



### **NOTICE-AND-ACCESS NOTIFICATION TO BENEFICIAL SHAREHOLDERS**

Birchcliff Energy Ltd. (the “**Corporation**”) is using the notice-and-access model to send meeting materials in respect of its annual and special meeting of shareholders to be held on Thursday, May 10, 2018 (the “**Meeting**”) to its beneficial holders of common shares (“**beneficial shareholders**”). Under notice-and-access, beneficial shareholders still receive a voting instruction form enabling them to vote at the Meeting. However, instead of receiving a paper copy of the meeting materials, beneficial shareholders receive this notification which provides information on how to access the meeting materials electronically. This is more environmentally friendly as it reduces paper use and it also reduces the cost of printing and mailing materials to shareholders.

The Corporation has also elected to use procedures known as “stratification” in relation to its use of notice-and-access. Stratification occurs when a reporting issuer using notice-and-access provides a paper copy of an information circular and, if applicable, a paper copy of financial statements and related management’s discussion and analysis, to some shareholders together with a notice of a meeting of its shareholders. In relation to the Meeting, registered shareholders and those beneficial shareholders with existing instructions on their account to receive paper materials will receive a paper copy of each of: (i) the notice of the Meeting and the information circular dated March 28, 2018 (collectively, the “**Information Circular**”); (ii) a form of proxy or voting instruction form, as applicable; and (iii) the Corporation’s annual financial statements and related management’s discussion and analysis for the most recently completed financial year (collectively, the “**Financial Information**”). Beneficial shareholders without existing instructions on their account to receive paper materials will receive only this notification and a voting instruction form. A paper copy of the Financial Information will also be mailed to those beneficial shareholders who previously requested to receive such paper copies.

### **MEETING DATE, TIME AND LOCATION:**

WHEN: Thursday, May 10, 2018 at 3:00 p.m. (Mountain Daylight Time)

WHERE: McMurray Room  
The Calgary Petroleum Club  
319 – 5<sup>th</sup> Avenue S.W.  
Calgary, Alberta

### **SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:**

**Fixing Number of Directors:** Shareholders will be asked to fix the number of directors of the Corporation to be elected at the Meeting at five (5). Information respecting the fixing of the number of directors may be found in the Information Circular under the heading “*Business of the Meeting – Fixing Number of Directors*”.

**Election of Directors:** Shareholders will be asked to elect the directors of the Corporation. Information respecting the election of the directors may be found in the Information Circular under the heading “*Business of the Meeting – Election of Directors*”.

**Appointment of Auditors:** Shareholders will be asked to appoint KPMG LLP, Chartered Professional Accountants, as the auditors of the Corporation and to authorize the board of directors of the Corporation to fix their remuneration as such. Information respecting the appointment of the auditors may be found in the Information Circular under the heading “*Business of the Meeting – Appointment of Auditors*”.

**Approval of Advance Notice By-Law:** Shareholders will be asked to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the Advance Notice By-Law of the Corporation relating to the advance notice of nominations of directors. Information respecting this resolution may be found in the Information Circular under the heading “*Business of the Meeting – Advance Notice By-Law*”.

**Other Business:** Shareholders may be asked to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof. Information respecting the use of discretionary authority to vote on any such other business may be found in the Information Circular under the headings “*General Proxy and Voting Information – Exercise of Discretion with Respect to Proxies*” and “*Business of the Meeting – Other Business*”.

**BENEFICIAL SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR PRIOR TO VOTING.**

**WEBSITES WHERE THE MEETING MATERIALS AND FINANCIAL INFORMATION ARE POSTED:**

The Information Circular, the form of proxy for use at the Meeting and the Financial Information have been posted and can be viewed online at [www.sedar.com](http://www.sedar.com) and [www.birchcliffenergy.com](http://www.birchcliffenergy.com).

**HOW TO OBTAIN PAPER COPIES OF THE INFORMATION CIRCULAR AND FINANCIAL INFORMATION:**

Beneficial shareholders may request that paper copies of the Information Circular and/or Financial Information be sent to them by postal delivery, at no cost to them, either online at <http://birchcliffenergy.com/contact-us/information-request/> or by telephone at 1-844-261-6401. Such requests may be made up to one year from the date the Information Circular was filed on SEDAR.

In order to receive the Information Circular and/or Financial Information in enough time to review them, requests for paper copies should be received by the Corporation at least ten (10) business days in advance of the proxy deposit date and time set out in the accompanying voting instruction form. If you do request a paper copy of the Information Circular, please note that another voting instruction form will not be sent; please retain the enclosed voting instruction form for voting purposes.

**VOTING:**

Beneficial shareholders are asked to return their voting instructions using one of the following methods at least one (1) business day in advance of the proxy deposit date set out in the accompanying voting instruction form:

INTERNET: [www.proxyvote.com](http://www.proxyvote.com)  
TELEPHONE: 1-800-474-7493 (English)  
1-800-474-7501 (French)  
1-800-454-8683 (U.S. Shareholders)  
FACSIMILE: 1-905-507-7793 (Canadian Shareholders)  
MAIL: Data Processing Centre  
P.O. Box 3700, Stn Industrial Park  
Markham, Ontario L3R 9Z9

**If you have questions about notice-and-access, please call us toll free at 1-844-261-6401.**