

SLEEPING GIANT CAPITAL CORP. ANNOUNCES CLOSING OF PRIVATE PLACEMENT OF DEBENTURE UNITS AND DIRECTOR RESIGNATION

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Calgary, Alberta; January 9, 2026 – Sleeping Giant Capital Corp. (TSXV:SSX) (“**Sleeping Giant**” or the “**Corporation**”), is pleased to announce it has closed its previously announced non-brokered private placement offering of debenture units of the Corporation (the “**Debenture Units**” and each, a “**Debenture Unit**”), for aggregate gross proceeds of \$180,000 (the “**Offering**”). The Corporation issued 180 Debenture Units at a price of \$1,000 per Debenture Unit. In addition, the Corporation announces that Jack Elliott has resigned as a director of Sleeping Giant, effective January 16, 2026.

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

Summary of the Offering

Each Debenture Unit consists 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. The Warrants will expire on the date which is one year following the date of issuance, subject to an automatic four-year extension upon the conversion of the Convertible Debentures.

The Convertible Debentures 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) at the date the interest becomes payable, which is the earlier of the Conversion Date (as defined below) and the Maturity Date (as defined below). The payment of interest in Shares at the Market Price is subject to acceptance of the TSX Venture Exchange (“**TSXV**”) at the time the interest becomes payable, to ensure compliance with the price being not less than the Market Price 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 shall automatically convert into Shares at the Conversion Price (as defined below) and the interest shall become payable.

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

The Convertible Debentures are 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, payment of interest (if applicable) and the exercise of the Warrants will be listed on the TSXV.

The Offering is subject to the final approval of the TSXV. All securities issued pursuant to the Offering are subject to a four month and one day resale restriction pursuant to applicable Canadian securities laws and the policies of the TSXV.

Certain officers, insiders, and/or directors of the Corporation participated in the Offering. Participation by insiders in the Offering was 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. The Corporation did not file a material change report in respect of the related party transaction 21 days before the closing of the Offering because the details of the participation of insiders had not been determined at such time. Further details will be provided in a material change report to be filed by the Corporation subsequent to the dissemination of this press release.

Director Resignation

Jack Elliott has tendered his resignation as a director of the Corporation, effective as of January 16, 2026. Sleeping Giant would like to thank Mr. Elliott for his contributions and wishes him the best in his future endeavors.

Early Warning Disclosure

Upon completion of the Offering, Harvard Energy Partnership ("**Harvard**") holds 4,550,000 Shares, \$100,000 of Convertible Debentures and 2,000,000 Warrants, representing 35.6% of the issued and outstanding Shares on a non-diluted basis and 40.2% of the issued and outstanding Shares on a fully diluted basis. Prior to completion of the Offering, Harvard held 4,550,000 Shares. Harvard acquired these securities for investment purposes only, and may, from time to time, acquire additional securities of Sleeping Giant or dispose of such securities as it deems appropriate and in accordance with applicable securities laws. The address of Harvard is 2200, 255 5th Ave SW, Calgary, AB T2P 3G6. Harvard will file an early warning report on SEDAR+ at www.sedarplus.ca in accordance with National Instrument 62-103 – *The Early Warning System and Related Takeover Bid and Insider Reporting*.

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.

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. 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.