

Blackheath Resources and Wolverine Energy Announce Agreement Pursuant to Which Blackheath Will Acquire RNG Development and Clean Energy Assets

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For \$150 Million From Wolverine. Blackheath To Change Its Name To Green Impact Partners Inc.

EDMONTON, Feb. 16, 2021 - [Blackheath Resources Inc.](#) (TSXV: BHR) ("Blackheath") and Wolverine Energy and Infrastructure Inc. ("Wolverine") (TSXV: WEI) today announced that they have entered into an amalgamation and arrangement agreement dated February 16, 2021 for the proposed sale of Wolverine's clean energy assets, renewable natural gas ("RNG") development projects and solids recycling facilities (the "Clean Energy Assets") to Blackheath for total proceeds of \$150.0 million (the "Transaction"). The \$150.0 million in proceeds from the sale of the Clean Energy Assets will be paid as to \$50 million in cash, with the remainder of such proceeds comprised of shares of Blackheath (as constituted following the Transaction). As a step in the Transaction, Blackheath will change its name to Green Impact Partners Inc. ("GIP"). The Transaction will constitute a Reverse Take Over ("RTO") of Blackheath under the policies of the TSX Venture Exchange (the "Exchange").

Overview of the GIP and the Transaction

The Transaction will occur by way of a plan of arrangement under Section 193 of the Business Corporations Act (Alberta) (the "Plan of Arrangement") and is expected to close prior to April 30, 2021.

Following completion of the Transaction, GIP will operate with a focus on renewable energy through by-products, waste water and carbon reduction. The commitment to the UN's sustainable development goals 5, 6, 7 and 12 to provide clean water and sanitation, affordable and clean energy and responsible consumption and production of resources are expected to be the driving force of investment and growth decisions for GIP.

Following completion of the Transaction, GIP's operations will focus on creating value from by-products through acquiring, developing and optimizing technology and operating high quality assets. GIP's business will focus on energy transition and universal by-product management, deploying proven technologies to capitalize on expanding programs for alternatives to carbon emitting fuels. GIP will have a strategic presence in key markets in North America and intends to act quickly on opportunities with its understanding of incentives and other industry structures. In addition, the expected management of GIP firmly believes that repurposing its by-product and energy infrastructure will be key to achieving Global emission targets.

GIP will operate under the following core principles:

1. Significant and Sustainable Environmental Impact
 - GIP's business will be focussed on clean energy projects with the most significant environmental impacts and a net zero Earth impact, when assessed in light of the full project.
 - GIP will pursue scalable and growth-oriented businesses, focused on repurposing and recycling by-product in a sustainable manner with measurable, long-term metrics for the reduction of emissions.
2. Late-Stage and/or Proven Technology
 - GIP's business will focus on late-stage and/or proven technology such as RNG capture, waste heat recovery and agrivoltaics projects .
 - GIP will strive to reduce development risk and place the focus on optimizing the usage of existing technology.
3. In-House Expertise to Manage and Operate Projects
 - Established, dedicated project management team or the ability to integrate and consolidate with existing operations groups.
 - Using best-in-class processes, principles and operations to drive a best-in-class Environmental, Social and Governance ("ESG") rating.

4. Best in Class ESG Procedures

- GIP will adopt best-in-class ESG principles and operations. With ESG as one of GIP's founding principles, ESG will be a fundamental part of what GIP does.
- GIP will be committed to gender equality and diversity on its Board and senior executive team. This commitment to leadership diversity will continue to promote a culture of diversity and equality throughout the entire organization.
- All reporting by GIP is to be completed to SASB Standards.

5. Financial Metrics - Projected Return on Capital Deployed

- All of GIP's business platforms will be focused on projects that are assessed by management as having the potential to achieve a superior risk-adjusted return on capital employed ("ROCE") through full life cycle asset management by acting opportunistically to optimize overall portfolio performance.
- GIP will seek to repurpose existing infrastructure to minimize Earth impact and maximize returns.

The Clean Energy Assets are comprised of: (i) seven water treatment and recycling and waste management facilities acquired by Wolverine in February 2019 and located in Alberta, Saskatchewan and the United States; and (ii) the assets of Wolverine that are associated with the clean energy development projects currently being undertaken by Wolverine. The collective Clean Energy Assets constitute an operating ESG and renewables business focused on universal by-product management, by-products-to-energy, storage, and by-product utilization using proven technologies to capitalize on expanding programs for alternatives to carbon emitting fuels. Clean energy development projects currently being pursued and representing opportunities for growth available to GIP include those relating to water recycling, US solids recycling, clean energy development projects and clean energy marketing. Examples of such projects include an RNG project using dairy manure as a feedstock in the United States and an RNG project using forestry by-products as a feedstock in Canada. Management of GIP have additionally identified a significant number of locations, sites, facilities and expansion projects that represent attractive future opportunities for growth.

GIP, as a stand alone business, would have had over \$151 million in revenue, assets of \$84 million, liabilities of \$56 million and net profit of \$4 million, on an audited basis, as at and for the year ended March 31, 2020 and would have had \$59 million in revenue, assets of \$83 million, liabilities of \$58 million and net profit (loss) of (\$1 million), on an unaudited basis, for the nine month period ended December 31, 2020. Following completion of the Transaction the Clean Energy Assets will be owned by GIP on a debt free basis.

About Green Impact Partners

GIP is intended to be an industry leading ESG and renewables company which will be listed on the Exchange, and incorporated under the laws of British Columbia.

Prior to completion of the Transaction, Blackheath will consolidate its outstanding common shares on an approximately 1 to 48.8 basis, such that immediately prior to completion of the Transaction, and following the exercise of all outstanding options and warrants of Blackheath, Blackheath shall have 300,000 shares outstanding, as indicated in the table below (the "Consolidation"), and assuming a \$10.00 price per Subscription Receipt (as defined herein) issued under the Concurrent Financing (as described below). The Consolidation ratio will be further adjusted to reflect any changes in the offering price for the Subscription Receipts such that the Blackheath and Wolverine shareholders will maintain the same economic interest in GIP after giving effect to the Transaction.

The following table outlines the anticipated share capital of GIP on a post-Consolidation basis following the completion of the Consolidation, the Transaction and the Concurrent Financing (as defined below), based on both the minimum and maximum amounts of such Concurrent Financing and various possible prices for the Subscription Receipts to be issued pursuant to such Concurrent Financing.

	GIP Shares Outstanding, Post- Transaction (Minimum Concurrent Financing)	GIP Shares Outstanding, P Transaction (Maximum Concurrent Financing)
Price per Subscription Receipt pursuant to Concurrent Financing	\$10.00	\$10.00
Outstanding GIP shares (post-Consolidation)	300,000	300,000
GIP shares issuable to Wolverine pursuant to the Plan of Arrangement	5,150,000	5,150,000
GIP shares issuable to Wolverine shareholders pursuant to the Plan of Arrangement	4,850,000	4,850,000
GIP shares issuable pursuant to the Concurrent Financing	10,000,000	12,000,000
Total Issued and Outstanding	20,300,000	22,300,000
GIP shares reserved for issuance under Blackheath stock options	0	0
GIP shares underlying warrants to purchase Blackheath shares	0	0
Total Issued and Outstanding (fully-diluted)	20,300,000	22,300,000

The initial members of the board of directors of GIP following completion of the Transaction will be selected by Wolverine and management of GIP will include Jesse Douglas, the current President and Chief Executive Officer of Wolverine. The current directors and officers of Blackheath shall resign on completion of the Transaction.

The board of directors of GIP is expected to be fixed at five directors on completion of the Transaction, or as soon as practicable thereafter. The names and backgrounds of all persons who will constitute principals or insiders of GIP after giving effect to the Transaction will be disclosed once they are determined, in accordance with the requirements of the Exchange.

Upon completion of the Transaction GIP shall operate the business associated with the Clean Energy Assets and Wolverine will continue to operate its current services business, other than those services related to the Clean Energy Assets.

Terms of the Transaction and Concurrent Financing

Pursuant to the Transaction, Wolverine will transfer the Clean Energy Assets to a wholly-owned subsidiary of Wolverine, and Wolverine will undertake a reorganization of its share capital which will result in such subsidiary being owned by a newly incorporated entity ("SpinCo"). The shares of SpinCo will be owned by the shareholders of Wolverine.

Pursuant to the Transaction, Blackheath will then acquire the Clean Energy Assets indirectly through the amalgamation of SpinCo, the wholly-owned subsidiary of Wolverine, and Green Impact Partners Operating Corp., a wholly-owned subsidiary of Blackheath (the "Amalgamation"). The Amalgamation will constitute a step in, and form an integral part of, the Plan of Arrangement. The Transaction is expected to result in Wolverine receiving \$50,000,000 in cash and, as per the table above, 5,150,000 shares of GIP representing approximately 23% of the outstanding shares of GIP, assuming the Concurrent Financing (as described below) is fully subscribed and Subscription Receipts are issued at a price of \$10.00 per Subscription Receipt. The remainder of the consideration for the Clean Energy Assets, being 4,850,000 shares of GIP (representing approximately 22% of GIP's outstanding shares, assuming the Concurrent Financing is fully subscribed and Subscription Receipts are priced at \$10.00 per Subscription Receipt) will be distributed directly to Wolverine shareholders pursuant to the terms of the Plan of Arrangement. The GIP shares issuable to Wolverine and its shareholders have a deemed value equal to the price of the Subscription Receipts issued pursuant to the Concurrent Financing, being a value of approximately \$10.00 per share.

Prior to, and as a condition of, completion of the Transaction, Blackheath, Green Impact Operating Corp. and Wolverine have engaged RBC Capital Markets, as sole bookrunning agent on behalf of a syndicate of agents (collectively, the "Agents"), to act as agent on a commercially reasonable efforts basis in connection

with a brokered private placement offering of subscription receipts ("Subscription Receipts") of Green Impact Operating Corp. for gross proceeds of between \$100,000,000 and \$120,000,000 (the "Concurrent Financing"). The Concurrent Financing will be priced at an appropriate price at the commencement of marketing of the Subscription Receipts, which is expected to be approximately \$10.00 per Subscription Receipt.

The gross proceeds from the Concurrent Financing will be held in escrow pending the completion of the Transaction which is expected to close prior to April 30, 2021. If all conditions to the completion of the Transaction are satisfied on or before May 31, 2021, the net proceeds from the sale of the Subscription Receipts will be released from escrow to Green Impact Operating Corp. and each Subscription Receipt will be exchanged through a series of steps under the Plan of Arrangement for one share of GIP. If the Transaction is not completed on or before May 31, 2021 or is terminated at an earlier time, then the purchase price for the Subscription Receipts will be returned to subscribers, together with a pro rata portion of interest, if any, earned on the escrowed funds.

Closing of the Concurrent Financing is expected to occur during the week of March 8, 2021 and is subject to customary conditions and regulatory approvals. The Agents will receive a cash commission of 6.0% of the gross proceeds of the Concurrent Financing. Such commission will be payable upon satisfaction of the escrow release conditions and the exchange of Subscription Receipts or the termination time of the Transaction, whichever occurs first, provided that only 50% of such commission shall be payable in the event that the escrow release conditions and the exchange of Subscription Receipts is not completed and the termination time of the Transaction occurs.

The net proceeds of the Concurrent Financing will be used to complete the Transaction and pay the cash portion of the consideration for the Clean Energy Assets, finance future growth projects, primarily in renewable natural gas, anaerobic digestion and other clean energy projects, as well as for general working capital purposes.

Cormark Securities Inc. and Haywood Securities Inc. were engaged by Green Impact Partners Inc. as strategic advisors. Stifel FirstEnergy was engaged by Green Impact Partners Inc. as financial advisor. PillarFour Capital Inc. was engaged by Wolverine Energy and Infrastructure Inc. as financial advisor. All financial and strategic advisors are paid on a working basis by GIP and Wolverine accordingly.

The Transaction is subject to a number of conditions, including amongst others:

- Receipt of all necessary regulatory and third-party consents, authorizations and approvals, including the approval of 66-2/3% of the votes cast by the Wolverine shareholders present in person or by proxy at a meeting of Wolverine shareholders to be called to approve the Plan of Arrangement;
- Completion of the Consolidation and the Concurrent Financing and satisfaction of the escrow release conditions for the Concurrent Financing; and
- Completion of satisfactory due diligence by each of Wolverine and Blackheath.

The Transaction does not require the approval of the shareholders of Blackheath as it satisfies the requirements of Section 4.1 (a) through (d) of Exchange Policy 5.2, however the approval of shareholders of Blackheath is required for the Consolidation. Such approval is intended to be achieved through written consent in accordance with the policies of the Exchange. The Transaction constitutes an arm's length transaction for purposes of the rules of the Exchange.

Trading in shares of Blackheath has been halted in accordance with the policies of the Exchange and will remain halted until such time as all required documentation has been filed and accepted by the Exchange and permission to resume trading has been obtained from the Exchange.

About Wolverine Post Transaction

Management of Wolverine believes that the sale of Wolverine's Clean Energy Assets for an expected value of \$150.0 million is in the best interest for Wolverine shareholders and that following the closing of the Transaction Wolverine will be strongly positioned to continue its focus on driving shareholder value, through accretive acquisitions and technological developments.

Nikolaus Kiefer, Chief Financial Officer of Wolverine, stated: "The assets contemplated for sale have a meaningful environmental and social impact. The additional capital expenditures to fully develop these assets are important next steps to maximize the inherent value in the assets, however the timely completion of the development of these assets would have proven to be difficult with the cost of capital that Wolverine

currently employs. Wolverine believes that the best way to achieve shareholder value was through a deleveraging transaction that also allowed for future upside. Given the continued uncertainty in the sector this transaction will allow Wolverine to focus on its core EBITDA driving businesses while substantially reducing the overhead that comes with green technology and developments."

Wolverine Senior Management Changes

Subject to completion of the Transaction, Jesse Douglas, Wolverine's President and Chief Executive Officer, will accept the Executive Chairman role of Wolverine and will resign as President and Chief Executive Officer.

Wolverine is excited to announce the promotion, effective as at the closing of the Transaction, of Shannon Ostapovich to President and Chief Executive Officer. Mr. Ostapovich has been with Wolverine since 2015 upon vending in a wholly-owned subsidiary of Wolverine. Mr. Ostapovich has since moved into senior leadership positions at Wolverine, most recently serving as the Vice President of Operations. Jesse Douglas, President and Chief Executive Officer of Wolverine, stated: "Mr. Ostapovich has been instrumental in the growth of Wolverine and direction of the company. Moving into the President and CEO role, Mr. Ostapovich will continue to work with other members of Wolverine's management team to further drive shareholder value, through both accretive acquisitions and organic growth opportunities."

About Wolverine

Wolverine is an industry-leading, diversified energy and infrastructure service provider in western Canada and the United States, providing a wide range of services including: water management, production testing, oilfield/energy rentals, and environmental services. Wolverine's original business roots and operations began in 1952. Over the course of its history, Wolverine has a strategy combining organic growth and strategic acquisitions. Today, Wolverine is strongly positioned to consolidate a highly-fragmented energy services and midstream market in western Canada, and is diligently focused on return on capital deployed, market diversification, and maintaining best-in-class services throughout the full life cycle of its diverse clients' projects.

About Blackheath

Blackheath currently has no ongoing operations and previously operated as a junior mineral exploration company. Blackheath is listed under the trading symbol "BHR" on the Exchange. Blackheath was incorporated under the laws of British Columbia in May 2011 and was engaged in the exploration and development of mineral properties in northern Portugal, primarily for tungsten and tin. Blackheath currently has a royalty interest in the Borralha tungsten project, which is subject to an option agreement with another company.

Cautionary Statements

This news release contains forward-looking statements and/or forward-looking information (collectively, "forward-looking statements") within the meaning of applicable securities laws. When used in this release, such words as "would", "will", "anticipates", "believes", "explores" and similar expressions, as they relate to Blackheath, Wolverine, GIP or their management, are intended to identify such forward-looking statements. Such forward-looking statements reflect the current views of Wolverine and Blackheath with respect to future events, and are subject to certain risks, uncertainties and assumptions. Many factors could cause Wolverine's or GIP's actual results, performance or achievements to be materially different from any expected future results, performance or achievement that may be expressed or implied by such forward-looking statements. In particular, this news release contains or implies forward-looking statements pertaining to: the completion of and steps required in connection with the Transaction; the terms and completion of, and use of gross proceeds from, the Concurrent Financing; the future business and prospects of GIP and Wolverine; future potential acquisitions or divestitures; Wolverine's corporate strategy; GIP's expected corporate strategy; and the fragmented position of the energy service space. These forward-looking statements are subject to numerous risks and uncertainties, including but not limited to: the impact of general economic conditions in Canada and the United States, including the ongoing COVID-19 pandemic; industry conditions including changes in laws and regulations including adoption of new environmental laws and regulations, and changes in how they are interpreted and enforced, in Canada and the United States; competition; lack of availability of qualified personnel; obtaining required approvals of regulatory authorities, in Canada and the United States; volatility in market prices for oil and gas; fluctuations in foreign exchange or interest rates; environmental risks; changes in income tax laws or changes in tax laws

and incentive programs relating to the oil industry; ability to access sufficient capital from internal and external sources; and other factors, many of which are beyond the control of Blackheath, Wolverine and GIP. These forward-looking statements reflect material factors, expectations and assumptions. Forward-looking statements included in this news release should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such forward-looking statements. Although the forward-looking statements contained in this document are based upon assumptions which management of Blackheath and Wolverine believes to be reasonable, Blackheath and Wolverine cannot assure investors that actual results will be consistent with these forward-looking statements.

Readers are encouraged to review and carefully consider the risk factors pertaining to Wolverine's business described in Wolverine's latest annual Management's Discussion and Analysis, which is accessible on Wolverine's SEDAR issuer profile at www.sedar.com. The forward-looking statements contained in this release are made as of the date of this release, and except as may be expressly required by law, Wolverine and Blackheath disclaim any intent, obligation or undertaking to publicly release any updates or revisions to any forward-looking statements contained herein whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

Management of Blackheath and Wolverine has included the above summary of assumptions and risks related to forward-looking statements provided in this release in order to provide shareholders with a more complete perspective on Wolverine's current and future operations and such information may not be appropriate for other purposes. Wolverine and GIP's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what benefits Wolverine and GIP will derive therefrom.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy the securities in any jurisdiction. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold in the United States except in certain transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws.

Completion of the Transaction is subject to a number of conditions, including but not limited to, TSX Venture Exchange acceptance and, if applicable, disinterested shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Blackheath and Wolverine should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this news release.

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SOURCE: Wolverine Energy and Infrastructure Inc.

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