



PHOENIX | CAPITAL
GROUP

GET UP TO

13%
ANNUAL
YIELD

**LOOKING FOR SHELTER FROM
A VOLATILE EQUITY MARKET?**

**PASSIVE & FIXED
MONTHLY RETURNS.**

INVESTOR GUIDE

Investing involves risks. See disclaimers
at the end of these materials for more
important information.

FP010625



COMPANY OVERVIEW

Phoenix Capital Group, LLC aims to make energy investments accessible to accredited investors with 9-13% annual yields.

We began this journey as a small company reaching out to small landowners. We wanted to expand rapidly, but reaching out for big institutional investments meant that we'd lose a large part of the equity we'd worked so hard to build. The JOBS Act of 2012¹ allows us to reach out to a large audience of investors. We are in a position to raise funds and generate value for investors in a way that inspires us and aligns with our values, and we can keep the value we've earned.

**ENERGIZE
YOUR
FINANCES
WITH 9-13%**
ANNUAL
YIELD

Phoenix Capital Group provides access to yield-producing energy assets. Accredited investors can now get high-yield energy sector returns by participating in our Regulation D offerings, starting with as little as \$25,000. We have a variety of offerings with various terms and rates.

**YOUR
TERMS.
YOUR
RETURNS.**

1. <https://www.sec.gov/spotlight/jobs-act>

OUR ADVANTAGE

We have invested significant capital in our proprietary, internally-developed software system that allows us to identify, underwrite, and acquire opportunities that fit our desired criteria and potential for yield and recurring cash flows. Coupled with a highly motivated and experienced team, we aim to uncover exciting opportunities in this unique oil market.

Our insight is a key asset.



STRATEGIC

Phoenix aims to acquire royalties and working interest projects that we believe will afford the company high monthly cash flow potential, short-to-medium-term payback, and long-term (20+ years) cash flows on production.¹



EFFICIENT

Due to its technology-driven business model, Phoenix Capital Group aims to effectively manage its operational costs.



CONSISTENT

Phoenix's strategy is to utilize debt capital to acquire assets that generate cash flows with the goal of achieving corporate returns in excess of the cost of capital. Phoenix Capital Group aims to manage corporate risk through experienced underwriting and hedging.

DATA-DRIVEN SOFTWARE

Our software powers our data-driven approach in identifying assets by combining land, mineral, and internal data into easy-to-use analysis tools. Data is gathered through industry-leading subscription-based tools with customizations specific to Phoenix Capital Group's targeted acquisition model.



Note: Past performance is not indicative of future results

¹ These forward looking statements are estimated by management based on management's current expectations (including information from independent third party reserve reports) and are not a guarantee of actual performance. These cash flow projections are not related to investor returns or distributions.

OUR PORTFOLIO

\$2.35B
ESTIMATED RESERVES¹

\$25M
MONTHLY REVENUE²

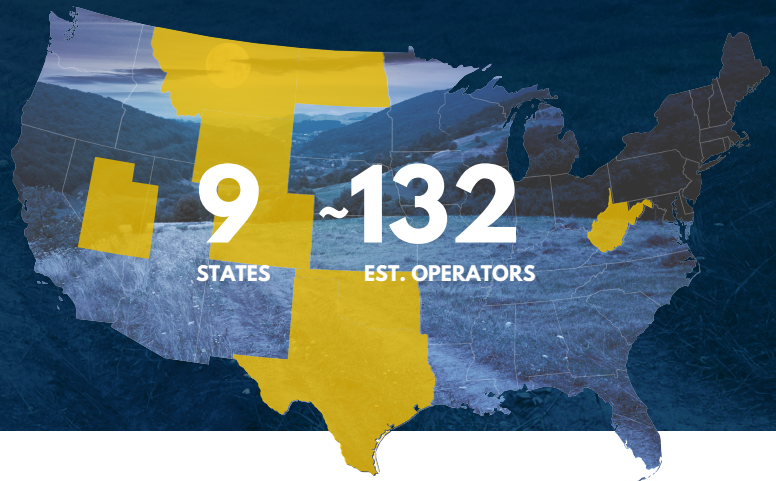
Phoenix Capital Group focuses on domestic assets in strategic regions. Using our proprietary technology, we identify mineral rights and non-operated working interests within the Williston, Powder River, Permian, Uintah, and the Denver Julesburg "DJ" Basins. The Company is continually seeking expansion opportunities within these regions and in new markets. Our software database holds more than a 100,000 additional opportunities.

85,693
▲ **48%**
NET ROYALTY ACRES
OF MINERALS³
SINCE LAST YEAR

163,403
▲ **32%**
NET MINERAL ACRES
OF LEASEHOLD³
SINCE LAST YEAR

6,707
▲ **32%**
GROSS ACTIVE WELLBORES⁴
SINCE LAST YEAR

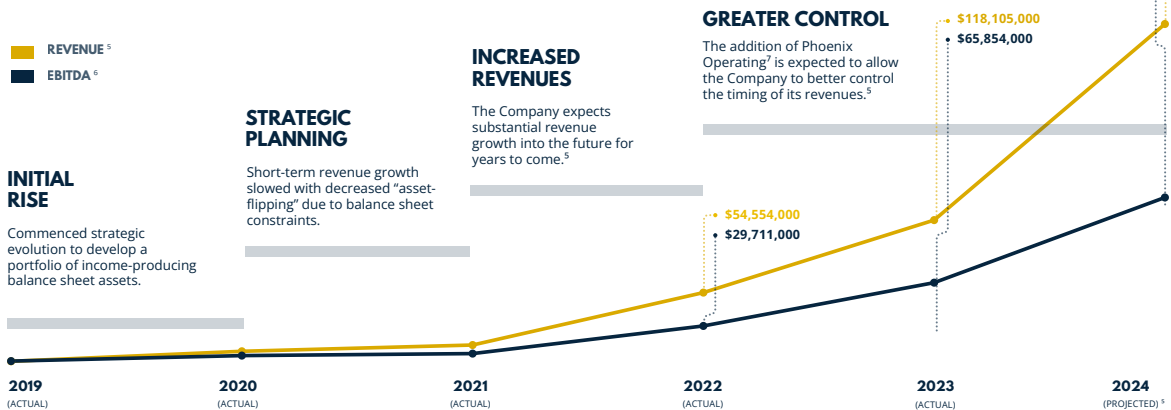
15,000
▲ **104%**
NET DAILY PRODUCTION
(BARRELS PER DAY)
SINCE LAST YEAR



PROJECTIONS 2024⁶

We take a total return approach to optimize income through royalty and non-operated working interests in highly productive formations under operators with advanced drilling technologies.

Our software provides critical market intelligence and ranking to unlock value. This is our core competitive advantage and the strategy that built our portfolio of income producing balance sheet assets.



Note: Metrics referencing active wellbores, production volumes, states, and estimated operators provided as of Sep 30, 2024.

- PV-10 of estimated reserves as of Sep 30, 2024, which consists of (a) proved, developed, and producing reserves valued at \$522MM; (b) proved undeveloped reserves valued at \$381MM; and (c) probable reserves valued at \$1,455MM. We calculate PV-10 as the discounted future net cash flows attributable to our proved oil and natural gas reserves before income taxes, discounted at 10% annually. PV-10 is not a substitute for the standardized measure of discounted future net cash flows. Estimates were calculated using an average price equal to the unweighted arithmetic average of hydrocarbon prices received on a field-by-field basis on the first day of each month of the 12 months ended Sep 30, 2024, in accordance with SEC guidelines. Neither PV-10 nor the standardized measure of discounted future net cash flows purport to represent the fair value of our oil and natural gas reserves. Sale proceeds may be significantly lower than estimated reserves. For more information, see the Disclosure.
- For the six month period, ending Sep 30, 2024.
- Accumulated acreage data provided as of Sep 30, 2024. The presented totals represent all evaluated acreage in the company's consolidated portfolio, as well as unevaluated acreage in the company's "core" basins of operation (the Williston, DJ, PRB, and Permian basins). Totals exclude an approximate 437,500 net royalty acres outside the company's core basins. When deriving net royalty acreage, the company assumes a 20% lease rate burden on unleased holdings.
- Gross active wellbores are inclusive of (1) actively producing wells; and (2) active wells in progress (that is, wells drilled/being drilled, drilled but not yet completed, and completed not yet producing)
- Monthly revenue also includes accrued revenue, ensuring a comprehensive financial reflection.
- Actual figures are based on the Dec. 31, 2023, 1-K SEC filing. Current revenue forecasts are as of Sep 30th, 2024. If oil and natural gas prices, either spot pricing or futures pricing, were to decrease so too would the revenue projections. Run at NYMEX strip pricing as of Sept 30th, 2024.
- Audited GAAP financial results are available in the offering circular and PPM. EBITDA (earnings before interest, tax, depreciation and amortization) is a non-GAAP financial measure and is presented for supplemental informational purposes only. See disclaimer.
- Phoenix Operating, LLC is a wholly-owned subsidiary of Phoenix Capital Group Holdings, LLC.
- Projected EBITDA for 2024 are based off annualized Q3 actual results of \$103 million as of September 30, 2024.

9-13% ANNUAL YIELD

YOUR TERMS. YOUR RETURNS.



PHOENIX | CAPITAL GROUP

Power your portfolio with an investment in Phoenix Capital Group. Our energy investments are available to accredited investors through our corporate bond offerings ranging from 9-13% annual yield. IRA eligible.

\$25K ACCREDITED INVESTORS ONLY
MINIMUM INVESTMENT



CHOOSE YOUR INVESTMENT STYLE:

MONTHLY PAYOUT

OR

COMPOUNDING INVESTMENT

9%

ANNUAL INTEREST

TERM LENGTH

1

YEAR

10%

ANNUAL INTEREST

TERM LENGTH

3

YEARS

11%

ANNUAL INTEREST

TERM LENGTH

5

YEARS

12%

ANNUAL INTEREST

TERM LENGTH

7

YEARS

13%

ANNUAL INTEREST

TERM LENGTH

11

YEARS



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Phoenix Capital Group Holdings, LLC conducts offerings pursuant to Rule 506(c) under Regulation D of the Securities Act of 1933, as amended. Offerings under Regulation D of the Securities Act are exempt from the registration requirements of the Securities Act. Offerings under Regulation D are only open to "accredited investors", as such term is defined in Rule 501 of Regulation D. In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. Regulation D offerings are speculative, illiquid, and involve a high degree of risk, including the possible loss of your entire investment. The sale of any securities is subject to investor qualification and minimum investment. Private placements are speculative and illiquid. Past performance is not indicative of future results. Before investing, investors should read the private placement memorandum in full for more information about the company and the offering, including the risks associated with the business and the securities and the definition of "accredited investor". Important information, disclosures and risks can be found at PHXOffering.com.

DISCLOSURE



Phoenix Capital Group Holdings, LLC (the “Company”) conducts offerings pursuant to Rule 506(c) of Regulation D under the Securities Act of 1933, as amended (the “Securities Act”). Offerings under Regulation D are exempt from the registration requirements of the Securities Act. Importantly, only “accredited investors”, as such term is defined in Rule 501 of Regulation D., may invest in Rule 506(c) offerings. For the avoidance of doubt, individuals (i.e., natural persons) may qualify as “accredited investors” based on wealth and income thresholds, as well as other measures of financial sophistication. For example, individuals may qualify as “accredited investors” if they have (i) net worth over \$1 million, excluding primary residence (individually or with spouse/partner), or (ii) income over \$200,000 (individually) or \$300,000 (with spouse/partner) in each of the prior two years, and reasonably expect the same for the current year. In addition, certain entities (i.e., not natural persons) may qualify as “accredited investors.” The Company has posted a private placement memorandum (together with any related amendments and supplements thereto, the “private placement memorandum”) on its website, which can be accessed via the following link: <https://phxcapitalgroup.com/investment-offerings/>. Before you invest, you should read the private placement memorandum in full for more information about the Company and offering, including the risks associated with the business and securities and the definition of “accredited investor” included therein.

While the Company may use general solicitation and general advertising with respect to its Rule 506(c) offerings, which may be conducted through a number of different means, including, among others, the internet, social media, seminars/webinars, and print, the Company will take reasonable steps to verify that the purchasers investing in such offerings are “accredited investors.” To that end, investors wishing to purchase securities in such offerings will be required to provide certain supporting materials and other information to the Company for the purpose of verifying “accredited investor” status. Any investment decision will be made only on the basis of the information included in, and for the securities described in, the private placement memorandum. This presentation and the private placement memorandum relate only to securities being sold by the Company pursuant to Rule 506(c) of Regulation D.

Investors in the Company’s offerings will not be clients of the Company or Dalmore Group, LLC (“Dalmore”), a registered broker-dealer and member FINRA/SIPC. Dalmore’s role is to facilitate back office and regulatory functions related to the Company’s offerings under Regulation D and Dalmore acts only as the broker/dealer of record for the Company’s offerings under Regulation D. Dalmore is not providing investment advice or recommendations, or legal or tax advice. Dalmore and the Company are not affiliates.

Investing is subject to risks and should be made only by persons or entities able to bear the risk of and to withstand the total loss of their investment. Investors should always conduct their own due diligence and consult with a reputable financial advisor, attorney, accountant, and any other professional that can help them to understand and assess the risks associated with any investment opportunity. Major risks, including those related to the potential loss of some or all principal, are disclosed in the private placement memorandum for the Company’s offerings under Regulation D. Private placements are speculative and illiquid. Past performance is not indicative of future results.

The materials set forth on the Company’s website and presentations were prepared by the Company and the analyses contained therein are based, in part, on certain assumptions made by and information obtained from the Company and/or from other sources. The information may not be comprehensive and has not been subject to any independent audit or review. The Company’s internal estimates have not been verified by an external expert, and we cannot guarantee that a third party using different methods would obtain or generate the same results.

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The materials include forward looking statements that reflect the Company's current views with respect to, among other things, the Company's growth, operations and financial performance. Forward looking statements include all statements that are not historical facts. These forward looking statements relate to matters such as the Company's industry, business strategy, goals, and expectations concerning our market position, future operations, margins, profitability, capital expenditures, liquidity, and capital resources and other financial and operating information. These forward-looking statements are generally identifiable by forward looking terminology such as "expect," "believe," "anticipate," "outlook," "could," "target," "project," "intend," "plan," "seek," "estimate," "should," "will," "approximately," "predict," "potential," "may," and "assume," as well as variations of such words and similar expressions referring to the future. Oral information provided in connection with the Company's presentations or discussions with investors may similarly include forward looking statements.

The forward looking statements contained in the materials, including but not limited to any outlook, targets or projections, are based on management's current expectations and are not guarantees of future performance. The forward looking statements are subject to various risks, uncertainties, assumptions, or changes in circumstances that are difficult to predict or quantify. For example, projections included in the materials assume the Company has continued access to adequate sources of capital to fund operations. The Company's expectations, beliefs, and projections are expressed in good faith, and the Company's management believes there is a reasonable basis for them. However, there can be no assurance that management's expectations, beliefs, and projections will result or be achieved.

Actual results may differ materially from these expectations due to changes in global, regional, or local economic, business, competitive, market, regulatory, and other factors, many of which are beyond our control. Management believes that these factors include but are not limited to the risk factors the Company has identified in its offering circular under "Risk Factors." Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. The Company may not actually achieve the plans, intentions or expectations disclosed in such forward looking statements and you should not place undue reliance on the Company's forward looking statements. The Company undertakes no obligation to publicly update or revise any forward looking statement, whether as a result of new information, future developments or otherwise, except as may be required by any applicable securities laws.

The SEC generally permits oil and gas companies, in filings made with the SEC, to disclose proved reserves, which are reserve estimates that geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions, and certain probable and possible reserves that meet the SEC's definitions for such terms. The Company discloses estimated proved reserves and estimated probable reserves in its filings with the SEC.

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DISCLOSURE



The Company's estimated reserves are prepared by the Company's internal reservoir engineer and comply with definitions promulgated by the SEC. These estimated reserves are not audited by an independent petroleum engineering firm. Additional information on the Company's estimated reserves is contained in the Company's filings with the SEC. In these materials, the Company may use the terms "resources," "resource potential" or "potential resources," which SEC guidelines prohibit issuers from including in filings with the SEC. "Resources," "resource potential" or "potential resources" refer to the Company's internal estimates of hydrocarbon quantities that may be potentially discovered through exploratory drilling or recovered with additional drilling or recovery techniques. Such terms do not constitute reserves within the meaning of the Standards Pertaining to the Estimating and Auditing of Oil and Gas Reserves Information promulgated by the Society of Petroleum Engineers or SEC rules and do not include any proved reserves. Actual quantities that may be ultimately recovered will differ substantially. Factors affecting ultimate recovery include the scope of drilling programs, which will be directly affected by the availability of capital, drilling and production costs, availability of drilling services and equipment, drilling results, lease expirations, transportation constraints, regulatory approvals and other factors and actual drilling results, including geological and mechanical factors affecting recovery rates. Estimates may change significantly as development of properties provides additional data. In addition, our production forecasts and expectations for future periods are dependent upon many assumptions, including estimates of production, decline rates from existing wells and the undertaking and outcome of future drilling activity, which may be affected by significant commodity price declines or drilling cost increases. Estimated proved reserves and estimated probable reserves do not represent or measure the fair value of the respective properties or the fair market value at which a property or properties could be sold. In the event of any such sale, proceeds to the Company may be significantly less than the value of the estimated reserves.

Certain materials contain "non-GAAP financial measures" that are financial measures that either exclude or include amounts that are not excluded or included in the most directly comparable measures calculated and presented in accordance with accounting principles generally accepted in the United States ("GAAP"). Specifically, the Company presents "EBITDA" as a supplemental measure of financial performance that is not required by, or presented in accordance with, GAAP. The Company believes this measure can assist investors in comparing the Company's operating performance across reporting periods on a consistent basis by excluding items that it does not believe are indicative of its core operating performance. Management believes these non GAAP measures are useful in highlighting trends in the Company's operating performance, while other measures can differ significantly depending on long term strategic decisions regarding capital structure, capital investments, etc. Management uses these non-GAAP measures to supplement GAAP measures of performance in the evaluation of the effectiveness of the Company's business strategies and to make budgeting decisions. Management supplements GAAP results with non-GAAP financial measures to provide a more complete understanding of the factors and trends affecting the business than GAAP results alone provide. However, this measure should not be considered as an alternative to net income (loss) as a measure of financial performance or cash provided by operating activities as a measure of liquidity, or any other performance measure derived in accordance with GAAP. The presentation of this measure has limitations as an analytical tool and should not be considered in isolation, or as a substitute for the Company's results as reported under GAAP.

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