Interim Condensed Consolidated Financial Statements of

Brownstone Energy Inc.

September 30, 2012
(Unaudited - prepared in Canadian dollars)

Contents

Interim Condensed Consolidated Financial Statements:

BROWNSTONE ENERGY INC.
Consolidated Statements of Financial Position
As at September 30, 2012 and June 30, 2012
(Unaudited - prepared in Canadian dollars)

	Notes	September 30, 2012	June 30, 2012
Assets			
Current			
Cash and cash equivalents		**$ 10,700,948**	$ 18,197,006
Prepaids and receivables		**1,353,186**	976,068
Investments, at fair value	4	**2,984,003**	2,771,469
		15,038,137	21,944,543
Restricted cash		**594,155**	564,581
Exploration and evaluation assets	3	**49,681,931**	45,141,148
		$ 65,314,223	$ 67,650,272
Liabilities and Equity			
Current			
Accounts payable and accrued liabilities		**$ 1,325,857**	$ 1,150,868
Income taxes payable		**98,173**	-
		1,424,030	1,150,868
Equity			
Share capital	5	**96,597,845**	96,597,845
Contributed surplus	5 (c)	**21,521,290**	16,642,202
Warrants and broker warrants	5 (d)	**2,559,317**	7,310,433
Foreign currency translation reserve		**(2,570,231)**	(928,739)
Deficit		**(54,218,028)**	(53,122,337)
		63,890,193	66,499,404
		$ 65,314,223	$ 67,650,272

See accompanying notes to the interim condensed consolidated financial statements.

BROWNSTONE ENERGY INC.

Consolidated Statements of Comprehensive Loss
Three Months Ended September 30,
(Unaudited - prepared in Canadian dollars)

	Notes	2012	2011
Net investment loss			
Net realized losses on disposal of investments		$ -	$ (191,331)
Net change in unrealized losses on investments		(287,466)	(2,372,268)
		(287,466)	(2,563,599)
Interest and other income		48,458	85,173
		(239,008)	(2,478,426)
Expenses			
Operating, general and administrative	7	720,759	836,438
		720,759	836,438
Loss before income taxes		(959,767)	(3,314,864)
Income tax expense		135,924	28,462
Loss for the period		(1,095,691)	(3,343,326)
Other comprehensive income (loss)			
Exchange differences on translation of foreign operations		(1,641,492)	3,211,553
Total comprehensive loss for the period		$ (2,737,183)	$ (131,773)
Loss per common share based on loss for the period on loss for the period	5(e)		
Basic and diluted		$ (0.01)	$ (0.03)
Weighted average number of common shares outstanding	5(e)		
Basic and diluted		129,794,289	129,794,289

See accompanying notes to the interim condensed consolidated financial statements.

BROWNSTONE ENERGY INC.

Consolidated Statements of Changes in Equity
Three Months Ended September 30, 2012 and 2011
(Unaudited - prepared in Canadian dollars)

	Notes	Number of shares	Share capital	Warrants and broker warrants	Contributed surplus	Foreign currency translation reserve	Deficit	Total equity
Balance at June 30, 2011		129,794,289	$ 96,597,845	$ 6,873,384	$ 14,856,513	$ (3,165,014)	$ (26,068,439)	$ 89,094,289
Loss for the period		-	-	-	-	-	(3,343,326)	(3,343,326)
Exchange differences on translation of foreign operations		-	-	-	-	3,211,553	-	3,211,553
Total comprehensive loss for the period		-	-	-	-	3,211,553	(3,343,326)	(131,773)
Stock-based compensation expense	5 (c)	-	-	-	387,851	-	-	387,851
Balance at September 30, 2011		129,794,289	$ 96,597,845	$ 6,873,384	$ 15,244,364	$ 46,539	$ (29,411,765)	$ 89,350,367
Balance at June 30, 2012		129,794,289	$ 96,597,845	$ 7,310,433	$ 16,642,202	$ (928,739)	$ (53,122,337)	$ 66,499,404
Loss for the period		**-**	**-**	**-**	**-**	**-**	**(1,095,691)**	**(1,095,691)**
Exchange differences on translation of foreign operations		**-**	**-**	**-**	**-**	**(1,641,492)**	**-**	**(1,641,492)**
Total comprehensive loss for the period		**-**	**-**	**-**	**-**	**(1,641,492)**	**(1,095,691)**	**(2,737,183)**
Stock-based compensation expense	5 (c)	**-**	**-**	**-**	**127,972**	**-**	**-**	**127,972**
Reallocation of expired warrants	5 (d)	**-**	**-**	**(4,751,116)**	**4,751,116**	**-**	**-**	**-**
Balance at September 30, 2012		**129,794,289**	**$ 96,597,845**	**$ 2,559,317**	**$ 21,521,290**	**$ (2,570,231)**	**$ (54,218,028)**	**$ 63,890,193**

See accompanying notes to the interim condensed consolidated financial statements.

BROWNSTONE ENERGY INC.

Consolidated Statements of Cash Flows
Three Months Ended September 30,
(Unaudited - prepared in Canadian dollars)

	2012	2011
Cash flows used in operating activities		
Loss for the period	**$ (1,095,691)**	$ (3,343,326)
Items not affecting cash		
Net realized losses on disposal of investments	**-**	191,331
Net change in unrealized losses on investments	**287,466**	2,372,268
Stock-based compensation expense	**127,972**	387,851
	(680,253)	(391,876)
Changes in non-cash working capital balances		
Prepaids and receivables	**(377,118)**	26,375
Accounts payable and accrued liabilities	**(326,901)**	83,493
Income taxes payable	**98,173**	-
	(1,286,099)	(282,008)
Cash flows from financing activities		
Decrease in due from brokers	**-**	137,809
	-	137,809
Cash flows from (used in) investing activities		
Expenditures on exploration and evaluation assets, net	**(5,609,983)**	(2,961,266)
Decrease (increase) in restricted cash	**(29,574)**	4,124,447
Proceeds on disposal of investments	**-**	87,902
Purchases of investments	**(500,000)**	(50,000)
	(6,139,557)	1,201,083
Net increase (decrease) in cash and cash equivalents, during the period	**(7,425,656)**	1,056,884
Exchange rate changes on foreign currency cash balances	**(70,402)**	(38,607)
Cash and cash equivalents, beginning of period	**18,197,006**	29,833,806
Cash and cash equivalents, end of period	**10,700,948**	30,852,083
Supplemental cash flow information		
Income taxes paid	**$ 37,751**	$ 28,462

See accompanying notes to the interim condensed consolidated financial statements.

1. Nature of business and going concern uncertainty:

Brownstone Energy Inc. (“Brownstone” or the “Company”) was continued under the Canada Business Corporations Act on December 1, 2011 and its common shares are publicly traded on the TSX Venture Exchange under the symbol “BWN” and on the OTCQX under the symbol “BWSOF”. The Company is domiciled in the Province of Ontario and its head office is located at 130 King St. West, Suite 2500, Toronto, Ontario, Canada.

Brownstone is a Canadian-based, energy-focused company with direct interests in oil and gas exploration projects, including varying interests in three offshore Israel concessions and four blocks in the Llanos Basin of Colombia.

These interim condensed consolidated financial statements (“interim consolidated statements”) were approved for issuance by the Company’s board of directors on November 27, 2012.

These interim consolidated statements have been prepared using accounting policies applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due. The Company has incurred a loss in the three months ended September 30, 2012 of $1,095,691 (three months ended September 30, 2011 - $3,343,326) and has an accumulated deficit of $54,218,028 (June 30, 2012 - $53,122,337). The Company is in the exploration stage and is subject to risks and challenges similar to other companies in a comparable stage of exploration. These risks include, but are not limited to, dependence on key individuals, successful exploration and the ability to secure adequate financing to meet the minimum capital required to successfully complete the projects, political risk relating to maintaining property licenses in good standing, and continue as a going concern. Management estimates that the funds available as at September 30, 2012 will not be sufficient to meet the Company’s obligation and budgeted expenditures through September 30, 2013. The Company will have to raise additional funds to continue operations. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or available on terms acceptable to the Company.

These material uncertainties of successive operating losses, together with the challenges of securing requisite funding beyond September 30, 2012, cast significant doubt as to the Company’s ability to continue as a going concern and accordingly use of accounting principles applicable to a going concern. The interim consolidated statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or to the amounts or classification of liabilities that might be necessary should the Company not be able to continue as a going concern.

2. Basis of preparation:

(a) Statement of compliance:

These interim consolidated statements are unaudited and have been prepared on a condensed basis in accordance with International Accounting Standard 34, *Interim Financial Reporting*, issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee using accounting policies consistent with International Financial Reporting Standards which the Company adopted in its annual consolidated financial statements as at and for the year ended June 30, 2012.

The same accounting policies and methods of computation were followed in the preparation of these interim consolidated statements as were followed in the preparation of and as described in note 3 of the annual consolidated financial statements as at and for the year ended June 30, 2012. Accordingly, these interim consolidated statements for the three months ended September 30, 2012 and 2011 should be read together with the annual consolidated financial statements as at and for the year ended June 30, 2012.

(b) Basis of presentation:

These interim consolidated statements have been prepared using the historical cost convention except for certain financial instruments which have been measured at fair value. All monetary references expressed in these notes are references to Canadian dollar amounts (“$”).

(c) Basis of consolidation:

These interim consolidated statements include the financial statements of Brownstone and its wholly-owned subsidiaries: Brownstone Ventures (US) Inc., Brownstone Ventures (Barbados) Inc., Brownstone Comercializadora de Petroleo Ltda., and 2121197 Ontario Ltd.

Subsidiaries are entities controlled by the Company. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are included in the interim consolidated statements from the date control is obtained until the date control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. All intercompany balances, transactions, income, expenses, profits and losses, including unrealized gains and losses, have been eliminated on consolidation.

3. Exploration and evaluation assets:

All of the Company's oil and gas activities are conducted jointly with others. The Company enters into exploration agreements with other parties, pursuant to which Brownstone may earn and maintain interests in the underlying exploration and evaluation assets by issuing common shares and/or making cash payments and/or incurring expenditures in varying amounts by varying dates. Failure by the Company to issue such shares, make such cash payments or incur such expenditures can result in a reduction or loss of the Company’s interests.

(Unaudited - prepared in Canadian dollars)

3. Exploration and evaluation assets (continued):

The Company's accounts reflect only its proportionate interests in its oil and gas activities. The following is a summary of the Company's exploration and evaluation assets:

	Colombia (a) $	Israel (b) $	USA (c) $	Canada $	Argentina (d) $	Total $
Balance at July 1, 2011	20,009,680	1,930,847	15,180,462	1,074,822	3,857,200	42,053,011
Net additions	13,309,405	2,575,117	1,170,351	41,935	-	17,096,808
Disposals	-	-	(3,642)	-	-	(3,642)
Impairment of exploration and evaluation assets	-	-	(13,288,299)	-	(3,004,500)	(16,292,799)
Foreign currency translation	1,425,970	108,153	587,247	-	166,400	2,287,770
Balance at June 30, 2012	34,745,055	4,614,117	3,646,119	1,116,757	1,019,100	45,141,148
Net additions	**3,713,524**	**1,566,899**	**817,740**	**13,710**	**-**	**6,111,873**
Foreign currency translation	**(1,247,354)**	**(180,030)**	**(108,306)**	**-**	**(35,400)**	**(1,571,090)**
Balance at September 30, 2012	**37,211,225**	**6,000,986**	**4,355,553**	**1,130,467**	**983,700**	**49,681,931**

(a) During the three months ended September 30, 2012, the Company spent $3,713,524 (three months ended September 30, 2011 - $2,972,870) on exploration and evaluation of the blocks in Colombia, net of $1,701,390 (three months ended September 30, 2011 - $553,045) in oil sales revenue. During the year ended June 30, 2012, the Company spent $13,309,405 (2011 - $10,225,359) on exploration and evaluation of the blocks in Colombia, net of $4,515,621 (2011 - $259,228) in oil sales revenue. Included in the cash flow is the cash spent on expenditures and evaluation, net of oil sales revenue.

A summary of the Company's interests in the Colombian blocks as at September 30, 2012 and June 30, 2012 is as follows:

	Canaguaro Block (i)	Block 21 (ii)	Block 27 (iii)	Block 36 (iv)
Private participation interest	25%	24.75%	34.25%	14%
Increased costs assumed	31.25%	50%	50%	20%
Increased participation interest	25%	24.75%	45.275%	18.2%

(i) Canaguaro: The Company has a 25% private participating interest and is required to pay 25% of any costs relating to the wells on the Block. The Company also pays a 6% overriding royalty, proportional to its interest, to Concorcio Canaguaro on its share of production (in addition to 1.5% royalties payable to the Agencia Nacional de Hidrocarburos ("ANH")), and a one-time success fee to Concorcio Canaguaro of up to US$1,000,000, payable following the completion of the first 12 months of production from the Canaguay-1 well and determined based upon the average daily production of the well during that first year in excess of 351 barrels of oil per day.

(Unaudited - prepared in Canadian dollars)

3. Exploration and evaluation assets (continued):

(ii) Block 21: Under an amending agreement dated February 28, 2012 to the original participation agreement, the Company's obligation to fund Phase I work commitments is limited to US$3,875,000. Upon completion of the two Phase I exploration wells, the Company has an option to share in production revenue to a maximum of 24.75% by contributing in aggregate 50% of all Phase I costs (inclusive of US$3,875,000) and assuming 24.75% of the future work obligations under the exploration and production contract.

(iii) Block 27: The Company has a 34.25% private participating interest on the block and is required to pay 50% of the capital cost of the work program incurred during the exploration and production phases of the block, and will be entitled to receive 45.275% of all net production revenue, until all aggregate costs have been recouped, following which the Company will be obligated to fund 34.25% of any ongoing costs in order to be entitled to receive 34.25% of any further net production revenue.

(iv) Block 36: The Company has a 14% private participating interest on the block and is required to pay 20% of the capital cost of the work program incurred during the exploration and production phases of the block, and will be entitled to receive 18.2% of all net production revenue, until all aggregate costs have been recouped, following which the Company will be obligated to fund 14% of any ongoing costs in order to be entitled to receive 14% of any further net production revenue.

(b) Israel:

As at September 30, 2012, the Company has the following participating interests in Israel and is required to fund its share of participating interest:

	Gabriella Block (i)	Yitzhak Block (ii)	Samuel Block (iii)
Participating Interest	15%	15%	6.75%

(c) USA:

The Company has participating interests of between 7.5% to 28.57% in various acreages in the Piceance/Uinta basin in the USA and is required to fund its share of participating interest.

(d) Argentina:

In July 2007, the Company signed a participation agreement with Petrolifera Petroleum Limited ("Petrolifera"), whereby Brownstone has earned a 25% interest in Petrolifera's Vaca Mahuida Block in the Province of Rio Negro, Argentina. Under the terms of the participation agreement, Brownstone is required to fund 50% of the costs to be incurred in the conduct of the work program on the property. During the year ended June 30, 2011, Petrolifera's interests and operatorship in the block were acquired by Gran Tierra Energy Inc.

(Unaudited - prepared in Canadian dollars)

4. Investments at fair value and financial instruments hierarchy:

(a) The fair value and cost of investments are as follows:

	Fair Value	Cost
September 30, 2012	**$ 2,984,003**	**$ 13,750,659**
June 30, 2012	2,771,469	13,250,659

(b) Financial instruments hierarchy:

The following table presents the Company's financial instruments, measured at fair value and categorized into levels of the fair value hierarchy on the consolidated statements of financial position as at September 30, 2012 and June 30, 2012:

Investments, at fair value	Level 1 Quoted market price	Level 2 Valuation technique – observable market inputs	Level 3 Valuation technique – non-observable market inputs	Total
September 30, 2012	**$ 1,959,003**	**$ -**	**$ 1,025,000**	**$ 2,984,003**
June 30, 2012	1,746,469	-	1,025,000	2,771,469

There were no significant transfers from Level 1 to 2 or Level 2 to 1 during the three months ended September 30, 2012 or for the year ended June 30, 2012.

The following table presents the changes in fair value measurements of financial instruments classified as Level 3. These financial instruments are measured at fair value utilizing non-observable market inputs. The net change in unrealized losses are recognized in the consolidated statements of comprehensive loss.

	Opening balance at July 1,	Purchases	Net unrealized losses	Net transfer out of Level 3	Ending balance
September 30, 2012	**$ 1,025,000**	**$ -**	**$ -**	**$ -**	**$ 1,025,000**
June 30, 2012	4,150,000	50,000	(3,175,000)	-	1,025,000

5. Equity:

(a) Authorized: unlimited number of common shares (no par value).

(b) During the three months ended September 30, 2012, 15,131,579 warrants and 2,118,421 broker warrants exercisable at $1.25 per share expired unexercised.

(c) For the three months ended September 30, 2012, included in operating, general and administrative expenses was stock-based compensation expense of $127,972 (three months ended September 30, 2011 - $387,851) relating to the stock options granted to directors, officers, employees and consultants of the Company.

(Unaudited - prepared in Canadian dollars)

5. Equity (continued):

A summary of the status of the Company's stock options as at September 30, 2012 and June 30, 2012 and changes during the periods then ended is presented below:

Stock options	September 30, 2012 # of options	September 30, 2012 Weighted average exercise price	June 30, 2012 # of options	June 30, 2012 Weighted average exercise price
Outstanding, at beginning of period	**8,925,080**	**$ 0.72**	8,425,080	$ 1.21
Granted	**-**	**-**	2,405,000	0.41
Forfeited	**-**	**-**	(1,905,000)	2.47
Outstanding, at end of period	**8,925,080**	**$ 0.72**	8,925,080	$ 0.72
Exercisable, at end of period	**7,685,080**	**$ 0.77**	7,006,731	$ 0.78

The following table summarizes information about stock options outstanding and exercisable as at September 30, 2012:

Number of options outstanding	Number of options exercisable	Exercise price	Expiry date
300,000	**300,000**	**$ 0.95**	February 17, 2013
10,000	**10,000**	**1.25**	February 21, 2013
40,000	**40,000**	**1.20**	March 19, 2013
840,000	**840,000**	**1.48**	June 25, 2013
100,000	**100,000**	**0.50**	August 10, 2014
1,133,400	**1,133,400**	**0.52**	August 12, 2014
35,000	**35,000**	**0.61**	October 5, 2014
50,000	**50,000**	**0.75**	November 26, 2014
200,000	**200,000**	**0.75**	November 30, 2014
500,000	**500,000**	**0.65**	March 2, 2015
630,000	**630,000**	**0.65**	April 14, 2015
130,000	**130,000**	**0.43**	May 25, 2015
1,186,680	**1,186,680**	**0.51**	September 20, 2015
1,365,000	**1,365,000**	**1.20**	March 29, 2016
2,180,000	**1,090,000**	**0.40**	October 10, 2016
225,000	**75,000**	**0.56**	February 7, 2017
8,925,080	**7,685,080**		

(d) A summary of the status of the Company's warrants and broker warrants at the reporting dates and the changes during the periods then ended are as follows:

	September 30, 2012 # of warrants and broker warrants	Weighted average exercise price	Amount
Outstanding, at beginning of period	**25,201,454**	**$ 1.09**	**$ 7,310,433**
Expired	**(17,250,000)**	**1.25**	**(4,751,116)**
Outstanding, at end of period	**7,951,454**	**$ 0.75**	**$ 2,559,317**

(Unaudited - prepared in Canadian dollars)

5. Equity (continued):

	June 30, 2012 # of warrants and broker warrants	Weighted average exercise price	Amount
Outstanding, at beginning of year	26,595,816	$ 1.06	$ 6,873,384
Expired	(1,394,362)	0.56	(372,948)
Cost of warrant expiry extension (i)	-	-	809,997
Outstanding, at end of year	25,201,454	$ 1.09	$ 7,310,433

The following table summarizes information about warrants and broker warrants outstanding as at September 30, 2012:

Number of warrants and broker warrants	Exercise price	Expiry date	Warrants and broker warrants value
7,951,454	$ 0.75	April 13, 2014	**$ 2,559,317**
7,951,454			**$ 2,559,317**

(e) Basic and diluted loss per common share based on loss for the period ended September 30:

Numerator:	**2012**	2011
Loss for the period ending September 30	**$ (1,095,691)**	$ (3,343,326)

Denominator:	**2012**	2011
Weighted average number of common shares outstanding – basic	**129,794,289**	129,794,289
Weighted average effect of diluted stock options and warrants (i)	**-**	-
Weighted average number of common shares outstanding – diluted	**129,794,289**	129,794,289

Loss per common share based on loss for the period ending September 30:	**2012**	2011
Basic and diluted	**$ (0.01)**	$ (0.03)

(i) The determination of the weighted average number of common shares outstanding – diluted excludes 16,876,534 shares related to stock options, warrants, and broker warrants that were anti-dilutive for the period ended September 30, 2012 (September 30, 2011 – 33,565,896 shares).

(Unaudited - prepared in Canadian dollars)

5. Equity (continued):

(f) Maximum share dilution:

The following table presents the maximum number of shares that would be outstanding if all outstanding stock options, warrants and broker warrants were exercised as at September 30:

	2012	2011
Common shares outstanding	**129,794,289**	129,794,289
Stock options to purchase common shares	**8,925,080**	6,970,080
Warrants to purchase common shares	**7,951,454**	23,129,806
Broker warrants to purchase common shares	**-**	3,466,010
Fully diluted common shares outstanding	**146,670,823**	163,360,185

6. Segmented information:

Reportable segments are defined as components of an enterprise about which separate financial information is available, that are evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. All of the Company's operations relate to direct and indirect investments in the oil and gas sector. The Company's significant segments consist of six distinct geographic areas: Colombia, Israel, Canada, United States, Argentina and Brazil. There were no changes in the reportable segments since June 30, 2012.

The accounting policies applied to Brownstone's operating segments are the same as those described in the summary of significant accounting policies except that certain expenses and other items are not allocated to the individual operating segments when determining income or loss, but are attributed to the Canadian operations where the corporate head office is located.

The following is segmented information as at and for the three months ended September 30, 2012:

	Three months ended September 30, 2012		**As at September 30, 2012**		
	Interest and other income	**Loss for the period**	**Exploration and evaluation assets**	**Other assets**	**Total assets**
Canada and other	**$ 35,166**	**$ 979,255**	**$ 1,130,467**	**$ 14,105,884**	**$ 15,236,351**
Colombia	**13,292**	**105,020**	**37,211,225**	**1,339,240**	**38,550,465**
Israel	**-**	**11,416**	**6,000,986**	**7,027**	**6,008,013**
United States	**-**	**-**	**4,355,553**	**23,173**	**4,378,726**
Argentina	**-**	**-**	**983,700**	**20,550**	**1,004,250**
Brazil	**-**	**-**	**-**	**136,418**	**136,418**
	$ 48,458	**$ 1,095,691**	**$ 49,681,931**	**$ 15,632,292**	**$ 65,314,223**

(Unaudited - prepared in Canadian dollars)

6. Segmented information (continued):

The following is segmented information for the three months ended September 30, 2011 and as at June 30, 2012:

	Three months ended September 30, 2011		As at June 30, 2012		
	Interest and other income	Loss for the period	Exploration and evaluation assets	Other assets	Total assets
Canada and other	$ 79,625	$ 3,264,190	$ 1,116,757	$ 20,288,293	$ 21,405,050
Colombia	5,548	66,104	34,745,055	1,779,469	36,524,524
Israel	-	13,032	4,614,117	177,012	4,791,129
United States	-	-	3,646,119	37,022	3,683,141
Argentina	-	-	1,019,100	84,666	1,103,766
Brazil	-	-	-	142,662	142,662
	$ 85,173	$ 3,343,326	$ 45,141,148	$ 22,509,124	$ 67,650,272

7. Expenses by nature:

Included in operating, general, and administrative expenses for the three months ended September 30 are the following expenses:

	2012	2011
Salaries and consulting fees	**$ 360,575**	$ 341,778
Other office and general	**198,552**	190,566
Stock-based compensation expense	**127,972**	387,851
Professional fees	**51,710**	63,189
Travel and promotion	**15,316**	7,964
Shareholder relations, transfer agent and filing fees	**11,433**	28,198
Other employment benefits	**6,745**	14,114
Foreign exchange gain	**(51,544)**	(197,222)
	$ 720,759	$ 836,438

8. Management of capital:

There were no changes in the Company's approach to capital management during the three months ended September 30, 2012. The Company's capital includes equity comprised of share capital, warrants and broker warrants, contributed surplus, foreign currency translation reserve, and deficit. To date, the Company has not declared any cash dividends to its shareholders as part of its capital management program. The Company's current capital resources are sufficient to discharge its liabilities as at September 30, 2012.

9. Risk management:

The investment operations of Brownstone's business involve the purchase and sale of securities and, accordingly, a portion of the Company's assets are currently comprised of financial instruments. The use of financial instruments can expose the Company to several risks, including market, credit, and liquidity risks. A discussion of the Company's use of financial instruments and their associated risks is provided below.

(a) Market risk:

There were no changes in the way the Company manages market risk during the three months ended September 30, 2012. The Company manages market risk by having a portfolio which is not singularly exposed to any one issuer; however, its investment activities are currently concentrated primarily in the oil and gas resource industry.

The following table shows the estimated sensitivity of the Company's after-tax net loss for the three months ended September 30, 2012 from a change in the closing bid price of the Company's investments with all other variables held constant as at September 30, 2012:

Percentage of change in closing bid price	**Decrease in net after-tax loss from % increase in closing bid price**	**Increase in net after-tax loss from % decrease in closing bid price**
2%	**$ 51,772**	**$ (51,772)**
4%	**103,545**	**(103,545)**
6%	**155,317**	**(155,317)**
8%	**207,090**	**(207,090)**
10%	**258,862**	**(258,862)**

The following table shows the estimated sensitivity of the Company's after-tax net loss for the three months ended September 30, 2011 from a change in the closing bid price of the Company's investments with all other variables held constant as at September 30, 2011:

Percentage of change in closing bid price	Decrease in net after-tax loss from % increase in closing bid price	Increase in net after-tax loss from % decrease in closing bid price
2%	$ 170,120	$ (170,120)
4%	340,239	(340,239)
6%	510,359	(510,359)
8%	680,479	(680,479)
10%	850,599	(850,599)

(b) Currency risk:

The Company presently holds funds in Canadian dollars but a significant amount of its costs are denominated in U.S. dollars, Colombian pesos, and Argentinean pesos. The Company does not engage in any hedging activities to mitigate its foreign exchange risk. A change in the foreign exchange rate of the Canadian dollar versus another currency may increase or decrease the value of the Company's financial instruments. The Company does not hedge its foreign currency exposure.

9. Risk management (continued):

The following assets and liabilities were denominated in foreign currencies:

	September 30, 2012	June 30, 2012
Denominated in U.S. dollars:		
Cash and cash equivalents	$ 217,332	$ 2,066,666
Restricted cash	594,155	564,581
Prepaids and receivables	1,265,973	888,304
Exploration and evaluation assets	48,551,464	44,024,390
Accounts payable and accrued liabilities	(1,010,059)	(965,440)
Net assets denominated in U.S. dollars	49,618,865	46,578,501
Denominated in Brazilian reals:		
Cash and cash equivalents	136,418	142,662
Net assets denominated in Brazilian reals	136,418	142,662
Denominated in Argentinean pesos:		
Cash and cash equivalents	209	63,639
Prepaids and receivables	20,341	21,027
Net assets denominated in Argentinean pesos	20,550	84,666
Denominated in Colombian pesos:		
Cash and cash equivalents	79,386	902,211
Income taxes payable	(98,173)	-
Net assets denominated in Colombian pesos	(18,787)	902,211

The following table shows the estimated sensitivity of the Company's total comprehensive loss for the three months ended September 30, 2012 from a change in the U.S. dollar exchange rate in which the Company has significant exposure with all other variables held constant as at September 30, 2012:

Percentage change in U.S. dollar exchange rate	Decrease in total comprehensive loss from an increase in % in the U.S. dollar exchange rate	Increase in total comprehensive loss from a decrease in % in the U.S. dollar exchange rate
2%	$ 729,397	$ (729,397)
4%	1,458,795	(1,458,795)
6%	2,188,192	(2,188,192)
8%	2,917,589	(2,917,589)
10%	3,646,987	(3,646,987)

9. Risk management (continued):

The following table shows the estimated sensitivity of the Company's total comprehensive loss for the year ended June 30, 2012 from a change in the U.S. dollar exchange rate in which the Company has significant exposure with all other variables held constant as at June 30, 2012:

Percentage change in U.S. dollar exchange rate	Decrease in total comprehensive loss from an increase in % in the U.S. dollar exchange rate	Increase in total comprehensive loss from a decrease in % in the U.S. dollar exchange rate
2%	$ 684,704	$ (684,704)
4%	1,369,408	(1,369,408)
6%	2,054,112	(2,054,112)
8%	2,738,816	(2,738,816)
10%	3,423,520	(3,423,520)

10. Subsequent events:

Subsequent to September 30, 2012, the Company's board of directors approved the grant of 2,390,000 options to certain officers, directors, employees and consultants of the Company. Each option is exercisable into one common share of the Company for a period of five years, vesting quarterly for a period of 18 months, at a price equal to the closing price of the Company's common shares on the TSX Venture Exchange on November 28, 2012.