

**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 20<sup>th</sup> 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 19<sup>th</sup>, 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 21<sup>st</sup>, 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 19<sup>th</sup> day of March, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

*(signed)*

**Paul Ankorn  
Chief Executive Officer**