

# **Whitecap Resources Inc. Announces Closing of Previously Announced Acquisition, Issuance of Senior Notes and Confirms Monthly Dividend for December**

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CALGARY, Dec. 14, 2017 /CNW/ - [Whitecap Resources Inc.](#) ("Whitecap" or the "Company") (TSX: WCP) is pleased to announce that it has now closed its previously announced acquisition of high quality light oil assets in southeast Saskatchewan, which includes current production of approximately 14,800 boe/d for cash consideration of \$940 million before closing adjustments (the "Acquisition").

Crude oil prices remain well supported in the US\$55 to US\$60/bbl WTI range relative to our crude oil price assumption of US\$54/bbl WTI used when we announced the Acquisition on November 13, 2017. Whitecap takes a disciplined approach to acquisitions with strict criteria used for evaluation of opportunities that are focused on improving the Company's near-term and long-term strength and sustainability. The attributes of the Acquisition include a low production decline rate of 3.7%, high operating netbacks, a long reserve life index and growth opportunities that have strong capital efficiencies. The Acquisition is accretive on all key operational and financial measures and is an underpinning asset that will provide significant free funds flow annually.

Concurrent with closing of the Acquisition, Whitecap's borrowing base has been increased to \$1.7 billion from \$1.3 billion. As part of the \$1.7 billion borrowing base increase, Whitecap intends to issue \$195 million in senior secured notes which will have an annual coupon rate of 3.9% and mature in 9 years. The closing of the senior secured notes is expected to be on December 20, 2017, at which time Whitecap will then have \$595 million of term debt at very attractive long-term fixed interest rates with terms of five, seven and nine years. These notes, combined with the resulting bank credit facility of \$1.1 billion, provide Whitecap with \$1.7 billion of total borrowing capacity. Whitecap continues to maintain a strong balance sheet with 2018 estimated net debt to funds flow of 1.6 times and considerable financial flexibility with approximately 50% of our net debt under long-term notes and approximately \$500 million of unutilized credit capacity based on our estimated 2018 net debt.

Whitecap is also pleased to announce that a cash dividend of Cdn. \$0.0245 per common share in respect of December operations will be paid on January 15, 2018 to shareholders of record on December 31, 2017. This dividend is an eligible dividend for the purposes of the Income Tax Act (Canada). As a result of the Acquisition and our reduced decline profile, lower payout ratio, funds flow per share growth and free funds flow, the monthly dividend of \$0.0245 per common share will be further increased by 5% to \$0.0257 per share (\$0.3084 per share annualized) effective for the January 2018 dividend as previously announced on November 13, 2017.

The Acquisition was partially funded through a \$92.5 million non-brokered private placement (the "Private Placement") and a concurrent \$332.5 million bought deal equity financing co-led by National Bank Financial Inc. and TD Securities Inc. (the "Prospectus Offering" and collectively, with the Private Placement, the "Financings") which closed on December 4, 2017. Pursuant to the Financings, Whitecap issued 48,297,000 subscription receipts at a price of \$8.80 per subscription receipt for gross proceeds of approximately \$425 million. In accordance with their terms, each subscription receipt was exchanged for one common share upon the closing of the Acquisition and the proceeds from the sale of the subscription receipts were released from escrow. Holders of subscription receipts are not required to take any action in order to receive common shares.

[Whitecap Resources Inc.](#) is an oil-weighted growth company that pays a sustainable monthly cash dividend to its shareholders. We are focused on profitable per share growth on our existing assets enhanced by opportunistic and accretive oil-based acquisitions. Whitecap's common shares are traded on the Toronto Stock Exchange under the symbol WCP. For further information about Whitecap please visit our website at [www.wcap.ca](http://www.wcap.ca).

#### NOTE REGARDING FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements and forward-looking information (collectively "forward-looking information") within the meaning of applicable securities laws relating to the Company's plans and other aspects of our anticipated future operations, objectives, strategies, financial, operating and production results and business opportunities. Forward-looking information typically uses words such as "anticipate", "believe", "continue", "maintain", "sustain", "project", "expect", "forecast", "budget", "goal", "guidance", "plan", "target", "intend", "pro forma", "potential" or similar words suggesting future outcomes, statements that actions, events or conditions "may", "would", "could" or "will" be taken or occur in the future, including the issuance of \$195 million in senior secured notes, 2018 estimated net debt and estimated net

debt to funds flow, free funds flow, net debt to funds flow, dividends capital efficiencies. In addition, and without limiting the generality of the foregoing, this press release contains forward-looking information regarding the Acquisition and the benefits to be acquired therefrom including anticipated decline rate, payout ratio, reserve life index, funds flow, free funds flow and other economics, and the impact of the Acquisition on Whitecap and its financial and operating results.

The forward-looking information is based on certain key expectations and assumptions made by our management, including expectations and assumptions concerning prevailing commodity prices, exchange rates, interest rates, applicable royalty rates and tax laws; future production rates and estimates of operating costs; performance of existing and future wells; reserve and resource volumes; anticipated timing and results of capital expenditures; the success obtained in drilling new wells; the sufficiency of budgeted capital expenditures in carrying out planned activities; the timing, location and extent of future drilling operations; the state of the economy and the exploration and production business; results of operations; performance; business prospects and opportunities; the availability and cost of financing, labour and services; the impact of increasing competition; the ability to efficiently integrate assets and employees acquired through acquisitions, including the Acquisition, the ability to market oil and natural gas successfully Whitecap's ability to access capital, and the issuance of the senior notes in the amount and timing contemplated.

Although we believe that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because Whitecap can give no assurance that they will prove to be correct. Since forward-looking information addresses future events and conditions, by its very nature they involve inherent risks and uncertainties. Our actual results, performance or achievement could differ materially from those expressed in, or implied by, the forward-looking information and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking information will transpire or occur, or if any of them do so, what benefits that we will derive therefrom. Management has included the above summary of assumptions and risks related to forward-looking information provided in this press release in order to provide security holders with a more complete perspective on our future operations and such information may not be appropriate for other purposes.

Readers are cautioned that the foregoing lists of factors are not exhaustive. Additional information on these and other factors that could affect our operations or financial results are included in reports on file with applicable securities regulatory authorities and may be accessed through the SEDAR website ([www.sedar.com](http://www.sedar.com)).

These forward-looking statements are made as of the date of this press release and we disclaim any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

This press release contains future-oriented financial information and financial outlook information (collectively, "FOFI") about Whitecap's prospective results of operations, funds flow, free funds flow, payout ratio, net debt to funds flow, and components thereof, all of which are subject to the same assumptions, risk factors, limitations, and qualifications as set forth in the above paragraphs. FOFI contained in this document was made as of the date of this document and was provided for the purpose of providing further information about Whitecap's future business operations. Whitecap disclaims any intention or obligation to update or revise any FOFI contained in this document, whether as a result of new information, future events or otherwise, unless required pursuant to applicable cautioned that the FOFI contained in this document should not be used for purposes other than for which it is disclosed herein.

## NON-GAAP MEASURES

This press release includes non-GAAP measures as further described herein. These non-GAAP measures do not have a standardized meaning prescribed by International Financial Reporting Standards ("IFRS" or, alternatively, "GAAP") and therefore may not be comparable with the calculation of similar measures by other companies.

"Funds flow" represents cash flow from operating activities adjusted for changes in non-cash working capital.

"Free funds flow" represents funds flow less cash dividends declared and development capital.

"Net debt" is calculated as long-term debt plus working capital surplus or deficit adjusted for risk management contracts. Net debt is used by management to analyze the financial position and leverage of Whitecap.

"Net debt to funds flow" is calculated as net debt divided by funds flow.

"Payout ratio" is calculated as development capital plus cash dividends declared divided by funds flow.

SOURCE [Whitecap Resources Inc.](#)

## Contact

Grant Fagerheim, President & CEO or Thanh Kang, CFO, [Whitecap Resources Inc.](#) 3800, 525 - 8th Avenue SW, Calgary, AB T2P 1G1, Main Phone: (403) 266-0767, Email: [info@wcap.ca](mailto:info@wcap.ca)

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