



**BIRCHCLIFF ENERGY LTD.**

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

**IN RESPECT OF THE ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON THURSDAY, MAY 12, 2016**

Birchcliff Energy Ltd. (the "**Corporation**") has elected to use "notice-and-access" ("**Notice-and-Access**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* for delivery of meeting materials to its shareholders who do not hold common shares of the Corporation ("**Common Shares**") in their own name ("**Beneficial Shareholders**") in connection with the Corporation's annual meeting of shareholders to be held on Thursday, May 12, 2016 (the "**Meeting**"). Notice-and-Access is a set of rules developed by the Canadian Securities Administrators that are intended to reduce the volume of materials 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 also elected to use procedures known as "stratification" in relation to the use of 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 the Meeting, registered shareholders, those Beneficial Shareholders with existing instructions on their account to receive paper materials and those Beneficial Shareholders holding 50,000 or more Common Shares will receive a paper copy of each of: (i) the notice of the Meeting and the information circular dated March 16, 2016 (collectively, the "**Information Circular**"); (ii) a form of proxy or voting instruction form, as applicable; and (iii) the Corporation's Annual Report that contains 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 holding less than 50,000 Common Shares will receive only this Notice-and-Access 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:** 3:00 p.m. (Mountain Daylight Time) on Thursday, May 12, 2016

**WHERE:** Strand/Tivoli Room  
Metropolitan Conference Centre  
333 – 4<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 four (4). 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 for the ensuing year. 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 Accountants, as auditors of the Corporation for the ensuing year and to authorize the board of directors to fix their remuneration. Information respecting the appointment of auditors may be found in the Information Circular under the heading "*Business of the Meeting – Appointment of Auditors*".

**Other Business:** Shareholders may be asked to transact such other business as may properly come 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 “*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 MEETING MATERIALS ARE POSTED**

The Information Circular and the form of proxy for use at the Meeting 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 MEETING MATERIALS**

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 proxy-related materials 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:  | <a href="http://www.proxyvote.com">www.proxyvote.com</a>                                  |
| TELEPHONE: | 1-800-474-7493 (English)<br>1-800-474-7501 (French)<br>1-800-454-8683 (U.S. Shareholders) |
| FACSIMILE: | 1-905-507-7793 (Canadian Shareholders)  |
| MAIL:      | Data Processing Centre<br>P.O. Box 2800 Stn LCD Malton<br>Mississauga, Ontario L5T 2T8    |

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