



NEWS RELEASE

WINDSOR CAPITAL ADVISORS ANNOUNCES THAT WB II ACQUISITION CORP. AND INPUT CAPITAL CORP. HAVE ENTERED INTO AMALGAMATION AGREEMENT

07/05/2013

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TORONTO, ONTARIO--(Marketwired - July 5, 2013) - WB II Acquisition Corp. ("WB II") (TSX VENTURE:WXB.P) is pleased to announce that it has entered into a "three-cornered" amalgamation agreement (the "Amalgamation Agreement") pursuant to the provisions of The Business Corporations Act (Saskatchewan) dated July 5, 2013 with Input Capital Corp. ("Input") and 101235015 Saskatchewan Ltd. ("WB II Subco"), a wholly-owned subsidiary of WB II, whereby Input will amalgamate with WB II Subco (the "Amalgamation"). The amalgamated entity ("Amalco") will be named "Input Capital Corp.". Pursuant to the Amalgamation Agreement, each outstanding Input common share will be exchanged for one common share of WB II (on a post-Consolidation basis (defined below)). In consideration, WB II will receive one common share of Amalco for every WB II common share issued to Input shareholders. On completion of the Amalgamation, Amalco will be a wholly-owned subsidiary of WB II. On completion of the Qualifying Transaction (defined below), WB II (the "Resulting Issuer") will be continued under The Business Corporations Act (Saskatchewan) and will change its name to "Input Capital Corp.".

Pursuant to the Amalgamation Agreement, an aggregate of 34,795,523 WB II common shares at a deemed price of \$1.52 (on a post-Consolidation basis) will be issued to Input shareholders and an aggregate of 3,129,602 options will be issued to holders of Input options. Upon completion of the Qualifying Transaction, WB II shareholders will hold less than 2.2% of the issued and outstanding Resulting Issuer common shares and Input shareholders will hold approximately 97.8% of the issued and outstanding Resulting Issuer common shares.

WB II is a capital pool company listed on the TSX Venture Exchange. The Amalgamation will complete the previously announced qualifying transaction of WB II in accordance with the rules and policies of the TSX Venture Exchange (the "Qualifying Transaction").

On July 2, 2013, the TSX Venture Exchange conditionally approved the listing of additional common shares of the Resulting Issuer pursuant to the Qualifying Transaction. Additional details regarding the Qualifying Transaction can be found in the filing statement of WB II dated July 5, 2013 (the "Filing Statement") filed today on SEDAR at www.sedar.com. Subject to final acceptance of the TSX Venture Exchange Inc. and satisfaction of conditions in the Amalgamation Agreement, the Qualifying Transaction is scheduled to close on or about July 17, 2013.

About Input and the Resulting Issuer

Input is the world's first agriculture commodity streaming company. Using its innovative, proprietary agriculture streaming process, Input makes an upfront payment to the owner/operators of grain and oilseed farms in Western Canada in exchange for the purchase of a portion of their future production at a fixed price per tonne for the life of the streaming contract. This long-term working capital enables farmers to unlock the yield potential of their crops by optimizing their inputs and precision farming practices. Input currently has a focus on canola in Saskatchewan, Alberta and Manitoba.

On completion of the Qualifying Transaction, the business of Input will be the business of the Resulting Issuer.

Summary Financial Information for Input

The following table sets forth selected consolidated financial information for Input for the year ended March 31, 2013, and the period ended March 31, 2012. The selected financial information for the year ended March 31, 2013, and the period ended March 31, 2012, has been derived from the audited annual financial statements for the same periods.

	For the year ended March 31, 2013	For the period ended March 31, 2012
	(\$)	(\$)
<hr/>		
Statements of Comprehensive Loss		
Sales	-	-
Expenses and other (income)		
Advertizing and promotion	14,735	-

Amortization of intangible assets	100	-
Corporate administration	269,533	-
Loss on canola contracts	46,775	-
Interest on bank charges	578	-
Interest on marketable securities	(58,094)	-
Professional fees - legal, accounting and tax	62,616	-
Professional fees - other	7,640	-
Share of loss of equity-accounted investment	11,125	-
Travel	10,445	-
Unrealized market value adjustment	(120,721)	-
Income tax (recovery) expense	(116,568)	-
Net (Loss) Income and Comprehensive (Loss) Income	(369,606)	-

Balance Sheet / Financial Position

Assets

Current

Cash and cash equivalents	1,510,470	-
Marketable securities	12,805,905	-
Current portion of canola interest	990,014	-

Trade and other receivables	2,593,389	500
Non-Current		
Canola interests	5,022,968	-
Investment in input limited partnerships	860,746	-
Liabilities		
Trade and other payables	399,382	-

About the Qualifying Transaction

Immediately prior to the Amalgamation, and subject to regulatory approval, WB II will: (a) change its name to "Input Capital Corp." and (b) consolidate its share capital on a basis of one post-consolidation WB II common share for every 16 WB II common shares existing immediately before the consolidation (the "Consolidation"). The Consolidation is intended to equalize the value of the WB II common shares with that of the Input common shares. Shareholders of WB II approved the Consolidation and the name change at an annual and special meeting of the shareholders held on June 5, 2013.

Pursuant to the Amalgamation Agreement, WB II Subco and Input will amalgamate under the provisions of The Business Corporation Act (Saskatchewan) to form Amalco, a wholly-owned subsidiary of WB II. On the effective date of the Amalgamation (the "Effective Date"):

- each outstanding Input common share will be exchanged for one post-Consolidation WB II common share;
- subject to receipt of all required regulatory approvals, each outstanding Input option ("Input Option") outstanding immediately before the Effective Date will be exchanged for one Resulting Issuer option ("Input Replacement Option") with such Input Replacement Option having the same terms as the Input Option being exchanged. The exercise price for each Resulting Issuer common share underlying the Input Replacement Option will be equal to the exercise price per Input common share under the Input Option in effect immediately prior to the Amalgamation;
- each holder of an Input warrant ("Input Warrant") outstanding immediately before the Effective Date shall surrender for cancellation the Input Warrant and Amalco shall cancel the Input Warrants;
- in consideration of WB II's issuance of WB II common shares referred to in (a) above, Amalco shall issue to WB II one Amalco common share for each WB II common share issued under (a) above; and
- WB II shall receive one fully paid and non-assessable Amalco common share for each one WB II Subco common share held by WB II, following which all such WB II Subco common shares shall be cancelled.

Pursuant to the Amalgamation Agreement, an aggregate of 34,795,523 WB II common shares at a deemed price of \$1.52 (on a post-Consolidation basis) will be issued to Input shareholders and an aggregate of 3,129,602 options will be issued to holders of

Input options. Upon completion of the Qualifying Transaction, WB II shareholders will hold less than 2.2% of the issued and outstanding Resulting Issuer common shares and Input shareholders will hold approximately 97.8% of the issued and outstanding Resulting Issuer common shares. On completion of the Qualifying Transaction, an additional 350,000 options will be issued to certain proposed directors and consultants of the Resulting Issuer. Such options will have an exercise price of \$1.28 per Resulting Issuer common shares. Unless otherwise determined by the board of directors of the Resulting Issuer, the term of such options granted shall not exceed eight (8) years from the date of grant.

On the Effective Date, the Resulting Issuer will own 100% of the issued and outstanding shares of Amalco. Amalco will (i) own or control all of Input's assets and be subject to all of Input's obligations and liabilities and (ii) own or control all of WB II Subco's assets and be subject to all of WB II Subco's obligations and liabilities.

Upon completion of the Qualifying Transaction, WB II shareholders will hold less than 2.2% of the issued and outstanding Resulting Issuer common shares and Input shareholders will hold approximately 97.8% of the issued and outstanding Resulting Issuer common shares.

Input shareholders approved the Amalgamation at a special meeting of the shareholders held on June 14, 2013. Approval of the TSX Venture Exchange is required prior to completion of the Qualifying Transaction.

Closing the Qualifying Transaction remains subject to the final approval of the TSX Venture Exchange and satisfaction of the conditions of the Amalgamation Agreement.

Arm's Length Qualifying Transaction

The Qualifying Transaction is an arm's length transaction.

Sponsorship

WB II and Input have obtained an exemption from the sponsorship requirements of the TSX Venture Exchange Inc. GMP Securities L.P. has agreed to provide a due diligence letter with respect to the Qualifying Transaction.

Conditional Approval from the TSX Venture Exchange

On July 2, 2013 the TSX Venture Exchange conditionally approved listing of additional common shares of the Resulting Issuer pursuant to the Qualifying Transaction.

Filing Statement

WB II has filed the Filing Statement today on SEDAR at www.sedar.com. Additional details regarding the Qualifying Transaction can be found in the Filing Statement.

Trading Halt and Closing of Qualifying Transaction

The WB II common shares are currently halted from trading at WB II's request and will remain so until closing of the Qualifying Transaction.

Subject to final acceptance of the TSX Venture Exchange and satisfaction of conditions in the Amalgamation Agreement, the Qualifying Transaction is scheduled to close on or about July 17, 2013.

Proposed Management and Board of Directors and Insiders of the Resulting Issuer

Following completion of the Qualifying Transaction, the following persons will be "Insiders", as defined by applicable securities laws, of the Resulting Issuer:

Doug Emsley - Director, Chairman, President and Chief Executive Officer

Mr. Emsley is the Chairman, President and Chief Executive Officer of Input. He also serves in a similar capacity at Assiniboia Capital Corp., which currently manages a \$150 million portfolio of Saskatchewan farmland on behalf of the investors in Assiniboia Farmland Limited Partnership, which owns and rents approximately 115,000 acres of Saskatchewan farmland to farmers. Mr. Emsley has a wide array of business and professional experience. He is the President of Emsley & Associates (2002) Inc., which operates an executive business centre in downtown Regina, Chairman and CEO of Security Resource Group Inc. (an IT and physical security firm), and Sabre West Oil & Gas Ltd. (an oil & gas company). Mr. Emsley previously built Vision Security & Investigations Inc. into the largest security firm in western Canada, before selling the company to Securitas Canada Limited.

Mr. Emsley is a director of the Bank of Canada, Greenfield Carbon Offsetters Inc., a start-up involved in the creation of carbon credits, the Public Policy Forum, and of the Saskatchewan Roughrider Football Club. He was previously a trustee of Royal Utilities Income Fund, then a TSX-listed income trust involved in the mining of thermal coal in western Canada, where he also served as Chair of the Audit Committee. Mr. Emsley has an MBA from York University in Toronto.

Brad Farquhar - Director, Executive Vice-President and Chief Financial Officer

Mr. Farquhar co-founded Input and Assiniboia Capital Corp. with Mr. Emsley and serves as a director, Executive Vice-President and Chief Financial Officer to Input and as Vice-President of Assiniboia Capital Corp. Mr. Farquhar is a trained financial planner and has completed the Canadian Securities Course of the Canadian Securities Institute. He received a Master of Public Administration degree in Electoral Governance from Griffith University in Australia, studied political science at Carleton

University, and completed a Bachelor of Arts in Liberal Arts at Providence College. He has been engaged as an international consultant on matters related to the conduct of elections in Central Asia, the Middle East, and the Caribbean. He has also been a part-time faculty member in the Department of Political Science at the University of Regina. Mr. Farquhar previously served as Executive Director of the Saskatchewan Party (a political party forming the Official Opposition in Saskatchewan), and as Executive Assistant to the Leader of the Opposition in Saskatchewan.

Mr. Farquhar is a Director of Greenfield Carbon Offsetters Inc., a start-up involved in the creation of carbon credits, the Frontier Centre for Public Policy, and Chair of the board of directors of SIM Canada. He is a former director of the International Centre for Human Rights and Democratic Development and the Regina & District Chamber of Commerce.

David A. Brown, Q.C. - Proposed Director

Mr. Brown is Counsel at Davies Ward Phillips & Vineberg LLP. Mr. Brown served as chairman and Chief Executive Officer of the Ontario Securities Commission (OSC) from April 1998 to June 2005. Prior to joining the OSC, he was a senior corporate law partner with a predecessor firm to Davies Ward Phillips & Vineberg for 29 years, focusing on mergers and acquisitions, corporate finance and reorganization. He is a Director and Member of the Funds Advisory Board at Invesco Trimark Group of Mutual Funds and a Member of the Investment Advisory Board at Westerkirk Capital Inc. In addition, Mr. Brown is a member of the Dean's Advisory Council at the Wilfrid Laurier School of Business and Economics, the founding chair of the Council of Governors for the Canadian Public Accountability Board, and a standing Member of the Audit and Assurances Standards Oversight Council. Mr. Brown is a past chair of the Technical Committee and a member of the Executive Committee of the International Organization of Securities Commissions. He was appointed Queen's Counsel in 1984, a member of the Order of Canada in 2009 and he received the Queen's Jubilee Medal in 2012. Mr. Brown received an honorary doctorate of laws from McMaster University in 2005, his LL.B from the University of Toronto in 1966 and his Bachelor's degree in Civil Engineering from Carleton University in 1963.

David Laidley - Proposed Director

Mr. Laidley is Chairman Emeritus of Deloitte LLP (Canada), an audit and financial services firm, where he was a partner from 1975 until his retirement in 2007. Mr. Laidley served as Chairman of Deloitte LLP from 2000 to 2006 and during that time, he also served on the Global Board of Deloitte Touche Tohmatsu as well as its Governance Committee and he chaired its Audit Committee. As a chartered accountant, he has enjoyed a distinguished career spanning 40 years with Canada's largest professional services firm, with specialization in its tax and audit practices. Applying his background in tax, he has counseled many clients in the areas of corporate reorganizations, acquisitions and divestitures. Mr. Laidley serves on the boards of Aimia Inc., EMCOR Group Inc., ProSep Inc., Bank of Canada, Nautilus Indemnity Holdings Limited (where he is Chairman), and on a number of other boards of private institutions and foundations. Mr. Laidley is a Fellow of the Ordre des comptables professionnels agréés du Québec (CPA) and holds a Bachelor of Commerce degree from McGill University.

Dr. Lorne Hepworth - Proposed Director

Dr. Hepworth is President of CropLife Canada, the national trade association representing developers, manufacturers and distributors of plant science innovations for use in agriculture, urban and public health settings. Dr. Hepworth is currently the Chair of the Board of Genome Canada, a member of the Board of CARE Canada and on the Canadian International Food Security Research Fund Scientific Advisory Committee. He is also a member of the Independent Review Committee for Assiniboia Farmland Limited Partnership. He recently served on the Expert Panel on Sustainability Management of Water in Agriculture. He has served as a member of the Advisory Board of the National Research Council of Canada, Plant Biotechnology Institute, the Canadian Agri-Food Research Council, the federal Pest Management Advisory Committee and National Biotechnology Advisory Committee. A graduate of the Western College of Veterinary Medicine at the University of Saskatchewan (1971), Dr. Hepworth was a veterinarian in Alberta and Saskatchewan until 1982, when he was elected to Saskatchewan's Legislative Assembly. He subsequently served nine years in Cabinet, during which he was minister of Agriculture, Education, Finance, and Energy and Mines. From 1993 to 1997, he held several executive positions with the Canadian Agra group of companies specializing in agri-food/feed production, processing and marketing.

Gord Nystuen - Vice-President, Market Development

Mr. Nystuen is the Vice-President, Market Development of Input. He has played an important role in the development and growth of Input's canola streaming business. He has an extensive background in a variety of senior roles in the Saskatchewan Government, including Vice-President, Corporate Affairs, at Saskatchewan Power Corporation, Deputy Minister of Agriculture, Chief of Staff to the Premier, Chairman of Saskatchewan Crop Insurance Corporation, and a variety of other roles in transportation, gaming, health, and finance. He has also been a director of the Saskatchewan Trade & Export Partnership (STEP) and the Saskatchewan Agrivision Corporation. Prior to his roles in government, Mr. Nystuen had a background in commercial and agricultural lending. Mr. Nystuen is a director of Avena Foods Ltd., a specialized oat processor based in Regina. He grew up on a farm near Naicam, Saskatchewan, and is a partner in Golden Acres Seed Farm. In 2009, Mr. Nystuen managed a project for Assiniboia Capital Corp. on behalf of a large corporate client conducting a \$20 million land acquisition program in Saskatchewan.

Prescribed Language

Completion of the Qualifying Transaction is subject to a number of conditions, including but not limited to, TSX Venture Exchange acceptance. Where applicable, the Qualifying Transaction cannot close until the required approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement 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. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.

ANY SECURITIES REFERRED TO HEREIN WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "1933 ACT"), AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OR TO A U.S. PERSON IN THE ABSENCE OF SUCH REGISTRATION OR AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE 1933 ACT.

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Notice on forward-looking statements

This release includes forward-looking statements regarding WB II, Input, and their respective businesses. Such statements are based on the current expectations of the management of each entity. The forward-looking events and circumstances discussed in this release, including completion of the Qualifying Transaction, may not occur and could differ materially as a result of known and unknown risk factors and uncertainties affecting the companies, including risks regarding the agricultural commodity streaming industry, economic factors and the equity markets generally. No forward-looking statement can be guaranteed. Except as required by applicable securities laws, forward-looking statements speak only as of the date on which they are made and WB II and Input undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise

WB II is a capital pool company governed by the policies of the TSX Venture Exchange. WB II's principal business is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction.

Contact Information:

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