

BIRCHCLIFF

ENERGY

MAJORITY VOTING POLICY FOR DIRECTORS

The board of directors (the “**Board**”) of Birchcliff Energy Ltd. (the “**Corporation**”) has unanimously adopted the following policy (the “**Majority Voting Policy**”).

1. This Majority Voting Policy applies only to “uncontested elections” of directors at shareholders’ meetings, meaning elections where the number of nominees for election to the Board is equal to the number of directors to be elected at such meeting of shareholders.
2. In order to be nominated for election as a director of the Corporation, a proposed nominee must agree in writing to comply with the terms of this Majority Voting Policy.
3. At each meeting of shareholders where directors are to be elected:
 - (a) forms of instrument of proxy used for the voting will enable shareholders to vote “for”, or to “withhold” from voting, separately for each nominee;
 - (b) the Chair of the meeting will call for a vote by ballot; and
 - (c) the scrutineers will record with respect to each nominee the number of votes cast “for” and the number of votes “withheld” from voting.
4. If, with respect to any particular nominee, the number of votes “for” the nominee does not exceed the number of votes recorded “withheld” from voting for such nominee (a “**Majority Withheld Vote**”), then:
 - (a) such nominee shall promptly following certification of the shareholder vote, submit to the Board his or her resignation, which shall state that it is effective upon the acceptance thereof by the Board;
 - (b) the nominating committee of the Board (the “**Nominating Committee**”) shall consider any resignation tendered pursuant to this Majority Voting Policy and make a recommendation to the Board as to whether to accept or reject the resignation. In determining whether to recommend acceptance or rejection of such resignation, the Nominating Committee shall consider all circumstances and factors it deems relevant, including without limitation:
 - (i) any stated reasons as to why shareholders withheld votes from the election of such director;
 - (ii) the length of service and the qualifications of the director;
 - (iii) the director’s past contributions to the Corporation;
 - (iv) the director’s attendance at past meetings of the Board or of any committee the director is a member of;
 - (v) the effect such resignation may have on the Corporation’s ability to comply with any applicable laws, rules and policies (regulatory, securities or corporate laws or stock exchange rules);
 - (vi) the dynamics and composition of the existing Board;

- (vii) the number of shares of the Corporation owned by the director; and
 - (viii) the effect such resignation might reasonably be expected to have on any covenants or agreements to which the Corporation or any of its affiliates is a party;
- (c) the Board will consider the Nominating Committee's recommendation within 90 days of the applicable meeting of shareholders. The Board shall accept each resignation tendered in accordance with this Majority Voting Policy absent exceptional circumstances. In considering whether to accept or reject such a resignation, the Board shall exercise its fiduciary duty to act in the best interests of the Corporation and shall consider all circumstances and factors it deems relevant including, without limitation, the factors considered by the Nominating Committee set forth in Section 4(b);
- (d) the Board shall cause a press release to be issued promptly by the Corporation disclosing the Board's determination and if the resignation is not accepted by the Board, the reasons therefor. A copy of such press release will be provided to the Toronto Stock Exchange;
- (e) if a resignation tendered pursuant to this Majority Voting Policy is accepted, subject to any corporate law restrictions, the Board may: (i) leave the resultant vacancy unfilled until the next annual meeting of shareholders; (ii) fill the vacancy through the appointment, in accordance with the articles and by-laws of the Corporation, of a new director whom the Board considers in its sole discretion is an appropriate person for such appointment; or (iii) call a special meeting of shareholders at which there will be presented management nominees to fill the vacant position or positions; and
- (f) if any director who received a Majority Withheld Vote does not tender his or her resignation in accordance with this Majority Voting Policy, he or she shall not be re-nominated by management for election as a director of the Corporation.
5. Except as set forth herein, any director who tenders his or her resignation pursuant to this Majority Voting Policy shall not participate in any meeting of the Nominating Committee or in any meeting of the Board to consider such resignation.
- (a) If a sufficient number of Nominating Committee members receive a Majority Withheld Vote such that the committee no longer has a quorum, then the directors who did not receive a Majority Withheld Vote will appoint a committee of the Board amongst themselves solely for the purpose of considering any tendered resignation(s) in the same manner as set forth in Section 4(b).
 - (b) If a sufficient number of directors receive a Majority Withheld Vote such that the Board no longer has a quorum, then the directors who received a Majority Withheld Vote will be permitted to attend any meeting of the Board at which the Board considers any tendered resignation(s); *provided that*, the directors who received Majority Withheld Votes shall not be permitted to participate in any such meetings unless all of the directors received Majority Withheld Votes, in which case, all directors shall be entitled to participate in any such meetings of the Board.
6. The Board may adopt such procedures as it sees fit to assist in determining the application of this Majority Voting Policy and to assist in its determinations under this Majority Voting Policy.

Approved by the Board of Directors on March 25, 2020.