

TORONTO, Aug. 22, 2016 /CNW/ - Pacific Exploration & Production Corp. (the "Company") today announced that its Board of Directors (the "Board") has reaffirmed that the comprehensive restructuring transaction (the "Creditor/Catalyst Restructuring Transaction") with: (i) certain holders of the Company's senior unsecured notes (the "Supporting Noteholders") (including certain members of an ad hoc committee of holders of the Company's senior unsecured notes (the "Ad Hoc Committee")), (ii) certain of the Company's lenders under its credit facilities (the "Supporting Bank Lenders", and together with the Supporting Noteholders, the "Supporting Creditors"), and (iii) The Catalyst Capital Group Inc., continues to be in the best interest of the Company, including having regard to the Proponent's Proposal (defined below), and that the Company should continue to implement the Creditor/Catalyst Restructuring Transaction in accordance with its terms.

As previously announced, the Company received a proposal (the "Proponent's Proposal") on August 16, 2016 from O'Hara Administration Co., S.A., Fernando Chico Pardo of Promecap S.A. de C.V., Sergio Gutierrez (DeAcero group), Carlos Bremer Gutierrez (Value Grupo Financiero) and certain other minority shareholders of the Company with respect to an alternative restructuring transaction.

In arriving at its decision that the Creditor/Catalyst Restructuring Transaction continues to be in the best interest of the Company, the Board received the recommendation of the Independent Committee of the Board. After reviewing the Proponent's Proposal with its financial and legal advisors (UBS Securities Canada Inc. and Osler, Hoskin & Harcourt LLP, respectively), as well as soliciting the input of Supporting Creditors (who, after considering the terms of the Proponent's Proposal, confirmed continued support for the implementation of the Creditor/Catalyst Restructuring Transaction in accordance with the Support Agreement), the Independent Committee concluded that the implementation of the Creditor/Catalyst Restructuring Transaction and the rejection of the Proponent's Proposal are in the best interest of the Company. The Independent Committee unanimously recommended that the Board: (i) reaffirm that the Creditor/Catalyst Restructuring Transaction (including having regard to the Proponent's Proposal) is in the best interest of the Company; and (ii) direct the Company to continue to implement the Creditor/Catalyst Restructuring Transaction in accordance with its terms and reject the Proponent's Proposal.

The Board made its determination after consulting with, through its Independent Committee, the Supporting Creditors through advisors to the Ad Hoc Committee and administrative agents for the bank lenders. In arriving at its determination, the Board also received the advice of external legal and financial advisors (Norton Rose Fulbright Canada LLP and Lazard Frères & Co. LLC, respectively).

As previously announced, the Company's plan of compromise and arrangement (the "Plan") to implement the Creditor/Catalyst Restructuring Transaction has been approved by the Company's creditors (the "Affected Creditors") affected by the Plan at a meeting (the "Meeting") of the Affected Creditors. The resolution (the "Plan Resolution") approving the Plan pursuant to the Companies' Creditors Arrangement Act (Canada) was approved by 98.4% in number of Affected Creditors who represent 97.2% in value of the eligible voting claims of Affected Creditors who were present and voted in person or by proxy on the Plan Resolution at the Meeting and who were entitled to vote at the Meeting in accordance with the order granted by the Court (as defined below) on June 30, 2016. This approval represents a "Required Majority" under the Plan.

The Company intends to seek an order from the Ontario Superior Court of Justice (Commercial List) (the "Court") sanctioning and approving the Plan (the "Sanction Order") at a hearing currently scheduled to take place on or about Tuesday, August 23, 2016 at 10:00 a.m. (Toronto time). Implementation of the Plan is subject to receipt of the Sanction Order and the satisfaction or waiver of certain other conditions precedent set forth in the Plan.

Assuming satisfaction or waiver of the conditions within the expected time frames, the Company anticipates implementing the Plan and completing the Creditor/Catalyst Restructuring Transaction late in the third quarter or early in the fourth quarter of 2016.

Further details regarding the Creditor/Catalyst Restructuring Transaction are available on the Monitor's website at [www.pwc.com/ca/pacific](http://www.pwc.com/ca/pacific) and SEDAR.

#### Shareholder Contact Information

Shareholders are reminded that any questions or concerns concerning the Creditor/Catalyst Restructuring Transaction can be directed to the Company at [ir@pacificcorp.energy](mailto:ir@pacificcorp.energy).

#### Noteholder Contact Information

Noteholders with questions about the Creditor/Catalyst Restructuring Transaction are encouraged to contact Kingsdale Shareholder Services at 1-877-659-1821 toll-free in North America or call collect at 1-416-867-2272 outside of North America or by email at [contactus@kingsdaleshareholder.com](mailto:contactus@kingsdaleshareholder.com).

#### About Pacific:

Pacific Exploration & Production Corp. is a Canadian public company and a leading explorer and producer of natural gas and crude

oil, with operations focused in Latin America. The Company has a diversified portfolio of assets with interests in more than 70 exploration and production blocks in various countries including Colombia, Peru, Guatemala, Brazil, Guyana and Belize. The Company's strategy is focused on sustainable growth in production & reserves and cash generation. Pacific Exploration & Production is committed to conducting business safely, in a socially and environmentally responsible manner.

#### Cautionary Note Concerning Forward-Looking Statements

This news release contains forward-looking statements. All statements, other than statements of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future, including, without limitation, statements regarding the Creditor/Catalyst Restructuring Transaction (including approval thereof), the Proponent's Proposal (including consideration thereof), are forward-looking statements. These forward-looking statements reflect the current expectations or beliefs of the Company based on information currently available to the Company. Forward-looking statements are subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company. Factors that could cause actual results or events to differ materially from current expectations include, among other things: the Company's ability to continue as a going concern upon completion of the Creditor/Catalyst Restructuring Transaction or any other restructuring transaction; volatility in market prices for oil and natural gas; a continued depressed oil price environment with a potential of further decline; default under the Company's credit facilities and/or the Company's senior notes due to a breach of covenants therein; amounts becoming due and payable under the credit facilities and/or the senior notes, notwithstanding the entering into of support arrangements, whether through the actions of holders of senior notes or the trustee under the respective senior note indentures or otherwise; the impact of events of defaults in respect of the credit facilities and/or senior notes on other material contracts of the Company, including but not limited to, cross-defaults resulting in acceleration of amounts payable thereunder or the termination of such agreements notwithstanding the protection obtained by the Company under the CCAA proceedings in Canada and/or sought in proceedings under other applicable jurisdictions (including Colombia and the United States); failure of the Company to complete the Creditor/Catalyst Restructuring Transaction, which is subject to a number of conditions and other risks and uncertainties; court and required regulatory approvals or otherwise; failure to satisfy any terms or conditions of any other agreement with the Company's creditors on a proposed restructuring; any negative impact on the Company's current operations as a result of the Creditor/Catalyst Restructuring Transaction or failure to implement the Creditor/Catalyst Restructuring Transaction or reach any other agreement with creditors; perceptions of the Company's prospects and the prospects of the oil and gas industry in Colombia and the other countries where the Company operates and/or has investments as the result of the entering into of the Creditor/Catalyst Restructuring Transaction or otherwise commencing voluntary insolvency proceedings or otherwise; expectations regarding the Company's ability to raise capital and to continually add to reserves through acquisitions and development; inability to obtain a listing on a stock exchange as provided for under Creditor/Catalyst Restructuring Transaction or otherwise; the effect of the Creditor/Catalyst Restructuring Transaction or any other restructuring transaction on the Company's business and operations; political developments in Colombia, Guatemala, Peru, Brazil, Guyana and Mexico; liabilities inherent in oil and gas operations; uncertainties associated with estimating oil and natural gas reserves; competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel; incorrect assessments of the value of acquisitions and/or past integration problems; geological, technical, drilling and processing problems; fluctuations in foreign exchange or interest rates and stock market volatility; delays in obtaining required environmental and other licenses; uncertainty of estimates of capital and operating costs, production estimates and estimated economic return; the possibility that actual circumstances will differ from estimates and assumptions; uncertainties relating to the availability and costs of financing needed in the future; changes in income tax laws or changes in tax laws, accounting principles and incentive programs relating to the oil and gas industry; and the other factors discussed under the heading entitled "Risk Factors" and elsewhere in the Company's AIF dated March 18, 2016 filed on SEDAR at [www.sedar.com](http://www.sedar.com) and in the circular dated July 8, 2016 prepared in connection with the Meeting. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein.

#### Translation

This news release was prepared in the English language and subsequently translated into Spanish. In the case of any differences between the English version and its translated counterparts, the English document should be treated as the governing version.

SOURCE Pacific Exploration and Production Corporation

#### Contact

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