

**FORM 51-101F3**  
**Material Change Report**

Item 1      Reporting Issuer

Brownstone Energy Inc. (the “Company” or “Brownstone”)  
130 King Street West, Suite 2500  
Toronto, ON M5X 2A2

Item 2      Date of Material Change

A material change took place on June 7, 2013.

Item 3      Press Release

A press release describing the material change was disseminated by Marketwired on June 7, 2013.

Item 4      Summary of Material Change

On June 7, 2013, Brownstone sold its interest in the Canaguaro Block in Colombia to Petrominerales Ltd. for cash consideration of US\$6 million.

Item 5      Full Description of Material Change

On June 7, 2013, Brownstone sold its 25% private participating interest in the Canaguaro Block, located in the Llanos Basin in Colombia, to Petrominerales Ltd. for cash consideration of US\$6 million, pursuant to the terms of an acquisition agreement entered into on May 6, 2013 by Brownstone Ventures (Barbados) Inc. Sucursal Colombia, the Colombian branch office of a subsidiary of the Company, and Petrominerales Colombia Ltd., the Colombian branch office of a subsidiary of Petrominerales Ltd. The purchase price is subject to certain post-closing adjustments to account for revenues and expenses accrued or otherwise attributable to the Company up to the day prior to closing.

Item 6      Reliance on subsection 7.1(2) of National Instrument 51-102

This material change report is not being filed on a confidential basis.

Item 7      Omitted Information

No information has been omitted from this material change report on the basis that it is confidential.

Item 8      Executive Officer

Gerry Feldman, Chief Financial Officer of the Company (416.643.3884), is knowledgeable about the Offering and this material change report.

Item 9      Date of Report

Dated this 11<sup>th</sup> day of June, 2013.