

## SLEEPING GIANT CAPITAL CORP. ANNOUNCES PRIVATE PLACEMENT OF DEBENTURE UNITS

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**Calgary, Alberta; November 26, 2025** – Sleeping Giant Capital Corp. (TSXV:SSX) (“**Sleeping Giant**” or the “**Corporation**”), is pleased to announce a non-brokered private placement offering of up to 350 debenture units of the Corporation (the “**Debenture Units**” and each, a “**Debenture Unit**”), at a price of \$1,000 per Debenture Unit, for aggregate gross proceeds of up to \$350,000 (the “**Offering**”). The Offering is expected to close on or about December 14, 2025.

Sleeping Giant currently has commitments from insiders and other existing shareholders to participate in the Offering for gross proceeds of \$180,000. If you are an accredited investor (as defined in National Instrument 45-106 – *Prospectus Exemptions*) and are interested in participating in the Offering, please contact: Jonah Nguyen, Chief Financial Officer of Sleeping Giant at [sleepinggiantcapitalcorp@gmail.com](mailto:sleepinggiantcapitalcorp@gmail.com).

Net proceeds from the Offering will be used for general working capital and corporate purposes.

### Summary of the Offering

Each Debenture Unit will consist of: (i) one \$1,000 principal amount secured convertible debenture of the Corporation (a “**Convertible Debenture**”); and (ii) 20,000 common share purchase warrants of the Corporation (each, a “**Warrant**”), to acquire one common share of the Corporation (a “**Share**”) at a price equal to \$0.05 per Share during a period of five years following the issuance date of the Warrants.

The Convertible Debentures will bear interest at a rate of twelve percent (12%) per annum, payable in Shares at the Market Price (as defined in TSX Venture Exchange policies) on the earlier of the Conversion Date (as defined below) and the Maturity Date (as defined below), subject to acceptance of the TSX Venture Exchange (“**TSXV**”) at the time the interest becomes payable. If no such acceptance is granted, the interest will be paid in cash.

The principal amount outstanding under the Convertible Debentures, and any accrued and unpaid interest, will become due and payable on the date that is 12 months from the date of issuance of the Convertible Debentures (the “**Maturity Date**”). On the Maturity Date, all outstanding Convertible Debentures, together with any accrued and unpaid interest, shall automatically convert into Shares at the Conversion Price (as defined below).

The Convertible Debentures, together with all accrued and unpaid interest, will automatically convert into Shares immediately prior to the closing (such date being a “**Conversion Date**”) of a change of control, reverse takeover, management recapitalization or similar transaction (a “**Conversion Event**”) at a price per Share equal to \$0.05 (the “**Conversion Price**”).

The Convertible Debentures will be direct, secured obligations of the Corporation, ranking *pari passu* with one another and secured by a general security agreement granting a security interest in all of the Corporation’s property and assets.

Neither the Convertible Debentures nor the Warrants will be listed on any stock exchange. The Shares acquired upon conversion of the Convertible Debentures or the exercise of the Warrants will be listed on the TSXV.

The closing of the Offering is subject to customary closing conditions and the receipt of all required regulatory approvals, including the approval of the TSXV. All securities issued pursuant

to the Offering will be subject to a four month and one day resale restriction pursuant to applicable Canadian securities laws and the policies of the TSXV.

The Corporation anticipates that certain officers, insiders, and/or directors of the Corporation may participate in the Offering. Participation by insiders in the Offering will be exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") by virtue of the exemptions contained in Sections 5.5(a) and (b), and 5.7(1)(a) and (b), respectively, of MI 61-101.

### **About Sleeping Giant**

Sleeping Giant is a TSXV listed company with non-operated oil and gas assets located in Alberta, Canada.

For more information, please contact Terry Meek, CEO of Sleeping Giant, at [sleepinggiantcapitalcorp@gmail.com](mailto:sleepinggiantcapitalcorp@gmail.com).

### **Further Information**

*The TSXV has in no way passed upon the merits of the Offering and has neither approved nor disapproved the contents of this press release.*

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION:** *This news release includes certain "forward-looking information" under applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to: the use of proceeds under the Offering, commitments from insiders and other shareholders to participate in the Offering, the expected closing date of the Offering and final approval of the Offering by the TSXV. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; delays in obtaining governmental approvals; and failure to obtain regulatory or shareholder approvals. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Sleeping Giant disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.*

***This news release shall not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction, nor shall there be any sale of securities in any state in the United States in which such offer, solicitation or sale would be unlawful. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.***