



NG ENERGY INTERNATIONAL CORP.

Suite 321, 5940 MacLeod Trail SW
Calgary, Alberta T2H 2G4

NG ENERGY ANNOUNCES CLOSING OF SINÚ-9 TRANSACTIONS

- *NGE announces closing and 39% working interest in Sinú-9, with M&P holding a 61% operating working interest*
- *Company fully funded for pivotal growth year*
- *Six well program planned at Sinú-9 in 2026, commencing with Hechicero-1X in January*
- *NGE's net capital expenditures for 2026 anticipated to be ~US\$50 million including one additional well at Maria Conchita*
- *Aruchara-5 spudding in January at Maria Conchita*
- *NGE to commence a normal course issuer bid*
- *Three new directors to stand for election at NGE's upcoming annual general and special meeting of shareholders: Keith Hill as Vice Chairman, Paul Saad and Jorge Fonseca Chaumer (CEO)*

CALGARY, AB, January 6, 2025 – NG Energy International Corp. (“NGE” or the “Company”) (TSXV: **GASX**) (OTCQX: **GASXF**) is pleased to announce that, further to its news releases dated January 20, 2025, February 10, 2025, July 3, 2025, and December 29, 2025, it has successfully closed its transactions with:

- Etablissements Maurel & Prom S.A. (“**Maurel & Prom**” or “**M&P**”) for the sale of a 40% operating working interest in the Sinú-9 Block for total cash consideration of US\$150 million (the “**M&P Transaction**”); and
- the minority partners at the Sinú-9 Block, together with Maurel & Prom, for the acquisition of a collective 28% working interest in the Sinú-9 Block (the “**Minority Partner Transactions**” and together with the M&P Transaction, the “**Sinú-9 Transactions**”).

As a result of the closing of the Sinú-9 Transactions, NGE now holds a 39% non-operating working interest and Maurel & Prom holds a 61% operating working interest in the Sinú-9 Block (the “**Joint Operation**”).

Closing of the Sinú-9 Transactions

In connection with closing of the M&P Transaction, the Company and M&P agreed to revised payment terms. While the total consideration payable by M&P to the Company remains US\$150 million, with initial payments of US\$40 million already having been received by the Company, the Company and M&P have agreed to the following revised payment structure with respect to the remaining US\$110 million payable to the Company:

- US\$25 million was paid to the Company in connection with closing the M&P Transaction;
- US\$42.5 million will be paid to the Company three months from closing (April 5, 2026); and
- US\$42.5 million will be paid to the Company six months from closing (July 5, 2026).

M&P's irrevocable right to purchase an additional 5% working interest in the Sinú-9 Block until January 5, 2027, remains unchanged (the “**Call Option**”). The Call Option is subject to adjustments for cash flows from the effective date of February 1, 2025.



In connection with closing of the Minority Partner Transactions, the Company, M&P and the minority partners agreed to revised payment terms. The overall consideration payable by the Company has been reduced to ~US\$24 million.

2026 Development Plan

The Joint Operation for the Sinú-9 Block anticipates drilling six wells in 2026, starting with Hechicero-1X this month, as the partners endeavor to meaningfully add natural gas production to Colombia's under-supplied marketplace. This aligns with ongoing infrastructure expansions for the block in partnership with INFRAES S.A.S E.S.P, with the initial loop of the pipeline expected to be completed by Q2 2026, increasing transportation capacity to 40 MMcf/d.

Net capital expenditures to the Company for 2026 are anticipated to be approximately US\$50 million and include the Company's contribution to the six wells planned to be drilled at Sinú-9, as well as one additional well (Aruchara-5) at Maria Conchita, which will be spudded this month.

These developments position NGE for continued execution of its strategy, increasing production volumes and cash flow from its high-quality natural gas assets while capitalizing on premium pricing in the Colombian market.

Commencement of Normal Course Issuer Bid

The Company is pleased to announce that it has filed with the TSX Venture Exchange (the "TSXV") a revised notice of intention to make a normal course issuer bid ("NCIB") to purchase for cancellation up to 17,661,657 common shares in the capital of the Company (the "Common Shares"), which represents up to 10% of the Company's Public Float, over a twelve-month period. As of the date of this news release, the Company has 260,062,590 Common Shares issued and outstanding.

The Company expects the NCIB to commence today, subject to acceptance by the TSXV, and as such, the NCIB will terminate on January 5, 2027, or such earlier date on which purchases under the NCIB have been completed (the "**Bid Term**"). Purchases of Common Shares under the NCIB will be made through the facilities of the TSXV in accordance with TSXV requirements. During the past twelve (12) months, the Company has not purchased any Common Shares under a normal course issuer bid through the facilities of the TSXV.

Common Shares acquired by the Company under the NCIB will be purchased at the market price at the time of purchase and will be purchased on behalf of the Company by Haywood Securities Inc., the Company's broker in connection with the NCIB. During the Bid Term, the aggregate total of all purchases made by the Company in the preceding thirty (30) days will not exceed 2% of the total issued and outstanding Common Shares at the time the purchases are made.

The Company is pursuing the NCIB as it believes that, from time to time, its Common Shares may trade in price ranges that do not fully reflect their value; therefore, the Company's board of directors has determined that acquiring such Common Shares would be an attractive and desirable use of the Company's available funds in light of the potential benefits to remaining shareholders.

Proposed Director Nominees for Upcoming Annual General and Special Meeting



In connection with the Company's Annual General and Special Meeting of Shareholders scheduled for January 22, 2026, management proposes to fix the number of directors at seven and nominate a highly qualified slate that enhances governance and strategic oversight. The proposed nominees include continuing directors Brian Paes-Braga (Executive Chairman), Brian T. O'Neill, Don Sewell, and Patricia Herrera Paba, along with three accomplished new nominees: Keith Hill (Vice Chairman), Paul Saad and Jorge Fonseca Chaumer (Chief Executive Officer). Ronald Pantin and Humberto Calderon Berti will not stand for re-election.

Keith Hill, with more than 35 years in the oil and gas industry, including over 25 years with the Lundin Group, offers deep expertise in international new venture management and exploration. He has held senior roles at Occidental Petroleum and Shell Oil Company, and previously served as President and Chief Executive Officer of Africa Oil Corp., Valkyries Petroleum, ShaMaran Petroleum, Pearl Resources, and Bayou Bend Petroleum. With a Master of Science in Geology and an MBA in International Finance, his extensive experience in international exploration and development of high-impact projects will strengthen the Board's oversight of the Company's aggressive 2026 drilling and production growth plans.

Paul Saad, a seasoned entrepreneur and chartered accountant, has founded and led multiple successful businesses in the fast-moving consumer goods, food, and nutraceutical sectors. He founded Futurelife, a leading functional food company, serving as its Chief Executive Officer for over 15 years before its sale to a publicly listed U.S.-based entity. Mr. Saad's expertise spans manufacturing, supply chain management, brand development, corporate structuring, and international expansion. Holding degrees in Auditing, Financial Accounting, Management Accounting, and Advanced Taxation from the University of KwaZulu-Natal, his strategic acumen will bolster NGE's governance and support its pursuit of operational excellence and sustainable growth in the energy transition space.

Jorge Fonseca Chaumer, currently serving as the Company's Chief Executive Officer, has been instrumental in advancing the Company to where it is today and brings over 24 years of experience in the oil & gas and investment banking sectors and has extensive in country experience in Colombia. Prior to NGE, Mr. Fonseca served as Structure Trade Finance Director for the oil bench in Europe, the Middle East and Africa for British Petroleum. He has worked at BP p.l.c., Frontera Energy Corp., Pacific Rubiales Energy Corp., Citigroup Inc., BBVA S.A. and Corporacion Andina de Fomento (CAF). His experience encompasses corporate finance, structured finance, project finance, mergers and acquisitions, initial public offerings, debt capital markets, bond issuance, corporate restructuring, derivatives, treasury management and more. He has been a part of leading and closing cross border transactions amounting to over US\$22 billion, in aggregate.

These proposed changes position the Company with a refreshed and diverse Board focused on strong operational performance and long-term shareholder value through responsible development of its natural gas assets.

Brian Paes-Braga, Executive Chairman of NGE, stated, "The completion of this landmark transaction with M&P represents a foundational milestone in our company's history. It delivers significant funding to fast-track development at Sinú-9 while allowing for maximum balance sheet flexibility as we optimize our capital allocation strategy both organically and opportunistically in the region. Partnering with a global operator like Maurel & Prom at Sinú-9 is transformative for NGE and the vast potential of the over 300,000 acre Sinu-9 concession, enabling us to retain a meaningful ownership position while gaining a respected partner with proven operational expertise both in country and internationally. We anticipate this will enhance both the speed and confidence in realizing the full value of one of Colombia's most substantial gas fields. This collaboration strengthens our operational capabilities and reaffirms our focus on generating



sustained shareholder value through efficient acquisition, appraisal, development and monetization of early-stage energy resources in the Americas. Consolidating our interests marks an important advance in deepening our relationship with Maurel & Prom and pursuing our common goals for the block, ultimately benefiting Colombia's energy sector.”

Mr. Paes-Braga continued, “We would like to extend our sincere thanks to Ronald Pantin and Humberto Calderon Berti for their dedicated service and valuable contributions to the board of the Company over the years. We are also pleased to propose a strong slate of director nominees, which will support our next phase of growth plans, including Jorge, Paul, and Keith, and look forward to welcoming these highly esteemed individuals, whose combined expertise will further solidify our continued execution of our in-country and regional strategy and delivery of shareholder value. It is a transformational moment for NGE and the energy sector in Latin America.”

Jorge Fonseca, Chief Executive Officer of NGE, added, “With M&P as Sinú-9 operator and our aligned interests, we are well-positioned to execute an aggressive drilling program in 2026, including six wells at Sinú-9 and one well at Maria Conchita. With key infrastructure now in place, this program is expected to deliver strong operational performance, dramatically increase production volumes and reserves, and capitalize on a robust premium-price environment—all while unit operating costs continue to decline as volumes scale. This powerful combination will significantly expand margins and drive substantial profitability for the Company. Maurel & Prom is a world-class operator with an extensive global track record in energy asset development and deep expertise in Colombia and we are honored to officially welcome them as partners on the block.”

About NG Energy International Corp.

NG Energy International Corp. is a growth-orientated natural gas exploration and production company focused on delivering long-term shareholder and stakeholder value through the discovery, delineation and development of large-scale energy assets in the Americas, supporting energy transition and economic growth. NGE’s team has extensive technical and capital markets expertise with a proven track record of building companies and creating significant value in South America. In Colombia, the Company is executing on this mission with a rapidly growing production base and an industry-leading growth trajectory, delivering natural gas into the premium-priced Colombian marketplace (~US\$8/MMBtu) with projected triple digit production growth over the next 2-3 years towards a production goal of 200 MMcf/d. To date, the Company has raised over US\$200 million in debt and equity, successfully monetized a US\$150 million farm out and has constructed and commissioned 3 gathering, processing and treatment facilities and associated pipelines with gross processing and transportation capacity of 60 MMcf/d with significant capital contributions from insiders who currently own approximately 32% of the Company. For more information, please visit SEDAR+ (www.sedarplus.ca) and the Company’s website (www.ngenergyintl.com).

Cautionary Statement Regarding Forward-Looking Information

This news release contains “forward-looking information” and “forward-looking statements” (collectively, “forward-looking statements”) within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release, including, without limitation, statements related the 2026 development plan at Sinu-9 and Maria Conchita, the Company’s intention to purchase Common Shares pursuant to the NCIB, the commencement date of the NCIB, the receipt of TSXV approval for the NCIB, the Company’s belief that the Common Shares may be undervalued from time to time and that purchases of Common Shares under the NCIB will provide benefits to



shareholders. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as “expects”, or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “budget”, “scheduled”, “forecasts”, “estimates”, “believes” or “intends” or variations of such words and phrases or stating that certain actions, events or results “may” or “could”, “would”, “might” or “will” be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could cause actual results to differ materially from those anticipated in these forward-looking statements are described under the caption “Risk Factors” in the Company's most recent Management Discussion and Analysis and its Annual Information Form dated April 28, 2025, which are available for view on SEDAR+ at www.sedarplus.ca. These risks include but are not limited to, the risks associated with the oil and natural gas industry, such as exploration, production and general operational risks, the volatility of pricing for oil and natural gas, the inability to market natural gas production and changes in natural gas sale prices, changing investor sentiment about the oil and natural gas industry, any delays in production, marketing and transportation of natural gas, drilling costs and availability of equipment, regulatory approval risks and environmental, health and safety risks. Forward-looking statements contained herein are made as of the date of this news release, and the Company disclaims, other than as required by law, any obligation to update any forward-looking statements whether as a result of new information, results, future events, circumstances, or if management's estimates or opinions should change, or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, the reader is cautioned not to place undue reliance on forward-looking statements.

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

Abbreviations

The abbreviations set forth below have the following meanings:

Oil, Natural Gas Liquids and Natural Gas	
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MMcf/d	million cubic feet per day
MMBtu	one million British thermal units

Other	
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Q2	second quarter
Q3	third quarter

Information Regarding the Company's Working Interest Disclosure

With regard to the Company's working interests held in both the Maria Conchita and Sinu-9 Blocks, in both the context of this news release and the Company's previous news releases, the term “working interest”, ultimately refers to the rights and obligations agreed to, eventually, materialize a contractual interest in an exploration and production contract before the ANH, subject to the fulfillment of certain conditions. These conditions involve the assumption of financial risks and are generally linked to exploration by virtue of joint operating agreements. Once such conditions are fulfilled, the acquisition of a



registered contractual interest, as party of record, in the exploration and production contract may materialize, by way of a request for approval of assignment before the ANH. For this reason, as is common practice within the oil and natural gas industry as a whole, the disclosed “working interest” may not coincide with the Company’s current contractual interest in the exploration and production contract.

The assignment and allocation of “working interests” does not affect or undermine, in any way, the rights and obligations of registered parties under the relevant exploration and production contracts. Registered parties remain wholly and totally liable before the ANH, the Colombian authorities and third parties in connection with any and all obligations, risks and liabilities derived from the execution, performance or termination of the exploration and production contracts. Conversely, the rights and obligations that comprise “working interests” are only enforceable vis a vis between the executing parties under private agreements, and have no legal effects before the ANH, the Colombian authorities or third parties.

With respect to the Sinu-9 Block, the Company is a party of record and holds a 39% contractual interest in the exploration and production contract for the Sinu-9 Block granted by and entered into with ANH. With respect to the Maria Conchita Block, the Company holds 100% of the contractual interest as the sole party and operator of record under the relevant exploration and production contract entered into with the ANH, and holds an 80% working interest under private agreements with third parties.

For further information:

NG Energy International Corp.
Brian Paes-Braga, Executive Chairman
Jorge Fonseca, CEO
Tel: +44 7498 236338