

**BROWNSTONE ENERGY INC.**

Suite 2500  
130 King Street West  
Toronto, ON M5X 1A9

**NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2011 Annual and Special General Meeting of shareholders (the “**Meeting**”) of Brownstone Energy Inc. (the “**Company**”) will be held at Suite 1750, 1185 West Georgia Street, Vancouver, British Columbia, V6E 4E6, on Friday, November 25, 2011 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the financial statements of the Company for its fiscal year ended June 30, 2011 and the report of the auditors thereon;
2. to appoint Ernst & Young LLP, Chartered Accountants, as auditors of the Company, and to authorize the directors to fix their remuneration;
3. to set the number of directors and to elect directors;
4. to consider and, if thought fit, pass a special resolution (the “**Continuance Resolution**”) approving the continuance of the Company under the *Business Corporations Act* (Canada), as more fully described in the management information circular of the Company dated October 14, 2011 in respect of the Meeting, which accompanies this notice of meeting (the “**Circular**”);
5. to consider and, if thought fit, pass an ordinary resolution (the “**Plan Resolution**”) re-approving the Company’s stock option plan, as more fully described in the Circular; and
6. to transact such other business as may properly come before the Meeting.

The Circular (which includes the full text of the Continuance Resolution and the Plan Resolution), the audited financial statements of the Company for the year ended June 30, 2011, together with the auditors’ report thereon and management’s discussion and analysis of the Company in respect thereof, and a form of proxy accompany this notice of meeting.

The *Business Corporations Act* (British Columbia) (the “**Act**”) provides that a registered shareholder of the Company who properly dissents from the Continuance Resolution is entitled to be paid the fair value of the shareholder’s common shares of the Company in accordance with Division 2 of Part 8 of the Act (if the Continuance is completed). This right is described in detail in the Circular under the heading “Rights of Dissent”. **Failure to strictly comply with the requirements of Division 2 of Part 8 of the Act may result in the loss of any right of dissent.**

Shareholders who are entitled to vote at the Meeting, but who do not expect to be present at the Meeting, are encouraged to complete, sign and return the enclosed form of proxy, to Computershare Investor Services Inc., our transfer agent, no later than 10:00 a.m. (Pacific Time) on Wednesday, November 23, 2011, either by using the envelope provided or by faxing it to them at 1-866-249-7775.

DATED this 14<sup>th</sup> day of October, 2011

BY ORDER OF THE BOARD OF DIRECTORS

"Sheldon Inwentash"  
Chief Executive Officer