

CALGARY, July 29, 2015 /CNW/ - [Petroamerica Oil Corp.](#) ("Petroamerica") and PetroNova Inc. ("PetroNova") are pleased to announce the close of the plan of arrangement, that was press released on June 15, 2015, under the provisions of the Business Corporations Act (Alberta) among Petroamerica, PetroNova and the shareholders of PetroNova (the "Arrangement"). The Arrangement was voted on and overwhelmingly approved by holders ("PetroNova Shareholders") of common shares ("PetroNova Common Shares") and the preferred share ("PetroNova Preferred Share") of PetroNova at the Special Meeting of PetroNova Shareholders held on July 28, 2015 (the "Meeting"). Holders of over 66% of the outstanding PetroNova Common Shares voted at the Meeting, with approximately 99% voting in favour of the Arrangement. The holder of the PetroNova Preferred Share also voted in favour of the Arrangement. The Arrangement also received approval from the Court of Queen's Bench of Alberta on July 28, 2015. The Arrangement is more fully described in the management information circular and proxy statement of PetroNova dated June 29, 2015 which may be viewed at www.sedar.com.

Post-Arrangement Petroamerica will hold working interests in 15 blocks, including two operated blocks, covering over 2.2 million gross (781 thousand net) acres in the Llanos and Putumayo Basins in Colombia. At close, Petroamerica holds over US \$20 million in cash after accounting for transaction fees, and remains debt free.

Petroamerica plans to provide an operational update as well as updated capital spending and production estimates for the balance of 2015, incorporating the new properties acquired through the Arrangement, as part of its second quarter reporting prior to the end of August 2015.

Ralph Gillcrist, President and CEO of Petroamerica commented "We believe that the combined businesses of Petroamerica and PetroNova provides all of our shareholders with a portfolio of multiple growth opportunities over several high impact plays that have the ability to deliver significant value over the near to mid-term. We are excited about the prospects of our business moving forward and to delivering value to our shareholders."

Under the Arrangement, holders of PetroNova Common Shares received 0.85 Petroamerica common shares ("Petroamerica Shares") for each PetroNova Common Share held. However, Petroamerica, based on the approval received from the Petroamerica shareholders at the Petroamerica Annual General and Special Meeting held on November 26, 2014, anticipates effecting, as of the commencement of trading on the TSX Venture Exchange ("TSXV") on Thursday, July 30, 2015, a consolidation of Petroamerica Shares (the "Consolidation") on the basis of one new common share for each ten existing common shares outstanding after the completion of the Arrangement. Petroamerica will as a result be issuing 0.085 post-Consolidation Petroamerica Shares for each PetroNova Common Share outstanding and will be issuing approximately 21.6 million post-Consolidation Petroamerica Shares to PetroNova Shareholders. Trading in PetroNova Common Shares has been halted until such shares have been delisted from the TSXV and all PetroNova Shareholders will be provided with the consideration described above. Following completion of both the Arrangement and the Consolidation, there will be approximately 108.9 million Petroamerica Shares outstanding. Petroamerica Shares are expected to commence trading on a post-Consolidation basis on the TSXV effective at the market open on Thursday, July 30, 2015.

Pursuant to the letter of transmittal mailed to PetroNova Shareholders as part of the materials in connection with the Meeting, in order to receive the Petroamerica Shares to which they are entitled, registered holders of PetroNova Common Shares will be required to deposit their share certificate(s) representing PetroNova Common Shares, together with the duly completed letter of transmittal, with Computershare Investor Services Inc. ("Computershare"), the depositary under the Arrangement. PetroNova Shareholders whose PetroNova Common Shares are registered in the name of a broker, dealer, bank, trust company or other nominee should contact their nominee if they have any questions.

Current Petroamerica shareholders who have been issued certificates for their Petroamerica shares should expect to receive a letter of transmittal in regards to the Consolidation. Such Petroamerica shareholders will be required to deposit their share certificate(s) representing their pre-Consolidation Petroamerica Shares, together with the duly completed letter of transmittal, with Computershare in order to receive their post-Consolidation share certificates. Petroamerica shareholders whose Petroamerica Shares are registered in the name of a broker, dealer, bank, trust company or other nominee should contact their nominee if they have any questions.

In connection with the Arrangement, Mr. Marcel Apeloig, who was a director of PetroNova, was appointed as a director of Petroamerica. Mr. Apeloig is a professional engineer with a cum laude Bachelor's Degree in Electrical Engineering from Simon Bolivar University and a Master of Science degree in Industrial Engineering from Stanford University. Mr. Apeloig has extensive capital markets experience and has been on the board of directors of several other private and publically listed companies.

Black Spruce Merchant Capital Corp. acted as sole financial advisor to Petroamerica with respect to the Arrangement. Peters & Co. Limited acted as financial advisor to PetroNova with respect to the Arrangement.

[Petroamerica Oil Corp.](#) is a Canadian oil and gas exploration and production company with activities in Colombia. Petroamerica's shares are listed on the TSX Venture Exchange under the symbol "PTA". A summary of the Company's holdings can be located at www.PetroamericaOilCorp.com.

Forward Looking Statements:

This news release includes information that constitutes "forward-looking information" or "forward-looking statements". More

particularly, this news release contains statements concerning expectations regarding the implementation of the Arrangement, the appointment of a new director and the timing thereof, and, expectations, beliefs, goals, objectives assumptions and information about possible future events, conditions, results of operations or performance. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, estimates, forecasts, projections and other forward-looking statements will not occur, which may cause actual performance and results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward-looking statements. Business priorities disclosed herein are objectives only and their achievement cannot be guaranteed.

Material risk factors include, but are not limited to: the inability to obtain regulatory approval for any operational activities, the risks of the oil and gas industry in general, such as operational risks in exploring for, developing and producing crude oil and natural gas, market demand and unpredictable shortages of equipment and/or labour; potential delays or changes in plans with respect to exploration or development projects or capital expenditures; fluctuations in oil and gas prices, foreign currency exchange rates and interest rates, and reliance on industry partners and other factors, many of which are beyond the control of Petroamerica. You can find an additional discussion of those assumptions, risks and uncertainties in Petroamerica's and PetroNova's Canadian securities filings.

Neither Petroamerica, PetroNova nor any of their respective subsidiaries nor any of their respective officers, directors or employees guarantees that the assumptions underlying such forward-looking statements are free from errors nor do any of the foregoing accept any responsibility for the future accuracy of the opinions expressed in this document or the actual occurrence of the forecasted developments.

Readers should also note that even if the drilling program as proposed by Petroamerica is successful, there are many factors that could result in production levels being less than anticipated or targeted, including without limitation, greater than anticipated declines in existing production due to poor reservoir performance, mechanical failures or inability to access production facilities, among other factors.

Statements relating to "reserves" are deemed to be forward-looking statements or information, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described can be profitable in the future. There are numerous uncertainties inherent in estimating quantities of proved reserves, including many factors beyond the control of Petroamerica. The reserve data included herein represents estimates only. In general, estimates of economically recoverable oil and natural gas reserves and the future net cash flows therefrom are based upon a number of variable factors and assumptions, such as historical production from the properties, the assumed effects of regulation by governmental agencies and future operating costs, all of which may vary considerably from actual results. All such estimates are to some degree speculative and classifications of reserves are only attempts to define the degree of speculation involved.

Use of "boe"

'boe' may be misleading if used in isolation. Throughout this press release the calculation of barrels of oil equivalent ("boe") is at a conversion rate of 6,000 cubic feet ("cf") of natural gas for one barrel of oil and is based on an energy conversion method at the burner tip and does not represent a value equivalence at the wellhead.

Neither the 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.

SOURCE [Petroamerica Oil Corp.](#)

Contact

Ralph Gillcrist, Director, President and CEO; Colin Wagner, CFO, Tel: +1-403-237-8300, Email: investorrelations@pta-oil.com, Web Page: www.PetroamericaOilCorp.com