

Pipestone Energy Corp. Announces Appointment of New Director, Distribution of Common Shares By Its Largest Shareholder Canadian Non-Operated Resources L.P. and Updated Investor Rights Arrangements

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CALGARY, Sept. 24, 2021 - (PIPE - TSX) [Pipestone Energy Corp.](#) ("Pipestone Energy" or the "Company") is pleased to announce that Kim Anderson has been appointed to the Pipestone Energy Board of Directors (the "Pipestone Board") effective September 24, 2021 and will also serve as a member of the Audit Committee. Ms. Anderson is currently the Chief Financial Officer of Heartland Generation, and prior to that was Chief Financial Officer of TSX-Listed Athabasca Oil Corporation. Ms. Anderson holds a Bachelor of Commerce degree from the Haskayne School of Business at the University of Calgary and is a Chartered Professional Accountant.

"We are pleased to welcome Kim Anderson to the Board of Directors of Pipestone Energy. Ms. Anderson brings a broad range of experience to the Pipestone Board in both private and public capital markets, including: corporate strategy, treasury operations, financial management, investor relations, mergers & acquisitions, and both equity and debt financing," said Gord Ritchie, Chair of the Pipestone Board.

Pipestone Energy also reports that Pipestone Energy's largest single shareholder, Canadian Non-Operated Resources L.P. ("CNOR LP") is in the process of being dissolved and as such has distributed its 103,750,000 common shares ("Common Shares") of Pipestone Energy to its limited partners (the "Distribution"). As a result, and based on information publicly filed, Riverstone V REL CNOR LP ("Riverstone V") now beneficially owns 47,159,714 Common Shares and its affiliate Riverstone Pipestone LP ("Riverstone LP", and together with Riverstone V, "Riverstone") continues to own 52,690 convertible preferred shares (the "Preferred Shares"), representing an aggregate approximate 40.5% of the voting securities of Pipestone Energy (on a notional as-converted basis of the Preferred Shares as of the date of the Distribution); and Al Mehwar Commercial Investments LLC ("Al Mehwar"), an affiliate of Amwal Investments LLC ("Amwal"), now beneficially owns 31,439,809 Common Shares, representing approximately 11.2% of the voting securities of Pipestone Energy. The remainder of CNOR LP's Common Shares, being 25,150,477 Common Shares representing an approximate 9.0% of the voting securities of Pipestone Energy, were distributed to the other limited partners of CNOR LP with no public filings issued.

The CNOR LP nomination agreement, dated January 4, 2019 (available on the Corporation's profile at [www.sedar.com](#)) which entitled it to nominate three directors for election to the Pipestone Board for so long as it held in excess of 30% of the Common Shares, has been terminated. In its place Riverstone can now nominate two directors for election to the Pipestone Board pursuant to the Riverstone LP nomination agreement dated effective September 15, 2020 for so long as it and its affiliates hold in excess of 20% of the voting securities of the Corporation. Currently, Riverstone is represented on the Pipestone Board by Messrs. Robert Tichio and Jesal Shah. Pipestone has also entered into a new nomination agreement with Al Mehwar, providing that Al Mehwar can nominate one director for election to the Pipestone Board for so long as it or its affiliates collectively hold in excess of 10% of the voting securities of the Corporation. The Riverstone LP and Al Mehwar nomination agreements are available at [www.sedar.com](#).

CNOR LP has assigned its existing registration rights agreement with Pipestone Energy dated effective January 4, 2019 (available at [www.sedar.com](#)) to Riverstone V, which provides for four customary "prospectus demand rights", three of which have been waived by Riverstone V. Riverstone therefore has a total of four prospectus demand rights considering the three existing rights that Riverstone LP has pursuant to the registration rights agreement (the "Preferred Share Investor Registration Rights Agreement") dated effective September 15, 2020 among Riverstone LP, GMT Capital Corp. ("GMT Capital") and the Corporation (available at [www.sedar.com](#)).

Following the Distribution, all of the outstanding investor rights for significant shareholders are summarized above, plus those rights held by GMT Capital, which was not involved in the Distribution, pursuant to the Preferred Share Investor Registration Rights Agreement, being two customary prospectus demand rights and piggy-back rights; and GMT Capital is entitled to nominate one director for election to the Pipestone Board pursuant to the GMT Capital nomination agreement dated effective September 15, 2020 for so long as it, its affiliates or GMT Exploration Company LLC holds in excess of 10% of the voting securities of the Corporation. Certain hedge fund and private client accounts of GMT Capital beneficially own 20,424,509 Common Shares and 11,540 Preferred Shares, representing 15.1% of the voting securities of Pipestone Energy. The GMT Capital nomination agreement is available at www.sedar.com.

Paul Wanklyn, President and CEO of Pipestone Energy would like to thank the limited partners of CNOR LP for their vision and support of both Pipestone Energy, and the previous private company, Pipestone Oil Corp in making the commitments which allowed for the exciting development taking place in the field today. The Pipestone area holds significant future value potential for all shareholders, and each of Riverstone, Al Mehwar, GMT Capital and GMT Exploration Company LLC continues to support Pipestone Energy's exceptional growth strategy.

[Pipestone Energy Corp.](#)

Pipestone Energy is an oil and gas exploration and production company focused on developing its large condensate-rich Montney asset base in the Pipestone area near Grande Prairie. Pipestone Energy is fully funded to organically grow its production from 15.6 Mboe/d in 2020 to a forecast 35 Mboe/d (midpoint) in 2022, while maintaining a conservative leverage profile. Beginning in Q4 2021, the Company expects to generate free cash flow above growth and maintenance expenditures. Pipestone will initially prioritize the repayment of debt, with a target of less than 0.5x debt to cash flow prior to the end of 2022. The Pipestone Board is assessing all options to maximize shareholder returns through potential uses for future free cash flow, which could include share buyback programs, a future dividend, as well as investment in further growth or potential acquisitions. Pipestone Energy is committed to building long term value for our shareholders while maintaining the highest possible environmental and operating standards, as well as being an active and contributing member to the communities in which it operates. Pipestone Energy's Common Shares trade under the symbol PIPE on the TSX.

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Advisory Regarding Forward-Looking Statements

This news release contains certain information and statements ("forward-looking statements") that constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future results or events, are based upon internal plans, intentions, expectations and beliefs, and are subject to risks and uncertainties that may cause actual results or events to differ materially from those indicated or suggested therein. All statements other than statements of current or historical fact constitute forward-looking statements. Forward-looking statements are typically, but not always, identified by words such as "anticipate", "estimate", "expect", "intend", "forecast", "continue", "propose", "may", "will", "should", "believe", "plan", "target", "objective", "project", "potential" and similar or other expressions indicating or suggesting future results or events.

Forward-looking statements are not promises of future outcomes. There is no assurance that the results or events indicated or suggested by the forward-looking statements, or the plans, intentions, expectations or beliefs contained therein or upon which they are based, are correct or will in fact occur or be realized (or if

they do, what benefits Pipestone Energy may derive therefrom).

In particular, but without limiting the foregoing, this news release contains forward-looking statements pertaining to: development of our assets; production growth while maintaining a conservative leverage profile; the generation of free cash flow (a non-GAAP measure) above growth and maintenance expenditures; repayment of debt and target debt to cash flow (a non-GAAP measure); and the generation of investment returns and potential methods therefor including potential uses for future free cash flow, which could include additional share buyback programs, a future dividend, as well as investment in further growth or potential acquisitions.

With respect to the forward-looking statements contained in this report, Pipestone Energy has assessed material factors and made assumptions regarding, among other things: continuous improvement initiatives; future demand for natural gas; emission reduction activities; the balance between productivity and environmental impacts; the use of water; public policy initiatives and possible results; future commodity prices and currency exchange rates, including consistency of future oil, natural gas liquids (NGLs) and natural gas prices with current commodity price forecasts; the economic impacts of the COVID-19 pandemic; Pipestone Energy's continued ability to obtain qualified staff and equipment in a timely and cost-efficient manner; the predictability of future results based on past and current experience; the predictability and consistency of the legislative and regulatory regime governing royalties, taxes, environmental matters and oil and gas operations, both provincially and federally; Pipestone Energy's ability to successfully market its production of oil, NGLs and natural gas; the timing and success of drilling and completion activities (and the extent to which the results thereof meet expectations); Pipestone Energy's future production levels and amount of future capital investment, and their consistency with Pipestone Energy's current development plans and budget; future capital expenditure requirements and the sufficiency thereof to achieve Pipestone Energy's objectives; the successful application of drilling and completion technology and processes; the applicability of new technologies for recovery and production of Pipestone Energy's reserves and other resources, and their ability to improve capital and operational efficiencies in the future, including their ability to reduce emissions; the recoverability of Pipestone Energy's reserves and other resources; Pipestone Energy's ability to economically produce oil and gas from its properties and the timing and cost to do so; the performance of both new and existing wells; future cash flows from production; future sources of funding for Pipestone Energy's capital program, and its ability to obtain external financing when required and on acceptable terms; future debt levels; geological and engineering estimates in respect of Pipestone Energy's reserves and other resources; the accuracy of geological and geophysical data and the interpretation thereof; the geography of the areas in which Pipestone Energy conducts exploration and development activities; the timely receipt of required regulatory approvals; the access, economic, regulatory and physical limitations to which Pipestone Energy may be subject from time to time; and the impact of industry competition.

The forward-looking statements contained herein reflect management's current views, but the assessments and assumptions upon which they are based may prove to be incorrect. Although Pipestone Energy believes that its underlying assessments and assumptions are reasonable based on currently available information, undue reliance should not be placed on forward-looking statements, which are inherently uncertain, depend upon the accuracy of such assessments and assumptions, and are subject to known and unknown risks, uncertainties and other factors, both general and specific, many of which are beyond Pipestone Energy's control, that may cause actual results or events to differ materially from those indicated or suggested in the forward-looking statements. Such risks and uncertainties include, but are not limited to, volatility in market prices and demand for oil, NGLs and natural gas and hedging activities related thereto; general economic, business and industry conditions; variance of Pipestone Energy's actual capital costs, operating costs and economic returns from those anticipated; the ability to find, develop or acquire additional reserves and the availability of the capital or financing necessary to do so on satisfactory terms; and risks related to the exploration, development and production of oil and natural gas reserves and resources. Additional risks, uncertainties and other factors are discussed in the MD&A dated August 11, 2021 and in Pipestone Energy's annual information form dated March 10, 2021, copies of which are available electronically on Pipestone Energy's profile at SEDAR at www.sedar.com.

The forward-looking statements contained in this report are made as of the date hereof and Pipestone Energy assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by applicable securities laws. All forward-looking statements herein are expressly qualified by this advisory.

Advisory Regarding Non-GAAP Measures

Non-GAAP measures

This press release includes references to financial measures commonly used in the oil and natural gas industry. The terms "cash flow" and "free cash flow" are not defined under IFRS, which have been incorporated into Canadian GAAP, as set out in Part 1 of the Chartered Professional Accountants Canada Handbook - Accounting, are not separately defined under GAAP, and may not be comparable with similar measures presented by other companies. The reconciliations of these non-GAAP measures to the nearest GAAP measure for historical periods are discussed in the MD&A dated August 11, 2021, a copy of which is available electronically on Pipestone Energy's SEDAR at www.sedar.com. Management believes the presentation of the non-GAAP measures provide useful information to investors and shareholders as the measures provide increased transparency and the opportunity to better analyze and compare performance against prior periods.

Cash flow

"Cash flow" is a non-GAAP measure that is calculated as cash from operating activities plus changes in non-cash working capital and decommissioning provision costs incurred, and is not defined under IFRS. Cash flow should not be considered an alternative to, or more meaningful than, cash from operating activities, income (loss) or other measures determined in accordance with IFRS as an indicator of the Company's performance. Management uses cash flow to analyze operating performance and leverage and believes it is a useful supplemental measure as it provides an indication of the funds generated by Pipestone Energy's principal business activities prior to consideration of changes in working capital.

Free cash flow

"Free cash flow" is a non-GAAP measure that is calculated as cash from operating activities plus changes in non-cash working capital and decommissioning provision costs incurred, less capital expenditures incurred, and is not defined under IFRS. Free cash flow should not be considered an alternative to, or more meaningful than, cash from operating activities, income (loss) or other measures determined in accordance with IFRS as an indicator of the Company's performance. Management uses free cash flow to analyze operating performance and leverage and believes it is a useful supplemental measure as it provides an indication of the funds generated by Pipestone Energy's principal business activities, inclusive of ongoing capital expenditures, prior to consideration of changes in working capital.

Basis of Barrel of Oil Equivalent

Petroleum and natural gas reserves and production volumes are stated as a "barrel of oil equivalent" (boe), derived by converting natural gas to oil equivalency in the ratio of 6,000 cubic feet of gas to one barrel of oil. Readers are cautioned that boe figures may be misleading, particularly if used in isolation. A boe conversion ratio of 6,000 cubic feet of gas to one barrel of oil is based on energy equivalency, which is primarily applicable at the burner tip, and does not represent a value equivalency at the wellhead.

Production

Disclosure of production on a per boe basis in this press release consists of the constituent product types and their respective quantities as disclosed in the following table:

	Condensate (bbls/d)	Other NGLs (bbls/d)	Total NGLs (bbls/d)	Crude Oil (bbls/d)	(1) Natural Gas (Mcf/d)	(2) Total (boe/d)
2020	4,626	2,002	6,628	102	53,039	15,570

(1) References to crude oil in production amounts are to the product type "tight oil".

(2) References to natural gas in production amounts are to the product type "shale gas".

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