ACME RESOURCES CORP.

INTERIM FINANCIAL STATEMENTS
For the Three and Nine Months Ended June 30, 2011

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, ACME Resources Corp. discloses that its auditors have not reviewed the unaudited financial statements for the period ended June 30, 2011.

ACME RESOURCES CORP.

INTERIM FINANCIAL STATEMENTS
For the Three and Nine Months Ended June 30, 2011

I N D E X

ACME RESOURCES CORP.

INTERIM BALANCE SHEETS
(Unaudited – Prepared by Management)

ASSETS

	June 30, 2011	September 30, 2010
CURRENT		
Cash	$ 192,622	$ 241,887
Accounts receivable	13,008	6,447
Deferred financing costs (note 5)	-	-
	$ 205,630	$ 248,334

LIABILITIES

CURRENT		
Accounts payable and accrued liabilities	$ 0	$ 11,883

SHAREHOLDERS' EQUITY

SHARE CAPITAL (note 4 (a))	260,804	260,804
CONTRIBUTED SURPLUS (note 12)	65,787	65,787
DEFICIT	(120,962)	(90,140)
	205,630	139,816
	$ 205,630	$ 248,334

INCORPORATION, NATURE OF OPERATIONS AND GOING CONCERN (note 1)
SUBSEQUENT EVENTS (note 12)

Approved by the Board:

"Paul Ankcorn", Director

"Brian Cloney", Director

The accompanying notes are an integral part of these financial statements.

ACME Resources Corp.

INTERIM Financial STATEMENTS OF Loss and Deficit
For the Three Months and Nine Months Ended June 30, 2010

	Three Months Ended June 30,		9 Months Ended June 30,	
	2011	**2010**	**2011**	**2010**
EXPENSES				
Corporate development	$949	$4,463	$10,681	$7,849
Regulatory and filing fees	-	487	6,816	2,257
Stock –based compensation (note 4 (b))	6,240	-	-	51,592
Office and general	-	2,100	-	4,100
Professional Fees	351		13,078	
Bank Charges	42			
Net Loss and comprehensive Loss for the period	7,582	$7,050	30,822	65,748
Deficit, beginning of period	113,380	68,932	90,140	10,184
Deficit, end of period	$120,962	$75,982	$120,962	$75,980
Basic and diluted loss per share	-	-	-	-
Weighted average number of common shares outstanding	2,851,950	2,446,365	2,851,950	2,446,365

ACME Resources Corp

Interim Statements of Cash Flows

(unaudited – Prepared by Management)
For the Three Months and Nine Months Ended June 30 2010

	3 Months Ended July 31,			**6 Months Ended July 31,**	
	2011	**2010**		**2011**	**2010**
Cash Provided by (used in) Operating Activities					
Net loss for the period	$(7,582))	$(7,050)		$(30,822)	$(65,798)
Add item not effecting cash :	-	-		-	-
Stock based Compensation	-	-		-	51,592
Adjust for net changes in working capital balances:				-	-
Increase in accounts receivable	(857)	(75)		(6,561)	(3,098)
Decrease (increase) in deferred financing costs	-	(4,908)			83,618
Increase (decrease) in accounts payable and accrued liabilities	(1832)	-		(11,883)	(21,217)
Cash Provided by (used in) operations	$(10,271)	(12,033)	$	149,266	45,097
Cash provided by (used in) Financing Activities					
Issue of Common Shares	-	-		-	
Share issue cost	-	-		-	270,390
Cash provided financing	-			-	(142,126)
Increase (decrease) in cash position	(10,271)	(12,033)		(49,265)	128,264
Cash position at beginning of period	202,892	263,588		241,887	173,361
Cash position at end of period	$192,622	$251,555		$192,622	$251,555
Supplementary disclosure of non-cash item:	-	-			-
Fair value of agent's options issued as part of Initial Public Offering	$14,195			$14,195	

ACME RESOURCES CORP.

NOTES TO INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED June 30, 2011
(Unaudited – Prepared by Management)

1. INCORPORATION, NATURE OF OPERATIONS AND GOING CONCERN:

ACME Resources Corp. (the "Company") was incorporated by articles of incorporation under *the Business Corporations Act* of Ontario on February 27, 2008.

The Company is classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The Company has no significant assets other than cash and proposes to identify, and evaluate potential acquisitions or businesses and, once evaluated, proposes to negotiate an acquisition or participation (the "Qualifying Transaction") subject to receipt of regulatory and, if required, shareholder approval. Where a Qualifying Transaction is warranted, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to obtain additional financing. There is no assurance that the Company will identify a business or asset that warrants acquisition or participation and complete a Qualifying Transaction within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Company shares from trading.

The Company has not commenced operations at June 30, 2010.

To date, the Company has not yet identified a company or assets for a potential Qualifying Transaction. Such an acquisition will be subject to shareholder and regulatory approval. The Company may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. These circumstances lend significant doubt as to the appropriateness of the use of accounting principles applicable to a going concern.

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary in the event the going concern assumption was inappropriate.

2. SIGNIFICANT ACCOUNTING POLICIES:

These unaudited interim financial statements of the Company have been prepared in accordance with Canadian generally accepted accounting principles for interim financial statements. Accordingly, certain information and note disclosures normally included in the annual financial statements have been condensed or omitted. These interim financial statements are based on accounting principles and practices consistent with those used in the preparation of the Company's annual financial statements. These interim financial statements should be read in conjunctions with the Company's September 30, 2009 audited financial statements and the accompanying notes.

USE OF ESTIMATES:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from these estimates.

ACME RESOURCES CORP.

NOTES TO INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED June 30, 2011
(Unaudited – Prepared by Management)

2. SIGNIFICANT ACCOUNTING POLICIES (continued):

IMPAIRMENT OF LONG-LIVED ASSETS:

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

FUTURE INCOME TAXES:

Future income tax assets and liabilities are determined based on differences between the financial statements carrying values and their respective income tax basis generally using the enacted income tax rates at each balance sheet date. Future income tax assets also arise from unused loss carry forwards and other deductions. The amount of the future income tax asset recognized is limited to the amount that is more likely than not to be realized. The estimated realizable amount is reviewed annually and adjusted, if necessary, by use of a valuation allowance.

LOSS PER SHARE:

Basic loss per share is calculated using the weighted average number of shares issued and outstanding during the period. The Company uses the treasury stock method for calculating diluted loss per share.

ASSET RETIREMENT OBLIGATIONS:

The Company recognizes a liability for an asset retirement obligation when it is determinable and calculates the liability based upon undiscounted future payments to be made. A corresponding amount is added to the carrying amount of the related long-lived asset, and this amount is subsequently allocated to expense over its expected life. Adjustments will also be made in subsequent periods to changes on asset retirement obligations due to changes in estimates.

CASH:

Cash consists of deposits held in trust with the Company's lawyers and a deposit in transit.

SHARE CAPITAL:

Common shares issued for non-monetary consideration are recorded at their fair market value based upon the price per share paid in the most recent prior sale of shares for cash.

Costs incurred to issue common shares are deducted from share capital.

ACME RESOURCES CORP.

NOTES TO INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED June 30, 2011
(Unaudited – Prepared by Management)

2. SIGNIFICANT ACCOUNTING POLICIES (continued):

DEFERRED COSTS:

Costs related to shares not yet issued are recorded as deferred costs. Deferred costs consist primarily of corporate finance and professional fees. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related capital stock or charged to operations if the shares are not issued. Any financing costs which do not directly relate to the issuance of shares are expensed as incurred.

STOCK BASED COMPENSATION:

The Company has a stock option plan as described in note 4 (b). The Company uses the Black-Scholes option pricing model to estimate the fair value of each stock option at the date of grant. Stock options that vest immediately are recorded at the date of grant. Stock options that vest over time are recorded over their vesting period. Stock option compensation is recognized as an expense or charged to share issue cost with a corresponding increase in contributed surplus. On exercise of the stock option, consideration received and the estimated fair value previously recorded in contributed surplus is recorded as share capital.

FINANCIAL ASSETS AND LIABILITIES:

Assets or liabilities held-for-trading -

Financial instruments classified as assets or liabilities held for trading are reported at fair value at each balance sheet date, and any change in fair value is recognized in net income (loss) in the period in which the change occurs.

Held-to-maturity investments, loans and receivables and other financial liabilities -

Financial instruments classified as loans and receivables, held-to-maturity investments and other financial liabilities are carried at amortized costs using the effective interest method. Interest income or expense is included in net income (loss) over the expected life of the instrument.

Available-for-sale -

Financial instruments classified as available for sale are recorded at fair value at each balance sheet date and any change in fair value is recognized in other comprehensive income in the period in which these changes occur. Securities classified as available-for-sale and with no quoted market price in an active market are carried at cost. Available-for-sale securities are written down to fair value (impairment recognized in income) when it is necessary to reflect an other-than-temporary impairment. Upon derecognition, any accrued gains or losses in accumulated other comprehensive income (loss) are then recognized in net income (loss).

ACME RESOURCES CORP.

NOTES TO INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED June 30, 2011
(Unaudited – Prepared by Management)

2. SIGNIFICANT ACCOUNTING POLICIES (continued):

CLASSIFICATION OF FINANCIAL INSTRUMENTS:

The Company designates its cash as held-for-trading, which is measured at fair value. Accounts receivable are classified as loans and receivables which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities which are measured at amortized cost.

3. ACCOUNTING CHANGES AND NEW ACCOUNTING PRONOUNCEMENTS:

The Company adopted the following accounting policies as recommended by the CICA handbook:

Section 3855 - Financial Instruments - Recognition and Measurement: Section 3855 requires that all financial assets, except those classified as held-to-maturity, and derivative financial instruments, must be measured at fair value. All financial liabilities must be measured at fair value when they are classified as held-for-trading; otherwise, they are measured at amortized cost. Investments classified as available-for-sale are reported at fair market value (or mark to market) based on quoted market prices with unrealized gains or losses excluded from earnings and reported as other comprehensive income or loss.

Section 1530 - Comprehensive Income: This standard introduces new rules for the reporting and display of comprehensive income. Comprehensive income represents a change in shareholders' equity (net assets) of an enterprise during a reporting period from transactions and other events and circumstances from non-owner sources. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. These items include holding gains and losses on certain investments, gains and losses on certain derivative instruments, and foreign currency gains and losses related to self-sustaining foreign operations.

Capital Disclosures – Section 1535 specifies the disclosure of (i) an entity's objectives, policies and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such noncompliance. The Company has included disclosures recommended by the new Handbook section in note 7 to these financial statements.

Financial instruments – Sections 3862 and 3863 replace Section 3861, Financial Instruments – Disclosure and Presentation, revising and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. These new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks. The Company has included disclosures recommended by the new section in note 8 to these financial statements.

Assessing going concern - the Corporation adopted the amended CICA Handbook Section 1400 "General Standards of Financial Statement Presentation". This amended section includes requirements for management to assess and disclose an entity's ability to continue as a going concern, and if applicable, management's plans to address any going concern issues. The adoption of this standard has no material impact on the Company's financial statements. The Company has taken into account all available information about the future as well as other factors and concluded the going concern basis of accounting is appropriate.

3. ACCOUNTING CHANGES AND NEW ACCOUNTING PRONOUNCEMENTS (continued):

Goodwill and intangible assets - The CICA issued the new Handbook Section 3064, "Goodwill and Intangible Assets", which replaces Section 3062, "Goodwill and Other Intangible Assets". The new standard establishes revised standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The new standard applies to annual and interim financial statements relating to fiscal years beginning on or after October 1, 2008. The implementation of the above new accounting standard had no significant impact on the Company's financial position and results of operations.

The Company has adopted the changes made to the Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3862, Financial Instruments – Disclosures, where an entity shall classify and disclose fair value measurements using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy shall have the following levels:

Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly (i.e. as prices) or indirectly (i.e. derived from prices);

Level 3 – valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

The fair value of cash is classified as "Level 1". All other financial assets and liabilities are carried at amortized cost; their carrying value approximates fair value as they are short term in nature.

FUTURE ACCOUNTING AND REPORTING CHANGES:

Business Combinations, Non-controlling Interest and Consolidated Financial Statements

In January 2009, the CICA issued Handbook Sections 1582 "Business Combinations", 1601 "Consolidated Financial Statements" and 1602 "Non-controlling Interests" which replace CICA Handbook Sections 1581 "Business Combinations" and 1600 "Consolidated Financial Statements". Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under IFRS. Section 1582 is applicable for the Company's business combinations with acquisition dates on or after October 1, 2011. Section 1601 together with Section 1602 establishes standards for the preparation of consolidated financial statements. Section 1601 is applicable for the Company's interim and annual consolidated financial statements for its fiscal year beginning October 1, 2011. Early adoption of these Sections is permitted and all three Sections must be adopted concurrently.

ACME RESOURCES CORP.

NOTES TO INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED June 30, 2011
(Unaudited – Prepared by Management)

3. ACCOUNTING CHANGES AND NEW ACCOUNTING PRONOUNCEMENTS (continued):

FUTURE ACCOUNTING AND REPORTING CHANGES (continued):

International Financial Reporting Standards ("IFRS")

In addition to the above new accounting standards, the Accounting Standards Board (“AcSB”), in 2006, published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with International Financial Reporting Standards (“IFRS”) over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly listed companies to use IFRS, replacing Canada’s own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011.

The transition date of October 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended September 30, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

4. SHARE CAPITAL:

a) Common shares:

Authorized:

Unlimited number of common shares

Issued and outstanding:

	Period ended June 30, 2011		Year ended September 30, 2010	
	Shares	Amount	Shares	Amount
Balance, beginning of the period	1,500,000	$ 150,000		
Initial Public Offering	1,351,950	270,390	-	-
Share issue cost (note 4 (c))	-	(156,321)	-	-
Balance, end of the period	2,851,950	$ 264,069	1,500,000	$ 150,000

ACME RESOURCES CORP.

NOTES TO INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED June 30, 2011
(Unaudited – Prepared by Management)

4. SHARE CAPITAL (continued):

b) Stock options:

The Company has adopted an incentive stock option plan which provides that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares at the time of completion of the IPO. Such options will be exercisable up to ten years from the date of grant. The fair value of each option grant will be estimated on the date of grant using the Black-Scholes option pricing model.

On January 28, 2010, the Company granted stock options to directors and officers of the Company to purchase up to 285,194 common shares at a price of $0.20 per share. Options are exercisable until January 28, 2020.

The following summarizes the stock options that have been granted, exercised, forfeited or cancelled during the period ended June 30, 2011.

	Number	Weighted average exercise price
Balance, December 31, 2009	-	$ -
Granted	285,194	0.20
Forfeited or cancelled	-	-
Exercised	-	-
Balance, June, 30, 2011	285,194	$ 0.20

ACME RESOURCES CORP.

NOTES TO INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED MARCH 31, 2011
(Unaudited – Prepared by Management)

4. SHARE CAPITAL (continued):

b) Stock options :

The Company has adopted an incentive stock option plan which provides that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares at the time of completion of the IPO. Such options will be exercisable up to ten years from the date of grant. The fair value of each option will be estimated on the date of grant using the Black-Scholes option pricing model.

On January 28, 2010, the Company granted stock options to directors and officers of the Company to purchase up to 285, 194 common shares at a price of $0.20 per share. Options are exercisable until January 28, 2020.

The following summarizes the stock options that have bee granted, exercised, forfeited or cancelled during the period ended June 30, 2010.

	Number	Weighted average exercise price
Balance, December 31, 2009	-	$ -
Granted	285,194	0.20
Forfeited or Cancelled	-	-
Exercised	-	-
Balance, June 30, 2011	285,194	$ 0.20

The fair value of each option is estimated on the date of grant. Under Black-Scholes, the options granted during the period ended June 30, 2010 were valued at $51,592 (no options were grated in the period ended June 30, 2010, and expensed to loss, using the following assumptions at the measurement date: June 30, 2009.

	Period ended June 30, 2010	Period ended June 30, 2009
Risk-free interest rate	3.33%	nil
Expected life	10 years	nil
Price volatility	100%	nil
Dividend yield	nil	nil

c) Agents' options:

As part of the Initial Public Offering, the Company issued Agents' options to acquire up to 135,195 common shares at $0.20 per share exercisable until January 28, 2012. The fair value of each agent's option was estimated on the date of grant. Under Black-Scholes, the agents' options issued during the period ended June 30, 2011 were valued at $14,195 (no agents' options were granted in the period ended June 30, 2011) and recorded as share issue cost using the following assumptions at the measurement date:

5. DEFERRED FINANCING COSTS:

Deferred costs consisting of professional and agent fees have been incurred for the public offering. They have been charged against share capital upon the issuance of the shares as part of the Initial Public Offering.

6. INCOME TAXES:

At June 30, 2011, the Company has approximately $ 58,754 in non-capital losses carry forward for which no benefit has been recognized in the accounts. If these losses are not utilized, they will expire in 2030.

7. CAPITAL MANAGEMENT:

Capital is comprised of the Company’s shareholders’ equity and any debt that it may issue. As at June 30, 2011, the Company’s shareholders’ equity was $205,630 (September 30, 2010 - $248,334) and it had no outstanding long-term debt. The Company’s objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The capital for expansion was mostly from proceeds from the issuance of common shares. The net proceeds raised will only be sufficient to identify and evaluate a limited number of assets and businesses for the purpose of identifying and completing a Qualifying Transaction. Additional funds may be required to finance the Company’s Qualifying Transaction.

8. FINANCIAL INTRUMENTS AND FINANCIAL RISK FACTORS:

Fair value

The Company has determined the estimated fair value of its financial instruments based on estimates and assumptions. The actual results may differ from those estimates and the use of different assumptions or methodologies may have a material effect on the estimated fair value amounts.

The fair values of cash, accounts receivable and accounts payable and accrued liabilities are comparable to their carrying value due to the relatively short period to maturity of these instruments.

The Company’s risk exposures and the impact on the Company’s financial instruments are summarized below:

Credit risk -

The Company’s credit risk is primarily attributable to cash and receivables included in current assets. The Company has no material concentration of credit risk. Cash consist of deposits held in trust with the Company’s lawyers, from which management believes the risk of loss is remote. Other credit risk primarily consists of GST receivables. Management believes that credit risk with respect to receivables is minimal.

8. FINANCIAL INTRUMENTS AND FINANCIAL RISK FACTORS (continued):

Liquidity risk -

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company currently has current liabilities of $2,859 (September 30, 2010 - $11,883) and current assets of $205,630 (September 30, 2010 - $205,334). The ability of the Company to maintain its working capital in the amount of $205,630 (September 30, 2010- $236,451) is dependant on its ability to secure additional equity or other financings.

Market risk -

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

i) Interest rate risk

The Company has cash balances and no interest bearing debt. As of June 30, 2010, the Company did not have any investments.

ii) Foreign currency risk

The Company does not have assets or liabilities denominated in foreign currencies.

iii) Price risk

The Company is not currently exposed to price risk.

Sensitivity analysis

As at June 30, 2010, the carrying value amounts of the Company's financial instruments approximates their fair value, unless otherwise stated.

9. RELATED PARTY TRANSACTIONS:

Transactions with related parties are incurred in the normal course of business and are measured at the exchange amount which is the amount of consideration established and approved by the related parties.
Related party transactions are disclosed below, unless they have been disclosed elsewhere in the financial statements.

During the period ended March 31, 2010, an officer of the Company was reimbursed at cost for corporate development costs amounting to $949 (period ended June 30, 2010 - $4,463).

10. SEGMENTED INFORMATION:

The Company is a Capital Pool Company with its principle business being the identification and evaluation of companies, assets or businesses with a view of completing a Qualifying Transaction in accordance with Policy 2.4 of the Exchange. All of the Company's assets and expenses are in Canada.

11. CASH:

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets of businesses for future investment, with the exception that the lesser of 30% of the gross proceeds and $210,000 may be used to cover prescribed costs of issuing the common shares, other than Agent Commissions and fees, and general and administrative expense of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange.

12. CONTRIBUTED SURPLUS:

Contributed surplus is comprised of the following:

	Period ended June 30, 2011	Year ended September 30, 2009
Balance, beginning of the period	$ -	$ -
Fair value of stock options granted to officers and directors (note 4 (b))	51,592	-
Fair value of Agents' options issued (note 4 (c))	14,195	-
Balance, end of the period	$ 65,787	$