



---

## Notice of Annual General Meeting and Notice of Availability of Proxy Materials

---

You are receiving this notice as a non-registered shareholder of Suncor Energy Inc. ("Suncor"). Suncor has decided to use notice and access to deliver its Management Proxy Circular dated February 26, 2015 (the "Management Proxy Circular") to you by providing you with electronic access to the document, instead of mailing paper copies. You will receive a voting instruction form with this notice so you can vote your shares.

Notice and access is a more environmentally friendly and cost effective way to deliver the Management Proxy Circular, as it will help reduce paper use and also will reduce the cost of printing and mailing materials to shareholders.

---

### Notice is hereby given that an annual general meeting of Suncor will be held:

<b>When:</b> April 30, 2015 10:30 am (Mountain Daylight Time)	<b>Where:</b> Hotel Arts, 119 12 Avenue Southwest, Calgary, AB T2R 0G8
--	---

---

for the following purposes, as further described in the "Business of the Meeting" section of the Management Proxy Circular and other applicable sections listed below:

- i. To receive the consolidated financial statements of Suncor for the year ended December 31, 2014 together with the auditors' report thereon.
- ii. To elect directors of Suncor to hold office until the close of the next annual meeting.
- iii. To appoint auditors of Suncor to hold office until the close of the next annual meeting.
- iv. To vote on the following resolution to confirm amendments to Suncor's By-Law No. 1:  
"RESOLVED as an ordinary resolution of the shareholders of Suncor Energy Inc. (the "Corporation") that:
  1. the amendments to By-Law No.1 of the Corporation, in the form adopted by the Board of Directors of the Corporation on July 30, 2014, be and are hereby confirmed and By-Law No. 1, as amended and attached as Schedule A to the management proxy circular of the Corporation dated February 26, 2015, be and is hereby confirmed as a by-law of the Corporation; and
  2. any officer or director of the Corporation be and is hereby authorized to take such actions as such officer or director may determine to be necessary or advisable to implement the foregoing resolution, such determination to be conclusively evidenced by the taking of any such actions."
- v. To vote on the following resolution to confirm Suncor's Amended and Restated By-Law No. 2:  
"RESOLVED as an ordinary resolution of the shareholders of Suncor Energy Inc. (the "Corporation") that:
  1. the Corporation's Amended and Restated By-Law No. 2, in the form adopted by the Board of Directors of the Corporation on February 5, 2015 and attached as Schedule B to the management proxy circular of the Corporation dated February 26, 2015, be and is hereby confirmed as a by-law of the Corporation; and
  2. any officer or director of the Corporation be and is hereby authorized to take such actions as such officer or director may determine to be necessary or advisable to implement the foregoing resolution, such determination to be conclusively evidenced by the taking of any such actions."
- vi. To consider and, if deemed fit, approve an advisory resolution on Suncor's approach to executive compensation. See also the "Executive Compensation" section of the Management Proxy Circular.
- vii. To transact such other business as may properly be brought before the meeting or any continuation of the meeting after an adjournment or postponement.

---

## **How to Request a Paper Copy of the Management Proxy Circular**

Non-registered shareholders may request to receive a paper copy of the Management Proxy Circular by mail at no cost for up to one year from the date the Management Proxy Circular was filed on SEDAR using the following methods and entering the control number located on the voting instruction form provided to you and following the instructions:

Online at [www.proxyvote.com](http://www.proxyvote.com)

By telephone toll free at 1-877-907-7643

If you do not have a control number, please call toll free at 1-855-887-2243.

If you do request a paper copy, please note that you will not receive another voting instruction form; please retain your current one for voting purposes.

To ensure you receive the paper copy in advance of the voting deadline and meeting date, we estimate that your request must be received no later than **5:00 p.m. Eastern Daylight Time on Tuesday, April 14, 2015**.

Suncor will only provide paper copies of the Management Proxy Circular to shareholders who have standing instructions to receive, or for whom Suncor has otherwise received a request to provide, paper copies of materials.

---

## **Voting**

**PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your shares you must vote using the methods reflected on your enclosed voting instruction form and summarized below:

Internet: [www.proxyvote.com](http://www.proxyvote.com)

Telephone: 1-800-474-7493 (English) or 1-800-474-7501 (French)

Facsimile: 905-507-7793

Mail: Data Processing Centre  
PO Box 2800 Stn LCD Malton  
Mississauga, ON L5T 2T7

Proxies must be received by Suncor by **10:30 am Mountain Daylight Time on Tuesday, April 28, 2015**. As you are a non-registered shareholder, your voting instruction form may provide for an earlier voting deadline in order to process your votes in a timely manner. To ensure your votes are counted you should ensure your voting instruction form is submitted in the timeline provided for on such voting instruction form.

---

## **PLEASE REVIEW THE MANAGEMENT PROXY CIRCULAR PRIOR TO VOTING**

The Management Proxy Circular and other relevant materials are available at:

[www.suncor.com/annual-disclosure](http://www.suncor.com/annual-disclosure) or [www.sedar.com](http://www.sedar.com)

---

Suncor's 2014 annual report and annual financial statements will be delivered to all non-registered shareholders who requested to receive such documents.

---

If you have any questions about notice and access, please call Investor Relations at 1-800-558-9071.