



News Release

Steel Reef Announces Commencement of Substantial Issuer Bid Up to \$50 Million

CALGARY, ALBERTA (May 19, 2022) – Steel Reef Infrastructure Corp. (“Steel Reef” or the “Company”) announces that it is commencing a substantial issuer bid on May 19, 2022, pursuant to which the Company will offer to purchase for cancellation up to \$50 million of its common shares (the “Shares”) for cash (the “Offer”). The Offer will expire at 5:00 p.m. (Toronto time) on June 27, 2022, unless extended, varied or withdrawn by Steel Reef. All dollar amounts are in Canadian dollars.

The Offer is being made by way of a “modified Dutch auction”, allowing shareholders of the Company (“Shareholders”) who choose to participate in the Offer to individually select the price, within a price range of not less than \$2.00 and not more than \$2.50 per Share (in increments of \$0.05 per Share), at which they will tender their Shares to the Offer. Upon expiry of the Offer, Steel Reef will determine the lowest purchase price (which will not be more than \$2.50 and not less than \$2.00 per Share) that will allow it to purchase the maximum number of Shares properly tendered to the Offer, and not properly withdrawn, having an aggregate purchase price not exceeding \$50 million.

Shareholders who wish to participate in the Offer will be able to do so through: (i) an auction tender in which they will specify the number of Shares being tendered at a price of not less than \$2.00 and not more than \$2.50 per Share in increments of \$0.05 per Share; or (ii) a purchase price tender in which they will agree to have a specified number of Shares purchased at the purchase price to be determined pursuant to the auction (the “Purchase Price”) and have their Shares considered as having been tendered at the minimum price of \$2.00 for the purposes of determining the Purchase Price. Shareholders who validly deposit Shares without specifying the method in which they are tendering their Shares will be deemed to have made a purchase price tender, understanding that those Shares will be considered to have been tendered at the minimum price of \$2.00 per Share. All Shares tendered at or below the finally determined Purchase Price will be purchased, subject to proration, at the same Purchase Price determined pursuant to the terms of the Offer. Shares that are not purchased, including Shares tendered pursuant to auction tenders at prices above the Purchase Price, will be returned to Shareholders.

The Offer is not conditional upon any minimum number of Shares being tendered to the Offer but is subject to other conditions, and Steel Reef reserves the right, subject to applicable laws, to withdraw or amend the Offer, if, at any time prior to the payment of deposited Shares, certain events occur.

Steel Reef expects to promptly mail to Shareholders the formal issuer bid circular, letter of transmittal, and notice of guaranteed delivery (the “Offer Documents”) containing the terms and conditions of the Offer, instructions for tendering Shares, and the factors considered by Steel Reef and its board of directors in making its decision to approve the Offer.

Steel Reef's board of directors has approved the making of the Offer and the purchase price for Shares. However, none of Steel Reef, its board of directors nor the depositary makes any recommendation to any Shareholder as to whether to deposit or refrain from depositing any Shares under the Offer. Shareholders are urged to carefully evaluate all information in the Offer, consult their own financial, legal, investment and tax advisors and make their own decisions as to whether to deposit Shares under the Offer and, if so, how many such Shares to deposit and at what price or prices.

This news release is for informational purposes only and does not constitute an offer to buy or the

solicitation of an offer to sell Shares. The solicitation and the offer to buy the Shares will only be made pursuant to Offer Documents filed with the applicable Canadian securities regulators. The Offer will be optional for all Shareholders, who will be free to choose whether to participate, how many Shares to tender and, in the case of auction tenders, at what price to tender within the specified range. Any Shareholder who does not deposit any Shares (or whose Shares are not repurchased under the Offer) will realize a proportionate increase in equity interest in Steel Reef, to the extent that Shares are purchased under the Offer.

Steel Reef has retained Computershare Investor Services Inc. to act as depositary. Any questions or requests for information may be directed to Computershare at 1-800-564-625 (Toll Free – North America) or 1-514-982-7555 (outside North America) or by e-mail at corporateactions@computershare.com.

About Steel Reef

Formed in 2012, Steel Reef is a privately held midstream energy company which captures, processes and transports associated natural gas. Since inception, the Company has deployed over \$1.0 billion into a cohesive portfolio of essential infrastructure assets in the Western Canadian Sedimentary Basin and Bakken resource play with a view to maximizing long-term shareholder value.

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Forward-Looking Information

Certain statements contained in this release are forward-looking in nature, including with respect to the aggregate amount of Shares to be purchased for cancellation under the Offer and the expected expiration date of the Offer. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, or future events or are not statements of historical fact should be viewed as “forward-looking statements”. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of Steel Reef to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

There can be no assurance that such forward-looking statements will prove to be accurate as actual results and future events could vary or differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements contained in this release. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

Forward-looking statements are made based on management’s beliefs, estimates and opinions on the date the statements are made, and Steel Reef undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable law.