

# Brigade Resource Corp. Signs Agreement to Acquire Green 2 Blue Energy Corp.

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Vancouver, January 16, 2017: [Brigade Resource Corp.](#) ("Brigade" or the "Company") is pleased to announce that it has signed a share exchange agreement (the "Agreement") with Green 2 Blue Energy Corp. ("G2BE") and the shareholders of G2BE (the "Selling Shareholders"), whereby Brigade will acquire all of the issued and outstanding shares of G2BE in exchange for common shares (the "Payment Shares") of Brigade (the "Transaction"). Upon the closing of the Transaction, G2BE will be a wholly-owned subsidiary of Brigade and the Selling Shareholders will control a majority of the issued and outstanding voting securities of Brigade.

## About G2BE

G2BE is a private British Columbia corporation, which is at arm's length to Brigade. G2BE is a renewable energy company focused on residential and commercial wood pellet production and the implementation of biomass gasification technology to produce combined heat and power. Currently, it has a wood pellet production facility and operations in Rzeszenica, Poland. G2BE's wood pellets are sold to biomass energy producers throughout Europe, including the UK, Germany, Poland, Italy and Denmark.

## Proposed Transaction and CSE Listing

Brigade proposes to acquire all of the issued and outstanding shares of G2BE in exchange for issuing 47,000,002 Payment Shares pro rata to the Selling Shareholders at a deemed price of \$0.10 per Payment Share. As a result, the Selling Shareholders will hold approximately 77% to 80% of the common shares of Brigade on closing, assuming completion of the Private Placement referred to below. All of the Payment Shares issued to those Selling Shareholders, who will be Related Persons of Brigade, within the meaning of the applicable policies of the Canadian Securities Exchange (the "CSE"), will be subject to escrow restrictions in accordance with applicable CSE policies and released over three years as to 10% on closing and an additional 15% every six months over 36 months.

The completion of the Transaction is subject to a number of conditions, including but not limited to, completion of satisfactory due diligence by both Brigade and G2BE, approval of the Transaction by the respective boards of directors and the Selling Shareholders, the closing of the Private Placement, Brigade making application to, and obtaining conditional approval from, the CSE for the initial listing of the common shares of the Resulting Issuer (as defined below) thereon concurrently with the closing of the Transaction, and applicable regulatory approvals, including the approval of the CSE. There can be no assurance that the Transaction will be completed as proposed or at all.

Prior to September 2016, Brigade was in the business of mineral exploration and development. Upon the closing of the Transaction, Brigade will continue the business of G2BE under the name "Green 2 Blue Energy Corp.", or such other name as is acceptable to the British Columbia Registrar of Companies and the CSE (the "Resulting Issuer"). In the future it is expected that the business of the Resulting Issuer will also include the production and sale of heat and electricity from biomass gasification and power generation.

## Changes in Management

Upon the completion of the Transaction, it is anticipated that both Glenn Little and Jon Sherron will remain on the board of directors of the Resulting Issuer and the management of the Resulting Issuer will include the following individuals:

### ***Slawomir Smulewicz - CEO, President and Director***

Slawomir Smulewicz is expected to be appointed CEO, President and a director of the Resulting Issuer. Mr. Smulewicz has over 20 years of international experience with demonstrated leadership and teamwork skills. Mr. Smulewicz has experience in building complex and geographically dispersed businesses. He has served in various executive capacities, as well as being a board member of several European and Canadian

companies in the IT and industrial sectors.

Mr. Smulewicz founded G2BE in 2014 and since that time has focused on developing G2BE's business and on establishing multiple sources of wood-waste biomass for global sales, trade and energy production.

Mr. Smulewicz co-founded MicroCoal Technologies Inc., formerly Carbon Friendly Solutions Inc. (CSE: MTI) in 2008. Mr. Smulewicz was initially Vice President and was appointed CEO in 2011. He carried out the transformation of the company from a "carbon credits" business to a technology company. Mr. Smulewicz was a key leader in the acquisition of a unique global technology for drying coal using microwaves (MicroCoal Technology). He was later instrumental in developing the technology to a commercial ready phase and successfully completed the first agreement to build a commercial plant in Indonesia in 2013.

From 2006 to 2009, Mr. Smulewicz worked for Gips-Blok Sp. z o.o., where he was responsible for the acquisition and development over \$25 million in real estate projects in Poland. Prior to that, Mr. Smulewicz was a licensed broker (1995) on the Warsaw Stock Exchange (WGT S.A.) Poland.

Mr. Smulewicz received his Master's degree in Agriculture & Business Administration Warsaw University of Life Science (SGGW) Warsaw, Poland in 1995. He is fluent in both English and Polish.

### ***Michael Young - CFO, VP Corporate Development and Director***

Michael Young is expected to be appointed CFO, VP Corporate Development and a director of the Resulting Issuer. Mr. Young has over 20 years of extensive business experience in all facets of corporate development, senior management, sales, marketing, finance and operations, in both private and public companies. His experience includes spearheading growth strategies, financial reporting, quarterly and annual budgets, overseeing corporate administration, while achieving company objectives and maintaining internal cost controls. Mr. Young completed the Certified Financial Planning (CFP) Program in 2004.

Since August 2015, Mr. Young has been Chief Financial Officer and a director of G2BE. From 2011 to 2015, he was President, CFO and a director of DraftTeam Fantasy Sports Inc., a digital entertainment company focused on daily fantasy sports and social gaming. DraftTeam Fantasy Sports was acquired by Fantasy Aces Daily Fantasy Sports Corp. (TSX-V: FAS), in 2015.

### **Private Placement**

In conjunction with the Transaction, Brigade will undertake a non-brokered private placement (the "Private Placement") of between 5,500,000 and 7,500,000 units for aggregate gross proceeds of between \$550,000 and \$750,000. Each unit will be issued at a price of \$0.10 per Unit and consist of one common share in the capital of Brigade and one transferable, common share purchase warrant. Each warrant will entitle the holder thereof to acquire one common share of Brigade at a price of \$0.10 per share for a period of 12 months from the closing of the Private Placement and thereafter at the price of \$0.20 per share for the following 12 months until 24 months from the closing of the Private Placement. The proceeds realized from the Private Placement will be used for general corporate and working capital purposes by the Resulting Issuer.

All securities issued pursuant to the Private Placement are subject to a hold period of four months and one day in Canada from the closing of the Private Placement. Brigade may pay a finder's fee to certain persons equal to 8% of the gross proceeds raised in the Private Placement from subscribers introduced to the Company by such persons, which fees shall be paid in cash or units, at the discretion of Brigade.

### **Further Information**

A copy of the Agreement will be filed on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com). Further details about the Transaction and the Resulting Issuer will be provided in the disclosure document to be prepared and filed in respect of the Transaction.

Investors are cautioned that, except as disclosed in the disclosure document to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon.

On Behalf of the Board of Directors

Glenn Little  
Chief Executive Officer

**For more information, please contact:**

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*The CSE has in no way passed upon the merits of the Transaction or the listing of the common shares of the Resulting Issuer, and has neither approved nor disapproved the contents of this news release. Approval of the CSE for the listing of the common shares of the Resulting Issuer will be subject to, among other things, the Resulting Issuer satisfying the listing requirements of the CSE. There can be no assurance that the approval of the CSE regarding the listing of the common shares of the Resulting Issuer will be obtained.*

*This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.*

*All information contained in this news release with respect to the business of G2BE was supplied by the party for inclusion herein, and Brigade and its directors and officers have relied on G2BE for any information concerning such party.*

**Forward-Looking Statements**

*This news release includes certain statements that constitute "forward-looking information" within the meaning of applicable Canadian securities laws. Readers are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements. Statements in this news release that are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, expectations and orientations regarding the future. Often, but not always, forward-looking statements can be identified by words such as "pro forma", "plans", "expects", "may", "should", "budget", "schedules", "estimates", "forecasts", "intends", "anticipates", "believes", "potential" or variations of such words including negative variations thereof and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. Such forward-looking statements include, among others, statements as to the terms and conditions of the proposed Transaction and Private Placement, the listing of the common shares of the Resulting Issuer on the CSE, the anticipated business plans and timing of future activities of the Company and the Resulting Issuer, including changes in management and the use of the funds raised in the Private Placement. Actual results could differ materially from those projected in any forward-looking statements due to numerous factors, including, the inability of the Company to obtain the requisite shareholder, regulatory and stock exchange approvals for the Transaction, lack of investor interest in the Private Placement, and general economic, market or business conditions. These forward-looking statements are made as of the date of this news release and neither the Company nor G2BE assumes any obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those projected in these forward-looking statements. Although, the Company believes that the beliefs, plans, expectations and intentions contained in this news release are reasonable, there can be no assurance that those beliefs, plans, expectations or intentions will prove to be accurate. Readers should consider all of the information set forth herein and should also refer to other periodic reports filed from time-to-time with Canadian securities regulators. These reports and the Company's filings are available at [www.sedar.com](http://www.sedar.com).*

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