

October 19, 2023

VIA SEDAR

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Government of Newfoundland and Labrador Financial Services Regulation Division
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Prince Edward Island Securities Office

Dear Sirs/Mesdames:

Re: Final Short Form Prospectus of Criterium Energy Ltd. (the "Issuer")

We refer to the final short form prospectus (the "**Prospectus**") of the Issuer dated October 19, 2023 relating to the qualification of up to 60,910,000 Subscription Receipts (as defined in the Prospectus).

We consent to being named in the introductory section of the Prospectus and under the heading "*Certain Canadian Federal Income Tax Considerations*" in the Prospectus.

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are within our knowledge as a result of the services performed by us.

This is a consent contemplated by section 10.1 of National Instrument 41-101, and to the extent permitted by law we disclaim any liability beyond the statutory liability provisions of Canadian securities legislation applicable to the prospectus

Yours very truly,

Signed "McLeod Law LLP"

McLeod Law LLP