

**CORNERSTONE CAPITAL RESOURCES INC.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MAY 27, 2009**

The annual general and special meeting of the shareholders of Cornerstone Capital Resources Inc. will be held at The Johnson GEO Centre, 175 Signal Hill Road, Newfoundland and Labrador on May 27, 2009 at 10:00 am (Newfoundland time) in order to:

1. receive and consider financial statements for the fiscal year ended December 31, 2008;
2. fix the number of directors to be elected at seven;
3. elect the directors;
4. appoint the auditors and to authorize the directors to fix their remuneration;
5. approve a Shareholder Rights Plan;
6. transact such other business as may properly be brought before the Meeting or any adjournment.

The details of the matters proposed are set forth in the Management Information Circular accompanying this notice.

If you are unable to attend the Meeting in person, date and sign the enclosed form of proxy and deposit it with Computershare Trust Company of Canada, 100 University Avenue, 9<sup>th</sup> floor, Toronto, ON M5J 2Y1. In order to be valid and acted upon at the Meeting, the form of proxy must be returned not less than 48 hours before the time for holding the meeting (excluding Saturdays, Sundays and holidays) or any adjournment.

Only shareholders of record at the close of business on April 21, 2009 will be entitled to vote at the Meeting, unless that shareholder has transferred any shares subsequent to that date and the transferee shareholder, not later than 10 days before the Meeting, establishes ownership of the shares and requests that the transferee's name be included on the list of shareholders.

DATED at St. John's Newfoundland and Labrador this April 21<sup>st</sup>, 2009.

By order of the Board of Directors

*"Glen McKay"*

Glen McKay  
Chairman of the Board