

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 Name and Address of Company:

Centaurus Energy Inc. (the “Corporation” or “Centaurus”)
c/o 1250, 639 – 5th Avenue SW
Calgary, AB T2P 0M9

ITEM 2 Date of Material Change:

July 14, 2021

ITEM 3 News Release:

The news release was distributed on July 14, 2021 and filed on SEDAR on July 14, 2021.

ITEM 4 Summary of Material Change:

The Corporation filed its annual filings for the year ended December 31, 2020 and announced its 2020 financial results.

ITEM 5 Full Description of Material Change:

The full text of the press release is attached hereto as Schedule “A”.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not Applicable.

ITEM 7 Omitted Information:

Not Applicable.

ITEM 8 Executive Officer:

Further information relating to this Material Change Report may be obtained from:

David Tawil, Chief Executive Officer
email: info@ctaurus.com
phone: (403) 262-1901

ITEM 9 Date of Report:

July 20, 2021

The foregoing accurately discloses the material change referred to in this report.

SCHEDULE “A”

CENTAURUS ENERGY INC. ANNOUNCES 2020 FINANCIAL RESULTS AND OPERATIONAL UPDATE

(All dollar figures are expressed in United States Dollars)

Buenos Aires, Argentina, July 14, 2021 – Centaurus Energy Inc. ("Centaurus" or the "Company") (TSXV: CTA, OTCQB: CTARF) is pleased to announce its financial and operating results for the three and twelve months ended December 31, 2020.

As previously stated in the Company’s press releases dated April 26, 2020, May 4, 2021, and July 8, 2021, the Company was delayed in the filing of its audited annual financial statements, accompanying management discussion and analysis and related CEO and CFO certifications for the year ended December 31, 2020 (the “Annual Filings”) and the Company applied for and was granted, by the Alberta Securities Commission, a management cease trade order in respect of the Company’s delayed Annual Filings (the “MCTO”), which was ultimately extended until July 14, 2021.

SUMMARY FINANCIAL AND OPERATIONAL RESULTS

Selected information is outlined below and should be read in conjunction with Centaurus' audited consolidated financial statements for the three and twelve months ended December 31, 2020 and the associated management's discussion and analysis (“MD&A”) for the year ended December 31, 2020, which are available for review under the Company’s profile at www.sedar.com and on the Company’s website at www.ctaurus.com

	Three months ended		Twelve months ended	
	Dec 31		Dec 31	
	2020	2019	2020	2019
Financial – (\$000s, except per share amounts)				
Oil and gas revenue	6,225	8,083	27,175	32,409
Funds flow from (used in) continuing operations ⁽¹⁾	(5,667)	385	(7,087)	(642)
Per share - basic & diluted ⁽¹⁾	0,00	(0,00)	(0,01)	0,00
Net loss from continuing operations	(14,980)	(18,351)	(38,020)	(23,288)
Per share - basic & diluted ⁽¹⁾	(0,03)	(0,03)	(0,07)	(0,00)
Capital expenditures ⁽³⁾	723	13,505	7,954	25,967
Working capital (deficiency) ⁽¹⁾	(31,567)	(20,444)	(31,567)	(20,444)
EBITDA	(170)	(610)	382	(1,931)
Common shares outstanding - 000s	544,060	544,060	544,060	544,060
Operating				
<i>Average Daily Sales</i>				
Crude oil and Ngl’s – Bbls/d	1,762	1,847	2,042	1,768
Natural gas – Mcf/d	788	1,718	1,086	1,588
Total - Boe /d	1,894	2,134	2,223	2,033
<i>Average Sales Prices</i>				

	Three months ended		Twelve months ended	
	Dec 31		Dec 31	
	2020	2019	2020	2019
Crude oil and Ngl's - \$/Bbl	37.94	45.34	35.30	47.03
Natural gas - \$/Mcf	1.01	2.38	1.99	3.53
Total - \$/Boe	35.98	41.17	33.45	43.67
<i>Operating Netbacks⁽²⁾ - \$/Boe</i>	5.54	1.87	4.96	4.71

(1) This table contains the term "funds flow from continuing operations" and "working capital", which are non-GAAP measures and should not be considered an alternative to, or more meaningful than "cash flows from operating activities" as determined in accordance with International Financial Reporting Standards ("IFRS") as an indicator of the Company's performance. Working capital, funds flow from operations and funds flow from operations per share (basic and diluted) do not have any standardized meanings prescribed by IFRS and may not be comparable with the calculation of similar measures for other entities. Management uses funds flow from continuing operations to analyze operating performance and considers funds flow from continuing operations to be a key measure as it demonstrates the Company's ability to generate the cash necessary to fund future capital investment. The reconciliation between funds flow from continuing operations and cash flows from operating activities can be found in the MD&A. Funds flow from continuing operations per share is calculated using the basic and diluted weighted average number of shares for the period, consistent with the calculations of earnings (loss) per share. Working capital is computed as current assets less current liabilities. Management uses working capital to measure liquidity and to evaluate financial resources.

(2) Operating netback is a non-GAAP measure calculated as the average per boe of the Company's oil and gas sales, less royalties and operating costs.

(3) Includes non-cash additions related to CASE \$969 (three months) and \$8,622 (twelve months).

About Centaurus Energy

Centaurus is an independent upstream oil and gas company with both conventional and unconventional oil and gas operations in Argentina. The Company's shares trade on the TSX Venture Exchange under the symbol CTA and on the OTCQB under the symbol CTARF.

For further information please contact:

David Tawil
 Chief Executive Officer
 email: info@ctaurus.com
 phone: (403) 262-1901

Reader Advisories

Non-GAAP Measurements

The Company utilizes certain measurements that do not have a standardized meaning or definition as prescribed by IFRS and therefore may not be comparable with the calculation of similar measures by other entities, including operating netback, funds flow from continuing operations and working capital. Readers are referred to advisories and further discussion on non-GAAP measurements contained in the Company's MD&A. Operating netback is a non-GAAP measure calculated as the average per boe of the Company's oil and gas sales, less royalties and operating costs. Funds flow from continuing operations per share is calculated using the basic and diluted weighted

average number of shares for the period, consistent with the calculations of earnings (loss) per share. **Working capital is computed as current assets less current liabilities.**

Meaning of Boe

The term "boe" or barrels of oil equivalent may be misleading, particularly if used in isolation. A boe conversion ratio of six thousand cubic feet of natural gas to one barrel of oil equivalent (6 Mcf: 1 bbl) is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Additionally, given that the value ratio based on the current price of crude oil, as compared to natural gas, is significantly different from the energy equivalency of 6:1; utilizing a conversion ratio of 6:1 may be misleading as an indication of value.

Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.