



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

You are receiving this notification as Whitecap Resources Inc. ("Whitecap") has decided to use the notice and access model for delivery of meeting materials to its shareholders. Under notice and access, shareholders still receive a proxy or voting instruction form enabling them to vote at the shareholders' meeting. However, instead of a paper copy of the notice of meeting and information circular-proxy statement ("Information Circular") and Whitecap's financial statements and related management's discussion and analysis for its most recently completed financial year end ("Financial Information"), shareholders 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 also will reduce the cost of printing and mailing materials to shareholders.

**MEETING DATE AND LOCATION:**

WHEN: Thursday, April 28, 2016 at 3:00 p.m. (Calgary time)

WHERE: Glenbow Museum Theatre  
130 - 9th Avenue S.E.  
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 Whitecap's financial statements for the year ended December 31, 2015, 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 at seven 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 seven 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 PricewaterhouseCoopers LLP as Whitecap's auditors for the ensuing year, and authorize Whitecap's directors to fix their remuneration. Information respecting the appointment of PricewaterhouseCoopers LLP may be found in the "Appointment of Auditors" section of the Information Circular.

**Reduction of Stated Capital:** Shareholders will be asked to approve a reduction of the stated capital account of our common shares by \$1.8 billion. Information respecting the stated capital reduction may be found in the "Reduction of Stated Capital" section of the Information Circular.

**Approval of Unallocated Incentive Awards under Our Award Incentive Plan:** Shareholders will be asked to approve common shares issuable pursuant to unallocated awards under our award incentive plan for a further three year term. Information respecting this approval may be found in the "Approval of Unallocated Incentive Awards under Our Award Incentive Plan" 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](http://www.sedar.com) or at the following internet address:

**[www.materials.proxyvote.com/96467A](http://www.materials.proxyvote.com/96467A)**

## **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:

- Visiting the following internet address:  
[www.materials.proxyvote.com/96467A](http://www.materials.proxyvote.com/96467A); or
- Calling 1-877-907-7643

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 meeting date.

Whitecap has determined that all registered shareholders will receive a paper copy of the Information Circular 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 proxy or voting instruction form using one of the following methods at least one (1) business day in advance of the proxy deposit date set out in the accompanying proxy or voting instruction form:

INTERNET:	<b><a href="http://www.proxyvote.com">www.proxyvote.com</a></b>
TELEPHONE:	1-800-474-7493 (English) 1-800-474-7501 (French) 1-800-454-8683 (U.S. Shareholders)
FACSIMILE:	905-507-7793
MAIL:	DATA PROCESSING CENTRE PO BOX 2800 STN LCD MALTON MISSISSAUGA ON L5T 2T7

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