

Proposed \$30 million cash investment, \$24.1 million of indebtedness converted to equity and maturity date on indebtedness to AOG extended to July 2019

CALGARY, May 3, 2017 /CNW/ - [Oryx Petroleum Corporation Ltd.](#) ("Oryx Petroleum" or the "Corporation") today announces that it has entered into a series of agreements with the Corporation's two largest shareholders, The Addax and Oryx Group ("AOG") and Zeg Oil and Gas Ltd ("Zeg Oil and Gas"), which provide as follows:

- Zeg Oil and Gas has subscribed for 29,916,831 common shares of the Corporation (each, a "Common Share") at \$0.33426 per Common Share (the "Zeg Oil and Gas Subscription"), resulting in an aggregate subscription price of \$10 million payable at closing in cash;
- AOG has subscribed for 131,933,226 Common Shares at \$0.33426 per Common Share (the "AOG Subscription"), resulting in an aggregate subscription price of \$44.1 million, \$20 million of which is payable at closing in cash and the balance of which will be paid through the extinguishment of \$24.1 million of principal and accrued interest owing under the Loan Agreement dated March 11, 2015 (the "Loan Agreement") between an affiliate of AOG and a wholly-owned subsidiary of the Corporation; and
- AOG and the Corporation have agreed to amend the Loan Agreement (the "Loan Amendment") to (i) extend the maturity date from March 10, 2018 to July 1, 2019, and (ii) require that, after May 11, 2017, accrued interest be paid out in Common Shares approximately every six months, rather than in cash upon maturity, at the then current five day volume-weighted average trading price for the Common Shares.

Each of the AOG Subscription, the Zeg Oil and Gas Subscription and the Loan Amendment is subject to the acceptance of the Toronto Stock Exchange and approval of minority shareholders in accordance with Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The AOG Subscription and the Zeg Oil and Gas Subscription are also subject to the concurrent closing of both subscriptions, the successful restructuring of the contingent consideration obligation owed in connection with the original purchase of Oryx Petroleum's interest in the Hawler license area, and certain customary conditions.

The AOG Subscription, the Zeg Oil and Gas Subscription and the Loan Amendment will be submitted to the shareholders of the Corporation for consideration at the previously announced Annual Meeting of Shareholders to be held on June 7, 2017. Shareholders of record at the close of business on April 20, 2017 will be entitled to notice of and, subject to the requirements of the Toronto Stock Exchange and MI 61-101, to vote at the meeting. Further information regarding the proposed transactions will be available in the Corporation's management proxy circular for the meeting, which will be mailed to shareholders entitled to notice of the meeting in the coming days, and a material change report to be filed on the Corporation's profile on SEDAR.

Subject to obtaining all required approvals and satisfying all other conditions to closing, the AOG Subscription and the Zeg Oil and Gas Subscription are expected to close in the second half of June 2017. Following closing, the Corporation will have 430,960,393 Common Shares outstanding with AOG owning 60.9% and Zeg Oil and Gas owning 24.5%. Assuming the closing occurs on July 31, 2017, the cut-off date defined in the subscription agreements, on such date, the balance of principal and accrued interest owing under the Loan Agreement will be reduced to approximately \$78.1 million.

All dollar amounts in this news release are in United States dollars.

ABOUT ORYX PETROLEUM CORPORATION LIMITED

Oryx Petroleum is an international oil exploration, development and production company focused in Africa and the Middle East. The Corporation's shares are listed on the Toronto Stock Exchange under the symbol "OXC". The Oryx Petroleum group of companies was founded in 2010 by The Addax and Oryx Group. Oryx Petroleum has interests in five license areas, two of which have yielded oil discoveries and three of which the Corporation believe are prospective for oil. The Corporation is the operator in three of the five license areas. One license area is located in the Kurdistan Region of Iraq and four license areas are located in West Africa in the AGC administrative area offshore Senegal and Guinea Bissau, and Congo (Brazzaville). Further information about Oryx Petroleum is available at www.oryxpetroleum.com or under Oryx Petroleum's profile at www.sedar.com.

Reader Advisory Regarding Forward-Looking Information

Certain statements in this news release constitute "forward-looking information", including plans to submit the proposed transactions to shareholders for consideration at the Annual Meeting of Shareholders scheduled for June 7, 2017, expected date of closing of the proposed subscriptions, the expected consideration to be paid under each subscription agreement, the number of shares to be issued as a result of the closing of the AOG Subscription and the Zeg Oil and Gas Subscription, future ownership of shares, the forecast balance owing under the Loan Agreement after the partial repayment contemplated as part of the AOG Subscription, and statements that contain words such as "may", "will", "could", "should", "anticipate", "believe", "intend", "expect", "plan", "estimate", "potentially", "project", or the negative of such expressions and statements relating to matters that are not historical fact, constitute forward-looking information within the meaning of applicable Canadian securities legislation. In particular, the number of shares to be issued as a result of the closing of the AOG Subscription and the Zeg Oil

and Gas Subscription, future ownership of shares, and the forecast balance owing under the Loan Agreement after the repayment contemplated as part of the AOG Subscription are subject to satisfaction of the conditions set out in the applicable agreements. Although Oryx Petroleum believes these statements to be reasonable, the assumptions upon which they are based may prove to be incorrect. For more information about these assumptions and risks facing the Corporation, refer to the Corporation's annual information form dated March 23, 2017 available at www.sedar.com and the Corporation's website at www.oryxpetroleum.com.

Statements including forward-looking information in this news release are made as at the date they are given and, except as required by applicable law, Oryx Petroleum does not intend, and does not assume any obligation, to update any forward-looking information, whether as a result of new information, future events or otherwise. If the Corporation does update one or more statements containing forward-looking information, it is not obligated to, and no inference should be drawn that it will make additional updates with respect thereto or with respect to other forward-looking information. The forward-looking information contained in this news release is expressly qualified by this cautionary statement.

SOURCE [Oryx Petroleum Corporation Ltd.](#)

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