

# Green Impact Partners Inc. and Wolverine Energy and Infrastructure Inc. Announce closing of Reverse Takeover and Creation of “Green Impact Partners Inc.”

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VANCOUVER and EDMONTON, May 27, 2021 - Green Impact Partners Inc. ("GIP") (formerly [Blackheath Resources Inc.](#) (TSXV: BHR) ("Blackheath")) and Wolverine Energy and Infrastructure Inc. ("Wolverine") (TSXV: WEI) are pleased to announce the completion of their business combination in connection with the previously announced acquisition by Blackheath of the clean energy assets of Wolverine (the "Clean Energy Assets") and reverse take-over of Blackheath (the "Transaction").

Immediately prior to the completion of the Transaction, Blackheath changed its name to "Green Impact Partners Inc." and completed the previously announced consolidation of the outstanding common shares of Blackheath (the "Blackheath Shares") on a 48.42 to 1 basis.

On completion of the Transaction, the previously issued 10,000,000 subscription receipts ("Subscription Receipts") of Green Impact Operating Corp. (a wholly-owned subsidiary of Blackheath) were exchanged for an equivalent number of common shares of GIP (the "GIP Shares"). In addition 5,150,000 GIP Shares were issued to Wolverine and 4,850,000 GIP Shares were issued to those shareholders of Wolverine who were shareholders of Wolverine as at the effective time of 12:12 a.m. on May 27, 2021. Former holders of Blackheath Shares, post-consolidation, hold 300,005 GIP Shares. On completion of the Transaction, there are 20,300,005 GIP Shares issued and outstanding.

The TSX Venture Exchange (the "TSXV") has provided conditional approval for the Transaction and listing of the GIP Shares. In accordance with TSXV policies, the GIP Shares will remain halted for trading until the TSXV issues the final bulletin in respect of the Transaction. The GIP Shares are expected to be listed and posted for trading on the facilities of the TSXV under the symbol "GIP" on or about June 1, 2021.

## As a result of the completion of the Transaction:

- GIP owns and operates the Clean Energy Assets and received approximately \$43,000,000 of additional capital to develop such Clean Energy Assets; and
- Wolverine continues as a TSXV publicly-traded diversified energy and infrastructure provider in western Canada and the United States, providing a wide range of services including: construction/infrastructure construction and management, heavy equipment sales and rentals, oilfield and energy equipment rentals, above ground water management services, wide ranging oil and gas services, and transportation and trailer rentals. Pursuant to the Transaction, Wolverine has received a cash payment of \$50,000,000 and owns approximately 25% of the outstanding shares of the Resulting Issuer.

## Akira and Transition Energy

As previously announced, Wolverine acquired the shares of each of Transition Energy Inc. and Akira Infra I Ltd. for an aggregate purchase price of \$18,300,000, which businesses were acquired by GIP pursuant to the Transaction. The \$18,300,000 purchase price was satisfied through the issuance of the promissory notes ("Acquisition Notes") pursuant to which Wolverine agreed to transfer to the vendors an aggregate 1,830,000 GIP Shares at a deemed price of \$10.00 per share. The majority of the vendors of Transition Energy and Akira subsequently determined to directly acquire 1,811,295 GIP Shares through subscription of 1,811,295 Subscription Receipts, which Subscription Receipts were acquired by the vendors through the issuance of promissory notes. The amounts outstanding under these promissory notes were satisfied at Closing by Wolverine issuing short-term loans to such vendors, which loans were set-off from the amounts owing by Wolverine to such vendors under the Acquisition Notes. As at this time, Wolverine continues to be required to transfer an aggregate 109,809 GIP Shares to vendors under the Acquisition Notes and, in this regard, Wolverine may transfer to such vendors 109,809 of the 5,150,000 GIP Shares acquired pursuant to the Transaction.

## **Management of GIP**

On completion of the Transaction, all of the directors and officers of Blackheath resigned. The new Board of Directors of GIP is comprised of Jesse Douglas, Geeta Sankappanavar, Alicia Dubois, Bruce Chan and Jeff Hunter, and the company will be lead by a management team comprised of Jesse Douglas as CEO, Kathy Bolton as CFO and John Paul Smith as Secretary. Further information regarding the Board of Directors and Management of GIP, is included in the Blackheath Filing Statement (the "Filing Statement"), which can be found under Blackheath's company profile on the SEDAR website at [www.sedar.com](http://www.sedar.com).

## **Additional Information about the Transaction**

Further details of the Transaction, GIP and the Clean Energy Assets are provided in the Filing Statement. Reference is also made to the news releases of Blackheath and/or Wolverine dated February 17, February 24, April 8, April 24, April 29 and April 30, 2021 for additional information relating to the Transaction and to the information circular of Wolverine, dated March 26, 2021 (the "Circular"), which is available under Wolverine's company profile on the SEDAR website at [www.sedar.com](http://www.sedar.com)

## **Additional Information About the Blackheath Consolidation**

A letter of transmittal in respect of the Consolidation (the "Letter of Transmittal") was previously mailed to Blackheath's shareholders. Additional copies of the Letter of Transmittal may be obtained through Odyssey Trust Company (Telephone: (587) 885-0960 / Email: [corp.actions@odysseytrust.com](mailto:corp.actions@odysseytrust.com)) and are available on Blackheath's profile at [www.sedar.com](http://www.sedar.com) dated April 30, 2021 and noted as "Other securityholders documents - English".

In order to trade in the GIP Shares to which a former Blackheath shareholder is entitled, the former Blackheath shareholder must first complete and deliver the Letter of Transmittal in accordance with the instructions set out therein.

## **About the Resulting Issuer**

GIP operates as an ESG and renewables company incorporated under the laws of British Columbia, the shares of which will be listed on the TSXV under the symbol "GIP". GIP operates with a focus on renewable energy through by-products, waste water and carbon reduction.

## **About Wolverine**

Wolverine continues as an industry leading, TSXV publicly-traded 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.

As a result of the Transaction, Wolverine has material additional capital and is strongly positioned to continue its focus on driving shareholder value, through return on capital deployed, market diversification, and maintaining best-in-class services throughout the full life cycle of its diverse clients' projects.

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.

## **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 Wolverine, GIP or their management, are intended to identify such forward-looking statements. Such forward-looking statements reflect the current views of Wolverine and GIP (including its subsidiary, Green Impact Operating Corp.) with respect to future events, including listing and trading of the Shares on the TSXV and timing of such listing and trading, the position of Wolverine and GIP and Wolverine's business strategies, 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 listing of the GIP Shares on the TSXV and the future business and prospects of GIP and Wolverine. 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 and/or adoption of new environmental laws and regulations and changes in how they are interpreted and enforced, in Canada and the United States; volatility of prices for energy commodities; changes in demand for energy and infrastructure services offered by Wolverine and change in demand for clean energy to be offered by GIP; competition; lack of availability of qualified personnel; obtaining required approvals of regulatory authorities, in Canada and the United States; and the ability to access sufficient capital from internal and external sources; many of which are beyond the control of GIP and Wolverine. 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 GIP and Wolverine believes to be reasonable, GIP and Wolverine cannot assure readers that actual results will be consistent with these forward-looking statements.*

*The forward-looking statements contained in this release are made as of the date of this release, and except as may be expressly be required by law, Wolverine and GIP 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 GIP and Wolverine have 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, and GIP'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.*

*Readers are cautioned that, except as disclosed in the Circular or the Filing Statement 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.*

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SOURCE Wolverine Energy and Infrastructure Inc.

## **Contact**

in respect of Wolverine, please contact Nikolaus Kiefer, Chief Financial Officer at (780) 435-3451 or [nkiefer@wnrgi.com](mailto:nkiefer@wnrgi.com) or visit [www.wnrgi.com](http://www.wnrgi.com).

For further information in respect of GIP, please contact Jesse Douglas, President of GIP at 780.667.8798 or [jdouglas@greenipi.com](mailto:jdouglas@greenipi.com).

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