Criterium Energy Announces Restructured Transformative Acquisition of Mont D'Or Petroleum Ltd. and C$15.3 Million Financing, Led by a Strategic Investor

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September 22, 2023 - Calgary, Alberta - **Criterium Energy Ltd. ("Criterium" or the "Company") (TSXV: CEQ)**, an independent upstream energy development and production company focused in Southeast Asia, is pleased to announce the restructuring of the acquisition of all the issued and outstanding shares of Mont D'Or Petroleum Limited ("**MOPL**") and proposed amendment to the sale and purchase agreement ("**SPA**").

Concurrently, the Company is also pleased to announce a C$15.3 million financing (the "**Financing**") led by Research Capital Corporation. The Financing consists of:

- an underwritten offering of 48,182,000 equity subscription receipts of the Company (the "**Equity Subscription Receipts**") at a price of C$0.11 per Equity Subscription Receipt for gross proceeds of approximately C$5.3 million by way of a short form prospectus in which the Company has today filed and been receipted for (the "**Public Offering**"). The Company will enter into an underwriting agreement with Research Capital Corporation as the sole underwriter and sole bookrunner (the "**Underwriter**") for the Public Offering. Each Equity Subscription Receipt will entitle the holder thereof to receive, without payment of any additional consideration and with no further action on the part of the holder thereof, one unit of the Company (a "**Unit**") upon satisfaction of certain Escrow Release Conditions (as defined below) prior to the Escrow Release Deadline (as defined below). Each Unit will consist of one Common Share in the capital of the Company (a "**Common Share**") and one common share purchase warrant (each, a "**Warrant**"). Each Warrant will entitle the holder to purchase one Common Share (a "**Warrant Share**") at an exercise price of C$0.14 per Warrant Share until the date that is 60 months following the satisfaction or waiver of the Escrow Release Conditions;

- a convertible loan in the principal amount of C$10 million ("**Convertible Loan**").

If the Over-Allotment Option (as defined herein) and the Convertible Loan Option (as defined herein) is exercised in full for the Convertible Loan and Public Offering, the Company will receive aggregate gross proceeds of approximately C$17.6 million (US$12.8 million).

The Financing is anchored by a strategic investor (the "**Strategic Investor**") participating for an aggregate of C$12.5 million, including the entirety of the C$10.0 million Convertible Loan and C$2.5 million in the Public Offering. Certain directors, officers and employees of the Company have provided indication of interests to participate in the Public Offering alongside other investors. It is anticipated that the Strategic Investor would hold approximately 17.06% of the issued and outstanding Common Shares and 43.32% on a fully diluted basis.

Acquisition Highlights

- **Stable production base and cash flow with material near term, low-risk upside:** MOPL holds 100% operating working interests in two production sharing contracts ("**PSC**") in Indonesia. The Tungkal PSC located onshore South Sumatra and the West Salawati PSC located in Southwest Papua collectively produce 1,050 bbl/d of oil, contain aggregate 2P Reserves of 4.7 MMbbl[1] and have been independently valued at US$58 million (C$79.5 million) NPV10 after tax[1].

- **Establishes Criterium as an operator in the Southeast Asia region:** Foundation for organic growth and asset consolidation. The Acquisition delivers on Criterium's strategy of consolidating a balanced portfolio of low-risk producing assets with tangible reinvestment opportunities in the form of production optimization, infill drilling, and step-out developments.

- **Favourable acquisition metrics:** The purchase price of US$26.5 million deliver the following metrics: Per flowing barrel: $25,300/boepd, Reserves: $5.6/2P bbl, Reserves and Resource: $2.5/2P+2C boe, EBITDA multiple 1.0x 2024 estimate of net operating income.

- **Organic growth opportunities that can be realized within cashflow:**
    - **Immediate production optimization resulting in 2-3x production growth:** Identified work-over and infill drilling campaign commencing subsequent to the closing of the Acquisition provides expected production of 1,400 to 1,600 bbl/d in Q1 2024. Additional workover and drilling campaign in mid-2024 is expected to increase total production to 2,200 to 2,600 bbl/d and generate US$24 million to US$30 million (C$33 million to C$41 million) EBITDA in 2024[2] all within free cash flow.
    - **Gas monetization resulting in approximately 10 MMscf/d (1,600 boe/d):** Criterium intends to monetize and convert to reserves Tungkal's 20 bcf[1] of 2C Contingent Resource. Gas production of up to 10 MMscf/d (1,600 boe/d) is anticipated to be under contract by 2025 (management estimate).
    - **High impact, low-cost, exploration:** Total Prospective Resources of 29 MMboe[1], most notably contained in the Berkas (17 bcf + 6 MMbbl) and Cerah (26 bcf + 7 MMbbl) prospects which are near both oil and gas transportation infrastructure provide low-cost and quick transition from discovery to production. Management intends to confirm the prospectivity within the MOPL portfolio.
- **Strong cash position:** Upon closing of the Acquisition, the Company will have a cash balance of approximately US$8.2 million (C$11.2 million) after partial repayment of debt with certain MOPL's existing lenders (to reduce the total debt balance outstanding following completion of the Acquisition).
- **Strategic shareholder:** Upon closing of the Acquisition and satisfaction of certain escrow release conditions, the Strategic Investor will own approximately 50.1% of the common shares of the Company ("**Common Shares**"), on a fully diluted basis, which includes the assumed conversion of the Convertible Loan and the exercise of the Warrants (as defined herein) in the future.
- **Assumption of favourable debt:** Favourable weighted average interest rate of 7.95%. By the end of 2024, the debt to cash flow ratio is expected to decrease to less than 0.75x. Acquiring MOPL in consideration of assuming US$25.5 million of outstanding debt which Criterium will be reducing to US$15.8 million following the closing of the Acquisition through cash payments (US$4.8 million) and conversion to equity (US$2.5 million Common Shares at closing of the Acquisition and US$2.4 million converted in 2025[3]).

Robin Auld, Chief Executive Officer of Criterium Energy

"Mont D'Or is a foundational acquisition for Criterium and establishes our Company as a reputable operator in Indonesia and Southeast Asia. By acquiring MOPL we integrate a seasoned team which safely operates 1,050 bbl/d that generates a stable and scalable cash flow base which we intend to grow rapidly. With the recently announced Tungkal PSC extension to 2042, we intend to execute annual drilling programs to fully realize MOPL's potential to deliver long-term sustainable production growth within cashflow while executing on accretive value catalysts.

The restructured acquisition will solidify our balance sheet while providing us with the ability to execute our workover and drilling campaign, resulting in production growth and value creation for our shareholders all realized within free cash flow. The financing arrangements we announce today provide flexibility to execute our ambitious growth programs within MOPL and future acquisitions in the region. We have the experienced team needed to capture these opportunities and deliver significant value for our shareholders."

Acquisition

The Company will purchase all outstanding and issued shares of MOPL under the terms of the SPA. As set forth in the SPA, Criterium has committed to the following payments and issuance of securities upon closing:

(1) a nominal fee of US$1 payable to the current MOPL Shareholders (the "**Sellers**"),
(2) issuance of Common Shares equivalent to US$1 million to Tourmalet Holdings Ltd. ("**Tourmalet**")[3],
(3) a cash payment of US$4.8 million to MOPL to be distributed to current MOPL lenders,
(4) issuance of Common Shares and/or convertible notes equivalent to US$5.25 million to select MOPL lenders[3],
(5) working capital injection into MOPL of approximately US$7.2 million, and
(6) current MOPL shareholders, including Tourmalet, receive contingency payments upon certain price and production thresholds[4].

Financing Details

The Company has entered into a letter of intent and the Company intends to enter into a loan agreement prior to the closing of the Acquisition (the "**Loan Agreement**") in connection with the Convertible Loan pursuant to which the Strategic Investor will agree to advance C$10,000,000 in principal amount to the Company. In addition, the Company will issue to the Strategic Investor 62,500,000 Warrants (the "**Loan Warrants**"). The Convertible Loan will be issued on or before the closing of the Acquisition and is subject to a number of conditions, including the closing of the Public Offering and the approval of the TSX Venture Exchange ("**TSXV**").

The Convertible Loan shall bear interest at a rate of 14.75% per annum from the date of issue, accrued daily and payable monthly in cash. The principal amount of the Convertible Loan shall be convertible, for no additional consideration, into Common Shares at the option of the holder at any time prior to the close of business on the third business day preceding the date that is 60 months from the date following the satisfaction or waiver of the Escrow Release Conditions (the "**Maturity Date**") at a conversion price equal to C$0.16 per Common Share, subject to customary adjustments.

The Convertible Loan will be subordinated in right of payment of principal and interest to all senior obligations of the Company. The Convertible Loan will be secured by a general charge over the Company's assets. The outstanding principal amount of the Convertible Loan will be repaid in full on the Maturity Date in cash. On and following the date that is the second anniversary of the satisfaction of the Escrow Release Conditions, the Company shall have the right to partially or fully repay the outstanding principal amount of the Convertible Loan in cash at a premium of 14.75% to the outstanding principal amount at the time of repayment, plus any unpaid accrued interest, by giving 30-days written notice to the Strategic Investor.

The Company intends to use the net proceeds from the Financing for: (i) drilling activities in 2023/2024 to ramp up oil production focused on the Tungkal PSC; (ii) planning associated with the Tungkal PSC gas monetization tie-in project; and (iii) repaying a portion of debt with certain MOPL's existing lenders in connection with the Acquisition in order to reduce the total debt.

The Company has granted the Strategic Investor an option, exercisable in whole or in part, at the sole discretion of the Strategic Investor, to increase the principal amount of the Convertible Loan by up to an additional 15% (the "**Convertible Loan Option**"). In addition, the Company has granted the Underwriter an option, exercisable in whole or in part, at the sole discretion of the Underwriter to purchase from the Company up to an additional 15% of the Equity Subscription Receipts sold under the Public Offering, at any time, from time to time, for a period of 30 days from and including the closing of the Public Offering, on the same terms and conditions of the Public Offering to cover over-allotments, if any, and for market stabilization purposes in the Public Offering (the "**Over-Allotment Option**").

Upon closing of the Public Offering, the net proceeds will be placed in escrow (the "**Escrowed Proceeds**") with an escrow agent ("**Escrow Agent**") and will be released to the Company (together with the interest thereon) upon satisfaction of certain escrow release conditions ("**Escrow Release Conditions**") and the Underwriter receiving a certificate from the Company prior to the Termination Time (as defined below) to the effect that:

(a) the completion, satisfaction or waiver of all conditions precedent to the Acquisition in accordance with the SPA (save and except for those conditions precedent which are contingent upon and/or will be completed, satisfied or waived concurrent with or as part of the closing of the Acquisition (the "**Concurrent Conditions Precedent**"), provided that the Chief Executive Officer of the Company (or such other officers as may be acceptable to the Underwriter, acting reasonably) has certified to the Underwriter that, to the best of his information, knowledge or belief, no event, circumstance or condition exists which could reasonably be expected to result in any of the Concurrent Conditions Precedent not being completed, satisfied or waived concurrent with or as part of the closing of the Acquisition; it being understood and agreed that certain of the Concurrent Conditions Precedent may be completed or satisfied pursuant to the giving and acceptance of solicitors' undertakings, as applicable, to the satisfaction of the Underwriter, acting reasonably;

(b) the receipt of all required shareholder and regulatory approvals, including, without limitation, the conditional approval of the TSXV for the Acquisition;

(c) the Strategic Investor having completed due diligence on the Company, in its sole discretion, and is satisfactory;

(d) the Company obtaining shareholder approval for the Strategic Investor to become a "control person" of the Company;

(e) the issuance of the Convertible Loan and the Loan Warrants on before the closing of the Acquisition;

(f) the representations and warranties of the Company contained in the underwriting agreement to be entered into in connection with the Public Offering being true and accurate in all material respects, as if made on and as of the escrow release date; and

(g) the Company and the Underwriter having delivered a joint notice and direction to the Escrow Agent, confirming that the conditions set forth in (a) to (f) above have been met or waived.

If (i) the Escrow Release Conditions are not satisfied or waived on or prior to 5:00 p.m. (Toronto time) on the date that is 90 days following the closing of the Public Offering (or such later date as the Underwriter may consent in writing); (ii) the Acquisition is terminated in accordance with its terms; or (iii) the Company has advised the Underwriter or the public that it does not intend to proceed with the Acquisition (in each case, the earliest of such times being the "**Termination Time**"), the Company will be responsible to refund the gross proceeds of the Public Offering (including the amount of the Underwriter's commission and the Underwriter's expenses) without penalty or deduction to the subscribers of the Offering, such that it would be the Company's responsibility to return the full amount of the gross proceeds of the Public Offering to the holders of Equity Subscription Receipts, together with such holders' pro rata portion of the interest earned thereon, if any.

The Public Offering is expected to close on or about the week of October 2, 2023, or such other date as the Company and the Underwriter may agree. Closing of the Public Offering is subject to customary closing conditions, including, but not limited to, the receipt of all necessary regulatory approvals, including the approval of the securities regulatory authorities and the TSXV.

The Convertible Loan and Warrants issuable pursuant to the Convertible Loan will be subject to a statutory hold period lasting four months and one day following the closing of the Convertible Loan pursuant to Canadian securities laws. The Equity Subscription Receipts will be offered by way of a short form prospectus to be filed in each of the provinces of Canada (other than Québec) and may be offered in the United States on a private placement basis pursuant to an appropriate exemption from the registration requirements under applicable U.S. law, and outside of Canada and the United States on a private placement or equivalent basis. The preliminary short form prospectus is available on SEDAR at www.sedarplus.ca.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of securities in the United States. The securities have not been and will not be registered under the U.S. Securities Act or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Overview of the Tungkal PSC

MOPL holds a 100% working interest in the Tungkal PSC which covers an area of 2,285 km^2 and contains the Mengoepeh and Pematang Lantih oil fields that collectively produce 1,030 bbl/d and contain 4.6 MMbbl 2P Reserves as of December 31, 2022[1]. MOPL secured an extension to the PSC to August 2042 and the extension is in the form of the Gross Split PSC which has a favourable contractor take and income tax rate of 40% on net profits. Under the new PSC term MOPL has committed to execute firm work commitments over the next 5 years which include G&G studies, seismic acquisition and two exploration wells.

Mengoepeh Field

There are 12 wells that produce 430 bbl/d[1]. As of December 31, 2022, the Mengoepeh field has produced 4.7 MMbbl, an estimated 6% recovery factor[5]. Criterium recognizes additional potential above 2P estimates which only equate to an 11% ultimate recovery and intends to focus its efforts on workovers of bypassed pay, infill drilling, and secondary recovery techniques. Acting immediately, Criterium intends to drill 3-4 wells in Q4 2023/Q1 2024 and commence an annual drilling program thereafter.

Pematang Lantih Field

There are 12 wells that produce 600 bbl/d[1]. As of December 31, 2022 the field had produced 1.8 MMbbl, representing an estimated 10% recovery factor[6]. As with Mengoepeh, Criterium recognizes significant potential above current 2P estimates which result in an additional ultimate recovery of 19%[5]. Criterium has identified potential upside in converting former producing wells into water injectors to increase ultimate recovery from the relatively simple faulted anticline structure.

West Salawati PSC

MOPL holds a 100% operated working interest in the West Salawati PSC located onshore Salawati Island covering an area of 970 km^2 and containing the Balladewa-A ("BLL-A") oil field which currently produces approximately 20 bbl/d[1] from one well. The West Salawati PSC is a cost recovery PSC that expires in 2033. MOPL has outstanding work commitments which include two exploration wells to be drilled prior to 2026.

Prospect Inventory

West Salawati contains mature prospects in both the onshore and offshore areas of the PSC. The BLL Cluster located onshore has well-pads prepared for drilling and, if successful, production can be handled at the BLL production facility which is located 1 km away and has fluid capacity in excess of 5,000 bpd. The offshore area of the PSC contains 15 prospects/leads and Criterium intends to conduct a detailed prospect and lead review and ranking in Q4 2023/Q1 2024.

Reserves and Resources

Summary of Mont D'or Petroleum Reserves as of December 31, 2022[1]

Category	Light/Medium Oil Property Gross (MMbbl)	After Tax Net Present Value discounted at 10% (US$ million/C$ million)
Total Proved (1P)	2.29	$11 / C$15
Total Proved + Probable (2P)	4.67	$58 / C$75
Total Proved + Probable + Possible (3P)	7.71	$112 / C$145

Sustainability and Human Capital

How we achieve results is important, and our strategy is underpinned by our commitment to support growing economies and communities by responsibly producing and developing reliable energy. Through the Acquisition, Criterium will gain over 50 new team members and contractors that are aligned with our values and have demonstrated a commitment to creating a positive impact within the communities they work and live. A key element of the transition will be the integration of environmental, social, and governance initiatives, including discussing how best to track and record Scope 1 and 2 emissions from our operations, continuing the strong commitment MOPL has to community engagement, and preparing annual ESTMA reports.

Management Team & Directors

Datuk Brian Anderson *Non-Executive Chairman*	Mr. Anderson brings to Criterium Energy five decades of operating experience including 16 years in Asia Pacific. He has led large multi-disciplinary operations and successfully executed safe growth strategies in developing markets. He is the former Chair for the Shell Companies in Northeast Asia, and prior to that he was the Chair for Shell Nigeria where he was responsible for managing over 1 million bbl/d of oil production and 6.4 MTPA of LNG export. Within Asia Pacific, Mr. Anderson previously held the roles of Managing Director for Shell's E&P companies in Malaysia and was GM Development for Woodside Petroleum in Australia. After retiring from Shell, amongst other activities, he was a Director at TSX-listed Addax Petroleum Ltd., acquired by Sinopec International Petroleum Exploration and Production Corporation for $8.27 billion. He holds a BSc. in Metalliferous Mining Engineering and an MSc in Petroleum Reservoir Engineering.
Michèle Stanners *Non-Executive Director*	Ms. Stanners is a strategic advisor and results-orientated board member bringing corporate governance, audit and financial oversight for TSX listed, private and not for profit entities. She has held executive leadership roles, including business and policy development with extensive experience working with Indigenous peoples. Ms. Stanners holds a Masters in Theological Studies from Harvard University and an MBA and Law Degree from the University of Alberta and is an active member of the International Women's Forum and past board member for Softrock Minerals (TSX-V) from 2015-2022 and Mount Royal University from 2017 – 2020.
David Dunlop *Non-Executive Director*	Mr. Dunlop is currently Senior Manager, Controller of the Transmission Business Unit at Pembina Pipeline. His prior roles include VP Finance at Veresen Inc and VP Controller

	and VP Planning and Process Improvement at Talisman Energy. Mr. Dunlop has a comprehensive understanding of financial controls and procedures required for a listed Canadian international energy company operating in Southeast Asia. Further, he has successfully led global finance teams through business acquisitions and integrations. Mr. Dunlop is a Chartered Accountant (CA), a Certified Financial Analyst (CFA) charter holder, and holds an MBA from Kellogg Schulich School of Business along with an ICD.D designation from the Institute of Corporate Directors.
Robin Auld *Chief Executive Officer and Director*	Mr. Auld is the founder of Criterium Group and for over 20 years has specialized in leading organizations through mission-critical initiatives and periods of transformational change. Mr. Auld will apply decades of strategic advisory and capital market experience to execute Criterium Energy's strategy and maintain the access to capital necessary to realize the company's objectives. His energy experience is rooted in strategic, commercial, and operational advisory services to several of Canada's largest upstream and midstream companies including three years with Talisman Energy Asia Pacific. He holds an Engineering degree from the Royal Military College of Canada, an MBA from Queen's University and is a registered engineer with APEGA. Mr. Auld is former Chairman & CEO of North American Gem (TSX-V) & former CTO of TransAKT (TSX-V).
Matthew Klukas *Chief Operating Officer*	Mr. Klukas has worked Asia Pacific upstream energy since his career began as a Geophysicist in 2008 with Talisman Energy. Since then, he has held technical, business development, asset management and operational roles within the energy sector in ASEAN and Canada with large multinational companies, junior transitional energy companies, and power generators. Within Criterium Energy, he will bring asset specific knowledge and leadership to the Company's operations and strong relationships in ASEAN. Mr. Klukas holds a BSc. in Geophysics from the University of Alberta, an MBA from University of Calgary and is a registered geoscientist with APEGA.
Dr. Henry Groen *Chief Financial Officer*	Dr. Groen is the former VP and Deputy General Manager for Talisman Vietnam and Truong Song Joint Operating Company, and Assistant General Manager for Talisman Asia Ltd. He has held various managerial and financial roles in ASEAN and brings a first-hand understanding of the financial and accounting controls required for a Canadian company operating in ASEAN. He holds a doctorate in business administration from the University of Newcastle, New South Wales, with a thesis based on Corporate Social Responsibility within the energy sector in ASEAN and an MBA from Athabasca University. He is a Chartered Professional Accountant (CMA).
Hendra Jaya *President, Director, Indonesia*	Mr. Jaya is the former President Director for PT Pertamina Gas, President Director of PT Nusantara Regas, and General Manager for JOB Pertamina-Medco Tomori. After a distinguished 30-year career with Pertamina, he will now be responsible for Criterium Energy's operations in Indonesia, which will benefit from his strong leadership and technical skills as it relates to managing multi-disciplinary and multi-national teams in both onshore and offshore operating environments. Mr. Jaya holds a BEng. in Mining Engineering from the Bandung Institute of Technology, an MBA from Prasetiya Mulya Business School, and completed the Stanford School of Business Leadership and Development Program.
Andrew Spitzer *VP, Corporate Development*	Mr. Spitzer has 15 years of progressive oil and gas experience beginning his career at Talisman Energy. He has held roles in asset operations, business development and corporate planning teams leading Talisman/Repsol as the Manager of North American Special Projects with a focus on opportunities to improve natural gas margins throughout the value chain. He has led teams responsible for capital budgeting, reserves/impairment valuations, process implementations and strategic planning across North America. Mr. Spitzer holds a B. Comm in Finance from the University of Calgary.

Additions to Board of Directors

Upon satisfaction of the Escrow Release Conditions, the Strategic Investor will be entitled to nominate one representative to be appointed to the Board of Directors of the Company (the "**Board**") and subsequently have two nominees stand for election to the Board at the next annual meeting of the shareholders of the Company. In the event that its nominees are not duly elected to the Board, the Board shall appoint one nominee or a replacement to such nominee designated by the Strategic Investor as an additional director of the Company.

Approvals and Conditions to Closing

The Acquisition constitutes a transfer of shares which cause change in the indirect control and under MEMR Regulation 48/2017 Criterium will subsequently notify MEMR via SKK MIGAS upon closing of the transaction. MOPL has submitted notification of the proposed indirect change of control as required under the terms of the Tungkal PSC.

The Acquisition is subject to Criterium successfully completing the Financing and receiving TSXV approval for the Acquisition. The Acquisition and Financing (collectively, the "**Transaction**") may constitute a reverse take-over under TSXV Policy 5.2. It is anticipated that Criterium will be seeking an exemption from the sponsorship requirements of the TSXV.

About Criterium Energy Ltd.

Criterium Energy Ltd. is an upstream energy company focused on the acquisition and sustainable development of assets in Southeast Asia that can deliver scalable growth and cash generation. The Company focuses on maximizing total shareholder return by executing on three strategic pillars, namely (1) successful and sustainable reputation, (2) innovation and technology arbitrage, and (3) operational and safety excellence.

For further information please visit our website (www.criteriumenergy.com) or contact:

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Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable, disinterested shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Criterium should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this news release.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

[1] Reserve report commissioned by MOPL and prepared by ERCE Limited dated May 16, 2023 with effective date of December 31, 2022 (the "**Reserve Report**"), which was prepared in accordance with the definitions, standards, and procedures contained in the Canadian National Instrument 51-101 Standards of Disclosure of Oil and Gas Activities. Gross reserves and resources are the working interest share of Reserves and Resources and are prior to the application of the contractual terms of the PSC. Stated production data is as of December 31, 2022

[2] EBITDA projections are based on 2P Reserve Report case for 2024 with management estimate for phased activity (Reserve report states US$11 million EBITDA for 2023 and US$37 million EBITDA for 2024)

[3] Common Shares issued to Tourmalet are in satisfaction of the fee payable by MOPL to Tourmalet for negotiating write-downs to current MOPL lenders and will be issued at the lower of the Equity Subscription Receipt issue price or the 10-day VWAP prior to closing. The Common Shares issued to the lenders in exchange for debt (US$2.5 million) will be issued at the Equity Subscription Receipt issue price. The convertible shares issued to the lenders will convert US$2.4 million of existing debt and an additional US$0.35 million to Common Shares in 2025 at an issue price equivalent to the 20-day VWAP on May 31, 2025.

[4] The contingency payments are calculated and paid semi-annually and are based on asset performance and commodity price, specifically (1) 'Oil Production' payment of US$3 per barrel of incremental production above 1,200 bbl/d when ICP is greater than US$80/bbl and less than US$90/bbl or US$7.5 per barrel of incremental production above 1,200 bbl/d when ICP is greater than US$90/bbl. (2) 'Oil Price' payment payable if average daily production exceeds 1,200 bbl/d and if ICP is greater than US$100/bbl. The contingency payment is US$1/bbl and increases by US$1/bbl for every US$10 increase of ICP above US$100/bbl/ (3) 'Gas Production' contingency payment equal to 1.82% of gross revenue from third party gas sales

[5] Based on the base case STOIIP contained in the Reserve Report

Cautionary Note Regarding Forward-Looking Statements

This press release contains certain forward–looking information and statements that are based on expectations, estimates, projections and interpretations as at the date of this news release. The use of any of the words "expect", "anticipate", "continue", "estimate", "may", "will", "project", "should", "believe", "plans", "intends", "seek", "aims" and similar expressions are intended to identify forward-looking information or statements.

This press release contains statements of forward looking information including, without limitation, statements with respect to completion of the Financing, the issuance of the Convertible Loan, price of the Equity Subscription Receipts, dates for closing of the Financing and issuance of the Convertible Loan, amount of proceeds under the Financing and the Convertible Loan, approval of the Financing and the Convertible Loan by regulatory authorities, intended use of net proceeds of the Financing and the Convertible Loan, generation of stated net operating income by the Company for the second half of 2023, the stated significant upsize potential of the MOPL assets, the intention to drill 3-4 wells in Q4 2023 and commence an annual drilling program in 2024 in the Mengoepeh Field, the increase of recovery from simple faulted anticline structures through converting former producing wells into water injectors, the implementation of a workover in Q4 2023 by Criterium in the BLL-A Field, the satisfaction of conditions precedent to the Acquisition and approval by all regulatory authorities of the Acquisition.

Factors that could cause actual results to vary from forward-looking statements or may affect the operations, performance, development and results of Criterium's businesses include, among other things: risks and assumptions associated with operations; risks inherent in Criterium's future operations; increases in maintenance, operating or financing costs; the availability and price of labour, equipment and materials; competitive factors, including competition from third parties in the areas in which Criterium intends to operate, pricing pressures and supply and demand in the oil and gas industry; fluctuations in currency and interest rates; inflation; risks of war, hostilities, civil insurrection, pandemics (including COVID-19), instability and political and economic conditions in or affecting Indonesia or other countries in which Criterium intends to operate (including the ongoing Russian-Ukrainian conflict); severe weather conditions and risks related to climate change; terrorist threats; risks associated with technology; changes in laws and regulations, including environmental, regulatory and taxation laws, and the interpretation of such changes to Criterium future business; availability of adequate levels of insurance; difficulty in obtaining necessary regulatory approvals and the maintenance of such approvals; general economic and business conditions and markets; and such other similar risks and uncertainties. The impact of any one assumption, risk, uncertainty or other factor on a forward-looking statement cannot be determined with certainty, as these are interdependent and the Company's future course of action depends on the assessment of all information available at the relevant time. Such forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

With respect to forward-looking statements contained in this press release, Criterium has made assumptions regarding, among other things: the COVID-19 pandemic and the duration and impact thereof; future exchange and interest rates; supply of and demand for commodities; inflation; the availability of capital on satisfactory terms; the availability and price of labour and materials; the impact of increasing competition; conditions in general economic and financial markets; access to capital; the receipt and timing of regulatory and other required approvals; the ability of Criterium to implement its business strategies; the continuance of existing and proposed tax regimes; and effects of regulation by governmental agencies.

The forward-looking statements contained in this press release are made as of the date hereof and the parties do not undertake any obligation to update or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

Oil and Gas Advisories

Total proved, probable and possible reserves disclosed in this announcement in respect of the Tungkal PSC are based on the Reserve Report commissioned by MOPL and prepared by ERCE Limited dated May 16, 2023 with effective date of December 31, 2022, which was prepared in accordance with the definitions, standards, and procedures contained in the Canadian National Instrument 51-101 *Standards of Disclosure of Oil and Gas Activities.*

The Resource Report describes reserves as "*…estimated remaining quantities of commercially recoverable oil, natural gas, and related substances anticipated to be recoverable from known accumulations, as of a given date, based on the analysis of drilling, geological, geophysical, and engineering data, the use of established technology, and specified economic conditions, which are generally accepted as being reasonable.*"

These reserves are further classified based on the level of certainty and status of development or production.

The Reserve Report classifies levels of uncertainty in accordance with the Canadian Oil and Gas Evaluation Handbook. These levels are described as PDP, PD, 1P, 2PD, 2P and 3P levels of status and uncertainty (see glossary for summarized definitions). According to the Reserve Report, estimates and uncertainty are further influenced by: (1) a variety of market factors which may influence the commerciality of resource recovery; and (2) the Reserve Report is based on estimates only and there is no guarantee of actual recovery.

Any references in this presentation to initial production rates are useful in confirming the presence of hydrocarbons, however, such rates are not determinative of the rates at which such wells will continue production and decline thereafter. While encouraging, readers are cautioned not to place reliance on such rates in calculating the aggregate production for Criterium. Management of Criterium believes the information may be relevant to help determine the expected results that Criterium may achieve within oil and gas interests and such information has been presented to help demonstrate the basis for Criterium's business plans and strategies with respect to the Tungkal PSC. There is no certainty that the results of the analogous information or inferred thereby will be achieved by Criterium and such information should not be construed as an estimate of future production levels, reserves or the actual characteristics and quality of Criterium's assets.

BOEs may be misleading, particularly if used in isolation. A BOE conversion ratio of 5.6 Mcf: 1 Bbl is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. As the value ratio between natural gas and crude oil based on the current prices of natural gas and crude oil is significantly different from the energy equivalency of 5.6:1, utilizing a conversion on a 5.6:1 basis may be misleading as an indication of value.