



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

You are receiving this notification as SDX Energy Inc. (the “**Corporation**”) has elected to use the notice-and-access provisions adopted by the Canadian Securities Administrators (“**Notice-and-Access**”) for delivery of meeting materials to shareholders who do not hold their common shares in their own name (“**Beneficial Shareholders**”). The Corporation has elected not to use Notice-and-Access to deliver meeting materials to registered shareholders. Pursuant to Notice-and-Access, Beneficial Shareholders will receive this notification and a voting instruction form enabling them to vote at the annual and special meeting of shareholders identified below (the “**Meeting**”). However, instead of a paper copy of the notice of meeting and management information circular dated April 6, 2017 in respect of the Meeting (the “**Information Circular**”), Beneficial Shareholders receive this notice with information on how they may access the Information Circular electronically.

**MEETING DATE AND LOCATION**

<b>WHEN:</b>	Thursday, May 18, 2017 9:00 a.m. (UK time)	<b>WHERE:</b>	Holiday Inn London Oxford Circus Meeting Room 3 57-59 Welbeck Street London, UK
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**SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS**

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2016;
2. to elect the board of directors for the ensuing year;
3. to appoint PricewaterhouseCoopers LLP, Chartered Accountants, United Kingdom, as auditors of the Corporation, at a remuneration to be fixed by the board of directors;
4. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution approving the stock option plan of the Corporation, as set out in the Information Circular; and
5. to transact such other business as may be properly brought before the Meeting or any adjournment or adjournments thereof.

The details of the above matters are set out in the Information Circular under the heading “*Matters to be Acted Upon at the Meeting*”. **Beneficial Shareholders are reminded to review the Information Circular prior to voting.**

**WEBSITE ADDRESSES WHERE MEETING MATERIALS ARE POSTED**

Meeting materials can be viewed online at [www.sedar.com](http://www.sedar.com) or at <http://noticeinsite.tsxtrust.com/SDXEnergyAGSM2017>

## **HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

Beneficial Shareholders may request that a paper copy of the Information Circular 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 1-866-600-5869 or emailing [TMXEInvestorServices@tmx.com](mailto:TMXEInvestorServices@tmx.com).

Requests should be received no later than May 9, 2017 in order to receive a paper copy of the meeting materials in advance of the proxy deposit date set out in the accompanying voting instruction form.

In relation to the Meeting, registered shareholders will receive a paper copy of the Information Circular and a form of proxy whereas Beneficial Shareholders will only receive this Notice-and-Access Notification and a voting instruction form.

## **VOTING**

Beneficial Shareholders are asked to return their voting instructions by following the instructions set forth in the accompanying the voting information form at least one (1) business day in advance of the proxy deposit date set out in such voting instruction form.

## **QUESTIONS**

Beneficial shareholders with questions about Notice-and-Access may call the following toll free number: 1-866-600-5869

**Please Note:** You cannot use this notice to vote. If you do request a paper copy of the Information Circular, you will not receive a new voting instruction form so you should retain the form sent to you in order to vote