

Panterra Enters Into Agreement to Acquire Strategic Oil & Gas Assets and Announces \$100 Million Bought Deal Financing

12.06.2014 | [Marketwired](#)

NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

CALGARY, ALBERTA -- (Marketwired - June 12, 2014) - [PanTerra Resource Corp.](#) ("PanTerra" or the "Corporation") (TSX VENTURE:PRC) is pleased to announce that it has entered into an arm's length purchase and sale agreement dated June 11, 2014 (the "Purchase and Sale Agreement") with a public Canadian oil and gas company to acquire (the "Acquisition") certain natural gas assets located in the Western Canadian foothills areas of Lynx/Palliser/Minnow and Findley/Copton/Ojay in Alberta and British Columbia (the "Assets"), effective as of April 1, 2014, for consideration of \$120.0 million in cash, subject to adjustments.

The Corporation is also pleased to announce that it has entered into an agreement with a syndicate of underwriters (collectively, the "Underwriters") co-led by Desjardins Capital Markets and TD Securities Inc. (together, the "Co-Lead Underwriters") pursuant to which the Underwriters have agreed to purchase, on a bought-deal private placement basis (the "Offering"), 384,616,000 subscription receipts of PanTerra (the "Subscription Receipts") at a price of \$0.26 per Subscription Receipt for aggregate gross proceeds of approximately \$100.0 million. The net proceeds from the Offering, in combination with existing cash on PanTerra's balance sheet, will be used by the Corporation to fund the purchase price of the Acquisition.

In addition, the Underwriters will be entitled to an option (the "Underwriters' Option"), exercisable in whole or in part prior to the closing of the Offering, at the sole discretion of the Underwriters, to purchase up to an additional 57,692,400 Subscription Receipts at a price of \$0.26 per Subscription Receipt, for additional gross proceeds of approximately \$15.0 million.

TD Securities Inc. has provided PanTerra with a \$55 million committed credit facility to fund future working capital requirements. It is anticipated that the credit facility will be undrawn on close of the Acquisition, providing the Corporation with substantial balance sheet flexibility going forward.

The Acquisition

The Assets consist of 36,918 net acres of developed land, 99,390 net acres of undeveloped land and related producing infrastructure in the foothills region of Alberta and British Columbia. The Assets are currently producing approximately 6,500 BOE per day (99.8% natural gas). The Assets provide a stable production base, an attractive decline rate of approximately 20% and a total proved plus probable Company Gross reserve base of 30.39 MMboe. In addition, PanTerra has identified approximately 30 net unrisks and unbooked drilling locations based on producing zones bypassed by previous drilling operations.

Purchase price metrics (in the table below) are presented without attributing any value to the undeveloped land and seismic. Undeveloped land value is estimated to be approximately \$6 million.

Production(1)	6,500 boe/d (99.8% natural gas)		\$18,462/boe
2013 Cash flow(2)	\$31 million	3.9 x	
Reserves (PDP)(3)	12.69 million boe (		
Reserves (Proven)(3)	18.67 million boe (		
Reserves (P+P)(3)	30.39 million boe (		
Reserve Value (PDP)(3)(4)	\$129.2 million	0.93 x	
Reserve Value (Proven)(3)(4)	\$150.2 million	0.80 x	
Reserve Value (P+P)(3)(4)	\$217.1 million	0.55 x	

(1) Management's estimate of current production as at June 11, 2014.

(2) Actual net operating income for the year period ending December 31, 2013.

(3) As assigned by Deloitte LLP effective March 31, 2014.

(4) Presented on a 10% before tax basis.

Reserves Data for the Assets

The reserves data set forth below (the "Reserves Data") is based upon an evaluation effective March 31, 2014 by Deloitte LLP ("Deloitte"), the independent qualified reserves evaluator, dated April 30, 2014 (the "Deloitte Report"). The Reserves Data summarizes the oil, natural gas and NGL reserves associated with the Assets and the net present values of future net revenue for such reserves using forecast prices and costs. The crude oil, natural gas and NGL reserve estimates presented in the Deloitte Report are based on the guidelines contained in the Canadian Oil and Gas Evaluation Handbook prepared jointly by the Society of Petroleum Evaluation Engineers (Calgary Chapter) and the Canadian Institute of Mining, Metallurgy & Petroleum Society (the "COGE Handbook") and the reserve definitions contained in both National Instrument 51-101 - Standards of Disclosure for Oil and Gas Activities ("NI 51-101") and the COGE Handbook. Deloitte was engaged to provide evaluations of proved reserves and proved plus probable reserves and no attempt was made to evaluate possible reserves.

The information regarding the Assets set forth herein is in respect of all of the Assets. All of the reserves associated with the Assets are in Canada and, specifically, in Alberta and British Columbia.

In certain of the tables set forth below, the columns may not add due to rounding. In addition, the net present values in the tables set forth below do not include well abandonment and reclamation costs for existing wells or capital gas cost allowance as these are determined on a corporate basis. Company Gross reserves are the Corporation's working interest share of the remaining reserves before removal of royalties.

SUMMARY OF OIL AND GAS RESERVES as of March 31, 2014 FORECAST PRICES AND COSTS

Light and Medium Oil NGL	Non Associated Gas		Solution Gas					
Reserves Category	Gross							
(Mbb1)	Company Gross							
(Mbb1)	Gross							
(MMcf)	Company Gross							
(MMcf)	Gross							
(MMcf)	Company Gross							
(MMcf)								
Gross								
(Mbb1)	Company Gross							
(Mbb1)								
PROVED								
Developed Producing	0	0	114,995	75,923	0	0	0	0
Developed Non-Producing	0	0	418	418	0	0	0	0
Undeveloped	0	0	56,032	35,402	0	0	0	28
TOTAL PROVED	0	0	171,445	111,743	0	0	0	82
TOTAL PROBABLE	0	0	109,137	70,078	0	0	0	0
TOTAL PROVED PLUS PROBABLE	0	0	0	280,582	181,821	0	0	0

SUMMARY OF NET PRESENT VALUES OF FUTURE NET REVENUE as of March 31, 2014 FORECAST PRICES AND COSTS

Before Income Taxes					
Discounted At (%/year)					
Reserves Category	0				
(M\$)	5				
(M\$)	10				
(M\$)	15				
(M\$)	20				
(M\$)		Unit Value			
Before					
Income					
Tax					
Discounted					
at 10%/					
year\$/					
BOE					
PROVED					
Developed Producing	216,211	160,842	129,158	108,817	
Developed Non-Producing					
344					
307					
278					
254					
234					
3.97					
Undeveloped	62,435	36,348	20,763	10,930	4,397
TOTAL PROVED	278,989	197,497	150,199	120,001	99,346
TOTAL PROBABLE	216,229	114,394	66,892	41,383	26,264
TOTAL PROVED PLUS PROBABLE		495,218	311,891	217,091	161,384

Deloitte employed the following pricing, exchange rate and inflation rate assumptions in estimating the Reserves Data using forecast prices and costs as of March 31, 2014.

Year	WTI Cushing Oklahoma		Edmonton City Gate (\$Cdn/bbl)		Natural Gas	
(\$US/bbl)						
at AECO (\$Cdn/Mcf)			Edmonton Propane (\$Cdn/bbl)			
Edmonton Butane (\$Cdn/bbl)			Edmonton C5+ (\$Cdn/bbl)			
Exchange Rate						
(\$US/\$Cdn)						
(%/yr)	Inflation Rate					
2014 (9 mo)	95.00	100.00	4.30	40.00	80.00	110
2015	91.80	96.40	4.30	38.55	77.10	106.05
2016	91.55	99.50	4.35	54.75	79.60	109.45
2017	91.25	99.05	4.60	54.50	79.25	108.95
2018	92.00	99.85	4.85	54.90	79.90	109.85
2019	93.85	101.85	5.20	56.00	81.50	112.05
2020	95.70	103.90	5.55	57.15	83.10	114.30
2021	97.65	105.95	5.90	58.25	84.75	116.55
2022	99.60	108.10	6.35	59.45	86.50	118.90
2023	101.60	110.25	6.70	60.65	88.20	121.30
Thereafter	Escalation Rate of 2.0%					

Closing Conditions

The Corporation will also seek approval of the Acquisition from the TSX Venture Exchange (the "TSXV") as the Acquisition is a "fundamental acquisition" pursuant to the policies of the TSXV. Subject to the satisfaction or waiver of all conditions set forth in the Purchase and Sale Agreement, it is currently anticipated that the closing of the Acquisition will occur on July 31, 2014. A copy of the Purchase and Sale Agreement is filed under the Corporation's SEDAR profile at www.sedar.com.

The Offering

The Corporation entered into an agreement with the Underwriters pursuant to which the Underwriters have

agreed to purchase for resale to the public, on a bought-deal private placement basis, 384,616,000 Subscription Receipts at a price of \$0.26 per Subscription Receipt for aggregate gross proceeds of approximately \$100.0 million. The net proceeds from the Offering, in combination with existing cash on PanTerra's balance sheet, will be used by the Corporation to fund the purchase price of the Acquisition. The Offering is expected to close on June 27, 2014.

Each Subscription Receipt will entitle the holder thereof to receive one common share of the Corporation (a "Common Share"), without any further payment or action on the part of the holder, upon the Escrow Release Conditions (as defined below) having been satisfied and the earlier of: (i) four months and a day after the closing of the Offering; and (ii) upon the issuance of a final passport decision document evidencing a receipt on behalf of each of the securities regulatory authorities in each of the provinces of Canada, in which Subscription Receipts have been sold, pursuant to Multilateral Instrument 11-102-Passport System (the "Final Receipt") for a final prospectus (the "Prospectus") qualifying the Common Shares underlying the Subscription Receipts.

In addition, the Underwriters will be entitled to the Underwriters' Option, exercisable in whole or in part up to 48 hours prior to the closing of the Offering, at the sole discretion of the Underwriters, to purchase up to an additional 57,692,400 Subscription Receipts at a price of \$0.26 per Subscription Receipt, for additional gross proceeds of up to \$15.0 million.

The Subscription Receipts will be issued pursuant to a subscription receipt agreement (the "Subscription Receipt Agreement"). Pursuant to the Subscription Receipt Agreement, the gross proceeds from the Offering will be held in escrow pending delivery of notice (the "Release Notice") of all conditions to the completion of the Acquisition (other than the payment of the purchase price) being met (the "Escrow Release Condition"). If: (i) all conditions to the completion of the Acquisition (other than the payment of the purchase price) are not met prior to 5:00 p.m. (Calgary time) on August 15, 2014; (ii) the Purchase and Sale Agreement is terminated at an earlier time; or (iii) the Corporation advises the subscription receipt agent and the Co-Lead Underwriters, or announces to the public, that it does not intend to proceed with the Acquisition, holders of Subscription Receipts will receive a cash amount equal to the offering price of the Subscription Receipts and any interest that was earned thereon during the term of escrow less any applicable withholding taxes.

In addition, the Corporation has agreed to use its commercial best efforts to file the Prospectus qualifying the Common Shares to be issued upon the exercise or deemed exercise of the Subscription Receipts in each of the provinces of Canada in which Subscription Receipts have been sold (the "Qualifying Jurisdictions") and obtain the Final Receipt within 30 days from the date of delivery of the Release Notice (the "Qualification Deadline").

The Offering is subject to certain conditions including normal regulatory approvals and specifically, the approval of the TSXV.

Desjardins Capital Markets acted as financial advisor to PanTerra with respect to the Acquisition.

About PanTerra

PanTerra is a diversified junior public oil and gas company listed on the TSXV under the symbol "PRC", with holdings in both conventional and unconventional projects in Western Canada that have excellent optimization and exploitation potential. Corporation information can be found at: www.panterraresource.com.

This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States, in any province or territory of Canada or in any other jurisdiction. The securities to be offered have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any U.S. state securities laws and may not be offered or sold in the United States absent registration or an available exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. There shall be no sale of the securities in any jurisdiction in which an offer to sell, a solicitation of an offer to buy or a sale would be unlawful.

NEITHER TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

Abbreviations

The following abbreviations used in this news release have the meanings set forth below.

AECO	Alberta Energy Company interconnect with Nova system, the Canadian benchmark for natural gas pricing
bbl	Barrel
M\$	Thousands of dollars
Mbbl	Thousand barrels
Mcf	Thousand cubic feet
MMcf	Million cubic feet
NGL	Natural gas liquids
WTI	West Texas Intermediate of Cushing, Oklahoma, the benchmark for crude oil pricing purposes

Caution Respecting Reserves Information

The determination of oil and gas reserves involves the preparation of estimates that have an inherent degree of associated uncertainty. Categories of proved and probable reserves have been established to reflect the level of these uncertainties and to provide an indication of the probability of recovery. The estimation and classification of reserves requires the application of professional judgment combined with geological and engineering knowledge to assess whether or not specific reserves classification criteria have been satisfied. Knowledge of concepts including uncertainty and risk, probability and statistics, and deterministic and probabilistic estimation methods is required to properly use and apply reserves definitions.

It should not be assumed that the estimates of future net revenues presented in the tables below represent the fair market value of the reserves. There are numerous uncertainties inherent in estimating quantities of crude oil, NGL and natural gas reserves and the future cash flows attributed to such reserves. The reserve and associated cash flow information set forth below are estimates only. The recovery and reserve estimates of the crude oil, NGL and natural gas reserves provided herein are estimates only and there is no guarantee that the estimated reserves will be recovered. Actual crude oil, natural gas and NGL reserves may be greater than or less than the estimates provided herein. In general, estimates of economically recoverable crude oil and natural gas reserves and the future net cash flows therefrom are based upon a number of variable factors and assumptions, such as historical production from the properties, production rates, ultimate reserve recovery, timing and amount of capital expenditures, marketability of crude oil and natural gas, royalty rates, the assumed effects of regulation by governmental agencies and future operating costs, all of which may vary materially from actual results. For those reasons, among others, estimates of the economically recoverable crude oil and natural gas reserves attributable to any particular group of properties, classification of such reserves based on risk of recovery and estimates of future net revenues associated with reserves may vary and such variations may be material. The actual production, revenues, taxes and development and operating expenditures with respect to the reserves associated with the Assets may vary from the information presented herein and such variations could be material.

The recovery and reserve estimates of oil, natural gas and NGL reserves provided herein are estimates only. Actual reserves may be greater than or less than the estimates provided herein. The estimated future net revenue from the production of reserves from the Assets does not represent the fair market value of such reserves.

Caution Respecting BOE

In this news release, the abbreviation BOE means a barrel of oil equivalent derived by converting gas to oil in the ratio of 6 Mcf of gas to 1 bbl of oil (6 Mcf:1 bbl). BOEs may be misleading, particularly if used in isolation. A BOE conversion ratio of 6 Mcf:1 bbl is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Given that the value ratio based on the current price of crude oil as compared to natural gas is significantly different from the energy equivalency of 6 Mcf:1 bbl, utilizing a conversion ratio on a 6 Mcf of gas to 1 bbl of oil basis may be misleading as an indication of value.

SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION

This press release contains certain statements or disclosures relating to PanTerra, the Acquisition and the Assets that are based on the expectations of PanTerra as well as assumptions made by and information currently available to PanTerra which may constitute forward-looking information under applicable securities laws. All such statements and disclosures, other than those of historical fact, which address activities, events, outcomes, results or developments that PanTerra anticipates or expects may, or will occur in the future (in whole or in part) should be considered forward-looking information. In some cases, forward-looking

information can be identified by terms such as "forecast", "future", "may", "will", "expect", "anticipate", "believe", "potential", "enable", "plan", "continue", "contemplate", "pro-forma", or other comparable terminology. In particular, this press release makes reference to the timing and completion of the Offering and the issuance of the Subscription Receipts, and the issuance of Common Shares issued on the conversion of the Subscription Receipts, the use of proceeds of the Offering, the expected completion of the Acquisition, including the ability of the Corporation to satisfy all necessary conditions to the closing of the Acquisition and the filing of a short form prospectus to qualify the Common Shares issued on the conversion of the Subscription Receipts and the focus of future exploration and development on the Assets. Readers are cautioned that there is no assurance that the transactions referenced herein will proceed. Certain conditions must be met before the Acquisition and the Offering can be completed. Such conditions include the receipt of all necessary regulatory approvals, including the approval of the TSXV, and completion by PanTerra of the Offering. There is no assurance that the required approvals will be received and there is therefore no assurance that the Acquisition or the Offering will be completed in the time frame anticipated or at all. Many factors could cause the performance or achievement by PanTerra to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

These factors include the failure to obtain the required approvals, including approval of the TSXV and changes to economic conditions that prevent PanTerra from completing the Offering. Readers are cautioned that the foregoing list of factors is not exhaustive. Statements relating to "reserves" or "resources" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves and resources described can be profitably produced in the future. The forward-looking statements contained in this press release are expressly qualified by this cautionary statement. The Corporation is not under any duty to update any of the forward-looking statements after the date of this press release or to conform such statements to actual results or to changes in the Corporation's expectations and the Corporation disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

CONTACT INFORMATION

[PanTerra Resource Corp.](#)

Tim de Freitas, President and CEO

Phone: 403-261-5900

Fax: 403-261-5902

Carrie McLauchlin, VP Finance & CFO

Phone: 403-261-5900

Fax: 403-261-5902

800, 717 - 7th Ave. S.W.

Calgary, AB, T2P 0Z3

Dieser Artikel stammt von [Rohstoff-Welt.de](#)

Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/176774--Panterra-Enters-Into-Agreement-to-Acquire-Strategic-Oil-and-Gas-Assets-and-Announces-100-Million-Bought-Dea>

Für den Inhalt des Beitrages ist allein der Autor verantwortlich bzw. die aufgeführte Quelle. Bild- oder Filmrechte liegen beim Autor/Quelle bzw. bei der vom ihm benannten Quelle. Bei Übersetzungen können Fehler nicht ausgeschlossen werden. Der vertretene Standpunkt eines Autors spiegelt generell nicht die Meinung des Webseiten-Betreibers wieder. Mittels der Veröffentlichung will dieser lediglich ein pluralistisches Meinungsbild darstellen. Direkte oder indirekte Aussagen in einem Beitrag stellen keinerlei Aufforderung zum Kauf-/Verkauf von Wertpapieren dar. Wir wehren uns gegen jede Form von Hass, Diskriminierung und Verletzung der Menschenwürde. Beachten Sie bitte auch unsere [AGB/Disclaimer!](#)

Die Reproduktion, Modifikation oder Verwendung der Inhalte ganz oder teilweise ohne schriftliche Genehmigung ist untersagt!
Alle Angaben ohne Gewähr! Copyright © by Rohstoff-Welt.de -1999-2025. Es gelten unsere [AGB](#) und [Datenschutzrichtlinien](#).