

Form 51-102F3
Material Change Report

1. Name and Address of Company

Journey Energy Inc. (the “**Company**” or “**Journey**”)
700, 517 – 10th Ave. SW
Calgary, Alberta
T2R 0A8

2. Date of Material Change

February 28, 2022.

3. News Release

The news release was disseminated on February 28, 2022 through Cision and subsequently filed on SEDAR.

4. Summary of Material Change

On February 28, 2022, Journey announced that it entered into an agreement with Acumen Capital Finance Partners Limited (“**Acumen**”), pursuant to which Acumen has agreed to purchase, on a “bought deal” basis, 2,480,000 common shares (the “**Flow-Through Shares**”) of Journey to be issued as “flow-through shares” with respect to “Canadian development expenses” within the meaning of the *Income Tax Act* (Canada) and the regulations thereunder in force as of the date hereof (the “**Tax Act**”) at a price (the “**Offering Price**”) of \$4.25 per Flow-Through Share, for gross proceeds to Journey of approximately \$10.5 million (the “**Offering**”).

5. Full Description of Material Change

The Company has entered into an agreement with Acumen pursuant to which Acumen will agree to purchase, on a “bought deal” basis, 2,480,000 Flow-Through Shares.

Journey has also granted Acumen an option to purchase additional Flow-Through Shares, equal to 15% of the number of Flow-Through Shares sold pursuant to the Offering at the Offering Price, for market stabilization purposes and to cover over-allotments for a period expiring 30 days after the date of closing of the Offering.

Journey will use proceeds from the Offering to incur eligible “Canadian development expenditures” within the meaning of the Tax Act in an aggregate amount of not less than the gross proceeds raised from the Offering and will renounce qualifying expenditures to purchasers of the Flow-Through Shares on or before December 31, 2022.

The Flow-Through Shares will be offered by way of short form prospectus in each of the provinces of Canada, excluding Québec, pursuant to National Instrument 44-101 – *Short Form Prospectus Distributions* and some may be resold in the United States pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) and in such other jurisdictions outside of Canada and the United States as agreed to by the Company, in each case in accordance

with all applicable laws and provided that no prospectus, registration statement or similar document is required to be filed in such jurisdiction.

Closing is expected on or about March 18, 2022 and is subject to Toronto Stock Exchange and other necessary regulatory approvals.

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

Not Applicable.

7. Omitted Information

Not Applicable.

8. Executive Officer

Gerry Gilewicz
Chief Financial Officer
Journey Energy Inc.
700, 517 – 10th Ave SW
Calgary, Alberta
T2R 0A8

Tel: (403) 303-3238

9. Date of Report

March 3, 2022

ADVISORIES

This material change report contains forward-looking statements. The use of any of the words “anticipate”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “should”, “believe” and similar expressions are intended to identify forward-looking statements. These 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 statements. More particularly, this document contains statements regarding closing of the Offering, the use of proceeds of the Offering, the tax treatment of the Flow-Through Shares and the timing of the renunciation of the development expenses.

The forward-looking statements are based on certain key expectations and assumptions made by Journey. Although Journey believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because Journey can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, risks associated with the condition of the global economy, including trade, public health (including the impact of COVID-19) and other geopolitical risks; risks associated with the oil and gas industry in general (e.g., operational risks in development, exploration and production; delays or changes in plans with respect to exploration or development projects or capital expenditures;

the uncertainty of reserve estimates; the uncertainty of estimates and projections relating to production, costs and expenses, and health, safety and environmental risks); commodity price and exchange rate fluctuations and constraint in the availability of services, adverse weather or break-up conditions; uncertainties resulting from potential delays or changes in plans with respect to exploration or development projects or capital expenditures. Certain of these risks are set out in more detail in Journey's AIF dated March 23, 2021 and in Journey's MD&A for the period ended September 30, 2021, both of which have been filed on SEDAR and can be accessed at www.sedar.com.

The forward-looking statements contained in this document are made as of the date hereof and Journey 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 so required by applicable securities laws.

The Flow-Through Shares have not been, and will not be, registered under the U.S. Securities Act or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This material change report shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor will there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.