

## **BENGAL ENERGY LTD.**

### **Notice of Annual Meeting of the Shareholders**

**TO: THE SHAREHOLDERS OF BENGAL ENERGY LTD.**

TAKE NOTICE that the Annual Meeting (the "**Meeting**") of the shareholders of Bengal Energy Ltd. ("**Bengal**" or the "**Corporation**") will be held in the main floor conference centre of 715 - 5<sup>th</sup> Avenue S.W., Calgary, Alberta on September 20, 2017 at 10:00 a.m. (Calgary time) for the following purposes:

1. To receive and consider the financial statements of the Corporation for the year ended March 31, 2017, the auditors' report thereon and the report of the board of directors of the Corporation;
2. To fix the number of directors to be elected at the Meeting at seven (7);
3. To elect the directors of the Corporation for the ensuing year;
4. To appoint auditors and to authorize the directors to fix their remuneration as such;
5. To transact such other business as may properly be brought before the Meeting or any adjournments thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular which accompanies and forms part of this Notice.

**Shareholders are cautioned that the use of the mail to transmit proxies is at each shareholder's risk.**

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof to the Corporation's transfer agent Computershare Trust Company of Canada ("**Computershare**"): (i) by mail using the enclosed return envelope or an envelope addressed to Computershare, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1; (ii) by hand delivery to Computershare, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1; (iii) by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America); or (iv) a shareholder may vote through the Internet. If a shareholder wishes to vote through the Internet, please go to [www.investorvote.com](http://www.investorvote.com) and follow the instructions. Shareholders will require the 15-digit control number found at the bottom of the proxy form. In order to be valid and acted upon at the Meeting, forms of proxy must be received by Computershare not less than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) before the time of the Meeting or any adjournment or postponement thereof. The time limit for the deposit of proxies may be waived or extended by the Chairman of the Meeting at his discretion without notice.

Please note that if a registered shareholder appoints a proxy holder and submits their voting instructions and subsequently wishes to change their appointment, such registered shareholder may resubmit their proxy and/or voting direction, prior to the deadline noted above. When resubmitting a proxy, the most recently submitted proxy will be recognized as the only valid one, and all previous proxies submitted will be disregarded and considered as revoked, provided that the last proxy is submitted by the deadline noted above.

The board of directors of the Corporation has fixed the record date for the Meeting at the close of business on August 16, 2017 (the "**Record Date**"). Only shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote those shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such shareholder transfers shares after the

Record Date and the transferee of those shares, having produced properly endorsed certificates evidencing such shares or having otherwise established that he or she owns such shares before the Meeting, demands, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such shares at the Meeting.

DATED at Calgary, Alberta, this 22<sup>nd</sup> day of August, 2017.

BY THE ORDER OF THE BOARD OF DIRECTORS

(signed) "*Chayan Chakrabarty*"

Chayan Chakrabarty  
President and Chief Executive Officer