MEG Reminds Shareholders to Vote FOR the Cenovus Transaction Ahead of the Proxy Deadline of Tuesday October 7, 2025, at 9:00 a.m. (Calgary Time)

01.10.2025 | CNW

- Deadline Alert: Time is running short. MEG Shareholders must deposit their proxies in order to vote FOR the Cenovus Transaction ahead of the proxy deadline of October 7, 2025 at 9:00 a.m. (Calgary Time)
- MEG Shareholders are also encouraged to make an election with respect to their preferred form of consideration to be received for the Cenovus Transaction ahead of the election deadline of October 7, 2025 at 4:30 p.m. (Calgary Time)
- The MEG Board and both leading independent proxy advisory firms, Institutional Shareholder Services Inc. ("ISS") and Glass, Lewis & Co. ("Glass Lewis") , have recommended that MEG Shareholders vote FOR the Cenovus Transaction
- For questions or assistance with voting or making elections, contact Sodali & Co., 1.888.999.2785 or 1.289.695.3075 for banks, brokers, and callers outside North America, assistance@investor.sodali.com

All amounts in Canadian dollars unless specified.

MEG Energy Corp. (TSX: MEG) ("MEG" or the "Company") reminds shareholders of MEG ("MEG Shareholders") to vote FOR the proposed plan of arrangement (the "Cenovus Transaction") involving MEG, the MEG Shareholders and Cenovus Energy Inc. (TSX: CVE) (NYSE: CVE) ("Cenovus").

Vote FOR the Cenovus Transaction Today - Deadline Approaching

The Board of Directors of MEG (the "MEG Board") urges you to deposit your proxy or voting instruction form and vote FOR the resolution approving the Cenovus Transaction ahead of the proxy deadline of TuesdayOctober 7, 2025 at 9:00 a.m. (Calgary Time).

Due to time sensitivity and the Canada Post strike, MEG Shareholders are strongly encouraged to only vote online or by telephone using the instructions below:

	Registered MEG Shareholders	Beneficial MEG Shareholde
Who?	If your MEG Shares are held in your name and represented by a physical certificate or DRS Advice	If your MEG Shares are held
Telephone	Call 1.866.732.VOTE (8683) (toll-free in North America) or 1.312.588.4290 (outside North America) using the 15-digit control number found in their proxy. If you have not received your 15-digit control number, please contact 1-800-564-6253 (toll-free in North America) or +1-514-982-7555 (outside North America).	Call the toll-free number on y 16-digit control number prov
Online	www.investorvote.com (requires your 15-digit control number from your broker)	www.proxyvote.com (require

Questions and Assistance with Voting

If you have not yet received your voting materials, please contact your broker or investment advisor to obtain your 16-digit control number and vote immediately at www.proxyvote.com. Alternatively, contact Sodali & Co. at 1-888-999-2785 or assistance@investor.sodali.com for help casting your vote.

Reminder to Submit Your Election for Your Preferred Consideration

MEG also reminds MEG Shareholders to submit their elections in respect of the consideration to be received pursuant to the Cenovus Transaction. To be valid, MEG Shareholders must submit their elections to Computershare Investor Services Inc. (the "Depositary"), who is acting as depositary in connection with the Cenovus Transaction, prior to the election deadline of October 7, 2025, at 4:30 p.m. (Calgary time) (the "Election Deadline").

The Cenovus Transaction provides MEG Shareholders with a choice to elect their preferred form of consideration and each MEG Shareholder will be entitled to elect to receive:

i. $27.25 in cash per MEG Share ("Cash Consideration"); or

ii. 1.325 Cenovus common shares (each whole share, a "Cenovus Share") per MEG Share ("Share Consideration"); or

iii. a combination of Cash Consideration and Share Consideration,

in all cases, subject to rounding and proration based on the maximum amount of cash and the maximum amount of Cenovus Shares to be provided to MEG Shareholders, as set out in the arrangement agreement between MEG and Cenovus dated August 21, 2025. On a fully prorated basis, consideration per MEG Share represents approximately $20.44 in cash and 0.33125 of a Cenovus Share.

The consideration to be received by MEG Shareholders values MEG at $28.26 per MEG Share on a fully prorated basis at Cenovus's closing share price on September 30, 2025, representing an enterprise value of MEG of approximately $8.2 billion, including assumed debt.

MEG Shareholders who do not submit their election ahead of the Election Deadline, will be deemed to have elected to receive Cash Consideration with respect to 75% of their MEG Shares and Share Consideration with respect to 25% of their MEG Shares.

Notwithstanding the election or deemed election of a MEG Shareholder for Cash Consideration or Share Consideration, such MEG Shareholder may receive a combination of Cash Consideration and Share Consideration (or a different combination than what was elected by such MEG Shareholder), depending on the elections (including deemed elections) made by all other MEG Shareholders.

A MEG Shareholder will not actually receive any consideration pursuant to the Cenovus Transaction until the Cenovus Transaction is completed, and such MEG Shareholder has returned properly completed documents to the Depositary, including the Letter of Transmittal and Election Form and any certificate(s) or DRS Advice(s) representing its MEG Shares.

Due to the time sensitivity and the Canada Post strike, MEG recommends that all MEG Shareholders make their elections and courier any required documentation as soon as possible and sufficiently in advance of the Election Deadline to permit delivery to the Depositary at or prior to the Election Deadline in accordance with the below instructions.

- Please courier to Computershare Investor Services Inc. at any of the following addresses:

  Toronto: 320 Bay Street, 14th Floor, Toronto, Ontario, M5H 4A6, Canada, 1.416.263.2900

  Montreal: 650 de Maisonneuve Blvd. West, 7th floor, Montreal, QC, H3A 3T2, Canada, 1.514.982.7888

  Vancouver: 510 Burrard St, 3rd Floor, Vancouver, BC V6C 3B9, Canada, 1.604.661.9400

  Calgary: 800 - 324 8 Avenue SW Calgary, AB T2P 2Z2, Canada, 1.403.267.6800

Registered MEG Shareholders: MEG mailed a Letter of Transmittal and Election Form to each registered MEG Shareholder which outlines the necessary documentation and information required to make an election in respect of the consideration such MEG Shareholder wishes to receive under the Cenovus Transaction. Registered MEG Shareholders should refer to the instructions contained in the Letter of Transmittal and Election Form and ensure they provide the required documentation and information to the Depositary ahead of the Election Deadline. The Letter of Transmittal and Election Form is for use by registered MEG Shareholders only and can also be found at: https://www.megenergy.com/investors/shareholder-information/special-meeting-of-meg-shareholders/.

Beneficial MEG Shareholders: MEG Shareholders whose MEG Shares are not registered in their name but are held by an intermediary or broker should provide instructions to their broker or other nominee to make the election on such MEG Shareholder's behalf. Such beneficial MEG Shareholders should be aware that intermediaries and brokers may establish earlier deadlines to make an election and the MEG Board urges such beneficial MEG Shareholders to contact their intermediary or broker for specific instructions.

Meeting Details

MEG Shareholders will vote on the Cenovus Transaction at the special meeting of MEG Shareholders (the "Meeting") which will be held on Thursday October 9, 2025 at 9:00 a.m. (Calgary Time) at Brookfield Place, 225 - 6th Avenue S.W., Suite 1400, Calgary, Alberta or through a live audio webcast accessible at https://meetings.lumiconnect.com/400-560-917-636. The password for the live audio webcast of the Meeting is "meg2025", case-sensitive.

Vote FOR the Cenovus Transaction

The MEG Board recommends that MEG Shareholders vote FOR the resolution approving the Cenovus Transaction for the following reasons:

- Preferred Strategic Alternative After Comprehensive Review of All Alternatives. MEG's comprehensive review process involved outreach to over 15 parties and the publicly-announced process gave other parties the opportunity to express interest. MEG received three non-binding proposals, including one from Cenovus, and through rigorous negotiations, MEG secured an increase in the Cenovus offer from $25.00 to $27.25 per MEG Share (at announcement) and increased the equity component from 20% to 25%.
- Participation in Realization of Synergies. The Cenovus Transaction provides MEG Shareholders the ability to participate in future upside through ownership in Cenovus, an industry-leading producer with significant scale and growth potential. The combined company will benefit from greater efficiencies and significant synergies, and Cenovus expects to realize approximately $150 million in near-term annual synergies, increasing to over $400 million per year in 2028 and beyond.
- Superior Upside Potential in Cenovus Shares. 100% of equity research analysts covering Cenovus rate Cenovus Shares with a "buy" recommendation, compared to just 20% for shares of Strathcona ("Strathcona Shares"). Unlike the Revised Strathcona Offer (as defined below), the Cenovus Transaction offers MEG Shareholders an option to choose their preferred form of consideration and a choice between the Cash Consideration, the Share Consideration or a combination thereof.
- Accelerates MEG's Standalone Value. Cenovus plans to spend an incremental ~$400 million of capital between 2026-2028 to accelerate value and deliver production capacity of 150,000 bpd at Christina Lake by 2028, 15,000 bpd above what is expected of the standalone MEG business plan.
- Certainty of Value and Robust Liquidity. The Cenovus Transaction offers a high degree of value certainty, with 72% of the value of total consideration in cash and 28% in highly liquid Cenovus Shares, as of September 30, 2025. Cenovus Shares will be freely tradeable immediately upon closing.

- Recommended by Both Independent Proxy Advisory Firms. On September 26 and September 30, 2025, respectively, ISS and Glass Lewis each announced that they recommend MEG Shareholders vote FOR the Cenovus Transaction.

Additional information can be found in the Investor Presentation posted September 15, 2025, which is available at www.megenergy.com/offer-update.

MEG filed an information circular ("Circular") on September 12, 2025, providing further details on the election process and the upcoming Meeting. MEG Shareholders are encouraged to review the Circular. Copies of the Circular, Letter of Transmittal and Election Form, and additional information on the Meeting can be found at: https://www.megenergy.com/investors/shareholder-information/special-meeting-of-meg-shareholders/.

REJECT the Unsolicited Revised Strathcona Offer

The MEG Board and the Special Committee of the MEG Board continue to reiterate that the revised unsolicited offer (the "Revised Strathcona Offer") from Strathcona Resources Ltd. ("Strathcona") is not in the best interests of the Company or the MEG Shareholders, and unanimously recommends that the MEG Shareholders REJECT the Revised Strathcona Offer by taking no action and NOT TENDER their MEG Shares.

The Revised Strathcona Offer consists of unattractive all-share consideration. The MEG Board recommends that MEG Shareholders REJECT the Revised Strathcona Offer for the following key reasons:

- Inferior Assets and Unproven Track Record. MEG's Christina Lake is a best-in-class SAGD project with top quartile low steam-oil ratio ("SOR"), cost structure, and significant resource portfolio depth. Strathcona owns a portfolio of much smaller, geographically dispersed assets with a higher cost structure and oil sands assets that operate at SORs approximately 60% higher than those at MEG's Christina Lake.
- Overvalued Strathcona Shares. Strathcona Shares lack trading liquidity, making the quoted market price an unreliable indicator of value and the current quoted price suggests an overvaluation of Strathcona Shares. Third party research notes that Strathcona is "trading at a ~30% premium to its NAV, versus the median E&P in our coverage trades at a discount"[1].
- Higher Leverage. Payment of the $2.142 billion special distribution described in the Revised Strathcona Offer ("Special Distribution") would significantly increase Strathcona's financial leverage compared to the initial unsolicited offer and the Cenovus Transaction. With consideration now entirely in Strathcona Shares, MEG Shareholders would be fully exposed to a riskier, more highly leveraged combined company. The Special Distribution, if completed, does not deliver incremental consideration to MEG Shareholders.
- Significant Overhang Risk. Waterous Energy Fund ("WEF") will soon need to return capital to its limited partner investors and has stated that it intends to do so by distributing Strathcona Shares, which could be subsequently sold, depressing their value. While Strathcona referenced possible lock-up agreements, it has provided no meaningful detail and thus this significant overhang risk remains unresolved.
- Governance Risk. WEF would control 48% of the combined company, giving it unique incentives and outsized influence. WEF's obligations to its limited partner investors present a significant conflict of interest and could result in strategic decisions for the combined company that may not reflect the best interests of minority shareholders, including current MEG Shareholders.

1. Third party equity research report published on September 9, 2025.

Advisors

BMO Capital Markets and Burnet, Duckworth & Palmer LLP are acting as financial advisor and legal counsel, respectively, to the Company. RBC Capital Markets and Norton Rose Fulbright Canada LLP are acting as financial advisor and legal counsel, respectively, to MEG's Special Committee.

Forward-Looking Information

Certain statements contained in this news release may contain forward-looking statements and forward-looking information (collectively, "forward-looking information") within the meaning of applicable Canadian securities laws. All statements other than statements of historical fact may be forward-looking statements. Forward-looking information is frequently characterized by words such as "estimate", "will", "would", "believe", "plan", "expected", "potential", and other similar words or statements that certain events or conditions "likely", "may", "should", "would", "might" or "could" occur. Forward-looking information is often, but not always, identified by such words. Forward-looking information involves 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, many of which are beyond MEG's control. MEG believes the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking information included in this news release should not be unduly relied upon. Specific forward-looking information contained in this news release includes, among other, statement pertaining to the following: results of failing to meet the deadline to submit a letter of transmittal and election form; the possibility that MEG Shareholders may receive a combination of Cash Consideration and Share Consideration depending on MEG Shareholders' elections; the timing of receipt of consideration under the Cenovus Transaction; the timing and location of the Meeting; anticipated benefits of the Cenovus Transaction including participation in future upside through ownership in Cenovus and that the combined company will benefit from greater efficiencies and significant synergies and the anticipated amount and timing thereof; Cenovus's plans to spend incremental capital between 2026-2028 and to deliver production capacity of 150,000 bpd at Christina Lake, the timing thereof and the anticipated increase to the expected production capacity from MEG's standalone business plan; that the Cenovus Transaction offers a high degree of value certainty; that the Cenovus Shares will be freely tradeable upon closing and that such Cenovus Shares will be highly liquid; anticipated results of and risks associated with accepting the Revised Strathcona Offer including exposing MEG Shareholders to inferior assets, an overvalued Strathcona Share price and overhang risk and that Strathcona Shares will lack trading liquidity; the Special Distribution including that the Special Distribution would significantly increase Strathcona's financial leverage compared to the initial unsolicited offer and the Cenovus Transaction exposing MEG Shareholders to a riskier more highly leveraged combined company; the expectation that WEF will soon need to return capital to its limited partner investors and that it will do so by distributing Strathcona Shares and the effects thereof; WEF's anticipated ownership percentage in the combined company if the Revised Strathcona Offer is accepted; that WEF's obligations to its limited partner investors could result in strategic decisions that may not reflect the best interests of minority shareholders; and other similar statements.

Forward-looking information is based on, among other things, MEG's expectations regarding its future, growth, results of operations, production, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, plans for and results of drilling activity, environmental matters, business prospects and opportunities. Such forward-looking information reflects MEG's current beliefs and assumptions and is based on information currently available to it.

With respect to forward-looking information contained in this news release, assumptions have been made regarding, among other things: the satisfaction of the conditions the Cenovus Transaction is subject to; the approval of the Cenovus Transaction at the Meeting and the completion of the Cenovus Transaction on anticipated terms and timing, or at all; MEG's standalone plan; the future Cenovus Share price and the liquidity of the Cenovus Shares; the Special Distribution, including the necessary conditions and approvals; Strathcona's and WEF's intentions if the Revised Strathcona Offer is accepted; the Strathcona Share price and the future trading liquidity of the Strathcona Shares; future crude oil, bitumen blend, natural gas, electricity, condensate and other diluent prices; that tariffs currently in effect will remain the same; the combined company's ability to obtain qualified staff and equipment in a timely and cost-efficient manner; foreign exchange rates and interest rates; the applicability of technologies for the recovery and production of reserves and contingent resources; the recoverability of reserves and contingent resources; the ability to produce and market production of bitumen blend successfully to customers; MEG's ability to maintain its dividend and capital programs; future production levels and SOR; future capital and other expenditures; operating costs; anticipated sources of funding for operations and capital investments; the regulatory framework governing royalties, land use, taxes and environmental matters, including federal and provincial climate change policies, in the jurisdictions in which MEG and Cenovus conduct and will conduct their business; future debt levels; geological and engineering estimates in respect of reserves and contingent resources; the geography of the areas in which MEG is conducting exploration and development activities; the impact of increasing competition; the ability to obtain financing on acceptable terms; and business prospects and opportunities. Many of the foregoing assumptions are subject to change and are beyond MEG's control.

Some of the risks that could affect MEG's future results and could cause actual results to differ materially from those expressed in the forward-looking information include: the risk that the Cenovus Transaction may be varied, accelerated or terminated in certain circumstances; risks relating to the outcome of the Cenovus Transaction, including the risks associated with approval at the Meeting; the risk that the conditions to the

Cenovus Transaction may not be satisfied, or to the extent permitted, waived, including the risk that required regulatory approvals may not be received in a timely manner or at all; the risk that operating results will differ from what is currently anticipated; MEG's status and stage of development; the concentration of MEG's production in a single project; the majority of MEG's total reserves and contingent resources are non-producing and/or undeveloped; the uncertainty of reserve and resource estimates; long-term reliance on third parties; the effect or outcome of litigation; the effect of any diluent supply constraints and increases in the cost thereof; the potential delays of and costs of overruns on projects and future expansions of MEG's assets; operational hazards; competition for, among other things, capital, the acquisition of reserves and resources, pipeline capacity and skilled personnel; risks inherent in the bitumen recovery process; changes to royalty regimes; the failure of MEG to meet specific requirements in respect of its oil sands leases; claims made by Indigenous peoples; unforeseen title defects and changes to the mineral tenure framework; risks arising from future acquisition activities; sufficiency of funds; fluctuations in market prices for crude oil, natural gas, electricity and bitumen blend; future sources of insurance for MEG's property and operations; public health crises, similar to the COVID-19 pandemic, including weakness and volatility of crude oil and other petroleum products prices from decreased global demand resulting from public health crises; risk of war (including the conflicts between Russia and Ukraine and Israel, Hamas and Iran); general economic, market and business conditions; volatility of commodity inputs; variations in foreign exchange rates and interest rates; hedging strategies; national or global financial crisis; environmental risks and hazards, including natural hazards such as regional wildfires, and the cost of compliance with environmental legislation and regulations, including greenhouse gas regulations, potential climate change legislation and potential land use regulations; enacted and proposed export and import restrictions, including but not limited to tariffs, export taxes or curtailment on exports; failure to accurately estimate abandonment and reclamation costs; the need to obtain regulatory approvals and maintain compliance with regulatory requirements; the extent of, and cost of compliance with, laws and regulations and the effect of changes in such laws and regulations from time to time including changes which could restrict MEG's ability to access foreign capital; failure to obtain or retain key personnel; potential conflicts of interest; changes to tax laws (including without limitation, a potential United States border adjustment tax) and government incentive programs; the potential for management estimates and assumptions to be inaccurate; risks associated with establishing and maintaining systems of internal controls; risks associated with the tariffs imposed on the import and export of commodities and the possibility that such tariffs may change; political risks and terrorist attacks; risks associated with downgrades in the credit ratings for MEG's securities; cybersecurity errors, omissions or failures; restrictions contained in MEG's credit facilities, other agreements relating to indebtedness and any future indebtedness; any requirement to incur additional indebtedness; MEG defaulting on its obligations under its indebtedness; and the inability of MEG to generate cash to service its indebtedness.

The foregoing list of risks, uncertainties and factors is not exhaustive. The effect of any one risk, uncertainty or factor on particular forward-looking information is not determinable with certainty as these factors are independent, and management's future course of action would depend on an assessment of all available information at that time. Although, based on information available to MEG on the date of this news release, MEG believes that the expectations in and assumptions used in such forward-looking information are reasonable, MEG gives no assurances as to future results, levels of activity or achievements and cannot make assurances that actual results will be consistent with such forward-looking information. Accordingly, readers are cautioned that the actual results achieved may vary from the forward-looking information provided herein and that the variations may be material. Readers are also cautioned that the foregoing list of assumptions, risks and factors is not exhaustive.

Further information regarding the assumptions and risks inherent in the making of forward-looking statements and in respect of the Cenovus Transaction can be found under the heading "Risk Factors" in MEG's annual information form dated February 27, 2025 for the year ended December 31, 2024 and under the heading "Forward-Looking Statements" in the Circular, along with MEG's other public disclosure documents which are available through the Company's website at http://www.megenergy.com/investors and through the SEDAR+ website at www.sedarplus.ca.

The forward-looking information included in this news release is expressly qualified in its entirety by the foregoing cautionary statements. Unless otherwise stated, the forward-looking information included in this news release is made as of the date of this news release and MEG assumes no obligation to update or revise any forward-looking information to reflect new events or circumstances, except as required by applicable Canadian securities laws. Due to the risks, uncertainties and assumptions inherent in forward-looking information, readers should not place undue reliance on this forward-looking information.

For further information:

Shareholder Questions:

MEG Investor Relations, 403.767.0515, invest@megenergy.com

Sodali & Co., 1.888.999.2785 or 1.289.695.3075 for banks, brokers, and callers outside North America, assistance@investor.sodali.com

Media Questions:

MEG Media Relations, 403.775.1131, media@megenergy.com

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