



3R PETROLEUM ÓLEO E GÁS S.A.

CNPJ/ME nº 12.091.809/0001-55

NIRE 33.300.294.597

MATERIAL FACT

ACQUISITION OF ISSUED SHARES OF

DUNA ENERGIA S.A. ("CENTRAL RESOURCES")

3R PETROLEUM ÓLEO E GÁS S.A. ("3R" or "Company") following best corporate governance practices, informs its investors and the market in general that has signed on June 21, 2021 a Memorandum of Understanding ("MOU") for the acquisition of all shares issued by DUNA ENERGIA S.A. ("Duna Energia" or "Central Resources"), which, on the closing date of the transaction, will be transferred from BANCO BTG PACTUAL S.A. ("BTG Pactual") and other minority shareholders to 3R.

The total value of the transaction is US\$ 71 million to be paid at the closing of the transaction, being (i) US\$ 20 million to be paid in cash; and (ii) US\$ 51 million, converted to Brazilian Real at the reference rate presented by the Brazilian Central Bank (PTAX) for the closing of last Friday, June 18, 2021, to be paid with the issuance of Company shares to be subscribed by BTG Pactual and other minority shareholders of Duna Energia and paid with all the shares issued by Duna Energia held by BTG Pactual and other minority shareholders of Duna Energia, through a merge of shares operation, so that Duna Energia will be a subsidiary fully owned by 3R. Additionally, the Company highlights that it will be the successor of approximately US\$ 7.1 million net debt held by Duna Energia.

The values above do not consider any possible adjustments and corrections until the closing of the transaction and the issue value of such shares will be equivalent to the simple average of the closing price of the Company's shares in the 10 trading sessions prior to the closing of last Friday, June 18 of 2021, inclusive, totaling 6,109,413 (six million one hundred and nine thousand, four hundred and thirteen) shares.

The MOU further provides that with the closing of the transaction:

- a) there will be a lock up until February 9, 2022, during which time BTG Pactual will not be able to sell or transfer the shares issued by the Company that may be held by BTG Pactual as a result of this transaction; and
- b) the signing of a document that allows the advanced payment of the debentures issued by the Company's subsidiary, 3R Macau S.A., with a reduced penalty. Therefore, the agreement, when formalized, will enable the refinancing of the contracted debt with BTG Pactual for the acquisition of the Macau Cluster, allowing the Company to optimize its capital structure.



The signing of the definitive documents and the closing of the transaction are subject to the fulfillment of certain precedent conditions, including the approval of the Board of Directors and the General Shareholders Meeting of the Company. After the closing of the transaction, BTG Pactual will have the option to appoint an independent member of the Company's Board of Directors, which will strengthen its position as an important shareholder of 3R.

The Company further clarifies that, if the transaction is concluded, the merger of shares will give rise to the right of withdrawal of dissenting shareholders, upon reimbursement of the book value of the shares, pursuant to the Brazilian Corporate Law. Additional information regarding the merger of shares required under the terms of CVM Instruction No. 565/15, will be disclosed by means of a material fact, if and when the definitive documents of the transaction are signed.

It is noteworthy that, on July 15, 2020, Petrobras announced that it has completed the sale transaction of the entire stake of Ponta do Mel and Redonda onshore fields, equivalent to 10% (ten percent) of the economic rights over such fields, by US\$ 7.2 million, of which 90% (ninety percent) of the economic rights over such fields were already held by Central Resources, linked to contracts for the provision of services of oil exploration signed with Petrobras in the 1980s.

3R Portfolio Management

Duna Energia (Central Resources' new name) owns and operates the onshore production fields of Ponta do Mel and Redonda, located in the municipality of Areia Branca, in the Potiguar Basin, in the state of Rio Grande do Norte. In the first four months of 2021, the combined average oil production of the fields summed 480 barrels per day. The reserve certification report for these fields is in progress and will be released to the market as soon as it is completed.

The acquisition reinforces 3R's presence in Rio Grande do Norte, with another operation in the Potiguar Basin, and its position as a relevant player in the country's onshore production environment. The geographical position of the fields allows its operations to be integrated in the future with Macau Cluster, which strengthens 3R's strategy oriented to form complexes of synergistic assets, optimizing resources and, consequently, reducing the cost of the integrated operation of the assets.

Finally, 3R reinforces its commitment to keep its shareholders, investors, and the market in general informed, in line with corporate governance best practices and in strict compliance with the legislation in force.

Rio de Janeiro, June 23, 2021.

Rodrigo Pizarro

Chief Financial and Investor Relations Officer