

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

**Item 1            Name and Address of Company**

Tidewater Midstream and Infrastructure Ltd. (the “**Corporation**”)  
Suite 900, 222 3<sup>rd</sup> Ave SW  
Calgary, AB T2P 0B4

**Item 2            Date of Material Change**

December 22, 2023

**Item 3            News Release**

A news release disclosing the material change was filed on SEDAR+ and issued through the news wire services of Cision on December 22, 2023 and would have been received by the securities commissions where the Corporation is a reporting issuer in the normal course of dissemination.

**Item 4            Summary of Material Change**

On December 22, 2023, the Corporation closed its previously announced Transaction (as hereinafter defined). As consideration for the Transaction, the Corporation received cash proceeds of \$325 million and approximately 12.47 million AltaGas Shares (as hereinafter defined), for aggregate total consideration of approximately \$665 million.

Concurrent with the closing of the Transaction, the Corporation entered into the Credit Facilities (as hereinafter defined). The Credit Facilities will provide the Corporation with the financial flexibility to support its ongoing base business, while providing enhanced liquidity to support profitable growth initiatives.

**Item 5.1         Full Description of Material Change**

On December 22, 2023, the Corporation closed the previously announced sale of its Pipestone natural gas plant, Pipestone expansion project and Dimsdale natural gas storage facility to AltaGas Ltd. (“**AltaGas**”) (collectively the “**Transaction**”). As consideration for the Transaction, the Corporation received cash proceeds of \$325 million and approximately 12.47 million common shares of AltaGas (“**AltaGas Shares**”) for aggregate total consideration of approximately \$665 million, based on the closing price of the AltaGas Shares on the Toronto Stock Exchange on the day before closing.

Concurrent with the closing of the Transaction, the Corporation entered into credit facilities with a syndicate of domestic and global banks totaling an aggregate amount of \$375 million (the “**Credit Facilities**”). The Credit Facilities will provide the Corporation with the financial flexibility to support its ongoing base business, while providing enhanced liquidity to support profitable growth initiatives.

The Corporation will use the net proceeds from the Transaction for general corporate purposes, including the repayment of amounts on its senior credit facility, which will provide an immediate improvement to the Corporation's leverage profile and a reduction to cash interest costs.

**Item 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 Brian Newmarch, Chief Financial Officer, by email at [bnewmarch@tidewatermidstream.com](mailto:bnewmarch@tidewatermidstream.com) or by telephone at 587-315-8368.

**Item 9 Date of Report**

December 29, 2023

**Advisory and Caution Regarding Forward-Looking Information**

Certain statements contained in this material change report constitute forward-looking statements and forward-looking information (collectively referred to herein as, "**forward-looking statements**") within the meaning of applicable Canadian securities laws. Such forward-looking statements relate to future events, conditions or future financial performance of the Corporation based on future economic conditions and courses of action. All statements other than statements of historical fact may be forward-looking statements. Such forward-looking statements are often, but not always, identified by the use of any words such as "seek", "anticipate", "budget", "plan", "continue", "forecast", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe", "will likely result", "are expected to", "will continue", "is anticipated", "believes", "estimated", "intends", "plans", "projection", "outlook" and similar expressions. These statements involve known and unknown risks, assumptions, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Corporation believes the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this material change report should not be unduly relied upon.

In particular, this material change report contains forward-looking statements pertaining to but not limited to the following: the expected use of the net proceeds of the Transaction; the repayment of amounts under the Corporation's senior credit facility providing an immediate reduction to the Corporation's cash interest costs; and the Credit Facilities providing the Corporation with the

financial flexibility to support its ongoing base business, while providing enhanced liquidity to support profitable growth initiatives.

Although the forward-looking statements contained in this material change report are based upon assumptions which management of the Corporation believes to be reasonable, the Corporation cannot assure investors that actual results will be consistent with these forward-looking statements. With respect to forward-looking statements contained in this material change report, the Corporation has made assumptions regarding, but not limited to: management's estimates and expectations in relation to future economic and business conditions and other factors in relation to the Transaction; and current business and economic trends.

The Corporation's actual results could differ materially from those anticipated in the forward-looking statements, as a result of numerous known and unknown risks and uncertainties and other factors including but not limited to a failure to realize the anticipated benefits of the Transaction. Readers are cautioned that the foregoing list of important factors is not exhaustive, and they should not unduly rely on the forward-looking statements included in this material change report. Additional information on other factors which could affect the Corporation's operations or financial results are included under the heading "Risk Factors" in the Corporation's annual information for the year ended December 31, 2022, which can be accessed either on the Corporation's website at [www.tidewatermidstream.com](http://www.tidewatermidstream.com) or under the Corporation's SEDAR+ profile on [www.sedarplus.ca](http://www.sedarplus.ca).

The Corporation does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by applicable securities law. All forward-looking statements contained in this material change report are expressly qualified by this cautionary statement.