



Boart Longyear Limited
ABN 49 123 052 728

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Adelaide Airport
South Australia 5950, Australia
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www.boartlongyear.com

ASX ANNOUNCEMENT (ASX:BLY)

24 September 2021

BOART LONGYEAR RECAPITALISATION UPDATE – COMPLETION OF RECAPITALISATION

Boart Longyear Limited (**ASX:BLY**) (**Boart Longyear** or the **Company**) is pleased to advise that the implementation of the Company's comprehensive recapitalisation (**Recapitalisation**) is now complete.

Boart Longyear CEO Jeff Olsen said "It is a great day in the history of Boart Longyear. The Company has a long and proud history of being a market leader to the mining and exploration drilling and tooling sectors. The Recapitalisation has created a sustainable capital structure and will provide the 'new' Boart Longyear with a strong footing to capitalize on the upswing in the mining and exploration sectors." Mr Olsen went on to say, "The Company implemented the balance sheet restructuring to increase financial flexibility, and I am confident we will now be in a position to unlock additional opportunities to partner with our valuable and diversified global customer base."

Implementation of the Creditors' Schemes

Pursuant to the terms of Creditors' Schemes, which were approved by the Supreme Court of New South Wales on 16 September 2021, approximately US\$830 million of debt and accrued interest costs (**Discharged Debt**) has been cancelled in exchange for Company equity as described below. The Discharged Debt was owed by the Boart Longyear group to the holders of Term Loan A debt, Term Loan B debt, Senior Secured Notes (**SSNs**) and Senior Unsecured Notes (**SUNs**), as described in the Notice of Extraordinary General Meeting dated 29 July 2021. The obligations of the Boart Longyear group under the Term Loan A debt, Term Loan B debt, SSNs and SUNs have now been cancelled in exchange for the issue by the Company of:

- 290,613,743 ordinary shares in the Company (**Shares**) to the scheme creditors under the Creditors' Schemes; and
- 32,782,148 New Warrants to SUNs holders under the Unsecured Creditors' Scheme.

Completion of refinance of incremental short-term facility and backstop ABL facility

The Company has drawn down on its five-year, US\$115 million term loan facility, as announced on 9 September 2021, with HPS Investment Partners, LLC, Blue Torch Capital LP and other financial institutions to fully repay:

- Incremental, short term US\$50 million credit facility with Corre Partners Management, First Pacific Advisors, Nut Tree Capital Management, and certain other financial institutions affiliated therewith; and



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- Existing backstop ABL/Term Loan creditor facility with Centerbridge and others.

Issue of Shares under Share Purchase Plan

The Company has today issued 878,169 Shares to participating shareholders under the Share Purchase Plan, raising A\$2,178,000 in aggregate. The Company thanks participating shareholders for their ongoing support.

Buy-back and cancellation of Shares under Selective Buy-Back

The Company announces that it has accepted the valid tender offers received by the Company from eligible shareholders under the Selective Buy-Back, which are in respect of an aggregate of 2,562 Shares, expressed on a post share consolidation basis (**Buy-Back Shares**).

The Buy-Back Shares have been purchased by the Company and cancelled with effect on 24 September 2021. The Company will dispatch to shareholders whose Shares have been bought back a statement confirming the number of their Shares bought back.

If the relevant shareholder had a direct credit authority to an Australian or New Zealand Bank account recorded in the Company's share register at the closing date for the Selective Buy-Back then the proceeds payable to that shareholder under the Selective Buy-Back will be credited to that nominated bank account.

If a shareholder whose Shares have been bought back under the Selective Buy-Back did not have a direct credit authority to an Australian or New Zealand Bank account recorded in the Company's share register then the shareholder should contact the Company's Share Registry on 1800 761 663 or go to www.linkmarketservices.com.au to provide details of a bank account into which the proceeds will be paid.

Director Nomination Agreements

In accordance with the Restructuring Support Agreement dated 12 May 2021, the Company has entered into director nomination agreements with Centerbridge and the members of the Ad Hoc Group.

Under the director nomination agreements, based on their respective percentage ownership of the Company following the Recapitalisation, Centerbridge and the Ad Hoc Group will have the following rights to nominate directors to the Company's Board:

- Centerbridge is entitled to nominate up to 5 persons for appointment to the Board of the Company; and



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- The Ad Hoc Group (in aggregate) is entitled to nominate up to 3 persons for appointment to the Board of the Company.

Re-domiciliation

As announced on 8 September, the members' scheme of arrangement to implement the re-domiciliation of the Company to Canada (**Re-domiciliation Scheme**) was approved by the Company's shareholders at the scheme meeting held on 8 September.

Subject to the Supreme Court of New South Wales approving the Re-domiciliation Scheme at a hearing scheduled for 28 September 2021, it is expected that the Re-domiciliation will be implemented on Tuesday, 5 October 2021.

Shareholders who have any questions about the Re-domiciliation should contact the Shareholders' Information Line on 1300 540 303 (within Australia) or +61 2 9066 4083 (from outside Australia) between 9:00 am to 5:00 pm (Sydney time), Monday to Friday.

Indicative timetable for Re-domiciliation

Set out below is an indicative timetable for the Re-domiciliation.

Event	Date
Re-domiciliation Scheme Second Court Hearing	Tuesday, 28 September 2021
Re-domiciliation Scheme Effective Date	Wednesday, 29 September 2021
<i>(if Re-domiciliation Scheme is approved by the Court and all other conditions precedent to the Re-domiciliation Scheme are satisfied or waived)</i>	
New BLY Parent admitted to official list of ASX; New BLY Parent CDIs begin trading on ASX on a deferred settlement basis	Thursday, 30 September 2021
Re-domiciliation Scheme Record Date	Friday, 1 October 2021
Re-domiciliation Scheme Implementation Date	Tuesday, 5 October 2021
New BLY Parent CDIs begin trading on a normal (T+2) settlement basis	Wednesday, 6 October 2021

Note: The dates in the timetable above are indicative only and, among other things, the dates for the Re-domiciliation Scheme are subject to the satisfaction or waiver (if applicable) of the conditions precedent to the Re-domiciliation Scheme, and are subject to change. Any variation to the timetable above will be announced to ASX.

Authorised for lodgement by:

Nora Pincus,
Company Secretary



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About Boart Longyear

Established in 1890, Boart Longyear is in its 131st year as the world's leading provider of drilling services, orebody-data-collection technology, and innovative, safe and productivity-driven drilling equipment. With its main focus in mining and exploration activities spanning a wide range of commodities, including copper, gold, nickel, zinc, uranium, and other metals and minerals, the company also holds a substantial presence in the energy, oil sands exploration, and environmental sectors.

The Global Drilling Services division operates for a diverse mining customer base with drilling methods including diamond coring exploration, reverse circulation, large diameter rotary, mine dewatering, water supply drilling, pump services, production, and sonic drilling services.

The Geological Data Services division utilises innovative scanning technology and down-hole instrumentation tools to capture detailed geological data from drilled core and chip samples. This valuable orebody knowledge gives mining companies the ability to make timely decisions for more efficient exploration activities.

The Global Products division offers sophisticated research and development and holds hundreds of patented designs to manufacture, market, and service reliable drill rigs, innovative drill string products, rugged performance tooling, durable drilling consumables, and quality parts for customers worldwide.

Boart Longyear is headquartered in Salt Lake City, Utah, USA, and listed on the Australian Securities Exchange in Sydney, Australia (ASX:BLY). More information about Boart Longyear can be found at www.boartlongyear.com. To get Boart Longyear news direct, follow us on [Twitter](#), [LinkedIn](#) and [Facebook](#).

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