

The Addax and Oryx Group PLC and Zeg Oil and Gas Ltd. Announce Definitive Agreement for Zeg to Acquire Control of Oryx Petroleum Corporation Limited

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ST. JULIANS, Malta and ROAD TOWN, British Virgin Islands, June 22, 2020 (GLOBE NEWSWIRE) -- AOG Upstream B.V. (“**AOG**”), an indirect wholly-owned subsidiary of The Addax and Oryx Group PLC, and Zeg Oil and Gas Ltd. (“**Zeg**”) announced today that they have entered into an agreement (the “**Purchase Agreement**”) which provides for the acquisition by Zeg, and the disposition by AOG and certain of its affiliates, of an aggregate of 380,527,641 common shares (the “**Acquired Shares**”) in the capital of Oryx Petroleum Corporation Limited (the “**Issuer**”) for an aggregate purchase price of approximately US\$16.4 million (approximately C\$22.4 million) or approximately US\$0.043 per Acquired Share (approximately C\$0.058).

Immediately prior to entering into the Purchase Agreement, Zeg owned 119,625,033 common shares in the capital of the Issuer (“**Shares**”), representing approximately 22% of the issued and outstanding Shares, and AOG and its affiliates owned 370,279,591 Shares, representing approximately 67% of the issued and outstanding Shares. As a result of the transactions contemplated by the Purchase Agreement, certain Shares that are currently unvested under the Issuer’s long term incentive plan (the “**LTIP Shares**”) will vest, including 10,248,050 LTIP Shares that will be issued to one of the vendors. These Shares will be included in and form part of the Acquired Shares.

Concurrent with the acquisition of the Acquired Shares from AOG and certain of its affiliates, Zeg has agreed pursuant to the Purchase Agreement to purchase from AOG 39,281,804 warrants to purchase an aggregate of 39,281,804 Shares (the “**Acquired Warrants**”) at exercise prices ranging from US\$0.2094 (approximately C\$0.2845) to US\$0.1633 (approximately C\$0.2219) per Share, for an aggregate purchase price of approximately US\$4,000 (approximately C\$5,400) or US\$0.0001 per Acquired Warrant (approximately C\$0.0001).

Immediately following the closing of the transactions contemplated by the Purchase Agreement, including the vesting of the LTIP Shares, Zeg will own 500,152,674 Shares, representing approximately 89% of the then issued outstanding Shares and AOG and its affiliates will not own any Shares or securities convertible into Shares. After giving effect to the exercise of all of the Acquired Warrants, Zeg would own an aggregate of 539,434,478 Shares, representing approximately 90% of the then outstanding Shares.

Upon closing, it is anticipated that Jean Claude Gandur will resign from the Board of Directors of, and all other positions he holds with, the Issuer and its subsidiaries. The vacancy on the Issuer’s Board of Directors created by his resignation is anticipated to be filled in due course.

Closing of the acquisition of the Acquired Shares and the Acquired Warrants is expected to occur early in the third quarter of 2020 and is subject to customary closing conditions as well as the closing of the transaction announced today by the Issuer and AOG pursuant to which the outstanding amounts under the credit facility between a subsidiary of the Issuer, as borrower, and an affiliate of AOG, as lender, will be settled in full in consideration for the transfer to such affiliate of AOG of all of the issued and outstanding shares of OP AGC Central Limited.

The Acquired Shares and the Acquired Warrants are being disposed of by AOG to divest from exploration and production activities in Kurdistan and concentrate on exploration and production activities in the joint zone established by the Republic of Senegal and the Republic of Guinea-Bissau. The Acquired Shares and the Acquired Warrants are being acquired by Zeg for investment purposes. Zeg has no current intention to make an offer for, or otherwise acquire, the balance of the outstanding Shares. Zeg may in the future

consider the appropriateness of such a transaction. Zeg may, from time to time, acquire additional Shares or securities convertible into Shares, dispose of such securities or continue to hold the securities of the Issuer.

Zeg is relying on the private agreement exemption contained in section 4.2 of National Instrument 62-104 – *Take-Over Bids and Issuer Bids* in connection with the acquisition of the Acquired Shares and the Acquired Warrants.

The Issuer's head office is located at 3400 First Canadian Centre 350 - 7th Avenue SW, Calgary, Alberta.

ABOUT THE ADDAX AND ORYX GROUP

The Addax and Oryx Group PLC was incorporated in 1987, with a focus on energy in Africa, and has evolved into a diversified investment group, known simply as AOG. AOG invests in three key areas: energy, real estate and other capital investments. AOG's energy investments include: (i) Oryx Petroleum; and (ii) Oryx Energies, an integrated trading and downstream platform active in petroleum and refined products trading, refined products storage and distribution, and specialized products/services including LPG, lubricants, bitumen and bunkering, across sub-Saharan Africa; and (iii) a passive minority shareholding in a bioenergy business producing sugarcane bioethanol and "green" electricity from the biomass in Sierra Leone. AOG Real Estate invests mainly in commercial real estate properties in Western Europe and North America either directly, with partners or via specialized private equity funds. AOG Capital Investment focuses on generating higher returns than real estate yields, mainly through selected funds focusing on its preferred sectors and/or countries. Further information about AOG is available at aoginvest.com.

AOG's registered office is located at Level 13, Portomaso Business Tower, Portomaso, St. Julians STJ 4011, Malta.

To obtain a copy of the early warning report to be filed by AOG Upstream B.V. in connection with the foregoing, please contact:

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ABOUT ZEG OIL AND GAS LTD

Zeg is a privately held company involved in the oil and gas industry. Zeg's head and registered office is located at Trinity Chambers, PO Box 4301, Road Town, Tortola, British Virgin Islands.

To obtain a copy of the early warning report to be filed by Zeg in connection with the foregoing, please contact:

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