

Nickel 28 Announces Confirmation of Largest Ever Ramu Cash Distribution and Proposed Resumption of Normal Course Issuer Bid

written by Raj Shah | April 19, 2023

- *Nickel 28 has received confirmation of largest ever cash distribution from Ramu joint venture of US\$9.7 million, in addition to repayment of US\$18.1 million of outstanding construction debt, reducing remaining debt balance to approximately US\$55.8 million as of January 2, 2023*
- *Management and the Board have determined to apply to resume Nickel 28's normal course issuer bid given that the trading price of the common shares continues to represent a substantial discount to Nickel 28's net asset value and does not reflect its underlying value*
- *The Board reiterates its previous recommendation that shareholders **TAKE NO ACTION** and **NOT** to tender to Pelham's predatory, coercive and highly conditional "mini-tender" scheme*

April 19, 2023 ([Source](#)) – Nickel 28 Capital Corp. (“**Nickel 28**” or the “**Company**”) (TSXV: **NKL**) (FSE: **3JC0**) is pleased to announce the pending receipt of its largest ever cash distribution of approximately US\$9.7 million from the Ramu joint venture and the proposed resumption of its normal course issuer bid to repurchase its common shares.

Nickel 28 has received confirmation of a cash distribution for H2 2022 operating performance of approximately US\$9.7 million in respect of its 8.56% joint-venture interest in the Ramu Nickel-Cobalt project in Papua New Guinea, which is operated by Metallurgical Corporation of China. Nickel 28 also received confirmation of the repayment of US\$18.1 million of Nickel 28's portion of the remaining Ramu joint venture partner construction debt, reducing Nickel 28's attributable balance to approximately US\$55.8 million, as at January 2, 2023. The timing of receipt of the distributions remains to be confirmed but is anticipated to occur during April 2023.

These payments reflect Ramu's previously announced strong operational, production and sales performance during the second half of calendar 2022 and further demonstrate the financial and strategic value of the Company's interest in the Ramu Nickel joint venture project. In addition, shareholders are set to benefit from the further value creation that management believes will be driven by materially enhanced free cash flow and meaningful capital returns upon full repayment of the Ramu project joint venture partner debt.

Resumption of Normal Course Issuer Bid

In the opinion of management and the board of directors of the Company (the "**Board**"), given that the common shares have continued to trade in a price range that represents a substantial discount to the Company's net asset value and which does not reflect the underlying value of the Company, using Nickel 28's excess liquidity to buy back common shares at their current trading price is highly accretive to net asset value per share.

Accordingly, subject to formal receipt of the distribution, Nickel 28 intends to submit a notice of intention to undertake a

normal course issuer bid to the TSX Venture Exchange (“TSXV”) in connection with the purchase by Nickel 28 of up to 7,224,516 of its common shares, representing 7.9% of the 91,777,198 common shares comprising Nickel 28’s total issued and outstanding common shares as of April 18, 2023. All common shares purchased by Nickel 28 will be purchased on the open market through the facilities of the TSXV in accordance with the rules, regulations and policies of the TSXV and will be cancelled. The actual number of common shares which may be purchased, and the timing of such purchases, will be determined by Nickel 28. Decisions regarding purchases will be based on market conditions, share price, best use of available cash, and other factors as determined by the Board from time to time.

The normal course issuer bid remains subject to the approval of the TSXV and will begin on the date that is two trading days after the TSXV’s approval and will be open for a maximum period of 12 months. A further news release with additional details of the normal course issuer bid will be issued upon approval of the bid by the TSXV.

Information and assistance withdrawing shares under the Pelham scheme

The Board of Nickel 28 reiterates its previous recommendation that Nickel 28 shareholders **REJECT** the unsolicited “mini-tender” offer (the “**Scheme**”) announced on March 21, 2023 by Pelham Investment Partners LP (“**Pelham**”) and **NOT TENDER** their shares. In contrast to the proposed normal course issuer bid, Pelham’s “mini-tender” Scheme is a predatory offer designed to acquire shares from Nickel 28 shareholders in contemplation of a value destructive proxy-contest. Nickel 28 shareholders are reminded that Pelham’s “mini-tender” Scheme is highly conditional and can be withdrawn, modified or extended for any reason and at any time, and that Pelham has made no firm commitment to acquire and

pay for any shares deposited under the Scheme. The proposed normal course issuer bid would provide an alternative source of liquidity for shareholders without the highly uncertain conditions of Pelham's "mini-tender" Scheme.

Nickel 28 shareholders who have any questions, or who have already tendered their shares and require assistance in withdrawing them, are encouraged to contact Kingsdale Advisors toll-free at +1-888-518-1557 or by email at contactus@kingsdaleadvisors.com for additional information and assistance.

Advisors

Kingsdale Advisors is acting as strategic shareholder advisor to Nickel 28. Stikeman Elliott LLP and Bennett Jones LLP are acting as legal counsel to Nickel 28. BMO Capital Markets is acting as financial advisor to Nickel 28.

About Nickel 28

Nickel 28 Capital Corp. is a nickel-cobalt producer through its 8.56% joint-venture interest in the producing, long-life and world-class Ramu Nickel-Cobalt Operation located in Papua New Guinea. Ramu provides Nickel 28 with significant attributable nickel and cobalt production thereby offering our shareholders direct exposure to two metals which are critical to the adoption of electric vehicles. In addition, Nickel 28 manages a portfolio of 13 nickel and cobalt royalties on development and exploration projects in Canada, Australia and Papua New Guinea.

Cautionary Statements Regarding Forward-Looking Statements

This news release contains certain information which constitutes 'forward-looking statements' and 'forward-looking information' within the meaning of applicable Canadian securities laws. Any

statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as “may”, “should”, “anticipate”, “expect”, “potential”, “believe”, “intend” or the negative of these terms and similar expressions. Forward-looking statements in this news release include, but are not limited to: statements and figures with respect to the operational and financial results of the Ramu project; statements related to the repayment of the Company’s Ramu operating debt (including the timing thereof) and the timing of repayments and payments under the Ramu Nickel project joint venture agreement by the operator; statements related to the Company’s future use of excess cash flow from the Ramu Nickel project (and the receipt and timing thereof); statements related to the required approval of the TSX-V with respect to the NCIB; and statements with respect to the business and assets of the Company and its strategy going forward. Readers are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties, most of which are beyond the Company’s control. Should one or more of the risks or uncertainties underlying these forward-looking statements materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward-looking statements.

The forward-looking statements contained herein are made as of the date of this release and, other than as required by applicable securities laws, the Company does not assume any obligation to update or revise them to reflect new events or circumstances. The forward-looking statements contained in this release are expressly qualified by this cautionary statement.

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