This prospectus constitutes a public offering of the securities only in those jurisdictions where they may be lawfully offered for sale and, in such jurisdictions, only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

PROSPECTUS

INITIAL PUBLIC OFFERING **October 30, 2009**

ACME RESOURCES CORP.
(a Capital Pool Corporation)

Minimum Offering: $200,000 (1,000,000 Common Shares)
Maximum Offering: $1,000,000 (5,000,000 Common Shares)

Price: $0.20 per Common Share

The purpose of this offering (the "**Offering**") is to provide Acme Resources Corp. (the "**Corporation**") with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereinafter defined. Any proposed Qualifying Transaction must be approved by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval, as such terms are hereafter defined, in accordance with Exchange Policy 2.4 (the "**CPC Policy**"). The Corporation is a Capital Pool Corporation ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "Corporate Structure", "Business of the Corporation" and "Use of Proceeds".

The Corporation hereby offers through its agent, Integral Wealth Securities Limited (the "**Agent**") a minimum of 1,000,000 common shares (the "**Minimum Offering**") in the capital of the Corporation (each, a "**Common Share**") and a maximum of 5,000,000 Common Shares (the "**Maximum Offering**") at a price of $0.20 per Common Share (the "**Offering Price**") for minimum gross proceeds of $200,000 and maximum gross proceeds of $1,000,000.

Distribution

	Common Shares	**Price to public**	**Agent's commission[1]**	**Proceeds to the Corporation[2]**
Per Common Share	1	$0.20	$0.02	$0.18
Minimum Offering	1,000,000	$200,000	$20,000	$180,000
Maximum Offering	5,000,000	$1,000,000	$100,000	$900,000

Notes:

(1) The Agent will receive a commission of 10% of the gross proceeds of this Offering. In addition, the Agent and its sub-agents, if any, will be granted a non-transferable option (the "**Agent's Option**") to purchase such number of Common Shares as is equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering, at a price of $0.20 per Common Share, for a period of 24 months from the date of listing the Common Shares on the Exchange, which Agent's Option is qualified for distribution under this prospectus. As additional compensation, the Corporation has paid the Agent a corporate finance fee of $10,000. See "Plan of Distribution".

(2) Before deducting the costs and expenses of this issue estimated to be approximately $90,000 including the listing fee payable to the Exchange and SEDAR filing fees, Agent's corporate finance fee, legal expenses and other expenses of the Agent, fees of Corporation's counsel, audit fees, and other expenses associated with the offering, including printing. See "Use of Proceeds".

(3) The Corporation also proposes to grant options to purchase the equivalent of 10.0% of the Common Shares of the Corporation outstanding upon the closing of the Offering, being options to acquire 250,000 Common Shares in the

case of the Minimum Offering and 650,000 Common Shares in the case of the Maximum Offering (the "**Incentive Stock Options**"), at a price of $0.20 per Common Share, to the Corporation's directors and officers in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus. See "Options to Purchase Securities". The Incentive Stock Options must be granted within 90 days of the issuance of a receipt for this prospectus.

This Offering is made on a commercially reasonable efforts basis by the Agent and is subject to receipt by the Corporation of a minimum subscription of 1,000,000 Common Shares for total gross proceeds to the Corporation of $200,000. The Offering Price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent and will not be released until a minimum of $200,000 has been deposited and the Agent has consented to such release pursuant to the terms of the Agency Agreement, as herein defined. If the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "Plan of Distribution".

Market for Securities

There is currently no market through which the Common Shares will be sold. The Exchange has conditionally accepted the listing of the Corporation's Common Shares. Listing will be subject to the Corporation fulfilling all of the listing requirements of the Exchange.

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of Incentive Stock Options, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the prospectus is issued by the securities commission that is designated the principal regulator pursuant to Multilateral Instrument 11-102 and the time the Common Shares are listed for trading on the Exchange except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities commissions grant a discretionary order.

Risk Factors

Investment in the Common Shares offered by this prospectus is highly speculative due to the nature of the Corporation's business and its present stage of development. This Offering is suitable only to those investors who are prepared to risk the loss of their entire investment. See "Risk Factors".

The Corporation has not commenced commercial operations and has no assets other than cash. It has no history of earnings and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. Until Completion of the Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. See "Corporate Structure", "Business of the Corporation" and "Use of Proceeds".

The directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See "Directors and Officers".

There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares.

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of $0.06 per Common Share or 30% pursuant to the Minimum Offering and $0.023 per Common Share or 11.5% pursuant to the Maximum Offering, on the basis of there being 2,500,000 Common Shares issued and outstanding following completion of the Minimum Offering and 6,500,000 Common Shares issued and outstanding following completion of the Maximum Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation. See "Dilution".

The Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction. Further, even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to complete the transaction. The Qualifying Transaction may be financed in whole, or in part, by the issuance of additional securities by the Corporation and this may result in further dilution to investors. See “Use of Proceeds”.

The Exchange will generally suspend trading in the Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin (as hereafter defined) within 24 months from the date of listing. Neither the Exchange, nor any securities regulatory authority, passes upon the merits of the proposed Qualifying Transaction.

In the event that the management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgements obtained in Canadian courts.

As a result of these factors, the Offering is suitable only to investors who are willing to rely solely on the management of the Corporation and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Common Shares. See “Business of the Corporation”, “Directors and Officers”, “Use of Proceeds” and “Risk Factors”.

Maximum Investment

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, or 20,000 Common Shares ($4,000) in the case of the Minimum Offering and 100,000 Common Shares ($20,000) in the case of the Maximum Offering. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates (as hereinafter defined) of that purchaser, is 4% of the total Common Shares offered under this prospectus, or 40,000 Common Shares ($8,000) in the case of the Minimum Offering and 200,000 Common Shares ($40,000) in the case of the Maximum Offering.

The Agent hereby offers for sale, on a commercially reasonably efforts basis as Agent on behalf of the Corporation, a minimum of 1,000,000 Common Shares and a maximum of 5,000,000 Common Shares without nominal or par value at a price of $0.20 per Common Share. The Common Shares are conditionally offered, subject to prior sale, if, as and when issued by the Corporation, and in accordance with the conditions contained in the Agency Agreement referred to under “Plan of Distribution” and subject to the approval by Macleod Dixon LLP, on behalf of the Corporation, and by Heenan Blaikie LLP, on behalf of the Agent, of such legal matters for which approval is specifically sought by the Corporation or the Agent.

Receipt of Subscriptions

Subscriptions will be received subject to rejection or allotment in whole or in part and the Corporation reserves the right to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery at closing of this Offering.

INTEGRAL WEALTH SECURITIES LIMITED
Waterpark Place
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Toronto, Ontario M5J 2N8
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Fax: 416-860-9669

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Glossary

The following is a glossary of terms and abbreviations used frequently throughout this prospectus.

"Affiliate" means a Company that is affiliated with another Company as described below.

A Company is an "Affiliate" of another Company if:

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same Person.

A Company is "controlled" by a Person if:

(a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company.

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person, or

(b) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.

"Agent" means Integral Wealth Securities Limited.

"Agent's Option" means a non-transferable option to purchase such number of Common Shares as is equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering, at a price of $0.20 per Common Share, for a period of 24 months from the date of listing the Common Shares on the Exchange.

"Aggregate Pro Group" means all Persons who are members of any Pro Group whether or not the Member is involved in a contractual relationship with the Corporation to provide financing sponsorship and other advisory services.

"Agreement in Principle" means any enforceable agreement or any other agreement or similar commitment which identifies the fundamental terms upon which the parties agree or intend to agree which:

(a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;

(b) identifies the parties to the Qualifying Transaction;

(c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and

(d) identifies the conditions to any further formal agreements to complete the transaction, and in respect of which there are no material conditions to closing (other than receipt of shareholder approval and Exchange acceptance), the satisfaction of which is dependent upon third parties and beyond the reasonable control of the Non Arm's Length Parties to the CPC or the Non Arm's Length Parties to the Qualifying Transaction.

"Associate" when used to indicate a relationship with a Person, means

(a) an Issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the Corporation;

(b) any partner of the Person;

(c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which a Person serves as trustee or in a similar capacity;

(d) in the case of a Person who is an individual, a relative of that Person, including:

(i) that Person's spouse or child; or

(ii) any relative of that Person or of his spouse who has the same residence as that Person, but

(e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member Corporation or holding company of a Member Corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member Corporation or holding company.

"Common Shares" means the common shares in the capital of the Corporation.

"Company" means, unless specifically indicated otherwise, a company, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

"Completion of a Qualifying Transaction" means the date the Final Exchange Bulletin is issued by the Exchange.

"Consultant" means an individual (including an individual whose services are contracted through a personal holding corporation) with whom the Corporation or a subsidiary has a contract for management or consulting services.

"Control Person" means any Person or Company that holds or is one of a combination of persons or companies that holds a sufficient number of any of the securities of an Issuer so as to affect materially the control of that Issuer, or that holds more than 20% of the outstanding voting securities of an Issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the Issuer.

"Corporation" means Acme Resources Corp.

"CPC" means a corporation:

(a) that has been incorporated or organized in a jurisdiction in Canada;

(b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and

(c) in regard to which the Final Exchange Bulletin has not yet been issued.

"CPC Policy" means Exchange Policy 2.4 Capital Pool Companies.

"Escrow Agreement" means the escrow agreement to be entered into on the closing of the Offering between the Corporation, the Transfer Agent and the founding shareholders of the Corporation.

"Exchange" means the TSX Venture Exchange Inc.

"Exchange Requirements" means and includes the articles, by-laws, policies, circulars, rules, guidelines, orders, notices, rulings, forms, decisions and regulations of the Exchange as from time to time enacted, any instructions, decisions and directions of the Exchange (including those of any committee of the Exchange as appointed from time to time), and all applicable provisions of the securities laws of any other jurisdiction.

"Final Exchange Bulletin" means the Exchange Bulletin which is issued following closing of the Qualifying Transaction and the submission of all required documentation and that evidences the final Exchange acceptance of the Qualifying Transaction.

“GST” means Goods and Services Tax.

“Incentive Stock Options” means options to acquire Common Shares granted to directors, officers, employees and consultant, or companies owned or controlled by such persons, under a stock option plan and in accordance with all applicable Exchange Requirements and securities legislation, regulations and rules;

“Initial Public Offering” or **“IPO”** means a transaction that involves an Issuer issuing securities from its treasury pursuant to its first Prospectus.

“Insider” if used in relation to an Issuer, means:

(a) a director or senior officer of the Issuer;

(b) a director or senior officer of the Company that is an Insider or subsidiary of the Issuer;

(c) a Person that beneficially owns or controls, directly or indirectly, Voting Shares carrying more than 10% of the voting rights attached to all outstanding Voting Shares of the Issuer; or

(d) the Issuer itself if it holds any of its own securities.

“Investor Relations Activities” has the meaning ascribed thereto under section 1.2 of Exchange Policy 1.1 Interpretation.

“Issuer” means a Company and its subsidiaries which have any of its securities listed for trading on the Exchange and, as the context requires, any applicant Company seeking a listing of its securities on the Exchange.

“Majority of the Minority Approval” means the approval of a Non Arm’s Length Qualifying Transaction by the majority of the votes cast by shareholders, other than:

(a) Non Arm’s Length Parties to the CPC;

(b) Non Arm’s Length Parties to the Qualifying Transaction; and

(c) in the case of a Related Party Transaction:

(i) if the CPC holds its own shares, the CPC; and

(ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction

at a properly constituted meeting of the common shareholders of the CPC.

“Management Company Employee” means an individual employed by a person providing management services to the Corporation, which are required for the ongoing successful operations of the business enterprise of the Corporation, but excluding a person engaged in Investor Relations Activities.

“Member” means a Person who has executed the Members’ Agreement, as amended from time to time, and is accepted as and becomes a member of the Exchange under the Exchange Requirements.

“Members’ Agreement” means the members’ agreement among the Exchange and each Person who, from time to time, is accepted as and becomes a Member of the Exchange.

“NEX” means the market on which former Exchange and Toronto Stock Exchange issuers that do not meet Exchange requirements for Tier 2 Issuers may continue to trade.

“Non Arm’s Length Party” means in relation to a Company, a promoter, officer, director, other Insider or Control Person of that Company (including an Issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, means any Associate of the individual or any Company of which the individual is a promoter, officer, director, Insider or Control Person.

"Non Arm's Length Parties to the Qualifying Transaction" means the Vendor(s), any Target Company(ies) and includes, in relation to Significant Assets or Target Company(ies), the Non Arm's Length Parties of the Vendor(s), the Non Arm's Length Parties of any Target Company(ies) and all other parties to or associated with the Qualifying Transaction and Associates or Affiliates of all such other parties.

"Non Arm's Length Qualifying Transaction" means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are the subject of the proposed Qualifying Transaction.

"Participant" means, subject to all applicable laws, any employee, senior officer, director or Consultant of the Corporation or any subsidiary, any personal holding corporation controlled by an officer or director of the Corporation or any subsidiary or any Management Company Employee, to whom options have been granted pursuant to the Stock Option Plan (as defined under the heading "Options to Purchase Securities – Stock Option Plan").

"Person" means a Company or individual.

"**Principal**" means:

(a) a Person or Company who acted as a promoter of the Issuer within two years or their respective Associates or Affiliates, before the Initial Public Offering prospectus or the Final Exchange Bulletin;

(b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;

(c) a **20% holder** – a Person or Company that holds securities carrying more than 20% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions;

(d) a **10% holder** – a Person or Company that:

(i) holds securities carrying more than 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and

(ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any of its material operating subsidiaries.

In calculating these percentages, include securities that may be issued to the holder under outstanding convertible securities in both the holder's securities and the total securities outstanding.

A Company, trust, partnership or other entity more than 50% held by one or more Principals will be treated as a Principal. (In calculating this percentage, include securities of the entity that may be issued to the Principals under outstanding convertible securities in both the Principals' securities of the entity and the total securities of the entity outstanding.) Any securities of the Issuer that this entity holds will be subject to escrow requirements.

A Principal's spouse and their relatives that live at the same address as the Principal will also be treated as Principals and any securities of the Issuer they hold will be subject to escrow requirements.

"Pro Group"

(a) Subject to subparagraphs (b), (c) and (d), "Pro Group" shall include, either individually or as a group:

(i) the Member;

(ii) employees of the Member;

(iii) partners, officers and directors of the Member;

(iv) Affiliates of the Member; and

(v) Associates of any parties referred to in subparagraphs (i) through (iv);

(b) The Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm's length to the Member;

(c) The Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length of the Member;

(d) The Member may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Member determines that:

(i) the Person is an Affiliate or Associate of the Member acting at arm's length of the Member;

(ii) the Associate or Affiliate has a separate corporate and reporting structure;

(iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and

(iv) the Member maintains a list of such excluded Persons.

"Prospectus" means a disclosure document required to be prepared in connection with a public offering of securities and which complies with the form and content requirements of a prospectus as described in applicable Securities Laws.

"Qualifying Transaction" means a transaction where a CPC acquires Significant Assets, other than cash, by way of purchase, amalgamation, merger or arrangement with another Corporation or by other means.

"**Related Party Transaction**" has the meaning ascribed to that term under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions, and includes a related party transaction that is determined by the Exchange, to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non Arm's Length Parties, or other circumstances exist which may compromise the independence of the Issuer with respect to the transaction.

"Resulting Issuer" means the Issuer that was formerly a CPC that exists upon issuance of the Final Exchange Bulletin.

"Securities Laws" means securities legislation, securities regulation and securities rules, as amended, and the policies, notices, instruments and blanket orders in force from time to time that are applicable to an Issuer.

"SEDAR" means the System for Electronic Document Analysis and Retrieval.

"Seed Shares" means the 1,500,000 Common Shares issued by the Corporation at a price of $0.10 per share for aggregate gross proceeds of $150,000 on or about February 27, 2008.

"Significant Assets" means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the minimum listing requirements of the Exchange.

"Sponsor" has the meaning specified in Exchange Policy 2.2 **–** Sponsorship and Sponsorship Requirements.

“Sponsor Acknowledgement Form” means the form prepared in accordance with Form 2G of the Exchange Corporate Finance Manual;

“Sponsor Report” means a report provided to the Exchange by the Sponsor;

“Target Company” means a Company to be acquired by the CPC as its Significant Asset pursuant to a Qualifying Transaction.

“Transfer Agent” means Capital Transfer Agency Inc.

“Vendors” means one or all of the beneficial owners, of the Significant Assets (other than a Target Company).

“Voting Shares” means a security of an Issuer that:

(a) is not a debt security; and

(b) carries a voting right either under all circumstances or under some circumstances that have occurred and are continuing.

PROSPECTUS SUMMARY

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements contained elsewhere in this prospectus.

The Corporation: Acme Resources Corp.

Business of the Corporation The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. See “Business of the Corporation”.

The Offering: 1,000,000 Common Shares in the case of the Minimum Offering and 5,000,000 Common Shares in the case of the Maximum Offering are being offered under this prospectus at a price of $0.20 per Common Share for minimum gross proceeds of $200,000 and maximum gross proceeds of $1,000,000. This Offering is made on a commercially reasonable efforts basis by the Agent. In addition, the Corporation will grant an option to the Agent, or its sub-agents, if any, the right to purchase the equivalent of 10% of the aggregate number of Common Shares sold pursuant to the Offering, being 100,000 Common Shares in the case of the Minimum Offering and 500,000 Common Shares in the case of the Maximum Offering, at a price of $0.20 per share which Agent's Option will be exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange, which Agent's Option is qualified for distribution under this prospectus. The Corporation also intends to grant options to purchase the equivalent of 10% of the outstanding Common Shares of the Corporation upon completion of the Offering to the Corporation’s directors and officers being, in aggregate, options to acquire 250,000 Common Shares in the case of the Minimum Offering and 650,000 Common Shares in the case of the Maximum Offering, which options are qualified for distribution under this prospectus. See “Plan of Distribution” and “Options to Purchase Securities”.

Use of Proceeds: Assuming completion of this Offering, the net proceeds thereof to the Corporation after deduction of the Agent’s Commission, but before deduction of the expenses of the Offering, will be $180,000 in the case of the Minimum Offering and $900,000 in the case of the Maximum Offering. The net proceeds of this Offering will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating businesses or assets. See “Use of Proceeds” and “Risk Factors”.

Directors and Management:

Paul Ankcorn	President, Chief Executive Officer and Director
Brian Cloney	Chief Financial Officer, Corporate Secretary and Director
David Constable	Director
James M. Patterson	Director
Harry Burgess	Director
Kees C. Van Winters	Director

Escrow: All of the currently issued and outstanding Common Shares of the Corporation, being 1,500,000 Common Shares, will be deposited in escrow pursuant to the terms of the Escrow Agreement, and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See “Escrowed Securities”.

Risk Factors:

There is currently no established market for the Common Shares. Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development.

The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction.

The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment.

The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation.

Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of $0.06 per Common Share or 30% pursuant to the Minimum Offering and $0.023 per Common Share or 11.5% pursuant to the Maximum Offering, on the basis of there being 2,500,000 Common Shares issued and outstanding following completion of the Minimum Offering and 6,500,000 Common Shares issued and outstanding following completion of the Maximum Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation. An acquisition financed by the issuance of treasury shares could result in a change in the control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares.

Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgements obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada.

See "Risk Factors" for more detailed information on the risks of an investment in the Corporation's Common Shares.

CORPORATE STRUCTURE

Name, Incorporation and Place of Business

The full corporate name of the Corporation is Acme Resources Corp. The Corporation was incorporated under the laws of the Province of Ontario on February 27, 2008. The Corporation filed articles of amendment to remove share transfer restrictions in its articles on September 1, 2009. The registered office and head office address of the Corporation is 55 Adelaide Street East, Suite 410, Toronto, Ontario M5C 1K6 .

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at June 30, 2009, the preliminary expenses of the Corporation consisted of $25,500 which was paid to the Agent representing a corporate finance fee and a retainer for reasonable out of pocket expenses, including Agent's legal counsel fees and disbursements and any applicable taxes and levies, and additional expenses of approximately $28,436 which the Corporation had incurred, including legal and audit fees of $23,136. Certain proceeds from the Offering may be used to satisfy the obligations of the Corporation related to this Offering, including the expenses of auditors, the Corporation's legal counsel and the Agent's legal counsel. For further information, please refer to the section entitled "Use of Proceeds".

Since the date of the most recent balance sheet included with this prospectus, the Corporation has incurred approximately $53,936 in preliminary expenses relating to the preparation and filing of this prospectus.

Proposed Operations Until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations. The Corporation is not specifically considering pursuing a Company, asset or business in any specific business or industry sector, or in any particular geographical area, and the Corporation anticipates reviewing Companies, assets and businesses in a broad range of industry sectors and geographical areas.

Until Completion of a Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. Except as described under "Private Placement for Cash", and "Restrictions on Use of Proceeds", the funds raised pursuant to this Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

Although the Corporation has commenced the process of identifying potential acquisitions with a view to completing the Qualifying Transaction, the Corporation has not yet entered into an Agreement in Principle.

Criteria for Qualifying Transaction

A Qualifying Transaction may arise in numerous ways and management, subject to the CPC Policy, has not placed geographical restrictions on potential Qualifying Transactions. The Corporation has not established pre-determined criteria for potential Qualifying Transactions, other than sound business fundamentals. Such fundamentals include, but are not limited to:

(i) the ratio of risk to reward;

(ii) the cost effectiveness of the participation or acquisition;

(iii) the length of the payout period; and

(iv) the rate of return.

The board of directors of the Corporation must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a Qualifying Transaction, the directors will act honestly and in good faith with a view to the best interests of the Corporation, and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Method of Financing Acquisitions

The Corporation may use either issuance of treasury shares or public financing of debt or equity, or a combination of these, for the purpose of financing its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issue of treasury shares or securities convertible into or exercisable for treasury shares could result in a change in the control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted.**

Filings and Shareholder Approval of a Non Arm's Length Qualifying Transaction

Upon the Corporation reaching an Agreement in Principle, the Corporation must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "Trading Halts, Suspensions and Delisting". Within 75 days after issuance of such news release, the Corporation shall be required to submit for review to the Exchange either an information circular that complies with applicable corporate and securities laws or a filing statement that complies with Exchange requirements. An information circular must be submitted where there is a Non Arm's Length Qualifying Transaction. A filing statement must be submitted where the Qualifying Transaction is not a Non Arm's Length Qualifying Transaction. The information circular or filing statement, as applicable, must contain prospectus level disclosure of the Target Company and the Corporation, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Form 3B1 or Form 3B2. Upon acceptance by the Exchange, the Corporation must then:

(a) file the filing statement on SEDAR at least seven business days prior to closing of the Qualifying Transaction and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR; or

(b) mail the information circular and related proxy material to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying transaction or other requisite approval, at a meeting of the shareholders.

Unless waived by the Exchange, the Corporation will also be required to retain a Sponsor, who must be a Member of the Exchange, and who will be required to submit to the Exchange a Sponsor Report prepared in accordance with the Policies of the Exchange. The Corporation will no longer be considered to be a CPC upon the Exchange having issued the Final Exchange Bulletin. The Exchange will generally not issue the Final Exchange Bulletin until the Exchange has received:

(i) in the case of a Non Arm's Length Qualifying Transaction, confirmation of Majority of Minority Approval of the Qualifying Transaction;

(ii) confirmation of closing of the Qualifying Transaction; and

(iii) all post-meeting or final documentation, as applicable, otherwise required to be filed with the Exchange pursuant to the CPC Policy.

Upon issuance of the Final Exchange Bulletin, the CPC Policy will generally cease to apply, with the exception of the escrow provisions of the CPC Policy and the restrictions in the CPC Policy precluding the Corporation from completing a reverse take-over for a period of one year from the Completion of the Qualifying Transaction.

Minimum Listing Requirements

The Resulting Issuer must satisfy the Exchange's minimum listing requirements for the particular industry sector in either Tier 1 or Tier 2 as prescribed under the applicable policies of the Exchange.

Trading Halts, Suspensions and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied, which includes the submission of a Sponsorship Acknowledgment Form, where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms or, if applicable, declarations, for all individuals who may be directors, senior officers, promoters, or insiders of the Resulting Issuer must be filed with the Exchange and any preliminary background searches that the Exchange considers necessary or advisable, must also be completed, before the trading halt will be lifted by the Exchange.

Even if all filing requirements have been satisfied and preliminary background checks completed, the Exchange may continue or reinstate a halt in trading of the Common Shares for public policy reasons including:

(a) the unacceptable nature of the business of the Resulting Issuer; or

(b) the number of conditions precedent to, or the nature and number of deficiencies required to be resolved prior to, Completion of the Qualifying Transaction, are so significant or numerous as to make it appear to the Exchange that the halt should be reinstated or continued.

A trading halt may also be imposed by the Exchange where the Corporation fails to file the supporting documents relating to the Qualifying Transaction within a period of 75 days after public announcement of the Agreement in Principle or if the CPC fails to file post-meeting or final documents, as applicable, within the time required. A trading halt may also be imposed if a Sponsor terminates its sponsorship.

The Exchange may suspend from trading or delist the Common Shares of the Corporation where the Exchange has not issued a Final Exchange Bulletin to the CPC within 24 months of the date of listing. In the event that the Common Shares of the Corporation are delisted by the Exchange, within 90 days from the date of such delisting, the Corporation shall wind up and shall make a pro rata distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non Arm's Length Parties to the Corporation, determine to deal with the remaining assets in some other manner. See "Filings and Shareholders Approval of a Non Arm's Length Qualifying Transaction" above.

Refusal of Qualifying Transaction

The Exchange, in its sole discretion, may not accept a Qualifying Transaction where:

(a) the Resulting Issuer fails to satisfy the applicable minimum listing requirements of the Exchange;

(b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:

  (i) a Member firm of the Exchange;

  (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such Member firm; and

  (iii) Associates of any such Person,

  collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;

(c) the Resulting Issuer will be a financial institution, finance Corporation, finance Issuer or mutual fund, as defined in the securities legislation;

(d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public companies that are subject to a regulatory regime comparable to the companies listed on a Canadian exchange; or

(e) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

(a) The gross proceeds received by the Corporation from the sale of 1,500,000 Common Shares prior to the date of this prospectus total $150,000.

(b) The gross proceeds to be received by the Corporation from the sale of the Common Shares offered by this prospectus will be $200,000 in the case of the Minimum Offering and $1,000,000 in the case of the Maximum Offering.

(c) The aggregate expenses and costs of the offerings referred to in (a) and (b) above, incurred to date and expected to be incurred, are estimated to amount to $118,165 in the case of the Minimum Offering and to $198,165 in the case of the Maximum Offering.

(d) The Corporation estimates that funds in the amount of $231,835 in the case of the Minimum Offering and $951,835 in the case of the Maximum Offering will be available to it from (i) the sale of the Common Shares distributed under this prospectus and (ii) prior sales of Common Shares.

The following table indicates the principal uses to which the Corporation proposes to use the total funds available to it upon the completion of this Offering:

Principal Purposes	**Minimum Offering**	**Maximum Offering**
Cash proceeds raised prior to this Offering [(1)]	$150,000	$150,000
Expenses and costs relating to raising the cash proceeds and general and administrative expenses prior to this Offering	$8,165	$8,165
Cash proceeds to be raised pursuant to this Offering [(2)]	$200,000	$1,000,000
Estimated expenses and costs relating to the Offering (including listing fees, Agent’s Commission, Agent's corporate finance fee and commission, legal fees, audit fees and expenses)	($110,000)	($190,000)
Estimated funds available (on completion of the Offering)	$231,835	$951,835
Funds available for identifying and evaluating assets or business prospects [(3)]	$231,835	$951,835
Estimated general and administrative expenses until Completion of a Qualifying Transaction	($60,000)	($60,000)
TOTAL NET PROCEEDS	$171,835	$891,835

Notes:

(1) See “Prior Sales”.

(2) In the event the Agent exercises the Agent’s Option, and the Incentive Stock Options are exercised**,** there will be available to the Corporation $80,000 in the case of the Minimum Offering and $230,000 in the case of the Maximum Offering in additional funds which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.

(3) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $231,835 (in the case of the Minimum Offering) or $951,835 (in the case of the Maximum Offering) on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

Until required for the Corporation's purposes, the proceeds will only be invested in securities of, or those guaranteed by, the Government of Canada or any Province or territory of Canada or the Government of the United States of America, in certificates of deposit or interest-bearing accounts of Canadian chartered banks, trust companies or credit unions.

The proceeds from this Offering and any prior sale of Common Shares, after deducting the expenses associated with this Offering, will only be sufficient to identify and evaluate a finite number of assets and businesses, and additional funds may be required to finance any acquisition to which the Corporation may commit. See "Risk Factors".

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in "Restrictions on Use of Proceeds", "Private Placements for Cash", and "Prohibited Payments to Non Arm's Length Parties", the gross proceeds realized from the sale of all securities issued by the Corporation will be used by the Corporation only to identify and evaluate businesses or assets and, if necessary, obtain shareholder approval for a proposed Qualifying Transaction.

The proceeds may be used for expenses incurred for the preparation of:

(i) valuations or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) engineering or Geological Reports (as defined in the Exchange Corporate Finance Manual);

(vi) financial statements, including audited financial statements;

(vii) fees for legal and accounting services; and

(viii) Agent's fees, costs and commissions.

relating to the identification and evaluation of assets or businesses and, in the case of a Non Arm's Length Qualifying Transaction, the obtaining of shareholder approval for the Corporation's proposed Qualifying Transaction.

In addition, with the prior acceptance of the Exchange, up to an aggregate of $225,000 may be advanced as a refundable deposit or secured loan by the Corporation to a Vendor or Target Company, as the case may be, for a proposed arm's length Qualifying Transaction that has been publicly announced at least 15 days prior to the date of such advance, due diligence with respect to the Qualifying Transaction is well underway and either a Sponsor has been engaged or sponsorship has been waived. A maximum aggregate amount of $25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange.

Restrictions on Use of Proceeds

Pursuant to the CPC Policy, until Completion of a Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Corporation or $210,000 may be used for purposes other than those described above. For greater certainty, expenditures which are not included as "Permitted Uses of Funds" listed above, include:

(a) listing and filing fees (including SEDAR fees);

(b) other costs for the issuance of securities, (including legal, accounting and audit expenses relating to the preparation and filing of this prospectus); and

(c) administrative and general expenses of the Corporation, including:

(i) office supplies, office rent and related utilities;

(ii) printing costs (including the printing of this prospectus and share certificates);

(iii) equipment leases; and

(iv) fees for legal advice and audit expenses, other than those described above under "Permitted Use of Funds".

No proceeds will be used to acquire or lease a vehicle.

Private Placements for Cash

After the closing of the Offering and until a Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed $2,000,000. The only securities issuable pursuant to such a private placement will be Common Shares.

Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non Arm's Length Parties by the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non Arms' Length Parties

Except as described under "Options to Purchase Securities" and "Restrictions on Use of Proceeds", the Corporation has not made, and until the Completion of the Qualifying Transaction will not make, any payment of any kind, directly or indirectly, to a Non Arm's Length Party to the Corporation or a Non Arm's Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, by any means, including:

(a) remuneration, which includes but is not limited to salaries, consulting fees, management contract fees or directors' fees, finders' fees, loans, advances and bonuses; and

(b) deposits and similar payments.

Further, no such payment will be made on or after the Completion of a Qualifying Transaction if such payment relates to services rendered or obligations incurred prior to or in connection with the Qualifying Transaction.

Notwithstanding the above, the Corporation may reimburse a Non Arm's Length Party to the Corporation for reasonable expenses for office supplies, office rent and related utilities, equipment leases (excluding vehicle leases), and legal services (provided that neither the lawyer providing the legal services nor any member of the law firm providing the services is a promoter of the Corporation or in the case of a law firm, no member of the firm, owns greater than 10% of the outstanding Common Shares of the Corporation), and the Corporation may also reimburse a Non Arm's Length Party to the Corporation for reasonable out-of-pocket expenses incurred in pursuing the business of the Corporation described in "Permitted Use of Funds".

The foregoing restrictions on the use of proceeds and prohibitions on payments to Non Arm's Length Parties and Persons engaged in investor relations activities continue to apply until the Completion of the Qualifying Transaction.

PLAN OF DISTRIBUTION

Name of Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public a minimum of 1,000,000 Common Shares and a maximum of

5,000,000 Common Shares as provided in this prospectus, at a price of $0.20 per Common Share, for gross proceeds of $200,000 in the case of the Minimum Offering and $1,000,000 in the case of the Maximum Offering, subject to the terms and conditions of the Agency Agreement. The Agent will receive a cash commission of 10% of the aggregate gross proceeds of the Offering. In addition, the Corporation has paid to the Agent a corporate finance fee of $10,000 plus GST and will pay the Agent's legal fees and other expenses, estimated at $15,000.

The Corporation has also agreed to grant to the Agent and its sub-agents, if any, a non-transferable option to purchase the equivalent of 10% of the aggregate number of Common Shares sold pursuant to the Offering, being 100,000 Common Shares in the case of the Minimum Offering and 500,000 Common Shares in the case of the Maximum Offering at a price of $0.20 per Common Share, which Agent's Option may be exercised for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange, and which Agent's Option is qualified for distribution under this prospectus. The Agent intends to sell to the public any Common Shares received by it upon the exercise of the Agent's Option. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated by the Agent at its discretion on the basis of its assessment of the state of financial markets and may also be terminated by the Agent on the occurrence of certain events as stated in the Agency Agreement.

In addition, for a period of one (1) year from the date of completion of the Offering, the Agent shall be provided with the right and opportunity to participate for up to 50% in any equity offering of securities of the Corporation to be issued and sold to the public in Canada by private placement or public offering on terms equivalent to those enjoyed by any other agent(s) participating in such private placement or public offering.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering consists of a minimum of 1,000,000 Common Shares and a maximum of 5,000,000 Common Shares for total gross proceeds of $200,000 in the case of the Minimum Offering and $1,000,000 in the case of the Maximum Offering. Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, or 20,000 Common Shares ($4,000) in the case of the Minimum Offering and 100,000 Common Shares ($20,000) in the case of the Maximum Offering. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total Common Shares offered under this prospectus, or 40,000 Common Shares ($8,000) in the case of the Minimum Offering and 200,000 Common Shares ($40,000) in the case of the Maximum Offering. The funds received from the Offering will be deposited with the Agent, and will not be released until a minimum of $300,000 has been deposited and the Agent consents to the release thereof. Minimum subscriptions of 1,000,000 Common Shares for total gross proceeds of $200,000 must be raised within 90 days of the issuance of a final receipt for this prospectus, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Corporation also proposes to grant Incentive Stock Options to the directors and officers of the Corporation, to purchase in aggregate, the equivalent of 10% Common Shares outstanding upon closing of the Offering, being options to acquire 250,000 Common Shares in the case of the Minimum Offering and 650,000 Common Shares in the case of the Maximum Offering, at a price of $0.20 per Common Share in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus. See "Options to Purchase Securities".

Determination of Price

The Offering Price of the Common Shares was determined by negotiation between the Corporation and the Agent.

Subscriptions by and Restrictions on the Agent

The Agent has advised the Corporation that to the best of its knowledge and belief, no directors, officers, employees or contractors of the Agent or Associates or Affiliates of the foregoing have subscribed for Common Shares of the Corporation.

The aggregate number of Common Shares permitted to be owned directly or indirectly by the Pro Group is no more than 20% of the issued and outstanding Common Shares of the Corporation exclusive of Common Shares reserved for issuance at a future date.

Listing Application

There is currently no market through which the Common Shares will be sold. The Exchange has conditionally accepted the listing of the Corporation's Common Shares. Listing will be subject to the Corporation fulfilling all of the listing requirements of the Exchange.

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of Incentive Stock Options to the directors and officers of the Corporation, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the prospectus is issued by the securities commission that is designated the principal regulator pursuant to Multilateral Instrument 11-102 and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities commissions grant a discretionary order.

DESCRIPTION OF SECURITIES DISTRIBUTED

General

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value, of which, as at the date hereof, 1,500,000 Common Shares are issued and outstanding as fully paid and non-assessable. In addition, up to 650,000 Common Shares are reserved for issuance pursuant to the exercise of Incentive Stock Options to be granted to directors of the Corporation and up to 500,000 Common Shares are reserved for issuance upon exercise of the Agent's Option. See "Options to Purchase Securities" and "Plan of Distribution".

Each Common Share carries one vote at all meetings of shareholders and carries the right to receive a proportionate share, on a per share basis, of the assets of the Corporation available for distribution in the event of a liquidation, dissolution or winding-up of the Corporation.

CAPITALIZATION

The table below shows the capitalization of the Corporation as at the date hereof before and after giving effect to this Offering but prior to taking into account the costs of the issue:

Designation of Securities	Amount Authorized	Amount Outstanding as at June 30, 2009[1] [2]	Amount Outstanding as at September 30, 2009	Amount to be outstanding upon completion of Offering[1]	
				Minimum Offering	**Maximum Offering**
Common Shares	Unlimited	$150,000 (1,500,000 Common Shares)	$150,000 (1,500,000 Common Shares)	$350,000 (2,500,000 Common Shares)	$1,150,000 (6,500,000 Common Shares)

Notes:

(1) The Corporation has reserved an aggregate of up to 650,000 Common Shares (in the case of the Maximum Offering) at an exercise price of $0.20 per Common Shares to be issued pursuant to Incentive Stock Options expiring ten years from the date of grant. The Corporation has also reserved up to 500,000 Common Shares (in the case of the Maximum Offering) to be issued pursuant to the Agent's Option, at an exercise price of $0.20 per Common Shares expiring 24 months from the date of listing of the Common Shares on the Exchange. See "Plan of Distribution".

(2) Before deducting the costs and expenses of the Offering (and certain pre-offering costs and expenses) estimated at $118,165 in the case of the Minimum Offering and $198,165 in the case of the Maximum Offering).

(3) As of the date of the most recent balance sheet the Corporation has not commenced commercial operations.

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

The Corporation has implemented an incentive stock option plan (the "**Stock Option Plan**") for directors, senior officers, employees, and Consultants of the Corporation, in accordance with the rules and policies of the Exchange. The purpose of the Stock Option Plan is to encourage ownership of Common Shares by directors, senior officers and employees of the Corporation, and its subsidiaries, Consultants, and Management Company Employees who are primarily responsible for the management and profitable growth of its business and to advance the interests of the Corporation by providing additional incentive for superior performance by such persons and to enable the Corporation and its subsidiaries to attract and retain valued directors, officers, employees, Consultants and Management Company Employees.

Pursuant to the Stock Option Plan, a copy of which is available from the Corporation upon request, the Corporation has authorized, subject to any regulatory approvals, the reservation of up to ten percent (10%) of the issued and outstanding Common Shares of the Corporation for the grant of options from time to time, provided, however, that prior to completion of the Qualifying Transaction the Corporation shall be subject to the additional restrictions contained in Exchange Policy 2.4 - Capital Pool Companies, which provide that the number of Common Shares reserved under option for issuance may not exceed 10% of the Common Shares to be outstanding as at the closing of the Offering; meaning that until the Qualifying Transaction is completed, the number of Common Shares that may be reserved for issuance would be 250,000 in the case of the Minimum Offering and 650,000 in the case of the Maximum Offering. Under the Stock Option Plan, the board of directors may from time to time grant to directors, senior officers, employees and Consultants of the Corporation, as the board of directors shall designate, options to purchase from the Corporation such number of its Common Shares as the board of directors shall designate. Some of the significant terms of the Stock Option Plan are as follows:

1. Options may be granted on authorized but unissued Common Shares up to but not exceeding ten percent (10%) of the issued and outstanding Common Shares of the Corporation at the time of any such grant of options.

2. The maximum number of Common Shares which may be reserved and set aside for issue under the Stock Option Plan shall not exceed ten percent (10%) of the issued Common Shares of the Corporation at the time of the stock option grant (on a non-diluted basis). The aggregate number of Common Shares which may be reserved for issuance to any one person under the Stock Option Plan and which are subject to outstanding options granted under the Stock Option Plan must not exceed five percent (5%) of the issued Common Shares (determined at the date the option was granted) in a twelve (12) month period unless the Corporation first obtains disinterested shareholder approval pursuant to the policies of the Exchange (but only if the policies of the Exchange at the time require such approval). The number of Common Shares granted to any one Consultant under the Stock Option Plan in a twelve (12) month period must not exceed two percent (2%) of the issued Common Shares of the Corporation, calculated at the date the option was granted to the Consultant. The aggregate number of options granted to Eligible Persons employed to provide Investor Relations Activities under the Stock Option Plan must not exceed two percent (2%) of the issued Common Shares of the Corporation in any twelve (12) month period, calculated at the date the option was granted. The maximum number of Common Shares which may be reserved for issuance to Insiders under the Stock Option Plan, shall not exceed ten percent (10%) of the total number of Common Shares then outstanding and the maximum number of Common Shares which may be issued to Insiders

under the Stock Option Plan, within any one year period, shall not exceed ten percent (10%) of the total number of Common Shares then outstanding.

3. Prior to completion of the Qualifying Transaction, the Corporation and every Participant shall be subject to all additional restrictions relating to reserving Common Shares for issuance, and the granting, vesting and exercising of options, contained in Exchange Policy 2.4 - Capital Pool Companies.

4. While the Corporation's Common Shares are listed on the Exchange, the purchase price per Common Share for any option granted under the Stock Option Plan shall not be less than the discounted market price of the Corporation's Common Shares in accordance with the policies of the Exchange.

5. Subject to earlier termination, options granted must expire not later than the maximum term permitted by the rules of the Exchange from time to time.

6. Options will vest at the discretion of the board of directors, provided that options granted to Consultants performing Investor Relations Activities shall vest in stages over twelve (12) months, with no more than one quarter (¼) of the options vesting in any three (3) month period.

7. All options granted pursuant to the Stock Option Plan shall be non-assignable and non-transferable other than by will or the laws of descent and distribution and such option shall be exercisable during his lifetime only by the Participant.

8. For all stock options granted to employees, Consultants or Management Company Employees, the Corporation represents that the Participant is a bona fide employee, Consultant or Management Company Employee, as the case may be.

9. Disinterested shareholder approval will be obtained for any reduction in the exercise price if the Participant is an Insider of the Corporation at the time of the amendment.

10. Options granted to any Participant must expire within ninety (90) days, or such longer term as the board of directors may in its discretion determine, after the Participant ceases to be in at least one of those roles, provided that options granted to a Participant who is a director, senior officer, employee, Consultant or Management Company Employee must expire within a reasonable period following the date the Participant ceases to be in that role.

Options to be Granted

Name	No. of Common Shares Reserved Under Option (Minimum Offering)(1)	No. of Common Shares Reserved Under Option (Maximum Offering)(1)	Exercise Price	Expiration Date
Paul Ankcorn	33,333	86,666	$0.20	10 Years from date of grant
Brian Cloney	41,666	108,333	$0.20	10 Years from date of grant
Kees C. Van Winters	83,333	216,666	$0.20	10 Years from date of grant
James M. Patterson	33,333	86,666	$0.20	10 Years from date of grant
David Constable	33,333	86,666	$0.20	10 Years from date of grant
Harry Burgess	25,000	65,000	$0.20	10 Years from date of grant
TOTAL	**250,000**(2)	**650,000**(2)		

Notes:

(1) The Incentive Stock Options to be granted to directors and officers of the Corporation upon the closing of the Offering (subject to regulatory approval) are qualified for distribution pursuant to this prospectus.

(2) Approximate figure.

Stock Option Terms

The number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the number of issued and outstanding Common Shares immediately after the closing of the Offering, and the number of Common Shares reserved for issuance to all consultants will not exceed 2% of the number of issued and outstanding Common Shares immediately after the closing of the Offering. Until Completion of the Qualifying Transaction, the Corporation may not grant options to any person providing Investor Relations Activities, promotional or market-making services. Options granted to any Optionee that does not continue as a director, officer, technical consultant or employee of the Resulting Issuer must have a maximum term of the later of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Securities".

PRIOR SALES

Since the date of incorporation of the Corporation, 1,500,000 Common Shares have been issued as follows.

Date of Issue	Number of Common Shares [(1)]	Per Share Consideration	Aggregate Value of Consideration	Nature of Consideration
February 27 , 2008	1,500,000	$0.10	$150,000.00	Cash
TOTAL:	1,500,000	$0.10	$150,000.00	Cash

Note:

(1) All Common Shares indicated above are subject to escrow. See "Escrowed Securities".

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 1,500,000 Common Shares issued prior to this Offering at a price below $0.20 per Common Share, all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group and Pro Group prior to this Offering will be deposited with the Transfer Agent under the Escrow Agreement.

All Common Shares acquired on exercise of Incentive Stock Options prior to the Completion of a Qualifying Transaction, must also be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

In addition, all Common Shares of the Corporation acquired in the secondary market prior to the Completion of a Qualifying Transaction by any Person or Company who becomes a Control Person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Corporation held by Principals of the Resulting Issuer, will also be escrowed.

Notwithstanding the foregoing, Common Shares acquired by Principals of the Corporation or Principals of the Resulting Issuer pursuant to a private placement will not be subject to escrow provided that various conditions, as set forth in the CPC Policy, are met. See "Escrowed Securities on Private Placement".

The following table sets out, as at the date hereof, the number of Common Shares of the Corporation, which are held in escrow.

Name and Municipality of Residence of Shareholder	Common Shares	Number of Common Shares held in Escrow	Percentage of Common Shares Prior to Giving Effect to the Offering (1) (2)	Percentage of Common Shares After Giving Effect to the Offering (1) (2)	
				Minimum Offering	Maximum Offering
Paul Ankcorn Toronto, Ontario	200,000	200,000	13.33%	8%	3.07%
Brian Cloney Oakville, Ontario	250,000	250,000	16.67%	10%	3.84%
Kees C. Van Winters Toronto, Ontario	500,000	500,000	33.33%	20%	7.69%
James M. Patterson Qualicum Beach, British Columbia	200,000	200,000	13.33%	8%	3.07%
David Constable Burlington, Ontario	200,000	200,000	13.33%	8%	3.07%
Harry Burgess Oakville, Ontario	150,000	150,000	10%	6%	2.30%
TOTAL	**1,500,000**	**1,500,000**	**100.00%**	60%	23.04%

Notes:

(1) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent's Option and the Incentive Stock Options.

(2) Approximate figures. Figures rounded to nearest decimal place.

Where the Common Shares of the Corporation which are required to be held in escrow are held by a non-individual (a "**holding company**"), each holding company pursuant to the Escrow Agreement, has agreed, or will agree, not to carry out any transactions during the currency of the Escrow Agreement which would result in a change of control of the holding company, without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities that could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that company.

Under the Escrow Agreement, 10% of the escrowed Common Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "**Initial Release**") and an additional 15% will be released on the dates 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

If the Resulting Issuer meets the Exchange's Tier 1 minimum listing requirements either at the time the Final Exchange Bulletin is issued or subsequently, the release of the escrowed Common Shares will be accelerated. An accelerated escrow release will not commence until the Resulting Issuer has made application to the Exchange for listing as a Tier 1 Issuer and the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the Exchange.

The Exchange's prior consent must be obtained before a transfer within escrow of escrowed Common Shares. Generally, the Exchange will only permit a transfer within escrow to be made to incoming Principals in connection with a proposed Qualifying Transaction.

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement each Non Arm's Length Party to the Corporation who holds escrowed Common Shares acquired at a price below the Offering price under this prospectus has irrevocably authorized and directed the Transfer Agent to immediately:

(a) cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation; or

(b) if the Corporation lists on NEX, either

(i) cancel all Seed Shares purchased by Non-Arm's Length Parties to the Corporation at a discount from the IPO price, in accordance with section 11.2(a) of TSX Venture Policy 2.4 - Capital Pool Companies, or

(ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non-Arm's Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

Escrowed Securities on Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are "Value Securities", then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security agreement (the **"Value Security Escrow Agreement"**). "Value Securities" are securities issued pursuant to a transaction, for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if at least 75% of the securities issued pursuant to the Qualifying Transaction are not Value Securities, all securities issued pursuant to the Qualifying Transaction will be deposited into a surplus security escrow agreement (a "Surplus Security Escrow Agreement").

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow. In the case of a Resulting Issuer that will be a Tier 2 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities, being releasable every 6 months thereafter until the date which is 36 months after the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 issuer subject to a Surplus Security Escrow Agreement, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a 3 year escrow release mechanism with:

> 5% of the escrowed securities releasable at the time of the Final Exchange bulletin, 5% on the date which is 6 months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 25% of the escrowed securities being releasable every 6 months thereafter. In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin, 20% on the date which is 6 months after the Final Exchange Bulletin, 30% on the date which is 12 months after the Final Exchange Bulletin and 40% on the date which is 18 months after the Final Exchange Bulletin.

Escrowed Securities on Private Placement

Securities issued pursuant to a private placement to Principals of the Corporation and the proposed Resulting Issuer will generally be exempt from escrow requirements where:

(a) the private placement is announced at least five trading days after the news release announcing the Agreement in Principle and the pricing for the financing is at not less than the discounted market price, as determined in accordance with the Policies of the Exchange; or

(b) the private placement is announced concurrently with the Agreement in Principle and:

(i) at least 75% of the proceeds from the private placement are not from Principals of the Corporation or the proposed Resulting Issuer;

(ii) if subscribers, other than Principals of the Corporation or the proposed Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be subject to a four month hold period; and

(iii) none of the proceeds of the private placement are allocated to pay compensation or to settle indebtedness owing to Principals of the Resulting Issuer.

PRINCIPAL SHAREHOLDERS

Principal Shareholders

The following table lists those persons who own 10% or more of the issued and outstanding Common Shares of the Corporation as at the date hereof:

Name and Municipality of Residence	**Type of Ownership**	**Number of Common Shares (1)**	**Percentage of Common Shares Prior to Giving Effect to the Offering(2)**	**Percentage of Common Shares After Giving Effect to the Offering (2) (3)(4)**	
Paul Ankcorn Toronto, Ontario	Direct	200,000	13.33%	8%	3.07%
Brian Cloney Oakville, Ontario	Direct	250,000	16.67%	10%	3.84%
Kees C. Van Winters Toronto, Ontario	Direct	500,000	33.33%	20%	7.69%
James M. Patterson Qualicum Beach, British Columbia	Direct	200,000	13.33%	8%	3.07%
David Constable Burlington, Ontario	Direct	200,000	13.33%	8%	3.07%
Harry Burgess Oakville, Ontario	Direct	150,000	10%	6%	2.30%
Total		**1,500,000**	**100.00%**	60%	23.04%

Notes:

(1) These Common Shares are subject to escrow pursuant to the policies of the Exchange. See “Escrowed Securities”.

(2) Approximate figures. Figures rounded to nearest decimal place.

(3) Before giving effect to the exercise of the Agent’s Option or the Incentive Stock Options. After giving effect to the exercise of the Agent’s Option and the Incentive Stock Options, the approximate percentage of Common Shares

owned after the Minimum Offering and Maximum Offering, respectively, would be as follows: Paul Ankcorn: 8.19% and 3.75%; Brian Cloney: 10.23% and 4.68%; Kees C. Van Winters: 20.47% and 9.37%; James M. Patterson: 8.19% and 3.75%; David Constable: 8.19% and 3.75%; Harry Burgess: 6.14% and 2.81%.

(4) Assuming that no Common Shares are purchased by any of the above shareholders under this Offering.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation, Security Holdings and Involvement with Other Reporting Issuers

The board of directors of the Corporation consists of six persons. Each director will hold office until the next annual meeting of shareholders or until his or her successor is elected or appointed. An audit committee has been established as a subcommittee of the board of directors. The following are the names and municipalities of residence of the directors and officers of the Corporation, their current positions with the Corporation, and their current principal occupation:

Name, Age, Municipality of Residence and Position with the Corporation	Director or Officer Since	Number of Common Shares owned	Principal Occupation
Paul Ankcorn(1) (2) Toronto, Ontario Chief Executive Officer, Director	February 27, 2008	200,000	President, Remington Resources Inc., a TSX-listed mineral exploration company
Brian Cloney(1) Oakville, Ontario Chief Financial Officer, Secretary, Director	February 27, 2008	250,000	Principal, BMC Institutional Supplies & Services Inc., a private management, compliance and financial consulting company
Kees C. Van Winters Toronto, Ontario Director	February 27, 2008	500,000	Management consultant working with technology companies
James M. Patterson(1) Qualicum Beach, British Columbia Director	February 27, 2008	200,000	Geological and business consultant
David Constable Burlington, Ontario Director	February 27, 2008	200,000	Vice-President, FNX Mining Company Inc., a TSX-listed mineral production, development and exploration company
Harry Burgess Oakville, Ontario Director	February 27, 2008	150,000	Vice-President of Micon International Limited

Notes:

(1) Member of the audit committee of the Corporation.

(2) Chairman of the audit committee of the Corporation.

The total aggregate number of Common Shares beneficially owned, directly or indirectly, by all directors and officers of the Corporation is 1,500,000 which is equal to approximately 60% of the issued and outstanding Common Shares upon closing of the Minimum Offering and 23.08% of the issued and outstanding Common Shares upon closing of the Maximum Offering (in both cases on a non-diluted basis).

In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high management standard. The directors and officers of the Corporation believe that, on a collective basis, management possesses the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset.

Promoters

The directors of the Corporation are also the promoters of the Corporation.

Management of the Corporation

None of the directors or officers of the Corporation will devote all of their time to the Corporation. The directors will devote such time as is required of them in connection with the management of the Corporation.

Paul Ankcorn, age 54, the Chief Executive Officer and a Director of the Corporation. Mr. Ankcorn received his Honours Bachelor of Business Administration Degree from Wilfrid Laurier University in 1978 and became a Certified Management Accountant in 1983 (although this designation is currently inactive). Currently, Mr. Ankcorn is the President of Remington Resources Inc., a position he has held since 2007. Mr. Ankcorn is currently the CFO of Shieldgold Inc. He was the President and CFO of Terex Resources Inc. from 2001 to 2005, and the CFO of Cuervo Resources Inc. for 7 months in 2007. All of the foregoing companies are active mineral-resource companies listed on the TSX Venture Exchange. Mr. Ankcorn has spent most of his professional life since graduation (almost 27 years) in the resource sector. He is also currently the Director of Remington Resources Inc., Champion Minerals Inc., Vendome Capital Corp., Shieldgold Inc., Carlisle Gold Inc., NFX Gold Inc. and Eloro Resources Inc., Goldtrain Resources Inc. and Canadian Resources Inc.

Brian Cloney, age 65, Chief Financial Officer, Corporate Secretary and Director of the Corporation. Mr. Cloney has a Bachelor of Arts from University of Waterloo, Ontario, Canada and has been a chartered accountant since 1976. Mr. Cloney is the principal of BMC Institutional Supplies & Services Inc., a private Ontario corporation providing management, compliance and financial consulting services, a position he has held since January 2007. Mr. Cloney was, until January 2007, a Chartered Accountant at Brian Cloney CA & Associates, an accounting firm, a position he held since 1985. He is currently the CFO of Cenit Corp. and the acting CFO of HMZ Metals Inc. Up until 2007, he was also the CFO of SilkRoad Resources. Mr. Cloney is currently the Director of Cenit Corp., HMZ Metals Inc and Cuervo Resources Inc. Cuervo Resources Inc. is listed on the Canadian National Stock Exchange.

Kees Van Winters, age 58, a Director of the Corporation. Mr. Van Winters earned a Bachelor of Arts degree at the University of Toronto in 1974. Mr. Van Winters has been the President of a private consulting company and has been active as a management consultant working with a number of technology companies. Mr. Van Winters is also the Chairman of Travel Shop Television Inc., a private company providing travel-related web services and is a Director of Panda Capital Inc., a Capital Pool Company. From December 2003 to December 2005, Mr. Van Winters was a Director of How To Web TV Inc. Mr. Van Winters has been involved in the telecommunications industry since 1986. He has held senior executive positions with several companies in New York, Chicago and Toronto, including Vice-President, Sales and Marketing of Nationwide Cellular Services Inc. from 1987 to 1991.

James Patterson, age 68, a Director of the Corporation. Dr. Patterson is a Consultant, registered in the Province of Ontario as a professional geoscientist. He holds a Bachelor of Art in Natural Sciences – Honours Geology (1963) from Trinity College, University of Dublin and a Doctorate in Mining Geology (1970) from the University of London. Up until 2006, Dr. Patterson served as a private consulting geologist, the Vice-President Exploration of FNX Mining Company, and also as the Director of Luzon Minerals Limited and Jilbey Gold. He is presently a Director of Merrex Gold Inc., International Millennium Mining Company and Garson Gold Corp.

David Constable, age 61, a Director of the Corporation. Mr. Constable received his BSc (Hons.) Geology from Mount Allison University and MBA(Hons.) from Laurentian University. He has more than 30 years Canadian and international exploration and development experience, including managing his own geological consulting firm for more than a decade. Since 1996, Mr Constable has provided investor relations services to international and Canadian mining companies. Currently, he is Chairman of U3O8 Corp. and the Vice President, Investor Relations, for FNX Mining Company Inc., a position held since 2006, and previously held from 2002 to 2005. Mr Constable served as Vice President of Elko Energy Inc. from 2005 to 2006. In the past five years Mr. Constable has been the Director of Canadian Royalties Inc., Vena Resources Inc., Dumont Nickel Inc., Southern Star Resources Inc., MBMI Resources Inc., Direct IT Canada Inc. (later became Rage Energy) and Young-Shannon Gold Mines, Ltd. Currently he is a Director of U3O8 Corp., Moly Mines Limited, and Aquiline Resources Inc.

Harry Burgess, age 65, a Director of the Corporation. Mr. Burgess received a B.Sc. in Mechanical Engineering and a B.Sc in Mining Engineering in 1966 and 1968, respectively, both from the London University, England, and an M.Sc. in Engineering from the University of Witwatersrand, South Africa, in 1980. Mr. Burgess is Vice-President of Micon International Limited, a minerals industry consulting firm. In the past 5 years Mr. Burgess has been the Director of Vena Resources Inc., Absolut Resources Corp., and Amerix Precious Metals Corp.

Other Reporting Issuer Experience

The following table sets out the directors, officers and promoter(s) of the Corporation that are, or have been within the last five years, directors, officers or promoters of other Issuers that are or were reporting Issuers in any Canadian jurisdiction:

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	Term
Paul Ankcorn	Terex Resources Inc. (formerly Zenda Capital Inc.)	TSXV	Director, President, CFO	10-2001 to 06-2005
	Eloro Resources Inc.	TSXV	Director	10-2002 to present
	NFX Gold Inc.	TSXV	Director	03-2003 to 09-2008
	Richmond Minerals Inc. (formerly Aavdex Corporation)	TSXV TSXV TSXV	Director President CFO	03-2006 to 06-2008 07-2006 to 06-2008 03-2006 to 04-2007
	Champion Minerals Inc. (formerly Champion Natural Health.com)	TSXV	Director	03-2006 to present
	Vendome Capital Corp.	TSXV	Director	06-2007 to present
	Lakota Resources Inc.	TSXV	Director	06-2007 to present
	Shield Gold Inc.	TSXV	CFO & Director	06-2007 to present
	Remington Resources Inc.	TSXV	President & Director	12-2007 to present
	Carlisle Gold Inc.	TSX	Director	12-2007 to present
	Cuervo Resources Inc.	TSXV	CFO	05-2007 to 12-2007
	Goldtrain Resources Inc.	N/A	Director	04-2009 to present
	Superior Canadian Resources Inc.	TSXV	Director	02-2008 to present
	Harte Gold Corp.	TSXV	CFO, Director	03-2008 to 08-2008
Brian Cloney	HMZ Metals Inc.	CNSX	Director, Acting CFO	01-2003 to present
	Cenit Corp.	TSXV	Director, CFO	02-2004 to present
	SilkRoad Resources Ltd.	TSXV	CFO	10-2006 to 02-2007
	Cuervo Resources Inc.	CNSX	Director	09-2007 to present
	N.W.T. Copper Mines Limited	N/A	CFO	09-2006 to 04-2008
Kees C. Van Winters	Panda Capital Inc.	TSXV	Director	2007 to present

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	Term
James M. Patterson	FNX Mining Co. Inc.	TSX & Amex	VP Exploration	04-2002 to 07-2006
	Merrex Gold Inc.	TSXV	Director	02-2005 to present
	International Millennium Mining Corp.	TSXV	Director	06-2006 to present
	Jilbey Gold Exploration Ltd.	TSXV	Director	08-2004 to 09-2006
	Piper Capital Corp./Garson Gold Corp.	TSXV	Director	12-2006 to present
	Luzon Minerals Ltd.	TSXV	Director	01-2006 to 11-2006
David Constable	Moly Mines Limited	TSX	Director	12-2006 to present
	U_3O_8 Corp.	TSXV	Director/ Chairman	12-2006 to present
	Canadian Royalties Inc.	TSX	Director	04-2006 to 07-2006
	FNX Mining Company Inc.	TSX	Vice President Vice President	08-2006 to present 05-2002 to 10-2005
	Vena Resources Inc.	TSXV	Director	02-2006 to 07-2006
	Dumont Nickel Inc.	TSXV	Director	09-2003 to 10-2006
	Southern Star Resources Inc.	TSX	Director	12-2002 to 12-2006
	Aquiline Resources Inc.	TSX	Director	04-2002 to present
	MBMI Resources Inc.	TSXV	Director	11-2002 to 10-2005
	Direct IT Canada Inc. (later became Rage Energy)	TSXV	Director	03-2000 to 08-2006
	Rage Energy Inc.	TSXV	Director	08-2006 to 11-2008
	Young-Shannon Gold Mines, Ltd.	TSXV	Director	12-2002 to 07-2007
	Banff Resources Limited	TSXV	Officer	09-1997 to 05-2002
Harry Burgess	Vena Resources Inc.	TSX	Director	01-2005 to 12-2007
	Absolut Resources Corp.	TSXV	Director	09-2004 to 12-2007
	Amerix Precious Metals Corporation	TSXV	Director	12-2003 to 11-2007

Aggregate Ownership of Securities

The directors and officers as a group own 1,500,000 Common Shares, which will constitute approximately 60% of the issued and outstanding shares upon completion of the Minimum Offering (on a non-diluted basis) or 20% of the issued and outstanding Common Shares upon completion of the Maximum Offering.

Corporate Cease Trade Orders or Bankruptcies

No director, officer or promoter of the Corporation is, or within the 10 years prior to the date of this prospectus has been, a director, officer or promoter of any other Issuer that, while that person was acting in that capacity: (i) was the subject of a cease trade or similar order, or an order that denied the other Issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days; or (ii) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, except as set out hereafter.

Brian Cloney is a director and the acting chief financial officer of HMZ Metals Inc. ("**HMZ**") which has been or is subject to the following cease trade orders: (i) a temporary cease trade order issued by the British Columbia Securities Commission (the "**BCSC**") on August 24, 2005, and by the Autorité de marchés financiers ("**AMF**") in Quebec on August 25, 2005, the AMF order being replaced by a permanent cease trade order on September 9, 2005, due to HMZ's failure to file its interim financial statements for the six month period ended June 30, 2005, which orders were revoked by the BCSC on October 19, 2005 and by the AMF on October 24, 2005, respectively; (ii) temporary cease trade orders issued on April 3, 2006 by the BCSC, the Ontario Securities Commission (the "**OSC**") and the AMF, which orders were replaced with permanent cease trade orders on April 17 and 18, 2006, respectively, as a result of HMZ's failure to file its audited annual financial statements for the fiscal year ended December 31, 2005 and management discussion and analysis thereon, which cease trade orders were lifted by the BCSC and OSC on March 14, 2008 and by the AMF on March 27, 2008; (iii) a temporary cease trade order issued by the OSC on April 9, 2008, which was replaced by a permanent cease trade order on April 22, 2008, and cease trade orders issued by the BCSC on April 15, 2008, for non-filing of annual financial statements and management discussion and analysis for the fiscal year ended December 31, 2007, which orders were revoked on June 3, 2008 upon the filing of the outstanding documents; and (iv) further cease trade orders were issued by the OSC, BCSC and AMF against HMZ on May 4, 2009, and by the Manitoba Securities Commission, and subsequently by the Alberta Securities Commission (the "**ASC**") on August 11, 2009, for failure to file annual financial statements and management discussion and analysis for the fiscal year ended December 31, 2008, and such cease trade orders remain in effect.

Mr. Cloney was the Chief Financial Officer of N.W.T. Copper Mines Limited at the time that the company became subject to a cease trade order issued by the Ontario Securities Commission on March 14, 2008 for failure to file audited annual financial statements and management's discussion and analysis for the year ended October 31, 2007. The cease trade order remains in effect.

David Constable is a director of Rage Energy Inc., which was subject to a cease trade order issued by the Alberta Securities Commission on May 7, 2007 for failure to submit interim financial statements for the first quarter of 2007. Such cease trade order was lifted on October 29, 2007 upon the submission of all delinquent financial statements. An additional cease trade order was imposed on Rage Energy Inc. by the Alberta Securities Commission on December 5, 2008 for failure to submit interim financial statements, interim management discussion and analysis, and certification of interim filings for the interim period ended September 30, 2008. Such cease trade order remains in effect. Rage Energy Inc. was delisted from the TSX Venture Exchange in July 2009. Mr. Constable is a former director of Dumont Nickel Inc. He became a director of Dumont Nickel Inc. in September, 2003, while it was subject to a cease trade order that had been issued by the British Columbia Securities Commission on January 14, 1992. The cease trade order was subsequently revoked on November 12, 2003.

James Patterson is a former director of Mispec Resources Inc., which was subject to a cease trade order issued by the Montreal Stock Exchange in 1998 while Mr. Patterson was a director, and was subsequently delisted in January 1999 for failure to file financial statements. While Mr. Patterson was a director of the company, Mispec Resources Inc. became subject to a cease trade order issued by the AMF on November 4, 1999, a cease trade order issued by the OSC on November 9, 1999 and a cease trade order issued by the BCSC on December 22, 1999, for failure to file comparative financial statements for its financial year ended May 31, 1999 and its interim financial statements for the three-month period ended August 31, 1999. These orders remain in effect.

Paul Ankcorn is a director of Lakota Resources Inc. which has been or is subject to the following cease trade orders due to Lakota's failure to file its annual financial statements for the year ended December 31, 2008 and related management discussion & analysis: (i) a temporary cease trade order issued by the OSC on May 7, 2009 and replaced by a permanent cease trade order on May 19, 2009; (ii) a cease trade order issued on May 11, 2009 by the BCSC; and (iii) a cease trade order issued by the ASC on August 10, 2009, and such cease trade orders remain in effect.

Penalties or Sanctions

No director, officer, insider or promoter of the Corporation or a shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision, except as set out hereafter. Mr. Brian Cloney was subject to a disciplinary hearing by the Institute of Chartered Accountants in 2006 for an alleged misrepresentation on a matter related to title of share certificates. The decision was overturned by the Appeal Committee of the Institute in June 2008.

Personal Bankruptcies

No director, officer, insider or promoter of the Corporation or a shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation or a personal holding company of any such persons has, within the 10 years before the date of this prospectus, as applicable, become bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver or receiver manager appointed to hold the assets of that individual.

Conflict of Interests

There are potential conflicts of interest to which all of the directors, officers, insiders and promoters of the Corporation will be subject in connection with the operations of the Corporation. All of the directors, officers, insiders and promoters are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the search by the Corporation for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where all of the directors, officers, insiders and promoters will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (Ontario).

Audit Committee

Exchange Policy 3.1 requires that the Corporation have an audit committee of at least three directors, the majority of whom are not employees, Control Persons or officers of the Corporation or any of its Associates or Affiliates. The audit committee will be responsible for overseeing the accounting and financial reporting processes of the Corporation and audits of the financial statements of the Corporation.

The Corporation has appointed an audit committee consisting of the following 3 directors: Paul Ankcorn, Harry Burgess and James Patterson. Mr. Paul Ankcorn will act as Chairman of the audit committee.

EXECUTIVE COMPENSATION

Remuneration

Except as set out below or otherwise disclosed in this prospectus, prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly or indirectly, by the Corporation to a Non Arm's Length Party to the Corporation or a Non Arm's Length Party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of the securities of the Corporation or any Resulting Issuer by any means, including:

(a) remuneration, which includes but is not limited to:

- (i) salaries;
- (ii) consulting fees;
- (iii) management contract fees or directors' fees;
- (iv) finders fees;
- (v) loans, advances, bonuses; and

(b) deposits and similar payments.

However, the Corporation may reimburse Non Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("**Permitted Reimbursement**"). No reimbursement may be made for any payment made to lease or buy a vehicle. There has been no reimbursement made by the Corporation to date.

The Corporation has reserved up to 650,000 Common Shares for stock options issued to its directors and officers. See "Options to Purchase Securities".

However, no payment other than the Permitted Reimbursements, will be made by the Corporation or by any party on behalf of the Corporation, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

DILUTION

Dilution

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of $0.06 per Common Share or 30% pursuant to the Minimum Offering and $0.023 per Common Share or 11.5% pursuant to the Maximum Offering, on the basis of there being 2,500,000 Common Shares issued and outstanding following completion of the Minimum Offering and 6,500,000 Common Shares issued and outstanding following completion of the Maximum Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation, and is set forth below:

Item	**Minimum Offering**	**Maximum Offering**
Gross proceeds of prior share issues	$150,000	$150,000
Gross proceeds of this Offering	$200,000	$1,000,000
Total gross proceeds after this Offering	**$350,000**	**$1,150,000**
Offering price per share	$0.20	$0.20
Gross proceeds per share after this Offering	$0.14	$0.177
Dilution per share to subscriber	**$0.06**	**$0.023**
Percentage of dilution in relation to offering price	**30%**	**11.5%**

RISK FACTORS

Risk Factors

There are a number of risks inherent in making an investment in the Common Shares. The list below outlines the material risk factors that should be considered by persons considering purchasing the Common Shares. The list is not intended to be all-inclusive.

(a) The Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction. (See "Corporate Structure" and "Business of the Corporation");

(b) Investment in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development;

(c) The directors and officers of the Corporation will devote only a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. (See "Directors and Officers");

(d) Assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of $0.06 per Common Share or 30% pursuant to the Minimum Offering and $0.023 per Common Share or

11.5% pursuant to the Maximum Offering, on the basis of there being 2,500,000 Common Shares issued and outstanding following completion of the Minimum Offering and 6,500,000 Common Shares issued and outstanding following completion of the Maximum Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation. (See "Dilution");

(e) The Corporation is relying solely on the past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Corporation is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Corporation. In such event, the Corporation will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found.

(f) There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Common Shares;

(g) Until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. (See "Business of the Corporation");

(h) The Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction. (See "Business of the Corporation");

(i) Even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction. (See "Business of the Corporation");

(j) Completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval. (See "Business of the Corporation");

(k) Unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;

(l) Upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Corporation may be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction. (See "Business of the Corporation");

(m) Trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required;

(n) The Exchange will generally suspend trading in the Corporation's Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 18 months from the date of listing;

(o) Neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;

(p) In the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;

(q) The Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation; and

(r) Subject to prior Exchange acceptance, the Corporation may be permitted to loan or advance up to an aggregate of $225,000 of its proceeds to a Vendor or Target Company without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan. (See “Use of Proceeds”).

As a result of these factors, this Offering is suitable only to investors who are willing to rely solely on management of the Corporation and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Common Shares.

LEGAL PROCEEDINGS

There are no legal proceedings to which the Corporation is or is likely to be a party.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Corporation is not a related Issuer or connected Issuer (as such terms are defined in National Instrument 33-105 Underwriting Conflicts).

AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

The Corporation’s auditors are Edmund Cachia & Co. LLP, 61 Berkeley Street, Toronto, Ontario M5A 2W5.

Transfer Agent and Registrar

The Corporation’s transfer agent and registrar is Capital Transfer Agency Inc. at its head office at 390 Bay Street, Suite 2020, Toronto Ontario M5H 2Y2.

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to investors in the Common Shares hereunder, other than:

1. The transfer agency and registrar agreement dated as of September 30, 2009 between the Corporation and the Transfer Agent.

2. The Escrow Agreement dated as of September 30, 2009 among the Corporation, the Transfer Agent and those shareholders that executed such Escrow Agreement referred to under “Escrowed Securities”.

3. The Agency Agreement dated as of October 30, 2009 among the Corporation and the Agent referred to under “Plan of Distribution”.

The material contracts described above may be inspected at the offices of the Corporation in Toronto during normal business hours during the period of the distribution of the Common Shares being distributed hereunder and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts about the Common Shares being distributed that are not otherwise disclosed in this prospectus, or are necessary in order for the prospectus to contain full, true and plain disclosure of all material facts relating to the Common Shares being distributed.

DIVIDEND POLICY

To date, the Corporation has not paid any dividends on its outstanding Common Shares. The future payment of dividends will be dependent upon the financial requirements of the Corporation to fund further growth, the financial condition of the Corporation and other factors which the board of directors of the Corporation may consider in the circumstances. It is not contemplated that any dividends will be paid in the immediate or foreseeable future.

ELIGIBILITY FOR INVESTMENT

In the opinion of Macleod Dixon LLP, counsel to the Corporation, the Common Shares, if, as and when listed on a prescribed stock exchange (which includes the Exchange), will be qualified investments for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan, a deferred profit sharing plan, a registered disability savings plan or a tax free savings account (a "**TFSA**") (collectively, the "**Plans**") under the *Income Tax Act* (Canada) (the "**Tax Act**") and the Regulations thereunder.

Notwithstanding that the Common Shares may be a qualified investment for a trust governed by a TFSA, the holder of a TFSA will be subject to penalty taxes in respect of Common Shares held in the TFSA if such Common Shares are a "prohibited investment" for the purposes of the Tax Act. The Common Shares will generally be a "prohibited investment" if the holder of the TFSA does not deal at arm's length with the Corporation for the purposes of the Tax Act or the holder of the TFSA has a significant interest (within the meaning of Tax Act) in the Corporation or a corporation, partnership or trust with which the Corporation does not deal at arm's length for the purposes of the Tax Act.

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

AUDITORS' CONSENT

We have read the prospectus of Acme Resources Corp. (the "**Corporation**") dated October 30, 2009 relating to the issue and sale of a minimum of 1,000,000 and a maximum of 5,000,000 common shares of the Corporation. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the directors of the Corporation on the balance sheet of the Corporation as at June 30, 2009 and September 30, 2008 and the statements of operations and cash flows for the nine month period ended June 30, 2009 and for the period from February 27, 2008 (date of incorporation) to September 30, 2008. Our report thereon is dated July 31, 2009 (except for note 12, which is dated October 30, 2009).

Toronto, Ontario, October 30, 2009

Edmund Cachia & Co. LLP
Licensed Public Accountants
Chartered Accountants

FINANCIAL STATEMENTS

ACME RESOURCES CORP.

FINANCIAL STATEMENTS

JUNE 30, 2009

AND

SEPTEMBER 30, 2008

ACME RESOURCES CORP.

FINANCIAL STATEMENTS

JUNE 30, 2009

AND

SEPTEMBER 30, 2008

I N D E X

EDMUND CACHIA & CO.
Chartered Accountants

AUDITORS' REPORT

To the Directors of
ACME Resources Corp.:

We have audited the balance sheets of ACME Resources Corp. (the "Company") as at June 30, 2009 and September 30, 2008 and the statements of loss, comprehensive loss and deficit and cash flows for the nine month period ended June 30, 2009 and for the period from February 27, 2008 (date of incorporation) to September 30, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2009 and September 30, 2008 and the results of its operations and its cash flows for the nine month period ended June 30, 2009 and for the period from February 27, 2008 (date of incorporation) to September 30, 2008 in accordance with Canadian generally accepted accounting principles.

Toronto, July 31, 2009
(except for note 12, which is dated October 30, 2009)

CHARTERED ACCOUNTANTS
Licensed Public Accountants

61 Berkeley Street, Toronto, Canada M5A 2W5 Tel: (416) 863-0515 Fax: (416) 863-5132

ACME RESOURCES CORP.

BALANCE SHEETS

JUNE 30, 2009

AND

SEPTEMBER 30, 2008

ASSETS

	June 30, 2009	September 30, 2008
CURRENT		
Cash	$ 92,332	$ 114,558
Accounts receivable	567	-
	92,899	114,558
DEFERRED FINANCING COSTS (note 5)	53,936	37,063
	$ 146,835	$ 151,621

LIABILITIES

CURRENT		
Accounts payable and accrued liabilities	$ 5,000	$ 5,000

SHAREHOLDERS' EQUITY

SHARE CAPITAL (note 4 (a))	150,000	150,000
DEFICIT	(8,165)	(3,379)
	141,835	146,621
	$ 146,835	$ 151,621

Approved by the Board:

"Brian Cloney", Director

"Paul Ankcorn", Director

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

ACME RESOURCES CORP.

STATEMENTS OF LOSS, COMPREHENSIVE LOSS AND DEFICIT

FOR THE NINE MONTHS ENDED JUNE 30, 2009
(with comparative figures for the period from February 27, 2008 (date of incorporation)
to September 30, 2008)

	Period ended June 30, 2009	Period ended September 30, 2008
EXPENSES		
Corporate development	$ 4,786	$ 3,379
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	4,786	3,379
DEFICIT AT BEGINNING OF THE PERIOD	3,379	-
DEFICIT AT END OF THE PERIOD	$ 8,165	$ 3,379
Basic and diluted loss per common share	$ 0.00	$ 0.00
Weighted average number of common shares outstanding	1,500,000	1,500,000

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

ACME RESOURCES CORP.

STATEMENTS OF CASH FLOWS

FOR THE NINE MONTHS ENDED JUNE 30, 2009
(with comparative figures for the period from February 27, 2008 (date of incorporation)
to September 30, 2008)

	Period ended June 30, 2009	Period ended September 30, 2008
CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES:		
Net loss for the period	($ 4,786)	($ 3,379)
Net changes in working capital balances:		
Increase in accounts receivable	(567)	-
Increase in deferred financing costs	(16,873)	(37,063)
Increase in accounts payable and accrued liabilities	-	5,000
Cash used in operations	(22,226)	(35,442)
CASH PROVIDED BY FINANCING ACTIVITIES:		
Issue of common shares	-	150,000
Cash provided by financing	-	150,000
(DECREASE) INCREASE IN CASH POSITION	(22,226)	114,558
CASH POSITION AT BEGINNING OF THE PERIOD	114,558	-
CASH POSITION AT END OF THE PERIOD	$ 92,332	$ 114,558

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

ACME RESOURCES CORP.

NOTES TO FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED JUNE 30, 2009
(with comparative figures for the period from February 27, 2008 (date of incorporation)
to September 30, 2008)

1 - INCORPORATION AND OPERATIONS:

ACME Resources Corp. (the “Company”) was incorporated under the Business Corporations Act of Ontario on February 27, 2008. The Company proposes to obtain a public listing as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the “Exchange”). The Company has no assets other than cash and deferred financing costs (see note 5) 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 Qualified 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, 2009.

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.

In recognition of these circumstances, the company intends to complete an initial public offering (“IPO”) of common shares. Management expects that the Company will be able to secure the necessary financing that may be required to complete a potential qualifying transaction; however there is no assurance that this will be successful.

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 were the going concern assumption inappropriate.

2 - SIGNIFICANT ACCOUNTING POLICIES:

FISCAL PERIOD:

The Company’s fiscal year-end is September 30, 2008.

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.

ACME RESOURCES CORP.

NOTES TO FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED JUNE 30, 2009
(with comparative figures for the period from February 27, 2008 (date of incorporation)
to September 30, 2008)

2 - SIGNIFICANT ACCOUNTING POLICIES CONTINUED:

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.

Shares held in escrow that are only released upon contingent events are not included in the calculation of the weighted average number of shares.

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.

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.

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.

CASH:

Cash consists of deposits held in trust with the Company’s lawyers.

ACME RESOURCES CORP.

NOTES TO FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED JUNE 30, 2009
(with comparative figures for the period from February 27, 2008 (date of incorporation)
to September 30, 2008)

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 intends to grant options to purchase common shares under the terms described in note 4 (b). When options to purchase shares are granted to employees or directors, the fair value of the options on the date of the grant is recognized as a compensation expense, with a corresponding increase in contributed surplus, over the period during which the related options vest. When options to purchase shares are granted to non-employees in return for goods or services, the fair value of the options granted is recognized as an expense, with a corresponding increase in contributed surplus, in the period in which the goods or services are received or are expected to be received. The consideration received on the exercise of share options is credited to share capital. When options are exercised, previously recorded compensation is transferred from contributed surplus to share capital to fully reflect the consideration for the shares issued.

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 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 expenses 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 are then recognized in net income (loss).

ACME RESOURCES CORP.

NOTES TO FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED JUNE 30, 2009
(with comparative figures for the period from February 27, 2008 (date of incorporation)
to September 30, 2008)

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 is classified as loans and receivables which is 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:

Effective February 27, 2008, 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 increase 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.

ACME RESOURCES CORP.

NOTES TO FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED JUNE 30, 2009
(with comparative figures for the period from February 27, 2008 (date of incorporation)
to September 30, 2008)

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 will replace 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 also provides guidance for the treatment of preproduction and start-up costs and requires that these costs be expensed as incurred. 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.

FUTURE ACCOUNTING AND REPORTING CHANGES:

International Financial Reporting Standards ("IFRS") -

In 2006, the Canadian Accounting Standards Board ("AcSB") 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 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 January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended September 30, 2010. The Company is currently assessing the impact of IFRS on its financial statements.

ACME RESOURCES CORP.

NOTES TO FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED JUNE 30, 2009
(with comparative figures for the period from February 27, 2008 (date of incorporation)
to September 30, 2008)

4 - SHARE CAPITAL:

a) Common shares:

Authorized:

Unlimited number of common shares

Issued and outstanding:

	Nine months ended June 30, 2009		Period ended September 30, 2008	
	Shares	Amount	Shares	Amount
Balance, beginning of the period	1,500,000	$ 150,000	-	$ -
Issued for cash	-	-	1,500,000	150,000
Balance, end of the period	1,500,000	$ 150,000	1,500,000	$ 150,000

During the period ended September 30, 2008, the Company issued 1,500,000 common shares at a price of $0.10 per share for total proceeds of $150,000 received in cash. In accordance with the requirement of the Exchange these common shares will be held in escrow. Under the escrow agreement, 10% of the escrowed common shares will be released from escrow following issuance of the Final Exchange Bulletin by the Exchange as to completion of the Qualifying Transaction as defined by Exchange policies, and 15% will be released every six months following the initial release over a period of thirty six months, unless otherwise permitted by the Exchange.

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.

Pursuant to the stock option plan and concurrently with closing of the IPO, the Board of Directors intends to grant the following options to purchase common shares to officers and directors. Additionally, pursuant to the agency agreement, the Board of Directors will issue the following options to purchase common shares to the Agent (note 12):

Optionee	Minimum Offering	Maximum Offering	Exercise Price	Expiry Date
Officers/directors	250,000	650,000	$0.20	10 years from date of grant
Agent	100,000	500,000	$0.20	2 years from listing date

ACME RESOURCES CORP.

NOTES TO FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED JUNE 30, 2009
(with comparative figures for the period from February 27, 2008 (date of incorporation)
to September 30, 2008)

5 – DEFERRED FINANCING COSTS:

Deferred costs consisting of professional and agent fees have been incurred for the public offering (note 12). They will be charged against share capital upon the issuance of the shares or written off to earnings if the share offering is not completed.

6 – INCOME TAXES:

(a) The Company's provision for income taxes differ from the amounts computed by applying the basic current tax rates to loss for the period before taxes, as shown in the following table:

	Period ended June 30, 2009	Period ended September 30, 2008
Statutory rate applied to loss for the year before income taxes	($ 1,579)	($ 1,115)
Increase in taxes resulting from:		
Non-deductible item	790	558
Loss not tax-benefited	799	557
	$ -	$ -

(b) The tax effects of temporary differences that give rise to future income tax assets at June 30, 2009 are as follows:

Future tax asset:	
Non-capital losses	$ 4,024
Share issue costs	17,799
Less valuation allowance	(21,823)
Net asset	$ -

(c) The Company has non-capital losses of approximately $4,083 which expire through 2029. The benefit of these losses has not been recognized for financial statements purposes.

(d) During the period, the Company paid $nil in respect of income taxes.

7 – CAPITAL MANAGEMENT:

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at June 30, 2009, the Company's shareholders' equity was $141,835 (September 30, 2008- $146,621) 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.

ACME RESOURCES CORP.

NOTES TO FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED JUNE 30, 2009
(with comparative figures for the period from February 27, 2008 (date of incorporation)
to September 30, 2008)

7 – CAPITAL MANAGEMENT CONTINUED:

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

8 - FINANCIAL INSTRUMENTS 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 arising from operations. 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.

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 $5,000 (September 30, 2008- $5,000) and current assets of $92,899 (September 30, 2008- $114,558). The ability of the Company to maintain its working capital (in the amount of $87,899 (September 30, 2008- $109,558)) 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, 2009, the Company did not have any investments.

ACME RESOURCES CORP.

NOTES TO FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED JUNE 30, 2009
(with comparative figures for the period from February 27, 2008 (date of incorporation)
to September 30, 2008)

8 - FINANCIAL INSTRUMENTS AND FINANCIAL RISK FACTORS (continued):

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, 2009 and September 30, 2008, 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, an officer of the Company was reimbursed at cost for corporate development costs amounting to $4,786 (period ended September 30, 2008- $3,379).

10 – SEGMENTED INFORMATION:

The Company's principle business is the identification and evaluation of companies, assets or businesses with a view to 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 Translation by the Company as defined under the policies of the Exchange.

12 – SUBSEQUENT EVENTS:

The Company is filing a prospectus with the securities regulatory authorities in British Columbia, Alberta and Ontario and with the TSX Venture Exchange Inc., offering a minimum of 1,000,000 common shares to a maximum of 5,000,000 common shares at $0.20 per share for gross proceeds of $200,000 and $1,000,000 respectively as an initial public offering. The net proceeds of the issue assuming the maximum offering will be approximately $810,000, net of a 10% cash commission and a $10,000 corporate finance fee (plus GST) payable to the Agent and other costs of the issue of approximately $80,000 which includes legal, audit and regulatory fees and other direct expenses of which a total of $53,936, has been incurred to date. The Agent for the IPO has agreed to use its commercially reasonable efforts to secure subscriptions for these shares. The total subscription must be raised within 90 days of the receipt for the final prospectus relating to the IPO, otherwise all funds collected under subscription will be returned and the IPO cancelled. The Agent will also be issued a non-transferable option ("Agent's Option") to the Agent and certain of its officers and employees to purchase a number of common shares that is equal to 10% of the total number of common shares sold under the initial public offering at a price of $0.20 per common share, exercisable for a period of 24 months from the date of listing of the common shares on the Exchange.

The Company also intends to grant, at the closing of the offering, stock options to directors and officers of the Company to purchase up to 650,000 common shares at a price of $0.20 per share, exercisable for ten years from the date of grant (see note 4 (b)).

The above proposed transactions are subject to regulatory approval.

CERTIFICATE OF THE CORPORATION

Dated: October 30, 2009

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

(signed) Paul Ankcorn	(signed) Brian Cloney
Paul Ankcorn Chief Executive Officer	Brian Cloney Chief Financial Officer

On behalf of the Board of Directors

(signed) David Constable	(signed) James M. Patterson
David Constable Director	James M. Patterson Director

CERTIFICATE OF THE PROMOTERS

Dated: October 30, 2009

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

(signed) Kees C. Van Winters	(signed) James M. Patterson
Kees C. Van Winters	James M. Patterson
(signed) David Constable	(signed) Brian Cloney
David Constable	Brian Cloney
(signed) Harry Burgess	(signed) Paul Ankcorn
Harry Burgess	Paul Ankcorn

CERTIFICATE OF THE AGENT

Dated: October 30, 2009

To the best of our knowledge, information and belief, this prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

INTEGRAL WEALTH SECURITIES LIMITED

Per: (signed) David Cusson
Name: David Cusson
Title: Chief Operating Officer