



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

You are receiving this notification as Cardinal Energy Ltd. ("**Cardinal**") has decided to use the notice and access model for delivery of meeting materials to its beneficial holders ("**Beneficial Shareholders**") of common shares ("**Common Shares**") for the Annual and Special Meeting (the "**Meeting**") of holders of Common Shares which will be held on Thursday, May 16, 2019 at 10:00 a.m. (Calgary time). Beneficial Shareholders will receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of meeting and information circular-proxy statement ("**Information Circular**") and Cardinal's financial statements and related management's discussion and analysis for its most recently completed financial year end ("**Financial Information**"), Beneficial Shareholders will receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will reduce the cost of printing and mailing materials to shareholders.

MEETING DATE AND LOCATION:

WHEN: Thursday, May 16, 2019 at 10:00 a.m. (Calgary time)

WHERE: Room 1
Millennium Tower
440 – 2nd Avenue
S.W. Calgary, Alberta

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

Financial Statements: Although no vote is required, shareholders will receive and consider Cardinal's financial statements as at and for the year ended December 31, 2018, together with the report of the auditors thereon.

Fixing Number of Directors: Shareholders will be asked to fix the number of directors to be elected at the Meeting to five members. Information respecting fixing the number of directors may be found in the "*Fixing the Number of Directors*" section of the Information Circular.

Election of Directors: Shareholders will be asked to elect five directors for the ensuing year. Information respecting the election of directors may be found in the "*Election of Directors*" section of the Information Circular.

Appointment of Auditors: Shareholders will be asked to appoint KPMG LLP as Cardinal's auditors for the ensuing year, and authorize Cardinal's directors to fix their remuneration. Information respecting the appointment of KPMG LLP may be found in the "*Appointment of Auditors*" section of the Information Circular.

Advisory Vote on Executive Compensation: Shareholders will be asked to consider a non-binding advisory resolution on Cardinal's approach to executive compensation. Information respecting this advisory vote may be found in the "*Advisory Vote on Executive Compensation*" section of the Information Circular.

2012 Restricted Bonus Award Incentive Plan: Shareholders will be asked to approve common shares which may be issuable pursuant to unallocated awards under our 2012 Restricted Bonus Incentive Award Plan. Information respecting the amendment may be found in the "*Approval of Unallocated Bonus Awards under our Restricted Bonus Award Incentive Plan*" section of the Information Circular.

Consolidation of Shares: Shareholders will be asked to approve a special resolution to amend Cardinal's Articles of Incorporation to provide that the authorized share capital of the Corporation be altered by consolidating all of the issued and outstanding Common Shares on a two (2) to one (1) basis. Information respecting the consolidation may be found in the "*Approval of a Consolidation of our Common Shares*" section of the Information Circular.

Other Business: Shareholders may be asked to consider other items of business that may be properly brought before the Meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the "*Other Matters*" section of the Information Circular.

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

WEBSITES WHERE MEETING MATERIALS ARE POSTED

Material can be viewed online at www.sedar.com or at the following internet address:

www.cardinalenergy.ca/investors

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Beneficial Shareholders may request that a paper copy of the Information Circular and/or Financial Information be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR by:

- Calling 403-216-2315
- Sending an email to tonyan@cardinalenergy.ca

Requests should be received at least five (5) business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of such date and the date of the Meeting.

In relation to the Meeting, Registered Shareholders will receive a paper copy of the Information Circular, a form of proxy and the Financial Information. Beneficial Shareholders will only receive this notice and a voting instruction form or proxy form except that a paper copy of the Information Circular and the Financial Information will be mailed to those Beneficial Shareholders who previously requested to receive such information.

VOTING:

Beneficial Shareholders are asked to return their proxies using one of the following methods at least twenty-four (24) hours in advance of the proxy deposit date set out in the accompanying proxy or voting instruction form

INTERNET: www.proxyvote.com

TELEPHONE: 1-800-474-7493 (ENGLISH CANADA) OR 1-800-474-7501 (FRENCH CANADA) OR 1-800-454-8683 (US)

OR MAIL: DATA PROCESSING CENTRE
PO BOX 3700 STN INDUSTRIAL PARK
MARKHAM, ON L3R 9Z9

Shareholders with questions about notice and access can call toll free at 1-855-887-2244