

ACME RESOURCES CORP.
200-20 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, 20 Adelaide Street East, Suite 200, Toronto, Ontario, M5C 2T6, on the 24th day of October, 2017, at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the fiscal year ended September 30, 2016 together with the auditor’s report therein;
2. to appoint auditors and to authorize the directors to fix their remuneration;
3. to elect directors for the ensuing fiscal year;
4. to approve the Stock Option Plan of the Corporation;
5. to consider, and if thought fit, to pass with or without amendment, a special resolution of the shareholders of the Corporation, authorizing the Corporation to make application to voluntarily delist the common shares of the Corporation from the TSX Venture Exchange and to approve the listing of the common shares of the Corporation on the Canadian Securities Exchange, or other exchange, all as more particularly described in the accompanying management information circular dated September 8, 2017;
6. to consider and, if thought fit, to pass with or without amendment, a special resolution of the shareholders of the Corporation to amend the Articles of the Corporation to consolidate the issued and outstanding common shares of the Corporation by changing each one of the issued and outstanding common shares of the Corporation into such a fraction of a common share of the Corporation as is determined by the board of directors, provided, however, that such fraction shall not be smaller than one-fifth (0.20) of a common share, all as more particularly described in the accompanying management information circular dated September 8, 2017;
7. to consider and, if thought fit, to pass with or without amendment, a special resolution of the shareholders of the Corporation to amend the Articles of the Corporation to change the name of the Corporation to name as may chosen by the directors of the Corporation or such variation thereof as the Director appointed pursuant to the *Business Corporations Act (Ontario)* may approve, all as more particularly described in the accompanying management information circular dated September 8, 2017; and
8. 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 September 14, 2017. 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 ULC, by mail to Suite 401, 121 Richmond Street West, Toronto, Ontario M5H 2K1 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 10th day of September, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(signed)

**Paul Ancorn
Chief Executive Officer**