FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Tuktu Resources Ltd.
501, 888 – 4 Avenue S.W.
Calgary, Alberta T2P 0V2

2. Date of Material Change

October 17, 2023.

3. News Release

A news release disclosing in detail the material summarized in this material change report was issued on behalf of Tuktu Resources Ltd. ("**Tuktu**" or the "**Company**") on October 18, 2023 (the "**News Release**") and disseminated through the facilities of a recognized newswire service and would have been received by the securities commissions where Tuktu is a reporting issuer in the normal course of its dissemination.

4. Summary of Material Change

On October 17, 2023 Tuktu entered into a purchase and sale agreement (the "**PSA**") with an arm's length company (the "**Vendor**") to purchase certain oil assets located in southern Alberta (the "**Assets**") from the Vendor (the "**Acquisition**") for aggregate consideration of $3.0 million (the "**Purchase Price**"), subject to customary adjustments.

In connection with the Acquisition, the Company entered into an engagement agreement with Research Capital Corporation, as the sole agent and sole bookrunner (the "**Agent**"), pursuant to which the Company and the Agent agreed to conduct the Private Placements (as defined below) which involves the issuance of up to 41,666,667 Units (as defined below) at a price of $0.06 per Unit (the "**Issue Price**") for gross proceeds of up to $2.5 million pursuant to certain prospectus exemptions set forth in National Instrument 45-106 – *Prospectus Exemptions* ("**NI 45-106**").

5. Full Description of Material Change

5.1 Full Description of Material Change

The Acquisition

On October, 17, 2023 Tuktu entered into the PSA with the Vendor to purchase the Assets for the Purchase Price, subject to customary adjustments, effective May 1, 2023. Concurrent with the execution of the PSA, the Company paid a $150,000 deposit which will be credited towards the Purchase Price (the "**Deposit**").

The Acquisition is expected to close in escrow on or about December 1, 2023 (the "**Escrow Closing**"). The Escrow Closing is subject to and conditional upon, among other things, Tuktu obtaining sufficient funds to satisfy the Interim Purchase Price and other customary conditions and approvals.

On Escrow Closing, the Company anticipates that the Purchase Price, after interim adjustments and after deducting the Deposit, will be approximately $1.35 million (the "**Interim Purchase Price**"). The Interim Purchase Price will be held in escrow following the Escrow Closing and will be releasable to the Vendor upon receipt of Alberta Energy Regulator ("**AER**") approval for the licence transfers related to the Assets, at which time the Acquisition will be completed and Tuktu will obtain full and clear title to the Assets (the "**Acquisition Closing**"). The Company may be required by the AER to post a deposit prior to the AER's approval of the license transfer, which deposit amount is in the discretion of the AER. If the AER deposit exceeds a specified threshold agreed upon by the Company and the Vendor, the Company may choose not to proceed with Acquisition Closing. If the AER deposit fee does not exceed the agreed upon threshold but the Company does not fund the AER deposit fee, the Vendor may choose to advance the AER deposit fee on behalf of the Company, the Acquisition Closing will occur and the Company shall be obligated to repay the AER deposit fee to the Vendor plus a stipulated amount of interest, all in accordance with the terms of the PSA. The Company anticipates that the Acquisition Closing may occur on or about 60 business days following the Escrow Closing.

The Interim Purchase Price is anticipated to be funded through the net proceeds from the Private Placements.

A copy of the PSA has been filed and is available for review under Tuktu's SEDAR+ profile, accessible at www.sedarplus.ca.

The Assets

Pursuant to the PSA, Tuktu agreed to purchase the Assets, which consist of late-life, Mississippian age light oil assets with current production of approximately 165 bbls/d[(1)] (100% light oil) and an estimated annual decline rate of 16%. The Assets also include approximately 29,685 gross (29,396 net) hectares of land. The Assets have a before-tax proved developed producing NPV10% and before-tax total proved plus probable NPV10% value of approximately $5.5 million and $19.6 million, respectively.

The reserves data attributable to the Assets summarized below is based upon an independent report prepared by GLJ Ltd. ("**GLJ**") dated effective December 31, 2022 with a preparation date of September 1, 2023, evaluating the oil reserves attributable to the Assets (the "**Acquisition Reserves Report**"). The Acquisition Reserves Report was based on the average price and market forecasts of three independent reserves evaluators (GLJ, McDaniel & Associates Consultants Ltd. and Sproule Associates Ltd.) as of January 1, 2023, which is set forth under the heading "*Pricing Assumptions*" below. The reserves data summarizes the tight oil reserves and the net present value ("**NPV**") of future net revenue for those reserves using forecast prices and costs, not including the impact of any price risk management activities. The Acquisition Reserves Report was prepared in accordance with the standards contained in the Canadian Oil and Gas Evaluation Handbook (the "**COGE Handbook**") and National Instrument 51-101 – S*tandards of Disclosure for Oil and Gas Activities* ("**NI 51-101**").

	SUMMARY OF OIL RESERVES As at December 31, 2022 FORECAST PRICES AND COSTS	
	Tight Oil	
RESERVES CATEGORY	**Gross WI (Mbbl)**	**Net (Mbbl)**
PROVED		
Developed Producing	307.8	260.2
Developed Non-Producing	7.4	6.6
Undeveloped	-	-
TOTAL PROVED	315.2	266.8
PROBABLE	1,764.3	1,461.0
TOTAL PROVED PLUS PROBABLE	2,079.5	1,727.8

[(1)] Current production means average production from May to July 2023, based on the Vendor's lease operating statements.

	NET PRESENT VALUE OF FUTURE NET REVENUE BEFORE INCOME TAXES DISCOUNTED (%/year)(1)(2) FORECAST PRICES AND COSTS					
	0% ($MM)	**5% ($MM)**	**10% ($MM)**	**12% ($MM)**	**15% ($MM)**	**20% ($MM)**
RESERVES CATEGORY						
PROVED						
Developed Producing	**$4.7**	**$5.5**	**$5.5**	**$5.4**	**$5.3**	**$5.0**
Developed Non-Producing	**$0.0**	**$0.1**	**$0.1**	**$0.1**	**$0.1**	**$0.1**
Undeveloped	**$0.0**	**$0.0**	**$0.0**	**$0.0**	**$0.0**	**$0.0**
TOTAL PROVED	**$4.7**	**$5.5**	**$5.6**	**$5.5**	**$5.4**	**$5.1**
PROBABLE	**$25.8**	**$19.0**	**$14.1**	**$12.5**	**$10.5**	**$7.9**
TOTAL PROVED PLUS PROBABLE	**$30.5**	**$24.6**	**$19.6**	**$18.0**	**$15.8**	**$12.9**

Notes:
(1) Future net revenue estimates were calculated using the pricing assumptions set forth below under "*Pricing Assumptions*".
(2) Estimates of future net revenue presented do not represent the fair market value of the reserves.

The Private Placements

Concurrent with the execution of the PSA, the Company entered into an agreement with the Agent to conduct the Offering and the Concurrent Placement (each as defined below and together, the "**Private Placements**"), as described further below.

The Offering is a brokered private placement of 16,666,667 units of the Company ("**Units**") at the Issue Price (being a price of $0.06 per Unit) to be issued under the financing exemption under Part 5A (the "**Listed Issuer Financing Exemption**") of NI 45-106 for aggregate gross proceeds of $1,000,000 (the "**Offering**"). Each Unit will consist of one common share in the capital of the Company (a "**Common Share**") and one Common Share purchase warrant of the Company (a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one Common Share at an exercise price of $0.0975 for a period of 36 months from Closing (as defined below). Subject to compliance with applicable regulatory requirements and in accordance with NI 45-106, the Units issuable under the Offering will be offered for sale to purchasers resident in Canada other than Québec pursuant to the Listed Issuer Financing Exemption. The Common Shares issuable from the sale of Units sold under the Offering are expected to be immediately freely tradeable under applicable Canadian securities legislation if sold to purchasers resident in Canada, subject to any hold period imposed by the TSX Venture Exchange (the "**TSXV**") on the securities issued to certain purchasers.

The Concurrent Placement is being conducted by the Company concurrently with the Offering and is a brokered private placement of up to 25,000,000 Units at the Issue Price (being a price of $0.06 per Unit) for aggregate gross proceeds of up to $1,500,000 (the "**Concurrent Placement**"). The Units issued pursuant to the Concurrent Placement will consist of one Common Share and one Warrant, which Warrants will be issued on the same terms and conditions as those issued under the Offering. The Company also granted the Agent an option (the "**Agent's Option**") to offer for sale up to an additional 15% of the number of Units sold in the Concurrent Placement, which Agent's Option is exercisable, in whole or in part, at any time up to 48 hours prior to the Closing. The Units issued pursuant to the Concurrent Placement are being issued pursuant to applicable prospectus exemptions, other than the Listed Issuer Financing Exemption, in accordance with NI 45-106. As such, the Common Shares and Warrants issued under the Concurrent Placement will be subject to the standard statutory four-month plus one day hold period.

The Private Placements are not conditional on one another, nor are the Private Placements conditional on the completion of the Acquisition.

The net proceeds of the Private Placements are expected to be used to fund the Interim Purchase Price and, to the extent there are remaining net proceeds after the payment of the Interim Purchase Price, the Company may use such proceeds to fund development projects on its existing properties and the Assets and may reallocate certain funds, from time to time, to working capital purposes (which may include legal fees, customary AER deposit fees and other fees and expenses related to the Acquisition), as the Company deems necessary or appropriate. In the event that Escrow Closing or Acquisition Closing does not occur, the Company will use the net proceeds from the Private Placements to fund development projects on its existing properties, for working capital purposes and to finance any future property acquisitions.

In connection with the Private Placements, the Company will pay the Agent a cash commission equal to 8.0% of the gross proceeds of the Private Placements or $0.0048 per Unit, other than in respect of proceeds from the sale of Units to certain "president's list" purchasers identified by the Company (the "**President's List Purchasers**"), for which a 4.0% cash commission will be payable. In addition, the Agent will receive such number of broker warrants (the "**Broker Warrants**") as is equal to 8.0% of the number of Units sold under the Private Placements, other than in respect of the Units sold to the President's List Purchasers, for which the Agent shall receive Broker Warrants equal to 4.0% of the number of such Units. Each Broker Warrant shall entitle the holder thereof to purchase one Unit at an exercise price equal to $0.06 for a period of 36 months following the Closing.

It is expected that the closing (the "**Closing**") of the Private Placements will occur on or about November 30, 2023, or on such other date or dates as may be mutually determined by the Company and the Agent, acting reasonably, and, in any event, for the Offering, on or before a date not later than 45 days after the date of the News Release.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

The name and business number of the executive officer of Tuktu who is knowledgeable of the material change and this report is:

Mark Smith
Chief Financial Officer and VP Finance
Tuktu Resources Ltd.
Telephone: (403) 613-9661

9. Date of Report

October 24, 2023.

FORWARD-LOOKING INFORMATION ADVISORIES

Certain information contained in the material change report may constitute forward-looking statements and information (collectively, "**forward-looking statements**") within the meaning of applicable securities legislation that involve known and unknown risks, assumptions, uncertainties and other factors. Forward-looking statements may be identified by words like "anticipates", "estimates", "expects", "indicates", "intends", "may", "could" "should", "would", "plans", "target", "scheduled", "projects", "outlook", "proposed", "potential", "will", "seek" and similar expressions. Forward-looking statements in this material change report include statements regarding, among other things: that the Company will complete the Acquisition on the expected terms and timing thereof; the anticipated timing of the Escrow Closing; the anticipated amounts of the Private Placements; expectations regarding applicable regulatory approvals, including those of the TSXV and the AER and the terms attaching thereto; the Company's anticipated use of the proceeds of the Private Placements, including with respect to funding of the Interim Purchase Price; the estimated Interim Purchase Price; that the AER will approve the license transfer to Tuktu and on what terms; the amount of the AER deposit to be paid prior to the transfer of the licenses to Tuktu and the source of funds therefor; Tuktu will receive full and clear title to the Assets; the anticipated annual decline of the Assets; financial and operating forecasts with respect to the Assets; the anticipated terms of the Private Placements, including with respect to the Warrants; the anticipated exemptions from NI 45-106 under the Private Placements; the anticipated freely-tradeable status of the Common Shares issued under the Offering; expectations regarding the fees payable to the Agent in connection with Private Placements; and other similar statements. Such statements reflect the current views of management of the Company 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.

Statements relating to "reserves" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described exist in the quantities predicted or estimated and that the reserves can be profitably produced in the future. There are numerous uncertainties inherent in estimating quantities of crude oil, natural gas and NGL reserves and the future cash flows attributed to such reserves. The reserve and associated cash flow information set forth above are estimates only. In general, estimates of economically recoverable crude oil, natural gas and NGL reserves and the future net cash flows therefrom are based upon a number of variable factors and assumptions, such as historical production from the properties, production rates, ultimate reserve recovery, timing and amount of capital expenditures, marketability of oil and natural gas, royalty rates, the assumed effects of regulation by governmental agencies and future operating costs, all of which may vary materially. For these reasons, estimates of the economically recoverable crude oil, NGL and natural gas reserves attributable to any particular group of properties, classification of such reserves based on risk of recovery and estimates of future net revenues associated with reserves prepared by different engineers, or by the same engineers at different times, may vary. Tuktu's and the Assets' actual production, revenues, taxes and development and operating expenditures with respect to their respective reserves will vary from estimates thereof and such variations could be material.

With respect to forward-looking statements contained in this material change report, the Company has made assumptions regarding, among other things: that the Company will be able to successfully complete the Acquisition and the Private Placements on substantially the terms contemplated, including that the AER would approve the license transfer and the terms on which such approval are given are customary; future pricing; commodity prices; 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, TSXV, AER and other required approvals; the ability of the Company to implement its business strategies and complete future acquisitions; and effects of regulation by governmental agencies.

Factors that could cause actual results to vary from forward-looking statements or may affect the operations, performance, development and results of the Company's businesses include, among other things: risks and assumptions associated with operations, such as the Company's ability to successfully implement its strategic initiatives and achieve expected benefits; assumptions regarding the Assets and the value of the Acquisition; risks regarding the Company's ability to complete the Acquisition and the Private Placements on substantially the terms contemplated; risks related to the AER approval of the license transfer and the assumption that the Company will have sufficient funds on hand to satisfy the AER deposit requirement; risks related to the Vendor advancing the funds to satisfy the AER deposit and the repayment of such amount and the effect thereof on the financial position of the Company; assumptions concerning operational reliability; risks inherent in the Company's future operations; the Company's ability to generate sufficient cash flow from operations to meet its future obligations; the increases in maintenance, operating or financing costs; the realization of the anticipated benefits of future acquisitions, if any; the availability and price of labour, equipment and materials; competitive factors, including competition from third parties in the areas in which the Company 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 countries in which the Company intends to operate (including the ongoing Israeli-Hamas and Russian-Ukrainian conflicts); 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 management team'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 Company's future course of action depends on the assessment of all information available at the relevant time.

The forward-looking statements contained in this material change report 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.

FORWARD LOOKING FINANCIAL INFORMATION

This material change report contains future-oriented financial information and financial outlook information (collectively, "**FOFI**") about the prospective operational and financial results of the Assets, all of which are subject to the same assumptions, risk factors, limitations, and qualifications as set forth in the above paragraphs. FOFI contained in this material change report was made as of the date of this material change report and was provided for the purpose of providing further information about the Company's future business operations, the Company disclaims any intention or obligation to update or revise any FOFI contained in this material change report, whether as a result of new information, future events or otherwise, unless required pursuant to applicable securities laws. Readers are cautioned that the FOFI contained in this material change report should not be used for purposes other than for which it is disclosed herein.

OIL AND GAS ADVISORIES

Reserves estimates in this material change report in respect of the Acquisition are based on the evaluations prepared by GLJ Ltd. as set out in the Acquisition Reserves Report effective as at December 31, 2022, which was prepared in accordance with NI 51-101 and the COGE Handbook. The Acquisition Reserves Report was based on the average forecast prices of three independent reserves evaluators (GLJ, McDaniel & Associates Consultants Ltd. and Sproule Associates Ltd.) as of January 1, 2023. There is no assurance that the forecast prices and costs assumptions will be attained, and variances could be material. The recovery and reserve estimates of the crude oil, natural gas liquids and natural gas reserves provided herein are estimates only and there is no guarantee that the estimated reserves will be recovered. Actual crude oil, natural gas and natural gas liquids reserves may be greater than or less than the estimates provided herein.

This material change report contains estimates of the NPV of the Company's future net revenue from reserves associated with the Assets. Such amounts do not represent the fair market value of such reserves. The recovery and reserve estimates provided herein are estimates only and there is no guarantee that the estimated reserves will be recovered. The NPV of the Assets' base production is a snapshot in time and is based on the reserves evaluated using the Pricing Assumptions. The Assets' NPV is calculated using a discount rate of 10%, on a before tax basis and is the sum of the present value of either proved developed producing or proved plus probable developed producing reserves based on the Pricing Assumptions. It should not be assumed that the undiscounted or discounted NPV of future net revenue attributable to the Assets represents the fair market value of those Assets. The estimates for reserves for individual properties may not reflect the same confidence level as estimates of reserves for all properties due to the effects of aggregation. The recovery and reserve estimates of crude oil, NGL and natural gas reserves are estimates only and there is no guarantee that the estimated reserves will be recovered. Actual reserves may be greater than or less than the estimates relied upon for NPV calculations, herein.

PRICING ASSUMPTIONS

	Edmonton Light $CAD/bbl
2023	$103.77
2024	$97.74
2025	$95.27
2026	$95.58
2027	$97.07
2028	$99.01
2029	$100.99
2030	$103.01
2031	$105.07
2032	$106.69
2033	$108.83
2034	$111.00
2035	$113.22
2036	$115.49
2037	$117.80
escalating at	2%

ABBREVIATIONS

Terms and abbreviations that are used in this material change report that are not otherwise defined herein are provided below:

bbl(s) - barrel(s)
bbls/d - barrels per day
NGL - natural gas liquids as defined in NI 51-101