

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

NG Energy International Corp. (the “**Company**”)
595 Burrard Street, Suite 3123
Vancouver, British Columbia V7X 1J1

2. Date of Material Changes

November 30, 2022.

3. News Release

Press releases disclosing the material change were released by the Company on October 21, 2022, October 25, 2022, November 21, 2022 and December 1, 2022 through the facilities of Cision PR Newswire and subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR).

4. Summary of Material Changes

On November 30, 2022, the Company completed its non-brokered private placement offering (the “**Private Placement**”), pursuant to which it issued approximately 35,000 senior secured convertible debenture units of the Company (“**Debenture Units**”) at a price of C\$1,000 per Debenture Unit (the “**Offering Price**”) for aggregate gross proceeds of C\$35,000,000.

Each Debenture Unit consisted of (i) one 10% senior secured convertible debenture with a principal amount of \$1,000, convertible into common shares of the Company (each, a “**Common Share**”) at a conversion price of C\$0.90 per Common Share (the “**Conversion Price**”) and maturing November 30, 2025 (the “**Maturity Date**”); and (ii) 1,000 common share purchase warrants of the Company (each, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one Common Share at a price of C\$1.08 per share until November 30, 2025.

5. Full Description of Material Change

On November 30, 2022, the Company completed the Private Placement, pursuant to which it issued approximately 35,000 Debenture Units at the Offering Price for aggregate gross proceeds of C\$35,000,000.

Each Debenture Unit consisted of (i) one 10% senior secured convertible debenture with a principal amount of \$1,000, convertible into Common Shares at the Conversion Price and maturing on the Maturity Date; and (ii) 1,000 Warrants. Each Warrant entitles the holder thereof to purchase one Common Share at a price of C\$1.08 per share until November 30, 2025.

In connection with a Change of Control or a Take out Financing (as such terms are defined in the indenture governing the senior secured debentures), a holder of a debenture shall, in its sole discretion, have the right to: (i) require the Company to, purchase each debenture at a price of 110% of the principal amount thereof plus any and all interest that would otherwise be payable to the holder from the time of redemption until the Maturity Date, all payable in cash or (ii) (I) exercise their conversion rights in respect of the principal amount of each debenture at the Conversion Price and (II) require the Company to pay a 25% cash premium for such debenture plus any and all interest that would otherwise be payable to the holder from the time of redemption until the Maturity Date, all payable in cash.

The Company will utilize the net proceeds from the Private Placement to complete the Brujo-1x well, followed by the Hechicero-1x well, before the end of the year, which will provide the funds to allow the Company to complete phase 1 of its exploration program at Sinu-9; the remaining proceeds will be used for working capital.

Certain related parties of the Company (the “**Insider Placees**”) subscribed for 5,350 Debenture Units in the Private Placement. The Insider Placees entered into subscription agreements with the Company that contain customary terms and are in the same form as the subscription agreements entered into by other subscribers under the Private Placement.

The private placement of Debenture Units to related parties (as such term is defined in Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”)) is exempt from the formal valuation and minority approval requirements of MI 61-101 and TSXV Policy 5.9 by the application of sections 5.5(a) and (b) and 5.7(1)(a) of MI 61-101 because the Common Shares trade on the TSX Venture Exchange and the directors have determined that the fair market value of the consideration for the transaction, insofar as it involves interested parties (as defined in MI 61-101), is less than 25% of the Company’s market capitalization as calculated for purposes of MI 61-101. No new insiders were created, nor has there been any change of control of the Company, as a result of the closing of the Private Placement.

A material change report as contemplated by the related party transaction requirements under MI 61-101 was not filed more than 21 days prior to the expected closing of the Private Placement. The Company considers this to be reasonable in the circumstances as the details of the participation in the Private Placement by the Insider Placees were not determined until shortly prior to the closing of the Private Placement and the Company wished to close the Private Placement on November 30, 2022, for business reasons.

A resolution of the board of directors approving the Private Placement was passed in accordance with the *Business Corporations Act* (British Columbia). No special committee was established in connection with the Private Placement and no materially contrary view or abstention was expressed or made by any director.

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

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer

For further information, please contact Serafino Iacono, Chief Executive Officer of the Company, at (604) 609-6110.

9. Date of Report

This report is dated at Toronto, this 2nd day of December, 2022.