

May 2, 2025

ZENITH ENERGY LTD.

("Zenith" or the "Company")

Private Placement & Convertible Loan

Zenith Energy Ltd. ("Zenith" or the "Company") (LSE: ZEN; OSE: ZENA; OTC PINK: ZENAF), the listed international energy production and development company, is pleased to announce that it has completed a private placement in Norway (the "Placement") and signed an unsecured Convertible Loan facility (the "Convertible Loan").

Private Placement

The Placement has raised an aggregate total amount of approximately US\$1,200,000 (equivalent to approx. NOK 12,476,000 or GBP 896,600), resulting in the issuance of a total of 10,397,000 new common shares ("New Common Shares").

An application for the New Common Shares to be listed on the Equity Shares (Transition) category of the Official List and to trading on the London Stock Exchange's Main Market for listed securities will be made within 12 months of the issue of the New Common Shares.

The Placing was completed at a price of NOK 1.20 per New Common Share (equivalent to approximately £0.0873), representing a 0.83% discount in respect of the closing price of the Company's equity securities on the Euronext Growth Oslo on May 2, 2025.

Convertible Loan

The Company has entered into an unsecured Convertible Loan for a total amount of US\$2,000,000 (equivalent to approx. NOK 20,715,000 or GBP 1,500,000).

Highlights:

- Interest to accrue at **20 percent. per annum.**
- Term: 18 months.
- Drawdown: Immediate.
- **No Conversion may be requested by the Investor** for a period of **three months** from the date of the drawdown ("**Grace Period**").
- The Investor shall have the right to convert the outstanding principal and accrued interest into fully paid and freely transferable Common Shares of the Company listed on the Oslo Stock Exchange at a price equal to the 30-day volume-weighted average price (VWAP) immediately prior to the date of notifying a Conversion Notice, less 11% (the "**Conversion Price**").
- The Company may repay the Convertible Loan at any time, in whole or in partial payments, at its sole discretion, in either cash or equity without incurring any penalty, and on the same basis as the Investor's conversion rights.
- The Investor may serve a Notice of Conversion for an amount not to exceed fifty percent (50%) of the outstanding principal and interest at any time following the expiration of the Grace Period.
- Any subsequent Notice of Conversion, for an amount not to exceed fifty percent (50%) of the original outstanding principal and interest, may be served no earlier than ninety (90) days following the previous Notice of Conversion.
- In no event shall the Conversion Price be less than **1.20 NOK** per Common Share (the "**Floor Price**").

- Under the terms of the Convertible Loan, the Company has undertaken that it shall not enter into any additional Convertible Loan Agreements or any convertible debt instruments until all obligations under this Agreement have been fully settled.

Use of Proceeds

The proceeds of the Placement and the Convertible Loan will be used to provide immediate additional funding for the potential acquisition of near-term electricity production assets currently being evaluated by the Company.

Total Voting Rights

The Company wishes to announce the following information, in accordance with the Financial Conduct Authority's Disclosure Guidance and Transparency Rules and section 3.10 and 3.11.5 (3) of the Euronext Growth Oslo Rule Book Part II, resulting from the issuance of the New Common Shares.

Class of share	Total number of shares	Number of voting rights per share	Total number of voting rights per class of share
Common Shares admitted to trading on the Main Market of the London Stock Exchange on Admission.	249,187,217	1	249,187,217
Common Shares in issue and admitted to trading on the Euronext Growth Market of the Oslo Børs, representing the newly enlarged total outstanding share capital of the Company.	477,270,954	1	477,270,954

Andrea Cattaneo, Chief Executive Officer, commented:

"We are evaluating additional renewable energy production opportunities in line with our publicly announced strategy of creating a 20 MWp solar energy portfolio by the close of 2025, thereby achieving a material quantum of revenue and associated profitability.

The Private Placement and the Convertible Loan, which has a grace period of three months during which no conversion can take place, provide us with valuable strategic funding prior to the Company potentially achieving success on other fronts.

The objective is to build a Company with a solid long-term financial foundation in stable jurisdictions that will enable Zenith to pay dividends to shareholders.

As recent events have shown, the strategic importance of reliable, domestic electricity supply cannot be overstated.

I look forward to updating shareholders in due course regarding our progress."

Further Information:

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Notes to Editors:

Zenith Energy Ltd. is a revenue generating, independent energy company with energy production, exploration and development assets in North Africa, the US and Europe. The Company is listed on the London Stock Exchange Main Market (LSE: ZEN), the Euronext Growth of the Oslo Stock Exchange (OSE: ZENA) and the Pink Markets of the OTC (OTC PINK: ZENAF).

Zenith's strategic focus is on pursuing development opportunities through the development of proven revenue generating energy production assets, as well as low-risk exploration activities in assets with existing production.

For more information, please
visit: www.zenithenergy.ca Twitter:
@zenithenergyLtd
LinkedIn: <https://bit.ly/3A5PRJb>

Market Abuse Regulation (MAR) Disclosure

The information included in this announcement is defined as inside information pursuant to MAR article 7 and is publicly disclosed in accordance with MAR article 17 and section 5 -12 of the Norwegian Securities Trading Act. The announcement is made by the contact person.