

*NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES*

[Yoho Resources Inc.](#) ("Yoho" or the "Company") (TSX VENTURE:YO) announces that in connection with its recently completed disposition of Duvernay assets in the Kaybob area of Alberta for cash consideration of \$50 million (prior to adjustments) (the "Transaction"), Yoho is making an offer to purchase for cash (the "Offer") its outstanding \$11.8 million aggregate principal amount of 8.25% convertible secured subordinated debentures maturing on June 30, 2020 (the "Debentures") at a price equal to 120% of the principal amount of the outstanding Debentures plus accrued and unpaid interest. Completion of the Transaction constituted a change of control under the terms of the trust indenture governing the Debentures and, as such, Yoho is required to make the Offer in accordance with the terms of such indenture.

The Offer will be delivered to the holders of the Debentures and will remain open for acceptance until noon (Calgary time) on February 12, 2016. As the Debentures are issued in book-entry only form, beneficial holders of Debentures who wish to accept the Offer must contact the investment dealer, stockbroker, financial institution or other nominee through which they hold their Debentures and instruct such nominee to accept the Offer on their behalf. Beneficial holders should also confirm with such nominee any deadlines by which the holder must provide acceptance instructions in order for the nominee to cause the Offer to be accepted on the holder's behalf before the expiry of the Offer on February 12, 2016. Notice of the Offer along with Yoho's offer to purchase the Debentures will be available on Yoho's SEDAR profile at [www.sedar.com](http://www.sedar.com).

A holder desiring to tender to the Offer with respect to only a portion of the aggregate principal amount of such holder's Debentures may do so, provided that the principal amount of Debentures which is deposited to the Offer is in a denomination of \$1,000 or an integral multiple thereof.

Holders of Debentures who deposit their Debentures to the Offer will also receive accrued and unpaid interest on such tendered Debentures up to, but excluding, the Offer expiration date of February 12, 2016, being the anticipated date of acquisition of the Debentures by Yoho. Should a Debenture holder elect not to accept the Offer, the Debentures will remain outstanding and will continue to be governed by the terms of the debenture indenture.

In the event that 90% or more of the principal amount of the Debentures outstanding on the date of the Offer are tendered for purchase by Yoho pursuant to the Offer, Yoho may elect to redeem all of the remaining outstanding Debentures, at the Offer price, immediately following the expiration of the Offer.

The board of directors of Yoho has not made any recommendations with respect to whether Debenture holders should tender their Debentures under the Offer. Holders of Debentures are urged to consult their own investment, legal, tax and other professional advisors and to make their own decisions whether to deposit their Debentures in acceptance of the Offer.

*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.*

#### READER ADVISORY

Certain information regarding Yoho set forth in this news release, including (among other things): the current expiry date of the Offer, Yoho's anticipated date to acquire all tendered Debentures, Yoho's intention to file the offer documents on SEDAR and matters with respect to Yoho's right to redeem all outstanding Debentures if 90% or more of the principal amount of Debentures tender to the Offer, may constitute forward-looking statements under applicable securities laws and necessarily involve substantial known and unknown risks and uncertainties. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond Yoho's control, including without limitation, the level of tenders to the Offer or that Yoho may extend the expiry date of the Offer. With respect to forward-looking statements contained in this news release, Yoho has made a number of assumptions. The key assumptions underlying the aforementioned forward-looking statements include assumptions regarding (among other things): that the expiry date of the Offer will remain unchanged, that Yoho will take-up and pay for the tendered Debentures concurrent with the expiry of the Offer, and that all terms and conditions to the Offer will be satisfied or waived. Certain or all of the forgoing assumptions may prove to be untrue.

Yoho's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits that the Company will derive therefrom. The forward-looking statements contained in this news release are made as at the date of this news release and Yoho does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

The Debentures (and underlying common shares) have not and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold in the United States or

to any U.S. person except in certain transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws.

## Contact

### [Yoho Resources Inc.](#)

Brian McLachlan  
President & Chief Executive Officer  
(403) 537-1771 x103

### [Yoho Resources Inc.](#)

Wendy Woolsey  
Vice-President Finance & Chief Financial Officer  
(403) 537-1771 x102