

# Prospera Announces Financing Update

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CALGARY, Dec. 12, 2025 - [Prospera Energy Inc.](#) (TSX.V: PEI, OTC: GXRFF) ("Prospera", "PEI" or the "Corporation")

## Convertible Debt Offering

Prospera Energy Inc. (TSXV: PEI) is pleased to announce the closing of its previously announced convertible debt offering, raising total proceeds of \$3,627,580. The proceeds have been allocated exclusively toward strengthening working capital, well reactivations, and production optimization.

Through this offering, the Corporation proactively addressed near-term debt obligations by replacing soon-to-expire debt instruments with longer-term three-year debt instruments aligned with Prospera's growth and cash flow profile. This initiative significantly extends the debt maturity profile, reduces near-term liquidity risk, enhances the working capital position, and provides greater financial flexibility for ongoing operations and future growth. It also aligns future cash outflows with expected cash flow generation and reduces monthly cash commitments tied to payback of debt instruments.

The placement received substantial participation from insiders and members of the Board, demonstrating strong internal confidence and commitment to Prospera's strategic direction.

CFO Chris Ludtke commented, *"The financing materially improves our liquidity, reduces near-term balance sheet risk, and positions the company for sustainable execution."*

The offering remains subject to TSXV acceptance. The securities were offered to qualified purchasers in reliance upon exemptions from prospectus and registration requirements under applicable securities legislation. These private placements are offered only in jurisdictions where the Corporation is legally permitted to do so.

Issuer:	Prospera Energy Inc. ("Prospera" or the "Corporation").
Issue:	Convertible Debenture with a three-year term.
Offering Amount:	\$4,000,000 CAD (the "Offering").
Conversion Price:	\$0.05 if converted within the first year and \$0.10 if converted in years two or three, consisting of one common share and one warrant exercisable into another common share over a period of three years from initial closing. The Company reserves the right to force conversion if that the shares of the Company trade at \$0.125 for a period of ten days or more.
Underlying Shares:	Common shares of the Company listed on the TSX Venture Exchange under the symbol (PEI Shares").
Use of Proceeds:	Prospera intends to use the net proceeds of the offering for well reactivation, production optimization, strategic acquisitions and working capital.
Interest:	12% interest calculated quarterly and paid at maturity, or conversion date, which may be paid in cash or in shares at the then market price, at the Company's discretion.
Dividend Adjustment and Anti-Dilution:	The conversion price and warrants will also be subject to standard anti-dilution adjustments for share consolidations, share splits, spin-off events, rights issues, and reorganizations.
Offering Basis:	Non-brokered private placement offering.
Target Close Date:	On or before December 14, 2025.
Security:	The convertible debenture will be unsecured.
Finders Fees:	The Company may pay qualified finders a fee of 7% cash and 7% warrants.

## Convertible Debt

The Corporation issues an update to the press release originally issued on March 6<sup>th</sup>, 2025. The Corporation will be extinguishing \$1,500,000 of matured convertible debt, along with accrued interest of \$559,374.82 as

of the note maturity date on March 26th, 2025. Under the terms of the agreement:

- The \$1,500,000 principal will be extinguished through the issuance of a 12-month unsecured promissory note bearing 12% interest, with the principal amount and interest to be paid as a balloon payment at the end of the term.
- \$200,000 of outstanding interest will be extinguished through a cash payment.
- The remaining \$359,374.82 in accrued interest has been settled through a shares-for-debt agreement at \$0.04 per share. The share issuance has been accepted by the TSXV.

#### Shares for Debt Settlements

Prospera has entered into agreements with four vendors to settle outstanding trade payables through the issuance of common shares. The first vendor has agreed to settle a total of \$12,532.77 through the issuance of 200,000 common shares at a deemed price of \$0.063 per share. The second vendor has agreed to settle \$83,876.15 through the issuance of 1,677,523 common shares at a deemed price of \$0.05 per share. The third vendor has agreed to settle a total of \$290,000 through the issuance of 5,800,000 common shares at a deemed price of \$0.05 per share. The fourth vendor has agreed to settle a total of \$3,150 through the issuance of 63,000 common shares at a deemed price of \$0.05 per share. The shares will be subject to a trading restriction of four months and a day from the date of issuance and are subject to TSXV acceptance.

#### Change of Reserves Auditor

Prospera announces that it has changed its reserves auditor from InSite Petroleum Consultants to Sproule ERCE. The Company wishes to express its sincere appreciation to InSite for their services and professionalism during their tenure as PEI's reserves auditor.

#### About Prospera

Prospera Energy Inc. is a publicly traded Canadian energy company specializing in the exploration, development, and production of crude oil and natural gas. Headquartered in Calgary, Alberta, Prospera is dedicated to optimizing recovery from legacy fields using environmentally safe and efficient reservoir development methods and production practices. The company's core properties are strategically located in Saskatchewan and Alberta, including Cuthbert, Luseland, Hearts Hill, and Brooks. Prospera Energy Inc. is listed on the TSX Venture Exchange under the symbol PEI and the U.S. OTC Market under GXRFF.

Prospera reports gross production at the first point of sale, excluding gas used in operations and volumes from partners in arrears, even if cash proceeds are received. Gross production represents Prospera's working interest before royalties, while net production reflects its working interest after royalty deductions. These definitions align with ASC 51-324 to ensure consistency and transparency in reporting.

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#### FORWARD-LOOKING STATEMENTS

*This news release contains forward-looking statements relating to the future operations of the Corporation and other statements that are not historical facts. Forward-looking statements are often identified by terms such as "will," "may," "should," "anticipate," "expects" and similar expressions. All statements other than statements of historical fact included in this release, including, without limitation, statements regarding future plans and objectives of the Corporation, are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.*

*Although Prospera 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 Prospera 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. These include, but are not limited to, risks associated with the oil and gas industry in general (e.g., operational risks in development, exploration and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections relating to production, costs and expenses, and health, safety and environmental risks), commodity price and exchange rate fluctuations and uncertainties resulting from potential delays or changes in plans with respect to exploration or development projects or capital expenditures.*

*The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of Prospera. As a result, Prospera cannot guarantee that any forward-looking statement will materialize, and the reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release, and Prospera does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by Canadian securities law. Neither TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.*

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