

## FORM 62-103F1

### **REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS**

#### **Item 1 – Security and Reporting Issuer**

**1.1** *State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

This report relates to the common shares ("**Common Shares**") of Greenfire Resources Ltd. ("**Greenfire**").

The name and address of the head office of Greenfire is:

Greenfire Resources Ltd.  
Suite 1900, 205 – 5th Avenue SW  
Calgary, Alberta T2P 2V7

**1.2** *State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

Not applicable. The transactions described herein did not occur through any stock exchange or other securities market.

#### **Item 2 – Identity of the Acquiror**

**2.1** *State the name and address of the acquiror.*

Waterous Energy Fund Management Corp. (the "**WEF Manager**"), in its capacity as manager of Waterous Energy Fund III (Canadian) LP, Waterous Energy Fund III (US) LP, Waterous Energy Fund III (International) LP, Waterous Energy Fund III (Canadian FI) LP and Waterous Energy Fund III (International FI) LP (collectively, the "**WEF LPs**").

The address of the head office of the WEF Manager and each of the WEF LPs is:

Suite 600, 301 – 8th Avenue SW  
Calgary, Alberta T2P 1C5

The WEF Manager is a corporation existing under the laws of the Province of Alberta. The principal business carried on by the WEF Manager and the WEF LPs is that of an energy private equity firm.

- 2.2 *State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

On November 12, 2025, the WEF Manager announced that it had purchased an aggregate of 8,703,479 Common Shares through private transactions (the "**Transactions**").

- 2.3 *State the names of any joint actors.*

Under applicable securities laws, the WEF Manager, the WEF LPs, and the general partners of each of the WEF LPs (the "**WEF General Partners**"), being specifically: WEF III GP (Canadian) Corp. (as the general partner of Waterous Energy Fund III (Canadian) LP); WEF III GP (US) Corp. (as the general partner of Waterous Energy Fund III (US) LP); WEF III GP (International) Corp. (as the general partner of Waterous Energy Fund III (International) LP); WEF III GP (Canadian FI) Corp. (as the general partner of Waterous Energy Fund III (Canadian FI) LP); and WEF III GP (International FI) Corp. (as the general partner of Waterous Energy Fund III (International FI) LP), may be considered to be acting jointly or in concert with each other.

For the purposes of this report, any reference to "**WEF**" means, collectively, the WEF LPs, the WEF General Partners and the WEF Manager.

### **Item 3 – Interest in Securities of the Reporting Issuer**

- 3.1 *State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.*

Pursuant to the Transactions, WEF purchased an aggregate of 8,703,479 Common Shares (the "**Purchased Shares**"). The Purchased Shares represent approximately 12.4% of the issued and outstanding Common Shares.

- 3.2 *State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.*

WEF acquired ownership of the securities that triggered the requirement to file this report.

- 3.3 *If the transaction involved a securities lending arrangement, state that fact.*

Not applicable.

- 3.4 ***State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.***

Immediately prior to completion of the Transactions, WEF owned 39,300,278 Common Shares, representing approximately 55.9% of the issued and outstanding Common Shares, and 2,654,179 Common Share purchase warrants of Greenfire ("**Warrants**"). Immediately after completion of the Transactions, WEF owns 48,003,757 Common Shares and 2,654,179 Warrants, representing approximately 68.3% of the issued and outstanding Common Shares on an undiluted basis.

- 3.5 ***State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which***

- (a) ***the acquiror, either alone or together with any joint actors, has ownership and control,***

See Items 3.1 and 3.4.

- (b) ***the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and***

Not applicable.

- (c) ***the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.***

Not applicable.

- 3.6 ***If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.***

Not applicable.

- 3.7 *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

Not applicable.

- 3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not applicable.

#### **Item 4 – Consideration Paid**

- 4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

The Purchased Shares were acquired for cash consideration of C\$6.55 per Purchased Share, representing an aggregate purchase price of C\$57,007,787.45.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

See Item 4.1 above.

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

Not applicable.

#### **Item 5 – Purpose of the Transaction**

*State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:*

- (a) *the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;*

- (b) *a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;*
- (c) *a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;*
- (d) *a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;*
- (e) *a material change in the present capitalization or dividend policy of the reporting issuer;*
- (f) *a material change in the reporting issuer's business or corporate structure;*
- (g) *a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;*
- (h) *a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*
- (i) *the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;*
- (j) *a solicitation of proxies from securityholders;*
- (k) *an action similar to any of those enumerated above.*

On November 5, 2025, Greenfire launched a rights offering of its Common Shares for gross proceeds of approximately C\$300 million (the "**Rights Offering**"). In connection with the Rights Offering, the WEF LPs entered into a standby purchase agreement with Greenfire, pursuant to which the WEF LPs have agreed, subject to certain terms and conditions, to exercise their basic subscription privilege in full and will, on a proportionate basis to each of the WEF LP's Common Share holdings, purchase all of the Common Shares that are not otherwise subscribed for and purchased under the Rights Offering by holders of rights so that the maximum number of Common Shares issuable under the Rights Offering will be issued and purchased (the "**Standby Commitment**"). The Rights Offering and the Standby Commitment are more particularly described in Greenfire's rights offering notice and rights offering circular, each dated November 5, 2025, which are available on Greenfire's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

In addition to the foregoing, WEF intends to review its investment in Greenfire on a continuing basis and depending upon various factors, including without limitation, the price and availability of Greenfire's securities, subsequent developments affecting Greenfire, its business and prospects, other investment and business opportunities available to WEF, general industry and economic conditions, the securities markets in general, tax considerations and other factors deemed relevant by WEF, WEF may (i) change its beneficial ownership of Common Shares, whether through transactions effected in the open market, by privately negotiated agreements, or otherwise, or (ii) consider or propose, develop plans or take action which relate to or would result in, one or more of the actions described in subparagraphs (a) - (k) above.

**Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

*Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.*

Not applicable.

**Item 7 – Change in Material Fact**

*If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.*

Not applicable.

**Item 8 – Exemption**

*If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.*

Not applicable. The Transactions are not subject to securities legislation applicable to formal bids as each of the sellers of the Purchased Shares are not located, and the offers to acquire securities pursuant to the Transactions were not made to any party located, in any province or territory of Canada.

Notwithstanding the foregoing, the Transactions are intended to be consistent with an exempt take-over bid pursuant to the private agreement exemption as set out in section 4.2 of National Instrument 62-104 – *Takeover Bids and Issuer Bids*.

*[Remainder of page intentionally left blank]*

**Item 9 –Certification Certificate**

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: November 13, 2025

**WATEROUS ENERGY FUND MANAGEMENT CORP.**  
in its capacity as manager of each of the WEF LPs

(signed) "Adam Waterous"

Name: Adam Waterous

Title: President