



Brownstone Energy Inc.
 (“Company”)

VOTING INSTRUCTION FORM (“VIF”)

Annual and Special Meeting
November 28, 2013 at 11:00 a.m. (EST)
130 King Street West, Suite 2500,
Toronto ON M5X 2A2
 (“Meeting”)

BROWNSTONE
 -ENERGY INC-

RECORD DATE: October 29, 2013
CONTROL NUMBER:
SEQUENCE #:
FILING DEADLINE FOR VIF: 11:00 a.m. (EST) on November 26, 2013

VOTING METHODS

INTERNET	Go to www.voteproxyonline.com and enter the 12 digit control number above
FACSIMILE	(416) 595-9593
MAIL or HAND DELIVERY	EQUITY FINANCIAL TRUST COMPANY 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Richard Patricio, Vice President, Corporate and Legal Affairs** of the Company, or failing him, **Gerry Feldman, Chief Financial Officer**, or failing both of them **Wendy Warhaft, General Counsel** (“Management Nominees”), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) thereof in accordance with voting instructions, if any, provided below.

The matters to be voted on at the Meeting are as follows. Unless you are appointing yourself to attend the Meeting and vote in person, please provide your voting instructions by marking the appropriate box. (see Note 1 overleaf)

*** SEE VOTING GUIDELINES ON REVERSE ***

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES

1. Election of Directors	FOR	WITHHOLD
a) Sheldon Inwentash	<input type="checkbox"/>	<input type="checkbox"/>
b) Steven Mintz	<input type="checkbox"/>	<input type="checkbox"/>
c) Kevin O'Connor	<input type="checkbox"/>	<input type="checkbox"/>
d) Jonathan Schroeder	<input type="checkbox"/>	<input type="checkbox"/>
e) Michael Sweatman	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of Auditors	FOR	WITHHOLD
Appointment of Ernst & Young LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
3. Stock Option Plan	FOR	AGAINST
A resolution re-approving the Company's stock option plan, as more fully described in the management information circular dated October 8, 2013 in respect of the Meeting.	<input type="checkbox"/>	<input type="checkbox"/>

This VIF revokes and supersedes all earlier dated VIF and **MUST BE SIGNED.**

PLEASE PRINT NAME	<i>Signature of Beneficial owner(s)</i>	<i>Date (MM/DD/YYYY)</i>
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Voting Instructions – Guidelines and Conditions

The Company is providing you the enclosed proxy-related materials for their security holder Meeting. Your name, address and information about your security holdings have been obtained in accordance with applicable securities regulations from the intermediary holding them on your behalf (which is identified by name, code or identifier in the information on the top right corner overleaf). Unless you appoint yourself or someone else to attend the Meeting and vote, your securities can be voted only by Management Nominees as proxy holder of the registered holder, in accordance with your instructions.

We are prohibited from voting these securities on any of the matters to be acted upon at the Meeting without your specific voting instructions. In order for these securities to be voted at the Meeting, it will be necessary for us to have your specific voting instructions. This Voting Instruction Form (“VIF”) is to enable your vote to be submitted on the stated matters. Please complete and return this VIF to provide your voting instructions to us promptly.

The completed VIF should be delivered to Equity Financial Trust Company, in the envelope provided or by fax to (416) 595-9593. Alternatively, if available, you may vote online at www.voteproxyonline.com. The matters to be voted on at the Meeting are set out overleaf.

By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these securities. If these voting instructions are given on behalf of a body corporate, set out the full name of the body corporate, the name and position of the person giving the voting instructions on behalf of the body corporate and its address of service.

THIS VOTING INSTRUCTION FORM MUST BE READ IN CONJUNCTION WITH THE MEETING MATERIAL. YOUR VOTING INSTRUCTIONS MUST BE RECEIVED NO LATER THAN THE DEADLINE SPECIFIED OVERLEAF IN THE UPPER LEFT SECTION OF THE VIF OR THE EQUIVALENT TIME BEFORE THE TIME AND DATE OF ANY ADJOURNMENT OF THE MEETING.

Voting Instructions and Authority - Notes

1. If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendation highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.
2. The appointment of the Management Nominees or another Appointee gives them discretion to vote on any other matters that may properly come before the Meeting.
3. If Internet voting is available, you can provide your voting instructions on the website noted overleaf.
4. To be valid, this VIF must be signed. Please date the VIF. If the VIF is not dated, it is deemed to bear the date of its being mailed to the shareholders of the Company.
5. This form does not convey any right to vote in person at the Meeting, unless you comply with the instructions to the right about attending the Meeting and voting in person. **We urge you to read all of these instructions, and the management information circular in respect to the Meeting prior to completing, signing and returning the VIF so that your securities can be voted.**

If you require help, please contact Equity Financial Trust Company:

Mail: Equity Financial Trust Company
200 University Avenue, Suite 300
Toronto, ON
M5H 4H1
Telephone: (416) 361-0930
Facsimile: (416) 595-9593
Email: investor@equityfinancialtrust.com

Appointing yourself or someone else to vote your securities

If you want to attend the Meeting and vote in person at the Meeting or appoint another person to do so, write your name or the name of the person that you are appointing to attend the Meeting in the space provided on the VIF and return it to Equity Financial Trust Company. If you appoint yourself to attend and vote at the Meeting (or someone else to do so), you (or they) must attend the Meeting in order for your securities to be voted. Unless prohibited by law, the person whose name is written in the space provided will have full authority to present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out in this form or the information circular. Consult a legal advisor if you wish to modify the authority of that person in any way. When you or your Appointee arrives at the Meeting, you (they) must register with the scrutineers.

Request for Financial Statements

Shareholders may elect whether to receive Annual Financial Statements, Interim Financial Statements, and MD&As.

Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at www.sedar.com.

- Annual Financial Statement with MD&A
(Mark this box if you would like to receive the Annual Financial Statements and related MD&A)
- Interim Financial Statement with MD&A
(Mark this box if you would like to receive the Interim Financial Statements and related MD&A)

If you are casting your vote online and wish to receive financial statements, please fax this side to (416) 595-9593.

BROWNSTONE ENERGY INC.
FISCAL YEAR – 2014