

SLEEPING GIANT CAPITAL CORP.

Filing Statement

with respect to a Qualifying Transaction
pursuant to Policy 2.4 of the TSX Venture Exchange
involving the acquisition of assets by Sleeping Giant Capital Corp.

May 28, 2024

Neither the TSX Venture Exchange Inc. nor any securities regulatory authority has in any way passed upon the merits of the Qualifying Transaction described in this Filing Statement.

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GLOSSARY OF DEFINED TERMS

In this Filing Statement, the following words and terms shall have the following meanings:

"ABCA" means the *Business Corporations Act (Alberta)*, RSA 2000, c B-9, as from time to time amended or re-enacted;

"Acquisition" means the purchase of the Assets by Sleeping Giant as contemplated in the Purchase and Sale Agreement dated January 8, 2024;

"AFEs" mean authorities for expenditure, cash calls, operations notices, amounts budgeted pursuant to joint operating agreements or unit agreements, mail ballots and similar notices and calls for funds;

"Affiliate" means a company that is affiliated with another company as described below:

A company is an "Affiliate" of another company if:

- (a) one of them is the subsidiary of the other, or
- (b) each of them is controlled by the same Person.

A company is "controlled" by a Person if:

- (a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person, and
- (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company.

A Person beneficially owns securities that are beneficially owned by:

- (a) a company controlled by that Person, or
- (b) an Affiliate of that Person or an Affiliate of any company controlled by that Person;

"Applicable Securities Laws" means all applicable Law relating to securities in each of the Canadian jurisdictions and the respective rules and regulations made thereunder, together with applicable published policy statements, instruments, orders and rulings of any Securities Regulatory Authority in such jurisdictions having the force of law, including rules of the TSXV;

"Assets" means certain oil and gas properties of the Vendor located in Gilby, Rosebud, Niton and Sylvan Lake, Alberta, as detailed in the Reserves Report;

"Associate" when used to indicate a relationship with a Person, means:

- (a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling it to more than 10% of the voting rights attached to outstanding securities of the issuer;
- (b) any partner of the Person;
- (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which a Person serves as trustee or in a similar capacity; and
- (d) in the case of a Person who is an individual, a relative of that Person including:

- (i) that Person's spouse or child; or
- (ii) any relative of the Person or of his spouse who has the same residence as that Person;

but

- (e) where the TSXV determines that two Persons shall, or shall not, be deemed to be Associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination will be determinative of their relationships in the application of Rule D.1.00 of the TSXV Policies with respect to that Member firm, Member corporation or holding company;

"Business Day" means any date other than a Saturday or Sunday or a day recognized as a holiday in Calgary, Alberta;

"CEO" means Chief Executive Officer;

"CFO" means Chief Financial Officer;

"Closing" means the closing of the Acquisition in accordance with the terms of the Purchase and Sale Agreement;

"Closing Date" means on or about May 31, 2024, or such other date as agreed upon by the Parties;

"Closing Time" means immediately upon the completion of the Closing on the Closing Date;

"COGE Handbook" means the Canadian Oil and Gas Evaluation Handbook prepared jointly by The Society of Petroleum Evaluation Engineers (Calgary Chapter) and the Canadian Institute of Mining, Metallurgy and Petroleum (Petroleum Society), as amended from time to time;

"company" unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual;

"Completion of the Qualifying Transaction" means the date of the Final QT Exchange Bulletin issued by the TSXV;

"Control Person" means any Person that holds, or is one of a combination of Persons that holds, a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer;

"CPC" means a corporation:

- (a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the Securities Regulatory Authorities in compliance with TSXV Policy 2.4, and
- (b) in regard to which the Final QT Exchange Bulletin has not yet been issued;

"CPC Escrow Agent" means Odyssey Trust Company, the escrow agent of Sleeping Giant under the CPC Escrow Agreement;

"CPC Escrow Agreement" means the escrow agreement dated May 20, 2021 among Sleeping Giant, the CPC Escrow Agent and certain Sleeping Giant Shareholders in respect of the CPC Escrow Shares. See *"Information Concerning the Resulting Issuer – Escrowed Securities"*;

"CPC Escrow Shares" means the 2,800,000 Sleeping Giant Shares that are currently held in escrow pursuant to the CPC Escrow Agreement;

"Equity Consideration" means the 4,550,000 Sleeping Giant Shares issued to the Vendor in partial satisfaction of the purchase price for the Acquisition pursuant to the Purchase and Sale Agreement;

"Filing Statement" means this filing statement prepared by Sleeping Giant in accordance with Form 3B2 of the TSXV Corporate Finance Manual;

"Final QT Exchange Bulletin" means the bulletin issued by the TSXV following the closing of the Qualifying Transaction and the submission of all required documentation that evidences final TSXV acceptance of the Qualifying Transaction;

"Government Authority" means any foreign, national, provincial, local or state government, any political subdivision or any governmental, judicial, public or statutory instrumentality, court, tribunal, agency (including those pertaining to health, safety or the environment), authority, body or entity, or other regulatory bureau, authority, body or entity having legal jurisdiction over the activity or Person in question and, for certainty, includes the TSXV;

"IFRS" means International Financial Reporting Standards as issued by the International Accounting Standards Board and as set out in Part I of the CPA Canada Handbook - Accounting;

"Insider" if used in relation to an issuer, means:

- (a) a director or senior officer of the issuer,
- (b) a director or senior officer of a company that is an Insider or subsidiary of the issuer,
- (c) a Person that beneficially owns or controls, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all outstanding voting securities of the issuer, or
- (d) the issuer itself if it holds any of its own securities;

"InSite" means InSite Petroleum Consultants Ltd., independent reserves evaluators;

"Interim Statement" means an interim accounting and adjustment will be conducted at Closing, based on the Vendor's good faith estimate of all adjustments to be made between the Parties pursuant to and in accordance with the Purchase and Sale Agreement;

"IPO Agent" means Richardson Wealth Limited;

"Lands" means the Vendor's entire interest in and to the lands set forth and described in Schedule A of the Purchase and Sale Agreement, including the Petroleum Substances within, upon or under those identified lands;

"Laws" means all laws, statutes, codes, ordinances, decrees, regulations, by-laws, statutory rules, principles of law, published policies, forms and guidelines, fee schedules, tariffs, judicial or arbitral or administrative or ministerial or departmental or regulatory judgments, orders, directives, decisions, rulings or awards, including general principles of common and civil law, and terms and conditions of any grant of approval, permission, authority or license of any Government Authority, statutory body or self-regulatory authority (including the TSXV), and the term "applicable" with respect to such Laws and in the context that refers to one or more Persons, means that such Laws apply to such Person or Persons or its or their business, undertaking, property or securities and emanate from a Government Authority (or any other

Person) having jurisdiction over the aforesaid Person or Persons or its or their business, undertaking, property or securities;

"Major Facilities" means the plant, machinery, equipment, facilities and other tangible depreciable property and assets identified or described in Schedule C of the Purchase and Sale Agreement under the heading "Major Facilities";

"material fact" has the meaning ascribed thereto in the Securities Act;

"MD&A" means Management's Discussion and Analysis;

"Member" has the meaning set out in the TSXV Policies;

"Miscellaneous Interests" means, subject to the limitations and exclusions below in this definition, all of the Vendor's right, title and interest in and to all property, assets, interests and rights that pertain to the Petroleum and Natural Gas Rights and the Tangibles, or any of them (excluding the Petroleum and Natural Gas Rights and the Tangibles themselves) including:

- (a) the Title and Operating Documents and all other contracts and agreements and all rights in relation thereto, including the contracts disclosed in Schedule B of the Purchase and Sale Agreement, and any construction, ownership and operation agreements in respect of the facilities forming part of the Tangibles, if any;
- (b) the Surface Rights;
- (c) the Wells, including the well bores and down-hole casing for the Wells;
- (d) all licences, permits, approvals and authorizations granted or issued by any Government Authorities and relating to the construction, installation, ownership, use or operation of the Assets, including Wells, pipelines and Major Facilities licences;
- (e) records, files, reports (including reserves reports), data, documents, correspondence and other information, including lease, contract, well, production and facilities files and records, and area specific emergency response plans; and
- (f) all extensions, renewals, replacements, substitutions and amendments of or to any of the agreements and instruments described in paragraphs (a), (b) and (d) above;

however, the Miscellaneous Interests do not include:

- (g) any of the foregoing property or rights to the extent that they:
 - (i) include or pertain to the Vendor's proprietary technology, evaluations, forecasts or interpretations (whether geological, engineering, economic or otherwise); or
 - (ii) are owned or licensed by third parties with restrictions that prohibit the sale, transfer or disclosure thereof to Sleeping Giant;
- (h) any deposits or other security related to Permits or any operations or any royalties pre-paid by the Vendor that accrue prior to 12:01 a.m. on September 1, 2023 and pertaining to the Assets; or
- (i) any seismic data or interpretations thereof;

"misrepresentation" has the meaning ascribed thereto in the Securities Act;

"Named Executive Officers" or "NEO" means, in relation to a company, each of the following individuals:

- (a) any individual who acted as CEO of the company, or acted in a similar capacity, for any part of the most recently completed financial year;
- (b) any individual who acted as CFO of the company, or acted in a similar capacity, for any part of the most recently completed financial year;
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*, for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year;

"NGLs" means natural gas liquids;

"NI 51-101" means National Instrument 51-101 – *Standards of Disclosure for Oil And Gas Activities* or any successor instrument(s);

"NI 52-110" means National Instrument 52-110 – *Audit Committees* or any successor instrument(s);

"NI 58-101" means National Instrument 58-101 – *Disclosure of Corporate Governance Practices* or any successor instrument(s);

"Non-Arm's Length Party" means:

- (a) in relation to a company:
 - (i) a promoter, officer, director, other Insider or Control Person of that company and any Associates or Affiliates of any of such Persons, or
 - (ii) another entity or an Affiliate of that entity, if that entity or its Affiliate have the same promoter, officer, director, Insider or Control Person as the company; and
- (b) in relation to an individual, any Associate of the individual or any company of which the individual is a promoter, officer, director, Insider or Control Person;

"Non-Arm's Length Qualifying Transaction" means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are to be the subject of the proposed Qualifying Transaction;

"Offering" means the non-brokered private placement offering of Sleeping Giant Shares at a price of \$0.15 per Sleeping Giant Share for gross proceeds of up to \$250,000;

"OPEC" means the Organization of Petroleum Exporting Countries;

"Parties" means Sleeping Giant and the Vendor and **"Party"** means any one of them as the context requires;

"Person" unless specifically indicated otherwise, means a company or individual;

"Petroleum and Natural Gas Rights" means all of the Vendor's right, title and interest (whether absolute or contingent, legal or beneficial, vested or not and whether or not an "interest in land") in and to:

- (a) rights in, or rights to explore for, drill for, win, take and to produce, save and market, Petroleum Substances;
- (b) rights to a share of production of Petroleum Substances therefrom;
- (c) fee simple interests and other estates in Petroleum Substances in situ; and
- (d) royalty interests, net profit interests and similar interests in Petroleum Substances or the proceeds of the sale of Petroleum Substances or to payments calculated by reference thereto, including lessor royalties, overriding royalty interests, net overriding royalty interests, gross overriding royalty interests, production payments and gross profit interests, whether non-convertible or convertible to another form of interest;

but, in each case, only insofar as the foregoing relate to the Lands or any lands pooled or unitized therewith, and include the interests identified or set forth in Part 1 of Schedule A of the Purchase and Sale Agreement;

"Petroleum Substances" means crude oil, crude bitumen and products derived therefrom, petroleum, natural gas, natural gas liquids, condensate and other related hydrocarbons and all other substances related to any of the foregoing, whether liquid, solid or gaseous, and whether hydrocarbons or not, including sulphur and coalbed methane;

"Purchase and Sale Agreement" means the purchase and sale agreement dated January 8, 2024 between Sleeping Giant and the Vendor in respect of the acquisition of the Assets;

"Qualifying Transaction" means a transaction where a CPC acquires Significant Assets, other than cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means;

"Regulatory Approval" means any approval, consent, waiver, permit, order or exemption from any Government Authority having jurisdiction or authority over either Party or any subsidiary of a Party which is required or advisable to be obtained in order to permit the Qualifying Transaction to be effected, including, without limitation, the approval of the TSXV, and **"Regulatory Approvals"** means all such approvals, consents, waivers, permits, orders or exemptions;

"Reserves Report" means the report titled "Evaluation Of Certain Properties Of Harvard Energy" prepared in respect of the Assets by InSite with an effective date of December 31, 2023 in accordance with NI 51-101;

"Resulting Issuer" means the issuer that was formerly a CPC, which exists upon issuance of the Final QT Exchange Bulletin;

"Resulting Issuer Agent Options" means the non-transferable options to purchase an aggregate of 500,000 Resulting Issuer Shares at a price of \$0.10 per share until June 15, 2025 to be held by Richardson Wealth Limited;

"Resulting Issuer Board" means the board of directors of the Resulting Issuer, expected to be comprised of Greg Turnbull, John F. Elliott, Terry Meek and Jonah Nguyen;

"Resulting Issuer Option Plan" means the Sleeping Giant Option Plan which will remain the stock option plan of the Resulting Issuer upon Completion of the Qualifying Transaction;

"Resulting Issuer Options" means the options issued pursuant to the Resulting Issuer Option Plan;

"Resulting Issuer Shares" means the common shares in the capital of the Resulting Issuer;

"ROFR" means a right of first refusal, right of first offer or other pre-emptive or preferential right of purchase or similar right to acquire the Assets or certain of them that may become operative by virtue of the Purchase and Sale Agreement or the completion of the Acquisition;

"Securities Act" means the *Securities Act* (Alberta) and the regulations thereunder, as from time to time amended;

"Securities Regulatory Authority" means the securities commissions or similar securities regulatory authorities of each of the provinces and territories of Canada;

"Significant Assets" means one or more assets or businesses which, when purchased, optioned or otherwise acquired by a CPC, together with any other concurrent transactions, would result in the CPC meeting the initial listing requirements of the TSXV;

"Sleeping Giant", the **"Issuer"** or the **"Corporation"** means Sleeping Giant Capital Corp., a CPC incorporated under the ABCA;

"Sleeping Giant Agent Options" means the non-transferable options to purchase an aggregate of 500,000 Sleeping Giant Shares at a price of \$0.10 per share until June 15, 2026 granted to Richardson Wealth Limited in connection with the Sleeping Giant IPO. Each Sleeping Giant Agent Option entitling the holder thereof to purchase one Sleeping Giant Share at an exercise price of \$0.10 per share until June 15, 2026;

"Sleeping Giant Board" means the board of directors of Sleeping Giant, as constituted from time to time;

"Sleeping Giant Financial Statements" means the audited financial statements of Sleeping Giant for the for the years ended December 31, 2022 and 2023, including the notes thereto and the report of Sleeping Giant's auditors thereon;

"Sleeping Giant IPO" means the initial public offering of the Sleeping Giant Shares which was completed on May 20, 2021;

"Sleeping Giant MD&A" means the management's discussion and analysis of Sleeping Giant for the years ended December 31, 2022 and 2023, including the notes thereto;

"Sleeping Giant Options" means the 780,000 options of Sleeping Giant granted to the directors and officers of Sleeping Giant, each Sleeping Giant Option entitling the holder hereof to purchase one Sleeping Giant Share at an exercise price of \$0.10 per share until June 15, 2031;

"Sleeping Giant Option Plan" means the stock option plan for the directors, officers, employees and consultants of Sleeping Giant in effect on the date hereof;

"Sleeping Giant Shareholder" means, at any time, the holders of Sleeping Giant Shares, from time to time, and **"Sleeping Giant Shareholders"** means all of such holders;

"Sleeping Giant Shares" means common shares without nominal or par value and an unlimited number in the capital of Sleeping Giant as presently constituted;

"Surface Rights" means all rights (including fee simple interests) to occupy, cross or otherwise use or enjoy the surface of the Lands and any lands pooled or unitized therewith or any other lands: (i) upon which the Tangibles and the Wells, or any of them, are situate, (ii) used in connection with the ownership or operation of the Petroleum and Natural Gas Rights, the Tangibles and the Wells, or any of them, or otherwise held by the Vendor in connection with its business, or (iii) used to gain access to any of the Lands (or any lands pooled or unitized therewith), the Tangibles or the Wells;

"Tangibles" means all of the Vendor's right, title and interest in and to:

- (a) all Major Facilities; and
- (b) all tangible depreciable property, apparatus, plant, equipment, machinery, field inventory and facilities other than the Major Facilities, used or intended for use in, or otherwise useful in exploiting any Petroleum Substances from or within the Lands (whether the Petroleum and Natural Gas Rights to which such Petroleum Substances are allocated are owned by the Vendor or by others or both) and located within, upon or in the vicinity of the Lands (or any lands pooled or unitized therewith), including all gas plants, oil batteries, buildings, field offices, storage yards, inventory, production equipment, pipelines, pipeline connections, meters, generators, motors, compressors, treaters, dehydrators, separators, pumps, tanks, boilers, communication hardware (including SCADA) and all salvageable equipment pertaining to any Wells;

"Title and Operating Documents" means:

- (a) all leases, subleases, permits and licences (and any replacements, renewals or extensions thereof or leases or other instruments derived therefrom) pertaining to the Lands, by virtue of which the holder thereof is granted certain rights with respect to Petroleum Substances within, upon or under the Lands or any lands pooled or unitized therewith or by virtue of which the holder thereof is deemed to be entitled to a share of Petroleum Substances removed from the Lands or any lands pooled or unitized therewith;
- (b) agreements relating to the acquisition, ownership, operation or exploitation of the Petroleum and Natural Gas Rights, Tangibles and the Wells, or any of them, including:
 - (i) operating agreements, royalty agreements, farm-out or farm-in agreements, option agreements, participation agreements, trust agreements, pooling agreements, unit agreements and unit operating agreements, sale and purchase agreements and asset exchange agreements;
 - (ii) agreements pertaining to the Surface Rights;
 - (iii) agreements for the construction, ownership and operation of gas plants, gathering systems, pipelines and other tangible depreciable property and assets;
 - (iv) service agreements for the treating, gathering, storage, transportation or processing of Petroleum Substances or other substances, the injection or subsurface disposal of other substances, the use of well bores or the operation of any Tangibles or Wells by a third party; and
 - (v) permits and other approvals, authorizations or licences required under applicable law;

"Transactions" means, collectively, the Acquisition, and all other transactions related to the Qualifying Transaction, including the Offering;

"TSXV" means the TSX Venture Exchange Inc.;

"TSXV Policies" means the policies of the TSXV;

"TSXV Policy 2.4" means TSXV Policy 2.4 – *Capital Pool Companies*;

"TSXV Policy 5.4" means TSXV Policy 5.4 – *Escrow, the Vendor Consideration and Resale Restrictions*;

"Value Security Escrow Agreement" has the meaning given to it in *"Information Concerning the Resulting Issuer – Escrowed Securities"*; and

"Vendor" means Harvard Energy Partnership;

"Wells" means all producing, shut-in, water source, observation, disposal, injection, abandoned, reclaimed, suspended and similar wells located on or within the Lands or any lands pooled or unitized therewith, whether or not completed, including the wells identified or described in Part II of Schedule A of the Purchase and Sale Agreement.

Words importing the singular include the plural and vice versa and words importing any gender include all genders.

ADVISORY REGARDING OIL AND GAS INFORMATION

All oil and natural gas resource information contained in this Filing Statement has been prepared and presented in accordance with NI 51-101. Listed below are cautionary statement(s) that are specifically required by NI 51-101 that qualify the oil and gas disclosure contained in this Filing Statement.

Abbreviations

| Oil and Natural Gas Liquids | | Natural Gas | |
|------------------------------------|------------------|--------------------|-----------------------------|
| Bbl | barrel | Mcf | thousand cubic feet |
| Bbls | barrels | MMcf | million cubic feet |
| MBbls | thousand barrels | Mcf/d | thousand cubic feet per day |
| Bbls/d | barrels per day | | |

| Other | |
|--------------|--|
| boe | barrel of oil equivalent of natural gas and crude oil on the basis of 1 Boe for 6 Mcf of natural gas (this conversion factor is an industry accepted norm and is not based on either energy content or current prices) |
| boe/d | barrel of oil equivalent per day |
| m3 | cubic metres |
| Mboe | thousand barrels of oil equivalent |
| WTI | West Texas Intermediate, the reference price paid in United States dollars at Cushing, Oklahoma for crude oil of standard grade |

Caution Respecting Boe

This Filing Statement discloses certain estimated production information on a boe basis with natural gas converted to barrels of oil equivalent using a conversion factor of six Mcf to one bbl of oil (6 Mcf:1 bbl). Condensate and other NGLs are converted to boe at a ratio of 1 bbl:1 bbl. Boe may be misleading, particularly if used in isolation. A boe conversion ratio of 6 Mcf:1 bbl is based roughly on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at sales point. This conversion conforms with NI 51-101 disclosure standards. Although the 6:1 conversion ratio is an industry-accepted norm, it is not reflective of price or market value differentials between product types. Based on current commodity prices, the value ratio between crude oil, NGLs and natural gas is significantly different from the 6:1 energy equivalency ratio. Accordingly, using a conversion ratio of 6 Mcf:1 bbl may be misleading as an indication of value.

Reserves

The discounted and undiscounted net present value of future net revenues attributable to the reserves of the Assets do not represent the fair market value of such reserves. There is no assurance that the forecast prices and cost assumptions applied by the independent reserves evaluators in evaluating the reserves of the Assets will be attained and variances could be material. The estimates of light and medium crude oil, NGL, conventional natural gas and shale gas reserves provided in this Filing Statement are estimates only and there is no guarantee that the estimated reserves will be recovered. Actual light and medium crude oil, NGLs, conventional natural gas and shale gas reserves may be greater than or less than the estimates provided in this Filing Statement or otherwise referred to in this Filing Statement, and the difference may be material.

The determination of reserves involves the preparation of estimates that have an inherent degree of associated risk and uncertainty. The estimation and classification of reserves is a complex process involving the application of professional judgment combined with geological and engineering knowledge to assess whether specific classification criteria have been satisfied. Knowledge of concepts including uncertainty and risk, probability and statistics, and deterministic and probabilistic estimation methods is required to

properly use and apply reserves definitions. In addition, rules set forth in the COGE Handbook and NI 51-101 override professional judgments as to volumes of recovery, well productivity and other factors.

The estimates of reserves of the Assets provided in this Filing Statement are estimates only and there is no guarantee that the estimated reserves or resources will be recovered. Actual oil, NGLs and natural gas reserves and resources may be greater than or less than the estimates provided in this prospectus, and the difference may be material. The estimates of reserves and future net revenue for individual properties in this Filing Statement may not reflect the same confidence level as estimates of reserves and future net revenue for all properties, due to the effects of aggregation.

The information set forth in this Filing Statement relating to the reserves of the Assets and related future net revenues constitutes forward-looking statements which are subject to certain risks and uncertainties. See "*Forward-Looking Statements*" and "*Risk Factors*" in this Filing Statement.

Reserves are classified as proved reserves, probable reserves and possible reserves according to the certainty associated with the estimates. Each of the reserves categories (proved, probable and possible) may be divided into developed and undeveloped categories. See below under "*Selected Oil and Gas Terms*" for definitions of the foregoing terms and other oil and natural gas terms used in this Filing Statement. Additional clarification of the classification of reserves, the certainty levels associated with reserves estimates and the effect of aggregation are provided in COGE Handbook.

The qualitative certainty levels referred to in the definitions set forth in "*Selected Oil and Gas Terms*" in this Filing Statement below are applicable to individual reserves entries (which refers to the lowest level at which reserves calculations are performed) and to reported reserves (which refers to the highest level sum of individual entity estimates for which reserves are presented). Reported reserves should target the following levels of certainty under a specific set of economic conditions:

- at least a 90% probability that the quantities actually recovered will equal or exceed the estimated proved reserves;
- at least a 50% probability that the quantities actually recovered will equal or exceed the sum of the estimated proved plus probable reserves; and
- at least a 10% probability that the quantities actually recovered will equal or exceed the sum of the estimated proved plus probable plus possible reserves.

A qualitative measure of the certainty levels pertaining to estimates prepared for the various reserves categories is desirable to provide a clearer understanding of the associated risks and uncertainties. However, the majority of reserves estimates will be prepared using deterministic methods that do not provide a mathematically derived quantitative measure of probability. In principle, there should be no difference between estimates prepared using probabilistic or deterministic methods.

Selected Oil and Gas Terms

In this Filing Statement, unless otherwise indicated or the context otherwise requires, the following terms have the meaning set forth below. These definitions are generally as set forth in the COGE Handbook and NI 51-101 and are reproduced below for the convenience of the reader.

The determination of oil, NGLs and natural gas reserves involves the preparation of estimates that have an inherent degree of associated uncertainty. Categories of Proved, Probable and Possible Reserves have been established to reflect the level of these uncertainties and to provide an indication of the probability of recovery. The estimation and classification of reserves requires the application of professional judgment combined with geological and engineering knowledge to assess whether or not specific reserves classification criteria have been satisfied. Knowledge of concepts including uncertainty and risk, probability and statistics, and deterministic and probabilistic estimation methods is required to properly use and apply reserves definitions.

"Developed Producing" reserves are those reserves that are expected to be recovered from completion intervals open at the time of the estimate. These reserves may be currently producing or, if shut-in, they must have previously been on production, and the date of resumption of production must be known with reasonable certainty.

"Developed Non-Producing" reserves are those reserves that either have not been on production, or have previously been on production, but are shut-in, and the date of resumption of production is unknown.

"Probable" or **"probable"** reserves are those additional reserves that are less certain to be recovered than proved reserves. It is equally likely that the actual remaining quantities recovered will be greater or less than the sum of the estimated Proved plus Probable reserves.

"Proved" or **"proved"** reserves are those reserves that can be estimated with a high degree of certainty to be recoverable. It is likely that the actual remaining quantities recovered will exceed the estimated Proved reserves.

"Reserves" or **"reserves"** are estimated remaining quantities of oil and natural gas and related substances anticipated to be recoverable from known accumulations, as of a given date, based on (a) analysis of drilling, geological, geophysical and engineering data; (b) the use of established technology; and (c) specified economic conditions, which are generally accepted as being reasonable and shall be disclosed. Reserves are classified according to the degree of certainty associated with the estimates.

"Undeveloped" reserves are those reserves expected to be recovered from known accumulations where a significant expenditure (e.g., when compared to the cost of drilling a well) is required to render them capable of production. They must fully meet the requirements of the reserves classification (proved, probable, possible) to which they are assigned.

"Development Costs" means costs incurred to obtain access to reserves and to provide facilities for extracting, treating, gathering and storing the oil, NGLs and natural gas from the reserves. More specifically, development costs, including applicable operating costs of support equipment and facilities and other costs of development activities, are costs incurred to:

- (a) gain access to and prepare well locations for drilling, including surveying well locations for the purpose of determining specific development drilling sites, clearing ground, draining, road building and relocating public roads, gas lines and power lines, to the extent necessary in developing the reserves;
- (a) drill, complete and equip development wells, development type stratigraphic test wells and service wells, including the costs of platforms and well equipment such as casing, tubing, pumping equipment and the wellhead assembly;
- (b) acquire, construct and install production facilities such as flow lines, separators, treaters, heaters, manifolds, measuring devices and production storage tanks, natural gas cycling and processing plants, and central utility and waste disposal systems; and
- (c) provide improved recovery systems.

"Future Net Revenue" means a forecast of revenue, estimated using forecast prices and costs or constant prices and costs, arising from the anticipated development and production of resources, net of the associated royalties, operating costs, development costs and abandonment and reclamation costs.

"Gross" means:

- (a) in relation to the company's interest in production or reserves, its "company gross reserves", which are its working interest (operating or non-operating) share before deduction of royalties and without including any royalty interests of the company;
- (b) in relation to wells, the total number of wells in which the company has an interest; and
- (c) in relation to properties, the total area of properties in which the company has an interest.

"Net" means:

- (a) in relation to the company's interest in production or reserves, its working interest (operating or non-operating) share after deduction of royalty obligations, plus its royalty interests in production or reserves;
- (b) in relation to the company's interest in wells, the number of wells obtained by aggregating the company's working interest in each of its gross wells; and
- (c) in relation to the company's interest in a property, the total area in which the company has an interest multiplied by the working interest owned by the company.

"Abandonment and Reclamation Costs" represent all costs associated with the process of restoring a company's well sites with booked reserves which have been disturbed by oil and gas activities, existing and to be incurred, to a standard imposed by applicable government or regulatory authorities.

The information set forth in this Filing Statement relating to the reserves and future net revenues of the Assets, respectively, constitutes forward-looking statements which are subject to certain risks and uncertainties. See *"Forward-Looking Statements"* and *"Risk Factors"* in this Filing Statement.

Non-GAAP Measures

This Filing Statement uses and refers to the terms "Average Realized Prices" and "Operating Netback", which are financial measures commonly used in the oil and gas industry, which do not have standardized meanings prescribed by IFRS and therefore should not be considered in isolation. The reported amounts and their underlying calculations are not necessarily comparable or calculated in an identical manner to a similarly titled measure of other companies where similar terminology is used. Where these measures are used, it should be given careful consideration by the reader. These measures have been described and presented in this Filing Statement in order to provide readers with additional information regarding the applicable entity's liquidity and its ability to generate funds to finance its operations.

"Average Realized Prices" is calculated by dividing sales revenue into production volumes by product type. Average Realized Prices is used by management to assess the consideration received by product type.

"Operating Netback" is calculated as sales revenue, net of royalties, less operating and transportation expenses. Operating Netback is calculated on a per unit basis, which is boe. Management uses Operating Netback to assess the profitability and efficiency of certain assets.

INFORMATION CONTAINED IN THE FILING STATEMENT

No Person has been authorized to give any information or make any representation in connection with the Acquisition other than as is contained in this Filing Statement, and if given or made, any such information or representation must not be relied upon as having been authorized by Sleeping Giant or the Vendor.

Information contained in this Filing Statement is given as of May 28, 2024, unless otherwise specifically stated. Neither the delivery of this Filing Statement nor any distribution of the securities referred to in this Filing Statement will, under any circumstance, create an implication that there has been no change in the information set forth herein since the date such information is given in this Filing Statement.

This Filing Statement does not constitute an offer to sell or a solicitation of an offer to purchase any securities or the solicitation of a proxy by any Person (as defined herein) in any jurisdiction in which such an offer or solicitation is not authorized or in which the Person making such offer or solicitation is not qualified to do so or to any Person to whom it is unlawful to make such an offer or solicitation of an offer or a proxy solicitation.

All summaries of, and references to, the Purchase and Sale Agreement in this Filing Statement are qualified in their entirety by reference to the complete text of the Purchase and Sale Agreement, a copy of which can be found on SEDAR+ at www.sedarplus.ca. Readers are urged to carefully read the full text of the Purchase and Sale Agreement.

Details of the Transactions are set forth in "*Information Concerning the Qualifying Transaction and the Assets*". For information relating to each of the parties to the Transactions (as defined herein), see "*Information Concerning the Issuer*", "*Information Concerning the Qualifying Transaction and the Assets*", and "*Information Concerning the Resulting Issuer*".

Preliminary Information

All information contained in this Filing Statement with respect to the Assets was provided by the Vendor for inclusion herein. Although Sleeping Giant does not have any knowledge that any statement contained herein taken from, or based on, such information is untrue or incomplete, neither Sleeping Giant nor any of its directors or officers assumes any responsibility for the accuracy or completeness of such information or for any failure by the Vendor to ensure disclosure of events or facts that may have occurred which may affect the significance or accuracy of any such information related to the applicable entity.

Forward-Looking Statements

Certain statements and information contained in this Filing Statement constitute forward-looking statements or forward-looking information (collectively "**forward-looking statements**") within the meaning of Applicable Securities Laws (as defined herein). All statements other than statements of historical fact are forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words or phrases such as "will", "may", "is expected to", "anticipates", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective", "outlook" or similar words suggesting future outcomes or language suggesting an outlook.

In particular, this Filing Statement contains forward-looking statements with respect to the following:

- the completion of the Transactions and all transactions related to the Qualifying Transaction, the anticipated timing thereof, including obtaining of all required approvals in connection with the Acquisition and approval of the TSXV (as defined herein);
- financial condition, access to capital and overall strategy;
- completion of the Offering;
- the grant of Resulting Issuer Options;
- the performance characteristics of the Resulting Issuer's oil and natural gas properties;

- oil and natural gas production levels;
- capital expenditure programs;
- the quantity of oil and natural gas prospective resources;
- projections of market prices and operating costs;
- supply and demand for oil and natural gas;
- the composition of management and the board of directors of the Resulting Issuer;
- expectations as to the intended business activities of the Resulting Issuer;
- the Resulting Issuer's anticipated financial performance, available funds and pro forma consolidated capitalization following completion of the Acquisition;
- treatment under governmental regulatory and royalty regimes and tax laws; and
- the ability to remediate sites and remedy spills, releases or emissions of various substances that may be produced in association with the Resulting Issuer's petroleum and natural gas operations.

With respect to forward-looking statements contained in this Filing Statement, Sleeping Giant has made assumptions regarding, among other things:

- the completion of the Acquisition and all transactions related to the Qualifying Transaction and the timing of obtaining Regulatory Approvals required for their completion;
- the listing of the Resulting Issuer Shares (as defined herein) on the TSXV and the ability to satisfy the requirements of the TSXV with respect to the Acquisition;
- commodity prices and royalty regimes (including royalty rates);
- availability of skilled labour;
- timing and amount of capital expenditures;
- the performance characteristics of oil and natural gas properties;
- the expected quality of oil and natural gas resources attributable to the Assets;
- future exchange rates;
- the impact of increasing competition;
- conditions in general economic and financial markets;
- access to capital;
- availability of drilling and related equipment;
- effects of regulation by governmental agencies;
- the continuation of current tax law and regulation; and
- future operating costs.

Although management of Sleeping Giant believe that the expectations reflected in their forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. The actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this Filing Statement:

- failure to complete the Acquisition and all transactions related to the Qualifying Transaction in all material respects in accordance with the Purchase and Sale Agreement or at all;
- failure to realize the anticipated benefits of the Acquisition;
- the market price of the Resulting Issuer Shares at any given point in time may not accurately reflect the long-term value of the Resulting Issuer;
- the availability of financial resources to fund the Resulting Issuer's expenditures;
- volatility in market prices for oil and natural gas;
- liabilities inherent in oil and natural gas operations;
- uncertainties associated with estimating oil and natural gas resources and reserves;
- competition for, among other things, capital, acquisitions of resources and reserves, undeveloped lands and skilled personnel;
- geological, technical, drilling and processing problems;
- fluctuations in foreign exchange or interest rates and stock market volatility;
- changes in income tax laws and incentive programs relating to the oil and natural gas industry;

- the ability to effectively anticipate and assess changes to government policies and regulations, including those related to the environment;
- failure to realize anticipated benefits of acquisitions;
- global health crises, such as pandemics and epidemics, and the unexpected impacts related thereto;
- global conflicts, such as Russia's invasion of Ukraine and the violent conflict in Israel and Palestine; and
- the other factors discussed under "*Risk Factors*".

Statements relating to "resources" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions that the resources described can be profitably produced in the future.

The above summary of assumptions and risks related to forward-looking information are provided in this Filing Statement in order to provide investors with a more complete perspective on Sleeping Giant's current and future operations and such information may not be appropriate for other purposes. Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking statements contained in this Filing Statement are expressly qualified by this cautionary statement. Except as required by Applicable Securities Laws, none of Sleeping Giant or the Resulting Issuer undertakes any obligation or is under any duty to publicly update or revise any forward-looking statements. Readers should also carefully consider the matters discussed under the heading "*Risk Factors*" in this Filing Statement.

Future-Oriented Financial Information

This Filing Statement contains future-oriented financial information and financial outlook information (collectively, "**FOFI**") about the prospective operational and financial results of the Assets, all of which are subject to the same assumptions, risk factors, limitations, and qualifications as set forth in the above paragraphs. FOFI contained in this Filing Statement was made as of the date of this Filing Statement and was provided for the purpose of providing further information about the Resulting Issuer's future business operations. Sleeping Giant disclaims any intention or obligation to update or revise any FOFI contained in this Filing Statement, whether as a result of new information, future events or otherwise, unless required pursuant to applicable securities laws. Readers are cautioned that the FOFI contained in this Filing Statement should not be used for purposes other than for which it is disclosed herein.

Reporting Currencies

In this Filing Statement, all dollar amounts are expressed in Canadian dollars, except as otherwise indicated. References to "\$" or "dollars" are to Canadian dollars.

SUMMARY

The following is a summary of information relating to Sleeping Giant, the Vendor, the Assets and the Resulting Issuer (assuming Completion of the Qualifying Transaction) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Filing Statement. This summary is provided for convenience and TSXV form requirements only and is qualified in its entirety by the more detailed information appearing or referred to elsewhere in this Filing Statement, including the Appendices attached hereto.

The Issuer

Sleeping Giant is a CPC that completed its initial public offering on May 20, 2021. The Sleeping Giant Shares are listed for trading on the TSXV under the symbol "SSX.P". Sleeping Giant has not commenced commercial operations and has no assets other than cash. It is intended that the Acquisition, when completed, will constitute the Qualifying Transaction of Sleeping Giant pursuant to TSXV Policy 2.4. Sleeping Giant was incorporated under the laws of the Province of Alberta and its head and registered office is located in Calgary, Alberta. See "*Information Concerning the Issuer*" for more information about Sleeping Giant.

Principle Terms of the Qualifying Transaction

The Issuer has entered into the Purchase and Sale Agreement pursuant to which the Issuer will acquire the Assets from the Vendor on the terms described below. It is intended that the Acquisition will be the Issuer's Qualifying Transaction.

The Assets consist of non-operated working interests in oil and gas assets located in certain central Alberta areas (Gilby, Rosebud, Niton and Sylvan Lake).

Pursuant to the Purchase and Sale Agreement, the Vendor will assign all of its interest in the Assets to Sleeping Giant for an aggregate purchase price of \$857,500.00. The purchase price is comprised of \$175,000 in cash and \$682,500 from the issuance of 4,550,000 Sleeping Giant Shares at a price of \$0.15 per Sleeping Giant Share. The cash portion of the purchase price is subject to adjustment in accordance with the Interim Statement to be delivered by the Vendor to Sleeping Giant one day prior to Closing, pursuant to which, amongst other things, all benefits of any kind or nature receivable or received, accruing, payable or paid in respect of the Assets shall be apportioned between the Vendor and Sleeping Giant on an accrual basis as of September 1, 2023. Sleeping Giant currently expects to receive \$152,883 on closing of the Acquisition as a result of the purchase price adjustment, net of the cash portion of the purchase price of \$175,000.

In connection with the Acquisition, the Issuer is proposing to complete the Offering.

The Qualifying Transaction will not be a Related Party Transaction as defined in MI 61-101 or a Non-Arm's Length Qualifying Transaction. As a result, the Qualifying Transaction is not subject to majority of the minority approval, or shareholder approval as required by Applicable Securities Laws or corporate laws. For detailed information regarding the Qualifying Transaction, please refer to "*Information Concerning the Qualifying Transaction and the Assets*".

Approval of Directors

The Sleeping Giant Board has reviewed and approved the terms and conditions of the Acquisition and has concluded that they are fair and reasonable and are in the best interests of the Issuer.

Definitive Agreement Summary

The Purchase and Sale Agreement sets out the terms and conditions relating to the Acquisition, which are the result of arm's length negotiations conducted between representatives of Sleeping Giant and the Vendor and contains covenants, representations and warranties of and from Sleeping Giant and the Vendor, and various conditions precedent, both mutual and with respect to each of Sleeping Giant and the Vendor. Unless all such conditions are satisfied or waived (to the extent capable of being waived) by the Party for whose benefit such conditions exist, the Acquisition will not proceed.

For detailed information regarding the Purchase and Sale Agreement, please refer to "*Information Concerning the Qualifying Transaction and the Assets – The Purchase and Sale Agreement*".

Interests of Insiders

Except as otherwise noted below, no Insider, promoter or Control Person of Sleeping Giant or any of the respective Associates and Affiliates (before or after giving effect to the Transaction) has any interest in the Qualifying Transaction.

The following table states the name of each of the Insiders, promoters and Control Persons of Sleeping Giant and the Resulting Issuer, respectively, and the number of Sleeping Giant Shares and Resulting Issuer Shares (after the Completion of the Qualifying Transaction), as the case may be, that such Person has advised are beneficially owned (directly or indirectly) or over which control or direction is exercised by such Person, in each case on a non-diluted basis:

| Name of Insider, Promoter or Control Person (including Associates and Affiliates) of the Issuer | Number and Percentage of Sleeping Giant Shares prior to the Transactions | | Number and Percentage of Resulting Issuer Shares following the completion of the Transactions (including Associates and Affiliates) | | |
|---|--|---------------------------|---|--|--|
| | Number | Percentage ⁽⁶⁾ | Number | Percentage (maximum Offering) ⁽⁷⁾ | Percentage (minimum Offering) ⁽⁸⁾ |
| Gregory G. Turnbull, KC ⁽¹⁾⁽²⁾ <i>Director</i> | 500,000 | 6.4% | 500,000 | 3.6% | 4.0% |
| John F. Elliott ⁽¹⁾⁽²⁾ <i>Director</i> | 400,000 | 5.1% | 400,000 | 2.9% | 3.2% |
| Terence S. Meek ⁽¹⁾ <i>Director and CEO</i> | 300,000 | 3.8% | 300,000 | 2.1% | 2.4% |
| Jonah Nguyen ⁽³⁾ <i>Director and CFO</i> | — | — | 100,000 | 0.7% | 0.8% |
| Gordon Cameron <i>Corporate Secretary</i> | 500,000 | 6.4% | 500,000 | 3.6% | 4.0% |
| Harvard Energy Partnership ⁽⁴⁾⁽⁵⁾ | — | — | 4,550,000 | 32.5% | 36.5% |

Notes:

- (1) Indicates member of the Audit Committee of the Corporation.
- (2) Independent director.
- (3) It is anticipated that Jonah Nguyen will subscribe for 100,000 Sleeping Giant Shares in the Offering.
- (4) The Vendor will receive \$175,000 in cash consideration and 4,550,000 Sleeping Giant Shares at a price of \$0.15 per Sleeping Giant Share on closing of the Acquisition, representing the purchase price for the Assets.
- (5) Controlled by Neal Blue and Paul Hill.
- (6) As of the date of this Filing Statement there are 7,800,000 Sleeping Giant Shares issued and outstanding.
- (7) Assumes the maximum Offering is completed for an aggregate of 1,666,667 Sleeping Giant Shares, resulting in 14,016,667 Resulting Issuer Shares issued and outstanding upon Completion of the Qualifying Transaction. See "*Information Concerning the Qualifying Transaction and the Assets – Offering*".
- (8) Assumes the minimum Offering is completed for an aggregate of 126,000 Sleeping Giant Shares, resulting in 12,476,000 Resulting Issuer Shares issued and outstanding upon Completion of the Qualifying Transaction. See "*Information Concerning the Qualifying Transaction and the Assets – Offering*".

See "Information Concerning the Issuer" and "Information Concerning the Resulting Issuer".

TSXV Approval

Completion of the Qualifying Transaction remains subject to the final approval of the TSXV. The Qualifying Transaction was conditionally approved by the TSXV on May 27, 2024. There is no assurance Sleeping Giant will receive final approval from the TSXV to complete the Transactions.

Arm's Length Transaction

With respect to the Acquisition, Sleeping Giant and the Vendor are not Non-Arm's Length Parties pursuant to the policies of the TSXV. Accordingly, the Acquisition does not constitute a Non-Arm's Length Qualifying Transaction and minority shareholder approval of the Acquisition by Sleeping Giant Shareholders is not required.

Summary Information Concerning the Resulting Issuer

The Resulting Issuer will be an oil and gas company engaged in the business of development of the Assets. The Resulting Issuer's business objective is to generate sufficient cash flow from the Assets to pay its operating costs and evaluate growth opportunities.

For detailed information regarding the Resulting Issuer, please refer to "Information Concerning the Resulting Issuer".

Estimated Funds Available to the Resulting Issuer and Proposed Principal Uses

The following table sets out information respecting the Resulting Issuer's sources of funds upon completion of the Transactions and the proposed principal uses of such funds:

| Description | Estimated Amount (Minimum Offering) ⁽⁴⁾ | Estimated Amount (Maximum Offering) ⁽⁵⁾ |
|---|---|---|
| Available Funds | | |
| Estimated consolidated working capital ⁽¹⁾ | \$307,437 | \$307,437 |
| Acquisition adjustments ⁽²⁾ | \$327,883 | \$327,883 |
| Gross proceeds of the Offering | \$18,900 | \$250,000 |
| Operating income from the Assets ⁽³⁾ | \$179,716 | \$179,716 |
| Estimated funds available | \$833,936 | \$1,065,036 |
| Use of Funds | | |
| Cash portion of the Acquisition purchase price | \$175,000 | \$175,000 |
| Expenses in connection with the Qualifying Transaction (including the Offering) | \$200,000 | \$200,000 |
| General and administrative expenses for the first 12 months | \$125,000 | \$125,000 |
| Unallocated working capital | \$333,936 | \$565,036 |
| Total Uses | \$833,936 | \$1,065,036 |

Notes:

- (1) Sleeping Giant's net working capital as of April 30, 2024.
- (2) Represents the amount Sleeping Giant expects to receive from the Vendor on closing of the Acquisition as a result of the effective date of the Acquisition of September 1, 2023. This amount is subject to change in accordance with the Interim Statement to be delivered by Vendor to Sleeping Giant one day prior to Closing. See "Information Concerning the Qualifying Transaction and the Assets – Qualifying Transaction".
- (3) Sleeping Giant projects annualized operating income for the Assets to be \$179,716 based on unaudited Q1 2024 operating income (see "Future-Oriented Financial Information" and the operating statements attached as Appendix 3 to this Filing Statement).
- (4) Assuming the minimum Offering is completed for gross proceeds of \$18,900. See "Information Concerning the Qualifying Transaction and the Assets – Offering".

(5) Assuming the maximum Offering is completed for gross proceeds of \$250,000. See "*Information Concerning the Qualifying Transaction and the Assets – Offering*".

Stock Exchange Listings

The Sleeping Giant Shares are currently listed on the TSXV under the symbol "SSX.P". The Sleeping Giant Shares were halted from trading on the TSXV on January 8, 2024 upon entering into the Purchase and Sale Agreement and will remain halted pending completion of the Qualifying Transaction. The closing price of the Sleeping Giant Shares on the TSXV on January 5, 2024, being the last trading date prior to the imposition of the trading halt, was \$0.03 per Sleeping Giant Share. The Resulting Issuer intends to have the Resulting Issuer Shares listed on the TSXV under the symbol "SSX".

Conflicts of Interest

Directors and officers of the Resulting Issuer may also serve as directors and/or officers of other companies and may be presented from time to time with situations or opportunities which give rise to apparent conflicts of interest which cannot be resolved by arm's length negotiations but only through exercise by the directors and officers of such judgment as is consistent with their fiduciary duties to the Resulting Issuer which arise under applicable corporate law, especially insofar as taking advantage, directly or indirectly, of information or opportunities acquired in their capacities as directors or officers of the Resulting Issuer. It is expected that all conflicts of interest will be resolved in accordance with the ABCA. It is expected that any transactions with directors and officers will be on terms consistent with industry standards and sound business practice in accordance with the fiduciary duties of those Persons to the Resulting Issuer, and, depending upon the magnitude of the transactions and the absence of any disinterested board members, may be submitted to the shareholders for their approval. For additional conflicts of interest considerations, see the below section of the Filing Statement entitled, "*Risk Factors*".

Interests of Experts

InSite prepared the Reserves Report in respect of the Assets. As at the date hereof, the partners and Associates of InSite do not own, directly or indirectly, any of the securities of Sleeping Giant.

RSM Canada LLP, auditors of Sleeping Giant, have confirmed with respect to Sleeping Giant that they are independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulators.

Deloitte LLP, the auditor of the operating statements of the Assets, is independent with respect to the Vendor within the meaning of the rules of professional conduct of the Chartered Professional Accountants of Alberta.

Risk Factors

Upon completion of the Qualifying Transaction, managing the Assets will largely become the business of the Resulting Issuer. As such, future operations of the Resulting Issuer should be considered highly speculative due to the nature of the proposed involvement in the production of oil and natural gas. Future operations would be subject to all of the risks normally incident to the development of oil and natural gas properties and the drilling of oil and natural gas wells, which could result in dry wells, environmental damage, personal injuries, loss of life and damage to property of the Resulting Issuer and others. The marketability and price of oil and natural gas that may be acquired by the Resulting Issuer, if any, will be affected by numerous factors beyond the control of the Resulting Issuer. The Resulting Issuer will be subject to market fluctuations in the prices of oil and natural gas, deliverability uncertainties relating to the proximity of its resources to pipelines and processing facilities and extensive government regulations. The oil and gas industry is intensely competitive and the Resulting Issuer must compete in all aspects of their operations with a number of other entities that may have greater technical ability and/or financial resources. Title to oil and natural gas interests is often not capable of conclusive determination, without incurring substantial expense. For a more detailed description of these risks, and others, see "*Risk Factors*".

Conditional Listing Approval

The TSXV has conditionally accepted the Qualifying Transaction subject to Sleeping Giant fulfilling all of the requirements of the TSXV.

INFORMATION CONCERNING THE ISSUER

The information contained in this section is presented on a pre-Transactions basis and is reflective of the current business, financial and share capital position of Sleeping Giant, without giving effect to any component of the Qualifying Transaction. See "*Information Concerning the Resulting Issuer*" for pro forma business, financial and share capital information relating to the Resulting Issuer following completion of the Transactions.

Corporate Structure

The Sleeping Giant was incorporated on January 18, 2021 under the *Business Corporations Act* (Alberta) under the name "Sleeping Giant Capital Corp.". The Issuer does not have any subsidiaries.

The Issuer's head office and the registered office of the Issuer is located at Stikeman Elliott LLP at Suite 4200, 888-3rd St SW, Calgary, Alberta T2P 5C5.

General Development of the Business

History

Sleeping Giant is a CPC pursuant to the TSXV Policies and to date has not carried out any operations. The principal business of Sleeping Giant has been to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition or participation subject to acceptance for filing by the TSXV. Sleeping Giant does not have business operations or assets other than cash, and currently has no written or oral agreements in principle for the acquisition of an asset or business, other than the Purchase and Sale Agreement. Sleeping Giant has not been involved in any other proposed Qualifying Transactions, except for the Qualifying Transaction described herein.

On January 8, 2024, the Vendor and Sleeping Giant entered into the Purchase and Sale Agreement to provide for the Acquisition.

History of Share Structure

On January 28, 2021, Sleeping Giant issued 2,800,000 Sleeping Giant Shares at a price of \$0.05 per Sleeping Giant Share for gross proceeds of \$140,000.

On May 20, 2021, Sleeping Giant filed its final prospectus. On May 20, 2021, Sleeping Giant completed the Sleeping Giant IPO, issuing 5,000,000 Sleeping Giant Shares at a price of \$0.10 per share for total gross proceeds of \$500,000. 500,000 Sleeping Giant Agent Options exercisable at a price of \$0.10 per Sleeping Giant Share expiring on June 15, 2026 were also issued in connection with the Sleeping Giant IPO. Additionally, Sleeping Giant granted 780,000 Sleeping Giant Options exercisable at a price of \$0.10 per Sleeping Giant Share expiring on June 15, 2031, of which 156,000 have expired as of the date of this Filing Statement. On April 28, 2022, Sleeping Giant granted 156,000 Sleeping Giant Options to Jonah Nguyen exercisable at a price of \$0.10 per Sleeping Giant Share expiring on June 15, 2031.

Sleeping Giant is a reporting issuer under applicable securities legislation in the provinces of British Columbia, Alberta, Saskatchewan, and Ontario. The Sleeping Giant Shares are listed for trading on the TSXV under the symbol "SSX.P". Since the issuance of the Sleeping Giant Shares pursuant to the Sleeping Giant IPO, management of Sleeping Giant has been focused on finding and evaluating assets or businesses with a view to completing a Qualifying Transaction.

Description of the Qualifying Transaction

The Issuer has entered into the Purchase and Sale Agreement pursuant to which the Issuer will acquire the Assets from the Vendor on the terms described below. It is intended that the Acquisition will be the Issuer's Qualifying Transaction.

The Assets consist of non-operated working interests in oil and gas assets located in certain central Alberta areas (Gilby, Rosebud, Niton and Sylvan Lake).

Pursuant to the Purchase and Sale Agreement, the Vendor will assign all of its interest in the Assets to Sleeping Giant for an aggregate purchase price of \$857,500.00. The purchase price is comprised of \$175,000 in cash and \$682,500 from the issuance of 4,550,000 Sleeping Giant Shares at a price of \$0.15 per Sleeping Giant Share. The cash portion of the purchase price is subject to adjustment in accordance with the Interim Statement to be delivered by the Vendor to Sleeping Giant one day prior to Closing, pursuant to which, amongst other things, all benefits of any kind or nature receivable or received, accruing, payable or paid in respect of the Assets shall be apportioned between the Vendor and Sleeping Giant on an accrual basis as of September 1, 2023. Sleeping Giant currently expects to receive \$152,883 on closing of the Acquisition as a result of the purchase price adjustment, net of the cash portion of the purchase price of \$175,000.

In connection with the Acquisition, the Issuer is proposing to complete the Offering. See "*Information Concerning the Issuer - Offering*" below.

The Qualifying Transaction will not be a Related Party Transaction as defined in MI 61-101 or a Non-Arm's Length Qualifying Transaction. As a result, the Qualifying Transaction is not subject to majority of the minority approval, or shareholder approval as required by Applicable Securities Laws or corporate laws. For detailed information regarding the Qualifying Transaction, please refer to "*Information Concerning the Qualifying Transaction and the Assets*".

Offering

Pursuant to the Offering, Sleeping Giant proposes to issue and sell up to a maximum of 1,666,667 Sleeping Giant Shares to arm's length parties at a price of \$0.15 per Sleeping Giant Share for gross proceeds of up to a maximum of \$250,000. No finders fees or commissions are being paid in connection with the Offering.

The purpose of the Offering is for Sleeping Giant to add the requisite number of Public Shareholders (as defined in TSXV policies) in order to meet TSXV listing requirements for a tier 2 oil and gas issuer. It is a TSXV condition for Completion of the Qualifying Transaction that a minimum of 26 Public Shareholders of Sleeping Giant are added pursuant to the Offering, each holding a Board Lot (as defined in TSXV Policies) of 1,000 Sleeping Giant Shares, resulting in a minimum of 26,000 Sleeping Giant Shares being issued for gross proceeds of \$3,900. Therefore, including Jonah Nguyen's anticipated subscription for 100,000 Sleeping Giant Shares, the minimum Offering is 126,000 Sleeping Giant Shares for gross proceeds of \$18,900.

For information on the rights of each Sleeping Giant Share, see "*Information Concerning the Issuer – Description of Securities*" below.

The net proceeds of the Offering will be used to fund the business of the Resulting Issuer, which is the production and management of its oil and gas properties (including general and administrative expenses of the Resulting Issuer), and for general corporate purposes.

Selected Financial Information and Management's Discussion and Analysis

Financial Information

Since incorporation, Sleeping Giant has incurred costs in seeking, evaluating and negotiating potential qualifying transactions and in meeting the disclosure obligations imposed upon it as a reporting issuer in the provinces of British Columbia, Alberta, Saskatchewan, and Ontario.

The following table sets forth select financial information of Sleeping Giant for the years ended December 31, 2022 and 2023. Such information is derived from the Sleeping Giant Financial Statements and should be read in conjunction with such financial statements. See Appendix 1 for the Sleeping Giant Financial Statements:

| Item | Year Ended | |
|----------------------------|--------------------------------|--------------------------------|
| | December 31, 2022 (audited) | December 31, 2023 (audited) |
| Revenue | - | - |
| Expenses | | |
| Professional fees | \$51,800 | \$74,263 |
| Listing fees | \$5,460 | \$5,852 |
| General and administrative | \$1,695 | \$491 |
| Share based compensation | \$12,699 | - |
| Balance Sheet | | |
| Cash | \$431,910 | \$347,728 |
| Accounts Receivable | - | - |
| Total assets | \$431,910 | \$347,728 |
| Total liabilities | \$24,040 | \$20,464 |
| Shareholders' equity | \$407,870 | \$327,264 |

Management's Discussion and Analysis

The Sleeping Giant MD&A are attached as Appendix 2. The Sleeping Giant MD&A, which should be read in conjunction with the Sleeping Giant Financial Statements, are incorporated by reference and attached as Appendix 1.

Description of Securities

Share Capital

The Issuer is authorized to issue an unlimited number of Sleeping Giant Shares without nominal or par value. As at the date of this Filing Statement, 7,800,000 Sleeping Giant Shares are issued and outstanding. All of the Sleeping Giant Shares outstanding are fully paid and non-assessable.

The Issuer is also authorized to issue an unlimited number of first preferred shares ("**Preferred Shares**") without nominal or par value, of which, as at the date of this Filing Statement, none have been issued.

As of the date hereof, 780,000 Sleeping Giant Options and 500,000 Sleeping Giant Agent Options are outstanding.

Securities

Common Shares

The holders of Sleeping Giant Shares are entitled to: (a) receive notice of and to vote at every meeting of Sleeping Giant Shareholders and shall have one vote thereat for each such Sleeping Giant Share so held; (b) receive such dividends as the directors may from time to time declare on the Sleeping Giant Shares, subject to the rights, privileges, restrictions and conditions attached to the Preferred Shares; and (c) subject to the rights, privileges, restrictions and conditions attached to the Preferred Shares, receive the remaining property of the Issuer in the event of liquidation, dissolution or winding up of the Issuer or upon any other distribution of the assets of the Issuer (other than by way of dividend out of monies properly applicable to the payment of dividends).

Preferred Shares

Preferred Shares may be issued in one or more series and the directors of the Issuer are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions and conditions attached to the shares of each series. The Preferred Shares are entitled to a priority over the Sleeping Giant Shares with respect to the payment of dividends and the distribution of assets upon the liquidation of the Issuer.

Dividend Record and Policy

Sleeping Giant has not declared or paid any dividends or distributions on the Sleeping Giant Shares to date. The payments of dividends or distributions in the future are dependent on Sleeping Giant's earnings, financial condition and such other factors as the Sleeping Giant Board considers appropriate. Sleeping Giant currently does not anticipate paying any dividends in the foreseeable future due to its stage of development, and in no circumstance will it pay any dividends or make any distribution until completion of its Qualifying Transaction. Sleeping Giant's dividend policy will be reviewed from time to time in the context of its earnings, financial condition and other relevant factors.

Stock Option Plan

Sleeping Giant has adopted the Sleeping Giant Option Plan in accordance with the policies of the TSXV which provides that the Sleeping Giant Board may from time to time, in its discretion, grant to directors, officers, employees and consultants of Sleeping Giant non-transferable options to purchase Sleeping Giant Shares, provided that the number of Sleeping Giant Shares reserved for issuance under the Sleeping Giant Option Plan shall not exceed ten percent of the issued and outstanding Sleeping Giant Shares at any point in time. In addition, the number of Sleeping Giant Shares reserved for issuance to any one person shall not exceed five percent of the issued and outstanding Sleeping Giant Shares and the number of Sleeping Giant Shares reserved for issuance to consultants or employees conducting Investor Relations Activities (as such term is defined by the TSXV) will not exceed two percent of the issued and outstanding Sleeping Giant Shares in any twelve-month period.

However, other than in connection with a Qualifying Transaction, during the time that Sleeping Giant is a CPC, the aggregate number of Sleeping Giant Shares issuable upon exercise of all options granted under the Sleeping Giant Option Plan shall not exceed ten percent of the Sleeping Giant Shares issued and outstanding at the closing of the Sleeping Giant IPO. The Sleeping Giant Board determines the price per Sleeping Giant Share, the number of Sleeping Giant Shares which may be allotted to each director, officer, employee and consultant, the vesting terms and all other terms and conditions of the option, subject to the rules of the TSXV. Options are exercisable for a period of up to ten years. If the holder ceases to be a director, officer, employee or consultant of Sleeping Giant, such holder's options will terminate on the earlier of: (a) the 365th day following the effective date such holder ceases to be a director, officer, employee or consultant of Sleeping Giant; and (b) the expiry time of such options. The option price of Sleeping Giant Shares that are the subject of any option shall be fixed by the Sleeping Giant Board when such option is

granted, provided that such price shall not be less than the Discounted Market Price (as such term is defined in the policies of the TSXV) of the Sleeping Giant Shares, or such other price as may be determined under applicable rules and regulations of all regulatory authorities to which Sleeping Giant is subject, including the TSXV rules and policies. If prior to the exercise of an option, the holder ceases to be a director, officer, employee or consultant of Sleeping Giant, or its subsidiary, the option of the holder shall be limited to the number of shares purchasable by him/her immediately prior to the time of his/her cessation of office or employment and he/she will have no right to purchase any other shares.

The following options granted by Sleeping Giant to its current directors and officers remain outstanding:

| Optionee | Date of Grant | Number of Sleeping Giant Shares Under Option | Exercise Price | Expiry Date |
|---|----------------|--|----------------|---------------|
| Terence S. Meek, <i>Director and CEO</i> | June 15, 2021 | 156,000 | \$0.10 | June 15, 2031 |
| Jonah Nguyen, <i>Director and CFO</i> | April 28, 2022 | 156,000 | \$0.10 | June 15, 2031 |
| John F. Elliott, <i>Director</i> | June 15, 2021 | 156,000 | \$0.10 | June 15, 2031 |
| Gregory G. Turnbull, KC, <i>Director</i> | June 15, 2021 | 156,000 | \$0.10 | June 15, 2031 |
| Gord Cameron, <i>Corporate Secretary</i> | June 15, 2021 | 156,000 | \$0.10 | June 15, 2031 |
| Total | | 780,000 | | |

Prior Sales

No securities were distributed by Sleeping Giant during the 12-month period before the date hereof.

Stock Exchange Price

The Sleeping Giant Shares were listed and posted for trading on the TSXV under the symbol "SSX.P" on June 15, 2021. The Sleeping Giant Shares were halted from trading on the TSXV on January 8, 2024 upon entering into the Purchase and Sale Agreement and will remain halted pending completion of the Qualifying Transaction. The closing price of the Sleeping Giant Shares on the TSXV on January 7, 2024, being the last trading date prior to the imposition of the trading halt, was \$0.03 per Sleeping Giant Share.

The following table sets forth information relating to the trading of the Sleeping Giant Shares on the TSXV for the periods indicated:

| Period | High (\$) | Low (\$) | Trading Volume |
|----------------|-----------|----------|----------------|
| February 2023 | - | - | - |
| March 2023 | 0.07 | 0.07 | 55,000 |
| April 2023 | 0.07 | 0.07 | 10,000 |
| May 2023 | - | - | - |
| June 2023 | 0.06 | 0.06 | 25,000 |
| July 2023 | - | - | - |
| August 2023 | 0.06 | 0.06 | 21,000 |
| September 2023 | 0.06 | 0.03 | 124,501 |
| October 2023 | - | - | - |
| November 2023 | - | - | - |
| December 2023 | 0.04 | 0.005 | 70,000 |

| Period | High (\$) | Low (\$) | Trading Volume |
|--|-----------|----------|----------------|
| January 1, 2024 – the date of this Filing Statement ⁽¹⁾ | - | - | - |

Note:

(1) The Sleeping Giant Shares were halted from trading on January 8, 2024 pending completion of the Qualifying Transaction and will remain halted pending completion of the Qualifying Transaction.

Arm's Length Transactions

With respect to the Acquisition, Sleeping Giant and the Vendor are not Non-Arm's Length Parties pursuant to the policies of the TSXV. Accordingly, the Acquisition does not constitute a Non-Arm's Length Qualifying Transaction and minority shareholder approval of the Acquisition by Sleeping Giant Shareholders is not required.

Legal Proceedings

There are no legal proceedings material to Sleeping Giant to which Sleeping Giant is a party or of which any of its property is the subject matter, and there are no such proceedings known to Sleeping Giant to be contemplated.

Auditor, Transfer Agent, and Registrar

Sleeping Giant's auditor is RSM Canada LLP, at Suite 1400, 777 8 Avenue SW, Calgary, Alberta T2P 3R5.

Odyssey Trust Company, at its principal office in Calgary, Alberta, at 1230-300 5th Avenue SW T2P 3C4, is the transfer agent and registrar for the Sleeping Giant Shares.

Material Contracts

Since incorporation, Sleeping Giant has entered into the following material contracts, which may be inspected without charge until the Completion of the Qualifying Transaction and for a period of 30 days thereafter at the offices of Sleeping Giant at Suite 4200, 888 – 3rd Street SW, Calgary, AB T2P 5C5:

- (a) the Agency Agreement dated May 20, 2021 between the Issuer and IPO Agent;
- (b) the CPC Escrow Agreement dated May 20, 2021 among the Issuer, the CPC Escrow Agent and certain shareholders of the Issuer (see "*Information Concerning the Resulting Issuer – Escrowed Securities*"); and
- (c) the Purchase and Sale Agreement (see "*Information Concerning the Qualifying Transaction and the Assets – the Purchase and Sale Agreement*").

INFORMATION CONCERNING THE QUALIFYING TRANSACTION AND THE ASSETS

Introduction

Pursuant to the Purchase and Sale Agreement, a copy of which is available on SEDAR+ www.sedarplus.ca, Sleeping Giant, a CPC which currently has no active business, agreed to acquire the Assets from the Vendor. The Acquisition is not a Non-Arm's Length transaction as the Vendor has no relationship to Sleeping Giant or its Affiliates and Associates and Sleeping Giant has no relationship to the Vendor or its Affiliates and Associates.

The Acquisition will constitute the Qualifying Transaction of Sleeping Giant. See "*Information Concerning the Resulting Issuer*".

Completion of the Acquisition is subject to the satisfaction of certain other closing conditions as more particularly described below and set out in the Purchase and Sale Agreement. The following is a description of the principal elements of the Acquisition.

Background to the Acquisition

On May 20, 2021, Sleeping Giant completed its initial public offering. Sleeping Giant is a CPC pursuant to TSXV Policies and to date has not carried on any operations. The principal business of Sleeping Giant has been to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition or participation subject to acceptance for filing by the TSXV. Sleeping Giant does not have business operations or assets other than cash. Under the policies of the TSXV, the activities of Sleeping Giant are limited to identifying and evaluating assets or businesses which, when acquired, would qualify Sleeping Giant for listing as a tier 1 or tier 2 issuer on the TSXV.

Since the issuance of the Sleeping Giant Shares pursuant to the Sleeping Giant IPO, management of Sleeping Giant has been focused on finding and evaluating assets or businesses with a view to completing a Qualifying Transaction.

In Q3 of 2023, Sleeping Giant and the Vendor began discussions with respect to the purchase of oil and gas assets by Sleeping Giant from the Vendor. Over the remainder of 2023, the Parties negotiated the terms of the Acquisition, including the composition of Assets and the purchase price for same.

On January 8, 2024, Sleeping Giant and the Vendor entered into the Purchase and Sale Agreement providing for the acquisition of Assets contemplated by the Purchase and Sale Agreement, whereby the Vendor agreed to sell the Assets to Sleeping Giant in return for cash and Sleeping Giant Shares. The terms of the Acquisition are the result of arm's length negotiations conducted between Sleeping Giant and the Vendor. See "*Information Concerning the Qualifying Transaction and the Assets – The Purchase and Sale Agreement*" below.

Reasons for the Acquisition

In the course of their evaluations of the Acquisition, the Sleeping Giant Board consulted its legal advisors and reviewed an extensive amount of information regarding the market and the Parties' businesses. The Sleeping Giant Board also considered the potential benefits of the Acquisition, including, but not limited to:

- (a) becoming a tier 2 oil and gas issuer on the TSXV and graduating from the CPC program;
- (b) adding positive cash flow generating assets, including projected annualized operating income of \$179,716 based on unaudited Q1 2024 operating income (see "*Future-Oriented Financial Information*" and the operating statements attached as Appendix 3 to this Filing Statement);

- (c) acquiring production of 32 boe/d comprised of approximately 15 bbl/d oil & NGL and 102 mcf/d of natural gas;
- (d) acquiring proved developed producing reserves of 81.2 mboe comprised of 18.3 mbbl crude oil, 286.9 MMcf natural gas and 15.2 mbbl of NGLs with a net present value of \$846,200 at a 10 percent discount rate; and
- (e) acquiring proven plus probable reserves of 107.5 mboe comprised of 30.3 mbbl crude oil, 348.8 MMcf natural gas and 19.1 mbbl NGLs with a net present value of \$1,076,300 at a 10 percent discount rate as of December 31, 2023.

Qualifying Transaction

The Acquisition, if completed, will result in the acquisition of the Assets by Sleeping Giant. On January 8, 2024, the Issuer entered into the Purchase and Sale Agreement with the Vendor to acquire the Vendor's interest in the Assets. The Vendor is a limited partnership existing under the laws of the Province of Alberta.

The purchase price for the Assets is \$857,500, subject to certain adjustments as set forth in the Interim Statement, comprised of \$175,000 in cash consideration and the Equity Consideration. The cash portion of the purchase price is subject to adjustment in accordance with the Interim Statement to be delivered by the Vendor to Sleeping Giant one day prior to Closing, pursuant to which, amongst other things, all benefits of any kind or nature receivable or received, accruing, payable or paid in respect of the Assets shall be apportioned between the Vendor and Sleeping Giant on an accrual basis as of September 1, 2023. Sleeping Giant currently expects to receive \$152,883 on closing of the Acquisition as a result of the purchase price adjustment, net of the cash portion of the purchase price of \$175,000.

Assuming the maximum Offering is completed, there is expected to be 14,016,667 Resulting Issuer Shares outstanding immediately following the Completion of the Qualifying Transaction, with the Vendor holding 4,550,000 Resulting Issuer Shares (approximately 32.5% of the outstanding Resulting Issuer Shares). If the minimum Offering is completed, there is expected to be 12,476,000 Resulting Issuer Shares outstanding immediately following the completion of the Qualifying Transaction, with the Vendor holding 4,550,000 Resulting Issuer Shares (approximately 36.5% of the outstanding Resulting Issuer Shares). The management of the Assets will become the business of the Resulting Issuer upon completion of the Qualifying Transaction.

See "Offering" below for details with respect to the Offering.

The Assets

The Assets consist of non-operated working interests in certain central Alberta areas (Gilby, Rosebud, Niton and Sylvan Lake). The figures set out in the table below are attributable to the Assets which will be held by Sleeping Giant following closing of the Acquisition and are therefore net of Sleeping Giant's expected working interest in the properties comprising the Assets. The Assets have the following key attributes:

| | Average Working Interest | Production ⁽¹⁾ (BOE/d) | Gross PDP Reserves (BOE) | Gross P+P Reserves (BOE) | P+P RLI (years)⁽¹⁾ |
|----------------------------|---------------------------------|--|-------------------------------------|-------------------------------------|--|
| <i>Gilby</i> | 45.0% | 11.1 | 18.1 | 32.7 | 8.1 |
| <i>Rosebud</i> | 12.4% | 1.2 | 5.6 | 6.8 | 15.5 |
| <i>Niton</i> | 10.0% | 8.8 | 32.5 | 38.1 | 11.9 |
| <i>Sylvan Lake</i> | 14.0% | 9.6 | 24.7 | 29.3 | 8.4 |
| Total⁽²⁾ | 17.3% | 32.0 | 81.2 | 107.5 | 9.2 |

Notes:

- (1) Based on forecasted production for the area.
- (2) Columns may not add due to rounding.

The following table sets out the average daily gross production volumes for the Assets on a quarterly basis for the years of 2023 and 2022:

| <u>Quarter</u> | <u>2023 (BOE/d)</u> | <u>2022 (BOE/d)</u> |
|--------------------|---------------------|---------------------|
| January - March | 33.8 | 22.3 |
| April - June | 27.6 | 32.1 |
| July - September | 38.1 | 31.0 |
| October - December | 32.0 | 29.7 |

For more details, please see "*Statement of Reserves Data and Other Oil and Gas Information Regarding the Assets*" below.

Description of the Business of the Assets

The Assets consist of non-operated working interests in oil and gas assets. The Assets provide near-term production and cash-flow through strategic partnerships, joint ventures and other contractual arrangements. The management of the Assets involves financial management, technical evaluation, compliance with industry regulations, and identifying, assessing and mitigating risks associated with working interests in oil and gas assets.

Given the Assets are non-operated, other companies operate the Assets in which the Resulting Issuer will have an interest. The Resulting Issuer will have limited ability to exercise influence over the operation of the Assets or their associated costs. The return on the Assets may therefore depend upon several factors that may be outside of the Resulting Issuer's control, including the timing and amount of capital expenditures, the operator's expertise and financial resources, the approval of other participants, and the selection of technology and risk management practices. See "*Risk Factors*" in this Filing Statement.

Specialized Skill and Knowledge

The successful operation of the Assets is dependent on the performance of management, as well as key employees and management of the other companies who operate the Assets.

Competitive Conditions

The petroleum industry is highly competitive at all levels. The Resulting Issuer will compete with other companies for all of its business inputs, including exploitation and development prospects, access to commodity markets, acquisition opportunities, available capital and staffing. Competitors in the space include resource companies which have much greater financial resources, staff and facilities than those of the Resulting Issuer.

Cyclical and Seasonal Nature of Industry

The operational results and financial condition of the Assets are dependent on the prices received for oil and natural gas production. Oil and natural gas prices have fluctuated widely during recent years and are determined by supply and demand factors, including weather and general economic conditions, as well as conditions in other oil and natural gas regions. Any decline in oil and natural gas prices could have an adverse effect on the Resulting Issuer's financial condition. See "*Risk Factors*" in this Filing Statement.

Marketing

The Assets' crude oil, NGLs and natural gas production will be sold primarily by the respective operators of the Assets through lease sales that provide current market prices.

Environmental Responsibility

The oil and natural gas industry is currently subject to environmental regulations pursuant to a variety of provincial and federal legislations. Compliance with such legislation can require significant expenditures or result in operational restrictions. Breach of such requirements may result in suspension or revocation of necessary licences and authorizations, civil liability for pollution damage and the imposition of material fines and penalties, all of which might have a significant negative impact on earnings and overall competitiveness. The Assets are affected in varying degrees by laws and regulations regarding environmental protection.

Description of Principal Properties

As of December 31, 2023, the effective date of the Reserves Report, the core assets attributable to the Assets are located in central Alberta, specifically, Gilby, Rosebud, Niton and Sylvan Lake. The technical disclosure contained in this Filing Statement is derived from the full Reserves Report which is available on Sleeping Giant's SEDAR+ profile at www.sedarplus.ca.

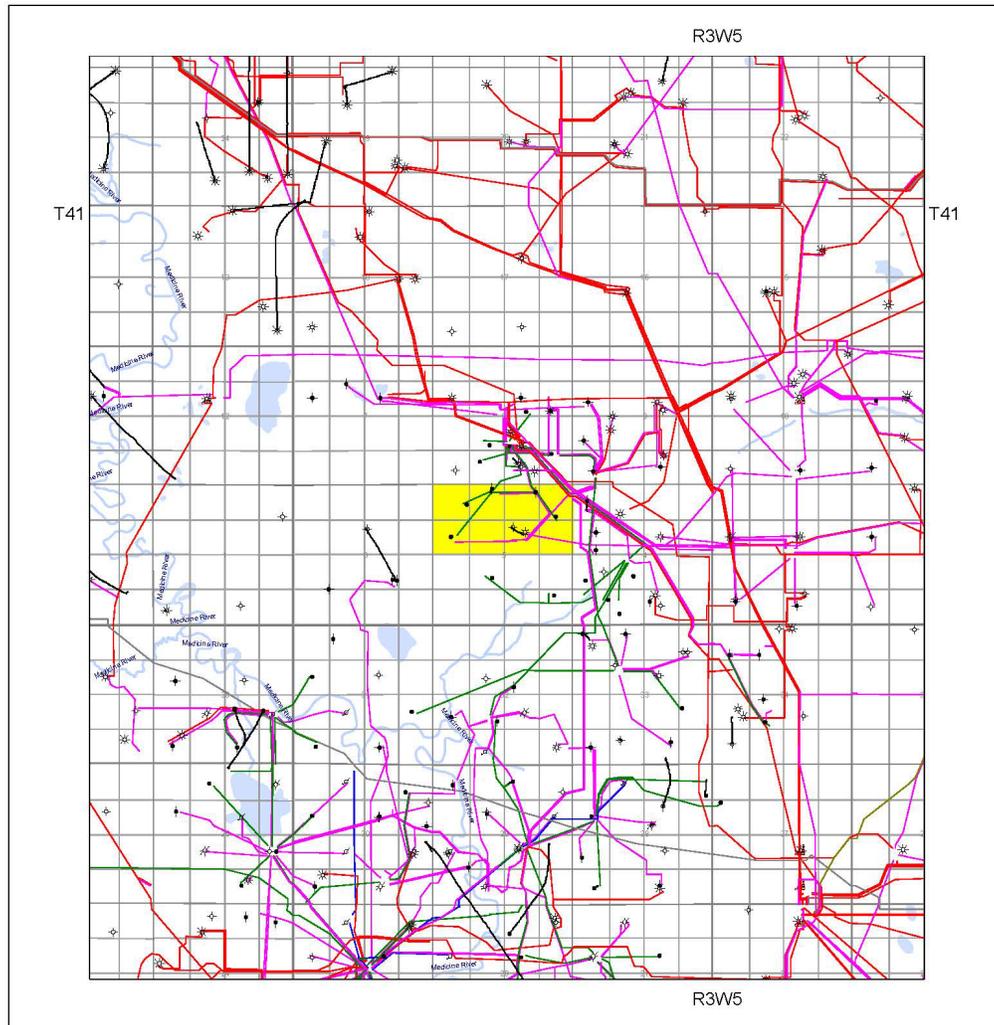
Please see below for an overview of the working/ownership interests of the Assets:

| | <u>Average Working Interest</u> |
|--------------------|---------------------------------|
| <i>Gilby</i> | 45.0% |
| <i>Rosebud</i> | 12.4% |
| <i>Niton</i> | 10.0% |
| <i>Sylvan Lake</i> | 14.0% |
| Total | 17.3% |

Description of Geology

Gilby

Gilby is located in west central Alberta in township 41 and range 3 west of 5th meridian. The production from the Gilby property is from the Jurassic Nordegg member, which is a cherty limestone zone. Depth of production is approximately 2150m. The producing wells in the Gilby area comprising the Assets are approximately 50% working interest.



| WELL LEGEND | |
|-----------------|-------------------|
| ● Oil | ☒ Water Injection |
| ⊛ Gas | ○ Other |
| ◆ Suspended Oil | ⊛ Abandoned Gas |
| ⊛ Suspended Gas | ◆ Abandoned Oil |
| ◇ Suspended | ⊛ Abandoned |

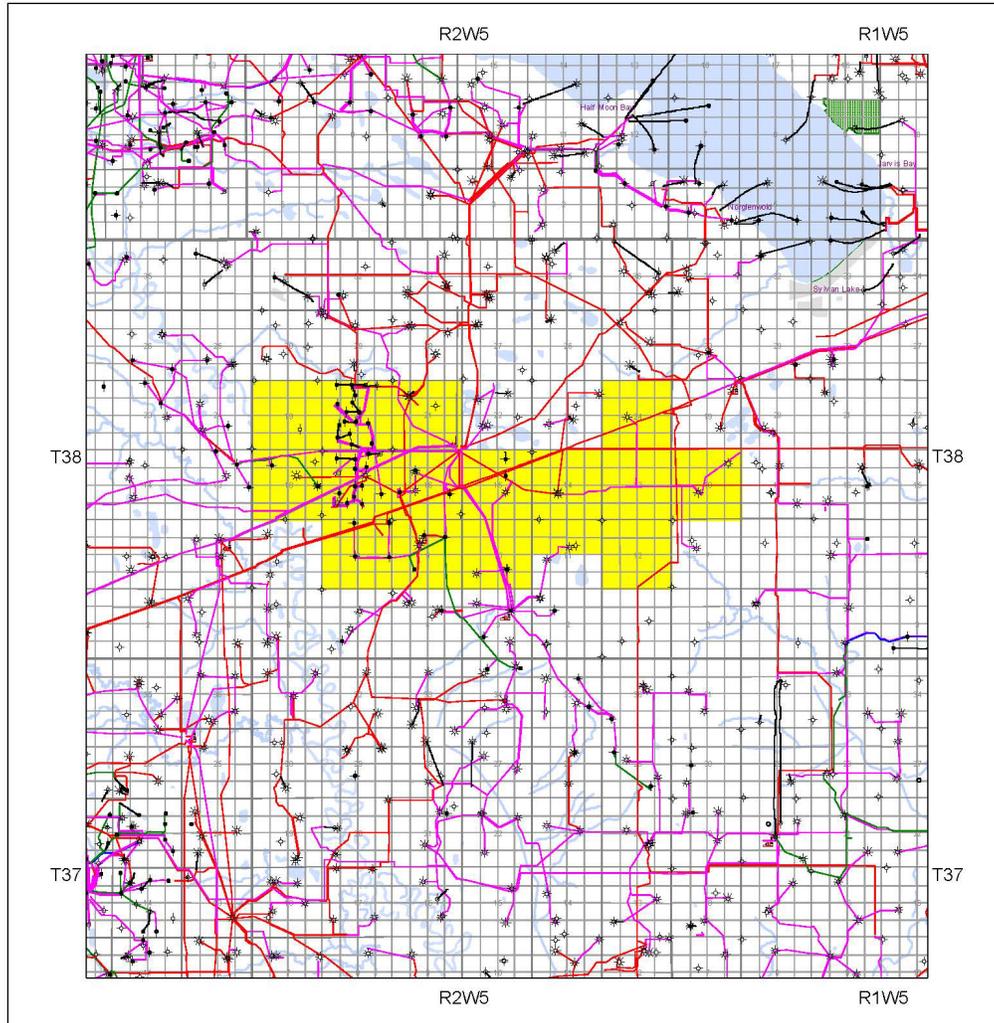
| PIPELINE LEGEND | |
|-----------------|------------------|
| — | Oil |
| — | Natural Gas |
| — | Sour Natural Gas |
| — | Water |
| — | Other |

| | |
|--|--------------------------------|
| Sleeping Giant Capital Corp. | |
| Properties of Harvard Energy Gilby, Alberta | |
| Lease Edit GeoWebworks.com | Date: 2023/9/19 Author: mdr |



Sylvan Lake

Sylvan Lake is located in west central Alberta in township 38 range 2 west of the 5th meridian. The majority of production is from the Sylvan Lake Gas Unit #2 and is comprised of wells producing from the Cretaceous Mannville sandstones of the Glauconite and Eilerslie and the crinoidal limestones of the Mississippian Pekisko formation. Depth of the producing horizons are approximately 2100-2150m.



| WELL LEGEND | |
|-----------------|-------------------|
| ● Oil | ☞ Water Injection |
| ★ Gas | ○ Other |
| ◆ Suspended Oil | ★ Abandoned Gas |
| ★ Suspended Gas | ◆ Abandoned Oil |
| ◇ Suspended | ◇ Abandoned |

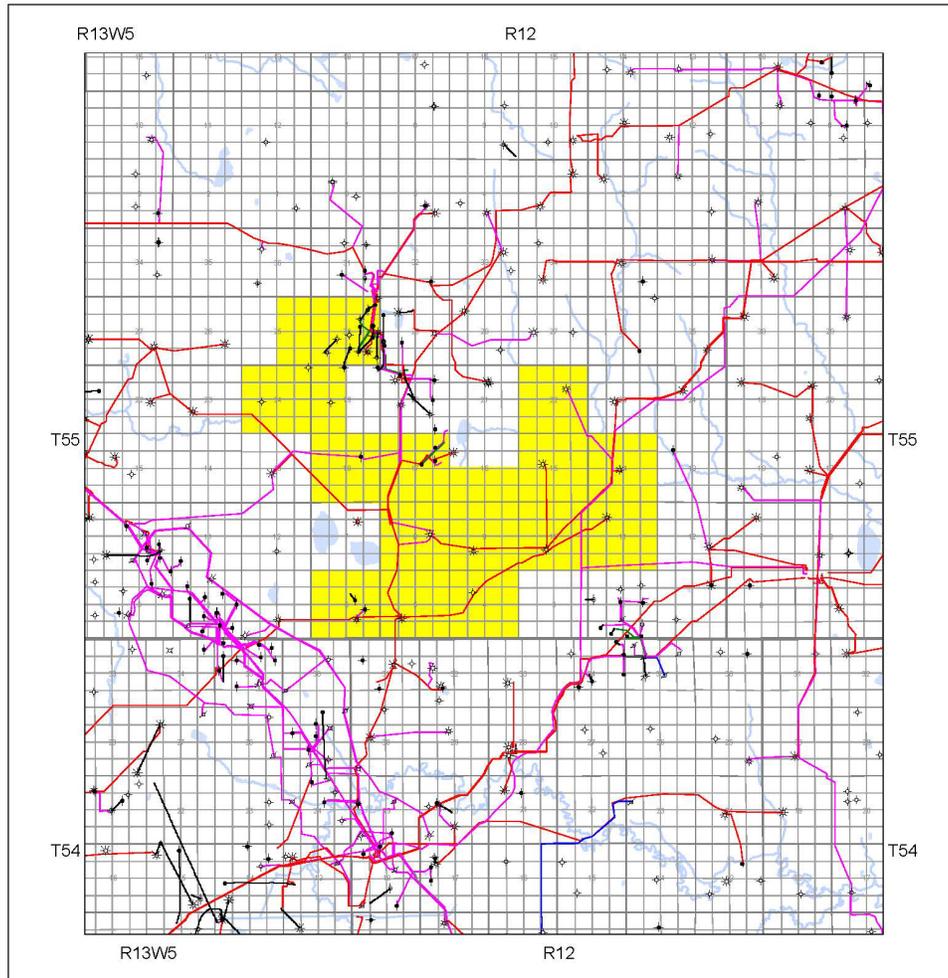
| PIPELINE LEGEND | |
|-----------------|------------------|
| — | Oil |
| — | Natural Gas |
| — | Sour Natural Gas |
| — | Water |
| — | Other |

| | |
|-------------------------------|--------------------------------|
| Sleeping Giant Capital Corp. | |
| Properties of Harvard Energy | |
| Sylvan Lake Gas Unit #2 | |
| Lease Edit GeoWebworks.com | Date: 2023/9/20 Author: mdr |



Niton

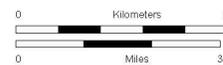
Niton is located south of Whitecourt, Alberta in township 55 range 12 west of the fifth meridian. Production in the area is from the Jurassic Rock Creek sandstone and the Cretaceous Mannville sands of the Ellerslie and Glauconite. The producing horizons are approximately 1800-1900m.

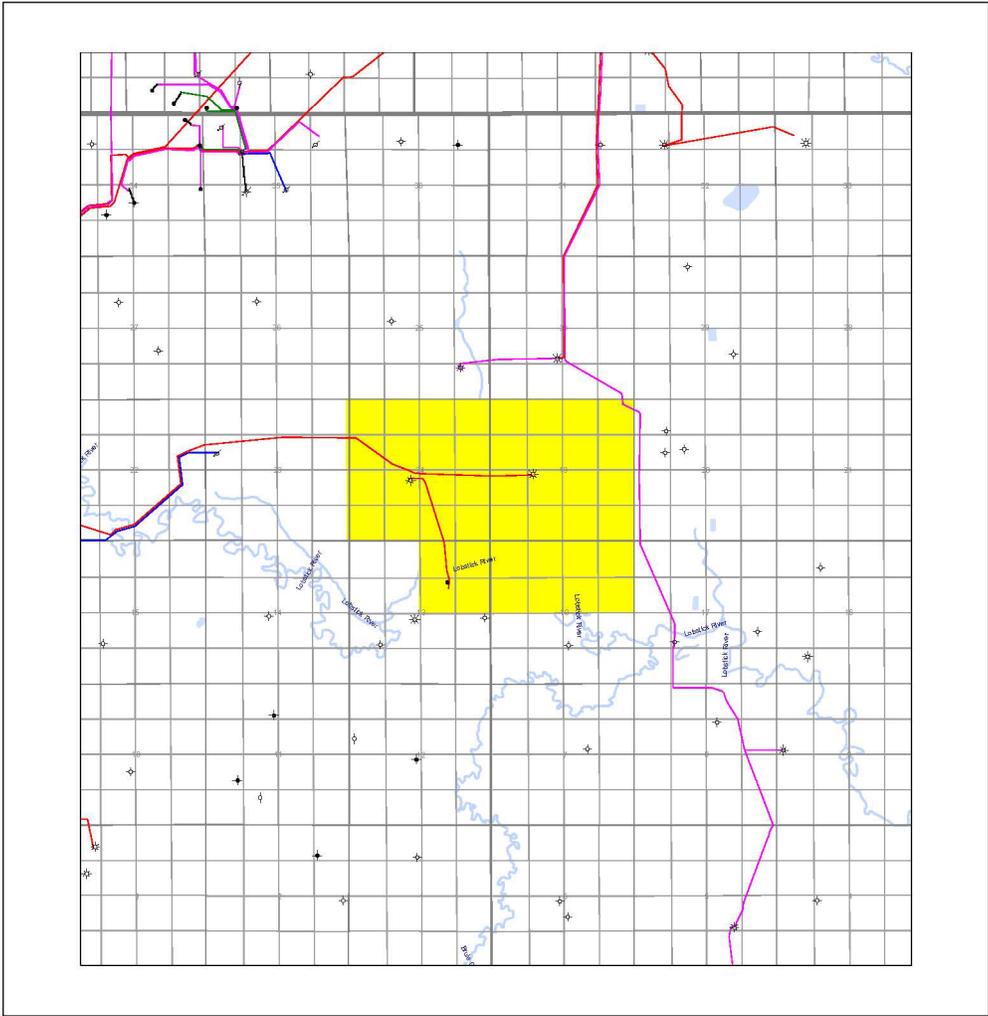


| WELL LEGEND | |
|-----------------|-------------------|
| ● Oil | ⊕ Water Injection |
| ★ Gas | ○ Other |
| ◆ Suspended Oil | ⊗ Abandoned Gas |
| ⊗ Suspended Gas | ◆ Abandoned Oil |
| ◇ Suspended | ◇ Abandoned |

| PIPELINE LEGEND | |
|-----------------|------------------|
| — | Oil |
| — | Natural Gas |
| — | Sour Natural Gas |
| — | Water |
| — | Other |

| | |
|-------------------------------|--------------------------------|
| Sleeping Giant Capital Corp. | |
| Properties of Harvard Energy | |
| Niton, Alberta | |
| Lease Edit GeoWebworks.com | Date: 2023/0/19 Author: mdr |





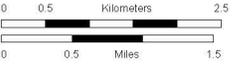
| WELL LEGEND | |
|-----------------|-------------------|
| ● Oil | ◊ Water Injection |
| ★ Gas | ○ Other |
| ◆ Suspended Oil | ★ Abandoned Gas |
| ✱ Suspended Gas | ◆ Abandoned Oil |
| ◇ Suspended | ✱ Abandoned |

| PIPELINE LEGEND | |
|-----------------|------------------|
| — | Oil |
| — | Natural Gas |
| — | Sour Natural Gas |
| — | Water |
| — | Other |

Sleeping Giant Capital Corp.

Properties of Harvard Energy
Niton Mackay, Alberta

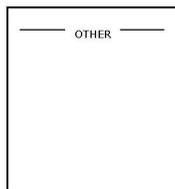
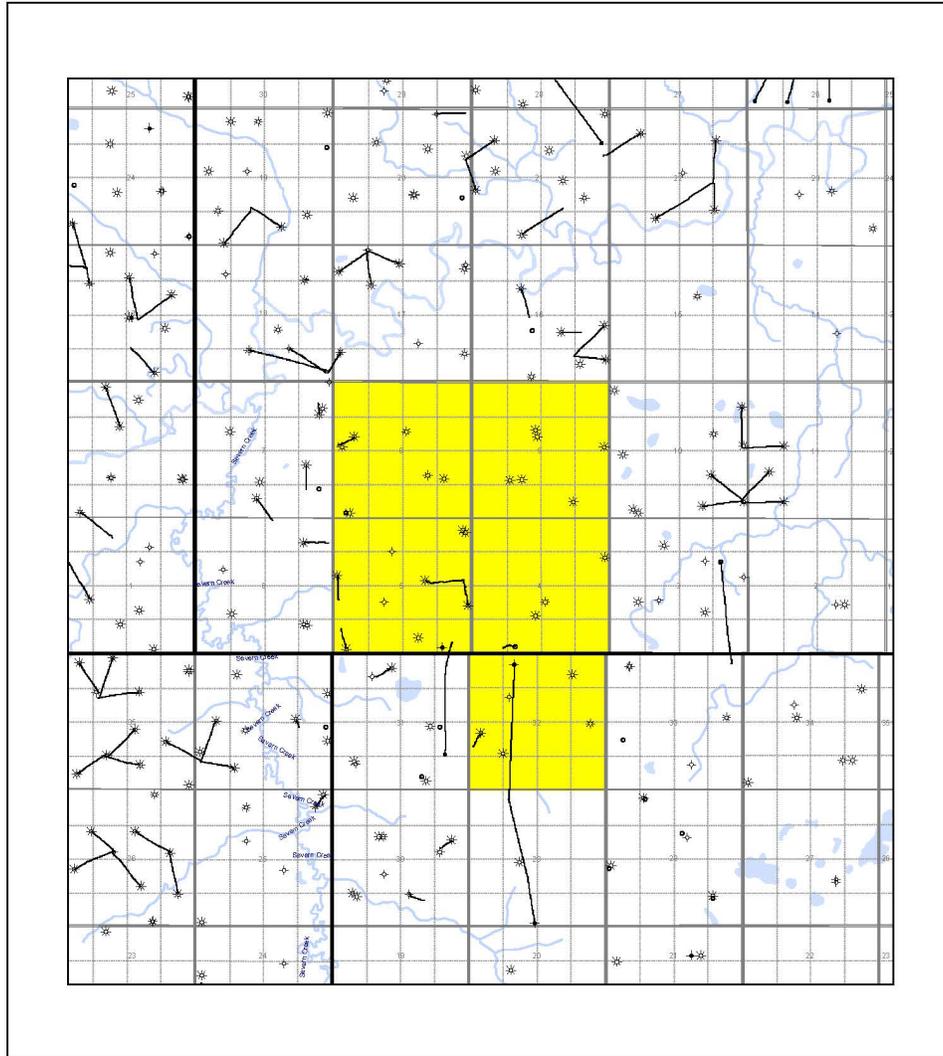
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|-------------------------------|--------------------------------|
| Lease Edit GeoWebworks.com | Date: 2023/9/19 Author: mdr |
|-------------------------------|--------------------------------|



Rosebud

The Rosebud area is located east of Calgary, Alberta in township 27 range 21 west of the fourth meridian. Significant production is from the Cretaceous Mannville formation Glauconitic sand. The producing horizon depth is approximately 1200m.

All of the areas comprising the Assets have significant producing history that was utilized in the Reserves Report.



| |
|--|
| Sleeping Giant Capital Corp. |
| Properties of Harvard Energy west Rosebud Glauconitic Gas Unit |
| Author: D. Reimann Map: Geo Webworks Mercator Date: 2023-09-19 |
| <small>Created by Geo Webworks Inc.</small> |

Statement of Reserves Data and Other Oil and Gas Information Regarding the Assets

The statement of reserves data and other oil and gas information set forth below (the "**Reserves Data**") is dated December 31, 2023. The effective date of the Reserves Data is December 31, 2023 and the preparation date of the Reserves Data is March 27, 2024.

Disclosure of Reserves Data

The Reserves Data set forth below is based upon an evaluation by InSite with an effective date of December 31, 2023, contained in the Reserves Report. The Reserves Data summarizes the oil, NGLs and natural gas reserves associated with the Assets and the net present values of future net revenue for such reserves using forecast prices and costs. The crude oil, NGLs and natural gas reserve estimates presented in the Reserves Report are based on the guidelines contained in the COGE Handbook and the reserve definitions contained in both NI 51-101 and the COGE Handbook. A summary of those definitions are set forth in this Filing Statement under "*Glossary of Defined Terms*" and "*Advisory Regarding Oil and Gas Information*". InSite was engaged to provide evaluations of Proved Reserves and Proved plus Probable (P+P) Reserves and no attempt was made to evaluate possible reserves. Additional information not required by NI 51-101 has been presented to provide continuity and additional information which Sleeping Giant believes is important to the readers of this information.

The information regarding the Assets set forth herein is in respect of all of the Assets. All of the reserves associated with the Assets are in Canada and, specifically, the Province of Alberta.

It should not be assumed that the estimates of future net revenues presented in the tables below represent the fair market value of the reserves. There are numerous uncertainties inherent in estimating quantities of crude oil, NGLs and natural gas reserves and the future cash flows attributed to such reserves. The reserve and associated cash flow information set forth in this Filing Statement are estimates only. The recovery and reserve estimates of the crude oil, NGLs and natural gas reserves provided herein are estimates only and there is no guarantee that the estimated reserves will be recovered. Actual crude oil, natural gas and NGL reserves may be greater than or less than the estimates provided herein. In general, estimates of economically recoverable crude oil and natural gas reserves and the future net cash flows therefrom are based upon a number of variable factors and assumptions, such as historical production from the properties, production rates, ultimate reserve recovery, timing and amount of capital expenditures, marketability of crude oil and natural gas, royalty rates, the assumed effects of regulation by governmental agencies and future operating costs, all of which may vary materially from actual results. For those reasons, among others, estimates of the economically recoverable crude oil and natural gas reserves attributable to any particular group of properties, classification of such reserves based on risk of recovery and estimates of future net revenues associated with reserves may vary and such variations may be material. The actual production, revenues, taxes and development and operating expenditures with respect to the reserves associated with the Assets may vary from the information presented herein and such variations could be material.

In certain of the tables set forth below, the columns may not add due to rounding.

SUMMARY OF OIL AND GAS RESERVES as of December 31, 2023 FORECAST PRICES AND COSTS

| Reserve Category | Light & Medium Oil | | Heavy Oil | | Tight Oil | |
|-------------------------|--------------------------------|------------------------------|--------------------------------|------------------------------|--------------------------------|------------------------------|
| | Gross ⁽¹⁾ (mdbl) | Net ⁽²⁾ (mdbl) | Gross ⁽¹⁾ (mdbl) | Net ⁽²⁾ (mdbl) | Gross ⁽¹⁾ (mdbl) | Net ⁽²⁾ (mdbl) |
| PROVED | | | | | | |
| Developed Producing | 18.3 | 14.2 | 0.0 | 0.0 | 0.0 | 0.0 |
| Developed Non-Producing | 7.5 | 5.6 | 0.0 | 0.0 | 0.0 | 0.0 |
| Proved Undeveloped | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |

| Reserve Category | Light & Medium Oil | | Heavy Oil | | Tight Oil | | | |
|---|--------------------------------|------------------------------|--------------------------------|------------------------------|--------------------------------|------------------------------|--|--|
| | Gross ⁽¹⁾ (mdbl) | Net ⁽²⁾ (mdbl) | Gross ⁽¹⁾ (mdbl) | Net ⁽²⁾ (mdbl) | Gross ⁽¹⁾ (mdbl) | Net ⁽²⁾ (mdbl) | | |
| TOTAL PROVED⁽³⁾ | 25.8 | 19.8 | 0.0 | 0.0 | 0.0 | 0.0 | | |
| PROBABLE⁽³⁾ | 4.5 | 3.5 | 0.0 | 0.0 | 0.0 | 0.0 | | |
| TOTAL PROVED PLUS PROBABLE⁽³⁾ | 30.3 | 23.3 | 0.0 | 0.0 | 0.0 | 0.0 | | |

| Reserve Category | Conventional Natural Gas | | Shale Gas | | Natural Gas Liquids ⁽³⁾ | | Total | |
|---|--------------------------------|------------------------------|--------------------------------|------------------------------|------------------------------------|------------------------------|--------------------------------|------------------------------|
| | Gross ⁽¹⁾ (mmcf) | Net ⁽²⁾ (mmcf) | Gross ⁽¹⁾ (mmcf) | Net ⁽²⁾ (mmcf) | Gross ⁽¹⁾ (mdbl) | Net ⁽²⁾ (mdbl) | Gross ⁽¹⁾ (mboe) | Net ⁽²⁾ (mboe) |
| PROVED | | | | | | | | |
| Developed Producing | 286.9 | 261.2 | 0.0 | 0.0 | 15.2 | 12.6 | 81.2 | 70.3 |
| Developed Non-Producing | 8.4 | 6.0 | 0.0 | 0.0 | 1.1 | 0.8 | 10.0 | 7.4 |
| Proved Undeveloped | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| TOTAL PROVED⁽⁴⁾ | 295.3 | 267.2 | 0.0 | 0.0 | 16.2 | 13.3 | 91.2 | 77.7 |
| PROBABLE⁽⁴⁾ | 53.5 | 48.0 | 0.0 | 0.0 | 2.9 | 2.4 | 16.3 | 13.9 |
| TOTAL PROVED PLUS PROBABLE⁽⁴⁾ | 348.8 | 315.2 | 0.0 | 0.0 | 19.1 | 15.7 | 107.5 | 91.6 |

Notes:

- (1) Gross reserves are working interest reserves before royalty deductions.
- (2) Net reserves are working interest reserves after royalty deductions plus royalty interest reserves.
- (3) Natural Gas Liquids include Condensate volumes.
- (4) Columns may not add due to rounding.

**SUMMARY OF NET PRESENT VALUES OF FUTURE NET REVENUE
as at December 31, 2023
FORECAST PRICES AND COSTS**

| RESERVES CATEGORY | Before Income Tax Discounted at (%/year) | | | | | Unit Value Before Income Tax Discounted at 10%/year ⁽¹⁾ |
|---|--|----------------|-----------------|-----------------|-----------------|--|
| | 0 (\$000's) | 5 (\$000's) | 10 (\$000's) | 15 (\$000's) | 20 (\$000's) | (\$/BOE) |
| PROVED | | | | | | |
| Developed Producing | 1,165 | 984 | 846 | 739 | 655 | 26,438 |
| Developed Non-Producing | 32 | 69 | 81 | 83 | 79 | 0 |
| Undeveloped | 0 | 0 | 0 | 0 | 0 | N/A |
| TOTAL PROVED⁽²⁾ | 1,196 | 1,052 | 927 | 822 | 734 | 28,969 |
| PROBABLE⁽²⁾ | 322 | 212 | 149 | 109 | 82 | N/A |
| TOTAL PROVED PLUS PROBABLE⁽²⁾ | 1,518 | 1,264 | 1,076 | 931 | 817 | 33,625 |

Notes:

- (1) The unit values are based on net reserve volumes.
- (2) Columns may not add due to rounding.

**TOTAL FUTURE NET REVENUE (UNDISCOUNTED)
as at December 31, 2023
FORECAST PRICES AND COSTS**

| RESERVES CATEGORY | REVENUE | ROYALTIES | OPERATING COSTS | DEVELOP- MENT COSTS | ABANDONMENT AND RECLAMATION COSTS | FUTURE NET REVENUE BEFORE INCOME TAXES |
|---------------------------|-----------|-----------|--------------------|---------------------------|---|---|
| (\$000's) | (\$000's) | (\$000's) | (\$000's) | (\$000's) | (\$000's) | (\$000's) |
| Proved Producing Reserves | 3,817 | 623 | 1,719 | 0 | 310 | 1,165 |

| RESERVES CATEGORY | REVENUE | ROYALTIES | OPERATING COSTS | DEVELOP- MENT COSTS | ABANDONMENT AND RECLAMATION COSTS | FUTURE NET REVENUE BEFORE INCOME TAXES |
|----------------------------------|-----------|-----------|--------------------|---------------------------|---|---|
| (\$000's) | (\$000's) | (\$000's) | (\$000's) | (\$000's) | (\$000's) | (\$000's) |
| Proved Plus Probable Reserves | 5,475 | 973 | 2,469 | 50 | 465 | 1,518 |

Note:

(1) Includes all product revenues and other revenues as forecast.

**FUTURE NET REVENUE
BY PRODUCTION GROUP
as of December 31, 2023
FORECAST PRICES AND COSTS**

| RESERVES CATEGORY | PRODUCTION GROUP | FUTURE NET REVENUE BEFORE INCOME TAXES (\$000's) | UNIT VALUE ⁽¹⁾ (\$/BOE) |
|----------------------------------|--|--|--|
| Proved Reserves | Light and Medium Oil (Unit Price \$/bbl) | 2,301 | 89.25 |
| | Tight Oil (Unit Price \$/bbl) | 0 | 0 |
| | Conventional Natural Gas (Unit Price \$/Mcf) | 1,187 | 4.02 |
| | Shale Gas (Unit Price \$/Mcf) | 0 | 0 |
| Proved Plus Probable Reserves | Light and Medium Oil (Unit Price \$/bbl) | 2,756 | 90.94 |
| | Tight Oil (Unit Price \$/bbl) | 0 | 0 |
| | Conventional Natural Gas (Unit Price \$/Mcf) | 1,452 | 4.16 |
| | Shale Gas (Unit Price \$/Mcf) | 0 | 0 |

Note:

(1) The unit values are based on net reserve volumes.

Pricing Assumptions

The following tables set forth the benchmark reference prices, as at December 31, 2023, reflected in the Reserves Data. These price assumptions were provided to Sleeping Giant by InSite and was InSite's then current forecast at the date of the Reserves Report.

**SUMMARY OF PRICING AND INFLATION RATE ASSUMPTIONS⁽¹⁾
as of December 31, 2023
FORECAST PRICES AND COSTS**

| Year | Crude Oil WTI Cushing Oklahoma (US\$/bbl) | Edmonton Light Crude Oil (C\$/bbl) | Edmonton Ethane (C\$/bbl) | Edmonton Propane (C\$/bbl) | Edmonton Butane (C\$/bbl) | Edmonton Cond. & Natural gasoline (C\$/bbl) | Alberta AECO Spot Price (C\$/MMbtu) | Capital / Operating Cost Inflation Rate (%/year) | Exchange Rate (C\$/US\$) ⁽²⁾ |
|------------|---|---|---------------------------------|----------------------------------|---------------------------------|---|---|---|---|
| 2024 | 73.00 | 93.83 | 7.88 | 29.09 | 50.20 | 96.65 | 2.05 | 2.0 | 0.75 |
| 2025 | 75.00 | 95.50 | 11.73 | 31.52 | 51.09 | 98.84 | 3.10 | 2.0 | 0.75 |
| 2026 | 76.50 | 97.00 | 14.00 | 32.50 | 51.90 | 100.88 | 3.79 | 2.0 | 0.75 |
| 2027 | 78.03 | 98.94 | 14.28 | 33.14 | 52.93 | 102.90 | 3.87 | 2.0 | 0.75 |
| 2028 | 79.59 | 100.92 | 14.57 | 33.81 | 53.99 | 104.96 | 3.95 | 2.0 | 0.75 |
| 2029 | 81.18 | 102.94 | 14.86 | 34.48 | 55.07 | 107.05 | 4.02 | 2.0 | 0.75 |
| 2030 | 82.81 | 105.00 | 15.15 | 35.17 | 56.17 | 109.20 | 4.10 | 2.0 | 0.75 |
| 2031 | 84.46 | 107.10 | 15.46 | 35.88 | 57.30 | 111.38 | 4.19 | 2.0 | 0.75 |
| 2032 | 86.15 | 109.24 | 15.77 | 36.59 | 58.44 | 113.61 | 4.27 | 2.0 | 0.75 |
| 2033 | 87.87 | 111.42 | 16.08 | 37.33 | 59.61 | 115.68 | 4.36 | 2.0 | 0.75 |
| Thereafter | | | | Escalation rate of 2% | | | | 2.0 | 0.75 |

Notes:

- (1) This summary table identifies benchmark reference pricing schedules that might apply to a reporting issuer.
(2) The exchange rate used to generate the benchmark reference prices in this table.
(3) As at December 31, 2023.

Weighted average historical prices, excluding hedging, realized from the Assets for the year ended December 31, 2023 were \$91.56/bbl for crude oil, \$53.98/bbl for NGLs, and \$2.91/mcf for natural gas.

Additional Information Relating to Reserves Data for the Assets

Undeveloped Reserves

No undeveloped reserves are assigned to the Assets as of December 31, 2023.

Significant Factors or Uncertainties

The process of estimating reserves is complex. It requires significant judgments and decisions based on available geological, geophysical, engineering, and economic data. These estimates may change substantially as additional data from ongoing development activities and production performance becomes available and as economic conditions impacting oil and gas prices and costs change. The reserve estimates contained herein are based on production forecasts, prices and economic conditions at the effective date of the Reserves Report.

As circumstances change and additional data become available, reserve estimates also change. Estimates made are reviewed and revised, either upward or downward, as warranted by the new information. Revisions are often required due to changes in well performance, commodity prices, economic conditions and governmental restrictions.

Although every reasonable effort is made to ensure that reserve estimates are accurate, reserve estimation is an inferential science. As a result, subjective decisions, new geological or production information and a changing environment may impact these estimates. Revisions to reserve estimates can arise from changes in year-end oil and gas prices and reservoir performance. Such revisions can be either positive or negative.

In addition, higher than estimated operating costs would substantially reduce netback of the Assets, which in turn would reduce the amount of cash available for reinvestment. This becomes most relevant during periods of low commodity prices when profits are more significantly impacted by high costs.

Future Development Costs

The Resulting Issuer does not expect to incur development costs to develop reserves attributable to the Assets.

Other Oil and Gas Information

Oil and Gas Properties

For a description of the Assets, see "*Information Concerning the Qualifying Transaction and the Assets – The Assets – Description of Principal Properties*" in this Filing Statement.

Oil and Gas Wells

The following table sets forth the number and status of wells as at December 31, 2023, in which Sleeping Giant will have a working interest upon the acquisition of the Assets.

| Oil Wells⁽³⁾ | | | | Natural Gas Wells⁽⁴⁾ | | | |
|--------------------------------|--------------------------|------------------------------------|--------------------------|--|--------------------------|------------------------------------|--------------------------|
| Producing | | Non-Producing⁽⁵⁾ | | Producing | | Non-Producing⁽⁵⁾ | |
| Gross⁽¹⁾ | Net⁽²⁾ | Gross⁽¹⁾ | Net⁽²⁾ | Gross⁽¹⁾ | Net⁽²⁾ | Gross⁽¹⁾ | Net⁽²⁾ |
| | | | | | | | |

| | | | | | | | | |
|--------------------|-----|-----|-----|-----|------|-----|-----|-----|
| <i>Gilby</i> | 4.0 | 2.0 | 1.0 | 0.5 | 0.0 | 0.0 | 1.0 | 0.2 |
| <i>Rosebud</i> | 0.0 | 0.0 | 0.0 | 0.0 | 8.0 | 0.2 | 2.0 | 0.2 |
| <i>Niton</i> | 0.0 | 0.0 | 1.0 | 0.3 | 3.0 | 0.3 | 1.0 | 0.0 |
| <i>Sylvan Lake</i> | 0.0 | 0.0 | 0.0 | 0.0 | 3.0 | 0.4 | 2.0 | 0.3 |
| Total | 4.0 | 2.0 | 2.0 | 0.8 | 14.0 | 0.9 | 6.0 | 0.7 |

Notes:

- (1) "Gross" refers to all oil and gas wells in which the Resulting Issuer will have a working interest.
- (2) "Net" refers to the aggregate of the percentage working interests that the Resulting Issuer will have in the gross wells, before the deduction of any royalty interests.
- (3) Includes light and medium oil wells and tight oil wells.
- (4) Includes conventional natural gas wells and shale gas wells.
- (5) Non-producing wells include wells that have been shut in and/or suspended or are standing. Excludes abandoned, water source, water injection and disposal wells.

Forward Contracts

Sleeping Giant's operational results and financial condition will be dependent upon the prices received for oil and natural gas production. Oil and natural gas prices have fluctuated widely in recent years. Such prices are primarily determined by economic and political factors. Supply and demand factors, as well as weather and conditions in other oil and natural gas regions of the world also impact prices. Any upward or downward movement in oil and natural gas prices could have an effect on Sleeping Giant's financial condition.

Sleeping Giant may implement a hedging policy using, amongst others, costless collars and fixed price swaps to hedge its gross oil, NGLs and natural gas production. These hedging activities could expose Sleeping Giant to losses or gains. To the extent that Sleeping Giant engages in risk management activities related to commodity prices, it will be subject to credit risk associated with the parties with which it contracts. This credit risk will be mitigated by entering into contracts with only stable and creditworthy parties and through the frequent review of Sleeping Giant's exposure to these entities. See "*Risk Factors*" in this Filing Statement.

Additional Information Concerning Abandonment and Reclamation Costs

Sleeping Giant estimates the costs to abandon and reclaim all its non-producing and producing wells, gas plants, pipelines, batteries and other facilities based on its previous experience, current regulations, costs, technology and industry standards area by area. No estimate of salvage value is netted against the estimated cost. Sleeping Giant's model for estimating the amount of future abandonment and reclamation expenditures is done on an individual well and facility level. Estimated expenditures for each well and facility are based on internal estimates. Each well and facility are assigned an average cost for abandonment and reclamation over a six (6) year period after each wells estimated reserve life. Timing of expenditures is based on budgets and estimates of such annual activities. Facility reclamation costs are generally scheduled to begin shortly before the end of the reserve life of Sleeping Giant's associated reserves and continue beyond the reserve life under the assumption that decommissioning of plant/facilities are generally mobile assets with a long useful life.

Sleeping Giant estimates that it will incur reclamation and abandonment costs on the properties to be held by it upon abandonment. The approximate net cost to abandon and reclaim all wells and facilities for proven plus probable reserves, discounted at 10%, totals \$117,000 (\$464,800 undiscounted). There are no abandonment and reclamation costs expected to be paid over the next three years.

Tax Horizon

As a CPC, Sleeping Giant has not been required to pay any income related taxes. Following the Acquisition, Sleeping Giant will have approximately \$682,000 of tax pools available.

Exploration and Development Activities

There were no new wells on the Assets in which the Vendor participated during the year ended December

31, 2023.

Production Estimates

The following table sets out the volume of working interest production estimated for the Assets for the period of December 31, 2023 to December 30, 2024 reflected in the estimate of future net revenue disclosed in the tables contained under "Statement of Reserves Data and Other Oil and Gas Information Regarding the Assets – Disclosure of Reserves Data" in this Filing Statement.

| Reserves Category | Crude Oil (bbl/d) | Natural Gas Liquids (bbl/d) | Natural Gas (mcf/d) | Gross Barrel of Oil Equivalent (boe/d) |
|------------------------------------|----------------------|-----------------------------------|------------------------|--|
| PROVED | | | | |
| <i>Gilby</i> | 11.0 | 1.1 | 8.5 | 13.5 |
| <i>Rosebud</i> | 0.0 | 0.2 | 10.1 | 1.9 |
| <i>Niton</i> | 1.2 | 1.5 | 31.7 | 8.0 |
| <i>Sylvan Lake</i> | 0.0 | 2.5 | 40.5 | 9.3 |
| TOTAL PROVED ⁽²⁾ | 12.1 | 5.4 | 95.9 | 33.5 |
| PROVED PLUS PROBABLE | | | | |
| <i>Gilby</i> | 11.1 | 1.1 | 8.6 | 13.6 |
| <i>Rosebud</i> | 0.0 | 0.2 | 10.2 | 1.9 |
| <i>Niton</i> | 1.2 | 1.5 | 31.8 | 8.0 |
| <i>Sylvan Lake</i> | 0.0 | 2.5 | 40.8 | 9.3 |
| TOTAL PROVED PLUS PROBABLE | 12.3 | 5.5 | 96.8 | 33.9 |

Notes:

- (1) Natural Gas Liquids includes Condensate.
(2) Total may not add due to rounding.

Production History

The following table discloses, on a quarterly basis for the year ended December 31, 2023, in respect of the Assets, average gross daily production volumes (working interest before royalties), average selling prices, processing and other revenue, royalty expenses, transportation and operating expenses incurred and Operating Netbacks, on a per unit of volume basis for each product time.

| | 31-Mar-23 | Three Months Ended | | 31-Dec-23 | Year Ended 31-Dec-23 |
|---|-----------|--------------------|-----------|-----------|-------------------------|
| | | 30-Jun-23 | 30-Sep-23 | | |
| <u>Average Daily Production</u> | | | | | |
| Crude Oil ⁽⁵⁾ (bbl/d) | 4.5 | 12.0 | 12.3 | 10.6 | 9.9 |
| NGLs (bbl/d) | 3.1 | 2.1 | 2.4 | 2.3 | 2.5 |
| Natural Gas ⁽⁶⁾ (mcf/d) | 88 | 107 | 98 | 100.8 | 98 |
| Total (boe/d) | 95.6 | 121.1 | 112.7 | 113.7 | 110.4 |
| <u>Average Realized Prices⁽¹⁾</u> | | | | | |
| Crude Oil ⁽⁵⁾ (\$/bbl) | 100.79 | 122.96 | 103.75 | 91.77 | 104.81 |
| NGLs (\$/bbl) | 72.78 | 197.09 | 142.33 | 140.61 | 132.51 |
| Natural Gas ⁽⁶⁾ (\$/mcf) | 5.25 | 7.58 | 4.37 | 5.53 | 5.73 |
| Total (\$/boe) | 178.82 | 327.63 | 250.45 | 237.91 | 243.05 |
| <u>Royalties⁽²⁾</u> | | | | | |
| Total (\$/boe) | 9.98 | 17.45 | 14.21 | 9.61 | 12.81 |
| <u>Transportation Expenses</u> | | | | | |
| Crude Oil ⁽⁵⁾ (\$/bbl) | 0 | 0 | 0 | 0 | 0 |
| NGLs (\$/bbl) | 0 | 0 | 0 | 0 | 0 |
| Natural Gas ⁽⁶⁾ (\$/mcf) | 0 | 0.04 | 0.14 | 0.13 | 0.08 |
| Total (\$/boe) | 0 | 0.24 | 0.84 | 0.78 | 0.54 |
| <u>Operating Expenses⁽³⁾</u> | | | | | |

| | Three Months Ended | | | | Year Ended |
|--|--------------------|-----------|-----------|-----------|------------|
| | 31-Mar-23 | 30-Jun-23 | 30-Sep-23 | 31-Dec-23 | 31-Dec-23 |
| Total (\$/boe) | 32.09 | 18.16 | 16.36 | 18.60 | 21.30 |
| Operating Netback⁽⁴⁾ | | | | | |
| Total (\$/boe) | 26.53 | 49.10 | 35.33 | 33.88 | 31.79 |

Notes:

- (1) "Average Realized Prices" are a non-GAAP financial ratio calculated by dividing sales revenue into production volumes by product type. See "*Non-GAAP Measures*" for more information.
- (2) Royalties are presented net of Gas Cost Allowance ("**GCA**"). For purposes of this table, total GCA credits are allocated to NGLs and natural gas royalties pro-rata based on gross royalties before GCA.
- (3) Operating expenses are not directly attributable to individual products. Total operating expenses are allocated pro-rata based on production volumes by product type for purposes of this table.
- (4) "Operating Netback" is a non-GAAP financial measure which may not be directly comparable to other issuers. See "*Non-GAAP Measures*" for more information.
- (5) Crude Oil is inclusive of "Light Crude Oil and Medium Crude Oil", "Heavy Oil, and "Tight Oil" reserve classifications.
- (6) Natural Gas is inclusive of "Conventional Natural Gas" and "Shale Gas" reserve classifications.

The following table indicates the approximate average daily production from the Assets for the year ended December 31, 2023:

| Properties | Crude Oil | NGLs | Natural Gas | Total |
|----------------------------|------------|------------|-------------|-------------|
| | (Bbls/d) | (Bbls/d) | (Mcf/d) | (BOE/d) |
| <i>Gilby</i> | 9.6 | 0.8 | 7 | 11.6 |
| <i>Rosebud</i> | 0 | 0 | 9 | 1.5 |
| <i>Niton</i> | 0.4 | 1.4 | 29 | 6.7 |
| <i>Sylvan Lake</i> | 0 | 0.7 | 50 | 9.1 |
| Total⁽¹⁾ | 9.9 | 2.5 | 98 | 28.8 |

Note:

- (1) Columns may not add due to rounding.

Financial Information Concerning the Assets

The audited operating statements for the Assets for the years ended December 31, 2022 and December 31, 2023 and the unaudited operating statements for the Assets for the three months ended March 31, 2024 and 2023 are included in Appendix 3 to this Filing Statement.

Sleeping Giant relied on the exemption in subsection 32.9(1) of Form 41-101F1 - *Information Required in a Prospectus* ("**Form 41-101F1**") from the requirements set forth in Item 32.2 and Item 32.3 of Form 41-101F1. The Assets may be viewed as a primary business of Sleeping Giant pursuant to Section 32.1(b) of Form 41-101F1. In the absence of an exemption, the treatment of the Assets as a primary business of Sleeping Giant would require the inclusion of audited financial statements in respect of the Assets.

However, per subsection 32.9(1) of Form 41-101F1, operating statements for the business may be provided in lieu of financial statements where the following conditions are satisfied: (i) the acquisition is an acquisition of a business which is an interest in an oil and gas property; (ii) the acquisition is not an acquisition of securities of another issuer; (iii) the issuer is unable to provide the financial statements in respect of the acquisition because those financial statements do not exist or because the issuer does not have access to those financial statements; and (iv) the acquisition does not constitute a reverse takeover. The Assets consist of interests in oil and gas properties in central Alberta. Sleeping Giant will acquire the Assets from the Vendor directly pursuant to the terms of the Purchase and Sale Agreement: the acquisition of the Assets does not involve the acquisition by Sleeping Giant of the securities of another issuer. Sleeping Giant is unable to provide financial statements in respect of the Assets because the financial statements for the Assets do not exist and it is impracticable to prepare carve-out financial statements because the Assets were integrated into other businesses of the Vendor and did not represent a separate reporting or operating segment of the Vendor. The acquisition by Sleeping Giant of the Assets will not constitute a reverse takeover using the predecessor value method of accounting.

The Purchase and Sale Agreement

The Purchase and Sale Agreement sets out the terms and conditions relating to the Acquisition. The provisions of the Purchase and Sale Agreement are the result of arm's length negotiations conducted between representatives of Sleeping Giant and the Vendor. Below is a summary of certain of the material terms and conditions of the Purchase and Sale Agreement, which summary is subject to, and qualified in its entirety by reference to, the terms and conditions of the full text of the Purchase and Sale Agreement, which is available on SEDAR+ at www.sedarplus.ca.

General

The Acquisition will be effected pursuant to the Purchase and Sale Agreement. The Purchase and Sale Agreement contains covenants, representations and warranties of and from each of Sleeping Giant and the Vendor, and various conditions precedent, both mutual and in favour of each of Sleeping Giant and the Vendor. Unless all such conditions are satisfied or waived (to the extent capable of being waived) by the Party for whose benefit such conditions exist, the Acquisition will not proceed.

Representations and Warranties of the Parties

The Purchase and Sale Agreement contains certain customary representations and warranties of each of Sleeping Giant and the Vendor relating to, among other things, their respective organization, qualification and authorization to enter into the Purchase and Sale Agreement and to consummate the Acquisition, as well as certain representations and warranties related to the absence of any violation of, or conflict with, among other things, such Party's constating documents or applicable Laws. In addition, Sleeping Giant and the Vendor have made certain representations and warranties with respect to their respective business, operations and assets. The representations and warranties made by the Parties are, in certain cases, subject to specified exceptions or qualifications. For the complete text of the applicable provisions, see Article 5 of the Purchase and Sale Agreement.

Conditions in Favour of Sleeping Giant

The obligation of Sleeping Giant to consummate the transactions contemplated by the Purchase and Sale Agreement, and in particular the Acquisition, is subject to the following conditions precedent, which are for the exclusive benefit of Sleeping Giant and may be waived only in whole or in part by Sleeping Giant, excepting the condition in subsection (d) below, which may not be waived:

- (a) **Representations and Warranties.** The representations and warranties of the Vendor contained in the Purchase and Sale Agreement shall be true and correct in all material respects as of the date of the Purchase and Sale Agreement and shall be true and correct in all material respects as of the Closing Time or, in each case, shall be true and correct in all material respects as of such other date or dates as specified therein (disregarding all qualifications to the Vendor's representations and warranties as to "material", "material adverse effect" or similar references to materiality), and all obligations and covenants of the Vendor in the Purchase and Sale Agreement that are to be performed or complied with prior to or at the Closing Time shall have been performed or complied with in all material respects.
- (b) **Deliverables.** At Closing, the Vendor shall have duly delivered the agreements, certificates and other instruments and documents required pursuant to Clause 4.1 of the Purchase and Sale Agreement.
- (c) **Government Authority.** No Government Authority shall have issued an order, decree or ruling or taken any other action restraining, enjoining or otherwise prohibiting the completion of the Acquisition which has not been vacated or dismissed prior to the Closing Time and no suit, claim, action or proceeding shall be pending before any court or

Government Authority seeking to restrain or prohibit Sleeping Giant from completing the Acquisition or to obtain material damages or other relief from Sleeping Giant in connection with the consummation of the Acquisition.

- (d) **Required Approvals.** All necessary governmental and other regulatory approvals to the sale of the Assets that are required prior to Closing, shall have been obtained without conditions (other than the conditional approval of the TSXV for the completion of the Acquisition, which may include customary conditions required by the TSXV).
- (e) **Exchange Approval.** Conditional approval of the TSXV for the completion of the Acquisition, including the listing of the 4,550,000 Sleeping Giant Shares issued to the Vendor as part of the Acquisition purchase price.
- (f) **No Material Adverse Effect.** No Material Adverse Effect shall have occurred from the date of the Purchase and Sale Agreement to the Closing Time.

Conditions in Favour of the Vendor

The obligation of the Vendor to consummate the transactions contemplated by the Purchase and Sale Agreement, and in particular the Acquisition, is subject to the following conditions precedent, which are for the exclusive benefit of the Vendor, except the condition in subsection (c) below, which may not be waived:

- (a) **Representations and Warranties.** The representations and warranties of Sleeping Giant contained in the Purchase and Sale Agreement shall be true and correct in all material respects as of the date of the Purchase and Sale Agreement and shall be true and correct in all material respects as of the Closing Time or, in each case, shall be true and correct in all material respects as of such other date or dates as specified therein (disregarding all qualifications to Sleeping Giant's representations and warranties as to "material", "material adverse effect" or similar references to materiality), and all obligations and covenants of the Vendor in the Purchase and Sale Agreement that are to be performed or complied with prior to or at the Closing Time shall have been performed or complied with in all material respects.
- (b) **Deliverables.** At Closing, Sleeping Giant shall have duly made and delivered the payments, agreements, certificates and other instruments and documents required pursuant to Clause 4.2 of the Purchase and Sale Agreement.
- (c) **Government Authority.** No Government Authority shall have issued an order, decree or ruling or taken any other action restraining, enjoining or otherwise prohibiting the completion of the Acquisition which has not been vacated or dismissed prior to the Closing Time and no suit, claim, action or proceeding shall be pending before any court or Government Authority seeking to restrain or prohibit Sleeping Giant from completing the Acquisition or to obtain material damages or other relief from Sleeping Giant in connection with the consummation of the Acquisition.
- (d) **Required Approvals.** All necessary governmental and other regulatory approvals to the sale of the Assets that are required prior to Closing, shall have been obtained without conditions.
- (e) **Exchange Approval.** Conditional approval of the TSXV for the completion of the Acquisition, including the listing of the 4,550,000 Sleeping Giant Shares issued to the Vendor as part of the Acquisition purchase price.

Preferential Rights of Purchase, Consents and Operatorship

Within one Business Day after signing the Purchase and Sale Agreement, the Vendor provided Sleeping Giant with a written list setting forth the Assets which are subject to a ROFR. Within two Business Days after its receipt of such list, Sleeping Giant provided an estimate and allocation of the value of the Assets that are subject to such ROFR to the Vendor. After such allocations were provided to the Vendor, the Vendor sent notices to the holders of each such ROFR in accordance with the terms of the Title and Operating Documents creating such rights.

If a ROFR is exercised, the Vendor shall notify Sleeping Giant in writing and the Parties shall adjust the consideration being exchanged by the allocated value of the applicable Assets that are subject to the ROFR and the Assets that are subject to the ROFR shall not be sold.

As of the date hereof, a ROFR has been exercised on the property in Prevo, Alberta for no consideration. Therefore, the Prevo, Alberta property is not included in the Assets, but no adjustment to the purchase price of the Acquisition has been made or will be made. The disclosure with respect to the Assets included in this Filing Statement does not include the Prevo, Alberta property.

Interim Period Obligations

During the period prior to the Closing Time, to the extent that the nature of the Vendor's interests permits, and subject to the Title and Operating Documents and any other agreements and documents to which the Assets are subject, the Vendor shall not, without Sleeping Giant's prior written consent:

- (a) make any commitment or propose, initiate or authorize any individual expenditure with respect to the Assets that is in excess of \$50,000.00, except in the case of an emergency, to protect the environment, protect life or safety or preserve the Assets or title to the Assets, or to the extent required by the order or direction of a Government Authority;
- (b) surrender or abandon any of the Assets;
- (c) terminate or amend, or agree to the amendment of, in any material respect, the terms or conditions of any Title and Operating Document or of any other contracts, agreements and documents included in the Miscellaneous Interests, or enter into any new material agreement or commitment relating to the Assets; or
- (d) sell, transfer, assign, encumber or otherwise dispose of, surrender, forfeit or abandon any of the Assets or any part thereof, create any adverse claims against the Assets, or agree to do any of the foregoing.

The Vendor shall promptly provide Sleeping Giant with copies of any AFEs, requests for consents, ROFRs, operations notices and other similar notices received by the Vendor in connection with the Assets during the period prior to the Closing Date. Prior to responding to such AFEs, requests for consents, ROFRs, operations notices and other similar notices, the Vendor shall consult with Sleeping Giant as to its response thereto.

Prior to the Closing Date, without the written consent of the Vendor, Sleeping Giant shall not, and shall not be entitled to, propose to the Vendor, or to cause the Vendor to propose to others, the conduct of any operations on the Lands or the exercise of any right or option relative to the Assets.

Termination of the Purchase and Sale Agreement

If any of the conditions in favor of a Party have not been satisfied complied with or waived by the other Party at or before the Closing Time, then the non-waiving Party may terminate the Purchase and Sale Agreement by written notice to the other Party prior to the Closing Time; provided that the Party giving

notice shall not be permitted to exercise or purport to exercise any right of termination if the event or circumstances giving rise to that right is due to the breach of any representation or warranty or failure to perform any covenant or obligation under this Agreement by the Party giving notice.

Following any termination of the Purchase and Sale Agreement by a Party as the result of conditions not being satisfied, the Parties shall be released and discharged from all liabilities and obligations under this Agreement other than liabilities accruing prior to termination (including any liabilities as a result of or arising out of or in connection with a breach of this Agreement), subject to customary limitations, and from the further performance of any duties or obligations under this Agreement, except those related to confidentiality and public announcements.

Non-Arm's Length Party Transaction and Conflicts of Interest

The Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction within the meaning of the policies of the TSXV. Accordingly, the Qualifying Transaction does not constitute a Non-Arm's Length Qualifying Transaction and minority shareholder approval of the Qualifying Transaction by Sleeping Giant's shareholders is not required.

Offering

Pursuant to the Offering, Sleeping Giant proposes to issue and sell up to a maximum of 1,666,667 Sleeping Giant Shares to arm's length parties at a price of \$0.15 per Sleeping Giant Share for gross proceeds of up to a maximum of \$250,000. No finders fees or commissions are being paid in connection with the Offering.

The purpose of the Offering is for Sleeping Giant to add the requisite number of Public Shareholders (as defined in TSXV policies) in order to meet TSXV listing requirements for a tier 2 oil and gas issuer. It is a TSXV condition for Completion of the Qualifying Transaction that a minimum of 26 Public Shareholders of Sleeping Giant are added pursuant to the Offering, each holding a Board Lot (as defined in TSXV Policies) of 1,000 Sleeping Giant Shares, resulting in a minimum of 26,000 Sleeping Giant Shares being issued for gross proceeds of \$3,900. Therefore, including Jonah Nguyen's anticipated subscription for 100,000 Sleeping Giant Shares, the minimum Offering is 126,000 Sleeping Giant Shares for gross proceeds of \$18,900.

For information on the rights of each Sleeping Giant Share, see "*Information Concerning the Issuer – Description of Securities*" above.

The net proceeds of the Offering will be used to fund the business of the Resulting Issuer, which is the production and management of its oil and gas properties (including general and administrative expenses of the Resulting Issuer), and for general corporate purposes.

Canadian Securities Law Considerations

The distribution of the Sleeping Giant Shares to the Vendor will be made in reliance on section 2.13 of National Instrument 45-106 – *Prospectus Exemptions*. Sleeping Giant Shares issued in connection with the Offering will be issued to accredited investors and family, friends and business associates in reliance on the exemptions contained in Sections 2.3 and 2.5 of NI 45-106.

INFORMATION CONCERNING THE RESULTING ISSUER

The following information is presented on a post-Transactions basis and is reflective of the projected pro forma business, financial and share capital position of the Resulting Issuer assuming completion of the Acquisition and the Offering. It should be read in conjunction with the information concerning the Acquisition and the Offering elsewhere in the Filing Statement. As the Resulting Issuer will be the same corporate entity as Sleeping Giant, this section only includes information respecting Sleeping Giant after the Transactions that is materially different from information provided elsewhere in the Filing Statement, including Appendices thereto, regarding Sleeping Giant. See "*Information Concerning the Issuer*" and "*Information Concerning the Qualifying Transaction and The Assets*" for additional information regarding Sleeping Giant and the Assets, respectively.

Name and Incorporation

Management anticipates that the name and corporate structure of the Issuer will be unaffected by the Acquisition. Both the head office and registered and records office of the Resulting Issuer will be located at the offices of Stikeman Elliott LLP at Suite 4200, 888-3rd St SW, Calgary, Alberta T2P 5C5.

The Resulting Issuer will be governed under the ABCA.

Narrative Description of the Business

Business Objectives

The Resulting Issuer will be an oil and gas company engaged in the business of development of the Assets. The Resulting Issuer's business objective is to generate sufficient cash flow from the Assets to pay its operating costs and evaluate growth opportunities.

See "*Information Concerning the Qualifying Transaction and the Assets – The Assets*".

Exploration and Development

The Resulting Issuer does not expect to conduct any material exploration or development activities.

Description of the Securities

Common Shares

The share structure of the Resulting Issuer will be the same as the share structure of Sleeping Giant and the rights associated with each Resulting Issuer Share will be the same as the rights associated with each Sleeping Giant Share. See "*Information Concerning the Issuer – Description of Securities*".

It is anticipated that the Resulting Issuer will have 14,016,667 Resulting Issuer Shares outstanding upon Completion of the Qualifying Transaction if the maximum Offering is completed (12,476,000 Resulting Issuer Shares will be outstanding if the minimum Offering is completed), of which:

- 7,800,000 Resulting Issuer Shares, representing approximately 55.65% of the then outstanding Resulting Issuer Shares, will be held by Sleeping Giant Shareholders as at the date of this Filing Statement (62.52% if the minimum Offering is completed);
- 4,550,000 Resulting Issuer Shares, representing approximately 32.46% of the then outstanding Resulting Issuer Shares, will be held by the Vendor (36.47% if the minimum Offering is completed); and

- 1,666,667 Resulting Issuer Shares, representing approximately 11.89% of the then outstanding Resulting Issuer Shares, will be held by subscribers under the Offering (126,000 Resulting Issuer Shares will be held by subscribers under the Offering representing approximately 1.01% of the then outstanding Resulting Issuer Shares if the minimum Offering is completed).

Resulting Issuer Options

As of the date of this Filing Statement there are 780,000 Sleeping Giant Options outstanding. The Sleeping Giant Option Plan will remain in place and be used as the option plan of the Resulting Issuer, which will be used to provide additional incentives to attract, retain and motivate directors, officers, employees, consultants and advisors of the Resulting Issuer. See "*Information Concerning the Issuer – Stock Option Plan*" for further information.

Upon Completion of the Qualifying Transaction, the Resulting Issuer will grant such amount of Resulting Issuer Options as are available under the Resulting Issuer Option Plan, which will be 621,666 Resulting Issuer Options if the maximum Offering is completed or 467,600 Resulting Issuer Options if the minimum Offering is completed. Therefore, an aggregate of 1,401,666 Resulting Issuer Options will be outstanding under the Resulting Issuer Option Plan upon Completion of the Qualifying Transaction if the maximum Offering is completed. An aggregate of 1,247,600 Resulting Issuer Options will be outstanding under the Resulting Issuer Option Plan upon Completion of the Qualifying Transaction if the minimum Offering is completed. See "*Information Concerning the Qualifying Transaction and the Assets – Offering*".

The Resulting Issuer Options granted upon Completion of the Qualifying Transaction will be granted to directors, officers and consultants of the Resulting Issuer, will have an exercise price of \$0.15 and will expire on the date which is ten years from the date of Completion of the Qualifying Transaction.

Resulting Issuer Agent Options

Upon Completion of the Qualifying Transaction, it is expected that 500,000 Resulting Issuer Agent Options, which will entitle the holder thereof to purchase 500,000 Resulting Issuer Shares at \$0.10 per Resulting Issuer Share, will be issued and outstanding. See "*Information Concerning the Issuer– General Development of the Business – History of Share Structure*" for further information.

Pro Forma Consolidated Capitalization

The following table sets out the pro forma share capitalization of the Resulting Issuer, on a consolidated basis, after giving effect to the Transactions:

| Description of Security | Amount Authorized or to be Authorized | Amount Outstanding after giving effect to the Transactions (assuming maximum Offering) | Amount Outstanding after giving effect to the Transactions (assuming minimum Offering) |
|---|---|---|---|
| Resulting Issuer Shares | Unlimited | 14,016,667 ⁽¹⁾ | 12,476,000 ⁽²⁾ |
| Resulting Issuer Options | 10% of the issued and outstanding Resulting Issuer Shares | 1,401,666 ⁽³⁾ | 1,247,600 ⁽⁴⁾ |
| Resulting Issuer Agent Options ⁽⁵⁾ | 500,000 | 500,000 | 500,000 |

Notes:

- (1) Assumes the maximum Offering is completed for 1,666,667 Sleeping Giant Shares. Includes the Equity Consideration. See "*Information Concerning the Qualifying Transaction and the Assets – Offering*".
- (2) Assumes the minimum Offering is completed for 126,000 Sleeping Giant Shares. Includes the Equity Consideration. See "*Information Concerning the Qualifying Transaction and the Assets – Offering*".
- (3) Assumes 621,666 Resulting Issuer Options are granted upon Completion of the Qualifying Transaction. See "*Information Concerning the Resulting Issuer – Description of Securities - Resulting Issuer Options*".
- (4) Assumes 467,600 Resulting Issuer Options are granted upon Completion of the Qualifying Transaction. See "*Information Concerning the Resulting Issuer – Description of Securities - Resulting Issuer Options*".

(5) Held by the IPO Agent.

Fully Diluted Share Capital

The following table sets out the fully diluted share capital of the Resulting Issuer after giving effect to the Transactions:

| | Fully Diluted Number of Resulting Issuer Shares (maximum Offering) ⁽²⁾ | Percentage (maximum Offering) ⁽²⁾ | Fully Diluted Number of Resulting Issuer Shares (minimum Offering) ⁽³⁾ | Percentage (minimum Offering) ⁽³⁾ |
|--|---|--|---|--|
| Held by existing Sleeping Giant Shareholders | 7,800,000 ⁽¹⁾ | 49.00% | 7,800,000 ⁽¹⁾ | 54.84% |
| Equity Consideration issuable to the Vendor | 4,550,000 | 28.58% | 4,550,000 | 31.99% |
| Issuable to investors under the Offering | 1,666,667 ⁽²⁾ | 10.47% | 126,000 ⁽³⁾ | 0.89% |
| Resulting Issuer Shares issuable on exercise of Resulting Issuer Options | 1,401,666 ⁽⁴⁾ | 8.80% | 1,247,600 ⁽⁵⁾ | 8.77% |
| Resulting Issuer Shares issuable on exercise of Resulting Issuer Agent Options | 500,000 | 3.14% | 500,000 | 3.52% |
| Fully Diluted Total | 15,918,333 | 100.00% ⁽⁶⁾ | 14,223,600 | 100.00% ⁽⁶⁾ |

Notes:

- (1) See "Information Concerning the Resulting Issuer – Escrowed Securities".
- (2) Assumes the maximum Offering is completed for an aggregate of 1,666,667 Sleeping Giant Shares, resulting in 14,016,667 Resulting Issuer Shares issued and outstanding upon Completion of the Qualifying Transaction. See "Information Concerning the Qualifying Transaction and the Assets – Offering".
- (3) Assumes the minimum Offering is completed for an aggregate of 126,000 Sleeping Giant Shares, resulting in 12,476,000 Resulting Issuer Shares issued and outstanding upon Completion of the Qualifying Transaction. See "Information Concerning the Qualifying Transaction and the Assets – Offering".
- (4) 780,000 Sleeping Giant Options are outstanding as of the date of this Filing Statement. Assumes 621,666 Resulting Issuer Options are granted upon Completion of the Qualifying Transaction. See "Information Concerning the Resulting Issuer – Description of Securities - Resulting Issuer Options".
- (5) 780,000 Sleeping Giant Options are outstanding as of the date of this Filing Statement. Assumes 467,600 Resulting Issuer Options are granted upon Completion of the Qualifying Transaction. See "Information Concerning the Resulting Issuer – Description of Securities - Resulting Issuer Options".
- (6) Column may not add due to rounding.

Estimated Funds Available to the Resulting Issuer and Proposed Principal Uses

The following table sets out information in respect of the Resulting Issuer's intended principal source and uses of funds for the twelve months following the completion of the Transactions. The intended sources and uses of funds may vary based upon a number of factors and variances may be material. The amounts shown in the table are estimates only and are based upon the information available as of the date hereof:

| Description | Estimated Amount (Minimum Offering) ⁽⁴⁾ | Estimated Amount (Maximum Offering) ⁽⁵⁾ |
|---|---|---|
| Available Funds | | |
| Estimated consolidated working capital ⁽¹⁾ | \$307,437 | \$307,437 |
| Acquisition adjustments ⁽²⁾ | \$327,883 | \$327,883 |
| Gross proceeds of the Offering | \$18,900 | \$250,000 |
| Operating income from the Assets ⁽³⁾ | \$179,716 | \$179,716 |
| Estimated funds available | \$833,936 | \$1,065,036 |
| Use of Funds | | |
| Cash portion of the Acquisition purchase price | \$175,000 | \$175,000 |
| Expenses in connection with the Qualifying Transaction (including the Offering) | \$200,000 | \$200,000 |
| General and administrative expenses for the first 12 months | \$125,000 | \$125,000 |
| Unallocated working capital | \$333,936 | \$565,036 |
| Total Uses | \$833,936 | \$1,065,036 |

Notes:

- (1) Sleeping Giant's net working capital as of April 30, 2024.
- (2) Represents the amount Sleeping Giant expects to receive from the Vendor on closing of the Acquisition as a result of the effective date of the Acquisition of September 1, 2023. This amount is subject to change in accordance with the Interim Statement to be delivered by Vendor to Sleeping Giant one day prior to Closing. See "*Information Concerning the Qualifying Transaction and the Assets – Qualifying Transaction*".
- (3) Sleeping Giant projects annualized operating income for the Assets to be \$179,716 based on unaudited Q1 2024 operating income (see "*Future-Oriented Financial Information*" and the operating statements attached as Appendix 3 to this Filing Statement).
- (4) Assuming the minimum Offering is completed for gross proceeds of \$18,900. See "*Information Concerning the Qualifying Transaction and the Assets – Offering*".
- (5) Assuming the maximum Offering is completed for gross proceeds of \$250,000. See "*Information Concerning the Qualifying Transaction and the Assets – Offering*".

The above sources and uses of available funds are estimates only. Notwithstanding the foregoing, there may also be circumstances where, for sound business reasons, a reallocation of funds may be necessary for the Resulting Issuer to achieve these objectives. The Resulting Issuer may also require additional funds in order to fulfill all of the Resulting Issuer's future expenditure requirements or obligations, in which case the Resulting Issuer may raise additional funds either through the issuance of equity or by incurring debt to satisfy such requirements or obligations. There is no assurance that any additional funding required by the Resulting Issuer will be available. See "*Risk Factors*".

These funds may be used for general corporate purposes, including the acquisition of oil and gas properties in Western Canada and for capital expenditures related to the exploration, development and production of oil and gas properties.

At this time, it is difficult to definitively project the total funds necessary to execute the planned undertakings of the Resulting Issuer. For these reasons, management considers it to be in the best interests of the Resulting Issuer and its shareholders to permit management a reasonable degree of flexibility as to how the Resulting Issuer's funds are employed among the above uses or for other purposes, as the need may arise.

While actual expenditures may in fact differ from the amounts and allocations indicated above, the funds will be used in furtherance of the Resulting Issuer's business.

Dividends or Distributions

The Resulting Issuer does not currently intend to declare any dividends payable to the holders of the Resulting Issuer Shares. The Resulting Issuer has no restrictions on paying dividends, and the Resulting Issuer Board will determine if and when dividends should be declared and paid in the future based upon

the Resulting Issuer's financial position at the relevant time. All of the Resulting Issuer Shares will be entitled to an equal share in any dividends declared and paid.

Principal Securityholders

To the knowledge of Sleeping Giant, no Persons, other than the Vendor, is anticipated to own, of record or beneficially, directly or indirectly, or will exercise control or direction over, more than 10% of any class of voting securities of the Resulting Issuer after giving effect to the Transactions.

The Vendor, Harvard Energy Partnership, is expected to be the registered holder of 4,550,000 Resulting Issuer Shares upon Completion of the Qualifying Transaction, representing 32.46% of the issued and outstanding Resulting Issuer Shares on a non-diluted basis and 28.58% of the issued and outstanding Resulting Issuer Shares on a fully diluted basis assuming the maximum Offering is completed (36.47% of the issued and outstanding Resulting Issuer Shares on a non-diluted basis and 31.99% of the Resulting Issuer Shares on a fully diluted basis if the minimum Offering is completed). See "*Information Concerning the Qualifying Transaction and the Assets – Offering*". Paul Hill and Neal Blue are the principal securityholders of the Vendor.

Directors, Officers, and Promoters

The information below sets forth the director's or officer's name, residence and position to be held with the Resulting Issuer, the date on which the director was first elected, the director's or officer's principal occupation during the last five years and the number and percentage of Resulting Issuer Shares expected to be beneficially owned, directly or indirectly, or over which control or direction is exercised by the director or officer after giving effect to the Transactions. Each proposed director of the Resulting Issuer will hold office until the next annual meeting or until his successor is duly elected or appointed, unless his office is earlier vacated in accordance with the provisions of the ABCA or the constating documents of the Resulting Issuer. Additional biographical information about each of these individuals is set out below under the heading "*Management and Board of Directors*".

The Resulting Issuer does not have any Promoters (as defined in TSXV Policies).

| Name and Municipality of Residence and Position(s) to be Held | Director of Sleeping Giant Since | Principal Occupation Over the Past 5 Years | Resulting Issuer Shares Outstanding upon Closing | | |
|--|----------------------------------|--|--|--|--|
| | | | Number of Shares | Percentage (maximum Offering) ⁽¹⁾ | Percentage (minimum Offering) ⁽²⁾ |
| Terence S. Meek ⁽³⁾⁽⁴⁾ Calgary, Alberta <i>CEO and Director</i> | January 18, 2021 | Vice President, BDJ Energy Inc. (September 2020 - present). | 300,000 | 2.1% | 2.4% |
| Jonah Nguyen ⁽⁵⁾ Calgary, Alberta <i>CFO and Director</i> | April 28, 2022 | CFO, Highpoint Developments (November 2022 – present); President and CEO, 1545499 Alberta Ltd. (September 2010 – Present); Finance Director, CES Energy Solutions Corp. (May 2013 – April 2017). | 100,000 | 0.7% | 0.8% |

| Name and Municipality of Residence and Position(s) to be Held | Director of Sleeping Giant Since | Principal Occupation Over the Past 5 Years | Resulting Issuer Shares Outstanding upon Closing | | |
|--|----------------------------------|---|--|--|--|
| | | | Number of Shares | Percentage (maximum Offering) ⁽¹⁾ | Percentage (minimum Offering) ⁽²⁾ |
| Gregory G. Turnbull, KC ⁽³⁾⁽⁴⁾⁽⁶⁾ Calgary, Alberta <i>Independent Director</i> | January 18, 2021 | Chair, Alberta Health Services (2021-2021); Director, Calgary Health Foundation (September 2017 – December 2021); Director, SNDL, Inc. (October 2018 – Present); Senior Partner, McCarthy Tétrault LLP (July 2002 – December 2020); Director, Storm Resources Ltd. (August 2010 – December 2021); Director, Target Capital Inc. (December 2017 – September 2020); Director, Oyster Oil and Gas Ltd. (July 2014 – March 2019). | 500,000 | 3.6% | 4.0% |
| John F. Elliott ⁽³⁾⁽⁴⁾⁽⁶⁾ Calgary, Alberta <i>Independent Director</i> | January 18, 2021 | President, Scorpion Advisors Ltd. (February 2018 – Present); Director, DIRTT Environmental Technologies Ltd. (April 2018 – June 2020); Director and CEO, Pure Technologies Ltd. (May 2014 – January 2018); President, Pure Technologies Ltd. (February 2009 – January 2018). | 400,000 | 2.9% | 3.2% |
| Gord Cameron Calgary, Alberta <i>Corporate Secretary</i> | N/A | Partner at McCarthy Tétrault LLP (2013 – December 2023); Partner at Stikeman Elliott LLP (December 2023 – Present). | 500,000 | 3.6% | 4.0% |

Notes:

- (1) Assumes the maximum Offering is completed for 1,666,667 Sleeping Giant Shares, resulting in 14,016,667 Resulting Issuer Shares outstanding on Completion of the Qualifying Transaction. See "Information Concerning the Qualifying Transaction and the Assets – Offering".
- (2) Assumes the minimum Offering is completed for 126,000 Sleeping Giant Shares, resulting in 12,476,000 Resulting Issuer Shares outstanding on Completion of the Qualifying Transaction. See "Information Concerning the Qualifying Transaction and the Assets – Offering".
- (3) Elected as a director on January 18, 2021 to hold office until the next annual meeting of shareholders or until his successor is elected or appointed.
- (4) Member of the Audit Committee. The Issuer does not have a compensation committee or a corporate governance committee. See "Information Concerning the Resulting Issuer – Committees of the Resulting Issuer Board".
- (5) Elected as a director on April 28, 2022 to hold office until the next annual meeting of shareholders or until his successor is elected or appointed.
- (6) Independent director.

Management and Board of Directors

The following information relates to the proposed management of the Resulting Issuer:

Terence S. Meek, 61, CEO and Director

Terry is currently the Chief Executive Officer and a director of Sleeping Giant. Terry has served as a director and officer of several public and private corporations, largely associated with the energy industry primarily focused on oil and gas, including: Vice President Business Development, BDJ Energy Inc.; President and Chief Executive Officer, Point Loma Resources Ltd.; President, Canada, Woma Energy Ltd.; President, Mallee Energy Ltd.; Director and Chief Executive Officer, Carnaby Energy Ltd.; and Executive Vice

President and Chief Operating Officer, Ember Resources Inc. Terry is a professional engineer (P. Eng) and has a Bachelor of Science (B.Sc.), Civil Engineering from the University of Calgary.

Mr. Meek will allocate approximately 25% of his time to the Resulting Issuer. Mr. Meek has not entered into any non-competition or non-disclosure agreement with the Issuer, nor does he propose to enter into such an agreement with the Resulting Issuer.

Jonah Nguyen, 33, CFO and Director

Jonah is currently the Chief Financial Officer and a director of Sleeping Giant. Jonah is also the Chief Financial Officer of Highpoint Developments (“**Highpoint**”), where he oversees various financial and strategic responsibilities including finance and accounting, investor relations, business development, treasury, and tax. Jonah has a broad range of financial experience in publicly traded oil & gas and energy services companies, including leadership in treasury, banking relations, and financial planning and analysis. Prior to joining Highpoint, Jonah held senior finance and corporate development roles at CES Energy Solutions and Pipestone Energy. Jonah also worked in the audit and M&A advisory practices at Deloitte LLP, where he obtained his Chartered Professional Accountant Designation. Jonah holds a Bachelor of Commerce in Accounting from Saint Mary’s University.

Mr. Nguyen will allocate approximately 25% of his time to the Resulting Issuer. Mr. Nguyen has not entered into any non-competition or non-disclosure agreement with the Issuer, nor does he propose to enter into such an agreement with the Resulting Issuer.

Gregory G. Turnbull, KC, 69, Independent Director

Greg is currently a director of Sleeping Giant. Greg is also a strategic advisor for Fasken Martineau DuMoulin LLP. Prior to joining Fasken, Greg was a long-time partner and managing partner at McCarthy Tétrault LLP. Greg has extensive experience in corporate governance matters providing advice to boards of directors and special committees, also in finance and securities transactions, including public and private share and debt financings, takeover bids, initial public offerings, business combinations and international stock exchange listings. Greg has previously served as an officer or director of many public and private companies, including as the Chair of Alberta Health Services and Chair of the Calgary Zoo. Greg holds a Bachelor of Arts degree (with honours) from Queen’s University and a Bachelor of Laws degree from the University of Toronto.

Mr. Turnbull will allocate approximately 10% of his time to the Resulting Issuer. Mr. Turnbull has not entered into any non-competition or non-disclosure agreement with the Issuer, nor does he propose to enter into such an agreement with the Resulting Issuer.

John F. Elliott, 72, Independent Director

John is currently a director of Sleeping Giant. John has over 40 years of experience in construction and technology-enabled engineering. He was President and CEO of Pure Technologies Ltd. (“**Pure**”) until the company was acquired by Xylem, a leading provider of water technologies and solutions, in February 2018. During his tenure, John was instrumental in building Pure into a world leader in technology-driven condition assessment, monitoring and analysis of water, wastewater and oil and gas pipelines. From April 2018 until June 2020, he was a Director of DIRT Environmental Solutions Ltd. (DRT:TSX), a technology-enabled provider of high-quality customized prefabricated wall systems for building interiors. John is an Executive Advisor at WaterNext, a cleantech accelerator, and Thales-Water Advisors, an advisory firm that supports growth and creates value in the water industry. Prior to joining Pure, his experience included general management and engineering roles with several leading construction companies. He holds a Bachelor of Engineering degree from National University of Ireland (University College Cork).

Mr. Elliott will allocate approximately 10% of his time to the Resulting Issuer. Mr. Elliott has not entered into any non-competition or non-disclosure agreement with the Issuer, nor does he propose to enter into such an agreement with the Resulting Issuer.

Gord Cameron, 43, Corporate Secretary

Mr. Cameron is currently a partner with Stikeman Elliott LLP and has been a practicing lawyer in Alberta since 2009. Mr. Cameron's law practice focuses on corporate finance and securities, mergers and acquisitions, corporate governance, and general corporate matters. Mr. Cameron has a Bachelor of Laws from the University of Western Ontario and a Bachelor of Arts and a Bachelor of Education from Lakehead University.

Mr. Cameron expects to devote 5% of his time to perform the work required in connection with acting as the Corporate Secretary of the Resulting Issuer. Mr. Cameron has not entered into any non-competition or non-disclosure agreement with the Issuer, nor does he propose to enter into such an agreement with the Resulting Issuer.

Corporate Cease Trade Orders or Bankruptcies

Other than as set forth below, no proposed director, officer or promoter of the Resulting Issuer, or a securityholder anticipated to hold sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer is, or within 10 years before the date of this Filing Statement has been, a director, officer or promoter of any other issuer that, while that Person was acting in that capacity:

- (a) was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under Applicable Securities Law, for a period of more than 30 consecutive days; or
- (b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Turnbull served as a Director of Sonde Resources Corp. ("**Sonde**"), a former TSXV listed issuer, from September 2009 until his resignation on March 27, 2014. Sonde filed for bankruptcy on February 2, 2015, after Mr. Turnbull had left the board of directors. The filing was made pursuant to the provisions of the *Bankruptcy and Insolvency Act (Canada)*. FTI Consulting Canada Inc. was appointed as Trustee in Bankruptcy.

Mr. Meek served as President and CEO of Point Loma Resources Ltd. (formerly, Point Loma Energy Ltd.) ("**Point Loma**"), which was an issuer that was listed on the TSXV. On June 5, 2020, the Alberta Securities Commission issued a cease trade order against Point Loma for failing to file audited annual financial statements, annual management's discussion and analysis and certification of the annual filings for the year ended 31 December 2019. The cease trade order is still in effect.

Mr. Meek served as President and CEO of Point Loma, from September 2014 until his resignation on May 21, 2020. On June 8, 2020, the Court of King's Bench of Alberta granted an application by the Orphan Well Association to appoint BDO Canada Limited (the "**Receiver**") to act as receiver and manager over the assets, undertakings and property of Point Loma, excepting any and all assets, undertakings and property of Point Loma located in the Province of Saskatchewan. The Receiver retained Sproul Asset Management Limited to assist with the day-to-day management and operations of Point Loma's assets. The Receiver engaged Sayer Energy Advisors to administer a sales process in respect of Point Loma's oil and gas interests.

Penalties or Sanctions

No proposed director, officer or promoter of the Resulting Issuer, or a securityholder anticipated to hold sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, has

- (a) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a Securities Regulatory Authority or has entered into a settlement agreement with a Securities Regulatory Authority; or
- (b) been subject to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body, that would be likely to be considered important to a reasonable securityholder making a decision about the Acquisition.

Personal Bankruptcies

No proposed director, officer or promoter of the Resulting Issuer, or a securityholder anticipated to hold sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, or a personal holding company of any such persons, has, within the 10 years before the date of this Filing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer or promoter.

Conflicts of Interest

Directors and officers of the Resulting Issuer may also serve as directors and/or officers of other companies and may be presented from time to time with situations or opportunities which give rise to apparent conflicts of interest which cannot be resolved by arm's length negotiations but only through exercise by the directors and officers of such judgment as is consistent with their fiduciary duties to the Resulting Issuer which arise under applicable corporate law, especially insofar as taking advantage, directly or indirectly, of information or opportunities acquired in their capacities as directors or officers of the Resulting Issuer. It is expected that all conflicts of interest will be resolved in accordance with the ABCA. It is expected that any transactions with directors and officers will be on terms consistent with industry standards and sound business practice in accordance with the fiduciary duties of those persons to the Resulting Issuer, and, depending upon the magnitude of the transactions and the absence of any disinterested board members, may be submitted to the shareholders for their approval.

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Resulting Issuer that are, or have been within the last five years, directors, officers or promoters of other reporting issuers:

| Name | Name of Reporting Issuer | Trading Market | Position | From | To |
|-------------------------|--|-----------------------|-----------------|----------------|----------------|
| Gregory G. Turnbull, KC | SNDL Inc. | NASDAQ | Director | October 2018 | Present |
| | Oyster Oil and Gas Ltd. | TSXV | Director | July 2014 | March 2019 |
| | Storm Resources Ltd. | TSX | Director | August 2010 | December 2021 |
| | Target Capital Inc. | TSXV | Director | December 2017 | September 2020 |
| John F. Elliott | DIRTT Environmental Technologies Ltd. | TSX | Director | April 2018 | June 2020 |
| | Pure Technologies Ltd. | TSX | Director, CEO | May 2014 | January 2018 |
| Terence S. Meek | Point Loma Resources Ltd. (formerly, Point Loma Energy Ltd.) | TSXV | President, CEO | September 2014 | May 2020 |

| Name | Name of Reporting Issuer | Trading Market | Position | From | To |
|--------------|---|----------------|---------------------|--------------|----------|
| Gord Cameron | Point Loma Resources Ltd. (formerly, Point Loma Energy Ltd.) | TSXV | Corporate Secretary | June 2016 | May 2020 |
| | Simply Solventless Concentrates Ltd. (formerly, Dash Capital Corp.) | TSXV | Corporate Secretary | January 2021 | Present |

Committees of the Resulting Issuer Board

Initially, the only committee of the proposed Resulting Issuer Board will be an audit committee.

Resulting Issuer Audit Committee

The Audit Committee will be comprised of Greg Turnbull, John Elliott and Terry Meek. John Elliott and Greg Turnbull will meet the requirements for independence under NI 58-101 and NI 52-110. Terry Meek, as Chief Executive Officer of the Resulting Issuer, will not be independent under each of NI 58-101 and NI 52-110. Greg Turnbull will be the Chair of the Audit Committee. For the education and experience of each member of the Audit Committee, see “*Management and Board of Directors*” above. Each of the proposed members of the Audit Committee is financially literate within the meaning of NI 52-110. A director is “financially literate” within the meaning of NI 52-110 if they have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Resulting Issuer’s financial statements. Subject to certain exceptions, a director is “independent” within the meaning of NI 52-110 if he or she has no direct or indirect material relationship with the issuer. A “material relationship” is a relationship that could, in the view of the Resulting Issuer Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Audit Committee shall be responsible for overseeing the accounting and financial reporting practices of the Resulting Issuer and audits of the Resulting Issuer’s financial statements. The Audit Committee’s responsibilities also include the selection, recommendation and oversight of the Resulting Issuer’s independent auditors, as well as the oversight of its internal audit process and system of internal controls over financial reporting and disclosure. The Audit Committee shall also be responsible for the pre-approval of all non-audit services to be provided to the Resulting Issuer by its independent auditors. The Audit Committee shall review and confirm the independence of the independent auditors by obtaining statements from the independent auditors describing all relationships with the Resulting Issuer, including with respect to any non-audit services.

The full text of the proposed Audit Committee charter is attached as Appendix 4. Part 8 of Form 52-110F2 – *Disclosure by Venture Issuers* has been relied upon to be exempt from the requirements of Part 7 (External Auditor Service Fees (By Category)) of Form 52-110F2 and Section 6.1 (Composition of the Audit Committee) of NI 52-110 for the purposes of this section.

Proposed Executive Compensation

The following table outlines the anticipated compensation to be paid by the Resulting Issuer to its proposed directors Named Executive Officers for the twelve-month period after giving effect to the Transactions:

| Name Principal Position | Salary (\$) | Share- based awards (\$) | Option- based awards (#) | Non-equity incentive plan compensation | | Pension Value (\$) | All other Compensation (\$) | Total Compensation (\$) |
|---|----------------|-----------------------------------|-----------------------------------|---|-------------------------------------|-----------------------|-----------------------------------|-------------------------------|
| | | | | Annual incentive plans | Long- term incentive plans | | | |
| Terence S, Meek <i>CEO and Director</i> | 12,000 | - | - | - | - | - | - | 12,000 |
| Jonah Nguyen <i>CFO and Director</i> | 12,000 | - | - | - | - | - | - | 12,000 |

Indebtedness of Directors and Executive Officers

None of the proposed directors, executive officers or employees of the Resulting Issuer, or Associates of such persons is, or has been, indebted to Sleeping Giant or any subsidiary thereof, or indebted to another entity that is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Sleeping Giant or any subsidiary thereof at any time since the beginning of the last completed financial year of Sleeping Giant and no indebtedness remains outstanding as at the date of this Filing Statement.

Investor Relations Arrangements

It is not expected that the Resulting Issuer will enter into any investor relations agreement during the current fiscal year.

Options to Purchase Securities

Upon completion of the Transactions, the Resulting Issuer's stock option plan will be that of Sleeping Giant. See "*Information Concerning the Issuer – Stock Option Plan*". As of this Filing Statement, assuming the completion of the Acquisition, employees, directors, officers, consultants, agents and underwriters of the Resulting Issuer shall have the following outstanding options and other rights to purchase Resulting Issuer Shares:

| Category of Optionholder | Number of Options (maximum Offering) ⁽¹⁾ | Number of Options (minimum Offering) ⁽²⁾ | Exercise Price | Expiry Date |
|---|--|--|----------------|---|
| Proposed executive officers of the Resulting Issuer ⁽³⁾ | 734,429 | 668,400 | \$0.10-\$0.15 | July 15, 2031-May 31, 2034 ⁽⁶⁾ |
| Proposed non-executive directors of the Resulting Issuer ⁽⁴⁾ | 489,619 | 445,600 | \$0.10-\$0.15 | July 15, 2031-May 31, 2034 ⁽⁶⁾ |
| Proposed employees or consultant of the Resulting Issuer ⁽⁵⁾ | 177,618 | 133,600 | \$0.10-\$0.15 | July 15, 2031-May 31, 2034 ⁽⁶⁾ |
| Resulting Issuer Agent Options | 500,000 | 500,000 | \$0.10 | June 15, 2026 |
| Total | 1,901,666 | 1,747,600 | | |

Notes:

- (1) Assumes 621,666 Resulting Issuer Options are granted upon Completion of the Qualifying Transaction. See "*Information Concerning the Resulting Issuer – Description of Securities - Resulting Issuer Options*".
- (2) Assumes 467,600 Resulting Issuer Options are granted upon Completion of the Qualifying Transaction. See "*Information Concerning the Resulting Issuer – Description of Securities - Resulting Issuer Options*".
- (3) Consists of 3 proposed Resulting Issuer officers, being: Terry Meek, Jonah Nguyen and Gord Cameron.

- (4) Consists of 2 proposed Resulting Issuer non-executive directors, being: Greg Turnbull and John Elliott.
- (5) Consists of 2 consultants, being: Peter Hanrahan and Ken Frankiw, senior officers of Harvard.
- (6) Assumes the Resulting Issuer Options granted upon Completion of the Qualifying Transaction are granted on May 31, 2024.

Escrowed Securities

On completion of the Transactions, to the knowledge of Sleeping Giant and the Vendor, as of the date of this Filing Statement, certain Resulting Issuer Shares are expected to be subject to various escrow arrangements, including: the CPC Escrow Agreement and the Value Security Escrow Agreement, as applicable.

CPC Escrow Agreement

The 2,800,000 Sleeping Giant Shares issued prior to the Sleeping Giant IPO at a price of \$0.05 per Sleeping Giant Share and the 780,000 Sleeping Giant Options outstanding as of the date hereof have been deposited with the CPC Escrow Agent under the CPC Escrow Agreement.

The CPC Escrow Agreement provides that the Sleeping Giant Shares held thereunder and the beneficial ownership of or interest in them may not be sold, assigned, hypothecated, transferred within escrow, or dealt with in any manner without the prior written consent of the TSXV.

All Sleeping Giant Shares acquired on exercise of Sleeping Giant Options prior to the Completion of the Qualifying Transaction will be subject to escrow under the CPC Escrow Agreement until the Final QT Exchange Bulletin is issued. In addition, all Sleeping Giant Shares acquired in the secondary market prior to the Completion of the Qualifying Transaction by any person or company who becomes a Control Person are required, pursuant to the TSXV Policy 2.4, to be deposited in escrow under the CPC Escrow Agreement. Subject to certain exemptions permitted by the TSXV, all securities of Sleeping Giant held by Principals (as such term is defined by TSXV Policy 1.1 – *Interpretation*) of the Resulting Issuer, will also be escrowed.

The following table sets out, as at the date hereof, the number of Sleeping Giant Shares and Sleeping Giant Options that are held in escrow pursuant to the CPC Escrow Agreement:

| Name and Municipality of Residence | Designation of Class | Number of Securities Held in Escrow | Percentage of Class Outstanding Prior to the Qualifying Transaction ⁽¹⁾ |
|--|------------------------|-------------------------------------|--|
| Terence S. Meek Calgary, Alberta | Sleeping Giant Shares | 300,000 | 3.85% |
| | Sleeping Giant Options | 156,000 | 20.00% |
| Jonah Nguyen Calgary, Alberta | Sleeping Giant Options | 156,000 | 20.00% |
| Gregory G. Turnbull, KC Calgary, Alberta | Sleeping Giant Shares | 500,000 | 6.41% |
| | Sleeping Giant Options | 156,000 | 20.00% |
| John F. Elliott Calgary, Alberta | Sleeping Giant Shares | 400,000 | 5.13% |
| | Sleeping Giant Options | 156,000 | 20.00% |
| Gordon Cameron Calgary, Alberta | Sleeping Giant Shares | 500,000 | 6.41% |
| | Sleeping Giant Options | 156,000 | 20.00% |
| James Pasieka | Sleeping Giant Shares | 100,000 | 1.28% |

| Name and Municipality of Residence | Designation of Class | Number of Securities Held in Escrow | Percentage of Class Outstanding Prior to the Qualifying Transaction ⁽¹⁾ |
|------------------------------------|-------------------------------|-------------------------------------|--|
| Cheryl Bernard | Sleeping Giant Shares | 100,000 | 1.28% |
| Blair Pytak | Sleeping Giant Shares | 100,000 | 1.28% |
| Steven Damberger | Sleeping Giant Shares | 500,000 | 6.41% |
| Lonn Bate | Sleeping Giant Shares | 300,000 | 3.85% |
| Total | Sleeping Giant Shares | 2,800,000 | 35.90% |
| | Sleeping Giant Options | 780,000 | 100.00% |

Note:

(1) Based on 7,800,000 Sleeping Giant Shares and 780,000 Sleeping Giant Options outstanding as of the date hereof.

On Completion of the Qualifying Transaction, the CPC Escrow Agreement will be amended and restated to include the 156,000 Sleeping Giant Options granted to Jonah Nguyen on April 28, 2022 and the 100,000 Sleeping Giant Shares to be acquired by Jonah Nguyen pursuant to the Offering.

Where the CPC Escrow Shares are held by a non-individual (a "**holding company**"), each holding company pursuant to the CPC Escrow Agreement has agreed, or will agree, not to carry out any transactions during the currency of the CPC Escrow Agreement which would result in a change of control of the holding company, without the consent of the TSXV. Any holding company must sign an undertaking to the TSXV that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities if such issuance or transfer could reasonably result in a change of control of the holding company. In addition, the TSXV may require an undertaking from any Control Person of the holding company not to transfer the shares of that company.

Pursuant to the CPC Escrow Agreement, the Resulting Issuer Shares subject to the CPC Escrow Agreement (previously being the Sleeping Giant Shares subject to escrow under the CPC Escrow Agreement) shall be released as follows:

| Release Date | Percentage of Total Escrowed Securities to be Released |
|--|--|
| On the issuance of the Final QT Exchange Bulletin | 25% |
| 6 months after the issuance of the Final QT Exchange Bulletin | 25% |
| 12 months after the issuance of the Final QT Exchange Bulletin | 25% |
| 18 months after the issuance of the Final QT Exchange Bulletin | 25% |

Value Security Escrow Agreement

In accordance with TSXV Policy 5.4, as the securities to be issued pursuant to the Qualifying Transaction will be Value Securities (as defined below), all the securities issued to Principals (as such term is defined by TSXV Policy 1.1 – *Interpretation*) of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security escrow agreement (a "**Value Security Escrow Agreement**"). "Value securities" are securities issued pursuant to a transaction for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the TSXV, or securities that are otherwise determined by the TSXV to be "value securities" and required to be placed in escrow under a Value Security Escrow Agreement.

In the event the Resulting Issuer will be a TSXV Tier 2 issuer when the Final QT Exchange Bulletin is issued, the Value Security Escrow Agreement will provide for a three-year escrow release mechanism in accordance with the following timeline:

| Release Date | Percentage of Total Escrowed Securities to be Released |
|--|--|
| On the issuance of the Final QT Exchange Bulletin | 10% |
| 6 months after the issuance of the Final QT Exchange Bulletin | 15% |
| 12 months after the issuance of the Final QT Exchange Bulletin | 15% |
| 18 months after the issuance of the Final QT Exchange Bulletin | 15% |
| 24 months after the issuance of the Final QT Exchange Bulletin | 15% |
| 30 months after the issuance of the Final QT Exchange Bulletin | 15% |
| 36 months after the issuance of the Final QT Exchange Bulletin | 15% |

The following are the Resulting Issuer Shareholders and the number and percentage of each class of securities of the Resulting Issuer that are anticipated to be held in escrow pursuant to the Value Security Escrow Agreement after giving effect to the Qualifying Transaction:

| Name and Municipality of Residence | Designation of Class | Number of Securities to be Held in Escrow | Percentage of Class After Giving Effect to the Qualifying Transaction (maximum Offering) ⁽¹⁾ | Percentage of Class After Giving Effect to the Qualifying Transaction (minimum Offering) ⁽²⁾ |
|--|--------------------------------|---|---|---|
| Harvard Energy Partnership ⁽³⁾ Alberta | Resulting Issuer Shares | 4,550,000 | 32.46% | 36.47% |
| Total | Resulting Issuer Shares | 4,550,000 | 32.46% | 36.47% |

Notes:

- (1) Assumes the maximum Offering is completed., resulting in 14,016,667 Resulting Issuer Shares outstanding after giving effect to the Transactions. See "Information Concerning the Qualifying Transaction and the Assets – Offering".
- (2) Assumes the minimum Offering is completed, resulting in 12,476,000 Resulting Issuer Shares outstanding after giving effect to the Transactions. See "Information Concerning the Qualifying Transaction and the Assets – Offering".
- (3) Controlled by Paul Hill and Neal Blue.

Auditor, Transfer Agent, and Registrar

The auditor of the Resulting Issuer, until the first annual meeting of shareholders, will be Deloitte LLP, unless they resign or are removed in accordance with the ABCA.

The transfer agent and registrar of the Resulting Issuer will be Odyssey Trust Company at its office at 1230-300 5 Avenue SW, Calgary, Alberta T2P 3C4.

RISK FACTORS

Investment in the Sleeping Giant Shares (and correspondingly those of the Resulting Issuer) should be considered highly speculative due to the current stage of Sleeping Giant's respective development as well as the nature of the proposed business of the Resulting Issuer. An investment in the Resulting Issuer will be subject to certain material risks and investors should not invest in securities of the Resulting Issuer unless they can afford to lose their entire investment.

The risks presented below may not be all of the risks that Sleeping Giant or the Resulting Issuer may face. It is believed that these are the factors that could cause actual results to be different from expected and historical results. Other sections of this Filing Statement include additional factors that could have an effect on the business and financial performance of the Resulting Issuer's business following the completion of the Transactions. The market in which the Resulting Issuer will compete is very competitive and changes rapidly. Sometimes new risks emerge, and management may not be able to predict all of them or be able to predict how they may cause actual results to be different from those contained in any forward-looking statements. If any of the following risks actually occur, the Resulting Issuer's business, financial condition and operating results could be materially and adversely affected. Readers should not rely upon forward-looking statements as a prediction of future results.

In evaluating Sleeping Giant, the Assets and the Resulting Issuer and their prospective businesses, investors should carefully consider the following risks, in addition to the other information and risk factors contained in this Filing Statement, including in "*Information Concerning the Resulting Issuer*".

Risks relating to the Acquisition

Sleeping Giant may not satisfy all requirements or obtain the necessary approvals for completion of the Acquisition on satisfactory terms or at all

Completion of the Acquisition is subject to the completion of a number of conditions, certain of which are outside the control of Sleeping Giant, including, but not limited to: (a) receipt of TSXV conditional approval for the Acquisition and the issuance of Sleeping Giant Shares pursuant to the Acquisition; and (b) receipt of all required regulatory, governmental and third-party approvals. There can be no certainty, nor can Sleeping Giant provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied. The requirement to take certain actions or to agree to certain conditions to satisfy such requirements or obtain any such approvals may have a material adverse effect on the business and affairs of the Resulting Issuer or the trading price of Resulting Issuer Shares, after completion of the Acquisition.

The Purchase and Sale Agreement may be terminated in certain circumstances

Each of Sleeping Giant and the Vendor has the right to terminate the Purchase and Sale Agreement in certain circumstances including that certain conditions to the obligations of Sleeping Giant and the Vendor have not been completed or waived in accordance with the terms of the Purchase and Sale Agreement, or the Acquisition has not been completed by the completion date set out in the Purchase and Sale Agreement. Accordingly, there is no certainty, nor can Sleeping Giant provide any assurance, that the Purchase and Sale Agreement will not be terminated by either Sleeping Giant or the Vendor before the completion of the Acquisition. See "*Information Concerning the Qualifying Transaction and the Assets – The Purchase and Sale Agreement*".

Sleeping Giant expects to incur significant costs in connection with the Acquisition

Sleeping Giant will incur significant direct transaction costs in connection with the Acquisition. Actual direct transaction costs incurred in connection with the Acquisition may be higher than expected. Moreover, certain of Sleeping Giant's costs related to the Acquisition, including legal, accounting, and TSXV costs, must be paid even if the Acquisition is not completed.

Sleeping Giant has not verified the reliability of the information regarding the Assets included in, or which may have been omitted from, this Filing Statement

All historical information regarding the Assets contained in this Filing Statement, including the information regarding the Assets contained in the Reserves Report, has been provided by the Vendor. Although Sleeping Giant has no reason to doubt the accuracy or completeness of such information, any inaccuracy or material omission in the information about or relating to the Assets contained in this Filing Statement could result in unanticipated liabilities or expenses, increase the cost of integrating the Assets or adversely affect the operational plans of the Resulting Issuer and its results of operations and financial condition.

Potential undisclosed liabilities associated with the Acquisition

In connection with the Acquisition, there may be liabilities that Sleeping Giant failed to discover or was unable to quantify in its due diligence, which it conducted prior to the execution of the Purchase and Sale Agreement and Sleeping Giant may not be indemnified for some or all of these liabilities.

Operational, environmental and reserves risks relating to the Assets

Acquisitions of oil and gas properties or companies are based in large part on engineering, environmental and economic assessments made by the acquiror, independent engineers and consultants. These assessments include a series of assumptions regarding such factors as recoverability and marketability of oil and natural gas, environmental restrictions and prohibitions regarding releases and emissions of various substances, future prices of oil and gas and operating costs, future capital expenditures and royalties and other government levies which will be imposed over the producing life of the resources and reserves, if any. Many of these factors are subject to change and will be beyond the control of the Resulting Issuer. All such assessments involve a measure of geologic, engineering, environmental and regulatory uncertainty that could result in lower production and reserves, if any, or higher operating or capital expenditures than anticipated. Although select title and environmental reviews were conducted prior to the Transactions, such reviews cannot guarantee that any unforeseen defects in the chain of title will not arise to defeat the Resulting Issuer's title to the Assets or that environmental defects, liabilities or deficiencies do not exist or are greater than anticipated. Such deficiencies or defects could adversely affect the value of the Assets and the Resulting Issuer Shares.

Risks relating to Sleeping Giant and the Resulting Issuer

Nature of Business of Sleeping Giant and the Resulting Issuer

Sleeping Giant has no history of earnings. Subject to the completion of the Acquisition, Sleeping Giant's continued operation will be dependent upon its ability to generate operating revenues and to procure additional financing.

An investment in Sleeping Giant or the Resulting Issuer should be considered highly speculative due to the nature of the Resulting Issuer's anticipated involvement in the exploration for, and the acquisition, production and marketing of, oil and natural gas reserves and its current stage of development. Oil and gas operations involve many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. There is no assurance that any commercial quantities of oil and natural gas will be discovered or acquired by the Resulting Issuer.

Commodity Price Volatility

The Resulting Issuer's results of operations and financial condition are dependent on the prevailing prices of crude oil and natural gas. Crude oil and natural gas prices have fluctuated widely in the recent past and are subject to fluctuations in response to relatively minor changes in supply, demand, market uncertainty and other factors that are beyond the Resulting Issuer's control. Crude oil and natural gas prices are impacted by a number of factors including, but not limited to: the global supply of and demand for crude oil

and natural gas; global economic conditions; the actions of OPEC; government regulation; political stability; the ability to transport crude to markets; developments related to the market for liquefied natural gas; the availability and prices of alternate fuel sources; weather conditions; and climate change regulation and mandates. In addition, significant growth in crude production volumes in western Canada and the northern United States has resulted in pressure on transportation and pipeline capacity, contributing to the widening of the oil pricing differential between WTI and Western Canadian Select, resulting in fluctuations in the price of oil and natural gas. All of these factors are beyond the Resulting Issuer's control and can result in a high degree of price volatility.

Fluctuations in currency exchange rates further compound this volatility when the commodity prices, which are generally set in United States dollars, are stated in Canadian dollars. The Resulting Issuer's financial performance also depends on revenues from the sale of commodities which differ in quality and location from underlying commodity prices quoted on financial exchanges. Of particular importance are the price differentials between the Resulting Issuer's light/medium oil and quoted market prices. Not only are these discounts influenced by regional supply and demand factors, but they are also influenced by other factors such as transportation costs, capacity and interruptions; refining demand; the availability and cost of diluent used to blend and transport product; and the quality of the oil produced, all of which are beyond the Resulting Issuer's control.

Fluctuations in the price of commodities and associated price differentials may impact the value of the Resulting Issuer's assets and the ability to maintain its business and to fund growth projects. Prolonged periods of commodity price depression and volatility may also negatively impact the Resulting Issuer's ability to meet guidance targets and meet all of its financial obligations as they come due. Any substantial and extended decline in the price of oil and gas would have an adverse effect on the Resulting Issuer's carrying value of its properties, borrowing capacity, revenues, profitability and future cash flows from operations, and may have a material adverse effect on the Resulting Issuer's business, financial condition, results of operations, prospects and the level of expenditures for the development of oil and natural gas properties, including delay or cancellation of existing or future drilling or development programs or curtailment in production.

Any material or sustained decline in prices could result in a reduction of the Resulting Issuer's net production revenue in the future, if any. The economics of producing from some wells may change as a result of lower prices, which could result in reduced production of oil or gas and a reduction in the volumes of the Resulting Issuer's reserves, if any. The Resulting Issuer might also elect not to produce from certain wells at lower prices. All of these factors could result in a material decrease in the Resulting Issuer's expected net production revenue, if any, and a reduction in its oil and gas acquisition, development and exploration activities.

Crude oil and natural gas prices are expected to remain volatile for the near future as a result of market uncertainties over the supply and the demand of these commodities due to the current state of the world economies and OPEC actions. Volatile oil and gas prices make it difficult to estimate the value of producing properties for acquisition and often cause disruption in the market for oil and gas producing properties, as buyers and sellers have difficulty agreeing on such value. Price volatility also makes it difficult to budget for and project the return on acquisitions and development and exploitation projects.

The Resulting Issuer will conduct regular assessments of the carrying value of its assets in accordance with IFRS. If crude oil and natural gas prices decline significantly and remain at low levels for an extended period of time, the carrying value of the Resulting Issuer's assets may be subject to impairment.

Capital Lending Markets

As a result of recent economic uncertainties in the oil and gas industry and, in particular, the lack of risk capital available to the junior resource sector, the Resulting Issuer, along with other junior resource entities, may have reduced access to bank debt and to equity. As future capital expenditures will be financed out of funds generated from operations, bank borrowings, if available, and possible issuances of debt or equity securities, the Resulting Issuer's ability to fund future capital expenditures is dependent on, among other

factors, the overall state of lending and capital markets and investor and lender appetite for investments in the energy industry, generally, and the Resulting Issuer's securities in particular.

To the extent that external sources of capital become limited, unavailable or available only on onerous terms, the Resulting Issuer's ability to invest and to maintain existing assets may be impaired, and its assets, liabilities, business, financial condition and results of operations may be materially and adversely affected as a result.

Operational Dependence

Other companies operate some of the assets in which the Resulting Issuer will have an interest. In such cases, the Resulting Issuer will have limited ability to exercise influence over the operation of those assets or their associated costs, which could adversely affect the Resulting Issuer's financial performance. The Resulting Issuer's return on assets operated by others may therefore depend upon a number of factors that may be outside of the Resulting Issuer's control, including the timing and amount of capital expenditures, the operator's expertise and financial resources, the approval of other participants, the selection of technology and risk management practices.

Markets and Marketing

The marketability and price of crude oil and natural gas that may be acquired or discovered by the Resulting Issuer is, and will continue to be, affected by numerous factors beyond its control. The Resulting Issuer's ability to market its crude oil and natural gas, if any, may depend upon its ability to acquire space on pipelines that deliver natural gas to commercial markets. The Resulting Issuer may also be affected by deliverability uncertainties related to the proximity of its properties to pipelines and processing and storage facilities and operational problems affecting such pipelines and facilities as well as extensive government regulation relating to price, taxes, royalties, land tenure, allowable production, the export of oil and natural gas and many other aspects of the oil and gas business.

Exploration and Production Risks

Oil and natural gas operations involve many risks that even a combination of experience, knowledge and careful evaluation may not be able to overcome. The long-term commercial success of the Resulting Issuer depends on its ability to find, acquire, develop and commercially produce oil and natural gas reserves. Without the continual addition of new reserves, any existing reserves that the Resulting Issuer may have, and the production therefrom, will decline over time as such reserves are exploited. A future increase in the Resulting Issuer's reserves will depend not only on its ability to explore for and develop any properties it may have from time to time, but also on its ability to select and acquire suitable producing properties or prospects. No assurances can be given that the Resulting Issuer will be able to continue to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Resulting Issuer may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participations uneconomic. There is no assurance that commercial quantities of oil and natural gas will be discovered or acquired by the Resulting Issuer. It is difficult to project the costs of implementing an exploratory or developmental drilling program due to the inherent uncertainties of drilling in unknown formations, the costs associated with encountering various drilling conditions such as over-pressurized geological zones and tools lost in the hole, and changes in drilling plans and locations as a result of prior exploratory wells or additional seismic data and interpretations thereof.

Future oil and natural gas exploration or development may involve unprofitable efforts, not only from dry wells, but from wells that are productive but do not produce sufficient net revenues to return a profit after drilling, completion, operating, royalty, taxes and other costs. Completion of a well does not assure a profit on the investment or recovery of drilling, completion, operating, royalty, taxes and other costs. In addition, drilling hazards or environmental damage could greatly increase the cost of operations, and various field operating conditions may adversely affect the production from successful wells. These conditions include delays in obtaining governmental approvals or consents, shut-ins of wells resulting from extreme weather

conditions or otherwise, insufficient storage or transportation capacity or other geological and mechanical conditions. While close well supervision and effective maintenance operations can contribute to maximizing production rates over time, production delays and declines from normal field operating conditions cannot be eliminated and can be expected to adversely affect revenue, cash flow and financial condition levels to varying degrees.

Oil and natural gas exploration, development and production operations are subject to all the risks and hazards typically associated with such operations, including but not limited to hazards such as fire, explosion, blowouts, cratering, sour gas releases and spills, each of which could result in substantial damage to natural gas wells, production facilities, other property and the environment or personal injury. In particular, the Resulting Issuer may encounter, explore for and produce sour natural gas in certain areas. An unintentional leak of sour natural gas could result in personal injury, loss of life or damage to property and may necessitate an evacuation of populated areas, all of which could result in liability to governments and third parties and may require the Resulting Issuer to incur significant costs to remedy such leak. In accordance with industry practice, the Resulting Issuer is not fully insured against all of these risks, nor are all such risks generally insurable. Although the Resulting Issuer will maintain liability insurance in an amount that it considers consistent with industry practice, the nature of these risks is such that liabilities could significantly exceed policy limits, in which event the Resulting Issuer could incur significant costs that could have a material adverse effect upon its financial condition.

Oil and gas operations are also subject to all the risks typically associated with such operations, including but not limited to encountering unexpected formations or pressures, premature decline of reservoirs and the invasion of water into producing formations. Losses resulting from the occurrence of any of these risks could have a material adverse effect on the Resulting Issuer's business, financial condition, results of operations and prospects.

Fiscal and Royalty Regimes

In addition to federal regulation, each province has legislation and regulations which govern land tenure, drilling and construction permits, royalties, production rates, environmental protection and other matters. The royalty regime is a significant factor in the profitability of oil and natural gas production. Royalties payable on production from lands other than Crown lands are determined by negotiations between the mineral owner and the lessee. Crown royalties are determined by governmental regulation and are generally calculated as a percentage of the value of the gross production, and the rate of royalties payable generally depends in part on well productivity, geographical location, field discovery data and the type or quality of the petroleum product produced.

Regulatory

The petroleum industry is subject to regulation and intervention by governments in such matters as the awarding of exploration and production interests, the imposition of specific drilling obligations, environmental protection controls, control over the development and abandonment of fields (including restrictions on production) and possibly expropriation or cancellation of contract rights. The Resulting Issuer's operations require licences from various governmental authorities. There can be no assurances that the Resulting Issuer will be able to obtain all necessary licences and permits that may be required to carry out exploration and development at its projects. As well, governments may regulate or intervene with respect to price, taxes, royalties and the ability to export oil and natural gas. Such regulations may be changed from time to time in response to economic or political conditions. The implementation of new regulations or the modification of existing regulations affecting the oil and gas industry could reduce demand for oil and natural gas, increase costs and may have a material adverse impact on the Resulting Issuer. Export sales are subject to the authorization of provincial and federal government agencies and the corresponding governmental policies of foreign countries. Development of reserves, if any, and rates of return are also susceptible to changes in national fiscal policy.

There can be no assurances that the Resulting Issuer will be able to obtain all necessary licences and permits that may be required to carry out exploration and development at its properties. The further

development of the Resulting Issuer's properties may require the applicable regulatory authorities to approve the plans with respect to the drilling and development of such properties. A failure to obtain such approval on a timely basis or the imposition of material conditions by regulatory authorities in connection with the approval may materially affect the prospects of the Resulting Issuer.

Aboriginal Claims

Aboriginal peoples have claimed aboriginal title and rights to a substantial portion of western Canada. Certain aboriginal peoples have filed a claim against the Government of Canada, the Province of Alberta, certain governmental entities and certain regional municipalities claiming, among other things, aboriginal title to large areas of land. Such claims, if they arise in the future and are successful, could have a significant adverse effect on the projects of the Resulting Issuer and on the Resulting Issuer.

Insurance

The Resulting Issuer's involvement in the exploration for and development of oil and gas properties may result in the Resulting Issuer becoming subject to liability for pollution, blow-outs, property damage, personal injury or other hazards. Although the Resulting Issuer will obtain insurance in accordance with industry standards to address such risks, such insurance has limitations on liability that may not be sufficient to cover the full extent of such liabilities. In addition, such risks may not, in all circumstances be insurable or, in certain circumstances, the Resulting Issuer may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or for other reasons. The payment of such uninsured liabilities would reduce the funds available to the Resulting Issuer. The occurrence of a significant event that the Resulting Issuer is not fully insured against, or the insolvency of the insurer of such event, could have a material adverse effect on the Resulting Issuer's financial position, results of operations or prospects.

Project Risks

The Resulting Issuer is expected to manage and participate in a variety of small and large projects in the conduct of its business. Project delays may delay expected revenues, if any, from operations. Project cost estimates may not be accurate due to a lack of history of comparable projects. Furthermore, significant project cost over-runs could make a project uneconomic.

The Resulting Issuer's ability to execute projects and market oil and natural gas, if applicable, will depend upon numerous factors beyond the Resulting Issuer's control, including: the availability of processing capacity; the availability and proximity of pipeline capacity; the availability of storage capacity; the supply of and demand for oil and natural gas; the availability of alternative fuel sources; the effects of inclement weather; the availability of drilling and related equipment; unexpected cost increases; accidental events; currency fluctuations; changes in regulations; the availability and productivity of skilled labour; and the regulation of the oil and natural gas industry by various levels of government and governmental agencies. Because of these factors, the Resulting Issuer could be unable to execute projects on time, on budget or at all, and, if applicable, may not be able to effectively market the oil and natural gas that it produces.

Substantial Capital Requirements and Liquidity

The Resulting Issuer anticipates that it will make substantial capital expenditures for the acquisition, exploration, development and production of oil and natural gas reserves in the future. If the Resulting Issuer's future revenues or reserves decline or are non-existent, the Resulting Issuer may have limited ability to expend the capital necessary to undertake or complete future drilling programs. There can be no assurance that debt or equity financing, or cash flow from operations, will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to the Resulting Issuer. Moreover, future activities may require the Resulting Issuer to alter its capitalization significantly. The inability of the Resulting Issuer to access sufficient capital for its

operations could have a material adverse effect on the Resulting Issuer's financial condition, results of operations or prospects.

Competition

The Resulting Issuer will actively compete for acquisitions, exploration leases, licences and concessions and skilled industry personnel with a substantial number of other oil and gas companies, many of which have significantly greater financial resources than the Resulting Issuer. The Resulting Issuer's competitors will include major integrated oil and natural gas companies and numerous other independent oil and natural gas companies and individual producers and operators.

The oil and gas industry is highly competitive. The Resulting Issuer's competitors for the acquisition, exploration, production and development of oil and natural gas properties, and for capital to finance such activities, include companies that have greater financial and personnel resources available to them than the Resulting Issuer.

The Resulting Issuer's ability to successfully bid on and acquire additional property rights, to discover reserves, to participate in drilling opportunities and to identify and enter into commercial arrangements with customers will be dependent upon developing and maintaining close working relationships with its future industry partners and joint operators and its ability to select and evaluate suitable properties and to consummate transactions in a highly competitive environment.

Changing Investor Sentiment

A number of factors, including the effects of the use of fossil fuels on climate change, the impact of oil and natural gas operations on the environment, environmental damage relating to spills of petroleum products during production and transportation and concerns of Indigenous rights, have affected certain investors' sentiments towards investing in the oil and natural gas industry. As a result of these concerns, some institutional, retail and government investors have announced that they no longer are willing to fund or invest in oil and natural gas properties or companies or are reducing the amount thereof over time. In addition, certain institutional investors are requesting that issuers develop and implement more robust social, environmental and governance policies and practices. Developing and implementing such policies and practices can involve significant costs and require a significant time commitment from the board of directors, management and employees of the Resulting Issuer. Failing to implement the policies and practices as requested by investors may result in such investors reducing their investment in the Resulting Issuer or not investing in the Resulting Issuer at all. Any reduction in the investor base interested or willing to invest in the oil and natural gas industry and more specifically, the Resulting Issuer, may result in limiting the Resulting Issuer's access to capital, increasing the cost of capital, and decreasing the price and liquidity of the Resulting Issuer's securities even if the Resulting Issuer's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause a decrease in the value of the Resulting Issuer's assets which may result in an impairment change.

Cost of New Technologies

The oil and gas industry is characterized by rapid and significant technological advancements and introductions of new products and services utilizing new technologies. Other oil and gas companies may have greater financial, technical and personnel resources that allow them to enjoy technological advantages and may in the future allow them to implement new technologies before the Resulting Issuer. There can be no assurance that the Resulting Issuer will be able to respond to such competitive pressures and implement such technologies on a timely basis or at an acceptable cost. One or more of the technologies currently utilized by the Resulting Issuer or implemented in the future may become obsolete. In such case, the Resulting Issuer's business, financial condition and results of operations could be materially adversely affected. If the Resulting Issuer is unable to utilize the most advanced commercially available technology, its business, financial condition and results of operations could be materially adversely affected.

Environmental Risks

All phases of the oil and natural gas business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and federal, provincial and municipal Laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with oil and gas operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of oil, natural gas or other pollutants into the air, soil or water may give rise to liabilities to governments and third parties and may require the Resulting Issuer to incur costs to remedy such discharge. No assurance can be given that the application of environmental Laws to the business and operations of the Resulting Issuer will not result in a curtailment of production, or a material increase in the costs of production, development or exploration activities or otherwise adversely affect the Resulting Issuer's financial condition, results of operations or prospects.

Resource and Reserve Estimates

There are numerous uncertainties inherent in estimating quantities of oil, natural gas and NGLs resources and reserves, if any, and cash flows to be derived therefrom, including many factors beyond the Resulting Issuer's control. In estimating any reserves, the chance of commerciality is effectively 100%. For prospective resources, the chance of commerciality will be the product of the chance that a project will result in a discovery of petroleum or natural gas and the chance that an accumulation will be commercially developed. There is no certainty that any portion of the prospective resources will be discovered. If discovered, there is no certainty that it will be commercially viable to produce any portion of the resources.

If some or all of the prospective resources are discovered, the future reserve and associated cash flow information and estimates represent estimates only. In general, estimates of economically recoverable oil and natural gas reserves and the future net cash flows therefrom are based upon a number of variable factors and assumptions, such as historical production from the properties, production rates, ultimate reserve recovery, timing and amount of capital expenditures, marketability of oil and gas, royalty rates, the assumed effects of regulation by governmental agencies and future operating costs, all of which may vary from actual results. For those reasons, estimates of the economically recoverable oil and natural gas reserves attributable to any particular group of properties, classification of such reserves based on risk of recovery and estimates of future net revenues expected therefrom prepared by different engineers, or by the same engineers at different times, may vary. The Resulting Issuer's actual production, revenues, taxes and development and operating expenditures with respect to its reserves, if any, will vary from estimates thereof and such variations could be material. Further, the evaluations are based in part on the assumed success of exploitation activities intended to be undertaken in future years. The reserves and estimated cash flows to be derived therefrom contained in such evaluations will be reduced to the extent that such exploitation activities do not achieve the level of success assumed in the evaluation.

Estimates of proved reserves that may be developed and produced in the future are often based upon volumetric calculations and upon analogy to similar types of reserves rather than actual production history. Estimates based on these methods are generally less reliable than those based on actual production history. Subsequent evaluation of the same reserves based upon production history and production practices will result in variations in the estimated reserves and such variations could be material.

Actual future net revenue, if any, from the Resulting Issuer's assets will be affected by other factors such as actual production levels, supply and demand for oil and natural gas, curtailments or increases in consumption by oil and natural gas purchasers, changes in governmental regulation or taxation and the impact of inflation on costs. Actual production and revenues derived therefrom will vary from the estimates, and such variations could be material.

There are numerous uncertainties inherent in estimating quantities of resources, including many factors beyond the Resulting Issuer's control, and no assurance can be given that the indicated level of resources will be realized. In general, estimates of recoverable resources are based upon a number of factors and assumptions made as of the date on which the resource estimates were determined, such as geological and engineering estimates which have inherent uncertainties, the assumed effects of regulation by governmental agencies and estimates of future commodity prices and operating costs, all of which may vary considerably from actual results. All such estimates are, to some degree, uncertain and classifications of resources are only attempts to define the degree of uncertainty involved. For these reasons, estimates of the economically recoverable oil and natural gas and the classification of such resources based on risk of recovery prepared by different engineers or by the same engineers at different times may vary substantially.

Geological risking of prospective resources addresses the probability of success for the discovery of petroleum; this risk analysis is conducted independently of probabilistic estimates of petroleum volumes and without regard to the chance of development. Principal risk elements of the petroleum system include: (a) trap and seal characteristics; (b) reservoir presence and quality; (c) source rock capacity, quality and maturity; and (d) timing, migration and preservation of petroleum in relation to trap and seal formation. Geological risk assessment is a highly subjective process dependent upon the experience and judgment of the evaluators.

Estimates with respect to resources that may be developed and produced in the future are often based upon volumetric calculations and upon analogy to similar types of resources, rather than upon actual production history. Estimates based on these methods are generally less reliable than those based on actual production history. Subsequent evaluation of the same resources based upon production history will result in variations, which may be material, in the estimated resources. Resources estimates may require revision based on actual production experience. Market price fluctuations of natural gas prices may render uneconomic the recovery of the resources.

Natural Disasters, Terrorist Acts, Public Health Crises and Other Disruptions

Natural disasters, wars, terrorist attacks, riots or civil unrest, public health crises, including epidemics, pandemics or outbreaks of new infectious disease or viruses including the novel coronavirus (COVID-19), and related events, could materially and negatively impact the Resulting Issuer's business, its revenues and ultimately its profitability. Such events or occurrences may have a materially negative affect on one or more factors upon which the Resulting Issuer's business relies, including without limitation the demand for (and therefore the price of) the natural resource products produced by the Resulting Issuer, supply chains to operate its business, and the availability of capital required by the Resulting Issuer to fund its operations.

Climate Change

The Resulting Issuer's exploration and possible future production facilities and other operations and activities will emit greenhouse gases and the Resulting Issuer may be required to comply with greenhouse gas emissions legislation at the provincial or federal level. Climate change policy is evolving at regional, national and international levels, and political and economic events may significantly affect the scope and timing of climate change measures that are ultimately put in place. Given the evolving nature of the debate related to climate change and the control of greenhouse gases and resulting requirements, it is not possible to predict the impact on the Resulting Issuer and its operations and financial condition.

Reliance on Key Personnel

The Resulting Issuer's success will depend in large measure on certain key personnel. The loss of the services of such key personnel may have a material adverse effect on the Resulting Issuer's business, financial condition, results of operations and prospects. The Resulting Issuer may not have any key person insurance in effect. The contributions of the management team to the Resulting Issuer's immediate and near-term operations are likely to be of central importance. In addition, the competition for qualified personnel in the oil and natural gas industry is intense and there can be no assurance that the Resulting

Issuer will be able to attract and retain all personnel necessary for the development and operation of its business.

Management of Growth

The Resulting Issuer may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Resulting Issuer to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Resulting Issuer to deal with this growth could have a material adverse impact on its business, operations and prospects.

Permits and Licences

The operations of the Resulting Issuer may require licences and permits from various governmental authorities. There can be no assurance that the Resulting Issuer will be able to obtain all necessary licences and permits that may be required to carry out exploration and development at its properties.

Additional Funding Requirements

The Resulting Issuer will not have any cash flow from operations and any cash flow from future operations may not be sufficient to fund its ongoing activities at all times. From time to time, the Resulting Issuer may require additional financing in order to carry out its oil and gas acquisition, exploration and development activities. Failure to obtain such financing on a timely basis could cause the Resulting Issuer to forfeit its interest in certain properties, miss certain acquisition opportunities and reduce or terminate its operations. If the Resulting Issuer's cash flow from operations and current cash balance is not sufficient to satisfy its capital expenditure requirements, there can be no assurance that additional debt or equity financing will be available to meet these requirements or available on favorable terms.

Litigation

In the normal course of the Resulting Issuer's operations, it may become involved in, named as a party to, or be the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions, related to personal injuries, property damage, property tax, land rights, the environment and contract disputes. The outcome of outstanding, pending or future proceedings cannot be predicted with certainty and may be determined adversely to the Resulting Issuer and as a result, could have a material adverse effect on the Resulting Issuer's assets, liabilities, business, financial condition and results of operations.

Breach of Confidentiality

While discussing potential business relationships or other transactions with third parties, the Resulting Issuer may disclose confidential information relating to its business, operations or affairs. Although confidentiality agreements are signed by third parties prior to the disclosure of any confidential information, a breach could put the Resulting Issuer at competitive risk and may cause significant damage to its business. The harm to the Resulting Issuer's business from a breach of confidentiality cannot presently be quantified, but may be material and may not be compensable in damages. There is no assurance that, in the event of a breach of confidentiality, the Resulting Issuer will be able to obtain equitable remedies, such as injunctive relief, from a court of competent jurisdiction in a timely manner, if at all, in order to prevent or mitigate any damage to its business that such a breach of confidentiality may cause.

Conflicts of Interest

Directors and officers of the Resulting Issuer may also be directors and officers of other oil and gas companies involved in oil and gas exploration and development, and conflicts of interest may arise between their duties as directors and officers of the Resulting Issuer and as directors and officers of such other

companies. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as apply under the ABCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the ABCA, the TSXV and Applicable Securities Laws. See "*Summary – Interests of Insiders*"

Seasonality

The level of activity in the Canadian oil and gas industry is influenced by seasonal weather patterns. Wet weather and spring thaw may make the ground unstable. Consequently, municipalities and provincial transportation departments enforce road bans that restrict the movement of rigs and other heavy equipment, thereby reducing activity levels. Also, certain oil and gas producing areas are located in areas that are inaccessible other than during the winter months because the ground surrounding the sites in these areas consists of swampy terrain. There can be no assurance that these seasonal factors will not adversely affect the timing and scope of the Resulting Issuer's exploration and development activities, which could in turn have a material adverse impact on the Resulting Issuer's business, operations and prospects.

Alternatives to and Changing Demand for Petroleum Products

Fuel conservation measures, alternative fuel requirements, increasing consumer demand for alternatives to oil and natural gas, and technological advances in fuel economy and energy generation devices could reduce the demand for crude oil and other liquid hydrocarbons. The Resulting Issuer cannot predict the impact of changing demand for oil and natural gas products, and any major changes may have a material adverse effect on the Resulting Issuer's business, financial condition, results of operations and cash flows.

Expansion into New Activities

In the future, the Resulting Issuer may acquire or move into new industry related activities or new geographical areas, may acquire different energy related assets, and as a result may face unexpected risks or alternatively, significantly increase the Resulting Issuer's exposure to one or more existing risk factors, which may in turn result in the Resulting Issuer's future operational and financial conditions being adversely affected.

Forward-Looking Information May Prove to be Inaccurate

Investors are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Additional information on the risks, assumption and uncertainties are found under the heading "*Information Contained in The Filing Statement – Forward-Looking Statements*".

GENERAL MATTERS

Sponsorship and Agent Relationship

Pursuant to TSXV Policy 2.2 – *Sponsorship and Sponsorship Requirements*, sponsorship is generally required in conjunction with a Qualifying Transaction. Sleeping Giant applied for, and was granted, an exemption from the sponsorship requirement by the TSXV.

Interests of Experts

InSite prepared the Reserves Report in respect of the Assets. As at the date hereof, the partners and Associates of InSite do not own, directly or indirectly, any of the securities of the Vendor or Sleeping Giant.

RSM Canada LLP, auditors of Sleeping Giant, have confirmed with respect to Sleeping Giant that they are independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulators.

Deloitte LLP, the auditor of the operating statements of the Assets, is independent with respect to the Vendor within the meaning of the rules of professional conduct of the Chartered Professional Accountants of Alberta.

Other Material Facts

To management's knowledge, there are no other material facts relating to Sleeping Giant, the Resulting Issuer, the Assets or the Acquisition that are not otherwise disclosed herein or are necessary in order for this Filing Statement to contain full, true and plain disclosure of all material facts relating to Sleeping Giant, the Assets or the Resulting Issuer, assuming completion of the Transactions.

Additional Information

Additional information relating to Sleeping Giant is available on SEDAR+ at www.sedarplus.ca under its profile.

Readers may contact Sleeping Giant at its head office by mail at Suite 4200, 888-3rd St SW, Calgary, Alberta T2P 5C5, to request copies of Sleeping Giant's financial statements and related MD&A. Financial information of Sleeping Giant is provided in the Sleeping Giant Financial Statements and Sleeping Giant MD&A, attached hereto in Appendix 1 and Appendix 2, respectively.

Board Approval

The Sleeping Giant Board has authorized and approved the contents of this Filing Statement and have approved the delivery of it to the appropriate regulatory agencies.

CERTIFICATE OF SLEEPING GIANT CAPITAL CORP.

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities of Sleeping Giant Capital Corp., assuming Completion of the Qualifying Transaction.

DATED this 28th day of May, 2024.

"Terry Meek" (signed)

Terry Meek
Chief Executive Officer

"Jonah Nguyen" (signed)

Jonah Nguyen
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF SLEEPING GIANT CAPITAL CORP.

"Greg Turnbull" (signed)

Greg Turnbull, KC
Director

"John F. Elliott" (signed)

John F. Elliott
Director

SLEEPING GIANT CAPITAL CORP. ACKNOWLEDGEMENT – PERSONAL INFORMATION

"Personal Information" means any information about an identifiable individual, and includes information contained in any Items in the attached Filing Statement that are analogous to Items 4.2, 11, 12.1, 15, 17.2, 18.2, 23, 24, 26, 31.3, 32, 33, 34, 35, 36, 37, 38, 40 and 41 of TSXV Form 3B1/3B2, as applicable.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

- (a) the disclosure of Personal Information by the undersigned to the TSXV (as defined in Appendix 6B) pursuant to TSXV Form 3B1/3B2; and
- (b) the collection, use and disclosure of Personal Information by the TSXV for the purposes described in Appendix 6B or as otherwise identified by the TSXV, from time to time.

DATED this 28th day of May, 2024.

SLEEPING GIANT CAPITAL CORP.

"Terence S. Meek" (signed)

Terence S. Meek
Chief Executive Officer

APPENDIX 1 – SLEEPING GIANT FINANCIAL STATEMENTS

SLEEPING GIANT CAPITAL CORP.
(A Capital Pool Corporation)
FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2023
(Expressed in Canadian Dollars)

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Sleeping Giant Capital Corp.

Opinion

We have audited the financial statements of Sleeping Giant Capital Corp. (the "Corporation"), which comprise the statement of financial position as at December 31, 2023 and 2022, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Corporation as at December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Corporation in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our auditor's report.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of the auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Corporation's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Corporation or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Corporation's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Corporation to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Sean Foley.

RSM Canada LLP

Chartered Professional Accountants
April 5, 2024
Calgary, Alberta

SLEEPING GIANT CAPITAL CORP.
Statements of Financial Position
(All Amounts are in Canadian Dollars)

| As at | December 31, 2023 | December 31, 2022 | |
|---|------------------------------|----------------------|-----------|
| | Notes | \$ | \$ |
| ASSETS | | | |
| CURRENT | | | |
| Cash | 5 | 347,728 | 431,910 |
| TOTAL ASSETS | | 347,728 | 431,910 |
| LIABILITIES | | | |
| Accounts payable and accrued liabilities | | 20,464 | 24,040 |
| SHAREHOLDERS' EQUITY | | | |
| Share capital | 6 | 443,314 | 443,314 |
| Contributed surplus | 6 | 123,280 | 123,280 |
| Deficit | | (239,330) | (158,724) |
| TOTAL SHAREHOLDERS' EQUITY | | 327,264 | 407,870 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | | 347,728 | 431,910 |

Subsequent event (Note 11)

See the accompanying notes to the financial statements.

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS

Signed "Terence S. Meek"

Terence S. Meek, Director and Chief Executive Officer

Signed "Gregory G. Turnbull"

Gregory G. Turnbull, Director

SLEEPING GIANT CAPITAL CORP.
Statements of Loss and Comprehensive Loss
(All Amounts are in Canadian Dollars)

| | | Year Ended December 31, 2023 | Year Ended December 31, 2022 |
|---|-------|------------------------------------|------------------------------------|
| | Notes | \$ | \$ |
| EXPENSES | | | |
| Professional fees | | 74,263 | 51,800 |
| Listing fees | | 5,852 | 5,460 |
| General and administrative | | 491 | 1,695 |
| Share-based compensation | 6 | - | 12,699 |
| Net loss before tax | | (80,606) | (71,654) |
| Income tax expense | 10 | - | - |
| NET LOSS AND COMPREHENSIVE LOSS | | (80,606) | (71,654) |
| NET LOSS PER SHARE – Basic and diluted | | (0.0103) | (0.0092) |
| WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING – Basic and diluted | 6 | 7,800,000 | 7,800,000 |

See the accompanying notes to the financial statements.

SLEEPING GIANT CAPITAL CORP.
Statements of Changes in Shareholders' Equity
(All Amounts are in Canadian Dollars)

| | | Year ended December 31, | Year ended December 31, |
|---------------------------------|-------|----------------------------|----------------------------|
| | | 2023 | 2022 |
| | Notes | \$ | \$ |
| SHARE CAPITAL | | | |
| Balance, beginning of year | | 443,314 | 443,314 |
| Balance, end of year | | 443,314 | 443,314 |
| CONTRIBUTED SURPLUS | | | |
| Balance, beginning of year | | 123,280 | 110,581 |
| Share-based compensation | 6 | - | 12,699 |
| Balance, end of year | | 123,280 | 123,280 |
| DEFICIT | | | |
| Balance, beginning of year | | (158,724) | (87,070) |
| Net loss and comprehensive loss | | (80,606) | (71,654) |
| Balance, end of year | | (239,330) | (158,724) |
| SHAREHOLDERS' EQUITY | | | |
| Balance, beginning of year | | 407,870 | 466,825 |
| Share-based compensation | 6 | - | 12,699 |
| Net loss and comprehensive loss | | (80,606) | (71,654) |
| Balance, end of year | | 327,264 | 407,870 |

See the accompanying notes to the financial statements.

SLEEPING GIANT CAPITAL CORP.
Statement of Cash Flows
(All Amounts are in Canadian Dollars)

| CASH FLOWS RELATED TO THE FOLLOWING ACTIVITIES: | Year ended December 31, 2023 | Year ended December 31, 2022 |
|--|---|---|
| Notes | \$ | \$ |
| OPERATING ACTIVITIES | | |
| Net loss | (80,606) | (71,654) |
| Add items not affecting cash: | | |
| Share-based compensation | - | 12,699 |
| Changes in non-cash working capital | | |
| Accounts receivable | - | 7,871 |
| Accounts payable and accrued liabilities | (3,576) | 19,040 |
| Cash used in operating activities | (84,182) | (32,044) |
| Decrease in cash | (84,182) | (32,044) |
| Cash, beginning of year | 431,910 | 463,954 |
| Cash, end of year | 347,728 | 431,910 |

See the accompanying notes to the financial statements

SLEEPING GIANT CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023
(All Amounts are in Canadian Dollars)

1. NATURE OF ORGANIZATION

Description of the Business

Sleeping Giant Capital Corp. (the “**Corporation**”) was incorporated under the *Business Corporations Act* (Alberta) on January 18, 2021. The Corporation was formed to complete an Initial Public Offering (“**IPO**”) and become classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the “**Exchange**”). The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction (“**QT**”), as defined under Exchange Policy 2.4. The Corporation has not commenced commercial operations and has no business assets. Given the nature of the activities, no separate segmented information is reported. The Corporation’s continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders’ approval.

The address of the Corporation’s registered office is 4200, Bankers Hall West, 888 - 3 St SW, Calgary, AB T2P 5C5.

On April 5th, 2024, the Board of Directors of the Corporation approved and authorized for issue the Financial Statements for the year ended December 31, 2023.

2. BASIS OF PREPARATION

Statement of Compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”).

Basis of Measurement

These financial statements were prepared on a historical cost basis. The Corporation does not have any financial instruments measured at fair value.

Functional and Presentation Currency

These financial statements are presented in Canadian dollars, which is the Corporation’s functional currency.

3. USE OF ESTIMATES AND JUDGEMENT

The preparation of the financial statements in conformity with IFRS requires management to make estimates and judgements regarding the reported amounts of assets, liabilities and disclosures and the reported amounts of expenses during the reporting period.

Estimates and judgments are continuously evaluated and are based on management’s experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes can differ from these estimates.

Key Sources of Estimation Uncertainty

The following are the key estimates and related assumptions concerning the sources of estimation uncertainty that have a significant risk of causing adjustments to the carrying amount of assets and liabilities:

SLEEPING GIANT CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023
(All Amounts are in Canadian Dollars)

Stock options and agents' options

In estimating the fair value of stock options and agents' options using the Black-Scholes option pricing model, the Corporation uses assumptions related to the risk-free interest rate, expected option life, estimated forfeitures, estimated market price of the Corporation's shares, and estimated future volatility of the Corporation's share price.

Income taxes

The Corporation recognizes deferred tax assets (if any) to the extent that it is probable that future taxable profits will be available to utilize the Corporation's deductible temporary differences which are based on management's judgment on the degree of future taxable profits. To the extent that assumptions regarding future profitability change, there can be an adjustment in the deferred tax assets as well as an income impact in the period in which the change occurs.

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES

The financial statements of the Corporation have been prepared in accordance with IFRS within the framework of the significant policies described below:

Share Issuance Costs

Costs and share-based payments directly related to issuance of share capital are charged as a reduction against share capital.

Income Taxes

Current income tax assets and liabilities for the current periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the intention is to settle on a net basis, or to realize the asset and settle the liability simultaneously. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of loss and comprehensive loss.

Deferred taxes are the taxes expected to be payable or recoverable on differences between the carrying amounts of assets in the statement of financial position and their corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences between the carrying amounts of assets and their corresponding tax bases. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets in a transaction that affects neither the taxable profit nor the accounting profit.

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Corporation reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxation authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

SLEEPING GIANT CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023
(All Amounts are in Canadian Dollars)

Share-based Payments

Stock-options granted to directors and officers and agents' options are accounted for using the fair value method. Equity-settled awards granted to non-employees for services rendered are recorded at the fair value of the good or the service received, unless the value of these services cannot be reliably measured. If the value of these services cannot be reliably measured the Corporation uses the fair value of the equity instruments issued.

The Corporation uses the Black-Scholes pricing model to estimate the fair value of equity-settled awards at the grant date. The expense or issue cost is recognized over the vesting period, which is the period over which all of the specified vesting conditions are satisfied. For awards with graded vesting, the fair value of each tranche is recognized over its respective vesting period. When recognizing the fair value of each tranche over its respective vesting period, the Corporation incorporates an estimate of the number of options expected to vest and revises that estimate when subsequent information indicates that the number of options expected to vest differs from previous estimates. No expense or issue cost is recognized for awards that do not ultimately vest, except for equity-settled awards where vesting is conditional upon a market or non-vesting condition, which are treated as vesting provided that all other performance conditions are satisfied.

Loss per share

The Corporation presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Corporation by the weighted average number of common shares outstanding during the year. Diluted earnings or loss per share is calculated by adjusting the number of common shares for the effects of dilutive options and other dilutive potential units. Diluted loss per share does not adjust the loss attributable to common shareholders on the weighted average number of common shares outstanding when the effect is antidilutive.

Shares held in escrow that are only released upon contingent events are not included in the calculation of the weighted average number of common shares.

Financial Instruments

The Corporation classifies its financial assets and financial liabilities in the following measurement categories 1) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss) and 2) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

The Corporation reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

The Corporation's cash is a financial asset measured at amortized cost. Accounts payable and accrued liabilities are measured at amortized cost.

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial asset or liability not at fair value through profit and loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or liability. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit and loss. Financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

SLEEPING GIANT CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023
(All Amounts are in Canadian Dollars)

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets are measured at their fair values at the end of the subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income. Fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive loss.

The Corporation assesses all information available, including on a forward-looking basis, the expected credit losses associated with its financial assets carried at amortized cost. The Corporation will apply the simplified approach which requires expected lifetime credit losses to be recognized from initial recognition of any accounts receivables.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Corporation are recorded at the proceeds received, net of direct issue costs.

Impairment of Financial Assets

Financial assets are assessed at each reporting date in order to determine whether objective evidence exists that the assets are impaired as a result of one or more events which have had a negative effect on the estimated future cash flows of the asset.

If there is objective evidence that a financial asset has become impaired, the amount of the impairment loss is calculated as the difference between its carrying amount and the present value of the estimated future cash flows from the asset discounted at its original effective interest rate. Impairment losses are recorded in earnings. If the amount of the impairment loss decreases in a subsequent period and the decrease can be objectively related to an event occurring after the impairment was recognized, the impairment loss is reversed up to the original carrying value of the asset. Any reversal is recognized in operations.

Fair Value Hierarchy

The Corporation classifies financial instruments recognized at fair value in accordance with a fair value hierarchy that prioritizes the inputs to valuation technique use to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The carrying value of cash, accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

SLEEPING GIANT CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023
(All Amounts are in Canadian Dollars)

New accounting standards adopted by the Corporation

The accounting policies used in the preparation of the financial statements are consistent with those of the prior year, except for the adoption of new standards and interpretations effective January 1, 2023, as follows:

Amendments to IAS 1 and IFRS Practice Statement 2

In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2 in which it provided guidance and examples to help entities apply materiality judgments to accounting policy disclosures. The amendments require the disclosure of material accounting policy information rather than disclosing significant accounting policies and provided guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments are applicable for annual periods beginning on or after January 1, 2023, with early adoption permitted. Since the amendments to IFRS Practice Statement 2 provide non-mandatory guidance, an effective date for these amendments is not necessary.

The amendments have resulted in the disclosure of only material accounting policy information in the Corporation's disclosures but did not impact the measurement, recognition, or presentation of any items in the Corporation's financial statements.

Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors – Definition of Accounting Estimates

The amendments introduce a new definition for accounting estimates: clarifying that they are monetary amounts in the financial statements that are subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy. Furthermore, the amendments clarify that a change in accounting estimate that results from new information or new developments is not correction of an error. Effective January 1, 2023, the Corporation adopted the changes to IAS 8 and the adoption of these amendments did not have an impact on these financial statements.

Recent Accounting Pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after December 31, 2023, or later periods. Many are not applicable or do not have a significant impact on the Corporation and have been excluded from below.

IAS 1, Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

On January 23, 2020, the IASB issued "Classification of Liabilities as Current or Non-current (Amendments to IAS 1)". The amendments clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. The amendments also clarify the definition of "settlement" and provide situations that would be considered as a settlement of a liability. In October 2022, the IASB issued "Amendments to IAS 1 - Non-current Liabilities with Covenants". These further amendments clarify how to address the effects on classification and disclosure of covenants currently applicable and covenants that will apply in future periods. These amendments are effective January 1, 2024, with earlier application permitted and are to be applied retrospectively. The Corporation is currently evaluating the impact of these amendments on its financial statements.

SLEEPING GIANT CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023
(All Amounts are in Canadian Dollars)

5. CASH

The Corporation has \$347,728 (2022 - \$431,910) held in its Canadian dollar business bank account. The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to \$3,000 per month may be used for reasonable general and administrative expenses of the Corporation. These restrictions apply until completion of a QT by the Corporation as defined under the policies of the Exchange.

6. SHARE CAPITAL

The Corporation is authorized to issue an unlimited number of common shares and unlimited number of preferred shares (issuable in series) and to determine the designation, rights, privileges, restrictions and conditions attached to the shares of each series. A summary of the issued and outstanding common shares is presented below:

| | Year Ended December 31, 2023 | | Year Ended December 31, 2022 | |
|--|---------------------------------|----------------|---------------------------------|----------------|
| | Number of shares | \$ | Number of shares | \$ |
| Issued seed shares at \$0.05 per share | 2,800,000 | 140,000 | 2,800,000 | 140,000 |
| Issued IPO shares at \$0.10 per share | 5,000,000 | 500,000 | 5,000,000 | 500,000 |
| Share issuance costs | - | (196,686) | - | (196,686) |
| Ending Balance | 7,800,000 | 443,314 | 7,800,000 | 443,314 |

On January 28, 2021, the directors, officers and other non-arm's length parties of the Corporation subscribed for 2,800,000 common shares at a price of \$0.05 per common share for gross proceeds of \$140,000.

All 2,800,000 issued and outstanding common shares issued of the Corporation, and all common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a QT, will be held in escrow pursuant to the requirements of the Exchange. These shares will be released from escrow over a period of 18 months following the completion of the QT. On June 15, 2021, the Corporation issued 5,000,000 common shares at \$0.10 per share for aggregate gross proceeds of \$500,000 pursuant to a prospectus dated May 20, 2021 (the "**Offering**"). The Corporation entered into an agreement with Richardson Wealth Limited (the "**Agent**") to raise the gross proceeds of \$500,000 in connection with the Corporation's IPO. The Corporation paid a commission of 10% of gross proceeds to the Agent amounting to \$50,000 and a corporate finance fee of \$15,000. In addition, the Agent was granted non-transferable options to purchase an aggregate of 500,000 Common Shares at \$0.10 per share, valid for five years following the closing of the Offering. The Corporation reimbursed the Agent for legal fees and other reasonable expenses incurred pursuant to the Offering, in respect of the Offering the Corporation incurred costs of \$13,753, in combination with the above costs for a total issuance cost of \$78,753.

No additional common shares of the Corporation were issued during the years ended December 31, 2023 and December 31, 2022.

Stock options

The Corporation has established a stock option plan for its directors, officers and consultants under which the Corporation may grant options from time to time to acquire a maximum of 10% of the issued and outstanding common shares. The exercise price of each option granted under the plan shall be determined by the Board of Directors.

SLEEPING GIANT CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023
(All Amounts are in Canadian Dollars)

Options may be granted for a maximum term of ten years from the date of the grant. They are non-transferable and are exercisable as determined by the Directors when the option is granted. Options expire one year after the death of a director or officer and in the event of termination of employment or holding office as director or officer of the Corporation, subject to the expiry date of the option. The number of common shares issued to any individual director or senior officer in a 12 month period cannot exceed 5% of the issued and outstanding common shares, on a non-diluted basis, as at the date of grant of the stock option.

During the year ended December 31, 2022, the Corporation entered into stock option agreements, granting stock options to officers and directors to acquire up to an aggregate of 156,000 common shares of the Corporation, at an exercise price of \$0.10 per share any time prior to June 15, 2031. In addition, 156,000 options were forfeited. No stock options of the Corporation were issued, cancelled, or forfeited during the year ended December 31, 2023

The summary of outstanding stock options is as follows:

| | Year Ended December 31, 2023 | | | Year Ended December 31, 2022 | | |
|-----------------------------|-------------------------------------|--|--|-------------------------------------|--|--|
| | Number of options | Weighted Average Exercise Price | Weighted Average Remaining Life | Number of options | Weighted Average Exercise Price | Weighted Average Remaining Life |
| Balance, beginning of year | 1,280,000 | \$0.10 | 6.51 | 1,280,000 | \$ 0.10 | 7.51 |
| Granted during the year | - | - | - | 156,000 | \$ 0.10 | 7.51 |
| Forfeited during the year | - | - | - | (156,000) | \$ 0.10 | 7.51 |
| Balance, end of year | 1,280,000 | \$0.10 | 5.51 | 1,280,000 | \$ 0.10 | 6.51 |

As at December 31, 2023 and December 31, 2022, all options granted are exercisable and are held in escrow until a QT has occurred.

Share-based compensation

The fair value of options was estimated on the date of grant using the Black-Scholes option pricing model based on the following weighted average assumptions:

SLEEPING GIANT CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
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(All Amounts are in Canadian Dollars)

| | December 31, 2022 |
|--------------------------|--------------------------|
| Fair value of options | \$ 0.08 |
| Exercise price | \$ 0.10 |
| Share price | \$ 0.10 |
| Dividend yield | 0% |
| Forfeiture rate | 0% |
| Risk-free interest rate | 2.75% |
| Expected life of options | 10 years |
| Expected volatility | 79% |

The forfeiture rate has been estimated based on management's expectations and expected volatility has been estimated based on volatility of comparable Company's shares.

During the year ended December 31, 2023, \$Nil (2021 - \$12,699) was included in stock-based compensation expense related to stock options, with a corresponding increase to contributed surplus.

Agent options

On June 15, 2021, the Corporation granted stock option to the Agents in relation to the Offering. The options are equal to 10% of the aggregated number of common shares sold in the Offering at a price of \$0.10 per share expiring 5 years from the date of the grant. Not more than 50% of the Common Shares received on the exercise of the Agents' Options may be sold prior to the completion of QT.

No additional agent options were granted during the years ended December 31, 2023 and December 31, 2022.

The summary of outstanding agent options is as follows:

| | Year Ended December 31, 2023 | | | Year Ended December 31, 2022 | | |
|-----------------------------|-------------------------------------|--------------------------|--|-------------------------------------|--------------------------|--|
| | Stock Options | Average Price | Weighted Average Remaining Life | Stock Options | Average Price | Weighted Average Remaining Life |
| Balance, beginning of year | 500,000 | \$ 0.10 | 3.46 | 500,000 | \$ 0.10 | 4.46 |
| Granted during the year | - | - | - | - | - | - |
| Balance, end of year | 500,000 | \$ 0.10 | 2.46 | \$500,000 | \$ 0.10 | 3.46 |

SLEEPING GIANT CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023
(All Amounts are in Canadian Dollars)

Net loss per share

In calculating the basic net loss per share for year ended December 31, 2023, the weighted average number of shares used in the calculation is shown in the table below:

| | Year ended December 31, | Year ended December 31, |
|---|------------------------------------|----------------------------|
| | 2023 | 2022 |
| Net loss | \$ (80,606) | \$ (71,654) |
| Weighted average number of shares outstanding | 7,800,000 | 7,800,000 |
| Net loss per share | \$ (0.0103) | \$ (0.0092) |

7. CAPITAL RISK MANAGEMENT

The Corporation's objectives when managing capital are to safeguard the Corporation's ability to continue to operate and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Corporation may attempt to issue new common shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Corporation may prepare expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

The Corporation is not subject to any externally or internally imposed capital requirements as at December 31, 2023 other than already disclosed in Note 5.

The Corporation's capital under management consists of shareholders' equity and is \$327,264 (2022 - \$407,870) as at December 31, 2023.

During the years ended December 31, 2023 and December 31, 2022, there were no changes to the Corporation's capital risk management policy.

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Risk Management

The Corporation does not manage risk through the use of hedging transactions. As a part of the overall operation of the Corporation, management takes steps to avoid undue concentrations of risk. The Corporation manages the risks, as follows:

Liquidity Risk

Liquidity risk is the risk that the Corporation cannot meet its financial obligations associated with financial liabilities in full. The primary source of liquidity is equity financing, which is used to finance working capital requirements, and to meet the Corporation's financial obligations associated with financial liabilities. The Corporation's trade payables and accrued liabilities generally have contracted maturities of less than 30

SLEEPING GIANT CAPITAL CORP.
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(All Amounts are in Canadian Dollars)

days and are subject to normal trade terms. As at December 31, 2023, the Corporation has a cash balance of \$347,728 (2022 - \$431,910) to pay liabilities of \$20,464 (2022 - \$24,040).

Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates may have an effect on the cash flows associated with some financial instruments, known as interest rate cash flow risk, or on the fair value of other financial instruments, known as interest rate price risk.

The Corporation does not trade in financial instruments and is not exposed to significant interest rate price risk as at December 31, 2023 and December 31, 2022.

Credit Risk

Credit risk arises from the possibility that debtors may be unable to fulfill their commitments. For a financial asset, this is typically the gross carrying amount, net of any amounts offset and any impairment losses. The Corporation's credit risk is on its funds held in its Canadian dollar business bank account. Management assesses credit risk related to funds as remote as it is held with a reputable Canadian bank.

9. RELATED PARTY TRANSACTIONS

The Company engaged a law firm, of which an officer is a partner of, to provide legal and advisory services. An amount of \$25,542 (2022 - \$28,866) related to these legal fees have been recorded for the year ended December 31, 2023, of which \$25,542 (2022 - \$28,866) all of which are included in professional fees. Of these amounts \$3,988 (2022 - \$12,951) are included in accounts payable and accrued liabilities.

There was no remuneration paid to management personnel during the year ended December 31, 2023 (2022 - \$Nil). According to the Exchange, compensation to management, board members, or other non-arm's length parties is prohibited.

Transactions involving related parties are in the normal course of business.

10. INCOME TAXES

- (a) The items causing the Company's effective income tax rate to differ from the combined Canadian federal and provincial statutory rate of 23%, for the years ended December 31, 2023 and 2022, are as follows:

| | 2023 \$ | 2022 \$ |
|---|------------|------------|
| Loss before income taxes | 80,606 | 71,654 |
| Expected income tax recovery | 18,539 | 16,480 |
| Adjustments to benefit resulting from: | | |
| Share-based compensation | - | (2,921) |
| Other | 8,933 | (174) |
| Change in unrecognized deductible temporary differences | 27,472 | 13,385 |
| Deferred income tax recovery | - | - |

SLEEPING GIANT CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023
(All Amounts are in Canadian Dollars)

- (b) The Company does not have any tax benefits from non-capital loss carry-forwards to date.
- (c) Unrecognized deferred tax assets

Deferred income tax assets have not been recognized in respect of the following deductible temporary differences:

| | 2023 | 2022 |
|---------------------------------|-------------|-------------|
| Non-capital loss carry-forwards | 62,111 | 31,395 |
| Share issuance costs | 18,517 | 21,761 |
| Total | 80,628 | 53,156 |

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can use the benefits. The Company's unused tax losses expire as follows:

| | Non-capital losses |
|------|---------------------------|
| | \$ |
| 2041 | 97,531 |
| 2042 | 52,733 |
| 2043 | 119,782 |
| | 270,046 |

11. SUBSEQUENT EVENT

On January 8, 2024, the Corporation and Harvard Energy Partnership ("Harvard") entered into a purchase and sale agreement which provides for the acquisition by the Corporation of the certain oil and gas assets. The purchase price for the assets is \$857,500, comprised of \$175,000 in cash and 4,550,000 of the Corporation's shares at a price of \$0.15 per share. Upon completion of the transaction, the current shareholders of the Corporation will hold 7,800,000 shares representing approximately 63.2% of the Corporation's shares and Harvard will hold 4,550,000 of the Corporation's shares representing approximately 36.8% of the outstanding shares. Harvard will be considered an insider and control person of Sleeping Giant as a result of the number of the Corporation's shares expected to be held by Harvard.

The Corporation is not a Non-Arm's Length Party (as defined by Exchange policies) of Harvard. Accordingly, the Transaction does not constitute a Non-Arm's Length QT (as defined by Exchange policies) and minority shareholder approval of the Transaction by Sleeping Giant's shareholders was not required.

The transaction is still subject to customary closing adjustments and approval from the TSX-V and is expected to close in the second quarter of 2024.

APPENDIX 2 – SLEEPING GIANT MD&A

Sleeping Giant Capital Corp.
Management Discussion and Analysis
For twelve months ended December 31, 2023

The following management's discussion and analysis ("MD&A") should be read in conjunction with the Corporation's financial statements and notes thereto for the twelve year ended December 31, 2023. Additional information relating to the Corporation is available on SEDAR at www.sedar.com.

This MD&A of Sleeping Giant Capital Corp. (the "**Corporation**") is intended to help the readers understand the Corporation's financial statements for the twelve months ended December 31, 2023. The financial statements, together with this MD&A are intended to provide the readers with a reasonable basis for assessing the financial performance of the Corporation as well as forward-looking statements relating to future performance.

This MD&A was prepared by the management of the Corporation, reviewed by the Audit Committee and was approved and authorized for issue by the Board of Directors on April 5th, 2024. All amounts are in Canadian dollars unless otherwise stated.

Forward-Looking Statements

Certain statements contained in this document constitute "forward-looking statements". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", used by any of the Corporation's management, are intended to identify forward-looking statements. Such statements reflect the Corporation's forecasts, estimates and expectations, as they relate to the Corporation's current views based on their experience and expertise with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Corporation's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Corporation does not intend, and does not assume any obligation to, update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments unless required by applicable securities law.

Description of Business and Overview

The Corporation was incorporated under the Business Corporations Act (Alberta) on January 18, 2021. The Corporation was formed to complete an Initial Public Offering ("**IPO**") and become classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the "**Exchange**"). The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("**QT**"), as defined under Exchange Policy 2.4. The Corporation has not commenced commercial operations and has no business assets. Given the nature of the activities, no separate segmented information is reported. The Corporation's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

The address of the Corporation's registered office is 4200, Bankers Hall West, 888 - 3 St SW, Calgary, AB T2P 5C5.

Sleeping Giant Capital Corp.
Management Discussion and Analysis
For twelve months ended December 31, 2023

These financial statements of the Corporation have been prepared on the going concern basis, which assumes that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business. As at December 31, 2023, the Corporation has not generated any revenues, has negative cash flows from operations, and has an accumulated deficit of \$239,330. The Corporation's continuing operations are dependent upon its ability to complete its IPO and identify, evaluate, and negotiate a QT. If the QT is identified or completed, additional funding may be required and there is no assurance that the Corporation will be able to obtain such financing, if any, on terms that are acceptable to the Corporation. These factors indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Corporation to continue as a going concern. The audited financial statements do not include any adjustments to the recorded assets or liabilities that might be necessary should the Corporation be unable to continue as a going concern.

Selected Financial Information

The Corporation reports its results on a quarterly basis and its fiscal period-end date is December 31. The following selected financial data is derived from the audited financial statements of the Corporation, prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretation Committee.

Selected Statement of Financial Position Data

| | December 31, 2023 | | As At December 31, 2022 | |
|-----------------------------------|--------------------------|----------------|----------------------------|---------|
| Net working capital | \$ | 327,264 | \$ | 407,870 |
| Total current assets | \$ | 347,728 | \$ | 431,910 |
| Total current liabilities | \$ | 20,464 | \$ | 24,040 |
| Total shareholders' equity | \$ | 327,264 | \$ | 407,870 |

Selected Statement of Loss and Comprehensive Loss Data

| | Three Months Ended December 31, | | Year ended December 31, | |
|--|--|------------------|------------------------------------|------------------|
| | 2023 | 2022 | 2023 | 2022 |
| Net loss and comprehensive loss | \$ | (28,806) | \$ | (34,776) |
| Basic and diluted loss per share | \$ | (0.0037) | \$ | (0.0044) |
| Weighted average number of shares outstanding | | 7,800,000 | | 7,800,000 |
| | | | \$ | (80,606) |
| | | | \$ | (0.00103) |
| | | | | 7,800,000 |

Sleeping Giant Capital Corp.
Management Discussion and Analysis
For twelve months ended December 31, 2023

Summary of Quarterly Financial Results

| | Q1 2023 | Q2 2023 | Q3 2023 | Q4 2023 |
|--|----------------|----------------|----------------|----------------|
| Net income (loss) and comprehensive income (loss) | \$ (18,989) | \$ (13,279) | \$ (19,532) | \$ (28,806) |
| Basic and diluted loss per share | \$ (0.0024) | \$ (0.0017) | \$ (0.0025) | \$ (0.0037) |

The Corporation does not have any operations and will not conduct any business other than the identification and evaluation of business and assets for potential acquisition under a QT.

The Corporation generated a net loss of \$80,606 in 2023 compared to a net loss of \$71,654 in 2022. The increase in net loss is primarily attributed to increased Professional Fees expense in 2023 of \$68,011 (2022 - \$51,800), as a result of due diligence activities undertaken during the current year in pursuit of a QT.

Share Capital

The authorized share capital consists of an unlimited number of common voting shares and an unlimited number of non-voting preferred shares.

(a) Common shares

| | Year ended December 31, 2023 | | Year ended December 31, 2022 | |
|--|---|----------------|---|----------------|
| | Number of shares | \$ | Number of shares | \$ |
| Issued seed shares at \$0.05 per share | 2,800,000 | 140,000 | 2,800,000 | 140,000 |
| Issued IPO shares at \$0.10 per share | 5,000,000 | 500,000 | 5,000,000 | 500,000 |
| Share issuance costs | - | (196,686) | - | (196,686) |
| Ending Balance | 7,800,000 | 443,314 | 7,800,000 | 443,314 |

On January 28, 2021, the directors, officers and other non-arm's length parties of the Corporation subscribed for 2,800,000 common shares at a price of \$0.05 per common share for gross proceeds of \$140,000.

All 2,800,000 issued and outstanding common shares issued of the Corporation, and all common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a QT, will be held in escrow pursuant to the requirements of the Exchange. These shares will be released from escrow over a period of 18 months following the completion of QT.

On June 15, 2021, the Corporation issued 5,000,000 common shares at \$0.10 per share for aggregate gross proceeds of \$500,000 pursuant to a prospectus dated May 20, 2021. The Corporation entered into an agreement with Richardson Wealth Limited (the "Agent") to raise the gross proceeds of \$500,000 in connection with the Corporation's IPO. The Corporation paid a commission of 10% of gross proceeds to the Agent amounting to \$50,000 and a corporate finance fee of \$15,000. In addition, the Agent was granted non-transferable options to purchase an aggregate of 500,000 Common Shares at \$0.10 per share, valid for five years following the closing of the Offering. The Corporation reimbursed the Agent for legal fees and

Sleeping Giant Capital Corp.
Management Discussion and Analysis
For twelve months ended December 31, 2023

other reasonable expenses incurred pursuant to the Offering, in respect of the Offering the Corporation incurred costs of \$13,753, in combination with the above costs for a total issuance cost of \$78,753.

No additional common shares of the Corporation were issued during the years ended December 31, 2023 and December 31, 2022.

(b) Stock Options

The Corporation has established a stock option plan for its directors, officers and consultants under which the Corporation may grant options from time to time to acquire a maximum of 10% of the issued and outstanding common shares. The exercise price of each option granted under the plan shall be determined by the Board of Directors.

Options may be granted for a maximum term of ten years from the date of the grant. They are non-transferable and are exercisable as determined by the Directors when the option is granted. Options expire one year after the death of a director or officer and in the event of termination of employment or holding office as director or officer of the Corporation, subject to the expiry date of the option. The number of common shares issued to any individual director or senior officer in a 12 month period cannot exceed 5% of the issued and outstanding common shares, on a non-diluted basis, as at the date of grant of the stock option.

On June 15, 2021, the Corporation entered into stock option agreements, granting stock options to officers and directors to acquire up to an aggregate of 780,000 common shares of the Corporation, at an exercise price of \$0.10 per share any time prior to June 15, 2031.

No stock options of the Corporation were granted, canceled, or forfeited during the year ended December 31, 2023.

During the year ended December 31, 2022 the Corporation entered into stock option agreements, granting stock options to officers and directors to acquire up to an aggregate of 156,000 common shares of the Corporation, at an exercise price of \$0.10 per share any time prior to June 15, 2031. Additionally, during the year ended December 31, 2022, 156,000 options were forfeited.

Agent Options

On June 15, 2021, the Corporation granted stock options to the agents in relation to the Offering. The options are equal to 10% of the aggregated number of common shares sold in the Offering or 500,000 common shares of the Corporation, at a price of \$0.10 per share expiring 5 years from the date of the grant. Not more than 50% of the Common Shares received on the exercise of the Agents' Options may be sold prior to the completion of QT.

No additional agent options were granted during the year ended December 31, 2023 and December 31, 2022.

Liquidity, Cash Restriction, and Capital Resources

As at December 31, 2023, the Corporation had working capital, in the form of cash, less accounts payable, of \$333,515 (2022 - \$407,870). The Corporation has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. The management of the Corporation believes that it has sufficient cash to meet its ongoing obligations and sufficient further resources to be able to identify, evaluate and complete a QT.

Sleeping Giant Capital Corp.
Management Discussion and Analysis
For twelve months ended December 31, 2023

The Corporation monitors its financial position on a continual basis and updates its expected use of cash resources based on the latest available data.

Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as persons performing similar functions. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Transactions with related parties are incurred in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and approved by the related parties.

Key management personnel consist of officers and directors of the Corporation. No management compensation was paid during year ended December 31, 2023.

The Company engaged a law firm, of which an officer is a partner of, to provide legal and advisory services. An amount of \$25,542 (2022 - \$28,866) related to these legal fees have been recorded for the year ended December 31, 2023, of which \$25,542 (2022 - \$28,866) all of which are included in professional fees. Of these amounts \$3,988 (2022 - \$12,951) are included in accounts payable and accrued liabilities.

There was no remuneration paid to management personnel during the year ended December 31, 2023 (2022 - \$Nil). According to the Exchange, compensation to management, board members, or other non-arm's length parties is prohibited.

Transactions involving related parties are in the normal course of business.

Off-Balance Sheet Arrangements

There were no off-balance sheet arrangements including contingencies, commitments or guarantees etc. as at December 31, 2023 and December 31, 2022.

Critical Accounting Estimates

The preparation of the financial statements in conformity with IFRS requires management to make estimates and judgements regarding the reported amounts of assets, liabilities and disclosures and the reported amounts of expenses during the reporting period.

Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes can differ from these estimates.

The following are the key estimates and related assumptions concerning the sources of estimation uncertainty that have a significant risk of causing adjustments to the carrying amount of assets and liabilities:

Sleeping Giant Capital Corp.
Management Discussion and Analysis
For twelve months ended December 31, 2023

Stock options and agents' options

In estimating the fair value of stock options and agents' options using the Black-Scholes option pricing model, the Corporation uses assumptions related to the risk-free interest rate, expected option life, estimated forfeitures, estimated market price of the Corporation's shares, and estimated future volatility of the Corporation's share price.

Income taxes

The Corporation recognizes deferred tax assets (if any) to the extent that it is probable that future taxable profits will be available to utilize the Corporation's deductible temporary differences which are based on management's judgment on the degree of future taxable profits. To the extent that assumptions regarding future profitability change, there can be an adjustment in the deferred tax assets as well as an income impact in the period in which the change occurs.

Disclosure of Outstanding Share Data

As at the date of this MD&A, the following is a description of the outstanding equity securities and convertible securities previously issued by the Corporation:

| <u>Shares and Options</u> | <u>Authorized</u> | <u>Issued and outstanding as at December 31, 2022</u> |
|---|--|---|
| Voting or equity securities issued and outstanding | Unlimited common voting shares Unlimited number of non-voting preferred shares. | 7,800,000 issued common shares (see <i>Share Capital</i> section above) None issued |
| Securities convertible or exercisable into voting or equity securities – stock options – granted to directors, officers or consultants pursuant to a stock option plan | Options to be issued may not exceed 10% of the total issued and outstanding Common Shares at the date of the grant | 780,000 stock options issued to officers and directors of the Corporation to acquire one common share at a price of \$0.10 any time prior to June 15, 2031 (see <i>Share Capital</i> section above) |
| Securities convertible or exercisable into voting or equity securities | n/a | 500,000 non-transferable stock options to acquire one common share at a price of \$0.10 any time prior to June 15, 2026 issued (see <i>Share Capital</i> section above) |

Financial Instruments

The Corporation classifies its financial assets and financial liabilities in the following measurement categories: 1) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and 2) those to be measured at amortized cost. The classification

Sleeping Giant Capital Corp.
Management Discussion and Analysis
For twelve months ended December 31, 2023

of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive loss.

The Corporation reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

The Corporation's cash is a financial asset measured at amortized cost. Accounts payable and accrued liabilities are measured at amortized cost.

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial asset or liability not at fair value through profit and loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or liability. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit and loss. Financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets are measured at their fair values at the end of the subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income. Fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

The Corporation assesses all information available, including on a forward-looking basis, the expected credit losses associated with its financial assets carried at amortized cost. The Corporation will apply the simplified approach which requires expected lifetime credit losses to be recognized from initial recognition of any accounts receivables.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Corporation are recorded at the proceeds received, net of direct issue costs.

Impairment of Financial Assets

Financial assets are assessed at each reporting date in order to determine whether objective evidence exists that the assets are impaired as a result of one or more events which have had a negative effect on the estimated future cash flows of the asset.

If there is objective evidence that a financial asset has become impaired, the amount of the impairment loss is calculated as the difference between its carrying amount and the present value of the estimated future cash flows from the asset discounted at its original effective interest rate. Impairment losses are recorded in earnings. If the amount of the impairment loss decreases in a subsequent period and the decrease can

Sleeping Giant Capital Corp.
Management Discussion and Analysis
For twelve months ended December 31, 2023

be objectively related to an event occurring after the impairment was recognized, the impairment loss is reversed up to the original carrying value of the asset. Any reversal is recognized in operations.

Fair Value Hierarchy

The Corporation classifies financial instruments recognized at fair value in accordance with a fair value hierarchy that prioritizes the inputs to valuation technique use to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The carrying value of cash, accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Risk disclosures and fair values

The Corporation's financial instruments, consisting of cash and accounts payable and accrued liabilities, approximate fair values due to the relatively short-term maturities of the instruments. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

The Corporation does not manage risk through the use of hedging transactions. As a part of the overall operation of the Corporation, management takes steps to avoid undue concentrations of risk. The Corporation manages the risks, as follows:

Liquidity Risk

Liquidity risk is the risk that the Corporation cannot meet its financial obligations associated with financial liabilities in full. The primary source of liquidity is equity financing, which is used to finance working capital requirements, and to meet the Corporation's financial obligations associated with financial liabilities. The Corporation's trade payables and accrued liabilities generally have contracted maturities of less than 30 days and are subject to normal trade terms. As at December 31, 2023, the Corporation has a cash balance of \$347,728 (2022 - \$431,910) to pay liabilities of \$20,464 (2022 - \$24,040).

Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates may have an effect on the cash flows associated with some financial instruments, known as interest rate cash flow risk, or on the fair value of other financial instruments, known as interest rate price risk.

The Corporation does not trade in financial instruments and is not exposed to significant interest rate price risk as at December 31, 2023 and December 31, 2022.

Sleeping Giant Capital Corp.
Management Discussion and Analysis
For twelve months ended December 31, 2023

Capital Management

The Corporation's objectives when managing capital are to safeguard the Corporation's ability to continue to operate and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Corporation may attempt to issue new common shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Corporation may prepare expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

The Corporation is not subject to any externally or internally imposed capital requirements as at December 31, 2023.

The Corporation's capital under management consists of shareholders' equity and is \$327,264 as at December 31, 2023 (2022 - \$407,870).

During the year ended December 31, 2023 there were no changes to the Corporation's capital risk management policy (2022 – no changes).

Subsequent Event

On January 8, 2024, the Corporation and Harvard Energy Partnership ("Harvard") entered into a purchase and sale agreement which provides for the acquisition by the Corporation of the certain oil and gas assets. The purchase price for the assets is \$857,500, comprised of \$175,000 in cash and 4,550,000 of the Corporation's shares at a price of \$0.15 per share. Upon completion of the transaction, the current shareholders of the Corporation will hold 7,800,000 shares representing approximately 63.2% of the Corporation's shares and Harvard will hold 4,550,000 of the Corporation's shares representing approximately 36.8% of the outstanding shares. Harvard will be considered an insider and control person of Sleeping Giant as a result of the number of the Corporation's shares expected to be held by Harvard.

The Corporation is not a Non-Arm's Length Party (as defined by Exchange policies) of Harvard. Accordingly, the Transaction does not constitute a Non-Arm's Length QT (as defined by Exchange policies) and minority shareholder approval of the Transaction by Sleeping Giant's shareholders was not required.

The transaction is still subject to customary closing adjustments and approval from the TSX-V and is expected to close in the second quarter of 2024.

Risks and Uncertainties

The Corporation has a limited history of existence. There can be no assurance that a QT will be completed. Further equity or debt financing may be required to complete a QT. There can be no assurance that the Corporation will be able to obtain adequate financing to continue. The securities of the Corporation should be considered a highly speculative investment. The following risk factors should be given special consideration when evaluating an investment in any of the Corporation's securities:

Sleeping Giant Capital Corp.
Management Discussion and Analysis
For twelve months ended December 31, 2023

- a) until completion of a QT, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential QT;
- b) the Corporation has had no business activity and has not acquired any material assets since its incorporation other than cash;
- c) the Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the completion of the QT;
- d) the Corporation has only limited funds with which to identify and evaluate potential QT and there can be no assurance that the Corporation will be able to identify a suitable QT;
- e) even if a proposed QT is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;
- f) the QT may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant, and which may also result in a change of control of the Corporation;
- g) there can be no assurance that an active and liquid market for the common shares will develop and an investor may find it difficult to resell its common shares; and
- h) the Corporation competes with other Capital Pool Companies that are seeking suitable QT. In addition, other Capital Pool Companies may have substantially greater financial and technical resources than the Corporation.

Management's Responsibility for Financial Information

The Corporation's financial statements and the other financial information included in this management report are the responsibility of the Corporation's management and have been examined and approved by the Board of Directors. The audited financial statements were prepared by management in accordance with generally accepted Canadian accounting principles (i.e. International Financial Reporting Standards) and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility.

Management recognizes its responsibility for conducting the Corporation's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities.

The Board of Directors supervises these audited financial statements, the audited financial statements and other financial information through its audit committee, which is comprised of a majority of non-management directors. This committee's role is to examine the financial statements and recommend that the Board of Directors approve them, to examine the internal control and information protection systems and all other matters relating to the Corporation's accounting and finances. In order to do so, the audit committee meets annually with the external auditors, with or without the Corporation's management, to review their respective audit plans and discuss the results of their examination. This committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.

Sleeping Giant Capital Corp.
Management Discussion and Analysis
For twelve months ended December 31, 2023

Other Information

The policies of the Exchange prohibit Capital Pool Companies from carrying on formal investor relations activities. Corporate communications and investor inquiries are handled by the Directors of the Corporation. Additional information about the Corporation is available on SEDAR at www.sedar.com.

CORPORATE INFORMATION

| | |
|--|---|
| Contact Head Office 4200, Bankers Hall West, 888 - 3 St SW, Calgary, AB T2P 5C5 | Directors Terence S. Meek Gregory G. Turnbull, KC John F. Elliott Jonah Nguyen |
| Auditors RSM Canada LLP 2200, 112 - 4 Avenue S.W. Calgary, Alberta T2P 0H3 | Audit Committee Gregory G. Turnbull, KC John F. Elliott Jonah Nguyen |
| Bankers ATB Financial 600, 585 - 8 Ave S.W. Calgary, AB T2P 1G1 | Transfer Agent Odyssey Trust Company |
| Legal Advisor Stikeman Elliot LLP | |

**APPENDIX 3 – OPERATING STATEMENTS RELATING TO THE ASSETS FOR THE YEARS ENDED
DECEMBER 31, 2022 AND 2023 AND FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND
2023**

**OPERATING STATEMENTS OF CERTAIN PROPERTIES OF HARVARD ENERGY PARTNERSHIP
FOR THE YEARS ENDED 2023 AND 2022 AND THREE MONTHS ENDED MARCH 31, 2024 and 2023
(Expressed in Canadian Dollars)**

Independent Auditor's Report

To management of Sleeping Giant Capital Corp.

Opinion

We have audited the operating statements containing gross revenues, royalties, production costs and operating income of certain properties of Harvard Energy Partnership (the "Assets") for the years ended December 31, 2023 and 2022, and notes to the operating statements, including material accounting policy information (collectively referred to as the "operating statements").

In our opinion, the accompanying operating statements for the years ended December 31, 2023 and 2022 were prepared, in all material respects, in accordance with the financial reporting framework specified in subsection 3.11(5) of National Instrument 52-107, Acceptable Accounting Principles and Auditing Standards, for operating statements of an acquired oil and gas property.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Operating Statements* section of our report. We are independent of the Assets in accordance with the ethical requirements that are relevant to our audit of the operating statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter

The operating statements of the Assets for the three-month periods ending March 31, 2024 and 2023 are unaudited.

Responsibilities of Management for the Operating Statements

Management is responsible for the preparation of the operating statements of the Assets in accordance with the financial reporting framework specified in subsection 3.11(5) of National Instrument 52-107, Acceptable Accounting Principles and Auditing Standards, for operating statements of an acquired oil and gas property, and for such internal control as management determines is necessary to enable the preparation of the operating statements that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities for the Audit of the Operating Statements

Our objectives are to obtain reasonable assurance about whether the operating statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian GAAS will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these operating statements.

As part of an audit in accordance with Canadian GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the operating statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Assets' internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

/s/ Deloitte LLP

Chartered Professional Accountants
Calgary, Alberta
May 28, 2024

Operating Statements of Certain Properties of Harvard Energy Partnership
(All Amounts are in Canadian Dollars)

| | Years ended December 31 (Audited) | | Three months ended March 31 (Unaudited) | |
|----------------------------------|--------------------------------------|-----------|--|----------|
| | 2023 | 2022 | 2024 | 2023 |
| Revenue | | | | |
| Gross revenue | 614,779 | 711,855 | 100,294 | 146,893 |
| Royalties | (119,005) | (143,973) | (15,802) | (33,139) |
| Revenue, net of royalties | 495,774 | 567,882 | 84,492 | 113,754 |
| Expenses | | | | |
| Production costs | 243,887 | 271,667 | 39,563 | 58,003 |
| Operating Income | 251,887 | 296,215 | 44,929 | 55,751 |

The accompanying notes form an integral part of these operating statements.

NOTES TO THE OPERATING STATEMENTS OF CERTAIN PROPERTIES OF HARVARD ENERGY PARTNERSHIP

(All Amounts are in Canadian Dollars)

1. BACKGROUND AND BASIS OF PRESENTATION

These audited operating statements have been prepared pursuant to the purchase and sale agreement between Sleeping Giant Capital Corp and Harvard Energy Partnership whereby Sleeping Giant Capital Corp will acquire certain working interests of non-operated oil and gas properties currently owned by Harvard Energy Partnership in central Alberta areas (Gilby – 45%, Rosebud – 12%, Niton – 10%, and Sylvan Lake – 14%) (collectively, the “Assets”).

The accompanying operating statements include only gross revenues, royalties, and production costs applicable to the working interest in the Assets only.

The line items in the operating statements have been prepared in all material respects using the accounting policies that are permitted by International Financial Reporting Standards (“IFRS”) as if those line items were presented as part of a complete set of financial statements. The operating statements are prepared in accordance with the financial reporting framework specified in subsection 3.11(5) of National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards*.

The operating statements do not include any provision for depletion and depreciation, site restoration, future capital costs, impairment of properties, general and administrative costs, and income taxes as these amounts are derived from the consolidated operations of Harvard Energy Partnership which the operating statements form only a part thereof.

2. MATERIAL ACCOUNTING POLICIES

The line items in the operating statements are prepared using the following accounting policies which are permitted under IFRS:

Joint Operations

A portion of the exploration, development, and production activities is conducted jointly with others through unincorporated joint ventures. These operating statements reflect only the proportionate interest of those jointly controlled assets and the proportionate share of the relevant revenue and related costs.

Gross Revenue

Gross revenue is generated primarily from the sale of crude oil, condensate, natural gas, and natural gas liquids.

Gross revenue from the sale of oil, natural gas, and natural gas liquids is recognized based on the consideration specified in contracts with customers. Gross revenue is recognized when control of the product transfers to the customer and collection is reasonably assured. This is generally at the point in time when the customer obtains legal title to the product which is when it is physically transferred to the buyer under the terms specified in the contract.

Royalties

Royalties, which are presented as a reduction in revenue, are recognized at the time of sale. Royalties are calculated in accordance with the applicable regulations or the terms of individual royalty agreements.

**NOTES TO THE OPERATING STATEMENTS OF CERTAIN PROPERTIES OF HARVARD ENERGY
PARTNERSHIP**

(All Amounts are in Canadian Dollars)

Production Costs

Production costs include amounts incurred on extraction of the product to the surface, field storage, operating and maintaining wells and related equipment and facilities. Production costs include, but are not limited to, processing and compression fees, field labour, repairs and maintenance, utilities, insurance, and property taxes. No production costs have been excluded from these amounts.

APPENDIX 4 - AUDIT COMMITTEE CHARTER

SLEEPING GIANT CAPITAL CORP.

AUDIT COMMITTEE CHARTER

1. Mandate

The primary function of the Audit Committee is to assist Sleeping Giant Capital Corp.'s (the "**Company**") board of directors (the "**Board of Directors**") in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting, and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Audit Committee's primary duties and responsibilities are to:

- (a) serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- (b) to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay the compensation for any such advisors;
- (c) review and appraise the performance of the Company's external auditors; and
- (d) provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

2. Composition

The Audit Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee.

At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of this Audit Committee Charter (the "**Charter**"), the definition of "**financially literate**" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Audit Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Audit Committee may designate a Chair by a majority vote of the full Audit Committee membership.

3. **Meetings**

The Audit Committee shall meet a least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

4. **Responsibilities and Duties**

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

- (a) review and update this Charter annually;
- (b) review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors;

External Auditors

- (c) review annually the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Audit Committee as representatives of the shareholders of the Company;
- (d) review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;
- (e) take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors;
- (f) recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;
- (g) at each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;
- (i) review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements;
- (j) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the

Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

- (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than 5% of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
- (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
- (iii) such services are promptly brought to the attention of the Audit Committee by the Company and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Audit Committee;

and such authority may be delegated by the Audit Committee to one or more independent members of the Audit Committee, provided that the pre-approval of the non-audit services is presented to the Audit Committee at its first scheduled meeting following such approval;

Financial Reporting Processes

- (k) in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;
- (l) consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- (m) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;
- (n) review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;
- (o) following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- (p) review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- (q) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- (r) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;

- (s) review certification process;
- (t) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and

Other

- (u) review any related-party transactions.