Form 51–102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

CGX Energy Inc. ("**CGX**" or the "**Company**")
333 Bay Street, Suite 2400
Toronto, Ontario M5H 2T6

Item 2. Date of Material Change

August 13, 2025

Item 3. News Release

The Company disseminated the news release reporting the material change described in this report through the facilities of Newsfile on August 13, 2025 and subsequently filed the news release on the Company's SEDAR+ profile at www.sedarplus.ca.

Item 4. Summary of Material Change

The Company announced the recognition of an impairment loss of US$56.4 million on its exploration and evaluation assets related to the Company's Corentyne block ("**Corentyne Block**"). The Company also announced the resignation of Dr. Suresh Narine from his positions with the Company and its subsidiaries. The Company further announced the appointment of René Burgos and Alejandra Bonilla as new directors, and that Gabriel de Alba stepped down as a director.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced it has evaluated the Corentyne Block exploration & evaluation asset's recoverability given the Government of Guyana's ("**GoG**") conduct and communications, and its unwillingness to recognize the rights of Frontera Energy Guyana Corp. ("**Frontera Guyana**") and CGX Resources Inc. ("**CGX Resources**" and together with Frontera Guyana, the "**Joint Venture**") during the consultation periods, which have since expired.

Although all contractual requirements of the Company have been met and an external legal assessment determined that the Company's interests in the licenses and agreements for the Corentyne Block remain valid, the GoG's positions mentioned above have restricted the Company's ability to develop activities under those licenses and agreements. This situation has led to uncertainty regarding the asset's future development and constituted an impairment indicator. Consequently, in the Company's second quarter 2025 financial statements, the Company recognized an impairment of US$56.4 million on its income statement, and the Corentyne Block E&E asset's carrying value as of June 30, 2025 was $Nil. As of December 31, 2024 this was US$56.2 million.

The Joint Venture remains firmly of the view that its interests in, and the license for, the Corentyne Block remain in place and in good standing and that the petroleum agreement (the "**Petroleum Agreement**") has not been terminated. The Joint Venture remains committed to working with the GoG to resolve these issues amicably, while preparing to assert and protect the Joint Venture's legal and contractual rights through all available legal remedies, as necessary.

The Company also announced as of August 13, 2025, that Dr. Suresh Narine had resigned from his positions as Executive Director, Guyana and Executive Co-Chairman of the Company, and from all other positions with the Company and its subsidiaries (including as a director of the Company) to pursue academic endeavours. In connection with Dr. Narine's agreement to resign, the Company paid him US$789,739 in settlement of the amounts that would otherwise be owed to him under his employment agreement. The Company has initiated a search for a permanent Chief Executive Officer and will provide a further update when available.

The Company also was pleased to announce the appointment of René Burgos Díaz and Alejandra Bonilla as new directors, and the election of Orlando Cabrales, as Chairman of the Board. In connection with such appointments, Gabriel de Alba has determined to step down from his role as a director of the Company.

René Burgos Díaz is the Chief Financial Officer of Frontera Energy Corporation. He is a financial markets executive with approximately 20 years of experience in investment management, leveraged financing, restructuring and financial advisory expertise across multiple industries and geographies, specifically in Latin America.

Alejandra Bonilla is the General Counsel & Secretary of Frontera Energy Corporation. She has more than 20 years of experience in the oil and gas industry, and has held different roles in Frontera from 2011 to 2020. In March 2021, Mrs. Bonilla was appointed General Counsel & Secretary of Frontera.

Following the changes, the board of directors of the Company consist of: Dennis Mills (Director), Orlando Cabrales (Chairman and Director), René Burgos Díaz (Director), and Alejandra Bonilla (Director).

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51–102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following is the name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this material change report.

Daniel Sanchez
Chief Financial Officer
Tel: (832) 300-3200

Item 9. Date of Report

August 19, 2025.

Forward-Looking Statements

*This material change report contains forward-looking information or forward-looking statements within the meaning of applicable securities law ("**forward-looking statements**"). All statements, other than statements of historical fact, that address activities, events or developments that CGX believes, expects or anticipates will or may occur in the future are forward-looking statements. Forward-looking information in this material change report includes, without limitation, statements relating to the interests in, and the license for, the Corentyne Block, statements relating to the Petroleum Agreement, statements relating to the viability of the Joint Venture, statements relating to preparing to assert and protect the Joint Venture's legal and contractual rights through all available legal remedies, and statements relating to the Company's search for a permanent Chief Executive Officer. These forward-looking statements reflect the current expectations or beliefs of CGX based on information currently available to it. Forward-looking statements are subject to a number of risks and uncertainties, including those disclosed under the heading "Risk and Uncertainties" and elsewhere in the Management's Discussion and Analysis dated March 10, 2025 filed on SEDAR+ at www.sedarplus.ca, that may cause actual results to differ materially from those discussed in the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, CGX disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although CGX believes that the assumptions inherent in the cautionary and forward-looking statements applicable to it are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein.*