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**PHX ENERGY SERVICES CORP. ENTERS INTO AN AGREEMENT
TO ACQUIRE RMS SYSTEMS INC.**

September 25, 2013
Calgary, Alberta

PHX Energy Services Corp. ("PHX" or "the Corporation") (TSX: PHX) and RMS Systems Inc. ("RMS") (TSXV: RMS) are pleased to jointly announce that they have entered into an Arrangement Agreement whereby, subject to certain conditions, PHX will acquire all of the issued and outstanding shares ("RMS Shares") of RMS not already owned by PHX pursuant to a plan of arrangement under the *Business Corporations Act* (Alberta) (the "Arrangement").

This Arrangement allows PHX to strategically expand into a market segment that compliments its current services and presents many opportunities for growth. The information and data management segment of the oilfield services industry is attractive as there are only a few competitors and the technology is required on nearly every rig that operates. RMS recently completed upgrades to its technology to create a more competitive product and PHX believes it can successfully market this technology with its proven ability to foster strong client relationships. PHX will leverage its existing infrastructure and geographical footprint to expand market share and create cost benefits where possible. RMS believes that the synergies achieved with the integration into PHX will provide accelerated growth for its existing business while providing its shareholders with exposure to a high quality energy services business with an attractive dividend.

Under the terms of the Arrangement, all shareholders of RMS, other than PHX, will receive 0.037209 of a common share of PHX ("PHX Shares") for each RMS Share held based upon a value ascribed to each of the RMS Shares and PHX Shares of \$0.40 and \$10.75, respectively, which represents a premium of 112% to the weighted average trading price of RMS Shares on the TSXV for the 20 trading days immediately preceding the date hereof.

PHX currently owns 31,501,000 RMS Shares, representing approximately 39.85% of the currently issued and outstanding RMS Shares. Following completion of the Arrangement, RMS will become a wholly-owned subsidiary of Phoenix Technology Services Inc., a wholly-owned subsidiary of PHX.

PHX intends to retain all employees of RMS, including key management personnel, in an effort to continue the momentum of product development and market growth.

The Board of Directors of RMS (the "RMS Board") formed a committee of independent directors (the "RMS Independent Committee") to, among other things, review and evaluate the terms of the proposal from PHX, to retain financial advisors and obtain and supervise the preparation of a fairness opinion, to make a recommendation to the RMS Board in respect of the proposal and to negotiate the terms and conditions of the Arrangement Agreement and related matters.

Cormark Securities Inc. ("Cormark") acted as financial advisor to RMS and has provided the RMS Independent Committee and the RMS Board with a fairness opinion that the consideration to be received by holders of RMS Shares pursuant to the Arrangement is fair, from a financial point of view, to such shareholders of RMS.

The Board of Directors of PHX (the "PHX Board") formed a committee of independent directors (the "PHX Independent Committee") to, among other things, review and evaluate the terms of the proposal to RMS and to supervise the negotiation of the terms and conditions of the Arrangement Agreement and related matters.

The Arrangement was unanimously recommended by each of the RMS and PHX Independent Committees to the RMS Board and the PHX Board, respectively. The RMS Board (with interested directors abstaining) has unanimously determined that the consideration to be received by holders of RMS Shares pursuant to the Arrangement is fair, from a financial point of view, to such holders and that the Arrangement is in the best interests of RMS and has unanimously approved the Arrangement and resolved to recommend that holders of RMS Shares vote in favour of the Arrangement. The PHX Board (with Mr. Hooks abstaining), after receiving the unanimous recommendation of the PHX Independent Committee, has unanimously determined that the Arrangement is in the best interests of PHX and has unanimously approved the Arrangement.

Each of PHX and all of the directors and officers of RMS, who collectively own directly or indirectly, or exercise control or direction over, approximately 57% of the outstanding RMS Shares, have entered into support agreements pursuant to which they have agreed to vote their RMS Shares in favour of the Arrangement.

Under the Arrangement Agreement, RMS has agreed that it will not solicit, assist, initiate, facilitate or encourage any discussions, negotiations, proposals or offers concerning the pursuit of any other acquisition proposals. In addition, PHX has the right to match any competing "superior proposal" (as defined in the Arrangement Agreement) for RMS in the event such a proposal is made. The Arrangement Agreement provides for a \$1 million termination fee payable to PHX in certain circumstances if the Arrangement is not completed.

The Arrangement is subject to customary stock exchange, Court and regulatory approvals, including but not limited to, the approval of at least 66 2/3% of the votes cast in person or by proxy at a special meeting of shareholders of RMS and the approval of the "majority of the minority", being a majority of the votes cast by shareholders of RMS excluding PHX and any other shareholders whose votes may not be included in determining if minority approval is obtained pursuant to Multilateral Instrument 61-101 – *Protection of Minority Securityholders in Special Transactions*.

The special meeting of shareholders of RMS to consider the Arrangement is expected to be held in November, 2013.

For further information regarding PHX, please contact:

John Hooks
President and Chief Executive Officer
Phone: (403) 543-4466

or

Cameron Ritchie
Senior Vice President, Finance and Chief Financial Officer
Phone: (403) 543-4466

or

visit our website at www.phxtech.com

For further information regarding RMS, please contact:

Dave Hall
President and Chief Executive Officer
Phone: (403) 717-9694

Advisory Regarding Forward-Looking Statements

This press release may contain forward-looking statements including anticipated timing of various matters relating to the completion of the transactions contemplated by the Arrangement Agreement. These statements are based on current expectations that involve a number of risks and uncertainties, which could cause actual events to differ from those anticipated. These risks include, but are not limited to: the risks associated with the completion of the transactions contemplated by the Arrangement Agreement and the timing and receipt of required shareholder, court, regulatory and other approvals and consents. No assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur. Except as required by applicable securities law, PHX and RMS undertake no obligation to update or revise any forward-looking statements.

This release does not constitute an offer to purchase or a solicitation of an offer to sell securities. Shareholders are advised to review any documents that may be filed with securities regulatory authorities and any subsequent announcements because they will contain important information, regarding the Arrangement and the terms and conditions thereof.