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OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

October 30, 2026



Dune Oil Corp.
(the "**Company**" or "**Dune**")

SUMMARY OF THE OFFERING

What are we offering?

Offering:	<p>The Company is offering up to 83,000,000 units of the Company (each, a "Unit") at the Offering Price for gross proceeds of up to \$8,300,000 (the "LIFE Offering", and such Units, the "LIFE Units"). Each Unit will consist of one common share in the capital of the Company (each, a "Common Share") and one Common Share purchase warrant (each, a "Warrant"). Each Warrant will entitle the holder thereof to acquire one Common Share (each, a "Warrant Share") at an exercise price of \$0.125, subject to the terms described under "<i>Description of Warrants</i>" below. There is no minimum amount.</p> <p>The LIFE Units will be offered to purchasers resident in each of the provinces of Canada, other than Québec, under the listed issuer financing exemption in Part 5A of NI 45-106 (as defined herein), as modified by the Order (as defined herein). The Common Shares and Warrants comprising the LIFE Units, and the Warrant Shares, are expected to be immediately freely tradeable under Canadian securities laws. The LIFE Units may also be offered and sold to, or for the account or benefit of, persons in the United States or U.S. Persons through one or more United States registered broker-dealers affiliated with or appointed by the Agents, pursuant to available exemptions from the registration requirements of the U.S. Securities Act and</p>
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	<p>applicable U.S. state securities laws, and in jurisdictions outside of Canada and the United States on a private placement or equivalent basis, in each case in accordance with all applicable laws, provided that no prospectus, registration statement or other similar document is required to be filed in such jurisdiction.</p> <p>LIFE Units offered and sold to, or for the account or benefit of, persons in the United States or U.S. Persons, and the Common Shares, Warrants and Warrant Shares comprising or underlying such LIFE Units, will be "restricted securities" within the meaning of Rule 144 under the U.S. Securities Act, will be subject to certain restrictions on transfer, and may be represented by definitive certificates or other instruments bearing a legend regarding such restrictions. See <i>"Additional Information - U.S. Securities Law Matters"</i>.</p> <p>The LIFE Offering will be made on a "best efforts" agency basis pursuant to an agency agreement (the "Agency Agreement") among the Company, Research Capital Corporation, as lead agent (the "Lead Agent"), on behalf of a syndicate, including Canaccord Genuity Corp. (together with the Lead Agent, the "Agents").</p> <p>Unless otherwise indicated, all references to "\$" or "dollars" are to Canadian dollars.</p>
Offering Price:	\$0.10 per LIFE Unit (the " Offering Price ").
Description of Warrants:	<p>Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Warrant Share at an exercise price of \$0.125, exercisable for a period commencing on the day that is 60 days following the applicable Closing Date and ending at 5:00 p.m. (Vancouver time) on the day that is 36 months following the applicable Closing Date, after which time the Warrants will be void and of no value.</p> <p>No fractional Warrant Shares will be issuable to any holder of Warrants upon the exercise of Warrants, and no cash or other consideration will be paid in lieu of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Company or entitle such holder to any right or interest in respect thereof (including any right to receive dividends or other distributions to shareholders or to vote at a meeting of the shareholders of the Company). Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Common Shares. The Warrants will be governed by the terms of a warrant indenture to be entered into between the Company and Odyssey Trust Company, as warrant agent, on the initial Closing Date.</p>
Use of Proceeds:	<p>The Company intends to use the available funds, including the net proceeds of the LIFE Offering, for seismic and drilling on the Company's Block M47 onshore oil block in Türkiye, including: (i) the re-entry of the C-2 well for deepening and testing; (ii) a sidetrack, deviated or lateral, of the C-1 well; (iii) an exploration well tentatively planned on the South Lead (subject to seismic results); and (iv) approximately 40 kilometres of seismic works on the North discovery area and the South exploration lead, as well as for the payment of the \$1,000,000 settlement amount owing under the Traynor settlement (see <i>"Recent Developments - Traynor</i></p>

	<i>Ridge Settlement</i> "), working capital and general corporate purposes. See <i>"Use of Available Funds – How will we use the available funds?"</i> .
Closing Date:	The LIFE Offering is expected to close on or about November 13, 2026, or such other date as the Company and the Lead Agent, on behalf of the Agents, may agree (each, a " Closing Date "). The LIFE Offering may close in one or more tranches, provided that all closings of the LIFE Offering occur no later than the 45th day following the date of the news release announcing the LIFE Offering.
Exchange:	The Common Shares are listed and posted for trading on the Canadian Securities Exchange (the " CSE ") under the trading symbol "DUNE". The Company will use commercially reasonable efforts to obtain the necessary approvals to list the Warrants on the CSE. There can be no assurance that the Warrants will be listed and, unless and until they are listed, there will be no market through which the Warrants may be sold.
Last Closing Price:	On October 29, 2026, the last trading day before the date of this Offering Document, the closing price of the Common Shares on the CSE was \$0.13.

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions* ("NI 45-106"). In connection with the LIFE Offering, the Company represents the following is true:

- The Company has active operations, and its principal asset is not cash, cash equivalents or its exchange listing.
- The Company has filed all periodic and timely disclosure documents that it is required to have filed.
- The Company is relying on the exemptions in Coordinated Blanket Order 45-935 *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the "Order") and is qualified to distribute securities in reliance on the exemptions included in the Order.
- The total dollar amount of the LIFE Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing the LIFE Offering, will not exceed \$25,000,000.
- The Company will not close the LIFE Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Company will not allocate the available funds from the LIFE Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

*This Offering Document contains "forward-looking information" within the meaning of applicable Canadian securities legislation ("**forward-looking statements**"). In some cases, forward-looking statements can be identified by words or phrases such as "may", "might", "will", "expect", "anticipate", "estimate", "intend", "plan", "indicate", "seek", "believe", "predict", "assume", "budget", "strategy", "scheduled", "forecast", "target", "potential" or "likely", or the negative forms of these terms, or other similar expressions (or variations of such words or phrases) or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.*

In particular, forward-looking statements in this Offering Document include, but are not limited to, statements with respect to: the LIFE Offering, including its completion, size, pricing and timing, the timing of any closing in one or more tranches and the expected Closing Date; the receipt of all necessary regulatory and stock exchange approvals in connection with the LIFE Offering; the expected resale status of the Common Shares and Warrants comprising the LIFE Units, including under U.S. securities laws; the terms of the Warrants, including their exercise; the Company's estimated working capital and total available funds; the Company's expectations with respect to the use of the available funds; the payment of the Traynor settlement amount and its timing; the payment of the Company's obligations under the M47 Farm-In Agreement and their timing; the Company's ability to earn up to a 29% interest in Block M47; the receipt of MAPEG approval for, and the registration of, any transfer of a licence interest to TET; the Block M47 work program, including any seismic, drilling, re-entry, sidetrack, workover or testing activities; the potential for commercial production at Block M47; the availability of equipment, services and personnel; commodity prices and exchange rates; the Company's expectation that it will have sufficient available funds to meet its business objectives and liquidity requirements for 12 months following completion of the LIFE Offering; the Company's need for and ability to obtain future financing; the conditions on which the lock-up applying to the Settlement Shares may be waived and the timing of staged releases under that lock-up; the completion of the Company's business objectives and milestones and their timing and costs; and the Company's future objectives and strategies to achieve them. All statements other than statements of historical fact included in this Offering Document, including, without limitation, statements regarding the future plans and objectives of the Company, predictions, expectations, beliefs, projections, assumptions or future events, are forward-looking statements.

These forward-looking statements are not historical facts and are not guarantees of future performance and involve assumptions, estimates, and risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements. Forward-looking statements are based on the assumptions, beliefs, expectations and opinions of management on the date the statements are made, many of which are difficult to predict and beyond the Company's control. In connection with the forward-looking statements contained in this Offering Document, the Company has made certain assumptions about, among other things: the completion of the LIFE Offering on the terms and within the timeframe currently anticipated, including the completion of all closings of the LIFE Offering within the period prescribed under the listed issuer financing exemption; that all conditions precedent to closing the LIFE Offering will be satisfied or waived; that there will be sufficient investor demand for the LIFE Units at the Offering Price; that the proceeds of the LIFE Offering will be available when required; that the Company will be able to pay the Traynor settlement amount from the proceeds of the LIFE Offering when due; that the M47 Farm-In Agreement and related arrangements will remain in effect on their current terms; the continued cooperation of Derkim, GYP and other counterparties; the timely receipt of all required regulatory approvals, including MAPEG approval and registration of licence transfers; the availability of drilling rigs, equipment, contractors, services and personnel on acceptable terms; the accuracy of available technical information and cost estimates; oil prices; exchange rates, including between the Canadian dollar, the United States dollar and the Turkish

lira; political, economic and operational stability in Türkiye; the accuracy of management's estimate of the Company's working capital; and that no material adverse change will occur in the Company's business, financial condition or prospects. Although management considers these assumptions to be reasonable as of the date of this Offering Document, they are subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties that could cause actual performance, results or developments to differ materially from those projected. The Company cautions that the foregoing list of assumptions is not exhaustive. Other events or circumstances could cause results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking statements contained in this Offering Document.

Investors are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, actions, events, conditions, performance or achievements to be materially different from those expressed or implied by the forward-looking statements, including, without limitation: the completion of the LIFE Offering is not guaranteed and is subject to market conditions and other factors beyond the Company's control; the Agents may terminate their engagement in accordance with its terms; delay, difficulty or failure to receive necessary regulatory and stock exchange approvals; the proceeds of the LIFE Offering may be insufficient to meet the Company's obligations and business objectives; market volatility and investor sentiment that could affect the successful completion or pricing of the LIFE Offering; LIFE Units offered and sold to, or for the account or benefit of, persons in the United States or U.S. Persons will be subject to restrictions on resale under applicable securities laws; the Company's estimate of working capital may differ from actual results; potential changes in the intended use of the available funds based on business developments or opportunities; general economic conditions in Canada, the United States, Türkiye and globally, including the impact of inflation and interest rates on capital markets generally; the Company may fail to pay the Traynor settlement amount when due, in which case the receiver may take out and enforce the consent judgment against the Company; the Company may fail to make required payments under the M47 Farm-In Agreement, which could result in the loss or reduction of its right to earn an interest in Block M47; the Company does not hold registered title to any interest in Block M47, and MAPEG may delay or refuse approval or registration of any licence transfer; exploration, drilling and testing risks, including the risk that the technical difficulties encountered at C-1 and C-2 recur or cannot be overcome; Block M47 has no current production and may never achieve commercial production; the Company has negative operating cash flow and will require additional financing, which may not be available on acceptable terms or at all; the Company is not the operator of Block M47 and depends on the decisions and performance of the operator, the operating committee and its partners; political, regulatory, currency, security and other risks of operating in Türkiye; fluctuations in oil prices; environmental and operational hazards; the availability and cost of equipment, contractors and services; dilution to existing shareholders, including from the issuance of the LIFE Units, the exercise of Warrants and other convertible securities and the release of the Settlement Shares from lock-up; volatility in the market price of the Common Shares; the lock-up applying to the Settlement Shares may be waived if the LIFE Offering is not completed within the required period or raises less than \$8,000,000, and sales of Settlement Shares could adversely affect the market price of the Common Shares; the Warrants may expire unexercised; dependence on key personnel; and insurance coverage may be unavailable or insufficient to cover all losses or liabilities.

The factors identified above are not intended to represent a complete list of the risks and factors that could affect any of the forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results, actions, events, conditions, performance or achievements not to be as anticipated, estimated or intended. Forward-looking statements are not a guarantee of future performance, and there can be no assurance that such statements will prove to be

accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

The forward-looking statements contained herein are made as of the date of this Offering Document and, accordingly, are subject to change after such date. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

For more information on the Company and the risks and challenges of its business, investors should review the Company's continuous disclosure documents that are available on SEDAR+ (www.sedarplus.ca) under Dune's issuer profile.

OIL AND GAS ADVISORY

Contingent resources and prospective resources have been assigned to Block M47 in an evaluation prepared by an independent qualified reserves evaluator. Resources are not reserves. Contingent resources have been assigned to the North Prospect and prospective resources have been assigned to the Central and Findik prospects. The product type reasonably expected from Block M47 is light crude oil. No proved or probable reserves have been assigned to Block M47, and Block M47 has no current production. The Company does not currently hold a registered interest in Block M47. TET has a contractual right under the M47 Farm-In Agreement to earn up to a 29% interest in Block M47, and each transfer of a licence interest to TET remains subject to MAPEG approval and registration. See "*Block M47, Türkiye*". There is significant risk and uncertainty associated with the recovery of any resources at Block M47. There is uncertainty as to whether it will be commercially viable to produce any portion of the contingent resources, and there is no certainty that any portion of the prospective resources will be discovered or, if discovered, that it will be commercially viable to produce. Recovery of any resources is subject to, among other things, the technical drilling and testing difficulties encountered at C-1 and C-2, the results of further appraisal and testing, the availability of financing, the receipt of regulatory approvals, including MAPEG approval, oil prices and costs. The information in this Offering Document regarding the results of the C-1 and C-2 wells, including the API gravity of the oil encountered, the drill-stem testing results, the interpreted oil-bearing thickness, the petrophysical interpretations of porosity and water and oil saturation, the provisional oil-saturation range adopted for C-2 and the other characteristics of the intervals encountered, was not prepared by an independent qualified reserves evaluator or auditor, except that the independent evaluation referred to above states that the drilling results confirmed the presence of 32° API oil in the Beloka and Mardin reservoirs, based on the drilling results and the independent qualified reserves evaluator's independent petrophysical evaluation.

CURRENCY

All references in this Offering Document to "dollars" or "\$" are to Canadian dollars, and all references to "US\$" are to United States dollars, unless otherwise stated.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Dune Oil Corp. was incorporated under the laws of the State of Delaware in December 2015 under the name Park Place Energy Inc. The Company changed its name to Trillion Energy International Inc. on March 19, 2019, redomiciled from Delaware to British Columbia effective January 22, 2022, and changed its name

to Dune Oil Corp. on August 4, 2026. The Common Shares are listed on the CSE under the symbol "DUNE", and are also quoted on the OTCQB under the symbol "DUNXF" and traded on the Frankfurt Stock Exchange under the symbol "Z621". The Company carries on its business in Türkiye through subsidiaries. Its material operating subsidiary is Trillion Energy Exploration Türkiye JSC, also referred to as Trillion Energy International Petrol Arama Üretim ve Sondaj Hizmetleri A.Ş. ("**TET**"), which is wholly owned by the Company's wholly-owned subsidiary, Park Place Energy (Bermuda) Ltd. No other subsidiary of the Company is material. On January 9, 2026, TET entered into the M47 Farm-In Agreement (as defined below). See "*Block M47, Türkiye*" below. In April 2026, the Company disposed of the subsidiary that held its former interests in the SASB gas field and the Cendere oil field. As a result, the Company no longer has any material producing assets and does not currently generate operating revenue. The Company is now focused on oil exploration and potential development at Block M47 in southeastern Türkiye. See "*Block M47, Türkiye*" and "*Recent Developments*" below.

Block M47, Türkiye

Block M47 comprises the M47C3 and M47C4 petroleum exploration licence areas in the Cudi-Gabar petroleum province, within the Zagros Basin trend, in southeastern Türkiye. Derkim Poliüretan Sanayi ve Ticaret Anonim Şirketi ("**Derkim**") is the principal licence holder and Güney Yıldızı Petrol ("**GYP**") holds the remaining interest. Before giving effect to TET's farm-in, Derkim held an 80% interest and GYP held a 20% interest. Under a farm-in agreement with Derkim dated January 9, 2026, as amended (the "**M47 Farm-In Agreement**"), TET has a contractual right to earn up to a 29% interest in Block M47 in exchange for a total earn-in commitment of US\$15,000,000, to be satisfied through staged payments and the funding of exploration work. As part of the earn-in, TET is to bear 80% of the cost of the next two wells and certain seismic costs, after which costs are to be borne by the parties in proportion to their participating interests. The Company currently expects the remaining first-tranche first instalment of US\$4,172,413 to fund TET's share of the following Block M47 costs: approximately US\$1,000,000 for a new exploration well, approximately US\$600,000 for the 2026 seismic program, approximately US\$1,200,000 for the re-entry of C-1 and approximately US\$1,000,000 for the re-entry of C-2, with the balance unallocated and available for general and administrative and other costs. Each transfer of a licence interest to TET requires transfer documentation, approval by the General Directorate of Mining and Petroleum Affairs (*Maden ve Petrol İşleri Genel Müdürlüğü*, referred to herein as "**MAPEG**") and registration. The Company does not presently hold a registered 29% interest in Block M47, and no MAPEG transfer application or registration in favour of TET has been made to date.

As at September 1, 2026, TET had paid Derkim an aggregate of US\$800,000 under the M47 Farm-In Agreement. Under an addendum effective September 1, 2026 (the "**Fourth Addendum**"), a further US\$200,000 non-refundable extension fee was payable to Derkim on or before October 9, 2026, to be credited against the first instalment of the first tranche. In October 2026, the Company announced that it had advanced US\$200,000 for the commencement of the 2026 seismic program, which comprises approximately 40 kilometres of 2D seismic on the North discovery area and the South exploration lead and has an estimated budget of approximately US\$500,000 net to the Company. This advance satisfied the US\$200,000 extension fee payable on or before October 9, 2026 under the Fourth Addendum. Under the Fourth Addendum, TET's remaining obligations are: (i) the remaining first-tranche first instalment of US\$4,172,413, due November 15, 2026; (ii) the first-tranche second instalment of US\$2,377,587, due November 15, 2027; (iii) remaining back costs of US\$1,950,000 payable to Derkim, due November 15, 2027; and (iv) a separate second tranche of US\$5,500,000, due on the later of December 31, 2027 and the date on which more than 90% of the first tranche has been expended. If TET fails to pay the first instalment of the first tranche when due, Derkim may elect, at its discretion, to cancel TET's right to earn an interest in Block M47.

Under the M47 Farm-In Agreement, payment of the first instalment of the first tranche is to trigger an application to transfer a 10% licence interest to TET. Payment of the second instalment and the remaining back costs is to trigger an application to transfer a further 19% licence interest. Each transfer remains subject to MAPEG approval and registration, and there can be no assurance that any transfer will be approved or registered on a timely basis or at all. Under an escrow agreement made as of June 23, 2026 among Derkim, TET and a Turkish attorney acting as escrow agent, Derkim has delivered an executed application for the transfer and registration of a 29% licence interest in favour of TET, to be released upon payment of the first tranche. If the second tranche is not paid when due and the default is not cured within 20 days of notice, Derkim may cause de-registration documents to be filed with MAPEG for the transfer of the relevant interest back to Derkim. The escrowed documents remain subject to the terms and release conditions of the escrow agreement and to MAPEG approval.

Before TET's participation, Derkim drilled two wells on the western part of Block M47, outside the current area of interest; one did not reach its target depth and the other did not encounter hydrocarbons. Exploration subsequently focused on an oil fairway identified on the eastern and northeastern part of the block. In 2025, Derkim and GYP drilled the Çetinkaya-1 ("C-1") and Çetinkaya-2 ("C-2") wells, each of which encountered hydrocarbons. C-1 was drilled in 2025 to a total depth of approximately 2,455 metres and encountered light crude oil measuring approximately 32.2–32.4° API in multiple Cretaceous carbonate intervals. The principal reservoir target is the Derdere Formation of the Mardin Group, where approximately 9 metres of interpreted oil-bearing vuggy dolomite were identified between 2,439 and 2,448 metres. Petrophysical analysis indicates matrix porosity ranging between 4–7.5%, with corrected water saturations of approximately 20–30%, corresponding to interpreted oil saturations of 70–80%. High formation resistivities, oil-stained cuttings and oil recovered during drill-stem testing support the presence of hydrocarbons. The oil zone has not yet been independently perforated and production-tested. C-1 also identified additional hydrocarbon-bearing intervals above the Derdere, including the upper Beloka interval between approximately 2,370 and 2,395 metres and a heavily fractured limestone section between 2,396 and 2,416 metres. Subsequent technical analysis indicates that poor isolation and drilling-fluid invasion may have compromised production tests; therefore, a workover or sidetrack is required. C-2 was drilled approximately two kilometres northwest of C-1 in 2025 to a total depth of 1,852 metres, encountering several intervals with hydrocarbon indications. The well recovered oil-cut drilling fluid, with oil shows in a highly porous, fractured and vuggy dolomite interval between approximately 1,824.5 and 1,832.5 metres, where density-neutron and sonic logs indicate porosities ranging from approximately 17% to 30%. Significant drilling-fluid losses may indicate an interconnected, permeable system. A subsequent technical work program adopted a provisional 40–55% oil-saturation range. The Mardin/Derdere reservoir was not penetrated or tested. These findings support further evaluation of C-2 through selective testing and artificial lift, together with deepening the well to investigate the underlying Mardin reservoir and its hydrocarbon potential. Additional work and testing are required to determine whether commercial production can be established. Block M47 has no current production. Contingent and prospective resources have been assigned to Block M47, but it has no proved or probable reserves. See "*Oil and Gas Advisory*".

Operational activities and work programs on Block M47, including any drilling, workover or testing of C-1 and C-2, are subject to the applicable joint operating arrangements, decisions of the joint operating committee, the cooperation of Derkim and GYP, regulatory approvals and available financing. Under the Fourth Addendum, TET and Derkim agreed to support the appointment of technical advisers to the operating committee (Jordan Coleman and/or Burak Tolga Terzi), and TET is to make recommendations regarding workover and testing programs for C-1 and C-2.

Recent Developments

Disposition of Former Producing Assets

On April 7, 2026, the Company entered into an agreement to sell, for nominal cash consideration, the subsidiary that held its former interests in the SASB gas field and the Cendere oil field, and the sale was completed in April 2026. The purchaser assumed the subsidiary's pre-existing liabilities. The Company retained a 7% gross overriding royalty, which does not commence until cumulative post-closing production revenues exceed US\$7.5 million. Any future disposition of the underlying licences will crystallize the royalty, requiring payment to the Company of 7% of the gross value attributed to the licences in that disposition. The disposition reduced the Company's consolidated indebtedness by approximately US\$24.9 million and its working capital deficit by approximately US\$22.6 million. Following the disposition, the Company no longer has any material producing assets and does not expect to generate operating revenue unless and until commercial production is achieved at Block M47, which may not occur.

Block M47 Farm-In and Amendments

On January 9, 2026, TET entered into the M47 Farm-In Agreement with Derkim, under which TET may earn up to a 29% interest in Block M47 in exchange for a total earn-in commitment of US\$15,000,000, payable in two tranches. The M47 Farm-In Agreement has since been amended by four addenda which, among other things, extended the funding deadlines, restructured the first tranche into two instalments and provided for staged licence-transfer applications. As at the date of this Offering Document, TET has paid Derkim an aggregate of US\$1,000,000, including the US\$200,000 extension fee payable on or before October 9, 2026 under the Fourth Addendum, and TET's remaining payment obligations and the related licence-transfer process are as described under "*Block M47, Türkiye*" above.

Traynor Ridge Settlement

Under loan agreements dated July 1, 2023, TR1 Master Fund made two loans to the Company, then named Trillion Energy International Inc., in an aggregate original principal amount of US\$2,662,500 (the "**Traynor Indebtedness**"). The Company filed claims in the related receivership proceedings of TR1 Master Fund. The receiver disallowed those claims, and the Ontario Superior Court of Justice subsequently disallowed them and awarded costs against the Company. The Company appealed. The Company has entered into minutes of settlement dated September 21, 2026 to settle the Traynor Indebtedness, stated in the settlement to be US\$3,681,350 in principal and interest as at September 9, 2026, for \$1,000,000, subject to payment and the other terms of the settlement. The settlement requires the Company to discontinue its appeal, pay \$43,552.46 to the receiver for its cost award, pay an aggregate of \$40,000 to four brokers and pay \$1,000,000 to the receiver in full and final settlement of the Traynor Indebtedness. Payment was required on October 30, 2026, subject to an extension to November 30, 2026 in specified circumstances. The receiver has confirmed that the extension applies and that the settlement amount is payable on or before November 30, 2026. The Company has paid the \$43,552.46 cost award to the receiver and the \$40,000 payable to the brokers. The Company delivered a consent judgment, which is held in escrow pending payment. If the Company fails to pay the settlement amount when due, the receiver may take out the consent judgment for US\$3,681,350, together with pre-judgment interest at 1% per month from September 9, 2026, post-judgment interest at 1% per month and \$3,000 of costs, and may enforce it against the Company. The \$1,000,000 settlement amount has not been paid. The Company intends to pay it from the proceeds of the LIFE Offering. If the LIFE Offering does not close and the settlement amount is not paid on or before November 30, 2026, the receiver may take out and enforce the consent judgment. The Traynor Indebtedness will not be released until the settlement amount has been paid.

Debenture Settlement and Recapitalization

The Company had outstanding unsecured 12% convertible debentures issued under a trust indenture dated April 20, 2023, in an aggregate principal amount of approximately \$15 million. By written resolution of

the required debentureholders dated October 19, 2026, the debentureholders approved a settlement under which a deemed amount due of \$14,000,000 was converted into Common Shares at \$0.15 per Common Share. The CSE accepted the settlement in reliance on the financial hardship exemption in section 4.6(2)(b) of CSE Policy 4, and security holder approval was not obtained. The Company completed the settlement and issued 93,333,334 Common Shares (the "**Settlement Shares**"). The settlement was completed on October 27, 2026 (the "**Settlement Closing Date**"). All remaining amounts owing under the debentures were forgiven and extinguished, and the debentures were cancelled.

The Settlement Shares are subject to a contractual lock-up that commenced on the closing of the settlement, with staged releases over a period of 36 months following the closing of the LIFE Offering (10% at six months, a further 15% at each of 12 and 18 months and a further 20% at each of 24, 30 and 36 months). The lock-up will be automatically waived if the Company's LIFE Offering is not completed within 60 days of the Settlement Closing Date or raises less than \$8,000,000 in gross proceeds. The Settlement Shares also remain subject to any applicable statutory and CSE resale restrictions. The Common Shares issued in the management debt settlement described below are subject to the same contractual lock-up.

On October 15, 2026, the Company announced a proposed settlement of \$950,750 of indebtedness owed to directors, officers, management and consultants of the Company through the issuance of 6,338,333 Common Shares at a deemed price of \$0.15 per Common Share, subject to CSE approval. On October 23, 2026, the Company completed the settlement and issued an aggregate of 6,338,335 Common Shares (reflecting rounding by holder) to 15 creditors, including directors and officers of the Company and other consultants and creditors. These Common Shares are subject to a hold period of four months and one day under applicable securities laws and CSE policies and to the contractual lock-up applicable to the Settlement Shares.

Following the issuance of the Settlement Shares, the Common Shares issued in the management debt settlement and the final tranche of the 2026 Private Placement (as defined below), there are 166,707,697 Common Shares issued and outstanding.

2026 Private Placement and Debt Settlements

Between April and October 2026, the Company completed several tranches of a non-brokered private placement of units at a price of \$0.15 per unit. Each unit consisted of one Common Share and one-half of one Common Share purchase warrant, with each whole warrant exercisable at \$0.25 for 12 months from issuance. Following the final tranche on October 22, 2026, the Company had issued an aggregate of 16,997,968 units for cash gross proceeds of \$2,549,695.20. On the same terms, it had also issued an aggregate of 8,413,653 units to settle approximately \$1,262,048 of indebtedness owed to arm's length and non-arm's length creditors, including 3,294,536 units issued to insiders of the Company. The debt settlements were non-cash transactions and did not generate any proceeds. In connection with the closings in May and June 2026, the Company paid cash finder's fees of \$53,240.05 and issued 286,134 non-transferable broker warrants, each exercisable at \$0.25 for 12 months. On October 15, 2026, the Company announced that it had increased the maximum size of the private placement, including amounts closed to date and debt settlements, to \$4,000,000, or up to 26,666,667 units.

Share Consolidation and Corporate Name Change

Effective April 24, 2026, the Company consolidated its Common Shares on the basis of five pre-consolidation Common Shares for one post-consolidation Common Share, reducing the number of issued and outstanding Common Shares from 208,122,285 to approximately 41,624,457. Outstanding convertible securities were adjusted on the same basis. On August 4, 2026, the Company changed its name from Trillion

Energy International Inc. to Dune Oil Corp. The Common Shares trade on the CSE under the symbol "DUNE", and, effective September 14, 2026, are quoted on the OTCQB under the symbol "DUNXF".

Management and Governance

On August 27, 2026, Scott Lower, the Company's President, was also appointed Chief Executive Officer. He succeeded Sean Stofer, who had served as Interim Chief Executive Officer and continues as Chairman of the Board and a director. On the same date, Jordan Coleman was appointed Chief Operating Officer and Neil Maedel was appointed to the Board. David Thompson is the Chief Financial Officer of the Company.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document.

Business Objectives and Milestones

What are the business objectives that we expect to accomplish using the available funds?

The Company's principal business objectives are to: (i) pay the \$1,000,000 settlement amount owing under the Traynor settlement; (ii) pay its near-term payment obligations under the M47 Farm-In Agreement; (iii) preserve TET's contractual right to earn an interest in Block M47; (iv) fund its share of seismic and drilling on Block M47, including the re-entry of the C-2 well for deepening and testing, a sidetrack, deviated or lateral, of the C-1 well, an exploration well tentatively planned on the South Lead (subject to seismic results) and approximately 40 kilometres of seismic works on the North discovery area and the South exploration lead; (v) fund general corporate purposes; and (vi) provide working capital. See "*Recent Developments - Traynor Ridge Settlement*" and "*Block M47, Türkiye*".

The Company expects to have sufficient available funds to meet its anticipated business objectives and liquidity requirements for at least 12 months following completion of the LIFE Offering.

The following table sets out a detailed description of Dune's business objectives

Business Objective	Significant Event to Achieve Business Objective	Expected Period	Estimated Cost (Assuming 100% of the LIFE Offering) ⁽¹⁾
Traynor Settlement	Pay the \$1,000,000 settlement amount to the receiver so that the Traynor Indebtedness is released	On or before November 30, 2026	\$1,000,000
Block M47 Seismic and Drilling	Pay the remaining first-tranche first instalment of US\$4,172,413 under the M47 Farm-In Agreement	On or before November 15, 2026	\$5,799,654 ⁽²⁾
	(i) Re-entry of the C-2 well for deepening and testing; (ii) a sidetrack, deviated or lateral, of the C-1 well; (iii) an exploration well tentatively planned on the South Lead (subject to seismic results); and (iv) approximately 40 kilometres of seismic works on the North discovery area and the South exploration lead	Commencing in the fourth quarter of 2026 and continuing through 2027	Nil ⁽³⁾

Business Objective	Significant Event to Achieve Business Objective	Expected Period	Estimated Cost (Assuming 100% of the LIFE Offering) ⁽¹⁾
General Corporate Purposes	Fund ongoing corporate administration, regulatory compliance, investor relations and general operating requirements	Ongoing	\$426,346
Working Capital	Fund general working capital requirements, other than any significant acquisition, restructuring transaction or other transaction restricted under the listed issuer financing exemption	Ongoing	Nil
Total Available Funds			\$7,226,000

Notes:

- (1) Assumes the completion of the maximum LIFE Offering and that \$1,000,000 of LIFE Units are sold to purchasers on the President's List.
- (2) Based on an exchange rate of US\$1.00 = C\$1.39. The Canadian-dollar amount required will vary with the exchange rate at the time of payment.
- (3) Block M47 work-program activities are to be funded from the joint earn-in account under the M47 Farm-In Agreement, including the first-tranche instalment set out above. No additional amount has been allocated.

The LIFE Offering is not subject to a minimum amount. The Company expects to fund its business objectives over the next 12 months from the net proceeds of the LIFE Offering, and will reduce, defer or re-prioritize planned expenditures as necessary.

USE OF AVAILABLE FUNDS

Available Funds

What will our available funds be upon the closing of the LIFE Offering?

		Assuming 100% of the LIFE Offering ⁽⁶⁾
A	Amount to be raised by the LIFE Offering ⁽¹⁾	\$8,300,000
B	Selling commissions and fees ⁽²⁾	\$624,000
C	Estimated offering costs (e.g., legal, accounting, audit) ⁽³⁾	\$150,000
D	Net proceeds of offering: $D = A - (B + C)$	\$7,526,000
E	Working capital (deficiency) as at most recent month end ⁽⁴⁾	(\$300,000)
F	Additional sources of funding	Nil
G	Total Available Funds: $G = D + E + F$⁽⁵⁾	\$7,226,000

Notes:

- (1) Represents the gross proceeds from the LIFE Offering. Assumes the maximum LIFE Offering.
- (2) Assumes a cash commission of 8.0% on the gross proceeds of LIFE Units sold under the LIFE Offering, reduced to 4.0% on \$1,000,000 of gross proceeds from purchasers on the President's List (as defined herein). The Agents will also receive Broker Warrants (as defined herein). See "*Fees and Commissions*" below for additional information.
- (3) Represents the estimated offering costs of the LIFE Offering, including the Company's legal, accounting and audit fees and the expenses of the Agents payable by the Company, including the fees and disbursements of the Agents' legal counsel of up to \$75,000 (exclusive of applicable taxes and disbursements).
- (4) The working capital as at September 30, 2026. This amount is an estimate of management; actual results may differ. See "*Cautionary Statement Regarding Forward-Looking Information*" section above.
- (5) Total available funds do not include any proceeds that may be received upon the exercise of the Warrants or the Broker Warrants.
- (6) Figures in the table are rounded to the nearest dollar.

Use of Available Funds

How will we use the available funds?

The Company intends to use the total available funds as described in the table below:

Description of Intended Use of Available Funds, in Order of Priority ⁽¹⁾	Assuming 100% of the LIFE Offering (C\$)
Payment of the Traynor settlement amount	\$1,000,000
Payment of the remaining first-tranche first instalment of US\$4,172,413 under the M47 Farm-In Agreement, to fund TET's share of the Block M47 seismic and drilling program	\$5,799,654
Additional Block M47 seismic and drilling expenditures	Nil
General corporate purposes	\$426,346
Working capital ⁽²⁾	Nil
Total Available Funds	\$7,226,000

Notes:

- (1) The Company intends to use \$1,000,000 of the available funds to pay the settlement amount owing under the Traynor settlement, which is to result in the release of the Traynor Indebtedness. See "*Recent Developments - Traynor Ridge Settlement*". Payments under the M47 Farm-In Agreement are made to earn an interest in Block M47 and are expected to fund TET's share of seismic and drilling on Block M47, including the re-entry of the C-2 well for deepening and testing, a sidetrack, deviated or lateral, of the C-1 well, an exploration well tentatively planned on the South Lead (subject to seismic results) and approximately 40 kilometres of seismic works on the North discovery area and the South exploration lead. See "*Block M47, Türkiye*".
- (2) Funds included in working capital may be used for general corporate purposes and operational requirements, including Block M47 expenditures that have not yet been approved, other than any significant acquisition or restructuring transaction or any transaction for which the Company seeks security holder approval, subject to applicable securities laws.

The above noted allocation and anticipated timing represents the Company's current intentions with respect to its use of the net proceeds of the LIFE Offering based on current knowledge, planning and expectations of management of the Company, which could change in the future as such knowledge, planning and expectations continue to evolve. Although the Company intends to expend the total available funds as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan. The Company does not currently generate operating revenue and expects to have negative cash flow from operating activities unless and until commercial production is achieved at Block M47.

The most recent audited consolidated annual financial statements and condensed interim financial statements of the Company included a going concern note. The Company has an accumulated deficit and is expected to incur further losses, which may cast doubt on the Company's ability to continue as a going concern. The LIFE Offering is intended to permit the Company to advance its business objectives and is not expected to affect the decision to include a going concern note in future consolidated financial statements of the Company.

See "*Cautionary Statement Regarding Forward-Looking Information*" above.

Use of Funds from Previous Financings

How have we used the other funds we have raised in the past 12 months?

Previous financing activities outlined in the following table refer to funds received or raised, as applicable, in connection with a non-brokered private placement of units at \$0.15 per unit (the "**2026 Private Placement**"), comprising 11,042,668 units issued between April and July 2026 for gross proceeds of \$1,656,400.20, a further 2,816,667 units issued in September 2026 for gross proceeds of approximately \$422,500 and a further 3,138,633 units issued on October 22, 2026 for gross proceeds of approximately \$470,795, for aggregate cash gross proceeds of approximately \$2,549,695. Units issued to settle indebtedness on the same terms were non-cash transactions, did not generate proceeds and are not included in this table.

No other cash financings were completed in the 12 months before the date of this Offering Document, and the Company has not raised any funds under the listed issuer financing exemption. During that period the Company also issued Common Shares in non-cash transactions that generated no proceeds and are not included in the table: units issued in settlement of indebtedness under the 2026 Private Placement, the 93,333,334 Settlement Shares issued on settlement of the convertible debentures and the 6,338,335 Common Shares issued in the management debt settlement.

Previous Financing	Intended Use of Funds	Explanation of Variances and Impact on Business Objectives and Milestones
2026 Private Placement	To fund contractual work-program obligations under the M47 Farm-In Agreement, investor relations activities, the expenses of the private placement, and general working capital and corporate purposes. Of the cash proceeds, US\$1,000,000 was paid to Derkim under the M47 Farm-In Agreement (US\$500,000 in May 2026, a US\$300,000 extension fee in July 2026 and US\$200,000 in early October 2026), and the balance was used for general and administrative expenses and general working capital purposes.	The proceeds were used for their intended purposes. There was no material variance and no impact on the Company's business objectives and milestones.

FEES AND COMMISSIONS

Involvement of dealers or finders and their fees

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

Agents:	Research Capital Corporation, as lead agent and sole bookrunner, on behalf of a syndicate, including Canaccord Genuity Corp.
Commission:	A cash commission equal to 8% of the gross proceeds of the LIFE Offering, reduced to 4% in respect of up to \$1,000,000 of gross proceeds from the purchasers on a president's list provided by the Company (the " President's List "). In addition, the Agents will be granted non-transferable warrants (" Broker Warrants ") in an amount equal to 8% of the number of LIFE Units sold pursuant to the LIFE Offering, reduced to 4% for purchasers on the President's List. Each Broker Warrant will entitle the holder thereof to acquire one Unit at a price of \$0.10 for a period of 36 months from the date of issuance. The Broker Warrants, and any securities issued on the exercise of the Broker Warrants, will be subject to a hold period expiring four months and one day from the date of issuance of the Broker Warrants.

Dealer Conflicts

Does the dealer have a conflict of interest?

To the knowledge of the Company, it is not a "related issuer" or "connected issuer" of or to any of the Agents, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

PURCHASERS' RIGHTS

Purchasers' rights

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right:

- (a) to rescind your purchase of these securities with the Company, or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION

Additional Information

Where can you find more information about us?

Security holders can access the Company's continuous disclosure record on SEDAR+ (www.sedarplus.ca) under Dune's issuer profile and on the Company's corporate website (www.duneoil.ca).

U.S. Securities Law Matters

The LIFE Units, and the Common Shares, Warrants and Warrant Shares comprising or underlying the LIFE Units, as applicable, have not been and will not be registered under the U.S. Securities Act or any U.S. state securities laws, and may not be offered or sold to, or for the account or benefit of, persons in the United States or U.S. Persons, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and all applicable U.S. state securities laws. LIFE Units may be offered or sold to, or for the account or benefit of, persons in the United States or U.S. Persons that are "accredited investors" (as such term is defined in Rule 501(a) of Regulation D under the U.S. Securities Act) ("**U.S. Accredited Investors**") or "qualified institutional buyers" (as such term is defined in Rule 144A under the U.S. Securities Act) that are also U.S. Accredited Investors, pursuant to the exemption from the registration requirements of the U.S. Securities Act provided by Rule 506(b) of Regulation D under the U.S. Securities Act, and similar exemptions under all applicable U.S. state securities laws, and such LIFE Units, and the Common Shares, Warrants and Warrant Shares comprising or underlying such LIFE Units, as applicable, will be "restricted securities" within the meaning of Rule 144 under the U.S. Securities Act, subject to certain restrictions on transfer, and may be represented by definitive certificates or other instruments bearing a legend regarding such restrictions. The Warrants may not be exercised in the United States or by or on behalf of a person in the United States or a U.S. Person unless the Warrant Shares are registered under

the U.S. Securities Act and applicable U.S. state securities laws or an exemption from such registration requirements is available. This Offering Document does not constitute an offer to sell or a solicitation of an offer to buy any LIFE Units, Common Shares, Warrants or Warrant Shares to, or for the account or benefit of, persons in the United States or U.S. Persons.

Prospective investors should read this Offering Document and consult with their own professional advisors to assess the tax, legal, risk factors and other aspects of their investment in the LIFE Units.

DATE AND CERTIFICATE

Certificate

This offering document, together with any document filed under Canadian securities legislation on or after October 30, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: October 30, 2026

(signed) "Scott Lower"

Scott Lower
President and Chief Executive
Officer

(signed) "David Thompson"

David Thompson
Chief Financial Officer