

Horizon Petroleum Closes A First Tranche Of Convertible Debenture Unit Offering

13:00 Uhr | [CNW](#)

[Horizon Petroleum Ltd.](#) (TSXV: HPL) (FRA: HPM) (Tradegate: HPM) ("Horizon" or the "Company") announces that, subject to TSX Venture Exchange acceptance, it has closed the first tranche of its secured convertible debenture units ("Secured Convertible Debenture Units") of the company at a price of \$1,000 per unit, for aggregate gross proceeds of \$2,465,000. 25 investors subscribed for the financing (the "Offering").

Dr. David Winter, CEO of the Company commented: "We appreciate the interest and support of our shareholders and key advisors at Leede Financial as we prepare to test and develop the natural gas discoveries at Lachowice in southern Poland. We are looking forward to commencing the civil works to prepare the Lachowice-7 wellsite for the testing and first production and continuing our technical and operations planning work for the Lachowice gas development".

The convertible debentures bear interest from the applicable issuance date at 7% per annum until the date that is 24 months following the closing date (the "Maturity Date") with interest paid semi-annually in arrears in cash or in shares at the Company's option. The Convertible Debenture will be secured and ranking on default in fourth position behind the currently issued debentures due on May 20, 2026 ("Series 1 Debentures"), the convertible debentures due on December 19, 2027, December 29, 2027 and February 27, 2028 ("Series 2 Debentures"), and the convertible debentures due on March 25, 2028 ("Series 3 Debentures").

Each holder of a Secured Convertible Debenture Unit shall have the right, at its option, at any time up to and including the Maturity Date, to convert any or all of the Secured Convertible Debenture Units into equity units ("Equity Units") on the basis of each \$1,000 principal amount for (i) 9,524 common shares of the Corporation (each a "Common Share") issued at \$0.105 per Common Share, and (ii) 4,762 Common Share purchase warrants ("Warrants"), with each Warrant exercisable until thirty-six months from closing the Debentures, into one (1) Common Share at a price of \$0.15.

In connection with the tranche, the Company paid finder's fees of \$172,550 cash and 1,643,333 finder warrants with an exercise price of \$0.10 per warrant with an expiry date of April 13, 2028.

The company intends to use the proceeds from the offering to complete the civil works at the Lachowice 7 wellsite, the payment of existing liabilities and for general corporate purposes.

All securities issued under the offering, including securities issuable on exercise thereof, are subject to a hold period expiring four months and one day from the date hereof.

Early-Warning Reporting Matters

As a result of his participation in the Debenture Offering, Mr. Trevor Williams of Stavely, Alberta, Canada, a member of the Board of Directors of the Company, indirectly through his holding company, Wilco Investments Ltd., acquired 420 Secured Convertible Debenture Units holding the right to convert or be exercised into an aggregate of 6,000,000 Common Shares upon conversion and exercise of the Secured Convertible Debenture and the Debenture Warrants respectively. Prior to the Debenture Offering, Mr. Williams, directly or indirectly, held 3,999,080 Common Shares, being 6.9% of the issued and outstanding Common Shares of the Horizon prior to the Debenture Offering. Mr. Williams also holds 850,000 warrants which are exercisable into Common Shares at a price of \$0.20 per Common Share. Mr. Williams also holds \$300,000 of convertible debentures due in December 2026 and February 27, 2026, and \$735,000 of convertible debentures due in March 2028. The debentures entitle Mr. Williams, directly or indirectly, to acquire a further 15,000,000 Common shares assuming full conversion of the debentures and underlying warrants. As a result of the Debenture Offering, the amount of diluted Common Shares beneficially held by Mr. Williams, directly and indirectly, is 25,849,080, amounting to 32.3% (assuming the conversion of all Debentures and the exercise of all Debenture Warrants) of the issued and outstanding Common Shares of Horizon on a partially diluted basis.

Mr. Williams has executed an undertaking (the "Undertaking") in which he agreed not to convert an amount of the Convertible Debenture or exercise an amount of the Debenture Warrants if the conversion or exercise, as applicable, would result in Mr. Williams owning more than 19.9% of the issued and outstanding Common Shares. Mr. Williams participated in the Secured Convertible Debenture Offering pursuant to an exemption from the prospectus requirements and participated on equal terms available to all subscribers under the

Secured Convertible Debenture Offering, purchasing Debenture Units at a price of \$1,000 per Debenture Unit for a total consideration of \$2,465,000 paid to Horizon. Mr. Williams participated in the Secured Convertible Debenture Offering in the ordinary course of business and acquired the Debenture Units for investment purposes. In accordance with applicable securities laws and subject to applicable stock exchange requirements and the Undertaking, Mr. Williams may from time to time and at any time directly or otherwise, increase or decrease his ownership, control or direction of Common Shares and/or other equity, debt or other securities or instruments of Horizon in the open market, by privately negotiated agreement, or otherwise. A copy of the Early Warning Report in relation to Mr. Williams' participation in the Secured Convertible Debenture Offering will be filed under Horizon's profile on www.SEDARplus.ca.

Multilateral Instrument 61-101 - Related Party Transactions

A Director of the Corporation, either directly or through his holding company, subscribed for 420 Secured Convertible Debenture Units for a total principal amount of \$420,000 with the same terms which constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in the Secured Convertible Debenture Unit Offering by Directors and Officers does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The material change report to be filed in relation to the closing of the Debenture Offering will not be filed at least 21 days prior to the completion of the Debenture Offering as contemplated by MI 61-101. Horizon believes that this shorter period is reasonable and necessary in the circumstances as the completion of the Debenture Offering occurred shortly before the issuance of such material change report in relation to the Debenture Offering.

The offering is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the TSX Venture Exchange. The financing was treated as a loan with bonus warrants by the TSX Venture Exchange.

ABOUT HORIZON

Calgary-based Horizon is focused on the appraisal and development of conventional oil & natural gas resources to increase energy independence and security in Europe. Horizon holds two concessions in Poland which contain significant undeveloped natural gas discoveries. The Company's initial focus is to commence development of the Lachowice gas field in the Bielska-Biala concession. The Management and Board of Horizon consist of oil & natural gas professionals with significant international experience.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This press release contains forward-looking statements pertaining to, among other things, the anticipated use of proceeds, the completion of the offering, and the approval of the TSX-V.

Forward-looking information is based on current expectations, estimates and projections that involve a number of risks, which could cause actual results to vary and in some instances, to differ materially from those anticipated by Horizon and described in the forward-looking information contained in this press release.

Although Horizon believes that the material factors, expectations and assumptions expressed in such forward-looking statements are reasonable based on information available to it on the date such statements were made, no assurances can be given as to future results, levels of activity and achievements and such statements are not guarantees of future performance.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933 (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined in the 1933 Act) unless registered under the 1933 Act

and applicable state securities laws, or an exemption from such registration is available.

SOURCE Horizon Petroleum Ltd.

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Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/729758--Horizon-Petroleum-Closes-A-First-Tranche-Of-Convertible-Debenture-Unit-Offering.html>

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