

ACME RESOURCES CORP.
301-20 Adelaide Street East
Toronto, Ontario M5C 2T6

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting of the shareholders (the “**Meeting**”) of ACME Resources Corp. (the “**Corporation**”) will be held at the office of the Corporation’s solicitors, Norton Rose Canada LLP, Toronto-Dominion Centre, TD Waterhouse Tower, 79 Wellington Street West, Suite 2300, Toronto, Ontario, M5K 1H1, on the 20th day of April, 2012, at 10:00 a.m. (Toronto time) for the following purposes:

1. to appoint auditors and to authorize the directors to fix their remuneration;
2. to consider and, if thought fit, to pass with or without amendment, an ordinary resolution of the shareholders of the Corporation, exclusive of non-arm’s length parties of the Corporation, approving of the transfer of the Corporation’s common shares from the TSX Venture Exchange to NEX, if necessary, as more particularly described in the accompanying management information circular dated March 19th, 2012; and
3. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting (the “**Record Date**”) is March 21st, 2012. Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting in the circumstances set out in the accompanying management information circular.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting, or any adjournment thereof, in person are requested to date, sign and return the accompanying form of proxy (the “**Proxy Form**”) for use at the Meeting or any adjournment thereof. To be effective, the Proxy Form must be deposited at the office of Capital Transfer Agency Inc., by mail to Suite 1101, 105 Adelaide Street West, Toronto, Ontario M5H 1P9 or by facsimile to (416) 350-5008, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment thereof.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or the shareholder’s attorney authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized.

The persons named in the enclosed Proxy Form are directors and/or officers of the Corporation. **Each shareholder of the Corporation has the right to appoint a proxyholder other than such persons, who need not be a shareholder, to attend and to act for such**

shareholder and on such shareholder's behalf at the Meeting. Such right may be exercised by striking out the names of management's nominees and legibly printing the name of the shareholder's appointee in the blank space provided on the Proxy Form.

In the event of a strike, lockout or other work stoppage involving postal employees, all documents required to be delivered by a shareholder should be delivered by facsimile to Capital Transfer Agency Inc. at (416) 350-5008.

DATED at Toronto, Ontario as of the 19th day of March, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

(signed)

**Paul Ankorn
Chief Executive Officer**

**ACME RESOURCES CORP.
301-20 Adelaide Street East
Toronto, Ontario M5C 2T6**

**MANAGEMENT INFORMATION CIRCULAR
SOLICITATION OF PROXIES**

THIS INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF ACME RESOURCES CORP. (the “**Corporation**”) of proxies to be used at the special meeting of shareholders of the Corporation (the “**Meeting**”) to be held at the time and place and for the purposes set forth in the enclosed notice of meeting (the “**Notice of Meeting**”). While it is expected that the solicitation will be primarily by mail, proxies may also be solicited personally by directors, officers and regular employees of the Corporation at nominal cost. The cost of solicitation by management will be borne directly by the Corporation. The information contained herein is given as at March 19th, 2012, unless indicated otherwise.

The Corporation may pay the reasonable costs incurred by persons who are the registered but not beneficial owners of common shares of the Corporation (the “**Common Shares**”) (such as brokers, dealers, other registrants under applicable securities laws, nominees and/or custodians) in sending or delivering copies of the Notice of Meeting, this management information circular (the “**Information Circular**”) and the form of proxy (collectively, the “**Meeting Materials**”) to the beneficial owners of such Common Shares. The Corporation will provide, without cost to such persons, upon request to the Secretary of the Corporation, additional copies of the Meeting Materials required for this purpose.

NON-REGISTERED HOLDERS

Only registered holders of Common Shares at the close of business on March 21st, 2012 (the “**Shareholders**”) or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a “**Beneficial Holder**”) are registered either: (i) in the name of a nominee such as an intermediary (an “**Intermediary**”) which may include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 - *Communication With Beneficial Owners of Securities of a Reporting Issuer*, the Corporation has distributed copies of the Meeting Materials to the Intermediaries for onward distribution to Beneficial Holders.

Intermediaries are required to forward the Meeting Materials to Beneficial Holders. Beneficial Holders will be given, in substitution for the form of proxy otherwise contained in Meeting Materials, a request for voting instructions (the “**voting instruction form**”) which, when properly completed and signed by the Beneficial Holder and returned to the Intermediary, will constitute voting instructions which the Intermediary must follow.

The purpose of this procedure is to permit Beneficial Holders to direct the voting of the Common Shares they beneficially own. A Beneficial Holder who wishes to vote at the Meeting in person (or have another person attend and vote on behalf of the Beneficial Holder), should so indicate in the place provided for that purpose in the voting instruction form and a form of proxy will be sent to the Beneficial Holder by the applicable Intermediary. **In any event, Beneficial Holders should carefully follow the instructions of their Intermediary set out in the voting instruction form.**

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. **A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER, TO REPRESENT HIM, HER OR IT AT THE MEETING MAY DO SO** either by striking out the names of management's nominees and inserting the name of the Shareholder's appointee in the blank space provided in the form of proxy or by completing another proper form of proxy and, in either case, depositing the completed form of proxy at the office of the Corporation's transfer agent and registrar, Capital Transfer Agency Inc., by mail to **Suite 1101, 105 Adelaide Street West, Toronto, Ontario M5H 1P9** or by facsimile to **(416) 350-5008**, not later than 48 hours (excluding Saturdays, Sundays and holidays in the Province of Ontario) before the time of the Meeting or any adjournment thereof at which the proxy is to be used.

A Shareholder may revoke a proxy as to any matter on which a vote has not already been cast pursuant to the authority conferred by such proxy and may do so either:

1. by delivering another properly executed form of proxy bearing a later date and depositing it as described above;
2. by depositing an instrument in writing revoking the form of proxy executed by such Shareholder or by the Shareholder's attorney authorized in writing, or, if the Shareholder is a corporation, signed by a duly authorized officer or attorney for such corporation:
 - (a) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used; or
 - (b) with the Chair of the Meeting on the day of the Meeting or any adjournment thereof;
3. by transmitting, by telephonic or electronic means, a revocation executed by such Shareholder or his or her authorized attorney, by electronic signature, if the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of the Shareholder or the attorney, as the case may be; or

4. in any other manner permitted by law.

Only a registered Shareholder has the right to revoke a proxy. A Beneficial Holder who wishes to change his, her or its vote must arrange for the Intermediary to revoke the proxy on his, her or its behalf in accordance with the instructions of such Intermediary set out in the voting instruction form.

A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

EXERCISE OF DISCRETION BY PROXIES

The Common Shares represented by proxies in favour of management nominees will be voted or withheld from voting or voted for or against in accordance with the instructions of the Shareholder on any ballot that may be called for and, if the Shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, such Common Shares shall be voted accordingly. **WHERE NO CHOICE IS SPECIFIED, THE FORM OF PROXY WILL CONFER DISCRETIONARY AUTHORITY AND WILL BE VOTED "FOR" THE APPROVAL OF SUCH MATTER. THE ENCLOSED FORM OF PROXY ALSO CONFERS DISCRETIONARY AUTHORITY UPON THE PERSONS NAMED THEREIN TO VOTE WITH RESPECT TO ANY AMENDMENTS OR VARIATIONS TO THE MATTERS IDENTIFIED IN THE NOTICE OF MEETING AND WITH RESPECT TO OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING IN SUCH MANNER AS SUCH NOMINEE IN HIS JUDGMENT MAY DETERMINE.** As at the date of this Information Circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Corporation has fixed March 21st, 2012 as the date for the determination of registered Shareholders entitled to receive notice of and to vote at the Meeting (the "**Record Date**"). Each Common Share carries the right to one vote at the Meeting.

The authorized capital of the Corporation consists of an unlimited number of Common Shares. As at the Record Date, 2,851,950 Common Shares were issued and outstanding.

By-Law No. 1 of the Corporation provides that two persons present in person or represented by proxy entitled to vote at a meeting of Shareholders constitute a quorum.

To the knowledge of the directors and executive officers of the Corporation, as of the Record Date, only the following person beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of outstanding voting securities of the Corporation:

Name	Type of Ownership	Number of Common shares held	Percentage of common shares held
Kees C. Van Winters	Of record	500,000	17.53%

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Appointment of Auditors

Unless such authority is withheld, the persons named in the accompanying form of proxy intend to vote for the appointment of Collins Barrow Toronto LLP, Chartered Accountants, as auditors of the Corporation to hold office until the next annual meeting of Shareholders, at a remuneration to be fixed by the directors. Collins Barrow Toronto LLP, Chartered Accountants, were first appointed as auditors of the Corporation on January 6, 2012.

A copy of the contents of the reporting package required by and prepared in accordance with section 4.11 of National Instrument 51-102 - *Continuous Disclosure Obligations* ("**NI 51-102**") is included in Schedule "A" attached hereto. In general, the reporting package contains letters of notice and acknowledgement by the former and current auditors of the Corporation with respect to the Corporation's change of auditors.

2. Transfer of the Corporation to NEX

The Corporation is a Capital Pool Corporation ("**CPC**") within the meaning of Policy 2.4 - *Capital Pool Companies* (the "**CPC Policy**") of the TSX Venture Exchange ("**TSXV**"). The CPC Policy allows CPCs that have not completed a "qualifying transaction" (as such term is defined in the CPC Policy) (a "**Qualifying Transaction**") within the prescribed time frame, to apply for a listing on NEX rather than be delisted from the TSXV. NEX is a separate trading board of the TSXV.

The Corporation has been advised by the TSXV that it must complete a Qualifying Transaction or complete a transfer to NEX prior to April 30, 2012, failing which the Common Shares will be delisted from the TSXV. The Corporation is working towards a Qualifying Transaction with First Minerals Exploration Limited (the "**Transaction**"). However, the Corporation is not certain that the Transaction will be completed prior to April 30, 2012, and so the Corporation is preparing to move to NEX in case the Transaction cannot be completed in time. Accordingly, the Corporation's transfer to NEX must be approved by a simple majority of the votes cast in respect thereof, whether in person or by proxy, exclusive of Common Shares held by non-arm's length parties to the Corporation ("**Non-Arm's Length Parties**"). In addition, pursuant to the CPC Policy, the Corporation must also either: (a) cancel all Common Shares issued to Non-Arm's Length Parties at a price less than \$0.20 per Common Share (the "**Seed Shares**"), being the price at which the Corporation conducted its initial public offering (the "**IPO**"), as if the Corporation had delisted from the TSXV; or (b) subject to the approval of a majority of disinterested Shareholders, cancel an amount of the Seed Shares purchased by Non-Arm's Length Parties such that the average cost of the remaining Seed Shares is at least equal

to the IPO price of \$0.20. Prior to completing its IPO, the Corporation issued 1,500,000 Seed Shares to certain persons at a price of \$0.10 per Seed Share. All of these Seed Shares are held by Non-Arm's Length Parties. Non-Arm's Length Parties are defined by the TSXV Manual to mean, in relation to the Corporation: (i) a promoter, officer, director, other insider or control person of the Corporation and any associates or affiliates of any of such persons; or (ii) another entity or an affiliate of that entity, if that entity or its affiliate have the same promoter, officer, director, insider or control person as the Corporation.

NEX is a distinct trading board of the TSXV designed for listed issuers which were previously listed on the TSXV or the Toronto Stock Exchange that have been unable to meet the ongoing financial listing standards of those markets. NEX provides a trading forum for publicly listed shell companies while they seek to undertake transactions which will result in their carrying on an active business. A CPC that transfers to NEX must continue to comply with all of the requirements and restrictions of the CPC Policy.

NEX Resolution

At the Meeting, the Shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution of disinterested Shareholders (being Shareholders that are arm's length to the Corporation), permitting the Corporation to list on NEX. Accordingly, the disinterested Shareholders will be asked to consider and, if thought fit, to pass the following resolution (the "**NEX Resolution**"):

"BE IT HEREBY RESOLVED AS AN ORDINARY RESOLUTION of disinterested shareholders that:

1. The Corporation is authorized to make an application to the TSX Venture Exchange (the "**TSXV**") to transfer its listing to NEX as an alternative to delisting;
2. The Corporation is authorized to prepare such disclosure documents and make such submissions and filings with the TSXV as the Corporation may deem required or desirable to obtain TSXV acceptance of the transfer to NEX;
3. The Corporation is authorized to cancel approximately 750,000 of the 1,500,000 escrowed seed shares held by non-arm's length parties to the Corporation and currently deposited into escrow in accordance with the terms of a CPC Escrow Agreement between the Corporation, Capital Transfer Agency Inc. and the seed shareholders dated September 30, 2009, such that the average cost of the remaining seed shares is at least equal to the Corporation's initial public offering price of \$0.20 per share;
4. The directors of the Corporation, in their sole and complete discretion, may act upon this ordinary resolution to effect the transfer of the Corporation to NEX, or if deemed appropriate and without any further approval from the shareholders of the Corporation, may choose not to act upon this ordinary resolution, notwithstanding shareholder approval of such transfer; and

5. Any one director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things as may be necessary or desirable to give effect to this ordinary resolution.”

In order for the transfer of the listing of the Common Shares to NEX to be implemented, and the cancellation of certain of the Seed Shares to be approved, the NEX Resolution must be passed, with or without variation, by a simple majority of Shareholders, other than Shareholders who are Non-Arm’s Length Parties. In the event such disinterested Shareholder approval is not obtained, the Corporation will not proceed with the NEX Resolution and the Common Shares will be delisted from the TSXV.

The board of directors of the Corporation unanimously recommends that Shareholders vote in favour of the NEX Resolution.

Unless otherwise directed, it is the intention of the Corporation’s management nominees to vote for the approval of the NEX Resolution.

MANAGEMENT CONTRACTS

Management functions of the Corporation are not to any substantial degree performed by any person other than the directors or executive officers of the Corporation.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No person who has been a director or executive officer of the Corporation at any time since the beginning of its last completed financial year nor any associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, except as disclosed in this Information Circular.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except for the Transaction, no informed person (as such term is defined in NI 51-102) of the Corporation and no associate or affiliate of any informed person has or had any material interest, direct or indirect, in any transaction since the commencement of the Corporation’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information is provided in the Corporation's audited financial statements and Management Discussion and Analysis for the year ended September 30, 2011. Copies of the Corporation's financial statements and Management Discussion and Analysis may be obtained through www.sedar.com or upon written request to the Chief Executive Officer at 301-20 Adelaide Street East , Toronto, Ontario, M5C 2T6.

DIRECTORS' APPROVAL

The contents of this Information Circular and the sending of it have been approved by the directors of the Corporation. This Information Circular has been sent to each director of the Corporation, each shareholder of the Corporation entitled to the Notice of Meeting and the auditors of the Corporation.

DATED as of the 19th day of March, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed)

Paul Ankorn
Chief Executive Officer

Schedule "A"

Reporting Package prepared in accordance with section 4.11 of National Instrument 51-102 -
Continuous Disclosure Obligations

NOTICE OF CHANGE OF AUDITOR

**ACME RESOURCES CORP.
(the "Corporation")**

TO: Ontario Securities Commission
20 Queen Street West, Suite 1903
Toronto, ON M5H 3S8

British Columbia Securities Commission
701 West Georgia Street
P.O. Box 10142, Pacific Centre
Vancouver, B.C. V7Y 1L2

Alberta Securities Commission
Suite 600, 250-5th St. SW
Calgary, Alberta, T2P 0R4

Collins Barrow Toronto LLP
Collins Barrow Place
11 King Street West, Suite 700
Toronto, Ontario
M5H 4C7

Edmund Cachia & Co. LLP
61 Berkeley St
Toronto, ON
M5A 2W5

AND TO: The shareholders of the Corporation

Re: ACME Resources Corp. - Notice of Change of Auditor Pursuant to NI 51-102, Section 4.11

WE HEREBY PROVIDE NOTICE that Edmund Cachia & Co. LLP, Chartered Accountants, ("Cachia") has elected to discontinue its practice of public company auditing and has asked to resign as auditor of the Corporation and that, on January 6, 2012, the Board of Directors of the Corporation accepted Cachia's resignation. In conjunction with this resignation, the Board of Directors appointed Collins Barrow Toronto LLP, Chartered Accountants, as the successor auditor of the Corporation effective January 6, 2012.

Pursuant to section 4.11 of National Instrument 51-102, *Continuous Disclosure Obligations*, the undersigned confirms that:

1. Cachia has agreed to resign on its own initiative as auditors of the Corporation;
2. The resignation of Cachia and appointment of Collins Barrow Toronto LLP as auditors were considered and approved by the Board of Directors of the Corporation;
3. There have been no reservations contained in Cachia's report on the financial statements of the Corporation for the fiscal year ended September 30, 2010. Cachia did not audit nor review any financial statements of the Corporation after September 30, 2010;
4. There have been no "reportable events" as defined in section 4.11 of NI 51-102.

DATED at Toronto, Ontario this 6th day of January, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Paul Ankcorn"

Paul Ankcorn
CEO and Director, ACME Resources Corp.



January 18, 2012

Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: ACME Resources Corp. (the "Company") – Change of Auditor Notice pursuant to NI 51-102

We acknowledge receipt of a Notice of Change of Auditor (the "Notice") dated January 6, 2012 given by the Company to ourselves and Collins Barrow Toronto LLP.

Based on our information as of this date, we agree with the statements set out in the Notice.

Yours very truly,

"Edmund Cachia & Co. LLP"

Licensed Public Accountants
Chartered Accountants

January 19, 2012

Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: ACME Resources Corp. (“the Company”)
Change of Auditor Notice pursuant to NI 51-102

We acknowledge receipt of a Notice of Change of Auditor (the “Notice”) dated January 6, 2012 given by the Company to ourselves.

Based on our information as of this date, we agree with the statements set out in the Notice.

Yours truly,

Collins Barrow Toronto LLP

Collins Barrow Toronto, LLP
Licensed Public Accountants
Chartered Accountants