



CLEO ENERGY CORP.
PROPERTY DIVESTITURE



OVERVIEW INFORMATION

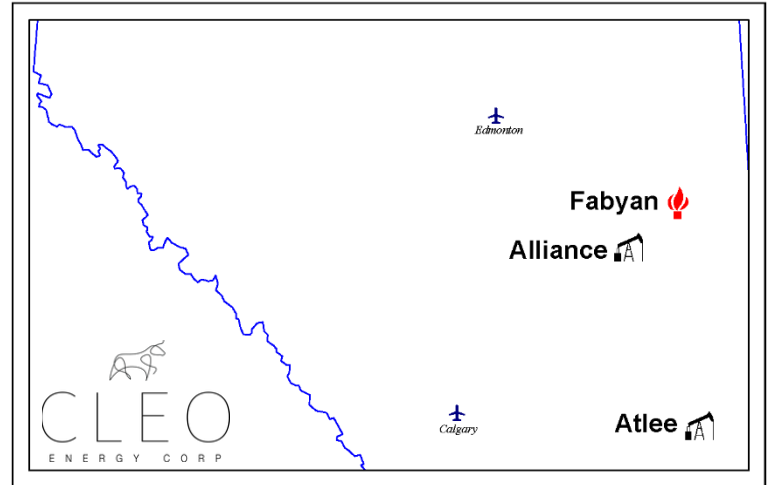
Bid Deadline: 12:00 pm June 27, 2024

**Non-Core Property Divestiture:
Atlee, Alliance & Fabyan Areas, Alberta
506 boe/d (2.5 MMcf/d, 87 bbl/d)**



CLEO Energy Corp. (“CLEO” or the “Company”) has engaged Sayer Energy Advisors to assist the Company with the sale of certain of its non-core oil and natural gas interests located in the Alliance, Atlee and Fabyan areas of Alberta (the “Properties”).

Average daily sales production net to CLEO from the Properties for the fourth quarter of 2023 was approximately 409 boe/d, consisting of approximately 2.2 MMcf/d of natural gas and 47 bbl/d of oil and natural gas liquids. Current production from the Properties is approximately 506 boe/d, consisting of 2.5 MMcf/d of natural gas and 87 bbl/d of oil and natural gas liquids after recent re-activations done by CLEO at Atlee.



Operating income net to CLEO from the Properties for the fourth quarter of 2023 was approximately \$118,000. Net operating income is forecast to increase significantly with the recent re-activations done by CLEO at Atlee. CLEO is forecasting net operating income for the twelve months ended April 30, 2025 of \$650,000 from its interests at Atlee.

At Fabyan, CLEO controls all of the pipeline infrastructure in the area necessary for both oil development and associated natural gas egress. The area has significant offsetting potential including the Viking and Upper Mannville Sparky oil reservoirs, which would require use of the Company’s pipeline infrastructure.

As of April 3, 2024, the Properties had a deemed net asset value of \$1.1 million (deemed assets of \$14.2 million and deemed liabilities of \$13.1 million), with an LMR ratio of 1.08.

PROCESS & TIMELINE

Sayer Energy Advisors is accepting cash offers to acquire the Properties until **12:00 pm on Thursday June 27, 2024**.

Timeline	
Week of May 20, 2024	Preliminary Information Distributed
Week of May 27, 2024	Data Room Opens
June 27, 2024	12:00 noon Bid Deadline
July 1, 2024	Effective Date
Third Quarter 2024	Closing Date

Sayer Energy Advisors does not conduct a “second-round” bidding process; the intention is to attempt to conclude transactions with the parties submitting the most acceptable proposals at the conclusion of the process.

Sayer Energy Advisors is accepting cash offers from interested parties until noon on Thursday June 27, 2024.





Production & NOI Overview

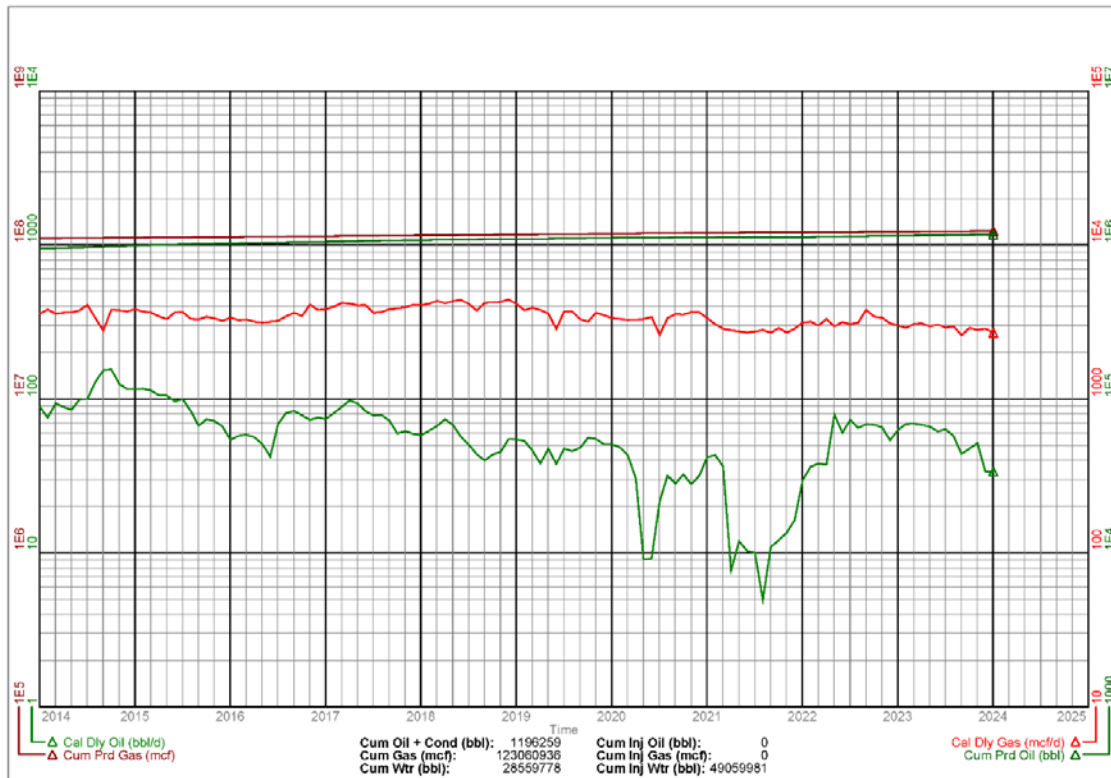
Average daily sales production net to CLEO from the Properties for the fourth quarter of 2023 was approximately 409 boe/d, consisting of approximately 2.2 MMcf/d of natural gas and 47 bbl/d of oil and natural gas liquids. Current production from the Properties is approximately 506 boe/d, consisting of 2.5 MMcf/d of natural gas and 87 bbl/d of oil and natural gas liquids after recent re-activations done by CLEO at *Atlee*.

Operating income net to CLEO from the Properties for the fourth quarter of 2023 was approximately \$118,000. Net operating income is forecast to increase significantly with the recent re-activations done by CLEO at *Atlee*. CLEO is forecasting net operating income for the twelve months ended April 30, 2025 of \$650,000 from its interests at *Atlee*.

PROPERTY	Q4 2023 NET PRODUCTION (Average Daily)				NOI Q4 2023
	Oil	Ngl	Nat. Gas	Total	
	bbl/d	bbl/d	Mcf/d	boe/d	
Fabyan	11	1	2,078	358	\$94,000
Atlee*	20	-	98	36	(\$52,000)
Alliance	15	-	-	15	\$76,000
TOTAL	46	1	2,176	409	\$118,000

*CLEO's current production at *Atlee* is approximately 134 boe/d, consisting of 441 Mcf/d of natural gas and 60 bbl/d of oil with forecasted twelve-month NOI of approximately \$650,000.

Gross Production Group Plot of CLEO's Oil & Natural Gas Wells





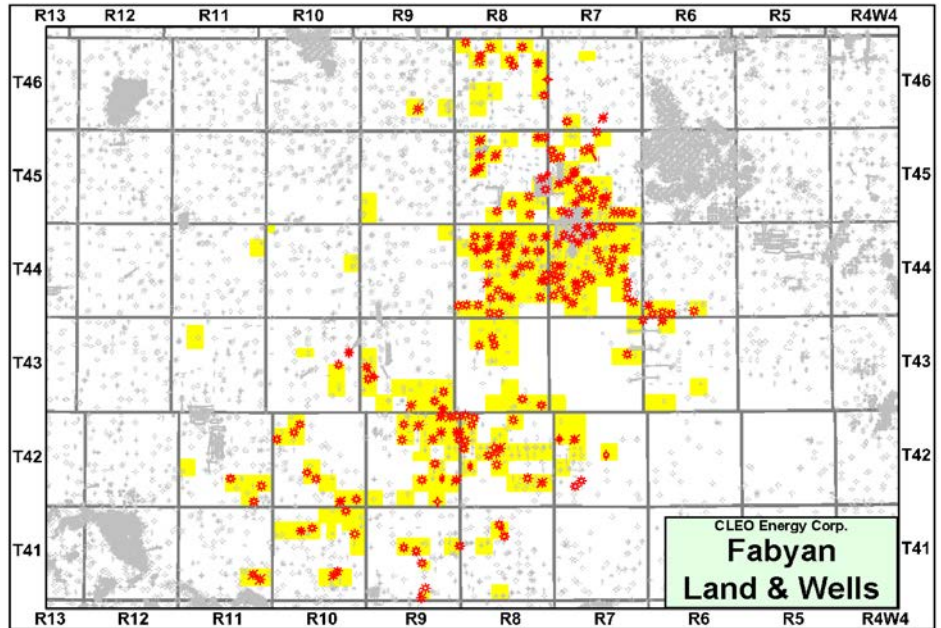
Fabyan Property

Township 41-46, Range 6-11 W4

At *Fabyan*, CLEO holds largely a 100% working interest in approximately 120 sections of land. Production at *Fabyan* is primarily shallow natural gas from the Viking Formation.

Average daily production net to CLEO from *Fabyan* for the fourth quarter of 2023 was approximately 358 boe/d, consisting of 2,078 Mcf/d of natural gas and 12 bbl/d oil and natural gas liquids.

Operating income net to CLEO from *Fabyan* for the fourth quarter of 2023 was approximately \$94,000.



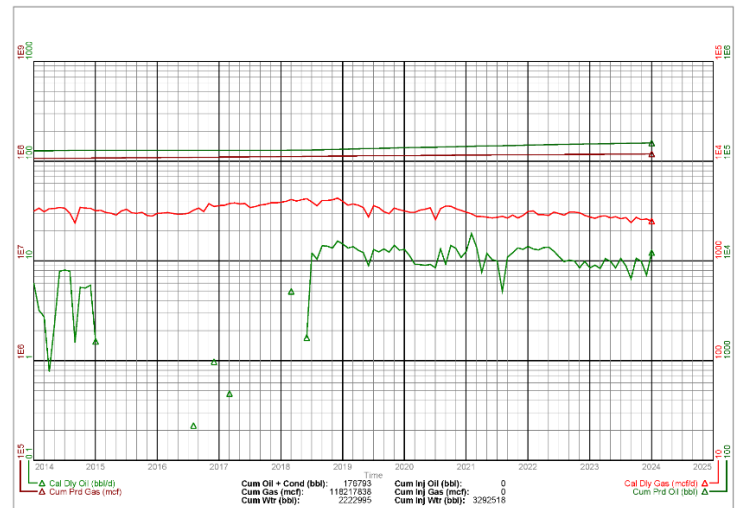
Infrastructure

CLEO controls all of the pipeline infrastructure in the area necessary for both oil development and associated natural gas egress. The area has significant offsetting potential including the Viking and Upper Mannville Sparky oil reservoirs, which would require use of the Company's pipeline infrastructure.

Further details relating to CLEO's pipeline infrastructure will be available in the virtual data room for parties that execute a confidentiality agreement.

The Company has a natural gas processing and handling agreement in place with **Durham Creek Energy Ltd.** under which CLEO's natural gas is processed at the *Fabyan* 06-08-045-07W4 natural gas plant for a handling charge of \$0.55/Mcf.

Fabyan, Alberta - Gross Production Group Plot



Fabyan Reserves

The Company does not have a current third-party reserve report reflecting the recent disposition of certain of its interests at *Fabyan*.

Fabyan LMR as of April 3, 2024

As of April 3, 2024, the *Fabyan* property had a deemed net asset value of (\$840,282) (deemed assets of \$11.2 million and deemed liabilities of \$12.0 million), with an LMR ratio of 0.93.





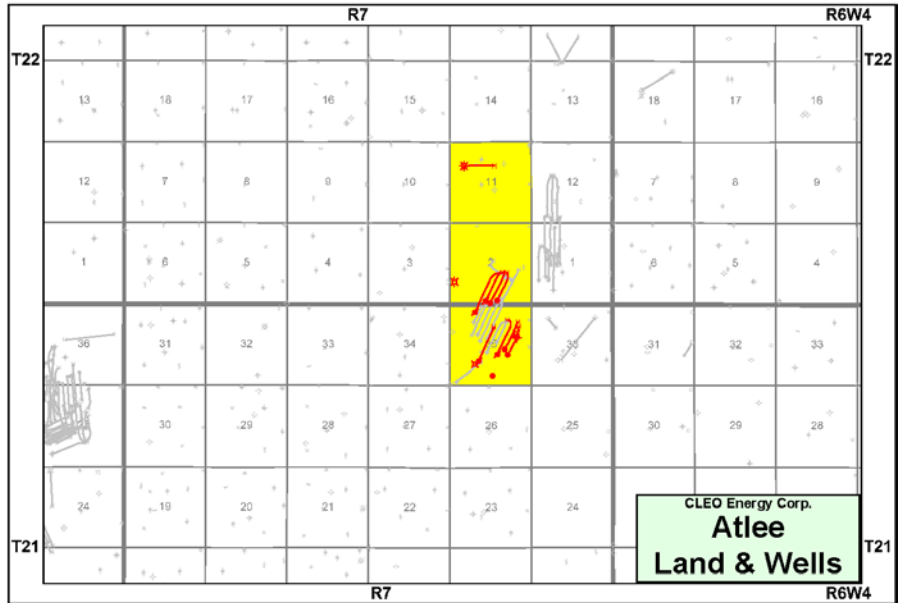
Atlee Property

Township 21-22, Range 7 W4

At *Atlee*, CLEO holds largely a 100% working interest in three sections of land. Production at *Atlee* is 13° API oil from the Glauconitic Sandstone Formation.

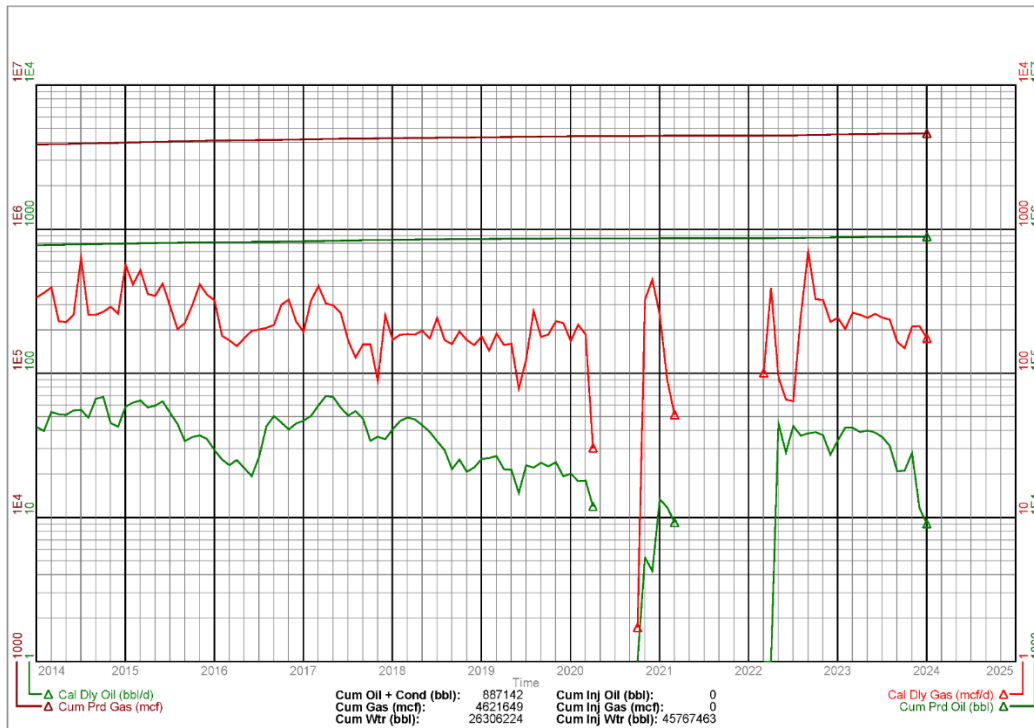
CLEO has recently completed two well re-activations and has identified one additional re-activation and one potential pump installation opportunity. CLEO's net cost was approximately \$55,000 per re-activation.

Average daily production net to CLEO from the *Atlee* property for the fourth quarter of 2023 was approximately 36 boe/d, consisting of 20 barrels of oil per day and 99 Mcf/d of natural gas. Current production from *Atlee* is 134 boe/d (60 bbl/d of oil and 441 Mcf/d of natural gas) after the recent re-activations.



Operating income net to CLEO from *Atlee* for the fourth quarter of 2023 was approximately (\$52,000). Net operating income is forecast to increase significantly with the recent re-activations done by CLEO at *Atlee*. CLEO is forecasting net operating income for the twelve months ended April 30, 2025 of \$650,000 from its interests at *Atlee*.

Atlee, Alberta - Gross Production Group Plot



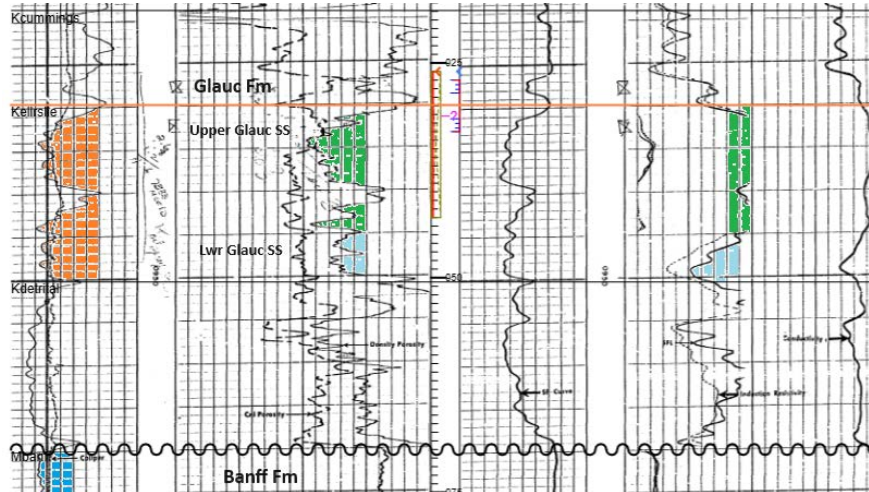


Glaucconitic Sandstone Formation

At *Atlee*, the Glaucconitic reservoir is comprised of porous sandstones which were deposited in the Early Cretaceous period as sediments from a shoreline barrier complex environment. Hydrocarbons are trapped stratigraphically in the northern part of the barrier as the sandstones pinch out into the adjacent shales.

The average porosity of the Glaucconitic reservoir is approximately 27% with average net pay of approximately 4-6 metres. The following well logs show the Glaucconitic Sandstone Formation at *Atlee*.

Passburg WestCoast Atlee 100/11-35-021-07W1/0 – Glaucconitic Sandstone Formation Type Log



Atlee Reserves

Deloitte LLP (“Deloitte”) prepared an independent reserves evaluation of the Properties (the “Deloitte Report”) as part of the Company’s year-end reporting. The Deloitte Report is effective December 31, 2022 using Deloitte’s January 1, 2023 forecast pricing.

Deloitte estimated that, as at December 31, 2022, the *Atlee* property contained remaining proved plus probable reserves of 646 MMcf of natural gas and 99,000 barrels of oil (207,000 boe), with an estimated net present value of \$1.4 million using forecast pricing at a 10% discount.

	Deloitte LLP as at December 31, 2022				PV BEFORE TAX		
	COMPANY GROSS RESERVES				0%	5%	10%
	Oil	Natural Gas	Ngl	Total			
	Mbbl	MMcf	Mbbl	MBOE		(000s)	
Proved Developed Producing	43	231	0	81	\$495	\$542	\$547
Proved Non-Producing/Undeveloped	35	247	0	77	\$565	\$520	\$465
Total Proved	78	478	0	158	\$1,060	\$1,062	\$1,012
Probable	21	168	0	49	\$508	\$417	\$342
Total Proved Plus Probable	99	646	0	207	\$1,569	\$1,479	\$1,353

The reserve estimates and forecasts of production and revenues for the Company’s Properties were prepared within the context of a group of properties in aggregate. Extraction and use of any individual property evaluation outside of this context may not be appropriate without supplementary due diligence. Values in the “Total” row may not correspond to the total of the values presented due to rounding.

Atlee LMR as of April 3, 2024

As of April 3, 2024, the *Atlee* property had a deemed net asset value of \$1.5 million (deemed assets of \$2.3 million and deemed liabilities of \$796,106), with an LMR ratio of 2.85.





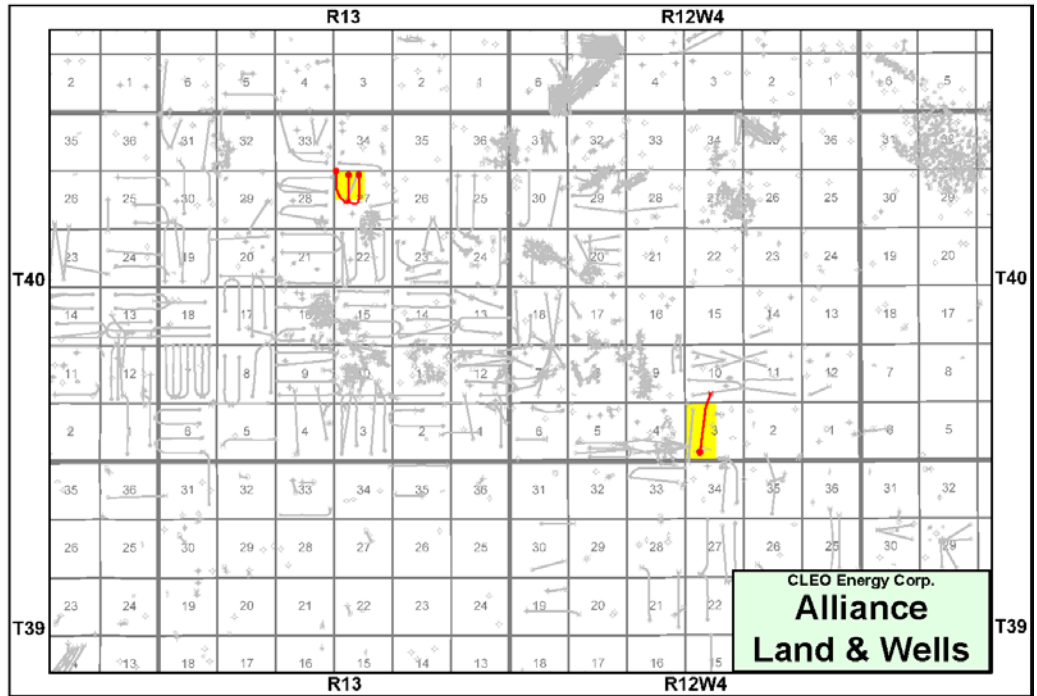
Alliance Property

Township 40, Range 12-13 W4

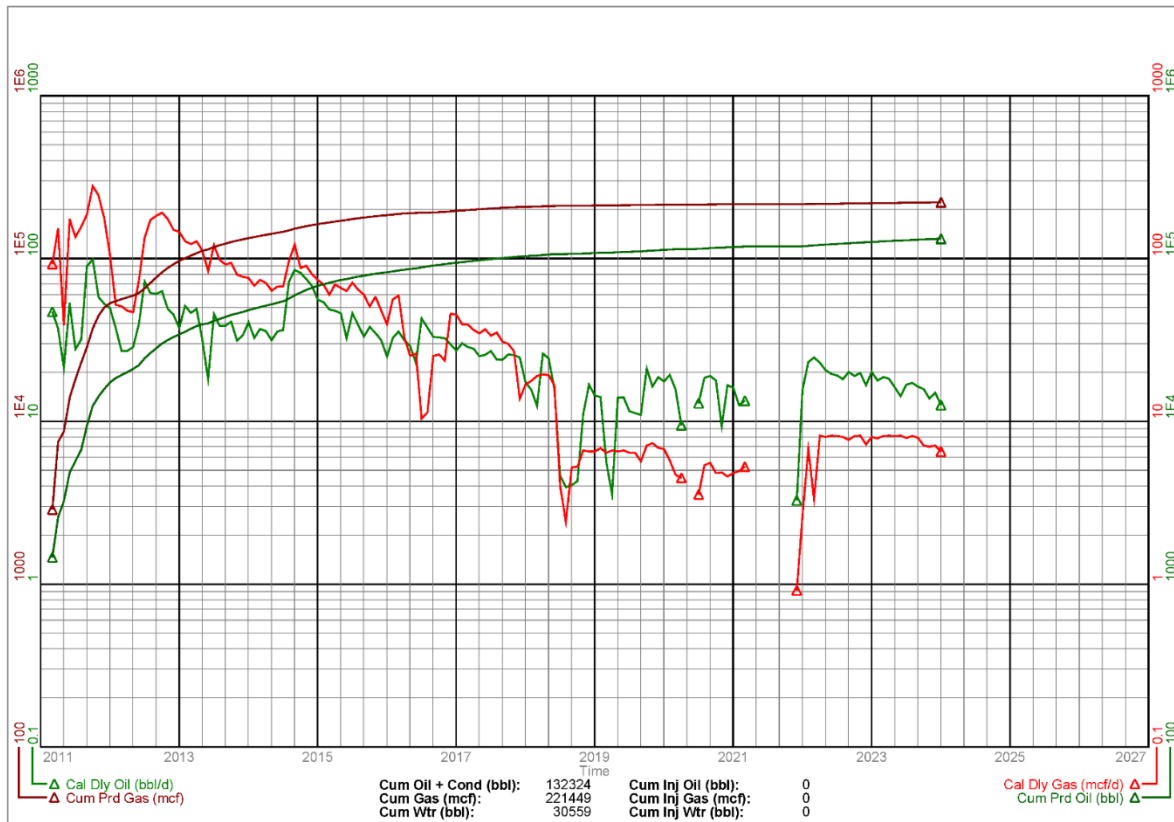
At Alliance, CLEO holds a 100% working interest in three quarter sections of land. The Company has stable, low-decline oil production from the Viking Formation. CLEO also has one horizontal drilling location booked in the Deloitte Report on Section 04-03-040-12W4 targeting the same Viking pool.

Average daily production net to CLEO from the Alliance property for the fourth quarter of 2023 was approximately 15 barrels of oil per day.

Operating income net to CLEO from Alliance for the fourth quarter of 2023 was approximately \$76,000.



Alliance, Alberta - Gross Production Group Plot



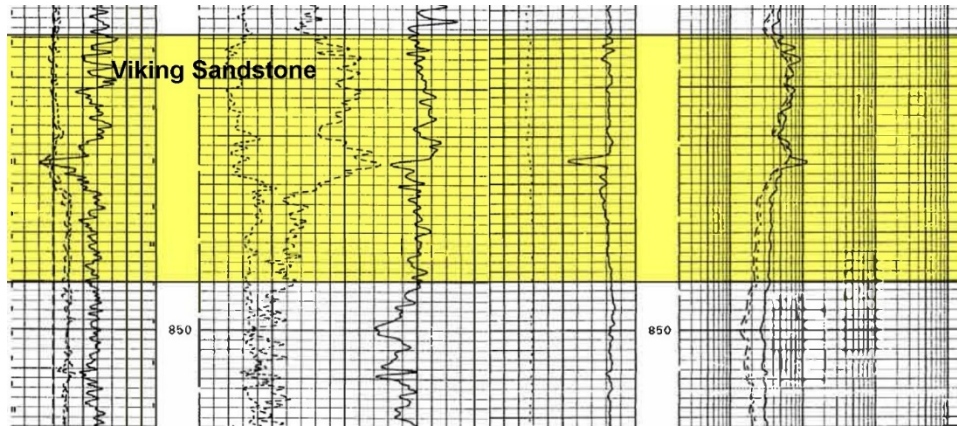


Viking Formation

At *Alliance*, the Viking reservoir is comprised of sandstone within coarsening-upwards cycles from shale to sandstone. The sediments were deposited in the Late Cretaceous period in a shoreface environment.

The following well logs show the Viking Formation at *Alliance*.

1994450AB Provost 102/03-03-040-12W4/0 – Viking Formation Type Log



Alliance Reserves

Deloitte LLP (“Deloitte”) prepared an independent reserves evaluation of the Properties (the “Deloitte Report”) as part of the Company’s year-end reporting. The Deloitte Report is effective December 31, 2022 using Deloitte’s January 1, 2023 forecast pricing.

Deloitte estimated that, as at December 31, 2022, the *Alliance* property contained remaining proved plus probable reserves of approximately 95,000 barrels of oil, with an estimated net present value of \$1.3 million using forecast pricing at a 10% discount.

	Deloitte LLP as at December 31, 2022						
	COMPANY GROSS RESERVES				PV BEFORE TAX		
	Oil Mbbl	Natural Gas MMcf	Ngl Mbbbl	Total MBOE	0%	5% (000s)	10%
Proved Developed Producing	26	0	0	26	\$829	\$800	\$722
Proved Non-Producing/Undeveloped	0	0	0	0	\$0	\$0	\$0
Total Proved	26	0	0	26	\$829	\$800	\$722
Probable	69	0	0	69	\$1,516	\$939	\$574
Total Proved Plus Probable	95	0	0	95	\$2,345	\$1,739	\$1,296

The reserve estimates and forecasts of production and revenues for the Company’s Properties were prepared within the context of a group of properties in aggregate. Extraction and use of any individual property evaluation outside of this context may not be appropriate without supplementary due diligence. Values in the “Total” row may not correspond to the total of the values presented due to rounding.

Alliance LMR as of April 3, 2024

As of April 3, 2024, the *Alliance* property had a deemed net asset value of \$425,830 (deemed assets of \$724,252 and deemed liabilities of \$298,422), with an LMR ratio of 2.43.

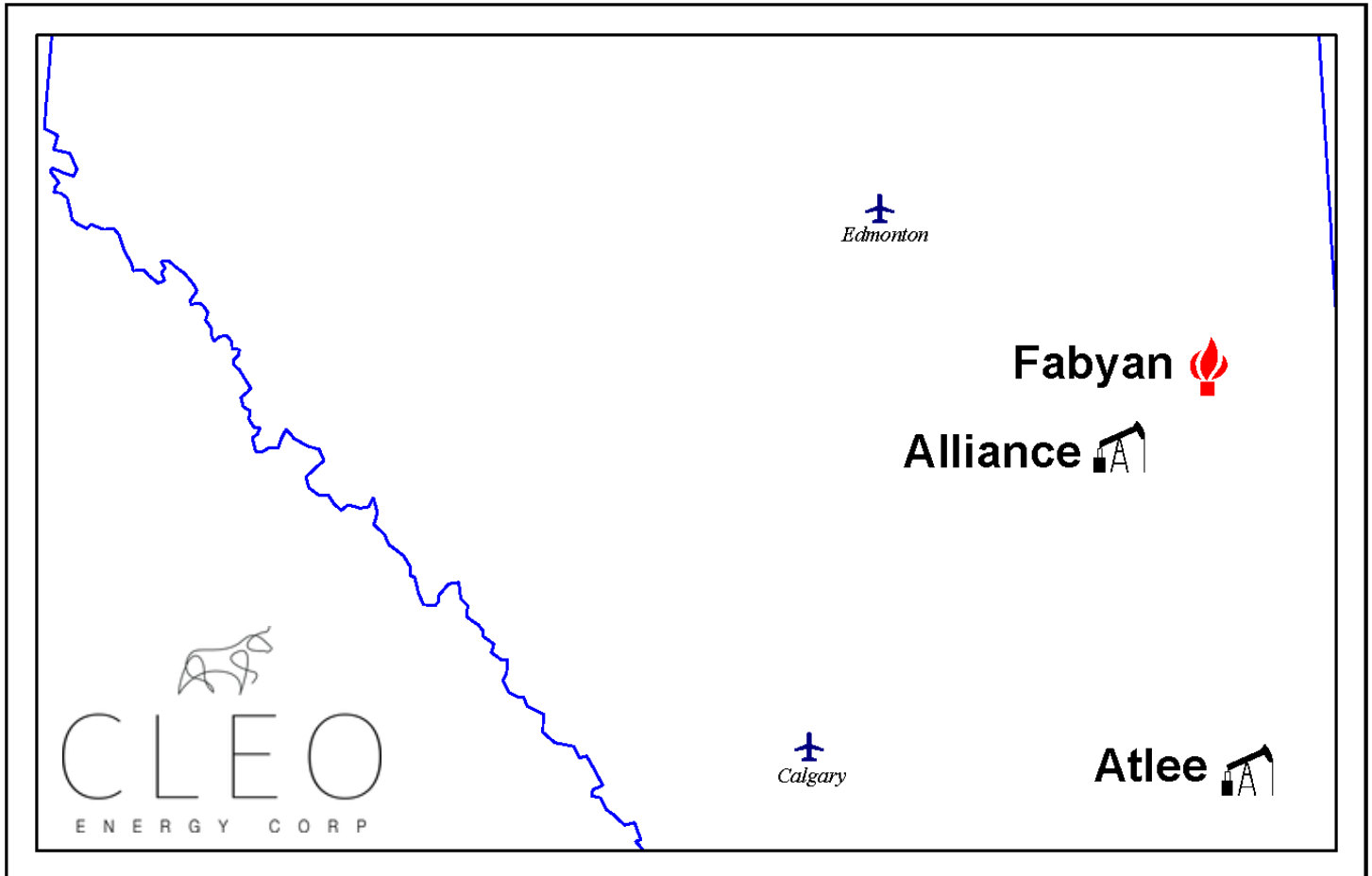




BID DEADLINE: 12:00 pm June 27, 2024

Property Divestiture

CLEO Energy Corp. Spring 2024 Non-Core Property Divestiture



CONTACT

Parties wishing to receive access to the confidential information with detailed technical information relating to this opportunity should execute the confidentiality agreement which is available on Sayer Energy Advisors' website (www.sayeradvisors.com) and return one copy to Sayer Energy Advisors by courier, email (tpavic@sayeradvisors.com) or fax (403.266.4467).

Included in the confidential information is the following: summary land information, the Deloitte Report, LMR information, most recent net operations summary, detailed facilities information and other relevant technical information.

To receive further information on the Properties please contact Tom Pavic, Ben Rye or Sydney Birkett at 403.266.6133.



1620, 540 – 5th Avenue SW, Calgary, Alberta Canada T2P 0M2
Tel: 403.266.6133 Fax: 403.266.4467 www.sayeradvisors.com

Overview

CLEO Energy Corp. (“CLEO” or the “Company”) has engaged **Sayer Energy Advisors** to assist the Company with the sale of certain of its non-core oil and natural gas interests located in the *Alliance*, *Atlee* and *Fabyan* areas of Alberta (the “Properties”).

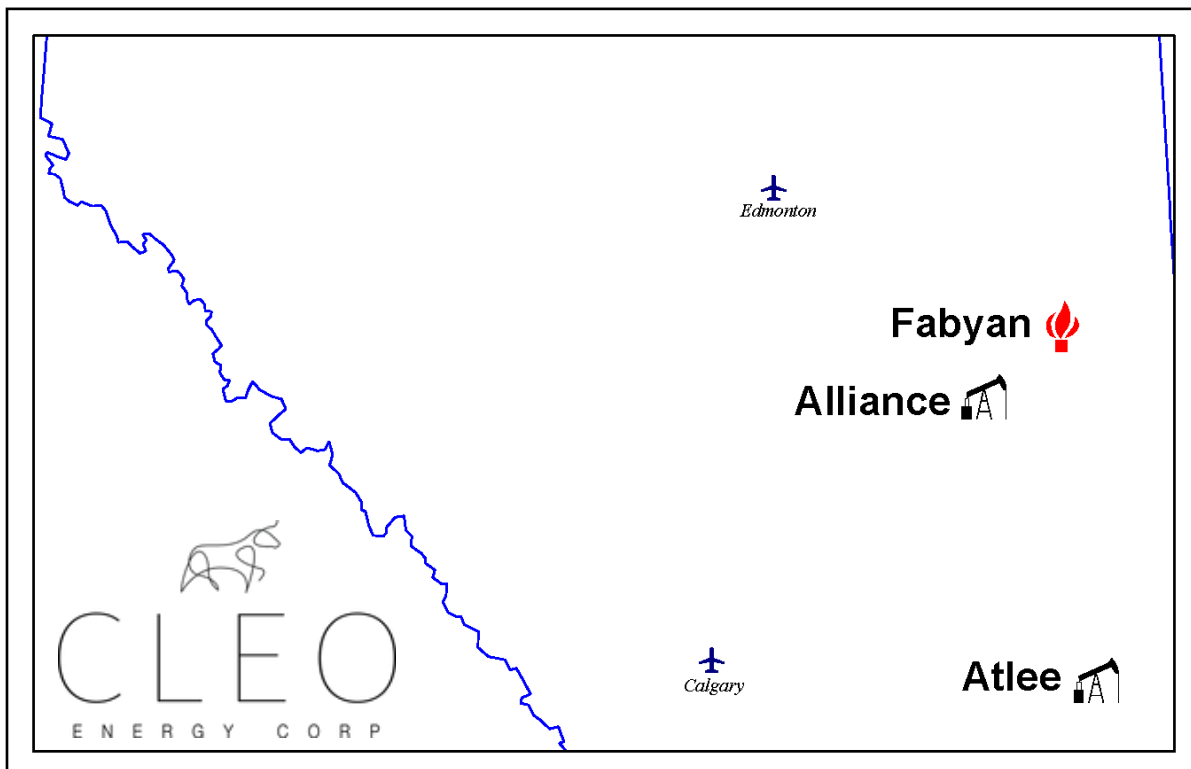
Average daily sales production net to CLEO from the Properties for the fourth quarter of 2023 was approximately 409 boe/d, consisting of approximately 2.2 MMcf/d of natural gas and 47 bbl/d of oil and natural gas liquids. Current production from the Properties is approximately 506 boe/d, consisting of 2.5 MMcf/d of natural gas and 87 bbl/d of oil and natural gas liquids after recent re-activations done by CLEO at *Atlee*.

Operating income net to CLEO from the Properties for the fourth quarter of 2023 was approximately \$118,000. Net operating income is forecast to increase significantly with the recent re-activations done by CLEO at *Atlee*. CLEO is forecasting net operating income for the twelve months ended April 30, 2025 of \$650,000 from its interests at *Atlee*.

At *Fabyan*, CLEO controls all of the pipeline infrastructure in the area necessary for both oil development and associated natural gas egress. The area has significant offsetting potential including the Viking and Upper Mannville Sparky oil reservoirs, which would require use of the Company’s pipeline infrastructure.

As of April 3, 2024, the Properties had a deemed net asset value of \$1.1 million (deemed assets of \$14.2 million and deemed liabilities of \$13.1 million), with an LMR ratio of 1.08.

Overview Map Showing the Location of the Divestiture Properties



Production Overview

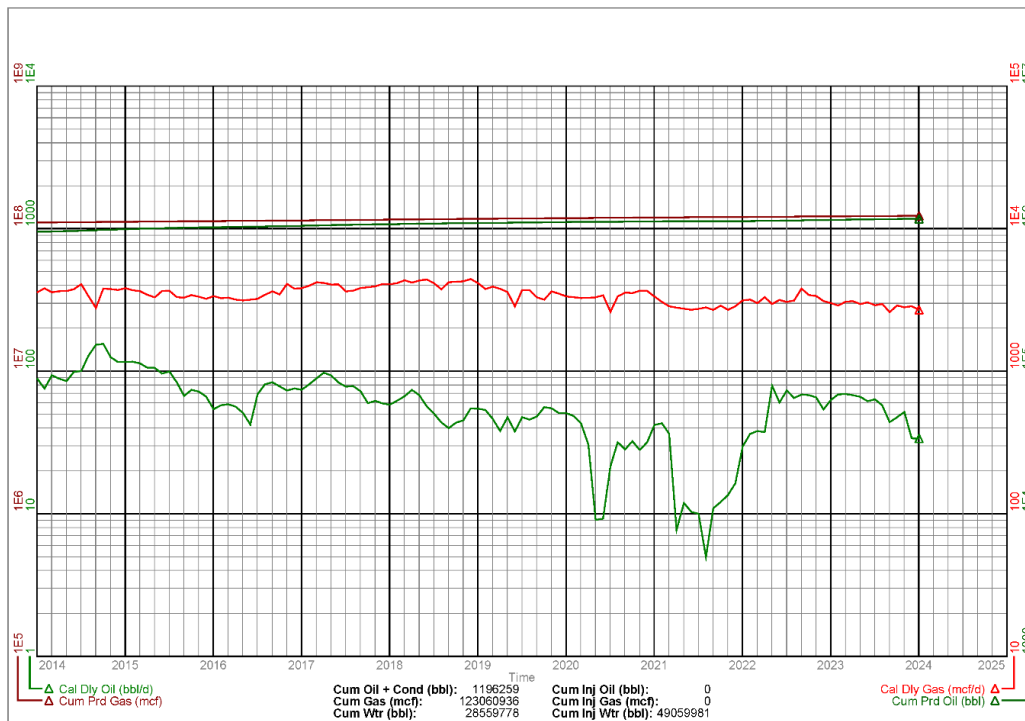
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Operating income net to CLEO from the Properties for the fourth quarter of 2023 was approximately \$118,000. Net operating income is forecast to increase significantly with the recent re-activations done by CLEO at *Atlee*. CLEO is forecasting net operating income for the twelve months ended April 30, 2025 of \$650,000 from its interests at *Atlee*.

PROPERTY	Q4 2023 NET PRODUCTION (Average Daily)				NOI Q4 2023
	Oil	Ngl	Nat. Gas	Total	
	bbl/d	bbl/d	Mcf/d	boe/d	
Fabyan	11	1	2,078	358	\$94,000
Atlee*	20	-	98	36	(\$52,000)
Alliance	15	-	-	15	\$76,000
TOTAL	46	1	2,176	409	\$118,000

*CLEO's current production at *Atlee* is approximately 134 boe/d, consisting of 441 Mcf/d of natural gas and 60 bbl/d of oil with forecasted twelve-month NOI of approximately \$650,000.

Gross Production Group Plot of CLEO's Oil & Natural Gas Wells



LMR Summary

As of April 3, 2024, the Properties had a deemed net asset value of \$1.1 million (deemed assets of \$14.2 million and deemed liabilities of \$13.1 million), with an LMR ratio of 1.08.

Deemed Assets	Deemed Liabilities	Net Deemed Assets	LMR
\$14,151,180	\$13,093,953	\$1,057,227	1.08

Seismic Overview

The Company has a license agreement on certain trade 2D seismic data relating to the *Fabyan* property. Information relating to the seismic will be made available in the data room to parties that execute a confidentiality agreement.

Reserves Overview

Deloitte LLP (“Deloitte”) prepared an independent reserves evaluation of CLEO’s Properties (the “Deloitte Report”) as part of the Company’s year-end reporting. The Deloitte Report is effective December 31, 2022 using Deloitte’s January 1, 2023 forecast pricing. The Company does not have a current third-party reserve report reflecting the recent disposition of certain of its interests at *Fabyan*.

Deloitte estimated that, as at December 31, 2022 the Properties excluding CLEO’s interests at *Fabyan* contained remaining proved plus probable reserves of 646 MMcf of natural gas and 194,000 barrels of oil and natural gas liquids (302,000 boe), with an estimated net present value of \$3.2 million using forecast pricing at a 10% discount.

	Deloitte LLP as at December 31, 2022						
	COMPANY GROSS RESERVES				PV BEFORE TAX		
	Oil Mbbbl	Natural Gas MMcf	Ngl Mbbbl	Total MBOE	0%	5% (000s)	10%
Proved Developed Producing	69	231	0	107	\$1,324	\$1,342	\$1,269
Proved Non-Producing/Undeveloped	35	247	0	77	\$565	\$520	\$465
Total Proved	104	478	0	184	\$1,889	\$1,861	\$1,734
Probable	90	168	0	118	\$2,025	\$1,356	\$916
Total Proved Plus Probable	194	646	0	302	\$3,914	\$3,218	\$2,650

The reserve estimates and forecasts of production and revenues for the Company’s Properties were prepared within the context of a group of properties in aggregate. Extraction and use of any individual property evaluation outside of this context may not be appropriate without supplementary due diligence. Values in the “Total” row may not correspond to the total of the values presented due to rounding.



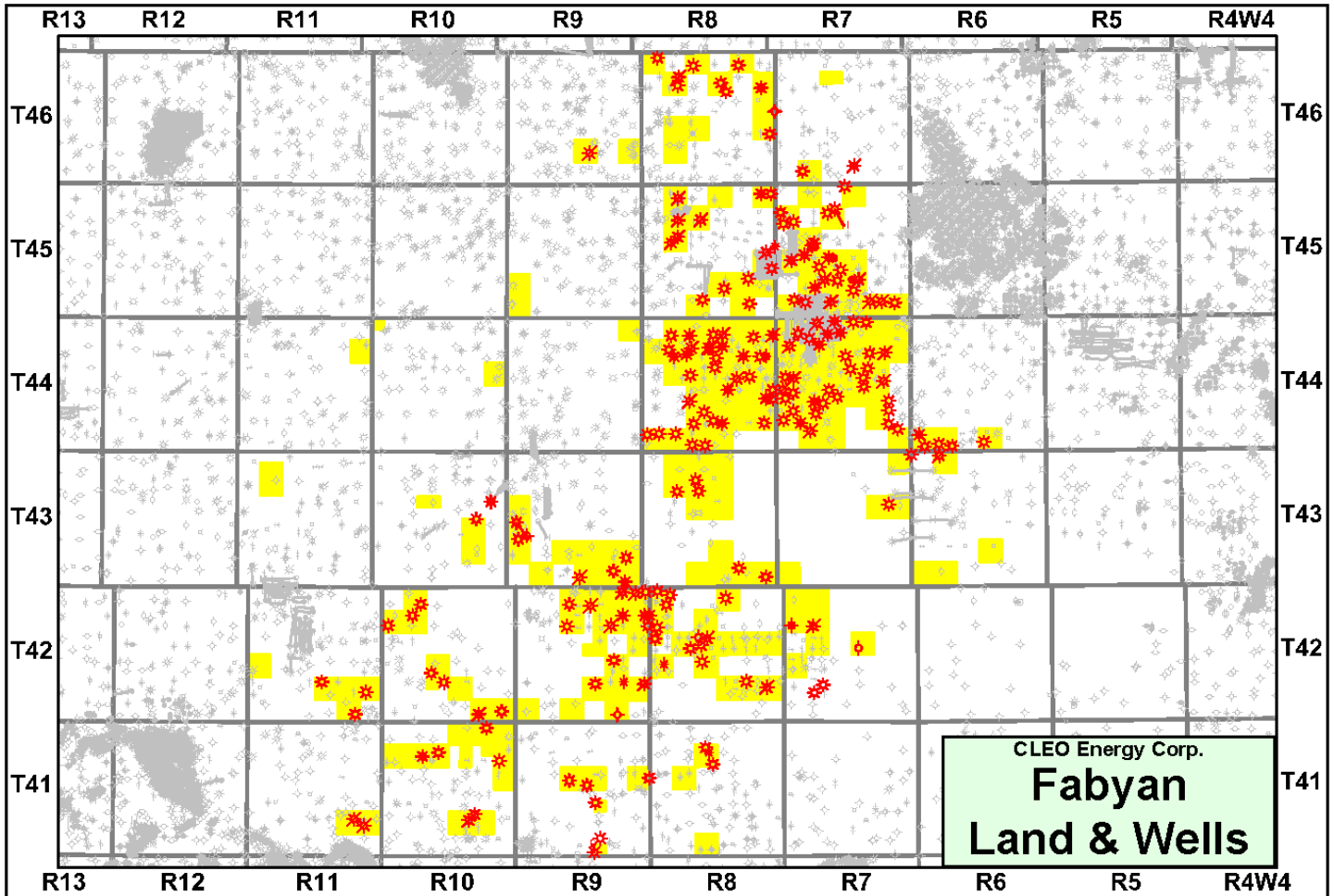
Fabyan Property

Township 41-46, Range 6-11 W4

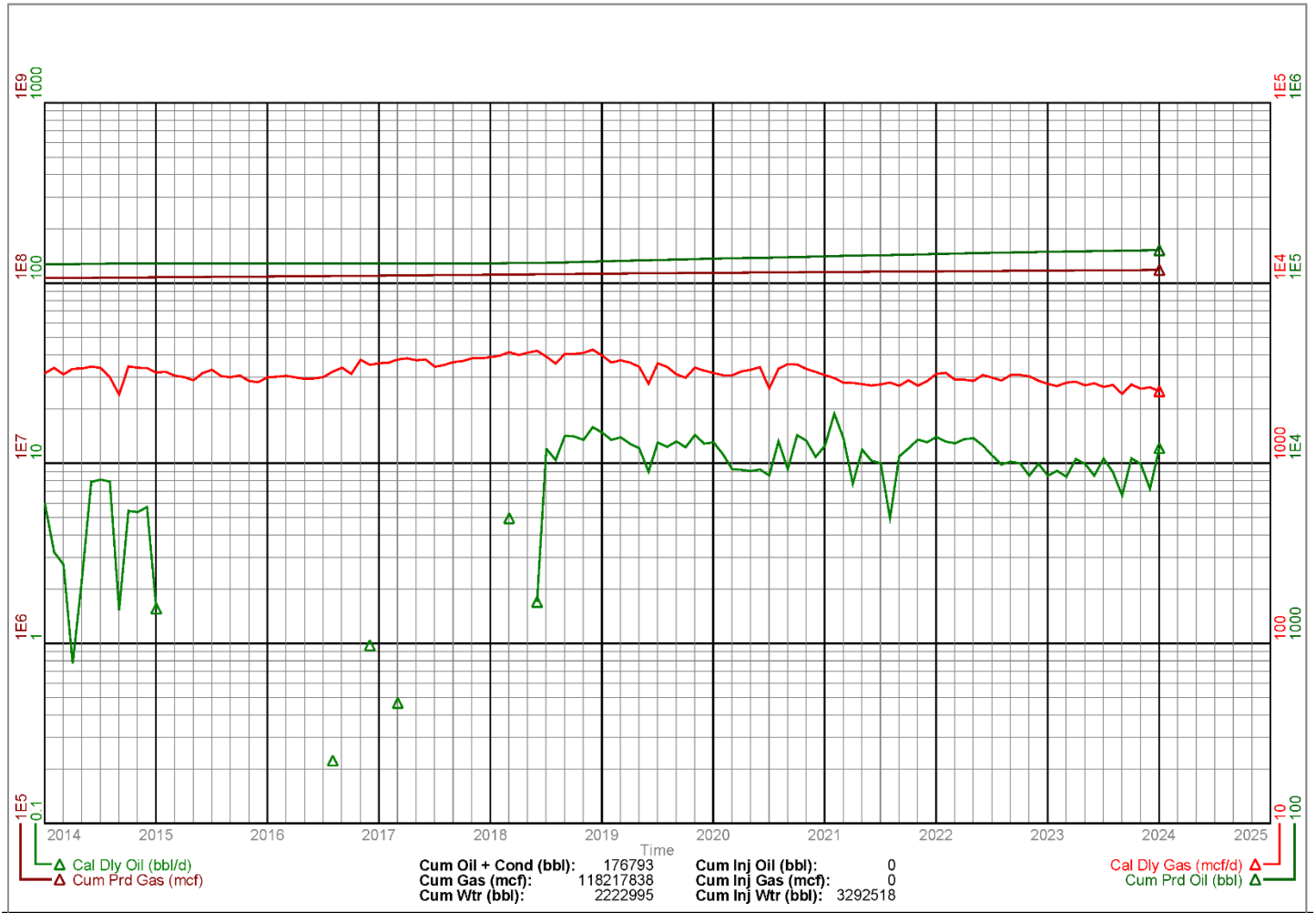
At *Fabyan*, CLEO holds largely a 100% working interest in approximately 120 sections of land. Production at *Fabyan* is primarily shallow natural gas from the Viking Formation.

Average daily production net to CLEO from *Fabyan* for the fourth quarter of 2023 was approximately 358 boe/d, consisting of 2,078 Mcf/d of natural gas and 12 bbl/d oil and natural gas liquids.

Operating income net to CLEO from *Fabyan* for the fourth quarter of 2023 was approximately \$94,000.



Fabyan, Alberta - Gross Production Group Plot



Infrastructure

CLEO controls all of the pipeline infrastructure in the area necessary for both oil development and associated natural gas egress. The area has significant offsetting potential including the Viking and Upper Mannville Sparky oil reservoirs, which would require use of the Company's pipeline infrastructure.

Further details relating to CLEO's pipeline infrastructure will be available in the virtual data room for parties that execute a confidentiality agreement.

Fabyan Facilities

CLEO does not have ownership in any facilities at *Fabyan*. The Company has a natural gas processing and handling agreement in place with **Durham Creek Energy Ltd.** under which CLEO's natural gas is processed at the *Fabyan* 06-08-045-07W4 natural gas plant for a handling charge of \$0.55/Mcf.

Fabyan Marketing

Oil from *Fabyan* is trucked to **Secure Energy Services Inc.**'s Kerrobert Terminal at 08-34-033-22W3 and sold to Secure.

Natural gas from *Fabyan* is sold to **BP Canada Energy Group ULC** at the **Nova Gas Transmission Ltd.** pipeline.

Fabyan Reserves

The Company does not have a current third-party reserve report reflecting the recent disposition of certain of its interests at *Fabyan*.

Fabyan LMR as of April 3, 2024

As of April 3, 2024, the *Fabyan* property had a deemed net asset value of (\$840,282) (deemed assets of \$11.2 million and deemed liabilities of \$12.0 million), with an LMR ratio of 0.93.

Deemed Assets	Deemed Liabilities	Net Deemed Assets	LMR
\$11,159,143	\$11,999,425	(\$840,282)	0.93

Fabyan Well List

See well list in Excel.



Atlee Property

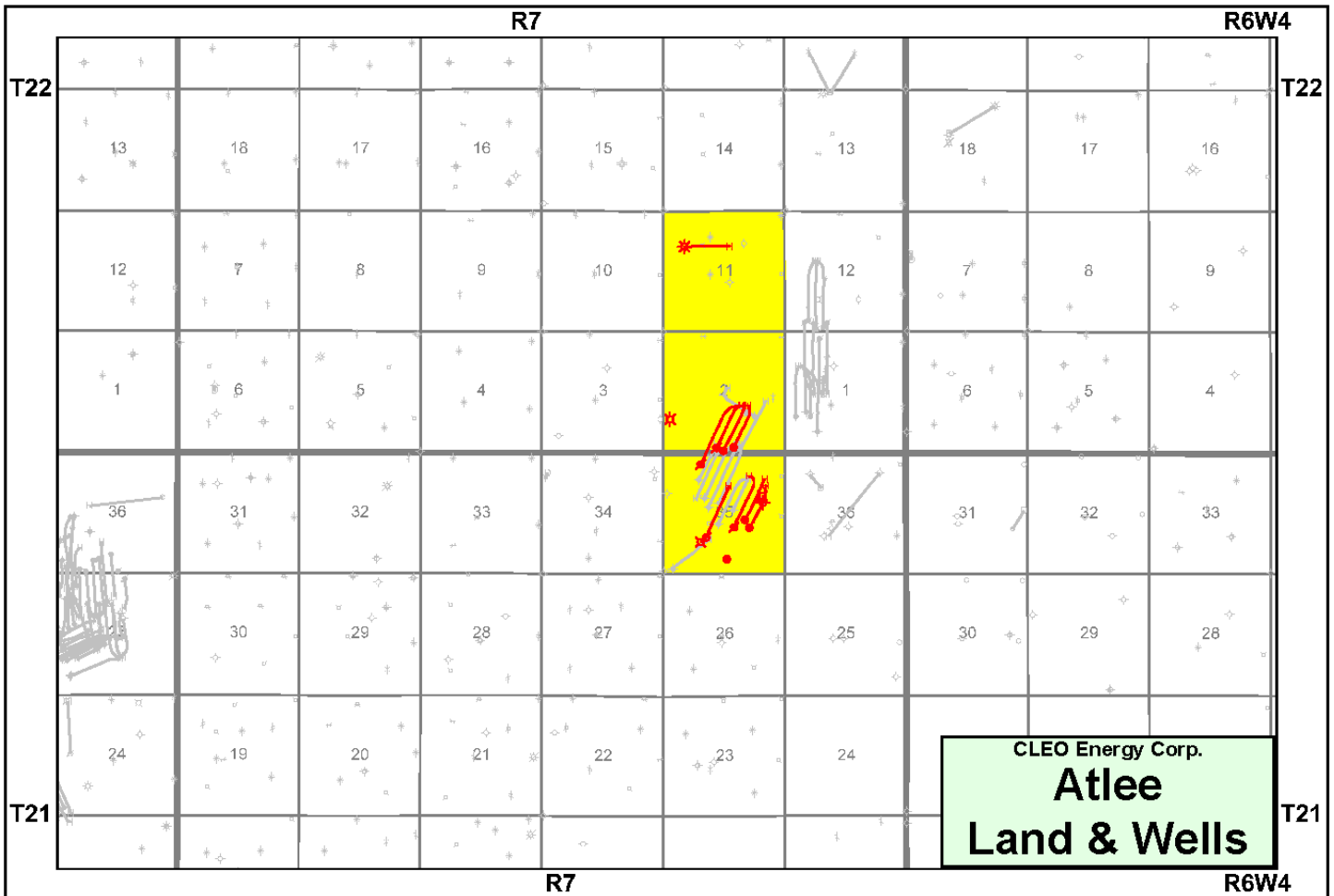
Township 21-22, Range 7 W4

At *Atlee*, CLEO holds largely a 100% working interest in three sections of land. Production at *Atlee* is 13° API oil from the Glauconitic Sandstone Formation.

CLEO has recently completed two well re-activations and has identified one additional re-activation and one potential pump installation opportunity. CLEO's net cost was approximately \$55,000 per re-activation.

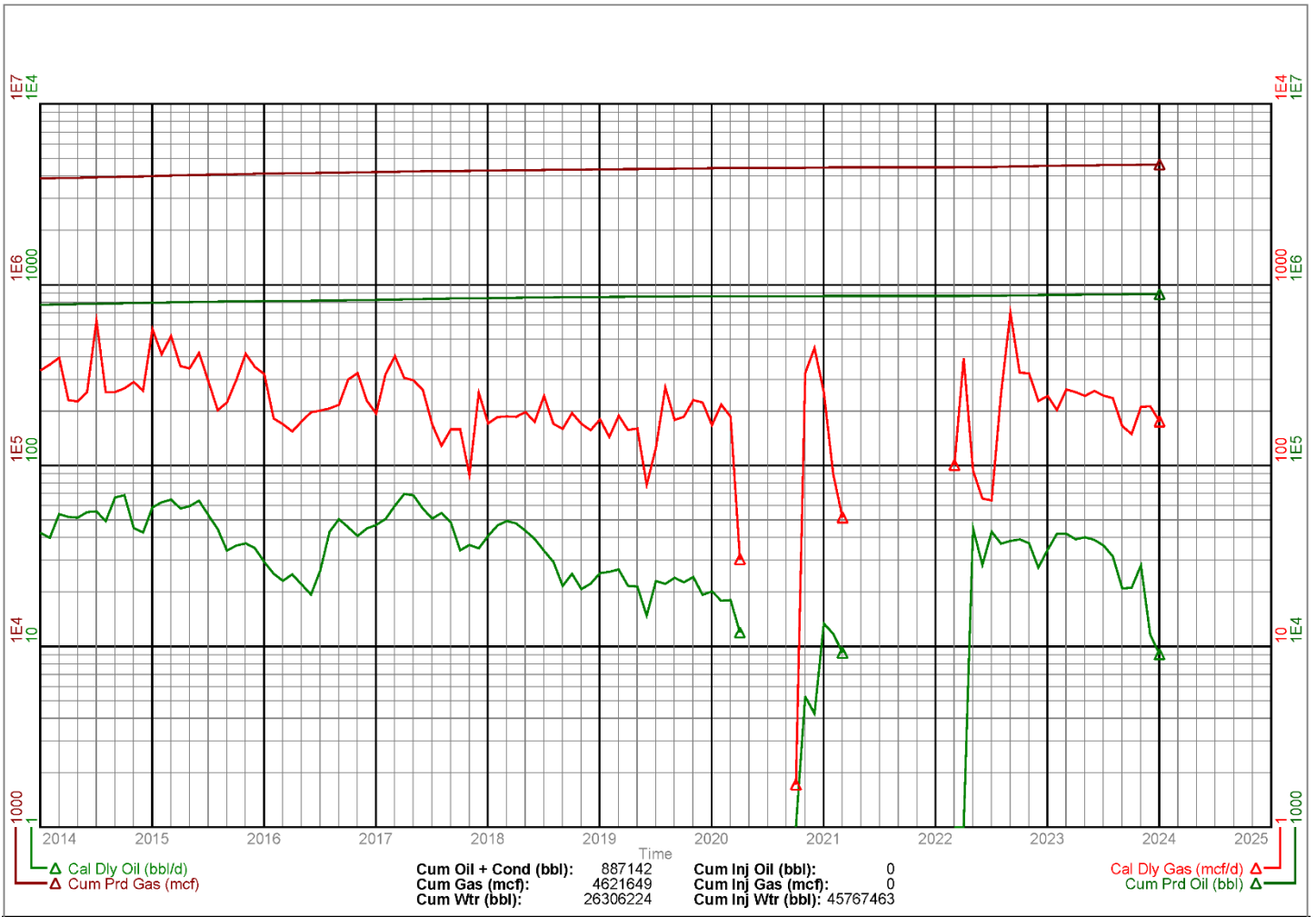
Average daily production net to CLEO from the *Atlee* property for the fourth quarter of 2023 was approximately 36 boe/d, consisting of 20 barrels of oil per day and 99 Mcf/d of natural gas. Current production from *Atlee* is 134 boe/d (60 bbl/d of oil and 441 Mcf/d of natural gas) after the recent re-activations.

Operating income net to CLEO from *Atlee* for the fourth quarter of 2023 was approximately (\$52,000). Net operating income is forecast to increase significantly with the recent re-activations done by CLEO at *Atlee*. CLEO is forecasting net operating income for the twelve months ended April 30, 2025 of \$650,000 from its interests at *Atlee*.





Atlee, Alberta - Gross Production Group Plot





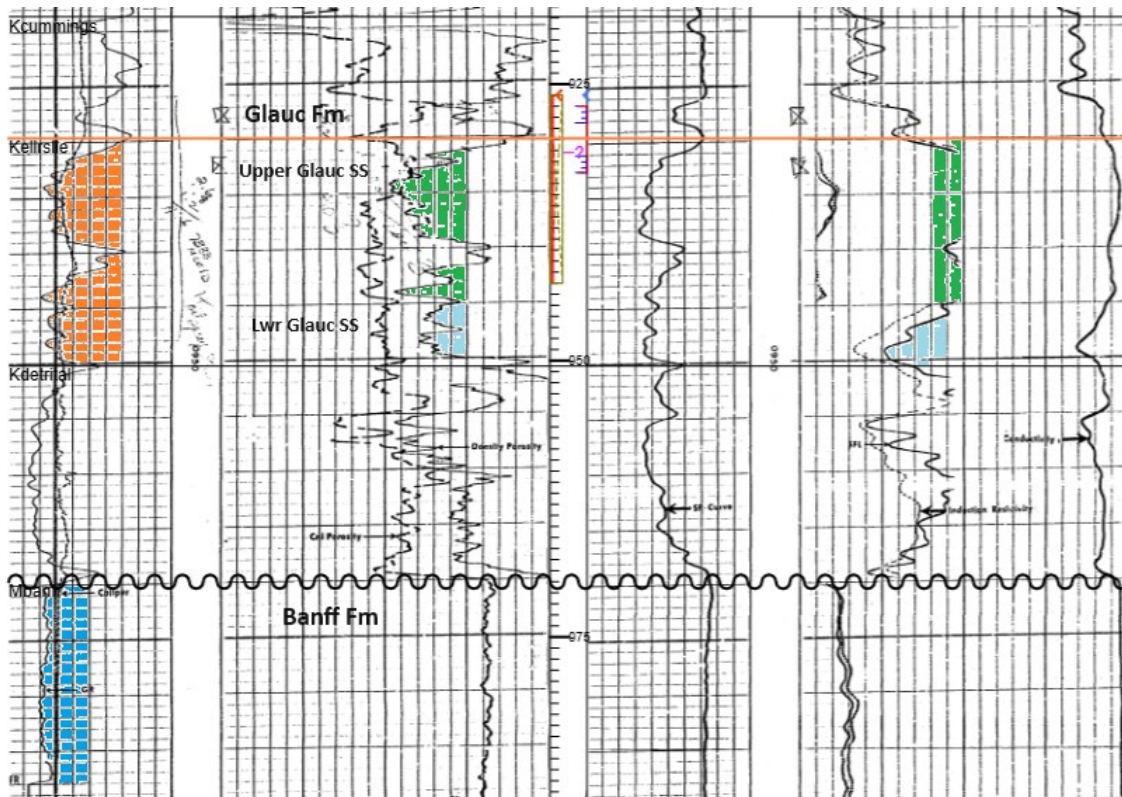
Glauconitic Sandstone Formation

At *Atlee*, the Glauconitic reservoir is comprised of porous sandstones which were deposited in the Early Cretaceous period as sediments from a shoreline barrier complex environment. Hydrocarbons are trapped stratigraphically in the northern part of the barrier as the sandstones pinch out into the adjacent shales.

The average porosity of the Glauconitic reservoir is approximately 27% with average net pay of approximately 4-6 metres.

The following well logs show the Glauconitic Sandstone Formation at *Atlee*.

**Passburg WestCoast Atlee 100/11-35-021-07W1/0 –
Glauconitic Sandstone Formation Type Log**



Atlee Facilities

At *Atlee*, CLEO has ownership in the following facility.

License	Location	Facility Type	WI %
F2927	00/15-35-021-07W4	Central Battery	100

Atlee Marketing

Oil from *Atlee* is trucked to Secure's Big Valley truck terminal at 10-36-035-20W4 and sold to Secure.

Natural gas is pipeline connected to **Inter Pipeline Ltd.**

Atlee Reserves

Deloitte LLP ("Deloitte") prepared an independent reserves evaluation of the Properties (the "Deloitte Report") as part of the Company's year-end reporting. The Deloitte Report is effective December 31, 2022 using Deloitte's January 1, 2023 forecast pricing.

Deloitte estimated that, as at December 31, 2022, the *Atlee* property contained remaining proved plus probable reserves of 646 MMcf of natural gas and 99,000 barrels of oil (207,000 boe), with an estimated net present value of \$1.4 million using forecast pricing at a 10% discount.

	Deloitte LLP as at December 31, 2022						
	COMPANY GROSS RESERVES				PV BEFORE TAX		
	Oil Mbbl	Natural Gas MMcf	Ngl Mbbl	Total MBOE	0%	5%	10%
Proved Developed Producing	43	231	0	81	\$495	\$542	\$547
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Total Proved	78	478	0	158	\$1,060	\$1,062	\$1,012
Probable	21	168	0	49	\$508	\$417	\$342
Total Proved Plus Probable	99	646	0	207	\$1,569	\$1,479	\$1,353

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Atlee LMR as of April 3, 2024

As of April 3, 2024, the *Atlee* property had a deemed net asset value of \$1.5 million (deemed assets of \$2.3 million and deemed liabilities of \$796,106), with an LMR ratio of 2.85.

Deemed Assets	Deemed Liabilities	Net Deemed Assets	LMR
\$2,267,786	\$796,106	\$1,471,680	2.85

Atlee Well List

See well list in Excel.



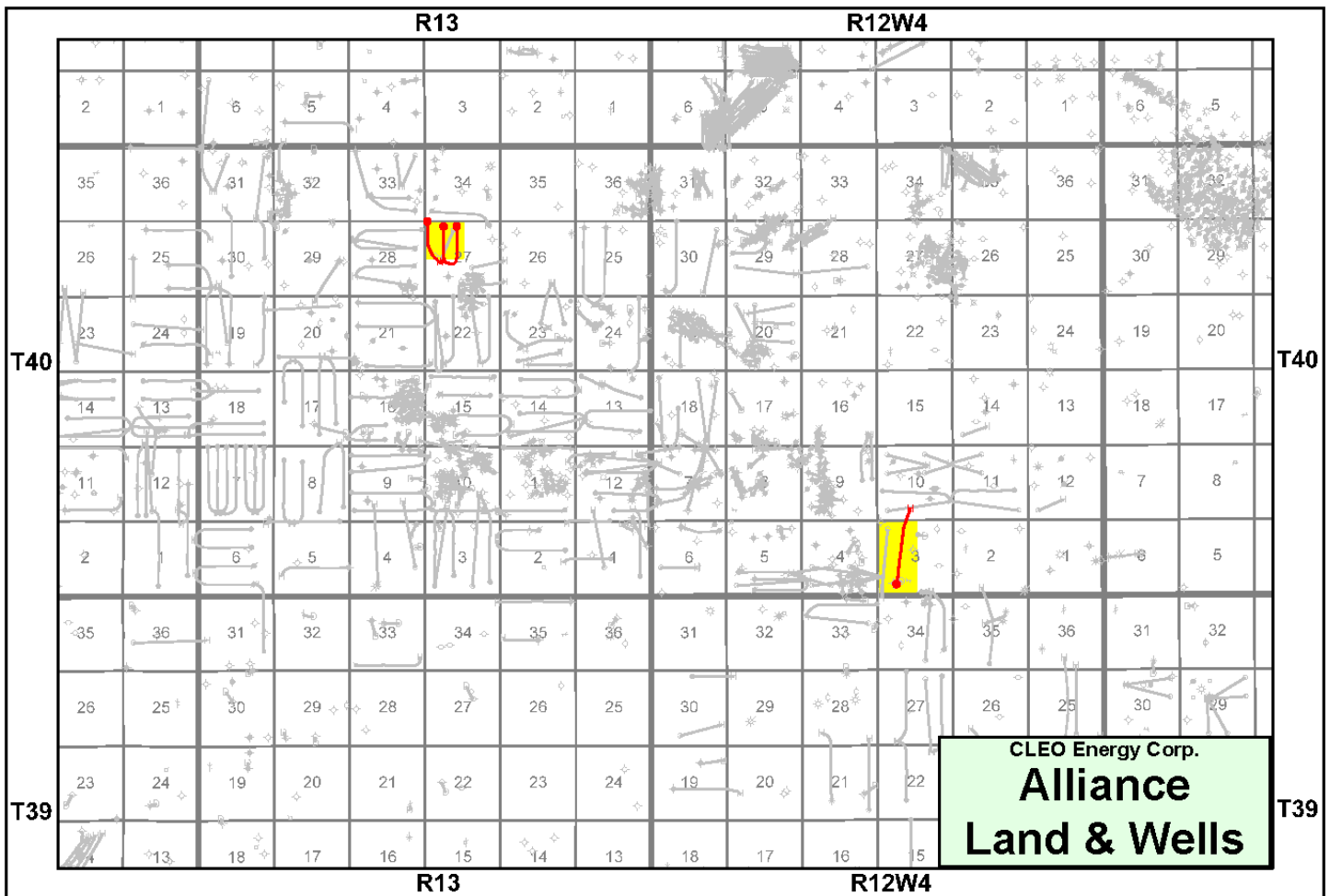
Alliance Property

Township 40, Range 12-13 W4

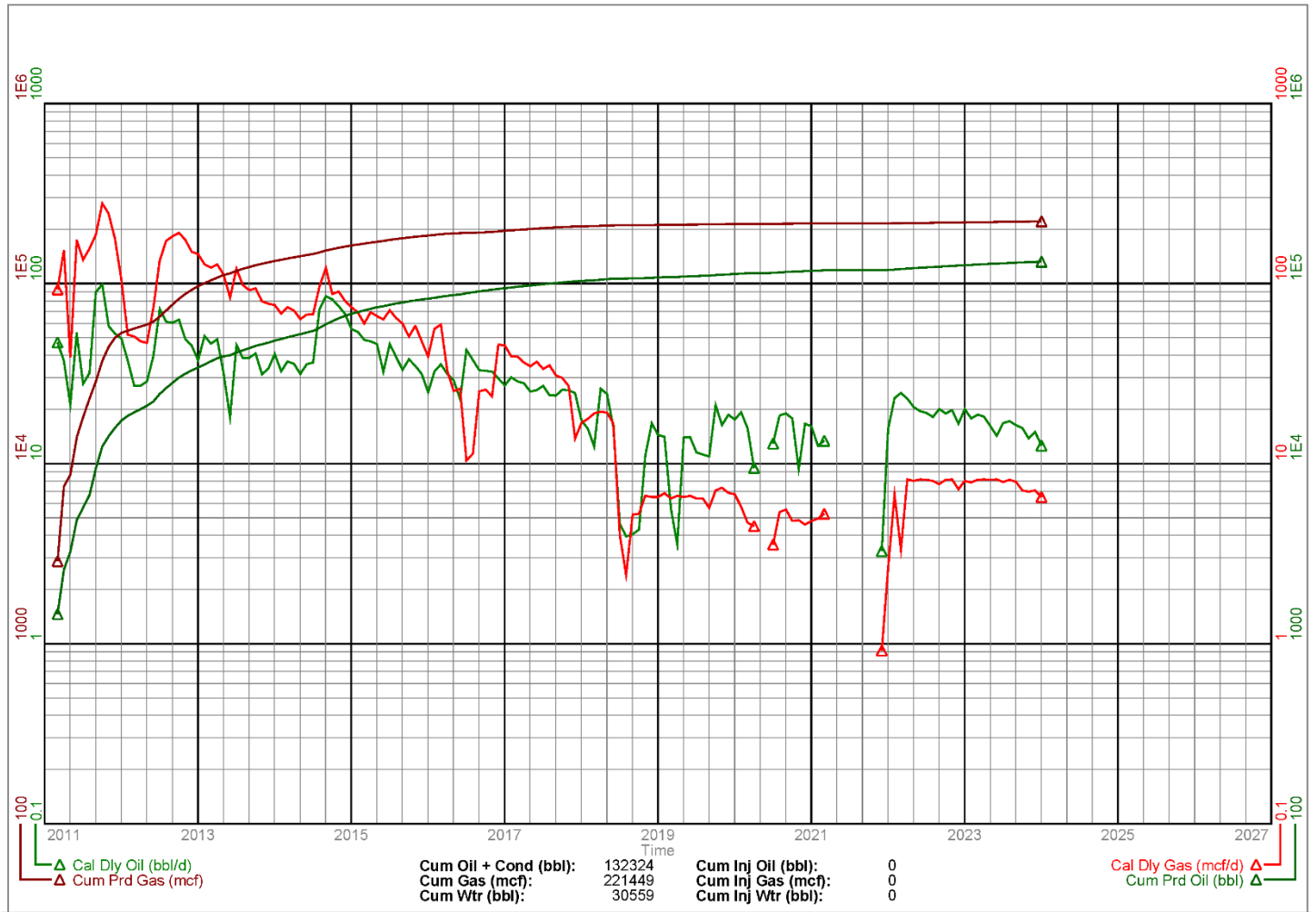
At Alliance, CLEO holds a 100% working interest in three quarter sections of land. The Company has stable, low-decline oil production from the Viking Formation. CLEO also has one horizontal drilling location booked in the Deloitte Report on Section 04-03-040-12W4 targeting the same Viking pool.

Average daily production net to CLEO from the Alliance property for the fourth quarter of 2023 was approximately 15 barrels of oil per day.

Operating income net to CLEO from Alliance for the fourth quarter of 2023 was approximately \$76,000.



Alliance, Alberta - Gross Production Group Plot



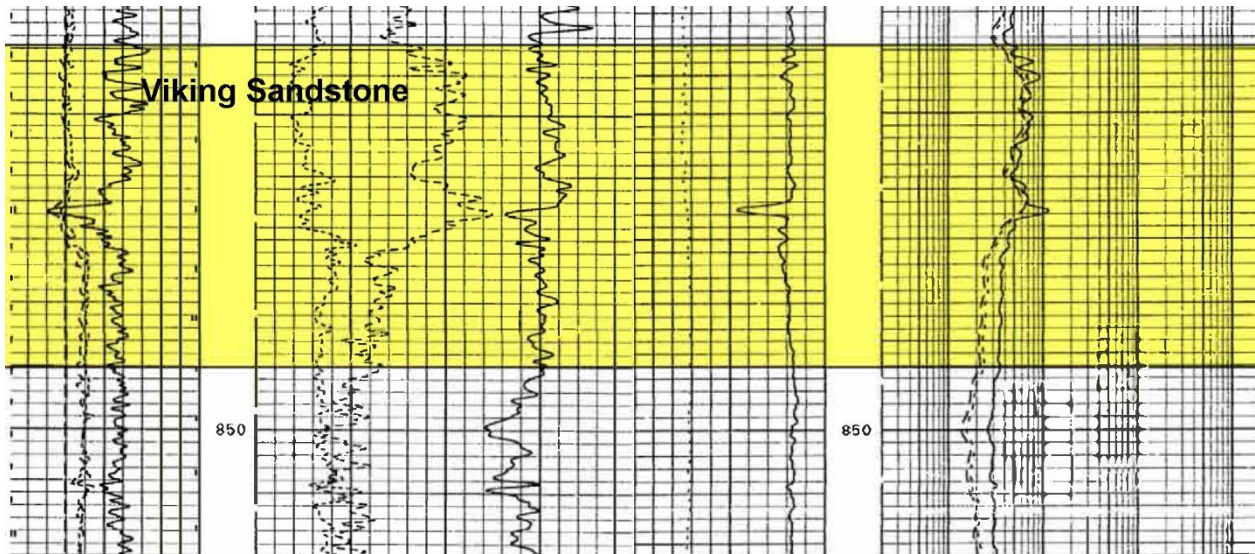


Viking Formation

At *Alliance*, the Viking reservoir is comprised of sandstone within coarsening-upwards cycles from shale to sandstone. The sediments were deposited in the Late Cretaceous period in a shoreface environment.

The following well logs show the Viking Formation at *Alliance*.

1994450AB Provost 102/03-03-040-12W4/0 – Viking Formation Type Log



Alliance Facilities

CLEO does not have ownership in any facilities at *Alliance*.

Alliance Marketing

Oil from *Alliance* is trucked to Secure's facility at 12-30-034-09W4 and sold to Secure.

Alliance Reserves

Deloitte LLP ("Deloitte") prepared an independent reserves evaluation of the Properties (the "Deloitte Report") as part of the Company's year-end reporting. The Deloitte Report is effective December 31, 2022 using Deloitte's January 1, 2023 forecast pricing.

Deloitte estimated that, as at December 31, 2022, the *Alliance* property contained remaining proved plus probable reserves of approximately 95,000 barrels of oil, with an estimated net present value of \$1.3 million using forecast pricing at a 10% discount.

	Deloitte LLP as at December 31, 2022						
	COMPANY GROSS RESERVES				PV BEFORE TAX		
	Oil Mbbbl	Natural Gas MMcf	Ngl Mbbbl	Total MBOE	0%	5% (000s)	10%
Proved Developed Producing	26	0	0	26	\$829	\$800	\$722
Proved Non-Producing/Undeveloped	0	0	0	0	\$0	\$0	\$0
Total Proved	26	0	0	26	\$829	\$800	\$722
Probable	69	0	0	69	\$1,516	\$939	\$574
Total Proved Plus Probable	95	0	0	95	\$2,345	\$1,739	\$1,296

The reserve estimates and forecasts of production and revenues for the Company's Properties were prepared within the context of a group of properties in aggregate. Extraction and use of any individual property evaluation outside of this context may not be appropriate without supplementary due diligence. Values in the "Total" row may not correspond to the total of the values presented due to rounding.

Alliance LMR as of April 3, 2024

As of April 3, 2024, the *Alliance* property had a deemed net asset value of \$425,830 (deemed assets of \$724,252 and deemed liabilities of \$298,422), with an LMR ratio of 2.43.

Deemed Assets	Deemed Liabilities	Net Deemed Assets	LMR
\$724,252	\$298,422	\$425,830	2.43

Alliance Well List

See well list in Excel.

RECIPIENT COMPANY LETTERHEAD

_____, 20____

CLEO Energy Corp.
c/o Sayer Energy Advisors
1620, 540 - 5th Avenue SW
Calgary, Alberta T2P 0M2

Attention: Tom Pavic

Re: **Confidentiality Agreement**
Non-Core Property Divestiture

_____ (“Recipient”) has expressed an interest in the purchase of certain oil and natural gas properties owned by CLEO Energy Corp. (“CLEO”) in the areas as indicated on Schedule “A” (the “Properties”). CLEO is prepared to provide the Recipient access to certain information relating to the Properties, including but not limited to land schedules, financial results, marketing materials, geological and geophysical information and other documentation (“Confidential Information”). In consideration of CLEO providing the Confidential Information, Recipient agrees as follows:

1. Recipient acknowledges that all Confidential Information provided to Recipient is proprietary to CLEO and its joint venture partners except for Confidential Information which is set out and described in Clause 6.
2. The Confidential Information shall be kept in the strictest of confidence and shall not be used for any purpose whatsoever other than evaluating a possible transaction between Recipient and CLEO. The Confidential Information shall not be disclosed to any person other than Recipient and to such of its directors, employees, agents, consultants, representatives and advisors (the “Representatives”) who have a need to know such information for the purpose of appraising the Properties. Recipient shall take all steps that are necessary to ensure that its Representatives are aware of the terms and conditions of this Agreement and that such terms and conditions are binding upon any and all of its Representatives. Upon request, Recipient shall provide CLEO with a list of the Representatives who have received the Confidential Information.
3. Recipient agrees that it and its Representatives shall not disclose to any person or publish or disperse in any form, any terms, conditions or other facts with respect to any possible transaction relating to the Properties for which the Confidential Information was disclosed.
4. If the Recipient makes a request to view seismic data as part of its review of a possible transaction involving the Properties, as the case may be, and CLEO provides such access, the Recipient warrants that under no circumstances will it allow its Representatives to copy, remove, take away or otherwise reproduce any of the seismic data or derivatives thereof that such Representatives have been given access to hereunder. This would include, but not be limited to, an absolute restriction against the use of electronic equipment to produce photographs or other digital copy or reproductions of any of the affected seismic data and or photocopies, sketches or tracings of such affected seismic data. No electronic devices, cameras, USB devices, laptops or cellphones with photographic capability may be brought into the dataroom or an area where data is disclosed.

5. Notwithstanding the foregoing terms, Recipient shall be permitted to disclose such Confidential Information that is required to be disclosed pursuant to any law, rule or regulation. In the event that Recipient receives a request or legal directive to disclose Confidential Information, Recipient shall promptly provide written and verbal notification to CLEO of such a request. Recipient shall consult with CLEO on the advisability of taking steps to resist or narrow such request or directive. If disclosure is deemed advisable, Recipient shall cooperate with CLEO in any attempt that CLEO may make to obtain an order or other reliable assurance that confidential treatment will be accorded by the requesting or directing party to the information required to be disclosed.
6. The restrictions set forth in Clauses 2 and 3 above shall not apply to any part of the Confidential Information which is:
 - (a) now in the public domain or becomes part of the public domain other than through an act of the Recipient or its Representatives; or
 - (b) in the lawful possession of the Recipient prior to its disclosure by CLEO; or
 - (c) subject to disclosure required by law, rule or regulation provided that CLEO is given notice pursuant to Clause 5 prior to such disclosure; or
 - (d) made available to the Recipient or its Representatives from a source who may reasonably be believed to legally hold such information and who is not bound to CLEO under a confidentiality agreement.
7. Recipient acknowledges the competitive value of the Confidential Information. Accordingly, without limitation and in addition to any rights of CLEO and its joint venture partners against the Recipient arising by any breach hereof, the Recipient shall:
 - (a) be liable to CLEO for all losses, costs, damages and expenses whatsoever which they may suffer, sustain, pay or incur; and in addition,
 - (b) indemnify CLEO against any and all actions, proceedings, claims, demands, losses, costs, damages and expenses whatsoever which may be brought against or suffered by CLEO or which CLEO may suffer, sustain, pay or incur;resulting from disclosure by the Recipient, or its Representatives, of all or any part or parts of the Confidential Information.
8. At any time, at the request of CLEO, Recipient shall immediately return or cause to be returned to CLEO all of the Confidential Information which may have been released to the Recipient. Recipient shall not retain any copies or other reproductions or extracts of the Confidential Information. Furthermore, Recipient shall, if so requested by CLEO, provide certification from an officer of the Recipient to CLEO that the terms and conditions of this Clause have been complied with. The Recipient will return all requested Confidential Information except to the extent that computer systems are back-up or archived. The Recipient will be able to retain a copy of any analysis of Confidential Information in respect to a possible transaction with CLEO for any internal management and/or board of directors recommendations or approvals.
9. Recipient understands and agrees that no contract or agreement providing for the sale of the Properties shall be deemed to exist between the Recipient and CLEO unless and until a definitive offer to purchase has been accepted in writing by CLEO. For greater clarity the Recipient acknowledges that this Agreement does not constitute a definitive offer to purchase. Recipient hereby waives, in advance, any claims (including, without limitation, breach of contract) in

connection with the sale of the Properties unless and until a definitive offer to purchase from Recipient has been accepted in writing by CLEO.

10. This Confidentiality Agreement shall remain in force for a period of one year from the date hereof, or until such time as all of the Confidential Information becomes part of the public domain through conventional processes and through no violation of this Agreement, whichever comes first.
11. Recipient understands that in providing access to the Confidential Information, CLEO makes no representation or warranty as to the accuracy or completeness of the Confidential Information. Recipient agrees that neither CLEO nor anyone representing CLEO shall have any liability to the Recipient or any of its Representatives as a result of the use of the information by it or its Representatives.
12. This Agreement shall be construed and determined according to the laws of the Province of Alberta.
13. Recipient acknowledges and agrees that CLEO may be irreparably injured by a breach of this Confidentiality Agreement that could not be adequately compensated for by damages. CLEO and its joint venture partners shall be entitled to equitable relief, including injunctive relief and specific performance, in the event of a breach of any of the provisions of this Confidentiality Agreement. Such remedies shall be in addition to all other remedies available at law or in equity.
14. Recipient understands and agrees that:
 - (a) CLEO shall be free to conduct the process for the sale of the Properties in its sole discretion and shall determine, without limitation, the course and nature of negotiations with any prospective buyer and the acceptance of a definitive offer to purchase without prior notice to the Recipient, its Representatives or any other person or corporate entity; and
 - (b) Recipient shall not have any claims whatsoever against CLEO or any of its directors, officers, stockholders, owners, affiliates, representatives, advisors or agents arising out of or relating to the sale of the Properties other than as a party to a definitive offer to purchase accepted in writing by CLEO and then only against CLEO and in accordance with the terms of said offer to purchase.
15. Recipient hereby acknowledges that it is aware and that it will advise its Representatives privy to the Confidential Information that applicable security laws prohibit any person who has received from an issuer material, non-public information concerning the matters which are the subject of this Agreement from purchasing or selling securities of such issuer or from communicating such information to any other person, under circumstances in which it is reasonably foreseeable that such person is likely to purchase or sell such securities.
16. Recipient shall not initiate or arrange, directly or indirectly, or maintain contact regarding CLEO's business operations, prospects or finances (except as contemplated herein and for those contacts made in the ordinary course of business unrelated to the possible transaction) with any officer, director, employee, consultant or other representative of CLEO, or with any customer, supplier, sales representative, or competitor of CLEO except with the express written permission of CLEO. Any such permission granted by CLEO may be revoked at any time.
17. If any provision of this agreement is wholly or partially unenforceable for any reason, such unenforceability shall not affect the enforceability of the balance of this Confidentiality Agreement.

18. This Confidentiality Agreement shall be binding upon, and enure to the benefit of, the parties hereto, and their respective successors and permitted assigns.

The Recipient accepts the Confidential Information to be provided relating to the Properties subject to the terms and conditions set forth in this Confidentiality Agreement.

Yours truly,

COMPANY NAME

OFFICER'S SIGNATURE

OFFICER'S PRINTED NAME & TITLE

I certify that no changes have been made to this Confidentiality Agreement that have not been clearly marked and initialed.

CONFIDENTIAL INFORMATION DELIVERY OPTIONS: *(please check one)*

_____ **Electronic** or _____ **Hard copy (binder)**

NAME OF CONTACT PERSON TO FORWARD INFORMATION

CONTACT ADDRESS

TELEPHONE NUMBER

EMAIL ADDRESS

Option to Attach Business Card Here:

Accepted by CLEO Energy Corp. this ___ day of _____, 20__

Kellie D'Hondt
President

SCHEDULE "A"

Recipient wishes to obtain additional information relating to the following Properties:

___ **ALLIANCE**

___ **ATLEE**

___ **FABYAN**