

Frontera Energy Corp. Announces Increase In Consideration And Maximum Tender Amount

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And Amendment To Certain Other Terms Of The Tender Offer And Consent Solicitation For Its Outstanding 7.875% Senior Notes Due 2028

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[Frontera Energy Corporation](#) (TSX: FEC) (the "Company" or "Frontera") hereby announces the changes set forth below to the Company's previously announced cash tender offer (the "Offer") and consent solicitation (the "Solicitation") of its outstanding 7.875% Senior Notes due 2028 (the "Notes"), made upon the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement dated as of May 9, 2025 (as amended prior to the date hereof, the "Offer to Purchase"). Capitalized terms used but not defined in this press release have the meaning set forth in the Offer to Purchase.

As of May 30, 2025, Holders of U.S.\$124,134,000 aggregate principal amount of the Notes had either tendered their Notes or provided their standalone Consents in the Offer and the Solicitation, as follows: (i) Holders of U.S.\$73,266,000 aggregate principal amount of the Notes had tendered their Notes; and (ii) Holders of U.S.\$50,868,000 aggregate principal amount of the Notes had delivered their standalone Consents.

Summary of the amendments to the Offer and Solicitation:

1. The Maximum Tender Amount will be increased from U.S.\$65 million to U.S.\$80 million (the "Amended Maximum Tender Amount").
2. The Consent Payment for consents validly delivered at or prior to 5:00 p.m, New York City time, on June 9, 2025 (the "Extended Early Tender Date and Consent Deadline") will be increased from U.S.\$15.00 for each U.S.\$1,000 principal amount of Notes to an aggregate amount of U.S.\$8 million, to be divided pro rata among all tendering and consenting Holders (the "Amended Consent Payment") in the Offer and Solicitation in aggregate. Based on the percentage of the aggregate principal amount of Notes (i) that are validly tendered pursuant to the Offer and (ii) in respect of which standalone Consents are delivered pursuant to the Solicitation, the pro rata Amended Consent Payment will be approximately between U.S.\$20.70 and U.S.\$41.50 per U.S.\$1,000 principal amount of Notes.
3. The consideration for each U.S.\$1,000 principal amount of Notes validly tendered at or prior to the Extended Early Tender Date and Consent Deadline, and accepted for purchase pursuant to the Offer, will be increased from U.S.\$700.00 to U.S.\$720.00 (the "Amended Tender Consideration"). Additionally, the Amended Tender Consideration will be modified such that Holders that validly tender their Notes and deliver their Consents at or prior to the Extended Tender Date and Consent Deadline and whose Notes are accepted for purchase will receive both the Amended Tender Consideration and the Amended Consent Payment.

Holders who (i) validly tender their Notes at or prior to the Extended Tender Date and Consent Deadline, but whose Notes are not accepted for purchase due to oversubscription of the Offer and (ii) validly deliver Consents but do not validly tender their Notes at or prior to the Extended Tender Date and Consent Deadline, will only receive a pro-rata share of the Amended Consent Payment.

For illustrative purposes only, the table below sets forth the approximate Amended Tender Consideration and Amended Consent Payment, as the case may be, that each Holder whose Notes are accepted for purchase pursuant to the Offer and/or who validly delivers its Consent pursuant to the Solicitation will be entitled to receive, subject to the terms and conditions of the Offer and the Solicitation, assuming certain overall participation scenarios:

Consent Participation	Amended Consent Payment(1)	Approximate (pro rata share)(2)	Amended Consent Payment	Approximate Consideration	Amended Tender
					plus Amended Consent Payment(3)
50 %	U.S.\$8,000,000	U.S.\$41.50			U.S.\$761.50
55 %	U.S.\$8,000,000	U.S.\$37.70			U.S.\$757.70
60 %	U.S.\$8,000,000	U.S.\$34.50			U.S.\$754.50
65 %	U.S.\$8,000,000	U.S.\$31.90			U.S.\$751.90
70 %	U.S.\$8,000,000	U.S.\$29.60			U.S.\$749.60
75 %	U.S.\$8,000,000	U.S.\$27.60			U.S.\$747.60
80 %	U.S.\$8,000,000	U.S.\$25.90			U.S.\$745.90
85 %	U.S.\$8,000,000	U.S.\$24.40			U.S.\$744.40
90 %	U.S.\$8,000,000	U.S.\$23.00			U.S.\$743.00
95 %	U.S.\$8,000,000	U.S.\$21.80			U.S.\$741.80
100 %	U.S.\$8,000,000	U.S.\$20.70			U.S.\$740.70

(1) To be divided pro-rata among all tendering or consenting holders.

(2) Per U.S.\$1,000 principal amount of Notes. This is the approximate pro rata share of the Amended Consent Payment expected to be payable to each tendering or consenting Holder. U.S.\$6 million principal amount of Notes held by the Company and U.S.\$8 million principal amount of Notes held by the Catalyst Funds (as defined below) shall be excluded from purposes of calculating the Requisite Consents and the pro rata share of the Amended Consent Payment..

(3) Per U.S.\$1,000 principal amount of Notes. This is the approximate pro rata share of the Amended Consent Payment expected to be payable to each tendering or consenting Holder. U.S.\$6 million principal amount of Notes held by the Company and U.S.\$8 million principal amount of Notes held by the Catalyst Funds (as defined below) shall be excluded from purposes of calculating the Requisite Consents and the pro rata share of the Amended Consent Payment..

4. ~~If the Amended Consent Payment is oversubscribed~~ denominated and the acceptance of tenders in the event that the Amended Tender Amount is oversubscribed will be as follows:

Subject to the Amended Maximum Tender Amount, if the principal amount of Notes, after applying proration, results in (i) an acceptance of Notes in a principal amount of less than U.S.\$200,000 and/or (ii) Notes in a principal amount of less than U.S.\$200,000 being returned to the applicable Holder, the Company will accept the relevant electronic tender instruction in full.

Holders who (i) validly tendered and did not validly withdraw their Notes at or prior to 5:00 p.m., New York city time, on May 23, 2025 (the "Original Early Tender Date and Consent Deadline") and (ii) validly tender their Notes after the Original Early Tender Date and Consent Deadline but at or prior to the Extended Early Tender Date and Consent Deadline, and, in each case, whose Notes are accepted for purchase pursuant to the Offer, will be eligible to receive (a) both the Amended Tender Consideration and the Amended Consent Payment with respect to their Notes, subject to proration and certain conditions as set forth in the Offer to Purchase, and (b) accrued and unpaid interest from, and including, the last interest payment date for the Notes to, but excluding, the Tender Settlement Date (as defined below). There will be no Total Consideration, Tender Offer Consideration or Consent Payment (as each of such terms is defined in the Offer to Purchase). The amount of Notes that may be purchased in the Offer is subject to the Amended

Maximum Tender Amount. Tendered Notes will be subject to proration, with the proration factor depending on the aggregate principal amount of Notes validly tendered at or prior to the Extended Early Tender Date and Consent Deadline. For the avoidance of doubt, all Notes tendered after the Original Early Tender Date and Consent Deadline and at or prior to the Extended Early Tender Date and Consent Deadline will be prorated equally in conjunction with all Notes tendered at or prior to the Original Early Tender Date and Consent Deadline.

Pursuant to the terms of the Offer, Holders may not tender their Notes without delivering their Consents to the Proposed Amendments to the Indenture governing the Notes.

Holders who (i) validly delivered and did not validly revoke their Consents at or prior to the Original Early Tender Date and Consent Deadline and (ii) validly deliver their Consents after the Original Early Tender Date and Consent Deadline but at or prior to the Extended Early Tender Date and Consent Deadline, will be eligible to receive the Amended Consent Payment, irrespective of whether or not they tendered their Notes.

All the amendments to the Offer and the Solicitation set forth herein are for the benefit of the Holders. Any Notes validly tendered or Consents validly delivered after the Withdrawal Deadline, which occurred at 5:00 p.m., New York City time, on May 23, 2025, may not be withdrawn.

Consummation of the Offer and the Solicitation and payment for the Notes tendered and Consents delivered is subject to the satisfaction of certain conditions set forth in the Offer to Purchase, including obtaining the Requisite Consents to the Proposed Amendments under the Indenture governing the Notes. Except for the Financing Condition, these conditions have not yet been satisfied in full, and the Company has the right, in its sole discretion, to amend or terminate the Offer and/or the Solicitation at any time, and settlement for all Notes tendered and consents delivered at or prior to the Extended Early Tender Date and Consent Deadline is contingent on the satisfaction or waiver of these conditions.

Settlement for the Notes validly tendered (and not validly withdrawn) and for Consents validly delivered (and not validly revoked) in each case, at or prior to the Extended Early Tender Date and Consent Deadline, up to the Amended Maximum Tender Amount, is expected to occur on June 11, 2025 (the "Tender Settlement Date"), subject to the satisfaction or waiver of the conditions referred to above. The Company reserves the right to further increase or decrease the Amended Maximum Tender Amount at its reasonable discretion, although no assurance can be given that the Amended Maximum Tender Amount will be further increased or decreased. Settlement of all tendered Notes will be subject to proration as set forth herein and in the Offer to Purchase.

Unless otherwise amended as expressly described above in this press release, the terms and conditions of the Offer to Purchase remain the same. The terms and conditions of the Offer and the Solicitation are described in the Offer to Purchase, as supplemented and amended by this announcement. The Offer and the Solicitation are made by, and pursuant to the terms of, the Offer to Purchase, as supplemented and amended by this announcement, and the information in this announcement is qualified by reference to the Offer to Purchase.

Citigroup Global Markets Inc. and Itau BBA USA Securities, Inc. are acting as dealer managers for the Offer and solicitation agents for the Solicitation (the "Dealer Managers and Solicitation Agents"). The information and tender agent is Morrow Sodali International LLC, trading as Sodali & Co (the "Information and Tender Agent").

Requests for documentation should be directed to the Information and Tender Agent at the offer website: <https://projects.sodali.com/frontera>. Questions regarding the Offer or the Solicitation should be directed to the Dealer Managers and Solicitation Agents at (212) 723-6106 (for Citigroup) or (212) 710-6749 (for Itau BBA).

This press release is neither an offer to purchase nor a solicitation of an offer to sell securities. The Offer and the Solicitation are being made only pursuant to the Offer to Purchase.

None of the Company, the Dealer Managers and Solicitation Agents or the Information and Tender Agent makes any recommendation as to whether Holders should tender or refrain from tendering their Notes or

delivering their Consents. Holders must make their own decision as to whether to tender Notes (and, if so, the principal amount of Notes to tender) and/or deliver Consents.

Based on publicly available information, The Catalyst Capital Group Inc., which manages funds (the "Catalyst Funds") that hold approximately 40.97% of the common shares of the Company, exercises control or direction over U.S.\$8 million principal amount of the Notes. As a result of the holdings of the Catalyst Funds, the Offer and the Solicitation are "related party transactions" of the Company as defined under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions of the Canadian Securities Administrators ("MI 61-101"). The Offer and the Solicitation will be exempt from the valuation and minority approval requirements of MI 61-101 pursuant to sections 5.5(a) and 5.7(a) of MI 61-101, respectively. The material change report dated May 15, 2025, filed by the Company in connection with the Offer and the Solicitation contains additional disclosure required under MI 61-101. The Company holds U.S.\$6 million principal amount of the Notes. The Notes held by the Company are not subject to the Offer or the Solicitation. The Notes held by the Company and the Catalyst Funds will not be considered outstanding for purposes of calculating the Requisite Consents to the Proposed Amendments.

About Frontera:

Frontera Energy Corporation is a Canadian public company involved in the exploration, development, production, transportation, storage and sale of oil and natural gas in South America, including strategic investments in both upstream and midstream facilities. The Company has a diversified portfolio of assets which consists of interests in 22 exploration and production blocks in Colombia, Ecuador and Guyana, and in pipeline and port facilities in Colombia. Frontera's common shares are listed for trading in the Toronto Stock Exchange under the ticker symbol "FEC." The Company is committed to conducting business safely and in a socially and environmentally responsible manner.

If you would like to receive News Releases via e-mail as soon as they are published, please subscribe here: <http://fronteraenergy.mediaroom.com/subscribe>.

Advisories:

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 timing and terms of the Offer and Solicitation) 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: failure to meet all conditions of the Offer and Solicitation (including the receipt of the Requisite Consents); level of participation in the Offer and Solicitation; the newly imposed U.S. trade tariffs affecting over 50 countries and escalating tensions with China; the impact of the Russia-Ukraine conflict and conflict in the Middle East; actions of the Organization of Petroleum Exporting Countries (OPEC+); liabilities inherent with the exploration, development, exploitation and reclamation of oil and natural gas; uncertainty of estimates of capital and operating costs, production estimates and estimated economic return; uncertainties associated with estimating oil and natural gas reserves; failure to establish estimated resources or reserves; volatility in market prices for oil and natural gas; fluctuation in currency exchange rates; inflation; changes in equity markets; perceptions of the Company's prospects and the prospects of the oil and gas industry in Colombia and other countries where the Company operates or has investments; uncertainties relating to the availability and costs of financing needed in the future; the Company's ability to complete strategic initiatives or transactions to enhance the value of its securities and the timing thereof; the Company's ability to access additional financing; the ability of the Company to maintain its credit ratings; the ability of the Company to meet its financial obligations and minimum commitments, fund capital expenditures and comply with covenants contained in the agreements that govern indebtedness; political developments in the countries where the Company operates; the uncertainties involved in interpreting drilling results and other geological data; timing on receipt of government approvals; the inability of the Company to reach an agreement with the Government of Guyana

in respect of the Company and its joint venture partner's interests in, and the petroleum prospecting license for, the Corentyne block; and the other risks disclosed under the heading "Risk Factors" and elsewhere in the Company's annual information form dated March 10, 2025 filed on SEDAR+ at www.sedarplus.ca. 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.

SOURCE Frontera Energy Corporation

FOR FURTHER INFORMATION:

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