



BROWNSTONE
-ENERGY INC.-

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

December 21, 2015

BROWNSTONE ENERGY INC.

Suite 1010
69 Yonge Street
Toronto, ON M5E 1K3

NOTICE OF ANNUAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 annual and special meeting of shareholders (the “**Meeting**”) of Brownstone Energy Inc. (the “**Company**”) will be held at Suite 1010, 69 Yonge Street, Toronto, Ontario M5E 1K3, on Thursday, February 4, 2016 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, 2015 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 December 21, 2015 in respect of the Meeting, which accompanies this notice of meeting (the “**Information Circular**”);
5. to consider and, if thought fit, pass an ordinary resolution confirming a by-law no. 2 of the Company, as more fully described in the Information Circular;
6. to consider and, if thought fit, pass a special resolution authorizing an amendment to the articles of the Company to consolidate the outstanding common shares of the Company on the basis of one (1) “new” common share for up to every twenty (20) “old” common shares then outstanding, with the directors authorized to determine the final consolidation basis within such range, as more fully described in the Information Circular;
7. to consider and, if thought fit, pass a special resolution changing the name of the Company to “*Brownstone Capital Inc.*”, or such other name as may be approved by the board of directors and is acceptable to Industry Canada and the Canadian Securities Exchange, as more fully described in the Information Circular; and
8. 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 February 2, 2016 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 TMX Equity Transfer Services, 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 Information Circular entitled “*Non-Registered Holders*” provides additional information for non-registered shareholders.

DATED this 21st day of December, 2015

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 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 December 21, 2015.

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, TMX Equity Transfer Services, Suite 300, 200 University Avenue, Toronto, Ontario M5H 4H1, not later than 11:00 a.m. (Toronto time) on February 2, 2016 or, if the Meeting is adjourned or postponed, on the day that is two business days preceding the adjournment or postponement.

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 as set forth below. A shareholder may revoke a proxy by depositing an instrument in writing, executed by the shareholder or the shareholder’s attorney authorized in writing:

1. at the offices of TMX Equity Transfer Services 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 1010, 69 Yonge Street, Toronto, Ontario M5E 1K3, 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.

The information provided in this section pertains only to registered shareholders of Brownstone. If you are not a registered shareholder, refer to the section that follows entitled “Non-registered Holders”.

NON-REGISTERED HOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most of our shareholders are “non-registered” shareholders because the common 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. A person is not a registered shareholder in respect of our common shares which are held either: (a) in the name of an intermediary that the non-registered shareholder deals with in respect of the common shares (an intermediary includes, 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), of which the intermediary is a participant.

This Information Circular and associated materials for the Meeting (collectively, the “**Meeting Materials**”) are being sent to both registered and non-registered shareholders. A non-registered shareholder will receive Meeting Materials from either the intermediary who holds their common shares or directly from us (or our agent). If you are a non-registered shareholder and we or our agent have sent the Meeting Materials directly to you, your name and address and information about your holdings of our common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf. By choosing to send these materials to you directly, we (and not the intermediary holding on your behalf) have assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Included in your Meeting Materials is a voting instruction form. You must complete the form and return it containing your voting instructions as specified in the form in order for your common shares to be voted at the Meeting.

If you are a non-registered shareholder and object to us receiving access to your personal name and address, we have provided these documents to your broker, custodian, fiduciary or other intermediary to forward to you. Please follow the voting instructions that you receive from your intermediary. Your intermediary is responsible for properly executing your voting instructions.

The purpose of these procedures is to permit non-registered shareholders to direct the voting of the common shares which they beneficially own. If you receive a voting instruction form with your Meeting Materials and you want to vote at the Meeting in person, you must insert your name in the blank space provided or the name of someone else who will attend the Meeting on your behalf, instead of filling in the voting instructions in the form, and return the form as specified in it. When you arrive at the Meeting, you or the person that you have designated on your voting instruction form to attend on your behalf will then have to register with the scrutineers.

The Company is using the “notice-and-access” provisions of National Instrument 54-101 (“**NI 54-101**”) in connection with the delivery of the Meeting Materials.

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 Company 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 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 December 21, 2015, 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 December 21, 2015 are entitled to vote such common shares at the Meeting on the basis of one vote for each common share held.

The outstanding shares are listed for trading on the Canadian Securities Exchange ("CSE") under the symbol "BWN" (prior to July 1, 2015, the shares were listed on the TSX Venture Exchange ("TSXV")).

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 as at December 21, 2015.

PARTICULARS OF MATTERS TO BE ACTED UPON

I. Financial Statements

The audited financial statements of the Company for the financial year ended June 30, 2015, together with the auditors' report thereon, will be placed before shareholders at the Meeting.

II. Election of Directors

Majority Voting Policy

The board of directors has adopted a majority voting policy which requires that any nominee for election as a director in an uncontested election, who receives a greater number of votes "withheld" from his or her election than votes "for" such election, promptly tender his or her resignation to the board, to be effective upon the board's acceptance. The board will promptly, and in any event within 90 days of the final voting results, accept the tendered resignation unless it determines that there are extraordinary circumstances relating to the composition of the board or the voting results that should delay the acceptance of the resignation or justify rejecting it. Subject to any corporate law restrictions, the board may leave a resulting vacancy unfilled until the next annual meeting of shareholders, fill the resulting vacancy through the appointment of a new director, or call a special meeting of shareholders to consider another nominee for election to fill the vacancy.

Nominees For Election

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 *Canada Business Corporations Act*. 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 each 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 the Nominee.**

Name, Province/State, and Country of Residency	Director Since	Principal Occupation	Number of Common Shares Beneficially Owned, Controlled or Directed, directly or indirectly⁽¹⁾
Warren Goldberg, CPA, C.A. Ontario, Canada ⁽²⁾	2015	Partner at the accounting firm Schwartz Levitsky Feldman LLP	Nil
Sheldon Inwentash, CPA, C.A., LL.D. Ontario, Canada	1988	Chairman and Chief Executive Officer, Brownstone Energy Inc., a Toronto-based venture capital company.	4,672,275
Allen Lone ⁽²⁾ Ontario, Canada	2015	Chief Executive Officer and director of Augusta Industries Inc., a Toronto Stock Exchange-listed fiber optic sensing system company and Mooncor Oil & Gas Corp., a TSXV listed oil and gas exploration company.	200,000
Steven Mintz, CPA, C.A. ^{(2) (3)} Ontario, Canada	2005	Chartered Accountant; President, St. Germain Capital Corp., a Toronto-based consulting company	4,000,000

⁽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 December 21, 2015.

⁽²⁾ Member of the audit committee.

⁽³⁾ Member of 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.

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. The following summary of certain terms of the Stock Option Plan is qualified, in its entirety, by the full text of the Stock Option Plan which is attached hereto as Schedule "A". No amendments were made to the Stock Option Plan during the fiscal year ended June 30, 2015 or thereafter to the date of this Information Circular, other than to change the references to the TSXV as contained therein to references to the CSE as a result of the transition of the Company from a TSXV listing to a CSE listing effective July 2, 2015 and the exercise price of stock options may be the market price less any discounts from the market price allowed by the CSE.

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 December 21, 2015, an aggregate of 1,317,120 common shares had been issued under the Stock Option Plan and an aggregate of 6,280,000 common shares were issuable pursuant to outstanding options, representing 1.01% and 4.84%, respectively, of the total number of common shares outstanding as at that date. Accordingly, based upon the 129,794,289 common shares outstanding as at December 21, 2015, additional options exercisable for up to 6,699,428 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 CSE, the Stock Option Plan as a “rolling” stock option plan must be re-approved by the Company’s shareholders annually. The Stock Option Plan is substantially identical to the one previously approved by shareholders, other than with respect to the amendments described above. 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**”) initially approved by shareholders of the Company on December 13, 2006 (the “**Stock Option Plan**”) as amended in the form attached as Schedule “A” to the management information circular of the Company dated December 21, 2015, and the reservation for issuance thereunder of up to 10% of the aggregate number of common shares of the Company as are issued and outstanding from time to time, is hereby approved, ratified and confirmed.
2. The Stock Option Plan be authorized and approved as the stock option plan of the Company, subject to any limitations imposed by applicable regulations, laws, rules and policies.
3. Any officer or director of the Company is hereby authorized and directed, for and on behalf of the Company, to do all things and execute and deliver all such agreements, documents and instruments necessary or desirable in connection with the foregoing resolution.”

The Plan Resolution must be approved by a majority of the votes cast by the holders of our common shares present in person or represented by proxy at the Meeting. If the Plan Resolution is approved, the Stock Option Plan will remain in force and all options granted under the Stock Option Plan to date will remain outstanding, in each case without any amendment to their terms.

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 No. 2

At the Meeting, shareholders will be asked to confirm a new By-Law No. 2 recently approved by the board of directors which amends the Company’s by-laws previously in force. Specifically, the new By-Law No. 2 includes advance notice provisions that require advance notice be provided to the Company when director nominations are made by shareholders other than through the requisition of a meeting or a shareholder proposal, in each case in accordance with the *Canada Business Corporations Act* (the “**CBCA**”). Among other things, these advance notice provisions fix a deadline by which shareholders must both notify the Company of director nominations and provide information about the proposed nominee as one would have to include in a dissident proxy circular. The Company believes that these advance notice provisions are in the best interests of the Company as they will ensure that an orderly nomination process is observed and that shareholders are well-informed about director nominees in advance of shareholder meetings. A copy of By-Law No. 2 is attached as 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 No. 2 (the “**By-Law No. 2 Resolution**”), substantially in the form of the resolution set forth below.

“IT IS RESOLVED THAT:

1. By-Law No. 2 of Brownstone Energy Inc. (the “**Company**”) substantially in the form attached as Schedule “B” to the management information circular of the Company dated as of December 21, 2015 is hereby confirmed and approved as a by-law of the Company.
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 No. 2 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 No. 2 Resolution is not so approved, By-Law No. 2 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 No. 2 Resolution.

VI. Consolidation of Issued and Outstanding Securities

Management believes that the current number of outstanding common shares are inconsistent with the size, assets and structure of the Company. Management proposes to reduce the number of shares in the Company in order to increase its flexibility with respect to potential business transactions, including any equity financings, if determined by the Company to be necessary.

Shareholders are being asked to consider and, if deemed appropriate, to pass a special resolution (the “**Consolidation Resolution**”) authorizing the board of directors, in its sole discretion, to consolidate the common shares on the basis of one (1) new common share for up to every twenty (20) “old” common shares then outstanding, with the final such ratio to be determined by the board of directors of the Company (the “**Consolidation**”). Notwithstanding the approval of the Consolidation by shareholders, the board of directors may, in its sole discretion, revoke the Consolidation Resolution, and abandon the Consolidation without further approval or action by or prior notice to shareholders. Prior to effecting the Consolidation, the Company shall first be required to obtain any and all applicable regulatory approvals, including the CSE.

Reasons for the Consolidation

The board of directors believes that shareholder approval of a maximum potential consolidation ratio (rather than a single consolidation ratio) provides the board of directors with maximum flexibility to achieve the desired results of the Consolidation, and to ensure that the Company remains in compliance with applicable shareholder distribution requirements of any applicable exchange listing. If the Consolidation Resolution is approved, the Consolidation will be implemented, if at all, only upon a determination by the board of directors that the Consolidation is in the best interests of the Company and its shareholders at that time. In connection with any determination to implement a Consolidation, the Company’s board of directors will set the timing for the Consolidation and select the specific ratio from within the range for a ratio set forth in the Consolidation Resolution.

Certain Risks Associated with the Consolidation

There can be no assurance that the total market capitalization of the Company’s common shares (the aggregate value of all common shares at the then market price) immediately after the Consolidation will be equal to or greater than the total market capitalization immediately before the Consolidation. In addition, there can be no assurance that the per-share market price of the common shares following the Consolidation will be higher than the per share market price immediately before the Consolidation or equal or exceed the

direct arithmetical result of the Consolidation. In addition, a decline in the market price of the common shares after the Consolidation may result in a greater percentage decline than would occur in the absence of a Consolidation and the liquidity of the common shares could be adversely affected. Further, there can be no assurance that, if the Consolidation is implemented, the margin terms associated with the purchase of common shares will improve, the Company will be successful in receiving increased attention from institutional investors, or the Company will be successful in completing any proposed business transaction or equity financing.

Principal Effects of the Consolidation

As of December 21, 2015, the Company had 129,794,289 common shares issued and outstanding. Following the completion of the proposed Consolidation, the number of common shares of the Company issued and outstanding will depend on the ratio selected by the Company's board of directors.

Consolidation will not have any effect on the number of common shares that remain available for future issuances. The common shares reserved for issuance pursuant to the Company's Stock Option Plan will be reduced proportionately.

The Consolidation may result in some shareholders owning "odd lots" of less than 100 common shares of the Company on a post-Consolidation basis. Odd lots may be more difficult to sell, or require greater transaction costs per share to sell, than shares in "board lots" of even multiples of 100 shares. Brokerage commissions and other costs of transactions in odd lots are often higher than the costs of transactions in "roundlots" of even multiples of 100 shares.

The Consolidation will not give rise to a capital gain or loss under the *Income Tax Act* (Canada) for a shareholder who holds such common shares as capital property. The adjusted cost base to the shareholder of the new common shares immediately after the consolidation will be equal to the aggregate adjusted cost base to the shareholder of the old common shares immediately before the Consolidation.

Fractional Shares

No fractional common shares of the Company will be issued upon the Consolidation. All fractions of post-Consolidation common shares will be rounded to the next lowest whole number.

Percentage Shareholdings

The Consolidation will not affect any shareholder's percentage ownership in the Company, even though such ownership will be represented by a smaller number of common shares. Instead, the Consolidation will reduce proportionately the number of common shares held by all shareholders.

Implementation

Upon determining to proceed with the Consolidation and the Consolidation ratio, the Company will send letters of transmittal to holders of common shares for use in transmitting their share certificates to the Company's transfer agent in order to exchange old certificates for new certificates representing the number of common shares to which such shareholder is entitled as a result of the Consolidation. No delivery of new certificates to a shareholder will be made until the shareholder has surrendered their current issued certificates. Until surrendered, each share certificate formally representing old common shares of the Company shall be deemed for all purposes to represent the number of new common shares to which the holder is entitled as a result of the Consolidation. No delivery of a new certificate to a shareholder will be made until the shareholder has surrendered his, her or its current issued certificates.

The implementation of the Consolidation is conditional upon the Company obtaining the necessary regulatory consents. The Consolidation Resolution provides that the board of directors is authorized, in its sole discretion, to determine not to proceed with the proposed Consolidation, without further approval of the Company's shareholders. In particular, the board of directors may determine not to present the Consolidation Resolution to the Meeting or, if the Consolidation Resolution is presented to the Meeting and approved, may determine after the Meeting not to proceed with completion of the proposed

Consolidation and filing the articles of amendment.

Effect on Non-registered Shareholders

Non-registered shareholders holding their common shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have different procedures for processing the Consolidation than those that will be put in place by the Company for registered shareholders. If you hold your Common Shares with such a bank, broker or other nominee and if you have any questions in this regard, you are encouraged to contact your nominee.

Vote Required and Recommendation of Board of Directors

The board of directors recommends that shareholders vote for the Consolidation Resolution as set forth below. In order to be effective, the Consolidation Resolution must be approved by the affirmative vote of not less than 66⅔% of the votes cast at the Meeting in respect of such resolution. **Proxies received in favour of management will be voted FOR the approval of the Consolidation Resolution to authorize the board of directors to amend the articles of the Company to effect the Consolidation , unless the shareholder has specified in the proxy that his, her or its shares are to be voted against such resolution.** In the event shareholder approval is not obtained, no consolidation of the issued and outstanding common shares will occur.

Consolidation Resolution

Shareholders are being asked to pass the following special resolution to approve the Consolidation:

“IT IS RESOLVED THAT:

1. Brownstone Energy Inc. (the “**Company**”) be authorized to file articles of amendment to give effect to the consolidation of the issued and outstanding common shares (the “**Common Shares**”) in the capital of the Company on the basis of one (1) “new” Common Share for up to every twenty (20) “old” Common Shares then issued and outstanding at the applicable time (the “**Consolidation**”).
2. The directors are hereby authorized to determine the ratio for the Consolidation within the range of one (1) “new” Common Share for up to every twenty (20) “old” Common Shares issued and outstanding at the applicable time.
3. Any director or officer of the Company is hereby authorized and directed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under the seal of the Company or otherwise, and to deliver or to cause to be delivered, all such documents, agreements and instruments, and to do or to cause to be done all such other acts and things, as such person determines to be necessary or desirable or required by any regulatory authority in order to carry out the intent of this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing.
4. Notwithstanding the passing of this resolution by the shareholders of the Company, the directors are hereby authorized and empowered without further notice to or approval of the shareholders of the Company not to proceed with the Consolidation or to revoke this resolution at any time prior to the Consolidation becoming effective.”

In order to give effect to the Consolidation Resolution, such resolution must be approved by an affirmative vote of not less than two-thirds (66⅔%) of the votes cast at the Meeting on the Consolidation Resolution.

The board of directors unanimously recommends that shareholders vote IN FAVOUR of the Consolidation Resolution. Proxies received in favour of management will be voted FOR the approval of the Consolidation Resolution unless it has been specified in the proxy that the common shares to

which the proxy relates are to be voted against such resolution.

Irrespective of whether the Consolidation Resolution is passed by the shareholders, the board of directors of the Company may elect not to proceed with the Consolidation.

VII. Change of Name of the Company

To more accurately reflect the business direction of the Company, the Board of Directors proposes to change the name of the Company to “Brownstone Capital Inc.”, or such other name as may be acceptable to the applicable regulatory authorities (the “**Name Change**”).

At the Meeting, shareholders will be asked to consider and, if thought fit, to pass with or without amendment the following as a special resolution (the “**Name Change Resolution**”):

1. Brownstone Energy Inc. (the “**Company**”) be authorized to file articles of amendment to change the name of the Company to “Brownstone Capital Inc.”, or such other name as may be approved by the board of directors and is acceptable to Industry Canada and the Canadian Securities Exchange.
2. Any director or officer of the Company is hereby authorized and directed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under the seal of the Company or otherwise, and to deliver or to cause to be delivered, all such documents, agreements and instruments, and to do or to cause to be done all such other acts and things, as such person determines to be necessary or desirable or required by any regulatory authority in order to carry out the intent of this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing.

In order to give effect to the Name Change, such resolution must be approved by an affirmative vote of not less than two-thirds (66⅔%) of the votes cast at the Meeting on the Name Change Resolution. The Name Change also remains subject to the receipt of all applicable regulatory approvals, including the approval of the CSE.

Management of the Company recommends that shareholders vote in favour of the Name Change Resolution, and the persons named in the enclosed form of proxy intend to vote for the approval of the Name Change Resolution at the Meeting, unless otherwise directed by the shareholders appointing them.

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 investment company, without a reoccurring revenue 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 executive officers, other than the Chief Executive Officer and Chief Financial Officer, whose total compensation for the fiscal 2015 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 2015 are: Sheldon Inwentash, Chief Executive Officer; Gerry Feldman, Chief Financial Officer and Corporate Secretary, and Richard Patricio, former Vice President, Legal and Corporate Affairs.

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 investment companies.

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 2015 fiscal year.

No cash bonuses were paid to the other Named Executive Officers in respect of the 2015 fiscal year.

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.

There were no options granted to the Named Executive Officers during the fiscal 2015 year.

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 during the 2015 fiscal year were Steven Mintz (who is independent from Brownstone) and Jonathan Schroeder. Mr. Schroeder (the Company's former President and Chief Operating Officer) is not considered to be independent on the basis that he was an executive officer of Brownstone within the last 3 years.

Mr. Mintz also serve on our audit committee, and has previously served and/or currently serves on the audit committees and compensation committees of other public companies. He is also a Chartered Accountant. Accordingly, he 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.

COMPENSATION OF DIRECTORS AND NAMED EXECUTIVE OFFICERS

The following table provides a summary of all compensation for services rendered in all capacities to the Company for the fiscal years ended June 30, 2014 and 2015 in respect of the individuals who served, during the fiscal year ended June 30, 2015, as (i) the Named Executive Officers; and (ii) the directors of the Company, in each case other than compensation referred to below under the heading “Stock Options and Other Compensation Securities”. The Company had no executive officers whose total compensation during the fiscal year ended June 30, 2015 exceeded \$150,000, other than the Named Executive Officers.

Table of Compensation Excluding Compensation Securities

Name and Position	Fiscal Year Ended June 30,	Salary, Consulting Fee, Retainer or Commission	Bonus	Committee or Meeting Fees	Value of Perquisites	Value of All Other Compensation	Total Compensation
Sheldon Inwentash, Chief Executive Officer and Director ⁽²⁾	2015	264,000	Nil	Nil	Nil	4,500 ⁽⁴⁾	268,500
	2014	364,000 ⁽³⁾	Nil	Nil	Nil	18,000 ⁽⁴⁾	382,000
Gerry Feldman, Chief Financial Officer and Corporate Secretary ⁽⁵⁾	2015	165,000	Nil	Nil	Nil	Nil	165,000
	2014	265,000 ⁽³⁾	Nil	Nil	Nil	Nil	265,000
Richard Patricio, Former Vice-President, Legal & Corporate Affairs ⁽⁶⁾	2015	98,500	Nil	Nil	Nil	147,750 ⁽⁷⁾	246,250
	2014	247,750 ⁽³⁾	Nil	Nil	Nil	Nil	247,750
Steven Mintz, Director	2015	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil
Jonathan Schroeder, Director	2015	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil
Michael Sweatman, Director ⁽¹⁾	2015	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil
Warren Goldberg, Director ⁽¹⁾	2015	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil
Allen Lone, Director ⁽¹⁾	2015	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil

Note(s):

- (1) Mr. Sweatman resigned, and Messrs. Goldberg and Lone were each appointed, effective March 2, 2015.
- (2) Pursuant to a 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 of directors. 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 two most recently completed financial years.

- (3) Each of Mr. Inwentash, Mr. Feldman and Mr. Patricio received a one-time increase of \$100,000 in total fees during the 2014 year.
- (4) Reflects monthly car lease payments paid for by the Company of \$1,500 effective July 1, 2012 to September 30, 2014.
- (5) Pursuant to a consulting agreement between the Company and Feldman & Associates Professional Corporation, a corporation controlled by Mr. Feldman, the corporation is entitled to receive a monthly fee of \$13,750 for services rendered.
- (6) Pursuant to a consulting agreement between the Company and Totus Inc., a corporation controlled by Mr. Patricio, the corporation was entitled to receive a monthly fee of \$12,312.50 for services rendered. Mr. Patricio's employment ceased effective March 1, 2015.
- (7) Reflects compensation paid in connection with the cessation of Mr. Patricio's employment.

Stock Options and Other Compensation Securities

Set forth in the table below is a summary of all compensation securities granted or issued to each Named Executive Officer and director of the Company during the fiscal year ended June 30, 2015.

Compensation Securities							
Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities, and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price	Closing Price of Security or Underlying Security on Date of Grant	Closing Price of Security or Underlying Security at Year End	Expiry Date
Sheldon Inwentash, Chief Executive Officer and Director	Stock options	Nil	Nil	Nil	Nil	Nil	Nil
Gerry Feldman, Chief Financial Officer and Corporate Secretary	Stock options	Nil	Nil	Nil	Nil	Nil	Nil
Richard Patricio, Former Vice-President, Legal & Corporate Affairs	Stock options	Nil	Nil	Nil	Nil	Nil	Nil
Steven Mintz, Director	Stock options	Nil	Nil	Nil	Nil	Nil	Nil

Jonathan Schroeder, Director	Stock options	Nil	Nil	Nil	Nil	Nil	Nil
Michael Sweatman, Former Director	Stock options	Nil	Nil	Nil	Nil	Nil	Nil
Allen Lone, Director	Stock options	Nil	Nil	Nil	Nil	Nil	Nil
Warren Goldberg, Director	Stock options	Nil	Nil	Nil	Nil	Nil	Nil

Note(s):

(1) The following table provides details of stock options held by the Named Executive Officers and directors of the Company as at June 30, 2015.

Name	Option-based Awards - Number of Securities Underlying Unexercised Options ⁽¹⁾ (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-money Options ⁽²⁾ (\$)
Sheldon Inwentash, Chief Executive Officer and Director	450,000	0.51	September 20, 2015	Nil
	500,000	1.20	March 29, 2016	Nil
	750,000	0.40	October 10, 2016	Nil
	750,000	0.17	November 28, 2017	Nil
	750,000	0.10	September 9, 2018	Nil
Gerry Feldman, Chief Financial Officer and Corporate Secretary	100,000	0.51	September 20, 2015	Nil
	200,000	1.20	March 29, 2016	Nil
	350,000	0.40	October 10, 2016	Nil
	350,000	0.17	November 28, 2017	Nil
	500,000	0.10	September 9, 2018	Nil
Richard Patricio, Former Vice-President, Legal & Corporate Affairs	Nil	N/A	N/A	N/A
Steven Mintz, Director	50,000	0.51	September 20, 2015	Nil
	50,000	1.20	March 29, 2016	Nil
	50,000	0.40	October 16, 2016	Nil
	50,000	0.17	November 28, 2017	Nil
	100,000	0.10	September 9, 2018	Nil
Jonathan Schroeder, Director	150,000	0.51	September 20, 2015	Nil
	250,000	0.40	October 10, 2016	Nil
	350,000	0.17	November 28, 2017	Nil
	500,000	0.10	September 9, 2018	Nil
Michael Sweatman, Former Director	Nil	N/A	N/A	N/A
Allen Lone, Director	Nil	N/A	N/A	N/A
Warren Goldberg, Director	Nil	N/A	N/A	N/A

⁽¹⁾ All outstanding options were exercisable as at June 30, 2015.

⁽²⁾ The value of an in-the-money option is equal to the difference between the closing price of the common shares of the Company on the TSX Venture Exchange on June 30, 2015 (\$0.03) 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.

Exercise of Compensation Securities by Directors and Named Executive Officers

No compensation securities were exercised by any Named Executive Officers or directors of the Company during the fiscal year ended June 30, 2015.

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

The Company is party to a consulting agreement with Mr. Inwentash pursuant to which Mr. Inwentash provides his services to the Company. If the Company terminates its consulting agreement with Mr. Inwentash 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, 2015, 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

The Company is party to a consulting agreement with Mr. Feldman pursuant to which Mr. Feldman provides his services to the Company. If the Company terminates its consulting agreement with Mr. Feldman for any reason (other than death, disability or for certain other enumerated reasons), in the absence of one year's notice, it must pay monthly fees for the year following termination. Based upon the foregoing terms, if Mr. Feldman's services had been terminated by the Company on June 30, 2015, absent notice, he would have been entitled to receive \$165,000 in aggregate fees payable over the subsequent year.

Richard Patricio

The Company was previously party to a consulting agreement with Mr. Patricio, pursuant to which he provided his services to the Company. Pursuant to the terms of such agreement, had the Company terminated it for any reason (other than death, disability or for certain other enumerated reasons), in the absence of one year's notice, it would have been required pay monthly fees for the 12 months following termination. Mr. Patricio's services were terminated by the Company on March 1, 2015, and he received \$147,750 in aggregate fees.

Pension Plan Benefits

The Company does not have any pension plans that provide for payments of benefits at, following or in connection with retirement or provide for retirement or deferred compensation plans for the Named Executive Officers or directors.

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 Stock Option Plan. No cash fees are paid.

For the fiscal year ended June 30, 2015, no options were granted to non-executive directors.

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, 2015.

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	7,055,000 ⁽¹⁾	\$0.38	5,924,428 ⁽²⁾
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
TOTAL	7,055,000	\$0.38	5,924,428

⁽¹⁾ All stock options issuable under the Stock Option Plan are exercisable to acquire common shares of the Company.

⁽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, 2015.

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
- (iv) 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, three of the Company's five directors are independent. As the Company's Chief Executive Officer, Sheldon Inwentash is not independent. In addition, Jonathan Schroeder is not considered to be independent as a result of his former role as President and Chief Operating Officer of the Company.

Directorships

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

Director	Other Reporting Issuers
Sheldon Inwentash	ZipLocal Inc.
Warren Goldberg	Leo Acquisitions Corp.
Allen Lone	Augusta Industries Inc. Mooncor Oil & Gas Corp.
Steven Mintz	Everton Resources Inc. Stream Ventures Inc. Pounder Venture Capital Corp. Dominion General Investment Corporation

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 is determined by the compensation committee, 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. The compensation committee is also responsible for determining and approving the compensation of Brownstone's other officers and recommending to the board for approval the remuneration of the directors and committee members.

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 “C” to this Information Circular.

Composition of Audit Committee

Our Audit Committee is comprised of three board members – Allen Lone, Steven Mintz and Warren Goldberg. Each of the committee members is considered to be “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. All three audit committee members are each considered to be “independent” for the purposes of MI 52-110.

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. Mintz and Mr. Goldberg are qualified Chartered Accountants who have served as Chief Financial Officer and a director of several public companies. Mr. Lone is a Chief Executive Officer and a director of several 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 ⁽²⁾	All other Fees
2015	\$37,000	\$1,110 ⁽¹⁾	\$5,500	Nil
2014	\$50,000	\$1,960 ⁽¹⁾	\$5,500	Nil

⁽¹⁾ Canadian Public Accountability Board fees.

⁽²⁾ Fees paid for general tax services and amounts accrued for preparation of annual tax returns.

Exemption

The Company is relying on the exemption in section 6.1 of MI 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 MI 52-110.

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, 2015. Shareholders may obtain copies of the Company’s financial statements and related MD&A by contacting the Company at Suite 1010, 69 Yonge Street, Toronto, Ontario M5E 1K3 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.

December 21, 2015

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 Canadian Securities Exchange (“**CSE**”) 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 CSE.

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. The price may be the market price less any discounts from the market price allowed by the CSE. 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 CSE, 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 CSE, all options and any shares issued on the exercise of options must be legended with a four month CSE 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”

BY-LAW NO. 2

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Brownstone Energy Inc. (hereinafter called the “Corporation”) as follows:

ADVANCE NOTICE OF NOMINATION OF DIRECTORS

1. General By-law No. 1 of the by-laws of the Corporation is hereby amended by adding thereto, following Section 2 thereof, the following:

“3. Nomination of Directors

Subject only to the *Canada Business Corporations Act* (the “Act”) and the articles of the Corporation, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the Board of Directors may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors, (a) by or at the direction of the Board of Directors or an authorized officer of the Corporation, including pursuant to a notice of meeting, (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition of the shareholders made in accordance with the provisions of the Act or (c) by any person (a “**Nominating Shareholder**”) (i) who, at the close of business on the date of the giving of the notice provided for below in this Section 3 and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and (ii) who complies with the notice procedures set forth below in this Section 3:

- a) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the secretary of the Corporation at the principal executive offices of the Corporation in accordance with this Section 3.
- b) To be timely, a Nominating Shareholder’s notice to the secretary of the Corporation must be made (a) in the case of an annual meeting of shareholders, not less than thirty (30) prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is called for a date that is less than fifty (50) days after the date (the “**Notice Date**”) on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made.
- c) To be in proper written form, a Nominating Shareholder’s notice to the secretary of the Corporation must set forth (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice, and (iv) any other information relating to the person that would be required to be disclosed in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and (b) as to the Nominating

Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Corporation and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below). The Corporation may require any proposed nominee to furnish such other information, including a written consent to act, as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee. Any such additional disclosure, if requested and received by the Corporation, will be made publicly available to shareholders of the Corporation.

- d) No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this Section 3; provided, however, that nothing in this Section 3 shall be deemed to preclude discussion by a shareholder (as distinct from nominating directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The chairperson of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.
- e) For purposes of this Section 3, (i) "public announcement" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and (ii) "Applicable Securities Laws" means the applicable *Securities Act* of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.
- f) Notwithstanding any other provision of the by-laws of the Corporation, notice given to the secretary of the Corporation pursuant to this Section 3 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the secretary at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.
- g) Notwithstanding the foregoing, the Board of Directors may, in its sole discretion, waive any requirement in this Section 3."

2. General By-law No. 1, as amended from time to time, of the by-laws of the Corporation and this by-law shall be read together and shall have effect, so far as practicable, as though all the provisions thereof were contained in one by-law of the Corporation. All terms contained in this by-law which are defined in General By-law No. 1, as amended from time to time, of the by-laws of the Corporation shall, for all purposes hereof, have the meanings given to such terms in the said General By-law No. 1 unless expressly stated otherwise or the context otherwise requires.

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.
- (d) set and pay the compensation for advisors employed by the Committee; and
- (e) 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 Canadian Securities 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.
12. 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 ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel.
10. 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.
11. 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.