



Mountain V 2025 Fund II, LP

\$20,000,000 MAXIMUM OFFERING

30 YEARS OF HISTORY, FUELING THE FUTURE AND UNLOCKING OPPORTUNITIES

Mountain V 2025 Fund II, LP is a Delaware limited partnership offering general partner and limited partner interests with the goal of utilizing the offering proceeds to fund a 50-well recompletion program in order to harness the oil production using modern and highly efficient stimulation techniques. The fund believes it may offer investors the opportunity for potential tax benefits, risk-adjusted returns and cash flow distributions, among other potential benefits.

OFFERING SUMMARY

Structure	Reg D 506(c)
Objectives ¹	<ul style="list-style-type: none"> Regular cash flow distributions from sales of crude oil and natural gas Tax advantages through intangible drilling costs and depreciation of equipment costs Ongoing tax advantages through depletion deductions currently established at 15% of the partnership's annual production revenue
Maximum Offering	\$20,000,000 400 Units of GP or LP Interests; \$750,000 15 Units of GP or LP Interests
Minimum Investment ²	\$50,000
Close Date	December 31, 2025
Geography	Appalachian Basin
Term	10 years, with two potential one-year extensions
Distribution Frequency	Monthly
Commodity	80% oil production; 20% natural gas production
Estimated Cost Per Well	\$325,000. Wells will be recompleted at cost +10%
Sponsor Alignment	Mountain V Oil & Gas will fund 10.0% of the working interest in each of the recompletion projects.
Manager Capital Contribution	MGP will contribute wellbores to the partnership in exchange for the 1.0% MGP fee
Offering Fees	Offering & Organization Fee -0.0% , Broker Dealer Sales Commission - 7.0% BD Non accountable marketing fee - 1.0% Managing BD fee - 1.0% Wholesaler Fee - 2.0%
Investor Incentive through the RIA channel	1.07 units for \$50,000 invested
Early Incentive to Investors through Broker Dealer	Through 6/30/2025 - 1.20 Units Through 10/31/2025 - 1.10 Units
Early Incentive to Investors through RIA	Through 6/30/2025 - 1.34 Units Through 10/31/2025 -1.17 Units
Income opportunity	Investors coming in through 6/30/2025 will be awarded share of Working Interest in the wells until recompletions operations commence
Investor Allocation	90%/10% in favor of investors until investors receive a return of 110%, excluding tax benefits. 75% to investors, 25% to managing general partner thereafter.
Liquidity Feature ³	Beginning January 1, 2030, each unitholder will have the option to request purchase of their interest at 2.5x the preceding 12-month distributions.
Tax Reporting	K-1
Investor Suitability	Accredited investors only

1. There can be no guarantee that the fund will achieve these objectives. | 2. Half units available at managing general partner's discretion.
3. See Private Placement Memorandum for risks and full details.

POTENTIAL TAX ADVANTAGES OF OIL AND GAS



INTANGIBLE DRILLING COSTS (IDC) DEDUCTION

may reduce taxes due on 2024 income.



DEPRECIATION DEDUCTION

of approximately 15% for tax year 2025.



DEPLETION ALLOWANCE

of up to 15% of investor's share of the fund's gross production income.

THE MOUNTAIN V ADVANTAGE

Mountain V Oil & Gas is a vertically integrated energy company with exposure to natural gas, natural gas liquids, and oil. With operations across seven states and a 30-year track record of performance, we are working to forge a new energy future for the Appalachian region while offering investors the potential for cash flows through cost savings and operational efficiencies.

30
years of performance

967K
barrels proved
oil gas reserves

600+
wells drilled

72 billion
cubic feet of proved
gas reserves

3100+
wells in production

13
high-pressure
compressor stations

600
miles of pipeline

25
low-pressure
compressor stations

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RISK FACTORS

The information contained is believed to be accurate as of the date hereof; however, neither the Manager nor its affiliates make any express warranty as to the completeness and accuracy of the information contained herein. Estimates and financial projections are derived from third-party experts retained by the Manager and/or its affiliates. While such sources are believed to be reliable, no representation or warranty is made with respect thereto. There is no obligation to update or revise this summary, including any forward-looking statements, based on new information, future events, or regulatory changes. The investment described herein involves significant risks not associated with other investments and is suitable only for persons of adequate financial means, who have no need for liquidity in their investment, and understand the significant risks of taking part in a listed transaction. The Company is not suitable for all investors. Any hypothetical investment returns described herein are provided strictly for illustrative purposes only and actual results may materially differ from those shown herein. Prospective investors are urged to consult with their legal, accounting, and tax advisors concerning your particular tax circumstances. This flyer is being provided to you on a strictly confidential basis in connection with your consideration of a potential investment in the Company.

This summary does not contain all the material terms and information a prospective investor should consider before deciding to invest in the Company. Prior to making an investment, prospective investors should carefully read the Memorandum, Operating Agreement and Subscription Agreement of the Company and conduct your own investigation of the facts set forth therein. In the case of any discrepancy between this summary and the Memorandum, the Memorandum shall control.

By accepting delivery of this summary, you agree that you will, and you will cause your professional advisors to, use the information contained herein only to evaluate your investment in the Company. You also agree that neither you nor your professional advisors will divulge any information contained herein to any other person except as required by applicable law. Neither the Securities and Exchange Commission ("SEC") nor any other governmental authority has passed upon the merits of participating in the Company nor the adequacy or accuracy of this summary. Any representation to the contrary is a criminal offense. The offer and sale of any securities have not been registered with the SEC or the securities commission of any state in reliance upon an exemption from registration available under the Securities Act of 1933 (as amended) and under analogous exemptions available in each state; accordingly, an investment will be subject to restrictions on transferability and the investment may not be offered, transferred, or resold except as explicitly provided in the Operating Agreement of the Company.

This flyer contains certain forward-looking information as defined in applicable securities laws (referred to herein as "forward-looking statements"). Forward-looking information is typically identified by words such as: "believe", "expect", "looks", "anticipate", "intend", "estimate", "planned" and similar expressions, or are those, which, by their nature, refer to future events. These forward-looking statements reflect the expectations or beliefs of management of the Company based on information currently available to it. Forward-looking statements are subject to several risks and uncertainties, including those detailed from time to time in filings made by the Company with securities regulatory authorities, which may cause actual outcomes to differ materially from those discussed in the forward-looking statements. The forward-looking statements and information contained in this press release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

This marketing piece, including all data, figures and other reports, is for informational purposes only, and is not intended as individualized tax advice to potential investors. The tax ramifications of an oil and gas program investment will vary from investor to investor, depending on each individual's circumstances. You should obtain professional guidance from your tax advisor in evaluating the tax risks involved in investing in the Partnership. The information found within is only current as of the most recent date indicated and may be revised or amended at any time. Mountain V's prior performance is not indicative of future results and there can be no prediction as to the future production, if any, of any oil and gas well to be drilled. This information is not intended to be investment advice and should not be relied upon for any investment purpose. An investment in the Fund is highly speculative and involves a high degree of risk, including the risk of loss of your entire investment. Mountain V disclaims all responsibility or liability for any direct, indirect or consequential loss arising directly or indirectly from this brochure. You should carefully consider the information found in the "Risk Factors" section of the Private Placement Memorandum ("PPM") before deciding to invest in our units. The following are some of the risks you will take in investing in our units:

- Changes in the federal income tax laws could reduce the partnership's tax benefits to you. The partnership's tax treatment depends on its status as a partnership for federal and state income tax purposes. If the partnership were to become subject to entity-level taxation for federal or state income tax purposes, taxes paid would reduce the amount of cash available for distribution.
- Your deduction for IDC costs may be limited for purposes of the alternative minimum tax. Limited partners need passive income to use their partnership deductions. You may owe taxes more than your cash distributions from the partnership. Your tax benefits from an investment in the partnership are not contractually protected.
- This is a "blind pool" offering. You will not be able to evaluate all our investments prior to purchasing units. We may change our investment policies without unitholder consent, which could result in investments that are different from those described in this memorandum.

- The Fund's investments may be adversely affected by the general economic climate or local conditions related to the oil and gas markets or interest rates.
- We established the offering prices for our units on an arbitrary basis, and the actual value of your investment may be substantially less than what you pay for units.
- We may not achieve investment results that will allow us to make periodic distributions or maintain a specified level of distributions.
- Illiquidity of oil and gas investments, no public market currently exists for our units.
- Limitations on transfers of units
- Reliance on the advisor and sponsor.
- Lack of operating history or track record for investors to review.