

Waldron Energy Corporation Announces Private Placement Financing

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CALGARY, ALBERTA -- (Marketwired - July 11, 2014) - [Waldron Energy Corporation](#) ("Waldron" or the "Corporation") (TSX:WDN) announces that it will enter into subscription agreements regarding a non-brokered private placement for gross proceeds of approximately \$1.5 million, representing a maximum of approximately 4,600,000 common shares issued on a flow-through basis ("Flow-Through Shares") at \$0.33 per share. Waldron will use the proceeds from the sale of the Flow-Through Shares on eligible Canadian Exploration Expenses which will be renounced to subscribers effective on or before December 31, 2014. The private placement is expected to close on or about July 25, 2014 and is subject to approval of the Toronto Stock Exchange, receipt of all other necessary regulatory approvals and other customary conditions.

Waldron is a Calgary, Alberta based corporation engaged in the exploration, development and production of petroleum and natural gas. The Corporation's common shares are currently listed on the Toronto Stock Exchange under the trading symbol "WDN." Additional information regarding Waldron is available under the Corporation's profile at www.sedar.com or at the Corporation's website, www.waldronenergy.ca.

This press release shall not constitute an offer to sell, nor the solicitation of an offer to buy, any securities in the United States, nor shall there be any sale of securities mentioned in this press release in any state in the United States in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Forward Looking and Cautionary Statements

This news release contains forward-looking statements relating to the Corporation's plans and other aspects of the Corporation's anticipated future operations, strategies, financial and operating results and business opportunities. These forward-looking statements may include opinions, assumptions, estimates, management's assessment of value, reserves, future plans and operations.

Forward-looking statements typically use words such as "will," "anticipate," "believe," "estimate," "expect," "intend," "may," "project," "should," "plan," and similar expressions suggesting future outcomes, and include statements that actions, events or conditions "may," "would," "could," or "will" be taken or occur in the future. Specifically, this press release contains forward-looking statements relating to the Corporation's private placement, including with respect to the satisfaction of conditions precedent to, and the closing of, the private placement; expected proceeds; use of proceeds; the timing and qualification of certain flow-through expenditures; and other expectations, beliefs, plans, goals, objectives, assumptions, information and statements about possible future events, conditions, results of operations or performance. The forward-looking statements are based on various assumptions including expectations regarding the success of current or future drill wells; the outlook for petroleum and natural gas prices; estimated amounts and timing of capital expenditures; assumptions concerning the receipt and timing of regulatory approvals; the state of the economy and the exploration and production business; business prospects and opportunities; and the Corporation's ability to obtain equipment in a timely manner to carry out development activities. The foregoing list of assumptions is not exhaustive. While the Corporation considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

Forward-looking statements are subject to a wide range of assumptions, known and unknown risks and uncertainties and other factors that contribute to the possibility that the predicted outcome will not occur, including, without limitation: risks associated with the ability of the parties to satisfy conditions to closing of the private placements; risks involved in oil and gas exploration, development, exploitation, production, marketing and transportation; general economic conditions; and delays resulting from or inability to obtain required regulatory approvals and to satisfy various closing conditions. Readers are cautioned that the foregoing list of factors is not exhaustive.

Although Waldron believes that the expectations represented by such forward-looking statements are reasonable, there can be no assurance that such expectations will be realized. As a consequence, actual results may differ materially from those anticipated in the forward-looking statements and you should not rely

unduly on forward-looking statements. The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by applicable law, Waldron does not undertake any obligation to publicly update or revise any forward-looking statements. [/i]

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