

BUSINESS ACQUISITION REPORT

Item 1 - Identity of Company

1.1 *Name and Address of Company*

Sintana Energy Inc. (the "Company")
82 Richmond Street East
Suite 201
Toronto, Ontario
M5C 1P1

1.2 *Executive Officer*

Keith Spickelmier, Chairman
(713) 248-5981

Item 2 - Details of Acquisition

2.1 *Nature of Business Acquired*

The Company completed the acquisition (the "Acquisition") of 49% of the outstanding shares of Inter Oil (Pty) Ltd. ("Inter Oil") from Grisham Assets Corp. ("Grisham"). Inter Oil indirectly holds a strategic portfolio of offshore petroleum exploration license interests as well as an indirect 30% interest in a 90% indirect interest in onshore Block 1918B, all located in Namibia.

2.2 *Acquisition Date*

March 8, 2022.

2.3 *Consideration*

Prior to the completion of the Acquisition, the Company closed a marketed public offering (the "Offering") pursuant to which it issued an aggregate of 88,550,000 units (the "Units") of the Company, at a price of \$0.15 per Unit, to raise aggregate gross proceeds of \$13,282,500 (including full exercise of an over-allotment option). The Offering was effected pursuant to a final short form prospectus of the Company dated February 24, 2022. Each Unit consisted of one common share of the Company (each a "Common Share") and one Common Share purchase warrant (each a "Warrant"). Each Warrant entitles the holder thereof to acquire one Common Share for an exercise price of \$0.25 until March 8, 2024.

Consideration for the Acquisition consisted of an aggregate of 34,933,333 Common Shares and a cash payment in the amount of US\$4,000,000 (the "Cash Payment"), in connection with which the Company had previously paid a deposit in the amount of US\$500,000. The balance of the Cash Payment was funded by the Company at closing

out of the net proceeds of the Offering. Mr. Knowledge Katti was appointed as a director of the Company in connection with the Acquisition.

2.4 *Effect on Financial Position*

The Company has no plans or proposals for material changes in its business affairs or the affairs of the acquired business at the present time.

2.5 *Prior Valuations*

Not applicable.

2.6 *Parties to Transaction*

The Acquisition was completed pursuant to a purchase and sale agreement dated September 13, 2021 between the Company, Inter Oil, Grisham and Custos Energy (Pty) Ltd., as amended. The Acquisition was an arm's length transaction and did not involve any informed person, associate or affiliate of the Company.

2.7 *Date of Report*

May 24, 2022.

Item 3 - Financial Statements and Other Information

Pursuant to Section 8.6 of National Instrument 51-102, the Company is exempt from the requirement to include financial statements of the acquired business in this Report on the basis of the following:

- (a) the Acquisition is of an equity investee;
- (b) (i) set forth below is a summary of the consolidated annual financial statements of Inter Oil and its subsidiaries for its two most recently completed fiscal years preceding the completion of the Acquisition:

	As at February 28, 2022 (Namibia dollars)	As at February 28, 2021 (Namibia dollars)
Non-current Assets	16,530	51,500
Current Assets	77,700	112,739
Total Assets	94,230	164,239
Equity	(468,283)	(591,787)
Current Liabilities	562,513	756,026
	For the year ended February 28, 2022	For the year ended February 28, 2021
Revenue	2,385,663	860,342
Total Comprehensive Loss	123,504	(227,838)

- (ii) the Company acquired 49% of the issued and outstanding shares of Inter Oil pursuant to the Acquisition;
- (c) the financial information provided under paragraph 3(b)(i) above for the most recently completed fiscal year of Inter Oil has been derived from audited consolidated financial statements of Inter Oil and its subsidiaries for the fiscal year ended February 28, 2022; and
- (d) the audit opinion with respect to the financial statements referred to 3(c) was issued without a reservation.