

ACME RESOURCES CORP.

PROXY

**SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON OCTOBER 26, 2011**

**THIS PROXY IS SOLICITED BY THE MANAGEMENT OF
ACME RESOURCES CORP.**

The undersigned shareholder of Acme Resources Corp. (the “**Corporation**”) hereby nominates, constitutes and appoints **Brian Cloney**, a Director of the Corporation, or failing him, **Paul Ankcorn**, a Director of the Corporation, or instead of any of them, _____, as nominee of the undersigned, with power of substitution, to attend, act and vote for and on behalf of the undersigned at the annual and special meeting of shareholders of the Corporation to be held on the 26th of October, 2011 (the “**Meeting**”) and at any adjournment or adjournments thereof, to the same extent and with the same power as if the undersigned were personally present at the Meeting or any such adjournment or adjournments thereof, and without limiting the generality of the power hereby conferred, the nominees are specifically directed to vote the shares represented by this proxy as indicated on the reverse side.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED OR WITHHELD FROM VOTING 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, THE SHARES WILL BE VOTED ACCORDINGLY. WHERE NO CHOICE IS SPECIFIED, THIS PROXY WILL CONFER DISCRETIONARY AUTHORITY AND WILL BE VOTED IN FAVOUR OF THE RESOLUTIONS REFERRED TO ON THE REVERSE SIDE.

THIS PROXY ALSO CONFERS DISCRETIONARY AUTHORITY TO VOTE IN RESPECT OF ANY AMENDMENTS OR VARIATIONS TO THE MATTERS IDENTIFIED IN THE NOTICE OF MEETING OR ANY OTHER MATTER WHICH MAY PROPERLY COME BEFORE THE MEETING AND IN SUCH MANNER AS SUCH NOMINEE IN HIS JUDGMENT MAY DETERMINE.

A SHAREHOLDER HAS THE RIGHT TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM AND ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS DESIGNATED IN THIS FORM OF PROXY. SUCH RIGHT MAY BE EXERCISED BY FILLING THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED AND STRIKING OUT THE NAMES OF MANAGEMENT’S NOMINEES, OR BY COMPLETING ANOTHER PROPER FORM OF PROXY AND, IN EITHER CASE, DEPOSITING THE PROXY AS INSTRUCTED BELOW.

TO BE VALID, THIS PROXY MUST BE DEPOSITED WITH THE CORPORATION’S REGISTRAR AND TRANSFER AGENT, 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 LESS THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS IN THE PROVINCE OF ONTARIO) PRECEDING THE TIME OF THE MEETING OR ANY ADJOURNMENT THEREOF AT WHICH THE PROXY IS TO BE USED.

The nominees are directed to vote the shares represented by this proxy as follows:

1. **TO VOTE FOR _____ OR TO WITHHOLD FROM VOTING _____** in respect of the election of directors proposed by management, as described in the management information circular of the Corporation dated September 26, 2011 (the “**Management Information Circular**”);
2. **TO VOTE FOR _____ OR TO WITHHOLD FROM VOTING _____** in respect of the appointment of Edmund Cachia & Co., Chartered Accountants, as auditors of the Corporation and to authorize the board of directors of the Corporation to fix their remuneration, as described in the Management Information Circular;
3. **TO VOTE FOR _____ OR TO VOTE AGAINST _____** the approval of a resolution, with or without variation, re-approving the stock option plan of the Corporation, all as more particularly described in the accompanying Management Information Circular; and
4. at the nominee’s discretion upon any amendments or variations to matters specified in the notice of the annual and special meeting or upon any other matters as may properly come before the annual and special meeting or any adjournments thereof.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS GIVEN ON ANY VOTE OR BALLOT CALLED AT THE SPECIAL MEETING. UNLESS A SPECIFIC INSTRUCTION IS INDICATED, SAID SHARES WILL BE VOTED FOR CONFIRMATION AND/OR APPROVAL OF THE MATTER SPECIFIED IN ITEM 1, WHICH IS SET FORTH IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR, RECEIPT OF WHICH IS HEREBY ACKNOWLEDGED.

THIS PROXY REVOKES AND SUPERSEDES ALL PROXIES OF EARLIER DATE.

DATED this _____ day of _____, 2011.

PRINT NAME: _____

SIGNATURE: _____

NOTES:

1. This proxy must be signed by the shareholder or his attorney duly authorized in writing, or if the shareholder is a corporation, by an officer or an attorney thereof duly authorized.
2. A person appointed as nominee to represent a shareholder need not be a shareholder of the Corporation.
3. Please date this proxy. If not dated, this proxy is deemed to bear the date on which it was mailed on behalf of the management of the Corporation.
4. The proxy ceases to be valid one year from its date.
5. Each shareholder who is unable to attend the Meeting is respectfully requested to date and sign this form of proxy and return it using the self-addressed envelope provided.
6. If your address as shown is incorrect, please provide your correct address when returning this proxy.