

CALGARY, ALBERTA--(Marketwired - Jul 27, 2015) - [Mart Resources Inc.](http://www.martresources.com) (TSX:MMT) ("Mart" or the "Company") announces that further to its press releases of June 15, 2015 and July 16, 2015, Midwestern and Mart have jointly agreed, pursuant to the terms of a second amending agreement (the "Second Amending Agreement"), to further amend the terms of the arrangement agreement dated March 15, 2015, as amended by the amending agreement dated June 15, 2015 (the "Arrangement Agreement"), in order to facilitate completion of the Arrangement.

Under the terms of the Second Amending Agreement, Midwestern now has until August 26, 2015 to complete the transaction, unless as otherwise agreed in writing between Midwestern and Mart. The Second Amending Agreement also grants Midwestern an extension until August 19, 2015 for the completion of a financing by Midwestern required by it to complete the transaction (the "Midwestern Financing"). Mart received an update on the status of the Midwestern Financing and was satisfied that it was appropriate and in the best interests of Mart to grant the requested extension. If Midwestern has not completed the Midwestern Financing by August 19, 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 (as amended).

The Second Amending Agreement also provides an additional covenant on behalf of Midwestern that should the transaction not be completed, Midwestern will pay Mart's portion of a corporate tax liability out of the proceeds payable under the reverse break fee.

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. There is also no assurance that Mart will be able to collect from Midwestern the reverse break fee contemplated by the Arrangement Agreement (as amended).

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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