



BROWNSTONE
-ENERGY INC.-

**NOTICE OF ANNUAL AND SPECIAL MEETING AND
MANAGEMENT INFORMATION CIRCULAR**

October 9, 2012

BROWNSTONE ENERGY INC.

Suite 2500
130 King Street West
Toronto, ON M5X 2A2

NOTICE OF ANNUAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the 2012 annual and special meeting of shareholders (the “**Meeting**”) of Brownstone Energy Inc. (the “**Company**”) will be held at Suite 2500, 130 King Street West, Toronto, Ontario, M5X 2A2, on Friday, November 23, 2012 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Company for its fiscal year ended June 30, 2012 and the report of the auditors thereon;
2. to elect directors;
3. to appoint Ernst & Young LLP, Chartered Accountants, as auditors of the Company, and to authorize the directors to fix their remuneration;
4. 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 management information circular of the Company dated October 9, 2012 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 “**By-Law Resolution**”) confirming a by-law of the Company, 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 Plan Resolution and the By-Law Resolution, the audited financial statements of the Company for the year ended June 30, 2012, 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.

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 Trust Company of Canada, our transfer agent, no later than 10:00 a.m. (Toronto Time) on Wednesday, November 21, 2012, either by using the envelope provided or by faxing it to them at 1-866-249-7775.

DATED this 19th day of October, 2012

BY ORDER OF THE BOARD OF DIRECTORS

"Sheldon Inwentash"
Chief Executive Officer

BROWNSTONE ENERGY INC.

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This management information circular (the “Information Circular”) is furnished in connection with the solicitation of proxies by or on behalf of the management of Brownstone Energy Inc. (the “Company”, “Brownstone”, “we” or “us”) for use at the annual and special meeting (the “Meeting”) of the shareholders of the Company (the “Shareholders”) to be held at the time and place and for the purposes set out in the accompanying Notice of Meeting. Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone by directors or officers of the Company. Arrangements will also be made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of common shares of the Company pursuant to the requirements of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*. The cost of any such solicitation will be borne by the Company.

Unless otherwise stated, the information contained in this Information Circular is given as at October 9, 2012.

APPOINTMENT AND REVOCABILITY OF PROXY

The persons named in the enclosed form of proxy are officers and/or directors of the Company. **A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON TO REPRESENT THE SHAREHOLDER AT THE MEETING MAY DO SO** either by inserting such person’s name in the blank space provided in that form of proxy or by completing another proper form of proxy and, in either case, depositing the completed proxy at the office of the registrar and transfer agent of the Company, Computershare Trust Company of Canada “**Computershare**”), 9th floor, 100 University Avenue Toronto ON M5J 2Y1 (the number to fax proxies is 1-866-249-7775), not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the Meeting or any adjournment of the Meeting at which the proxy is to be used.

In addition to revocation in any other manner permitted by law, a Shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. A Shareholder may revoke a proxy by depositing an instrument in writing, executed by him or her or his or her attorney authorized in writing:

1. at the offices of Computershare in the manner noted above, at any time, not less than 48 hours, excluding Saturdays, Sundays and holidays, preceding the Meeting or any adjournment of the Meeting at which the proxy is to be used;
2. at the registered office of the Company, Suite 2500, 130 King Street West, Toronto, Ontario M5X 2A2, at any time up to and including the last business day preceding the day of the Meeting at which the proxy is to be used; or
3. with the chairman of the Meeting on the day of the Meeting or any adjournment of the Meeting.

In addition, a proxy may be revoked by the Shareholder personally attending the Meeting and voting the Shareholder’s shares.

BENEFICIAL HOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” or “beneficial” shareholders because the shares they own are not registered in their names, but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the “Beneficial Holder”) but which are registered either: (a) in the name of an intermediary (an “Intermediary”) that the Beneficial Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIF’s, RESP’s and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“CDS”)) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (collectively, the “Meeting Materials”) to the clearing agencies and Intermediaries for onward distribution to Beneficial Holders.

Intermediaries are required to forward the Meeting Materials to Beneficial Holders unless a Beneficial Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Beneficial Holders. Generally, Beneficial Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Beneficial Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Beneficial Holder when submitting the proxy. In this case, the Beneficial Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deposit it with the Company's transfer agent as provided above; or**
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Beneficial Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “proxy authorization form”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Beneficial Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Beneficial Holders to direct the voting of the shares which they beneficially own. Should a Beneficial Holder who receives one of the above forms wish to vote at the Meeting in person, the Beneficial Holder should strike out the names of the Management Proxyholders named in the form and insert the Beneficial Holder's name in the blank space provided. **In either case, Beneficial Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

VOTING OF PROXIES

Common shares represented by properly executed proxies **WILL BE VOTED OR WITHHELD FROM VOTING IN ACCORDANCE WITH THE INSTRUCTIONS OF THE SHAREHOLDER ON ANY BALLOT THAT MAY BE CALLED FOR AND IF THE SHAREHOLDER SPECIFIES A CHOICE WITH RESPECT TO ANY MATTERS TO BE ACTED UPON, THE SHARES WILL BE VOTED ACCORDINGLY.** Where there is no choice specified, shares represented by properly executed proxies in favour of persons designated in the printed portion of the enclosed form of proxy **WILL BE VOTED FOR EACH OF THE MATTERS TO BE VOTED ON BY SHAREHOLDERS AS DESCRIBED IN THIS INFORMATION CIRCULAR.** The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the notice of Meeting, or other matters which may properly come before the Meeting. At the time of printing this Information Circular the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which at present are not known to management of the Corporation should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of the Company, no person who has been a director or executive officer of the Company since the commencement of the Company's last completed financial year, and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, except to the extent that directors and executive officers of the Company are participants in and receive stock options granted under the Company's stock option plan, which is subject to re-approval at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares, of which as at October 9, 2012, 129,794,289 common shares are issued and outstanding.

The holders of common shares of record at the close of business on the record date set by the directors of the Company to be October 23, 2012 are entitled to vote such common shares at the Meeting on the basis of one vote for each common share held.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the outstanding voting rights of the Company other than:

Name of Shareholder	Number of Common Shares	% of Common Shares Outstanding
Sheldon Inwentash	17,412,495 ⁽¹⁾	13.42%

⁽¹⁾ Includes 12,740,220 common shares beneficially owned by Pinetree Capital Ltd. over which Mr. Inwentash, the Chief Executive Officer of Pinetree Capital Ltd., exercises control or direction.

PARTICULARS OF MATTERS TO BE ACTED UPON

TO THE KNOWLEDGE OF THE COMPANY'S DIRECTORS, THE ONLY MATTERS TO BE PLACED BEFORE THE MEETING ARE THOSE REFERRED TO IN THE NOTICE OF MEETING ACCOMPANYING THIS INFORMATION CIRCULAR. HOWEVER, SHOULD ANY OTHER MATTERS PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE SHARES REPRESENTED BY THE PROXY.

Additional detail regarding each of the matters to be acted upon at the Meeting is set forth below.

I. Financial Statements

The audited financial statements of the Company for the financial year ended June 30, 2012, together with the auditors' report thereon, will be placed before the Shareholders at the Meeting.

II. Election of Directors

At the Meeting, management of the Company proposes to nominate the persons listed below for election as directors (the "Nominees"). Each director will hold office until the election of his successor at the next annual meeting of shareholders, or any adjournment thereof, or until his office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (Canada). The following table provides the names of the Nominees and information concerning them. **The persons named in the enclosed form of proxy intend to vote FOR the election of the Nominees. Management does not contemplate that any of the Nominees will be unable to serve as a director, however, if any Nominee is so unavailable, proxies in favour of management will be voted for another nominee in management's discretion unless the Shareholder has specified in the shareholder's proxy that the Shareholder's shares are to be withheld from voting in the election of directors.**

Name, Province/State, and Country of Residency	Director Since	Principal Occupation	Number of Shares Beneficially Owned, Controlled or Directed, directly or indirectly ⁽¹⁾
Sheldon Inwentash, C.A. Ontario, Canada	1988	Chairman and Chief Executive Officer, Pinetree Capital Ltd., a Toronto-based venture capital company	17,412,495
Steve Mintz ⁽²⁾ Ontario, Canada	2005	Chartered Accountant; President, St. Germain Capital Corp., a Toronto-based consulting company	173,500
Kevin O'Connor ⁽²⁾ Ontario, Canada	2010	Partner and co-founder, Spinnaker Capital Markets Inc., a capital markets advisory firm	10,000
Jonathan Schroeder Alberta, Canada	2010	President and Chief Operating Officer, Brownstone Energy Inc.	595,000
Michael Sweatman ⁽²⁾ British Columbia, Canada	1996	Chartered Accountant; President of MDS Management Ltd., a Vancouver-based management consulting company	166,750

⁽¹⁾ The information as to common shares beneficially owned or over which the nominees exercise control or direction has been provided by the respective directors individually, as at October 9, 2012.

⁽²⁾ Member of the audit committee and the compensation committee.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No proposed director of the Company is, or within the 10 years prior to the date of this Information Circular, either:

- (i) has been a director, chief executive officer or chief financial officer of any company that while that person was acting in that capacity:
 - (a) was the subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days (any of such orders, an “Order”);
 - (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (c) within a year of that person ceasing to act in that capacity, 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; or
- (ii) has individually, within the 10 years prior to this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets,

with the exception of the following:

- (A) In October 2002, trading in the shares of Treat Systems Inc. (“Treat”) was halted by the TSXV Venture Exchange for failure to meet the exchange’s tier maintenance requirements under Policy 2.5 *Tier Maintenance Requirements and Inter-Tier Movement* and for having been designated as an inactive issuer for a period in excess of 18 months. In August 2003, Treat’s shares were listed for trading on the NEX board of the TSX Venture Exchange. In January 2008, Treat completed a “change of business” pursuant to the policies of the TSX Venture Exchange. The Company’s name was changed to Mega Silver Inc. and its shares commenced trading on the TSX Venture Exchange on January 31, 2008. Mr. Sweatman has been a director of Treat (now known as Mega Precious Metals Inc.) since July 1998. Mr. Inwentash was a director of Treat from October 2001 until his resignation in January 2008 concurrently with the completion of the company’s change of business.
- (B) Trading of the securities of Glenthorne Enterprises Inc. was halted on April 15, 2009 by the TSX Venture Exchange pending clarification of the company’s financial affairs. The securities resumed trading on May 28, 2009. Mr. Sweatman was at the time a director of the company.

III. Appointment of Auditors

Unless such authority is withheld, the persons named in the enclosed form of proxy intend to vote **FOR** the appointment of Ernst & Young LLP, Chartered Accountants, Toronto, Ontario, as auditors of Brownstone to hold office until the next annual meeting of shareholders, and to authorize the directors of Brownstone to fix the auditors’ remuneration. Ernst & Young LLP were first appointed as the Company’s auditors on November 26, 2009.

IV. Re-approval of Stock Option Plan

The Company established a new stock option plan in 2006 (the “**Stock Option Plan**”), which was approved by the Shareholders at its annual and special meeting held that year. A copy of the Stock Option Plan is included in the Information Circular as Schedule “A” and the following summary of certain terms of the Stock Option Plan is qualified, in its entirety, by the full text of the plan. No amendments were made to the Stock Option Plan during the fiscal year ended June 30, 2012.

The Stock Option Plan is a “rolling” plan pursuant to which up to 10% of the number of the Company’s common shares outstanding from time to time may be issued upon exercise of options granted thereunder. As at October 9, 2012, an aggregate of 1,317,120 common shares had been issued under the Stock Option Plan and an aggregate of 8,925,080 common shares were issuable pursuant to outstanding options, representing 1% and 6.9%, respectively, of the total number of common shares outstanding as at that date. Additionally, options exercisable for an aggregate of 4,926,680 common shares under the Stock Option Plan expired unexercised or were cancelled pursuant to the terms of the Stock Option Plan (all of which common shares are again available for issuance under the Stock Option Plan). Accordingly, based upon the 129,794,289 common shares outstanding as at October 9, 2012, additional options exercisable for up to 4,054,348 common shares may be granted under the Stock Option Plan.

The Company’s directors, officers, employees and certain other service providers are eligible to participate in the Stock Option Plan, subject to the rules and regulations of applicable regulatory authorities and any Canadian stock exchange upon which the common shares may be listed or may trade from time to time. The number of common shares reserved for issue to any one person pursuant to the Stock Option Plan may not exceed 5% of the issued and outstanding common shares at the date of grant. The exercise price of options granted may not be less than the market price of the common shares (determined based upon the closing price of the common shares on the trading day prior to the date of grant, subject to certain exceptions) less any allowable discounts at the time the option is granted. Options granted under the Stock Option Plan may not have a term exceeding five years.

Under the policies of the TSX Venture Exchange, “rolling” stock option plans must be re-approved by shareholders annually (and by the TSX Venture Exchange). Accordingly, at the Meeting, Shareholders will be asked to consider, and if thought fit, approve a resolution (the “**Plan Resolution**”) substantially in the form of the resolution set forth below approving the Stock Option Plan:

“IT IS RESOLVED THAT:

1. the Stock Option Plan of Brownstone Energy Inc. (the “Company”), a copy of which is attached as Schedule “A” to the management information circular dated October 9, 2012 of the Company in respect of its annual and special meeting of shareholders to be held on November 23, 2012, is hereby approved; and
2. any director or officer of the Company is hereby authorized and directed to do all such things and execute, for and on behalf of the Company, all such documents and other instruments as may be necessary or desirable in order to give effect the foregoing resolutions.”

The Plan Resolution must be approved by a majority of the votes cast by the holders of Common Shares present in person or represented by proxy at the Meeting. If the Plan Resolution is not so approved, the Stock Option Plan will be terminated.

Unless otherwise instructed, the persons named in the form of proxy enclosed with this Information Circular intend to vote FOR the Plan Resolution.

V. Confirmation of By-Law

In connection with the Company's continuance from the *Business Corporation Act* (British Columbia) to the *Business Corporations Act* (Canada) (the "CBCA") on December 1, 2011, the board of directors made a by-law (the "By-Law") regulating meetings of shareholders and directors (which meetings are also regulated by the CBCA). The text of the By-Law is set out in Schedule B of this Information Circular.

In accordance with the provisions of the CBCA, a by-law must be confirmed by shareholders in order for it to remain in effect. Accordingly, at the Meeting, shareholders will be asked to consider and, if thought fit, pass an ordinary resolution confirming the By-Law (the "By-Law Resolution"), substantially in the form of the resolution set forth below.

"IT IS RESOLVED THAT:

1. By-Law No.1 of Brownstone Energy Inc. (the "Company") made by the directors of the Company on December 1, 2011 is hereby confirmed; and
2. any director or officer of the Company is hereby authorized and directed to do all such things and execute, for and on behalf of the Company, all such documents and other instruments as may be necessary or desirable in order to give effect the foregoing resolutions."

The By-Law Resolution must be approved by a majority of the votes cast by the holders of the Company's common shares present in person or represented by proxy at the Meeting. If the By-Law Resolution is not so approved, the By-Law will cease to be effective.

Unless otherwise instructed, the persons named in the form of proxy enclosed with this Information Circular intend to vote FOR the By-Law Resolution.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Brownstone's executive compensation structure is designed to encourage and motivate executives to achieve high levels of performance, both individually and for the Company, particularly over the medium-to-long term. An executive's overall compensation package in any given year will reflect the functions being performed, and the executive's overall contribution to the organization, capacity to improve the Company's performance, and ability to create (or help to create) value for the benefit of the Company's shareholders.

An executive's compensation may be comprised of three principal components: base salary, annual or periodic cash bonuses and stock options. Base salary and cash bonus components motivate executives in the short-to-medium term, while stock option grants align their interests with those of Brownstone's shareholders and assist in keeping the Company competitive in the market for high quality executives.

Each component of an executive's compensation is typically determined with an overall view to the individual's total compensation package.

Except as otherwise described below, there are no specific performance goals used in determining the compensation of executive officers. As a junior exploration and development company, without a reoccurring revenue (until recently) or profit base, executive compensation is not tied to quantitative measures of the Company's performance. Compensation may, however, be tied to certain qualitative

measures of performance. For example, an executive's contribution toward the achievement of certain strategic objectives (e.g., meeting operational targets or completing acquisitions or financings) may be considered for the purposes of determining an entitlement to (and quantum of) a cash bonus and/or option grant. The same may also be a factor in determining salary increases.

Disclosed elsewhere in this section of the Information Circular are details concerning the compensation paid to Brownstone's "Named Executive Officers". The Named Executive Officers are the Company's Chief Executive Officer, Chief Financial Officer and its three highest paid individuals, other than the Chief Executive Officer and Chief Financial Officer, whose total compensation for the fiscal 2012 year was greater than \$150,000, as calculated in accordance with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations* ("NI 51-102"). The Named Executive Officers for 2012 are: Sheldon Inwentash, Chief Executive Officer; Gerry Feldman, Chief Financial Officer, Jonathan Schroeder, President and Chief Operating Officer, Richard Patricio, Vice President, Legal and Corporate Affairs, and Brian Balazs, Director of Exploration.

Salary

Amounts paid to an executive officer as base salary, including merit salary increases, are determined by reference to the individual's performance and the nature of the Company's business and its performance. Reference may also be made to salaries prevailing in the marketplace for comparable positions, though the Company has not formally identified a peer group of companies for comparative purposes. Certain of the Named Executive Officers provide their services in similar capacities to other reporting issuers in addition to Brownstone and, accordingly, base salaries for these individuals are generally lower than what they would be for comparable full-time positions with other junior oil and gas companies.

There were no material changes to the base compensation of the Named Executive Officers in 2012, except for the following:

Effective January 1, 2012, the monthly fee payable to Gerry Feldman, the Company's Chief Financial Officer, was increased from \$12,083 to \$13,750, following discussions between him and the Chief Executive Officer and the approval of the compensation committee.

Effective January 1, 2012, the monthly fee payable to Richard Patricio, the Company's Vice President, Legal and Corporate Affairs, was increased from \$10,645 to \$12,312, following discussions between him and the Chief Executive Officer and the approval of the compensation committee.

Brian Balazs became the Director of Exploration of Brownstone on February 1, 2012. Mr. Balazs' base compensation of \$15,000 per month was determined through his negotiations with the President, and was approved by the Chief Executive Officer.

Bonus

Brownstone's cash bonus awards are designed to reward an executive for the direct contribution which the executive can make to the Company.

With the exception of the Chief Executive Officer, whose annual bonus entitlement is determined by a formula (discussed below), the Named Executive Officers receive discretionary cash bonuses from time to time as determined by the Chief Executive Officer and approved by the compensation committee.

Pursuant to his consulting agreement with Brownstone, Sheldon Inwentash is entitled to receive an annual cash bonus equal to 10% of the Company's realized pre-tax profit. Based upon this formula, no contractual cash bonus was payable to him for the 2012 fiscal year.

No cash bonuses were paid to the Named Executive Officers in respect of the 2012 fiscal year, except for a \$50,000 bonus paid to Richard Patricio.

Compensation Risk

As discussed above, our compensation practices are relatively informal and involve a mix of salary, stock options and annual cash bonuses determined in view of an individual's and the Company's overall performance, without specific performance goals (subject to the noted exceptions). The mix of components represents a balanced approach, combining fixed and variable pay and short-to-long term incentives. Salary, bonuses and option grants for Brownstone's executive officers are also reviewed and/or approved by the Compensation Committee, which acts as a control on the quantum of these compensation components in view of their discretionary nature.

The Compensation Committee considered Brownstone's compensation practices to determine whether they are likely to encourage executive officers to expose the company to inappropriate or excessive risks. The committee concluded that there are no risks identified from Brownstone's compensation policies and practices that are reasonably likely to have a material adverse effect on the company.

Restrictions on Hedging Brownstone Securities

The Company's directors and officers, including the Named Executive Officers, are not prohibited from purchasing financial instruments that could be used to hedge a decrease in the market value of equity securities granted to them as compensation or held, directly or indirectly, by them.

Option-Based Awards

Options are granted pursuant to the Stock Option Plan. The Stock Option Plan is administered by the Board of Directors, which has the authority to amend the plan and the terms of outstanding options, subject to applicable regulatory and shareholder approvals.

Generally, the Chief Executive Officer proposes option grants for executive officers which are then submitted to the Board for its consideration and approval. When considering an award of options to an executive officer, consideration of the number of options previously granted to the executive may be taken into account.

Options granted to all of the Named Executive Officers during the fiscal 2012 year are disclosed in the Summary Compensation Table that follows.

Compensation Governance

The Compensation Committee assists the Board of the Directors in respect of compensation for Brownstone's directors and officers. As described earlier, the Company's compensation practices are relatively informal and, except as otherwise indicated, the Board of Directors has not specifically adopted any formal policies or practices to determine director and officer compensation.

Information regarding the Compensation Committee is provided elsewhere in this Information Circular in the section entitled "Corporate Governance". The members of the Compensation Committee are Steve Mintz, Kevin O'Connor and Michael Sweatman, each of whom is independent from Brownstone. All of the committee members also serve on our Audit Committee, and have previously served and/or currently serve on the audit committees and compensation committees of other public companies. Two of the three members are also Chartered Accountants. Accordingly, each brings to the committee an understanding of financial and risk management matters relating to Brownstone specifically, as well as those matters in the context of other issuers, which enables the committee, as a whole, to make decisions concerning our

compensation policies and practices. The responsibilities of the Compensation Committee are described in the section of this Information Circular entitled “Corporate Governance – Compensation” and their involvement in the determination of the Named Executive Officers’ compensation is described earlier in this section.

Summary Compensation Table

The following table sets forth the total compensation paid or payable by the Company, for its fiscal years ended June 30, 2012, 2011 and 2010, to its Chief Executive Officer, Chief Financial Officer and its three most highly compensated executive officers (other than the Chief Executive Officer and Chief Financial Officer) or other individuals whose total compensation exceeded \$150,000 during the 2012 fiscal year (collectively, the “**Named Executive Officers**”), as calculated in accordance with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”).

Name and Principal Position	Year Ended June 30	Salary/ Fees (\$)	Share-based Awards (\$)	Option-based Awards ⁽¹⁾ (\$) ⁽²⁾	Non-equity incentive plan compensation (\$) ⁽³⁾	All Other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans		
Sheldon Inwentash ⁽⁴⁾ CEO	2012	264,000	Nil	219,476	Nil	12,000 ⁽⁵⁾	495,476
	2011	264,000	Nil	548,500	200,000	Nil	1,012,500
	2010	264,000	Nil	247,500	Nil	Nil	511,500
Gerry Feldman CFO	2012	155,000 ⁽⁶⁾	Nil	102,422	Nil	Nil	257,422
	2011	168,875 ⁽⁶⁾	Nil	193,000	125,000	Nil	486,875
	2010	196,000 ⁽⁶⁾	Nil	117,500	Nil	Nil	313,500
Jonathan Schroeder ⁽⁷⁾ President and COO	2012	200,000	Nil	73,159	Nil	Nil	273,159
	2011	142,500 ⁽⁸⁾	Nil	49,500	150,000	Nil	342,000
	2010	40,000	Nil	460,000	Nil	Nil	500,000
Richard Patricio Vice President, Legal & Corporate Affairs	2012	137,750 ⁽⁹⁾	Nil	102,422	50,000	Nil	290,172
	2011	127,750	Nil	209,500	Nil	Nil	337,250
	2010	127,750	Nil	82,500	Nil	Nil	210,250
Brian Balazs ⁽¹⁰⁾ Director of Exploration	2012	116,876	Nil	93,300	Nil	Nil	210,176

⁽¹⁾ Option-based awards are stock options granted to the Named Executive Officers under the Company’s stock option plan. Each option entitles the holder to acquire one common share of Brownstone. Options vest and become exercisable in equal amounts every three months, over a period of eighteen months from the grant date, are granted at an exercise price per share equal to the closing price of the Company’s common shares on the TSX Venture Exchange on the trading day immediately preceding the grant date, and expire five years from the grant date.

The dollar values of the options granted to the Named Executive Officers on their respective grant dates (calculated as set forth in note 2) are reported in the table. 2012 options are exercisable at a price per share of \$0.40 or \$0.56, as applicable, until expiry on October 10, 2016 or February 7, 2017, respectively. During the 2012 financial year, 750,000 options were granted to Mr. Inwentash, 350,000 options were granted to Mr. Feldman, 250,000 options were granted to Mr. Schroeder, 350,000 options were granted to Mr. Patricio and 225,000 options were granted to Mr. Balazs. 2011 options are exercisable at a price per share of \$0.51 or \$1.20, as applicable, until expiry on September 20, 2015 and March 29, 2016, respectively. During the 2011 financial year, 950,000 options were granted to Mr. Inwentash, 150,000 options were granted to Mr. Schroeder, 300,000 options were granted to Mr. Feldman, and 350,000 options were granted to Mr. Patricio. 2010 options are exercisable at a price per share of \$0.52, \$0.75, or \$0.65, as applicable, until expiry on August 12, 2014 and November 30, 2014, respectively, in respect of the \$0.52 and \$0.75 options, and March 2, 2015 or April 14, 2015, as applicable, in respect of the \$0.65 options. During the 2010 financial year, 750,000 options were granted to Mr. Inwentash, 1,000,000 options were granted to Mr. Schroeder, 250,000 options were granted to Mr. Feldman, and 250,000 options were granted to Mr. Patricio.

⁽²⁾ The dollar value of the option-based awards indicated in the table reflects the fair value of the options granted to the Named Executive Officers during the year, calculated as at the applicable grant date using the Black-Scholes valuation method. The values are calculated and provided for the purposes of the requirements of NI 51-102 and may not reflect the actual values that would be realized by the Named Executive Officers when they ultimately exercise the options, if at all, which realized values will depend upon the market price

of Brownstone's shares at the time of exercise. Additionally, the values reported do not reflect the intrinsic value of the options (the difference between the market price of the shares and the exercise price) on the grant date or as at June 30, 2012.

The Black-Scholes value of each of the 2012 options having an exercise price of \$0.40 is \$0.293, calculated using the following key assumptions and estimates: expected volatility of stock price – 115.5%; expected life of options – 3.8 years; expected dividend yield – 0%; and risk-free rate of interest – 1.26%.

The Black-Scholes value of each of the 2012 options having an exercise price of \$0.56 is \$0.415, calculated using the following key assumptions and estimates: expected volatility of stock price – 117.6%; expected life of options – 3.6 years; expected dividend yield – 0%; and risk-free rate of interest – 3.3%.

The Black-Scholes value of each of the 2011 options having an exercise price of \$0.51 is \$0.33, calculated using the following key assumptions and estimates: expected volatility of stock price – 94.3%; expected life of options – 3.5 years; expected dividend yield – 0%; and risk-free rate of interest – 3.0%.

The Black-Scholes value of each of the 2011 options having an exercise price of \$1.20 is \$0.80, calculated using the following key assumptions and estimates: expected volatility of stock price – 101.2%; expected life of options – 3.5 years; expected dividend yield – 0%; and risk-free rate of interest – 3.0%.

The Black-Scholes value of each of the 2010 options having an exercise price of \$0.52 or \$0.75 is \$0.33 or \$0.48, respectively, calculated using the following key assumptions and estimates: expected volatility of stock price – 95%; expected life of options – 3.5 years; expected dividend yield – 0%; and risk-free rate of interest – 2.25%.

The Black-Scholes value of each of the 2010 options having an exercise price of \$0.65 and expiring on March 2, 2015 is \$0.49, calculated using the following key assumptions and estimates: expected volatility of stock price – 98.9%; expected life of options – 3.5 years; expected dividend yield – 0%; and risk-free rate of interest – 2.25%.

The Black-Scholes value of each of the 2010 options having an exercise price of \$0.65 and expiring on April 14, 2015 is \$0.43, calculated using the following key assumptions and estimates: expected volatility of stock price – 97.9%; expected life of options – 3.5 years; expected dividend yield – 0%; and risk-free rate of interest – 2.25%.

⁽³⁾ Non-equity incentive plan compensation reflects discretionary cash bonuses paid to the Named Executive Officers in respect of the applicable fiscal year. Discretionary bonuses paid in respect of the most recent fiscal are discussed under "Compensation Discussion and Analysis".

⁽⁴⁾ Pursuant to a consulting agreement (the "Consulting Agreement") between the Company and 1359489 Ontario Limited ("1359489"), a corporation controlled by Mr. Inwentash, 1359489 is entitled to receive an annual fee (payable monthly) of \$264,000, an annual incentive bonus equal to 10% of the Company's pre-tax profit and option grants as determined from time to time by the Board. Mr. Inwentash is also a director of the Company. He did not receive any compensation from the company for services rendered in his capacity as a director during the three most recently completed financial years.

⁽⁵⁾ Reflects monthly car lease payments paid for by the Company effective November 1, 2011.

⁽⁶⁾ Mr. Feldman was appointed as Chief Financial Officer of the Company effective December 1, 2009. Pursuant to a consulting agreement between the Company and Feldman & Associates Professional Corporation, a corporation controlled by Mr. Feldman, the corporation was entitled to receive a fee of \$28,000 per month for services rendered. Effective August 15, 2010, the monthly fee payable was reduced to 12,083.33 and, effective January 1, 2012, the monthly fee payable was increased to \$13,750.

⁽⁷⁾ Mr. Schroeder was appointed as the Company's President and Chief Operating Officer effective March 3, 2010. Pursuant to his employment agreement with the Company, Mr. Schroeder is entitled to receive an annual salary of \$120,000, payable semi-monthly. His agreement also provided for the grant of an aggregate of 1,000,000 options within 6 months of the commencement of his employment, subject to a satisfactory performance review in respect of 500,000 of the options. Mr. Schroeder is also a director of the Company. He did not receive any compensation from the Company for services rendered in his capacity as a director during the three most recently completed financial years.

⁽⁸⁾ Mr. Schroeder's annual salary was increased to \$150,000, effective March 1, 2011, and \$200,000, effective April 1, 2011.

⁽⁹⁾ Pursuant to a consulting agreement dated October 3, 2005, as amended, between the Company and Totus Inc., a corporation controlled by Mr. Patricio, the corporation is entitled to receive a monthly fee of \$10,645.83 for services rendered. Effective January 1, 2012, the monthly fee was increased to \$12,312.50.

⁽¹⁰⁾ Effective February 1, 2012, Mr. Balazs was engaged to provide his services to Brownstone as its Director, Exploration, pursuant to an agreement between the Company and Rundle Resources Ltd., a corporation which he controls. Under the terms of the agreement, Rundle Resources is entitled to receive a monthly fee of \$15,000 and was entitled to an initial grant of 225,000 options. Fees disclosed in the table for 2012 include \$41,876 paid to Rundle Resources for consulting services provided to Brownstone prior to February 1, 2012.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table provides details of stock options held the Named Executive Officers as at June 30, 2012. The Company does not make any share-based awards.

Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-money Options ⁽¹⁾ (\$)
Sheldon Inwentash	500,000	1.48	June 25, 2013	Nil
	625,000	0.52	August 12, 2014	Nil
	450,000	0.51	September 20, 2015	Nil
	500,000	1.20	March 29, 2016	Nil
	750,000	0.40	October 10, 2016	Nil
Gerry Feldman	200,000	0.75	November 30, 2014	Nil
	50,000	0.65	April 14, 2015	Nil
	100,000	0.51	September 20, 2015	Nil
	200,000	1.20	March 29, 2016	Nil
	350,000	0.40	October 10, 2016	Nil
Jonathan Schroeder	500,000	0.65	March 2, 2015	Nil
	500,000	0.65	April 14, 2015	Nil
	150,000	0.51	September 20, 2015	Nil
	250,000	0.40	October 10, 2016	Nil
Richard Patricio	50,000	2.60	April 2, 2012	Nil
	250,000	1.48	June 25, 2013	Nil
	208,400	0.52	August 12, 2014	Nil
	150,000	0.51	September 20, 2015	Nil
	200,000	1.20	March 29, 2016	Nil
	350,000	0.40	October 10, 2016	Nil
Brian Balazs	225,000	0.56	February 7, 2017	Nil

⁽¹⁾ The value of an in-the-money option is equal to the difference between the closing price of the Company's common shares on the TSX Venture Exchange on June 29, 2012 (\$0.22), the last trading day of the fiscal year ended June 30, 2012, and the exercise price of the option. A nil value indicates that none of the associated options were in-the-money as at the end of the Company's financial year.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table indicates the value of the incentive plan awards held by the Named Executive Officers which vested or were earned, as the case may be, during the financial year ended June 30, 2012.

Name	Option-based Awards – Value Vested During the Year ⁽¹⁾ (\$)	Share-based Awards – Value Vested During the Year (\$) ⁽²⁾	Non-equity Incentive Plan Compensation – Value earned During the Year (\$) ⁽³⁾
Sheldon Inwentash	Nil	N/A	Nil
Gerry Feldman	672	N/A	Nil
Jonathan Schroeder	27,553	N/A	Nil
Richard Patricio	Nil	N/A	50,000
Brian Balazs	Nil	N/A	Nil

⁽¹⁾ Amounts indicated in the column reflect the aggregate dollar value that would have been realized by the Named Executive Officer if the options under his option-based awards which vested during the Company's 2012 financial year were exercised by

him on the vesting date. Aggregate dollar value is calculated by subtracting the exercise price of the option from the closing price of the Company's common shares on the TSX Venture Exchange on the vesting date. Options which are out-of-the-money on the vesting date (i.e., the exercise price is greater than the closing price of the underlying common shares) will have a nil value.

⁽²⁾ The Company does not make any share-based awards.

⁽³⁾ Amounts indicated reflect discretionary cash bonuses paid to the Named Executive Officers for the financial year ended June 30, 2012. Further information regarding the bonuses is provided in the Summary Compensation Table and under "Compensation Discussion and Analysis – Bonus" elsewhere in this section of the Information Circular.

Termination and Change of Control Benefits

Certain of the Named Executive Officers are parties to employment or consulting agreements with the Company, which provide for certain payments and other benefits in the event of the termination of services. These entitlements are described below.

Sheldon Inwentash

If the Company terminates its consulting agreement with Mr. Inwentash (described above under "Summary Compensation Table") for any reason (other than death, disability or certain other enumerated reasons), in the absence of two years' notice, it must continue to pay two years' fees and health and other benefits, and any bonus owed in the year of termination and for the following two years. Based upon the foregoing terms, if Mr. Inwentash's services had been terminated by the Company on June 30, 2012, absent notice, he would have been entitled to receive \$528,000 in aggregate fees payable monthly over the subsequent twenty-four month period.

Gerry Feldman

If the Company terminates its consulting agreement with Mr. Feldman (described above under "Summary Compensation Table") for any reason (other than death, disability or for certain other enumerated reasons), in the absence of 180 days' notice, it must pay monthly fees for the 180 days following termination. Based upon the foregoing terms, if Mr. Feldman's services had been terminated by the Company on June 30, 2012, absent notice, he would have been entitled to receive \$82,500 in aggregate fees payable over the subsequent 180 day period.

Jonathan Schroeder

If the Company terminates its employment agreement with Mr. Schroeder (described above under "Summary Compensation Table") for any reason (other than death, disability or for cause), in the absence of 60 days' notice, it must continue to pay 60 days' salary and health and other benefits. Based upon the foregoing terms, if Mr. Schroeder's services had been terminated by the Company on June 30, 2012, absent notice, he would have been entitled to receive \$33,333 in aggregate salary, payable semi-monthly over the subsequent two month period.

Richard Patricio

If the Company terminates its consulting agreement with Mr. Patricio (described above under "Summary Compensation Table") for any reason (other than death, disability or for certain other enumerated reasons), in the absence of 180 days' notice, it must pay monthly fees for the 180 days following termination. Based upon the foregoing terms, if Mr. Patricio's services had been terminated by the Company on June 30, 2012, absent notice, he would have been entitled to receive \$73,875 in aggregate fees payable over the subsequent 180 day period.

Director Compensation

Director Compensation Table

The following table sets forth the value of all compensation provided to non-executive directors for the Company's most recently completed financial year.

Name	Fees Earned	Option-based Awards ⁽¹⁾ (\$) ⁽²⁾	All Other Compensation (\$)	Total (\$)
Michael Sweatman	Nil	14,632	Nil	14,632
Steve Mintz	Nil	14,632	Nil	14,632
Kevin O'Connor	Nil	14,632	Nil	14,632

⁽¹⁾ Option-based awards are stock options granted to the non-executive directors under the Company's stock option plan. Each option entitles the holder to acquire one common share of Brownstone. Options vest and become exercisable in equal amounts every three months, over a period of eighteen months from the grant date, are granted at an exercise price per share equal to the closing price of the Company's common shares on the TSX Venture Exchange on the trading day immediately preceding the grant date, and expire five years from the grant date.

The dollar values of the options granted to the non-executive directors on their respective grant dates (calculated as set forth in note 2) are reported in the table. 2012 options are exercisable at a price per share of \$0.40 until expiry on October 10, 2016. During the 2012 financial year, an aggregate of 50,000 options was granted to each non-executive director.

⁽²⁾ The dollar value of the option-based awards indicated in the table reflects the fair value of the options granted to the non-executive directors during the year, calculated as at the applicable grant date using the Black-Scholes valuation method. The values are calculated and provided for the purposes of the requirements of NI 51-102 and may not reflect the actual values that would be realized by the directors when they ultimately exercise the options, if at all, which realized values will depend upon the market price of Brownstone's shares at the time of exercise. Additionally, the values reported do not reflect the intrinsic value of the options (the difference between the market price of the shares and the exercise price) on the grant date or as at June 30, 2012.

The Black-Scholes value of each option is \$0.293 calculated using the following key assumptions and estimates: expected volatility of stock price – 115.5%; expected life of options – 3.8 years; expected dividend yield – 0%; and risk-free rate of interest – 1.26%.

Discussion of Director Compensation

Directors of the Company who are also officers do not receive any compensation from the Company for services rendered in their capacities as directors. Compensation for non-executive directors is provided solely in the form of options granted under the Plan. No cash fees are paid.

For the fiscal year ended June 30, 2012, each non-executive director was awarded an aggregate of 50,000 options. Details of the options granted to the directors are provided above in the Director Compensation Table.

Outstanding Share-Based Awards and Option-Based Awards

The following table provides details of stock options held by the non-executive directors of the Company as at the end of the most recently completed financial year.

Name	Option-based Awards -Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-money Options (\$)
Michael Sweatman	25,000	1.48	June 25, 2013	Nil
	100,000	0.52	August 12, 2014	Nil
	25,000	0.43	May 25, 2015	Nil
	50,000	0.51	September 20, 2015	Nil
	50,000	1.20	March 29, 2016	Nil
	50,000	0.40	October 16, 2016	Nil
Steve Mintz	25,000	1.48	June 25, 2013	Nil
	100,000	0.52	August 12, 2014	Nil
	100,000	0.43	May 25, 2015	Nil
	50,000	0.51	September 20, 2015	Nil
	50,000	1.20	March 29, 2016	Nil
	50,000	0.40	October 16, 2016	Nil
Kevin O'Connor	50,000	0.75	November 26, 2014	Nil
	50,000	0.65	April 14, 2015	Nil
	50,000	0.51	September 20, 2015	Nil
	50,000	1.20	March 29, 2016	Nil
	50,000	0.40	October 16, 2016	Nil

⁽¹⁾ The value of an in-the-money option is equal to the difference between the closing price of the Company's common shares on the TSX Venture Exchange on June 29, 2012 (\$0.22), the last trading day of the fiscal year ended June 30, 2012, and the exercise price of the option. A nil value indicates that none of the associated options were in-the-money as at the end of the Company's financial year.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth the value vested or earned during the year of option-based awards and non-equity incentive plan compensation paid to the non-executive directors of the Company, during the financial year ended June 30, 2012.

Name	Option-based Awards – Value Vested During the Year⁽¹⁾ (\$)	Share-based Awards – Value Vested During the Year (\$)⁽²⁾	Non-equity Incentive Plan Compensation – Value Earned During the Year (\$)
Michael Sweatman	418	N/A	Nil
Steve Mintz	1,680	N/A	Nil
Kevin O'Connor	672	N/A	Nil

⁽¹⁾ Amounts indicated in the column reflect the aggregate dollar value that would have been realized by the non-executive director if the options under his option-based awards which vested during the Company's 2012 financial year were exercised by him on the vesting date. Aggregate dollar value is calculated by subtracting the exercise price of the option from the closing price of the Company's common shares on the TSX Venture Exchange on the vesting date. Options which are out-of-the-money on the vesting date (i.e., the exercise price is greater than the closing price of the underlying common shares) will have a nil value.

⁽²⁾ The Company does not make any share-based awards.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Set forth below is a summary of securities issued and issuable under the Company's stock option plan, which is its sole equity compensation plan, as at June 30, 2012.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	8,925,080 ⁽¹⁾	\$0.72	4,054,348 ⁽²⁾
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
TOTAL	8,925,080	\$0.72	4,054,348

⁽¹⁾ All securities are common shares issuable under the stock option plan pursuant to the exercise of outstanding options.

⁽²⁾ The stock option plan permits the issuance of that number of common shares equal to ten percent (10%) of the number of common shares outstanding from time to time. The number of common shares remaining available for future issuances under the stock option plan is calculated based upon 129,794,289 common shares outstanding as at June 30, 2012.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or senior officers of the Company, no proposed nominee for election as a director of the Company, and no associate or affiliate of any of any director, senior officer or proposed nominee, is or has been indebted to the Company or its subsidiaries at any time since the beginning of the Company's last completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person, proposed director of the Company or associate or affiliate of any informed person or proposed director has any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

For the purposes of this section of the Information Circular, an "informed person" means:

- (i) a director or executive officer of the Company;
- (ii) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (iii) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and

the Company, if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

CORPORATE GOVERNANCE

General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - Corporate Governance Guidelines provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 - Disclosure of Corporate Governance Practices (“**NI 58-101**”) prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board, both with and without members of the Company's management (including members of management that are also directors) being in attendance.

National Instrument 52-110 – *Audit Committees* of certain of the Canadian securities regulatory authorities (“**NI 52-110**”) sets out the standard for determining whether a director is “independent” for the purposes of the Corporate Governance Guidelines and disclosure requirements of the Canadian securities regulatory authorities. In accordance with NI 52-110, a director is “independent” if he or she has no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of the director's independent judgment. NI 52-110 also sets out certain circumstances where a director will automatically be considered to have a material relationship with the Company.

Based upon the standard articulated in NI 52-110, a majority of the Company's directors are independent. Michael Sweatman, Steven Mintz and Kevin O'Connor are the independent members of the Board. As the Chief Executive Officer of the Company and the President and Chief Operating Officer of the Company, respectively, Sheldon Inwentash and Jonathan Schroeder are not independent.

Directorships

Certain of the directors and proposed directors are also directors of other reporting issuers, as follows:

Director	Other Reporting Issuers
Sheldon Inwentash	Adira Energy Ltd. Energy Fuels Inc. Mega Uranium Limited Pinetree Capital Ltd. Terreno Resources Corp. U3O8 Corp. X-Terra Resources Corporation ZipLocal Inc.
Michael D. Sweatman	Mega Uranium Ltd. Mega Precious Metals Inc. Blackbird Investments Ltd. Pacific Standard Properties Inc. Netco Silver Inc. Teslin River Resources Corp. Lions Gate Metals Inc.
Steve Mintz	Carlisle Goldfields Limited Pounder Venture Capital Corp. Rockstar Capital Corp. Stream Ventures Inc.
Kevin O'Connor	White Pine Resources Inc.

Orientation and Continuing Education

Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to the director. The Company provides continuing education for its directors as such need arises and encourages open discussion at all meetings which format encourages learning by the directors.

Ethical Business Conduct

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance objectives and goals.

In addition, the Board must comply with conflict of interest provisions in Canadian corporate law, including relevant securities regulatory instruments, in order to ensure directors exercise independent judgment in considering transactions and agreements in respect of which director or executive officer has a material interest.

Nomination of Directors

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the Chief Executive Officer of the Company. The Board monitors but does not formally assess the performance of individual Board members or committee members on their contributions.

Compensation

Director and chief executive officer compensation has been determined by the Board, in consideration of the compensation paid by other similarly-situation public companies operating within the same industry as the Company and of the duties, responsibilities and demands placed upon the members of the Board and the chief executive officer, respectively. During the Company's 2012 financial year, the Board established and constituted a compensation committee to which it delegated, among other things, the responsibility to determine and approve the compensation of Brownstone's officers and to recommend to the Board for approval the remuneration of the directors and committee members.

Other Board Committees

The audit committee and the compensation committee are the sole standing committees of the Board.

Assessments

The Board has not implemented a formal process or means to regularly assess the effectiveness of the Board, its committees or individual directors. Effectiveness is informally assessed on an ongoing basis, however, based upon the ability of the directors to fulfill their duties and responsibilities in a timely and efficient manner. The relatively small size of the Board allows for the contributions of an individual director to be informally monitored by the other Board members, in light of the individual's business and governance strengths and the specific purpose, if any, for which the individual was originally nominated to the Board. In accordance with its charter, the auditor committee is required to annually assess its charter and submit any proposed changes to the Board for approval.

The Company feels its corporate governance practices are appropriate and effective, given its relatively small size and the nature of its operations. The practices allow the Company to operate efficiently, with simple checks and balances that control and monitor management and corporate functions without excess administrative burden or delay.

AUDIT COMMITTEE DISCLOSURE

Multilateral Instrument 52-110 - *Audit Committees* (“**MI 52-110**”) requires us to disclose annually in our management information circular certain information concerning the constitution of our audit committee and its relationship with our independent auditor, as set forth below.

Audit Committee Charter

A copy of the audit committee’s charter is attached as Schedule “D” to this Information Circular.

Composition of Audit Committee

Our Audit Committee is comprised of three board members – Steve Mintz, Michael Sweatman and Kevin O’Connor. Each of the committee members is considered to be “independent” and “financially literate”, for the purposes of MI 52-110. Financial literacy includes the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues similar to those expected to arise in the context of Brownstone.

Relevant Education and Experience

Each member of the Audit Committee has extensive experience in dealing with financial statements, accounting issues, internal control and other related matters to public companies. Mr. Sweatman is a qualified Chartered Accountant who has served as Chief Financial Officer and director for several public companies. Mr. Mintz is also a qualified Chartered Accountant who has served as Chief Financial Officer and director for several public companies. Mr. O’Connor has been involved with various public companies and financial reporting matters, serving previously as President of a number of public companies.

Pre-Approval Policies and Procedures

In the event that the Company wishes to retain the services of the Company’s external auditors for tax compliance, tax advice or tax planning, the Chief Financial Officer of the Company must consult with the chair of the audit committee, who has the authority to approve or disapprove on behalf of the audit committee, such non-audit services. All other permissible non-audit services shall be approved or disapproved by the audit Committee as a whole.

The Company’s external auditors are prohibited from performing for the Company non-audit services of the following nature: (a) bookkeeping or other services related to the Company’s accounting records or financial statements; (b) financial information systems design and implementation; (c) appraisal or valuation services, fairness opinion or contributions-in-kind reports; (d) actuarial services; (e) internal audit outsourcing services; (f) management functions; (g) human resources; (h) broker or dealer, investment adviser or investment banking services; (i) legal services; (j) expert services unrelated to the audit; and (k) any other service that the Canadian Public Accountability Board determines is impermissible.

External Auditor Service Fees

The fees billed by the Company's external auditors in each of the last two financial years for audit and non-audit related services provided to the Company or its subsidiaries (if any) are as follows:

Financial Year	Audit Fees	Audit Related Fees	Tax Fees ⁽³⁾	All other Fees
2012	\$72,000	\$51,100 ⁽¹⁾	\$13,300	Nil
2011	\$55,000	\$13,600 ⁽²⁾	\$33,310	Nil

⁽¹⁾ Fees paid for third quarter financial review, Canadian Public Accountability Board fees and IFRS conversion related work.

⁽²⁾ Fees paid for Canadian Public Accountability Board fees and IFRS conversion related work.

⁽³⁾ Fees paid for general tax services and preparation for annual tax returns.

Exemption

The Company is relying on the exemption in section 6.1 of NI 52-110, which provides that, as a “venture issuer”, Brownstone is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110. The Company’s audit committee is, however, in compliance with Part 3 of NI 52-110, notwithstanding the availability of the exemption.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information is provided in the Company’s audited annual financial statements and accompanying management’s discussion and analysis (“**MD&A**”) for the year ended June 30, 2012. Shareholders may obtain copies of the Company’s financial statements and related MD&A by contacting the Company at Suite 2500, 130 King Street West, Toronto, Ontario M5X 1A9 or by telephone at (416) 941-8900.

DIRECTORS’ APPROVAL

The contents and sending of this Information Circular to each director and each shareholder whose proxy has been solicited, and to the auditor of the Company, have been approved by the Company’s directors.

October 19, 2012

BY THE ORDER OF THE BOARD OF DIRECTORS

“*Sheldon Inwentash*”

Sheldon Inwentash
Chief Executive Officer

SCHEDULE “A”

BROWNSTONE ENERGY INC.

STOCK OPTION PLAN (AS AMENDED)

1. PURPOSE

The purpose of this stock option plan (the “**Plan**”) is to authorize the grant to Eligible Persons (as such term is defined below) of Brownstone Energy Inc. (the “**Corporation**”) of options to purchase common shares (“**shares**”) of the Corporation's capital and thus benefit the Corporation by enabling it to attract, retain and motivate Eligible Persons by providing them with the opportunity, through share options, to acquire an increased proprietary interest in the Corporation.

2. ADMINISTRATION

The Plan shall be administered by the board of directors of the Corporation or a committee established by the board of directors for that purpose (the “**Committee**”). Subject to approval of the granting of options by the board of directors or Committee, as applicable, the Corporation shall grant options under the Plan.

3. SHARES SUBJECT TO PLAN

Subject to adjustment under the provisions of paragraph 12 hereof, the aggregate number of shares of the Corporation which may be issued and sold under the Plan will not exceed 10% of the total number of shares of the Corporation issued and outstanding from time to time. The total number of shares which may be reserved for issuance to any one individual under the Plan within any one year period shall not exceed 5% of the outstanding issue.

The Corporation shall not, upon the exercise of any option, be required to issue or deliver any shares prior to (a) the admission of such shares to listing on any stock exchange on which the Corporation's shares may then be listed, and (b) the completion of such registration or other qualification of such shares under any law, rules or regulation as the Corporation shall determine to be necessary or advisable.

The issuance of shares by the Corporation pursuant to the exercise of an option shall also be subject to the satisfaction of all applicable federal, provincial, state, local and foreign tax obligations, including obligations to make withholdings, deductions or remittances in respect of any taxable benefits of an optionee arising under this Plan or any option (“tax withholding obligations”).

In order to satisfy in full any tax withholding obligations that may be imposed on the Corporation by applicable law, as a condition to the exercise of options, the Corporation may, in its sole discretion: (i) require the optionee to remit to the Corporation a cash amount equal to such tax withholding obligations or (ii) require the optionee to instruct the Corporation to withhold shares that would otherwise be received by the optionee upon exercise of the options, sell such shares on behalf of the optionee, and remit the proceeds of such sale to the relevant taxing authority in satisfaction of the tax withholding obligations. If the optionee fails to comply with the foregoing arrangements, or such other arrangement satisfactory to the Corporation, the optionee shall be deemed to have directed the Corporation, and the Corporation shall have to right, to deduct or withhold from all amounts payable by the Corporation to the optionee in the course of the optionee's employment or engagement with the Corporation, such amounts sufficient to satisfy the tax withholding obligations.

The exercise of an option shall not be effective, and the Corporation shall not be obligated to issue any shares to an optionee pursuant to the exercise of an option, unless either of the foregoing arrangements, or such other arrangement satisfactory to the Corporation, has been made.

If any shares cannot be issued to any optionee for whatever reason, the obligation of the Corporation to issue such shares shall terminate and any option exercise price paid to the Corporation (and any amount paid to the Corporation in respect of tax withholding obligations) shall be returned to the optionee.

4. LIMITS WITH RESPECT TO INSIDERS

- (a) The maximum number of shares which may be reserved for issuance to insiders under the Plan, any other employer stock option plans or options for services, shall be 10% of the shares issued and outstanding at the time of the grant (on a non-diluted basis).
- (b) The maximum number of shares which may be issued to insiders under the Plan, together with any other previously established or proposed share compensation arrangements, within any one year period shall be 10% of the outstanding issue. The maximum number of shares which may be issued to any one insider and his or her associates under the Plan, together with any other previously established or proposed share compensation arrangements, within a one year period shall be 5% of the shares outstanding at the time of the grant (on a non-diluted basis).

5. ELIGIBILITY

Options shall be granted only to Eligible Persons, any registered savings plan established by an Eligible Person or any corporation wholly-owned by an Eligible Person. The term “**Eligible Person**” means:

- (a) a senior officer or director of the Corporation or any of its subsidiaries;
- (b) either:
 - (i) an individual who is considered an employee under the *Income Tax Act*,
 - (ii) an individual who works full-time for the Corporation providing services normally provided by an employee and who is subject to the same control and direction by the Corporation over the details and methods of work as an employee of the Corporation, but for whom income tax deductions are not made at source, or
 - (iii) an individual who works for the Corporation on a continuing and regular basis for a minimum amount of time per week (the number of hours should be disclosed in the submission) providing services normally provided by an employee and who is subject to the same control and direction by the Corporation over the details and methods of work as an employee of the Corporation, but for whom income tax deductions are not made at source,any such individual, an “**Employee**”;
- (c) an individual employed by a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual (a “**Company**”) or an individual (together with a Company, a “**Person**”) providing management services to the Corporation, which are required for the ongoing successful operation of the business enterprise of the Corporation, but excluding a Person engaged in Investor Relations Activities (as hereafter defined) (a “**Management Company Employee**”);
- (d) an individual (or a company or partnership of which the individual is an employee, shareholder or partner), other than an Employee, Management Company Employee, director or senior officer, who:
 - (i) provides ongoing consulting services to the Corporation or an Affiliate of the Corporation under a written contract;
 - (ii) possesses technical, business or management expertise of value to the Corporation or an Affiliate of the Corporation;
 - (iii) spends a significant amount of time and attention on the business and affairs of the Corporation or an Affiliate of the Corporation;

- (iv) spends a significant amount of time and attention on the business and affairs of the Corporation or an Affiliate of the Corporation;
- (v) has a relationship with the Corporation or an Affiliate of the Corporation that enables the individual to be knowledgeable about the business and affairs of the Corporation; and
- (vi) does not engage in Investor Relations Activities (as hereafter defined)

any such individual, a “**Consultant**”;

- (e) an individual (or a company or partnership of which the individual is an employee, shareholder or partner), other than an Employee, Management Company Employee, director or senior officer, that falls within the definition of Consultant contained in subsections 5(d)(i) through (iv) which provides Investor Relations Activities (an “**Investor Relations Consultant**”); or
- (f) a Person that falls within the definition of Eligible Person contained in any of subsections 5(a), (b) or (d) which provides Investor Relations Activities (an “**Investor Relations Person**”).

For purposes of the foregoing, 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.

The term “**Investor Relations Activities**” means any activities or oral or written communications, by or on behalf of the Corporation or shareholder of the Corporation, that promote or reasonably could be expected to promote the purchase or sale of securities of the Corporation, but does not include:

- (g) the dissemination of information provided, or records prepared, in the ordinary course of business of the Corporation
 - (i) to promote the sale of products or services of the Corporation, or
 - (ii) to raise public awareness of the Corporation,
 - (iii) that cannot reasonably be considered to promote the purchase or sale of securities of the Corporation;
- (h) activities or communications necessary to comply with the requirements of
 - (i) applicable securities laws, policies or regulations,
 - (ii) the rules, and regulations of the TSX Venture Exchange (“**TSX-V**”) or the by-laws, rules or other regulatory instruments of any other self regulatory body or exchange having jurisdiction over the Corporation;
 - (iii) communications by a publisher of, or writer for, a newspaper, magazine or business or financial publication, that is of general and regular paid circulation, distributed only to subscribers to it for value or to purchasers of it, if
 - (1) the communication is only through the newspaper, magazine or publication, and
 - (2) the publisher or writer received no commission or other consideration other than for acting in the capacity of publisher or writer; or
- (i) activities or communications that may be otherwise specified by the TSX-V.

For stock options to Employees, Consultants, Management Company Employees or Investor Relations Persons, the Corporation must represent that the optionee is a *bona fide* Employee, Consultant, Management Company Employee

or Investor Relations Person as the case may be. The terms “insider”, “controlled” and “subsidiary” shall have the meanings ascribed thereto in the *Securities Act* (Ontario) from time to time. Subject to the foregoing, the board of directors or Committee, as applicable, shall have full and final authority to determine the persons who are to be granted options under the Plan and the number of shares subject to each option.

6. LIMITS WITH RESPECT TO CONSULTANTS AND INVESTOR RELATIONS PERSONS

- (a) The maximum number of stock options which may be granted to any one Consultant under the Plan, any other employer stock options plans or options for services, within any 12 month period, must not exceed 2% of the shares issued and outstanding at the time of the grant (on a non-diluted basis).
- (b) The maximum number of stock options which may be granted to Investor Relations Persons under the Plan, any other employer stock options plans or options for services, within any 12 month period must not exceed, in the aggregate, 2% of the shares issued and outstanding at the time of the grant (on a non-diluted basis).

7. PRICE

The purchase price (the “**Price**”) for the shares of the Corporation under each option shall be determined by the board of directors or Committee, as applicable, on the basis of the market price, where “market price” shall mean the prior trading day closing price of the shares of the Corporation on any stock exchange on which the shares are listed or last trading price on the prior trading day on any dealing network where the shares trade, and where there is no such closing price or trade on the prior trading day, “market price” shall mean the average of the daily high and low board lot trading prices of the shares of the Corporation on any stock exchange on which the shares are listed or dealing network on which the shares of the Corporation trade for the five (5) immediately preceding trading days. In the event the shares are listed on the TSX-V, the price may be the market price less any discounts from the market price allowed by the TSX-V, subject to a minimum price of \$0.10. The approval of disinterested shareholders will be required for any reduction in the Price of a previously granted option to an insider of the Corporation.

8. PERIOD OF OPTION AND RIGHTS TO EXERCISE

Subject to the provisions of this paragraph 8 and paragraphs 9, 10 and 17 below, options will be exercisable in whole or in part, and from time to time, during the currency thereof. Options shall not be granted for a term exceeding five years. The shares to be purchased upon each exercise of any option (the “**optioned shares**”) shall be paid for in full at the time of such exercise. Except as provided in paragraphs 9, 10 and 17 below, no option which is held by a service provider may be exercised unless the optionee is then a service provider for the Corporation.

9. CESSATION OF PROVISION OF SERVICES

Subject to paragraph 10 below, if any optionee who is a service provider shall cease to be an Eligible Person of the Corporation for any reason (whether or not for cause) the optionee may, but only within the period of ninety days (unless such period is extended by the board of directors or the Committee, as applicable, and approval is obtained from the stock exchange on which the shares of the Corporation trade), or thirty days if the Eligible Person is an Investor Relations Person (unless such period is extended by the board of directors or the Committee, as applicable, and approval is obtained from the stock exchange on which the shares of the Corporation trade), next succeeding such cessation and in no event after the expiry date of the optionee's option, exercise the optionee's option unless such period is extended as provided in paragraph 10 below.

10. DEATH OF OPTIONEE

In the event of the death of an optionee during the currency of the optionee's option, the option theretofore granted to the optionee shall be exercisable within, but only within, the period of one year next succeeding the optionee's death (unless such period is extended by the board of directors or the Committee, as applicable, and approval is obtained from the stock exchange on which the shares of the Corporation trade). Before expiry of an option under this paragraph 10, the board of directors or Committee, as applicable, shall notify the optionee's representative in writing of such expiry.

11. NON-ASSIGNABILITY AND NON-TRANSFERABILITY OF OPTION

An option granted under the Plan shall be non-assignable and non-transferable by an optionee otherwise than by will or by the laws of descent and distribution, and such option shall be exercisable, during an optionee's lifetime, only by the optionee.

12. ADJUSTMENTS IN SHARES SUBJECT TO PLAN

The aggregate number and kind of shares available under the Plan shall be appropriately adjusted in the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger, consolidation, rights offering or any other change in the corporate structure or shares of the Corporation. The options granted under the Plan may contain such provisions as the board of directors, or Committee, as applicable, may determine with respect to adjustments to be made in the number and kind of shares covered by such options and in the option price in the event of any such change. If there is a reduction in the exercise price of the options of an insider of the Corporation, the Corporation will be required to obtain approval from disinterested shareholders.

13. AMENDMENT AND TERMINATION OF THE PLAN

The board of directors or Committee, as applicable, may at any time amend or terminate the Plan, but where amended, such amendment is subject to regulatory approval.

14. EFFECTIVE DATE OF THE PLAN

The Plan becomes effective on the date of its approval by the shareholders of the Corporation.

15. EVIDENCE OF OPTIONS

Each option granted under the Plan shall be embodied in a written option agreement between the Corporation and the optionee which shall give effect to the provisions of the Plan.

16. EXERCISE OF OPTION

Subject to the provisions of the Plan and the particular option, an option may be exercised from time to time by delivering to the Corporation at its registered office a written notice of exercise specifying the number of shares with respect to which the option is being exercised and accompanied by payment in cash or certified cheque for the full amount of the purchase price of the shares then being purchased (and, if applicable, the full amount payable in respect of tax withholding obligations).

Upon receipt of a certificate of an authorized officer directing the issue of shares purchased under the Plan, the transfer agent is authorized and directed to issue and countersign share certificates for the optioned shares in the name of such optionee or the optionee's legal personal representative or as may be directed in writing by the optionee's legal personal representative.

17. VESTING RESTRICTIONS

Options issued under the Plan may vest at the discretion of the board of directors or Committee, as applicable, provided that if required by any stock exchange on which the shares of the Corporation trade, options issued to Investor Relations Consultants must vest in stages over not less than 12 months with no more than one-quarter (1/4) of the options vesting in any three month period.

18. NOTICE OF SALE OF ALL OR SUBSTANTIALLY ALL SHARES OR ASSETS

If at any time when an option granted under this Plan remains unexercised with respect to any optioned shares:

- (a) the Corporation seeks approval from its shareholders for a transaction which, if completed, would constitute an Acceleration Event; or
- (b) a third party makes a bona fide formal offer or proposal to the Corporation or its shareholders which, if accepted, would constitute an Acceleration Event;

the Corporation shall notify the optionee in writing of such transaction, offer or proposal as soon as practicable and, provided that the board of directors or Committee, as applicable, has determined that no adjustment shall be made pursuant to section 12 hereof, (i) the board of directors or Committee, as applicable, may permit the optionee to exercise the option granted under this Plan, as to all or any of the optioned shares in respect of which such option has not previously been exercised (regardless of any vesting restrictions), during the period specified in the notice (but in no event later than the expiry date of the option), so that the optionee may participate in such transaction, offer or proposal; and (ii) the board of directors or Committee, as applicable, may require the acceleration of the time for the exercise of the said option and of the time for the fulfilment of any conditions or restrictions on such exercise.

For these purposes, an Acceleration Event means:

- (a) the acquisition by any “offeror” (as defined in Part XX of the *Securities Act* (Ontario)) of beneficial ownership of more than 50% of the outstanding voting securities of the Corporation, by means of a take-over bid or otherwise;
- (b) any consolidation or merger of the Corporation in which the Corporation is not the continuing or surviving corporation or pursuant to which shares of the Corporation would be converted into cash, securities or other property, other than a merger of the Corporation in which shareholders immediately prior to the merger have the same proportionate ownership of stock of the surviving corporation immediately after the merger;
- (c) any sale, lease exchange or other transfer (in one transaction or a series of related transactions) of all or substantially all of the assets of the Corporation; or
- (d) the approval by the shareholders of the Corporation of any plan of liquidation or dissolution of the Corporation.

19. RIGHTS PRIOR TO EXERCISE

An optionee shall have no rights whatsoever as a shareholder in respect of any of the optioned shares (including any right to receive dividends or other distributions therefrom or thereon) other than in respect of optioned shares in respect of which the optionee shall have exercised the option to purchase hereunder and which the optionee shall have actually taken up and paid for.

20. HOLD PERIOD

In addition to any resale restrictions of applicable securities laws, policies or regulations, where options are granted by a Tier 2 issuer of the TSX-V, or where the exercise price of the option is based on the Discounted Market Price, as such term is defined by the policies of the TSX-V, all options and any shares issued on the exercise of options must be legended with a four month TSX-V hold period commencing on the date the options were granted.

21. GOVERNING LAW

This Plan shall be construed in accordance with and be governed by the laws of the Province of Ontario and shall be deemed to have been made in said Province, and shall be in accordance with all applicable securities laws.

22. EXPIRY OF OPTION

On the expiry date of any option granted under the Plan, and subject to any extension of such expiry date permitted in accordance with the Plan, such option hereby granted shall forthwith expire and terminate and be of no further force or effect whatsoever as to such of the optioned shares in respect of which the option has not been exercised.

SCHEDULE "B"

BROWNSTONE ENERGY INC. (the "Corporation")

BY-LAW NO. 1

MEETINGS OF SHAREHOLDERS AND DIRECTORS

1. MEETINGS OF SHAREHOLDERS.

- 1.1 **Place, Time and Notice.** Meetings of shareholders of the Corporation shall be held at the registered office of the Corporation or at such other place and at such time as the Board of Directors, the Chief Executive Officer or the President may determine, from time to time.
- 1.2 **Electronic Meetings.** If the directors or the shareholders of the Corporation call a meeting of shareholders pursuant to the laws governing the Corporation, those directors or shareholders, as the case may be, may determine that the meeting shall be held in accordance with the regulations, if any, governing the Corporation entirely by means of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- 1.3 **Chairman.** Subject to the provisions of any resolution of the Board of Directors, the Chairman of the Board or, in his or her absence or inability or refusal or failure to act, a Vice-Chairman of the Board or, in his or her absence or inability or refusal or failure to act, the President or, in his or her absence or inability or refusal or failure to act, the Vice-President or, if there be more than one Vice-President, that one of them who may have been designated for the purpose by the Board of Directors, may preside at all meetings of shareholders. All of the foregoing officers may attend such meetings but no Vice-President shall act as chairman if the Board of Directors shall have determined that he or she shall not so act. If all of the foregoing officers be absent or unable or refuse or fail to act, the persons present may choose a chairman.
- 1.4 **Quorum.** The holder or holders of not less than ten percent (10%) of the outstanding shares of the Corporation carrying voting rights at the meeting, present in person or represented by proxy or by an authorized representative, shall constitute a quorum.

2. MEETINGS OF DIRECTORS.

- 2.1 **Place, Time and Notice.** Immediately after the annual meeting of shareholders in each year, a meeting of such of the newly elected directors as are then present may be held, provided that they shall constitute a quorum, without notice, for the appointment of officers of the Corporation and the transaction of such other business as may come before the meeting.

Subject to the provisions of any resolution of the Board of Directors, meetings of the Board of Directors may be called at any time by the Chairman of the Board or a Vice-Chairman of the Board or the President or any Vice-President who is a director or any two directors and notice of the time and place for holding any meeting of the Board of Directors shall be given at least twenty four hours (24) prior to the time fixed for the meeting. Any meeting so called may be held at the registered office of the Corporation or any other place which shall have been fixed by the Board of Directors.

- 2.2 **Chairman.** Subject to the provisions of any resolution of the Board of Directors, the Chairman of the Board or, in his or her absence or inability or refusal or failure to act, any Vice-Chairman of the Board or, in his or her absence or inability or refusal or failure to act, the President or, in his or her absence or inability or refusal or failure to act, the Vice-President or, if there be more than one Vice-President, that one of them who may have been designated for the purpose by the Board of Directors, shall preside at all meetings of the Board of Directors; provided that neither the President nor any Vice-President shall so act unless he is a director. If all of the foregoing officers be absent or unable or refuse or fail to act, the directors present may choose a chairman from among their number. The chairman at any meeting of directors may vote as a director.
- 2.3 **Quorum.** Except where the Corporation has only one director, the Board of Directors may, from time to time, fix by resolution the quorum for meetings of the Board of Directors but until otherwise fixed a majority of directors in office, from time to time, shall constitute a quorum.

Enacted by the directors of the Corporation by resolution effective December 1, 2011.

Secretary

Confirmed by the shareholders of the Corporation at the annual and special meeting of shareholders held on _____, 2012.

Secretary

SCHEDULE “C”

BROWNSTONE ENERGY INC.

Charter of the Audit Committee of the Board of Directors

I PURPOSE

The Audit Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Brownstone Energy Inc. (the “**Corporation**”) to assist the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting process and internal controls for the Corporation. The Committee’s primary duties and responsibilities are to:

- conduct such reviews and discussions with management and the external auditors relating to the audit and financial reporting as are deemed appropriate by the Committee;
- assess the integrity of internal controls and financial reporting procedures of the Corporation and ensure implementation of such controls and procedures;
- ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel;
- review the quarterly and annual financial statements and management's discussion and analysis of the Corporation's financial position and operating results and report thereon to the Board for approval of same;
- select and monitor the independence and performance of the Corporation's external auditors, including attending at private meetings with the external auditors and reviewing and approving all renewals or dismissals of the external auditors and their remuneration;
- reviews and approves all non-audit related engagements of the Corporation’s auditors; and
- provide oversight to related party transactions entered into by the Corporation.

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the external auditors as well as any officer of the Corporation, or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Corporation and has the authority to retain, at the expense of the Corporation, special legal, accounting, or other consultants or experts to assist in the performance of the Committee’s duties.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

In fulfilling its responsibilities, the Committee will carry out the specific duties set out in Part IV of this Charter.

II AUTHORITY OF THE AUDIT COMMITTEE

The Committee shall have the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;

- (b) set and pay the compensation for advisors employed by the Committee; and
- (c) communicate directly with the internal and external auditors.

III COMPOSITION AND MEETINGS

1. The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including, without limitation, those of the Ontario Securities Commission (“OSC”), the TSX Venture Exchange, the *Business Corporations Act* (Ontario) and all applicable securities regulatory authorities.
2. The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair.
3. A majority of the members of the Committee shall be “independent” and shall be “financially literate” (as each such term is defined in Multilateral Instrument 52-110).
4. The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. A minimum of two and at least 50% of the members of the Committee present either in person or by telephone shall constitute a quorum.
5. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
6. If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
7. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
8. Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
9. The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
10. The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as the Committee may see fit, from time to time, to attend at meetings of the Committee.

11. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.

The Committee members will be elected annually at the first meeting of the Board following the annual general meeting of shareholders.

IV RESPONSIBILITIES

A Financial Accounting and Reporting Process and Internal Controls

1. The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with applicable generally accepted accounting principles (“GAAP”) and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements. With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the external auditors and have meetings with the Corporation’s auditors without management present, as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.
2. The Committee shall review any internal control reports prepared by management and the evaluation of such report by the external auditors, together with management’s response.
3. The Committee shall be satisfied that adequate procedures are in place for the review of the Corporation’s public disclosure of financial information extracted or derived from the Corporation’s financial statements, management’s discussion and analysis and interim earnings press releases, and periodically assess the adequacy of these procedures.
4. The Committee shall review management’s discussion and analysis relating to annual and interim financial statements and any other public disclosure documents, including interim earnings press releases, that are required to be reviewed by the Committee under any applicable laws, before the Corporation publicly discloses this information.
5. The Committee shall meet no less frequently than annually with the external auditors and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, the officer of the Corporation in charge of financial matters, deem appropriate.
6. The Committee shall inquire of management and the external auditors about significant risks or exposures, both internal and external, to which the Corporation may be subject, and assess the steps management has taken to minimize such risks.
7. The Committee shall review the post-audit or management letter containing the recommendations of the external auditors and management’s response and subsequent follow-up to any identified weaknesses.

8. The Committee shall ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel.
9. The Committee shall establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
10. The Committee shall provide oversight to related party transactions entered into by the Corporation.

B Independent Auditors

1. The Committee shall recommend to the Board the external auditors to be nominated, shall set the compensation for the external auditors, provide oversight of the external auditors and shall ensure that the external auditors report directly to the Committee.
2. The Committee shall be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.
3. The Committee shall pre-approve all audit and non-audit services not prohibited by law to be provided by the external auditors in accordance with this Charter.
4. The Committee shall monitor and assess the relationship between management and the external auditors and monitor, support and assure the independence and objectivity of the external auditors.
5. The Committee shall review the external auditors' audit plan, including the scope, procedures and timing of the audit.
6. The Committee shall review the results of the annual audit with the external auditors, including matters related to the conduct of the audit.
7. The Committee shall obtain timely reports from the external auditors describing critical accounting policies and practices, alternative treatments of information within GAAP that were discussed with management, their ramifications, and the external auditors' preferred treatment and material written communications between the Corporation and the external auditors.
8. The Committee shall review fees paid by the Corporation to the external auditors and other professionals in respect of audit and non-audit services on an annual basis.
9. The Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Corporation.
10. The Committee shall monitor and assess the relationship between management and the external auditors and monitor and support the independence and objectivity of the external auditors.

C Other Responsibilities

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.