



**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
NOTICE-AND-ACCESS NOTIFICATION TO BENEFICIAL SHAREHOLDERS**

Birchcliff Energy Ltd. (“**Birchcliff**”) is using the notice-and-access model to send meeting materials for its annual and special meeting of shareholders to be held on Thursday, May 16, 2019 (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 remaining 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.

MEETING DATE, TIME AND LOCATION:

When: Thursday, May 16, 2019 at 3:00 p.m. (Mountain Daylight Time)

Where: McMurray Room
The Calgary Petroleum Club
319 – 5th 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 Birchcliff to be elected at the Meeting at five. Information respecting the fixing of the number of directors may be found in the notice of the Meeting and information circular dated March 28, 2019 (collectively, 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 Birchcliff. 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 Birchcliff and to authorize the board of directors of Birchcliff 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*”.

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

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 Birchcliff's annual financial statements and related management's discussion and analysis for the most recently completed financial year (collectively, the "Financial Information") have been posted and can be viewed online at www.sedar.com and 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 Birchcliff 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.

Birchcliff has elected to use a procedure known as "stratification". 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 Information Circular; (ii) a form of proxy or voting instruction form, as applicable; and (iii) 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.

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:

	<u>Canadian Beneficial Shareholders</u>	<u>United States Beneficial Shareholders</u>
Internet:	www.proxyvote.com	www.proxyvote.com
Telephone:	1-800-474-7493 (English) 1-800-474-7501 (French)	1-800-454-8683
Facsimile:	1-905-507-7793	N/A
Mail:	Data Processing Centre P.O. Box 3700, Stn Industrial Park Markham, Ontario L3R 9Z9	Proxy Services P.O. Box 9104 Farmingdale, New York 11735-9533

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