Orca Energy Group Inc.
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TSX-V: ORC.A, ORC.B

FOR IMMEDIATE RELEASE

Orca Energy Group Provides Update on Proposed Transaction, Songo Songo Licence Expiry, and withdrawal of Swala Arbitration Claims

TORTOLA, British Virgin Islands – September 28, 2026 – Orca Energy Group Inc. ("**Orca**" or the "**Company**") (TSX-V: ORC.A, ORC.B) provides an update regarding the previously announced sale of its Tanzanian business (the "**Proposed Transaction**"), the impending expiry of the Songo Songo Development Licence and related gas supply contracts, and the withdrawal of claims in the arbitration commenced by Swala Oil & Gas (Tanzania) Plc (in liquidation) and Swala UK Operations Limited.

Proposed Transaction

As previously disclosed, Orca entered into a Sale and Purchase Agreement with Taifa Gas Tanzania Limited ("**Taifa**") and Amber Energy Investment L.L.C-FZ ("**Amber**") pursuant to which Orca agreed to sell all of the outstanding shares of PAE PanAfrican Energy Corporation ("**PAEM**"), Orca's Mauritian holding subsidiary through which Orca indirectly owns PanAfrican Energy Tanzania Limited ("**PAET**"). Upon closing of the Proposed Transaction, Taifa will acquire 49% of PAEM and Amber will acquire 51%.

The Proposed Transaction remains subject to the receipt of the required approvals and other closing conditions.

Songo Songo Licence and Operations

PAET's Songo Songo Development Licence is scheduled to expire on October 10, 2026. Certain gas supply contracts associated with Songo Songo operations are also scheduled to expire on that date. PAET has advised customers, the Tanzania Petroleum Development Corporation ("**TPDC**"), and relevant regulatory authorities that uncertainty remains regarding whether the Proposed Transaction will complete prior to the licence expiry date.

PAET has communicated that two principal outcomes presently exist:

- completion of the Proposed Transaction and continuation of operations under new ownership; or
- cessation of PAET's operation of the Songo Songo field and associated infrastructure following licence expiry, with transition activities undertaken in consultation with TPDC and applicable regulatory authorities.

In light of the uncertainty surrounding timing and regulatory approvals of the Proposed Transaction, PAET has recommended that TPDC, customers, and other stakeholders immediately advance transition planning activities, including operational familiarization and asset-mapping exercises, to facilitate an orderly transfer of responsibilities should the Proposed Transaction not complete before October 10, 2026.

The Company continues to support efforts to achieve an orderly outcome that maintains continuity of operations and natural gas supply.

Withdrawal of Swala Arbitration Claims

The Company has been advised that Swala Oil & Gas (Tanzania) Plc (in liquidation) and Swala UK Operations Limited (together, "**Swala**") have formally withdrawn all claims, allegations, demands and causes of action asserted against Orca, PAEM, and PAET in the arbitration proceedings disclosed by the Company on February 27, 2026.

The arbitral tribunal has acknowledged receipt of the withdrawal by Swala and related correspondence. The Company and its counsel are assessing the procedural consequences of the withdrawal, including the Company's request that the tribunal proceed to determine outstanding matters arising from the arbitration.

About Orca Energy Group Inc.

Orca is an international public company engaged in natural gas exploration, development and supply in Tanzania through its subsidiary PanAfrican Energy Tanzania Limited. Orca trades on the TSX Venture Exchange under the trading symbols ORC.A and ORC.B.

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Forward-Looking Information

This news release contains forward-looking information (collectively, "**forward-looking information**") within the meaning of applicable securities legislation. All information, other than historical fact included in this news release, which address activities, events or developments that Orca expects or anticipates to occur in the future, are forward-looking information. Forward-looking information often contains terms such as may, will, should, anticipate, expect, continue, estimate, believe, project, forecast, plan, intend, target, outlook, focus, could and similar words suggesting future outcomes. More particularly, this news release contains, without limitation, forward-looking information pertaining to the following: the expiration of the Songo Songo Development Licence and associated contracts, the potential outcomes communicated by PAET following the expiration of the Songo Songo Development Licence, the Company's expectation to continue to engage with the TPDC and other stakeholders in relation to the Songo Songo Development Licence and associated contracts, the anticipated results of the Proposed Transaction, the completion of the Proposed Transaction and the timing thereof, the receipt of regulatory approvals and satisfaction of closing conditions of the Proposed Transaction, the potential cessation of PAET's operation of the Songo Songo field and associated infrastructure, the potential continued operation of the Songo Songo field following the completion of the Proposed Transaction, transition activities for the Songo Songo field and associated infrastructure subsequent to the licence expiry, and the potential outcomes of the withdrawal of all claims by Swala in the arbitration proceedings.

Such forward-looking information is based on certain assumptions made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors the Company believes are appropriate in the circumstances, including, but not limited to: the value, costs, and liabilities associated with the Songo Songo field and associated infrastructure and the Company and shareholders' exposure thereto; that the outcomes communicated by PAET regarding the expiration of the Songo Songo Development Licence are likely and reasonable; the ability of the Company to continue its operating activities subsequent to the expiration of the Songo Songo Development Licence and associated contracts; the current status of the Company's relationship with the TPDC and other stakeholders; the ability of the Company, Taifa, and Amber to satisfy the closing conditions of the Proposed Transaction; the receipt of regulatory approvals for the Proposed Transaction; the actions of the arbitral tribunal resulting from Swala's withdrawal from the arbitration proceedings; the anticipated supply and demand of natural gas are in line with the Company's expectations; that the Company will have sufficient cash flow, debt or equity sources or other financial resources required to fund its capital and operating expenditures and requirements as needed; availability of skilled labor; effects of regulation by governmental agencies; current or, where applicable, proposed industry conditions, laws and regulations will continue in effect or as anticipated as described herein; and other matters.

Actual results may differ materially from those anticipated in the forward-looking information. Risks and uncertainties that could cause actual results to differ materially include, without limitation: the risk that the Songo Songo Development Licence and associated contracts expire prior to completion of the Proposed Transaction; uncertainty regarding the operating environment of PAET and continued operation of the Company subsequent to the expiry of the Songo Songo Development Licence and associated contracts; that the TPDC and other stakeholders may not continue to engage with the Company regarding the Songo Songo Development Licence and associated contracts; that the outcomes communicated by PAET regarding the expiry of the Songo Songo Development Licence are not the only outcomes; that the satisfaction of closing conditions and receipt of regulatory approvals of the Proposed Transaction may require commercial concessions or other arrangements that are unacceptable to one or more of the parties to the Proposed Transaction; the risk that the Proposed Transaction is not completed on terms anticipated or at all; uncertainties regarding actions of the arbitral tribunal following Swala's withdrawal from the arbitration proceedings; occurrence of circumstance or events which significantly impact the Company's cash flow and liquidity and the Company's ability cover its long-term and short-term obligations or fund planned capital expenditures; the impact of general economic conditions in the areas in which the Company operates; civil unrest; changes in laws and regulations including the adoption of new laws and regulations; availability of qualified personnel or management; fluctuations in commodity prices, foreign exchange or interest rates; risks associated with negotiating with foreign governments; and risks and uncertainties associated with oil and gas operations. Although the Company believes that the expectations reflected in the forward-looking information are reasonable, it cannot guarantee future results and performance or achievement since such expectations are inherently subject to significant business, economic, operational, competitive, political and social uncertainties and contingencies.

The forward-looking information contained in this news release is made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.