

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 2013 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 Thursday, November 28, 2013 at 11:00 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, 2013 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 re-approving the Company’s stock option plan, as more fully described in the management information circular of the Company dated October 8, 2013 in respect of the Meeting, which accompanies this notice of meeting (the “**Circular**”); and
5. to transact such other business as may properly come before the 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. The directors have fixed the hour of 11:00 a.m. (Toronto time) on November 26, 2013 or, if the Meeting is adjourned or postponed, on the day that is two business days preceding the adjournment or postponement, as the time before which the instrument of proxy to be used at the Meeting must be deposited with the Company, c/o Equity Financial Trust Company, Suite 300, 200 University Avenue, Toronto, Ontario, M5H 4H1.

If you are a non-registered shareholder of the Company, either a proxy form or a voting instruction form has been included in your meeting materials. Please complete and return the form in accordance with the instructions provided on it. The section of the Circular entitled “*Non-Registered Holders*” provides additional information for non-registered shareholders.

DATED this 28th day of October, 2013

BY ORDER OF THE BOARD OF DIRECTORS

"Sheldon Inwentash"
Chief Executive Officer