BURNSTONE VENTURES INC.
Suite 615, 800 West Pender Street
Vancouver, B.C., V6C 2V6

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON **APRIL 2, 2015**

NOTICE IS HEREBY GIVEN that the **Annual General Meeting** (the "**Meeting**") of Burnstone Ventures Inc. (the "**Company**") will be held at Suite 615, 800 West Pender Street, Vancouver, British Columbia, on Thursday, April 2, 2015 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended March 31, 2014, together with the auditor's report thereon;
2. to fix the number of directors at five and to elect directors to hold office until the next annual general meeting;
3. to re-appoint Adam Sung Kim Ltd., Chartered Accountants as the Company's auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
4. to consider and, if thought fit, pass a resolution approving implementation by the Board of Directors of the Company's 2015 Stock Option Incentive Plan, which is more particularly described in the attached Information Circular at Part 3 – The Business of the Meeting – Approval of the 2015 Stock Option Incentive Plan; and
5. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice are (i) Forms of Proxy or Voting Instruction Form, and (ii) Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only shareholders of record at the close of business on **February 26, 2015**, will be entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed form of proxy indicating your voting instructions. A proxy will not be valid unless it is deposited at the office of Computershare Trust Company of Canada, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 (Fax: (866) 249-7775), not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournments thereof. If you are not a registered shareholder, please refer to the accompanying Information Circular for information on how to vote your shares.

DATED at Vancouver, British Columbia, this **26th** day of **February, 2015**.

BY ORDER OF THE BOARD OF DIRECTORS:

"Douglas Fulcher"
DOUGLAS FULCHER
President

Registered shareholders unable to attend the Meeting are requested to date, sign and return their form of proxy in the enclosed envelope or to vote by telephone or using the internet in accordance with the instructions on the proxy form. If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.