

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities)**

Name of Listed Issuer:

Symbol(s):

Canadian Overseas Petroleum Ltd. (the "Issuer")

XOP on the CSE
COPL on the LSE

Date: January 17, 2023 Is this an updating or amending Notice: ☐ Yes ☒ No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 275,331,966 Common Shares.

Pricing

Date of news release announcing proposed issuance: _____ or

Date of confidential request for price protection: December 23, 2022

Closing Market Price on Day Preceding the news release: _____ or

Day preceding request for price protection: C\$0.24.

Closing

Number of securities to be issued: Senior convertible bonds due 2025 for an aggregate principal amount of US\$4,000,000 (before applying the 20% discount) convertible into 25,268,460 common shares of the Issuer at a conversion price of US\$0.1583 (the "Conversion Price"); and (2) 12,760,572 warrants exchangeable for common shares of the Issuer (at an exercise price of GBP 0.18). The Conversion Price and exercise price are subject to customary anti-dilution protections and adjustments on account of corporate actions and distributions.

Issued and outstanding securities following issuance: 275,331,966 Common Shares.

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.

5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

Part 1. Private Placement, Convertible Bonds

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security (discounted)	Total dollar value (CDN\$) raised in the jurisdiction (undiscounted)
Cayman Islands	1	US\$160,000 ¹	CDN\$5,417,600 [US\$ 4,000,000]
Total number of purchasers:	1		
Total dollar value of distribution in all jurisdictions:			CDN\$5,417,600 ² [US\$4,000,000]

¹ The price per convertible is \$200,000 but the placee received a 20% discount.

² Converted at Bank of Canada rate as at December 30, 2022.

Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: US\$3,200,000.
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

The net proceeds of the issuance of the Bonds and the Warrants shall be used for general corporate purposes.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: No proceeds are expected to be paid to Related Persons.

4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.
N/A.
5. Description of securities to be issued:
- (a) Class Convertible Bonds.
 - (b) Number: An aggregate principal amount US \$4,000,000.
 - (c) Price per security: US\$0.1583 on conversion of the convertible bonds. The conversion price is subject to customary anti-dilution protections and adjustments on account of corporate actions and distributions.
 - (d) Voting rights: 1 vote per common share.
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:
- (a) Number 12,760,572 warrants.
 - (b) Number of securities eligible to be purchased on exercise of warrants (or options) 12,760,572 common shares.
 - (c) Exercise price GBP 0.18. The exercise price is subject to customary anti-dilution protections and adjustments on account of corporate actions and distributions.
 - (d) Expiry date 30 months from the date of issuance, June 30, 2025.
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount US\$4,000,000.
 - (b) Maturity date July 26, 2025.
 - (c) Interest rate 13.75% per annum and will increase by 0.75% each three months until the Issuer gives notice to the Bondholders that it shall pay all interest coupons in cash. Interest will decrease by 2.0% per annum, and no further quarterly increases will apply from such time as the Issuer provides a notice that it will henceforth pay interest and make whole.
 - (d) Conversion terms All terms defined herein are as set out in the bond instrument for the bonds dated July 26, 2022, as supplemented by a supplemental deed dated December 30, 2022 (the "Bond Instrument"). Unless previously redeemed, each convertible bond

will be convertible into common shares at the Conversion Price at the option of the Bondholder at any time by delivery of a notice (a "Conversion Notice") to the Issuer.

The number of common shares to be issued to or to the order of a Bondholder on exercise of a conversion right shall be equal to the number of common shares (rounded down, if necessary, to the nearest whole number) determined in good faith by the calculation agent by dividing the principal amount of the convertible bonds which are the subject of the relevant exercise of conversion rights by the Conversion Price in effect on the relevant conversion date. The number of common shares will be aggregated per Conversion Notice and rounded down to the nearest number of full common shares and there will be no compensation for fractions of common shares.

- (e) Default provisions Customary events of default in respect of the Issuer and its material subsidiaries, including a cross-acceleration relating to financial indebtedness subject to a US\$2 million threshold, all as shall be set out in detail in the terms and conditions set out in the Bond Instrument.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): None.
- (b) Cash: The calculation agent (Conv-Ex Advisors Limited) is paid an acceptance fee of US\$15,000, an annual fee of US\$15,000 and 0.06% as settlement fee for the principal amount of the bonds being converted, redeemed or shares being issued from time to time based on their calculations.
- (c) Securities: None.
- (d) Other: None.
- (e) Expiry date of any options, warrants etc. N/A
- (f) Exercise price of any options, warrants etc. N/A.

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship No relationship to disclose.

10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).
N/A.
11. State whether the private placement will result in a change of control.
The private placement will not result in a change of control.
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A .
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities. If applicable, securities issuance pursuant to the private placement will bear or are deemed to bear the applicable hold period prescribed by NI 45-102.

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____ .
_____ .
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: _____ .
_____ .
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: _____ .
 - (b) Cash: _____ .
 - (c) Securities (including options, warrants etc.) and dollar value: _____ .
_____ .
 - (d) Other: _____ .
 - (e) Expiry date of options, warrants, etc. if any: _____ .
 - (f) Exercise price of options, warrants, etc. if any: _____ .
 - (g) Work commitments: _____ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____ .
_____ .
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____.
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____.
 - (b) Cash _____.
 - (c) Securities _____.
 - (d) Other _____.
 - (e) Expiry date of any options, warrants etc. _____.
 - (f) Exercise price of any options, warrants etc. _____.
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____.
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____.

FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated January 17, 2023.

Ryan Gaffney
Name of Director or Senior
Officer

(signed) "Ryan Gaffney"
Signature

Chief Financial Officer
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

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- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.