



For Immediate Release

Return Energy Announces \$5 Million Private Placement

NOT FOR DISSEMINATION IN THE UNITED STATES. FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF UNITED STATES SECURITIES LAW.

CALGARY, Alberta. November 13, 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 (the "**Offering**") of 66,666,666 units of the Company (the "**Units**") at a price of \$0.075 per Unit for aggregate gross proceeds of \$5,000,000. The proceeds of the Offering will be used by Return to further its development activities in the Rycroft, Gordondale and Valhalla areas of Alberta.

Each Unit will consist of one common share in the capital of the Company (a "**Common Share**") and one Common Share purchase warrant (a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one Common Share at a price of \$0.10 per Common Share (the "**Warrant Exercise Price**") at any time up to 5:00 p.m. (Calgary time) on or before the earlier of the date that is: (a) five years from the closing date of the Offering, and (b) 30 days after the giving of the Early Termination Notice (as defined herein) by the Company. If the volume-weighted average price of the Common Shares on the TSX Venture Exchange (the "**TSXV**") exceeds the Warrant Exercise Price by at least 200% for a minimum of 20 consecutive trading days (whether or not trading of the Common Shares occurs on such days, provided that the Common Shares trade on at least fifteen of such trading days and the total value of Common Shares traded during such periods is greater than \$1,500,000), the Warrants will be subject to, at the option of the Company, an accelerated expiry date that is 30 days after the date on which the Company provides notice to holders of Warrants of such accelerated expiry date (the "**Early Termination Notice**").

Return has received and accepted a subscription from Vertex Managed Value Portfolio ("**VMVP**"), a fund managed by Vertex One Asset Management Inc. ("**Vertex**"), pursuant to which VMVP has subscribed for and agreed to purchase all 66,666,666 Units under the Offering.

VMVP is an affiliate of another fund managed by Vertex called Vertex Value Fund ("**VVF**"), who currently holds 8,333,400 Common Shares (representing approximately 19.64% of the outstanding Common Shares, after the closing of this offer VVF will have approximately 7.64%) and 8,333,400 warrants to purchase Common Shares. As such, VMVP's participation in the Offering constitutes a "related party transaction" under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") and TSXV Policy 5.9. In addition, Vertex will become a "control person" of Return upon the completion of the Offering.

The completion of the Offering will be subject to acceptance of the Offering by the TSXV. It is expected that a condition of the TSXV for its acceptance of the Offering under TSXV Policy 4.1 will be disinterested shareholder approval of Vertex becoming a control person. The completion of the Offering will also be subject to obtaining minority shareholder approval of the VMVP subscription under MI 61-101, in addition

to other closing conditions customary for financings of this nature. VMVP's participation in the Offering is exempt from the valuation requirements of MI 61-101.

The Company further announces that it will hold a special meeting of the holders of Common Shares (the "**Special Meeting**") in Calgary, Alberta on December 27, 2017, where the Company will seek Shareholder approval of the VMVP subscription under MI 61-101 and TSXV Policies 4.1 and 5.9, among other matters. Details of the Special Meeting will be contained in the materials that will be mailed out to shareholders of record as of November 27, 2017.

Closing of the Offering is expected to occur on or about December 27, 2017, subject to satisfaction of all closing conditions. Once all of the closing conditions have been met, Vertex will provide the subscription proceeds to the Company against receipt of the certificates. The Company may pay cash finder's fees to registered dealers and other eligible persons in connection with 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(s) 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 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, the satisfaction of other conditions to the completion of the Offering, the completion of the Offering and the use of proceeds from 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 and shareholder approvals are not obtained and that the Offering is not completed due to other closing conditions are not satisfied. There is no certainty that the Offering will be completed. 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 transaction 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.