



## **InstarAGF ESSENTIAL INFRASTRUCTURE FUND INVESTS \$75 MILLION IN STEEL REEF INFRASTRUCTURE CORP.**

**CALGARY, ALBERTA – (April 20, 2016)** InstarAGF Asset Management Inc. (“InstarAGF”) and Steel Reef Infrastructure Corp. (“Steel Reef”) today announced that the InstarAGF Essential Infrastructure Fund (the “Fund”) has invested \$75 million of equity in Steel Reef, subscribing for 34,883,721 common shares at a price of \$2.15 per share, representing 20.6% of Steel Reef’s outstanding common shares. All amounts are in Canadian dollars.

In connection with the Fund’s investment, Gregory J. Smith, President and Chief Executive Officer of InstarAGF, has been appointed to Steel Reef’s Board of Directors.

Formed in 2012, Steel Reef is a privately held Canadian midstream company that owns and operates high quality processing and transportation facilities which provide value-added services for oil, natural gas and natural gas liquids. These facilities are located in low cost, high quality formations within the Western Canadian Sedimentary Basin.

InstarAGF, which focuses on mid-sized infrastructure assets in North America in the energy, utilities, civil and social infrastructure categories, achieved the Fund’s first close in March 2016 with Canadian and international institutional and high net-worth investors. The Fund’s portfolio also includes an interest in the passenger terminal at Billy Bishop Toronto City Airport, a vital transportation hub for the city of Toronto and surrounding region, and a 30-megawatt wind power development project in British Columbia that is expected to commence operations in the first quarter of 2017.

“This is an outstanding opportunity for the Fund to acquire a significant minority interest in an established midstream platform that is focused on the middle market, led by a proven management team, and generating stable cash flows,” said Gregory J. Smith. “The basins in which Steel Reef operates are considered superior plays with strong economic fundamentals and low producer breakeven points. Further, Steel Reef has a record of successfully building, acquiring and operating midstream assets, and is actively pursuing a number of opportunities that we expect to create additional value for investors.”

“We are pleased to welcome InstarAGF as an investor in our company,” said Scott Southward, President and Chief Executive Officer of Steel Reef. “This investment will help fund several near-term organic growth initiatives and enable us to pursue new infrastructure projects in top-tier basins. We are focused on maximizing the value of our portfolio, and are well positioned for continuing growth.”

### **About Steel Reef Infrastructure Corp.**

Steel Reef is a midstream company focused on strategically partnering with oil and gas exploration, development and production companies to develop a portfolio of midstream assets, through acquisition or construction, while maintaining a regular dividend for its investors. For more information:

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

## **About InstarAGF Asset Management**

Launched in 2014, InstarAGF is an independent alternative asset management firm with an emphasis on North American middle-market opportunities in the infrastructure sector and other alternative real asset categories. InstarAGF, which makes direct investments and co-investments with like-minded investors and strategic partners, is a joint venture between Instar Group Inc., a company owned by Gregory J. Smith, and AGF Management Limited, one of Canada's largest independent investment management firms. For more information: [www.InstarAGF.com](http://www.InstarAGF.com)

### **InstarAGF Disclaimer:**

This release contains "forward-looking information" within the meaning of Canadian provincial securities laws and "forward-looking statements" within the meaning of the United States' federal securities laws. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, include statements regarding the operations, business, financial condition, expected financial results, performance, prospects, opportunities, priorities, targets, goals, ongoing objectives, and includes words such as "believes", "seeks", or negative versions thereof and other similar expressions, or future conditional verbs, such as "may", "will", "should", "would" and "could."

This release contains statements with respect to the nature, type and quality of the investments of the InstarAGF Essential Infrastructure Fund (the "Fund"). Although InstarAGF Asset Management believes that future anticipated results, performance or achievements expressed or implied by the forward-looking statements and information are based upon reasonable assumptions, the reader should not place undue reliance on forward-looking statements or information as statements or information involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from anticipated future results, performance or achievements expressed or implied by such forward looking statements and information.

Factors that could cause actual results to differ materially from those contemplated or implied by forward looking statements include: economic and financial conditions; the behavior of financial markets (including fluctuations in exchange and interest rates); availability of equity and debt financing; strategic actions including dispositions; the ability to complete and effectively integrate acquisitions and the ability to obtain expected benefits; regulatory and political factors; acts of God; and the possible impact of international conflicts, including terrorism, and other risks and factors detailed from time to time in the Fund's Offering Memorandum.

This document is for informational purposes only and does not constitute a general solicitation, offer or invitation in any InstarAGF funds in the United States or in any other jurisdiction and has not been prepared in connection with any such offer. The views expressed herein do not constitute investment or any other advice and are subject to change.

### **Steel Reef Disclaimer:**

Certain statements made in this release are forward-looking in nature, including statements concerning the total gross proceeds of the offering and use of proceeds from the offering. The words "may", "could", "should", "would", "expect", "intend", "estimate", "anticipate", "believe", or "outlook" and similar expressions often identify forward-looking information. By their nature, forward-looking statements require Steel Reef to make assumptions and are subject to inherent risks and uncertainties. The forward-looking statements contained in this release are based on certain key expectations and assumptions made by Steel Reef. Although Steel Reef 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 Steel Reef can give no assurance that they will prove to be correct. These forward-looking statements also involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of Steel Reef to differ materially from the anticipated results, performance or achievements or developments expressed or implied by such forward-looking statements. If any such risks actually occur, they could materially and adversely affect Steel Reef's business, financial condition or results of operations. Steel Reef's forward-looking statements are qualified in their entirety by these cautionary statements. In addition, the forward-looking statements are made only as of the date of this release, and except as required by applicable securities law, Steel Reef undertakes no obligation to publicly update these forward-looking statements to reflect new information, subsequent events or otherwise.

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