

# Alabama Graphite Files Management Information Circular in Connection with Special Meeting of Securityholders to Consider Acquisition by Westwater Resources

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TORONTO, Feb. 12, 2018 - [Alabama Graphite Corp.](#) (Alabama Graphite or the Corporation) (TSX-V:CSPG) (OTCQB:CSPGF) (FRANKFURT:1AG) is pleased to announce that it has filed its Management Information Circular (the Circular) and related proxy materials on SEDAR and its website ([www.alabamagraphite.com](http://www.alabamagraphite.com)), in advance of the Corporation's special meeting of securityholders to be held on March 9, 2018 (the Special Meeting). The purpose of the Special Meeting is to seek approval of Alabama Graphite's proposed plan of arrangement transaction (the Arrangement) with [Westwater Resources, Inc.](#) (Westwater) (NASDAQ:WWR).

## The Arrangement Agreement

As previously announced on December 13, 2017, Alabama Graphite has entered into a definitive agreement (the Arrangement Agreement) with Westwater for the purchase of all of the issued and outstanding common shares of Alabama Graphite (the Alabama Graphite Shares). Under the Arrangement, as more particularly described in the Circular, a holder of Alabama Graphite Shares will receive at the effective time of the Arrangement, for each Alabama Graphite Share held, 0.08 of a share of Westwater common stock (each, a Westwater Share). Furthermore, Westwater shall issue options (the Replacement Options) in exchange for options to purchase Alabama Graphite Shares (Alabama Graphite Options) under the Arrangement which Replacement Options shall have terms and conditions substantially similar to the original Alabama Graphite Options. Each holder of an Alabama Graphite warrant to purchase Alabama Graphite Shares (an Alabama Graphite Warrant) outstanding immediately prior to the effective time of the Arrangement, shall receive upon the subsequent exercise of such holder's Alabama Graphite Warrant, in accordance with its terms, and shall accept in lieu of each Alabama Graphite Common Share to which such holder was theretofore entitled upon such exercise but for the same aggregate consideration payable therefor, 0.08 of a Westwater Share. If approved at the Special Meeting, closing of the Arrangement remains on track to occur in the second quarter of 2018, following which, the Alabama Graphite Shares will be delisted from the TSX Venture Exchange (TSXV).

## SECURITYHOLDER VOTING INFORMATION

Alabama Graphite's securityholders of record on January 31, 2018 will receive notice of, and be entitled to vote at, the Special Meeting. To become effective, the Arrangement must be approved by: (i) at least two-thirds of the votes cast by the shareholders of Alabama Graphite at the Special Meeting present in person or represented by proxy; and (ii) at least two-thirds of the votes cast by securityholders of Alabama Graphite at the meeting present in person or represented by proxy voting as a single class. The Arrangement also requires the approval of the Supreme Court of British Columbia. In addition to securityholder and court approvals, the Arrangement is subject to certain other closing conditions customary in transactions of this nature which are described in the Circular. Securityholders are encouraged to read the Circular as it provides important information about Alabama Graphite, Westwater and the Arrangement.

Management and the Board of Directors of both Westwater and Alabama Graphite, as well as the Special Committee of Alabama Graphite's Board of Directors, are unanimously in support of the Arrangement.

Securityholders who have questions regarding the Arrangement or require assistance with voting may contact the Proxy Solicitation Agent below:

## SHAREHOLDER QUESTIONS

*Laurel Hill Advisory Group*

North American Toll-Free Number: 1-877-452-7184

Collect Calls Outside North America: 416-304-0211  
Email: [assistance@laurelhill.com](mailto:assistance@laurelhill.com)

#### **SPECIAL MEETING FOR SECURITYHOLDERS**

The Special Meeting will be held at the offices of Miller Thomson LLP, Scotia Plaza, 40 King Street West, Suite 5800, Toronto, Ontario, M5H 3S1 on March 9, 2018 at 11:00 a.m. (Eastern Standard time).

Alabama Graphite will provide further information with respect to the timing of closing of the Arrangement and the delisting of the Alabama Graphite Shares from the TSXV as updates become available.

On behalf of the Board of Directors of Alabama Graphite Corp.

Gareth P. Hatch, PhD, CEng, FIMMM, FIET  
Chief Executive Officer and Executive Director

#### **ABOUT ALABAMA GRAPHITE CORP.**

Alabama Graphite is a Canadian-based flake graphite exploration and development company as well as an aspiring battery materials production and technology company. Alabama Graphite operates through its wholly owned subsidiary, Alabama Graphite Company, Inc. (a company registered in the state of Alabama).

For more information on Alabama Graphite, please visit [www.alabamagraphite.com](http://www.alabamagraphite.com).

#### **ABOUT WESTWATER RESOURCES, INC.**

Westwater (formerly Uranium Resources, Inc.) is focused on developing energy-related minerals. Westwater has developed a dominant land position in three prospective lithium brine basins in Nevada and Utah in preparation for exploration and potential development of any lithium resources that may be discovered there. In addition, Westwater remains focused on advancing the Temrezli in-situ recovery (ISR) uranium project in Central Turkey when uranium prices permit economic development of this project.

For more information on Westwater, please visit [www.westwaterresources.net](http://www.westwaterresources.net).

#### **FORWARD-LOOKING STATEMENTS**

*This press release contains forward-looking information under applicable Canadian securities laws (&ldquo;forward-looking statements&rdquo;), which may include, without limitation, statements with respect to the proposed Arrangement and the anticipated timing of closing thereof, and the timing of the Special Meeting. The forward-looking statements are based on the beliefs of management and reflect Alabama Graphite&rsquo;s current expectations. When used in this press release, the words &ldquo;estimate&rdquo;; &ldquo;project&rdquo;; &ldquo;belief&rdquo;; &ldquo;anticipate&rdquo;; &ldquo;intend&rdquo;; &ldquo;expect&rdquo;; &ldquo;plan&rdquo;; &ldquo;predict&rdquo;; &ldquo;may&rdquo;; &ldquo;will&rdquo;; or &ldquo;should&rdquo;; and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements. Such statements reflect the current view of Alabama Graphite. Completion of the Arrangement is subject to a number of conditions which are typical for transactions of this nature. Failure to satisfy any of these conditions, the emergence of a superior proposal or the failure to obtain the approval of the securityholders of Alabama Graphite and Westwater may result in the termination of the Arrangement Agreement.*

*>By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements are made based on management&rsquo;s beliefs, estimates and opinions on the date that statements are made, and Alabama Graphite undertakes no obligation to update forward-looking statements (unless required by law) if these beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements.*

*Alabama Graphite has also assumed that the material factors and assumptions will not cause any forward-looking statements to differ materially from actual results or events. However, the list of these factors and assumptions is not exhaustive and is subject to change and there can be no assurance that such*

*assumptions will reflect the actual outcome of such items or factors.*

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## **CONTACT**

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