

## MATERIAL CHANGE REPORT

### 1. Name and Address of Corporation

Softrock Minerals Ltd. ("Softrock" or the "Company")  
4719 Nordegg Crescent N.W.  
Calgary, Alberta T2K 2M2

### 2. Date of Material Change

July 12, 2022

### 3. News Release

A news release disclosing the material change described herein was issued by the Company on July 12, 2022, and disseminated through the facilities of a recognized newswire service and subsequently filed on SEDAR.

### 4. Summary of Material Change

On July 12, 2022, Softrock entered into a definitive reorganization and investment agreement (the "**Recapitalization Agreement**") with Robin Auld, Matthew Klukas, Brian Anderson, Hendra Jaya, and Henry Groen which provides for: (i) a non-brokered private placement of units of Softrock (the "**Units**") at a price equal to \$0.04 per Unit for minimum gross proceeds of \$3.0 million, with best efforts being used to obtain subscriptions for maximum gross proceeds of \$5.0 million (the "**Private Placement**") and; (ii) the appointment of a new management team (the "**New Management Team**") and reconstitution of the board of directors (the "**New Softrock Board**") of Softrock (together, the "**Change of Management**"), (collectively, the "**Transaction**"). Concurrently with the completion of the Transaction, it is expected that the name of the Corporation will be changed to "Criterium Energy Ltd." (the "**Name Change**"), subject to receiving the necessary shareholder approvals and approval of the TSX Venture Exchange (the "**TSXV**").

### 5. Full Description of Material Change

#### 5.1 *Full Description of Material Change*

On July 12, 2022, Softrock entered into the Recapitalization Agreement with Robin Auld, Matthew Klukas, Brian Anderson, Hendra Jaya, and Henry Groen which provides for the Private Placement and the Change of Management.

#### *New Management Team*

The New Management Team will be led by Robin Auld as President and Chief Executive Officer, Matthew Klukas as Chief Operating Officer, Henry Groen as Chief Financial Officer and Hendra Jaya as Director, Indonesia. Upon completion of the Transaction, Softrock has agreed that the board of directors will be reconstituted and shall initially consist of existing board member Michèle Stanners, and new directors Robin Auld and Brian Anderson.

#### *Private Placement*

The New Management Team, together with additional subscribers, will subscribe for a minimum of 75,000,000 Units at a price of \$0.04 per Unit for minimum gross proceeds of \$3,000,000, with best efforts being used to obtain subscriptions for a maximum of 125,000,000 Units at a price of \$0.04 per Unit for maximum gross proceeds of \$5,000,000.

Each Unit will be comprised of one common share of Softrock ("**Common Share**") and one Common Share purchase warrant (a "**Warrant**"). Each Warrant will entitle the holder thereof to acquire one Common Share

prior to the date that is five years from the date of issuance of the Warrant at an exercise price of \$0.04. The Warrants will vest and become exercisable as to one-third upon the 20-day volume weighted average trading price of the Common Shares on the TSXV (the "**Market Price**") equaling or exceeding \$0.055 per Common Share, an additional one-third upon the Market Price equaling or exceeding \$0.065 per Common Share and the final one-third upon the Market Price equaling or exceeding \$0.08 per Common Share. Vesting of the Warrants is subject to the completion of the Consolidation (as defined below), resulting in the post-Consolidation exercise price of the Warrants being equal to or greater than \$0.05. Closing of the Private Placement will occur concurrently with the Change of Management.

Proceeds from the Private Placement will be used to increase Softrock's working capital position, for general corporate purposes, for future acquisitions of upstream energy assets, and supporting the New Management Team's strategy of building a portfolio of free cash flow generating assets with the ability to generate returns for shareholders.

#### *Softrock Options and Warrants*

In connection with the Transaction, the resigning officers and directors of Softrock who hold options to purchase Common Shares ("**Options**") will enter into Option exercise and cancellation agreements, pursuant to which such holders will agree to exercise or surrender for cancellation their outstanding Options at or prior to closing of the Transaction ("**Closing**"). Softrock's currently issued and outstanding share purchase warrants will continue to be outstanding following Closing in accordance with their terms.

#### *Severance Payments*

In connection with the Transaction, the current executives of Softrock (the "**Executives**") will receive severance payments that will include the issuance of a total of 1,786,324 Common Shares (the "**Severance Shares**") to be issued at a deemed price of \$0.04 per Common Share and a cash payment equal to the applicable withholding taxes on the Severance Shares (collectively, the "**Severance Payments**"), concurrent with the completion of the Transaction and subject to the approval of the TSXV. Softrock will not owe any further employee or director obligations other than these Severance Payments.

#### *Approvals*

Completion of the Transaction is subject to a number of conditions and approvals including, but not limited to, the approval of the TSXV and the shareholders of Softrock. It is expected that Softrock will hold a shareholders meeting in September 2022 (the "**Softrock Meeting**"), to approve, among other items: (i) the Change of Management, as required by the policies of the TSXV; and (ii) the Name Change.

Pursuant to the policies of the TSXV, in order to be permitted to issue the Units at less than the minimum issue price of \$0.05 per Unit, Softrock has also committed to seek shareholder approval of the consolidation of the Common Shares on the basis of one post-consolidation Common Share for up to every 4 pre-consolidation Common Shares (the "**Consolidation**") at a special meeting of shareholders no later than 6 months after the completion of the Transaction and to effect the Consolidation as soon as possible thereafter. Subscription agreements for the Units issuable under the Private Placement will include a covenant from the subscribers to vote in favour of the Consolidation at the special meeting of shareholders.

#### *Board Recommendation*

Softrock's board of directors has unanimously approved the Transaction and determined that the Transaction is in the best interest of Softrock and recommends shareholders vote in favour of the Change of Management and the other transactions contemplated by the Recapitalization Agreement.

Certain shareholders of Softrock who hold, in the aggregate, approximately 18.2% of the issued and outstanding Common Shares have agreed to vote their Common Shares in favour of the Change of Management and the other transactions contemplated by the Recapitalization Agreement at the Softrock Meeting.

## *Related Party Transactions*

Certain insiders of Softrock, including Michèle Stanners, who is also part of the New Softrock Board, intend to subscribe for Units under the Private Placement. Additionally, the Executives will be receiving the Severance Payments. The participation of such insiders in the Private Placement and the payment of the Severance Payments to the Executives constitute "related party transactions" as defined in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Corporation intends to rely on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 under sections 5.5(b) and 5.7(1)(a) of MI 61-101 as the Common Shares are only listed on the TSXV and neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the aggregate of the total dollar amount of the Private Placement, insofar as it may involve "interested parties" (as defined under MI 61-101), and the Severance Payments, exceeds 25% of Softrock's market capitalization (as determined under MI 61-101).

### **5.2 Disclosure of Restructuring Transaction**

Not applicable.

### **6. Reliance on Subsection 7.1 (2) or (3) of National Instrument 51-102**

Not applicable.

### **7. Omitted Information**

Not applicable.

### **8. Executive Officer**

For further information, please contact T.M.M. (Mac) Bender, Chief Financial Officer of Softrock at 403-282-3111 or Stuart McDowall, President and Chief Executive Officer of Softrock at 403-807-9965.

### **9. Date of Report**

July 22, 2022

## ***Advisory on Forward-Looking Information and Statements***

*Certain statements included in this material change report may constitute forward-looking statements and information (collectively, "forward-looking statements") within the meaning of applicable securities legislation. Such forward-looking statements or information are provided for the purpose of providing information about the terms of the Transaction. Readers are cautioned that reliance on such information may not be appropriate for other purposes. Forward-looking statements or information typically contain statements with words such as "anticipates", "estimates", "expects", "indicates", "intends", "may", "could", "should", "would", "plans", "proposed", "potential", "will", or similar words suggesting future outcomes or statements. In particular, forward-looking information and statements contained in this document include, but are not limited to: the composition of the New Management Team and the New Softrock Board and the benefits to be derived therefrom; the expectation that the Private Placement will be completed in accordance with its terms; the expectation that the Name Change will be completed; the expectation that additional members will be appointed to the New Softrock Board at the next annual general meeting of the Corporation; the timing of obtaining the approval of the Softrock shareholders of the Consolidation; the Consolidation ratio; Softrock's corporate strategy including with respect to the optimization strategy targeting ASEAN upstream energy assets, the anticipated benefits to be derived therefrom and expectations of the regions high-yield energy market; future demographics in ASEAN; the New Management Team's priorities and focus for the energy assets in ASEAN; the Corporation's assets comprise a valuation foundation to support the New Management Team's vision and strategy; anticipated subscription amounts, pricing and terms under the Private Placement; the intention to pay the Severance Payments to the Executives and the terms thereof; the anticipated vesting terms of the Warrants; the planned use of the net proceeds of the Private Placement; Softrock's intention to obtain required TSXV approvals; expected timing for the Softrock Meeting; and other similar statements. Such statements reflect the current views of the Corporation with respect to future events and are subject to certain risks, uncertainties and assumptions that could cause results to differ materially from those expressed in the forward-looking statements.*

*Forward-looking statements or information are based on current expectations, estimates and projections that involve a number of risks and uncertainties which could cause actual results to differ materially from those anticipated by the Corporation and described in the*

*forward-looking statements or information. These risks and uncertainties which may cause actual results to differ materially from the forward-looking statements or information include, among other things: risks and assumptions associated with operations; the approval of the Transaction by the TSXV; risks inherent in the Corporation'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 the New Management Team 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) and epidemics, instability and political and economic conditions in or affecting countries in which the New Management Team 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 the Corporation's 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 Corporation's future course of action depends on the assessment of all information available at the relevant time.*

*With respect to forward-looking statements contained in this material change report, the Corporation has made assumptions regarding, among other things: ASEAN's future population, demographic and energy demands; that upstream energy assets in ASEAN can support a free cash flow operating model by realizing development growth, production optimization, and economies of scale; 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 the New Management Team to implement its business strategies; the continuance of existing and proposed tax regimes; and effects of regulation by governmental agencies.*

*The forward-looking statements or information contained in this material change report are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise unless required by applicable securities laws. The forward-looking statements or information contained in this material change report are expressly qualified by this cautionary statement.*