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**JX Energy Ltd.**

**(吉星新能源有限責任公司)***

*(incorporated under the laws of Alberta with limited liability)*

**(Stock Code: 3395)**

# ISSUE OF NEW SHARES UNDER GENERAL MANDATE AS EXIT PAYMENT

This announcement is made by the board (the "**Board**") of directors (the "**Director(s)**") of JX Energy Ltd. (the "**Company**") pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

## EXIT PAYMENT

The Board hereby announces that, on 30 October 2025 (Hong Kong time) (after trading hours), the Company and Ms. Tara Suzanne Leray ("**Ms. Leray**") have reached an agreement that, as part of Ms. Leray's exit package in relation to her resignation as the chief financial officer and joint company secretary of the Company with effect from 31 October 2025 (the "**Exit Package**"), the Company as the issuer shall allot and issue, and Ms. Leray as the subscriber shall subscribe for, an aggregate of 1,987,925 new common share(s) of no par value in the capital of the Company (the "**Exit Share(s)**") at the issue price of HK$0.279 per Exit Share (the "**Issue Price**") as further described below.

The key terms of the proposed issue of the Exit Shares are set out below.

**Exit Shares**

Subject to the fulfilment of the condition set out below, Ms. Leray shall subscribe for an aggregate of 1,987,925 Exit Shares (the "**Subscription**").

As at the date of this announcement, the Company has 606,102,520 common share(s) of no par value in issue (the "**Share(s)**"). The Exit Shares represent (i) approximately 0.33% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 0.33% of the issued share capital of the Company as enlarged by the allotment and issue of the Exit Shares (assuming there is no change in the issued share capital of the Company between the date of this announcement and the Completion Date save for the allotment and issue of the Exit Shares).

Based on the closing price of the Shares of HK$0.30 per Share on 30 October 2025, the Exit Shares have a market value of approximately HK$596,378.

**Issue Price**

The Issue Price represents:

(1) a discount of approximately 7.0% to the closing price of HK$0.30 per Share as quoted on the Stock Exchange on 30 October 2025, being the date the Company and Ms. Leray reached an agreement on the terms of the Exit Package; and

(2) a discount of approximately 8.22% to the average closing price of HK$0.304 per Share for the last five consecutive trading days immediately prior to 30 October 2025.

The Issue Price was determined after arm's length negotiations between the Company and Ms. Leray after considering, among other things, (i) the Company's past performance; (ii) the then prevailing market price of the Shares; and (iii) the future prospects of the Company.

The net Issue Price (after deduction of all professional fees and related expenses) is estimated to be approximately HK$0.254 per Exit Share. The professional fees and related expenses for the Subscription, which amount to approximately HK$36,000 will be settled by the Company's internal financial resources.

**Conditions Precedent**

The obligations of Ms. Leray to subscribe for, and the obligations of the Company to issue, the Exit Shares are subject to the fulfilment of the following conditions precedent (the "**Condition(s) Precedent**"):

(1) the passing of the resolutions of the remuneration committee of the Board and the Board approving (i) the Exit Package, and (ii) the allotment and issue of the Exit Shares under the Exit Package;

(2) the Listing Committee of the Stock Exchange has granted approval for the listing of, and permission to deal in, the Exit Shares on the Stock Exchange; and

(3) all necessary consents and approvals required to be obtained by the Company in respect of the Exit Shares having been obtained.

As at the date of this announcement, save as for the first condition, none of the conditions set forth above has been fulfilled.

**Completion**

Completion is subject to the satisfaction of the Conditions Precedent on or before 15 November 2025, or such other date as may be determined by the Company in its sole discretion.

Completion will take place within five days after satisfaction of the Conditions Precedent, or such date as the Company and Ms. Leray may agree in writing.

**Ranking**

The Exit Shares, when issued and fully paid, will rank *pari passu* in all respects among themselves and with all other Shares in issue at the time of allotment and issue of the Exit Shares.

**APPLICATION FOR LISTING**

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Exit Shares.

## GENERAL MANDATE

The Exit Shares will be allotted and issued under the mandate (the "**General Mandate**") granted to the Directors by the Shareholders at the annual general meeting of the Company held on 30 June 2025 (Calgary time) (the "**AGM**") to issue, allot and deal with up to 20% of the then issued share capital of the Company as at the date of the AGM. As at the date of the AGM, there were 522,886,520 Shares in issue and the Company is allowed under the General Mandate to issue, allot and deal with up to a maximum of 104,577,304 Shares. The Subscription will utilize approximately 1.90% of the General Mandate.

Since the date of the AGM and up to and including the date of this announcement, the Company has issued 20,667,134 Shares pursuant to the General Mandate and intends to issue 11,161,639 Shares pursuant to the subscription agreement dated 10 October 2025. Accordingly, the General Mandate is sufficient for the allotment and issue of the Exit Shares and the allotment and issue of the Exit Shares will not be subject to the approval of the holder(s) of the Shares of the Company (the "**Shareholder(s)**").

## INFORMATION ON THE PARTIES

### The Company

The Company is principally engaged in natural gas and crude oil exploration and production, with a focus on natural gas resources. The Company focuses on long-term growth through acquisition, exploration, development and production in the Western Canadian Sedimentary Basin.

### Ms. Leray

Ms. Leray is the chief financial officer and joint company secretary of the Company, and will resign from her positions with effect from 31 October 2025. To the best knowledge, information and belief of the Directors, and having made all reasonable enquiries, save as for her positions within the Company, Ms. Leray is a third party independent of the Company and its connected person(s) in accordance with the Listing Rules.

## REASONS AND BENEFITS FOR THE ISSUE OF THE EXIT SHARES

The Subscription enables the Company to settle the payment to Ms. Leray pursuant to the terms of the Exit Package without utilizing the Company's existing internal financial resources and can avoid cash outflows.

Having considered the above, the Board and the remuneration committee of the Board are both of the view that, although the Subscription is not entered into in the ordinary and usual course of the Company's business (i) the terms of the Subscription and the Exit Package are on normal commercial terms and are fair and reasonable; and (ii) entering into of the Subscription, the allotment and issue of the Exit Shares and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole.

## FUND-RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has conducted the following equity fund-raising activities in the past twelve months before the date of this announcement:

| Date of announcement | Event | Net proceeds | Intended use of proceeds | Actual use of proceeds as at the date of this announcement |
|---|---|---|---|---|
| 10 October 2025 | Issue of new Shares under general mandate. | The gross proceeds and net proceeds from the issuance of the new Shares amounted to approximately HK$3.46 million and HK$3.36 million, respectively. | The net proceeds from the issue of the new Shares are intended to be applied towards the general working capital of the Company. | Closing of the transaction has not occurred as at the date of this announcement. |
| 5 September 2025 | Issue of new Shares under general mandate. | The gross proceeds and net proceeds from the issuance of the new Shares amounted to approximately HK$4.25 million and HK$4.15 million, respectively. | The net proceeds from the issue of the new Shares were intended to be applied towards the general working capital of the Company. | All of the net proceeds were applied towards the general working capital of the Company. |
| 14 August 2025 | Issue of new Shares under general mandate. | The gross proceeds and net proceeds from the issuance of the new Shares amounted to approximately HK$3.39 million and HK$3.29 million, respectively. | The net proceeds from the issue of the new Shares were intended to be applied towards the general working capital of the Company. | All of the net proceeds were applied towards the general working capital of the Company. |

| Date of announcement | Event | Net proceeds | Intended use of proceeds | Actual use of proceeds as at the date of this announcement |
|---|---|---|---|---|
| 11 April 2025 and 14 May 2025 (Hong Kong time). | Grant of convertible loan. | The Lender granted a loan of USD1,515,144 to the Company. In return, the Company agreed that, at its discretion, this loan can be paid in: (a) cash; (b) Shares, denominated in HK$ at a deemed price of HK$0.20 per Share; or (c) a combination of (a) and (b). | The Company shall use the principal of the loan for working capital. | All of the principal of the loan was applied towards the Company's general working capital. |

Save for the aforesaid, the Company did not raise funds on any issue of equity securities raising activities during the past twelve months immediately preceding the date of this announcement.

## EFFECT ON SHAREHOLDING STRUCTURE

As at the date of this announcement, the Company has 606,102,520 Shares in issue. The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after Completion (assuming there is no change in the issued share capital of the Company between the date of this announcement and the Completion Date save for the allotment and issue of the Exit Shares):

| | **As at the date of this announcement** | | **Immediately after allotment and issue of the Exit Shares** | |
|---|---|---|---|---|
| **Non-public Shareholders** | *No. of Shares* | *Approximate percentage (%) (Note 5)* | *No. of Shares* | *Approximate percentage (%) (Note 5)* |
| Aspen Investment Holdings Ltd. *(Note 1)* | 181,194,306 | 29.89 | 181,194,306 | 29.80 |
| 大連永力石油化工有限公司 (Dalian Yongli Petrochemical Ltd.*) *(Note 2)* | 132,000,000 | 21.78 | 132,000,000 | 21.71 |
| Jixing Gas Holdings Limited *(Note 3)* | 23,600,000 | 3.89 | 23,600,000 | 3.88 |
| Mr. Binyou Dai *(Note 4)* | 440,000 | 0.07 | 440,000 | 0.07 |
| **Subtotal** | **337,234,306** | **55.64** | **337,234,306** | **55.46** |
| **Other Shareholders** | | | | |
| Ms. Leray | – | – | 1,987,925 | 0.33 |
| Public Shareholders (other than Ms. Leray) | 268,868,214 | 44.36 | 268,868,214 | 44.22 |
| **Total** | **606,102,520** | **100.00** | **608,090,445** | **100.00** |

*Notes:*

1. Aspen Investment Holdings Ltd. holds 181,194,306 Shares and is owned as to approximately 80.78% by 吉林省弘原經貿集團有限公司 (Ji Lin Hong Yuan Trade Group Limited*) ("**JLHY**") and 19.22% by 長春市麗源投資有限公司 (Changchun Liyuan Investment Co., Ltd.*) ("**Liyuan**"). JLHY is held as to 60% and 40% by Mr. Yuan Jing ("**Mr. Jing**") and Mr. Guang Jing (being Mr. Jing's brother), respectively. Liyuan is held as to approximately 98%, 1% and 1% by JLHY, Zhou Li Mei and Jing Yue Li, respectively.

2. 大連永力石油化工有限公司 (Dalian Yongli Petrochemical Ltd.*) is directly wholly-owned by Mr. Zhang Zhong (張鐘).

3. Jixing is directly wholly-owned by 長春市吉星車用氣有限公司 (Changchun City Jixing Gas Service for Auto Co. Ltd.*), a company incorporated under the laws of PRC with limited liability, which is directly owned as to 66.70% and 33.30% by Mr. Liu and Ms. Zhang Lijun (Mr. Liu's spouse), respectively.

4. Mr. Binyou Dai is an executive Director.

5. Certain percentage figures in this table have been subject to rounding adjustments to the nearest 2 decimal places. Accordingly, the aggregate of the percentage figures in the above table may not add up to 100%.

**Shareholders and potential investors should note that completion of the allotment and issue of the Exit Shares is subject to fulfilment of the Conditions Precedent and, accordingly, the Subscription may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.**

*Unless the context requires otherwise, in this announcement HK$ is converted into C$ at the rate of HK$1.00 = C$0.1803 for illustrative purpose only.*

By Order of the Board
**JX Energy Ltd.**
**Yongtan Liu**
*Chairman*

Calgary, 30 October 2025
Hong Kong, 31 October 2025

*As at the date of this announcement, the Board comprises of two executive Directors, being Mr. Yongtan Liu and Mr. Binyou Dai; and three independent non-executive Directors, namely Mr. Zhanpeng Kong, Ms. Kit Man To and Ms. Jia Wei.*

** For identification purpose only*