

InPlay Oil Corp. Announces Bond Offering

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[InPlay Oil Corp.](#) (TSX: IPO) (OTCQX: IPOOF) ("InPlay" or the "Company") is pleased to announce the offering for sale of up to 550 million New Israeli Shekels ("NIS") (CAD\$241 million) senior unsecured bonds (the "Bonds") in Israel (the "Offering").

The Bonds will be direct senior unsecured obligations of InPlay due December 15, 2030, ranking equal with all other present and future senior unsecured indebtedness of InPlay, and will bear interest at a rate to be determined by auction (but not to exceed 6.23% per annum). To date, InPlay has accepted tenders from institutional investors for NIS 550 million of the Bonds, however the interest rate may be decreased as a result of the public offering of the Bonds.

"We appreciate the strong support and interest we received from over 40 institutional investors for this oversubscribed Offering," said Doug Bartole, President of InPlay. "This leverage neutral Offering further strengthens our already diversified financing sources while reducing our overall cost of capital. We would like to thank the Delek Group, our largest shareholder, for its support in introducing InPlay to the Israeli capital markets."

The Offering is anticipated to close on or about February 12, 2026 and remains subject to the satisfaction of certain conditions (see "Details of the Offering" below). InPlay has applied to list its common shares ("Common Shares") and the Bonds on the Tel Aviv Stock Exchange ("TASE").

InPlay intends to use the net proceeds from the Offering to repay the amount owing under the Company's \$110 million two-year amortizing term loan (CAD\$93.0 million as at December 31, 2025), temporarily reduce, on a non permanent basis, amounts drawn under the Company's approximately \$190 million revolving credit facility (CAD\$129.1 million as at December 31, 2025) (together with the term loan, the "Credit Facilities"), to pay transaction expenses and/or for general corporate purposes. The Company's Credit Facilities may be repaid in whole or in part at any time prior to maturity with no prepayment penalty.

The Offering strategically positions InPlay to continue developing and acquiring long-lived, low-decline properties with extensive drilling inventory and enhanced oil recovery potential as well as undeveloped lands.

Details of the Offering

The Bonds will be denominated in NIS and interest will be payable semi-annually. In addition, three amortization payments of 6% of the principal amount of the Bonds will be due on December 15th of 2027, 2028 and 2029 and the fourth and last amortization payment of the remaining 82% will be due on December 15, 2030. Payment of principal and interest will not be linked to CAD. InPlay may, subject to certain conditions, at any time no earlier than sixty (60) days after the Bonds are listed on the TASE and at its sole discretion, redeem the Bonds in a full or partial early redemption. InPlay intends to be proactive in hedging its exposure to fluctuations in the CAD to NIS exchange rate.

The sole financial covenants in the deed of trust in respect of the Bonds (the "Deed of Trust"), are as to the Company's minimum consolidated equity, its net debt to net capitalization and shareholders equity to balance sheet. Completion of the Offering is subject to, among other things, the approval of InPlay's lenders under the Credit Facilities as well as an amendment thereto to accommodate the Offering.

There is no certainty that the Offering will be completed nor on what timing or terms and conditions it may be completed on. Completion of the Offering is subject to, among other things, approval of the TASE, approval of the Israeli Securities Authority, publication of a final prospectus in respect of the Offering, closing of the

public tender of the Bonds and the listing of the Common Shares and Bonds on the TASE. This press release does not constitute an offer to sell, or a solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such an offer, solicitation, or sale would be unlawful.

This release is not an offer of securities of the Company for sale in the United States or Canada. The Bonds have not and will not be registered under the U.S. Securities Act of 1933, as amended, nor qualified for distribution in Canada. The Bonds may not be offered or sold to a resident of Canada or for the benefit of a resident of Canada nor may they be sold in the United States except as pursuant to an applicable exemption from its registration requirements. No public offering of securities is being made in the United States or Canada.

About InPlay Oil Corp.

InPlay is a junior oil and gas exploration and production company with operations in Alberta focused on light oil production. The company operates long-lived, low-decline properties with drilling development and enhanced oil recovery potential as well as undeveloped lands. The Common Shares trade on the Toronto Stock Exchange under the symbol IPO and the OTCQX Exchange under the symbol IPOOF.

For further information please contact:

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CURRENCY

NIS refers to New Israeli Shekels and CAD refers to Canadian Dollars. In this press release, unless otherwise explicitly written, the conversion of NIS to CAD is based on the base rate of NIS 2.28 for CAD\$1.00.

FORWARD LOOKING STATEMENTS

This document contains certain forward-looking information and statements within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "may", "will", "project", "should", "believe", "plans", "intends", "forecast" and similar expressions are intended to identify forward-looking information or statements. In particular, but without limiting the foregoing, this document contains forward-looking information and statements pertaining to the following: the Company's business strategy, milestones and objectives; the Offering and the anticipated timing and terms thereof; the anticipated listing of the Common Shares and the Bonds on the TASE; the intended use of proceeds of the Offering; the impact of the Offering on the Company; and InPlay's expectations regarding managing its currency exposure; the closing date of the Offering.

Forward-looking statements or information are based on a number of material factors, expectations or assumptions of InPlay which have been used to develop such statements and information, but which may prove to be incorrect. Although InPlay believes that the expectations reflected in such forward-looking statements or information are reasonable, undue reliance should not be placed on forward-looking statements because InPlay can give no assurance that such expectations will prove to be correct. In addition to other factors and assumptions which may be identified herein, assumptions have been made regarding, among other things: the ability of the Common Shares and the Bonds to be listed on the TASE; InPlay's ability to manage the currency exposure; the current U.S. economic, regulatory and/or trade policies; the impact of increasing competition; the general stability of the economic and political environment in which InPlay operates; the timely receipt of any required regulatory approvals; the ability of InPlay to obtain qualified staff, equipment and services in a timely and cost efficient manner; drilling results; the ability of the operator of the projects in which InPlay has an interest in to operate the field in a safe, efficient and effective manner; the ongoing impact of the Russia/Ukraine conflict and war in the Middle East; currency, exchange and interest rates; regulatory framework regarding royalties, taxes and environmental matters in the

jurisdictions in which InPlay operates; and the ability of InPlay to successfully market its oil and natural gas products. The forward-looking information and statements included herein are not guarantees of future performance and should not be unduly relied upon. Such information and statements, including the assumptions made in respect thereof, 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: changes in industry regulations and legislation (including, but not limited to, tax laws, royalties, and environmental regulations); the risk that the Offering may not be completed on the anticipated terms or timing; the risk that the Common Shares and the Bonds are not listed on the TASE; changes in industry regulations and legislation (including, but not limited to, tax laws, royalties, and environmental regulations); that (i) the tariffs that are currently in effect on goods exported from or imported into Canada continue in effect for an extended period of time, the tariffs that have been threatened are implemented, that tariffs that are currently suspended are reactivated, the rate or scope of tariffs are increased, or new tariffs are imposed, including on oil and natural gas, (ii) the U.S. and/or Canada imposes any other form of tax, restriction or prohibition on the import or export of products from one country to the other, including on oil and natural gas, and (iii) the tariffs imposed or threatened to be imposed by the U.S. on other countries and retaliatory tariffs imposed or threatened to be imposed by other countries on the U.S., will trigger a broader global trade war which could have a material adverse effect on the Canadian, U.S. and global economies, and by extension the Canadian oil and natural gas industry and the Company, including by decreasing demand for (and the price of) oil and natural gas, disrupting supply chains, increasing costs, causing volatility in global financial markets, and limiting access to financing; the continuing impact of the Russia/Ukraine conflict and war in the Middle East; potential changes to U.S. economic, regulatory and/or trade policies as a result of a change in government; inflation and the risk of a global recession; changes in our planned capital program; changes in our approach to shareholder returns; changes in commodity prices and other assumptions outlined herein; the potential for variation in the quality of the reservoirs in which InPlay operates; changes in the demand for or supply of InPlay's products; unanticipated operating results or production declines; changes in tax or environmental laws, royalty rates or other regulatory matters; changes in development plans or strategies of InPlay or by third party operators of InPlay's properties; changes in InPlay's credit structure, increased debt levels or debt service requirements; inaccurate estimation of InPlay's light crude oil and natural gas reserve and resource volumes; limited, unfavorable or a lack of access to capital markets; increased costs; a lack of adequate insurance coverage; the impact of competitors; and certain other risks detailed from time-to-time in InPlay's continuous disclosure documents filed on SEDAR+ including InPlay's Annual Information Form dated March 31, 2025 and the annual management's discussion & analysis for the year ended December 31, 2024.

The forward-looking statements contained in this document speak only as of the date hereof and InPlay does not assume any obligation to publicly update or revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

READER ADVISORY

NO SECURITIES REGULATORY AUTHORITY HAS EXPRESSED AN OPINION ABOUT THE BONDS AND IT IS AN OFFENCE TO CLAIM OTHERWISE. THE OFFERING CONSTITUTES A PUBLIC OFFERING FOR

INVESTORS IN THE BONDS ONLY IN THOSE JURISDICTIONS WHERE THEY MAY LAWFULLY BE OFFERED FOR SALE, AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH BONDS. THE

BONDS HAVE NOT BEEN, AND WILL NOT BE, QUALIFIED FOR DISTRIBUTION IN ANY JURISDICTION OF CANADA AND MAY NOT BE OFFERED, SOLD, OR DELIVERED DIRECTLY OR INDIRECTLY IN ANY JURISDICTION OF CANADA OR TO RESIDENTS OF CANADA.

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FURTHERANCE OF ANY SALES OF THE BONDS DESCRIBED IN THIS PRESS RELEASE HAS

NOT OCCURRED AND WILL NOT OCCUR IN CANADA. BY PURCHASING THE BONDS, EACH PURCHASER

REPRESENTS AND WARRANTS TO THE COMPANY THAT SUCH PURCHASER IS NOT A RESIDENT OF CANADA AND THAT SUCH PURCHASER DOES NOT HAVE ANY INTENTION TO DISTRIBUTE SUCH BONDS IN CANADA OR HOLD SUCH BONDS FOR THE BENEFIT OF RESIDENTS OF CANADA.

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