

CALGARY, ALBERTA--(Marketwired - Jun 15, 2015) - [Mart Resources Inc.](#) (TSX:MMT) ("Mart" or the "Company") announces that further to its press release of May 15, 2015, at the request of Midwestern Oil & Gas Company Ltd. ("Midwestern"), Midwestern and Mart have jointly agreed, pursuant to the terms of an amending agreement (the "Amending Agreement"), to amend the terms of the arrangement agreement (the "Arrangement Agreement") dated March 15, 2015 in order to facilitate Midwestern's ongoing financing and satisfaction of the Midwestern financing condition contained in the Arrangement Agreement.

On Friday, June 12, 2015, Midwestern advised Mart that it was seeking an extension of the June 15, 2015 deadline provided for in the Arrangement Agreement for completion of the financing by Midwestern required by it to complete the transaction (the "Midwestern Financing"). Midwestern has provided Mart with an updated framework agreement between Midwestern and a significant Middle Eastern group. Mart's Board of Directors received a comprehensive update on the status of the Midwestern Financing including a copy of the amended framework agreement and was satisfied that, given the progress that had been made on such financing and the parties involved, it was appropriate to grant the requested extension.

The Amending Agreement gives Midwestern until July 26, 2015 to complete the Midwestern Financing. Mart and Midwestern have agreed to continue to use their reasonable commercial efforts to complete the transaction by July 16, 2015. If Midwestern has not completed the Midwestern Financing by July 26, 2015, Mart is able to terminate the Arrangement Agreement and compel Midwestern to provide to Mart the benefit of the CAD\$5.8 million reverse break fee contemplated by the Arrangement Agreement. The Amending Agreement provides for other amendments to the Arrangement Agreement which are required to give effect to the additional time that has been granted to Midwestern to complete its financing or which address the obligations of the parties prior to closing or closing arrangements.

Mart's annual and special meeting of shareholders and optionholders will be proceeding as originally announced at the Calgary Petroleum Club, 319 Fifth Avenue S.W., Calgary, Alberta on June 15, 2015 at 3:00 pm.

Additional information regarding Mart is available on the Company's website at www.martresources.com and under the Company's profile on SEDAR at www.sedar.com.

Forward-Looking Statements and Risks

This press release contains certain forward-looking information and statements within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "guidance", "objective", "ongoing", "may", "will" and similar expressions are intended to identify forward-looking information or statements. In particular, but without limiting the foregoing, this press release contains forward-looking information and statements pertaining to, among other things, the timing of completion of the Midwestern Financing and/or the Arrangement.

Mart believes the material factors, expectations and assumptions reflected in the forward-looking information and statements are reasonable at this time but no assurance can be given that these factors, expectations and assumptions will prove to be correct. With respect to forward-looking statements contained in this press release, Mart made assumptions regarding, among other things: the receipt, in a timely manner, of regulatory, court, Securityholder and third party approvals in respect of the Arrangement; the satisfaction or waiver of all other conditions precedent to the Arrangement; and the plans of counterparties. The forward-looking information and statements included in this press release are not guarantees of future performance and should not be unduly relied upon. Such information and statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information or statements including, without limitation: the Midwestern Financing being completed, the Company being able to receive all required regulatory, court and Securityholder approvals to consummate the Arrangement, the timing of the completion of the Arrangement and certain other risks detailed from time to time in Mart's public disclosure documents including, without limitation, those risks identified in this press release, the Meeting Materials previously filed and in Mart's annual information form, copies of which are available on Mart's SEDAR profile at www.sedar.com. There is no certainty that the conditions to the Midwestern Financing will be satisfied or that the Midwestern Financing or the Arrangement will be completed.

The forward-looking information and statements contained in this press release speak only as of the date of this press release, and Mart does not assume any obligation to publicly update or revise them to reflect new events or circumstances, except as may be required pursuant to applicable laws.

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

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