in 2017 had an expected life of five years, 4.7 month vesting period; the risk free rate used was 1.76%; the volatility rate used was 94% and an exercise price of Cdn.\$0.12, resulting in an average fair price per option of Cdn.\$0.10. Certain options granted to Luc Mainville in 2017 had an expected life of three years, vested immediately; the risk free rate used was 1.59%; the volatility rate used was 93% and an exercise price of Cdn.\$0.12, resulting in an average fair price per option of Cdn.\$0.08. Certain options granted to Ken Yoon in 2017 had an expected life of five years, three-year vesting period, in equal thirds; the risk free rate used was 1.76%; the volatility rate used was 96% and an exercise price of Cdn.\$0.11, resulting in an average fair price per option of Cdn.\$0.08. The key assumptions used for the valuation model for the 2016 grants (other than those made to Tricia Symmes and Philippe Savard) were as follows: all options had an expected life of five years, three year vesting period, in equal thirds; the risk free rate of 0.97%; the volatility rate used was 86% and an exercise price of Cdn.\$0.10. The use of these variables resulted in an average fair price per option of Cdn.\$0.07. For those options granted to Tricia Symmes in 2016, the options had an expected life of five years; a vesting period of three years, in equal thirds; the risk free rate used was 0.63%; the volatility rate used was 99%; and an exercise price of Cdn.\$0.18, resulting in a fair value price per option of \$0.12. For those options granted to Philippe Savard in 2016, the options had an expected life of five years; a vesting period of three years, in equal thirds; the risk free rate used was 0.91%; the volatility rate used was 96%; and an exercise price of Cdn.\$0.09, resulting in a fair value price per option of \$0.06. For further information

regarding the “in the money” amount of any options presently held by the named executive officers, please see the “Outstanding Share-Based Awards and Option-Based Awards Table” below.

- (2) Mr. Gudaitis was appointed as President and Chief Executive officer on May 1, 2018.
- (3) Mr. Mainville was appointed as Interim Chief Executive Officer on October 2, 2017. The annual incentives and all other compensation represent bonus and top-up amounts earned in fiscal 2018.
- (4) Mr. Motz was appointed as Chief Financial Officer on October 29, 2018.
- (5) Mr. Yoon was appointed as Chief Financial Officer on June 1, 2017 and ceased to be the Chief Financial Officer on October 29, 2018. As part of Mr. Yoon’s termination agreement, certain options were allowed to vest over fourteen months after the termination date and the exercise period was extended to twenty-four months post termination date. “All other compensation” for fiscal 2018 includes the value of the severance package provided to Mr. Yoon on termination and the car allowance and health allowance provided during fiscal 2018.
- (6) Ms. Symmes commenced employment with Acerus on November 1, 2016. Ms. Symmes ceased to be the Chief Operating Officer on April 29, 2019. In accordance with the Option Plan, any of the 969,621 vested options she had must be exercised by no later than July 28, 2019, unless otherwise agreed to by Acerus.
- (7) The amounts shown under “All Other Compensation” include an automobile allowance paid by Acerus.
- (8) Mr. Savard commenced employment with Acerus on July 4, 2016.

Executive Employment Agreements

Set out below are the principal terms and conditions of the employment agreements between Acerus and each of the Named Executive Officers that are employed by Acerus as of the date of this Circular.

(a) Edward Gudaitis

Mr. Gudaitis is party to an executive employment agreement dated March 28, 2018.

Under the terms of such employment agreement, Mr. Gudaitis may terminate his own employment on 90 days’ written notice to Acerus and may be terminated by Acerus immediately for cause, or for reasons other than for cause on 12 months’ notice, plus one additional months’ notice for each year of active employment with Acerus, up to an aggregate maximum of 18 months. However, upon termination of Mr. Gudaitis without cause, Acerus may, in its sole discretion, in lieu of notice, pay to Mr. Gudaitis: (i) an amount equal to 12 months’ salary, plus one additional month of base salary for each year of active employment with Acerus, up to an aggregate maximum of 18 months of salary (the “**Gudaitis Termination Payment Period**”), (ii) an amount equal to the average of any bonus paid to Mr. Gudaitis in the last three years ending prior to the date of termination, which average is to be divided by twelve and then multiplied by the number of months in the Gudaitis Termination Payment Period and (iii) pay in lieu of any vacation not used.

If within 12 months of a change of control of Acerus, Acerus terminates Mr. Gudaitis other than for cause or Mr. Gudaitis terminates his own employment for good reason, Mr. Gudaitis shall be entitled to a lump sum payment equal to: (i) 12 months’ salary, plus two additional months of salary for each year of active employment with Acerus, up to an aggregate maximum of 18 months (the “**Gudaitis Change of Control Payment Period**”), (ii) the average of any bonus paid to Mr. Gudaitis in the last three years ending prior to the change of control, which average is to be divided by twelve and then multiplied by the number of months in the Gudaitis Change of Control Payment Period and (iii) pay in lieu of any vacation not used. In addition, in connection with a change of control of Acerus, all granted but unvested options of Mr. Gudaitis shall vest and be exercisable immediately prior to, but conditional upon, the completion of any

change of control and Mr. Gudaitis' benefits will be continued for the Gudaitis Change of Control Payment Period.

Mr. Gudaitis' employment agreement also contains non-competition and non-solicitation provisions, each lasting during the term of his employment and for a period of one year following termination.

(b) Robert Motz

Mr. Motz is party to an executive employment agreement dated October 29, 2018.

Under the terms of such employment agreement, Mr. Motz may terminate his own employment on 90 days' written notice to Acerus and may be terminated by Acerus immediately for cause, or for reasons other than for cause on 12 months' notice, plus one additional months' notice for each year of active employment with Acerus, up to an aggregate maximum of 18 months. However, upon termination of Mr. Motz without cause, Acerus may, in its sole discretion, in lieu of notice, pay to Mr. Motz: (i) an amount equal to 12 months' salary, plus one additional month of base salary for each year of active employment with Acerus, up to an aggregate maximum of 18 months of salary (the "**Motz Termination Payment Period**"), (ii) an amount equal to the average of any bonus paid to Mr. Motz in the last three years ending prior to the date of termination, which average is to be divided by twelve and then multiplied by the number of months in the Motz Termination Payment Period and (iii) pay in lieu of any vacation not used.

If within 12 months of a change of control of Acerus, Acerus terminates Mr. Motz other than for cause or Mr. Motz terminates his own employment for good reason, Mr. Motz shall be entitled to a lump sum payment equal to: (i) 12 months' salary, plus two additional months of salary for each year of active employment with Acerus, up to an aggregate maximum of 18 months (the "**Motz Change of Control Payment Period**"), (ii) the average of any bonus paid to Mr. Motz in the last three years ending prior to the change of control, which average is to be divided by twelve and then multiplied by the number of months in the Motz Change of Control Payment Period and (iii) pay in lieu of any vacation not used. In addition, in connection with a change of control of Acerus, all granted but unvested options of Mr. Motz shall vest and be exercisable immediately prior to, but conditional upon, the completion of any change of control and Mr. Motz's benefits will be continued for the minimum period of time required by applicable employment standards legislation.

Mr. Motz employment agreement also contains non-competition and non-solicitation provisions, each lasting during the term of his employment and for a period of one year following termination.

(c) Nathan Bryson

Dr. Bryson is party to an executive employment agreement dated January 20, 2014, as amended and restated on May 1, 2017.

Under the terms of such employment agreement, Dr. Bryson may terminate his own employment on 90 days' written notice to Acerus and may be terminated by Acerus immediately for cause, or for reasons other than for cause on 12 months' notice. However, upon termination of Mr. Bryson without cause, Acerus may, in its sole discretion, in lieu of notice, pay to Dr. Bryson: (i) an amount equal to 12 months' salary, (ii) an amount equal to the average of any cash bonus paid to Dr. Bryson in the last three years ending prior to the date of termination and (iii) pay in lieu of any vacation not used.

If within 12 months of a change of control of Acerus, Acerus terminates Dr. Bryson other than for cause or Dr. Bryson terminates his own employment for good reason, Dr. Bryson shall be entitled to a lump sum payment equal to: (i) 12 months' salary, (ii) the average of any bonus paid to Dr. Bryson in the last

three years ending prior to the change of control and (iii) pay in lieu of any vacation not used. In addition, in connection with a change of control of Acerus, all granted but unvested options of Dr. Bryson shall vest and be exercisable immediately prior to, but conditional upon, the completion of any change of control and Dr. Bryson's benefits will be continued for the minimum period of time required by applicable employment standards legislation.

Dr. Bryson's employment agreement also contains non-competition and non-solicitation provisions, each lasting during the term of his employment and for a period of one year following termination.

(d) Tricia Symmes

Ms. Symmes was party to an executive employment agreement dated November 1, 2016. Her employment with Acerus ended April 29, 2019.

Under the terms of such employment agreement, Ms. Symmes was able to terminate her own employment on 90 days' written notice to Acerus and was able to be terminated by Acerus immediately for cause, or for reasons other than for cause on 12 months' notice, plus one additional months' notice for each year of active employment with Acerus, up to an aggregate maximum of 24 months. However, upon termination of Ms. Symmes without cause, Acerus was able, in its sole discretion, in lieu of notice, pay to Ms. Symmes: (i) an amount equal to 12 months' salary, plus one additional month of base salary for each year of active employment with Acerus, up to an aggregate maximum of 24 months of salary (the "**Symmes Termination Payment Period**"), (ii) an amount equal to the average of any bonus paid to Ms. Symmes in the last three years ending prior to the date of termination, which average is to be divided by twelve and then multiplied by the number of months in the Symmes Termination Payment Period; and (iii) pay in lieu of any vacation not used.

If within 12 months of a change of control of Acerus, Acerus had terminated Ms. Symmes other than for cause or Ms. Symmes terminated her own employment for good reason, Ms. Symmes was entitled to a lump sum payment equal to: (i) 12 months' salary, plus two additional months of salary for each year of active employment with Acerus, up to an aggregate maximum of 24 months (the "**Symmes Change of Control Payment Period**"), (ii) the average of any bonus paid to Ms. Symmes in the last three years ending prior to the change of control, which average is to be divided by twelve and then multiplied by the number of months in the Symmes Change of Control Payment Period and (iii) pay in lieu of any vacation not used. In addition, in connection with a change of control of Acerus, all granted but unvested options of Ms. Symmes would vest and be exercisable immediately prior to, but conditional upon, the completion of any change of control and Ms. Symmes' benefits would be continued for the minimum period of time required by applicable employment standards legislation.

Ms. Symmes' employment agreement also contains non-competition and non-solicitation provisions, each lasting during the term of her employment and for a period of one year following termination.

(e) Philippe Savard

Mr. Savard is party to an amended and restated executive employment agreement dated May 1, 2017.

Under the terms of such employment agreement, Mr. Savard may terminate his own employment on 90 days' written notice to Acerus and may be terminated by Acerus immediately for cause, or for reasons other than for cause on 12 months' notice. However, upon termination of Mr. Savard without cause, Acerus may, in its sole discretion, in lieu of notice, pay to Mr. Savard: (i) an amount equal to 12 months' salary, (ii)

an amount equal to the average of any cash bonus paid to Mr. Savard in the last three years ending prior to the date of termination and (iii) pay in lieu of any vacation not used.

If within 12 months of a change of control of Acerus, Acerus terminates Mr. Savard other than for cause or Mr. Savard terminates his own employment for good reason, Mr. Savard shall be entitled to a lump sum payment equal to: (i) 12 months' salary, (ii) the average of any bonus paid to Mr. Savard in the last three years ending prior to the change of control and (iii) pay in lieu of any vacation not used. In addition, in connection with a change of control of Acerus, all granted but unvested options of Mr. Savard shall vest and be exercisable immediately prior to, but conditional upon, the completion of any change of control and Mr. Savard's benefits will be continued for the minimum period of time required by applicable employment standards legislation.

Mr. Savard's employment agreement also contains non-competition and non-solicitation provisions, each lasting during the term of his employment and for a period of one year following termination.

Estimated Incremental Payment on Change of Control and/or Termination

The following table provides details regarding the estimated incremental payments by Acerus to the Named Executive Officers employed by Acerus, as at December 31, 2018 under the above-described

agreements in the event of: (a) a “Change of control”; (b) termination without cause; and (c) termination with cause, assuming, in each case, that the event took place on December 31, 2018.

Name	Severance Period (# of months)	Triggering Event	Base Salary (Cdn.\$, except as noted) ⁽¹⁾	Payment Under Option Plan (Cdn.\$)	Other Benefits (Cdn.\$)	Total (Cdn.\$, except as noted)
Edward Gudaitis, President and Chief Executive Officer	13 months	Termination Without Cause within 12 months of a Change of Control	\$360,000	\$0 ⁽²⁾	\$83,751	\$443,751
	13 months	Termination Without Cause	\$360,000	Nil	\$83,751	\$443,751
	0	Termination With Cause	Nil	Nil	Nil	Nil
Robert Motz, Chief Financial Officer	12 months	Termination Without Cause within 12 months of a Change of Control	\$280,000	\$0 ⁽²⁾	\$47,358	\$327,358
	12 months	Termination Without Cause	\$280,000	Nil	\$8,968	\$288,968
	0	Termination With Cause	Nil	Nil	Nil	Nil
Tricia Symmes, Former Chief Operating Officer	16 months	Termination Without Cause within 12 months of a Change of Control	\$300,000	\$0 ⁽²⁾	\$224,084	\$524,084
	14 months	Termination Without Cause	\$300,000	Nil	\$156,189	\$456,189
	0	Termination With Cause	Nil	Nil	Nil	Nil

Name	Severance Period (# of months)	Triggering Event	Base Salary (Cdn.\$, except as noted) ⁽¹⁾	Payment Under Option Plan (Cdn.\$)	Other Benefits (Cdn.\$)	Total (Cdn.\$, except as noted)
Nathan Bryson, Chief Scientific Officer	12 months	Termination Without Cause within 12 months of a Change of Control	\$275,000	\$14,250 ⁽³⁾	\$108,532	\$397,782
	12 months	Termination Without Cause	\$275,000	Nil	\$108,532	\$383,532
	0	Termination With Cause	Nil	Nil	Nil	Nil
Philippe Savard, Vice President, General Counsel and Corporate Secretary	12 months	Termination Without Cause within 12 months of a Change of Control	\$215,000	\$7,500 ⁽⁴⁾	\$29,583	\$252,083
	12 months	Termination Without Cause	\$215,000	Nil	\$29,583	\$244,583
	0	Termination With Cause	Nil	Nil	Nil	Nil

- (1) Based on employment agreements in effect as of the date of this Circular.
- (2) Options held by this individual as at December 31, 2018 had an exercise price greater than the closing price of the Shares on the TSX on December 31, 2018 of Cdn.\$0.115. Accordingly, these options would have been “out of the money.”
- (3) At December 31, 2018 Dr. Bryson had options at an exercise price of Cdn.\$0.10. The closing price of the Shares on the TSX on December 31, 2018 was Cdn.\$0.115. Accordingly, the “in the money” amount of any options held by Dr. Bryson that would have been accelerated upon the occurrence of a Liquidity Event occurring on December 31, 2018 was Cdn.\$14,250.
- (4) At December 31, 2018 Mr. Savard had options at an exercise price of Cdn.\$0.09. The closing price of the Shares on the TSX on December 31, 2018 was Cdn.\$0.115. Accordingly, the “in the money” amount of any options held by Mr. Savard that would have been accelerated upon the occurrence of a Liquidity Event occurring on December 31, 2018 was Cdn.\$7,500.

Description of Incentive Plans

As of the date of this Circular, the only equity-based incentive plan of Acerus is the amended and restated stock option plan, which was adopted by Shareholders at the annual and special meeting of Shareholders held on June 28, 2018 (the “**Amended and Restated Stock Option Plan**”). For further information on the Amended and Restated Stock Option Plan, see the management information circular of Acerus dated May 15, 2018, which is available on SEDAR at www.sedar.com. The following describes the Amended and Restated Stock Option Plan, for which the Board retains a level of discretionary authority.

Amended and Restated Stock Option Plan

The Amended and Restated Stock Option Plan, as amended June 28, 2018, is administered by Acerus' Board which may, from time to time, delegate to a committee of the Board or to the President and Chief Executive Officer of Acerus, all or any of the powers conferred to the Board under the Amended and Restated Stock Option Plan.

The purpose of the Amended and Restated Stock Option Plan is to allow full-time and salaried officers and employees of Acerus and certain other persons as may be determined by the Board from time to time to participate, through share ownership, in the growth of the business of Acerus and also to enhance Acerus' ability to attract, retain and motivate key personnel and reward significant performance achievements.

The Amended and Restated Stock Option Plan provides that the Board may from time to time, in its discretion, grant to Directors, officers, employees, consultants and any other person or entity engaged to provide ongoing services to Acerus non-transferable options to purchase Shares, provided that the number of Shares reserved for issuance under the Amended and Restated Stock Option Plan shall not exceed a number that is equal to 10% of the total issued and outstanding Shares from time to time. The exercise price of the options is determined on the date of grant provided that such price is not less than the volume-weighted average price of the Shares on the TSX for five trading days immediately preceding the date of grant. In addition, the number of Shares reserved for issuance to: (a) any one person shall not exceed 5%; (b) to the insiders or reserved for issuance to insiders of Acerus as a group, shall not exceed 10% (in aggregate or over any twelve-month period); and (c) to any one service provider to Acerus shall not exceed 2%, in each case of the issued and outstanding Shares. Subject to all regulatory policies, the Board fixes the vesting terms it deems appropriate when granting options.

Options granted under the Amended and Restated Stock Option Plan may have a term of up to five years. The term of options granted under the Amended and Restated Stock Option Plan will typically be adjusted in circumstances of a participant's resignation, retirement or termination of employment from Acerus or the death or disability of a participant, subject to various time periods for vesting and exercise of outstanding options. Additionally, upon the occurrence of certain Liquidity Events (as defined in the Amended and Restated Stock Option Plan), all unvested options may be substituted by or replaced with options of the continuing entity, or the vesting of all such unvested options may be accelerated, as the Board of Directors determines in its sole discretion.

Except as otherwise set out in an option agreement between the optionee and Acerus relating to the grant of an option or as determined by the Board, an option is non-assignable.

Subject to the following exceptions and any resolution passed by the Board providing otherwise, all options held by an officer or employee of Acerus or any subsidiary of Acerus expire and terminate, and any such employee or officer ceases to be eligible for receipt of options under the Amended and Restated Stock Option Plan, immediately upon termination, death, disability or retirement. If the employment of an officer or employee terminates before the expiry of an option held by that person, such options (if exercisable) may, subject to the terms and conditions between any optionee and Acerus, be exercised as follows:

- (a) if the officer or employee is deceased, by the legal personal representative(s) of the estate of the officer or employee at any time during the one year following the death of the officer or employee;
- (b) if the termination of the employment of the officer or employee arises as a result of the disability or retirement of the officer or employee, by the officer or employee at any time during the one-year period following the date of termination;

- (c) if the termination of the employment of the officer or employee arises as a result of a termination for cause or resignation of the officer or employee without good reason, by the officer or employee at any time during the 10-day period following the date of termination; or
- (d) in all other cases, by the officer or employee at any time during the 90-day period following the date of termination.

The termination provisions in the Amended and Restated Stock Option Plan described above apply only to options held by officers and employees of Acerus or any subsidiary of Acerus. They do not apply to options held by the Directors or any other eligible participant under the Amended and Restated Stock Option Plan.

The Amended and Restated Stock Option Plan also provides that:

- (a) upon the surrender, termination or expiry of any options granted under the Amended and Restated Stock Option Plan, without such options being exercised, or upon any exercise of any options granted, Shares subject to such options shall become available under the Amended and Restated Stock Option Plan to satisfy future grants of new options under the Amended and Restated Stock Option Plan; and
- (b) a holder of an option may, rather than exercise such option, elect a cashless exercise payable of such option in Shares equaling the amount by which the value of an underlying share at that time exceeds the exercise price of an option or warrant to acquire such share.

The Board may amend the Amended and Restated Stock Option Plan from time to time without the Shareholders' approval except for amendments relating to:

- (a) the maximum number of Shares reserved for issuance under the Amended and Restated Stock Option Plan;
- (b) a reduction in the exercise price for options held by insiders (as defined in the *Securities Act* (Ontario) and here, "Insiders");
- (c) an extension to the term of any option held by Insiders except in case of an extension due to a Black-Out Period (as defined in the Amended and Restated Stock Option Plan);
- (d) an increase in any limit on grants of options to Insiders; and
- (e) any amendment that alters the types amendments to the Amended and Restated Stock Option Plan that may or may not be made with or without Board approval.

Security Based Award Burn Rate for the Last Three Years

Pursuant to TSX rules, Acerus is required to calculate and disclose the annual "burn rate" of its options and any other security-based awards for the three most recently completed financial years. The annual burn rate is equal to the number of options and any other security-based awards granted in the applicable year, divided by the weighted average number of Shares outstanding in that year, expressed as a percentage. Acerus' average burn rate over the last three financial years is 3.3%.

Financial Year End	Burn Rate (%)
December 26, 2016	3%
December 31, 2017	5%
December 31, 2018	2%

Outstanding Share-Based Awards and Option-Based Awards Table

The following table sets out the value of all unexercised option-based and share-based awards for the Named Executive Officers outstanding as of December 31, 2018.

Name (a)	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#) (b)	Option exercise price (Cdn.\$) (c)	Option expiration date (d)	Value of unexercised in-the-money options (Cdn.\$) (e) ⁽¹⁾	Number of Shares or units of Shares that have not vested (#) (f)	Market or payout value of share-based awards that have not vested (Cdn.\$) (g)	Market or payout value of share-based awards not paid out or distributed (Cdn.\$) (h)
Edward Gudaitis	1,000,000	\$0.21	August 15, 2023	\$0	Nil	Nil	Nil
Luc Mainville ⁽²⁾	100,000	\$0.09	August 11, 2021	\$2,500	Nil	Nil	Nil
	200,000	\$0.12	November 9, 2020	\$0	Nil	Nil	Nil
	200,000	\$0.12	March 10, 2022	\$0	Nil	Nil	Nil
	500,000 ⁽³⁾	\$0.12	November 9, 2020	\$0	Nil	Nil	Nil
	100,000	\$0.27	March 23, 2021	\$0	Nil	Nil	Nil
	75,000	\$0.27	March 23, 2023	\$0	Nil	Nil	Nil
Ken Yoon ⁽⁴⁾	333,333	\$0.11	October 29, 2020	\$1,667	Nil	Nil	Nil
	325,000 ⁽³⁾	\$0.12	October 29, 2020	\$0	Nil	Nil	Nil
	105,532	\$0.27	October 29, 2020	\$0	Nil	Nil	Nil
Robert Motz	750,000	\$0.17	November 19, 2023	\$0	Nil	Nil	Nil
Tricia Symmes	500,000	\$0.18	November 4, 2021	\$0	Nil	Nil	Nil
	300,000	\$0.12	March 10, 2022	\$0	Nil	Nil	Nil
	325,000 ⁽³⁾	\$0.12	November 9, 2022	\$0	Nil	Nil	Nil
	334,863	\$0.27	March 23, 2023	\$0	Nil	Nil	Nil
Nathan Bryson	150,000 ⁽⁵⁾	\$0.815	March 10, 2019	\$0	Nil	Nil	Nil
	185,000	\$0.75	March 11, 2020	\$0	Nil	Nil	Nil
	950,000	\$0.10	March 4, 2021	\$14,250	Nil	Nil	Nil

Option-based Awards					Share-based Awards		
Name (a)	Number of securities underlying unexercised options (#) (b)	Option exercise price (Cdn.\$) (c)	Option expiration date (d)	Value of unexercised in-the-money options (Cdn.\$) (e) ⁽¹⁾	Number of Shares or units of Shares that have not vested (#) (f)	Market or payout value of share-based awards that have not vested (Cdn.\$) (g)	Market or payout value of share-based awards not paid out or distributed (Cdn.\$) (h)
	600,000	\$0.12	March 10, 2022	\$0	Nil	Nil	Nil
	325,000	\$0.12	November 9, 2022	\$0	Nil	Nil	Nil
	316,598	\$0.27	March 23, 2023	\$0	Nil	Nil	Nil
Philippe Savard	300,000	\$0.09	August 11, 2021	\$7,500	Nil	Nil	Nil
	200,000	\$0.12	March 10, 2022	\$0	Nil	Nil	Nil
	325,000 ⁽³⁾	\$0.12	November 9, 2022	\$0	Nil	Nil	Nil
	225,272	\$0.27	March 23, 2023	\$0	Nil	Nil	Nil

(1) Certain of the options had an exercise price greater than the closing price of the Shares on the TSX on December 31, 2018 of Cdn\$0.115. Accordingly, these options were “out of the money.” As of the date of this Circular, certain of the options have an exercise price less than the closing price of the Shares on the TSX on May 14, 2019 of Cdn\$0.155. Accordingly, as of the date hereof, these options are “in the money.”

(2) Mr. Mainville was appointed as Interim Chief Executive Officer on October 2, 2017.

(3) The vesting of this option grant was dependent on meeting specific corporate objectives. This option number reflects only the final amounts that vested on March 31, 2018. The remaining options in the tranche were cancelled.

(4) The options reflect the adjustments agreed to in Mr. Yoon’s termination agreement.

(5) These options expired on March 10, 2019 and were subsequently cancelled.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out the option-based, share-based and non-equity based incentive plan amounts vested or earned during the 2018 fiscal year.

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$) ⁽²⁾
Edward Gudaitis	Nil	Nil	Nil
Luc Mainville	\$0	Nil	Nil
Robert Motz	Nil	Nil	Nil
Ken Yoon	\$643	Nil	Nil
Tricia Symmes	\$0	Nil	Nil
Nathan Bryson	\$3,666	Nil	Nil
Philippe Savard	\$1,929	Nil	Nil

(1) The closing price of the Shares on the TSX on December 31, 2018 was Cdn.\$0.115. The amounts listed represent “in the money” amount of any options held by individual that vested in fiscal 2018.

(2) In the event that the applicable Named Executive Officer is no longer employed by Acerus on the date that payment is otherwise required to be made, the amount shall not be paid to the applicable Named Executive Officer. Bonus amounts were paid on April 15, 2019.

Equity Compensation Plan Information

The following table sets out the equity compensation plan information as at December 31, 2018:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders (options)	17,763,346	Cdn\$0.18	5,775,080
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	17,763,346	Cdn\$0.18	5,775,080

As at the date of this circular, 13,459,425 options remain available for issuance under the Amended and Restated Stock Option Plan.

Termination and Change of Control Benefits

Except as described above under “*Executive Employment Agreements*”, there are no other change of control provisions or incentive plans that apply to the Named Executive Officers. However, in the event of a “Liquidity Event” (as defined in the Amended and Restated Stock Option Plan), the Board may cause certain actions to be taken with respect to outstanding options, including the acceleration of any such options or the payment of the “in the money” amount in respect thereof. Further information with respect to such potential actions is set out in the Amended and Restated Stock Option Plan, a copy of which is available on SEDAR at www.sedar.com.

Director Compensation

The table below sets out a summary of total compensation applicable to each serving Director in respect of the 2018 fiscal year. Mr. Gudaitis received no compensation for his service on the Board in 2018 due to his being an officer of Acerus during the relevant period.

Name (a)	Fees earned (\$) (b)	Share-based awards (\$) (c)	Option-based awards (\$) ⁽¹⁾ (d)	Non-equity incentive plan compensation (\$) (e)	Pension value (\$) (f)	All other compensation (\$) (g)	Total (\$) (h)
Norma Beauchamp	30,870	Nil	15,291	Nil	Nil	Nil	46,161
Borys Chabursky	27,012	Nil	15,291	Nil	Nil	Nil	42,303
Stephen Gregory	30,870	Nil	15,291	Nil	Nil	Nil	46,161
Ian O. Ihnatowycz	38,588	Nil	15,291	Nil	Nil	Nil	53,879
Luc Mainville ⁽²⁾	6,753	Nil	11,468	Nil	Nil	Nil	18,221
J. Mark Lievonen	34,729	Nil	Nil	Nil	Nil	Nil	34,729

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Total	168,822	Nil	72,632	Nil	Nil	Nil	241,454

- (1) Reflects only options issued to the Board in fiscal 2018.
(2) Mr. Mainville stepped down as a Director of Acerus on June 5, 2018.

The independent Directors of Acerus (other than the Chairman) received a quarterly retainer fee of Cdn.\$8,750 for their services in 2018 with an additional Cdn.\$5,000 for the chairs of the Corporate Governance and Nominating Committee and the Compensation Committee and an additional Cdn.\$10,000 for the chair of the Audit Committee. The Chairman of the Board received a quarterly retainer of Cdn.\$12,500.

The quarterly payments described here represent full and total cash compensation for the independent Directors, other than Corporation-related expenses. No Directors receive any additional specific fees for attending Board or committee meetings.

Directors and officers of Acerus are covered by insurance in respect of liability that may be incurred by them acting in such capacity, unless the liability arises because such Director or officer fails to act honestly and in good faith with a view to the best interests of Acerus. See “*Directors’ and Officers’ Liability Insurance*”.

Option Based Awards

The following table sets forth the details of all outstanding option-based awards for the Directors of Acerus as at December 31, 2018.

Name (a)	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#) (b)	Option exercise price (Cdn.\$) ⁽¹⁾ (c)	Option expiration date (d)	Value of unexercised in-the-money options (Cdn.\$) ⁽¹⁾ (e)	Number of Shares or units of Shares that have not vested (#) (f)	Market or payout value of share-based awards that have not vested ⁽¹⁾ (\$) (g)	Market or payout value of share-based awards not paid out or distributed (\$) (h)
Ian O. Ihnatowycz	25,000 ⁽³⁾	\$0.815	March 10, 2019	Nil	Nil	Nil	Nil
	25,000	\$0.75	March 11, 2020	Nil	Nil	Nil	Nil
	100,000	\$0.10	March 4, 2021	\$1,500	Nil	Nil	Nil
	200,000	\$0.12	March 10, 2022	Nil	Nil	Nil	Nil
	100,000	\$0.27	March 23, 2023	Nil	Nil	Nil	Nil
Stephen Gregory	25,000 ⁽³⁾	\$0.815	March 10, 2019	Nil	Nil	Nil	Nil
	25,000	\$0.75	March 11, 2020	Nil	Nil	Nil	Nil
	100,000	\$0.10	March 4, 2021	\$1,500	Nil	Nil	Nil

	200,000	\$0.12	March 10, 2022	Nil	Nil	Nil	Nil
	100,000	\$0.27	March 23, 2023	Nil	Nil	Nil	Nil
Borys Chabursky	100,000	\$0.10	March 4, 2021	\$1,500	Nil	Nil	Nil
	200,000	\$0.12	March 10, 2022	Nil	Nil	Nil	Nil
	100,000	\$0.27	March 23, 2023	Nil	Nil	Nil	Nil
Luc Mainville ⁽²⁾	100,000	\$0.09	August 11, 2021	\$2,500	Nil	Nil	Nil
	200,000	\$0.12	November 9, 2020	Nil	Nil	Nil	Nil
	200,000	\$0.12	March 10, 2022	Nil	Nil	Nil	Nil
	500,000	\$0.12	November 9, 2020	Nil	Nil	Nil	Nil
	100,000	\$0.27	March 23, 2021	Nil	Nil	Nil	Nil
	75,000	\$0.27	March 23, 2023	Nil	Nil	Nil	Nil
Norma Beauchamp	100,000	\$0.10	March 4, 2021	\$1,500	Nil	Nil	Nil
	200,000	\$0.12	March 10, 2022	Nil	Nil	Nil	Nil
	100,000	\$0.27	March 23, 2023	Nil	Nil	Nil	Nil
J. Mark Lievonen	200,000	\$0.36	December 6, 2022	Nil	Nil	Nil	Nil
Edward Gudaitis	1,000,000	\$0.21	August 15, 2023	Nil	Nil	Nil	Nil

- (1) The closing price of the Shares on the TSX on December 31, 2018 was Cdn.\$0.115. The amounts listed represent “in the money” amounts.
- (2) Mr. Mainville stepped down as Director of Acerus on June 5, 2018.
- (3) These options expired on March 10, 2019 and were subsequently cancelled.

Pension Plan Benefits

Acerus does not maintain any defined benefit pension plans or defined contribution pension plans.

Indebtedness of Directors, Officers and Employees

None of the Directors, executive officers or nominees for election as Directors of Acerus or their respective associates is, or at any time since the beginning of the most recently completed fiscal year has been, indebted to Acerus or any of its subsidiaries or is, or has been since the beginning of the most recently completed fiscal year, indebted to another entity where Acerus or any of its subsidiaries provided a guarantee, support agreement, letter of credit or other similar arrangement in connection with such debt. There was no indebtedness as at May 15, 2019 to Acerus or any of its subsidiaries, excluding routine

indebtedness, owing by present and former officers, present Directors or nominees for election, or employees of Acerus and any of its subsidiaries.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Board of Directors

The Board is currently comprised of six Directors. The Board does not have a policy term limit. The Board has concluded that five of the proposed six Directors (Messrs. Ihnatowycz, Chabursky, Gregory, Lievonen and Ms. Beauchamp) are independent from the management of Acerus for the purposes of National Instrument 58-101 – *Corporate Governance*.

Except for Mr. Ihnatowycz, who exercises control or direction over the Shares held by First Generational Capital Inc., none of the Directors have a material relationship with any “control person” of Acerus. Consequently, all of the proposed Directors except for Mr. Ihnatowycz are independent of any such “control persons”.

Mr. Gudaitis is not considered to be “independent” within the meaning of applicable securities laws as a result of his position as President and Chief Executive Officer of Acerus.

Mandate of the Board of Directors

The Board assumes explicit responsibility for the stewardship of the Acerus business directly and through its committees. The responsibilities of the Board and each committee of the Board are set out in written charters, which are reviewed and approved annually. The charter of the Board is provided at Schedule A of this Circular. In fulfilling its mandate, the Board is, among other matters, responsible for the following:

- reviewing and approving the overall business, objectives, strategies and operational plans;
- appointing the Chief Executive Officer and other senior officers and reviewing succession planning;
- assessing management’s performance against approved business, objectives, plans and industry standards;
- monitoring principal risks of the business of Acerus, including review of management’s systems for risk management and identification of any material deficiencies in such systems;
- reviewing and approving the reports issued to Shareholders, including annual and interim financial statements;
- reviewing and approving all material transactions not in the ordinary course of business;
- ensuring the effective operation of the Board; and
- safeguarding Shareholders’ equity interests through the optimum utilization of the Acerus business’ capital resources.

Meetings of the Board of Directors

The Board meets at least once each quarter, with additional meetings held when appropriate. Meetings of the Board may be held by teleconference or other electronic means, as needed to discharge its responsibilities.

Independent Directors are provided the opportunity to meet *in camera* without non-independent Directors or management present in conjunction with every in-person meeting of the Board.

Board members are expected to attend all Board meetings and meetings of committees on which they serve. During the year ended December 31, 2018, the Directors serving on the Board as at December 31, 2018 had the following attendance record at Board and committee meetings (attendance figures are shown only for those meetings where the relevant Director served on the Board and/or applicable committee):

Director	Board Meetings Attended	Audit Committee Meetings Attended	Corporate Governance and Nominating Committee Meetings Attended	Compensation Committee Meetings Attended	Executive Committee Meetings Attended	Total
Ian O. Ilnatowycz	6 (100%)	N/A	N/A	N/A	N/A	6 (100%)
Norma Beauchamp	5 (83%)	3 (75%)	5 (100%)	N/A	N/A	13 (87%)
Borys Chabursky	5 (83%)	N/A	5 (100%)	4 (80%)	N/A	14 (88%)
Stephen Gregory	6 (100%)	4 (100%)	5 (100%)	5 (100%)	N/A	20 (100%)
Luc Mainville	3 (100%)	N/A	N/A	N/A	N/A	3 (100%) ⁽¹⁾
J. Mark Lievonen	6 (100%)	4 (100%)	N/A	5 (100%)	N/A	15 (100%)
Edward Gudaitis	4 (100%)	N/A	N/A	N/A	N/A	4 (100%) ⁽²⁾

(1) Mr. Mainville stepped down as a Director on June 5, 2018.

(2) Mr. Gudaitis became a Director on May 1, 2018.

Selection of New Board of Directors Members

The Corporate Governance and Nominating Committee of the Board has established procedures for the identification and nomination of new Directors. When required, the Directors, assisted by the Corporate Governance and Nominating Committee, consider what skills and competencies the Board as a whole should possess to be effective to Acerus' business. The results of this assessment are then compared to the inventory of skills and competencies found in the existing Directors. The Corporate Governance and Nominating Committee would select suitable candidates for interviews and subsequently recommend them to the Board for consideration.

The Board has adopted a Gender and Diversity Policy that applies to all directors and employees of Acerus and aims to ensure that Acerus has a workplace comprised of talented and dedicated individuals with a diverse mix of expertise, experience, skills and backgrounds.

Of the six proposed candidates for election to the Board, one (16.7%) is female. The Board does not specifically consider the level of representation of women on the Board in identifying and nominating candidates for election or re-election to the Board, but instead will consider a range of criteria.

The Board does not specifically consider the level of representation of women in executive officer positions when making executive officer appointments and have not adopted a target regarding women in executive officer positions, but rather generally seek appropriate executive officer candidates who possess

the necessary competencies, expertise and skills for the position to be filled. In 2018, Acerus had one female executive officer. As of the date of this Circular, Acerus has no female executive officers.

Independence of Board of Directors

The by-laws of Acerus provide that a majority of the members of the Board will be independent of Acerus and any “control person” (as such term is defined under applicable securities laws). Any amendment to this provision of the by-laws will require the approval of a majority of Acerus’ Shareholders that are not “control persons”.

The independence of the Board from management will be supported through the following practices:

- The independent Directors are provided an opportunity to meet *in camera* without management present in conjunction with every in-person meeting of the Board; and
- The Audit Committee will maintain a whistle blowing policy.

Position Descriptions

Charters and position descriptions have been developed for the Board and committees, the Board chair, chairs of the Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee, and the President and Chief Executive Officer.

The responsibilities of the Chairman of Acerus include leadership of the Board and its efficient organization and operation. The Chairman is also responsible for ensuring that effective communication exists between the Board and management and that the Board is informed about the business of Acerus.

Each committee chair is responsible for the effective organization and operation of the relevant committee he/she chairs and is required to provide leadership in discharging the mandate set out in the committee charter. The chair also acts as primary liaison between the relevant committee and Acerus’ management where necessary. The chair of each committee reports directly to the Board.

Orientation and Education

The Corporate Governance and Nominating Committee develops, recommends and oversees the Board’s orientation program for new Directors. This program is designed to assist new directors to understand the role of the Board and its committees, the contribution individual Directors are expected to make to Acerus (including the commitment of time and energy that Acerus expects) and the nature and operation of Acerus’ business. In addition, new Directors are oriented to the roles of the Board and individual Directors and the business and affairs of Acerus through discussions with Acerus’ management and the incumbent Directors by periodic presentations from senior management on major business, industry and competitive issues. Management provides information to the Board and its committees as necessary to keep the Directors up-to-date with corporate governance requirements and best practices, Acerus and its business and the environment in which it operates, as well as developments in the responsibilities of Directors.

As well, the Corporate Governance and Nominating Committee oversees the Board’s continuing education program which was developed to assist Directors in maintaining or enhancing their skills and abilities as Directors and updating their knowledge and understanding of Acerus and the pharmaceutical industry.

Code of Conduct

The Board has adopted a written Code of Conduct (the “Code”) that has been adopted by, or is applicable to, all Directors, officers and employees of Acerus and its subsidiaries. The Code constitutes written standards that are designed to promote integrity and to deter wrongdoing. In particular, the Code addresses the following issues:

- conflicts of interest;
- outside business activities and other employment;
- gifts and entertainment;
- corporate opportunities;
- fair dealing;
- protection and proper use of Acerus assets;
- compliance with laws, rules and regulations (including insider trading laws);
- confidentiality;
- fraud;
- harassment and discrimination;
- occupational health and safety;
- dealing with public officials and governmental regulatory agencies;
- political activities and contributions; and
- privacy.

A copy of the Code as revised on May 10, 2019 is attached hereto as Schedule B.

Each person to whom the Code is applicable must sign an acknowledgement to Acerus indicating that he or she is responsible for complying with the Code and that he or she will report any instance of non-compliance with the Code. The Board is required to review and, if necessary, revise and update the Code on an annual basis. Any waiver of the Code for executive officers or Directors of Acerus may only be made by the Board or a committee of the Board and must be promptly disclosed to Shareholders. All new Directors, officers and employees of Acerus and any subsidiaries are advised of the Code and its importance and the Code is brought to the attention of all employees on an annual basis.

Acerus is established under and is therefore governed by the provisions of the OBCA. Pursuant to the OBCA (and as confirmed in the Code), a Director or officer of Acerus must disclose in writing or by requesting that it be entered in the minutes of meetings of the Board, the nature and extent of any interest that he or she has in material contract or material transaction, whether made or proposed, with Acerus, if the Director or officer: (a) is a party to the contract or transaction; (b) is a Director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or (c) has a material interest

in a party to the contract or transaction. The interested Director cannot vote on any resolution to approve the contract or transaction, subject to certain limited exceptions.

Standing Committees of the Board of Directors

The Board maintains three standing committees: Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee. Additionally, from time to time, the Board may establish ad hoc committees to consider certain limited matters or transactions.

Audit Committee

The Audit Committee is mandated to assist the Board in fulfilling applicable public company obligations respecting audit committees and its oversight responsibilities with respect to financial reporting. It is responsible for overseeing, among other matters, the work of Acerus' external auditors, the integrity of Acerus' financial statements, Acerus' compliance with legal and regulatory requirements, the qualifications and independence of Acerus' external auditors, the effectiveness of Acerus' internal controls and the performance of Acerus' external auditors. The Audit Committee must review and recommend to the Board Acerus' annual and interim consolidated financial statements and related MD&A and other material public financial disclosure for approval before they are released to the public or filed with the appropriate regulators. The Audit Committee annually reviews its charter and recommends changes to the Board with respect to the charter, as necessary. A copy of the charter of the Audit Committee as revised on May 10, 2019 is attached hereto as Schedule C.

In accordance with National Instrument 52-110 – *Audit Committees*, the Audit Committee will from time to time implement and oversee procedures for the receipt, retention and treatment of complaints received by Acerus regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. In this regard, Acerus has established a Whistleblower Policy outlining such confidential reporting process.

For a discussion of Audit Committee oversight, non-reliance on certain exemptions and pre-approval policies and procedures, please refer to Acerus' Annual Information Form dated March 4, 2019 and available on SEDAR at www.sedar.com

Composition and Relevant Education/Experience of Members

The Audit Committee is presently chaired by J. Mark Lievonen and the other committee members are Stephen Gregory and Norma Beauchamp. All of the Audit Committee members are independent of management of Acerus as required by National instrument 52-110 – *Audit Committees* and each member is financially literate in that each has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by Acerus' financial statements.

For a discussion of the members' relevant education or experience as related to the Audit Committee, please refer to the biographies of each member of the Audit Committee as provided in "Election of Directors" above.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee is comprised of three members, all of whom are independent Directors for purposes of National Instrument 58-101 – *Corporate Governance*. The Corporate Governance and Nominating Committee is presently chaired by Norma Beauchamp and the

other committee members are Borys Chabursky and Stephen Gregory. The Corporate Governance and Nominating Committee is responsible for both overseeing and making recommendations to the Directors of Acerus regarding its approach to both corporate governance issues as well as the enhancement of Acerus' governance through ongoing assessments.

The Corporate Governance and Nominating Committee also reviews and assesses the effectiveness of the Board as a whole, identifies individuals qualified to become Directors, reviews, in consultation with the Chairman of Acerus, proposed nominees and recommends such individuals to the Board for nomination for election to the Board. The Corporate Governance and Nominating Committee also reviews and assesses, on a periodic basis, the performance and contribution of individual Directors of Acerus and makes recommendations concerning the compensation of Directors.

The committee conducts an annual review of its mandate and charter and recommends changes to the Board with respect to such mandate and charter, as necessary.

Compensation Committee

The Compensation Committee is comprised of three members, all of whom are independent for the purposes of National Instrument 58-101 – *Corporate Governance*. The Compensation Committee is chaired by Stephen Gregory and the other committee members are J. Mark Lievonen and Borys Chabursky. The Compensation Committee oversees Acerus' compensation plans, discharges the Board's responsibilities relating to compensation, approves and monitors insider trading and share ownership policies, reviews compensation disclosure in public documents and produces such information and reviews and makes recommendations on executive compensation. The committee also assists the Board with establishing Acerus' compensation framework and with succession planning.

As part of its oversight of the implementation of Acerus' compensation plans, the Compensation Committee reviews and makes recommendations to the Board with respect to the adoption or amendment of incentive compensation and equity compensation plans. The Compensation Committee also approves the compensation of certain senior executives and reviews and approves corporate goals and objectives relevant to the compensation of the Chief Executive Officer by evaluating the Chief Executive Officer's performance and determines and approves the Chief Executive Officer's compensation level.

The Compensation Committee conducts an annual review of its mandate and charter and recommends changes to the Board with respect to such mandate and charter, as necessary.

Board of Directors, Committee and Director Evaluation

On an annual basis, the Board adopts a process based on the recommendation of the Corporate Governance and Nominating Committee for assessing the performance and effectiveness of the Board, its committees and the individual Directors. In order to facilitate this, the Corporate Governance and Nominating Committee is responsible for developing and recommending to the Board a process for assessing these criteria that considers the solicitation and receipt of comments from any Directors, the Board's written charter, the applicable position descriptions for each individual Director and for the chairs of the Board and each committee of the Board and the competencies and skills each Director is expected to bring to the Board.

Each individual committee and the Board, in the assessment process overseen by the Corporate Governance and Nominating Committee (as described above), must assess its own performance and that of the individual Directors of which each is comprised as well as each committee's own respective charter.

Disclosure Committee

The Disclosure Committee is established by the Chief Executive Officer and is comprised of certain senior officers of Acerus who are the most familiar with Acerus' operations or who have specific experience in this area. The current members of the Disclosure Committee as at the date of this Circular are Edward Gudaitis, Robert Motz and Philippe Savard. The Disclosure Committee oversees Acerus' disclosure practices in compliance with applicable law and regulations and with the disclosure policy adopted by the Board and determines when business developments justify public disclosure.

Corporate Disclosure Policy

The Board has adopted a Corporate Disclosure Policy that is designed to promote consistent disclosure practices aimed at informative, timely and broadly disseminated disclosure of material information to the public in accordance with all applicable legal, regulatory and TSX requirements. It is applicable to all Directors, officers and employees of Acerus. The Corporate Disclosure Policy prohibits the selective disclosure of material information regarding Acerus or its business and gives the Disclosure Committee ultimate responsibility for determining when developments justify public disclosure.

Whistleblowing Policy

The Board has adopted a Whistleblowing Policy which allows for the receipt, retention and treatment of complaints regarding all matters other than accounting, internal accounting controls or auditing matters (which are the subject of a separate whistleblowing policy administered by the Audit Committee). The policy prohibits Acerus from discharging, demoting, suspending, threatening, harassing or in any manner discriminating against any employee based upon lawful actions of such employee for good faith reporting of concerns or complaints regarding matters covered by the policy.

Insider Trading Policy

The Board has adopted an Insider Trading Policy that is designed to promote honest, ethical and lawful conduct with respect to trading in the outstanding securities of Acerus and its subsidiaries by directors, officers, employees and their families. The policy applies to any and all transactions in the securities of Acerus, including its common shares, preferred shares, options and any type of security that Acerus may issue in the future.

TSX Listing Requirements

In addition to the standard listing eligibility requirements imposed on every company listed for trading on the TSX, the TSX has imposed further conditions on Acerus' listing on the TSX in connection with the previously disclosed Ontario Securities Commission sanctions imposed on Mr. Eugene Melnyk as described in certain previous disclosure documents of Acerus available on SEDAR at www.sedar.com.

Pursuant to these conditions, at all times the majority of the Directors of Acerus must be independent from both Acerus and any "control person" of Acerus (as such term is defined in applicable securities laws). Acerus has embedded this requirement in its by-laws and any amendment to this by-law can only be made if it is approved by a majority of the minority Shareholders, as described in "*Independence of Board of Directors*". Additionally, Acerus must have a majority of independent Directors having TSX, New York Stock Exchange, Nasdaq or equivalent public company experience, at all times.

As described above, Acerus has complied with each of these requirements.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

Acerus annually renews and purchases insurance coverage for Directors' and officers' liability. The current term (June 30, 2018 to June 30, 2019) premium of approximately Cdn.\$113,476 covers Directors' and officers' liability for a limit of Cdn.\$25.1million. The policy provides for deductibles ranging from Cdn.\$0 to \$50,000 depending upon the nature of the claim. There is no deductible for any claim made by a Director or officer when indemnification has not been granted. This premium is paid entirely by Acerus.

GENERAL PROXY MATTERS

Voting in Person at the Meeting

A Registered Shareholder (or a proxyholder duly appointed thereby), or a beneficial owner who has appointed themselves to represent them at the Meeting, will appear on a list of Shareholders prepared by TSX Trust Company, the registrar and transfer agent for purposes of the Meeting. To vote in person at the Meeting, each Registered Shareholder or appointee will be required to register for the Meeting by identifying themselves at the registration desk. Non-registered beneficial shareholders must appoint themselves as a proxyholder to vote in person at the Meeting. Also see "*Non-Registered Holders*" below.

Solicitation of Proxies

The information contained in this Circular is furnished to Shareholders in connection with the solicitation of proxies to be used at the Meeting. The solicitation of proxies by this Circular is being made by or on behalf of the management of Acerus and the total cost of the solicitation will be borne by Acerus. The solicitation of proxies will be primarily by mail, but may also be in person or by telephone, fax or oral communication without special compensation by officers or employees of Acerus. Banks, brokerage houses and other custodians and nominees or fiduciaries will be requested to forward proxy solicitation material to their principals or beneficial owners and to obtain authorizations for the execution of proxies. Acerus will reimburse these banks, brokerage houses and other custodians and nominees or fiduciaries for the cost incurred in obtaining authorization to execute forms of proxy from their principals or beneficial owners.

Appointment of Proxies

The persons named in the enclosed form of proxy are officers of Acerus. A Shareholder has the right to appoint a person or company of its choice who need not be a Shareholder to represent such Shareholder at the Meeting other than the persons designated in the enclosed form of proxy. A Shareholder giving a proxy can strike out the names of the nominees printed in the accompanying form of proxy and insert the name of another nominee in the space provided, or the Shareholder may complete another form of proxy. A proxy nominee need not be a shareholder of Acerus.

If a Registered Shareholder cannot attend the Meeting but wishes to vote on the resolutions, the Registered Shareholder should complete, sign and return the enclosed form of proxy to Acerus' registrar and transfer agent, TSX Trust Company, 100 Adelaide St W, Suite 301, Toronto ON M5H 4H1 or fax to TSX Trust Company at 416-595-9593 or deposit by hand with TSX Trust Company, 100 Adelaide St W, Suite 301, Toronto ON M5H 4H1, and must be deposited with TSX Trust Company by no later than 11:00 a.m. (Toronto time) on June 25, 2019 or with the Chairman of the Meeting before the commencement of the Meeting, or if the Meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, proceeding the time of such adjourned or postponed Meeting or with the Chairman of the Meeting before the commencement of such adjourned or postponed Meeting. Notwithstanding the foregoing, the Chairman of the Meeting has the discretion to accept proxies after such deadline. The time limit for deposit of proxies may be waived or extended by the Chairman of the Meeting at his or her own discretion, without notice.

If a Shareholder who has completed a proxy attends the Meeting in person, any votes cast by such Shareholder on a poll will be counted and the proxy will be disregarded.

Non-Registered Holders

Only registered holders of Shares, or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, Shares beneficially owned by a holder (a “**Non-Registered Holder**”) are registered either:

- (1) in the name of an intermediary that the Non-Registered Holder deals with in respect of the Shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of registered plans; or
- (2) in the name of a depository (such as The Canadian Depository for Securities Limited (“**CDS**”)) 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*, Acerus will be distributing copies of the Notice, this Circular, the accompanying form of proxy and Acerus’ annual financial statements and MD&A (collectively, the “**Meeting Materials**”) to the depository and intermediaries for onward distribution to Non-Registered Holders. Intermediaries are required to forward Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Typically, intermediaries will use a service company (such as Broadridge Financial Solutions, Inc.) to forward the Meeting Materials to Non-Registered Holders. Acerus will pay for the distribution of Meeting Materials to objecting beneficial owners.

Generally, Non-Registered Holders who have not waived the right to receive meeting materials will receive a voting instruction form. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Shares they beneficially own. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Shareholder’s behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form. Voting instruction forms sent by Broadridge may, in some cases, permit the completion of the voting instruction form by telephone. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Shareholder’s behalf), the Non-Registered Holder must complete, sign and return the voting instruction form in accordance with the directions provided and a form of proxy giving the right to attend and vote will be forwarded to the Non-Registered Holder.

Non-Registered Holders should follow the instructions on the forms they receive and contact their intermediaries promptly if they need assistance.

Revocation

A Registered Shareholder who has given a proxy may revoke the proxy:

- (1) by completing and signing a form of proxy bearing a later date and depositing it with TSX Trust Company as described above; or
- (2) depositing an instrument in writing executed by the Shareholder or by the Shareholder’s attorney authorized in writing or by electronic signature: (i) at the registered office of Acerus addressed to the Vice President, General Counsel and Corporate Secretary at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of the Meeting, at which the proxy is to be used, or (ii) with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment of the Meeting; or

- (3) in any other manner permitted by law.

A Non-Registered Holder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote given to an intermediary at any time by written notice to the intermediary, except that an intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote that is not received by the intermediary at least seven days prior to the Meeting.

Voting of Proxies

The Shares represented by any valid proxy in favour of the nominees named in the accompanying form of proxy will be voted for or withheld from voting (or voted against, where applicable) with any specific instructions made by a shareholder on the form of proxy. **In the absence of any such specific instructions, such Shares will be voted by the nominees named in this Circular FOR the election as Directors of the management nominees named in this Circular and FOR the re-appointment of PricewaterhouseCoopers LLP as Auditor.**

The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to such other business or matters which may properly come before the Meeting or any adjournment(s) or postponement(s) thereof. As of the date of this Circular, Acerus is not aware of any such amendments or variations or any other matters to be addressed at the Meeting.

Non-Objecting Beneficial Owners

These Meeting Materials are being sent to both registered and Non-Registered Holders of the securities. If you are a Non-Registered Holder, and Acerus or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, Acerus (and not the intermediary holding on your behalf) has assumed responsibility for: (a) delivering these materials to you; and (b) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting delivered to you.

Record Date

The record date for determining Shareholders entitled to receive notice of and vote at the Meeting is May 15, 2019. Shareholders of record as at the close of business on such date will be entitled to attend and vote at the Meeting, or any adjournment or postponement thereof, in the manner and subject to the procedures described in this Circular.

Voting Shares, Voting Rights and Quorum

As of May 15, 2019, there were 261,225,290 Shares issued and outstanding. Shareholders of record on May 15, 2019 are entitled to receive notice of and vote at the Meeting. Each Share entitles the holder to one vote at all meetings of Shareholders.

Pursuant to the by-laws of Acerus, a quorum is present at the Meeting if two or more individuals present in person either holding personally or representing as proxies not less than 25% of the votes attached to all outstanding Shares.

Principal Shareholders

The following table sets forth information with respect to the only shareholders to the knowledge of the Directors or executive officers, and as of the date of this Circular, who beneficially own, control or direct, directly or indirectly, Shares carrying more than 10% of the voting rights attached to any class of issued and outstanding voting securities as at May 15, 2019:

Name	Number of Shares	Percentage of Outstanding Shares
First Generation Capital Inc. (Mr. Ian Ihnatowycz)	117,903,400	45.13%

ADDITIONAL INFORMATION

Additional information relating to Acerus is available on SEDAR at www.sedar.com. Financial information relating to Acerus is provided in Acerus' consolidated financial statements and MD&A for the year ended December 31, 2018. A comprehensive description of Acerus and the Acerus business as well as a summary of risk factors applicable to Acerus and the Acerus business are set out in Acerus' latest available AIF and latest available MD&A. Copies of the AIF, Acerus' most recently filed annual consolidated financial statements, together with the accompanying report of the Auditor, and any interim consolidated financial statements of the issuer that have been filed for any period after the end of Acerus' most recently completed fiscal year, annual and interim MD&A and this circular are available to anyone, upon request, from the Chief Financial Officer of Acerus at 2486 Dunwin Drive, Mississauga, Ontario, L5L 1J9, and without charge to Shareholders, and are also available on the Acerus' website and SEDAR at www.sedar.com.

DIRECTORS' APPROVAL

The contents of this Circular and its sending to Shareholders have been approved by the Directors.

By Order of the Board of Directors of Acerus Pharmaceuticals Corporation

("Signed") Edward Gudaitis

Edward Gudaitis
President and Chief Executive Officer
Acerus Pharmaceuticals Corporation
Mississauga, Ontario

May 15, 2019

Schedule A

ACERUS PHARMACEUTICALS CORPORATION

("Acerus")

CHARTER OF THE BOARD OF DIRECTORS

General

In accordance with applicable laws and the by-laws of Acerus, the Board of Directors is responsible for the stewardship of Acerus, and shall always act with a view to the best interests of Acerus. In furtherance of this mandate, the Board of Directors has adopted this form of written mandate. The Board of Directors shall periodically review and, if necessary, revise this mandate from time to time in order to meet Acerus' needs and satisfy any applicable legal or regulatory requirements and/or other best practices.

Duties and Responsibilities

In furtherance of its obligations, the Board of Directors shall be responsible for, among other things, the following:

- facilitating the relationship of the Board of Directors (including, as necessary, the independent directors thereof on a separate basis) to management and confirming that Acerus has appropriate structures and procedures in place to permit the Board of Directors to effectively discharge its duties and responsibilities;
- selecting, appointing, evaluating and, if necessary (taking into account any recommendations of the corporate governance and nominating committee with respect to any succession plan), changing the Chief Executive Officer of Acerus;
- together with the President and Chief Executive Officer, defining the duties and the limits of authority of senior management of Acerus, including the development of a position description for the President and Chief Executive Officer;
- to the extent feasible, satisfying itself as to the integrity of the President and Chief Executive Officer and other members of senior management, and that the President and Chief Executive Officer and other members of senior management create a culture of integrity throughout Acerus;
- adopting a strategic planning process and approving on a periodic basis a strategic plan that takes into account the opportunities and risks of the business of Acerus;
- identifying the principal risks of Acerus' business and ensuring the implementation of appropriate systems to manage these risks;
- receiving recommendations of Acerus' Audit Committee respecting, and reviewing and approving, the audited, interim and any other publicly announced financial information of Acerus;
- ensuring policies are in place to satisfy itself as to Acerus' internal control and management information systems and its financial reporting;
- ensuring appropriate policies and processes are in place to ensure Acerus' compliance with applicable laws and regulations;
- assessing the effectiveness of the board and any committees of the Board of Directors;
- taking into account any recommendations of the corporate governance and nominating committee of the Board of Directors, reviewing and considering any governance practices of the Board of Directors (including consideration of whether such practices differ from those recommended by Canadian securities regulators or stock exchanges);
- taking into account any recommendations of the compensation committee of the Board of Directors implementing a process for reviewing the adequacy and form of compensation of directors, and

ensuring that compensation realistically reflects the responsibilities and risk involved in being a director;

- adopting a communications policy for Acerus and implementing and overseeing a mechanism pursuant to which the Board of Directors can receive feedback from securityholders of Acerus; and
- other corporate decisions required to be made by the Board of Directors, or as may be reserved by the Board of Directors, to be made by itself, from time to time and not otherwise delegated to a committee of the Board of Directors or to management.

Expectations of Directors

In accordance with all applicable laws, directors are expected to: (a) act honestly and in good faith with a view to the best interests of Acerus; and (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Further, it is expected that directors will comply with all duties of honesty, care, diligence, skill and prudence, as well as any other duties imposed on directors at law.

In accordance with these duties, each director is expected to:

- develop and maintain a thorough understanding of Acerus' business, its strategy and business operations and its financial position and performance;
- prepare for each Board of Directors or committee meeting, including reviewing all meeting materials distributed in advance where feasible;
- attend meetings of the Board of Directors and any committee of which they are a member;
- actively and constructively participate in each meeting, including seeking clarification from management and outside advisors, where necessary, to fully understand the issues under consideration and to contribute relevant insights and experience;
- in accordance with applicable law disclose to Acerus, either in writing or by having it entered into the minutes of a meeting of the board, the nature and extent of any interest that they may have in a contract or transaction, whether made or proposed, with Acerus, if the director (i) is a party to the contract or transaction, (ii) is a director or member of senior management or individual acting in a similar capacity of a party to the contract or transaction, or (iii) has a material interest in a party to the contract or transaction;
- engage in continuing education programs for directors if appropriate; and
- exhibit high standards of personal integrity, honesty and loyalty and project a positive image of Acerus to news media, the financial community, governments and their agencies, shareholders and employees.

Board Composition

The Board of Directors shall strive to ensure that the directors represent an appropriate mix of skills, experience, age, expertise and other factors. Composition of the Board of Directors should reflect business experience and skills that are compatible with the strategic and business objects of Acerus.

Board Chair

In accordance with Acerus' by-laws, the directors shall select a chair of the Board of Directors from time to time. The responsibilities of such chair shall be in accordance with a position description established by the Board of Directors from time to time. In the event that the selected chair is not independent of Acerus, the Board of Directors shall consider appropriate measures to ensure that the views of the independent directors are considered and communicated to the chair and/or members of management (such measures may include the appointment of a "lead" independent director).

Board Committees

The Board of Directors shall at all times maintain an Audit Committee comprised entirely of directors that are independent and financially literate. The Board of Directors may also establish such standing and/or *ad hoc* committees as it believes prudent from time to time.

Each standing committee of the Board of Directors shall be subject to a charter setting out its responsibilities, duties, qualifications for members and reporting to the Board of Directors. From time to time, each committee and the Board of Directors shall review the respective charters to determine if any changes are advisable.

Meetings

It is the standard practice of the Board of Directors to hold a meeting (together with a meeting of each of the standing committees of the Board of Directors) on a quarterly basis. Additional meetings may also be called upon proper notice (in accordance with Acerus' bylaws) to address specific matters. While the Board of Directors shall generally strive to operate by way of meetings at which a thorough discussion of the applicable matters can occur, the Board of Directors may from time to time take action by way of unanimous written resolution.

At each in person meeting of the Board of Directors, the independent directors shall be entitled to request that an *in camera* session excluding: (a) any management or other attendees invited to the applicable meeting; and (b) any non-independent directors. Following any such meeting, the Board of Directors shall promptly inform management to the extent any action is required.

Access to Management and Outside Advisors

Directors shall have access to members of senior management and are encouraged to raise any questions or concerns directly with senior management. The Board of Directors and its committees may invite any member of senior management, outside advisor or other person to attend any of their meetings.

The Board of Directors and any of its committees may retain an outside advisor at the expense of Acerus at any time and have the authority to determine the advisor's fees and other retention terms. Individual directors may retain an outside advisor at the expense of Acerus with the approval of the Board of Directors.

Performance Assessment

On an annual basis, the Board of Directors shall assess how well it has performed the responsibilities and duties set out in this mandate.

Matters Requiring Board Approval

Approval of the Board of Directors shall be required for, among other things:

- dividends/distributions;
- significant acquisitions/dispositions;
- related party transactions;
- the release of any financial information to be publicly disseminated;
- the issuance or repurchase of Shares or other securities of Acerus;
- such matters as are required under the investment policies of Acerus;
- the terms of reference of committees of the board;
- any other matter that would give rise to a "material change" to Acerus; and

- any other matters which the Board of Directors is required to approve in accordance with applicable laws.

The foregoing list is intended to specify particular matters requiring board approval and is not intended to be an exhaustive list.

Code of Business Conduct and Ethics

The Board of Directors will adopt a Code of Business Conduct and Ethics for Acerus having regard to the recommendations of the corporate governance and nominating committee.

The Board of Directors will direct the corporate governance and nominating committee (or such other committee as may be designated from time to time) to monitor compliance with the Code of Business Conduct and Ethics and recommend disclosures with respect thereto. The Board of Directors will consider any report of the corporate governance and nominating committee concerning these matters, and will approve, if determined appropriate, the disclosure of the Code of Business Conduct and Ethics.

The Board shall consider any report of the corporate governance and nominating committee with respect to any waiver granted to a director or senior officer of Acerus from complying with the Code of Business Conduct and Ethics and shall approve or reject such request as it deems appropriate.

Schedule B

ACERUS PHARMACEUTICALS CORPORATION

CODE OF CONDUCT

This Code of Conduct ("**Code**") represents standards of conduct for every director, officer and employee of Acerus Pharmaceuticals Corporation (the "**Corporation**") and its subsidiaries.

The Corporation expects all of its directors, officers and employees to comply with the laws and regulations governing its conduct and further is committed to promoting honesty and integrity and maintaining the highest standard of ethical conduct in all of its activities. The Corporation's business success is dependent on trusting relationships, which are built on this foundation of integrity. Our reputation is founded on the personal integrity of the Corporation's personnel and accordingly this Code is applicable to all of the Corporation's directors, officers and employees (and those of its affiliates).

Each of us occupies a position of trust in our relations with our colleagues, fellow employees, customers, competitors, suppliers, government authorities, investors and the public. Whatever the area of activity, we should, of course, be honest and responsible in our relations with others.

This Code applies, without exception, to all directors, officers and employees of the Corporation and its affiliates (and references to "employee" in this Code should be read to include directors and officers). It is the responsibility of each and every employee to live up to the standards outlined in the Code to build on the Corporation's foundation of goodwill. These standards are intended as a guide to making the right choice when faced with a complicated situation and adopting a higher standard of behaviour than simply what is 'legal'. The Vice President, General Counsel and Corporate Secretary will report to the Corporation's board of directors (the "**Board**") on compliance with the Code.

This is not a complete Code of Conduct. No statement can offer a complete guide to cover all possible situations that might be encountered. There are some areas, however, which because of their special importance, deserve particular attention and these are set out in what follows.

If there are any doubts as to whether a course of action is proper, or about the application or interpretation of any legal requirement, discuss it with the Vice President, General Counsel and Corporate Secretary or such other person as he or she may designate from time to time.

Conflicts of Interest

Each employee of the Corporation must avoid any conflict, or perception of conflict, between his or her personal interests and the interests of the Corporation in transacting the Corporation's business. A conflict situation can arise when an employee takes actions or has interests that may make it difficult or even appear to make it difficult to perform his or her work objectively and effectively.

Some examples of a conflict of interest might include:

- employment by a competitor or potential competitor, regardless of the nature of employment, while employed by the Corporation;
- acceptance of gifts, payment, or services from those seeking to do business with the Corporation;

- purchases of goods and services by the Corporation leading to kickbacks, “under-the-table payments” or rebates to directors, officers or employees, or their families
- passing confidential information to competitors;
- investment activity using insider information;
- ownership of, or substantial interest in, a company which is a competitor or supplier of the Corporation; or
- acting as a consultant to a customer or supplier of the Corporation.

Employees should fully and promptly disclose to the Vice President, General Counsel and Corporate Secretary all circumstances that could be construed or perceived as a conflict of interest. Full disclosure creates an opportunity to resolve unclear situations and dispose of conflicting interests before any difficulty can arise. When an employee is in doubt as to whether or not a conflict of interest exists, he or she should consult the Vice President, General Counsel and Corporate Secretary.

Outside Business Activities / Other Employment

The Corporation should not be deprived of any employee's best efforts on the job because of excessive outside demands on his or her time, energy or attention. There are cases, however, where an employee may start his or her own outside businesses or take on additional part-time work with organizations that are neither competitors, suppliers or customers. This in itself does not constitute a conflict of interest. It is every employee's responsibility to ensure that the second job does not conflict with the interests of the Corporation. This means, for example, ensuring that the two activities are strictly separated. This can be done by ensuring that:

- the other organization's work is not done on the Corporation's time;
- customers and colleagues from the outside activity do not contact an employee at the Corporation;
- the Corporation's equipment and supplies, or the time of any corporate personnel, are not used for outside work;
- the Corporation's products or services from the outside business are not promoted to other corporate employees during working hours; and
- products or services from outside work are not sold to the Corporation.

Gifts and Entertainment

To avoid both the reality and the appearance of improper relations with suppliers or potential suppliers, the following standards will apply to the receipt of gifts and entertainment by directors, officers and employees of the Corporation.

Each employee must never use his or her position to obtain personal gain or become obligated to persons with whom the Corporation does business. Employees must not accept, directly or indirectly, gifts of value, including payments, services, fees, special privileges, pleasure trips, accommodations and loans from any person, organization, or group doing business or seeking to do business with the Corporation without obtaining the prior approval of the Vice President, General Counsel and Corporate Secretary, or such person as he or she may designate from time to time.

Directors, officers and employees shall not encourage or solicit entertainment from any individual or company with whom the Corporation does business. Entertainment includes, but is not limited to, activities such as dining, attending sporting or other special events and travel.

If an employee has any doubt regarding the acceptance of such gift or benefit, he or she should discuss it with the Vice President, General Counsel and Corporate Secretary.

Corporate Opportunities

Employees are prohibited from (a) taking for themselves personally corporate opportunities that are discovered through the use of the Corporation's property, information or position; (b) using the Corporation's property, information or position for personal gain; and (c) competing with the Corporation. Employees owe a duty to the Corporation to advance its legitimate interests when the opportunity to do so arises.

Fair Dealing

Each employee should endeavour to deal fairly with the Corporation's shareholders, customers, suppliers, competitors and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

Protection and Proper Use of the Corporation's Assets

All employees should protect the Corporation's assets and ensure their efficient use. All of the Corporation's assets should be used for legitimate business purposes. Equipment, materials, supplies and services, including Internet access, that are purchased by the Corporation are the property of the Corporation and must be used only in the interest of the Corporation and must be protected from theft, misuse or damage.

Compliance with Laws, Rules and Regulations (including Insider Trading Laws)

The laws of the jurisdiction where the Corporation does business cover many aspects of the Corporation's business. The Corporation is committed to operating within the framework of these laws and regulations. Therefore, to ensure adherence to all applicable laws, all employees should take reasonable steps to familiarize themselves with the laws and regulations affecting their work and ensure that their conduct complies with those laws. Ignorance of the law is not a defence.

While striving to achieve challenging goals and objectives, all employees are expected to comply with the law and must not encourage other employees, contractors or suppliers to engage in any activities that are accomplished by breaking the law or take part in any unethical business dealings.

The Corporation will proactively promote compliance with laws, rules and regulations, including insider trading laws. The Corporation views insider trading as both unethical and illegal and will deal with it decisively. To this end, the Corporation has adopted a policy relating to trades in securities by "insiders" (the "**Insider Trading Policy**"), imposing trading restrictions and blackout periods. Employees should be knowledgeable of and comply with the Insider Trading Policy. Employees who do not have a copy of the Insider Trading Policy should contact the Vice President, General Counsel and Corporate Secretary or any other senior officer of the Corporation.

The Corporation's policy is full, fair, accurate, timely and understandable disclosure in reports and documents that the Corporation files with or submits to securities regulatory authorities and in all other

publication communications made by the Corporation. However, disclosure of information concerning the Corporation is the responsibility of the Corporation's Disclosure Committee, and employees should not disclose corporate information, including material information relating to the business and affairs of the Corporation. Any employee who becomes aware of information that may be considered material should advise a member of the Disclosure Committee so that a proper determination can be made about whether the information should be publicly disclosed. Employees who are not authorized spokespersons must not respond under any circumstances to inquiries from the investment community or the media unless specifically asked to do so by an authorized spokesperson. All such inquiries shall be referred to the Vice President, General Counsel and Corporate Secretary or such person as he or she may designate from time to time. Furthermore, employees are prohibited from participating in Internet chat room or newsgroup discussions on matters pertaining to the Corporation's activities or its securities. See the Corporation's Social Media Policy for details regarding the use of social media. Employees who encounter a discussion pertaining to the Corporation should advise the Vice President, General Counsel and Corporate Secretary or such person as he or she may designate from time to time immediately, so the discussion may be monitored.

The activities of all employees should withstand close scrutiny. If in doubt, employees should discuss the matter with the Vice President, General Counsel and Corporate Secretary or such person as he or she may designate from time to time.

Confidentiality

Employees will be required to maintain the confidentiality of information entrusted to them by the Corporation or its customers as required by the Corporation's Corporate Disclosure Policy. Employees should be knowledgeable of and comply with the Corporation's Corporate Disclosure Policy. Employees that do not have a copy of the Corporation's Corporate Disclosure Policy should contact the Vice President, General Counsel and Corporate Secretary or such person as he or she may designate from time to time.

Any employee privy to confidential information is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business. Efforts will be made to limit access to such confidential information to only those who need to know the information and such persons will be advised that the information is to be kept confidential.

Except as required by law, all information regarding the affairs of the Corporation must be considered confidential by all employees until it is available to the public. Confidential information includes all non-public types of corporate data, corporate records and information on individuals and information that might affect the Corporation's competitive position.

In order to prevent the misuse or inadvertent disclosure of material information, the procedures set forth below should be observed at all times:

- (a) confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis;
- (b) confidential documents should not be read in public places, left in unattended conference rooms, left behind when a meeting is over or discarded where they can be retrieved by others. Similarly, employees should not leave confidential information at their homes where it can be accessed by others;
- (c) transmission of documents via electronic means, such as by fax or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions;

- (d) access to confidential electronic data should be restricted through the use of passwords;
- (e) unnecessary copying of confidential documents should be avoided and extra copies of confidential documents should be shredded or otherwise destroyed;
- (f) all proprietary information, including computer programs and other records, remain the property of the Corporation and may not be removed, disclosed, copied or otherwise used except in the normal course of employment or with the prior permission of the Vice President, General Counsel and Corporate Secretary or such other person as he or she may designate from time to time; and
- (g) documents and files containing confidential information should be kept in safe locations accessible to restricted individuals only.

Confidential information should not be destroyed or removed from the premises without the express consent of management or except as required by the terms of employment.

When leaving the employ of the Corporation, an employee must return all confidential information in any form and all copies which are, or may have been, in his or her possession. Employees are also expected not to divulge confidential information learned during the course of his or her employment.

If an employee has any doubt as to the confidentiality of specific information, he or she should discuss it with the Vice President, General Counsel and Corporate Secretary or such person as he or she may designate from time to time.

Fraud

Management is responsible for the detection and prevention of fraud, misappropriation and other irregularities. All employees should be familiar with the types of improprieties in this regard that could potentially occur within his or her area of responsibility and should be alert for any indication of irregularity and report such in accordance with the provisions of this Code of Conduct. From time to time, the Corporation's auditors may specifically inquire regarding whether an employee is aware of any fraudulent behaviour, and employees should respond to any such inquiries in a truthful and complete manner.

Harassment and Discrimination

The Corporation supports the spirit and intent of applicable human rights and anti-discrimination laws. The Corporation will not tolerate any behaviour which conflicts with these principles and laws. Any employee whose actions are inconsistent with these principles will be disciplined, up to and including dismissal.

All employees of the Corporation should treat one another with courtesy, dignity and respect. Harassment, including sexual harassment, is a form of discrimination and will not be permitted at any level of the Corporation or in any part of the employment relationship. This includes areas such as recruitment, promotion, training opportunities, salary, benefits and terminations.

Forms of harassment include, but are not limited to, unwelcome verbal or physical advances and sexually, racially, or otherwise derogatory or discriminatory materials, statements or remarks.

All employees of the Corporation are entitled to harassment-free employment. Every customer is entitled to harassment-free services. Each employee has a responsibility to ensure that neither employees nor any external contacts are subjected to harassment.

Complaints will be treated with seriousness, sensitivity and in as discreet and confidential a manner as possible. If any employee believes he or she is being subjected to harassment or observe or know of a colleague or group of employees who are being harassed, he or she should contact the Vice President, General Counsel and Corporate Secretary or any other senior officer of the Corporation for advice and assistance. There will be no retaliation for reporting harassment incidents.

Occupational Health and Safety

The Corporation is committed to maintaining a safe and healthy working environment and to the protection of employees from injury in accordance with its Occupational Health and Safety Policy.

Disclosure

Employees should talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation. If any employee may have breached the Code or observed a breach of the Code by another employee, he or she has a responsibility to report it immediately to the Vice President, General Counsel and Corporate Secretary or such person as he or she may designate from time to time. The Corporation will protect from retaliation any employee who, in good faith, reports actual or perceived breaches by another employee or problems with corporate policies, procedures or controls. Management will report to the Board on compliance with the Code. Breaches of the Code will be dealt with promptly and fairly and may, if appropriate, result in immediate disciplinary action, up to and including termination of employment.

The Vice President, General Counsel and Corporate Secretary is the first source of information regarding the Code or when reporting an item of concern. The Vice President, General Counsel and Corporate Secretary or the Board may, if a conflict is disclosed fully and in advance, permit the conflict in certain limited instances.

The Corporation has also adopted a "Whistle Blowing Policy" which provides for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters. Employees should be knowledgeable of and comply with the Whistle Blowing Policy. Employees who do not have a copy of the Whistle Blowing Policy should contact the Vice President, General Counsel and Corporate Secretary or any other senior officer of the Corporation.

Dealing with Public Officials and Governmental Regulatory Agencies

Domestic and foreign laws and regulations may require the Corporation to be in contact with public officials or governmental regulatory agencies on a wide variety of matters. Directors, officers and employees who regularly make these contacts have special responsibilities for upholding the Corporation's good name.

No employee shall make any form of payment, direct or indirect, to any public official or governmental regulatory agency (other than in the ordinary course of legitimate business) as inducement to procuring or keeping business or having a law or regulation enacted, defeated, or violated. Directors, officers and employees shall abide by all applicable anti-corruption and anti-bribery laws in the jurisdictions in which Acerus carries on business, including the U.S. *Foreign Corrupt Practices Act* (FCPA).

On ceremonial occasions, senior officers of the Corporation may publicly give gifts of more than nominal value to public institutions and public bodies. From time to time, directors, officers and employees may entertain public officials but only under the following conditions:

- o it is legal and permitted by the entity represented by the official;
- o the entertainment is not solicited by the public official;
- o the entertainment occurs infrequently or it arises out of the ordinary course of business;
- o it does not involve lavish expenditures, considering the circumstances; and
- o the settings and types of entertainment are reasonable, appropriate and fitting for employees, officers or directors, their guests and the business at hand.

Political Activities and Contributions

Directors, officers and employees are encouraged to participate fully as private citizens in the democratic process at any level.

Directors, officers and employees engaging in the political process should do so on their own time and must take care to separate their personal activities from their association with the Corporation and ensure that they do not leave the impression that they speak or act for the Corporation.

Privacy

The Corporation respects the personal privacy of directors, officers, employees, consultants, contractors, customers, suppliers and agents and endeavours to comply with the letter and the spirit of applicable laws and regulations governing the privacy of personal information.

Waivers

Any waiver of this Code for executive officers or directors of the Corporation may be made only by the Board or a committee of the Board and must be promptly disclosed to the Corporation's shareholders.

Compliance

New directors, officers and employees of the Corporation and its subsidiaries will be advised of this Code and its importance and this Code will be brought to the attention of all employees on an annual basis. The Board will review and, to the extent necessary, revise and update this Code on an annual basis.

Any employee who violates this Code may face disciplinary action up to and including termination of his or her employment with the Corporation. The violation of this Code may also violate certain laws. If the Corporation discovers that an employee has violated such laws, it may refer the matter to the appropriate legal authorities.

Effective Date

This Code is effective as of June 2011, as amended May 10, 2019.

Schedule C

ACERUS PHARMACEUTICALS CORPORATION (“Acerus”)

AUDIT COMMITTEE CHARTER

Organization

This Charter governs the operations of the Audit Committee of Acerus (the “Committee”). The board of directors will appoint a Committee of at least three members and will designate one member as chair or delegate the authority to designate a chair to the Committee. All of the members will be directors who are “independent”, as defined by National Instrument 52-110 – *Audit Committees*.

Each member of the Committee will be financially literate, or become financially literate within a reasonable period of time.

The Committee will meet at least quarterly. The Committee will meet separately and periodically with management, internal audit and with the independent auditors. The Committee will report regularly to the board with respect to its activities.

Purpose

The purpose of the Committee will be to provide assistance to the board in fulfilling its oversight responsibility to the shareholders, potential shareholders, the investment community, and others relating to: (i) the integrity of Acerus’ financial statements; (ii) Acerus’ compliance with legal and regulatory requirements; and (iii) the independent auditors’ qualifications and independence.

The Committee may retain (and set and pay the compensation) of such outside legal, accounting or other advisors as it considers necessary to carry out its duties.

In fulfilling its purpose, it is the responsibility of the Committee to maintain free and open communication between the Committee, independent auditors and management, and to determine that all parties are aware of their responsibilities.

Duties and Responsibilities

The Committee has the responsibilities and powers set forth in this Charter. Management is responsible for the preparation, presentation, and integrity of Acerus’ financial statements, for the appropriateness of the accounting principles and reporting policies that are used and for implementing and maintaining internal control over financial reporting. The independent auditors are responsible for auditing Acerus’ annual financial statements and for reviewing Acerus’ unaudited interim financial statements.

The following will be the principal duties and responsibilities of the Committee. These are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

- The Committee will be responsible to advise the board, for the board’s recommendation to shareholders, in respect of the appointment, compensation and retention of the independent auditors.
- The Committee will be directly responsible for the oversight of the work of the independent auditors (including resolution of disagreements between management and the auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for Acerus, and the independent auditors report directly to the Committee.

- Annually, the Committee will obtain and review a report by the independent auditors describing: (i) the firm's internal quality control processes; (ii) all relationships between the independent auditors and Acerus (to assess the auditors' independence); and (iii) such other matters as are required by law or regulation.
- The Committee will determine that the independent audit firm has a process in place to address the rotation of the lead audit partner and other audit partners serving the account as required under Canadian independence standards.
- The Committee will pre-approve all audit and non-audit services provided by the independent auditors and will only engage the independent auditors to perform non-audit services permitted by law or regulation. The Committee may delegate pre-approval authority to a member of the Audit Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.
- The Committee will discuss with the independent auditors the overall scope and plans for their audits.
- The Committee will review with the independent auditors any audit problems or difficulties encountered during the course of the audit work, including any restrictions on the scope of the independent auditors' activities or access to requested information, and management's response. The Committee will review any accounting adjustments that were noted or proposed by the auditors but were not recorded (as immaterial or otherwise) and any "management" or "internal control" letter issued, or proposed to be issued, by the audit firm.
- The Committee will review and recommend approval of the quarterly and annual audited financial statements to the board, including Management's Discussion and Analysis, with management and the independent auditors prior to the issuance and/or filing of same. (References in this paragraph to the external auditors apply to the annual financial statements only.) The Committee's review of the financial statements will include: (i) major issues regarding accounting principles and financial statement presentation, including any significant changes in Acerus' selection or application of accounting principles, and major issues as to the adequacy of Acerus' internal controls and any specific remedial actions adopted in light of material control deficiencies; (ii) discussions with management and the independent auditors regarding significant financial reporting issues and judgments made in connection with the preparation of the financial statements and the reasonableness of those judgments; (iii) consideration of the judgment of both management and the independent auditors about the quality of accounting principles; and (iv) the clarity of the disclosures in the financial statements. Also, the Committee will discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors under professional standards.
- The Committee will review and approve all related party transactions not in the ordinary course of business in the absence of a special committee of the board designated for such function.
- The Committee will review earnings press releases for recommendation to the board.
- The Committee will discuss with management and the independent auditors the adequacy and effectiveness of internal control over financial reporting, including any significant deficiencies or material weaknesses identified by management in respect of Canadian securities laws requirements.
- The Committee will review with management Acerus' compliance systems with respect to legal and regulatory requirements.

- As requested by the board, discuss with management and, where appropriate, the external auditors of Acerus, Acerus' major risk exposures (whether financial, operational or otherwise) and the steps management has taken to monitor and control such exposures.
- The Committee will ensure that Acerus establishes appropriate policies and procedures for the receipt, retention, and treatment of complaints received by Acerus regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of Acerus of concerns regarding questionable accounting or auditing matters.
- The Committee will ensure that Acerus has in effect clear hiring policies for employees or former employees of the independent auditors that meet Canadian independence standards and applicable stock exchange listing standards.
- The Committee will perform an evaluation of its performance at least annually to determine whether it is functioning effectively.
- The Committee will review and reassess this Charter at least annually.

