

Cona Resources Ltd. Announces Shareholder Approval and Closing of Plan of Arrangement with Waterous Energy Fund

CALGARY, May 18, 2018 /CNW/ - Cona Resources Ltd. (“Cona” or the “Company”) (TSX: CONA) is pleased to announce that the previously announced plan of arrangement (the “Arrangement”) involving certain affiliates of Waterous Energy Fund, Cona and Cona shareholders closed today under section 193 of the Business Corporations Act (Alberta).

Pursuant to the Arrangement, certain affiliates of Waterous Energy Fund have acquired all of the issued and outstanding common shares of Cona (“Common Shares”) not owned by them for cash consideration of \$2.55 per Common Share. Payment for the Common Shares will be completed by Computershare Investor Services Inc. in accordance with the Arrangement.

Closing of the Arrangement

The Arrangement was approved by holders (“Shareholders”) of Common Shares at its annual and special meeting of shareholders (the “Meeting”) held earlier today. A total of 85,004,375 Common Shares (approximately 84.2% of the issued and outstanding Common Shares) were represented at the Meeting in person or by proxy. The Arrangement was approved by 94.7% of the votes cast by Shareholders, either in person or by proxy at the Meeting, and by 72.7% of the votes cast by Shareholders after excluding the votes attached to Common Shares held by persons whose votes may not be included in determining minority approval of a business combination pursuant to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions.

The Company also received the final order from the Court of Queen’s Bench of Alberta approving the Arrangement on May 18, 2018.

The Common Shares are expected to be delisted from the Toronto Stock Exchange on or about May 24, 2018. Cona has also filed an application with the applicable securities commissions for an order to cease to be a reporting issuer.

Other Meeting Matters

At the Meeting, Shareholders also approved, among other annual matters, the five nominees proposed to be elected as directors of Cona listed in the Company’s information circular dated April 9, 2018. The voting results were as follows:

Nominee	Votes For		Votes Withheld	
	Number	Percentage	Number	Percentage
Adam Waterous	80,393,049	95.8%	3,563,726	4.2%
Ian Bruce	82,391,704	98.1%	1,565,071	1.9%
Stockwell Day	80,717,564	96.1%	3,239,211	3.9%
Harold (Hal) Kvisle	82,396,204	98.1%	1,560,571	1.9%
Rob Morgan	80,664,794	96.1%	3,291,981	3.9%

Forward-Looking Statements

This news release contains certain forward-looking statements and forward-looking information (collectively referred to as “forward-looking statements”) within the meaning of applicable Canadian securities laws. In particular, this news release contains forward-looking statements pertaining to the delisting of the Common Shares from the Toronto Stock Exchange, including the anticipated timing thereof.

Undue reliance should not be placed on forward-looking statements, which are inherently uncertain, are based on estimates and assumptions, and are subject to known and unknown risks and uncertainties that contribute to the possibility that the future events or circumstances contemplated by the forward-looking statements will not occur.

By their very nature, forward-looking statements involve inherent risks and uncertainties. These factors include, but are not limited to, not completing the Arrangement on the terms described in this press release or at all, as well as other business risks which could affect the Arrangement as described in more detail in the Company’s annual information form for the year ended December 31, 2017. The forward-looking statements contained in this news release are made as of the date hereof, and the Company does not undertake any obligation, except as required by applicable securities legislation, to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

Cona Resources Ltd.

Cona is a Canadian crude oil production and development company focused on maximizing recovery from its large-scale oil resource base. The Company’s operations, infrastructure and land position are located in southwest Saskatchewan. Cona’s common shares trade on the Toronto Stock Exchange under the symbol CONA.