

NGX Energy Announces US\$10 Million Brokered Private Placement of Debentures

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VANCOUVER, Oct. 6, 2020 - [NGX Energy International Corp.](#) (formerly CruzSur Energy Corp.) (the "Company" or "NGX") (TSXV: GASX) is pleased to announce that it has engaged Canaccord Genuity Corp. (the "Sole Lead Agent") on a commercially reasonable-efforts basis for the sale of secured debentures (the "Debentures") of NGX at a price of US\$1,000 per Debenture (the "Offering Price") for aggregate gross proceeds of up to US\$10,000,000 (the "Offering").

The Debentures will mature 6 years from the closing date of the Offering (the "Closing Date") and will bear interest from the Closing Date at a rate equal to 15% per annum, payable monthly. The Company shall have the right, in its sole discretion, at any time on or after the date which is 3 years from the Closing Date, to redeem and repay all of the principal amount outstanding under the Debentures plus any accrued and unpaid interest thereon, upon 30 days notice to the holders of the Debentures, at a price equal to 105% of the principal amount of the Debentures (the "Redemption Right"). Upon repayment (including by exercise by the Company of its Redemption Right) of 75% or greater of the principal and interest due under the Debentures, holders of the Debentures will be granted a pro rata 15% net profit interest on the revenue associated with the Company's pipeline to be built from the Maria Conchita field in Colombia to existing pipelines (the "Pipeline"), which net profit interest shall be for the life of the Pipeline. The Debentures shall have a first ranking security interest over the Pipeline and all profits resulting therefrom.

The net proceeds of the Offering will be used to fund capital expenditures for the construction of the Pipeline and infrastructure needed to connect the Pipeline to existing gas transportation infrastructure and for general working capital purposes.

In consideration of the services rendered by the Sole Lead Agent in connection with the Offering, the Company has agreed to pay on the Closing Date a commission equal to 3% of the gross proceeds from the Offering.

The Closing of the Offering is expected to occur on or about November 3, 2020 and is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals, including the TSX Venture Exchange.

About NGX Energy International Corp.

[NGX Energy International Corp.](#) is a publicly traded E&P company on a mission to provide a clean and sustainable solution to Colombia's energy needs. The Company intends on executing this mission by producing and bringing gas to the premium priced Colombian gas market from its concessions, SN-9, a 311,353 acres block which is adjacent to Canacol's Nelson field, as well Maria Conchita, a 32,518 acre block located in the region of La Guajira. NGX's team has extensive technical expertise and a proven track record of building companies and creating value in South America. For more information please visit SEDAR (www.sedar.com) and the Company's website (www.ngxenergyintl.com).

This announcement does not constitute an offer of securities for sale in the United States, nor may any securities referred to herein be offered or sold in the United States absent registration or an exemption from registration as provided in the U.S. Securities Act of 1933 as amended (the "Securities Act") and the rules and regulations thereunder. The securities referred to herein have not been registered pursuant to the Securities Act and there is no intention to register any of the securities in the United States or to conduct a public offering of securities in the United States.

Forward-Looking Information

Except for the statements of historical fact, this news release contains "forward-looking information" within the meaning of the applicable Canadian securities legislation that is based on expectations, estimates and projections as at the date of this news release. The information in this news release about the successful completion of the Offering and the expected use of proceeds, and other forward-looking information includes but is not limited to information concerning the intentions, plans and future actions of the parties to the transactions described herein and the terms of such transaction.

Factors that could cause actual results to differ materially from those described in such forward-looking information include, but are not limited to, risks related to the Company's inability to perform the proposed operations.

Contact:
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