



Return Energy Announces Private Placement

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CALGARY, ALBERTA, February 22, 2017 /CNW/ - Return Energy Inc. ("**Return**" or the "**Company**") (TSX-V: "RTN") is pleased to announce that it intends to complete a non-brokered private placement comprised of common share units (the "**Units**"), Canadian development expense flow-through shares ("**CDE FTS**"), and Canadian exploration expense flow-through shares ("**CEE FTS**") (collectively, the "**Offering**").

Return intends to issue up to 25,000,000 Units at a price of \$0.12 per Unit (\$3,000,000), 23,077,000 CDE FTS at a price of \$0.13 per CDE FTS (\$3,000,010), and 7,142,900 CEE FTS at a price of \$0.14 per CEE FTS (\$1,000,006) in the capital of the Company for total gross proceeds of up to \$7,000,016. The CDE FTS and CEE FTS will be issued pursuant to the *Income Tax Act (Canada)* in respect of Canadian development expenses and Canadian exploration expenses, respectively.

Each Unit will consist of one Return common share ("**Common Share**") and one full Common Share purchase warrant ("**Warrant**"). Each whole Warrant is exercisable by the holder to purchase one Common Share for a period of 12 months from the Closing Date ("**Warrant Exercise Period**") at a price of \$0.15 ("**Warrant Exercise Price**"). The Warrants are subject to an Accelerated Warrant Expiry (defined below).

Each Warrant will entitle the holder thereof to purchase one Common Share at any time prior to 5:00 p.m. (Calgary Time) on or before the earlier of the date that is: (a) one year from the completion of the Offering; and (b) 30 days after the giving of notice of early termination by Return. Such notice may be given by the Company, in its sole discretion, if the volume-weighted average price of the Common Shares on the TSX Venture Exchange exceeds the Warrant Exercise Price by at least 200% for a minimum of 10 consecutive trading days (whether or not trading of Common Shares occurs on all such days, provided that the Common Shares trade on at least five of such trading days).

The proceeds of the Offering will be used by Return to further its development activities in the Rycroft, Gordondale, and Valhalla areas of Alberta, and for general corporate purposes.

The Company intends to close a first tranche of the Offering on or about February 28, 2017 with a second and final tranche closing in March 2017.

Jett Capital Advisors, LLC is acting as the financial advisor to the Company.

The completion of the Offering is subject to the Company receiving all necessary regulatory approvals, including approval from the TSX Venture Exchange.

The Company may pay finder's fees consisting of cash and/or warrants pursuant to the closing of the Offering.

For further information

This news release is reproduced on Return's website at www.returnenergyinc.com. For this and further information about Return please visit the website or contact Ken Tompson (President & CEO) at 403-265-8011 ext. 224.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Reader Advisories

Forward-Looking Statements. This news release contains forward-looking statements and information. More particularly, this document contains statements and information concerning the timing of closing of the Offering and the use of proceeds. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "will", "believe", "anticipate", "estimate", "scheduled", "potential", or other similar words, or statements that certain events or conditions "may", "should" or "could" occur. The forward-looking statements and information are based on certain key expectations and assumptions made by Return, including expectations and assumptions concerning timing of receipt of required regulatory approval and the satisfaction of other conditions to the completion of the Offering. Although Return believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because Return can give no assurance that they will prove to be correct. Since forward-looking statements 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 that required regulatory approvals are not obtained. The reader is cautioned that assumptions used in the preparation of such information, although considered reasonable by the Company at the time of preparation, may prove to be incorrect and readers are cautioned not to place undue reliance on forward-looking information, which speaks only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to forward-looking information contained herein to reflect events or circumstances that occur after the date hereof or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of securities in the United States or in any province, state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under securities laws of any such province, state or jurisdiction. The securities referenced herein may not be offered or sold in the United States except in transactions exempt from or not subject to the registration requirements of the United States Securities Act of 1933, as amended, and applicable state securities laws. This news release is not to be disseminated in the United States.