



Canadian Natural

CANADIAN NATURAL RESOURCES LIMITED

NOTICE OF THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON THURSDAY, MAY 5, 2022

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the "Meeting") of the Shareholders of Canadian Natural Resources Limited (the "Corporation") will be held on **Thursday, May 5, 2022, at 1:00 p.m.** (MDT) for the following purposes:

1. To receive the Annual Report of the Corporation to the Shareholders, the Consolidated Financial Statements, and the report of the Auditors, for the fiscal year ended December 31, 2021;
2. To elect Directors for the ensuing year;
3. To appoint Auditors for the ensuing year and to authorize the Audit Committee of the Corporation's Board of Directors to fix their remuneration;
4. To consider, and if deemed appropriate, to pass an ordinary resolution approving all unallocated stock options pursuant to the Amended, Compiled and Restated Employee Stock Option Plan of the Corporation as set forth in the Information Circular accompanying this Notice of Meeting;
5. To consider, and if deemed appropriate, to pass an ordinary resolution, on an advisory basis, on the Corporation's approach to executive compensation as described in the Information Circular accompanying this Notice of Meeting; and
6. To transact such other business as may properly be brought before the Meeting or any adjournments thereof.

We are mindful of the unprecedented public health impact of the novel coronavirus (known as COVID-19) and the effects the COVID-19 pandemic have created on our Shareholders, employees, industry partners and other stakeholders, including the communities in which we operate, and the measures mandated or recommended by governments and public health authorities to mitigate risks to human health and safety. The Canadian provincial and federal governments, as well as many municipalities, have implemented restrictions on public gatherings and encouraged social distancing during the pandemic, and the Canadian Securities Administrators have indicated their support for measures taken to mitigate the risk of transmission of this virus. **The Corporation will hold the Meeting in a virtual, audio only, online format conducted by live webcast at: <https://meetnow.global/MAURX7C>. Registered Shareholders and duly appointed proxyholders (as defined in the Information Circular) can attend and participate in the live webcast of the Meeting. The Corporation is utilizing a virtual meeting for the 2022 Meeting to mitigate the health and safety risks posed by COVID-19 and the changing government restrictions on social gatherings as a result thereof. Consistent with the goals of the regulators, stakeholders and others invested in the corporate governance process, the Corporation is utilizing technology to make the Meeting more accessible, regardless of geographic location. The Corporation will consider whether to revert to physical in person meetings for future Shareholder meetings as circumstances permit.**

ANY SHAREHOLDER OF RECORD AT THE CLOSE OF BUSINESS ON MARCH 16, 2022 WILL BE ENTITLED TO RECEIVE NOTICE OF, AND VOTE AT THE MEETING, PROVIDED THAT TO THE EXTENT SUCH A SHAREHOLDER TRANSFERS THE OWNERSHIP OF ANY OF THEIR COMMON SHARES AFTER THE RECORD DATE AND THE TRANSFEREE OF THOSE COMMON SHARES PRODUCES A PROPERLY ENDORSED SHARE CERTIFICATE OR OTHERWISE ESTABLISHES THAT THEY OWN SUCH COMMON SHARES AND DEMANDS NOT LATER THAN 5 DAYS BEFORE THE MEETING THAT THEIR NAME BE INCLUDED ON THE SHAREHOLDERS' LIST, SUCH TRANSFEREE IS ENTITLED TO VOTE SUCH SHARES AT THE MEETING. IF YOU CANNOT ATTEND THE MEETING ONLINE, PLEASE SIGN AND RETURN THE ENCLOSED PROXY FORM IN THE ADDRESSED ENVELOPE PROVIDED.

IN ORDER FOR YOUR PROXY FORM TO BE EFFECTIVE, IT MUST BE DULY COMPLETED AND MUST REACH THE OFFICE OF COMPUTERSHARE TRUST COMPANY OF CANADA, 8TH FLOOR, 100 UNIVERSITY AVENUE, TORONTO, ONTARIO, CANADA M5J 2Y1 AT LEAST 48 HOURS BEFORE THE MEETING, WHICH WILL BE HELD ON THURSDAY, MAY 5, 2022 AT 1:00 P.M. OR 48 HOURS (EXCLUDING NON-BUSINESS DAYS) PRIOR TO THE TIME FIXED FOR THE HOLDING OF ANY POSTPONEMENT OR ADJOURNMENT OF THE MEETING.

Shareholders will not be able to attend the Meeting in person, but will have an opportunity to participate at the Meeting online regardless of their geographic location. Registered Shareholders and duly appointed proxyholders who attend the Meeting online will still have the opportunity to participate and vote their common shares at the Meeting, provided that they follow the instructions in the accompanying Information Circular and remain connected to the internet at all times during the Meeting. Non-registered (beneficial) shareholders who do not appoint themselves as their proxyholder in accordance with the instructions in this Information Circular and provided by their intermediary, will be able to participate as guests at the Meeting but will not be able to vote. Guests will be able to listen to the proceedings of the Meeting but cannot vote. Shareholders that usually vote by proxy ahead of the Meeting will be able to do so in the same manner as previous Shareholder meetings.

The Information Circular of the Corporation accompanying this Notice contains important instructions and details on how to participate at the Meeting and vote your common shares by proxy or online during the Meeting. The specific details of the matters proposed to be put before the Meeting are also set forth in the Information Circular.

Copies of the Annual Report of the Corporation and Consolidated Financial Statements referred to herein are being sent under separate cover if you are a registered holder, or if, as a beneficial Shareholder, you returned the financial statement request card sent with the 2021 proxy solicitation material.

DATED at Calgary, Alberta, this 16th day of March 2022.

BY ORDER OF THE BOARD OF DIRECTORS



PAUL M. MENDES
Vice-President, Legal, General Counsel
and Corporate Secretary