

**FORM 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

Tenaz Energy Corp. (“**Tenaz**” or the “**Company**”)  
Suite 1100, 605 – 5<sup>th</sup> Avenue SW  
Calgary, Alberta, Canada T2P 3H5

**Item 2 Date of Material Change**

August 10, 2023

**Item 3 News Release**

The press release with respect to the material change referred to in this report was issued by Tenaz and disseminated on August 10, 2023 through the news wire facilities of the CNW Group.

**Item 4 Summary of Material Change**

On August 10, 2023, Tenaz provided a summary of its independent resources report on the resource potential of its Dutch North Sea (“**DNS**”) assets (the “**Resources Report**”), prepared by McDaniel and Associates Consultants Ltd. (“**McDaniel**”) with an effective date of July 1, 2023.

**Item 5 Full Description of Material Change**

*5.1 - Full Description of Material Change*

On August 10, 2023, Tenaz provided a summary of the Resources Report on the resource potential of its DNS assets, prepared by McDaniel.

Further to the integration of assets Tenaz acquired in the DNS, Tenaz engaged McDaniel to independently assess the resource potential of the assets beyond the reserve volumes that Tenaz currently recognizes. The Resource Report showed the potential on Tenaz’s licenses with undeveloped oil and gas discoveries that qualify as contingent resources and exploration upside in the form of prospective resources.

The Resource Report has an effective date of July 1, 2023 and was prepared in accordance with National Instrument 51-101, *Standards of Disclosure for Oil and Gas Activities* (“**NI 51-101**”) and uses the resources and reserves definitions, standards and procedures set forth in the Canadian Oil and Gas Evaluation Handbook (“**COGEH**”). The Resource Report includes contingent and prospective resources attributable to the acquisitions of the Netherlands offshore assets completed on December 20, 2022 and on July 3, 2023.

Contingent resources reflect the undeveloped Rembrandt and Vermeer oil discoveries operated by Wintershall Noordzee B.V. (“**Wintershall**”) and two undeveloped natural gas discoveries on the Neptune Energy Netherlands B.V. (“**Neptune**”) operated licenses. The unrisks low, best, and high estimates for Tenaz’s share of contingent resources are 2.4, 4.3, and 6.9 millions of barrels of oil equivalent (“**mmboe**”) respectively, with a risked mean of 4.5 mmboe. McDaniel conducted an economic analysis of the best estimate case for the contingent resources using the average of the price decks of three independent engineering firms, GLJ

Ltd., Sproule Associates Limited and McDaniel & Associates Consultants Ltd. (the “**Consultant Average Price Forecast**”) at July 1, 2023. The Resource Report indicates after-tax net present values discounted at 10% for the best estimate contingent resources (2C) of \$86.0 million (€58.5 million), using an exchange rate of 1.47 Canadian dollars per euro. Contingent volumes and economic estimates do not reflect any scaling factor for chance of development.

Prospective resources reflect 21 exploration prospects on Tenaz licenses that are operated by Wintershall and Neptune. The unrisks low, best, and high estimates for Tenaz’s share of prospective resources are 8.9, 19.8, and 48.5 mmboc respectively, with a risked mean of 10.2 mmboc after applying chance of discovery on a prospect-by-prospect basis. Prospective volumes do not reflect any scaling factor for chance of development.

In our current position as non-operator, we are unable to guarantee that any of these resource projects will be pursued. Nonetheless, the Resource Report illustrates that there is the potential for investment activity on these blocks beyond the project slate included in our reserve report as of December 31, 2022.

The tables below summarize the volumes and economic values in the Resource Report.

#### Netherlands Summary of Prospective Resources Estimates as at July 1, 2023

Prospect	Type	Working Interest	Company Gross Values <sup>(1)(2)</sup>				Risked Resources Mean <sup>(4)</sup> (mboe)
			Prospective Resources - Unrisked <sup>(3)(7)</sup>				
			Low (P90) <sup>(10)</sup> (mboe)	P50 <sup>(10)</sup> (mboe)	Mean <sup>(10)</sup> (mboe)	High (P10) <sup>(10)</sup> (mboe)	
F10 Block	Crude Oil <sup>(9)</sup>	5.00%	1,425	4,963	8,027	18,028	1,814
F10 Block	Natural Gas	5.00%	1,138	3,033	4,229	8,723	579
F17a Block	Natural Gas	5.00%	373	675	752	1,232	379
L10 Block	Natural Gas	21.43%	2,809	5,428	6,168	10,461	4,158
L11a Block	Natural Gas	21.43%	1,309	2,334	2,563	4,120	1,845
N7b Block	Natural Gas	17.86%	1,849	3,335	3,680	5,903	1,456
<b>Total<sup>(5)(6)(7)(8)</sup></b>			<b>8,902</b>	<b>19,770</b>	<b>25,418</b>	<b>48,467</b>	<b>10,230</b>

(1) Gross values are Company working interest resources.

(2) Based on the July 1, 2023 Consultant Average Price Forecast.

(3) There is no certainty that any portion of the prospective resources will be discovered. If discovered, there is no certainty that it will be economically viable or technically feasible to produce any portion of the resources.

(4) These are partially risked prospective resources that take into account the chance of discovery but not the chance which is defined as the probability of a project being commercially viable. Quantifying the chance of development requires consideration of both economic contingencies and other contingencies such as legal, regulatory, market access, political, social license, internal and external approvals and commitment to project finance and development timing. As many of these factors are extremely difficult to quantify, the chance of development is uncertain and must be used with caution. The chance of development was estimated to be 60 percent for crude oil and 75 percent for natural gas.

Chance of Discovery for the prospects in each block is as follows:

F10 Block (Crude Oil)<sup>(9)</sup> CK1 West (29%), CK2 (20%), CK3 (20%)

F10 Block (Natural Gas) MB1 (15%), MB2 (15%), MB3 (11%)

F17a Block (Natural Gas) CK2 (50%)

L10 Block (Natural Gas) Limonite (72%), Topaz (64%), Malachite (63%), Sapphire (64%), L10-21 (72%)

L11a Block (Natural Gas) Fresnel (72%), Obsidian (72%), L11-2 (2%)

N7b Block (Natural Gas) Snapper (65%), Sole (57%), Crab East (49%), Crab West (49%), Crab East Upper Sloch (29%), Crab West Upper Sloch (29%)

(5) Total based on the arithmetic aggregation of the prospects. Numbers may not add due to rounding.

- (6) The unrisksed total is not representative of the portfolio unrisksed total and is provided to give an indication of the resources range assuming all the prospects are successful.
- (7) Volumes listed are full life volumes, prior to any cutoffs due to economics.
- (8) Based on a Mcf to boe conversion of 6 to 1. A boe conversion of 6 to 1 is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead.
- (9) Crude oil prospects with expected quality consistent with prior discoveries.
- (10) Refer to "Information Regarding Disclosure on Crude Oil and Natural Gas Resources" section included in the "Advisories" section of this material change report.

### Netherlands Summary of Contingent Resources Estimates as at July 1, 2023

Crude Oil <sup>(8)</sup> Property	Working Interest	Company Gross Values <sup>(1)(2)</sup> Contingent Resources - Unrisksed <sup>(3)(4)(6)</sup>			Chance of Discovery <sup>(5)</sup>	Riskeds Resources Mean
		1C <sup>(10)</sup> (mdbl)	2C <sup>(10)</sup> (mdbl)	3C <sup>(10)</sup> (mdbl)		Pre-COD <sup>(5)</sup> (mdbl)
Vermeer	5.00%	323	982	1,902	100%	1,060
Rembrandt	5.00%	1,026	1,482	1,986	100%	1,496
L11-07	21.43%	-	-	-	100%	-
L10-19	21.43%	-	-	-	100%	-
<b>Total Crude Oil<sup>(9)</sup></b>		<b>1,349</b>	<b>2,464</b>	<b>3,888</b>		<b>2,557</b>

Natural Gas Property	Working Interest	Company Gross Values <sup>(1)(2)</sup> Contingent Resources - Unrisksed <sup>(3)(4)(6)</sup>			Chance of Discovery <sup>(5)</sup>	Riskeds Resources Mean
		1C <sup>(10)</sup> (mmcf)	2C <sup>(10)</sup> (mmcf)	3C <sup>(10)</sup> (mmcf)		Pre-COD <sup>(5)</sup> (mmcf)
Vermeer	5.00%	-	-	-	100%	-
Rembrandt	5.00%	-	-	-	100%	-
L11-07	21.43%	3,433	4,905	6,635	100%	4,982
L10-19	21.43%	3,070	6,239	11,635	100%	6,907
<b>Total Natural Gas<sup>(9)</sup></b>		<b>6,502</b>	<b>11,144</b>	<b>18,270</b>		<b>11,889</b>

Total Oil Equivalent <sup>(5)</sup>	Working Interest	Company Gross Values <sup>(1)(2)</sup> Contingent Resources - Unrisksed <sup>(3)(4)(6)</sup>			Chance of Discovery <sup>(5)</sup>	Riskeds Resources Mean
		1C <sup>(10)</sup> (mboe)	2C <sup>(10)</sup> (mboe)	3C <sup>(10)</sup> (mboe)		Pre-COD <sup>(5)</sup> (mboe)
Vermeer	5.00%	323	982	1,902	100%	1,060
Rembrandt	5.00%	1,026	1,482	1,986	100%	1,496
L11-07	21.43%	572	817	1,106	100%	830
L10-19	21.43%	512	1,040	1,939	100%	1,151
<b>Total Oil Equivalent<sup>(9)</sup></b>		<b>2,432</b>	<b>4,322</b>	<b>6,933</b>		<b>4,538</b>

- (1) Gross values are Company working interest resources.
- (2) Based on the July 1, 2023 Consultant Average Price Forecast.
- (3) There is no certainty that it will be commercially viable to produce any portion of the resources.
- (4) Company gross contingent resources are based on the working interest share of the property gross resources.

- (5) These are unrisksed contingent resources that do not take into account the chance of development (COD), which is defined as the probability of a project being commercially viable. Quantifying the chance of development requires consideration of both economic contingencies and other contingencies such as legal, regulatory, market access, political, social license, internal and external approvals and commitment to project finance and development timing. As many of these factors are extremely difficult to quantify, the chance of development is uncertain and must be used with caution. The chance of development was estimated to be 60 percent for crude oil and 75 percent for natural gas.
- (6) These are economic contingent resources and are sub-classified in terms of maturity as development on hold.
- (7) Based on a Mcf to BOE conversion of 6 to 1. A BOE conversion of 6 to 1 is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead.
- (8) Vermeer crude oil is 30° API and Rembrandt crude oil is 23° API.
- (9) Numbers may not add up due to rounding.
- (10) Denotes Contingent - Low estimate (“1C”), Contingent - Best estimate (“2C”) and Contingent – High estimate (“3C”). Also refer to “Information Regarding Disclosure on Crude Oil and Natural Gas Resources” section included in the “Advisories” section of this material change report.

### Netherlands Summary of Net Present Values as at July 1, 2023

Best Estimate Contingent (2C) Resources Total <sup>(3)(4)</sup>	Unrisksed Net Present Value Discounted at <sup>(1)(2)</sup>				
	0% (€000)	5% (€000)	8% (€000)	10% (€000)	15% (€000)
<b>Before Tax Net Present Values</b>					
L11-07 & L10-19 natural gas <sup>(5)</sup>	75,992	56,028	46,982	41,882	31,660
Vermeer & Rembrandt crude oil <sup>(6)</sup>	115,784	62,925	44,177	34,884	18,829
Best Estimate Contingent Resources Total	<b>191,776</b>	<b>118,954</b>	<b>91,159</b>	<b>76,765</b>	<b>50,489</b>
<b>After Tax Net Present Values</b>					
Best Estimate Contingent Resources Total	<b>148,328</b>	<b>91,315</b>	<b>69,696</b>	<b>58,505</b>	<b>38,022</b>

- (1) Based on the July 1, 2023 Consultant Average Price Forecast.
- (2) Numbers may not add due to rounding.
- (3) There is no certainty that it will be commercially viable to produce any portion of the resources.
- (4) These are unrisksed values that do not take into account the chance of development, which is defined as the probability of a project being commercially viable. Quantifying the chance of development requires consideration of both economic contingencies and other contingencies such as legal, regulatory, market access, political, social license, internal and external approvals and commitment to project finance and development timing. As many of these factors are extremely difficult to quantify, the chance of development is uncertain and must be used with caution. The chance of development was estimated to be 60 percent for crude oil and 75 percent for natural gas.
- (5) Gas project development based on the conceptual study of drilling gas production wells from existing infrastructure and producing them under normal reservoir pressure depletion strategy. The projected company expenditure to facilitate commercial production, commencing in 2025, is €52.8 million.
- (6) Oil project development based on the pre-development study of drilling production and water injection wells to implement a waterflood enhanced oil recovery strategy. The projected company expenditure to facilitate commercial production, starting in 2027, is €36.9 million. The crude oil quality for the Vermeer crude oil is 30° API and Rembrandt crude oil is 23° API.

#### 5.2 - Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

#### Item 7 Omitted Information

Not applicable.

**Item 8 Executive Officer**

For further information, please contact Anthony Marino, President and Chief Executive Officer of Tenaz, at 587-330-1983.

**Item 9 Date of Report**

August 18, 2023.

**Advisories****Information Regarding Disclosure on Crude Oil and Natural Gas Resources**

The resources estimates in this material change report are derived from a resource report of Tenaz's Dutch North Sea assets with an effective date of July 1, 2023 prepared by McDaniel, an independent qualified reserves evaluator, in accordance with the COGEH and NI 51-101. The following provides the definitions of the various resource categories used in this material change report as set out in COGEH.

“Contingent resource” and “prospective resource” are not, and should not be confused with, petroleum and natural gas reserves.

Contingent resource is defined in the COGEH as those quantities of petroleum estimated, as of a given date, to be potentially recoverable from known accumulations using established technology or technology under development, but which are not currently considered to be commercially recoverable due to one or more contingencies.

The primary contingencies which currently prevent the classification of the contingent resource as reserves include but are not limited to: preparation of firm development plans, including determination of the specific scope and timing of the project; project sanction; access to capital markets; stakeholder and regulatory approvals; access to required services and field development infrastructure; crude oil and natural gas prices internationally in jurisdictions in which Tenaz operates; demonstration of economic viability; future drilling program and testing results; further reservoir delineation and studies; facility design work; corporate commitment; limitations to development based on adverse topography or other surface restrictions; and the uncertainty regarding marketing and transportation of petroleum from development areas.

All of the contingent resources disclosed in this material change report are classified as development on hold. Development on hold is defined as a contingent resource where there is a reasonable chance of development, but there are major non-technical contingencies to be resolved that are usually beyond the control of the operator.

Prospective resources are defined in the COGEH as those quantities of petroleum estimated, as of a given date, to be potentially recoverable from unknown accumulations by application of future development projects. Prospective resources have both an associated chance of discovery and a chance of development (COD).

Prospective resources are those quantities of petroleum estimated, as of a given date, to be potentially recoverable from undiscovered accumulations by application of future development projects. Prospective resources have two risk components, the chance of discovery and the chance of development. There is no certainty that the prospective resources will be discovered. If discovered, there is no certainty that it will be commercially viable to produce any portion of the prospective resources. Application of any geological and economic chance factor does not equate prospective resources to contingent resources or reserves. Low estimate is considered to be a conservative estimate of the quantity that will actually be recovered. It is likely that the actual remaining quantities recovered will exceed the low estimate. If probabilistic methods are used, there should be at least a 90 percent probability (P90) that the quantities actually recovered will

equal or exceed the low estimate. Best estimate is considered to be the best estimate of the quantity that will actually be recovered. It is equally likely that the actual remaining quantities recovered will be greater or less than the best estimate. If probabilistic methods are used, there should be at least a 50 percent probability (P50) that the quantities actually recovered will equal or exceed the best estimate. High estimate is considered to be an optimistic estimate of the quantity that will actually be recovered. It is unlikely that the actual remaining quantities recovered will exceed the high estimate. If probabilistic methods are used, there should be at least a 10 percent probability (P10) that the quantities actually recovered will equal or exceed the high estimate. Mean estimate is the arithmetic average from the probabilistic assessment. Although the Company has identified prospective resources, there are numerous uncertainties inherent in estimating oil and gas resources, including many factors beyond the Company's control and no assurance can be given that the indicated level of resources or recovery of hydrocarbons will be realized. In general, estimates of recoverable resources are based upon a number of factors and assumptions made as of the date on which the resource estimates were determined, such as geological and engineering estimates which have inherent uncertainties and the assumed effects of regulation by governmental agencies and estimates of future commodity prices and operating costs, all of which may vary considerably from actual results. There are several significant negative factors relating to the prospective resource estimate which include (i) structural events that are well defined seismically and are low risk, however, reservoir quality, seal, hydrocarbon migration and associated hydrocarbon column estimates are more at risk than the former, (ii) well costs are very high due to the exploratory nature of the initial group of wells, (iii) due to limited infrastructure proximate to the prospects, gas discoveries may be stranded for some time until infrastructure is in place, which may take some time due to the remoteness of the prospects and costs associated with same, and (iv) other factors which are not within the control of the Company.

There is no certainty that any portion of the prospective resources will be discovered. There is no certainty that it will be commercially viable to produce any portion of the contingent resources or prospective resources or that Tenaz will produce any portion of the volumes currently classified as contingent resources or prospective resources. All contingent resources and prospective resources evaluated by McDaniel were deemed economic at the effective date of July 1, 2023. The estimates of contingent resources and prospective resources involve implied assessment, based on certain estimates and assumptions, that the resources described exist in the quantities predicted or estimated and that the resources can be profitably produced in the future. The risked net present value of the future net revenue from the contingent resources and prospective resources does not represent the fair market value. Actual contingent resources and prospective resources (and any volumes that may be reclassified as reserves) and future production therefrom may be greater than or less than the estimates provided herein.

The resource estimates are estimates only and there is no guarantee that the estimated resources will be recovered.

### *Barrels of Oil Equivalent*

The term barrels of oil equivalent ("boe") may be misleading, particularly if used in isolation. Per boe amounts have been calculated by using the conversion ratio of six thousand cubic feet (6 mcf) of natural gas to one barrel (1 bbl) of crude oil. The boe conversion ratio of 6 mcf to 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. Given that the value ratio based on the current price of crude oil as compared to natural gas is significantly different from the energy equivalent of 6:1, utilizing a conversion on a 6:1 basis may be misleading as an indication of value.

### *Forward-looking Information and Statements*

This material change report contains certain forward-looking information and statements within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "budget", "forecast", "guidance", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "could", "believe", "plans", "potential", "intends", "strategy" and similar expressions are intended to

identify forward-looking information or statements. In particular, but without limiting the foregoing, this material change report contains forward-looking information and statements pertaining to: the potential for investment activity on license blocks beyond the project slate included in our reserve report as of December 31, 2022 and statements regarding whether the resource projects will be pursued. In addition, statements related to “resources” are deemed to be forward-looking information as they involve the implied assessment, based on certain estimates and assumptions, that the resources can be discovered and profitably produced in the future.

The forward-looking information and statements contained in this material change report reflect several material factors and expectations and assumptions of the Company including, without limitation: the continued performance of the Company’s oil and gas properties in a manner consistent with its past experiences; that the Company will continue to conduct its operations in a manner consistent with past operations; expectations regarding future development; the general continuance of current industry conditions; the continuance of existing (and in certain circumstances, the implementation of proposed) tax, royalty and regulatory regimes; expectations regarding future acquisition opportunities; the accuracy of the estimates of the Company’s reserves and resource volumes; certain commodity price, interest rate, inflation and other cost assumptions; the continued availability of oilfield services; and the continued availability of adequate debt and equity financing and cash flow from operations to fund its planned expenditures. The Company believes the material factors, expectations and assumptions reflected in the forward-looking information and statements are reasonable, but no assurance can be given that these factors, expectations, and assumptions will prove to be correct.

The forward-looking information and statements included in this material change report are not guarantees of future performance and should not be unduly relied upon. Such information and statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information or statements including, without limitation: changes in commodity prices; changes in the demand for or supply of the Company’s products; unanticipated operating results or production declines; changes in tax or environmental laws, royalty rates or other regulatory matters; changes in development plans of the Company or by third party operators of the Company’s properties, increased debt levels or debt service requirements; inaccurate estimation of the Company’s oil and gas reserve volumes; limited, unfavorable or a lack of access to capital markets; increased costs; a lack of adequate insurance coverage; the impact of competitors; and certain other risks detailed from time to time in the Company’s public documents.

The forward-looking information and statements contained in this material change report speak only as of the date of this material change report, and the Company does not assume any obligation to publicly update or revise them to reflect new events or circumstances, except as may be required pursuant to applicable laws.