

**Zefiro
Methane
Corp.**

Cboe Canada: ZEFI Frankfurt: Y6B OTCQB: ZEFIF

Zefiro Methane Corp.’s Subsidiary Completes Recapitalization of Plants & Goodwin, Inc. and Acquisition of 100% of the Outstanding Common Stock

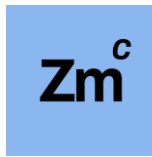
FORT LAUDERDALE, FLORIDA – SEPTEMBER 30, 2024 - ZEFIRO METHANE CORP. (Cboe Canada: ZEFI) (Frankfurt: Y6B) (OTCQB: ZEFIF) (the “Company”, “Zefiro”, or “ZEFI”) is pleased to announce that further to its press release dated [August 6, 2024](#), Zefiro’s subsidiary, Plants & Goodwin, Inc. (“P&G”) has completed the previously announced transaction (the “Transaction”) to acquire the remaining common shares of P&G from Luke Plants in exchange for newly issued preferred stock in P&G pursuant a Securities Exchange Agreement.

Following closing of the Transaction, Zefiro Methane Holding LLC, an indirect wholly owned subsidiary of Zefiro, owns 100% of the common shares of P&G and Luke Plants owns approximately 7.01 million newly issued Series A Convertible Preferred Shares of P&G (the “Preferred Shares”) that entitle him to, in addition to other customary rights, (a) a US\$1.00 per share initial liquidation preference and (b) a 10% per annum dividend, payable in kind, until the later of June 30, 2028 or the achievement of US\$10 million in June-to-June annual operating cash flow at P&G (after which dividends will be payable in cash). The Preferred Shares are redeemable at P&G’s option at the liquidation preference (including any accrued but unpaid dividends) following the earlier of Luke Plants’ termination as an employee of Zefiro and its affiliates or the second anniversary of the closing of the Transaction. The Preferred Shares will automatically convert at a conversion price of US\$1.20 per share upon the completion of a qualified public offering of P&G or an affiliate of P&G (the “IPO Issuer”) on a nationally recognized U.S. stock exchange into common stock of the IPO Issuer.

Reporters/Media: For any questions or to arrange an interview with Dr. Debs or Mr. Plants, please contact Rich Myers of [Profile Advisors](#) (New York City) by email at media@zefiromethane.com or by telephone at +1 (347) 774-1125.

About Zefiro Methane Corp.

Zefiro is an environmental services company, specializing in methane abatement. Zefiro strives to be a key commercial force towards Active Sustainability. Leveraging decades of operational expertise, Zefiro is building a new toolkit to clean up air, land, and water sources directly impacted by methane leaks. The Company has built a fully integrated ground operation driven by an



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innovative monetization solution for the emerging methane abatement marketplace. As an originator of high-quality U.S.-based methane offsets, Zefiro aims to generate long-term economic, environmental, and social returns.

On behalf of the Board of Directors of the Company,

ZEFIRO METHANE CORP.

“Talal Debs”

Talal Debs, Founder & CEO

For further information, please contact:

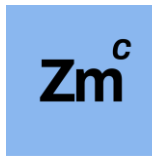
Zefiro Investor Relations
1 (800) 274-ZEFI (274-9334)
investor@zefiromethane.com

For media inquiries, please contact:

Rich Myers - Profile Advisors (New York)
media@zefiromethane.com
+1 (347) 774-1125

Forward-Looking Statements

This news release contains “forward-looking information” within the meaning of applicable Canadian securities legislation, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking information is often, but not always, identified by the use of words such as “seeks”, “believes”, “plans”, “expects”, “intends”, “estimates”, “anticipates” and statements that an event or result “may”, “will”, “should”, “could” or “might” occur or be achieved and other similar expressions. In particular, this news release contains forward-looking information including statements regarding: the Preferred Shares, including their issuance, redemption or conversion; any future public offering of stock; the timing and completion of any qualified public offering and the potential for listing on a nationally recognized U.S. stock exchange; liquidity and use of debt capital; commercial expansion initiatives; operational presence and operating expenses; project financing; the Company’s goal to reduce emissions from end-of-life oil and gas wells and reduce methane gas; the Company’s partnerships with industry operators, state agencies, and federal governments; the Company’s expectations for continued increases in revenues and EBITDA growth as a result of these



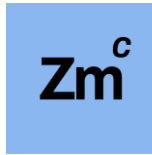
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partnerships; the Company's intentions to build out its presence in the United States; the anticipated federal funding for orphaned well site plugging, remediation and restoring activities; the Company's expectations to become a growing environmental services company; the Company's ability to provide institutional and retail investors alike with the opportunity to join the Active Sustainability movement; the Company's ability to generate long-term economic, environmental, and social returns; and other statements regarding the Company's business and the industry in which the Company operates. The forward-looking information reflects management's current expectations based on information currently available and are subject to a number of risks and uncertainties that may cause outcomes to differ materially from those discussed in the forward-looking information. Although the Company believes that the assumptions and factors used in preparing the forward-looking information are reasonable, undue reliance should not be placed on such information and no assurance can be given that such events will occur in the disclosed timeframes or at all. Factors that could cause actual results or events to differ materially from current expectations include, but are not limited to: (i) adverse general market and economic conditions; (ii) changes to and price and volume volatility in the carbon market; (iii) changes to the regulatory landscape and global policies applicable to the Company's business; (iv) failure to obtain all necessary regulatory approvals; and (v) other risk factors set forth in its Prospectus dated April 8, 2024 under the heading "Risk Factors". The Company operates in a rapidly evolving environment where technologies are in the early stage of adoption. New risk factors emerge from time to time, and it is impossible for the Company's management to predict all risk factors, nor can the Company assess the impact of all factors on Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ from those contained in any forward-looking information. Forward-looking information in this news release is based on the opinions and assumptions that management considered reasonable as of the date hereof, including, but not limited to, the assumption that general business and economic conditions will not change in a materially adverse manner. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information. The forward-looking information included in this news release is made as of the date of this news release and the Company expressly disclaims any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable law.

No Offer of Securities

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.



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Statement Regarding Third-Party Investor Relations Firms

Disclosures relating to investor relations firms retained by Zefiro Methane Corp. can be found under the Company's profile on SEDAR+ at www.sedarplus.ca.

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