



WOLVERINE ENERGY AND INFRASTRUCTURE INC. ANNOUNCES STRATEGIC ACQUISITION AND COMMON SHARE FINANCING

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EDMONTON, Canada, April 8, 2019. Wolverine Energy and Infrastructure Inc. (“**Wolverine**” or the “**Company**”) (TSXV: WEII) is pleased to announce that, consistent with its strategic growth plans, it has entered into a purchase and sale agreement (the “**Agreement**”) with an arm’s length, publicly-listed major international oilfield services company (the “**Vendor**”) to acquire its production testing assets (the “**Acquisition**”) for total consideration of \$24 million, subject to customary adjustments, and fully funded through the Company’s available working capital and term debt. Wolverine is also pleased to announce that it has obtained a receipt for a preliminary short form prospectus (the “**Preliminary Prospectus**”) which was filed with the securities regulatory authorities in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick and Nova Scotia, in connection with an underwritten and marketed public offering (the “**Offering**”) of common shares of the Company (“**Common Shares**”) for minimum gross proceeds of \$15 million and maximum gross proceeds of up to \$25 million at a price of \$1.00 per share. The Company has applied to list the Common Shares on the TSX Venture Exchange (the “**TSXV**”).

Acquisition Details and Strategic Rationale

The Acquisition will add 96 production testing units located in western Canada, Pennsylvania, Wyoming and North Dakota, positioning Wolverine with one of the largest fleets of production testing assets in North America. The Company attributes new replacement cost of over \$110 million to the acquired assets, which includes various pipe, pipe skids, flare stacks, wireline trucks and shop real estate in Grande Prairie and Rainbow Lake, Alberta. The acquired assets are forecasted to deliver an annual run rate EBITDA of approximately \$10 million, including immediate annual operational and administrative synergies, with revenue split 66% to the US and 34% to Canada. Furthermore, Wolverine has identified numerous potential non-core asset disposition opportunities that, if monetized, would reduce its net purchase price, increase margins, accretion and further strengthen its balance sheet.

Total Purchase Price	\$24 million
EV / EBITDA⁽¹⁾	2.4x
EV / New Replacement Cost	22%

(1) Forecasted annual run rate EBITDA

The Acquisition is highly complementary to Wolverine’s existing business units as it:

- **Expands Upon a Solid North American Footprint** – provides Wolverine with significant scale to expand its market position while operating one of the largest fleets of production testing assets in North America;
- **Enhances Operational Efficiencies** – underutilized assets can be put to work immediately through leveraging significant cross-border opportunities, lending to improved margins; and
- **Delivers Compelling Financial Synergies** – cost structure can be improved by eliminating corporate redundancies; the Acquisition is expected to facilitate Wolverine expanding its flowback business into new markets without customer overlap, while diversifying its revenue.

The Acquisition is subject to customary approvals and is expected to close on or before April 30, 2019. PillarFour Capital Inc. is acting as Wolverine’s Financial Advisor in connection with the Acquisition.

Following completion of the Offering and Acquisition, Wolverine will have up to 107.9 million⁽²⁾ Common Shares, before giving effect to any over-allotment option, \$78.1 million⁽²⁾ of net debt with consolidated proforma trailing 12-month EBITDA of \$47.5 million.

(2) Pro forma the effect of the Acquisition and the Offering’s maximum gross proceeds, net of fees, and before giving effect of the over-allotment option

Financing

The Offering will be for an underwritten minimum of 15,000,000 Common Shares and a maximum of up to 25,000,000 Common Shares at an issue price of \$1.00 per share for minimum gross proceeds of \$15 million and maximum gross proceeds of up to \$25 million. The Offering will be conducted through a syndicate of agents (the “**Agents**”), co-led by Cormark Securities Inc. and GMP Securities L.P., and includes Echelon Wealth Partners Inc. The Agents have been granted an over-allotment option, exercisable in whole or in part for a period of up to 30 days following the Closing Date (as defined below), to offer for sale up to an additional 15% of each of the Common Shares, and such additional Common Shares shall be issued on the same terms and at the same price as those otherwise sold under the Offering. The net proceeds of the Offering, including any proceeds received upon the exercise of the over-allotment option granted to the Agents, will provide the Company with an ability to pay down the indebtedness it expects to incur in connection with the Acquisition.

Please see “Use of Proceeds” in the Preliminary Prospectus for further details of the use of net proceeds from the Offering. The Common Shares will be offered in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick and Nova Scotia, by way of a short form prospectus pursuant to National Instrument 44-101 - Short Form Prospectus Distributions and may be sold in the United States and other jurisdictions pursuant to available exemptions from registration requirements. The completion of the Offering is subject to regulatory approval, including approval of the TSXV, and is expected to occur on or before April 30, 2019 (the “**Closing Date**”).

A copy of the Preliminary Prospectus may be obtained on SEDAR at www.sedar.com or by contacting the Agents.

Corporate Update

In addition, Wolverine announces that on April 2, 2019 the board of directors of the Company (the "**Board**") passed a resolution adopting a restricted share unit plan (the "**RSU Plan**").

The RSU Plan has been adopted to provide a vehicle by which equity-based incentives may be awarded to the employees, consultants, directors and officers of the Company, to recognize and reward their significant contributions to the long-term success of the Company and to align the employees', consultants' directors' and officers' interests more closely with the shareholders of the Company. Pursuant to the RSU Plan, the Board, through the Company's Compensation Committee, may grant restricted share unit awards ("**RSUs**") as an incentive payment to eligible persons. The Board intends to use RSUs issued under the RSU Plan as part of the Company's overall executive compensation plan.

The maximum number of Common Shares that may be reserved for issuances under the RSU Plan shall not exceed 10% of the outstanding Common Shares of the Company from time to time on a rolling basis. The Company currently has 82,868,000 Common Shares outstanding. The RSU Plan remains subject to TSXV approval and requisite shareholder approvals, including disinterested shareholder approval in accordance with the policies of the TSXV.

Further details regarding the RSU Plan will be included in the management information circular of the Company that will be made available to shareholders in connection with the next annual meeting of shareholders of the Company.

About Wolverine

Wolverine is an industry-leading, diversified energy and infrastructure service provider in western Canada and the United States, providing a wide range of services including: water management, production testing, oilfield/energy rentals, and environmental services (waste disposal and custom crude treating). Wolverine's original business roots and operations began in 1952. Over the course of its history, the Wolverine group of companies have pursued a strategy combining organic growth and strategic acquisitions. Today, Wolverine is strongly positioned to consolidate a highly-fragmented energy services and midstream market in western Canada, and is diligently focused on return on capital deployed, market diversification, and maintaining best-in-class services throughout the full life cycle of its diverse clients' projects.

Further Information

For further information, please contact Nikolaus Kiefer, Vice President of Corporate Development at (780) 476-6916 or nkiefer@wnrgi.com or visit www.wnrgi.com.

Cautionary Statements

This news release contains forward-looking statements and/or forward-looking information (collectively, "forward-looking statements") within the meaning of applicable securities laws.

When used in this release, the words “may”, “would”, “could”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect”, “forecast” and similar expressions, as they relate to Wolverine or its management, are intended to identify such forward-looking statements. Such forward-looking statements reflect the current views of Wolverine with respect to future events, and are subject to certain risks, uncertainties and assumptions. Many factors could cause Wolverine's actual results, performance or achievements to be materially different from any expected future results, performance or achievement that may be expressed or implied by such forward-looking statements. In particular, this news release contains or implies forward-looking statements pertaining to: the anticipated timing of regulatory approval and closing of the Acquisition and its impact on Wolverine's business, financial performance and operations, including with respect to anticipated administrative and operational synergies; and statements concerning the Offering, including the timing of closing of the Offering, the Common Shares to be issued pursuant to the Offering, regulatory and other approvals required for the Offering, the listing of the Common Shares on the TSXV and the use of proceeds from the Offering. These forward-looking statements are subject to numerous risks and uncertainties, including but not limited to: the impact of general economic conditions in Canada and the United States; industry conditions including changes in laws and regulations including adoption of new environmental laws and regulations, and changes in how they are interpreted and enforced, in Canada and the United States; competition; lack of availability of qualified personnel; obtaining required approvals of regulatory authorities, in Canada and the United States; volatility in market prices for oil and gas; fluctuations in foreign exchange or interest rates; environmental risks; changes in income tax laws or changes in tax laws and incentive programs relating to the oil industry; ability to access sufficient capital from internal and external sources; risk that the board of directors of Wolverine determines that it would be in the best interests of Wolverine to deploy the proceeds of the Offering for some other purpose; failure to receive all required regulatory and other approvals for the Offering; risk that the Offering does not close on the timing anticipated or at all; and other factors, many of which are beyond the control of the Company.

These forward-looking statements reflect material factors, expectations and assumptions. Forward-looking statements included in this news release should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such forward-looking statements. Although the forward-looking statements contained in this document are based upon assumptions which management of the Company believes to be reasonable, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. With respect to forward-looking statements contained in this document, Wolverine has made assumptions regarding among other things, receipt of regulatory and other approvals for the Acquisition and the Offering; the successful listing of the Common Shares on the TSXV; availability of skilled labour; timing and amount of capital expenditures; future exchange rates; the price of oil and gas; the impact of increasing competition; conditions in general economic and financial markets; effects of regulation by governmental agencies; the continued availability of adequate equity financing and funds from operations to fund its planned expenditures; timing of drilling and completion of wells; and other matters. Wolverine's business is subject to a number of risks and uncertainties. Readers are encouraged to review and carefully consider the risk factors pertaining to Wolverine's business

described in PetroMaroc's management information circular and proxy statement dated as of November 14, 2018, which is accessible on Wolverine's SEDAR issuer profile at www.sedar.com. The forward-looking statements contained in this release are made as of the date of this release, and except as may be expressly be required by law, Wolverine disclaims any intent, obligation or undertaking to publicly release any updates or revisions to any forward-looking statements contained herein whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

Management of the Company has included the above summary of assumptions and risks related to forward-looking information provided in this document in order to provide shareholders with a more complete perspective on Wolverine's current and future operations and such information may not be appropriate for other purposes. Wolverine's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what benefits Wolverine will derive therefrom.

*This news release shall not constitute an offer to sell or the solicitation of an offer to buy the Common Shares in any jurisdiction. The Common Shares 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 in the United States except in certain transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws.*

Non-GAAP Measures

The Company uses accounting principles that are generally accepted in Canada ("GAAP"), which includes International Financial Reporting Standards ("IFRS"). Certain financial measures in this document do not have any standardized meaning as prescribed by IFRS, including the non-GAAP measure EBITDA. These non-GAAP measures used by the Company may not be comparable to similar measures presented by other reporting issuers. These non-GAAP financial measures are included because management uses the information to analyze operating performance. Therefore, these non-GAAP financial measures should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. EBITDA is defined by the Company as net income (loss) before finance costs, equipment rent, taxes, depreciation, (gain) loss on bargain purchase, and amortization.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) has in any way approved or disapproved the contents of this news release. The TSXV does not accept responsibility for the adequacy or accuracy of this release.