



Criterium Energy Announces Closing of Mont D'Or Acquisition

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January 4, 2024 - Calgary, Alberta - **Criterium Energy Ltd.** ("**Criterium**" or the "**Company**") (TSXV: **CEQ**), is pleased to announce that it has closed the previously announced acquisition of all issued and outstanding shares of Mont D'Or Petroleum Limited ("**MOPL**") (the "**Acquisition**"). For further information on the Acquisition, please see our news release dated December 18, 2023.

Related to the Acquisition, the Company advanced the following consideration in connection with the closing of the Acquisition,

- (1) a US\$1 payment to current MOPL Shareholders,
- (2) issuance of 10,821,273 Common Shares at C\$0.11/share to Tourmalet Holdings Ltd. ("**Tourmalet**")¹ in satisfaction of the fee payable by Criterium to Tourmalet for negotiating potential write-downs to current MOPL lenders,
- (3) issuance of 27,053,182 Common Shares at C\$0.11/share to one of MOPL's lenders in exchange for the retirement of US\$2,250,000 of debt, and
- (4) a convertible note equivalent to approximately US\$3,000,000 to one of MOPL's lenders¹

The net proceeds from the equity financing pursuant to the previously announced public offering that was completed on November 7, 2023 (the "**Offering**") will be used for working capital to execute the Company's upcoming workover and development drilling campaign. As a result of the satisfaction of the escrow release conditions under the subscription receipt agreement entered into among the Company, Research Capital Corporation ("**RCC**") and Odyssey Trust Company, 60,910,000 subscription receipts (the "**Subscription Receipts**") under the Offering were converted, without payment of any additional consideration and with no further action on the part of the holder thereof, into one unit of the Company (a "**Unit**"). Each Unit consists of one Common Share in the capital of the Company (a "**Common Share**") and one Common Share purchase warrant (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 issuance.

In accordance with National Instrument 62-103 - *The Early Warning System and Related Take-Over Bids, and Insider Reporting Issues*, RCC, announced today that, it has acquired 21,670,500 Units for a total consideration of \$2,383,755 and was issued 2,960,193 broker warrants (each exercisable for a Unit) pursuant to the Offering. Prior to the Offering, RCC did not own or control any Common Shares or Warrants. Following the completion of the Offering, RCC beneficially owns and controls 21,670,500 Common Shares, and 27,590,886 common share purchase warrants of the Company representing approximately 15.6% of the outstanding Common Shares on a non-diluted basis and approximately 29.6% on a partially diluted basis assuming the exercise of such warrants. RCC has provided an undertaking to the Company confirming it will not exercise its common share purchase warrants to the extent that such exercise would cause RCC to hold more than 20% of the issued and outstanding Common Shares.

The securities were acquired by RCC for investment purposes. RCC has a long-term view of the investment and may acquire additional securities of the Company including on the open market or through private acquisitions or sell securities of the Company including on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relevant factors. A copy of RCC's early warning report will appear on the Company's profile on SEDAR+ and may also be obtained by calling 416-860-8642.



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:

Robin Auld

Chief Executive Officer

Criterium Energy Ltd.

Phone: +1-403-668-1630

Email: info@criteriumenergy.com

Andrew Spitzer

VP Corporate Development

Criterium Energy Ltd.

Phone: +1-403-668-1630

Email: info@criteriumenergy.com

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

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 Common Shares issued to Tourmalet are in satisfaction of the fee payable by Criterium to Tourmalet for negotiating potential write-downs to current MOPL lenders and have been issued at the lower of the Offering price for the Subscription Receipts of \$0.11 (the "Offering Price") or the 10-day VWAP prior to closing. The Common Shares issued to the lender in exchange for debt have been issued at the greater of the Offering Price or 20 day VWAP. The convertible shares issued to the lenders will convert approximately US\$2.5 million of existing debt and an additional US\$0.5 million to Common Shares in 2025 at an issue price equivalent to the 20-day VWAP.

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 intended use of net proceeds of the Offering.

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.