



The Westaim Corporation Announces Amendment to Investment Agreement

Toronto, Canada – November 18, 2024 – The Westaim Corporation (“**Westaim**” or the “**Company**”) (TSXV: WED) announces that it has entered into an agreement (the “**Amending Agreement**”) amending the investment agreement and certain exhibits thereto entered into on October 9, 2024 among the Company, Wembley Group Partners, LP (the “**Investor**”), an affiliate of CC Capital Partners, Arena Investors Group Holdings, LLC, Daniel Zwirn and Lawrence Cutler (the “**Initial Agreement**” and, as amended by the Amending Agreement, the “**Investment Agreement**”), pursuant to which, among other transactions, the Investor agreed to make a US\$250 million strategic investment in the Company via a private placement offering (the “**Private Placement**”) and, pursuant to a plan of arrangement under the *Business Corporations Act* (Alberta), the Company will complete a consolidation of its common shares (the “**Common Shares**”) on the basis of one post-consolidation Common Share for every six pre-consolidation Common Shares (the “**Share Consolidation**”) and change its jurisdiction of incorporation from the Province of Alberta in Canada to the State of Delaware in the United States of America (the “**Redomiciliation**”).

The Initial Agreement originally contemplated that the Share Consolidation and Redomiciliation would occur concurrently with the closing of the Private Placement. The parties entered into the Amending Agreement to provide that, among other things, the Share Consolidation and Redomiciliation may occur prior to, and independent of, the closing of the Private Placement, without regard to the satisfaction or waiver of the closing conditions for the Private Placement contemplated by the Initial Agreement (subject to obtaining the requisite shareholder and court approvals). The Company is pursuing the Redomiciliation independent of the Private Placement because the Redomiciliation is intended to enhance shareholder value over the long term by, among other things, facilitating the attraction of capital, aligning the domicile of the parent entity within the location of operations, and ensuring that the Company will not be treated as a “passive foreign investment company” for U.S. federal income tax purposes following the Redomiciliation. Pursuant to the Investment Agreement, completion of the Redomiciliation and Share Consolidation are conditions to closing of the Private Placement.

About Westaim

Westaim is a Canadian investment company specializing in providing long-term capital to businesses operating primarily within the global financial services industry. The Company invests, directly and indirectly, through acquisitions, joint ventures and other arrangements, with the objective of providing its shareholders with capital appreciation and real wealth preservation. Westaim’s strategy is to pursue investment opportunities with a focus towards the financial services industry and grow shareholder value over the long term. Westaim’s investments include significant interests in Arena and the Arena FINCOs. Arena and the Arena FINCOs are defined in the notes to Westaim’s unaudited interim consolidated financial statements for the three and nine months ended September 30, 2024 and 2023 and the related MD&A. The Common Shares are listed and posted for trading on the TSX Venture Exchange (the “**TSXV**”) under the trading symbol “WED”.

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Cautionary Note and Forward-Looking Information

Certain statements in this press release may constitute “forward-looking statements” or “forward-looking information” within the meaning of applicable Canadian securities laws (collectively, “**forward-looking statements**”). Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, objectives, assumptions or future events (often, but not always using words or phrases such as “expects”, “does not expect”, “is expected”, “seeks”, “endeavours”, “anticipates”, “does not anticipate”, “positioned”, “plans”, “advantaged”, “estimates”, “believes”, “does not believe” or “intends”, “does not intend” or stating that certain actions, events or results may, could, would, might or will occur or be taken, or achieved) are not statements of historical fact and may be “forward-looking statements”. In particular, but without limiting the foregoing, this press release contains forward-looking statements pertaining to the anticipated benefits of the Redomiciliation and pursuing it independent of the Private Placement (collectively, the “**Transaction Matters**”). The Transaction Matters are subject to risks, uncertainties and other factors that could cause Westaim’s actual results to differ, possibly materially, from those in the specific projections, goals, assumptions and statements herein including, but not limited to: (i) that the parties may be unable to complete or satisfy some or all of the Transaction Matters because, among other reasons, conditions to the completion of the Transaction Matters may not be satisfied or waived, including the failure to obtain Westaim’s shareholder approval for some or all of the Transaction Matters or that a governmental authority such as the TSXV may prohibit, delay or refuse to grant approval for the consummation of some or all of the Transaction Matters in acceptable terms; (ii) uncertainty as to the

timing of completion of the Transaction Matters; (iii) the occurrence of any event, change or other circumstance that could give rise to the termination of the Investment Agreement or other documents entered into by the parties in connection with the Transaction Matters; (iv) risks related to disruption of management's attention from Westaim's ongoing business operations due to the Transaction Matters; (v) the effect of the announcement of the Transaction Matters on Westaim's relationships with its clients, employees, regulators and customers; and (vi) the outcome of any legal proceedings to the extent initiated against Westaim or others following the announcement of the Transaction Matters, as well as Westaim management's response to any of the aforementioned factors. Forward-looking statements are based on expectations, estimates, assumptions, variables and projections as well as other relevant factors at the time the statements are made that are inherently uncertain, involve a number of risks and uncertainties which could cause actual results or events to differ materially from those presently anticipated. These include, but are not limited to, the risk factors discussed in Westaim's Annual Information Form for its fiscal year ended December 31, 2023, which is available on SEDAR+ at www.sedarplus.ca, as same may be supplemented, modified or superseded by a subsequently filed Annual Information Form or the management information circular of Westaim relating to the matters contemplated herein. Except as required by law, Westaim does not have any obligation to advise any person if it becomes aware of any inaccuracy in or omission from any forward-looking statement or to update such forward-looking statement.

Although management of Westaim has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended and there can be no guarantee that any of the forward-looking statements contained herein, including the estimates or projections (including projections of revenue, expense and earnings) set forth herein, will be achieved to any extent. Completion of the transactions contemplated herein are subject to the satisfaction of certain regulatory requirements and the receipt of all necessary regulatory approvals, shareholder approval and the approval of the TSXV. There can be no certainty, nor can Westaim provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied. There can be no assurance that the transactions described in this press release, or the anticipated benefits therefrom, will occur on the terms as proposed and described herein or at all. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Nothing contained herein is, or shall be relied upon as, a promise or representation as to past or future performance. Past performance is not a reliable indicator of future results and should not be relied upon for any reason. Accordingly, you should not place undue reliance on any forward-looking statements and forward-looking information contained herein. Forward-looking statements contained herein speak only as of the date of this press release, and Westaim hereby expressly disclaims any obligation to release publicly any updates or revisions to any forward-looking statement, forward looking information or financial information contained herein to reflect any change in expectations with regard thereto or change in events, conditions or circumstances on which any statement is based, except in accordance with applicable securities laws.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the Exchange) accepts responsibility for the adequacy or accuracy of this release.