

WATEROUS ENERGY FUND

Waterous Energy Fund Announces Successful Take-Over Bid for Osum Oil Sands Corp., Commencement of Mandatory 10-Day Tender Extension Period, and Voluntary Resignation of Osum Directors and Officers

CALGARY, AB, March 2, 2021 /CNW/ - Waterous Energy Fund (“WEF”) and its subsidiary WEF Osum Acquisition Corp. (the “Offeror”) are pleased to announce that each of the conditions to the offer dated November 4, 2020, as amended, to acquire up to 57,000,000 common shares (“Osum Shares”) of Osum Oil Sands Corp. (“Osum”) at a price of \$3.00 per share (the “Offer”) have been satisfied, including the condition prescribed by applicable securities laws that more than 50% of the Osum Shares not owned by WEF be tendered to the Offer.

A total of 45,747,068 Osum Shares were deposited and not withdrawn at the initial expiry time under the Offer, representing approximately 34% of the issued and outstanding Osum Shares.

The Offeror has taken up proportionately a total of 34,697,358 Osum Shares tendered to the Offer, which is the maximum number of shares the Offeror is permitted to take up at this time under applicable securities laws. The Offeror will pay for such shares as soon as possible and in any event on or before March 4, 2021.

Additional Osum Shares tendered prior to the expiry time but not taken up initially will be taken up proportionately at the Extended Expiry Time described below and paid for not later than three business days after the shares are taken up. The total number of shares to be taken up at the Extended Expiry Time will depend on the total number of shares tendered.

Mandatory 10-Day Extension Period

The Offer is being extended for the statutorily mandated period of 10 days to Friday, March 12, 2021 at 11:59 p.m. (Vancouver time) (the “Extended Expiry Time”), which will provide Osum shareholders who have not yet tendered their Osum Shares an opportunity to deposit to the Offer. A corresponding notice of extension (the “Notice of Extension”) is being mailed to Osum securityholders regarding the Extended Expiry Time.

Resignations and Appointments of Directors and Officers

Five members of the board of directors of Osum (the “Osum Board”) have voluntarily resigned, leaving Adam Waterous, Michael Buckingham, Andrew Kim and Rob Morgan as the remaining members of the Osum Board.

Additionally, as of today’s date, four executive officers of Osum, being Steve Spence (President and Chief Executive Officer), Victor Roskey (Chief Financial Officer), Rick K. Walsh (Chief Operating Officer) and Dr. Peter Putnam (Sr. Vice President, Geoscience) have voluntarily resigned from their positions. Osum has appointed Rob Morgan as President and Chief Operating Officer and Michael Makinson as Chief Financial Officer.

Subsequent Acquisition Transaction

WEF intends to acquire the remaining Osum Shares not taken up under the Offer as soon as possible following the completion of the Offer and, in any case, within 120 days thereof. The exact timing and details of such transaction will depend on a variety of factors, as outlined in the Offer and accompanying take-over bid circular of the Offeror dated November 4, 2020 (the “Circular”), as amended. As a result of the initial take up of Osum Shares under the Offer, WEF is in a position to ensure the successful outcome of any Osum shareholder vote in respect of such a subsequent acquisition transaction.

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