

STANS ENERGY CORP.

205 – 8 King Street East, Toronto, Ontario, M5C 1B5

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (**the “Meeting”**) of the holders of Common Shares of Stans Energy Corp. (**the “Corporation”**) will be held at the Board of Trade, 1 First Canadian Place, Toronto, ON, M5X 1C1 on July 11, 2012, at 1:00 PM (Toronto time) for the following purpose:

- A. To review and consider the financial statements for the fiscal years ended December 31, 2011 and December 31, 2010 and the reports of the auditors thereon;
- B. To elect directors for the ensuing year;
- C. To appoint auditors for the ensuing year and to authorize the Board of Directors to fix the remuneration to be paid to the auditors;
- D. To confirm the Corporation’s Stock Option Plan;
- E. To transact such other business as may properly be brought before the Meeting or any adjournment thereof.

PROXIES ARE BEING SOLICITED BY THE MANAGEMENT OF THE CORPORATION.

All shareholders are entitled to attend and vote at the meeting in person or by proxy. The board of directors requests all shareholders who will not be attending the meeting in person to read, date and sign the accompanying proxy and deliver it to Stans Energy Corp. c/o Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1. Only shareholders of record at the close of business on June 4, 2012 (the Record Date) will be entitled to vote at the meeting.

An Information Circular (**the “Circular”**) and a form of Proxy accompany this notice.

DATED at Toronto, Ontario, as of the 21st day of May, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

“Robert Mackay”

Robert Mackay
Chief Executive Officer and President

NOTE: The directors have fixed the hour of 4:00 o’ clock in the afternoon (Toronto time) on July 9, 2012 before which time the instrument of proxy to be used at the Meeting must be deposited with the Corporation c/o EQUITY FINANCIAL TRUST COMPANY, 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1