

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities offered under this short form prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws. Accordingly, the securities offered hereby may not be offered or sold in the United States except in transactions exempt from the registration requirement of the U.S. Securities Act is available. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See “Plan of Distribution”.*

*Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of the Corporation at 1710 - 1050 West Pender Street, Vancouver, British Columbia, Canada, V6E 3S7, Telephone: (604) 682-6496, and are also available electronically at [www.sedarplus.ca](http://www.sedarplus.ca).*

## SHORT FORM PROSPECTUS

New Issue

November 12, 2024



**Up to \$10,000,000**

**Up to 58,823,529 Units**

**Price: \$0.17 Per Unit**

This short form prospectus (this “**Prospectus**”) of TAG Oil Ltd. (the “**Corporation**”, “**our**”, “**we**” or “**TAG**”) qualifies the distribution (the “**Offering**”) of up to 58,823,529 units of the Corporation (“**Units**”) at a price of \$0.17 per Unit (the “**Offering Price**”). Each Unit consists of one common share (“**Unit Share**”) in the capital of the Corporation (“**Common Share**”) and one Common Share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one Common Share (a “**Warrant Share**”) at an exercise price of \$0.25 per Warrant Share at any time up to 24 months following the closing of the Offering.

The Units will be sold pursuant to an agency agreement (the “**Agency Agreement**”) dated effective October 17, 2024 between the Corporation and Research Capital Corporation acting as lead agent and sole bookrunner (the “**Lead Agent**”), Beacon Securities Limited, Canaccord Genuity Corp., Haywood Securities Inc., Venum Financial Corp. and Tennyson Securities (collectively with the Lead Agent, the “**Agents**”). Tennyson Securities is not registered as a dealer in any Canadian jurisdiction and accordingly, will not, directly or indirectly, solicit offers to purchase or sell the Units in Canada. The Offering Price and the other terms of the Offering were determined by negotiations between the Agents and the Corporation, with reference to the prevailing market price of the Common Shares. See “Plan of Distribution”.

The Common Shares are currently listed for trading on the TSX Venture Exchange (the “**TSXV**”) under the symbol “TAO” and are quoted on the premier tier of the OTC market in the United States, the OTCQX International (the “**OTCQX**”), under the symbol “TAOIF”. The closing price of the Common Shares on

November 11, 2024, being the last full trading day of the Common Shares prior to the filing of this Prospectus, was \$0.14 on the TSXV, and US\$0.10 on the OTCQX. It is a condition to completion of the Offering that the Unit Shares, Warrant Shares underlying the Warrants and Common Shares underlying the Broker Warrants (as defined herein) issuable pursuant to this Offering be approved for listing on the TSXV.

	<u>Price to Public</u>	<u>Agents' Fee<sup>(1)</sup></u>	<u>Net Proceeds to Corporation<sup>(2) (3)</sup></u>
Per Unit	\$0.17	\$0.0102	\$0.1598
Total Offering	\$10,000,000 <sup>(4)</sup>	\$600,000 <sup>(5)</sup>	\$9,400,000 <sup>(5)</sup>

**Notes:**

- (1) The Corporation has agreed to pay the Agents a cash commission equal to 6% of the total gross proceeds of the Offering, which includes proceeds from the exercise of the Over-Allotment Option (as defined herein), if any, other than the gross proceeds of sales of Units made to purchasers on a president's list consisting of insiders, directors and senior officers of the Corporation, as agreed between the Corporation and the Agents, in a format satisfactory to the Agents (the "**President's List**"), in which case the Agents' Fees will be reduced to 3% (the "**Agents' Fee**"). In addition, the Corporation will issue Common Share purchase warrants ("**Broker Warrants**") to the Agents equal to 6% of the number of Units issued pursuant to the Offering (reduced to 3% for any Units sold to purchasers on the President's List), which includes proceeds from the exercise of the Over-Allotment Option. Each Broker Warrant shall entitle the holder thereof to purchase one Common Share at an exercise price equal to the Offering Price per Common Share at any time up to 24 months following the Closing Date (as defined herein). This Prospectus also qualifies the distribution of the Broker Warrants.
- (2) After deducting the Agents' Fee payable by the Corporation but before deducting expenses of the Offering, estimated to be \$250,000. See "Use of Proceeds".
- (3) The Corporation has granted the Agents an option (the "**Over-Allotment Option**") to purchase up to an additional 15% of the aggregate number of Units sold under the Offering at the Offering Price, to cover over-allotments, if any, and for market stabilization purposes, exercisable by the Agents in respect of: (i) additional Units (each, an "**Over-Allotment Unit**" and, collectively, the "**Over-Allotment Units**") at the Offering Price, (ii) additional Unit Shares ("**Over-Allotment Unit Shares**") at a price of \$0.1592 per Over-Allotment Unit Share; (iii) additional Warrants (the "**Over-Allotment Warrants**") at a price of \$0.0108 per Over-Allotment Warrant; or (iv) any combination of Over-Allotment Units, Over-Allotment Unit Shares and Over-Allotment Warrants (the "**Over-Allotment Securities**"), provided that the aggregate number of Over-Allotment Unit Shares and Over-Allotment Warrants does not exceed 8,823,529 Over-Allotment Unit Shares and 8,823,529 Over-Allotment Warrants, respectively. The Over-Allotment Securities will otherwise be issued on the same terms and conditions as the Offering. If the Over-Allotment Option is exercised in full for Over-Allotment Securities, then the total "Price to the Public", "Agents' Fee" and "Net Proceeds to the Corporation" (before deducting expenses of the Offering) will be \$11,500,000, \$690,000 and \$10,810,000, respectively. This Prospectus also qualifies issuance of the Over-Allotment Securities. A purchaser who acquires Over-Allotment Securities forming part of the Agents' over-allocation position acquires such Over-Allotment Securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. Unless the context otherwise requires, references herein to "Units", "Unit Shares" and "Warrants", in this Prospectus include the applicable Over-Allotment Securities. See "Plan of Distribution" and the table below.
- (4) Assumes maximum Offering size.
- (5) Assumes that there are no President's List purchasers.

**There is no minimum amount of funds that must be raised under the Offering. This means that the Corporation could complete the Offering after raising only a small proportion of the Offering set out above.**

<u>Agents' position</u>	<u>Maximum size</u>	<u>Exercise period</u>	<u>Exercise price</u>
Over-Allotment Option	Up to 8,823,529 Over-Allotment Units / Up to 8,823,529 Over-Allotment Unit Shares / Up to 8,823,529 Over-Allotment Warrants <sup>(1)</sup>	Exercisable for 30 days following the Closing Date	\$0.17 per Over-Allotment Unit \$0.1592 per Over-Allotment Unit Share \$0.0108 per Over-Allotment Warrant
Broker Warrants	3,529,411 Broker Warrants <sup>(2)</sup>	Exercisable for 24 months following the Closing Date	\$0.17 per Common Share

**Notes:**

- (1) Assuming exercise of the Over-Allotment Option in full for Over-Allotment Units.
- (2) Assuming the Over-Allotment Option is not exercised and there are no President's List purchasers.

Subscriptions will be received subject to rejection or allotment in whole or in part and the Agents reserve the right to close the subscription books at any time without notice. The closing of the Offering is expected to occur on or about November 19, 2024, or such other date as the Corporation and the Agents may agree (the "**Closing Date**"). If the Offering is not completed within 90 days of the issuance of a receipt for the final prospectus, or if a receipt has been issued for an amendment to the final prospectus, within 90 days of the issuance of such receipt and in any event not later than 180 days from the date of receipt for the final prospectus, the distribution will cease.

The Units will be issued and deposited in electronic form with CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee pursuant to the book-based system administered by CDS on the Closing Date, against payment of the aggregate purchase price for the Units. A purchaser of Units will receive only a client confirmation from the registered dealer from or through whom Units are purchased.

In connection with the Offering, the Agents may over-allot or effect transactions that stabilize or maintain the market price of the Common Shares at levels other than those that may otherwise exist in the open market. Such transactions, if commenced, may be discontinued at any time. The Agents propose to offer the Units initially at the Offering Price. After the Agents have made reasonable efforts to sell all of the Units at the Offering Price, the Agents may subsequently reduce the selling price to investors from time to time in order to sell any of the Units remaining unsold. Any such reduction will not affect the net proceeds received by the Corporation. See "Plan of Distribution".

Investing in the Units involves a high degree of risk. See "Risk Factors" herein and other filings incorporated by reference herein. Potential investors are advised to consult their own legal counsel and other professional advisors in order to assess income tax, legal and other aspects of this Offering.

**There is currently no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants purchased under this Prospectus. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Warrants and the extent of issuer regulation. See "Risk Factors".**

Unless otherwise indicated, all references to dollar amounts in this Prospectus are to Canadian dollars and, with the exception of per share amounts, have been rounded to the nearest dollar.

Messrs. Keith Hill, Thomas Hickey, Shawn Reynolds and Gavin Wilson, directors of the Corporation, reside outside of Canada and have appointed the Corporation at its head office located at 1710 - 1050 West Pender Street, Vancouver, British Columbia, Canada, V6E 3S7 as its agent for service of process in Canada. ERC Equipoise Limited has appointed ERC Evolution (Canada) Ltd. at its office located at Suite 500-602 12 Ave SW, Calgary AB T25 1J3 as its agent for service of process in Canada. Prospective purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service. See "Risk Factors".

The Corporation's registered office is located at 3500 - 1133 Melville Street, Vancouver, British Columbia, Canada, V6E 4E5, and its head office is located at 1710 - 1050 West Pender Street, Vancouver, British Columbia, Canada, V6E 3S7.

References to the Corporation also includes its subsidiary entities as the context requires.

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## NOTE TO INVESTORS

### About this Prospectus

You should rely only on the information contained or incorporated by reference in this Prospectus and are not entitled to rely on only certain parts of the information contained or incorporated by reference in this Prospectus to the exclusion of the remainder. The Corporation and the Agents have not authorized anyone to provide investors with different or additional information. If anyone provides you with different or additional information, you should not rely on it. The Corporation and the Agents are not making an offer to sell or seeking an offer to buy the Units in any jurisdiction where the offer or sale is not permitted. Prospective investors should assume that the information contained in this Prospectus is accurate only as of the date on the front of this Prospectus and that information contained in any document incorporated by reference is accurate only as of the date of that document, regardless of the time of delivery of this Prospectus or of any sale of Units pursuant hereto. The Corporation's business, financial condition, results of operations and prospects may have changed since those dates.

The Corporation has not done anything that would permit the Offering or distribution of our securities under this Prospectus in any jurisdiction where action for that purpose is required, other than in each of the provinces of Canada, except Québec. Investors are required to inform themselves about, and to observe any restrictions relating to, any offering or distribution of our securities under this Prospectus.

Market data and certain industry forecasts used in this Prospectus and the documents incorporated by reference in this Prospectus were obtained from market research, publicly available information and industry publications. Management of the Corporation believes that these sources are generally reliable, but the accuracy and completeness of this information is not guaranteed. Neither the Corporation nor any of the Agents has independently verified such information, and neither the Corporation nor any of the Agents makes any representation as to the accuracy of such information.

### CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

Unless otherwise stated, all references to "\$", "C\$" or "dollars" in this Prospectus are references to Canadian dollars and all references to "US\$" are to United States dollars, unless otherwise specified. The daily exchange rate on November 8, 2024, as reported by the Bank of Canada, for the conversion of U.S. dollars into Canadian dollars was US\$1.00 equals \$1.3913.

### SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained herein and in the documents incorporated by reference into this Prospectus constitute forward-looking statements and forward-looking information as such terms are defined under applicable Canadian securities legislation (collectively, "**forward-looking statements**"). These forward-looking statements are not guarantees of TAG's future operational or financial performance and are subject to risks and uncertainties. When used herein and in the documents incorporated by reference into this Prospectus, the words "may", "will", "should", "could", "would", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict", "propose", "objective", "potential" or "continue" and similar expressions, and statements related to matters that are not historical facts are intended to identify forward-looking statements. In addition to the forward-looking statements contained in the documents incorporated by reference herein, this Prospectus contains, without limitation, forward looking-statements pertaining to the following: the completion and closing of the Offering and the timing thereof; the satisfaction of the conditions to closing of the Offering, including the receipt, in a timely manner, of regulatory and other required approvals and clearances, including the approval of the TSXV; expansion plans into the Middle East and North African ("**MENA**") region, the use of the net proceeds of the Offering; the Corporation's

business objectives; the Corporation's growth strategy; and treatment under governmental regulatory regimes and tax laws. These statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. No assurance can be given that these assumptions and expectations will prove to be correct. Readers are cautioned not to place undue reliance on these statements, which speak only as of the date of this Prospectus.

These statements are not historical facts but instead represent only the Corporation's expectations, estimates and projections regarding future events, which management to the Corporation believes to be reasonable. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking information.

Forward-looking statements are based on a number of material assumptions, including those listed below, which could prove to be significantly incorrect: the timing of obtaining regulatory and third party approvals related to the Offering; the completion of the Offering; future oil, natural gas liquids and natural gas prices, including all adjustments for the quality of the Corporation's production at point of sale; future global supply and demand of oil, natural gas liquids and natural gas; assumptions relating to the success of the Corporation's growth strategy, including its ability to acquire material assets, develop such assets to production and retain and attract key employees; assumptions regarding the Concession (as defined herein); assumptions regarding the production in the BED-1 Field (as defined herein); that no adverse changes will be made to the regulatory framework governing royalties, taxes, environmental and all other applicable matter in the jurisdictions in which the Corporation conducts its business and any other jurisdictions in which the Corporation may conduct its business in the future; the applicability of technologies for recovery, production and use of the Corporation's reserves and resources; that currency exchange rates between the United States dollar, Canadian dollar and Egyptian pound remain stable; and that the Corporation will be able to secure adequate funding in the future on acceptable terms.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under "Risks Factors" in the Annual Information Form (as defined herein) and "Risk Factors" in this Prospectus and in other documents incorporated by reference in this Prospectus. Management provides forward-looking information because they believe it provides useful information to readers when considering their investment objectives and cautions readers that the information may not be appropriate for other purposes. Consequently, all of the forward-looking information made in this Prospectus and in documents incorporated by reference in this Prospectus are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Corporation. This forward-looking information is made as of the date of this Prospectus and the Corporation assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law.

Some of the risks which could affect future results and could cause results to differ materially from those expressed in the forward-looking information contained in this Prospectus include:

- dilution to Common Shares;
- there is no current market for the Warrants;
- TSXV approval for the Offering may not be obtained;

- use of proceeds;
- negative cash flows from operating activities;
- the Corporation may fail to acquire the Concession;
- forward-looking statements may prove inaccurate; and
- it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada.

In addition to the factors set out above and those identified under the heading “Risk Factors” in the Annual Information Form (as defined herein) and “Risk Factors” in this Prospectus, other factors not currently viewed as material could cause actual results to differ materially from those described in the forward-looking information. Although the Corporation has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors and risks that cause actions, events or results not to be anticipated, estimated or intended. Accordingly, readers should not place any undue reliance on forward-looking information.

**Many of these factors are beyond the Corporation’s ability to control or predict. These factors are not intended to represent a complete list of the general or specific factors that may affect the Corporation. The Corporation may note additional factors elsewhere in this Prospectus and in any documents incorporated by reference into this Prospectus. All forward-looking information speaks only as of the date made. All subsequent written and oral forward-looking information attributable to the Corporation, or persons acting on the Corporation’s behalf, is expressly qualified in their entirety by the cautionary statements. Except as required by law, the Corporation undertakes no obligation to update any forward-looking information.**

### ELIGIBILITY FOR INVESTMENT

In the opinion of Torys LLP, counsel to the Corporation, and Stikeman Elliott LLP counsel to the Agents, based on the current provisions of the *Income Tax Act* (Canada) (the “**Tax Act**”) and the regulations thereunder (the “**Regulations**”) in force on the date hereof, the Unit Shares, Warrants and the Warrant Shares, if issued on the date hereof, will be “qualified investments” under the Tax Act and the Regulations for a trust governed by a “first home savings account” (“**FHSA**”), “registered retirement savings plan” (“**RRSP**”), “registered retirement income fund” (“**RRIF**”), “registered education savings plan” (“**RESP**”), “registered disability savings plan” (“**RDSP**”), “deferred profit sharing plan” and “tax-free savings account” (“**TFSA**”) (collectively, “**Deferred Plans**”), as those terms are defined in the Tax Act, provided that:

- (i) in the case of the Unit Shares and the Warrant Shares, such shares are listed on a “designated stock exchange” as defined in the Tax Act (which currently includes Tier 1 and 2 of the TSXV) or the Corporation is a “public corporation” (other than a “mortgage investment corporation”) as defined in the Tax Act; and
- (ii) in the case of the Warrants, the Warrant Shares are qualified investments as described in (i) above and neither the Corporation, nor any person with whom the Corporation does not deal at arm’s length, is an annuitant, a beneficiary, an employer or a subscriber under, or a holder of the particular Deferred Plan.

Notwithstanding that the Unit Shares, Warrants and Warrant Shares may be “qualified investments” for a FHSA, RRSP, RRIIF, RESP, RDSP or a TFSA (each a “**Registered Plan**”), if the Unit Shares, Warrants or Warrant Shares, as applicable, are a “prohibited investment” within the meaning of the Tax Act for a Registered Plan, the holder, subscriber or annuitant of the Registered Plan, as the case may be, will be subject to a penalty tax under the Tax Act. The Unit Shares, Warrants and Warrant Shares will generally not be a prohibited investment for a Registered Plan if the holder, subscriber or annuitant of the Registered Plan, as the case may be, (a) deals at arm’s length with the Corporation for the purposes of the Tax Act, and (b) does not have a “significant interest” (as defined for purposes of the prohibited investment rules in the Tax Act) in the Corporation. In addition, the Unit Shares and Warrant Shares will generally not be a prohibited investment if such securities are “excluded property” (as defined in the Tax Act for purposes of the prohibited investment rules) for a Registered Plan.

Prospective purchasers who intend to invest through a Registered Plan should consult their own tax advisers with respect to whether Unit Shares, Warrants or Warrant Shares would be a prohibited investment having regard to their particular circumstances.

### **DOCUMENTS INCORPORATED BY REFERENCE**

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of the Corporation at 1710 - 1050 West Pender Street, Vancouver, British Columbia, Canada, V6E 3S7, Telephone: (604) 682-6496, Email: [info@tagoil.com](mailto:info@tagoil.com) and are also available electronically under the Corporation’s SEDAR+ profile at [www.sedarplus.com](http://www.sedarplus.com).

The following documents of the Corporation, which have been filed with securities commissions or similar regulatory authorities in each of the provinces of Canada, other than Québec, are specifically incorporated by reference into, and form an integral part of, this Prospectus:

- (a) the management information circular of the Corporation dated November 5, 2024, in respect of the annual general meeting of its shareholders held on December 5, 2024;
- (b) the annual information form of the Corporation for the financial year ended December 31, 2023 (the “**Annual Information Form**”);
- (c) the audited consolidated financial statements of the Corporation for the nine month period ended December 31, 2023 and for the year ended March 31, 2023, together with the notes thereto and the independent auditor’s report thereon (the “**Annual Financial Statements**”);
- (d) the management’s discussion and analysis of the Corporation dated April 29, 2024, for the nine month period ended December 31, 2023 (the “**Annual MD&A**”);
- (e) the statement of reserves data and other oil and gas information of the Corporation for the nine month period ended December 31, 2023 prepared as of April 29, 2024;
- (f) the management’s discussion and analysis of the Corporation dated August 29, 2024, for the three and six month period ended June 30, 2024 (the “**Interim MD&A**”);
- (g) the unaudited consolidated interim financial statements of the Corporation for the three and six months ended June 30, 2024, and 2023, together with the notes thereto (the “**Interim Financial Statements**”);

- (h) the investor presentation dated October 2024 in connection with the Offering;
- (i) the revised investor presentation dated October 2024 in connection with the Offering;
- (j) the term sheet for the Offering dated October 21, 2024; and
- (k) the revised term sheet for the Offering dated October 23, 2024.

Any documents of the types referred to in section 11.1 of Form 44-101F1 of National Instrument 44-101 – *Short Form Prospectus Distributions* (other than confidential material change reports, if any) filed by the Corporation with the securities commissions or similar regulatory authorities in Canada after the date of this Prospectus and prior to the termination of the Offering shall be deemed to be incorporated by reference herein. The documents incorporated or deemed to be incorporated herein by reference contain meaningful and material information relating to the Corporation and readers should review all information contained in this Prospectus and the documents incorporated or deemed to be incorporated herein by reference.

**Any statement contained in this Prospectus or a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained herein, or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.**

**References to our website in any documents that are incorporated by reference into this Prospectus do not incorporate by reference the information on such website into this Prospectus, and we disclaim any such incorporation by reference.**

## **MARKETING MATERIALS**

Any “template version” of any “marketing materials” (as such terms are defined under applicable Canadian securities laws) that are utilized by the Agents in connection with the Offering are not part of this Prospectus to the extent that the contents of the template version of the marketing materials have been modified or superseded by a statement contained in this Prospectus. Any template version of any marketing materials that has been, or will be, filed on SEDAR+ after the date of this Prospectus and before the termination of the distribution under the Offering (including any amendments to, or an amended version of, any template version of any marketing materials) is deemed to be incorporated into this Prospectus.

## **DESCRIPTION OF THE BUSINESS**

### **Incorporation and Organization**

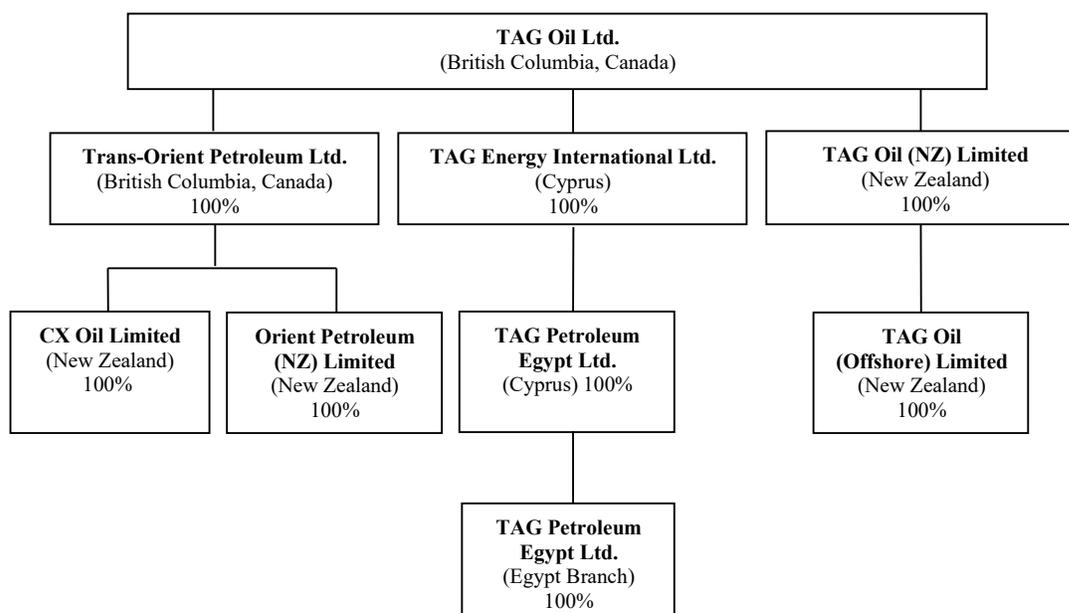
The Corporation was incorporated under the laws of British Columbia on December 12, 1990 under the name “398052 B.C. Ltd.”. The Corporation subsequently changed its name to “Aldus Energy (Canada) Corp.” on January 28, 1991, to “Aldus Energy Corp.” on April 4, 1991, to “Durum Energy Corp.” on July 18, 1991, to “Durum Cons. Energy Corp.” on October 27, 1998, and to its current name “TAG Oil

Ltd.” on June 12, 2002. On October 29, 1997, the Corporation continued into the Yukon Territory. On October 12, 2006, the Corporation was re-domiciled from a company subsisting under the *Business Corporations Act* (Yukon) back to British Columbia by way of continuance under the *Business Corporations Act* (British Columbia).

The Corporation’s registered office is located at 3500 - 1133 Melville Street, Vancouver, British Columbia, Canada, V6E 4E5, and its head office is located at 1710 - 1050 West Pender Street, Vancouver, British Columbia, Canada, V6E 3S7.

## Intercorporate Relationships

Our corporate structure is as follows:



## Summary of the Business

The Corporation is a Canadian based and listed international oil and gas exploration company pursuing strategic exploration and production acquisition projects in Egypt and other opportunities in the broader MENA region. The Corporation’s overall strategy is to grow its business via strategic transactions, property development, enhanced production methods, and capitalizing on overlooked oil and gas opportunities in the MENA region. TAG also maintains exploration and production royalty interests in Australia and New Zealand from its previous divestments in those areas.

## Recent Developments

During the first quarter of 2024, TAG achieved a significant milestone in its operations within the Badr Oil Field (“**BED-1 Field**”) with the successful completion of the drilling phase for the BED4-T100 horizontal well in the Abu Roash “F” unconventional formation (“**ARF Reservoir**”). The Corporation has also received a “No Objection Letter” approval from an industry operator in Egypt to the Corporation’s proposal to acquire a significant interest in their sizable concession in the Western Desert, Egypt (the “**Concession**”). The Corporation engaged in evaluating the Concession earlier this year and submitted a binding proposal

in the second quarter. The farm-in agreement is expected to contemplate standard farm-in terms and is subject to certain conditions and other regulatory approvals.

With the successful proof of concept of producing commercial oil volumes from the unconventional ARF Reservoir in the BED-1 Field, the Corporation will look to advance appraisal and development activities in the Western Desert, Egypt, at the BED-1 Field and potentially at the Concession if the Corporation is successful in acquiring the Concession.

## CONSOLIDATED CAPITALIZATION

Other than as disclosed below, there have been no material changes in our consolidated share and loan capital since June 30, 2024, the date of the Interim Financial Statements. The following table sets forth the consolidated capitalization of the Corporation as at the dates indicated, before and after giving effect to the Offering. This table should be read in conjunction with the Annual Financial Statements, the Annual MD&A, the Interim Financial Statements and the Interim MD&A, which are incorporated herein by reference.

Description	As at June 30, 2024	As at June 30, 2024 after giving effect to the Offering <sup>(1)(2)(4)</sup>	As at June 30, 2024 after giving effect to the Offering <sup>(1)(3)(4)</sup>
Common Shares	185,117,793	243,941,322	252,764,851
Warrants	-	58,823,529	67,647,059
Options	11,525,001	11,525,001	11,525,001
Long-term debt	-	-	-

**Notes:**

- (1) Without giving effect to the issuance of any Common Shares which have been allocated and reserved for issuance upon the exercise of 11,525,001 outstanding convertible securities of the Corporation as at June 30, 2024, of which 9,058,334 were exercisable.
- (2) Assuming no exercise of the Over-Allotment Option.
- (3) Assuming full exercise of the Over-Allotment Option for Over-Allotment Units.
- (4) Assuming the maximum Offering size.

## USE OF PROCEEDS

### Proceeds

Assuming no exercise of the Over-Allotment Option (in full or in part) and the maximum Offering size, the estimated net proceeds to be received by the Corporation from the Offering will be \$9,150,000, after deducting the Agents' Fee of \$600,000 (assuming that there are no President's List purchasers) and the estimated expenses of the Offering of \$250,000. If the Over-Allotment Option is exercised in full (assuming that there are no President's List purchasers), the estimated net proceeds to be received by the Corporation from the Offering will be \$10,560,000, after deducting the Agents' Fee of \$690,000 and the estimated expenses of the Offering of \$250,000.

The Corporation currently intends, subject to discretion to change such allocation after the date of this Prospectus, to use the net proceeds as follows:

<b>Activity or nature of expenditure</b>	<b>Approximate use of net proceeds (50% of Offering)<sup>(2)</sup></b>	<b>Approximate use of net proceeds (100% of Offering)<sup>(3)</sup></b>	<b>Approximate use of net proceeds (100% of Offering and including Over-Allotment Option)<sup>(4)</sup></b>
Appraisal and Development Activities <sup>(1)</sup>	\$4,000,000	\$8,000,000	\$10,000,000
Unallocated Working Capital & Offering Fees/Expenses	\$450,000	\$1,150,000	\$560,000
<b>Total</b>	<b>\$4,450,000<sup>(5)</sup></b>	<b>\$9,150,000<sup>(6)</sup></b>	<b>\$10,560,000<sup>(7)</sup></b>

**Notes:**

- (1) To advance appraisal and development activities in the Egypt Western Desert, at both the BED-1 Field and potentially at the Concession.
- (2) Assumes a \$5,000,000 Offering size and no President's List purchasers.
- (3) Assumes the maximum Offering size, no exercise of the Over-Allotment Option and no President's List purchasers.
- (4) Assumes the maximum Offering size, exercise of the Over-Allotment Option in full and no President's List purchasers.
- (5) Includes proceeds to be received by the Corporation from an Offering of \$5,000,000 after deducting the Agents' Fee of \$300,000 (assuming that there are no President's List purchasers) and the estimated expenses of the Offering of \$250,000.
- (6) Includes proceeds to be received by the Corporation from the Offering of \$10,000,000, deducting the Agents' Fee of \$600,000 (assuming that there are no President's List purchasers) and deducting the estimated expenses of the Offering of \$250,000.
- (7) Includes proceeds to be received by the Corporation from the Offering of \$11,500,000, deducting the Agents' Fee of \$690,000 (assuming that there are no President's List purchasers) and deducting the estimated expenses of the Offering of \$250,000.

TAG intends to use the net proceeds of the Offering to: (i) advance appraisal and development activities in the Egypt Western Desert, at both the BED-1 Field and potentially at the Concession, and (ii) for unallocated working capital and general corporate purposes. Activities to be advanced with the proceeds include executing re-entry work on multiple existing wells to recomplete and/or drilling a sidetrack into existing conventional oil reservoirs, the drilling of new vertical delineation wells in the unconventional ARF Reservoir play targeting high intensity natural fractured areas and planning of the next horizontal well with multi-stage frac.

The Corporation's business objectives in using the net proceeds of the Offering are mainly to execute on its business plan to grow commercial productivity of the ARF Reservoir in BED-1 Field and potentially at the Concession and to expand its development plans in 2024 and beyond, as follows:

<b>Business objective</b>	<b>Milestone that must occur for business objective to be accomplished<sup>(1)</sup></b>	<b>Anticipated timing to achieve business objective</b>	<b>Anticipated Expenditure (50% of Offering)</b>	<b>Anticipated Expenditure (100% of Offering)<sup>(2)</sup></b>	<b>Anticipated Expenditure (100% of Offering)<sup>(3)</sup></b>
Acquisition of the Concession	Receiving final approval and signing definitive agreement	On or about December 31, 2024	\$2,000,000	\$2,000,000	\$2,000,000
Increase production in BED-1 Field	A) BED 1-7 pump replacement, and	A) Q4/2024, and	A) \$500,000	A) \$500,000	A) \$500,000
	B) Drill a new vertical well	B) Q2/2025	B) Nil	B) \$4,000,000 <sup>(4)</sup>	B) 4,000,000 <sup>(4)</sup>
Develop production at the Concession	A) Workovers (3 wells), and	A) Q1/2025, and	A) \$1,500,000	A) \$1,500,000	A) \$1,500,000
	B) Drill (1 vertical well and/or 1 sidetrack well) in the Concession	B) Q2/2025	B) Nil	B) Nil	B) 2,000,000 <sup>(5)</sup>
Working Capital			\$450,000	\$1,150,000	\$560,000
<b>Total</b>			\$4,450,000	\$9,150,000	\$10,560,000

**Notes:**

- (1) Prioritization of capital will be based on management and the board of directors of the Corporation (“**Board**”) discretion in terms of profitability, infrastructure access, and risk assessment and may result in adjustment of the eventual allocation among the listed objectives.
- (2) Does not include the exercise of the Over-Allotment Option.
- (3) Includes the full exercise of the Over-Allotment Option.
- (4) The Corporation may elect to drill a vertical well in the Concession instead of in the BED-1 Field at the same cost.
- (5) The cost to drill a sidetrack well in the Concession.

**Negative Cash Flow from Operating Activities**

The Corporation had negative cash flow from operating activities of (\$2,924,000) in its most recently completed financial year in respect of the nine months ended December 31, 2023 and (\$1,871,000) for the six months ended June 30, 2024. The Corporation’s net working capital as at December 31, 2023 was \$12.2 million and as of June 30, 2024 was \$7.3 million.

**Principal Securityholders**

As of the date hereof, to the knowledge of the directors and executive officers of the Corporation, there are no persons or companies who beneficially own, directly or indirectly, or control or direct Common Shares carrying 10% or more of the voting rights attached to all of the Common Shares, except as set forth below.

<b>Name</b>	<b>Number of Common Shares Held or Controlled</b>	<b>Percentage of Common Shares Held or Controlled</b>
Askar Alshinbayev	29,994,500	16.2%

## DESCRIPTION OF SECURITIES BEING DISTRIBUTED

### The Offering

The Offering consists of Units, each of which is comprised of one Unit Share and one Warrant. The Units will separate into Unit Shares and Warrants immediately upon issuance. This Prospectus qualifies the distribution of the Units, including the Over-Allotment Securities, the distribution of the Broker Warrants and the grant of the Over-Allotment Option.

### Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares, of which, as at November 11, 2024 there were 185,117,793 Common Shares issued and outstanding. All of the issued Common Shares are fully paid and are not subject to any future call or assessment.

### Warrants

The Warrants issued under the Offering will be governed by an indenture (the “**Warrant Indenture**”) to be entered into between the Corporation and Computershare Investor Services Inc. as agent for the holders of the Warrants (the “**Warrant Agent**”). The following description is subject to the detailed provisions of the Warrant Indenture. Reference should be made to the Warrant Indenture for the full text of attributes of the Warrants.

The Unit Shares and the Warrants will separate following the closing of the Offering. Each Warrant will entitle the holder to acquire, subject to adjustment as summarized below, one Warrant Share at an exercise price of \$0.25 until 5:00 p.m. (Vancouver Time) on the date that is 24 months following the Closing Date, after which time the Warrant will be void and of no value. For greater certainty, all Warrants, including the Over-Allotment Warrants issued pursuant to, or in connection with, the Over-Allotment Option, will expire on the same expiry date 24 months from the Closing Date. The Warrants and the Warrant Shares have not been and will not be registered under the U.S. Securities Act or any applicable state securities laws, and the Warrants may not be exercised by or on behalf of a person in the United States unless an exemption from such registration is available and documentation to that effect is provided in accordance with the terms of the Warrant Indenture.

The Warrants may be issued in uncertificated form. Any Warrants issued in certificated form shall be evidenced by a warrant certificate in the form attached to the Warrant Indenture. All Warrants issued in the name of CDS may be in either a certificated or uncertificated form, such uncertificated form being evidenced by a book-entry position on the register of warrant holders to be maintained by the Warrant Agent at its principal offices in Vancouver, British Columbia.

The Warrant Indenture will provide that the share ratio and exercise price of the Warrants will be subject to adjustment in the event of a subdivision or consolidation of the Common Shares. The Warrant Indenture will also provide that if there is (a) a reclassification or change of the Common Shares, (b) any consolidation, amalgamation, arrangement or other business combination of the Corporation resulting in any reclassification, or change of the Common Shares into other shares, or (c) any sale, lease, exchange or transfer of the Corporation’s assets as an entity or substantially as an entirety to another entity, then each holder of a Warrant which is thereafter exercised shall receive, in lieu of Common Shares, the kind and number or amount of other securities or property which such holder would have been entitled to receive as a result of such event if such holder had exercised the Warrants prior to the event.

The Warrant Indenture will also provide that, during the period in which the Warrants are exercisable, it will give notice to holders of Warrants of certain stated events, including events that would result in an adjustment to the exercise price for the Warrants or the number of Warrant Shares issuable upon exercise of the Warrants, at least 14 days prior to the record date or effective date, as the case may be, of such events.

There is currently no market through which the Warrants may be sold, and purchasers may not be able to resell the Warrants purchased under this Prospectus. See “Risk Factors”.

**No fractional Warrant Shares will be issuable upon the exercise of any Warrants, and no cash or other consideration will be paid in lieu of fractional shares. Holders of Warrants will not have any voting or pre-emptive rights or any other rights which a holder of Common Shares would have.**

### **Broker Warrants**

The Corporation has agreed to issue to the Agents the number of Broker Warrants that is equal to 6% of the number of Units issued pursuant to the Offering (reduced to 3% for any Units sold to purchasers on the President’s List), including the amount subscribed for pursuant to the exercise of the Over-Allotment Option. Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price equal to the Offering Price per Common Share at any time up to 24 months following the closing of the Offering.

### **PLAN OF DISTRIBUTION**

Pursuant to the Agency Agreement, the Corporation has agreed to retain the Agents to offer for sale on a “best efforts” agency basis, up to an aggregate of 58,823,529 Units to the public in all the provinces of Canada, except Quebec, at a price of \$0.17 per Unit, payable in cash to the Corporation against delivery of the Unit. While the Agents have agreed to use their best efforts to sell the Units, the Agents are not obligated to purchase any of the Units that are not sold. The Offering Price of the Units was determined by negotiation between the Corporation and the Agents, with reference to the prevailing market price of the Common Shares. Tennyson Securities is not registered as a dealer in any Canadian jurisdiction and accordingly will not, directly or indirectly, solicit offers to purchase or sell the Units in Canada.

The obligations of each Agent under the Agency Agreement may be terminated at the discretion of the Agents on the basis of “market out”, “disaster out”, “material adverse change out”, “regulatory proceedings out” (including, for greater certainty, the cease trading or suspension of trading of the Common Shares) and “breach out” provisions in the Agency Agreement and may also be terminated or upon the occurrence of certain other stated events. The Agents are offering the Units, subject to prior sale, if, as and when issued by the Corporation, subject to certain conditions contained in the Agency Agreement, such as receipt by the Agents of officers’ certificates and legal opinions. The Offering Price and certain terms of the Offering were determined by negotiation between the Corporation and the Agents, with reference to the prevailing market price of the Common Shares. The Units initially are offered at the Offering Price. After a reasonable effort has been made to sell all of the Units at the Offering Price, subject to applicable law, the Agents may subsequently reduce the selling prices to investors from time to time in order to sell any of the Units that remain unsold. The compensation realized by the Agents will be decreased by the amount that the aggregate price paid by purchasers for the Units is less than the gross proceeds paid to the Corporation by the Agents. Any such reduction will not affect the proceeds received by the Corporation. There is no minimum amount of funds that must be raised under the Offering. This means that the Corporation could complete the Offering after raising only a small proportion of the Offering set out above.

The Corporation has granted the Agents the Over-Allotment Option, which is exercisable in whole or in part, at any time and from time to time, for a period of 30 days from the closing of this Offering, to purchase up to an additional 15% of the aggregate number of Units sold under the Offering at the Offering Price, to

cover over-allotments, if any, and for market stabilization purposes, exercisable by the Agents in respect of: (i) Over-Allotment Units at the Offering Price, (ii) Over-Allotment Unit Shares at a price of \$0.1592 per Over-Allotment Unit Share; (iii) Over-Allotment Warrants at a price of \$0.0108 per Over-Allotment Warrant; or (iv) any combination of Over-Allotment Securities, provided that the aggregate number of Over-Allotment Unit Shares and Over-Allotment Warrants does not exceed 8,823,529 Over-Allotment Unit Shares and 8,823,529 Over-Allotment Warrants, respectively. This Prospectus qualifies the issuance of the Over-Allotment Securities. A purchaser who acquires Over-Allotment Securities forming part of the Agents' over-allocation position acquires such Over-Allotment Securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

In consideration for their services in connection with the Offering, the Agents will be paid the Agents' Fee comprised of a cash commission equal to 6% of the gross proceeds of the Offering (reduced to 3% for any Units sold to purchasers on the President's List), including any proceeds from the exercise of the Over-Allotment Option.

The Offering is being made by the Agents in each of the provinces of Canada, other than Québec, in accordance with securities regulatory requirements in Canada. The Units will be offered in Canada through the Agents either directly or through their respective Canadian broker-dealer affiliates or agents. No Units will be offered or sold in any jurisdiction except by or through brokers or dealers duly registered under the applicable securities laws of that jurisdiction, or in circumstances where an exemption from such registered dealer requirements is available. Subscriptions for the Units will be received subject to rejection or allotment in whole or in part and the Agents reserve the right to close the subscription books at any time without notice. Closing of the Offering is expected to take place on or about November 19, 2024, or such other date as the Agents may determine. If the Offering is not completed within 90 days of the issuance of a receipt for the final prospectus, or if a receipt has been issued for an amendment to the final prospectus, within 90 days of the issuance of such receipt and in any event not later than 180 days from the date of receipt for the final prospectus, the distribution will cease.

The Offering will be conducted under the book-based system. A purchaser of Units will receive only a customer confirmation from the registered dealer from or through which the Units are purchased and who is a CDS depository service participant. CDS will record the CDS participants who hold Units on behalf of owners who have purchased Units in accordance with the book-based system.

The Offering Price of the Units for all investors will be payable in Canadian dollars, unless the Agents otherwise agree. All of the proceeds of the Offering will be paid to the Corporation by the Agents in Canadian dollars based on the Offering Price.

The Corporation expects that delivery of the Units will be made against payment therefor on or about the Closing Date. Investors who wish to trade Common Shares prior to the Closing Date should consult their own advisors.

Pursuant to policies of certain Canadian securities regulatory authorities, the Agents may not, throughout the period of distribution under the Offering, bid for or purchase Units for their own accounts or for accounts over which they exercise control or direction. The foregoing restriction is subject to certain exceptions, on the condition that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in or raising the price of the Common Shares. These exceptions include a bid or purchase permitted under Universal Market Integrity Rules for Canadian marketplaces administered by the Canadian Investment Regulatory Organization relating to market stabilization and passive market making activities, and a bid or purchase made for or on behalf of a customer where the order was not solicited during the period of distribution. Subject to the foregoing, the Agents may effect transactions which stabilize or

maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market. These stabilizing transactions and syndicate covering transactions may have the effect of preventing or mitigating a decline in the market price of the Common Shares and may cause the price of the Common Shares to be higher than would otherwise exist in the open market absent such stabilizing activities. These transactions, if commenced, may be discontinued at any time.

It is a condition to completion of the Offering that the Unit Shares, Warrant Shares underlying the Warrants and Common Shares underlying the Broker Warrants issuable pursuant to this Offering be approved for listing on the TSXV. The Corporation has applied to list the Unit Shares distributed under this Prospectus on the TSXV. Listing will be subject to the Corporation fulfilling all the listing requirements of the TSXV.

Pursuant to the terms of the Agency Agreement, the Corporation will not, directly or indirectly, sell, agree or offer to sell, authorize, issue, announce or grant any option for the sale of, or otherwise dispose of any securities of the Corporation or any securities convertible into or exchangeable or exercisable for securities of the Corporation during the period commencing on the date of this Prospectus and ending 90 days after the Closing Date, without the prior written consent of the Lead Agent, except pursuant to, (i) the Offering; (ii) equity securities which may be issued from time to time as agreed to in employee compensation arrangements (including the grant of stock options, the issue of shares or other securities in the normal course pursuant to any stock option plan or other incentive plan of the Corporation existing on the Closing Date); (iii) as a result of acquisitions or upon the conversion, exercise or exchange of convertible, exercisable or exchangeable securities or other arrangements or agreements (other than stock options) existing on the Closing Date; or (iv) the exercise of stock options or previously issued warrants or vesting of securities existing or subsequently granted as permitted by this section.

The Corporation will use its commercially reasonable efforts to cause each of its directors and senior officers to execute agreements, in favour of the Agents, pursuant to which each of such individuals will agree not to, without the prior written consent of the Agents, such consent not to be unreasonably withheld, sell, transfer or otherwise dispose of or transfer the economic consequences of any securities of the Corporation held by such individuals until the date which is 90 days following the Closing Date except pursuant to (i) transfers of Common Shares pursuant to a bona fide third party take-over bid, merger, plan of arrangement or similar transaction involving a change of control of the Corporation; (ii) transfers for tax or other planning purposes, including dispositions to any trust; or (iii) exercise of a stock option or other convertible security.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Units within the United States. The Units have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States. Accordingly, the Units may not be offered, sold or delivered, directly or indirectly, in the United States except pursuant to an exemption from registration under the U.S. Securities Act and applicable U.S. state securities laws, and the Units may only be resold, in the United States pursuant to an available exemption from registration under the U.S. Securities Act and applicable U.S. state securities laws. The Agents, through their U.S. registered broker-dealer affiliates, may offer the Units pursuant to the Agency Agreement only to persons to whom the Corporation will sell such securities directly as substituted purchasers, where such persons are U.S. institutional “accredited investors” (as defined in Rule 501(a)(1), (2), (3), (7), (8), (9), (12) or (13) of Regulation D under the U.S. Securities Act), and/or “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act, in a private placement under Regulation D or Section 4(a)(2) under the U.S. Securities Act and applicable U.S. state securities laws. In addition, the Agents will offer and sell the Units outside of the United States only in accordance with Regulation S under the U.S. Securities Act. In addition, until 40 days after the later of the commencement of the Offering and the issue date of the Units offered hereby, an offer or sale of the Units within the United States by a dealer (whether or not participating in this Offering) may violate the

registration requirements of the U.S. Securities Act if such offer or sale is made other than in accordance with an exemption from such registration requirements.

### **Notice to Prospective Investors in the European Economic Area**

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a “**Relevant Member State**”), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State no offer of Units may be made to the public in that Relevant Member State other than:

- to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive; or
- in any other circumstances falling within Article 3(2) of the Prospectus Directive,

*provided* that no such offer of Units shall require the Corporation or any Agent to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

This Prospectus has been prepared on the basis that any offer of Units in any Relevant Member State will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of Units. Accordingly, any person making or intending to make an offer in that Relevant Member State of Units which are the subject of the Offering contemplated in this Prospectus may only do so in circumstances in which no obligation arises for the Corporation or any of the Agents to publish a prospectus pursuant to Article 3 of the Prospectus Directive in relation to such offer.

For the purpose of the above provisions, the expression “an offer to the public” in relation to any Units in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Units to be offered so as to enable an investor to decide to purchase or subscribe for Units, as the same may be varied in the Relevant Member State by any measure implementing the Prospectus Directive in the Relevant Member State, and the expression “Prospectus Directive” means Directive 2003/71/EC (including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member States) and includes any relevant implementing measure in the Relevant Member State and the expression “2010 PD Amending Directive” means Directive 2010/73/EU.

### **Notice to Prospective Investors in the United Kingdom**

This Prospectus is only being distributed to and is only directed at (i) persons who are outside the United Kingdom; (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”); or (iii) high net worth entities, and other persons to whom it may be lawfully communicated, falling within Article 49(2)(a) to (e) of the Order (all such persons together being referred to as “relevant persons”). The Units are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Units will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this Prospectus or any of its contents.

## PRIOR SALES

The Corporation did not issue Common Shares or any other securities convertible into or exchangeable for Common Shares in the 12-month period preceding the date of this Prospectus.

## PRICE RANGE AND TRADING VOLUME OF THE COMMON SHARES

The Common Shares of the Corporation are listed and traded on the TSXV under the symbol “TAO” and are quoted on the OTCQX under the symbol “TAOIF”. The following table indicates the price range and trading volume of the Common Shares as reported by the TSXV during the months noted below. On November 11, 2024, which was the last full day of trading of the Common Shares on the TSXV prior to the filing of this Prospectus, the closing price of the Common Shares on the TSXV was \$0.14 per Common Share.

<b>Month</b>	<b>High (\$)</b>	<b>Low (\$)</b>	<b>Volume</b>
<b>2023</b>			
October	0.59	0.47	2,906,239
November	0.60	0.45	2,814,471
December	0.51	0.37	1,787,688
<b>2024</b>			
January	0.47	0.34	3,075,450
February	0.56	0.35	2,378,453
March	0.50	0.43	3,189,455
April	0.63	0.47	3,869,894
May	0.64	0.39	6,883,587
June	0.45	0.38	2,419,423
July	0.40	0.29	6,159,273
August	0.37	0.32	1,313,483
September	0.35	0.25	2,774,959
October	0.31	0.14	8,304,584
November 1-11	0.155	0.135	1,177,484

## RISK FACTORS

*Investing in the Units is speculative and involves a high degree of risk. Prospective investors of Units should carefully review and consider the risk factors set forth below, as well as the risk factors referenced under the heading “Risk Factors” in the Annual Information Form incorporated by reference in this Prospectus, before a decision is made to invest in the Units. Such risks may not be the only risks facing the Corporation. Additional risks and uncertainties, including those of which we are currently unaware or that we deem immaterial, may also adversely affect our business.*

### ***Dilution to Common Shares***

The Corporation's articles allow it to issue an unlimited number of Common Shares for such consideration and on such terms and conditions as established by the Board, in many cases, without the approval of the Corporation's shareholders. As part of this Offering, the Corporation could issue up to 67,647,058 Common Shares and up to 67,647,058 Warrants and 4,058,823 Broker Warrants convertible into 71,705,882 Common Shares (which number includes the exercise in full of the Over-Allotment Option). The Corporation may issue additional Common Shares in subsequent offerings (including through the sale of securities convertible into or exchangeable for Common Shares) and on the exercise of stock options or other securities exercisable for Common Shares. The Corporation cannot predict the size of future issuances of Common Shares or the effect that future issuances and sales of Common Shares will have on the market price of the Common Shares. Issuances of a substantial number of additional Common Shares, or the perception that such issuances could occur, may adversely affect prevailing market prices for the Common Shares. With any additional issuances of Common Shares, investors will suffer dilution to their voting power and the Corporation may experience dilution in its earnings per share.

### ***No Current Market for the Warrants***

There is currently no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants purchased under this Prospectus. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Warrants and the extent of issuer regulation. Without an active market, the liquidity of the Warrants will be limited.

### ***Warrants are Speculative in Nature and may not have any Value***

The Warrants do not confer any rights of Common Share ownership on their holders, such as voting rights or the right to receive dividends, but rather merely represent the right to acquire Common Shares at a fixed price for a limited period of time. Specifically, commencing on the date of issuance, holders of the Warrants may exercise their right to acquire Common Shares and pay an exercise price of \$0.25 per Common Share, subject to certain adjustments and acceleration provisions, prior to the date which is 24 months following the Closing Date, after which date any unexercised Warrants will expire and have no further value.

### ***Use of Proceeds***

The Corporation currently intends to allocate the net proceeds received from the Offering as described under "Use of Proceeds" in this Prospectus. However, management will have discretion in the actual application of the net proceeds and may elect to allocate proceeds differently from that described in "Use of Proceeds" if it is believed it would be in the best interests of the Corporation to do so as circumstances change. In particular, appraisal and development activities with respect to the Concession may not occur at all or as described under "Use of Proceeds" if the acquisition of the Concession is not successful shareholders may not agree with the manner in which the Board and/or management choose to allocate and spend the net proceeds. The failure by management to apply these funds effectively could have a material adverse effect on the business of the Corporation.

The anticipated use of proceeds may also be affected by a variety of risks and hazards which are beyond the control of the Corporation, including environmental hazards, industrial accidents, occupational and health hazards, technical failures, labour disputes, flooding and extended interruptions due to inclement or hazardous weather conditions, mechanical difficulties, shortage or delays in the delivery of rigs and/or other equipment, compliance with governmental requirements, explosions and other accidents.

### ***Negative Cash Flows from Operating Activities***

The Corporation had negative cash flow from operating activities of (\$2,924,000) in its most recently completed financial year in respect of the nine months ended December 31, 2023 and (\$1,871,000) for the six months ended June 30, 2024. If the Corporation has negative cash flow from operating activities in future periods, it may need to deploy a portion of its existing working capital, including the proceeds raised from the Offering, to fund such negative cash flows or seek additional debt or equity financing in order to continue operations and achieve its objectives; in the alternative, if the Corporation cannot obtain debt or equity financing on terms acceptable to it or at all, the Corporation may be forced to reduce its operations. There can be no assurance that debt or equity financing will be available to the Corporation or, if available, will be on terms acceptable to the Corporation.

### ***Forward-Looking Statements may Prove 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. See “Special Note Regarding Forward-Looking Statements”.

### ***Non-Issuer Submission to Jurisdiction***

We are organized under the laws of British Columbia, Canada and as at the date of this Prospectus, our principal place of business is in Egypt. Messrs. Keith Hill, Thomas Hickey, Shawn Reynolds and Gavin Wilson reside outside of Canada and have each appointed the Corporation as their agent for service of process in Canada. ERC Equipoise Limited is headquartered outside of Canada and has appointed ERC Evolution (Canada) Ltd. as its agent for service of process in Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

## **CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS**

The following is, as of the date hereof, a general summary of the principal Canadian federal income tax considerations under the Tax Act and the Regulations generally applicable to a holder who acquires Unit Shares, Warrants and Warrant Shares acquired on exercise of Warrants as beneficial owner pursuant to this Prospectus and who, at all relevant times, for the purposes of the Tax Act, deals at arm’s length with the Corporation and the Agents, is not affiliated with the Corporation or the Agents, and will acquire and hold the Warrants and the Unit Shares and any Warrant Shares acquired on exercise of Warrants (the Unit Shares and Warrant Shares sometimes collectively referred to herein as the “**Shares**”) as capital property (each, a “**Holder**”), all within the meaning of the Tax Act. The Shares and Warrants will generally be considered to be capital property to a Holder unless the Holder holds or uses the Shares or Warrants, or is deemed to hold or use the Shares or Warrants, in the course of carrying on a business of trading or dealing in securities or has acquired them, or deemed to have acquired them, in a transaction or transactions considered to be an adventure in the nature of trade.

This summary does not apply to a Holder (a) that is a “financial institution” as defined in the Tax Act for purposes of the mark-to-market rules contained in the Tax Act; (b) an interest in which is a “tax shelter” as defined in the Tax Act; (c) an interest in which is or would constitute a “tax shelter investment” as defined in the Tax Act; (d) that is a “specified financial institution” as defined in the Tax Act; (e) that has elected to report its “Canadian tax results” in a currency other than Canadian currency; (f) that is exempt from tax

under Part I of the Tax Act; (g) that is a partnership; (h) that has entered into, or will enter into, a “synthetic disposition arrangement” or a “derivative forward agreement” with respect to the Shares or Warrants, as those terms are defined in the Tax Act; or (i) that receives dividends on the Shares under or as part of a “dividend rental arrangement” as defined in the Tax Act. Such Holders should consult their own tax advisors with respect to an investment in Units.

Additional considerations, not discussed herein, may apply to a Holder that is a corporation resident in Canada, and is or becomes (or does not deal at arm’s length for purposes of the Tax Act with a corporation resident in Canada that is or becomes), as part of a transaction or event or series of transactions or events that includes the acquisition of the Units, controlled by a non-resident person or a group of persons comprised of any combination of non-resident corporations, non-resident individuals or non-resident trusts that do not deal with each other at arm’s length for purposes of the “foreign affiliate dumping” rules in section 212.3 of the Tax Act. Such Holders should consult their own tax advisors with respect to the consequences of purchasing the Units pursuant to the Offering.

This summary does not address the deductibility of interest by a Holder who has borrowed money or otherwise incurred debt in connection with the acquisition of Units.

This summary is based upon the current provisions of the Tax Act and the Regulations in force as of the date hereof, all specific proposals to amend the Tax Act and the Regulations (the “**Tax Proposals**”) which have been announced by or on behalf the Minister of Finance (Canada) prior to the date hereof, counsel’s understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency, and the current provisions of the Canada-United States Income Tax Convention (1980) (the “**Canada-U.S. Tax Convention**”). This summary assumes that the Tax Proposals will be enacted in the form proposed and does not take into account or anticipate any other changes in law, whether by way of judicial, legislative or governmental decision or action, nor does it take into account any provincial, territorial or foreign income tax legislation or considerations, which may differ from the Canadian federal income tax considerations discussed herein. No assurances can be given that the Tax Proposals will be enacted as proposed or at all, or that legislative, judicial or administrative changes will not modify or change the statements expressed herein.

**This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in the Units. This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or income tax advice to any particular Holder. Holders should consult their own tax advisors with respect to the tax consequences applicable to them based on their own particular circumstances.**

### **Allocation of Cost**

A Holder who acquires Units pursuant to the Offering will be required to allocate the purchase price paid for each Unit on a reasonable basis between the Unit Share and the one Warrant comprising each Unit, in order to determine their respective costs to such Holder for the purposes of the Tax Act. For its purposes, the Corporation intends to allocate \$0.0108 to each one Warrant comprising a Unit, with the remainder of the applicable Offering Price to be allocated to the Unit Share forming part of a Unit. Such allocation is not binding on the CRA or on a purchaser.

The adjusted cost base to a Holder of each Unit Share comprising a part of a Unit, as applicable, acquired pursuant to the Offering will be determined by averaging the cost of such Unit Share with the adjusted cost base to such Holder of all other Common Shares (if any) held by the Holder as capital property immediately prior to the acquisition.

## **Exercise of Warrants**

The exercise of a Warrant to acquire a Warrant Share will be deemed not to constitute a disposition of property for purposes of the Tax Act. As a result, no gain or loss will be realized by a Holder of a Warrant upon the exercise of such Warrant to acquire a Warrant Share. When a Warrant is exercised, the Holder's cost of the Warrant Share acquired thereby will be equal to the adjusted cost base of the Warrant to such Holder, plus the amount paid on the exercise of the Warrant. For the purpose of computing the adjusted cost base to a Holder of each Warrant Share acquired on the exercise of a Warrant, the cost of such Warrant Share must be averaged with the adjusted cost base to such Holder of all other Common Shares (if any) held by the Holder as capital property immediately prior to the exercise of the Warrant.

## **Residents of Canada**

The following portion of this summary is generally applicable to a Holder who, for the purposes of the Tax Act, is resident or deemed to be resident in Canada at all relevant times (each, a "**Resident Holder**"). Certain Resident Holders whose Shares might not otherwise qualify as capital property may be entitled to make an irrevocable election pursuant to subsection 39(4) of the Tax Act to have the Shares, and every other "Canadian security" (as defined in the Tax Act) owned by such Resident Holder in the taxation year of the election, and in all subsequent taxation years, deemed to be capital property. This election does not apply to Warrants. Resident Holders should consult their own tax advisors for advice as to whether an election under subsection 39(4) of the Tax Act is available or advisable in their particular circumstances.

### *Taxation of Dividends Received by Resident Holders*

Dividends received or deemed to be received on the Shares will be included in computing a Resident Holder's income. In the case of a Resident Holder who is an individual (including certain trusts), dividends received or deemed to be received on the Shares will generally be included in the Resident Holder's income and be subject to the gross-up and dividend tax credit rules applicable to taxable dividends received by an individual from "taxable Canadian corporations" (as defined in the Tax Act), including the enhanced gross-up and dividend tax credit for "eligible dividends" properly designated as such by the Corporation. There may be limitations on the ability of the Corporation to designate dividends as eligible dividends. Resident Holders who are individuals (including certain trusts) should consult their own tax advisors in this regard.

In the case of a Resident Holder that is a corporation, the amount of any such dividends received or deemed to be received on the Shares will be included in the Resident Holder's income but will generally be deductible to such Resident Holder in computing such Resident Holder's taxable income. In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received or deemed to be received by a Resident Holder that is in a corporation as proceeds of disposition or a capital gain. Resident Holders that are corporations should consult their own tax advisors having regard to their own circumstances.

A Resident Holder that is a "Canadian-controlled private corporation" (as defined in the Tax Act) throughout the taxation year or that is or is deemed to be a "substantive CCPC" (as defined in the Tax Act) at any time in a taxation year may be liable to pay an additional tax (refundable in certain circumstances) on its "aggregate investment income" (as defined in the Tax Act) for the year, which is defined to include an amount in respect of dividends or deemed dividends that are not deductible in computing taxable income for the year. Resident Holders should consult their own tax advisors in this regard.

A Resident Holder that is a "private corporation" or "subject corporation" (as such terms are defined in the Tax Act) may be liable to pay a tax under Part IV of the Tax Act (which may be refundable, subject to the

detailed rules in the Tax Act) on dividends received or deemed to be received on the Shares to the extent that such dividends are deductible in computing the Resident Holder's taxable income for the year.

### *Disposition of Shares and Warrants*

A Resident Holder who disposes of, or is deemed to have disposed of, a Share (other than to the Corporation, unless purchased by the Corporation in the open market in the manner in which Common Shares are normally purchased by any member of the public in the open market) or Warrant (other than on the exercise of a Warrant) will realize a capital gain (or incur a capital loss) equal to the amount by which the proceeds of disposition in respect of such Share or Warrant (as applicable), exceed (or are exceeded by) the aggregate of the adjusted cost base to the Resident Holder of such Share or Warrant (as applicable), immediately before the disposition or deemed disposition, and any reasonable expenses incurred for the purpose of making the disposition. Generally, the expiry of an unexercised Warrant will give rise to a capital loss equal to the adjusted cost base to the Resident Holder of such expired Warrant. See "*Residents of Canada – Taxation of Capital Gains and Losses*" below for a discussion of the tax treatment of capital gains and capital losses.

### *Taxation of Capital Gains and Losses*

Currently, one-half of any capital gain (a "**taxable capital gain**") realized by a Resident Holder must be included in the Resident Holder's income for the taxation year in which the disposition occurs. Subject to and in accordance with the provisions of the Tax Act, one-half of any capital loss incurred by a Resident Holder (an "**allowable capital loss**") must generally be deducted from taxable capital gains realized by the Resident Holder in the taxation year in which the disposition occurs. Allowable capital losses in excess of taxable capital gains for the taxation year of disposition generally may be carried back and deducted in the three preceding taxation years or carried forward and deducted in any subsequent year against taxable capital gains realized in such years, in the circumstances and to the extent provided in the Tax Act.

Under certain Tax Proposals contained in a Notice of Ways and Means Motion tabled September 23, 2024 (the "**Capital Gains Increase Proposals**"), for capital gains and capital losses realized on or after June 25, 2024, the capital gains inclusion rate would generally be increased from one-half to two-thirds for corporations and certain trusts, and generally from one-half to two-thirds for individuals (including certain trusts) on capital gains realized in excess of \$250,000, subject to certain transitional rules, including capital gains realized indirectly through a trust or partnership, in a taxation year (net of any capital losses realized in the year and any net capital losses that are carried forward or back to the year). An individual Resident Holder's income for a particular taxation year in which the increased rate applies will be subject to certain adjustments which are intended to effectively reduce the individual Resident Holder's net inclusion rate to the original one-half rate for up to \$250,000 of net capital gains realized (or deemed to be realized) by the individual Resident Holder in the year (or the portion of the year ending on or after June 25, 2024 in the case of the 2024 taxation year) that are not offset by net capital losses carried back or forward from another taxation year. If the Capital Gains Increase Proposals are enacted as proposed, capital losses realized prior to June 25, 2024 which are deductible against capital gains included in income for the 2024 or subsequent taxation years will offset an equivalent capital gain regardless of the inclusion rate which applied at the time such capital losses were realized. The Capital Gains Increase Proposals also provide for transitional rules and other consequential amendments. **The foregoing summary only generally describes the considerations applicable under the Capital Gains Increase Proposals and is not an exhaustive summary of the considerations that could arise in respect of the Capital Gains Increase Proposals. Resident Holders who may be subject to the increased inclusion rate for capital gains as a result of the Capital Gains Increase Proposals should consult their own tax advisors.**

A capital loss realized on the disposition of a Share by a Resident Holder that is a corporation may in certain circumstances be reduced by the amount of dividends which have been previously received or deemed to have been received by the Resident Holder on the Share or shares substituted for such shares to the extent and in the circumstances specified by the Tax Act. Similar rules may apply where a corporation is, directly or indirectly through a trust or partnership, a member of a partnership or a beneficiary of a trust that owns Shares. A Resident Holder to which these rules may be relevant is urged to consult its own tax advisor.

A Resident Holder that is a “Canadian-controlled private corporation” throughout the relevant taxation year, or that is or is deemed to be a “substantive CCPC” (each as defined in the Tax Act) at any time in a taxation year may be liable to pay an additional tax (refundable in certain circumstances) on its “aggregate investment income” (as defined in the Tax Act) for the year, which is defined to include an amount in respect of taxable capital gains realized in respect of the Shares and Warrants. **Resident Holders should consult their own tax advisors in this regard.**

#### *Alternative Minimum Tax*

Capital gains realized and taxable dividends received by a Resident Holder who is an individual (other than certain trusts) may result in such Holder being liable for alternative minimum tax under the Tax Act. **Holders who are individuals (including certain trusts) should consult with its own tax advisors in this regard.**

#### **Non-Residents of Canada**

The following portion of this summary is generally applicable to a Holder who, for purposes of the Tax Act and at all relevant times, is neither resident nor deemed to be resident in Canada, does not use or hold, and will not be deemed to use or hold, Shares or Warrants in a business carried on in Canada (each, a “**Non-Resident Holder**”).

The term “**U.S. Holder**”, for the purposes of this summary, means a Non-Resident Holder who, for purposes of the Canada-U.S. Tax Convention, is at all relevant times a resident of the United States and is a “qualifying person” within the meaning of the Canada-U.S. Tax Convention eligible for the full benefits of the Canada-U.S. Tax Convention. **Holders should consult their own tax advisors to determine their entitlement to benefits under the Canada-U.S. Tax Convention and related compliance requirements based on their particular circumstances.**

Special considerations, which are not discussed in this summary, may apply to a Non-Resident Holder that is an insurer that carries on an insurance business in Canada and elsewhere or that is an “authorized foreign bank” (as defined in the Tax Act). Such Non-Resident Holders should consult their own advisors.

#### *Taxation of Dividends*

Dividends paid or credited, or deemed to be paid or credited, to a Non-Resident Holder on the Shares will generally be subject to Canadian withholding tax under the Tax Act at the rate of 25% of the gross amount of the dividend, unless reduced by the terms of an applicable tax treaty or convention between Canada and the country in which the Non-Resident Holder is resident. Such rate is generally reduced under the Canada-U.S. Tax Convention to 15% if the beneficial owner of the dividend is a U.S. Holder. The rate of withholding tax is further reduced to 5% if the beneficial owner of the dividend is a U.S. Holder that is a company that owns, directly or indirectly, at least 10% of the voting stock of the Corporation. In addition, under the Canada-U.S. Tax Convention, dividends may be exempt from Canadian withholding tax in certain circumstances if paid to certain U.S. Holders that are qualifying religious, scientific, literary, educational or charitable tax-exempt organizations or qualifying trusts, companies, organizations or arrangements

operated exclusively to administer or provide pension, retirement or employee benefits or benefits for the self-employed under one or more funds or plans established to provide pension or retirement benefits or other employee benefits that are exempt from tax in the United States and that have complied with specific administrative procedures. **Non-Resident Holders (including U.S. Holders) should consult their own tax advisors to determine their entitlement to benefits under any applicable tax treaty or convention based on their particular circumstances.**

#### *Disposition of Shares and Warrants*

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized by such Non-Resident Holder on a disposition of Shares or Warrants, unless the Shares or Warrants (as applicable) constitute “taxable Canadian property” (as defined in the Tax Act) of the Non-Resident Holder at the time of the disposition and are not “treaty-protected property” (as defined in the Tax Act) of the Non-Resident Holder at the time of the disposition.

Generally, a Share or Warrant (as applicable) will not constitute taxable Canadian property of a Non-Resident Holder provided that, in the case of Shares, the Shares are listed on a “designated stock exchange” for the purposes of the Tax Act (which currently includes Tiers 1 and 2 of the TSXV), and in the case of Warrants, the Warrant Shares are listed on a “designated stock exchange” at the time of disposition of such Warrants, unless at any time during the 60-month period immediately preceding the disposition the following two conditions are met concurrently: (a) the Non-Resident Holder, persons with which the Non-Resident Holder does not deal at arm’s length, partnerships whose members include, either directly or indirectly through one or more partnerships, the Non-Resident Holder or persons which do not deal at arm’s length with the Non-Resident Holder, or any combination of the foregoing, owned 25% or more of the issued shares of any class or series of shares of the capital stock of the Corporation, and (b) more than 50% of the fair market value of such shares was derived, directly or indirectly, from one or any combination of real or immovable property situated in Canada, “Canadian resource properties”, “timber resource properties” (each as defined in the Tax Act) and options in respect of or interests in, or for civil law rights in, any such property (whether or not such property exists). Notwithstanding the foregoing, properties that are otherwise not taxable Canadian property may also be deemed to be “taxable Canadian property” of a Non-Resident Holder in certain other circumstances set out in the Tax Act.

The Shares and Warrants will generally constitute “treaty-protected property” for the purposes of the Tax Act if the income or gain from the disposition of such property is exempt from tax under Part I of the Tax Act pursuant to the terms of an applicable income tax treaty or convention.

See “*Residents of Canada - Taxation of Capital Gains and Losses*” for the consequences that will generally apply to a Non-Resident Holder if the Shares or Warrants are taxable Canadian property of the Non-Resident Holder and are not treaty-protected property of the Non-Resident Holder at the time of their disposition.

**Non-Resident Holders whose Shares or Warrants are taxable Canadian property should consult their own advisors in their particular circumstances.**

#### **AUDITORS, TRANSFER AGENT AND REGISTRAR**

Deloitte LLP, located at 700, 850 – 2 Street SW, Calgary, Alberta, Canada, T2P 0R8, are the auditors of the Corporation.

The transfer agent and registrar for the Common Shares is Computershare Investor Services Inc., located at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, Canada, V6C 3B9.

## **INTERESTS OF EXPERTS**

Deloitte LLP provided an independent auditor's report dated April 29, 2024, in respect of the Annual Financial Statements and are independent of TAG within the meaning of the rules of professional conduct of the Chartered Professional Accountants of Alberta.

The matters referred to under "Eligibility for Investment" and certain other legal matters related to the Offering have been passed upon on behalf of the Corporation by Torys LLP and on behalf of the Agents by Stikeman Elliott LLP. As of the date hereof, the aforementioned partnerships (and their partners and associates) and ERC Equipoise Limited, the Corporation's independent reserves evaluators, each as a group, beneficially own, directly or indirectly, in the aggregate less than one percent of the outstanding securities of the Corporation or of any associate or affiliate of the Corporation.

## **PURCHASERS' STATUTORY RIGHTS**

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if this Prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

In an offering of warrants (including the Warrants comprising part of the Units), investors are cautioned that the statutory right of action for damages for a misrepresentation contained in this Prospectus is limited, in certain provincial and territorial securities legislation, to the price at which the warrant is offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon conversion, exchange or exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal advisor.

**CERTIFICATE OF THE CORPORATION**

Dated: November 12, 2024

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada, other than Québec.

Toby Pierce  
Chief Executive Officer

Barry MacNeil  
Chief Financial Officer

**On behalf of the Board of Directors**

Abdel (Abby) Badwi  
Director

Thomas Hickey  
Director

**CERTIFICATE OF THE AGENTS**

Dated: November 12, 2024

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada, other than Québec.

**RESEARCH CAPITAL  
CORPORATION**

Kevin Shaw  
Managing Director, Investment Banking,  
Head of Energy Capital Markets

**BEACON  
SECURITIES  
LIMITED**

Daniel Belchers  
Managing Director

**CANACCORD  
GENUITY CORP.**

Anthony Petrucci  
Managing Director,  
Energy Investment  
Banking

**HAYWOOD  
SECURITIES INC.**

Clark Andrews  
Head of Energy  
Investment Banking

**VENTUM  
FINANCIAL CORP.**

Ryan Mooney  
Managing Director