

FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

1. Name and Address of Company

New Stratus Energy Inc. (“**New Stratus**” or the “**Company**”)
2400, 333 7 Ave SW,
Calgary, Alberta T2P 2Z1

2. Date of Material Change

June 3, 2024

3. News Release

A press release with respect to the material change referred to in this report was disseminated through Newsfile Corp. on June 3, 2024 and subsequently filed on SEDAR+.

4. Summary of Material Change

New Stratus approved a normal course issuer bid (the “**Bid**”), to be transacted through the facilities of the TSX Venture Exchange (the “**Exchange**”). The Bid is intended to commence on June 6, 2024 and will end on June 5, 2025, unless earlier completed or terminated by New Stratus. Under the Bid, New Stratus may acquire up to an aggregate of 6,256,788 common shares in the capital of the Company (the “**Common Shares**”) over a 12-month period, representing approximately 5% of the 125,135,778 Common Shares issued and outstanding as of May 28, 2024.

5. Full Description of Material Change

5.1 Full Description of Material Change

New Stratus has approved the Bid, to be transacted through the facilities of the Exchange. The Bid is intended to commence on June 6, 2024 and will end on June 5, 2025, unless earlier completed or terminated by New Stratus. Under the Bid, New Stratus may acquire up to an aggregate of 6,256,788 Common Shares over a 12-month period, representing approximately 5% of the Common Shares issued and outstanding as of May 28, 2024. As at May 28, 2024, there were 125,135,778 Common Shares issued and outstanding.

Paradigm Capital Inc. (“**Paradigm**”) will conduct the Bid on behalf of the Company. Purchases subject to this Bid will be carried out pursuant to open market transactions through the facilities of the Exchange by Paradigm on behalf of the Company in accordance with applicable regulatory requirements. The price paid for the Common Shares will be, subject to pricing rules contained in securities laws, the prevailing market price of such Common Shares on the Exchange at the time of such purchase. The Company intends to fund the purchases out of available cash. All Common Shares purchased under the Bid will be returned to treasury and cancelled.

In connection with the Bid, New Stratus has entered into an automatic share repurchase plan with Paradigm dated June 6, 2024 pursuant to which Paradigm will purchase Common Shares under the Bid for cancellation.

The actual number of Common Shares purchased, the timing of purchases and the price at which the Common Shares are bought will depend upon future market conditions, and upon potential alternative uses for New Stratus's cash resources.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information

None.

8. Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Mario Miranda
Chief Financial Officer
mmiranda@newstratus.energy
(416) 363-4900

9. Date of Report

June 4, 2024