



Court of Appeal of Alberta Dismisses Latest Wilks Brothers' Attempt to Litigate Calfrac's Recapitalization; Calfrac Responds to Wilks Brothers' Announcement of an Intention to Make an Unsolicited Offer

September 2, 2020 4:00 PM EDT

CALGARY, AB, Sept. 2, 2020 /CNW/ - Calfrac Well Services Ltd. ("**Calfrac**" or the "**Company**") (TSX: CFW) is announcing that Wilks Brothers, LLC ("**Wilks Brothers**") has lost its latest attempt to litigate against Calfrac's Recapitalization Transaction.

On July 13, 2020, Calfrac and certain related entities obtained a Preliminary Interim Order from the Court of Queen's Bench of Alberta as the first step in advancing the Recapitalization Transaction under the *Canada Business Corporations Act* (the "**CBCA Proceeding**"). Among other things, the Preliminary Interim Order granted a stay of proceedings that prevents creditors from exercising rights and remedies while the CBCA Proceeding plays out.

On July 23, 2020, Wilks Brothers applied to the Court of Queen's Bench of Alberta, asking that the Preliminary Interim Order be varied. On July 27, 2020, the Court of Queen's Bench of Alberta dismissed Wilks Brothers' application (the "**Wilks Brothers Dismissal**").

Wilks Brothers subsequently applied to the Court of Appeal of Alberta to ask for leave to file an appeal of the Wilks Brothers Dismissal. A judge of the Court of Appeal of Alberta heard this application on September 1, 2020, and denied the application.

This denial means that the stay provision of the Preliminary Interim Order remains in effect and unaltered, so that a level playing field for all stakeholders will continue to apply during the CBCA Proceeding.

Calfrac also acknowledges today's announcement that Wilks Brothers intends to make an unsolicited offer to acquire all of the issued and outstanding common shares of Calfrac. The Calfrac Special Committee and Board of Directors will consider and evaluate the Wilks Brothers offer and related take-over bid circular, if and when received. No formal offer has been made and Calfrac shareholders are advised to take no action with respect to any Wilks Brothers offer until the Special Committee and Board of Directors has had an opportunity to fully review the offer, if and when received, and to make a recommendation as to its merits. Shareholders will be notified of any recommendation of the Board of Directors through a news release and circular in accordance with applicable securities laws.

Until the Special Committee and Board of Directors has had an opportunity to fully review any offer, the Calfrac Board of Directors continues to unanimously recommend that Shareholders and Unsecured Noteholders **VOTE FOR** the Recapitalization Transaction only on the Company's Proxy/VIF. **DO NOT** vote on the Wilks Brothers Blue Proxy/VIF.

Calfrac reminds all stakeholders that information in respect of the Recapitalization Transaction can be found at <http://calfrac.investorroom.com/transaction>.

Calfrac's common shares are publicly traded on the Toronto Stock Exchange under the trading symbol "CFW". Calfrac provides specialized oilfield services to exploration and production companies designed to increase the production of hydrocarbons from wells drilled throughout western Canada, the United States, Argentina and Russia.

This press release contains forward-looking statements and forward-looking information 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" and similar expressions are intended to identify forward-looking information or statements. More particularly and without limitation, this press release contains forward-looking statements and information relating to the proposed Recapitalization Transaction, the potential for Wilks Brothers to make an unsolicited offer to acquire all of the issued and outstanding common shares of Calfrac and the consideration by the Special Committee and Board of Directors of any such offer.

These forward-looking statements and information are based on certain key expectations and assumptions made by Calfrac in light of its experience and perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate in the circumstances, including, but not limited to, the following: the Recapitalization Transaction and the Offering will be completed as proposed; economic and political environment in which Calfrac operates; Calfrac's expectations for its customers' capital budgets and geographical areas of focus; the effect unconventional oil and gas projects have had on supply and demand fundamentals for oil and natural gas; Calfrac's existing contracts and the status of current negotiations with key customers and suppliers; the effectiveness of cost reduction measures instituted by Calfrac; and the likelihood that the current tax and regulatory regime will remain substantially unchanged.

Although Calfrac believes that the expectations and assumptions on which such forward looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information as Calfrac cannot give any assurance that they will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, risks associated with: Calfrac's ability to continue to manage the effect of the COVID-19 pandemic on its operations; default under the Company's credit facilities and/or the Company's senior notes due to a breach of covenants therein; failure to reach any additional

agreements with the Company's lenders; the impact of events of defaults in respect of other material contracts of the Company, including but not limited to, cross-defaults resulting in acceleration of amounts payable thereunder or the termination of such agreements; failure of existing shareholders and holders of Unsecured Notes to vote in favour of the Recapitalization Transaction; failure to receive any applicable regulatory approvals in respect of the Recapitalization Transaction or the Offering, global economic conditions; along with those risk and uncertainties identified under the heading "Risk Factors" and elsewhere in the Company's annual information form dated March 10, 2020 and filed on SEDAR at www.sedar.com.

The forward-looking statements and information contained in this press release are made as of the date hereof and Calfrac does not undertake any obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. This press release is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent an exemption from registration under the Securities Act of 1933.

SOURCE Calfrac Well Services Ltd.



For further information: If you have any questions regarding the above, or related to the Recapitalization Transaction and the CBCA Proceeding, please contact Scott Treadwell, Vice President, Capital Markets and Strategy at (403) 266-6000.