FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

New Zealand Energy Corp. ("**NZEC**" or the "**Company**")
2800 Park Place, 666 Burrard Street
Vancouver, BC V6C 2Z7

2. Date of Material Change

December 12, 2023

3. News Release

A press release was disseminated on December 12, 2023 via Stockwatch.

4. Summary of Material Change

The Company Closes First Tranche of Private Placement.

5. Full Description of Material Change

5.1 Full Description of Material Change

The Company completed the closing of the first tranche of the non-brokered private placement offering (the "**Private Placement**") of common shares of the Company ("**Common Shares**"). NZEC issued 5,417,837 Common Shares at a price of C$0.38 per Common Share for gross proceeds of $2,058,778. All securities issued in connection with the Private Placement are subject to a hold period that expires on 13 April 2024. Finders acting in connection with the Private Placement received fees in the aggregate amount of $60,950. It is anticipated that NZEC will close a final tranche of the Private Placement on or about 29 December 2023.

Vliet Techniek B.V. ("**Vliet**"), a company wholly-owned by Mr. Frank Jacobs, a director of NZEC, subscribed for 1,510,000 Common Shares under the first tranche of the Private Placement. Vliet intends to subscribe for a further 582,163 Common Shares pursuant to the final tranche of the Private Placement. If these additional Common Shares are issued by the Company, Vliet would hold more than 20% of the outstanding Common Shares of NZEC, and therefore, in accordance with the policies of the TSX Venture Exchange, disinterested shareholder approval is required to approve Vliet becoming a new Control Person (as defined in the policies of the TSX Venture Exchange) of the Company. Such approval will be sought at the upcoming annual general and special shareholders meeting to be held on 29 December 2023.

As noted above, Vliet has been issued 1,510,000 Common Shares. Prior to the offering, Vliet did not own any Common Shares. Vliet now owns 1,510,000 Common Shares, or approximately 19.51% of the issued and outstanding Common Shares. The acquisition of the Common Shares by Vliet was made for investment purposes. Vliet may increase or decrease its investment in NZEC depending on market conditions or any other relevant factors. The head office address for NZEC is Level 6, 59 High Street Auckland, New Zealand . The address for Vliet is Steenbergen, the Netherlands.

A superannuation fund, of which James Willis, the Chief Executive Officer, Chairman and a director of NZEC, is a member, subscribed for 250,000 Common Shares under the Private Placement. Accordingly (and including the subscription by Vliet), the Private Placement is a related party transaction for the purposes of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 (the "**Related Party Policies**"). NZEC has determined that exemptions from the various requirements of the Related Party Policies are available in connection with the Private Placement (Formal Valuation - Issuer Not Listed on Specified Markets; Minority Approval - Fair Market Value Not More Than $2,500,000).

Monumental Energy Corp. ("**Monumental**"), a TSX Venture Exchange listed company, has been issued 1,000,000 Common Shares. Prior to the offering, Monumental did not own any Common Shares. Monumental now owns 1,000,000 Common Shares, or approximately 12.92% of the issued and outstanding Common Shares. The acquisition of the Common Shares by Monumental was made for investment purposes. Monumental may increase or decrease its investment in NZEC depending on market conditions or any other relevant factors. The address for Monumental is 228 1122 Mainland Street, Vancouver, BC V6B 5L1.

With new capital, new directors and shareholders, the Company is in a "turn-around" phase. As previously announced, the Company intends to use the proceeds from the Private Placement to procure long lead items for the Tariki-5 well and to fund working capital. Planning for the drilling of Tariki-5 is completed and the Company aims to drill this will in the first half of 2024. The Company is also advancing plans for Tariki to be an integral part of a gas storage project.

5.2 Disclosure for Restructuring Transactions

Not Applicable

6. Reliance on Section 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 the Corporation who is knowledgeable about the material change and this report is:

James Willis, Chairman
Tel: 644.471.1464

9. Date of Report

December 12, 2023