

Mcf Energy Ltd. Closes Fully Subscribed Nonbrokered Private Placement

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VANCOUVER, July 31, 2024 - [MCF Energy Ltd.](#) ("MCF Energy" or the "Company") (TSXV: MCF) (FRA: DC6) (OTCQX: MCFNF) is pleased to announce, that further to its press release dated July 15, 2024, the Company has closed its fully subscribed non-brokered private placement (the "Offering"). The Company issued a total of 29,848,686 units for aggregate gross proceeds of \$4,447,303. Each unit (the "Unit") consists of one common share (a "Share") of the Company and one share purchase warrant (a "Warrant") with each Warrant entitling the holder to acquire an additional common share at an exercise price of \$0.16 until July 31, 2026.

In connection with the Offering, the Company paid finders' fees of \$100,036. In addition, the Company issued 666,906 non-transferable finders' warrants. Each finders' warrant entitles the holder to acquire one Share at a price of \$0.16 per Share until July 31, 2026.

The Company intends to use the net proceeds from the Offering for working capital and general corporate purposes.

The Company also announces that it has settled outstanding debt owed by the Company to various creditors in the aggregate amount of C\$1,566,788 (the "Debt") through the issuance of an aggregate of 10,445,254 units (the "Debt Units"), at a deemed price of \$0.15 per Debt Unit. Each Debt Unit consists of one common share and one full common share purchase warrant (a "Warrant") with each Warrant entitling the holder to acquire an additional common share at an exercise price of \$0.16 until July 31, 2026.

Certain insiders of the Company acquired Units pursuant to the Offering and as such a portion of the Offering is considered a related party transaction within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101- Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 as neither the fair market value of the Units nor the consideration for such Units exceeds 25% of the Company's market capitalization.

All securities issued pursuant to the Offering and the debt settlement, and any Shares that may be issuable on exercise of any such securities, will be subject to a statutory hold period expiring four months and one day expiring December 1, 2024. The Offering remains subject to final approval of the TSX Venture Exchange.

About MCF Energy

MCF Energy was established in 2022 by leading energy executives to strengthen Europe's energy security through responsible exploration and development of natural gas resources within the region. The Company has secured interests in several significant natural gas exploration projects in Austria and Germany with additional concession applications pending. MCF Energy is also evaluating additional opportunities throughout Europe. The Company's leaders have extensive experience in the European energy sector and are working to develop a cleaner, cheaper, and more secure natural gas industry as a transition to renewable energy sources. MCF Energy is a publicly traded company (TSX.V: MCF; FRA: DC6; OTCQX: MCFNF) and headquartered in Vancouver, British Columbia. For further information, please visit: www.mcfenergy.com.

Additional information on the Company is available at www.sedarplus.ca under the Company's profile.

Cautionary Statements:

NEITHER THE TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT

TERM IS DEFINED IN POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

Advisories:

Forward-Looking Information

This press release contains forward-looking statements and forward-looking information (collectively "forward-looking information") within the meaning of applicable securities laws relating to the Company's plans and other aspects of our anticipated future operations, management focus, strategies, financial, operating and production results, industry conditions, commodity prices and business opportunities. In addition, and without limiting the generality of the foregoing, this press release contains forward-looking information regarding the anticipated timing of development plans and resource potential with respect to the Company's right to assets in Austria. Forward-looking information typically uses words such as "anticipate", "believe", "project", "expect", "goal", "plan", "intend" or similar words suggesting future outcomes, statements that actions, events or conditions "may", "would", "could" or "will" be taken or occur in the future.

The forward-looking information is based on certain key expectations and assumptions made by MCF Energy's management, including expectations and assumptions noted subsequently in this press release under oil and gas advisories, and in addition with respect to prevailing commodity prices which may differ materially from the price forecasts applicable at the time of the respective Resource Audits conducted by GCA, and differentials, exchange rates, interest rates, applicable royalty rates and tax laws; future production rates and estimates of operating costs; performance of future wells; resource volumes; anticipated timing and results of capital expenditures; the success obtained in drilling new wells; the sufficiency of budgeted capital expenditures in carrying out planned activities; the timing, location and extent of future drilling operations; the state of the economy and the exploration and production business; results of operations; performance; business prospects and opportunities; the availability and cost of financing, labour and services; the impact of increasing competition; the ability to efficiently integrate assets and employees acquired through acquisitions, the ability to market natural gas successfully and MCF's ability to access capital. Although the Company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because MCF Energy can give no assurance that they will prove to be correct. Since forward-looking information addresses future events and conditions, by its very nature they involve inherent risks and uncertainties. MCF Energy's actual results, performance or achievement could differ materially from those expressed in, or implied by, the forward-looking information and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking information will transpire or occur, or if any of them do so, what benefits that we will derive therefrom. Management has included the above summary of assumptions and risks related to forward-looking information provided in this press release in order to provide securityholders with a more complete perspective on future operations and such information may not be appropriate for other purposes.

Readers are cautioned that the foregoing lists of factors are not exhaustive. These forward-looking statements are made as of the date of this press release and we disclaim any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

For further information: Investor Relations, Jim Hill, CEO, Tel: (604) 609-6110, Email: gkeep@fiorecorporation.com; Public Relations, Sarah Mawji, Venture Strategies, sarah@vcsenergy.com

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