

Zenith Energy ("Zenith" or "the Company") has a proven track record of well-timed acquisitions at attractive valuations, demonstrated by the acquisition of oil assets in Tunisia during the COVID-19 period and the subsequent strategic shift toward Italian power generation. The core business is supported by a rapidly scaling renewables platform, where Zenith controls a regionally diversified 110.5 MWp solar development pipeline, complemented by strategically positioned uranium projects in Lombardy and profitable gas-to-electricity operations in Italy. The Company's most significant potential value catalyst remains the ongoing ICSID arbitration under the UK-Tunisia investment treaty, where Zenith is pursuing an upwardly revised claim of USD 573m in damages. Analysis of comparable treaty arbitration outcomes indicates a high likelihood of success. Analyst Group estimates that a probability-weighted cash injection of USD 134m, combined with a sum-of-the-parts valuation of Zenith's core operations, including uranium projects, at USD 112m, supports a potential value of NOK 3.8 per share in a Base scenario.³

▪ Scaling Italian Solar Platform to 110.5 MWp

During 2025, Zenith has continued executing on its Italian solar strategy and now controls a 110.5 MWp development pipeline, including several projects with integrated BESS capacity, surpassing its previously communicated 100 MWp target. The recently completed independent valuation of the portfolio reinforces its commercial quality as projects advance toward RTB. A central value driver is Zenith's strategy to divest select RTB and development-stage assets to crystallize near-term profits while reinvesting proceeds into continued pipeline expansion and maturation.

▪ Strategic Entry into Uranium

Zenith has initiated a strategically important entry into the uranium sector through regional acceptance of two exploration-permit applications in Lombardy, covering Italy's only known historic uranium deposits, Val Vedello and Novazza. Based on historic AGIP Nucleare data, the Company refers to a combined exploration target of approximately 15 Mlbs U₃O₈ with average grades between 0.07–0.10%, levels generally regarded as attractive in an international context. We consider the uranium portfolio to represent a strong value driver, with a conceptual gross in-situ metal value exceeding USD 1bn.

▪ ICSID Claim Remains a Central Catalyst

The ICSID arbitration under the UK-Tunisia BIT remains fully intact, with an increased claim of USD 573m, final written submissions filed in September 2025, and hearings scheduled for April 2026. Analyst Group estimates a 68 % probability of a favorable outcome in the ICSID arbitration based on precedent and case specifics. In parallel, the Company has secured a USD 9.7m award in ICC-1 and obtained admission of its ICC-2 annulment application before the Swiss Federal Supreme Court. Together with the expanding solar and uranium platforms, these proceedings provide substantial optionality and strengthen Zenith's underlying operational value.

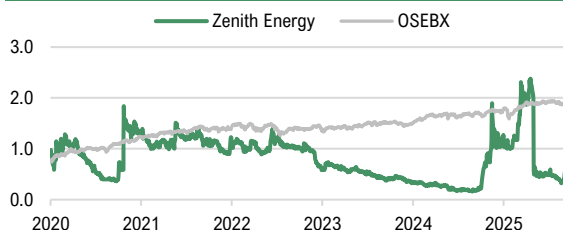
VALUATION RANGE

Bear NOK 1.5 **Base** NOK 3.8 **Bull** NOK 6.1

KEY INFORMATION

Share Price (2025-12-22) NOK	0.46
Shares Outstanding	649 182 327
Market Cap (NOKm)	299
Net cash(-)/debt(+)	412
Enterprise Value (NOKm)	711
List	Euronext Oslo Børs ¹
Annual Report 2026	2026-07-31

SHARE PRICE DEVELOPMENT

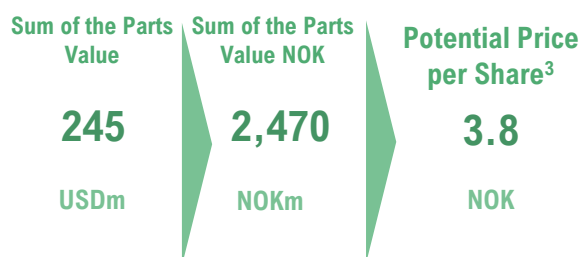


MANAGEMENT AND BOARD

	ROLE
Andrea Cattaneo	CEO and Director
Luca Benedetto	CFO and Director
Dr. José Ramón López-Portillo	Non-Executive Chairman
Dr. Dario E. Sodero	Non-Executive Director
Sergey Borovskiy	Non-Executive Director

DERIVED POTENTIAL PRESENT VALUE

Simplified and Illustrated Derived Value of Zenith.



¹ Zenith is also listed on the London Stock Exchange Main Market and on the Spotlight Stock Market.

² Including valuation of uranium.

³ The valuation corresponds to an implied potential market capitalization of NOK 2,470 million (1,604). This reflects an increased number of outstanding shares, which as of this update totals 649 million shares.

Table of Contents

Introduction	2
Investment Thesis	3
Company Description	4-7
Acquisitions in Tunisia	8-11
Arbitrations	12-15
Market Analysis	16-20
Financial Forecast	21-28
Valuation	29-32
Bull & Bear	33-34
Management & Board	35
Disclaimer	36

ABOUT THE COMPANY

Zenith Energy, founded in 2007, and listed in Canada in 2008 on the Toronto Stock Venture (TSX Venture Exchange), has a history of acquisitions within the energy production sector. The Company's core business includes gas-to-electricity and solar operations, early-stage uranium exploration in Italy, and oil production in the United States. Zenith is also engaged in two arbitrations against the Tunisian Government. The first concerns contractual dispute under the International Chamber of Commerce ("ICC") in Paris. The second arbitration is brought under the International Centre for Settlement of Investment Disputes ("ICSID") in Washington and addresses broader claims of treaty violations.

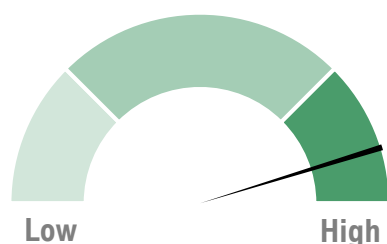
CEO, CFO AND CHAIRMAN

CEO and Director	Andrea Cattaneo
CFO and Director	Luca Benedetto
Non-Executive Chairman	Dr. José Ramón López-Portillo

ANALYST

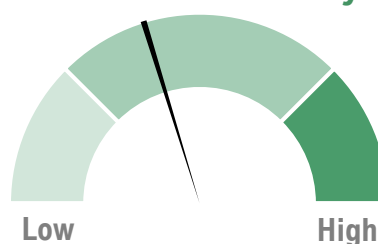
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Value Drivers



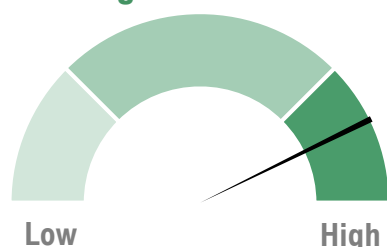
Zenith has an estimated 68% probability of a favorable outcome in the ICSID arbitration case. Future recovery of the expected awards amounts to USD 134m net to Zenith, enabling expansion in the Company's core solar operations in Italy and accelerate the advancement of the newly established uranium projects. The combination of the anticipated funds received from arbitration with solar pipeline and the development of uranium assets provides a strong foundation for sustained long-term growth.

Historical Profitability



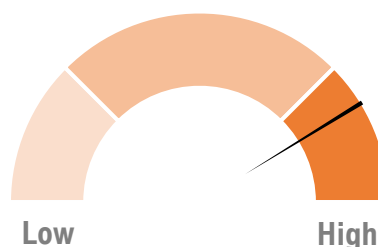
The Company has been under severe operational strain due to the sequestration performed by the Republic of Tunisia and the non-payment of oil. This has hindered many aspects of Zenith's core operations, preventing profitability that would otherwise have been realized. However, the Company's gas-to-electricity segment has delivered profitability during recent years, and Zenith's latest expansion into solar is expected to also deliver profitability. The rating is based on historical profitability.

Management & Board



Management was instrumental in acquiring Tunisian assets during COVID-19 at a fraction of the later valuation, substantiated by third-party experts. The board together demonstrates conviction in Zenith by owning 12.5% of the outstanding shares. The combination of a successful track record with strong ownership instills confidence in creating further shareholder-friendly actions going forward.

Risk Profile



Analyst Group estimates that the Company's loss in ICC-2 highlights the binary nature and unpredictability of arbitration claims. While the outcome represents a financial setback, the ICSID arbitration of USD 573m remains fully intact and constitutes the largest and most material claim. The Company also expects to collect USD 9.7m from the ICC-1 award following the recent NOK 49m private placement, Zenith's short-term liquidity position has strengthened, reducing financial risk ahead of key 2026 milestones.

Two Cash-
Generative
Segments

Solar Energy
Portfolio of
110.5 MWp

The Total Claim
Value of ICSID
USD 573m

Implied Uranium
Asset Value
USD 53m

NOK 3.8
Base Scenario

Strong Italian Power Market Dynamics Support Zenith's Growth Strategy

The European energy markets, particularly in Italy, experienced significant disruptions following Russia's invasion of Ukraine. Stable natural gas consumption for electricity generation, combined with declining domestic output, drove Italy's consumption-to-production ratio from 9x in 2013 to 21x in 2023. Previously reliant on Russian pipeline gas, Italy shifted to liquefied natural gas imports, with Qatar supplying 41 % of total volumes in 2023. Given persistent supply constraints, elevated power prices are expected to continue until at least 2028. This environment benefits Zenith Energy, which is strategically positioned through gas-to-electricity generation and an expanding solar platform that now totals 110.5 MWp across development, ready-to-build and operational assets. The Company's accelerated acquisition pace during 2025 has established a broad, regionally diversified pipeline that forms a strong foundation for long-term revenues. With positive outcomes in arbitrations anticipated, funds for additional growth across the Italian solar platform and continued scale-up of core operations are expected.

Ongoing ICSID Arbitration With Favorable Risk-Reward Profile

Over the past year, Zenith has been engaged in three high-stakes arbitration proceedings (ICC-1, ICC-2, and ICSID). The first arbitration (ICC-1) was conducted successfully, and in December 2024 a favorable outcome was announced, in which the Arbitral Tribunal awarded the Company a total amount of USD 9.7m. The second arbitration case (ICC-2) concerned claims totaling USD 130m. In July 2025, Zenith announced that the arbitral tribunal had rejected the claim, representing a legal and financial setback for Zenith. Zenith has stated that serious procedural irregularities were identified during ICC-2, and these findings now form the basis of an annulment application formally accepted by the Swiss Federal Supreme Court in Lausanne. Despite the dismissal in ICC-2, focus remains on the ongoing arbitration filed under ICSID, where Zenith is now pursuing an updated USD 573m claim under the United Kingdom–Tunisia BIT. This case stems from a documented pattern of unreasonable and obstructive conduct by Tunisian state entities, including interference with operations and oil monetization, which materially harmed the Company. Zenith has intensified its legal and strategic efforts in the ICSID proceedings and has already submitted its final written arguments ahead of the hearing scheduled for April 2026. Analyst Group estimates a 68% probability of a favorable outcome in ICSID, applied to the assessed recoverable amount, based on extensive data and precedent.

Strategic Expansion Potential in Uranium Portfolio

Alongside the ongoing arbitrations, Zenith's entry into the uranium sector provides a new, high-potential growth platform. The Company has secured regional acceptance for two exploration-permit applications in Lombardy, covering Italy's only known historical uranium deposits, Val Vedello and Novazza. Based on legacy AGIP Nucleare data, the projects carry a combined historic exploration target of approximately 15 million pounds of U₃O₈ with average grades of 0.07–0.10%, levels generally regarded as attractive in an international context. With uranium classified as a strategic material under the EU Critical Raw Materials Act, the assets offer clear long-term optionality and a rare first-mover position within the European Union. Zenith intends to validate historical work through a structured, three-year exploration program aimed at advancing the projects toward an NI 43-101-compliant Mineral Resource Estimate. Analyst Group considers the uranium portfolio to represent a meaningful standalone value driver and based on a peer-based valuation framework, estimates the uranium portfolio at approximately USD 53m.

Financial Forecast

Based on Analyst Group's estimate of a 68% probability of a favorable outcome in the ICSID arbitration, corresponding to a probability-weighted value of approximately USD 134m, and an assessed value of USD 112m for the Company's core operations, including uranium, a sum-of-the-parts valuation of approximately USD 245m is derived, corresponding to a potential price per share of NOK 3.8 (3.2) in a Base scenario.²

Arbitral Rulings Are Inherently Binary, Creating Elevated Risk

Although Analyst Group had assigned a low probability to a complete loss in ICC-2, the full dismissal of the USD 130m claim eliminates any short-term recovery. Zenith has filed an annulment application, but international arbitration remains inherently binary, and outcomes carry elevated risk, including in ICSID where the Company is now pursuing an updated USD 573m claim. While the statistical likelihood of a complete loss in ICSID is low, the wide potential outcome range presents material legal and financial uncertainty. The favorable ICC-1 award of USD 9.7m and the Company's core business remains stable, which will continue to generate cash flow and support resilience in adverse scenarios.

¹ Including ICC-1 win and the assumption that the Company collects 75 % of the awarded amount.

² The valuation corresponds to an implied potential market capitalization of NOK 2,470 million (1,604). This reflects an increased number of outstanding shares, which as of this update totals 649 million shares.

Long Experience in the Energy Sector

Zenith Energy, founded in 2007, and listed on the Toronto Stock Exchange in 2008, has a history of well-timed and opportunistic acquisitions within the energy production sector. From the beginning, Zenith's strategy has focused on acquiring and optimizing producing fields, often stepping into situations where larger operators, typically Majors, or large state-owned companies wish to exit operating the oil & gas field, due to economic or strategic shifts. The high management and personnel costs of a major entity discourage the historical operator from continuing when total revenues fall below a certain threshold. In this case, smaller entities, defined in the market as Junior oil & gas companies, are invited to take control of the operations, as they have access to personnel and management better fitted to operate fields of smaller size but with the same competence. Often, the management of the Junior companies gained their qualifications through previous work in Majors. Since 2020, the Company has been involved in oil production in Tunisia and, since 2012, gas production in Italy and expanded its presence in Italy by acquiring solar assets.

Long Experience in Different Geographical Regions

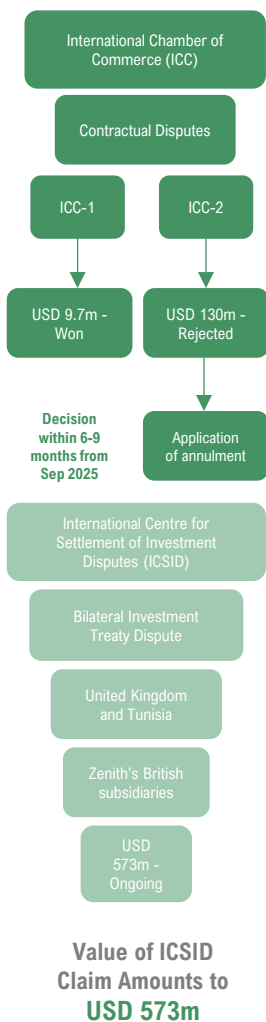
Led by an experienced management team, Zenith has repeatedly demonstrated the ability to operate in jurisdictions known for regulatory complexity and bureaucratic challenges. Despite these conditions, the Company has maintained consistent production over the years, generating revenue which fluctuated between approximately USD 4m and 13m during 2017-2023, with the exception of 2020-2021 due to COVID-19. The business model is well-suited for second-tier producing fields, producing ~300-3,000 barrels of oil per day, enabling more efficient cost allocation and flexibility in field development, particularly where fixed costs are lower, and some part of the field presents underexploited oil & gas reserves potential. Zenith owns its drilling equipment, called ZEN-260, purchased through its subsidiary Zena Drilling. This equipment is permitted to perform drilling of new fields 4 000 meters in depth underground.

Zenith's track record of acquisition spans several high-risk and frontier markets, including Argentina (prior to the latest administration), Azerbaijan, Congo Brazzaville, and more recently Tunisia. Over time, however, the Company has made a deliberate shift toward more stable jurisdictions. This has included purchasing the entire operation in Italy of Mediterranean Oil & Gas (MEDOIL) PLC, a publicly listed company in London in 2012. Subsequently, Zenith has transformed one of its many gas fields in Italy into a gas-to-power operation by purchasing electricity generators and thereby scaling up profitable electricity production in Italy. Furthermore, the Company has acquired solar assets in Italy with the ambition of acquiring more assets in the short term. Lastly, Zenith has acquired 99% of a company listed in the OTC Markets, called Leopard Energy Inc., an oil & gas company in Texas, currently holding a 5% royalty interest in seven producing wells located in the Eagle Ford Shale formation in Texas, USA.

Well-timed Execution in Tunisia but Disputes Arising

The entry into Tunisia, conducted in 2020–2021 during the COVID-19 period, coincided with a low point in the oil price cycle. This timing initially appeared advantageous, as many operators exited the market or reduced activity. Following Russia's invasion of Ukraine in February 2022, oil prices rebounded sharply and reached levels above USD 110 per barrel, underscoring the well-timed nature of Zenith's acquisitions. Subsequently, the Company's investments in Tunisia became subject to a series of actions by Tunisian state entities, including the national oil enterprise, Entreprise Tunisienne d'Activités Pétrolières ("ETAP"), which materially affected operations and ultimately led to multiple international legal proceedings. To date, three separate arbitration proceedings have been initiated. Two relate to contractual disputes under the International Chamber of Commerce (ICC), referred to as ICC-1 and ICC-2. The third has been filed under the International Centre for Settlement of Investment Disputes (ICSID) and concerns treaty-related claims under the United Kingdom–Tunisia Bilateral Investment Treaty, under which all relevant Zenith subsidiaries were structured at the outset of the Tunisian investment.

The first arbitration, ICC-1, resulted in a favorable award of USD 9.7m in December 2024, although payment has not yet been made by ETAP and interest for late payment will continue to accrue until full recovery is achieved. The second arbitration, ICC-2, involved claims of approximately USD 130 million but was fully dismissed by the arbitral tribunal in July 2025, removing any prospect of short-term monetary recovery from that case. Zenith has stated that its legal counsel identified and formally recorded several serious procedural irregularities during ICC-2, and the Company has consequently filed an annulment application before the Swiss Federal Supreme Court. The ICSID arbitration remains the most significant legal process. Zenith has updated its total claimed amount to USD 573 million, reflecting additional breaches and obstructions recorded since the initial filing. The dispute encompasses the treatment of all the Company's British subsidiaries and their Tunisian operations. The case has progressed to its final phase, with written submissions completed in September 2025 and hearings scheduled for April 2026.



Working interest in the Oil & Gas industry

A working interest is a type of ownership in an oil or gas lease that gives the holder the right to explore, drill, and produce, while also bearing a proportional share of the operational and development costs.

Ranging between 20% to 100% of Zenith's Italian gas concessions

Torrente Cigno

Gas is produced from the concession and is used to generate electricity production amounting to ~12 000 MWh annually.

Ambition to reactive Sant'Andrea Concession

Presence in the U.S. Ready to be Scaled up if Opportunities Arise

Italian Gas- and Electricity Production

In 2012, Zenith Energy acquired working interests ranging from 20% to 100% across a diversified portfolio of Italian onshore energy assets focused on electricity production started in 2012. While historically a smaller segment within the Company's portfolio, electricity production has emerged as Zenith's most profitable and strategically relevant business line in recent years – driven by low-cost inputs and surging electricity prices. This is particularly notable given that legal constraints in Tunisia have paused upstream activities. In 2023, the Italian segment generated USD 4.4m in revenue, and USD 1.78m in 2024, reflecting the volatility of Italian electricity prices in the last years.

The Company's flagship asset in Italy is Torrente Cigno, which was acquired in 2012 and is a site that produces low-grade natural gas to generate approximately 900-1 000 MWh of electricity per month, yielding approximately EUR 1.2m in revenue on an annual basis with today's electricity prices. Torrente Cigno combines a 45% working interest in the gas production facility with 100% ownership of 4 gas-powered electricity generation units installed onsite. The gas produced from this concession is entirely used for electricity generation and accounted for almost 100% of Zenith's total revenue in 2024, a significant shift from previous years when Italian operations made up a smaller, less strategic, portion of the group's revenue mix.

Shifted Sentiment

Before 2022, gas-fired electricity was widely regarded as a declining source of energy across Europe. Investment appetite was low, particularly in mature markets like Italy. Russia's invasion of Ukraine in early 2022 represented a shift in European energy markets – causing electricity and gas prices to soar and highlighting the vulnerabilities of external supply dependencies. In this context, Zenith's ability to produce and sell power domestically has gained strategic relevance. The Company now plays a role, however modest, in supporting European energy security through localized and flexible electricity generation. Italy remains a core operating region for Zenith, not only due to the Company's producing assets but also because of the country's stable and transparent legal framework, as well as strong infrastructure and deep history in hydrocarbon development. As the home base to the oil and gas giant ENI, and a country with decades of onshore and offshore oil and gas activity, Italy offers a unique combination of regulatory certainty and technical capacity that is rare among mature energy jurisdictions. While Torrente Cigno and Misano are the only actively monetized assets is the only actively monetized asset today, the Company aims to reactivate the Sant'Andrea concession with a potential added revenue stream of ~USD 600k annually. The remaining concessions can be viewed as an optionality within the portfolio, gas assets that could be scaled up or reactivated to generate electricity in response to future market dislocations, potentially speeding up bureaucratic handling for production rights. This positions Zenith to potentially ramp up production quickly if the pricing environment becomes favorable, without requiring large upfront investments.

Zenith's Italian gas business currently includes six operated onshore concessions:

Torrente Cigno – 45% working interest (Monetized)

San Teodoro – 100% working interest

Misano Adriatico – 100% working interest

Sant' Andrea – 50% working interest

Masseria Grottavecchia – 20% working interest

Masseria Petrilli – 50% working interest

Zenith Enters the U.S. Oil & Gas Market

In the summer of 2023, Zenith Energy acquired a controlling interest in Cyber Apps World, Inc. (CYAP), listed on the OTC Markets. This company was later rebranded as Leopard Energy Inc., aligning with a new strategic focus on oil and gas assets in the United States. Leopard Energy Inc. is listed on the Pink Open Market segment of US OTC Markets under the ticker LEEN. At the beginning of 2024, Leopard Energy's subsidiary, CYAP Oil, LLC, was established to drive operations in this sector, ensuring rigorous quality assurance and quality control (QA/QC) standards across all activities. At the beginning of 2024, CYAP Oil, LLC, acquired a 5% royalty interest in seven producing wells located in Lavaca County, Texas, within the prolific Eagle Ford Shale formation. This marked Zenith's first transaction in the U.S. energy market and highlighted the Company's strategic shift into more politically stable regions. These assets generate approximately USD 0.2m on an annual basis. However, with the Company structure in place and a presence in the United States, Zenith has flexibility in scaling operations if new attractive opportunities are identified.

Solar Energy Portfolio

Liguria Solar Asset

Capacity: 0.5 MWp
Stage: Operational

Puglia Solar Asset

Capacity: 3 MWp
Stage: Ready-to-Build

Two Agrivoltaic Projects in Piedmont

Capacity: 48 MWp
Stage: Development

Development Project in Piedmont

Total capacity: 10 MWp
Stage: Development

Two Agrivoltaic Projects in Lazio

Capacity: 17 MWp
Stage: Development

Three Development Project in Puglia

Total capacity: 22 MWp
Stage: Development

PV & BESS Development Project in Puglia

Total capacity: 10 MWp
Stage: Development



**Solar Assets
Portfolio of
110.5 MWp**

Scale-up Potential

Zenith's Solar Pivot: Clean Power with Strong Margins

In a strategic move reflecting a long-term vision, Zenith Energy has accelerated its strategic expansion into renewable power and now controls a regionally diversified solar development portfolio totaling 110.5 MWp across Italy's most attractive photovoltaic regions, including Puglia, Lazio and Piedmont. Through its wholly owned subsidiary WESOLAR S.R.L., the Company has built a balanced mix of operational, Ready-to-Build ("RTB") and development-stage assets, forming the basis for a scalable, high-margin clean-energy business. Consistent with its clustering strategy, Zenith has recently expanded its footprint through new acquisitions in Puglia, including a 12 MWp PV project with an integrated 3 MW BESS, located on 15 hectares of flat terrain with favorable grid and permitting characteristics. These additions reinforce the Company's presence in Italy's highest-irradiation markets and further strengthen its development pipeline.

Zenith's solar strategy is structured around a dual-track model:

- Selective divestment of RTB or late-stage development assets to realize immediate value and recycle capital.
- Construction of chosen RTB assets to generate stable, recurring revenue from electricity production.

This model enables Zenith to monetize portions of its pipeline while scaling long-term production capacity in a capital-efficient manner. In line with this strategy, an independent valuation of the Company's development portfolio was recently completed, confirming the commercial potential of the solar pipeline and supporting management's plan to divest a minority interest once projects reach RTB status. The Company is also advancing a dedicated Battery Energy Storage System (BESS) strategy, recognizing storage as a key value enhancer in Italy's highly variable time-of-use pricing environment (fasce orarie). BESS-enabled assets allow energy to be stored at low-price hours and dispatched during peak-price intervals, materially improving project returns and grid resilience.

Overall, Zenith is rapidly transforming into a diversified and integrated clean-energy producer, combining disciplined project development with the optionality to monetize, construct or strategically partner on large-scale solar and BESS assets as the portfolio expands.

Strategic Outlook

Zenith holds a diversified platform spanning electricity-generating gas assets, a rapidly expanding solar portfolio in Italy and early-stage uranium projects in Lombardy. Each of these segments offers meaningful scalability potential, supported by management's long-standing ability to acquire, develop and advance assets at attractive valuations. While the Company's longer-term valuation remains influenced by the outcome of the ICSID arbitration, with hearings scheduled for April 2026 and a ruling expected later the same year, Zenith has continued to actively reposition its business toward lower-risk jurisdictions and more predictable, recurring revenue streams. The strategic focus is increasingly centered on Italy, where the Company now controls a 110.5 MWp solar development pipeline underpinned by favorable power-price dynamics and a supportive regulatory framework. This core platform is complemented by profitable gas-to-power operations, providing near-term cash flow and operational resilience. In parallel, the recently initiated uranium strategy adds a long-duration value pathway, grounded in extensive historic AGIP exploration work and aligned with the objectives of the EU Critical Raw Materials Act. Although a favorable ICSID outcome could be transformative, potentially delivering a cash inflow equivalent to several multiples of the Company's current market capitalization, Zenith's strategic ambition is deliberately framed around building a resilient, asset-backed platform. This platform is driven by the continued expansion of the solar portfolio, stable gas-to-electricity operations and the optionality embedded in the uranium projects, independent of both the ICC-2 dismissal and the ongoing ICSID process. Regardless of the arbitration trajectory, Zenith's Italian operations are expected to remain robust, supported by elevated electricity prices and steady progression toward revenue-generating solar production.

Zenith Uranium Projects



Historic recourse



Exclusive rights



Strategic Alignment with EU Policy

2026-2030E



Permitting & Baseline studies



Drilling & Exploration



MRE (NI 43-101)



PEA



PFS & Mining Concession

Key Technical Terms

MRE (Mineral Resource Estimate) – A formal, NI 43-101-compliant estimate of the quantity and grade of mineralization in a deposit, based on geological evidence and sampling.

U₃O₈ - Triuranium octoxide, the standard market-traded form of uranium.

In-situ Value – A conceptual value of the metal contained in the ground before extraction, not adjusted for recovery, costs or economic viability.

Zenith's Uranium Projects: Strategic Optionality in Critical Raw Material

Zenith has initiated a strategically important expansion into the uranium sector through two accepted exploration-permit applications covering Italy's only known historical uranium deposits, Val Vedello and Novazza in Lombardy. The assets were originally explored by AGIP Nucleare between the 1950s and 1980s, leaving behind an unusually extensive technical dataset that includes underground development, drill-core records, surface sampling and more than six kilometers of mapped tunnels. This historic work provides a robust geological foundation for modern exploration.

Historic AGIP data indicates a combined exploration target of approximately 15 million pounds (Mlbs) U₃O₈ with average grades of 0.07–0.10%, levels generally regarded as attractive in an international exploration context. Though non-compliant under today's reporting standards, these figures serve as a credible starting point for Zenith's planned three-year validation program aimed at advancing the projects toward an NI 43-101-compliant Mineral Resource Estimate. At current uranium spot prices of roughly USD 80/lb, the historic target corresponds to a conceptual in-situ metal value of approximately USD 1.2 billion, illustrating the scale of the opportunity relative to the Company's market capitalization.

Key Highlights of the Uranium Portfolio

- Only documented uranium deposits in Italy, supported by decades of historic AGIP exploration.
- Historic exploration target of ~15 Mlbs U₃O₈, with reported grades of 0.07–0.10%, generally attractive in an international context for vein-type and metasomatic systems.
- Conceptual in-situ metal value of ~USD 1.2 billion at current uranium prices (~USD 80/lb).
- Low initial capital intensity, with a planned three-year work program capped at USD 5 million to validate historic datasets and advance towards an NI 43-101-compliant MRE.
- Strategic alignment with EU policy, as uranium is classified as a Critical Raw Material under the EU CRM Act, reinforcing long-term relevance of domestic supply initiatives.
- Strong infrastructure and logistics, benefiting from access to regional grid networks, road systems, and proximity to northern Italy and Switzerland's industrial centers.

The strategic relevance of these assets is reinforced by Europe's increasing reliance on nuclear energy and the inclusion of uranium on the EU's Strategic Raw Materials List. Italy currently has no domestic uranium production, and Zenith's permits position the Company within a national context where energy-security considerations are gaining prominence. The Lombardy locations also benefit from established infrastructure, favorable logistics and proximity to industrial demand centers in northern Italy and neighboring Switzerland.

Zenith's development plan includes the validation of historic datasets, geological and metallurgical studies, and new exploration work to support a compliant resource estimate. The Company has communicated an initial exploration budget of USD 5m, designed to advance the projects through value-accretive milestones while maintaining capital discipline. In parallel, Zenith is establishing FEI, a dedicated Italian vehicle for its uranium interests, which may provide optionality for future strategic partnerships or a spin-out as the projects mature. Overall, the uranium portfolio introduces a high-potential, long-duration growth vector to Zenith's asset base. Supported by extensive historical data, favorable policy tailwinds and a focused, phased development plan, the projects offer meaningful strategic optionality alongside the Company's expanding solar platform and ongoing arbitration processes.

Project	Ore	Grade (% U ₃ O ₈)	Contained	Status
Val Vedello	~5.0	0.10	~11.0	Historic, AGIP Nucleare 1980s
Novazza	~2.1	0.083	~4.0	Historic, AGIP Nucleare 1970s
Combined Total	7.1	0.09	~15.0	

Acquisitions in Tunisia – Timeline 2020-2023

Summary of Zenith's Tunisian Acquisitions

Through a series of transactions, Zenith strategically expanded the Company's operations in Tunisia through the following acquisitions:

- **Ezzaouia Oil Concession:** Secured a 45% interest via the acquisition of Candax Energy's subsidiary, Ecumed Petroleum Zarzis Ltd. (EPZ). The concession carried a 20-year license term and development obligations, including drilling new wells.
- **Robbana and El Bibane Concessions:** Obtained a 100% working interest in both fields by acquiring Ecumed Petroleum Tunisia Ltd. (EPT) from Candax Energy, thereby gaining full operational control.
- **Acquired 100% of the shares in CNPCIT,** CNPC's subsidiary for Tunisia, which contained 22.5% of the oil concession in the Sidi El Kilani oil field. To avoid any confusion surrounding the use of a Chinese state-owned entity's name in a context unrelated to Chinese interests, the acquired company name was changed to Canadian North African Oil & Gas ("CNAOG"). The completion of this transaction enabled an immediate equity stake in Sidi El Kilani amounting to 22.5%.

Zenith's consolidated production outlook included:

- **125 boe/d** from Robbana and El Bibane (post-repair and enhancement).
- **210 boe/d** from the Ezzaouia concession.
- **315 boe/d** from Zenith's proposed 45% working interest in the Sidi El Kilani field.

This yields a total near-term production profile of ~650 boe/d, equaling ~USD 24m in annual revenue with the year 2022 pricing of USD 100/bbl, with an identified roadmap to exceed 1 000 boe/d (~USD 36.5m in annual revenue) through incremental capex such as drilling new sidetracks and optimizing production.

These assets had been acquired at attractive prices as a function of the general challenges during the time, such as lower oil prices because of COVID-19 in combination with restrictions and instability associated with the pandemic. This affected several aspects such as enlarged responsibility for employee's health and safety to slower bureaucratic processes, together acting as a hurdle for every operator in the country.

Furthermore, this was before Russia's invasion of Ukraine, and the sentiment at the time was negative towards oil, due to the fact that very few oil Majors, except for state-owned entities of Saudi Arabia and Russia, were profitable at such low market prices. The challenging climate in the field put many smaller oil players out of business or at least forced them to downsize operations in order to pay down debt. The larger players slimmed down operations and many refocused to primary locations. Hence, the low acquisition prices should be viewed through the anti-oil sentiment present at the time as well as with the COVID-19 context in mind.

At the beginning of 2022, the oil price had risen to USD 80 before reaching a top of USD 130 in March 2022. This had the potential to generate approximately USD 24m in annual revenue for Zenith, with potential to expand this level even further. Such a climate would have generated a considerable free cash flow for the Company, which could have been reinvested to expand production even further as well as to find new attractive deals inside or outside of Tunisia.

Transformational growth if acquisition in Tunisia had went as planned.

Timeline of Events, 2020-2023



Source: Oslo Euronext

~Production Outlook amounted to 650 boe/d

Challenging Climate During COVID-19

Acquisitions in Tunisia – Timeline 2020-2023

Terminology

Bopd – Barrels of Oil Per Day

Boe - Barrels of Oil Equivalents - a standardized unit that measures production of all oil and gas products converted to the energy equivalent of barrels of crude oil.

6MCF = 6 000 Standard Cubic Feet of Natural Gas = 1 Boe

Challenging Climate During COVID-19 Explain the Low Acquisition Prices

Acquiring EPZ (Ezzaouia concession)

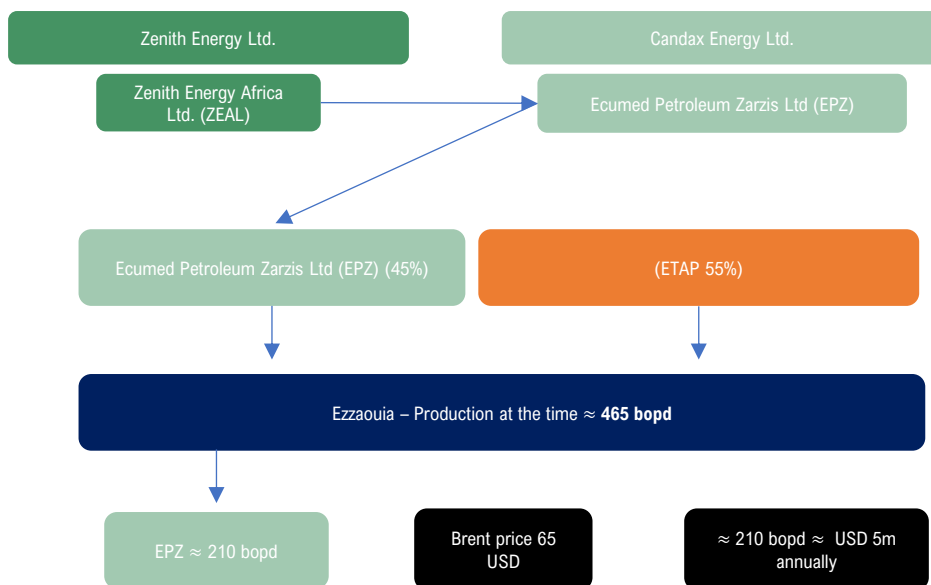
March 15, 2021 – Acquisition of a New Oil Field Concession - Ezzaouia

On March 15, 2021, Zenith Energy Ltd. through the fully owned British subsidiary Zenith Energy Africa Limited (“ZEAL”), entered into a share purchase agreement with Candax Energy Limited (“Candax”) for the acquisition of a 100% interest in Candax’s fully owned subsidiary, Ecumed Petroleum Zarzis Ltd (“EPZ”), which held a 45% working interest in the Ezzaouia Concession, alongside ETAP which held a 55% working interest.

By March 24, 2021, the deal was completed with a payment of USD 150k settled at that date and an additional USD 100k for an aggregate amount of USD 250k. Furthermore, the deal contained a royalty towards Candax amounting to USD 0.35 per each barrel of oil equivalent produced, with the royalty not being less than USD 50k per annum for a period of ten years. In summary, this reflected an upfront cost of USD 250k and an additional sum of at least USD 500k in ten years, depending on production levels. At the time of the transaction, the Ezzaouia field was producing at a rate of approximately 465 bopd, of which 45% belonged to Zenith, netting approximately 210 bopd, equaling ≈USD 5m annually to the Company. Furthermore, approximately 25 000 barrels of oil were held in storage with a commercial value of approximately USD 1.25m at the time.

At the time, a convention for a new 20-year concession had been signed by EPZ and ETAP, and the new concession was awaiting parliamentary approval. The acquisition had certain development obligations during the new 20-year concession, including the drilling of a side-track, which is standard when acquiring oil assets. These field-production optimization and workover activities were expected to increase Ezzaouia gross production from 465 bopd to 1 000 bopd (potentially resulting in a production of 450 bopd net to Zenith). At the time of the signing, oil prices were trading at 65 USD, 210 bopd would therefore correspond to an annual revenue of ≈USD 5m. The purchase price in relation to the revenue potential reflects the type of transactions that were possible at the time, due to the financial pressure imposed on many producers during COVID-19.

#1 Transaction in Tunisia



Acquisitions in Tunisia – Timeline 2020-2023

Terminology

1

Boe/d – Barrels of Oil Equivalents Per Day

2

Condensate Oil (“Condensates”) - Light hydrocarbon liquid that is separated from natural gas when it is produced from the reservoir and brought to the surface

Acquiring EPT (El Bibane & Robbana Concessions)

Zenith Energy’s Expansion in Tunisia: Acquisition of El Bibane & Robbana Concessions

On April 21, 2021, just a little more than a month after the Ezzaouia acquisition, Zenith announced a binding offer to acquire a 100% working interest in two new oil concessions, El Bibane and Robbana, through the wholly owned British subsidiary, Compagnie Du Desert Ltd. (“CDD”). The offer, submitted to Candax Energy Limited, outlined the acquisition of Candax’s subsidiary Ecumed Petroleum Tunisia Ltd. (“EPT”), not to be confused with Ecumed Petroleum Zarzis (“EPZ”), which was the acquired subsidiary in relation to Ezzaouia. Ecumed Petroleum Tunisia Ltd. held 100% of the working interest in the two oil concessions El Bibane and Robbana. The total consideration consisted of a nominal cash payment of USD 100, complemented by the assumption of USD 200k in outstanding debt.

This transaction moved swiftly from offer to execution:

- April 21, 2021: Binding offer submitted and accepted.
- April 30, 2021: CDD entered into a share purchase agreement with Candax Energy for the acquisition of EPT.
- May 12, 2021: The transaction reached completion, with full transfer of ownership to Zenith finalized. Coincidentally, as by Tunisian law, notification to ministry were duly sent.

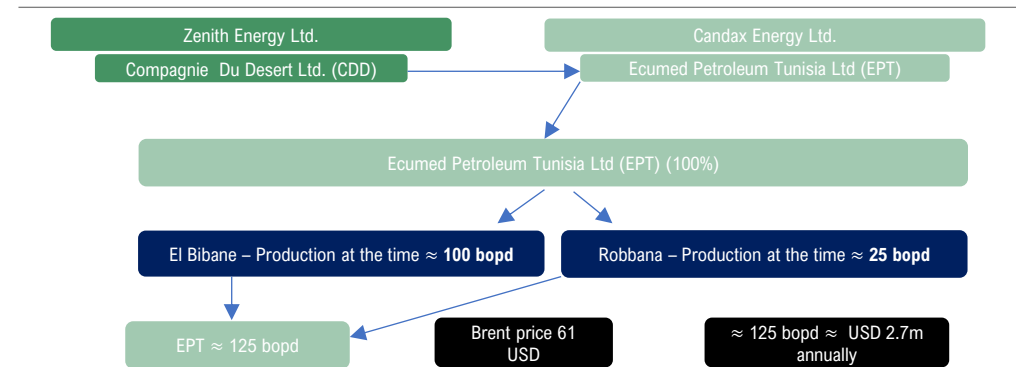
At the acquisition, the El Bibane and Robbana concessions were producing a combined total of approximately 125 barrels of oil equivalent per day (~USD 2.7m annually), broken down as follows:

- El Bibane was producing 80-100 barrels of condensate per day (~USD 2.2m annually), along with 5.5-6 million standard cubic feet (MMSCF) of natural gas, which was being re-injected into the reservoir, and therefore not monetized.
- Robbana was producing approximately 25 bopd (~USD 550k annually), having been temporarily shut in due to tubing string damage. Prior to the shut-in, this field had a stabilized production rate of 500-600 bopd. The Company had intentions to drill an infill vertical well, called ROB-3, with an expected production of 100-150 barrels of oil in the event of a successful drilling operation.

Importantly, an independent study commissioned by the seller in 2020, covering production feasibility, economics, and reinvestment potential, concluded that production from the underperforming Robbana field could feasibly be restored from 25 bopd (~USD 550k annually) to ~200 bopd (~USD 4.4m annually) through targeted drilling at an estimated cost of USD 2m. This was not implemented by the seller due to the oil price collapse during 2020 and financial constraints that followed this development. Hence, the new concessions were expected to produce ~125 boe/d (~USD 2.7m annually) and potentially reach ~350 boe/d (100 boe/d from El Bibane and 150 boe/d from Robbana), corresponding to an annual revenue stream of USD 7.8m in the near term through targeted drilling.

The acquisition of 100% of the shares in EPZ and EPT were notified by Zenith to the Tunisian governing authorities.

#2 Transaction in Tunisia



Acquisitions in Tunisia – Timeline 2020-2023

Reminder

1

Acquiring EPZ (Ezzaouia concession)

2

Acquiring EPT (El Bibane & Robbana Concessions)

3

Acquiring CNAOG (SLK Concession)

New Acquisition to Obtain 22.5% Control of Sidi El Kilani

On November 22, 2021, Zenith Energy Ltd. announced that the fully owned British subsidiary, Zenith Overseas Assets Ltd. (“ZOA”), had entered into a share purchase agreement for the acquisition of Canadian North Africa Oil & Gas Ltd. (“CNAOG”), until that day called CNPCIT (China National Petroleum Corporation International Tunisia LTD, which was a 100% subsidiary of CNPC International Ltd., which held the 22.5% working interest in the Sidi El Kilani, not beholden to KUFPEC or ETAP.

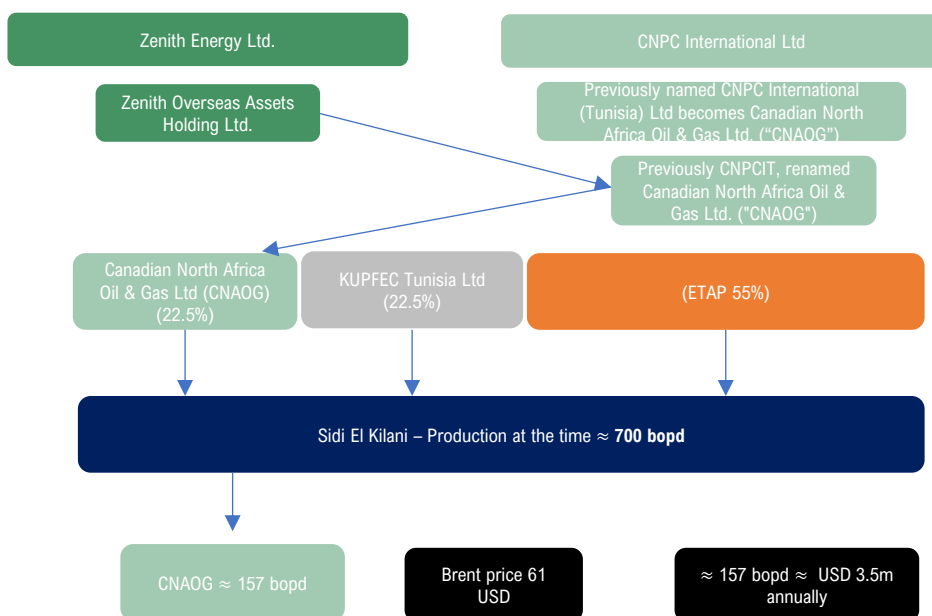
The remaining balance of ownership in the SLK concession was held by two state-aligned entities:

- KUFPEC Tunisia Limited, a subsidiary of Kuwait Foreign Petroleum Exploration Company (KUFPEC): 22.5% working interest.
- Enterprise Tunisienne d’Activités Pétrolières (ETAP): 55% working interest.

To avoid any confusion surrounding the use of a Chinese state-owned entity’s name in a context unrelated to Chinese interests, the acquired company’s name was changed to Canadian North African Oil & Gas (“CNAOG”). The completion of this transaction enabled an immediate equity stake in Sidi El Kilani amounting to 22.5%, while expectations for an additional 22.5% from the KUFPEC stake were expected in the near term under CNAOG preferential rights. The structure for this transaction was identical to the one used to obtain both the Ezzaouia as well as the Robbana and El Bibane concessions, namely acquiring the legal entity holding the concession rights, thereby automatically gaining the relevant licenses and approvals.

The consideration for CNAOG amounted to USD 1.65m and settled the consideration payable for this acquisition immediately. At this date, crude oil produced from the concession, and allocated to CNAOG, which had not been sold at the time, amounted to approximately 30 000 barrels of oil, equaling ≈USD 2.3m.

#3 Transaction in Tunisia



The Alleged Sequestrations and the Following Arbitrations

By acquiring CNAOG, Zenith gained the right to 22.5% of SLK immediately, it also gained the preferential right to KUFPEC's 22.5% stake – if this entity were to withdraw from Tunisia. Soon after acquiring CNAOG, KUFPEC in fact decided to withdraw from Tunisia, thereby triggering Zenith's preferential right to the additional 22.5% of SLK. However, final signoff was never granted by the Ministry of Hydrocarbon or ETAP. The reasons remain unclear, but speculative interpretations include the rising global oil price, domestic inflation, and Tunisia's strained fiscal position, which is deemed to have made the government reluctant to transfer valuable upstream rights at a low entry cost.

The SLK concession was set to expire in December 2022, meaning that even if the signoff had been granted, an extension of the concession term would still be required. An extension is always automatic, and in 2023 the SLK license has been duly received but with 100% of the license being given to ETAP. In 2022, in parallel with this, ETAP, which was the co-operator in the Ezzaouia concession, never paid for oil sold by EPZ. The contract agreement stated that Zenith would sell its share of the oil production to ETAP, which would in turn be sold by ETAP to the international market, in this case to a Swiss counterparty. The actions taken together can thus be seen as arbitrary measures intended to deliberately weaken the concession co-operator, thereby providing a pretext to deny concession rights. The non-payment of oil triggered the arbitration process.

Reminder

45% working interest in the Ezzaouia concession was gained by acquiring Candax's subsidiary Ecumed Petroleum Zarzis (EPZ), which held the concession rights before being acquired.

ETAP, which also held the majority stake in the Sidi El Kilani (SLK) concession, appears to have engaged in a broader pattern of systemic actions undertaken against Zenith. However, EPZ's victory in ICC-1 arbitration later confirmed two key points: first, that EPZ was entitled to payment for oil produced from the Ezzaouia concession; and second, that its method of acquiring the Ezzaouia concession, by acquiring Candax's subsidiary (EPZ) which held the rights, was legally valid. This arbitral award set an important precedent relevant to the dispute regarding the SLK concession, where Zenith similarly acquired concession rights of SLK through the purchase of CNAOG.

The timing of all these actions is revealing. When Zenith entered Tunisia in 2020, oil prices traded at a cyclical low, and no regulatory friction was encountered. But beginning in 2021 and accelerating into 2022, as prices rebounded sharply, a sudden and sustained wave of bureaucratic obstacles emerged. The pattern raises questions about the government's underlying motivations and the consistency of treatment.

Three Legal Proceedings – All Rooted in Governmental Obstruction

To recover financial losses, Zenith's subsidiaries launched three distinct but interconnected arbitration cases, each linked to obstructive actions by Tunisian state entities:

- ICC-1: Focused on non-payment for lifted crude from the Ezzaouia concession, resulting in a USD 9.7m award in favor of EPZ, officially delivered in late December 2024.
- ICC-2: CNAOG sought USD 130m in damages related to the SLK concession, covering lost revenue, undelivered oil, and blocked renewal rights. The claim was fully dismissed, with the official ruling delivered in July 2025.
- ICSID Arbitration: A treaty-based claim filed under the UK–Tunisia BIT, now seeking USD 573m in cumulative damages across all Tunisian assets. The case cites violations of fair and equitable treatment, unlawful expropriation, and systemic obstruction of investment. Zenith submitted its final written submissions in September 2025, and hearings are scheduled for April 2026.

The claims have been calculated by two internationally recognized firms: Organisation Conseil Audit (OCA) and Chapman Hydrogen and Petroleum Engineering Ltd. (Chapman). OCA is a leading accountancy firm specializing in quantum analysis for arbitration proceedings. OCA has been tasked with providing a precise assessment of the financial damages incurred. Chapman has conducted a detailed review of the technical and operational aspects of the concessions. The firm is a Calgary-based engineering and reserves evaluation company with over 50 years of expertise in the oil and gas sector.

In ICC-2, the Arbitral Tribunal issued a decision rejecting all claims presented by CNAOG. Following this, the Company's legal counsel identified serious procedural irregularities and has submitted an annulment application before the Swiss Federal Supreme Court in Lausanne. According to ICC rules, a party may submit an annulment application in cases involving, among other grounds, procedural irregularities.

Tunisia's and ETAP's
Arbitrary Obstacles
Correlate With
Increasing Oil Price

The Swiss Federal Supreme Court generally renders decisions on annulment applications within approximately 6 to 9 months from the date of submission, as of September 2025.

ICC-1 Arbitration: Payment Default Under Crude Sales Agreement

USD 9.7m Awarded
to EPZ in ICC-1

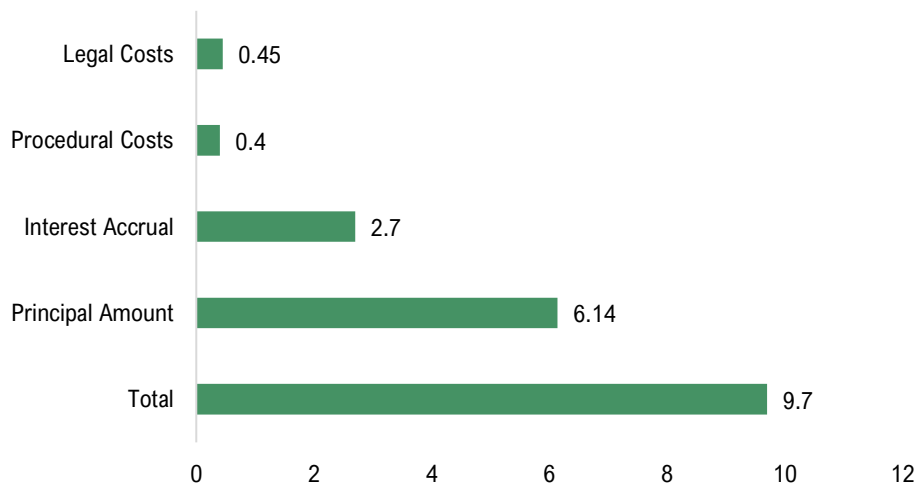
Zenith Energy initiated the first arbitration under the ICC (International Chamber of Commerce) framework, following a contractual dispute involving its Tunisian subsidiary, Ecumed Petroleum Zarzis Ltd. (EPZ), holding 45% working interest in the Ezzaouia concession. The case arose from Entreprise Tunisienne d'Activités Pétrolières (ETAP's) failure to pay for crude oil volumes produced and delivered by EPZ under the terms of an existing offtake agreement.

This breach occurred despite the oil having been lifted - meaning it was physically transferred and sold under agreed commercial terms. ETAP's failure to settle these invoices triggered the arbitration, which centered on non-payment for production already delivered.

Interest Accrual
Increased Principal
Amount by
Approximately 44%

On December 19, 2024, a favorable ruling was announced. The arbitral tribunal awarded Zenith USD 9.7m, including a principal amount of 6.14m, accrued interest on delayed payments, and reimbursement for procedural costs as well as legal costs, amounting to USD 845k. The award highlighted how contractual non-compliance, even on finalized deliveries, can escalate due to time-sensitive interest accrual, in this case amounting to 44% of the principal claim, while reimbursement for procedural costs and legal costs associated with the arbitration represented 13.7% (unrelated to the 44%) of the principal claim. Importantly, statutory interest on late payment will continue to accrue until full recovery is achieved, meaning the total enforceable amount increases over time. This further strengthens the economic significance of the ICC-1 award and enhances the value of eventual collection for Zenith

Composition of ICC-1 Award (USD millions)



Final Award
Approximately
58% Higher Than
Principal Amount

Critically, the tribunal upheld not only Zenith's right to payment, but also affirmed the Company's legal interest in the Ezzaouia oil concession, a point of strategic importance in the context of the other ongoing arbitrations, where the validity or enforceability of Zenith's ownership rights may be contested, despite having been acquired in the same lawful method as in the Ezzaouia case, now validated by ICC.

The ICC-1 ruling, issued under Article 35.6 of the ICC Rules, is final, binding, and non-appealable on a de novo basis. It is immediately enforceable and may be recognized and executed by competent courts internationally. In practice, this means Zenith can pursue enforcement against ETAP assets or secure recognition of the award in jurisdictions where ETAP holds financial or operational interests.

ICC-2 Arbitration: Resulted in a Decision Rejecting the Entirety of the Claim

Broader Claims Arising From Contractual Breaches in the SLK Concession

Under the International Chamber of Commerce (ICC), a second arbitration case was initiated to hear Zenith's second claim under its framework, defined as ICC-2, where the total value of the claim is USD 130m. The arbitration was initiated by Canadian North African Oil & Gas (CNAOG), then a wholly owned subsidiary of Zenith Energy, being simply a new name of CNPC Tunisia, holding 22.5% in the Sidi El Kilani (SLK) oil concession.

This arbitration underscores CNAOG's broader allegation that Tunisian authorities engaged in arbitrary and obstructive conduct, preventing lawful operation and value realization from SLK. The final hearing has taken place, and a decision is expected in the summer of 2025.

The claim includes:

- Loss of production revenues and profits: CNAOG seeks compensation for foregone revenue from the SLK field between the acquisition date and concession expiry in December 2022, during a period of elevated oil prices.
- Crude allocations denied: Oil volumes owned by CNPCIT (now renamed CNAOG post-acquisition), were sequestered, and hence never delivered or monetized.
- Unpaid oil invoices (SLK-specific): As per the crude oil in the port tanks, invoices for oil sold domestically (called DMO) were never paid.
- Loss of right to renew SLK: CNAOG also asserts that it was unlawfully denied the right to renew the SLK concession after 2022. This claim includes the projected future value of a 45% interest (combining the CNPC and KUFPEC stakes) in a renewed SLK license.

The Arbitral Tribunal Rejected the Claim – Zenith Proceeding With an Application for Annulment

On Wednesday, July 16, 2025, Zenith announced the decision of the Arbitral Tribunal regarding the claims submitted by the Company's fully owned Canadian subsidiary, CNAOG, in relation to the Sidi El Kilani concession. The Arbitral Tribunal issued a ruling rejecting the entirety of the claims presented by CNAOG. The ruling in ICC-2 represents a significant legal and financial setback for the Company. However, similar full dismissals have occurred historically, particularly in cases where procedural dynamics or tribunal composition played a material role.

Following the decision, the Company stated that its legal counsel had identified and documented several serious procedural irregularities throughout the ICC-2 process. Subsequent internal investigations also revealed previously undisclosed connections between members of the Arbitral Tribunal and the Republic of Tunisia. These findings form the core basis of the Company's application for annulment of the ICC-2 award before the Swiss Federal Supreme Court in Lausanne, submitted in September 2025. The annulment application has now been formally accepted by the Swiss Federal Supreme Court, and Zenith has paid the procedural fee of CHF 200,000. Under Swiss law, annulment may be granted in cases involving serious procedural irregularities, including undisclosed conflicts of interest. If the annulment is granted, the case could be re-heard before a newly constituted and impartial tribunal, potentially restoring part or all of the previously rejected claim value. Therefore, while the ICC-2 result remains negative in its current form, it does not necessarily represent a final resolution to the dispute. The Swiss Federal Supreme Court typically renders decisions on annulment applications within approximately 6 to 9 months from submission.

ICC-2 Claim
Amounts to
USD 130m

ICC-2 Claim
Rejected of the
Arbitral Tribunal

Application for
Annulment of the
ICC-2

Zenith's legal counsel has identified and documented several serious procedural irregularities and intends to file an annulment application before the Swiss Federal Supreme Court.



The Swiss Federal Supreme Court generally renders decisions on annulment applications within approximately 6 to 9 months from the date of submission, as of September 2025.



If granted, this decision could permit a retrial before a newly constituted tribunal and enable a new ICC-claim.



ICSID Claim
Amounts to
USD 503m

ICSID Arbitration: Treaty-Based Investment Claim Against Tunisia

The third and most extensive legal action initiated by Zenith's subsidiaries is a treaty-based arbitration filed under the International Centre for Settlement of Investment Disputes (ICSID), headquartered in Washington, D.C. Unlike the prior ICC arbitrations, which concern commercial contract breaches, this proceeding arises under public international law and is based on Article 8 of the Bilateral Investment Treaty between the United Kingdom and Tunisia governing the promotion and protection of foreign investment.

The claim is brought by Zenith's UK-registered subsidiaries, including Zenith Energy Africa Ltd., Zenith Overseas Assets Ltd. and Compagnie du Désert Ltd., all fully owned by the Company, and seeks USD 572.65m in cumulative damages following an upward revision supported by the Company's appointed quantum expert, TWCOG LLP. The claimed amount reflects historical losses and the loss of expected future value across Zenith's Tunisian portfolio, including the Sidi El Kilani and Ezzaouia concessions. Given the scale of the losses and the nature of the matters set out in the arbitration proceedings, ICSID arbitration was pursued as the appropriate mechanism to protect the Company's investment rights under the Bilateral Investment Treaty.

In the arbitration proceedings, Zenith sets out a series of actions by Tunisian state entities that, according to the Company, materially undermined the commercial viability of its operations, including:

- Unreasonable interference in field operations and development across SLK and Ezzaouia.
- Systematic failure to process regulatory approvals, blocking workovers, optimisation and operational continuity.
- Obstruction of crude-oil sales through delayed or denied lifting authorisations, preventing monetisation of produced barrels.
- **Fair and Equitable Treatment (FET)** – requiring a predictable and transparent regulatory environment.
- **Protection against expropriation** – safeguarding assets from state interference without prompt and adequate compensation.
- **Full protection and security**, and the obligation not to impair investment with arbitrary or discriminatory measures.

Bilateral Investment
Treaty between the
United Kingdom and
Tunisia

These acts are described in the arbitration proceedings as constituting violations of Tunisia's treaty obligations, including Fair and Equitable Treatment, protection against unlawful expropriation, and the requirement not to impair investments through arbitrary or discriminatory measures. In September 2025, Zenith filed its Final Submissions in the ICSID proceedings. Quantum expert TWCOG LLP, in coordination with Chapman Hydrogen and Petroleum Engineering, reassessed the damages and confirmed the revised claim of USD 572.65m. The Company has also broadened its legal team with the appointment of Ben Juratowitch KC and Matthieu Gregoire of Essex Court Chambers, supplementing the existing team led by Professor Thomas Clay and Maître Simon Le Wita. The expansion adds significant expertise in public international law and investor-state arbitration at a pivotal stage in the case.

Hearings before the ICSID Tribunal are scheduled for April 2026, representing the final stage of the proceedings prior to a binding award. Zenith states that, under normal operating conditions, the Company's Tunisian assets were positioned to deliver the strongest financial performance in Zenith's history. As set out in the arbitration proceedings, subsequent state actions fundamentally altered the operating environment, diverting the assets from their intended role as cash-generating operations into a prolonged legal process, with a material impact on revenue and profitability.

Conclusion of Tunisian Operations

The Tunisian operations, though originally intended to be part of Zenith's core portfolio, have been severely impaired by the ongoing litigations. What should have been stable cash-generating assets, acquired opportunistically during COVID-19, have instead turned into a protracted legal conflict. This divergence has significantly impacted revenue recognition and segment-level profitability. Under normalized conditions, the financial performance in the recent years would have been the best in the Company's history. However, legal and operational disruptions in Tunisia have led to material fluctuations in reported results.



Common Unit Definitions

1

1BCM (Billion Cubic Meters)
≈ 35.3 BCF
(Billion Cubic Feet)

2

1 BCF (Billion Cubic Feet) =
1 000 MMscf
(Million Cubic Feet)

3

1 Mscf (Thousand Cubic Feet)
≈ 1.037 MMBTU
(Million British Thermal Units)

4

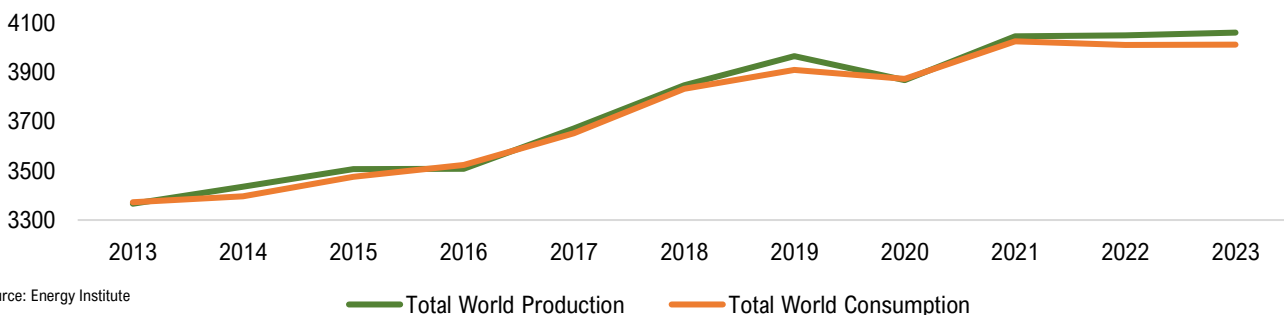
Common Conversion:
1 MMscf (Million Standard Cubic Feet) ≈ 1 037 MMBTU
(Million British Thermal Units)

Energy Markets: Structural Support from Power Prices and Transitional Fuels

Energy markets remain characterised by structurally elevated power prices, driven by a combination of supply constraints, security-of-supply considerations and the ongoing transition toward renewable generation. Natural gas continues to play a central role within this framework as a transitional fuel in power generation, providing system stability and dispatchable capacity to complement intermittent sources such as solar and wind. In Europe, electricity pricing remains closely linked to marginal gas-fired generation, underscoring the importance of gas dynamics for power market outcomes.

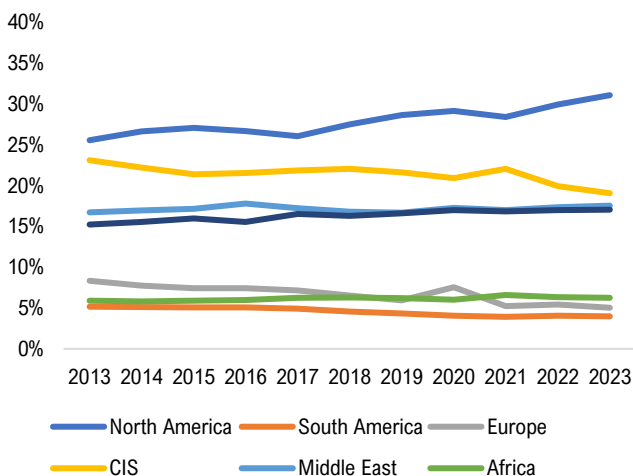
While most natural gas is produced as a byproduct of oil extraction, LNG imports from suppliers such as Qatar and the United States have become increasingly important in balancing European energy markets following Russia's reduced role as a pipeline provider. With the exception of the pandemic year 2020, global gas consumption increased annually between 2013 and 2021. Although demand softened marginally during 2022–2023, recent data from the IEA indicate a renewed increase in 2024, particularly driven by electricity generation, highlighting the continued structural role of gas within the broader energy system. On the supply side, production growth, led by North American shale gas, has so far been sufficient to meet demand, contributing to market stability despite ongoing geopolitical and logistical complexities.

Total World Production & Consumption (BCM)

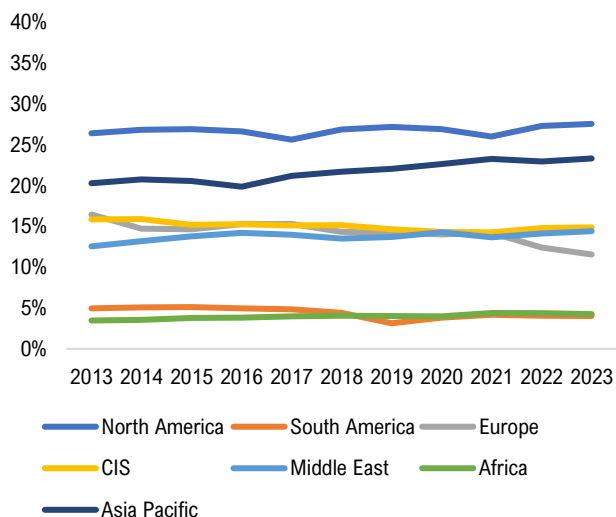


Despite production matching consumption on a global scale, this dynamic does not paint the full picture, since regional differences between supply capacity and structural demand can vary heavily, in large part due to the economic viability of extraction as well as political incentives.

Production share of total - Total BCM 2023 was 4059



Consumption share of total - Total BCM 2023 was 4010

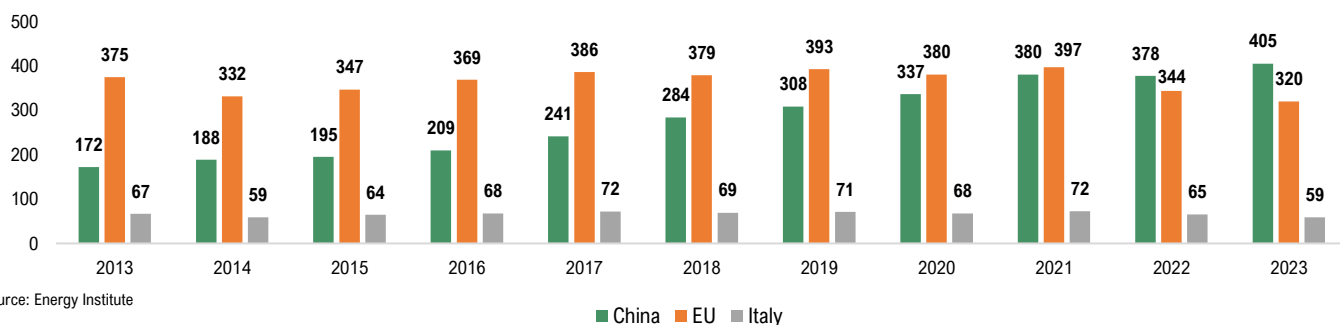


While North American consumption represents the largest portion of global consumption, it is also the largest producer, thereby securing self-sufficiency and an energy independence with a structurally lower price compared to most other regions in the world.



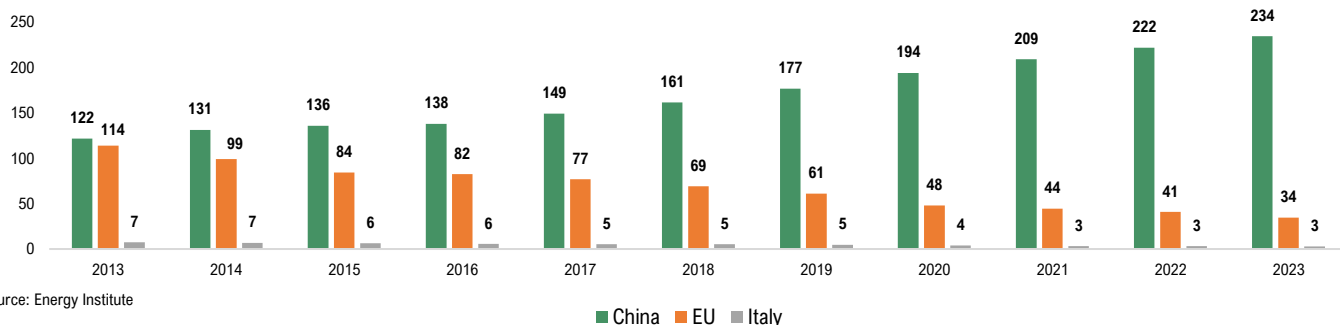
The two largest net importers, the EU and China, have shown a divergent strategic shift since 2013. While the EU's consumption remains at a structural level similar to ten years ago, regional production has decreased dramatically. During the same period, China has met structurally higher consumption by ramping up domestic production. Italy, where Zenith is operating, has followed a trend similar to Europe, although production was already at a low level in 2013.

Yearly Consumption (BCM)



Source: Energy Institute

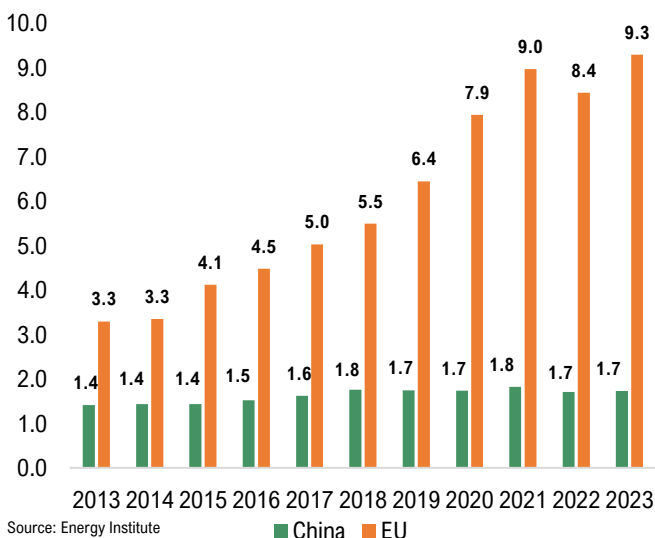
Yearly Production (BCM)



Source: Energy Institute

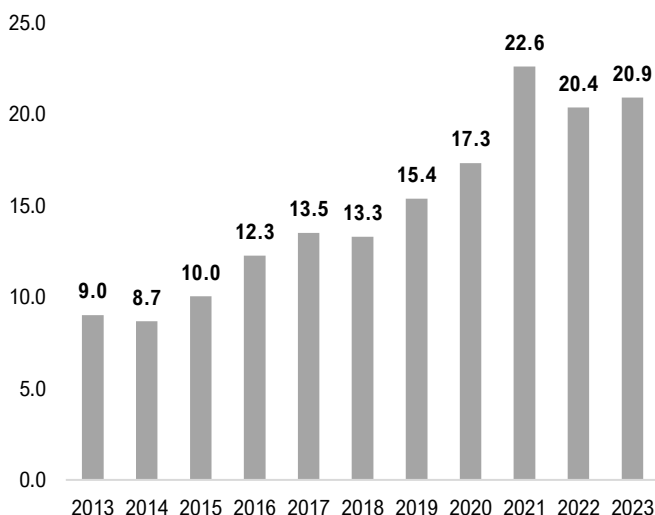
This dynamic is further illustrated by studying the historical consumption-to-production ratios of the two largest consumers. China's ratio has remained relatively stable compared to EU's since 2013, and on an absolute level since 2017, while the EU's ratio has increased 180% since 2013. The difference, of course, is a function of China ramping up production, while the EU has reduced it. Italy's ratio has increased to an even more extreme level, emphasizing the country's dependence on imports and highlighting an opportunity for Zenith to contribute, albeit marginally, to improving the domestic production.

Consumption-to-Production-Ratio (Spread between EU & China)



Source: Energy Institute

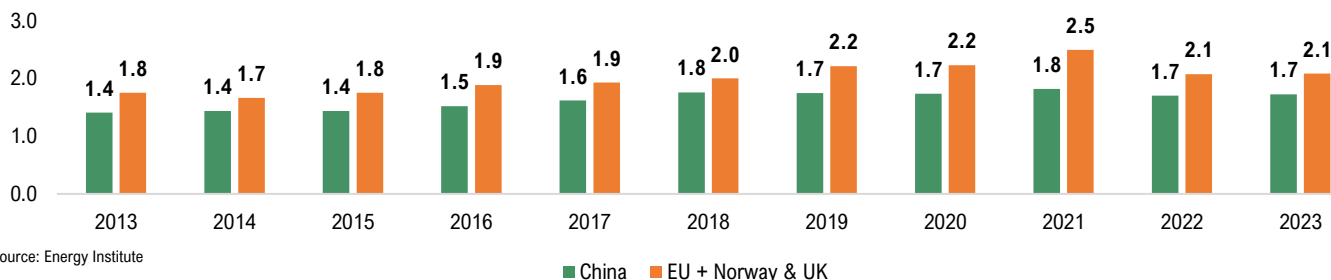
Domestic Consumption-to-Domestic Production-Ratio





When including Norway and the UK, Europe's two largest gas producers, not counting Russia, the ratio looks less extreme, but still shows an increase since 2017, compared to China. Until 2022, the majority of the EU's imports came from Russia through well-established pipeline routes.

Spread Ratio - Consumption vs Production



Source: Energy Institute

LNG (Liquefied Natural Gas) - Steps

1

Extract: Natural gas is pumped from underground reservoirs via drilling.

2

Liquefy: The gas is cooled to -162°C at liquefaction terminals, becoming LNG for easier transport.

3

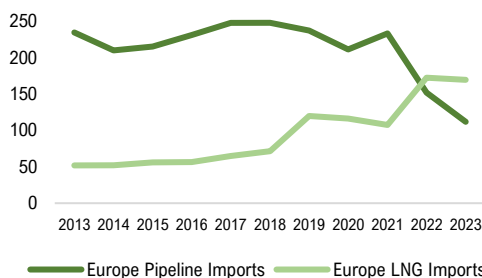
Transport & Store Regasify: LNG is shipped in tankers to import terminals, where it is warmed and turned back into gas. Often handled in one step through floating storage and regasification units (FSRUs)

4

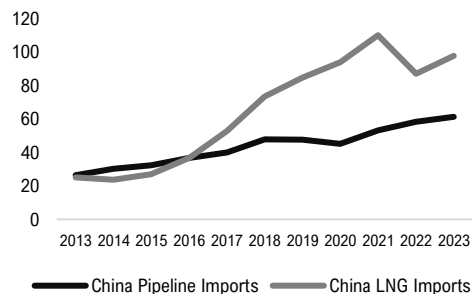
Distribute: The regasified gas is sent through pipelines to power plants, industries, and homes.

This European situation looked seemingly sustainable until Russia invaded Ukraine, forcing the EU to reduce dependence on Russian pipeline imports, and instead increasing liquefied natural gas ("LNG") imports. Although this trend was set in motion even before the invasion, it accelerated profoundly in 2022. The problem with the new strategy of LNG imports was threefold: the first being that the LNG imports entail longer routes compared to pipelines; the second is that LNG requires liquefaction terminals for the exporter and regasification terminals for the importer – both of which were in short supply; and the third was that China had made a similar shift from pipeline imports to LNG imports, albeit for structural demand reasons and not because of Russia, thereby competing with Europe for routes. All these factors taken together drove up the import price.

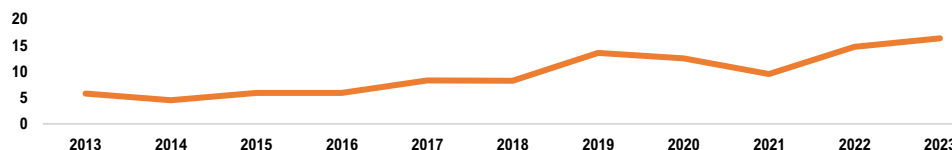
European Pipeline Imports vs LNG Imports (BCM)



Chinese Pipeline Imports vs LNG Imports (BCM)

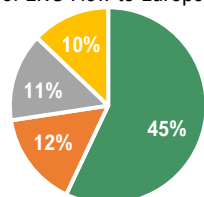


Italy LNG Imports (BCM)

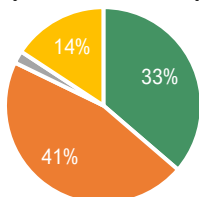


As shown above, Italy has increased LNG imports as well. However, as highlighted below, the difference is that the country is more dependent on longer routes compared to Europe as a whole. Unfortunately for Italy, a larger share comes from Qatar, which not only competes with Chinese routes, but is also a longer route than US imports, ~12,000km vs ~8,000km, as well as having to pass the Suez Canal. With all the tension occurring there, this contributes to a higher structural import price for Italy compared to both the rest of Europe and China.

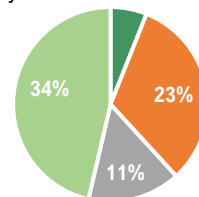
Majority of LNG Flow to Europe 2023



Majority of LNG Flow to Italy 2023



Majority of LNG Flow to China 2023



■ US ■ Qatar ■ Russia ■ Algeria

■ US ■ Qatar ■ Russia ■ Algeria

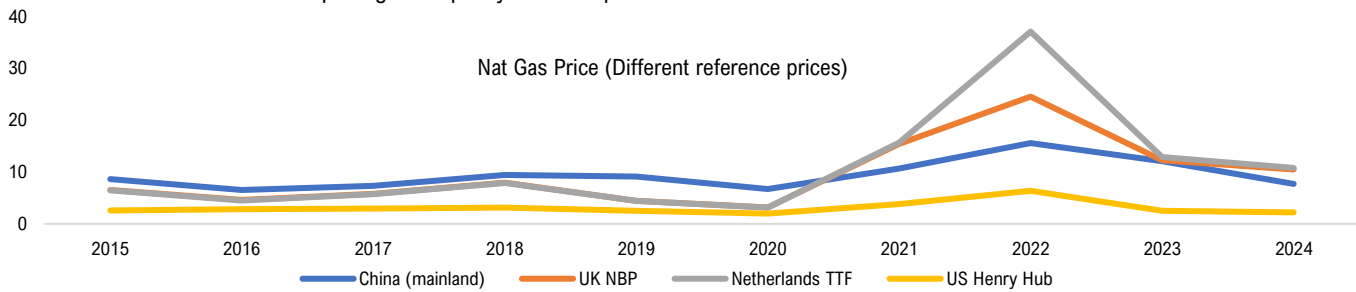
■ US ■ Qatar ■ Russia ■ Australia



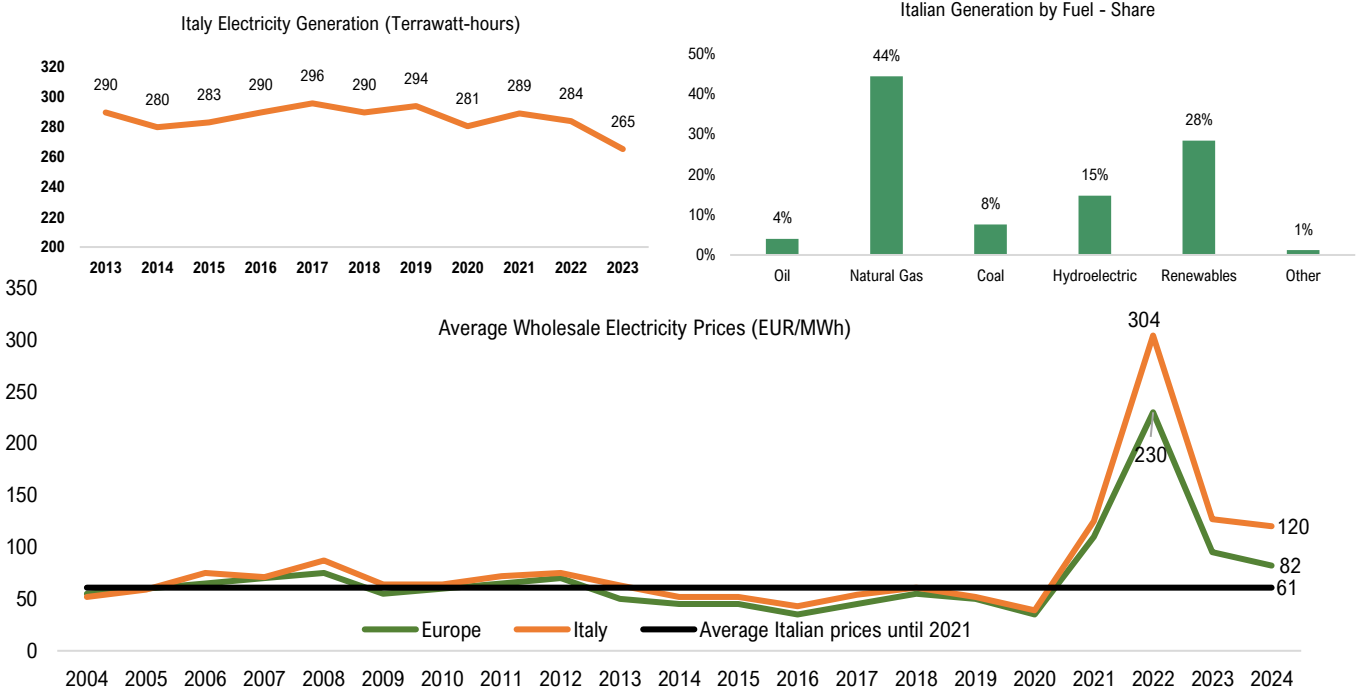
For the reasons already mentioned, natural gas prices increased dramatically for the net importing countries, as well as on a global scale, with the difference being a much smaller increase on an absolute level for energy independent regions. Prices have since decreased in Europe, primarily due to:

- 1. increased LNG imports and necessary buildout of infrastructure for handling the flows through floating storage and regasification units (FSRUs).
- 2. Europe experienced warmer-than-average winters in 2022-2024, reducing heating demand.
- 3. Industrial demand destruction in energy-intensive industries, whereby output were cut or shut down.
- 4. Behavioral and Policy changes with Gas-saving campaigns.
- 5. EU gas storage has stayed well above seasonal averages, thanks to aggressive filling – reducing spot market buying.
- 6. Wind and solar output improved, reducing reliance on gas-fired power, while nuclear capacity (especially in France) returned.

While this has been beneficial for obvious reasons, the situation remains fragile; especially points 2-4 are unsustainable over the long term, and point 5 was dependent on points 2-4. Therefore, despite prices decreasing, they are still well above historical averages. While that is the case for China as well, the country has increased its share of pipeline imports from Russia, thereby reducing the average price, and explaining the pricing discrepancy with Europe.



Unfortunately for Italy - but beneficially for Zenith - the country's main source of energy is from natural gas, representing 44% in 2023 according to *the Statistical Review of World Energy*. While Italy's electricity generation has been stable since 2013, the country's high dependence on natural gas imports, with the added burden of a higher share of imports coming through the longer Qatar route which also passes through the geopolitically unstable Suez Canal, has contributed to a higher price. Italian wholesale electricity prices have traded above its historical average as well as above average prices for Europe as a whole. Another factor contributing to Italy's higher-than-average price is the electricity market structure, in which the country's marginal pricing system is set up so that expensive gas-fired power often sets the electricity price, even when renewables are present. This dynamic benefits Zenith Energy, both through the Company's gas operations and its newly established photovoltaic business.





Photovoltaic (PV)
= Solar electricity

Solar: A Strategic Fit in a Country in Need of Alternatives

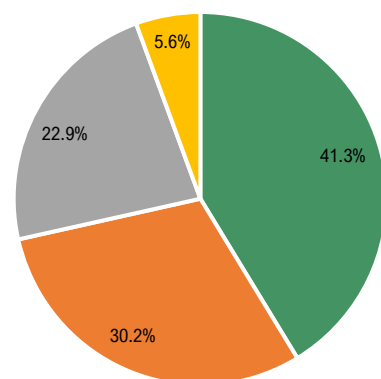
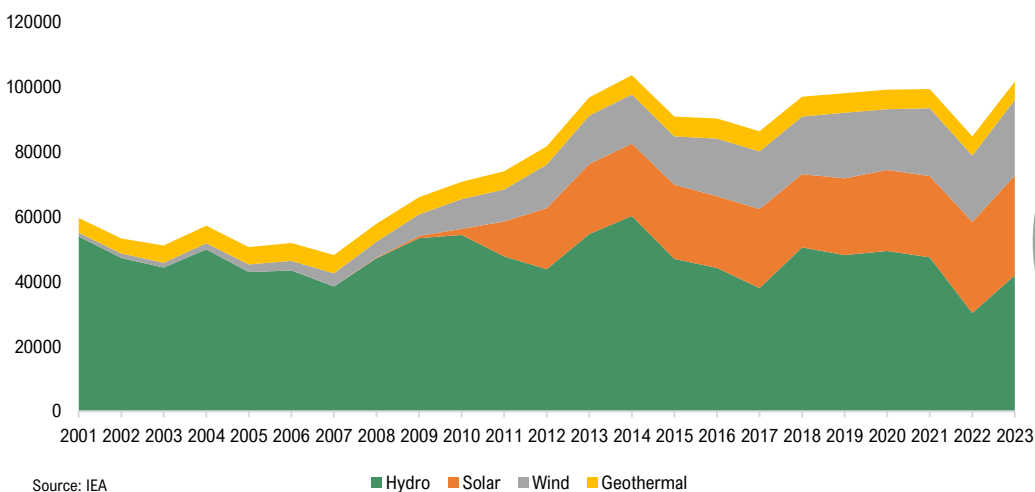
As Italian wholesale electricity prices remain elevated, Zenith benefits through the Company's gas-exposure. Furthermore, the Company recently acquired photovoltaic assets, thereby gaining more exposure to the Italian energy market. The expansion into solar energy is equally timely. Driven by ESG mandates, subsidy frameworks, and heightened awareness of energy security, capital allocation toward renewables has surged.

Sicily, one of Europe's sunniest regions, offers ideal conditions for stable and efficient solar generation. Zenith's investments in this region not only generate local power but also support the EU's goals to reduce energy dependence on autocratic regimes.

Although gas is the main source for electricity generation in Italy, renewables are increasing its share, representing 28% as of 2023. Solar in particular is a strong option due to high irradiation zones in general, and in Sicily in particular, thereby helping to bridge the dependence on gas. In 2023, Solar PV represented 30.2% of non-combustible renewable electricity in Italy, according to the IEA. The normalized share is even higher but declined in the short-term due to extraordinary measures during the energy crises, whereby hydro generation was scaled up.

Renewable electricity generation by source (non-combustible) in Italy (GW)

Largest sources of non-combustible renewable electricity in Italy, 2023 (GWh)



Source: IEA

Solar installation has increased rapidly and is estimated to continue increasing, partly due to the general energy situation and partly due to governmental subsidies. As of 2024-2025, the Italian government has increased incentives for PV projects using EU-made solar modules under the "Transizione 5.0 tax credit scheme", a fiscal program aimed at transitioning industrial processes to renewable energy. If a company invests in eligible solar modules, it can claim a tax credit worth up to 35% of the investment value. Continued ESG initiatives are expected in the future, facilitating ease in solar installation to increase the installed base even further.

Summary

To summarize, Zenith is increasingly positioned as an Italy-focused energy platform with meaningful exposure to electricity prices, supported by a diversified asset base. While the Company's Tunisian oil assets consist of premium-grade light sweet crude and underpin the value of the ongoing arbitration, the operational focus has progressively shifted toward stable, OECD-based energy markets. Zenith's gas-to-electricity operations in Italy remain strategically relevant within a power system characterized by high gas dependency and structurally elevated marginal power pricing. To further strengthen its exposure to the Italian energy market, Zenith has executed a strategic expansion into solar power, building a growing pipeline of renewable assets aimed at capturing both elevated electricity prices and supportive regulatory incentives. The combination of dispatchable gas-backed power generation, an expanding solar portfolio and long-duration optionality through the uranium projects provides a balanced platform for value creation. Together, these elements position Zenith to benefit from Italy's evolving energy landscape, characterized by supply constraints, energy transition dynamics and continued policy support, while maintaining significant upside potential through its arbitration-related claims.

Financial Forecast: Impact of ICC-2 Dismissal and ICSID Arbitrations on Zenith Energy

Estimating Zenith's financial future rests on three parts: the outcome of the remaining ICSID arbitration claim, by far the largest and most significant of the three, the development of the Company's Italian energy assets and the uranium projects. Even though Analyst Group considers the Italian solar assets to be of high strategic value with a bright future in their current form, the level of potential scale-up in this segment is estimated to be a function of the outcome in ICSID. This makes future estimates particularly reliant on extraordinary factors. Given that the ICSID arbitration represents the single largest potential cash inflow relative to the Company's current operations, the financial forecast initially focuses on this component before turning to the core operating businesses. Analyst Group assesses Zenith Energy's case against the Tunisian government as legally robust, both when viewed in isolation and against statistical precedent from comparable treaty-based arbitrations, although the outcome remains inherently binary. The Arbitral Tribunal rejected all claims in the ICC-2 arbitration related to the Sidi El Kilani concession, representing a significant legal and financial setback for the Company. However, this does not affect the ICSID claim, which remains fully intact and now encompasses updated damage assessments. The ICSID filing alleges a sustained pattern of arbitrary state conduct, including repeatedly delayed approvals, operational interference, and obstruction of crude oil sales, which Zenith contends constitute breaches of key protections under the UK-Tunisia Bilateral Investment Treaty, including fair and equitable treatment, protection against expropriation, and the prohibition of arbitrary impairment of investments. Although the ICSID process may create short-term financial pressure, the case remains a central potential catalyst. In estimating the final enforceable amount that could be recovered from the ICSID arbitration, Analyst Group will assess the following factors:

1. Key case-specific factors increasing the probability of success in ICSID
2. Statistics in ICSID and the nature of public procedure of this type of arbitration
3. The reasonable proportion of the claimed amount that may be awarded and ultimately enforced

By definition, all of this taken together relies on several assumptions. Therefore, an inherent uncertainty remains, regardless of the method used to project the above-mentioned factors.

1. Key Case-Specific Factors Increasing the Probability of Success in ICSID

Several elements strengthen Zenith Energy's case:

- **Consistent transaction structures:** The transactions and investment structures were consistent across concessions. Some were approved, others arbitrarily denied - despite being functionally identical. The structure of the disputed SLK transaction mirrors that of Ezzaouia, Robbana, and El Bibane, which was initially accepted by Tunisian authorities, exposing arbitrary and inconsistent treatment.
- **Correlation with rising oil prices:** Tunisia's obstructive actions coincided with the surge in global oil prices following Russia's invasion of Ukraine, suggesting an economic motivation for denying asset access. Acquisitions from Tier-One Sellers: Assets were acquired from CNPC, one of the world's largest state-owned oil companies. Their involvement and due diligence reinforce Zenith's technical and financial credibility.
- **Completion of payments:** Zenith paid for its acquired working interests in both the SLK and Ezzaouia concessions, confirming contractual intent and value transfer - a critical factor when assessing claims of wrongful expropriation.
- **Continued investment:** Zenith made repeated operational and financial commitments to the concessions, including maintaining staff, environmental compliance and technical upkeep despite being prevented from selling produced oil, demonstrating its intent to operate as a responsible, long-term investor.
- **Favorable ICC-1 but rejected ICC-2 claim:** The win in ICC-1 not only set a financial precedent but also validated Zenith's legal interest in Tunisian assets by affirming its rightful ownership, thereby providing legal grounding for the ICSID arbitration. Although ICSID tribunals are not formally bound by ICC rulings, the ICC-1 award may enhance the Company's position both legally and strategically. By contrast, the dismissal in ICC-2 could be referenced by the opposing party, though it is based on a separate contractual context. As ICSID represents an autonomous and broader jurisdiction focused on investment treaty violations, the Company's claim remains fully intact and distinguishable.

2. The ICSID framework and procedural characteristics of treaty-based arbitration

Analyst Group has conducted a comprehensive qualitative assessment of the ICSID framework and its procedural characteristics, including jurisdictional thresholds, case progression dynamics and decision-making structures specific to treaty-based arbitrations. This assessment draws on extensive review of precedent cases, tribunal practices and publicly available procedural records. Due to the sensitivity of ongoing proceedings, detailed statistical breakdowns and comparative datasets are not disclosed; however, this work underpins the probability assumptions and scenario framework applied in the financial analysis.

3. Analyzing Zenith's Claims – Figure of Viable and Defensible Damages

The total claim in the ICSID arbitration now amounts to USD 572.65m following the Company's updated submission, and as ICC-1 demonstrated, the total amount is subject to potential upward adjustment through interest accrual. However, by Analyst Group's estimate, securing 100 percent of the claimed amount remains unlikely. Therefore, Analyst Group estimates a reasonable sum that Zenith Energy is projected to win. This will amount to two scenarios: in the first, Zenith wins the calculated sum directly; in the second, Zenith settles. As previously explained, Analyst Group estimates a 68 percent probability of a favorable outcome and assumes the enforceable sum to reach 75 percent of the awarded claim, regardless of whether a direct win occurs or if Zenith settles. The reasoning behind this follows:

If Zenith wins directly, the Company has in Analyst Group's opinion two options:

1. Wait several years for payment or engage in a new, prolonged process in enforcing the money. In either case, the money would have to be discounted to reflect its delayed collection.
2. Sell the awarded claim to a third party, such as a hedge fund that specializes in distressed assets. The claim would likely be priced to reflect its present value, similar to scenario 1, meaning the expected future recovery, discounted over the time it would take to enforce and collect the money.

Analyst Group does not expect Zenith to win 100% of the claimed sum in ICSID. Furthermore, for reasons outlined in points (1)–(2), Analyst Group does not anticipate that the Company will collect 100% payment of any awarded sum in ICSID. Therefore, Analyst Group assumes the Company will ultimately realize 75% of an awarded claim — whether by waiting for payment, selling the claim to a third party, or reaching a settlement with the Tunisian government. This 25% haircut reflects a 7-year collection period, with the value discounted at 10% annually to account for the time value of money. These alternatives are expected to result in approximately the same financial outcome, as Zenith is likely to pursue whichever option offers the most favorable return.

Applying this logic, the expected collectible amount for Zenith is calculated by multiplying three factors:

1. The estimated probability of winning ICSID (68%),
2. The percentage of an awarded sum that is realistically collectible (75%), and
3. The reasonable amount Zenith is expected to be awarded

Using Analyst Group's assumptions, this results in $0.68 \times 0.75 \times$ estimated award, reflecting a 68 percent probability of a favorable outcome and a 75 percent recovery rate of the awarded amount. As previously argued, a favorable outcome in ICC-1 may increase the probability of success in ICSID. However, the complete dismissal in ICC-2 may act as a burden, despite ICSID remaining an independent and broader jurisdiction. Therefore, Analyst Group applies a strictly statistically based assumption model in the ICSID analysis.

The probability of a win in ICSID =68%



The percentage of an awarded claim expected to be collectible =75%



The estimated sum Zenith Energy is expected to be awarded in ICSID

The ICC-2 claim concerned only the Sidi El Kilani oil concession, and the Company has now submitted an annulment application before the Swiss Federal Supreme Court, which has formally accepted the filing and procedural fees have been paid. Given that the Arbitral Tribunal issued a decision rejecting the entirety of the claims, Analyst Group does not include any value from ICC-2 in the model, and assumptions are based solely on the ICSID arbitration. ICSID covers all operations in Tunisia, which also explains the difference in the claimed amount between ICC-2 and ICSID and why ICSID remains the most material potential source of recovery for the Company.

Expected Sum to be Awarded in ICSID

Through ICSID, Zenith Energy is seeking approximately USD 573m in compensation for damages across all Tunisian assets. The value of the claims in the ICSID covers the damages for all harm done to all Zenith assets by the Tunisian government over the last four years. This includes:

- The value of oil produced by Zenith's subsidiaries and currently sequestered in port.
- The value of all oil delivered as DMO ¹ and not paid for.
- The value of all outstanding unpaid invoices.
- The value of assets that have been confiscated.
- The value of the 20-year licenses for Ezzaouia and Sidi El Kilani which have been sequestered.

Analyst Group has conducted extensive and independent research into historical outcomes and valuation practices across international investment arbitration cases, including ICSID proceedings, drawing on a broad range of proprietary analyses, publicly available case materials, and precedent-setting awards. Due to the sensitive nature of ongoing arbitrations, detailed underlying datasets and comparative statistics are not disclosed. Nevertheless, this research forms the basis for Analyst Group's probability assessments and valuation assumptions applied in this analysis and reflects established market practice in evaluating arbitration-related assets.

Analyst Group assumes that 90% of the claimed damage in this case falls under the income approach, while 10% is estimated to be attributable to the market approach.

Of the total amount, 10% (USD 57.3m) is estimated to relate to the market approach, where awards as a percentage of claims is estimated to average 59%. Applying this rate to the USD 50.3m results in an expected award of USD 29.7m.

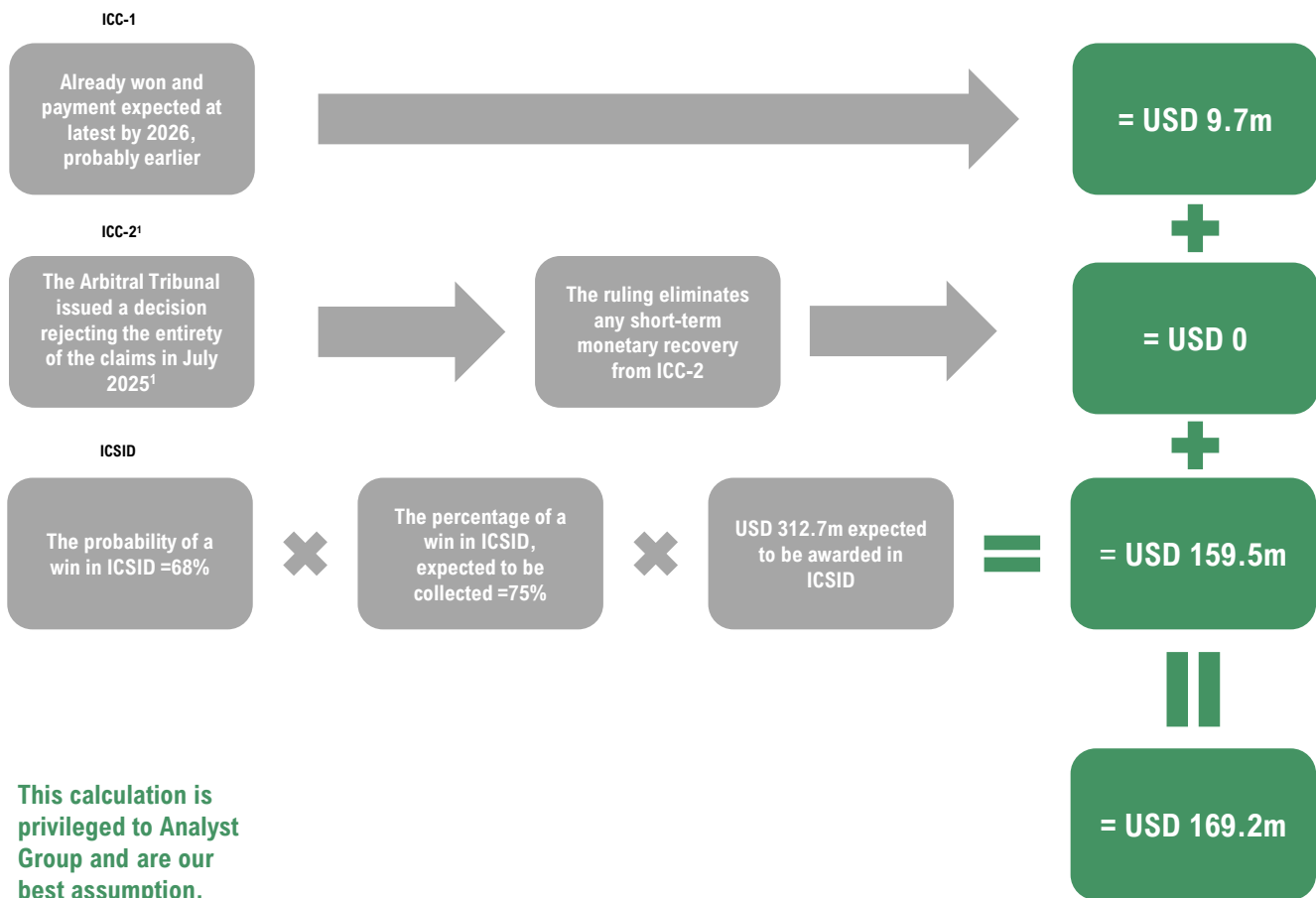
The remaining 90% (USD 515.4m) is estimated to be associated with the income approach, where awards as a percentage of claims average 44%. Applying this rate leads to an expected award of USD 226.8m. Finally, an interest accrual of three years is applied (SOFR + 2%), adding 20% to the principal amount. In summary, Analyst Group estimates Zenith's total award in ICSID at approximately **USD 312.7m**.

This calculation is privileged to Analyst Group and are our best assumption.

$$(0.59 \times 57.3\text{m}) = 33.8\text{m} + (0.44 \times 515.4\text{m}) = 226.8\text{m} = \text{USD 312.7m (including interest) estimated to be awarded in ICSID}$$

¹: Domestic Market Obligation

Net Cash expected to be collected by during the year 2026 and 2027



This calculation is privileged to Analyst Group and are our best assumption.

¹During July 2025, the Arbitral Tribunal issued a decision rejecting the entirety of the claims presented by CNAOG. Analyst Group has fully excluded any value from ICC-2 in our estimates and valuation following the dismissal but continues to monitor developments after the Company submitted an annulment application to the Swiss Federal Supreme Court, which has formally accepted the filing and initiated the procedural process.

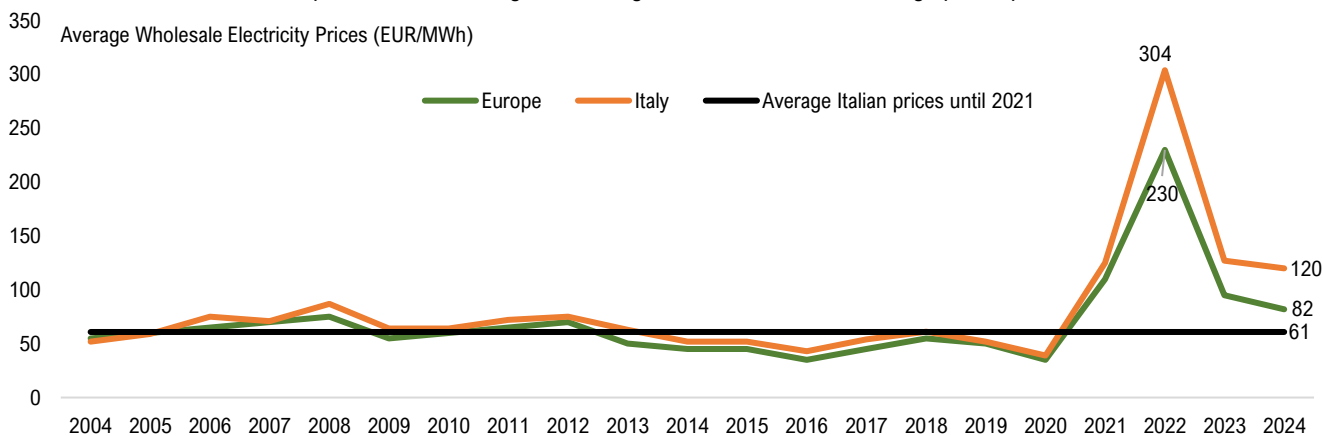
Financial Forecast: Core Business

With consideration to the ongoing litigations in Tunisia, Analyst Group excludes El Bibane and Robbana from the operational valuation. Although these concessions are technically active, the government's obstructive action has disincentivized necessary reinvestment, rendering them economically unviable under current conditions. They are fully captured in the litigation claims on page 32.

As of now, Zenith is operating via three segments:

1. Italian Gas-to-Electricity Operations – Cash Generative Core

The gas industry in Italy has gained significant relevance since 2022, driven by the structural shifts triggered by the geopolitical crisis, which led to a surge in electricity prices. This crisis highlighted Italy's heavy dependence on gas imports; a topic thoroughly analyzed in the "Market Analysis" section (pages 19–22). However, for local producers, this situation has presented an opportunity, particularly through improved gas-to-electricity conversion margins. While production costs remain relatively low, the selling price of electricity has risen, presenting an opportunity. Despite a decline in gas and electricity prices from their 2022 peak, prices remain structurally higher than pre-2022 levels. Analyst Group expects this elevated pricing environment in Italy to persist until at least 2028, regardless of the chosen solution to handle the problem, whether through increased LNG imports from the U.S. and Qatar, nuclear energy development, or a combination of options. Price volatility is anticipated in the short term, but even if prices decline, Analyst Group estimates an average price of EUR 120/MWh for the next decade, primarily due to a high import dependence of natural gas from long routes such as Qatar, driving up transportation costs.



Zenith is uniquely positioned to benefit from this environment due to the Company's cost structure. The Company's production costs are largely fixed, while it enjoys an uncapped upside from higher electricity prices, driven by the alternative cost of importing LNG from the U.S. or Qatar. Zenith's Torrente Cigno site is currently the Company's only producing asset, where it holds a 45% working interest in gas production and 100% ownership of on-site power generation. This arrangement allows Zenith to benefit directly from electricity sales, as all electricity revenues accrue to the Company, while gas is extracted under shared-cost conditions. Analyst Group estimates that Torrente Cigno will achieve an annual production of 12,000 MWh from 2025, maintaining this level until 2035, consistent with past performance. The site is expected to generate EUR 1.44m in annual revenue from 2025.

Zenith aims to reactivate the Sant'Andrea Concession, where it holds a 50% working interest and has installed electricity production plants. However, production remains pending final bureaucratic approvals. Analyst Group expects production to begin in 2026, with an annual output of 5 000 MWh until 2035. Sant'Andrea is projected to generate EUR 0.6m in annual revenue from 2026. Combined, the two concessions, Torrente Cigno and Sant'Andrea, are projected to produce 17 000 MWh annually, generating a combined annual revenue of approximately EUR 2m (EUR 1.44m from Torrente and EUR 0.6m from Sant'Andrea).

Reserves Definition

1

1P (Proven Reserves): The volume of oil or natural gas that is recoverable with a high degree of certainty (90% probability) under existing economic and operating conditions.

2

2P (Proven + Probable Reserves): The sum of 1P and additional reserves with a 50% probability of being technically and economically recoverable.

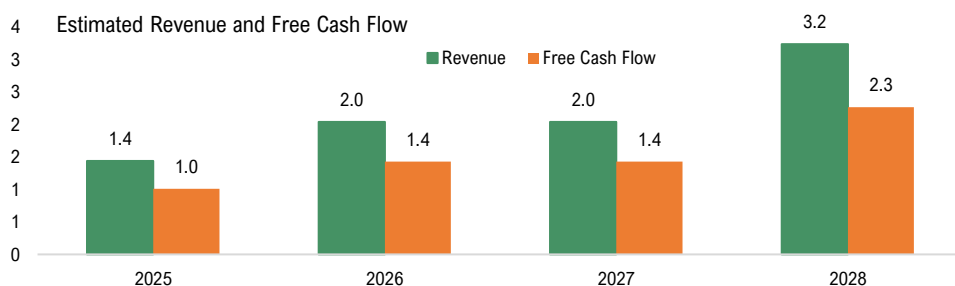
3

3P (Proven + Probable + Possible Reserves): The sum of 2P and additional reserves with a 10% probability of being technically and economically recoverable.

Analyst Group estimates that operational expenses (OPEX) for the gas-to-electricity operations will amount to 30% of revenue, driven by low production costs. These costs include depreciation and upgrades, salaries for operational and administrative staff, maintenance expenses for facilities and equipment, and leasing costs. Increased production does not require increased costs for facilities, equipment and leasing at the same rate, representing operational leverage. Given the low and stable nature of these costs, Zenith is well-positioned to benefit from operational leverage, where any further surge in electricity prices would directly enhance profitability. The profitability is further underpinned by the Company's cost-efficient operational structure, where fixed costs do not significantly increase, allowing for strong margins even in volatile price environments. However, although Analyst Group considers a situation of dramatically decreased electricity prices unlikely, such an outcome would have a negative impact on margins as the fixed costs would remain.

Beyond the Company's two active concessions, Zenith has the potential to expand production. Regulatory developments in Italy are expected to facilitate the reactivation of additional gas concessions. Analyst Group projects that Zenith could activate an additional concession by 2028, with an estimated annual production of 10,000 MWh, mirroring Torrente Cigno's production profile. Given the low fixed costs for domestic producers, historically having represented 30% of revenue for Zenith, a high free cash flow margin of 70% is estimated for the new concession as well. Additional concessions beyond 2028 are not included in the base case projection but are viewed as valuable options. Should gas and electricity prices surge, Italy would be forced to focus on reducing the country's energy dependence which would drive broader acceptance of domestic gas production and accelerate permitting processes. With 2P reserves of 15.5 Bcf, Zenith has sufficient resources to scale production.

However, the base case valuation focuses solely on the two active concessions, Torrente Cigno and Sant'Andrea, and one additional concession estimated by 2028. Therefore, revenue is estimated at EUR 1.4m in 2025 with a free cash flow margin of 70%, resulting in an FCF of EUR 1m. By 2026, Sant'Andrea is expected to be up and running, increasing the total revenue to EUR 2m and free cash flow to EUR 1.4m. By 2028 an additional 10 000 MWh is estimated to be added through a third approved concession, enhancing annual revenue to EUR 3.2m in total and annual Free Cash Flow to EUR 2.3m, thereafter maintaining a steady state of production until 2035. Based on these projections, the gas-to-electricity operations are expected to generate a total free cash flow of USD 16.7m over the operating period.



Decommissioning costs are currently booked at undiscounted CAD 8m (EUR 5.1m) in the Company's balance sheet with an expected timing of cash outflow in 10.5 years. This provision has been calculated using current prices and existing technology. However, Analyst Group views this provision primarily as an accounting formality rather than an accurate reflection of future expenditure. While specific cost reduction percentages for Italian gas assets are not publicly disclosed, industry trends indicate that technological advancements, such as more efficient plugging and abandonment techniques and improved project management, are driving down decommissioning costs globally. A clear example of this trend can be seen in the UK, where the North Sea Transition Authority (NSTA), which oversees oil and gas operations, reported a 25% reduction in decommissioning costs on the UK Continental Shelf between 2017 and 2022, as outlined in their "UKCS Decommissioning Cost Estimate 2022" report. Applying this trend as a basis for future expectations, Analyst Group extrapolates that decommissioning costs could decline by 44% over the next 10.5 years. This projection is based on a compounding effect, where a 25% reduction over the first five years is followed by an additional 25% reduction over the next five years, resulting in a cumulative cost reduction of 44%. Accordingly, Analyst Group has applied this 44% cost reduction to the current decommissioning provision, resulting in a revised estimated cash outflow of EUR 2.9m in 2035. This approach aligns with observed industry trends and provides a more realistic estimate of future decommissioning expenses.

2. Italian Solar Assets – Margin-Rich and ESG-Aligned

Revenues

During 2025, Zenith significantly advanced its strategic expansion into the Italian solar sector, building a regionally diversified portfolio now totaling 110.5 MWp across Puglia, Piedmont, Lazio and Liguria. The portfolio consists of operational, Ready-to-Build (“RTB”), and development-stage assets, including several agrivoltaic projects and multiple sites designed to integrate Battery Energy Storage Systems (BESS), enabling enhanced revenue capture through Italy’s time-of-use pricing system. Among the largest projects are the agrivoltaic developments in Piedmont, estimated to deliver approximately 30 MWp upon completion, and the recently acquired 12 MWp PV project in Puglia with an integrated 3 MW BESS facility. These development-stage assets are expected to reach RTB status within 12–16 months, and Analyst Group views permitting risk as low given Italy’s strong policy alignment with EU renewable-energy objectives. Across the portfolio, sites in Puglia benefit from the country’s highest irradiation levels of approximately 1,800–2,000 kWh/m², supporting strong capacity factors and highly competitive project economics. Piedmont and Lazio assets operate under moderate irradiation of roughly 1,500–1,800 kWh/m², consistent with expected energy-yield performance for agrivoltaic projects.

Electricity generated from the solar projects can be sold under different pricing structures, commonly through Power Purchase Agreements (PPAs), which can vary as follows:

Fixed-Price PPAs: These agreements lock in a set price for electricity over the contract duration, providing revenue certainty but no benefit from rising market prices.

Market-Linked PPAs: Some PPAs tie the electricity price to market rates, allowing producers to benefit from price increases but also exposing them to potential declines.

Hybrid PPAs: These may include mechanisms like price caps and floors, offering a balance between stability and market exposure.

Regardless of the chosen PPA structure, Analyst Group estimates an average electricity selling price of EUR 100/MWh for the projects. However, the financial profiles of the different solar assets vary due to differences in solar irradiation and capacity. Projects benefiting from high irradiation are expected to achieve a capacity factor of 17.5–20%, which represents the ratio of actual energy produced by a solar plant over a given period to the maximum possible energy it could generate if operating at full capacity. The Ligurian Project, with moderate irradiation and a planned capacity of 0.5 MW, is expected to achieve a capacity factor of 15%, generating an estimated annual revenue of EUR 80k as of today. Although Zenith intends to sell up to 50% of its development-stage solar portfolio upon achieving RTB status as part of its capital-recycling strategy, Analyst Group’s long-term modelling is based on the full 110.5 MWp portfolio. Assuming all projects progress to operational status, the combined installed capacity would be expected to generate approximately EUR 15 million in annual electricity revenues within the next two to three years, reflecting the scalability of Zenith’s solar platform irrespective of future partial divestments.

Costs

Solar projects require high upfront CAPEX but benefit from low ongoing OPEX due to minimal maintenance needs. Development-stage projects such as those in Piedmont and Puglia are estimated to require CAPEX consistent with large-scale photovoltaic installations, while operational assets like Liguria require only marginal incremental investment for planned expansion. CAPEX is therefore estimated to vary between projects depending on the development stage of each solar asset. This contrasts with gas assets, which require ongoing maintenance of turbines and generators, regulatory compliance, and a larger operational workforce. For the solar assets, OPEX primarily consists of maintenance, insurance, and administrative costs. OPEX is also expected to differ between the two projects. Projects with higher production capacity spread across a broader revenue base are estimated to maintain OPEX at 10–15 % of revenue, benefiting from economies of scale and land ownership. In contrast, the Ligurian Project, with lower capacity and moderate irradiation, is estimated to have OPEX of 12–20 % of revenue, reflecting a higher relative cost base. Both projects also benefit from Italy’s “Transizione 5.0 Tax Credit,” which provides tax incentives for solar installations using EU-manufactured solar modules with efficiency ratings of 20 % or higher (not to be confused with capacity factor). This tax credit covers up to 35 % of eligible CAPEX, with tax savings calculated using Italy’s corporate tax rate of 24 %. For the Company, this is expected to generate tax savings of approximately EUR 140k, a marginal but positive impact on project profitability.



In summary, based on the reasoning above and current benchmarks, the Italian solar operations are projected to reach a total annual revenue of approximately EUR 15m, resulting in annual free cash flow of approximately EUR 13m. The expected operational lifespan of the solar assets is 20 years. However, the solar assets will become operational at different points in time, with the majority of the development pipeline reaching operational status during 2026 and 2027. Consequently, revenue from the solar assets is expected to accelerate during 2026–2027, with additional growth driven by full-year contributions thereafter. The Company has maintained a high execution speed, and within only twelve months built a diversified portfolio of solar energy capacity of a total of 110.5 MWp. For valuation purposes, the analysis focuses solely on the existing assets, treating potential capacity expansions as optional upside.

3. U.S. Oil & Gas Operations – Strategic Optionality

Leopard Energy Inc. (symbol: LEEN), 99.87% owned by Zenith, holds a 5% royalty interest in a group of producing wells within the Eagle Ford Shale, Texas, currently generating an estimated 10 barrels of oil per day. Although this asset makes a modest contribution to current cash flow, it provides a scalable foundation for future U.S. expansion. If oil prices increase, particularly under the new U.S. administration's deregulation policies, Zenith could rapidly enhance its royalty-based revenue by acquiring additional interests through the existing corporate structure. This approach would allow Zenith to efficiently increase cash flow without assuming the operational risks associated with production.

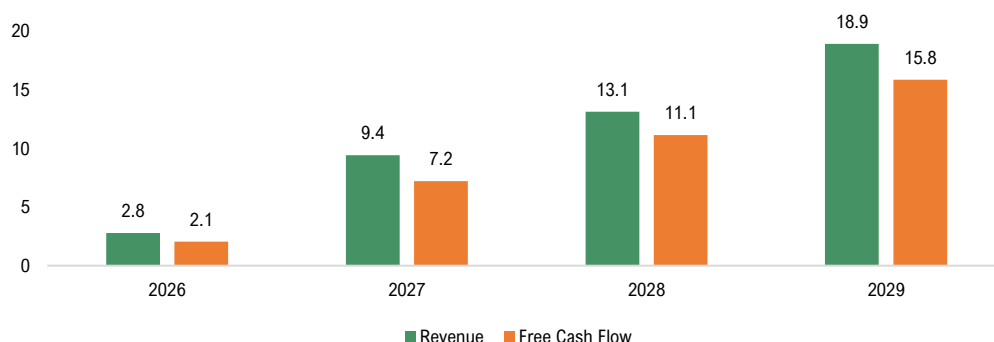
At the current oil price of USD 60 per barrel, the estimated annual revenue from the royalty interest is USD 220k, which also represents free cash flow, as all operating costs are borne by the operator. This structure ensures that Zenith's royalty revenue is effectively pure profit, unaffected by the production costs, maintenance, or regulatory expenses faced by the operator. However, the current size of this operation reflects a temporary impact from lower oil and gas prices. As prices recover, the company is well-positioned to leverage its existing assets and pursue additional strategic acquisitions, driving substantial growth and scaling up its oil and gas segment.

Summary Core operations

Zenith's three core operations, gas-to-electricity, solar, and U.S. oil & gas operations, each demonstrate distinct financial profiles, yet all share a common characteristic: high-margin, cash-generative performance. The Company's projected revenue from core operations, excluding potential acquisitions, is estimated at EUR 1.7m in 2025, primarily driven by the gas-to-electricity and royalty segments. This figure is expected to rise to EUR 3m in 2026 as two projects of the plants in the solar segments becomes operational. By 2028, annual revenue is projected to reach EUR 13m, supported by increased electricity production from primary more solar plants and the Company's gas assets. Across these three business segments, operating expenses (OPEX) are estimated at 25% of revenue annually, reflecting the Company's high-margin profile. As a result, FCF is expected to reach EUR 2.1m in 2026, growing to approximately EUR 11m by 2028. This robust profitability is largely due to Zenith's exposure to favorable electricity prices in Italy, which provide a strong revenue base for the gas-to-electricity and solar operations. The Company also benefits from the potential upside of rising electricity prices, which could further enhance profitability.

Furthermore, Zenith maintains strategic flexibility across its three core segments, allowing it to scale operations in response to market conditions. The Company's adaptive approach means that capital can be allocated to the segment offering the highest return at any given time. This flexibility is further enhanced by the potential for favorable outcomes in ongoing arbitrations, which could provide additional capital for expansion.

Estimated Revenue and Free Cash Flow for Core Business



In a Base scenario, the valuation of Zenith Energy is based on a sum-of-the-parts framework derived from three key components: (1) the probability-weighted outcome of the ICSID arbitration case, including the expected recovery rate of any awarded claim together with the USD 9.7m ICC-1 award, (2) the valuation of the Company's core operating business, and (3) a peer-referenced valuation of the Company's uranium projects. These components require distinct methodologies but collectively form an integrated sum-of-the-parts valuation. While a favorable outcome in ICSID could, from a mid- to long-term perspective, enable substantial expansion of Zenith's Italian gas-to-power and solar operations, forecasting the precise allocation of potential arbitration proceeds is considered too speculative in a Base scenario. Accordingly, the core business is assessed independently, assuming no incremental capital injections from arbitrations. The complete dismissal of ICC-2 has contributed to increased financial constraints in the near- to mid-term and underscored the complexity inherent in sovereign arbitration. Analyst Group has excluded ICC-2 from the valuation following the rejection but continues to monitor developments after the Company submitted, and had accepted, its annulment application before the Swiss Federal Supreme Court citing documented procedural irregularities.

Valuation: Arbitrations

Starting with Zenith's arbitral case, when considered in isolation, the Company has already secured a victory in the first arbitration (ICC-1) and given the outcome delivered in July, the Company lost the second arbitration, where the ICC-2 claim was rejected. While the result in ICC-2 represents a procedural setback, it does not undermine the broader merits of the Company's position. Rather, it underscores the importance of the ICSID arbitration, where the legal framework is broader and the Company's core arguments remain fully intact. Importantly, all cases revolve around a common issue: the obstructive and arbitrary actions undertaken by the Tunisian Government and its state-owned oil enterprise, ETAP. Notably, the same legal team that achieved success in ICC-1, as well in ICC-2, is representing the Company in the ongoing ICSID proceedings, providing continuity and deep insight into the dispute's factual and legal foundations.

Analyst Group's assessment of the ICSID framework and relevant precedent cases provides support for a favourable outcome in Zenith's arbitration. This conclusion is based on a comprehensive qualitative review of comparable treaty-based disputes, including procedural developments, jurisdictional considerations and resolution dynamics, rather than reliance on disclosed statistical benchmarks. However, Analyst Group has chosen to make a specific adjustment to this statistic, which concerns the factor of "award declining jurisdiction," where Analyst Group argues that Zenith has a strong case to avoid such a scenario. Given Zenith's circumstances, the adjusted probability of a favorable outcome increases from 62% to 68%.

Weighing the factors discussed above, Analyst Group estimates a 68% probability of a favorable outcome for Zenith's ICSID arbitration case.

Estimated **68%**
Probability of
Favorable
Outcomes in
ICSID

Foundation for Favorable Outcome in ICSID

Strong Case in a
Broader Jurisdiction

Statistics Indicate
Favorable Outcome



312.7m in ICSID
Claim Expected

Analyzing historical data on arbitration cases reveals that awarded claims are often reduced, a practice commonly known as "haircuts." In the context of Zenith's arbitration cases, historical data indicates that haircuts typically amount to an average of 47% in ICC cases and 63% in ICSID cases. Analyst Group has carefully accounted for these patterns while adjusting the expected awards for Zenith's ICSID claim, considering both the specific nature of the case, the accrual of interest, and the recently updated total claimed amount of USD 572.65m, as submitted in the Company's Final Submission filed in September 2025. For the ICSID arbitration, Analyst Group estimates an expected award of USD 312.7m. This calculation incorporates the average haircut observed in ICSID cases, adjusted for the specific circumstances of Zenith's case and the inclusion of interest.

Recovering the estimated award presents a significant challenge, as demonstrated by numerous historical examples. In light of this, Analyst Group adopts a conservative approach, assuming that the Company will collect 75% of the awarded claim. This additional 25% haircut accounts for the complexities and delays associated with the collection process, reflecting a projected seven-year collection period. The value is adjusted using a 10% annual discount rate to account for the time value of money. However, there are alternative methods through which the Company may recover the funds earlier. One option is to sell the claims to a third party, such as a specialized hedge fund, while another is to settle directly with the Tunisian Government.

**Valuation of
Arbitrations:
USD 134m**

Factoring all these considerations together, Analyst Group estimates a total collection of USD 169.2m, including the award from ICC-1. The final aspect to account for is the taxation on the collected award. Analyst Group expects that the collected sum, rather than the full awarded sum, will be booked as income. This approach minimizes the risk of incurring a higher tax liability than necessary. Applying an estimated tax rate of 20% on the collected sum, this results in a net amount of USD 134 for Zenith, which is the basis for the valuation of the arbitrations in the sum of the parts valuation.

Additional Upside Potential

The international court case in Paris involving Anglo African Oil & Gas Congo S.A.U in Congo Brazzaville remains secondary to the core valuation, as the EUR 9m claim is subject to procedural uncertainty and a potentially extended timeline. Although the Paris Commercial Court recently issued a partial ruling awarding AAOGC EUR 160k and confirming SMP's disputed invoice as payable, the decision has been appealed, and the case is therefore far from concluded. Given the ongoing appeal process and the absence of near-term visibility on enforcement or final recovery, the SMP dispute is not integrated into our financial forecasts. Instead, it is best viewed as pure optionality, where any successful outcome would provide incremental upside without influencing the Base Case.

In addition, the ICC-2 claim was dismissed, leading Analyst Group to exclude any monetary recovery from ICC-2 in the valuation. The Arbitral Tribunal rejected the entirety of the claims presented by CNAOG. While this represents a clear legal and financial setback, the Company has stated that its legal counsel identified and documented several serious procedural irregularities during the ICC-2 proceedings, including previously undisclosed connections between tribunal members and the Tunisian state. Consequently, the Company has filed an annulment application before the Swiss Federal Supreme Court in Lausanne, which has formally accepted the submission. If annulment is granted, the case may be re-heard before a newly constituted and impartial tribunal, potentially restoring part or all of the rejected claim value. Thus, while the current ICC-2 ruling is negative, it may not represent the final outcome. The Swiss Federal Court typically renders decisions within 6 to 9 months of submission. However, given that the dismissal removes all short-term recovery potential and the annulment process carries inherent legal uncertainty, ICC-2 is similarly excluded from the near- and mid-term financial forecast. As such, pending annulment, the ICC-2 claim is treated as a strong optional upside but not included in the core valuation.

Valuation: Core Operations

Moving on to the core business, Zenith Energy's operations are built on three main pillars: the Italian gas-to-electricity business, solar operations, and oil & gas operations in the United States. Although the expected recovery of funds from ICC-1 and ICSID could potentially be reinvested into these ongoing and successful operations, Analyst Group considers it too speculative to project the specific allocation of these funds or the potential returns they might generate. As a result, in a Base scenario, the core operations are analyzed as they currently stand, without any assumed impact from reinvested arbitration proceeds. However, it is important to emphasize that the possibility of successful reinvestments and subsequent scaling of operations remains a clear and valuable option for Zenith.

Gas-to-Electricity
Value at
USD 8.3m

For the gas-to-electricity operations, a DCF-methodology has been applied, where Analyst Group has evaluated Zenith's gas operations with the assumption that they will continue until 2035, at which point the Company will be required to undertake decommissioning of the assets. The analysis begins by examining the current gas-to-electricity production rate, which is expected to increase from approximately 12,000 MWh to 27,000 MWh by 2028, thereafter maintaining a steady state of production until 2035. Based on these projections, the gas operations are expected to generate a total free cash flow of USD 16.7m over the operating period. Applying a 10% discount rate to this estimated cash flow results in a present value of USD 9.3m. Furthermore, the analysis accounts for decommissioning costs, which Analyst Group estimates to be lower than the currently booked value, a conclusion that is thoroughly explained on page 35. After adjusting for these reduced decommissioning costs, the net present value (NPV) of Zenith's Italian gas operations is calculated at USD 8.3m.

Solar Operations
Valuation:
USD 38m

For the solar operations, Analyst Group has assessed Zenith's recently acquired solar assets, which together comprise a fully diversified portfolio of approximately 110 MWp across multiple Italian regions and development stages. The Company currently operates one producing asset, while two additional projects are expected to become operational or reach RTB-status during 2026. The remaining development-stage projects are estimated to achieve RTB within 12–16 months from the second half of 2025 and subsequently enter full operation during 2026 to 2028. In aggregate, these projects will require phased CAPEX commitments that vary across assets depending on stage and configuration. Once operational, Zenith is projected to generate an EBIT of USD 1–2m in 2026, supported by a one-time tax subsidy. Beyond the initial year, the portfolio is expected to deliver an average annual FCF of approximately USD 15m over a 20-year period. Cumulatively, the projects are estimated to generate approximately USD 148m in free cash flow between 2026 and 2045, inclusive of substantial upfront CAPEX during the first five years. When discounted at 8%, reflecting the low-risk profile of long-term solar operations, the present value of these future cash flows amounts to USD 50m.

Solar Energy Portfolio

Operational Stage

Capacity: 0.5 MWp (Production Upgrade)
Location: Liguria

Ready-to-Build Stage

Capacity: 3 MWp
Location: Puglia

Development Stage

Capacity: 107 MWp
Location: Puglia, Lazio and Piedmont

Zenith recently announced the results of an independent valuation of the Company's 110.5 MWp solar development pipeline. This valuation reviewed only the development portfolio, not the full operational lifecycle, and concluded a market value of EUR 27.5m, compared with Analyst Group's DCF-derived valuation of approximately USD 49.8m for the entire portfolio over full operational lifetime. It is important to distinguish these methodologies: the independent valuation represents the near-term monetizable value of Zenith's RTB and development-stage assets in the project market, whereas Analyst Group's DCF captures the long-term economic value if Zenith elects to construct and operate the assets through to production. As such, the two valuation approaches are complementary. The independent valuation highlights the realizable value of Zenith's stated strategy to divest approx. 50% of its development portfolio, providing a mechanism for non-dilutive financing and cash recycling. In contrast, Analyst Group's valuation reflecting the enduring revenue-generating potential should Zenith pursue an owner-operator model. Analyst Group considers this dual-track strategy, partial divestment combined with selective construction, to be a key value driver that enhances funding flexibility while preserving long-term cash-flow scalability.

Royalty
Operations:
Valuation:
USD 1m

Lastly, Zenith's U.S. oil and gas operations, while relatively small at present, also present a potential opportunity for future scale-up. In their current form, these operations are expected to generate an annual free cash flow of USD 0.22m. Applying a discount rate of 8%, which reflects the low-risk nature of the business, Analyst Group calculates a justified value of USD 1m for this segment. This valuation is based solely on the existing royalty operations and does not account for any potential expansion, which remains a clear growth opportunity for the Company. However, the current valuation reflects a temporary impact from lower oil and gas prices, which has constrained Zenith's current operations. Nevertheless, as prices recover, the company is well-positioned to leverage its existing assets and pursue additional strategic acquisitions, driving substantial growth and scaling up its oil and gas segment.

Valuation: Uranium Projects

Zenith's uranium portfolio is valued separately from both the arbitration assets and the Company's Italian energy operations, reflecting its distinct strategic profile and early-stage but potentially high-impact characteristics. The two Lombardy projects, Val Vedello and Novazza, together represent Italy's only documented historical uranium deposits and provide Zenith with a unique geological position supported by extensive legacy AGIP Nucleare datasets. To assess a reasonable market value for this segment, Analyst Group applies a peer-based valuation framework benchmarked against a broad cross-section of publicly listed uranium-focused companies, encompassing early-stage explorers, junior developers, and more advanced uranium projects across multiple jurisdictions.



Uranium Portfolio

Combined historic estimate: ~15 Mlbs U₃O₈

Projects: Val Vedello and Novazza

Grade (% U₃O₈): 0.07-0.10%

Conceptual In-situ Value USD 1,200m

As an important European reference point, Berkeley Energia, developer of the Salamanca uranium project in Spain, is included due to its advanced technical studies, defined resource base and extensive permitting history, although its current market valuation remains influenced by jurisdiction-specific regulatory and political considerations. District Metals, a Canadian-listed company with uranium and polymetallic assets in Sweden, is included as an additional European comparator.

Beyond Europe, Analyst Group has reviewed valuations across a broad cross-section of uranium-focused companies operating in Canada, Africa and Australia, spanning early-stage explorers, developers and more advanced projects, in order to capture sector-wide pricing across different stages of technical maturity. While Zenith's uranium projects are formally classified as early-stage from a reporting perspective, the pronounced brownfield characteristics, including extensive underground access, high historical data density and advanced progress within the permitting framework, position the assets structurally ahead of typical greenfield uranium explorers. Nevertheless, until this legacy dataset is validated through modern, compliant exploration and converted into a formal Mineral Resource Estimate, market valuation is expected to remain primarily anchored to early-stage reference metrics rather than full NAV-based methodologies.

Peer Overview within junior Uranium Sector.

Company	Trading Symbol	Origin Country	Project Country	Stage	Market cap ¹
Berkeley Energia	BKY	Australia	Spain	Late-stage developer	153
District Metal	DMX	Canada	Sweden	Junior Explorer	111
Denison Mines	DNN	Canada	Canada	Developer	2,225
Iso Energy	ISO	Canada	Canada	Developer	439
Atha Energy	SASK	Canada	Canada	Developer/Explorer	133
Aura Energy	AUEEF	Australia	Mauritania and Sweden	Developer	94
F3 Uranium Corp.	FUU	Canada	Canada	Junior Explorer	52
Forsys Metals Corp.	FSY	Canada	Namibia	Developer	46
Stallion Uranium	STUD	Canada	Canada	Junior Explorer	37
Skyharbour Resources	SYH	Canada	Canada	Junior Explorer	45

Building on the extensive historic dataset generated by AGIP Nucleare, Zenith's uranium projects host a combined historical exploration target of approximately 15 Mlbs U₃O₈ at grades of 0.07–0.10%, implying a conceptual in-situ metal value of roughly USD 1.2bn at current uranium prices. While these figures are non-compliant and cannot be treated as mineral resources under NI 43-101, they provide a meaningful geological reference point and highlight the scale of the opportunity relative to Zenith's current market valuation. In early-stage mining ventures, asset values typically re-rate as exploration milestones are achieved, risks decline, and resource visibility improves.

To derive a peer-based estimate for the uranium portfolio, Analyst Group has reviewed EV per pound metrics across a broad range of uranium-focused companies, all of which currently trade at market capitalizations materially above Zenith Energy, despite Zenith benefiting from additional value drivers beyond uranium. Against this backdrop, Analyst Group considers it reasonable that Zenith's uranium exposure should be valued broadly in line with the majority of companies in the comparison group, particularly early-stage explorers. This is further supported by the pronounced brownfield characteristics of the projects, including extensive underground access, existing tunnel networks and established regional infrastructure, which place the assets structurally ahead of greenfield exploration projects. On this basis, Analyst Group considers an EV/lb multiple of approximately USD 3.5 to be justified. Applied to the historic 15 Mlbs exploration target, this implies an asset value of approximately USD 52.5m.²

Uranium Project:
USD 53m

Base Scenario
NOK 3.8

Valuation: Summary

Based on the analysis above, Analyst Group values Zenith's core operations, including the peer-based valuation of the Company's uranium projects together with its solar, gas-to-electricity and U.S. oil and gas activities, at a combined USD 112m. Adding the probability-weighted net recovery from the arbitration cases, including the ICC-1 award, of approximately USD 134m results in a total sum-of-the-parts value of USD 245m. This valuation corresponds to a potential price per share of NOK 3.8 in the Base scenario.

¹ Based on a Market capitalization in US dollars and the closing share price as of 22 December 2025.

² The valuation of the uranium portfolio is subject to future confirmation through a compliant Mineral Resource Estimate.

Bull scenario

Potential Present
Value per Share

6.1

Bull Scenario

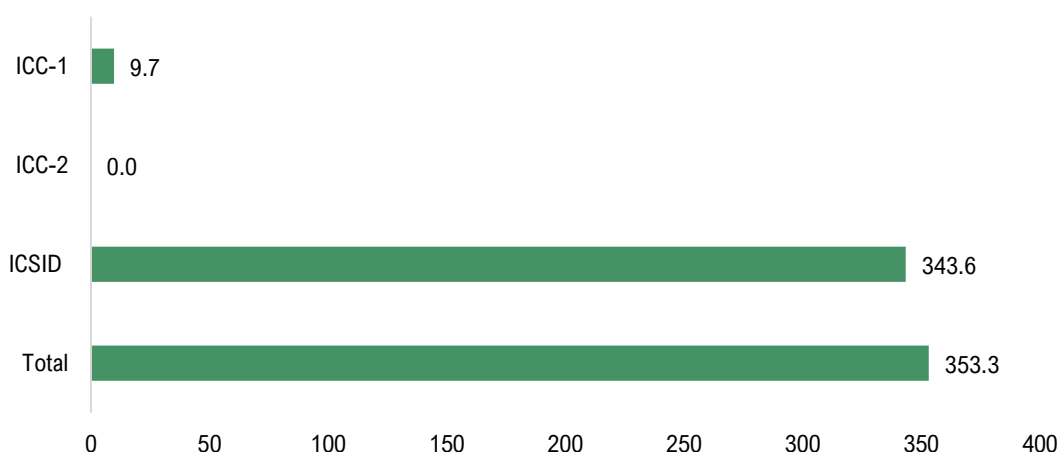
In a Bull scenario, Analyst Group assumes a higher reward and a more straightforward recovery process. Specifically, the ICSID claim is expected to award 75 percent of the claimed amount, resulting in an award of USD 377m. Including accrued interest, the ICSID award is estimated to reach USD 429.5m. This scenario further assumes that Tunisia seeks a swift resolution to preserve its investment climate, leading to a settlement where 80 percent of the awarded sum is paid in the near- to mid-term. Based on this approach, the probability-weighted recovery is estimated at USD 343.6m. After including the ICC-1 win in the calculation and applying a 20 percent tax rate, net proceeds to Zenith are projected at USD 279m.

This scenario provides significant financial flexibility, enabling accelerated reinvestment and scaling of Zenith's core operations. The strategic focus would center on expanding the solar segment, which benefits from favorable regulatory dynamics and short development cycles relative to gas assets. With access to substantial capital, Zenith could scale its existing 110.5 MWp solar pipeline toward a materially larger operational platform, positioning the Company as a meaningful independent power producer in Italy. At such scale, and assuming performance in line with current assets, the expanded solar portfolio is estimated generate annual free cash flows of approximately USD 16m. Additionally, strong liquidity would allow Zenith to advance its Lombardy uranium projects through key de-risking milestones, including NI 43-101 validation drilling and early-stage resource definition, further enhancing long-term strategic value while still providing capacity for an extraordinary dividend.

Coupled with both an extraordinary dividend and substantial expansion across solar and uranium, Analyst Group estimates that Zenith would retain approximately USD 50m in deployable capital to strengthen its presence in the United States or pursue targeted acquisitions in low-risk jurisdictions. This optionality provides the Company with the flexibility to capitalize on opportunistic, high-return investments, consistent with management's historical ability to secure assets at attractive valuations. As a result, Analyst Group expects that incremental funds would be strategically allocated to maximize long-term accretive value and diversify earnings beyond arbitration-related outcomes.

By applying an expected net recovery of USD 279m from the remaining arbitrations, combined with a separate valuation of the core business and the peer-valuation of Zenith's uranium projects with a combined value of USD 112m, which in aggregate results in a total valuation of USD 390m. With a share count of 649m, this corresponds to a potential price per share of NOK 6.1 in a Bull scenario.

Bull Scenario: 75% probability of the following awards in ICC-2 and ICSID (USD millions)



Bear scenario

Potential Present
Value per Share

1.5

Bear Scenario

In a Bear scenario, the probability of a favourable outcome is reduced to 20 percent, effectively reflecting an outcome close to a full loss in the ICSID arbitration. Under this scenario, any potential award is assumed to be limited to a narrow application of the “market approach” valuation methodology, covering items such as Crude Allocations Denied Oil and Unpaid Oil, together estimated to represent approximately 10 percent of the total claim value. This implies a reduction of around 90 percent relative to the full claim. A further 25 percent reduction is applied to reflect the challenges, delays and uncertainties associated with enforcement and collection of any awarded proceeds.

The Bear scenario therefore captures a situation in which ICSID contributes only marginal value, or no value at all, to the Company. While the dismissal of ICC-2 represented a legal setback, Analyst Group considers Zenith to remain operationally resilient through its diversified core businesses. However, a prolonged or unfavorable ICSID outcome would, over time, constrain strategic flexibility and limit longer-term funding options. At the same time, the ICC-2 outcome underscores the binary nature of arbitration and the inherent unpredictability of disputes involving sovereign counterparties. A full loss cannot be excluded and is therefore effectively embedded in this scenario. Net proceeds after tax are estimated at approximately USD 6m, an amount that largely offsets accumulated legal costs and the time value of money since proceedings began. While this scenario is assigned a low probability, it reflects the downside risk even in cases with substantive legal merit. Nevertheless, Zenith’s core operations are expected to remain intact, supported by elevated Italian electricity prices and continued positive cash flow generation.

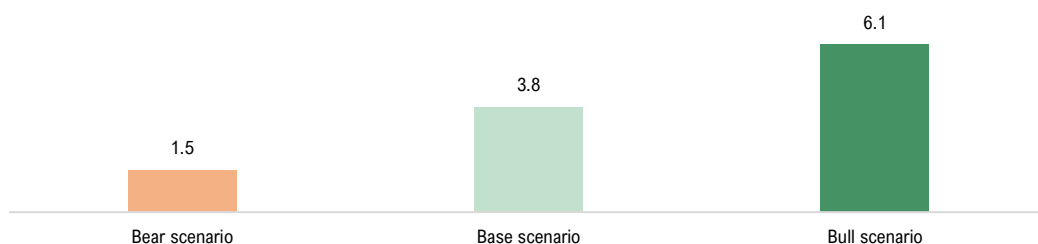
By applying an expected net recovery of USD 12m from ICSID, combined with the ICC-1 award, and adding a DCF-based valuation of USD 85m for the core operations, a sum-of-the-parts value of USD 97m is derived, corresponding to a share price of NOK 1.5 in a Bear scenario.

Summary

Ultimately, the Bull and Bear scenarios capture the binary nature of outcomes regarding the arbitrations. The Bull scenario provides room for significant operational expansion while still rewarding shareholders with an extraordinary dividend. In contrast, the Bear scenario forces the Company to maintain its current state, with limited resources for growth. According to Analyst Group’s estimates, Zenith would survive as a going concern but in a much smaller form compared to the Base and Bull scenarios, where higher valuations are underpinned by a favorable outcome in the ICSID arbitration. At the same time, it is important to emphasize that the binary nature of the arbitration outcomes also justifies extremely high volatility, something that became evident in the outcome of ICC-2.

Illustration of Potential Valuation in a Bull and Bear Scenario.

Potential Value per Share, Bull and Bear Scenario

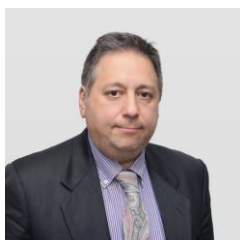


Source: Analyst Groups Estimates



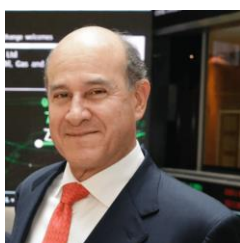
Andrea Cattaneo

Founder, CEO & President, Andrea Cattaneo, is a proven dealmaker and government advisor with specific expertise in developing economies. Andrea has more than 30 years of financial experience in capital markets and oil & gas exploration and production. He arranged the first US Dollar-denominated loan in the history of Vietnam, then the third poorest country in the world. Andrea holds an undergraduate degree in Economics from the University of Genoa and a postgraduate degree in Taxation Law from the University of Bologna.



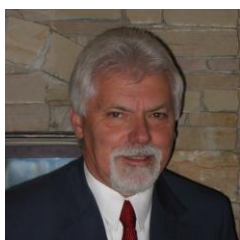
Luca Benedetto

Chief Financial Officer and Executive Director, Luca Benedetto, joined Zenith in 2013 and was subsequently appointed to the position of Group Financial Controller. He was appointed to the position of Chief Financial Officer of the Company in 2017. Luca is trained in Italy as a registered accountant with further education in IFRS accounting and consolidation at IPSOA Milan. He has more than twenty-five years of experience.



Dr. José Ramón López-Portillo

Chairman and Non-Executive Director, Dr. José Ramón López-Portillo is an economist by background. José served as minister in the Mexican Federal Government and is a former independent Chairman of the UN Food and Agricultural Organization (FAO) Council in Rome. José Ramón studied economics at Universidad Anahuac and has a doctorate in political science and international relations from the University of Oxford. He holds dual Mexican and British nationality.



Dr. Dario E. Sodero

Non-Executive Director, Dr. Dario E. Sodero has 35 years of operational experience in North America, the Sub-Arctic, North Africa and the Middle East. Dario has served as an executive director in several TSX listed oil and gas exploration and production companies. Dario holds a doctorate in Geological Sciences from the University of Turin, Italy.



Sergey Borovskiy

Non-Executive Director, Sergey Borovskiy has over 25 years of experience in business management in China and Hong Kong. He has lived and worked in China since 1991 and is fluent in Russian, English and Mandarin. Sergey is CEO of Sanju Environmental Protection (Hong Kong) Limited, overseeing the international projects of controlling shareholder Sanju Group, a company specialized in energy purification and environmental protection technologies listed on the Shenzhen Stock Exchange. He is CEO and Chairman of General Transactions Inc., an oil & gas consulting, engineering, trading, seismic research and exploration services company. Sergey also serves as Chairman of the Board of Directors at Petro Chemical Solutions and South China Heavy Industries Group. Sergey studied in both China and Russia. He holds a degree in economics.

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Other

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