

Zargon Oil & Gas Ltd. Provides 2019 First Quarter Results

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CALGARY, May 14, 2019 - [Zargon Oil & Gas Ltd.](#) ("Zargon" or the "Company") (TSX SYMBOL: ZAR).

FINANCIAL AND OPERATING HIGHLIGHTS (THREE MONTHS ENDED MARCH 31, 2019)

- On January 11, 2019, Zargon announced the completion of a transaction to settle its \$41.94 million principal amount of outstanding 8% Convertible Debentures due December 31, 2019 in exchange for common shares of Zargon. Immediately before the transaction, 30,932,912 common shares were issued and outstanding. Following the completion of the transaction, 459,811,236 common shares were issued and outstanding. Following closing, the Company has reduced its overall debt by \$41.94 million and its annual interest burden by \$3.36 million, resulting in a simplified capital structure with only \$3.50 million (USD) of term debt outstanding.
- Funds flow from operating activities of \$1.23 million compare to the negative \$2.74 million recorded in the prior quarter, and the negative \$0.30 million reported in first quarter of 2018. The increase from the prior quarter is primarily due to higher commodity prices due to the narrowing of the WTI-WCS differentials and lower interest expenses due to the settlement of the convertible debentures.
- First quarter 2019 production averaged 1,808 barrels of oil equivalent per day, essentially unchanged from the preceding quarter rate of 1,786 barrels of oil equivalent per day and a 26 percent decrease from the 2018 first quarter rate of 2,427 barrels of oil equivalent per day.
- First quarter 2019 field oil prices averaged \$56.54 per barrel, a 78 percent gain from the prior quarter price of \$31.74 per barrel and a eight percent gain from the 2018 first quarter price of \$52.48 per barrel.
- First quarters 2019 field operating netbacks defined as sales less royalties and operating/transportation costs were \$14.00 per barrel of oil equivalent, a significant improvement from the prior quarters operating netback of a negative \$3.84 per barrel of oil equivalent. The corresponding first quarters 2019 field operating cash flow was \$2.28 million, which compares with the prior quarters negative \$0.63 million.
- First quarter 2019 capital expenditures totaled \$0.75 million, a \$0.07 million increase from the \$0.68 million recorded in the prior quarter. The cash constrained reduced program was primarily allocated to well reactivations and pipeline construction projects. No wells were drilled in the quarter.
- First quarter 2019 abandonment and reclamation costs totaled \$0.22 million, a \$0.63 million decrease from the \$0.85 million recorded in the prior quarter.

The outlook for Zargon is improving in 2019 with the narrowing of the WTI-WCS differentials and the settlement of our \$41.94 million principal amount of convertible debentures. For further information regarding Zargon's properties, opportunities and outlook, please refer to our updated corporate presentation, which is available at www.zargon.ca.

Strategic Alternatives Process Update ⁽¹⁾

In 2015 Zargon formed a Special Board Committee (the "Committee") to examine alternatives available to maximize shareholder value. Macquarie Capital Markets Canada Ltd. ("Macquarie") is currently engaged as Zargon's exclusive financial advisor to evaluate strategic alternatives available to Zargon which may include a sale of the Company or a portion of the Company's assets, a restructuring of the Company's current capital structure, the addition of capital to further develop the potential of the assets, a merger, a farm-in or joint venture, or other such options as may be determined by the Board of Directors to be in the best interests of the Company and its

stakeholders.

	Three Months Ended March 31,			
	2019	2018	Percent Change	
Financial Highlights				
Income and Investments (\$ millions)				
Gross petroleum and natural gas sales	8.31	9.71	(14	)
Funds flow from/(used in) operating activities	1.23	(0.30	)	510
Cash flows from/(used in) operating activities	(0.93	) 0.80	(216	)
Net earnings/(loss)	25.08	(4.33	)	679
Net capital expenditures	0.75	1.50	(50	)
Abandonment and reclamation costs	0.22	0.61	(64	)
Per Share, Basic				
Funds flow from/(used in) operating activities (\$/share)	–	(0.01	)	(110
Net earnings/(loss) (\$/share)	0.06	(0.14	)	143
Balance Sheet at Period End (\$ millions)				
Property and equipment (D&P)	98.60	126.89	(22	)
Total assets	106.61	136.83	(22	)
Working capital	2.61	1.16	125	
Convertible debentures at maturity	–	41.94	(100	)
Shareholders' equity	29.34	19.16	53	
Weighted Average Shares Outstanding for the Period (millions) – Basic	407.39	30.84	1221	
Weighted Average Shares Outstanding for the Period (millions) – Diluted	407.39	30.84	1221	
Total Common Shares Outstanding at Period End (millions)	459.81	30.86	1390	

Funds flow from operating activities is an additional GAAP measure presented on the consolidated statement of cash flows, it represents cash flow from operating activities adjusted for asset retirement expenditures and changes in non-cash operating working capital.

Working capital excludes derivative assets/liabilities and short term debt.

	Three Months Ended March 31,			
	2019	2018	Percent Change	
Operating Highlights				
Average Daily Production				
Oil and liquids (bbl/d)	1,576	1,949	(19	)
Natural gas (mmcf/d)	1.39	2.87	(52	)
Equivalent (boe/d)	1,808	2,427	(26	)
Average Selling Price (before the impact of financial risk management contracts)				
Oil and liquids (\$/bbl)	56.54	52.48	8	
Natural gas (\$/mcf)	2.28	1.98	15	
Netback (\$/boe)				
Gross petroleum and natural gas sales	51.04	44.47	15	
Royalties	(5.59	) (5.88	)	(5
Realized loss on derivatives	–	(3.89	)	100
Operating expenses	(30.81	) (26.97	)	14
Transportation expenses	(0.64	) (0.55	)	16
Operating netback	14.00	7.18	95	
Wells Drilled, Net	–	–	–	

Undeveloped Land at Period End (thousand net acres)	33	33	–
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The calculation of barrels of oil equivalent (“boe”) is based on the conversion ratio that six thousand cubic feet of natural gas is equivalent to one barrel of oil.

Forward-Looking Statements

This press release offers our assessment of Zargon's future plans and operations as at May 14, 2019, and contains certain forward-looking information and statements within the meaning of applicable securities laws. The use of any of the words "anticipate”, “continue”, “estimate”, “expect”, “forecast”, “may”, “will”, “project”, “should”, “plan”, “intend”, “believe” and similar expressions (including the negatives thereof) are intended to identify forward-looking information or statements. In particular, but without limiting the foregoing, this news release contains forward-looking information and statements pertaining to our strategic alternatives process under the heading “Strategic Alternatives Process”. In addition, all statements relating to reserves, including ASP reserves, in this press release are deemed to be forward-looking as they involve an implied assessment, based on certain assumptions and estimates, that the reserves described, can be properly produced in the future.

The forward-looking information and statements included in this news 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: those relating to results of operations and financial condition; general economic conditions; industry conditions; changes in regulatory and taxation regimes; volatility of commodity prices; escalation of operating and capital costs; currency fluctuations; the availability of services; imprecision of reserve estimates; geological, technical, drilling and processing problems; environmental risks; weather; the lack of availability of qualified personnel or management; stock market volatility; the ability to access sufficient capital from internal and external sources; and competition from other industry participants for, among other things, capital, services, acquisitions of reserves, undeveloped lands and skilled personnel. Risks are described in more detail in our Annual Information Form, which is available on www.zargon.ca and on www.sedar.com. Forward-looking statements are provided to allow investors to have a greater understanding of our business.

You are cautioned that the assumptions used in the preparation of such information and statements, including, among other things: future oil and natural gas prices; future capital expenditure levels; future production levels; future exchange rates; the cost of developing and expanding our assets; our ability to obtain equipment in a timely manner to carry out development activities; our ability to market our oil and natural gas successfully to current and new customers; the impact of increasing competition; the availability of adequate and acceptable debt and equity financing and funds from operations to fund our planned expenditures; and our ability to add production and reserves through our development and acquisition activities, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. Our actual results, performance, or achievement could differ materially from those expressed in, or implied by, these forward-looking statements. We can give no assurance that any of the events anticipated will transpire or occur, or if any of them do, what benefits we will derive from them. The forward-looking information and statements contained in this document is expressly qualified by this cautionary statement. Our policy for updating forward-looking statements is that Zargon disclaims, except as required by law, any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Additional GAAP and Non-GAAP Financial Measures

Zargon uses the following terms for measurement within this press release that do not have a standardized prescribed meaning under Canadian generally accepted accounting principles (“GAAP”) and these measurements may not be comparable with the calculation of similar measurements of other entities.

The terms “funds flow from operating activities” and “operating netback per boe” in this press release are not recognized measures under GAAP. Management of Zargon believes that in addition to net earnings and cash flows from operating activities as defined by GAAP, these terms are useful supplemental measures to evaluate operating performance and assess leverage. Users are cautioned;

however, that these measures should not be construed as an alternative to net earnings or cash flows from operating activities determined in accordance with GAAP as an indication of Zargon's performance.

Zargon considers funds flow from operating activities to be an important measure of Zargon's ability to generate the funds necessary to finance capital expenditures and repay debt. All references to funds flow from operating activities throughout this press release are based on cash provided by operating activities before the change in non-cash working capital since Zargon believes the timing of collection, payment or incurrence of these items involves a high degree of discretion and, as such, may not be useful for evaluating Zargon's operating performance. Zargon's method of calculating funds flow from operating activities may differ from that of other companies and, accordingly, may not be comparable to measures used by other companies. Funds flow from operating activities per basic share is calculated using the same weighted average basic shares outstanding as is used in calculating earnings per basic share. See Zargon's Management's Discussion and Analysis ("MD&A") as filed on www.zargon.ca and on www.sedar.com for the periods ended March 31, 2019 and 2018 for a discussion of cash flows from operating activities and funds flow from operating activities.

51-101 Advisory

In conformity with National Instrument 51-101, Standards for Disclosure of Oil and Gas Activities ("NI 51-101"), natural gas volumes have been converted to barrels of oil equivalent ("boe") using a conversion rate of six thousand cubic feet of natural gas to one barrel of oil. In certain circumstances, natural gas liquid volumes have been converted to a thousand cubic feet equivalent ("mcf") on the basis of one barrel of natural gas liquids to six thousand cubic feet of gas. Boes and mcfes may be misleading, particularly if used in isolation. A conversion ratio of one barrel to six thousand cubic feet of natural gas is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Given that the value ratio based on the current price of crude oil as compared to natural gas is significantly different from the energy equivalency of 6:1, utilizing a conversion ratio on a 6:1 basis may be misleading as an indication of value.

Filings

Zargon has filed with Canadian securities regulatory authorities its unaudited financial statements for the three months ended March 31, 2019 and the accompanying MD&A. These filings are available on www.zargon.ca and under Zargon's SEDAR profile on www.sedar.com.

About Zargon

Zargon is a Calgary-based oil and natural gas company working in the Western Canadian and Williston sedimentary basins and is focused on oil exploitation projects (water floods and tertiary ASP) that profitably increase oil production and recovery factors from existing oil reservoirs.

In order to learn more about Zargon, we encourage you to visit Zargon's website at www.zargon.ca where you will find a current shareholder presentation, financial reports and historical news releases.

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