

October 19, 2023

Alberta Securities Commission
British Columbia Securities Commission
Manitoba Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Service NL (Newfoundland and Labrador)
Nova Scotia Securities Commission
Ontario Securities Commission
Prince Edward Island Office of the Superintendent of Securities
Financial and Consumer Affairs Authority (Saskatchewan)

Dear Sirs/Madams:

Re: Criterium Energy Ltd.

We refer to the Short-Form Prospectus (the "Prospectus") of Criterium Energy Ltd. (the "Company") dated October 19, 2023 relating to the qualification of Subscription Receipts of the Company at a price of \$0.11 per Subscription Receipt of up to \$6,700,100.

We consent to being named and to the use, through incorporation by reference, in the above-mentioned Prospectus for the following:

- Our report dated April 18, 2023, to the Shareholders of the Company on the following financial statements:
 - a. Consolidated statement of financial position of the Company as at December 31, 2022 and,
 - b. Consolidated statements of (loss) income and comprehensive (loss) income, changes in shareholders' equity and cash flows for year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.
- Reviewed the un-audited condensed interim financial statements financial statements for the three-months and six-months ended June 30, 2023.

We report that we have read the Prospectus and all information specifically incorporated by reference therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our audit of such financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the Prospectus as these terms are described in the CPA Canada Handbook–Assurance.

Yours truly,



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