



October 19, 2023

VIA SEDAR

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

Dear Sirs/Mesdames:

Re: **Criterion Energy Ltd.** (the “**Issuer**”)
Final Short Form Prospectus

We refer to the final short form prospectus of the Issuer dated October 19, 2023 (the “**Prospectus**”). In the Prospectus, reference is made to the name of this firm on the cover page and under the heading “*Interest of Experts*” and to the name and opinions of this firm under the heading “*Certain Canadian Federal Income Tax Considerations*” and “*Eligibility for Investment*”. We hereby consent to being named in the Prospectus, to the inclusion of the reference to the opinions of this firm in the Prospectus and to the use of our opinions in the Prospectus.

We also confirm that we have read the Prospectus and that we have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are derived from our opinions referred to above or that are within our knowledge as a result of the services we have performed to render such opinions.

Yours very truly,

“*McCarthy Tétrault LLP*”