



BIRCHCLIFF ENERGY LTD.

NOTICE AND ACCESS NOTIFICATION

**IN RESPECT OF THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, MAY 15, 2014**

Birchcliff Energy Ltd. ("**Birchcliff**" or the "**Corporation**") has elected to use "notice-and-access" under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* ("**Notice-and-Access**") in respect of proxy-related materials sent to beneficial shareholders in connection with the Corporation's annual general and special meeting of shareholders (the "**Meeting**"). Notice-and-Access is a new set of rules developed by the Canadian Securities Administrators that are intended to reduce the volume of material mailed to shareholders by allowing a reporting issuer to post proxy-related materials in respect of a shareholders' meeting online, rather than mailing paper copies.

The Corporation has elected to use procedures known as "stratification" in relation to the use of the Notice-and-Access. Stratification occurs when a reporting issuer using Notice-and-Access provides a paper copy of proxy-related materials to some shareholders but not others.

In relation to Birchcliff's Meeting, all registered shareholders and those beneficial shareholders holding 1,000 or more common shares of the Corporation will receive a paper copy of each of the Notice of Meeting, the Information Circular, the Form of Proxy and the Annual Financial Statements and related Management's Discussion and Analysis. Beneficial shareholders holding less than 1,000 common shares of the Corporation will receive only a Notice-and-Access Notification and the Form of Proxy. A paper copy of the Corporation's Annual Financial Statements and related Management's Discussion and Analysis will also be mailed to those shareholders who previously requested to receive such information.

MEETING DATE AND LOCATION

WHEN: 3:00 pm on Thursday, May 15, 2014
WHERE: McMurray Room
Calgary Petroleum Club
319 – 5th Avenue SW
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 to be elected at the meeting at four. Information respecting the fixing of directors may be found in the Information Circular under "*Business of the Meeting – Fixing Number of Directors*".

Election of Directors: Shareholders will be asked to elect the directors of the Corporation for the ensuing year. Information respecting the election of directors may be found in the Information Circular under "*Business of the Meeting – Election of Directors*".

Appointment of Auditors: Shareholders will be asked to appoint KPMG LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the board to fix their remuneration.

Information respecting the appointment of auditors may be found in the Information Circular under *“Business of the Meeting – Appointment of Auditors”*.

Approval of Unallocated Options: Shareholders will be asked to consider and, if thought advisable, to pass an ordinary resolution of shareholders approving the unallocated options under the Corporation’s stock option plan. Information respecting the approval of unallocated options may be found in the Information Circular under *“Business of the Meeting – Approval of Unallocated Options”*.

Approval of Amendment of the Performance Warrants: Shareholders will be asked to consider and, if thought advisable, to pass an ordinary resolution of shareholders approving an amendment of the outstanding performance warrants of the Corporation to extend their expiry date. Information respecting the proposed extension of the Performance Warrants may be found in the Information Circular under *“Business of the Meeting – Approval of Amendment of the Performance Warrants”*

Other Business: Shareholders may be asked to transact such other business as may properly come before the Meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the Information Circular under *“Business of the Meeting – Other Business”*.

SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.

WEBSITES WHERE MEETING MATERIALS ARE POSTED

The meeting materials can be viewed online at: www.sedar.com and www.birchcliffenergy.com.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Shareholders may request paper copies of the meeting materials be sent to them by mail, at no cost, either online at www.birchcliffenergy.com/request.htm 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 proxy-related materials in enough time to review them, requests for paper copies should be received by the Corporation at least ten business days in advance of the date and time by which votes must be received, as set out in the accompanying voting instruction form.

Those beneficial shareholders with existing instructions on their account to receive paper copies of the proxy-related materials and those beneficial shareholders holding 1,000 or more common shares of the Corporation will receive paper copies.

VOTING

Beneficial shareholders are asked to return their voting instructions by the date and time set out in the accompanying voting instruction form.

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

www.birchcliffenergy.com