FINANCIAL POST

November 7, 2019

Oil and gas company forced to sell itself at 80% discount 'canary in the coal mine' for struggling sector

Value of Alberta energy assets for sale has doubled since last year, but buyers are scarce

A Pengrowth Energy facility in Lindbergh, Alberta. ***Analyst Jeffrey Craig*** says the company's acceptance of a five-cent-per-share takeout bid "might be a canary in the coal mine" for companies with unsurmountable debt.

Weighed down by burdensome debt and tightening capital flows, Alberta's energy sector is looking toward consolidation as a solution, but in a market with few buyers, sellers might have to be willing to take a discount.

According to a report published on Oct. 30 by Sayer Energy Advisors, a Calgary-based broker in the merger and acquisitions space, the value of oil and gas assets that are domiciled in Alberta and available for sale has more than doubled to $3.7 billion from $1.8 billion at this time last year. The sudden increase can be attributed to a lack of capital and activity in the sector's M&A space, the report said. In other words, debt-ridden companies are struggling with financings and are putting their assets up for sale, only to find few interested buyers.

The lack of enthusiasm was reflected in Pengrowth Energy Corporation's acceptance of a five-cent-per-share takeout bid when the company's stock had been trading 400 per cent above that level. While the deal hasn't been approved by

shareholders, the discount that Pengrowth was forced to take may lead to other firms in similar situations reassessing whether they can continue to demand premiums in M&A deals, according to ***Veritas Investment Research*** analyst ***Jeffrey Craig.***

"I think we are certainly starting to reach a point where this deal might be a canary in the coal mine," ***Craig*** said. "A deal of both this size and how strange it was probably resets the bar … for companies that have debt they can't get out from under."

The Sayer report points to three other publicly traded companies in similar situations. Obsidian Energy Ltd. initiated a "strategic alternatives process" in September, which may result in a sale, merger or recapitalization. Bellatrix Exploration Ltd. has gained court protection from creditors as it also searches for a buyer, while Accel Canada Holdings Ltd. and Accel Energy Canada Limited have filed for the same as they look to enter a restructuring process.

Acquisitions in the space are typically made by large-cap names such as Suncor Energy Inc. or Canadian Natural Resources Ltd., ***Craig*** said, but the lack of interest is no surprise given how shareholders have punished energy companies for making similar purchases in the past.

Shares of Encana Corp., which last week announced it would be moving its headquarters to the United States, fell more than 17 per cent in the two days following its announcement in November 2018 that it would be acquiring the Houston-based Newfield Exploration Company for US$5.5 billion.

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Large cap energy investors would predominantly prefer that these companies stay away from mergers and acquisitions for the time being, Portfolio Management Corporation managing director Anish Chopra said.

"The prevailing thought around large cap oil companies is to spend less on acquisitions and … (more) on stock buybacks to enhance shareholder value," said Chopra, who invests in both Suncor and Cenovus Energy Inc. "It's just better to buy the assets you know the best, which are your own."

Even if this were not the case, energy companies would still have to determine if an acquisition even makes sense strategically, he said. There may be no reason to continue to expand in Alberta at a time that capital is being choked out of the space. Instead, companies may evaluate whether it makes more sense to be aggressive in the U.S. under a friendlier jurisdiction — or in cases like Encana, re-domiciling there.

Consolidation in Alberta energy would actually help the space, AGF Investments associate portfolio manager Mike Archibald said. He suggested that capital would free up if five small cap oil and gas producers, each with an output of 10,000 barrels per day, merged to create larger entities.

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It's a solution that's unlikely to gather support.

"The problem with that is you'd have to collapse four management teams that have to basically say I'll put my hand up and say I no longer want to work in this industry," Archibald said.

The capital markets have forgotten about most of the small cap names in the space, he said. They may no longer even be of interest to the investors who have classically made risky bets on names of this size with eyes on a takeover and a premium that would come with it. Archibald can think of multiple examples in the space that trade for under $1 and have hundreds of millions of dollars in debt.

Raising capital is likely out of the question, he said. In a dry market, so is selling these companies in deals that would likely force buyers to take on debt. Their futures are likely in the hands of their debt holders, who will look to take the companies private, recapitalize and bide their time until the markets recover.

"There's no endgame for them," he said.