



## **The Westaim Corporation Files Management Information Circular for Special Shareholders Meeting and Encourages Shareholders to Access Meeting Materials Online**

- *Shareholders may face significant delays in receiving physical meeting materials due to Canada Post labour disruption*
- *For questions or assistance with voting, call Kingsdale Advisors at 1-866-581-1489 (toll-free in North America), text or call 1-416-623-2517, email [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com), or visit [www.WEDfuture.com](http://www.WEDfuture.com)*

Toronto, Canada – November 27, 2024 – The Westaim Corporation (“**Westaim**” or the “**Company**”) (TSXV: WED) today announces that it has filed and is in the process of delivering its management information circular (the “**Circular**”), form of proxy, voting instruction form and letter of transmittal (together with the Circular, the “**Meeting Materials**”) in respect of its special meeting (the “**Meeting**”) of Westaim shareholders (the “**Shareholders**”) to approve various matters in connection with its previously announced transaction with CC Capital Partners.

The Meeting is scheduled to be held on Thursday, December 19, 2024 at 9:00 a.m. (Eastern time) at Vantage Venues, 150 King Street West, 27<sup>th</sup> Floor, Toronto, Ontario M5H 1J9.

In light of the ongoing Canada Post labour disruption, Shareholders may experience significant delays in receiving physical copies of the Meeting Materials. As such, Shareholders are encouraged to access the Meeting Materials electronically under the Company’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), or on the Company’s corporate website at [www.westaim.com](http://www.westaim.com) or at [www.WEDfuture.com](http://www.WEDfuture.com). In addition, Shareholders may also obtain copies of the Meeting Materials by email or by courier upon request at [info@westaim.com](mailto:info@westaim.com).

### **Shareholder Questions and Assistance**

**Shareholders who have questions about voting at or attending the Meeting, including in light of the ongoing disruption to Canadian postal delivery, are encouraged to contact the Company’s strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors, by telephone at 1-866-581-1489 (toll-free in North America) or at 1-416-623-2517 (collect call and text enabled outside North America), or by email at [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com) or chat with an advisor on [www.WEDfuture.com](http://www.WEDfuture.com). The deadline to vote your proxy or voting instruction form is Tuesday, December 17, 2024 at 9:00 AM (Eastern time).**

For further details concerning attending and voting at the Meeting, see “Details of the Meeting” and “Voting” below.

### **Matters to be Approved at Meeting**

The Meeting has been called for Shareholders to consider, and, if deemed advisable, to pass, with or without variation:

1. a special resolution (the “**Arrangement Resolution**”) to approve a statutory plan of arrangement under section 193 of the *Business Corporations Act* (Alberta) (the “**Arrangement**”) whereby, among other things, 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 and change its jurisdiction of incorporation from the Province of Alberta in Canada to the State of Delaware in the United States of America;
2. an ordinary resolution (the “**Private Placement Resolution**”) to approve the US\$250 million strategic investment in the Company via a private placement offering (the “**Private Placement**”) by Wembley Group Partners, LP (the “**Investor**”), an affiliate of CC Capital Partners;
3. an ordinary resolution (the “**Arena Reorganization Resolution**”) approving the restructuring of Arena Investors Group Holdings, LLC (the “**Arena Reorganization**”); and
4. an ordinary resolution (the “**New Equity Incentive Plan Resolution**” and collectively, with the Arrangement Resolution, Private Placement Resolution and Arena Reorganization Resolution, the “**Approval Resolutions**”) to approve the adoption of an amended and restated equity incentive plan of the Company (the “**New Equity Incentive Plan**”).

## Approval Requirements

In accordance with the terms of the interim order granted by the Court of the King's Bench of Alberta on November 19, 2024, providing for, among other things, the calling and holding of the Meeting and the conduct of the Meeting, the Arrangement can only proceed if, among other conditions, the Arrangement Resolution receives the approval of not less than 66% of the votes cast by Shareholders present in person or represented by proxy at the Meeting.

The Private Placement Resolution, to be effective, must be approved by not less than a simple majority of the votes cast by Shareholders present in person or represented by proxy at the Meeting (excluding the votes cast by the Investor and any other Shareholders that are required to be excluded in accordance with the policies of the TSX Venture Exchange (the "TSXV")).

The Arena Reorganization Resolution, to be effective, must be approved by not less than a simple majority of the votes cast by Shareholders present in person or represented by proxy at the Meeting (excluding the votes cast by Daniel Zwirn, Lawrence Cutler and any other Shareholders that are required to be excluded in accordance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*).

The New Equity Incentive Plan Resolution, to be effective, must be approved by not less than a simple majority of the votes cast by Shareholders present in person or represented by proxy at the Meeting.

## Details of the Meeting

Shareholders of record as of the close of business on November 11, 2024 (the "Record Date") are entitled to receive notice of, to participate in and to vote their Common Shares at the Meeting. The Company is in the process of delivering the Meeting Materials to Shareholders as of the Record Date. Due to the ongoing Canada Post labour disruption, Shareholders may experience significant delays in receiving physical copies of the Meeting Materials. As such, Shareholders are encouraged to access the Meeting Materials electronically under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), on the Company's corporate website at [www.westaim.com](http://www.westaim.com) or at [www.WEDfuture.com](http://www.WEDfuture.com). In addition, Shareholders may also obtain copies of the Meeting Materials by email or by courier upon request by contacting [info@westaim.com](mailto:info@westaim.com).

The Circular contains, among other things, details regarding the Arrangement, the Private Placement, the Arena Reorganization and the New Equity Incentive Plan (collectively, the "Transactions"), the background to and reasons for favourable recommendation by both the board of directors of the Company (the "Board") and its special committee of unconflicted directors (the "Special Committee") and includes additional information to assist Shareholders in considering how to vote at the Meeting. Shareholders are urged to read the Circular in its entirety and, if they require assistance, should consult their financial, legal, tax or other professional advisors. The Circular includes disclosure that, among other things, Westaim may be characterized as a passive foreign investment company ("PFIC") under the U.S. Internal Revenue Code for the fiscal year ended December 31, 2024. U.S. Shareholders are strongly urged to consult their tax advisors with respect to the impact of PFIC status on owning and disposing of shares, and about the advisability, procedure and timing of their making any of the available tax elections.

## Recommendation of the Special Committee and the Company Board of Directors

The Special Committee, after having received legal and financial advice (including a written fairness opinion of BMO Nesbitt Burns Inc. (the "Fairness Opinion")), amongst other things, unanimously determined that the Transactions are in the best interests of the Company and unanimously recommended that the Board recommend that the Shareholders vote **FOR** the Approval Resolutions. The Board, after receiving legal and financial advice (including the Fairness Opinion) and the unanimous recommendation of the Special Committee, unanimously determined that the Transactions are in the best interests of the Company and unanimously recommends that the Shareholders vote **FOR** the Approval Resolutions.

The reasons for the recommendations of the Board and Special Committee are further detailed in the Circular under the heading "*Business of the Special Meeting – Recommendations of the Special Committee and the Board*".

## Voting

Details of how Shareholders or their duly appointed proxyholders can attend, access and participate in the Meeting, are set out in the Meeting Materials.

Registered Shareholders can attend and vote in person at the Meeting. Registered Shareholders also have the option of voting: (i) by completing signing and dating their form of proxy and returning it to Computershare Trust Company of Canada ("Computershare"), Attention: Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 in the envelope provided; (ii) through the Internet at <https://www.investorvote.com>; or (iii) by contacting

Computershare by telephone at 1-800-564-6253 (toll-free in North America) or 1-514-982-7555 (outside of North America), and following the instructions. To vote by telephone or the Internet, registered Shareholders will need to provide their 15-digit control number found on their form of proxy.

Registered Shareholders are encouraged to complete and return letters of transmittal by hand or by courier at 100 University Avenue, 8<sup>th</sup> Floor, North Tower, Toronto, Ontario M5J 2Y1 to ensure the appropriate documents are received in a timely manner.

Non-registered Shareholders are entitled to vote their Common Shares: (i) by completing, signing and dating their voting instruction form and returning it by mail in the envelope provided (although we caution that mail may face significant delays due to the ongoing Canada Post labour disruption); (ii) via the Internet at [www.proxyvote.com](http://www.proxyvote.com); or (iii) by calling the applicable number listed on the voting instruction form.

Non-registered Shareholders who have not received their control numbers as a result of the ongoing Canada Post labour disruption may contact their brokers in order to obtain their control numbers in order to vote their Common Shares. Non-registered Shareholders are also encouraged to contact the Company's strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors, by telephone at 1-866-581-1489 (toll-free in North America) or at 1-416-623-2517 (collect call and text enabled outside North America), or by email at [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com) if they require any assistance in obtaining their control numbers. If any such Shareholder desires, the Shareholder can also request that Kingsdale Advisors assist with the exercise of their right to vote and/or appoint proxyholders other than the Company management nominees, in the event that delivery of physical copies of the Meeting Materials is delayed.

**As a result of the Canada Post labour disruption, all Shareholders are encouraged to vote in person, by telephone or online, as per the instructions provided in the form of proxy or voting instruction form. It is recommended that any physical forms of proxy or voting instruction forms be delivered via hand or courier (other than Canada Post) to ensure that they are received in a timely manner.**

### **Exercise of Dissent Rights**

In light of the ongoing Canada Post labour disruption, the Company will permit Registered Shareholders who wish to exercise their dissent rights in respect of the Arrangement Resolution to deliver their written notice of objection to Westaim by email at [info@westaim.com](mailto:info@westaim.com) to ensure that it is received by the Company in a timely manner. Notwithstanding that such notice of objection may be delivered by email, such notice of objection must otherwise be delivered in accordance with the instructions set forth in the Circular, and Shareholders desiring to exercise their dissent rights will be required to otherwise strictly comply with the dissent procedures described in the Circular.

### **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 TSXV under the trading symbol "WED".

For more information, contact:  
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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, growth, assumptions or future events or performance (often, but not always using words or phrases such as "expects", "does not expect", "is expected", "seeks", "endeavours", "anticipates", "does not anticipate", "positioned", "confident", "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 Transactions and the terms thereof, the Meeting including the anticipated date of the Meeting, the delivery of Meeting Materials, and Westaim’s anticipated status as a PFIC for 2024. The Transactions 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 Transactions because, among other reasons, conditions to the completion of the Transactions may not be satisfied or waived, including the failure to obtain requisite Shareholder approval for some or all of the Transactions 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 Transactions on acceptable terms; (ii) uncertainty as to the timing of completion of the Transactions; (iii) the occurrence of any event, change or other circumstance that could give rise to the termination of the investment agreement entered into between, among others, the Company and the Investor, or other documents entered into by the parties in connection with the Transactions; (iv) risks related to disruption of management’s attention from Westaim’s ongoing business operations due to the Transactions; (v) the effect of the announcement of the Transactions on Westaim’s relationships with its clients, employees, regulators and customers; (vi) the outcome of any legal proceedings to the extent initiated against Westaim or others following the announcement of the Transactions and (vii) risks related to delays in Shareholders receiving the Meeting Materials in light of the ongoing Canada Post labour disruption, 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 the Circular and in Westaim’s Annual Information Form for its fiscal year ended December 31, 2023, which are available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), as same may be supplemented, modified or superseded by a subsequently filed annual information form or management information circular. 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 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 TSXV) accepts responsibility for the adequacy or accuracy of this release.*