



## Calfrac Announces Rights Offering and Redemption of Second Lien Notes

November 14, 2025

CALGARY, Alberta, Nov. 14, 2025 (GLOBE NEWSWIRE) -- **Calfrac Well Services Ltd. ("Calfrac" or "the Company") (TSX: CFW)** is pleased to announce that it is commencing a rights offering (the "**Rights Offering**") to the holders of common shares of the Company (the "**Common Shares**") to raise aggregate gross proceeds of C\$35,000,000. The Rights Offering is fully backstopped by certain existing directors and shareholders of the Company, as further described below.

The completion of the Rights Offering, which is anticipated to be on or about December 23, 2025, will allow the Company to draw on the available C\$120,000,000 term loan with its syndicate of lenders (the "**Term Loan Drawdown**"). In addition, the Company also expects to receive up to C\$15,000,000 from a draw under either its existing syndicated facility or operating facility (together with the Term Loan Drawdown, the "**Credit Facility Drawdowns**"). The net proceeds of the Rights Offering, together with the proceeds of the Credit Facility Drawdowns, are expected to be used repay the outstanding 10.875% second lien secured notes (the "**Notes**") issued by the Company's subsidiary, Calfrac Holdings LP ("**Calfrac Holdings**") prior to their maturity in 2026 (the "**Redemption**"). In connection with the commencement of the Rights Offering, Calfrac Holdings will be delivering a notice of redemption to the holders of Notes on the date hereof. The aggregate principal amount of the Notes currently outstanding is approximately US\$120,000,100. It is anticipated that the Redemption will occur on or about December 23, 2025 (the "**Redemption Date**"), subject to the satisfaction of certain conditions precedent, including the completion of the Rights Offering and the Credit Facility Drawdowns. In connection with the Redemption, the Company will pay a redemption price equal to 100% of the principal amount of the Notes, plus accrued and unpaid interest up to, but excluding, the Redemption Date, all in accordance with the provisions of the indenture governing the Notes.

Under the terms of the Rights Offering, eligible holders of Common Shares as of the close of business (Toronto time) on November 21, 2025 (the "**Record Date**") will receive one transferable right (each, a "**Right**") for each Common Share held as of the Record Date. Each Right will entitle the holder thereof to subscribe for 0.1514872 of one Common Share (the "**Basic Subscription Privilege**") at a subscription price of \$2.69 per whole Common Share (the "**Subscription Price**"). As a result, approximately 6.6 Rights are required to subscribe for one whole Common Share at the Subscription Price. The Subscription Price represents a 15% discount to the volume weighted average trading price of the Common Shares on the Toronto Stock Exchange (the "**TSX**") for the five trading days immediately preceding the announcement of the Rights Offering. Pursuant to applicable securities laws, and to the extent that other holders of Rights do not exercise all of their Rights under the Basic Subscription Privilege, each holder of Rights who fully exercises its Basic Subscription Privilege will also be entitled to subscribe for additional Common Shares on a pro rata basis at the Subscription Price in the manner prescribed by securities laws and as further detailed in the Rights Offering Circular (as defined below). The Rights Offering is expected to expire at 5:00 p.m. (Toronto time) (the "**Expiry Time**") on December 19, 2025 (the "**Expiry Date**"). Any Rights not exercised at or before the Expiry Time on the Expiry Date will be void and will have no value.

The Rights will be listed on the TSX under the trading symbol "CFW.RT" commencing as of the open of market on November 21, 2025 and will be posted for trading until 12:00 p.m. (Toronto time) on the Expiry Date.

The completion of the Rights Offering is conditional upon the satisfaction of certain conditions, including, but not limited to, the receipt of all necessary regulatory approvals, including the final acceptance of the TSX.

In connection with the Rights Offering, the Company has entered into a standby purchase agreement (the "**Standby Purchase Agreement**") with George Armoyan, Ronald P. Mathison, Charles Pellerin, EdgePoint Investment Group Inc., and Brian Luborsky (collectively, the "**Standby Purchasers**"). Pursuant to the Standby Purchase Agreement, (i) the Standby Purchasers (other than Mr. Mathison) have agreed to exercise all of their Rights received as shareholders of the Company under their Basic Subscription Privilege, and (ii) the Standby Purchasers, as a group, have agreed to purchase from the Company, directly or indirectly, at the Subscription Price and on the closing date of the Rights Offering, all of the all Common Shares not otherwise subscribed for and taken up under the Rights Offering by eligible shareholders as of the Expiry Time on the Expiry Date (such Common Shares being the "**Standby Shares**") in accordance with the percentages set forth in the table below, such that the maximum number of Common Shares that may be issued under the Rights Offering will have been issued and the Company will have realized gross proceeds of \$35,000,000. No fee will be payable to the Standby Purchasers as part of the Standby Purchase Agreement.

Standby Purchaser	Percentage of Standby Shares
George Armoyan	37.5%
Charles Pellerin	37.5%
Brian Luborsky	10.0%
EdgePoint	10.0%
Ronald P. Mathison	5.0%

This strong show of support from the Company's major shareholders, which collectively hold over 60% of the outstanding Common Shares, underscores their confidence in the Company's long-term strategy and financial outlook, while the format of the Rights Offering maximizes the net proceeds available to the Company and provides all eligible shareholders with the opportunity to participate and maintain their pro rata ownership interest in the Company.

Calfrac's Chief Financial Officer, Mike Olinek, commented: "In addition to addressing Calfrac's near-term debt maturities and expanding the lending syndicate to include an additional Tier 1 bank, this refinancing plan aligns with Calfrac's financial priorities of continued debt reduction and lowering cash interest expense. When combined with our strong operating results and the expectation for a sizeable decrease in capital spending during 2026, the Company anticipates significantly lowering its long-term debt and borrowing costs on a year-over-year basis."

Messrs. Armoyan, Mathison and Pellerin are each considered to be a related party of the Company by virtue of their role as a director of the Company, with Messrs. Armoyan and Mathison each also having control or direction over, directly or indirectly, more than 10% of the outstanding Common

Shares. As a result, the Rights Offering and the entering into of the Standby Purchase Agreement may be considered "related party transactions" under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). Pursuant to MI 61-101, related party transactions are subject to formal valuation and minority shareholder approval requirements, however, the Rights Offering and the entering into of the Standby Purchase Agreement are exempt from such requirements in reliance on section 5.1(k) of MI 61-101.

Further details on the Rights Offering, including eligibility requirements for shareholders to participate and the procedures to be followed by shareholders in order to subscribe for Common Shares, will be included in a rights offering circular (the "**Rights Offering Circular**"), a rights offering notice (the "**Rights Offering Notice**"), a notice to ineligible holders (the "**Notice to Ineligible Holders**") and the Standby Purchase Agreement which will be available on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) under the Company's issuer profile. It is expected that a copy of the Rights Offering Notice, a direct registration system advice representing the Rights ("**Rights DRS Advice**") and a subscription form ("**Subscription Form**") will be mailed to each registered shareholder of the Company resident in the Eligible Jurisdictions (as defined below) as at the Record Date. Registered shareholders who wish to exercise their Rights must forward the Rights DRS Advice, together with the completed Subscription Form and the applicable funds, to the rights agent, Odyssey Trust Company, at or before the Expiry Time. Shareholders who own their Common Shares through an intermediary, such as a bank, trust company, securities dealer or broker, must contact their intermediary for instructions on how to exercise their Rights.

The Rights Offering will be conducted only in the provinces and territories of Canada (the "**Eligible Jurisdictions**"). Accordingly, and subject to the detailed provisions of the Rights Offering Circular, Rights will not be delivered to, nor will they be exercisable by, persons resident outside of the Eligible Jurisdictions unless such holders can establish that the transaction is exempt under applicable legislation. Rather, such Rights may be sold on their behalf. If you are a holder of Common Shares and reside outside of Canada, please review the Rights Offering Notice, the Rights Offering Circular and the Notice to Ineligible Holders to determine your eligibility and the process and timing requirements to receive and exercise your Rights. The Company requests that any ineligible holder interested in exercising their Rights contact the Company at their earliest convenience.

Neither the Rights being offered or the Common Shares have been or will be registered under the United States Securities Act of 1933, as amended, and may not be exercised, offered or sold, as applicable, in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy the securities of the Company. There shall be no offer or sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification of such securities under the laws of any such jurisdiction.

## **FORWARD-LOOKING STATEMENTS**

In order to provide Calfrac shareholders and potential investors with information regarding the Company and its subsidiaries, including management's assessment of Calfrac's plans and future operations, certain statements contained in this press release, including statements that contain words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe", "forecast" or similar words suggesting future outcomes, are forward-looking statements or forward-looking information within the meaning of applicable securities laws (collectively, "**forward-looking statements**"). In particular, forward-looking statements in this press release include, but are not limited to, statements with respect to the timing and ability to complete the Rights Offering within the announced timeline and in accordance with the terms described herein; the ability to obtain all necessary corporate and regulatory approvals needed to complete the Rights Offering, the Redemption and the Credit Facility Drawdowns, including the final acceptance of the TSX; statements related to the proposed use of the net proceeds of the Rights Offering; the ability to repay all outstanding Notes; the benefits to the Company of the Rights Offering, the Credit Facility Drawdowns and the Redemption, including with respect to the Company's long-term debt levels and interest expense; expectations regarding the Company's operating results and future capital expenditures; and the Company's expectations and intentions with respect to the foregoing.

These statements are derived from certain assumptions and analyses made by the Company, including, among other things, the Company's ability to complete the Rights Offering, the Redemption and the Credit Facility Drawdowns, the proceeds of the Rights Offering and the Credit Facility Drawdowns being sufficient to repay the Notes in full, the timing for completing the Rights Offering, the Redemption and the Credit Facility Drawdowns, the Standby Purchasers having the financial ability to carry out their respective obligations under the Standby Purchase Agreement, no adverse change in United States to Canadian dollar currency exchange rate occurring prior to the repayment of the Notes, and the ability of the Company to obtain regulatory approval in a timely manner. Forward-looking statements are subject to a number of known and unknown risks and uncertainties that could cause actual results to differ materially from the Company's expectations. Such risk factors include but are not limited to: the risk that any of the conditions of the Standby Purchase Agreement not being satisfied on a timely basis or the Standby Purchase Agreement is terminated in accordance with its terms; the Company's inability to satisfy all conditions precedent and obtain all necessary approvals to complete the Rights Offering; the Company's inability to satisfy all conditions necessary to complete the Credit Facility Drawdowns and the Redemption; risks related to global economic conditions; geopolitical risks, including but not limited to, the continued impacts of the trade war between Canada and United States; financial risks, including but not limited to, restrictions on the Company's access to capital, including the impacts of covenants under the Company's lending documents; direct and indirect exposure to volatile credit markets, including interest rate risk; fluctuations in currency exchange rates; price escalation; possible dilution from additional equity issuances; legal and regulatory risks, including but not limited to, federal, provincial and state legislative and regulatory initiatives and laws. Further information about these and other risks and uncertainties may be found under the heading "Risk Factors" included in the Company's current annual information form and the Rights Offering Circular, copies of which are available on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)).

Consequently, all of the forward-looking statements made in this press release are qualified by these cautionary statements and there can be no assurance that actual results or developments anticipated by the Company will be realized, or that they will have the expected consequences or effects on the Company or its business or operations. These statements speak only as of the respective date of this press release or the documents incorporated by reference herein. The Company assumes no obligation to update publicly any such forward-looking statements, whether as a result of new information, future events or otherwise, except as required pursuant to applicable securities laws.

### **For further information, please contact:**

Mike Olinek, Chief Financial Officer

Telephone: 403-266-6000

[www.calfrac.com](http://www.calfrac.com)