



*Source: United Hunter Oil & Gas Corp.*

*October 28, 2022 17:01 ET*

## **United Hunter Oil & Gas Corp. Announces Updates Regarding Shareholder Meeting and Transaction With Bocana Resources Ltd.**

VANCOUVER, British Columbia, Oct. 28, 2022 (GLOBE NEWSWIRE) -- (TSXV: UHO) United Hunter Oil & Gas Corp. (the "**Corporation**" or "**UHO**") would like to update its shareholders and provide certain supplemental information with respect to the status of the previously announced transaction with Bocana Resources Ltd. ("**Bocana**"), whereby UHO and Bocana intend to complete an amalgamation and continue the business of Bocana under the name "Bocana Resources Corp" (the "**Resulting Issuer**"). Terms not otherwise defined shall have the same meanings as in the joint information circular (the "**Circular**").

### *The Meeting*

As previously announced, the meeting of the shareholders of UHO ("**UHO Shareholders**") is scheduled to be held on November 4, 2022 at 10:00 a.m. (Calgary time) (the "**UHO Meeting**"), to approve the amalgamation (the "**Amalgamation**") agreed to pursuant to the amalgamation agreement dated March 26, 2021, as amended (the "**Amalgamation Agreement**") between the Corporation, and Bocana. The deadline for UHO Shareholders to submit their proxies or voting instructions in order to vote on the Amalgamation is 10:00 a.m. (Calgary time) on November 2, 2022.

### *The Amalgamation Agreement*

The Corporation wishes to clarify that the delay in calling UHO Meeting to consider, among other things, the Amalgamation was due to completion of the interim and audited consolidated financial statements for Bocana, as well as delays due to the obtaining approval of the TSX Venture Exchange (the "**Exchange**"), which includes the updated 43-101 report. Notwithstanding the delays in calling the meeting, no material transaction terms were amended (other than the extension of the termination deadline) and the board of directors of UHO (the "**Board**"), whose members did not change, unanimously resolved that the Amalgamation was in the best interests of UHO and its shareholders.

### *TSXV Approval*

On October 6, 2022, the Exchange provided conditional approval (the "**Approval**") of the Amalgamation and other items described in the Circular, including the insider debt settlement. The Approval remains subject to a number of conditions customary for a transaction of this nature, including shareholder approval.

### *Background to the Amalgamation*

The Board continues to affirm its position on the Amalgamation and its desire to continue to move forward with it given the recent history of UHO in trying to raise funds for oil and gas opportunities. Over the past several years, UHO has worked on several opportunities for either partnerships or ownership of fields/projects in both the domestic USA and international arenas, all of which were rejected for several reasons, including but not limited to lack of definitive reserves, cash requirements and environmental risks. The Board looked at several of the most recent opportunities that were reviewed by management and the reasons why they were not successful in the lead up to the Amalgamation.

UHO had also explored several joint venture opportunities with several entities which were ultimately terminated for various reasons. With the termination of the most recent agreement, management of both UHO and Bocana started discussions on a transaction, involved the boards of both companies, in May of 2020, a description of which can be found on page 55 of the Circular.

The Board, met quarterly since the initial letter of intent with Bocana was signed in August of 2020, to review the terms and conditions of the proposed Amalgamation. The Board was provided with copies of the various agreements to review and comment on the same. The Board discussed the Exchange Ratio of 1.6877 UHO common shares ("UHO Shares") for each share of the Resulting Issuer and determined that such ratio presented a fair value for UHO based in part on the assets of UHO and additionally that such ratio would be equivalent to the price of the financing of subscription receipts proposed under the Amalgamation. In considering this valuation, the Board considered and discussed the benefits of the Amalgamation, and in particular considered: (i) that the UHO Shareholders would receive shares of the Resulting Issuer which are expected to have greater liquidity than the UHO Shares previously held; (ii) the prospective, economic and market conditions affecting the business of UHO; (iii) the historical information regarding the trading prices of UHO Shares; and (iv) the combined business which results from the Amalgamation will have significantly greater financial and business resources which may provide the combined business with greater prospects for future growth and increased creditworthiness. In reaching its conclusion, the Board also had regard for a number of terms of the Amalgamation, including that the Amalgamation must be approved by 66 <sup>2</sup>/<sub>3</sub>% of the votes cast by UHO Shareholders.

Any issues that arose in the discussions, such as conflicts of interest, were addressed, conflicted parties abstained from voting on particular conflicted items, and the desire of the Board's direction was followed. There were no contrary views or material disagreements from the Board regarding the terms of the Amalgamation.

#### *Insider Debt Settlement*

As described in the Circular, UHO Shareholders are being asked to consider the approval of a debt settlement to Mr. Timothy J. Turner and Mr. Miles Nagamatsu (the "Insiders"), the Chief Executive Officer and Chief Financial Officer, respectively, of the Corporation (the "Insider Debt Settlement"). The Corporation confirms to shareholders that the price of the shares proposed to be issued to the Insiders was ascribed to the debt settlement so that the price of the UHO Shares to be issued were at a price equivalent to the transaction price to the Amalgamation, without any warrants being issued to either Insider. The UHO shares issued pursuant to the Insider Debt Settlement will be issued prior to the completion of the Amalgamation and will be subject to the same Exchange Ratio as other shares of UHO. As described in the Circular, the Board unanimously approved the Insider Debt Settlement with both of the Insiders abstaining.

Any questions or requests for further information regarding the UHO Meeting should be directed to the Corporation at: [info@unitedhunteroil.com](mailto:info@unitedhunteroil.com)

#### **For more information, please contact:**

Timothy Turner  
Chief Executive Officer

Rodney Stevens  
Executive Chairman

**United Hunter Oil & Gas Corp.**

**Bocana Resources Ltd.**

Telephone: + 1 (713) 858-3329  
Email: [info@unitedhunteroil.com](mailto:info@unitedhunteroil.com)

Email: [rstevens@bocanaresources.com](mailto:rstevens@bocanaresources.com)

#### **Forward-Looking Information and Disclaimers**

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. The Exchange has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the content of this press release.*

Certain information contained in this press release may contain forward looking statements within the meaning of applicable securities laws. The use of any of the words "continue", "plan", "propose", "would", "will", "believe", "expect", "position", "anticipate", "improve", "enhance" and similar expressions are intended to identify forward-looking statements. More particularly and without limitation, this document contains forward-looking statements concerning: the key terms of the Amalgamation and the effect of its implementation on holders of UHO Shares, UHO options and UHO warrants and the Corporation; stakeholder support for the Amalgamation; the expected process for and timing of implementing the Amalgamation; the anticipated benefits of the Amalgamation; the scheduling of the Meeting; the completion of the Amalgamation, including with respect to obtaining any necessary approvals, including the approval of the TSXV and satisfying any conditions and the expected timing thereof.

In addition, forward looking statements or information are based on a number of assumptions, including assumptions regarding the expected timing of the UHO Meeting and the closing of the Amalgamation, which have been used to develop the forward-looking statements in this press release but which may prove to be incorrect and which have been used to develop such statements and information in order to provide stakeholders with a summary for UHO Shareholder of the expected Amalgamation timeline and impact on UHO's future operations.

Events or circumstances may cause actual results to differ materially from those predicted, as a result of the risk factors set out and other known and unknown risks, uncertainties, and other factors, many of which are beyond the control of UHO. Such information may prove to be incorrect and readers are cautioned that the information may not be appropriate for other purposes. Although the Corporation believes that the expectations reflected in such forward looking statements or information are reasonable, undue reliance should not be placed on forward looking statements because the Corporation can give no assurance that such expectations will prove to be correct.

Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which have been used. As a consequence, actual results may differ materially from those anticipated in the forward-looking statements. Furthermore, the forward looking statements contained herein are made as at the date hereof and Bearing does not undertake any obligation to update publicly or to revise any of the included forward looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the U.S. Securities Act or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

**ANY SECURITIES REFERRED TO HEREIN WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933 (THE "1933 ACT") AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OR TO A U.S. PERSON IN THE ABSENCE OF SUCH REGISTRATION OR AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE 1933 ACT.**

**NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES. ANY FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF U.S. SECURITIES LAW.**