

Razor Energy Corp. Announces Completion of Sale Transaction

12.12.2024 | [GlobeNewswire](#)

[Razor Energy Corp.](#) ("Razor Energy", and together with its wholly-owned subsidiaries, Blade Energy Services Corp. and Razor Holdings GP Corp., collectively, the "the Corporation") announces that it has closed the previously announced sale transaction and ancillary steps (collectively, the "Transaction") pursuant to a Subscription Agreement, dated October 27, 2024, between Razor Energy, as vendor, and Texcal Energy Canada Inc. (the "Purchaser"), as purchaser, as amended by a Subscription Agreement Amending Agreement, dated as of November 27, 2024, and a Subscription Agreement Second Amending Agreement, dated as of November 30, 2024 (collectively, the "Subscription Agreement"). The Subscription Agreement was entered into in connection with the Corporation's proceedings under the *Companies' Creditors Arrangement Act* (Canada) (the "CCAA Proceedings") and approved by an order granted by the Court of King's Bench of Alberta (the "Court") on December 6, 2024 (the "Transaction Approval Order").

The Transaction was completed on December 11, 2024. Following the completion of the Transaction, the Company is wholly owned by the Purchaser, is no longer a reporting issuer in Canada, and is no longer subject to the CCAA Proceedings. As previously announced, all outstanding shares, options, and other equity interests in Razor Energy have been retracted and cancelled for nominal consideration of \$0.00001 per common share.

Pursuant to the Transaction Approval Order, certain excluded assets, contracts, and liabilities of the Corporation, which were not included in the Transaction, have been transferred to and vested in a newly-incorporated entity ("ResidualCo"). ResidualCo is anticipated to remain subject to the CCAA Proceedings, pending further order of the Court.

Copies of the Subscription Agreement and the Transaction Approval Order, and more information related to the CCAA Proceedings, can be found on the Court-appointed Monitor's website located at <http://cfcanada.fticonsulting.com/razor-blade>.

If you have any questions regarding the foregoing or require further information, please consult the Monitor's website at <http://cfcanada.fticonsulting.com/razor-blade> or by contacting the Monitor at:

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FORWARD-LOOKING STATEMENTS: This press release contains certain statements that may be deemed to be forward-looking statements. Such statements relate to possible future events, including, but not limited to the continuation of the CCAA Proceedings and ResidualCo's status within the CCAA Proceedings. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "anticipate", "believe", "expect", "plan", "estimate", "potential", "will", "should", "continue", "may", "objective" and similar expressions. The forward-looking statements are based on certain key expectations and assumptions made by Razor Energy. Although Razor Energy believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because Razor Energy can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Please also refer to the risk factors identified in the most recent annual information form and management discussion and analysis of Razor Energy which are available on SEDAR+ at

www.sedarplus.ca. The forward-looking statements contained in this press release are made as of the date hereof and Razor Energy undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

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