



NEWS RELEASE
Marksmen Energy Inc.
TSX Venture Exchange – MAH
OTCB Venture Marketplace – MKSEF

For Immediate Release December 22, 2017

MARKSMEN ANNOUNCES CLOSING OF PRIVATE PLACEMENT

CALGARY, ALBERTA, December 22, 2017 – Marksmen Energy Inc. (“**Marksmen**” or the “**Company**”) announces that it has completed its non-brokered private placement announced on December 12, 2017 for 3,826,333 units (the “**Units**”) of Marksmen at a price of \$0.15 per Unit for aggregate gross proceeds of \$573,949.95 (the “**Offering**”). Each Unit is comprised of one (1) common share (“**Common Share**”) and one-half of one (1/2) share purchase warrant (“**Warrant**”) of Marksmen. Each whole Warrant entitles the holder thereof to purchase one Common Share for \$0.30 expiring two (2) years from the date of issuance.

Marksmen will pay a cash commission to qualified non-related parties of \$16,792 and will issue 111,947 broker warrants entitling the holder to acquire one Common Share of the Company at a price of \$0.15 for a period of one year from date of issuance.

The proceeds of the Offering will be used to pay for capital expenditures related to a drilling program in Ohio, USA as described more fully in a press release dated December 12, 2017. The additional funds raised over the initial \$450,000, will be used for the acquisition of oil and gas leases complimentary to lands already in the program, and for additional geological and engineering support.

Completion of the Offering is subject to regulatory approval including, but not limited to, the approval of the TSX Venture Exchange Inc. The common shares and warrants issued will be subject to a four month hold period from the date of issuance.

Related Party Participation in the Private Placement

As insiders of Marksmen participated in this Offering, it is deemed to be a “related party transaction” as defined under Multilateral Instrument 61-101-*Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”).

Neither the Company, nor to the knowledge of the Company after reasonable inquiry, a related party, has knowledge of any material information concerning the Company or its securities that has not been generally disclosed.

The Offering is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 (pursuant to subsections 5.5(c) and 5.7(1)(b)) as it was a distribution of securities for cash and neither the fair market value of the Units distributed to, nor the consideration received from, interested parties exceeded \$2,500,000.

For additional information regarding this news release please contact Archie Nesbitt, Director and CEO of the Company at (403) 265-7270 or e-mail ajnesbitt@marksmenenergy.com.

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 news release.

This news release may contain certain forward-looking information and statements, including without limitation, statements pertaining to the use of proceeds, and the Company's ability to obtain necessary approvals from the TSX Venture Exchange. All statements included herein, other than statements of historical fact, are forward-looking information and such information involves various risks and uncertainties. There can be no assurance that such information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such information. A description of assumptions used to develop such forward-looking information and a description of risk factors that may cause actual results to differ materially from forward-looking information can be found in Marksmen's disclosure documents on the SEDAR website at www.sedar.com. Marksmen does not undertake to update any forward-looking information except in accordance with applicable securities laws.