



A new US / Venezuela oil and gas company

SEED ROUND — US\$1,000,000

INVESTOR PRESENTATION

Closing 30 June 2026

VenUS Oil & Gas Company is a newly incorporated Texas, USA oil and gas company with a business plan to drill for oil and gas in Venezuela.

- Seeking seed capital of US\$1 million in June 2026 to get set up
- Will apply for licences, permits and government approvals in the US and Venezuela
- Further capital raisings expected over the next 12–18 months (Series A through to Listing)
- Planning to list the Company on the NYSE within 2 years

US\$1M

Seed Capital

2 Years

Target NYSE Listing

\$185M+

Series A → Listing

- **Largest proven reserves on earth:** Venezuela holds over 300 billion barrels — approximately 20% of total global proven reserves, nearly matching the entire Middle East.
- **Concentrated in the Orinoco Belt** (heavy/extra-heavy crude) and Maracaibo Basin (conventional crude).
- **Significant under-production:** Current output is only ~1 million barrels/day versus Saudi Arabia's ~10 million barrels/day.
- **Production constrained** by ageing infrastructure, chronic under-investment, and historically tight government controls.
- **Recent legal changes** now open Venezuela's oil sector to private companies for the first time in 20 years.

300 billion barrels

Proven oil reserves — the largest in the world, representing ~20% of global totals

- **9th largest natural gas reserves globally:** approximately 5.5 trillion cubic metres — around 60% of South America's total proven gas reserves.
- **Chronic under-investment:** gasfields suffer from insufficient infrastructure and tight government controls, creating significant opportunity.
- **Synergy with oil operations:** roughly 80% of gas extracted is a by-product of oil drilling, making combined operations highly efficient.
- **Revenue diversification:** gas prices are more stable than oil prices, providing a responsibly diversified income stream.
- **First-mover advantage:** as one of the first US private operators, VenUS Oil is well positioned to secure the most attractive gas opportunities.

5.5 trillion m³

Natural gas reserves — 9th largest globally, ~60% of South America's total

Opportunities We Will Focus on Early



OIL

- Joint ventures with PDVSA to drill existing Orinoco Belt oilfields
- Joint ventures with major US oil companies active in Venezuela
- Exploring and drilling underdeveloped second-tier oilfields
- Acquiring positions from US-sanctioned competitors forced to exit
- Providing oilfield services to incoming oil companies



GAS

- Pairing gas extraction alongside all oil drilling activities
- Joint ventures with second-tier operators lacking gas offtake capacity

- Incorporated in Texas, USA, with a wholly-owned operating subsidiary being formed in Venezuela
- Founded by experienced US oil industry executives and investors from Texas
- Recruiting US directors and a US management team from the oil industry, alongside a local Venezuelan operating team
- All oil drilled in Venezuela will be exported to and sold into the US market
- HQ in Houston, USA | Operations base in Caracas, Venezuela

Houston, USA

Headquarters / Capital | 29.76°N — 95.36°W

Caracas, Venezuela

Operations Base | 10.48°N — 66.90°W

Proposed Capital Raising Rounds



| Round | Timing | Raising | Purpose |
|----------|---------------|---------------|--|
| Seed | June 2026 | \$1,000,000 | Establishment costs |
| Series A | December 2026 | \$10,000,000 | Venezuela approvals and licences |
| Series B | June 2027 | \$25,000,000 | Funding for first project |
| Series C | December 2027 | \$50,000,000 | Pre-listing private equity capital |
| Listing | June 2028 | \$100,000,000 | Expansion capital for further projects |

Indicative Only — Subject to Change

Proposed Terms for this Seed Round



| | |
|---------------------------|--|
| Seed Capital | US\$1,000,000 |
| Timing | June 2026 |
| Minimum Investment | US\$50,000 |
| Maximum Investment | US\$100,000 |
| Open To | Invitation only |
| Restrictions | Accredited investors only |
| Payments Accepted | Fiat (USD) or Crypto (BTC, ETH, USDT, USDC) |
| Share Price | \$0.05 per share |
| Options | One option per share subscribed — exercise in Series A at \$0.05 |
| Exit Strategy | Listing on NYSE (expected within 2 years) |

Indicative Only — Subject to Change

Proposed Cap Table



SHARES

| Round | Shares | Issue Price | Funds Raised | Total Raised |
|----------|-------------|-------------|---------------|----------------|
| Founders | 50,000,000 | \$0.01 | \$500,000 | \$500,000 |
| Seed | 20,000,000 | \$0.05 | \$1,000,000 | \$1,500,000 |
| Series A | 50,000,000 | \$0.20 | \$10,000,000 | \$13,500,000 * |
| Series B | 50,000,000 | \$0.50 | \$25,000,000 | \$38,500,000 |
| Series C | 66,666,667 | \$0.75 | \$50,000,000 | \$88,500,000 |
| Listing | 100,000,000 | \$1.00 | \$100,000,000 | \$188,500,000 |

OPTIONS

| Round | Number of Options | Exercise Price | Funds Raised (if exercised) | Exercisable |
|----------|-------------------|----------------|-----------------------------|-------------|
| Founders | 50,000,000 | \$0.01 | \$500,000 | At Listing |
| Seed | 20,000,000 | \$0.05 | \$1,000,000 | Series A * |

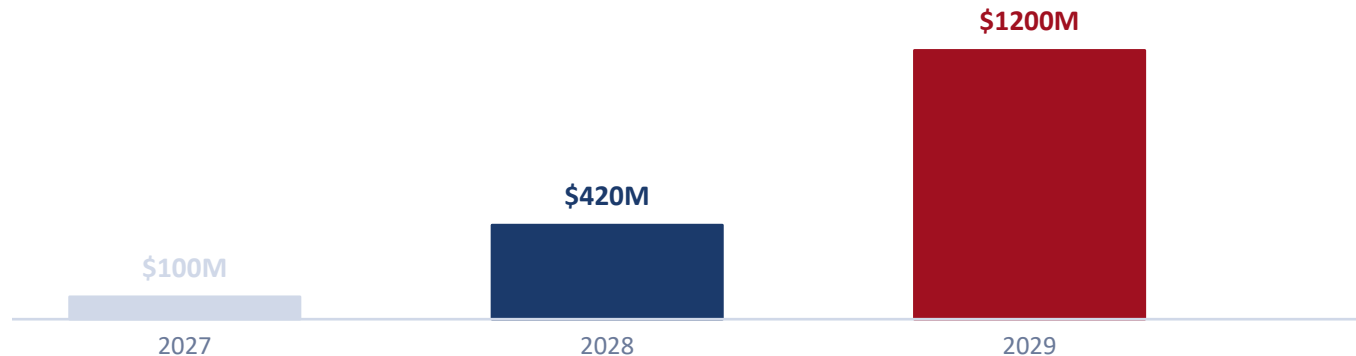
* Includes \$2M in options exercised during Series A. Indicative Only — Subject to Change

Financial Projections / Valuation



| Year | Barrels (Oil) | Brent Crude | Revenues (USD) | Expenses (USD) | Gross Profit | PE Ratio | Enterprise Value |
|------|---------------|-------------|----------------|----------------|--------------|----------|------------------|
| 2027 | 10,000,000 | \$100/bbl | \$100M | \$80M | \$20M | x 5 | \$100M |
| 2028 | 20,000,000 | \$90/bbl | \$180M | \$120M | \$60M | x 7 | \$420M |
| 2029 | 40,000,000 | \$80/bbl | \$320M | \$200M | \$120M | x 10 | \$1,200M |

Enterprise Value Growth (USD)



Application of Funds



The US\$1,000,000 seed raise will fund the critical set-up activities needed to launch VenUS Oil & Gas:

Offices

Establishing offices in Houston and Caracas

Legal

US legal counsel and Venezuela legal counsel

Sanctions

OFAC sanctions approvals and compliance

Government

Meetings and engagement with Venezuelan government

Comms

Public relations and communications

People

Recruitment of management and operating teams

Technical

Oil/gas industry consultants and geologists

Finance

Accounting, audit, and administration

Series A

Preparation for Series A fundraising

Joseph Beloit

Oil Industry Executive

Joseph is an oil industry executive in Texas with over 25 years of experience in drilling and exploration. Supported by his team at JSK Oilfield Service, he brings the skills and experience needed to assess and act on oil & gas opportunities in Venezuela.

Darren Olney-Fraser

International Lawyer

Darren is an international lawyer with over 35 years of experience in law and business. Supported by his team at Olney-Fraser, he brings the skills and experience needed to oversee the legal challenges underlying these opportunities in Venezuela and raise funds for this initiative.



How to Invest

Send your signed Subscription Application to:

Mr Christopher Eldridge

Manager, Investor Relations

chris@venusoilgas.com

www.venusoilgas.com

Applications close 30 June 2026 | If you do not have a Subscription Application, please email Mr Eldridge

- VenUS Oil & Gas Company is incorporated in Texas, USA ('the Company').
- This is a potential opportunity to be a seed investor in the Company. Neither this presentation document, nor our Subscription Application, is an invitation to subscribe for shares in the Company.
- All information provided in this investor presentation is indicative only and subject to change. Prospective investors should do their own due diligence.
- You may, as a consequence of expressing your interest, be invited to subscribe for shares that may be issued in the Company. A Private Placement Memorandum (PPM) may be sent to invited investors.
- The Seed Round is expected to be an exempt private placement under Rule 504 of Regulation D of the Securities Act of 1933 (USA). We may choose to limit participation to accredited investors only.
- Any prospective investment opportunity will not be promoted to investors until all necessary approvals, disclosures, filings and legal documents are in place and a PPM is issued. OFAC approvals may be required. Anti Money Laundering rules will be applied. All activities are subject to necessary government approvals in the US and Venezuela.
- We will accept fiat (USD) or crypto (BTC, ETH or USDT/C). Accredited investors from anywhere in the world are welcome (except sanctioned countries or individuals). Subscription Applications close 30 June 2026.