

February 27, 2023

ZENITH ENERGY LTD.

("Zenith" or the "Company")

Institutional investment in Zenith

Zenith Energy Ltd. (LSE: ZEN; OSE: ZENA), the energy company with proven revenue generating production, exploration and development assets in Africa, the Middle East and Europe, is pleased to announce that it has completed a fundraise in the United Kingdom (the "UK Financing"), and in Norway (the "Norwegian Financing", collectively, the "Financings").

The Financings have attracted the participation of existing institutional investors, including Premier Miton Investors, as well as Directors and employees of the Company, to raise an aggregate total amount of approximately £2,300,000 or NOK 28,484,580, resulting in the issuance of 437,728,088 new common shares.

Issue Price

The issue price of the Financings was **£0.0054** for the UK Financing and **NOK 0.067** for the Norwegian Financing.

Use of Proceeds

The proceeds of the Financings will be used to provide additional funding for the following:

- Negotiation and planned finalisation of a Production Sharing Contract for Block 1, Sèmè oilfield in Benin
- Technical and managerial appointments in view of planned operations in Yemen
- Additional funding for the development of Zenith's Tunisian oil and Italian natural gas production portfolio
- Business development activities in Africa and the Middle East
- General working capital

Norwegian Financing

Zenith has issued a total of 378,931,792 new common shares of no-par value in the capital of the Company ("Norwegian Financing Common Shares"), to be admitted to trading on the Euronext Growth Oslo (the "Norwegian Financing Admission") raising gross proceeds of NOK 25,388,430 (approximately £2,050,000).

An application for the Norwegian Financing Common Shares to also be listed on the standard segment of the FCA Official List and to be admitted for trading on the London Stock Exchange Main Market for listed securities will be made within 12 months of the issue of the Norwegian Financing Common Shares.

The Norwegian Financing Common Shares will rank pari passu in all respects with the existing common shares of the Company.

The Company has issued 113,679,538 share purchase warrants exercisable at a price **NOK 0.094** for a duration of 3 years from the date of issue in connection with the Norwegian Financing.

UK Financing

Zenith has issued a total of 46,296,296 common shares of no-par value in the capital of the Company on the London Stock Exchange (the "**UK Financing Common Shares**") to raise gross proceeds of £250,000 (approximately NOK 3,096,150).

An application will be made for the UK Financing Common Shares to be listed on the standard segment of the FCA Official List and to be admitted for trading on the London Stock Exchange Main Market for listed securities (the "**UK Financing Admission**").

It is expected that the UK Financing Admission will become effective and that unconditional dealings in the UK Financing Common Shares will commence on or around 8.00 a.m. (GMT) on approximately March 3, 2023.

An application will also be made for the UK Financing Shares to be admitted to trading on the Euronext Growth Oslo.

The UK Financing Shares will rank pari passu in all respects with the existing common shares of the Company.

The Company has issued 13,888,889 share purchase warrants exercisable at a price **£0.0076** for a duration of 3 years from the date of issue in connection with the UK Financing.

Debt Settlement

The Company has allotted 12,500,000 Common Shares ("**Debt Settlement Shares**") to a service provider in lieu of cash settlement for services provided to Zenith for a total value of £67,500.

An application will be made for the Debt Settlement Shares to be listed on the standard segment of the FCA Official List and to be admitted for trading on the London Stock Exchange Main Market for listed securities (the "**Debt Settlement Admission**"). An application will also be made for the Debt Settlement Shares to be admitted to trading on the Euronext Growth Oslo.

The Debt Settlement Shares will rank pari passu in all respects with the existing common shares of the Company.

It is expected that the Debt Settlement Admission will become effective and that unconditional dealings in the Debt Settlement Shares will commence on or around 8.00 a.m. (GMT) on approximately March 3, 2023.

Director Dealing/ PDMR Shareholding

Mr. Andrea Cattaneo, Chief Executive Officer & President of Zenith, has subscribed for 64,695,672 common shares of no-par value in the capital of the Company in connection with the Norwegian Financing.

Upon the Norwegian Financing Admission, Mr. Cattaneo will be directly beneficially interested in a total of 167,163,912 Common Shares in the capital of the Company, representing **7.24%** percent of the total issued and outstanding common share capital of the Company.

Mr. Luca Benedetto, Chief Financial Officer of Zenith has subscribed for 27,726,716 common shares of no-par value in the capital of the Company in connection with the Norwegian Financing.

Upon the Norwegian Financing Admission, Mr. Benedetto will be directly beneficially interested in a total of 27,726,716 common shares in the capital of the Company, representing **1.20%** percent of the total issued and outstanding common share capital of the Company.

Total Voting Rights

The Company wishes to announce, in accordance with the Financial Conduct Authority's Disclosure Guidance and Transparency Rules and section 3.10 of the Euronext Growth Oslo Rule Book Part II, the following revised information resulting from completion of the Financings.

Class of share	Total number of shares	Number of voting rights per share	Total number of voting rights per class of share
Common Shares in issue and admitted to trading on the Main Market of the London Stock Exchange upon the UK Financing Admission.	1,931,370,745	1	1,931,370,745
Common Shares in issue and admitted to trading on the Euronext Growth Market of the Oslo Børs, representing the newly enlarged outstanding share capital of the Company.	2,310,302,537	1	2,310,302,537

Andrea Cattaneo, Chief Executive Officer, commented:

"We are pleased to have attracted the continued support of long-term institutional investors, including Premier Miton, to the fundraise.

Our confidence in the Company's future successful development remains unchanged and is evidenced by the material commitment made by management to the fundraise.

There are various potentially transformational value catalysts during the course of 2023. To this end, the Zenith team is working tirelessly towards successfully achieving our objectives for the benefit of all shareholders."

Further Information:

Zenith Energy Ltd	
Andrea Cattaneo, Chief Executive Officer	Tel: +1 (587) 315 9031

	E: info@zenithenergy.ca
BlytheRay - Financial PR/IR Tim Blythe, Megan Ray, Matt Bowld	Tel: +44 207 138 3204 E: zenith@blytheray.com

Notes to Editors:

Zenith Energy Ltd. is a revenue generating, independent energy company with production, exploration and development assets in in Africa, the Middle East and Europe, including electricity generation in Italy. The Company is listed on the London Stock Exchange Main Market (LSE: ZEN) and the Euronext Growth of the Oslo Stock Exchange (OSE: ZENA).

Zenith's strategic focus is on pursuing transformational opportunities in the Middle East, Africa, and Europe 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](https://twitter.com/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.

NOTIFICATION AND PUBLIC DISCLOSURE OF TRANSACTIONS BY PERSONS DISCHARGING MANAGERIAL RESPONSIBILITIES AND PERSONS CLOSELY ASSOCIATED WITH THEM

1	Details of the person discharging managerial responsibilities / person closely associated		
a)	Name	Andrea Cattaneo	
2	Reason for the notification		
a)	Position/status	Chief Executive Officer & President	
b)	Initial notification/Amendment	Initial Notification	
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor		
a)	Name	Zenith Energy Ltd.	
b)	LEI	213800AYTYOYD61S4569	
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted		
a)	Description of the financial instrument, type of instrument	New Common Shares of No-Par Value	
	Identification code	CA98936C1068	
b)	Nature of the transaction	Subscription for New Common Shares	
c)	Price(s) and volumes(s)	Price(s)	Volume(s)
		NOK 0.067	64,695,672

d)	Date of the transaction(s)	February 27, 2023
e)	Place of the transaction	Off Market

NOTIFICATION AND PUBLIC DISCLOSURE OF TRANSACTIONS BY PERSONS DISCHARGING MANAGERIAL RESPONSIBILITIES AND PERSONS CLOSELY ASSOCIATED WITH THEM

1	Details of the person discharging managerial responsibilities / person closely associated	
a)	Name	Luca Benedetto
2	Reason for the notification	
a)	Position/status	Chief Financial Officer & Executive Director
b)	Initial notification/Amendment	Initial Notification
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	Zenith Energy Ltd.
b)	LEI	213800AYTYOYD61S4569
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c)	Price(s) and volumes(s)	Price(s)	Volume(s)
		NOK 0.067	27,726,716
d)	Date of the transaction(s)	February 27, 2023	
e)	Place of the transaction	Off Market	