



THIS ANNOUNCEMENT AND THE INFORMATION CONTAINED HEREIN IS RESTRICTED AND IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM THE UNITED STATES, AUSTRALIA, THE REPUBLIC OF SOUTH AFRICA, NEW ZEALAND OR JAPAN OR ANY OTHER JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BREACH ANY APPLICABLE LAW OR REGULATION.

COPL Announces Closing of US\$14.8 million Convertible Bond Financing with the Full Upsize Option being Exercised

London, United Kingdom; Calgary, Canada: March 27, 2023 – Canadian Overseas Petroleum Limited (“**COPL**” or the “**Company**”) (**XOP**: CSE) & (**COPL**: LSE), an international oil and gas exploration, production and development company with production and development operations focused in Converse and Natrona Counties, Wyoming, USA, is pleased to announce (the “**Announcement**”) that it successfully completed its US\$14.8 million convertible bond financing on March 24, 2023 with the full increase option being exercised (the “**Convertible Financing**”).

The Convertible Financing has been led by the main bondholder (the “**Main Bondholder**”), institutional stakeholders, and new institutional investors providing the full amount of US\$14.8 million principal, showing their strong support for the Company. 70,257,026 new warrants have been issued in this Convertible Financing. Closing of the Convertible Financing also triggered the 6th Amendment and Waiver of certain covenants pursuant to its Senior Credit Facility, as announced March 20, 2023.

Further to the announcement of March 20, 2023, the Company has also issued 26,842,036 common shares (the “**Shares**”) settling \$2.2 million of payables to arm’s length creditors of the Company. The price at which the Shares were issued was at a premium to the LSE share price.

Applications will be made to the FCA for these Shares to be admitted to the Official List and to the London Stock Exchange for the Shares to be admitted to trading on the London Stock Exchange's main market for listed securities within the next twelve months, in accordance with Listing Rule 14.3.4.

Following these issues of Shares the Company has a total of 343,126,335 Shares issued and outstanding. There are no Shares held in treasury and therefore the total number of voting rights in the Company is 343,126,335. This figure may be used by shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the Financial Conduct Authority's Disclosure Guidance and Transparency Rules.

About the Company:



3200, 715-5th Avenue SW
Calgary, Alberta, Canada T2P 2X6
WWW.CANOVERSEAS.COM
+1.403.262.5441 P
 @COPLinvestor
+1.403.263.3251 F

COPL is an international oil and gas exploration, development and production company actively pursuing opportunities in the United States with operations in Converse County Wyoming, and in sub-Saharan Africa through its ShoreCan joint venture company in Nigeria, and independently in other countries.

The Company's Wyoming operations are one of the most environmentally responsible with minimal gas flaring and methane emissions combined with electricity sourced from a neighbouring wind farm to power production facilities.

For further information, please contact:

Mr. Arthur Millholland, President & CEO

Mr. Ryan Gaffney, CFO

Canadian Overseas Petroleum Limited

Tel: + 1 (403) 262 5441

Cathy Hume

CHF Investor Relations

Tel: +1 (416) 868 1079 ext. 251

Email: cathy@chfir.com

Charles Goodwin

Yellow Jersey PR Limited

Tel: +44 (0) 77 4778 8221

Email: copl@yellowjerseypr.com

Peter Krens

Joint Broker

Equity Capital Markets, Tennyson Securities

Tel: +44 (0) 20 7186 9033

Alex Wood & Keith Dowsing

Joint Broker

Alternative Resource Capital

AW: +44 (0) 7559 910872

KD: +44 (0) 7559 910873

Andrew Chubb / Neil Passmore

Advisor/Joint Broker

Hannam & Partners

+44 (0) 20 7907 8500

The Common Shares are listed under the symbol "XOP" on the CSE and under the symbol "COPL" on the London Stock Exchange.



3200, 715-5th Avenue SW
Calgary, Alberta, Canada T2P 2X6
WWW.CANOVERSEAS.COM
+1.403.262.5441 P
 @COPLinvestor
+1.403.263.3251 F

Market Abuse Regulation disclosure

The information contained within this announcement is deemed by the Company to constitute inside information pursuant to Article 7 of EU Regulation 596/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 as amended ("MAR") encompassing information relating to the Placing described above, and is disclosed in accordance with the Company's obligations under Article 17 of MAR. In addition, market soundings (as defined in MAR) were taken in respect of the Placing with the result that certain persons became aware of inside information (as defined in MAR), as permitted by MAR. This inside information is set out in this Announcement. Therefore, upon publication of this announcement, those persons that received such inside information in a market sounding are no longer in possession of such inside information relating to the Company and its securities.

Caution regarding forward looking statements

This news release contains forward-looking statements. The use of any of the words "initial", "scheduled", "can", "will", "prior to", "estimate", "anticipate", "believe", "should", "forecast", "future", "continue", "may", "expect", and similar expressions are intended to identify forward-looking statements. The forward-looking statements contained herein are based on certain key expectations and assumptions made by the Company, including, but not limited to, the ability to raise the necessary funding for operations, delays or changes in plans with respect to exploration or development projects or capital expenditures. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements since the Company can give no assurance that they will prove to be correct since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties most of which are beyond the control of Canadian Overseas Petroleum Ltd. For example, the uncertainty of reserve estimates, the uncertainty that the Bridge Loan Funding will complete the uncertainty of estimates and projections relating to production, cost overruns, health and safety issues, political and environmental risks, commodity price and exchange rate fluctuations, changes in legislation affecting the oil and gas industry could cause actual results to vary materially from those expressed or implied by the forward-looking information. Forward-looking statements contained in this news release are made as of the date hereof and Canadian Overseas Petroleum undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

Hannam & Partners, which is a member of the London Stock Exchange, is authorised and regulated in the United Kingdom by the FCA and is acting as joint broker and sole financial adviser in connection with the Placing. Alternative Resource Capital, a trading name of Shard Capital Partners LLP, and Tennyson Securities, is authorised and regulated in the United Kingdom by the FCA and is acting as joint broker in connection with the Placing. Each of Hannam & Partners, Alternative Resource Capital and Tennyson Securities are acting exclusively for the Company in connection with the matters referred to in this announcement and for no-one else and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing any advice in relation to the contents of this announcement or any transaction, arrangement or matter referred to herein.

This announcement has been issued by and is the sole responsibility of the Company. No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by either Hannam & Partners (apart from the responsibilities or liabilities that may be imposed by the Financial Services and Markets Act 2000, or the regulatory regime established thereunder) or the Company or by any of their respective affiliates or agents as to, or in relation to, the accuracy or completeness of this announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefore is expressly disclaimed.



3200, 715-5th Avenue SW
Calgary, Alberta, Canada T2P 2X6
WWW.CANOVERSEAS.COM
+1.403.262.5441 P
 @COPLinvestor
+1.403.263.3251 F