

CYPRESS HILLS RESOURCE CORP.

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

You are receiving this notification as CYPRESS HILLS RESOURCE CORP. (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 form of proxy enabling them to vote at the annual meeting of shareholders identified below (the “**Meeting**”). However, instead of a paper copy of the notice of meeting and management information circular 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

WHEN: June 17, 2016 at 9:30 am (Vancouver time)

WHERE: Suite 1703, 595 Burrard Street
Vancouver, BC V7X 1J1

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

1. To receive and consider the audited financial statements of the Corporation for the year ended December 31, 2015 and the report of the auditors thereon;
2. To fix the number of directors to be elected at the Meeting at four;
3. To elect the board of directors of the Corporation for the ensuing year;
4. To appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year, at a remuneration to be fixed by the board of directors;
5. To consider, and if thought advisable, approve, with or without variation, an ordinary resolution re-approving the Corporation’s stock option plan, the full text of which is set forth in Exhibit “A” of the Management Information Circular (“**Information Circular**”); and
6. To transact such other business as may properly come before the Meeting or any adjournment(s) or postponement 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 or at www.cypresshillsresource.com

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:

E-mail:	Telecopier:	Telephone:	Mail:
lee@earlston.ca	604-681-4692	(+1) 604-689-1428 (collect calls accepted)	Suite 1703, 595 Burrard Street Vancouver, British Columbia V7X 1J1 Attention: Sandra Lee, Corporate Secretary

Requests should be received at least ten (10) 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 and a form of proxy whereas Beneficial Shareholders will only receive this Notice-and-Access Notification and a voting instruction form.

Voting

Shareholders are reminded to review the Circular prior to voting. It is desirable that as many common shares as possible be represented at the Meeting. Shareholders who are unable to attend the Meeting and would like their common shares represented, are requested to complete, date and sign the enclosed Proxy or VIF and return it as soon as possible. To be valid, all Proxies must be returned to Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, Canada. Unregistered shareholders must return their completed VIF's in accordance with the instructions given by their financial institution or other intermediary that sent it to them. Proxies and VIF's must be received no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof.

For Any Questions

Shareholders with questions about Notice-and-Access may contact Cypress Hills Resource Corp. at (604) 689-1428.

DATED as of the 4th day of May, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Ted J. Fostey*"

Ted J. Fostey
President and Chief Executive Officer