

October 28, 2024

ZENITH ENERGY LTD.

("Zenith" or the "Company")

Completion of Private Placement and Debt Settlement

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 a Debt Settlement (the "Debt Settlement").

The Placement has attracted the participation of existing investors, as well three Directors, Mr. Andrea Cattaneo, Mr. Sergey Borowskiy and Mr. Luca Benedetto, raising an aggregate total amount of approximately NOK 11,938,353 (equivalent to approx. £841,000 and US\$1,092,000), resulting in the issuance of a total of 62,833,440 new Common Shares ("New Common Shares").

Issue Price

The Placement was completed at price of NOK 0.19, representing a premium to the closing price of the Company's equity securities admitted to trading on the Euronext Growth Oslo on October 25, 2024.

Use of Proceeds

The proceeds of the Placement will be used to provide additional funding in support of the Company's international arbitrations against the Republic of Tunisia, as well as for general working capital purposes.

An application for the new 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 will be made within 12 months of the issue of the new Common Shares.

Debt Settlement

The Company has issued 32,166,560 Common Shares ("Debt Settlement Shares") in settlement of certain debts in lieu of cash payment for a total value of 6,111,646 NOK (equivalent to approx. £430,000 and US\$559,000).

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

An application 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 will be made within 12 months of the issue of the Debt Settlement Shares.

Warrants

The Company has issued 95,000,000 share purchase warrants (the "Warrants") exercisable at a price of NOK 0.29, applying a ratio of 1:1 in connection with the Placement Shares and Debt Settlement Shares, with a fixed duration of two years from the date of issuance.

Director Dealing/ PDMR Shareholding

Mr. Andrea Cattaneo, Chief Executive Officer & President of Zenith, has participated in the Placement by subscribing for 18,119,411 New Common Shares of no-par value in the capital of the Company.

Following the Placement, Mr. Cattaneo will be directly beneficially interested in a total of 42,548,748 common shares in the capital of the Company, representing **11.61%** percent of the total issued and outstanding common share capital of the Company admitted to trading on the Euronext Growth Oslo.

Mr. Luca Benedetto, Chief Financial Officer of Zenith, participated in the Placement by subscribing for 7,361,011 New Common Shares of no-par value in the capital of the Company.

Following the Placement, Mr. Benedetto will be directly beneficially interested in a total of 11,055,706 common shares in the capital of the Company, representing **3.02%** percent of the total issued and outstanding common share capital of the Company.

Mr. Sergey Borowskiy, Director of Zenith, also participated in the Placement by subscribing for 2,831,158 New Common Shares of no-par value in the capital of the Company.

Following the Placement, Mr. Borowskiy will be directly beneficially interested in a total of 3,216,087 common shares in the capital of the Company, representing **0.88%** 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 information resulting from the issuance of the New Common Shares and the Debt Settlement 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.	232,860,686	1	232,860,686
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 following the Placement.	366,545,401	1	366,545,401

Andrea Cattaneo, Chief Executive Officer, commented:

“We are hopeful that there will be a potential favourable decision in the ICC 1 Arbitration expected to be published prior to the close of the year. Zenith has taken every step to minimise expenditure and direct its financial resources and management attention towards the international arbitration proceedings initiated against the Republic of Tunisia.

The Board has every confidence in the merit of our legal position. The participation in the Placement of three Directors, including myself, is evidence of our unwavering belief in the material opportunity for Zenith and its shareholders to be compensated for the very significant damages caused by the Tunisian authorities.”

Further Information:

Zenith Energy Ltd	
Andrea Cattaneo, Chief Executive Officer	Tel: +1 (587) 315 1279
	E: info@zenithenergy.ca

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.

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	Common Shares of No Par Value	
	Identification code	CA98936C8584	
b)	Nature of the transaction	Subscription for New Common Shares	
c)	Price(s) and volumes(s)	Price(s)	Volume(s)
		NOK 0.19	18,119,411
d)	Date of the transaction(s)	October 28, 2024	
e)	Place of the transaction	Off Market	

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	
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	Common Shares of No Par Value	

	Identification code	CA98936C8584	
b)	Nature of the transaction	Subscription for New Common Shares	
c)	Price(s) and volumes(s)	Price(s)	Volume(s)
		NOK 0.19	7,361,011
d)	Date of the transaction(s)	October 28, 2024	
e)	Place of the transaction	Off Market	

1	Details of the person discharging managerial responsibilities / person closely associated		
a)	Name	Sergey Borowskiy Alexandrovich	
2	Reason for the notification		
a)	Position/status	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	
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	Common Shares of No Par Value	
	Identification code	CA98936C8584	
b)	Nature of the transaction	Subscription for New Common Shares	
c)	Price(s) and volumes(s)	Price(s)	Volume(s)
		NOK 0.19	2,831,158
d)	Date of the transaction(s)	October 28, 2024	
e)	Place of the transaction	Off Market	