

CALGARY, ALBERTA--(Marketwired - Oct 16, 2015) - [Mart Resources Inc.](#) (TSX:MMT) ("Mart" or the "Company") announces that it has entered into an arrangement agreement (the "Arrangement Agreement") with Delta Oil Nigeria B.V. ("Delta"). Under the terms of the Arrangement Agreement, an indirect wholly-owned subsidiary of Delta will acquire all of the issued and outstanding common shares of Mart by way of a plan of arrangement under the *Business Corporations Act* (Alberta) (the "Arrangement"). Each Mart shareholder will receive CAD\$0.35 in exchange for each Mart common share held (the "Per Share Consideration") for aggregate consideration of all Mart shares of approximately CAD\$124.92 million. At closing, Mart is expected to have approximately US\$200.5 million of outstanding bank debt.

The Per Share Consideration represents an 84% premium to the closing price and an 86% premium to the 20 day VWAP price of Mart's common shares on the Toronto Stock Exchange ("TSX") on October 15, 2015, the last trading day for Mart's common shares prior to the date of this announcement.

The board of directors of Mart, following receipt of a unanimous recommendation by a special committee of independent directors of Mart constituted to review strategic alternatives (the "Special Committee"), has unanimously determined that the Arrangement is fair to Mart shareholders and optionholders and that the Arrangement is in the best interests of the Company and its securityholders and recommends that shareholders and optionholders vote in favour of the Arrangement. FirstEnergy Capital LLP has provided the Special Committee with a verbal opinion that the Cash Consideration under the Arrangement is fair, from a financial point of view, to Mart shareholders.

While the offer price of CAD\$0.35 to be paid to Mart shareholders pursuant to the Arrangement is lower than the price offered to shareholders under the previously terminated transaction with Midwestern Oil & Gas Company Limited, it is considered to be fair by the board of directors of Mart because of (i) the significant worsening of the broader macro-environment for emerging market exploration and development companies, including forecast oil prices being US\$15-\$20 per barrel lower than when the previous offer was made; (ii) increased volatility of net cash flows from Mart's current operations; and (iii) significant constraints on available working capital due to Mart's ongoing obligations to service the Company's significant level of debt.

#### The Arrangement Agreement

The Arrangement is subject to customary conditions for a transaction of this nature, which include court approvals, applicable third party approvals, including consent of Mart's lenders to the change of control, applicable regulatory and stock exchange approvals, the approval of 66 2/3% of Mart shareholders and 66 2/3% of Mart shareholders and optionholders (voting together as a single class) represented in person or by proxy at a special meeting of Mart shareholders and optionholders to be called to consider the Arrangement.

The Arrangement Agreement includes customary non-solicitation covenants by Mart and provides Mart with the ability to respond to unsolicited proposals considered superior to the Arrangement in accordance with the terms of the Arrangement Agreement. In the event Mart accepts a superior proposal, Mart will be required to pay a break fee of CAD\$2.9 million to Delta. Delta has the customary right to match.

Delta intends to use a combination of cash on hand and the bank financing to fund the Cash Consideration. Delta is in the process of arranging bank financing with a pre-eminent global financial institution and accordingly, the Arrangement is subject to a financing condition (the "Financing Condition"). Delta has agreed to use reasonable commercial efforts to satisfy the Financing Condition and to keep Mart informed as to the status and timing of the satisfaction of the Financing Condition. Mart and Delta may terminate the Arrangement Agreement on November 10, 2015 in the event that Mart and Delta reasonably conclude, after consultation with each other that the Financing Condition will not be met by the outside date of January 15, 2016.

An information circular regarding the Arrangement is expected to be mailed to Mart securityholders for a special meeting of the holders of common shares and options to consider the Arrangement currently anticipated to take place in late November, with closing expected to occur in the first half of December, 2015. The actual shareholder meeting date and closing date is dependent on the timing of the satisfaction of the Financing Condition and could be delayed pending among other things, the satisfaction of such condition.

A copy of the Arrangement Agreement will be made available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

All of the members of Mart's board of directors and certain senior officers who collectively own approximately 1.6% and 44.0% of the outstanding Mart common shares and options, respectively, have agreed to vote their shares and options in favour of the Arrangement.

#### About Delta

Delta is a subsidiary of Delta Oil and Gas Limited, the oil and gas division of the Delta Group. The Delta Group is a successful and innovative private group operating within the Kingdom of Saudi Arabia and internationally. The Delta Group's investments and operations encompass the oil & gas, property development and retail, and the leisure sectors. Delta Oil and Gas Limited

focuses predominantly on appraisal, development and production activities in the Central Asia, Middle East and North African regions. Since its foundation, Delta has established a reputation as a significant partner to major oil companies on important projects.

## Financial Advisor and Fairness Opinion

FirstEnergy Capital LLP is acting as financial advisor to the Special Committee. A copy of FirstEnergy Capital LLP's fairness opinion will be included in the information circular to be sent to Mart's securityholders for the special meeting to be called to consider the Arrangement.

Additional information regarding Mart is available on the Company's website at [www.martresources.com](http://www.martresources.com) and under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## Forward Looking Statements and Risks

*Certain statements contained in this press release constitute "forward-looking statements" as such term is used in applicable Canadian securities laws. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or are not statements of historical fact and should be viewed as "forward-looking statements". There are "forward-looking statements" included in this press release that relate to the timing of the mailing of the information circular regarding the Arrangement, the meeting date and the closing date. Such forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.*

*There can be no assurance that such forward-looking statements will prove to be accurate as actual results and future events could vary or differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements contained in this news release. The forward-looking statements contained herein are expressly qualified by this cautionary statement. In particular, there is no assurance that the conditions set out in the Arrangement Agreement, including Financing Condition will be satisfied. There is also no assurance that the Arrangement will be completed on the timelines indicated or at all. Accordingly, because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.*

*Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and the Company undertakes no obligation to update forward-looking statements and if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable law.*

## Contact

[Mart Resources Inc.](http://MartResources.com) - London, England  
Dmitri Tsvetkov, Interim CEO and CFO  
+44 207 351 7937

[dmitri.tsvetkov@martresources.com](mailto:dmitri.tsvetkov@martresources.com)

[Mart Resources Inc.](http://MartResources.com) - Canada

Sam Grier

403-270-1841

[sam.grier@martresources.com](mailto:sam.grier@martresources.com)

[www.martresources.com](http://www.martresources.com)