

Falcon Oil & Gas Ltd. - Notice of Cancellation of Admission to Trading on AIM

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[Falcon Oil & Gas Ltd.](#)
("Falcon")

Notice of Cancellation of Admission to Trading on AIM

17 February 2026 - Falcon Oil & Gas Ltd. (TSXV: FO, AIM: FOG) announces, in accordance with applicable AIM Rules, that the admission of Falcon's common shares to trading on AIM will be cancelled (the "AIM Cancellation") following completion of Falcon's previously announced transaction (the "Transaction") with Tamboran Resources Corporation ("Tamboran").

Pursuant to the terms of an arrangement agreement and plan of arrangement governing the Transaction, (a) Tamboran will (i) issue to Falcon 6,537,503 shares of Tamboran common stock (the "Stock Issuance") and (ii) pay to Falcon \$23,663,080 in cash and (b) Falcon shareholders (other than dissenting Falcon shareholders or Falcon shareholders subject to sanctions) will then be entitled to receive 6,537,503 shares of Tamboran common stock in exchange for all of the outstanding common shares of Falcon ("Common Shares").

The completion of the Transaction is subject to a number of terms and conditions, including without limitation: (a) approval of the Transaction by Falcon shareholders at the meeting to be held on March 11, 2026 (the "Meeting"); (b) approval of the Stock Issuance by Tamboran stockholders; (c) approval of the plan of arrangement by the Supreme Court of British Columbia; (d) there being no material adverse changes in respect of Falcon or Tamboran; and (e) other standard conditions of closing for a transaction of this nature. There can be no assurance that all of the necessary approvals will be obtained or that all conditions of closing will be satisfied. For purposes of the AIM Rules, Falcon shareholders that vote in favour of the Transaction will be voting in favour of the AIM Cancellation upon completion of the Transaction.

In accordance with AIM Rule 41, Falcon is required to provide at least 20 business days notice of the AIM Cancellation. Subject to all conditions being satisfied, it is currently anticipated that closing of the Transaction will be completed on or about 16 March 2026. If the Transaction is completed on 16 March 2026, trading of the Common Shares on AIM would be suspended on 17 March 2026 and the AIM Cancellation would become effective on 18 March 2026. It is anticipated that the CREST depositary interest facility for Falcon will be disabled at 6:00 p.m. (UK time) on 16 March 2026.

For further information regarding the Transaction, please refer to the notice of meeting, management information circular and related documents which are available on SEDAR+ at www.sedarplus.ca and Falcon's website at www.falconoilandgas.com.

Ends.

For further information, please contact:

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About Falcon Oil & Gas Ltd.

Falcon Oil & Gas Ltd. is an international oil & gas company engaged in the exploration and development of unconventional oil and gas assets, with the current portfolio focused in Australia, South Africa and Hungary. Falcon Oil & Gas Ltd. is incorporated in British Columbia, Canada and headquartered in Dublin, Ireland.

For further information on Falcon Oil & Gas Ltd. please visit www.falconoilandgas.com

Forward-Looking Statements

Certain statements in this news release concerning the Transaction, including any statements regarding the expected timetable for completing the Transaction and the AIM Cancellation, the results, effects and benefits of the Transaction, and any other statements regarding Falcon's future expectations, beliefs, plans, objectives, financial conditions, assumptions or future events or performance that are not historical facts are "forward-looking" statements based on management's current expectations, assumptions and estimates on the date hereof, and there can be no assurance that actual strategies, actions or results will not differ materially from expectations. Forward-looking statements are all statements other than statements of historical facts. The words "anticipate," "believe," "ensure," "expect," "if," "intend," "estimate," "probable," "project," "forecasts," "predict," "outlook," "aim," "will," "could," "should," "would," "potential," "may," "might," "anticipate," "likely" "plan," "positioned," "strategy," and similar expressions or other words of similar meaning, and the negatives thereof, are intended to identify forward-looking statements.

These forward-looking statements involve significant risks and uncertainties that could cause actual results to differ materially from those anticipated, including, but not limited to, the possibility that stockholders of Tamboran may not approve the issuance of new shares of Tamboran common stock in the Transaction or that shareholders of Falcon may not approve the Transaction; the risk that a condition to closing of the Transaction may not be satisfied; that either party may terminate the arrangement agreement or that the closing of the Transaction might be delayed or not occur at all; the outcome of any legal proceedings that may be instituted against Tamboran or Falcon; reputational risks and potential adverse reactions from or changes to the relationships with the companies' employees or other business partners of Tamboran or Falcon, including those resulting from the announcement or completion of the Transaction; the diversion of management time on transaction-related issues; the dilution caused by Tamboran's issuance of common stock in connection with the Transaction; the ultimate timing, outcome and results of integrating the operations of Tamboran and Falcon; the effects of the business combination of Tamboran and Falcon, including the combined company's future financial condition, results of operations, strategy and plans; changes in capital markets and the ability of the combined company to finance operations in the manner expected; regulatory approvals of the Transaction; the effects of commodity prices; the risks of oil and gas activities; and the fact that operating costs and business disruption may be greater than expected following the public announcement or consummation of the Transaction.

These factors are not necessarily all of the factors that could cause Tamboran's or Falcon's actual results, performance, or achievements to differ materially from those expressed in or implied by any of the forward-looking statements. Other unknown or unpredictable factors also could harm Tamboran's or Falcon's results.

Additional factors that could cause results to differ materially from those described above can be found in Falcon's management information circular dated February 4, 2026 or annual information form for the year ended December 31, 2024, which are on SEDAR+ and available from Falcon's website at www.falconoilandgas.com, and in other documents Falcon files on SEDAR+.

All forward-looking statements speak only as of the date they are made and are based on information available at that time. Falcon does not assume any obligation to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements were made or to reflect the occurrence of unanticipated events except as required by applicable securities laws. As forward-looking statements involve significant risks and uncertainties, caution should be exercised against placing undue reliance on such statements.

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

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