

Form 51-102F3
Material Change Report

1. Name and Address of Company

Journey Energy Inc. (the “**Company**”)
700, 517 – 10th Ave. SW
Calgary, Alberta
T2R 0A8

2. Date of Material Change

October 31, 2022

3. News Release

The news release was disseminated on October 31, 2022 through Cision and subsequently filed on SEDAR.

4. Summary of Material Change

The Company announced that it closed its previously announced acquisition of certain producing oil and natural gas assets (the “**Assets**”) in Alberta from Enerplus Corporation (the “**Vendor**”) pursuant to a purchase and sale agreement among the Vendor, Journey Energy Partnership, a wholly-owned subsidiary of the Company, and the Company for total consideration of \$140 million, prior to closing adjustments (the “**Acquisition**”).

5. Full Description of Material Change

On October 31, 2022, the Company completed the Acquisition for total consideration of \$140 million, comprised of: (i) \$81 million in cash, prior to closing adjustments; (ii) 3,000,000 common shares in the capital of the Company having an aggregate value of \$14,172,300; and (iii) a \$45 million monthly amortizing, interest-bearing loan that the Vendor provided to the Company, secured by certain of the Assets and which must be repaid in full by October 31, 2024.

As part of the closing, Alberta Investment Management Corporation, the Company’s sole term-debt provider, agreed to extend the maturity of its \$23.8 million tranche of term debt that was due on September 30, 2022 to March 31, 2023.

In exchange for consenting to the acquisition, the Company agreed that the future payments of \$5,000,000 for its contingent bank debt will all become due on January 31, 2023, where previously \$2,250,000 was due on January 31, 2023 and \$2,750,000 was due on January 31, 2024.

No shareholder approval of the Company was required to complete the Acquisition.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable.

7. Omitted Information

Not Applicable.

8. Executive Officer

Gerry Gilewicz
Chief Financial Officer
Journey Energy Inc.
700, 517 – 10th Ave SW
Calgary, Alberta
T2R 0A8

Tel: (403) 303-3238

9. Date of Report

November 4, 2022