

TORC Oil & Gas Ltd. and Vero Energy Inc. Announces Increase to Bought-Deal Financing

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CALGARY, ALBERTA -- (Marketwire - Sept. 13, 2012) - Vero Energy Inc. ("Vero") (TSX:VRO) and [TORC Oil & Gas Ltd.](#) ("TORC") are pleased to announce that TORC has agreed with the underwriters for its bought-deal, private placement announced today (the "TORC Financing") in connection with the proposed combination of Vero and TORC (the "Transaction") to increase the size of the offering from 28,850,000 Subscription Receipts to 30,800,000 Subscription Receipts at a price of \$2.60 per Subscription Receipt for gross proceeds of \$80,080,000 and from 8,065,000 Flow-Through Subscription Receipts to 12,910,000 Flow-Through Subscription Receipts at a price of \$3.10 per Flow-Through Subscription Receipt for gross proceeds of \$40,021,000. The Subscription Receipts and Flow-Through Subscription Receipts (collectively the "Offered Securities") together, will raise gross proceeds of \$120,101,000. TORC will grant the underwriters an option to purchase from treasury an additional 4,620,000 Subscription Receipts, on the same terms, exercisable in whole or in part at any time up to 48 hours prior to the Transaction closing. Closing of the TORC Financing is expected to occur on or about October 4, 2012 and is subject to customary conditions and regulatory approvals. The net proceeds from the Subscription Receipts will be used to fund ongoing capital expenditures and for general corporate purposes and the proceeds from the Flow-Through Subscription Receipts financing will be used to incur Canadian Exploration Expense for purposes of the Income Tax Act (Canada) (the "Tax Act").

The gross proceeds from the TORC Financing will be held in escrow pending the receipt by escrow agent and Macquarie Capital of a joint notice of TORC and Vero that all conditions precedent to the completion of the Transaction have been satisfied or waived. If the Transaction is completed on or before December 21, 2012, the proceeds will be released to New TORC and each Subscription Receipt and Flow-Through Subscription Receipt will be exchanged for one common share of TORC for no additional consideration as a step to the Arrangement. TORC shares will then immediately be converted into 0.87 of a New TORC share, implying a price of \$3.00 per Vero share and per New TORC share. If the Transaction is not completed on or before December 21, 2012 or the Transaction is terminated at an earlier time, holders of Offered Securities will receive a cash payment equal to the offering price of the Offered Securities and any interest that was earned thereon during the time of escrow. It is a condition to closing of the Transaction that the shares of New TORC continue to be listed on the TSX.

About TORC Oil & Gas:

[TORC](#) (Tight Oil Resource Company) was founded in December, 2010 and has employed a consistent strategy since inception to position the company for material growth by focusing on light oil opportunities. The TORC strategy has been to underpin future production growth with exposure to development focused Cardium light oil assets, while positioning the company for significant value upside with early identification and land capture in emerging light oil resources plays. Since inception, TORC has accumulated more than 60 net sections of development focused Cardium light oil prone acreage and more than 350 net sections of acreage focused on emerging light oil resource plays including more than 150 net sections in the company's primary Monarch prospect in the southern Alberta Bakken petroleum system. To fund this successful land capture strategy and initial delineation strategy, which has included the drilling of 14 (8.2 net) Cardium wells with a 93% success rate and 10 (10.0 net) wells at southern Alberta Bakken wells at Monarch with an 80% success rate (to the end of Q2, 2012), TORC has raised approximately \$318 million of equity capital to date (not including the current TORC Financing).

About Vero Energy Ltd.:

Vero Energy Ltd. is a public oil and gas exploration and development company, located in Calgary, Alberta with operations in Western Canada. Vero has a track record of continuous growth in reserves and production both on a whole and a per share basis predominantly through drilling since inception in 2005. This top tier performance occurred over a time of extremely volatile commodity prices, significant changes in government regulation and legislature, and an unprecedented uncertainty in world economies. In early 2012 Vero made a

strategic decision to sell all of its deep basin gas assets and maintain a light oil platform with a significant inventory of drillable locations. The success of this strategy and our team's efforts has culminated in a successful outcome for our shareholders. Vero currently trades on the TSX under the Symbol "VRO".

Note Regarding Forward Looking Statements:

Forward looking statements in this news release include statements regarding the timing and completion of the TORC Financing and the use of proceeds. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties including, without limitation, the risks associated with the oil and gas industry in general such as operational risks in development, exploration, production, marketing and transportation; loss of markets; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of estimates and projections relating to reserves, production, cost and expenses; health, safety and environmental risks; commodity price and exchange rate fluctuations; marketing and transportation; loss of markets; environmental risks; competition; inability to retain drilling rigs and other services; capital expenditure costs, including drilling, completion and facilities costs; unexpected decline rates in wells; delays in projects and/or operations resulting from surface conditions; wells not performing as expected; incorrect assessment of the value of acquisitions including the Transaction; failure to realize the anticipated benefits of acquisitions including the Transaction; ability to access sufficient capital from internal and external sources; delays resulting from or failure to obtain required regulatory and other approvals; and changes in legislation, including but not limited to tax laws, royalties and environmental regulations.

The completion and timing of the TORC Financing, is based on a number of assumptions, including, that all approvals for the TORC Financing will be received and no material adverse change will occur in TORC's operations nor will there be any of the events that would trigger termination rights under the agreement with the underwriters.

Forward-looking statements or information are based on a number of factors and assumptions which have been used to develop such statements and information but which may prove to be incorrect. Although Vero and TORC believe that the expectations reflected in such forward-looking statements or information are reasonable, undue reliance should not be placed on forward-looking statements because Vero and TORC can give no assurance that such expectations will prove to be correct.

Readers are cautioned that the foregoing list of factors and assumptions is not exhaustive. Furthermore, the forward-looking statements contained in this news release are made as at the date of this news release and Vero and TORC does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

Contact

TORC Oil & Gas Ltd.
Brett Herman, President & CEO
403.930.4122

TORC Oil & Gas Ltd.
Jason Zabinsky, VP Finance & CFO
403.930.4123
www.torcoil.com

Vero Energy Ltd.
Doug Bartole, President & CEO
403.218.2063

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