

TAX INSTRUCTION LETTER

To: Former holders of common shares of Angle Energy Inc. ("Angle") who exchanged their common shares of Angle directly with Bellatrix Exploration Ltd. ("BXE") for common shares of BXE and cash on December 11, 2013.

This tax instruction letter is for use by the former holders of common shares of Angle ("**Angle Shares**") who are resident in Canada for tax purposes and who choose to recognize a portion of any capital gain on the exchange of Angle Shares for BXE shares, pursuant to the Offer to Purchase Information Circular dated November 8, 2013. (the "**Circular**"). Those shareholders may make a joint tax election with BXE under subsection 85(1) of the *Income Tax Act* (Canada) (the "Tax Act") or, in the case of an Angle Shareholder that is a partnership, under subsection 85(2) of the Tax Act (in either case, a "**Tax Election**"). A further discussion of the tax consequences of making a Tax Election is contained in the Circular under the heading "*Certain Canadian Federal Income Tax Considerations*". The procedure for making a Tax Election (the "**Tax Election Procedure**") is discussed herein, and in the Circular under the heading "*Resident Holder Receiving Cash and Bellatrix Shares – With Section 85 Election*".

The Bellatrix website contains one copy of Canada Revenue Agency ("**CRA**") Form T2057 and one copy of Form T2058. Form T2058 is to be used in the event that the Angle Shares were held as partnership property, otherwise Form T2057 is to be used. Additional copies of the relevant Tax Election forms may be obtained by contacting the CRA or from their website (<http://www.cra-arc.gc.ca>).

If you download and use the pre-signed Form T2057 or T2058, do not send the completed form to BXE, instead file it with the CRA.

BXE will make a Tax Election only with an Angle Shareholder who is a "**Qualifying Angle Shareholder**". A Qualifying Angle Shareholder is a shareholder who is: (i) a resident of Canada for purposes of the Tax Act, or (ii) a partnership that is a Canadian partnership for the purposes of the Tax Act.

BXE is not required to make a Tax Election with anyone who is not a Qualifying Angle Shareholder.

These instructions are of a general nature only and are not intended to be (nor should they be construed to be) legal or tax advice to any particular Angle Shareholder concerning the Tax Election or the Tax Election Procedure. Further, apart from providing these materials to Angle Shareholders for their convenience, BXE will not provide Angle Shareholders with any advice on making the Tax Election. Accordingly, Angle Shareholders should consult with their own tax advisors for specific advice in respect of whether to make a Tax Election, making the Tax Election and complying with the Tax Election Procedure having regard to their own particular circumstances.

Please review the enclosed forms very carefully and consult your tax advisor as to their proper completion and delivery and any filing deadlines. You are also advised to review Information Circular 76-19R3 and Interpretation Bulletin IT-291R3 issued by the CRA for information in respect of the Tax Election.

PROVINCIAL OR TERRITORIAL ELECTIONS

In order to achieve a deferral of tax in some provinces or territories similar to that resulting from the Tax Election, it may be necessary to file a separate copy of the Tax Election or a separate provincial or territorial tax election analogous to the Tax Election with the taxing authority of such province or territory.

BXE will also make such a provincial or territorial tax election with a Qualifying Angle Shareholder under the same conditions that it is willing to make the Tax Election. Angle Shareholders are entirely responsible for determining whether any such separate federal, provincial or territorial election is applicable and appropriate in their circumstances and (if so) obtaining, completing and forwarding the related forms to BXE for execution by BXE. These completed forms must be received by BXE on or before March 11, 2014 at:

Bellatrix Exploration Ltd.
1920, 800 – 5 Avenue SW
Calgary, AB T2P 3T6
Attention: Manager, Tax

BXE will assume that any representative that signs the Tax Election forms on behalf of a corporation, trust or estate has been duly authorized to do so, and will not take any action to verify the validity of any such authorization. Angle Shareholders that are corporations, trusts or estates should consult their own legal advisors in determining whether such authorization has been properly given.

In order to make a provincial or territorial Tax Election (if applicable), two copies of the applicable Tax Election forms must be signed and properly completed with the necessary information, including the number of Angle Shares transferred, the consideration received therefor and the applicable elected amounts for the purposes of such elections, and must be received by BXE at the address stated above no later than March 11, 2014. BXE will execute all properly completed Tax Election forms submitted to it by a Qualifying Angle Shareholder and will return such Tax Elections by mail to the shareholder, for filing with the appropriate tax authorities, on or before April 11, 2014.

BXE is not required to sign Tax Election forms received after March 11, 2014 and thus any Qualifying Angle Shareholder who does not ensure that BXE has received the completed Tax Election forms, each containing an original signature of the Qualifying Angle Shareholder, on or before March 11, 2014, may not be able to benefit from the provincial or territorial elections.

PROCEDURE FOR COMPLETING PRESCRIBED FORM T2057

The following section illustrates the information required to be provided by a Qualifying Angle Shareholder completing Form T2057. Please consult your advisor on the completion of any additional prescribed forms (such as Form T2058 and any applicable provincial or territorial tax forms).

Note: Do not write the required information on this letter of instructions. The information should be typed or legibly printed on the prescribed forms.

Page 1 of Form T2057

Complete the information in this first box for the Qualifying Angle Shareholder making the election:

Name of taxpayer (transferor) (print)			Social insurance number or Business Number	
Address			Postal code	
Tax year of taxpayer for the period from	Year Month Day	to	Year Month Day	Tax services office

The taxation year for individuals is January 1, 2013 to December 31, 2013.

Complete the information in this box if the Angle Shares are held in joint ownership, otherwise enter "N/A":

Name of co-owner(s), if any (if more than one, attached schedule giving similar details) (print)		Social insurance number
Address		Tax services office
		Postal code

BXE has partially completed the next section as follows:

Name of corporation (transferee) (print)			Business Number	
Bellatrix Exploration Ltd.			896021615	
Address			Postal code	
1920, 800 – 5 th Avenue SW, Calgary, AB			T2P 3T6	
Tax year of taxpayer for the period from	Year Month Day	to	Year Month Day	Tax services office
	2013 01 01		2013 12 11	Calgary, Alberta

Complete the last line of this section by filling in your name and telephone number or, if appropriate, the name and telephone number of your tax advisor:

Name of person to contact for additional information	Area code	Telephone number
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The final section on page 1 of Form T2057 relates to late-filed elections and is only applicable to Qualifying Angle Shareholders whose elections will be filed late.

Page 2 of Form T2057

BXE has completed the answers to the first five questions as follows:

- 1 - Is there a written agreement relating to this transfer?..... Yes No
- 2 - Does a price adjustment clause apply to any of the properties? (See the Interpretation bulletin IT-169 for details)? Yes No
- 3 - Do any persons other than the taxpayer own or control directly or indirectly any shares of any class of the transferee?..... Yes No
- 4 - Does a non-arm's length rollover exist between 2 or more corporations? Yes No
 (a) Have all or substantially all (90% or more) of all the properties of the corporation(s) been transferred to the transferee corporation? Yes No
- 5 - Is the taxpayer a non-resident of Canada? Yes No

Qualifying Angle Shareholders should answer the question 6 and 6(b) based on their particular circumstances:

6 - Are any of the properties transferred capital properties?..... Yes No

Whether the Angle Shares are capital properties to a particular Qualifying Angle Shareholder is a question of fact and law that must be determined by each Qualifying Angle Shareholder based on a consideration of all the relevant facts and circumstances.

If Yes,

- (a) Have they been owned continuously since Valuation-Day (V-Day – December 31, 1971)? Yes No
- (b) Have they been acquired after V-Day in a transaction considered not to be at arm's length? Yes No
- (c) Since V-Day, has the taxpayer or any person from whom shares were acquired in a non-arm's length transaction received any subsection 83(1) dividends for transferred shares? (If yes, provide details of amounts and dates received and attach a schedule) Yes No

Qualifying Angle Shareholders who hold their Angle Shares as capital property and acquired their Angle Shares in an arm's length transaction should check "No" in answer to question 6(b).

BXE has completed the answers to questions 7 and 8 as follows:

- 7 - Is the agreed amount of any of the transferred properties based on an estimate of fair market value on V-Day? Yes No
 - (a) If yes, does a formal documented V-Day value report exist? Yes N/A No
- 8 - Has an election under subsection 26(7) of the *Income Tax Act Application Rules* (Form (T2076) been filed by or on behalf of the taxpayer? Yes No

BXE has completed the final part of this section as follows:

Name of corporation (print)	Business Number	Paid-up capital of shares transferred
N/A		

BXE has partially completed the section titled "Description of shares received" at the bottom of page 2, to indicate that BXE Shares are non-retractable voting common shares with no stated redemption value. Qualifying Angle Shareholders must complete the information in the two blank boxes in this section, as follows:

Number of shares transferor received	Class of shares	Redemption value per share	Paid-up Capital	Voting or non-voting	Are shares retractable?
	Common	N/A	As calculated under s.85(2.1)	Voting	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Enter the number of BXE Shares received by the Qualifying Angle Shareholder on the sale.

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On the top line of this section, BXE has entered the date on which it took up and paid for the Angle Shares:

Date of sale or transfer of all properties listed below:	Year	Month	Day	Note: For properties sold or transferred on different dates, use separate T2057's
	2013	12	11	

If the Angle Shares were capital property of the Qualifying Angle Shareholder, complete the information in each column of this section (within the area designated by the title "Capital Property Excluding Depreciable Property"), according to the instructions referenced as follows:

Property Disposed of			Agreed Amount (cannot be zero) B	Amount to be reported B - A (if greater than 0 see Note 4)	Consideration Received		
Description	Elected Amount Limits				Non-share	Share	Fair Market Value of Total Consideration
	Fair Market Value	A	Description	Number and Class			
(1) Angle Energy Inc. common shares	\$ (2)	\$ (3)	\$ (4)	\$ (5)	(6)	(7) Bellatrix Exploration Ltd. common shares	\$ (8)

- (1) Enter the number of Angle Shares sold.
- (2) Enter the total fair market value of Angle Shares sold, at the time of sale.

While fair market value is a question of fact, we believe that the amount determined using the following formula provides a reasonable estimate of the fair market value of the Angle Shares you exchanged for Bellatrix Shares:

(Number of Bellatrix Shares received x Bellatrix Volume weighted Average Price ("VWAP")) + cash received

The Bellatrix VWAP was \$7.45 on December 10, 2013.

Please note that the amount determined pursuant to the above formula is not binding on you or the CRA.

- (3) Enter the adjusted cost base (or cost amount in the case of inventory) of the Angle Shares.
- (4) Enter the total dollar amount which will be your deemed proceeds on sale of the Angle Shares, subject to the rules described below with respect to calculation of the agreed amount.
- (5) Enter the result of B minus A, if it is greater than \$0.
- (6) Cash received.

- (7) Enter the number of BXE Shares you received and their description as "Bellatrix Exploration Ltd. common shares"
- (8) Enter the total fair market value as at December 11, 2013 of the BXE Shares and cash received. The amount entered here should equal the amount entered in (2) above.

If the Angle Shares were inventory of the Qualifying Angle Shareholder, complete the above information within the area designated by the title "Inventory Excluding Real Property"

Rules with Respect to Calculation of Agreed Amount

Subject to the rules set out below, Qualifying Angle Shareholders who wish to avoid a capital gain must elect an *agreed amount* equal to the adjusted cost base of the Angle Shares (or cost amount, if the Angle Shares are inventory). Qualifying Angle Shareholders who wish to trigger a capital gain should select an agreed amount that is higher than the adjusted cost base. The agreed amount must be determined in accordance with the following rules:

- (1) The *agreed amount* may not be less than the least of: (i) the adjusted cost base (or cost amount, if the Angle Shares are inventory) to the Qualifying Angle Shareholder of the Qualifying Angle Shareholder's Angle Shares sold, determined immediately before the time of the sale, (ii) the fair market value of the Angle Shares at that time; and (iii) the amount of cash received.
- (2) The *agreed amount* may not exceed the fair market value of the Angle Shares at the time of the sale.

Qualifying Angle Shareholders should consult their tax advisors regarding the selection of the agreed amount in respect of their Angle Shares.

The Qualifying Angle Shareholder must sign and date Form T2057 in the last box on page 4 as indicated:

Election and Certification		
The taxpayer and corporation hereby jointly elect under subsection 85(1) in respect of the property specified, and certify that the information given in this election, and in any documents attached, is to the best of their knowledge, correct and complete		
_____ Signature of Transferor or Authorized Officer or Authorized Person*	and	_____ Signature of Authorized Officer of Transferee _____ Date
↑ * attain a copy of an authorizing agreement		↑

Qualifying Angle Shareholder should sign here

An authorized officer of BXE has signed here.

PROCEDURE FOR COMPLETING FORM T2058 AND/OR PROVINCIAL OR TERRITORIAL TAX ELECTION FORMS

Qualifying Angle Shareholders completing Form T2058 and/or any applicable provincial or territorial tax forms (such as TP-518V or TP-529V) may refer to the instructions set out above, although the order of presentation of the information on the other forms may differ from that of Form T2057, and some of the required information may be different.