



## **Velvet Energy Ltd. Completes Acquisition of Iron Bridge Resources Inc.**

CALGARY, Alberta, Nov. 7, 2018 (GLOBE NEWSWIRE) -- Velvet Energy Ltd. ("Velvet") and Iron Bridge Resources Inc. (TSX: IBR) ("Iron Bridge") announced today that Velvet has completed its acquisition of Iron Bridge.

Yesterday, at a special meeting held in Calgary, Alberta, the holders ("Iron Bridge Shareholders") of common shares of Iron Bridge ("Iron Bridge Shares") overwhelmingly approved the amalgamation (the "Amalgamation") of Iron Bridge and Velvet Acquisition Company Ltd. ("AcquisitionCo"), a wholly-owned subsidiary of Velvet, with 99.88% of the votes cast in favor of the Amalgamation.

Articles of Amalgamation and supporting documentation have been filed and a Certificate of Amalgamation has been issued pursuant to the *Business Corporations Act* (Alberta). No dissent rights were validly exercised in relation to the Amalgamation. The amalgamated corporation (named "Iron Bridge Resources Inc.") ("Amalco"), is a wholly-owned subsidiary of Velvet.

The Amalgamation constituted the subsequent acquisition transaction proposed by Velvet to permit it to become the sole owner of Iron Bridge. Velvet originally acquired an aggregate of 143,788,237 Iron Bridge Shares under Velvet's offer to purchase all of the outstanding Iron Bridge Shares which expired on October 5, 2018. Pursuant to the Amalgamation, the Iron Bridge Shareholders (other than Velvet) which held 20,126,650 Iron Bridge Shares, were issued one redeemable preferred share of Amalco (each, a "Preferred Share") for each Iron Bridge Share held. Immediately following the Amalgamation, each Preferred Share was automatically redeemed by Amalco for \$0.845 cash (the "Amalgamation Consideration") and the aggregate Amalgamation Consideration of approximately \$17 million in cash was provided to Odyssey Trust Company (the "Depository") for payment to the former Iron Bridge Shareholders.

In order to receive the Amalgamation Consideration to which they are entitled, former Iron Bridge Shareholders must deposit with the Depository a properly completed letter of transmittal together with the holder's certificates representing their Iron Bridge Shares and such other documents as may be required by the Depository within the required time frame. Former Iron Bridge Shareholders whose Iron Bridge Shares are registered in the name of a broker, dealer, bank, trust company or other nominee must contact their nominee to exchange their Iron Bridge Shares for the Amalgamation Consideration.

The Iron Bridge Shares are expected to be delisted from the Toronto Stock Exchange immediately following the close of trading on November 8, 2018. In addition, Iron Bridge has made an application to the Alberta Securities Commission, as principal regulator, and to the securities regulatory authorities in each of the other provinces in Canada in which it is a reporting issuer (or equivalent) for an order that Iron Bridge cease to be a reporting issuer (or equivalent) under applicable securities laws.

### **Important Notice**

Certain statements contained in this news release constitute forward-looking information within the meaning of applicable securities laws. Forward-looking information can be generally identified by the use of words such as "anticipate", "continue", "estimate", "expect", "expected", "intend", "may", "will", "project", "plan", "should", "believe" and similar expressions. In particular, this news release contains forward-looking information concerning the anticipated delisting of the Iron Bridge Shares from the Toronto Stock Exchange and on the timing contemplated.

Forward-looking statements are based upon the opinions and expectations of management of Velvet and Iron Bridge as at the effective date of such statements. Although Velvet and Iron Bridge believe the expectations reflected in such forward-looking statements are based upon reasonable assumptions, it can give no assurance that those expectations will prove to have been correct. Forward-looking statements are subject to certain risks and uncertainties that could cause actual events or outcomes to differ materially from those anticipated or implied by such forward-looking statements. These risks and uncertainties include the timing of receipt of regulatory approval for the delisting. Having regard to the various risk factors, readers should not place undue reliance upon the forward-looking statements contained in this news release and such forward-looking statements should not be interpreted or regarded as guarantees of future outcomes. The forward-looking statements contained in this news release are made as of the date hereof neither Velvet or Iron Bridge undertake any obligation to update or to revise any of the included forward-looking statements, except as required by applicable securities laws in force in Canada. The forward-looking statements contained in this news release are expressly qualified by this cautionary statement

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