

Pelham Investment Partners LP Announces Premium All-Cash Tender Offer to Acquire Common Shares of Nickel 28 Capital Corp. and Addresses Misleading Statements by Management

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- Premium tender offer of \$1.20 per common share in cash for up to 10,000,000 common shares (representing a significant premium of approximately 22% to the closing price of the Company's common shares on the TSXV on March 20, 2023, and a 23% premium to the volume-weighted average price of the Company shares on the TSXV for the thirty (30) trading days preceding the announcement of the Tender Offer)
- Pelham LP's tender offer provides shareholders with liquidity in a stock with limited trading volume and a pattern of poor corporate governance
- Pelham LP hopes to work with management to ensure effective independent oversight and align compensation with the Company's needs and industry standards
- Shareholders who have questions with respect to the tender offer should contact Laurel Hill Advisory Group at 1-877-452-7184 or by email at assistance@laurelhill.com and tender offer materials are available at www.nickel28offer.com

TORONTO, March 21, 2023 - Pelham Investment Partners LP ("Pelham LP"), a value-oriented long-term investor in [Nickel 28 Capital Corp.](#) (formerly Conic Metals Corp.) (TSXV: NKL) ("Nickel 28" or the "Company"), today announced an offer to acquire up to 10,000,000 common shares in the capital of the Company (the "Tender Offer"), at a price of \$1.20 per common share, payable in cash (the "Tender Price"). The Tender Price represents a significant premium of approximately 22% to the closing price of the Company's common shares on the TSXV on March 20, 2023, being the previous trading day to the date of announcement of the Tender Offer and a 23% premium to the volume-weighted average price of the Company shares for the thirty trading days preceding the announcement of the Tender Offer. The Tender Offer is not a "take-over bid" under Canadian securities laws.

The Pelham LP Tender Offer

The Tender Offer is open for acceptance by shareholders of the Company until 5:00 p.m. (Eastern Time) on April 25, 2023 (the "Expiry Time"), unless the Tender Offer is extended, varied or withdrawn. If the Tender Offer is withdrawn, Pelham LP shall cause all common shares delivered pursuant to the Tender Offer to be returned to shareholders. The Tender Offer is not subject to any financing condition, and Pelham LP confirms that it has sufficient cash resources to pay for all common shares subject to the Tender Offer.

If more than the maximum number of common shares for which the Tender Offer is made are delivered in accordance with the Tender Offer and not withdrawn at the time of take up of the common shares, the common shares to be purchased from each depositing shareholder will be determined on a pro rata basis according to the number of common shares delivered by each shareholder, disregarding fractions, by rounding down to the nearest whole number of common shares.

The complete terms and conditions of the Tender Offer are set out in an offer letter to shareholders, which has been publicly disclosed by way of a separate press release, as well as a form of letter of transmittal (the "Letter of Transmittal" and together with the offer letter to shareholders, the "Offer Documents") to be used to accept the Tender Offer. The Tender Offer is subject to certain conditions as set out in the Offer Documents which, unless waived, must be satisfied. In particular, the Offer Documents provide that if, prior to the date that the transfer of common shares that are taken up and paid for by Pelham LP has been completed, the Company fixes a record date for a meeting of shareholders, each depositing shareholder whose common shares are taken up and paid for will appoint representatives of Pelham LP as its nominees and proxy for such meeting. Pelham LP is relying on the exemption under section 9.2(4) of National Instrument 51-102 -

Continuous Disclosure Obligations to the circular requirements of applicable Canadian proxy solicitation laws. For further details, please see below under the heading "Additional Information".

The Tender Offer is not a formal or exempt take-over bid under Canadian securities laws and regulations. Full details of the Tender Offer are included in the Offer Documents and are available online on the Company's SEDAR profile at www.sedar.com and will also be available online at www.nickel28offer.com.

Reasons to Accept Pelham LP's Tender Offer:

1. All-Cash Premium. Shareholders will receive liquidity at a significant premium to the current trading price of the shares (approximately a 22% premium to the closing price of the Company's common shares on the TSXV on March 20, 2023, being the previous trading day to the date of announcement of the Tender Offer, and approximately a 23% premium to the volume-weighted average price of the Company shares on the TSXV for the thirty (30) trading days preceding the announcement of the Tender Offer);
2. Management Lacks Independent Oversight. The Company's management team lacks adequate independent oversight, which Pelham LP believes has contributed to excessive executive compensation. If left unchecked, Pelham LP believes that such excessive compensation will materially and continuously dilute shareholders' ownership in, and reduce the value of, their investment in the Company;
3. Limited Liquidity. Pelham LP believes that another liquidity event for shareholders is unlikely - management's ongoing receipt of excessive compensation dis-incentivizes them from pursuing a sale even if it is in the best interests of all shareholders;
4. Shareholders Need a Voice. Pelham LP believes that, in the absence of a motivated large shareholder, it seems unlikely that the Company's governance will improve and, over time, management's ownership of the Company will continue to creep. Pelham LP is prepared to take an active role in ensuring the future success of the Company, for the benefit of all shareholders.

Background to the Tender Offer and Pelham LP's Significant Corporate Governance Concerns at Nickel 28:

Pelham LP is making the Tender Offer to all shareholders of the Company following a recent unsuccessful attempt at constructive engagement with management of the Company. As alluded to in the Company's extremely defensive news release dated February 8, 2023, Pelham LP is the shareholder that management recently complained about as making a "self-serving" and "coercive" proposal. Pelham LP is disappointed that management has chosen to misrepresent to shareholders both the substance and intent of its proposal, leaving out material facts in favour of disparaging commentary.

In actual fact, Pelham LP (who is a long-term shareholder of the Company and who believes in its long-term potential), proposed a US\$15 million investment in common shares of the Company at a 15% premium to the share price. We believed this injection of capital would allow the Company to accelerate its business plans for the benefit of all shareholders, including by accelerating the repayment of non-recourse debt in a manner that would accelerate the receipt of increased cash flow owed to the Company upon the full repayment of that debt (which management, as recently as January 30, 2023, disclosed as being an objective of the Company).

We also expressed our disappointment and frustration with management regarding a lack of independent oversight and what we view as excessive executive compensation. We pointed out the glaring fact that there were only two independent directors on the board when the Company's board mandate requires at least three independent directors. As well, we noted that both of the "independent" directors, Mr. Philip Williams and Mr. Maurice Swan, have overlapping board positions with the non-independent directors, Messrs. Milewski and Cochrane, raising legitimate concerns about actual or perceived conflicts of interest. The relationships among the Company's board members are ones which breed co-dependence, not independence and, as a result, Pelham LP believes that the board of directors cannot be relied upon to act in the Company's best interests.

These issues are no accident - the composition of the board at the time of our proposal was exactly as nominated by management at the Company's most recent annual general meeting. The fact that management hastily appointed a third "independent" director only after we pointed out these failures does

nothing to alleviate our concern. In fact, the new "independent" director appears to have no public company directorship experience at all, and we question why he was selected and what selection processes were undertaken.

The Company is at the threshold of significant cash flow without appropriate independent oversight of management. Considering also the extremely generous and dilutive equity-based compensation awards that the board of directors has granted in recent years leaves us, as long-time and long-term focused shareholders, deeply concerned about the effectiveness of the Company's corporate governance.

Accordingly, we explained that, if the board were open to our investment proposal, we would expect customary investor protection rights, as well as the right to appoint two independent nominees to the board of directors, to be effective on closing. Contrary to the Company's grossly misleading statements in its February 8th news release, we were not seeking a wholesale "reconstitution" of the board. We also indicated that we would agree to reasonable standstill provisions on closing in order to provide the management team with the stability it would need to work productively and constructively, and that we would expect the compensation committee to retain an independent compensation consultant to help align executive compensation with industry standards.

As we conveyed to management, we are believers in the Company's long-term success, and we are willing to take a more active role as an investor. Management's response to our engagement, however, has been to misrepresent our good-faith outreach and quickly retain a coterie of expensive advisors to aid them in defending themselves against their own long-standing shareholders.

We note that management makes much of its position as the largest shareholding group in the Company, going so far as to claim that its ownership stake assures that it will act in all shareholders' best interests. However, these statements routinely ignore the fact that the vast majority of management's ownership has come at the direct expense of shareholders. We point out that, according to publicly available information, it appears that less than one sixth of management's self-described greater than 25% interest in the Company represents open market purchase of shares at fair value; the vast majority of the balance relates to stock grants for which management paid nothing, and change of control payments paid out by Nickel 28's predecessor (despite the fact that management continued in their executive roles with Nickel 28). We further note that the alignment management is supposed to have with other shareholders due to its large holdings in the Company didn't stop the board from approving yet another large stock grant several weeks ago - this one equal to more than 5% of the Company's then issued and outstanding stock. Lest it be forgotten, we note all of this is occurring at a company which, by dint of its lack of directly owned operating assets, requires very little in the way of actual day-to-day operations.

We believe that the Company's management team is not acting in the best interests of the Company. When faced with legitimate concerns regarding executive compensation and independence, instead of welcoming shareholder engagement, they have chosen to turtle themselves under expensive financial, legal and proxy advisors whose fees will inevitably become yet another burden for the Company's shareholders to bear. We are committed to our investment, and to the long-term success of the Company. We stand ready to engage with management constructively and call on them to do so.

Pelham LP's Advisors

Pelham LP has engaged Gowling WLG (Canada) LLP and Norton Rose Fulbright Canada LLP as legal advisors and Laurel Hill Advisory Group as depositary and information agent.

About Pelham LP

Pelham Investment Partners is a New York based investment partnership. The firm is a value-oriented and long-term investor. Pelham Investment Partners was founded in 2021 by Ned Collery. Prior to founding Pelham Investment Partners, Ned Collery was a partner at SC Fundamental and, prior to that, an analyst at Arbiter Partners.

Shareholder Questions

Shareholders who have questions with respect to the Tender Offer, or who need assistance in depositing your common shares, please contact the depositary and information agent for the Tender Offer:

Laurel Hill Advisory Group

North America Toll Free: 1-877-452-7184
Calls outside North America: 1-416-304-0211
Email: assistance@laurelhill.com

Additional Information

Pelham LP is relying on the exemption under section 9.2(4) of National Instrument 51-102 - Continuous Disclosure Obligations to make this public broadcast solicitation. The following information is provided in accordance with corporate and securities laws applicable to public broadcast solicitations.

This solicitation is being made by Pelham LP, and not by or on behalf of management of Nickel 28. Laurel Hill Advisory Group will receive a fee of \$87,500 for its services as Depositary and Information Agent under the Tender Offer plus ancillary payments and disbursements. Based upon publicly available information, Nickel 28's registered office is located at 666 Burrard Street, Suite 2500, Vancouver, BC V6C 2X8, Canada and its head office is located at 155 University Ave., Suite 1240, Toronto, Ontario M5H 3B7, Canada. Pelham LP is soliciting proxies in reliance upon the public broadcast exemption to the solicitation requirements under applicable Canadian corporate and securities laws, conveyed by way of public broadcast, including press release, speech or publication, and by any other manner permitted under applicable Canadian securities laws. In addition, this solicitation may be made by mail, telephone, facsimile, email or other electronic means as well as by newspaper or other media advertising and in person by representatives of Pelham LP. All costs incurred for such solicitation will be borne by Pelham LP.

A registered shareholder who has given a proxy under the terms of the Letter of Transmittal may, prior to its common shares being taken up and paid for under the Tender Offer, revoke the proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of Nickel 28 at any time up to and including the last business day preceding the date of the meeting or an adjournment or postponement thereof, or with the Chair of the meeting on the day of the meeting, or in any other manner permitted by law, provided that, in each circumstance, a copy of such revocation has been delivered to Laurel Hill Advisory Group, as Depositary and Information Agent, at its principal office in Toronto, Ontario, Canada prior to the common shares relating to such proxy having been taken up and paid for under the Tender Offer. A non-registered shareholder may revoke a form of proxy or voting instruction form given to an intermediary at any time by written notice to the intermediary in accordance with the instructions given to the non-registered shareholder by its intermediary. Non-registered shareholders should contact their broker for assistance in ensuring that forms of proxies or voting instructions previously given to an intermediary are properly revoked. None of Pelham LP nor, to its knowledge, any of its associates or affiliates, has any material interest, direct or indirect, in any transaction since the commencement of Nickel 28's most recently completed financial year, or in any proposed transaction which has materially affected or will materially affect Nickel 28 or any of its subsidiaries. None of Pelham LP nor, to its knowledge, any of its associates or affiliates, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at any upcoming shareholders' meeting, other than as set out herein.

Cautionary Statement Regarding Forward-Looking Information

Certain statements contained in this press release, including without limitation statements regarding taking up and paying for common shares deposited under the Tender Offer, Pelham LP's assessment of the consequences of what it believes to be governance failings at the Company, as well as Pelham LP's assessment of the Company's future cash-flow prospects, contain "forward-looking information" and are prospective in nature. Statements containing forward-looking information are not based on historical facts, but rather on current expectations and projections about future events, and are therefore subject to risks and uncertainties that could cause actual results to differ materially from the future outcomes expressed or implied by the statements containing forward-looking information. Often, but not always, statements containing forward-looking information can be identified by the use of forward-looking words such as "plans", "expects", "intends", "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might", or "will" be taken, occur or be achieved. Although Pelham LP believes that the expectations reflected in statements containing forward-looking information herein made by it (and not, for greater certainty, any forward-looking statements attributable to the Company) are reasonable, such statements involve risks and uncertainties, and undue reliance should not be placed on such statements. Material factors or assumptions that were applied in formulating the forward-looking information contained herein include the assumption that the business and economic conditions affecting the Company's operations will continue substantially in the current state, including, without limitation, with respect to industry conditions, general levels of economic activity, continuity and availability of personnel, local and international laws and regulations, foreign currency exchange rates and interest rates, inflation, taxes, that there will be no unplanned material changes to the Company's operations, and that the Company's public disclosure record is accurate in all material respects and is not misleading.

(including by omission). Pelham LP cautions that the foregoing list of material factors and assumptions is not exhaustive. Many of these assumptions are based on factors and events that are not within the control of Pelham LP and there is no assurance that they will prove correct. Important facts that could cause outcomes to differ materially from those expressed or implied by such forward-looking information include, among other things, actions taken by the Company in respect of the Tender Offer, the content of subsequent public disclosures by the Company, the failure to satisfy the conditions to the Tender Offer, general economic conditions, legislative or regulatory changes and changes in capital or securities markets. These are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in any of Pelham LP's forward-looking information. Other unknown and unpredictable factors could also impact outcomes. Statements containing forward-looking information in this press release are based on Pelham LP's beliefs and opinions at the time the statements are made, and there should be no expectation that such forward-looking information will be updated or supplemented as a result of new information, estimates or opinions, future events or results or otherwise, and Pelham LP disclaims any obligation to do so, except as required by applicable law.

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