

**ACME RESOURCES CORP.**

301-20 Adelaide Street East  
Toronto, Ontario M5C 2T6

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting of the shareholders (the "**Meeting**") of Acme Resources Corp. (the "**Corporation**") will be held at the office of the Corporation's solicitors, Macleod Dixon LLP, Toronto-Dominion Centre, TD Waterhouse Tower, 79 Wellington Street West, Suite 2300, P.O. Box 128, Toronto, Ontario, M5K 1H1, on the 26<sup>th</sup> day of October, 2011, at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the fiscal years ended September 30, 2009 and September 30, 2010, together with the respective reports of the auditors thereon, and to receive the unaudited financial statements of the Corporation for the nine month period ended June 30, 2011;
2. to elect directors;
3. to appoint auditors and to authorize the directors to fix their remuneration;
4. to consider and, if thought appropriate, to pass an ordinary resolution, with or without variation, re-approving the Corporation's "rolling" stock option plan which provides that the maximum number of common shares that may be reserved and set aside for issuance under the stock option plan shall not exceed 10% of the aggregate number of common shares outstanding (the "**Stock Option Plan Resolution**"); and
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The nature of the business to be transacted at the Meeting, including the text of the Stock Option Plan Resolution, is described in further detail in the accompanying management information circular dated September 26, 2011 which accompanies this notice.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting (the "**Record Date**") is September 13, 2011. 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.

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 enclosed proxy 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 fax 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 company, under its corporate seal by an officer or attorney thereof duly authorized.

The persons named in the enclosed form of proxy 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. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee should be legibly printed 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 fax to Capital Transfer Agency Inc. at (416) 350-5008.

**DATED** at Toronto, Ontario as of the 26<sup>th</sup> day of September, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

*(signed)*

**Paul Ankcorn**  
**Chief Executive Officer**