



TENAZ ENERGY CORP. PROVIDES UPDATE TO PREVIOUSLY ANNOUNCED ACQUISITION OF SDX ENERGY PLC

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CALGARY, AB, July 18, 2022 /CNW/ - Tenaz Energy Corp. ("**Tenaz**", "**we**", "**our**", "**us**" or the "**Company**") (TSX: TNZ) would like to provide an update regarding our previously announced acquisition of SDX Energy Plc ("SDX").

Through public disclosures and communication with SDX, we have been informed that a shareholder representing that it owns 25.7% of SDX's issued and outstanding shares intends to vote against the proposed Scheme of Arrangement (the "**Scheme**") to amalgamate Tenaz and SDX.

The Scheme requires, among other things, that 75% of the shares voted by SDX shareholders support the combination for it to become effective. In determining the shareholder approval, any shares voted must be eligible to vote and be validly voted in respect of the Scheme approval.

Tenaz has reserved the right to elect to implement the transaction by way of a takeover offer in compliance with the UK Takeover Code, subject to the UK Takeover Panel's consent and NI 62-104 and the terms of the co-operation agreement with SDX. We are evaluating all available options with respect to the transaction and will provide a further update when appropriate.

Full details of approval requirements can be found in the Scheme Document distributed to SDX shareholders, which is available on our website at www.tenazenergy.com.

There has been no change or postponement of the shareholder meetings of either Tenaz or SDX to consider the transaction. Both meetings are scheduled for July 29, 2022.

About Tenaz Energy Corp.

Tenaz is an energy company focused on the acquisition and sustainable development of international oil and gas assets capable of returning free cash flow to shareholders. In addition, Tenaz conducts development of a semi-conventional oil project in the Rex member of the Upper Mannville group at Leduc-Woodbend in central Alberta.

Forward-looking Information and Statements

This press release contains certain forward-looking information and statements within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "budget", "forecast", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends", "strategy" and similar expressions are intended to identify forward-looking information or statements. In particular, but without limiting the foregoing, this press release contains forward-looking information and statements pertaining to: intentions of a particular SDX shareholder, approval of the Scheme and the anticipated shareholder meeting dates for both Tenaz and SDX.

The forward-looking information and statements contained in this press release reflect several material factors and expectations and assumptions of the Company including, without limitation: satisfaction of all conditions to the transaction and receipt of all necessary approvals; the performance of the SDX assets; the continued performance of the Company's oil and gas properties in a manner consistent with its past experiences; and the continued availability of adequate debt and equity financing and cash flow from operations to fund its planned expenditures. The Company believes the material factors, expectations and assumptions reflected in the forward-looking information and statements are reasonable, but no assurance can be given that these factors, expectations, and assumptions will prove to be correct.

The forward-looking information and statements included in this press release are not guarantees of future performance and should not be unduly relied upon. Such information and statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information or statements including, without limitation: the ability of management to execute its business plan or realise anticipated benefits from the transaction; the risks of not obtaining court, shareholder, regulatory and other approvals for the transaction; the ability of management to successfully integrate the SDX's business and assets; changes in commodity prices; changes in the demand for or supply of the Company's products; unanticipated operating results or production declines; changes in tax or environmental laws, royalty rates or other regulatory matters; changes in development plans of the Company or by third party operators of the Company's properties, increased debt levels or debt service requirements; inaccurate estimation of the Company's oil and gas reserve volumes; limited, unfavorable or a lack of access to capital markets; increased costs; a lack of adequate insurance coverage; the impact of competitors; and certain other risks detailed from time to time in the Company's public documents.

The forward-looking information and statements contained in this press release speak only as of the date of this press release, and the Company does not assume any obligation to publicly update or revise them to reflect new events or circumstances, except as may be required pursuant to applicable laws.

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