

CC Capital and Westaim Complete Transaction, Creating Integrated Insurance and Asset Management Platform

Westaim Appoints Chinh Chu as Executive Chair; Adds Deanna Mulligan, Douglas Newton, Matthew Skurbe, Menes Chee and Richard DiBlasi as Board Members

Cloud-Native, Scalable Annuities Provider Ceres Life Insurance Company Launches

Westaim Provides Income Tax Information for U.S. Shareholders

NEW YORK and TORONTO, April 3, 2025 – CC Capital, a private investment firm focused on investing in and operating high-quality businesses for the long term, and The Westaim Corporation (“**Westaim**”) (TSXV: WED) today announced the completion of their previously announced transaction that transforms Westaim into an integrated insurance and asset management platform.

The transaction, which is fueled by a US\$250 million investment in Westaim by CC Capital, brings together Westaim, Arena Investors, LP (“**Arena**”), a growing and diversified global institutional asset manager, and Ceres Life Insurance Company (“**Ceres Life**”), an advantaged, cloud-native and scalable annuity platform led by industry veteran Deanna Mulligan. As part of a unified platform, these businesses are expected to generate a powerful value creation flywheel, driving continued growth and stability for both the insurance and asset management businesses.

“We are pleased to establish such a compelling platform, bringing together technology enabled insurance and proven asset management capabilities that are both highly complementary and capable of driving significant growth across both businesses,” said Chinh Chu, Founder and Senior Managing Director of CC Capital and Executive Chair of the Westaim Board of Directors (the “**Westaim Board**”). “We believe that there are significant opportunities to expand this platform, and we look forward to partnering with Cam, Dan, Deanna and the Westaim team to realize the potential of this partnership and maximize the benefits for investors and policyholders alike.”

“The completion of our strategic combination with Arena and Ceres Life, underpinned by CC Capital’s investment, is expected to allow us to generate significant value creation for our shareholders,” said Cameron MacDonald, CEO of Westaim. “I am thrilled to work alongside Chinh and the team at CC Capital, whose investment and deep expertise have enabled us to create an integrated insurance and asset management platform with meaningful potential for long-term growth.”

“This milestone represents a new chapter for the annuities industry, as we prepare to introduce a purpose built, cloud-enabled annuities provider capable of providing simple, accessible annuities products and superior service to better meet the growing needs of retirees,” said Ms. Mulligan, CEO of Ceres Life. “With the support of our partners at CC Capital, Westaim and Arena, I am confident we are positioned to both scale our platform and redefine the retirement experience, bringing more customers the financial security and peace of mind they deserve, while creating sustainable value for our investors.”

“We have invested heavily in our team and infrastructure to create a global asset manager uniquely capable of investing across a range of corporate, real estate, structured finance and securities investments covering the full duration spectrum to serve a variety of institutional partners,” said Dan Zwirn, CEO and Chief Investment Officer of Arena. “This strategic combination builds on our strong foundation, enabling us to leverage stable insurance assets from Ceres Life and the continued support of our existing limited partners to fuel long-term growth, further scale the Arena platform and deliver sustainable returns to both Ceres Life’s policyholders and our investors.”

Boards of Directors and Management

Pursuant to an investor rights agreement among Westaim, Wembley Group Partners, LP (the “**Investor**”), an affiliate of CC Capital, and Arena Investors Group Holdings, LLC (“**AIGH**”) dated as of the date hereof (the “**Investor Rights Agreement**”), Mr. Chu has been appointed Executive Chair of the Westaim Board

and Ian Delaney has transitioned to Vice Chair of the Westaim Board. In addition, pursuant to the Investor Rights Agreement, the size of the Westaim Board has been increased to 11 with four additional CC Capital nominees having been appointed as directors of Westaim, being Ms. Mulligan, Douglas Newton, Matthew Skurbe and Richard DiBlasi, as well as one director mutually selected by Westaim and CC Capital having been appointed, being Menes Chee. Mr. Zwirn will also be an observer on the Westaim Board. John Gildner and Lisa Mazzocco resigned from the Westaim Board.

Additionally, Mr. MacDonald is continuing to lead Westaim as CEO, and Mr. Zwirn remains CEO of Arena. Ms. Mulligan is serving as CEO of Ceres Life. Further, Mr. Skurbe has been appointed as Chief Financial Officer and Chief Risk Officer of Westaim and will also transition into a senior advisor position at CC Capital as Vice Chairman of the firm.

In connection with the closing of the transaction, the size of the AIGH Board of Managers (the "**AIGH Board**") has been increased to nine and CC Capital has appointed five members to the AIGH Board, being Messrs. Chu, Newton, Skurbe, DiBlasi and Chee. The remaining members of the AIGH Board are Mr. Zwirn, Mr. MacDonald, Lawrence Cutler and Lisa Mazzocco.

Transaction Details

On April 3, 2025 (the "**Closing Date**"), the Investor acquired, on a private placement basis (the "**Private Placement**"), the following securities of Westaim for aggregate gross proceeds to Westaim of US\$250 million pursuant to an investment agreement dated October 9, 2024 between the Investor, Westaim, and, solely for purposes of specific sections of the investment agreement, AIGH, Mr. Zwirn and Mr. Cutler, as amended on November 15, 2024 (the "**Investment Agreement**"): (a) 11,979,825 common shares of Westaim ("**Common Shares**") at an implied purchase price of C\$28.50 per share in cash; and (b) warrants to purchase 5,214,705 additional Common Shares (the "**Warrants**"), comprised of (i) Warrants to purchase 1,303,676 Common Shares having an exercise price of C\$24.12 per Common Share, which Warrants will vest in the event the volume-weighted average trading price of the Common Shares on the TSX Venture Exchange (the "**TSXV**") or other stock exchange on which the Common Shares are listed for trading equals or exceeds C\$48.00 (subject to certain adjustments) for any 30 consecutive trading day period prior to the five-year anniversary of the Closing Date (the "**Common Stock Price Target Condition**"); and (ii) Warrants to purchase 3,911,029 Common Shares having an exercise price of C\$28.50 per Common Share. The Warrants are exercisable for a period of five years following the Closing Date and the number of Common Shares issuable pursuant to the Warrants and the exercise prices thereof are subject to certain adjustments.

Prior to entering into the Investment Agreement, CC Capital and its affiliates did not beneficially own or control, directly or indirectly, any of the issued and outstanding Common Shares.

As of the Closing Date, the Investor owns approximately 36% of the issued and outstanding Common Shares. If the Warrants were exercised in full and no other outstanding securities of Westaim were converted into Common Shares, as of the Closing Date the Investor would own approximately 44% of the issued and outstanding Common Shares.

Pursuant to the Investment Agreement, Westaim has committed to use the proceeds from the Private Placement, additional capital from its balance sheet and capital from the monetization of certain existing assets to invest up to US\$620 million in a new investment vehicle named Salem Group Partners, LP ("**Salem Partners**") in exchange for 100% of the limited partnership interests of Salem Partners. An affiliate of CC Capital serves as the general partner of Salem Partners and controls Salem Partners and its investments. Salem Partners has acquired Ceres Life, and the remainder of the funds invested in Salem Partners are expected to be used to pursue investments in insurance or insurance-related, annuities, reinsurance, corporate liabilities, distribution, asset and wealth management companies and/or related investments.

Pursuant to a consulting agreement dated October 9, 2024 between Westaim and Wembley Management, LLC ("**Wembley Management**"), an affiliate of the Investor and CC Capital, on the Closing

Date, Wembley Management received a grant of 673,727 performance-based restricted stock units (“PSUs”) of Westaim. The PSUs will vest if the Common Stock Price Target Condition is achieved prior to the fifth anniversary of the Closing Date and, once vested, will be settled a one-for-one basis for an aggregate of 673,727 Common Shares, representing approximately 2% of the issued and outstanding Common Shares as of the Closing Date.

In addition, in connection with the transaction, Westaim has restructured the ownership of Arena to acquire from BP LLC the remaining 49% of the equity of Arena that it did not already own in exchange for the issuance of profit interests entitling the members of BP LLC and certain other front office investment management team members of Arena to receive distributions of 45% of the net profits of Arena on an ongoing basis. CC Capital is entitled to receive distributions of 6% of the net profits of Arena on an ongoing basis and Westaim is entitled to the remaining 49%.

The Investor acquired the Common Shares and Warrants as part of a strategic investment in Westaim. The Investor intends to review its investment in Westaim on a continuing basis and may exercise Warrants or purchase or sell Common Shares in the future, either on the open market or in private transactions, in each case, depending on a number of factors, including general market and economic conditions and other factors and conditions the Investor deems appropriate and subject to the terms of the Investor Rights Agreement. The Investor and CC Capital expect to evaluate on an ongoing basis Westaim’s financial condition and prospects and their interest in, and intentions with respect to, Westaim and the Investor’s investment in the securities of Westaim, and may propose various strategic transactions or changes to Westaim’s strategic plan in response to general economic and industry conditions, the securities markets in general and those for Westaim’s securities in particular, as well as other developments and other investment opportunities. As part of their ongoing evaluation of this investment, the Investor and CC Capital may at any time consider such matters and, subject to applicable laws, formulate a plan with respect to such matters. From time to time, the Investor and CC Capital may hold discussions with management, other members of the Westaim Board, other shareholders of Westaim or other third parties regarding such matters.

Investor Rights Agreement

Pursuant to the Investor Rights Agreement, the Investor received certain consent rights regarding the taking of certain specified actions by Westaim or its subsidiaries as further outlined in the Investor Rights Agreement, as well as certain investor rights, including participation rights and registration rights and the right to nominate five out of eleven nominees to the Westaim Board. In addition, Westaim is entitled to appoint five members of the Board of Managers of AIGH, all of whom will be nominated by the Investor. The Investor will also be entitled to select the Chairperson of the AIGH Board and the Investor’s consent will be required for the removal of any of the Investor’s nominees on the AIGH Board and certain other actions.

Pursuant to the Investor Rights Agreement, for a period of 24 months following the Closing Date, the Investor will be prohibited from knowingly transferring any shares or convertible securities of Westaim to any person that, following such transfer, would, either alone or together with persons acting jointly or in concert, beneficially own 10% or more of the shares of Westaim, subject to certain exceptions. In addition, the Investor has agreed to certain standstill and acquisition restrictions and voting support requirements for a period of 36 months following the closing of the transaction.

The foregoing summary is qualified in its entirety by the provisions of the Investor Rights Agreement, a copy of which will be filed under Westaim’s profile on SEDAR+ at www.sedarplus.ca.

An early warning report in respect of the Investor’s investment will be filed under Westaim’s SEDAR+ profile at www.sedarplus.ca, a copy of which may also be obtained by contacting Thomas Boychuk at CC Capital at [\(212\) 355-5515](tel:2123555515).

Advisors

Lazard is serving as lead financial advisor, with GreensLedge Capital Markets LLC, Macquarie Capital, and Rothschild & Co also serving as financial advisors to CC Capital in connection with the transaction. Skadden, Arps, Slate, Meagher & Flom LLP is serving as U.S. legal advisor and Blake, Cassels & Graydon LLP is serving as Canadian legal advisor to CC Capital.

PJT Partners is serving as lead financial advisor and Dentons Canada LLP is serving as Canadian legal advisor to Westaim on this transaction.

BMO Capital Markets is serving as financial advisor and Willkie Farr & Gallagher LLP is serving as U.S. legal advisor and Stikeman Elliott LLP is serving as Canadian legal advisor to the Special Committee on this transaction.

Campbell Lutyens is serving as financial advisor and Ropes & Gray, LLP and Dechert LLP are serving as legal advisors to Arena on this transaction.

About CC Capital

CC Capital Partners is a private investment firm based in New York, NY that was founded in late 2015 by Chinh Chu with a focus on investing in and operating high-quality businesses for the long term. The firm evaluates investments anticipating a hold-period well beyond that of a typical private equity firm and funds its investments through a variety of permanent capital sources. CC Capital frequently partners with highly-seasoned executives, managers and owners seeking to create significant value post-acquisition. More information on CC Capital can be found at www.cc.capital.

The Investor is a limited partnership formed under the laws of Delaware. The Investor's head office address is located at c/o CC Capital, 200 Park Avenue, 58th Floor, New York, New York, United States, 10166.

Information for U.S. Shareholders

Certain tax information pertinent to U.S. shareholders can be found at <https://westaim.com/investors/2024-tax-information-for-usa-shareholders/>

Update on Passive Foreign Investment Company Status

In consultation with its U.S. tax advisors, Westaim will be characterized as a passive foreign investment company (“**PFIC**”) under the U.S. Internal Revenue Code (the “**Code**”) for its fiscal year ended December 31, 2024. U.S. shareholders who held Common Shares during fiscal 2024 may be able to mitigate certain tax consequences of Westaim's PFIC status by availing themselves of elections under the U.S. Internal Revenue Code (the “**Code**”).

The U.S. federal income tax rules relating to PFICs are complex. U.S. shareholders are strongly urged to consult their tax advisors with respect to the impact of Westaim's PFIC status on owning and disposing of Common Shares, and about the advisability, procedure and timing of their making any of the available tax elections.

Section 367 Inclusions

As of December 31, 2024, Westaim changed its jurisdiction of incorporation from Canada to the U.S. (the “**Redomiciliation**”) in a transaction intended to be treated as a tax-free reorganization under section 368 of the Code. Certain U.S. persons who hold Common Shares on the date of the Redomiciliation will be subject to U.S. income tax as a result of the Redomiciliation.

U.S. shareholders are strongly urged to consult their own tax advisors regarding the U.S. income tax considerations associated with the Redomiciliation.

About Westaim

Westaim is a U.S. investment firm specializing in providing long-term capital to businesses operating primarily within the global financial services industry. Westaim 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, the Arena FINCOs and Ceres Life. AIGH, Arena and the Arena FINCOs are defined in the notes to Westaim's audited consolidated financial statements for the year ended December 31, 2024 and 2023 and the related management discussion and analysis. The Common Shares are listed on the TSXV under the trading symbol "WED".

Westaim is a corporation existing under the laws of Delaware. Westaim's principal executive office address is located at 405 Lexington Avenue, 59th Floor, New York, New York, United States, 10174.

About Ceres Life

Ceres Life is a cloud-native, highly scalable, de novo annuity platform. Inspired by the belief that technology can reinvent the way insurance providers meet the needs of investors, Ceres Life is building a nimble, highly efficient, and risk-conscious insurance company that provides simple-to-understand and easily accessible annuity products to create better outcomes for policyholders. Ceres Life is led by Deanna Mulligan, former CEO and Chair of Guardian Life Insurance. For more information, see ceresinsurance.com.

About Arena

Arena is a global institutional asset manager founded in partnership with Westaim with deep expertise in credit and asset-oriented investments, including the full spectrum of corporate, real estate and structured finance opportunities. With approximately USD \$4.2 billion of assets under management¹ and programmatic capital as of March 2025, and a team of over 180 employees in offices around the world, Arena provides creative solutions for those seeking capital by bringing together individuals with decades of experience, a track record of comfort with complexity, and the flexibility to engage in transactions that cannot be addressed by banks and other conventional financial institutions. For more information, see www.arenaco.com.

Cautionary Note and Forward-Looking Statements

Certain statements in this press release and any related oral statements may constitute "forward-looking statements" or "forward-looking information" within the meaning of applicable Canadian and United States securities laws, including pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (collectively, "**forward-looking statements**"). Any statements that express or involve discussions with respect to predictions, target yields and returns, internal rates of return, expectations, beliefs, plans, projections, objectives, Arena operating leverage and assets under management, 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 new operating platform, the strategic partnership, including the anticipated benefits

¹ Represents a non-IFRS measure. This measure is not a recognized measure under IFRS, does not have a standardized meaning prescribed by IFRS and are therefore is unlikely to be comparable to similar measures presented by other companies. For further information, see the "Investments – Investment In Arena" section of Westaim's most recent management's discussion and analysis which is available on Westaim's profile on SEDAR+ at www.sedarplus.ca. Management believes non-IFRS measures, including assets under management, provide supplementary information to IFRS measures used in assessing the performance of the business by providing further understanding of results of operations from management's perspective.

thereof, the use of proceeds from the transaction, the filing of the Investor's early warning report and Westaim's strategies.

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 and Westaim's Management Information Circular dated November 19, 2024, which are available on SEDAR+ at www.sedarplus.ca, as same may be supplemented, modified or superseded by a subsequently filed Annual Information Form. 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 set forth herein, will be achieved to any extent. There can be no assurance that the anticipated benefits of the transaction described in this release will occur as 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.

The information provided herein does not constitute an offer or solicitation regarding any investment products offered by Arena.

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 press release.

The contents of any websites referenced in this press release are not incorporated by reference herein.

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