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## RAZOR ENERGY CORP. ANNOUNCES FLOW-THROUGH SHARE PRIVATE PLACEMENT FOR ITS RENEWABLE GEOTHERMAL POWER PROJECT

**October 1, 2019 - Calgary, Alberta** - Razor Energy Corp. ("**Razor**" or the "**Company**") (TSXV: RZE) is pleased to announce it has entered into an agreement with GMP FirstEnergy on behalf of a syndicate of agents (collectively, the "**Agents**") pursuant to which the Agents have agreed to market, on a "best efforts" private placement basis, up to 2,702,800 Common Shares that will qualify as "flow-through shares" (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada)) ("**Flow-Through Shares**"). The 2,702,800 Flow-Through Shares will be issued at a price of \$1.85 per Flow-Through Share, representing an approximate 16% premium to the closing price of the Common Shares on the TSX Venture Exchange (the "**TSXV**") on September 30, 2019, for aggregate gross proceeds of up to approximately \$5,000,000 (the "**Offering**").

The gross proceeds from the sale of Flow-Through Shares will be used by the Company to incur qualifying "Canadian renewable and conservation expenses" ("**CRCE**") as defined in the *Income Tax Act* (Canada) ("**Qualifying Expenditures**") related to the Company's geothermal power projects in Alberta. The Qualifying Expenditures will be renounced in favour of the subscribers of Flow-Through Shares with an effective date on or before December 31, 2019, and in the aggregate amount of not less than the gross proceeds of the Offering.

CRCE is a federal program to encourage investments in clean energy generation and energy conservation projects by providing income tax incentives to investors. In general, expenditures that qualify as CRCE are considered to be Canadian exploration expense under the Income Tax Act.

The Offering is being made by way of private placement in Canada. The Flow-Through Shares will be subject to a four month hold period under applicable securities laws in Canada. The Offering is expected to close on or about October 17, 2019 (the "**Closing Date**"), subject to customary closing conditions, including the approval of the TSXV.

Razor is a publicly-traded junior oil and gas development and production company headquartered in Calgary, Alberta, concentrated on acquiring, and subsequently enhancing, producing oil and gas properties primarily in Alberta. The Company is led by experienced management and a strong, committed Board of Directors, with a long-term vision of growth and distributions to shareholders, focused on efficiency and cost control in all areas of the business. Razor currently trades on TSXV under the ticker "RZE".

**For additional information please contact:**

Doug Bailey

President and Chief Executive Officer

OR

Kevin Braun

Chief Financial Officer

Razor Energy Corp.

800, 500-5<sup>th</sup> Ave SW

Calgary, Alberta T2P 3L5

Telephone: (403) 262-0242

[www.razor-energy.com](http://www.razor-energy.com)

**Alliance Capital Partners**

Gordon Aldcorn

[www.alliancecapitalpartners.ca](http://www.alliancecapitalpartners.ca)

403-618-6507

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**FORWARD-LOOKING STATEMENTS:** This press release may contain certain statements that may be deemed to be forward-looking statements. Such statements relate to possible future events, including, but not limited to, the Company's objectives, including near and medium term objectives, the Company's capital program, geothermal power projects, the completion of the Offering, including the terms and timing thereof and use of proceeds therefrom and incursions and renunciations of Qualifying Expenditures under the *Income Tax Act* (Canada). All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "anticipate", "believe", "expect", "plan", "estimate", "potential", "will", "should", "continue", "may", "objective" and similar expressions. The forward-looking statements are based on certain key expectations and assumptions made by the Company, including but not limited to expectations and assumptions concerning the availability of capital, current legislation, the ability of the Company to incur and renounce Qualifying Expenditures, the receipt of required regulatory approvals, including the TSXV, in respect of the Offering, the ability of the Company and the Agents to complete the Offering on the terms completed herein or at all, the timely performance by third-parties of contractual obligations, the success of future drilling and development activities, the performance of existing wells, the performance of new wells, the Company's growth strategy, general economic conditions, availability of required equipment and services, prevailing commodity prices, price volatility, price differentials and the actual prices received for the Company's products. Although the Company 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 the Company 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 associated with the oil and gas industry and geothermal electricity projects in general (e.g., operational risks in development, exploration and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; variability in geothermal resources; the uncertainty of reserve estimates; the uncertainty of estimates and projections relating to production, costs and expenses, and health, safety and environmental risks), electricity and commodity price and exchange rate fluctuations, changes in legislation affecting the oil and gas and geothermal industries and uncertainties resulting from potential delays or changes in plans with respect to exploration or development projects or capital expenditures. Please refer to the risk factors identified in the most recently filed annual information form and management discussion and analysis of the Company which are available on SEDAR at [www.sedar.com](http://www.sedar.com). The forward-looking statements contained in this press release are made as of the date hereof and the Company undertakes no 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 the securities for sale in the United States. The securities have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an exemption from registration. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

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