

TGX ENERGY & RESOURCES INC. Announces Share Consolidation

For Immediate Release

Vancouver, BC — March 19, 2025 – TGX Energy & Resources Inc. (TSXV: TGX) (the “Company”) announces that management of the Company has proceeded with the implementation of the consolidation of the fully paid and issued common shares of the Company on the basis of one (1) post-consolidation common share for each three (3) pre-consolidation common shares (the “Consolidation Ratio”) issued and outstanding (the “Consolidation”) as approved by the Directors of the Company on March 6, 2025.

As at March 19, 2025, there were a total of 33,577,353 common shares issued and outstanding. The exact number of post-Consolidation common shares to be issued will depend on the number of fractional shares that will result from the Consolidation, as no fractional post-Consolidation common shares will be issued. All fractional common shares resulting from the Consolidation will be rounded down to the nearest whole number and no cash will be paid in lieu of fractional post-Consolidation common shares. Accordingly, the total number of common shares issued and outstanding after the Consolidation is expected to be 11,192,451 (subject to fractional rounding).

Additionally, the number of common shares issuable pursuant to the Company’s stock option plan, warrants and convertible securities will be adjusted, such that the number of consolidated common shares issuable and the exercise price of the outstanding options, warrants or convertible securities will be adjusted by the Consolidation Ratio.

Subject to the final approval of the TSX Venture Exchange, the Consolidation is scheduled to be effective at opening of the TSXV on Friday, March 21, 2025, from which date the existing issued share capital will be cancelled and replaced by the new consolidated common shares.

Letters of transmittal with respect to the Consolidation will be mailed to all registered Shareholders of record by the Company’s transfer agent, Endeavor Trust Corporation (“Endeavor”) . Registered Shareholders will be required to send their respective certificates representing pre-Consolidation common shares along with a properly executed letter of transmittal to the Endeavor, all in accordance with the instruction provided in the letter of transmittal. All Shareholders who submit a duly completed letter of transmittal, along with their respective pre-Consolidation common share certificate(s) or DRS Advice to the Depository – Endeavor Trust Corporation., will receive a post-Consolidation DRS Advice representing their new post-Consolidation common shares. Additional copies of the letter of transmittal may be obtained by contacting Endeavor at (604) 559-8880 or by email at admin@endeavortrust.com. Non-registered Shareholders should follow the instructions of their broker or other intermediary.

The primary reason for the Consolidation is that the Company believes a higher share price may broaden TGX's appeal to a larger range of investors and is subject to the approval of the TSX Venture Exchange. The Company's name and trading symbols will remain unchanged.

On behalf of the Board of Directors of TGX Energy & Resources Inc.

"M. Bilal Bhamji"
(signed)
M. Bilal Bhamji
CEO and Director

For further information, contact:

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

Forward Looking Statements

Certain information set forth in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties. All statements other than statements of historical fact are forward-looking statements, including, without limitation, statements regarding future financial position, business strategy, use of proceeds, corporate vision, proposed acquisitions, partnerships, joint-ventures and strategic alliances and co-operations, budgets, cost and plans and objectives of or involving the Company. Such forward-looking information reflects management's current beliefs and is based on information currently available to management. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "predicts", "intends", "targets", "aims", "anticipates" or "believes" or variations (including negative variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. A number of known and unknown risks, uncertainties and other factors may cause the actual results or performance to materially differ from any future results or performance expressed or implied by the forward-looking information. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company including, but not limited to, the impact of general economic conditions, industry conditions and dependence upon regulatory approvals. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The Company does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by securities laws.