



PRAIRIE PROVIDENT CLOSES STRATEGIC LIGHT OIL ASSET ACQUISITION, INCREASES CREDIT FACILITY AND REITERATES 2017 PRODUCTION GROWTH GUIDANCE

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CALGARY, ALBERTA (March 23, 2017) – Prairie Provident Resources Inc. ("Prairie Provident" or "PPR" or the "Company") (TSX: PPR) is pleased to announce the completion of its previously announced acquisition of strategic assets in the Greater Red Earth area of northern Alberta (the "Assets") for cash consideration of \$41.0 million (the "Acquisition"). The Assets include high-quality and low-decline oil production which is complementary to Prairie Provident's existing operations at Evi in the Peace River Arch and further enhances the Company's size and competitive position. The Acquisition reinforces the Company's growth profile by adding a stable and predictable base of cash flow that is capable of funding repeatable growth.

The Acquisition was funded through Prairie Provident's credit facility, which has been increased by \$10.0 million to \$65.0 million following closing of the Acquisition, and through proceeds from the recently closed \$4.0 million bought deal equity financing of subscription receipts ("Subscription Receipts").

Highlights of the Assets:

- Approximately 1,100 boe/d (98% oil and liquids) of production with a low base decline rate of approximately 10%;
- Forecast 2017 operating netbacks of approximately \$31.00 / boe⁽¹⁾;
- Forecast 12-month run rate funds from operations of approximately \$12 million⁽¹⁾; and
- Potential to optimize PPR's existing waterflood with seven approved schemes.

Impact of the Acquisition:

- Approximately 6,500 boe/d (64% oil and liquids) of current production, with annual 2017 average volumes expected between 6,100 and 6,600 boe/d (60 – 65% oil and liquids) and exit production expected between 7,500 boe/d and 8,000 boe/d;
- 2017 capital budget is maintained at \$25 million to \$35 million, which will flex depending on commodity prices;
- Forecast 2017 funds from operations anticipated between \$31 to \$35 million⁽¹⁾, primarily directed to funding the 2017 capital program, with excess funds from operations directed to debt repayment;
- Debt to 12-month forward adjusted EBITDAX ratio is estimated at approximately 1.3 times, with the intention to bring that ratio in line with PPR's target run-rate level of approximately 1.0 times over the coming quarters; and
- Proximity to PPR's existing asset base provides operational and technical synergies, while economies of scale and operational optimization in the area are expected to reduce operating costs by \$2.00/boe while improving the Company's ability to compete for services.

Note:

(1) Assumes 2017 average WTI US\$54.00, and FX rate of C\$0.76 per US\$1.00. See "Oil and Gas Metrics and Non-IFRS Measures" below.

Given the complementary nature of the Acquisition, integration of the Assets into PPR's existing operations at Evi have already commenced. The Company will announce its fourth quarter and year-end 2016 financial and operating results on March 29, 2016. The results will include an operations update on first quarter 2017 activity to date, including further information on the first four Ellerslie wells from the 2017 budget which the Company has now drilled and cased.

As previously announced, the Company issued 5,971,000 Subscription Receipts at a price of \$0.67 per Subscription Receipt, and 5,195,000 common shares issued on a "flow-through" basis pursuant to the Income Tax Act (Canada) ("Flow-Through Shares") at a price of \$0.77 per Flow-Through Share, for total gross proceeds of approximately \$8.0 million (the "Offering"). In accordance with their terms, each Subscription Receipt was automatically exchanged, for no additional consideration and without any action required on the part of the holder, for one common share of the Company (an "Underlying Share") and one-half of one common share purchase warrant (each whole warrant, an "Underlying Warrant") in connection with closing of the Acquisition, and the net proceeds of approximately \$3.9 million from the sale of Subscription Receipts under the Offering were released to the Company from escrow. Each Underlying Warrant entitles the holder to acquire one common share at an exercise price of \$0.87 per share until March 16, 2019. The Underwriters led by Mackie Research Capital Corporation have an over-allotment option exercisable in whole or in part at any time prior to April 15, 2017 to purchase up to an additional 15% of the number of Subscription Receipts and Flow-Through Shares sold at the Offering prices, for total additional gross proceeds of up to approximately \$1.2 million. In the event and to the extent the Underwriters exercise the option to purchase additional Subscription Receipts, an equal number of Underlying Shares and one-half of such number of Underlying Issues will be issued in lieu of the Subscription Receipts.

Further details regarding PPR, the Acquisition and the Offering are set out in the Company's short form prospectus dated March 8, 2017, which is available under Prairie Provident's profile on the SEDAR website and on the Company's website at www.ppr.ca.

This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities of the Company in the United States or in any other jurisdiction in which any such offer, solicitation or sale would be unlawful. The securities to be offered under the Offering have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws, and may not be offered or sold in the United States or to U.S. Persons (as that term is defined in Regulation S under the 1933 Act) except in transactions exempt from the registration requirements of the 1933 Act and applicable state securities laws.

FURTHER INFORMATION

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BOE Disclosure. We have adopted the industry-standard conversion ratio of six Mcf to one bbl when converting natural gas quantities to “barrels of oil equivalent” (BOEs). BOEs may be misleading, though, particularly if used in isolation. A BOE conversion ratio of 6 mcf: 1 bbl is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Although the six-to-one conversion factor is an industry accepted norm, it is not reflective of price or market value differentials between product types. Based on current commodity prices, the value ratio between natural gas and oil is significantly different than the 6:1 ratio based on energy equivalency. Accordingly, a 6:1 conversion ratio may be misleading as an indication of value.

Forward-Looking Information. Certain information included in this press release constitutes forward-looking information under applicable securities legislation. All statements other than statements of current or historical fact constitute forward-looking information. Forward-looking information typically contains statements with words such as “anticipate”, “believe”, “expect”, “intend”, “plan”, “budget”, “forecast”, “target”, “estimate”, “propose”, “potential”, “project”, “continue”, “may”, “will”, “should” or similar words suggesting future outcomes or events or statements regarding an outlook. Forward-looking information in this press release includes, but is not limited to, statements concerning: cash flows from the Assets (and their capability to fund growth); forecast 2017 operating netback for the Assets; forecast 2017 funds from operations for the Assets and the Company; waterflood optimization potential; expected annual 2017 production volumes; expected 2017 exit production; estimated forward adjusted EBITDAX ratio and target run-rate level; operational and technical synergies from the Acquisition; expected operating cost reductions; improved ability to compete for services; asset integration expectations; timing for announcement of the Company's fourth quarter and year-end 2016 financial and operating results; and the potential exercise of the Underwriters' over-allotment option to purchase additional Underlying Shares, Underlying Warrants and Flow-Through Shares.

The forward-looking information contained in this press release is based on certain key expectations and assumptions made by Prairie Provident, including expectations and assumptions concerning, among other things: commodity prices and foreign exchange rates for 2017 and beyond; the timing and success of future drilling, development and completion activities (and the extent to which the results thereof meet Management's expectations); the continued availability of financing (including borrowings under the Company's credit facility) and cash flow to fund current and future expenditures, with external financing on acceptable terms; future capital expenditure requirements and the sufficiency thereof to achieve the Company's objectives; the performance of both new and existing wells; the stability of production from the Assets and capital and operating costs in respect thereof; the timely availability and performance of facilities, pipelines and other infrastructure in areas of operation; the geological characteristics and quality of Prairie Provident's properties (including the Assets) and the reservoirs in which the Company conducts oil and gas activities (including field production and decline rates); successful integration of the Assets into the Company's operations; the successful application of drilling, completion and seismic technology; future exploration, development, operating, transportation, royalties and other costs; the Company's ability to economically produce oil and gas from its properties and the timing and cost to do so; the predictability of future results based on past and current experience; prevailing weather conditions; prevailing legislation and regulatory requirements affecting the oil and gas industry (including royalty regimes); the timely receipt of required regulatory approvals; the availability of capital, labour and services on timely and cost-effective basis; the creditworthiness of industry partners and the ability to source and complete acquisitions; and the general economic, regulatory and political environment in which the Company operates.

Although Prairie Provident believes that the expectations and assumptions upon which the forward-looking information in this press release is based are reasonable based on currently available information, undue reliance should not be placed on such information, which is inherently uncertain, relies on assumptions and expectations, and is subject to known and unknown risks, uncertainties and other factors, both general and specific, many of which are beyond the Company's control, that may cause actual results or events to differ materially from those indicated or suggested in the forward-looking information. Prairie Provident can give no assurance that the forward-looking information contained herein will prove to be correct or that the expectations and assumptions upon which they are based will occur or be realized. These include, but are not limited to: risks inherent to oil and gas exploration, development, exploitation and production operations and the oil and gas industry in general, including geological, technical, engineering, drilling, completion, processing and other operational problems and potential delays, cost overruns, production or reserves loss or reduction in production, and environmental, health and safety implications arising therefrom; uncertainties associated with the estimation of reserves, production rates, product type and costs; adverse changes in commodity prices, foreign exchange rates or interest rates; the ability to access capital when required and on acceptable terms; the ability to secure required services on a timely basis and on acceptable terms; increases in operating costs; environmental risks; changes in laws and governmental regulation (including with respect to royalties, taxes and environmental

matters); adverse weather or break-up conditions; competition for labour, services, equipment and materials necessary to further the Company's oil and gas activities; and changes in plans with respect to exploration or development projects or capital expenditures in respect thereof. These and other risks are discussed in more detail in the Company's short form prospectus dated March 8, 2017 and its Annual Information Form for the year ended December 31, 2015, copies of which are available under Prairie Provident's issuer profile on the SEDAR website and on the Company's website at www.ppr.ca. This list is not exhaustive.

The forward-looking information contained in this press release is made as of the date hereof and Prairie Provident undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, unless required by applicable securities laws. All forward-looking information contained in this press release is expressly qualified by this cautionary statement.

Oil and Gas Metrics and Non-IFRS Measures. This press release includes reference to certain metrics commonly used in the oil and gas industry but which do not have standardized meanings or methods of calculation under International Financial Reporting Standards (IFRS), the Canadian Oil and Gas Evaluation Handbook or applicable law, namely "operating netback" and "funds from operations" and "adjusted EBITDAX ratio". Accordingly, such metrics, as determined by the Company and presented in this news release (or in other documents published by Prairie Provident), may not be comparable to similarly defined or described measures presented by other entities, and should not be used for any such comparisons. These metrics are provided as supplementary information by which readers may wish to consider the Company's performance, but should not be relied upon for comparative or investment purposes. With respect to the metrics referred to herein:

- **Operating Netback.** The Company calculates "operating netback" as production revenues (excluding realized and unrealized gains and losses on commodity hedging) less royalties and operating expenses, calculated on a per boe basis. Management considers operating netback to provide a useful measure by which to evaluate operational performance as an indicator of field-level profitability relative to current commodity prices. The forecast 2017 operating netback for the Assets of \$31.00 per boe assumes 2017 average WTI US\$54.00 and a foreign exchange rate of C\$0.76 per US\$1.00, and is based on the Company's current operating costs in the area, a royalty rate based on the current Crown royalty regime in Alberta applicable to the Assets, and a selling price differential to WTI that is consistent with recent average price realization for area production.
- **Funds from Operations.** The Company calculates funds from operations as cash flow from operating activities (as determined in accordance with IFRS) adjusted for changes in non-cash working capital, transaction costs, restructuring costs, decommissioning expenditures and other non-recurring items. Run rate cash flow for the Assets is calculated based on annualized production and operating netback. The forecast 12-month run rate funds from operations in respect of the Assets is based on the assumptions relating to forecast 2017 operating netback for the Assets set forth above and the further assumption that production from the Assets (both as the volumes and product type) will remain stable at approximately 1,100 boe/d (98% oil and liquids) for the next 12 months. Management believes that these are useful supplemental measures for assessing Prairie Provident's operational performance on a continuing basis by eliminating certain non-cash charges and charges that are non-recurring, and utilizes the measure to assess the Company's ability to generate the cash necessary to finance operating activities, capital expenditures and debt repayments. Funds from operations as presented does not and is not intended to represent, and should not be considered an alternative to or more meaningful than, cash flow from operating activities, net earnings or other measures of financial performance calculated in accordance with IFRS.
- **Adjusted EBITDAX.** The Company monitors its capital structure and liquidity based on the ratio of Debt to Adjusted EBITDAX, which provides a measure of the Company's ability to manage its debt levels under current operating conditions. For purposes of this calculation, "Debt" refers to the Company's borrowings under its credit facility, while "Adjusted EBITDAX" corresponds to defined terms in the Company's credit facility agreement and means net earnings before financing charges, foreign exchange gain (loss), E&E expense, income taxes, depreciation, depletion, amortization, other non-cash items of expense and non-recurring items, adjusted for major acquisitions and material dispositions assuming that such transactions had occurred on the first day of the applicable calculation period. As transaction costs are non-recurring costs, Adjusted EBITDAX has been calculated, excluding transaction costs, as a meaningful measure of continuing operating cash flows. For purposes of calculating covenants under the Company's credit facility, Adjusted EBITDAX is determined using financial information from the most recent four consecutive fiscal quarters.

Financial Outlook Information. The information disclosed in this press release regarding forecast operating netback and forecast run rate funds from operations in respect of the Assets, and corporate-level forecast 2017 funds from operations and adjusted EBITDAX, constitutes financial outlook information within the meaning of applicable Canadian securities laws. Statements containing a financial outlook constitute forward-looking information and are therefore subject to the assumptions,

risk factors, limitations and qualifications set forth under "Forward-Looking Information" above. All such financial outlook information is made as of the date hereof and is provided for the sole purpose of describing the Company's internal expectations as to the effect of the Acquisition on its cash flows for the stated period. Readers are cautioned that the financial outlook information contained herein should not be used, and may be inappropriate for, any other purpose.