



InPlay Oil Corp. Announces Completion of Strategic Pembina Cardium Oil Asset Acquisition

April 7, 2025 - Calgary Alberta – InPlay Oil Corp. (TSX: IPO) (OTCQX: IPOOF) (“**InPlay**” or the “**Company**”) is pleased to announce that it has closed the previously announced strategic acquisition of Cardium light oil focused assets in the Pembina area of Alberta (the “**Acquired Assets**”) from Obsidian Energy Ltd. (the “**Vendor**”) for net consideration of approximately \$301 million (the “**Acquisition**”).

The highly accretive Acquisition was funded by a combination of net proceeds released to InPlay pursuant to its previously announced \$32.8 million bought deal subscription receipt financing (the “**Financing**”), an amended \$330 million credit facility with a \$190 million revolving credit facility, a letter of credit facility of up to \$30 million, a fully drawn \$110 million two-year amortizing term loan and the issuance of 54,838,709 InPlay common shares to the Vendor at a deemed price of \$85 million or \$1.55 per share (the “**Share Consideration**”). The Share Consideration is subject to a six-month lock up period, which may be shortened in certain circumstances.

In accordance with their terms, each one (1) subscription receipt issued pursuant to the Financing was automatically exchanged for one (1) InPlay Share concurrently with the completion of the Acquisition, and the net proceeds were released to InPlay from escrow and used to fund a portion of the cash consideration payable to the Vendor under the Acquisition. Previous holders of subscription receipts of InPlay are not required to take any action to receive the underlying InPlay Shares. Trading in the subscription receipts on the Toronto Stock Exchange is expected to be halted today and the subscription receipts delisted in due course.

Immediately following completion of the Acquisition, InPlay has 167,636,627 InPlay Shares issued and outstanding, inclusive of the underlying 21,145,625 InPlay Shares issued upon conversion of subscription receipts previously issued pursuant to the Financing and the Share Consideration issued to the Vendor.

Concurrent with completion of the Acquisition, InPlay entered into an amended and restated credit agreement with a syndicate of lenders (the “**Lenders**”) pursuant to which the aggregate available borrowing capacity under InPlay's Senior Credit Facility has been increased from \$110 million to \$330 million by way of an increased \$190 million revolving credit facility with a term out date extended to June 30, 2026, a fully drawn \$110 million two-year amortizing term loan (the “**Term Loan**”) and a letter of credit facility of up to \$30 million. The Term Loan includes quarterly amortization payments of \$4.1 million. The covenant and security package under the new Term Loan is substantially the same as the revolving credit facility, with the exception of an additional affirmative covenant to satisfy certain prescribed hedging requirements during the period the Term Loan remains outstanding.

In accordance with a shareholder rights agreement between InPlay and the Vendor, the Vendor nominated Stephen E. Loukas, President and Chief Executive Officer and Peter D. Scott, Senior Vice President and Chief Financial Officer, both of Obsidian Energy Ltd., for election to the InPlay Board of Directors at the Special Meeting. Both nominees were elected as directors of InPlay to serve until the next annual meeting of shareholders or until their successors are elected or appointed. The Vendor nominees have agreed to support the resolutions brought before InPlay shareholders at the 2025 annual general meeting of shareholders.

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Reader Advisories

Forward-Looking Information and Statements

This document contains certain forward-looking information and statements within the meaning of applicable securities laws. The use of any of the words “expect”, “anticipate”, “continue”, “estimate”, “may”, “will”, “project”, “should”, “believe”, “plans”, “intends”, “forecast” and similar expressions are intended to identify forward-looking information or statements. In particular, but without limiting the foregoing, this document contains forward-looking information and statements pertaining to the following: the Company’s business strategy, milestones and objectives; light crude oil and NGLs weighting estimates; expectations regarding future commodity prices; future oil and natural gas prices; future liquidity and financial capacity; future results from operations and operating metrics; future costs, expenses and royalty rates; future interest costs; the exchange rate between the \$US and \$Cdn; future development, exploration, acquisition, development and infrastructure activities and related capital expenditures; the amount and timing of capital projects; and methods of funding our capital program.

The internal projections, expectations, or beliefs underlying our Board approved 2025 capital budget and associated guidance are subject to change in light of, among other factors, changes to U.S. economic, regulatory and/or trade policies (including tariffs), the impact of world events including the Russia/Ukraine conflict and war in the Middle East, ongoing results, prevailing economic circumstances, volatile commodity prices, and changes in industry conditions and regulations. InPlay’s 2025 financial outlook and revised guidance provides shareholders with relevant information on management’s expectations for results of operations, including any potential acquisitions or dispositions, for such time periods based upon the key assumptions outlined herein. Readers are cautioned that events or circumstances could cause capital plans and associated results to differ materially from those predicted and InPlay’s revised guidance for 2025 may not be appropriate for other purposes. Accordingly, undue reliance should not be placed on same.

Forward-looking statements or information are based on a number of material factors, expectations or assumptions of InPlay which have been used to develop such statements and information, but which may prove to be incorrect. Although InPlay 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 InPlay can give no assurance that such expectations will prove to be correct. In addition to other factors and assumptions which may be identified herein, assumptions have been made regarding, among other things: the current U.S. economic, regulatory and/or trade policies; the impact of increasing competition; the general stability of the economic and political environment in which InPlay operates; the timely receipt of any required regulatory approvals; the ability of InPlay to obtain qualified staff, equipment and services in a timely and cost efficient manner; drilling results; the ability of the operator of the projects in which InPlay has an interest in to operate the field in a safe, efficient and effective manner; the ability of InPlay to obtain debt financing on acceptable terms; the anticipated tax treatment of the monthly base dividend; that other than the tariffs that came into effect on March 4, 2025 (some of which were subsequently paused on March 6, 2025), neither the U.S. nor Canada (i) increases the rate or scope of such tariffs (if they come into effect in the future), or imposes new tariffs, on the import of goods from one country to the other, including on oil and natural gas, and/or (ii) imposes any other form of tax, restriction or prohibition on the import or export of products from one country to the other, including on oil and natural gas; the potential scope and duration of tariffs, export taxes, export restrictions or other trade actions; magnitude and duration of potential new or increased tariffs may be imposed on goods imported from Canada into the United States, which could adversely impact InPlay’s revenues; the potential for new and increased U.S. tariffs and protectionist trade measures on Canadian oil and gas imports; changes in political and economic conditions, including risks associated with tariffs, export taxes, export restrictions or other trade actions; impacts of any tariffs imposed on Canadian exports into the United States by the Trump administration and any retaliatory steps taken by the Canadian federal government; that InPlay’s results and operations could be adversely affected by economic or geopolitical developments, including protectionist trade policies such as tariffs, or other events; conditions in international markets, including social and political conditions, civil unrest, terrorist activity, governmental changes, restrictions on the ability to transfer capital across borders, tariffs and other protectionist measures; field production rates and decline rates; the ability to replace and expand oil and natural gas reserves through acquisition, development and exploration; the timing and cost of pipeline, storage and facility construction and the ability of InPlay to secure adequate product transportation; future commodity prices; that various conditions to a shareholder return strategy can be satisfied; the ongoing impact of the Russia/Ukraine conflict and war in the Middle East; currency, exchange and interest rates; regulatory framework regarding royalties, taxes and environmental matters in the jurisdictions in which InPlay operates; and the ability of InPlay to successfully market its oil and natural gas products.

Without limitation of the foregoing, readers are cautioned that the Company’s future dividend payments to shareholders of the Company, if any, and the level thereof will be subject to the discretion of the Board of Directors of InPlay. The Company’s dividend policy and funds available for the payment of dividends, if any, from time to time, is dependent upon, among other things, levels of FAFF, leverage ratios, financial requirements for the Company’s operations and execution of its growth strategy, fluctuations in commodity prices and working capital, the timing and amount of capital expenditures, credit facility availability and limitations on distributions existing thereunder, and other factors beyond the Company’s control. Further, the ability of the Company to pay dividends will be subject to applicable laws, including satisfaction of solvency tests under the *Business Corporations Act* (Alberta), and satisfaction of certain applicable contractual restrictions contained in the agreements governing the Company’s outstanding indebtedness. Further, the actual amount, the declaration date, the record date and the payment date of any dividend are subject to the discretion of the InPlay Board of Directors. There can be no assurance that InPlay will pay dividends in the future.

The forward-looking information and statements included herein are not guarantees of future performance and should not be unduly relied upon. Such information and statements, including the assumptions made in respect thereof, involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information or statements including, without limitation: changes in industry regulations and legislation (including, but not limited to, tax laws, royalties, and environmental regulations); the risk that the Pembina Cardium asset acquisition may not be completed on the anticipated terms or timing; risks related to an international trade war, including the risk that the U.S. government imposes additional tariffs on Canadian goods, including crude oil and natural gas, and that such tariffs (and/or the Canadian government’s response to such tariffs) adversely affect the demand and/or market price for InPlay’s products and/or otherwise adversely affects InPlay, or lead to the termination of InPlay’s financing arrangements for the Pembina Cardium asset acquisition, including specifically that the imposition of tariffs or similar measures in excess of 10% would be an adverse tariff event for the purposes of InPlay’s new credit facilities to be entered into in connection with the transaction and that the lenders thereunder may choose not to fund the transaction; the continuing impact of the Russia/Ukraine conflict and war in the Middle East; potential changes to U.S. economic, regulatory and/or trade policies as a result of a change in government; inflation and the risk of a global recession; changes in our planned 2025 capital program; changes in our approach to shareholder returns; changes in commodity prices and other assumptions outlined herein; the risk that dividend payments may be reduced, suspended or cancelled; the potential for variation in the quality of the reservoirs in which InPlay operates; changes in the demand for or supply of InPlay’s products; unanticipated operating results or production declines; changes in tax or environmental laws, royalty rates or other regulatory matters; changes in development plans or strategies of InPlay or by third party operators of InPlay’s properties; changes in InPlay’s credit structure, increased debt levels or debt service requirements; inaccurate estimation of InPlay’s light crude oil and natural gas reserve and resource volumes; limited, unfavorable or a lack of access to capital markets; increased costs; a lack of adequate insurance coverage; the impact of competitors; and certain other risks detailed from time-to-time in InPlay’s continuous disclosure documents filed on

SEDAR+ including InPlay's Annual Information Form dated March 27, 2024 and the annual management's discussion & analysis for the year ended December 31, 2024.

This document contains future-oriented financial information and financial outlook information (collectively, "FOFI") about InPlay's financial and leverage targets and objectives, potential dividends, and beliefs underlying our Board approved 2025 capital budget and associated guidance, all of which are subject to the same assumptions, risk factors, limitations, and qualifications as set forth in the above paragraphs. The actual results of operations of InPlay and the resulting financial results will likely vary from the amounts set forth in this document and such variation may be material. InPlay and its management believe that the FOFI has been prepared on a reasonable basis, reflecting management's reasonable estimates and judgments. However, because this information is subjective and subject to numerous risks, it should not be relied on as necessarily indicative of future results. Except as required by applicable securities laws, InPlay undertakes no obligation to update such FOFI. FOFI contained in this document was made as of the date of this document and was provided for the purpose of providing further information about InPlay's anticipated future business operations and strategy. Readers are cautioned that the FOFI contained in this document should not be used for purposes other than for which it is disclosed herein.

The forward-looking information and statements contained in this document speak only as of the date hereof and InPlay does not assume any obligation to publicly update or revise any of the included forward-looking statements or information, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

Risk Factors to FLI

Risk factors that could materially impact successful execution and actual results of the Company's 2025 capital program and associated guidance and estimates include:

- risks related to an international trade war, including the risk that the U.S. government imposes additional tariffs on Canadian goods, including crude oil and natural gas, and that such tariffs (and/or the Canadian government's response to such tariffs) adversely affect the demand and/or market price for the Company's products and/or otherwise adversely affects the Company;
- volatility of petroleum and natural gas prices and inherent difficulty in the accuracy of predictions related thereto;
- the extent of any unfavourable impacts of wildfires in the province of Alberta.
- changes in Federal and Provincial regulations;
- the Company's ability to secure financing for the Board approved 2025 capital program and longer-term capital plans sourced from AFF, bank or other debt instruments, asset sales, equity issuance, infrastructure financing or some combination thereof; and
- those additional risk factors set forth in the Company's MD&A and most recent Annual Information Form filed on SEDAR+.