

31 January 2023

Market Announcements Office
Australian Securities Exchange Limited
Level 40
Central Park
152-158 St George's Terrace
PERTH
WA 6000

Dear Sir/Madam,

First Supplementary Target's Statement – Off-market takeover bid by Mineral Resources Limited

We refer to the off-market takeover offer by Mineral Resources Limited ACN 118 549 910 (**MinRes**) under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all of the fully paid ordinary shares in Norwest Energy NL ACN 078 301 505 (ASX:NWE) (**Norwest**) which MinRes does not already own.

We **attach**, in accordance with section 647(3)(b) of the Corporations Act, a copy of Norwest's first supplementary target's statement (**First Supplementary Target's Statement**).

The First Supplementary Target's Statement is being lodged today with the Australian Securities and Investments Commission and served on MinRes.

If Norwest shareholders have any queries regarding the MinRes takeover offer, they can contact the Norwest shareholder information helpline on 1300 916 770 (inside Australia) or +61 (3) 9415 4265 (outside Australia) between 8.30 am and 5.00 pm (AEDT) Monday to Friday.

This announcement has been approved and authorised for release by the board of Norwest.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Iain Smith', is written over a light blue horizontal line.

Iain Smith
Managing Director
Norwest Energy NL



Supplementary Target's Statement

in connection with the off-market takeover offer by Mineral Resources Limited for all the ordinary shares in Norwest Energy NL ACN 078 301 505 that it does not already own.

1 Introduction

This document is a supplementary target's statement under section 644 of the Corporations Act. It is the first supplementary target's statement (**Supplementary Target's Statement**) issued by Norwest Energy NL ACN 078 301 505 (**Norwest** or the **Company**) in relation to the off-market takeover bid (**Offer**) made by Mineral Resources Limited ACN 118 549 910 (**MinRes**) for all of the ordinary fully paid shares in Norwest that it does not already own.

This Supplementary Target's Statement supplements, and should be read together with, Norwest's Target's Statement dated 10 January 2023 in relation to the Offer (**Target's Statement**). Unless defined in this Supplementary Target's Statement or the context requires otherwise, terms defined in the Target's Statement have the same meaning in this Supplementary Target's Statement. The annexures to this Supplementary Target's Statement form part of this Supplementary Target's Statement.

It is important that you read the Target's Statement and this Supplementary Target's Statement in their entirety before making any investment decision and any decision relating to the Offer.

If you have any queries in relation to the Offer, you can contact Norwest's shareholder information helpline on 1300 916 770 (within Australia) or +61 (3) 9415 4265 (outside Australia) between 8.30 am and 5.00 pm (AEDT) Monday to Friday.

2 Norwest Directors Recommend that Shareholders **ACCEPT** the Revised Offer

On 24 January 2023, MinRes announced that it has agreed with Norwest to:

- improve the consideration offered under its off-market takeover bid for all of the Norwest Shares it does not already own such that Shareholders will now receive one MinRes Share for every 1,300 Norwest Shares held (the **Revised Offer**);
- waive the defeating condition to its Offer such that the Revised Offer is now unconditional;
- accelerate the payment terms so that accepting Shareholders receive MinRes Shares within seven (7) Business Days of acceptance of the Revised Offer (or, in respect to Shareholders who have already accepted the Offer, within seven (7) Business Days

of the dispatch of notices of variation effecting the improved consideration pursuant to the Revised Offer; and

- extend the closing date for the Revised Offer to 20 February 2023 to allow more time for Shareholders time to accept, noting that Shareholders who have already accepted the Offer will benefit from the terms of the Revised Offer.

As a result of obtaining these commitments by MinRes, Norwest announced on 24 January 2023 that the Directors now recommend that Shareholders **ACCEPT** the Revised Offer, in the absence of a superior proposal emerging. The reasons for the change in the recommendation of the Directors are set out in section 3 below.

Further, each Director intends to **ACCEPT** the Revised Offer in relation to any Norwest Shares they own or control (including those that may be issued on exercise of Norwest Options and vesting of Norwest Performance Rights), again in the absence of a superior proposal.

Although the Directors have now unanimously recommended that Shareholders accept the Revised Offer, there may be a number of reasons as to why you may not wish to do so. A summary of those reasons are set out in section 4 below.

Norwest confirms that no superior proposal has emerged since the announcement by MinRes of its Offer on 16 December 2022.

A copy of Norwest's announcement to ASX of 24 January 2023 is attached as **annexure A**.

3 Why you should **ACCEPT** the Revised Offer

The Directors gave careful consideration to the advantages and disadvantages of the Revised Offer before deciding to change their recommendation to Shareholders in relation to the Offer.

Your Directors believe that the consideration offered by MinRes under the Revised Offer now provides appropriate consideration to Shareholders for their Norwest Shares having regard to the following:

- The Revised Offer represents an attractive premium to Norwest historical trading values;
- The Revised Offer provides Shareholders with an opportunity to retain exposure to any upside (albeit at a reduced level) from the Lockyer project but with reduced exposure to the potential downside;
- By not accepting the Revised Offer, Shareholders risk becoming minority shareholders in an entity controlled by MinRes;
- No superior proposal has emerged at this time and the Revised Offer represents a liquidity opportunity to sell Norwest Shares; and
- The Norwest Share price may fall if the Revised Offer is unsuccessful.

Further details regarding the reasons for the change in the recommendation of Directors to the Offer are set out below.

Your Directors acknowledge that each Shareholder's risk profile, investment strategy, tax position and financial circumstances are different and recommend Shareholders obtain

financial advice from their broker or financial adviser on the Revised Offer and taxation advice on the effect of accepting the Revised Offer.

3.1 The Revised Offer represents an attractive premium to Norwest historical trading values

Your Directors regard the upcoming drilling program as having potential to the upside and risk to the downside. With EP 368 / EP 426 having the benefit of only one exploration well drilled by the joint venture (at Lockyer Deep-1) and the other exploration leads on the permits not being considered by Norwest to be sufficiently mature at this stage to be drillable prospects, the Norwest Directors believe that the Revised Offer provides Norwest shareholders with the ability to realise an attractive premium to recent and historic trading levels for Norwest Shares whilst retaining exposure (albeit a reduced level) to the exploration, appraisal and (if applicable) development of the Lockyer discovery.

Based on the closing price of MinRes Shares on the date its Revised Offer was announced to ASX on 24 January 2023, the Revised Offer equates to an implied offer price of 7.41 cents per Norwest Share and provides an implied equity valuation for Norwest of \$497 million on an undiluted basis (or \$523 million on a fully diluted basis), an approximately 23.5% increase to the \$403 million implied undiluted equity value of the initial Offer based on the MinRes closing price as at 15 December 2022.¹

As at the date that the Revised Offer was announced to ASX, the implied value of the Revised Offer represented a:

- 65% premium to the closing price of Norwest Shares on 15 December 2022, being the date before the Offer from MinRes was announced;
- 57% premium to the 1-month VWAP of Norwest Shares on the same date;
- 57% premium to the 3-month VWAP of Norwest Shares on the same date; and
- 37% premium to the 52 week high price of Norwest Shares on the same date.

As at 27 January 2023, the implied value of the Offer (based on the closing price of MinRes Shares of \$92.16 on 27 January 2023) was 7.09 cents per Norwest Share. Shareholders should be aware that the implied value of the Offer is dependent on the price of MinRes Shares and will fluctuate over time.

In this regard, you should note that in addition to its Perth Basin energy interests, MinRes is a crushing contractor, pit-to-port mining services provider, hard rock lithium producer, iron ore producer and the largest holder of onshore gas acreage in the Carnarvon Basin. Accordingly, the price of MinRes Shares is impacted by the performance of other parts of MinRes' business which are unrelated to its Perth Basin energy interests. As such, by accepting the Revised Offer, you should consider that you will reduce your exposure to the Lockyer project and any additional exploration upside (whilst acquiring exposure to the performance of MinRes' other business units, including possible synergies arising from integration of the Lockyer project with the activities of those business units).

¹ Based on 6,713,571,592 Norwest Shares on issue and the closing price of MinRes Shares on 24 January 2023 of \$96.28.

Your Directors also note that:

- Shareholders who accept the Revised Offer by its scheduled closing date of 20 February 2023 will be entitled to receive MinRes' interim dividend in respect to the first half of the 2022/23 financial year;
- Energy Resources Ltd (**EnRes**), a wholly-owned subsidiary of MinRes, holds the remaining 80% and 77.78% respective interests in EP 368 and EP 426, and is the operator of both joint ventures, such that the Revised Offer consideration enables Shareholders to retain exposure to the potential of Lockyer and the exploration potential associated with EP 368 and EP 426 generally (albeit at a reduced level of exposure to those Perth Basin assets due to MinRes' other business interests);
- MinRes has agreed to accelerate payment terms so that accepting Shareholders receive MinRes Shares within seven (7) Business Days of acceptance of the Revised Offer (or, in respect to Shareholders who have already accepted the Offer, within seven (7) Business Days of the dispatch of notices of variation effecting the improved consideration pursuant to the Revised Offer);
- Shareholders who accept the Revised Offer will not be required to pay any stamp duty or brokerage on the disposal of their Norwest Shares or on the acquisition of MinRes Shares under the Revised Offer; and
- Shareholders who accept the Revised Offer may be eligible for capital gains rollover relief (subject to individual shareholder circumstances) if MinRes is able to acquire at least 80% of all Norwest Shares. See section 8.5 of the Target's Statement for further information on the potential taxation implications of the Revised Offer for Norwest shareholders.

3.2 The Revised Offer provides Shareholders with an opportunity to retain exposure to any upside (albeit at a reduced level) from the Lockyer project but with reduced exposure to the potential downside

As set out in the Target's Statement, a back-to-back two well drilling program at Lockyer Deep-2 and North Erregulla Deep-1 is scheduled to commence in the coming months, with the spudding of Lockyer Deep-2 presently targeted for late March 2023. The two-well program is designed to confirm the presence of gas across the greater Lockyer structure.

Furthermore, a large 3D seismic survey is currently in progress which is expected to provide valuable insights into the detailed subsurface characteristics of the Lockyer gas discovery to guide late-stage appraisal drilling, resource definition, reservoir modelling and development planning. The survey is also expected to improve structural definition of certain exploration leads which may become potential candidates for future exploration drilling.

If gas can be demonstrated to extend across the greater Lockyer structure, then Norwest believes a large gas resource is likely to be confirmed (which Norwest believes may exceed its previously stated pre-drill high case estimate by a significant margin). Having regard to the implied value for gas resources that bidders are currently offering for neighbouring Perth Basin gas company Warrego Energy Ltd, a successful outcome with the upcoming program may be expected to have a material positive impact on the value of Norwest's Perth Basin portfolio if significant gas reserves and/or contingent resources are proven up.

Whilst the reported results of the various exploration and appraisal drilling of other north Perth Basin operators have to date been positive, and your Directors remain confident of the chances of success for the upcoming drilling program, there remains a degree of geological risk and there can be no guarantee that the program will be successful in confirming the presence of gas across the greater Lockyer structure. Of relevance, ASX-listed Beach Energy Limited (which has interests in the Waitsia project in the Perth Basin) has reported in its quarterly activities report for the period ended 31 December 2022² a dry Waitsia well and an 11% reduction in Perth Basin net 2P reserves (which was expressed to be primarily due to the increased structural complexity in the Waitsia field and poor reservoir quality in the High Cliff reservoir at Waitsia). Beach Energy Limited also reported a dry exploration well at Elegans-1 and that the Gynatrix-1 exploration well intersected 6 metres of net gas pay across a 37 metre gross section in the target Kingia reservoir, although it was noted that these were regarded as being higher-risk prospects. For further details, Shareholders should refer to Beach.

In considering the Offer and the Revised Offer, your Directors have assessed the prospects of the upcoming program being successful against the relative certainty provided by the consideration that Shareholders would receive if they accept the Revised Offer. In conducting this assessment, a number of factors have been considered, including the following:

- Post drilling and testing of the LD-1 well, Norwest stated that the areal extent of the Lockyer discovery could be as great as 102 km², based on the unexpectedly large interpreted gas column (see Norwest ASX Announcements of 22 November 2022 and 22 September 2021) and stated that the results exceeded pre-drill expectations.
- After analysis of well testing results, Norwest stated that approximately 30 Bcf gas in place per km² is interpreted to be present at the Lockyer Deep-1 location, and that the recovery factor is estimated by Norwest to be in the range of 75% to 85% (see Norwest ASX Announcements of 29 July 2022 and 22 November 2022³).
- The Lockyer Deep-2 (**LD-2**) well (presently targeted to spud in late March 2023) is an appraisal well, as a downdip step-out from the LD-1 discovery, and in the success case may prove up the presence of gas across an area of up to 22 km² (being the area in the northern sector of the greater Lockyer structure that is mapped as being above the interpreted free-water line).
- The North Erregulla Deep-1 exploration well (spudding immediately after LD-2 is completed) is estimated by Norwest to have a geological chance of success (Kingia gas)⁴ in encountering and recovering gas from the Kingia reservoir target at the crestal location of North Erregulla Deep-1 of 74%. The well will test a prospective area estimated at 80km², being the area in the southern sector of

² FY23 Second Quarter Activities Report released by Beach Energy Limited to ASX dated 31 January 2023.

³ Norwest confirms that it is not aware of any new information or data that materially affects the information included in these announcements and that all the material assumptions and technical parameters underpinning those announcements continue to apply and have not materially changed.

⁴ 'GCoS' or geological chance of success is a probabilistic determination that takes into account the estimated probability of the discovery of moveable hydrocarbons and the recovery of hydrocarbons to surface. Contributing factors are the presence and effectiveness of the various factors required for a successful hydrocarbon exploration well, including the presence of migrating hydrocarbons from mature source rocks, suitable reservoir rocks, and the existence of a sealing trap. GCoS is not a measure of the probability of economic success.

the greater Lockyer structure that is mapped as being above the interpreted free-water line at Lockyer Deep-1. For gas resources to be possible across the full 80km² area, similarly high Kingia formation reservoir pressures will need to be encountered in North Erregulla Deep-1 as were encountered in Lockyer Deep-1. Norwest considers that the primary geological risk for the North Erregulla Deep-1 well is the presence of cross-fault seal at the main Lockyer bounding fault.

If the results of the upcoming program do not support the proposition that gas extends across the greater Lockyer structure, then the value of a Norwest Share is likely to be lower than the price at which Norwest Shares are currently trading.⁵ Further, unexpected delays in completing the upcoming program may materially negatively impact the price at which a Norwest Share trades until the results of the program are known.

Your Directors believe that accepting the Revised Offer provides Shareholders with the opportunity to retain exposure (albeit a reduced level) to the potential of the Lockyer discovery, and the exploration potential associated with EP 368 and EP 426 generally, whilst reducing their exposure to the risk that the upcoming program is unsuccessful.

Further, successfully consolidating ownership of the Lockyer project within MinRes may significantly reduce future project funding, timing, commercial and development risks associated with Norwest's participation in the Lockyer project.

3.3 By not accepting the Revised Offer, Shareholders risk becoming minority shareholders in an entity controlled by MinRes

Prior to announcing the Offer, MinRes held 19.9% of the Shares in Norwest. As at 27 January 2023, MinRes has announced that it holds 20.9% of the Shares in Norwest.

Your Directors consider that having regard to the significant appreciation in the value of MinRes Shares since the Offer was announced and therefore the implied value of the Revised Offer, a sufficient number of Shareholders may find the implied value of the Revised Offer sufficiently attractive such that MinRes may be successful in increasing its voting power in Norwest to a level that is sufficient to significantly influence, or even control, the composition of the Norwest Board regardless of the Directors' recommendation in relation to the Revised Offer.

If MinRes acquires more than 50% of the Norwest Shares on issue, it will be able to control the outcome of ordinary resolutions of Norwest Shareholders (including resolutions relating to the composition of Norwest's Board). Further, given historically low levels of voting at general meetings of Norwest Shareholders, it is possible that MinRes may practically be able to determine the outcome of ordinary resolutions put to Norwest Shareholders (including resolutions relating to the appointment and removal of directors) if it holds less than 50% of the Norwest Shares on issue, providing MinRes with effective control over Norwest. Your Directors do not regard such an outcome as being in the best interests of all Norwest Shareholders.

As noted above and in the Target's Statement, EnRes (a wholly-owned subsidiary of MinRes) holds the remaining 80% and 77.78% interests in EP 368 and EP 426 respectively and is the operator of both joint ventures.

⁵ See note 1 above.

Whilst Norwest only holds a minority interest in the EP 368 and EP 426 joint ventures, the joint operating agreements applicable to those joint ventures do provide Norwest with a high degree of protection and control as a result of:

- the "65% and minimum two parties" voting threshold required for the majority of decisions under the applicable joint operating agreements; and
- the fact that to progress towards production, the joint venture parties must unanimously agree the establishment of a production venture and may also need to agree each party's share of net equity gas via a unitisation process (noting that the Lockyer discovery may extend across two permits with different equity interest percentages).

However, if MinRes acquires sufficient voting power in Norwest to be able to significantly influence or control the composition of the Norwest board of directors, the effectiveness of these protections and controls may be reduced.

Whilst any replacement Norwest directors are obliged to act in a manner consistent with their fiduciary duties and have regard to the interests of all Shareholders, in such a scenario MinRes may be able to exert significant influence over Norwest's future activities, including in relation to the timing and scope of future exploration, appraisal and (if applicable) development of the Lockyer discovery, decisions associated with funding Norwest's share of expenditure associated with the future operations of the joint ventures, and Norwest's promotion of its business and activities to the investment community.

3.4 No superior proposal has emerged at this time and the Revised Offer represents a liquidity opportunity to realise value for your Norwest Shares

As at the date of this Supplementary Target's Statement, there is no other takeover offer for your Norwest Shares. Further, the Directors have received no superior proposal since the announcement of the Revised Offer by MinRes.

By accepting the Revised Offer, Shareholders will receive MinRes Shares as consideration under the Revised Offer. An investment in MinRes Shares is a significantly more liquid investment than an investment in Norwest Shares. In the six month period ending 15 December 2022 (the last day of ASX trading prior to the announcement of the Offer), the average daily turnover of MinRes Shares was approximately \$70.6 million per day, compared to the average daily turnover of Norwest Shares of approximately \$0.5 million per day.

Moreover, should MinRes be successful in acquiring a majority ownership in Norwest but not reach the compulsory acquisition threshold, there is a risk that the trading liquidity of Norwest Shares would be negatively impacted. In this instance, should you not accept the Revised Offer and remain a minority Shareholder, it may make it more difficult for you to sell your Norwest Shares.

3.5 The Norwest Share price may fall if the Revised Offer is unsuccessful

While the traded price of Norwest Shares on the ASX is subject to a range of factors (including the price implied by the Revised Offer), if a superior proposal does not emerge prior to the close of the Offer, there is a risk that the price of Norwest Shares may fall to

a lower price than the price at which it traded prior to the MinRes Offer being announced on 16 December 2022.

4 Reasons as to why you may not wish to accept the Revised Offer

Although the Directors have now unanimously recommended that Shareholders ACCEPT the Revised Offer, there may be a number of reasons as to why you may not wish to accept the Revised Offer, including:

- You may disagree with the unanimous recommendation of the Directors that the Revised Offer now provides appropriate consideration to Shareholders for Norwest Shares, having regard to:
 - the potential upside associated with the upcoming program successfully confirming the presence of gas across the greater Lockyer structure (see sections 1.1, 1.4 and 5.1 of the Target's Statement); and
 - the control premiums paid for other ASX-listed companies with exposure to Perth Basin Premian gas discoveries that have occurred in the last five years and the unique value that MinRes may be able to derive through consolidating ownership of EP 368 with EP 426 (see section 1.2 of the Target's Statement).
- Your risk profile may be such that you have a preference to retaining a greater level of exposure to any future upside associated with the Lockyer project and/or do not want exposure to the risks associated with MinRes' other businesses and commodities (see section 1.3 of the Target's Statement);
- You may believe that a superior proposal may emerge (see section 1.5 of the Target's Statement);
- You may find the tax consequences of accepting the Offer to be disadvantageous to you (see section 1.5 of the Target's Statement).

In referring back to these matters in the Target's Statement, Shareholders should be aware that MinRes has improved the consideration that is to be paid to Shareholders who accept into its Offer since the date that the Target's Statement was dispatched to Shareholders. This has led to your Directors updating their recommendation to Shareholders for the reasons set out in section 3 above.

5 Clarifications in respect of the Target's Statement

5.1 Offshore exports of LNG

In the Target's Statement, the Directors made reference to the possibility of exporting gas from the Perth Basin as LNG via the North West Shelf LNG facility in Karratha.⁶

Shareholders should be aware that Western Australia's domestic gas reservation policy announced in August 2020 continues to restrict the export of gas extracted from onshore wells.

⁶ See sections 1.2 and 1.4 of the Target's Statement.

Accordingly, whilst this policy remains on foot, the possibility of exporting gas as LNG is subject to the grant of an exemption by the Western Australian government. Such an exemption was granted to the Waitsia Stage 2 gas project in the Perth Basin in late 2020. In addition, in 2021 Black Mountain Energy Limited was granted an exemption for its Valhalla project in the Canning Basin of Western Australia.

The economic upside for Shareholders and MinRes Shareholders of exporting onshore gas is therefore subject to the future direction and application of Western Australia's domestic gas reservation policy to Norwest's Perth Basin portfolio.

Your Directors understand that the Western Australian government has recently advised that additional exemptions for export will not be granted while there remains a forecast of a domestic gas shortfall in the coming years. Notwithstanding this fact, your Directors also understand that the Western Australian government may grant further exemptions for export where exceptional circumstances are deemed to exist.

5.2 Transaction costs

As noted in section 8.4 of the Target's Statement, the Offer will result in Norwest incurring transaction costs that would not otherwise have arisen (including, without limitation, fees of external professional advisers to Norwest and costs associated with this Target's Statement) which, on the assumption that the Revised Offer is not varied, are currently not expected to exceed approximately \$11 million in aggregate. However the majority of these transaction costs are contingent on the outcomes of the Offer. If MinRes successfully acquires all of the Norwest Shares on issue pursuant to its Offer, then Norwest's transaction costs are expected to be approximately \$11 million. However, if MinRes only acquires voting power to 50.1% of Norwest pursuant to the Offer, then these transaction costs are likely to be approximately \$4.7 million. If MinRes does not acquire any additional Norwest Shares (other than those set out in MinRes's substantial holder notice lodged on 27 January 2023), then Norwest's transaction costs are likely to be approximately \$400,000.

5.3 Definition for 'TVDSS'

In section 9.1 of the Target's Statement, a definition is added for the acronym 'TVDSS' as follows:

'TVDSS the true vertical depth sub-sea, being the absolute vertical distance between the mean sea level and a specified depth-point within the wellbore'

6 Other ASX announcements

Since lodging the Target's Statement on 10 January 2023, Norwest has made the following ASX announcements:

- "Ensign Rig 970 Contracted for Lockyer Drilling Program", which was released to ASX on 23 January 2023 (a copy of which is attached in **annexure B**)
- "Norwest Directors Unanimously Recommend MinRes' Revised Offer", which was released to ASX on 24 January 2023 (a copy of which is attached in **annexure A**)
- "Quarterly Activities/Appendix 5B Cash Flow Report", which was released to ASX on 31 January 2023 (a copy of which is attached in **annexure C**)

7 Consents

As permitted by ASIC Class Order 13/521 (**Class Order**), this Supplementary Target's Statement contains statements that are made, or based on statements made, in documents lodged with ASIC or ASX (in compliance with the ASX Listing Rules). Pursuant to that Class Order, the consent of persons such statements are attributed to is not required for the inclusion of those statements in this Supplementary Target's Statement.

Any Shareholder who would like to receive a copy of any of the documents (or parts of the documents) that contain the statements which have been included pursuant to the Class Order may obtain a copy (free of charge) during the Offer Period by contacting Norwest's shareholder information helpline on 1300 916 770 (inside Australia) or +61 (3) 9415 4265 (outside Australia) between 8.30 am and 5.00 pm (AEDT) Monday to Friday. The copy will be provided within two Business Days of the request.

8 Authorisation

A copy of this Supplementary Target's Statement was lodged with ASIC on 31 January 2023 and provided to ASX. Neither ASIC, ASX nor any of their respective officers take any responsibility for the content of this Supplementary Target's Statement.

This Supplementary Target's Statement has been approved by a resolution passed by your Directors. Each of your Directors voted in favour of that resolution.

Date: **31 January 2023**

Signed for and on behalf of
Norwest Energy NL by



Mr Iain Smith
Managing Director

Annexure A - Norwest Directors Unanimously Recommend MinRes' Revised Offer

ASX Announcement

24 January 2023

Norwest Directors Unanimously Recommend MinRes' Revised Offer

Norwest Energy NL (**ASX: NWE**) (**Norwest**) has reached agreement with Mineral Resources Limited (**ASX: MIN**) (**MinRes**) on the terms on which the directors of Norwest will recommend Norwest shareholders accept MinRes' off-market takeover bid (**Offer**) for all of the fully paid ordinary shares (**Norwest Shares**) that MinRes does not already own.

Under these arrangements, MinRes has today agreed to improve the consideration for Norwest Shares under the Offer so that Norwest shareholders will now receive one fully paid ordinary MinRes share for every 1,300 Norwest shares held (**Revised Offer**). Based on the last closing price for MinRes shares on 24 January 2023, this equates to an implied offer price of 7.41 cents per Norwest share, a 65% premium on the undisturbed Norwest share price prior to the announcement of the MinRes takeover offer (as at 15 December 2022), and an implied equity valuation for Norwest of \$497 million¹.

MinRes has also agreed to waive the defeating condition to its Offer such that the Revised Offer will be unconditional, with payment terms being accelerated so that accepting shareholders receive MinRes shares within seven (7) business days of acceptance of the Revised Offer (or, in respect of Norwest shareholders who have already accepted the Offer, within seven business days of the dispatch of notices of variation effecting the improved consideration).

The closing date for the Revised Offer will be extended to 20 February 2023 to allow Norwest shareholders time to accept². Norwest shareholders who have already accepted the Offer will benefit from the terms of the Revised Offer. In addition, those Norwest shareholders, and any Norwest shareholders who accept the Revised Offer before the closing date of 20 February 2023, will be entitled to receive MinRes' interim dividend for 1H23.

Norwest's directors now unanimously recommend that Norwest shareholders **ACCEPT** the MinRes Revised Offer, in the absence of a superior offer. Each Norwest director has notified Norwest of their intention to **ACCEPT** the Revised Offer in relation to any Norwest Shares they own or control (including any that may be issued on vesting of Norwest performance rights or exercise of Norwest options), again in the absence of a superior proposal. The Norwest directors note that no superior offer has so far emerged.

Norwest Chairman Ernie Myers said: *"The Norwest Board is satisfied that MinRes' improved offer is now a good deal for shareholders, and in the absence of a superior offer, unanimously recommends shareholders should ACCEPT the Revised Offer before it closes."*

"We have worked with MinRes in the interest of our shareholders to achieve the valuation and terms reflected in its Revised Offer."

"The Revised Offer provides Norwest shareholders with an opportunity to maintain an interest in the Lockyer project through an investment in MinRes, being a company with significantly greater balance sheet strength and underpinned by a diverse portfolio of operations."

¹ Based on 6,713,571,592 Norwest Shares on issue and MinRes closing share price on 24 January 2023 of \$96.28.

² The Revised Offer may be further extended in accordance with the Corporations Act 2001 (Cth).

MinRes Managing Director Chris Ellison said: *“MinRes is delighted to have reached agreement on our Revised Offer to consolidate ownership of the Lockyer gas project.*

“I want to thank the Norwest Board for their constructive discussions and for recommending that shareholders ACCEPT our Revised Offer.

“I’m looking forward to welcoming current Norwest shareholders to MinRes and developing the Lockyer gas project together in the future.”

Authorised for release to ASX by the Board of Directors.

For further information please contact/follow Norwest Energy at:

Web: www.norwestenergy.com.au

Phone: +61 8 9227 3240

Email: info@norwestenergy.com.au

Investor Relations: [Luke Forrestal](#), [GRA Partners](#), [Mobile 0411 479144](#)

Annexure B -

Ensign Rig 970 Contracted for Lockyer Drilling Program

ASX Announcement

23 January 2023

Ensign Rig 970 Contracted for Lockyer Drilling Program

HIGHLIGHTS

- Ensign Rig 970 contracted to drill Lockyer-2 and North Erregulla Deep-1 wells
- Well pads nearing completion and regulatory approvals well advanced
- Targeting commencement of drilling during late March 2023

Perth Basin energy company Norwest Energy NL (ASX: NWE) ("Norwest" or the "Company") is pleased to advise that joint venture operator Energy Resources Limited ("EnRes") has executed a drilling contract with Ensign Australia Pty Ltd ("Ensign") for Ensign's Rig 970.

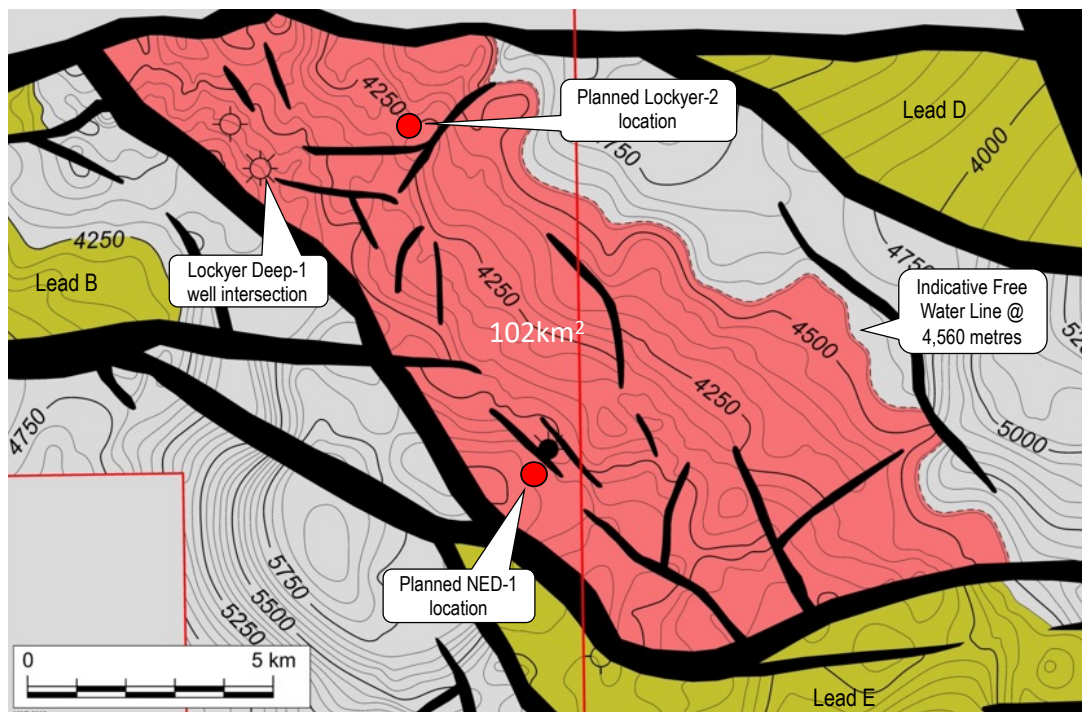


Figure: Lockyer structure top Kingia Fm. Depth Map with well locations

The first two wells to be drilled with Ensign Rig 970 will be Lockyer-2 and North Erregulla Deep-1, for which the well pads are nearing completion and final regulatory approvals are well advanced. These two wells will be drilled back-to-back with the spudding of Lockyer-2 targeting late March 2023, after mobilisation of rig to the North Perth Basin from the Northern Territory. Spudding of the North Erregulla Deep-1 well will follow immediately upon completion of drilling operations at Lockyer-2.

Norwest Energy **Managing Director, Iain Smith** commented: "Securing suitable rigs to tap the considerable potential of the high-margin Perth Basin Permian gas play has been a challenge, and we are therefore pleased that our joint venture Operator has been able to secure Ensign Rig 970 to facilitate the Lockyer drilling program.

We look forward to the results of the Lockyer-2 and North Erregulla Deep-1 wells, which are designed to confirm that the Lockyer structure hosts a very significant onshore conventional gas field.

Looking beyond the imminent drilling program, contingent Lockyer-3 and Lockyer-4 appraisal wells are in the planning phase with construction of the Lockyer-3 well pad already in progress".

The EP368 and EP426 Joint Ventures are comprised of the following participants:

EP368

Norwest Energy Ltd 20%
Energy Resources Ltd 80% (Operator)

EP426

Norwest Energy Ltd 22.22%
Energy Resources Ltd 77.78% (Operator)

Energy Resources Limited is a wholly owned subsidiary of Mineral Resources Limited (**ASX: MIN**).

Authorised for release to ASX by the Board of Directors.

For further information please contact/follow Norwest Energy at:

Web: www.norwestenergy.com.au

Phone: **+61 8 9227 3240**

Email: info@norwestenergy.com.au

Investor Relations: **Luke Forrestal, GRA Partners, Mobile 0411 479144**

Annexure C - Quarterly Activities/Appendix 5B Cash Flow Report

ASX Announcement

31 January 2023

DECEMBER 2022 QUARTERLY ACTIVITIES REPORT

QUARTERLY HIGHLIGHTS

- Off-market takeover offer made by Mineral Resources Ltd
- Execution of drilling contract for Ensign Rig 970, subsequent to the end of the quarter
- Preparations for drilling of Lockyer-2 and North Erregulla Deep-1 wells ongoing, with spud of Lockyer-2 targeted for late March 2023
- Commencement of 385 km² Rococo 3D seismic survey

Perth Basin energy company Norwest Energy NL (ASX: NWE) ("**Norwest**" or the "**Company**") is pleased to present its Quarterly Activities Report for the period ending 31 December 2022.

Off-Market Takeover Offer by Mineral Resources Ltd

A conditional off-market takeover offer was announced by Mineral Resources Ltd ("**MinRes**") on 16 December 2022 for all of the ordinary fully paid shares in the Company which it does not already own (**Offer**). Under the Initial Offer, subject to the defeating condition being satisfied, Norwest shareholders would receive one MinRes Share for every 1,367 Norwest shares held.

On 24 January 2023, Norwest reached agreement with MinRes on the terms on which the directors of Norwest would be prepared to recommend the Company's shareholders accept the Offer and MinRes subsequently announced its agreement to improve the consideration under its Offer so that Norwest shareholders will now receive one fully paid ordinary MinRes share for every 1,300 Norwest shares held (**Revised Offer**). MinRes also agreed to waive the defeating condition to its Offer such that the Revised Offer will be unconditional, to accelerate payment terms (so that accepting Norwest shareholders receive MinRes shares within seven (7) business days of acceptance of the Revised Offer) and to extend the closing date for the Revised Offer to 20 February 2023 to allow more time for Norwest shareholders to accept the Revised Offer. Accordingly, the Norwest Directors now unanimously recommend that shareholders accept the Revised Offer from MinRes, in the absence of a superior offer.

Lockyer Drilling Program

As announced on 23 January 2023 joint venture operator, Energy Resources Limited ("**EnRes**") has executed a drilling contract with Ensign Australia Pty Ltd ("**Ensign**") for Ensign's Rig 970.

The first two wells to be drilled with Ensign Rig 970 will be Lockyer-2 and North Erregulla Deep-1, for which the well pads are nearing completion and final regulatory approvals are well advanced. These two wells will be drilled back-to-back with the spudding of Lockyer-2 targeting late March 2023, after mobilisation of the rig to the North Perth Basin from the Northern Territory. Spudding of the North Erregulla Deep-1 well is expected to follow immediately upon completion of drilling operations at Lockyer-2.

Lockyer-2 is a downdip step-out appraisal well to the Lockyer Deep-1 discovery (refer Figure 1), aimed at confirming the extension of the discovery to the northeast. Northern and southern segments of the greater Lockyer structure are at this stage separately defined, due to the possibility of faulting across the structure with associated compartmentalisation of the greater Lockyer structure.

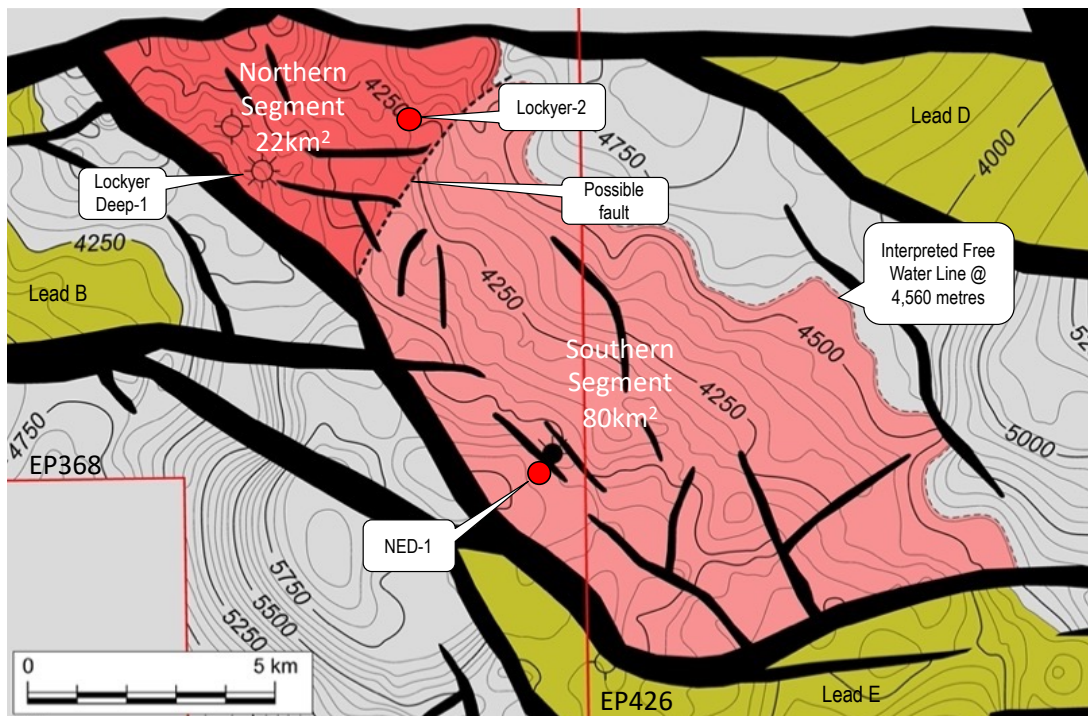


Figure 1: Greater Lockyer Structure top Kingia Fm. Depth Map with well locations

Being located within the northern segment, Lockyer-2 is targeting resources in a closure area of approximately 22km² above the interpreted freewater line at 4,560m TVDSS (True Vertical Depth Sub Sea). Based on the results of the Lockyer Deep-1 Kingia well test, there is estimated to be approximately 30 Bcf gas-in-place per km² in the immediate vicinity of Lockyer Deep-1, with an estimated recovery factor of 75% to 85%¹. Lockyer-2 has a planned total depth of 4,451m TVDSS.

The North Erregulla Deep-1 (NED-1) exploration well is expected to spud immediately after completion of the Lockyer-2 well, and has a planned Total Depth of 4,035m TVDSS. NED-1 is targeting a southern segment closure area of approximately 80km². The primary geological risk is cross-fault seal at the main Lockyer bounding fault to the west and south, and Norwest's estimate of the Geological Chance of Success (GCoS, Kingia gas) for NED-1 is 74%². Both Lockyer-2 and NED-1 in the success case will be cored within the primary Kingia reservoir section and will be production-tested and completed for production.

NED-1 will also test for oil potential within the Arranoo/Dongara/Wagina formations as a secondary objective, given that the North Erregulla-1 well (1967) recovered 38°API oil on test from low poro-perm sandstones.

Rococo 3D Seismic Program

The 385 km² Rococo 3D seismic survey (refer Figure 2) commenced in early December 2022. The survey is designed to provide a high resolution and high quality subsurface view of the greater Lockyer structure, providing valuable insight into the detailed subsurface form of the Lockyer gas discovery. The survey will also improve structural definition of exploration Leads A, B, and E, all of which may become potential candidates for future exploration drilling. Acquisition of the survey is anticipated to be completed early Q2 CY 2023, with final processed deliverables expected in early Q4 CY 2023.

¹ For further details, refer to Norwest's ASX announcements dated 29 July 2022, and 22 November 2022. Norwest confirms that it is not aware of any new information or data that materially affects the information included in those announcements and that all the material assumptions and technical parameters underpinning that announcement continue to apply and have not materially changed.

² 'GCoS' or geological chance of success is a probabilistic determination that takes into account the estimated probability of the discovery of moveable hydrocarbons and the recovery of hydrocarbons to surface. Contributing factors are the presence and effectiveness of the various factors required for a successful hydrocarbon exploration well, including the presence of migrating hydrocarbons from mature source rocks, suitable reservoir rocks, and the existence of a sealing trap. GCoS is not a measure of the probability of economic success. For NED-1 the estimated GCoS of 74% is Norwest's estimate of the probability of encountering and recovering gas at the NED-1 crestal location.

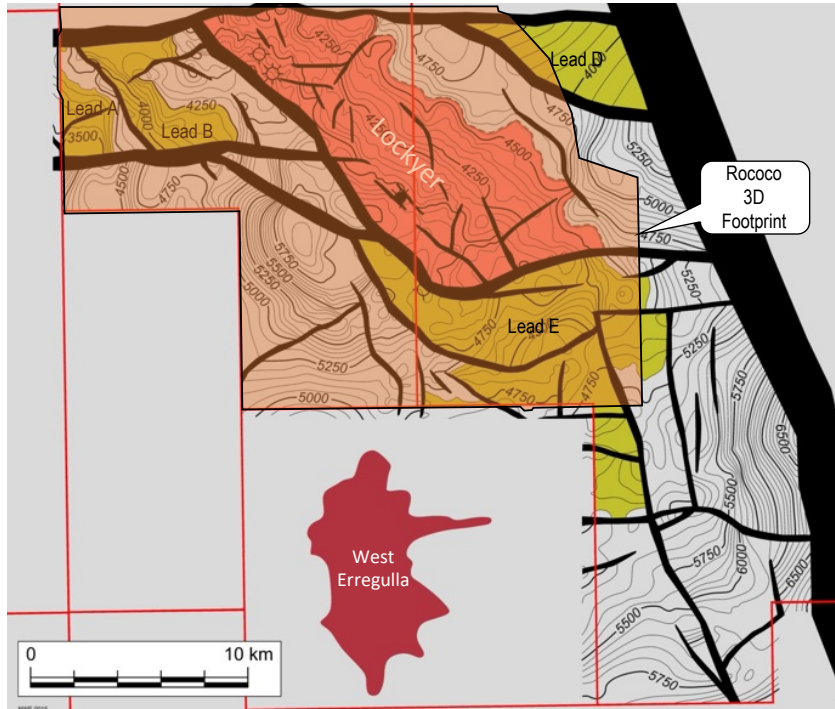


Figure 2: Rococo 3D Seismic Survey Footprint

Pilbara Clean Fuels Project Update

As announced on 20 September 2022, the Company holds a 20% equity interest in Pilbara Clean Fuels Pty Ltd (**PCF**), with an option to utilise a portion of the tolling capacity of the proposed Port Hedland eLNG plant (Project), currently in early-stage development. PCF expects to complete the pre-feasibility study being conducted by Technip Energies and other contractors by late March 2023.

In December 2022 PCF signed a Memorandum of Understanding with Oceania Marine Energy (**OME**), a company that is developing a marine bunkering service capability based on the charter and operation of purpose-designed LNG bunker vessels to be provided by Kanfer Shipping, Norway. OME's re-fuelling concept is ship-to-ship bunkering of Large Ore Carrier (**LOC**) vessels while at anchor off Port Hedland.

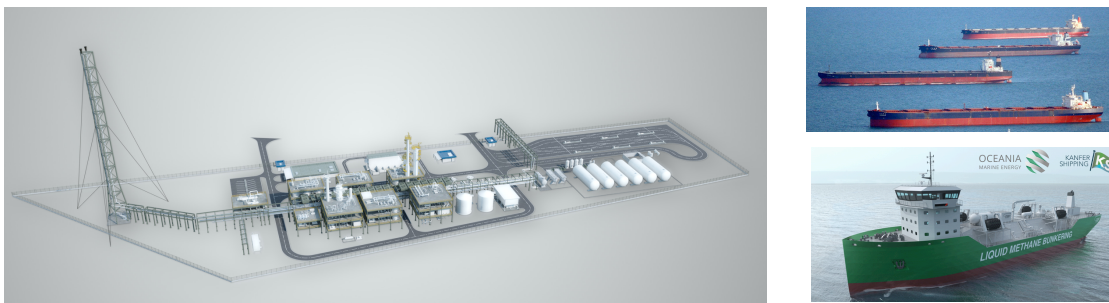


Figure: Images showing PCF's eLNG Plant Concept, OME's Bunker Vessel and LOC's at Anchor

PCF expects to be able to announce further commercial progress of the Project once the result of the initial pre-feasibility study conducted by Technip Energies is finalised, leading to further engagement with the WA State Government, Pilbara Ports Authority, international shipping industry, project investors and other stakeholders.

CORPORATE

Financial

The Company had cash and cash equivalents at 31 December 2022 of \$20,511,000.

NOTES PERTAINING TO QUARTERLY CASHFLOW REPORT (APPENDIX 5B)

Item 6.1: The aggregate amount of payments to related parties and their associates of \$173,000 relates to payments to directors, comprised of remuneration of the Managing Director and fees to the Non-Executive Directors.

ASX Listing Rule 5.3.3: Tenement Details

In accordance with ASX Listing Rule 5.3.3 the following table details Norwest Energy's interests in its oil and gas permits:

Tenement reference and location	Interest at beginning of quarter	Interest at end of quarter
EP368 Western Australia	20%	20%
EP426 Western Australia	22.22%	22.22%
TP/15 Western Australia	25%	25%*

* Pending permit surrender

The EP368 and EP426 Joint Ventures are comprised of the following participants:

EP368

Norwest Energy NL 20%
Energy Resources Limited 80% (Operator)

EP426

Norwest Energy NL 22.22%
Energy Resources Limited 77.78% (Operator)

Energy Resources Limited is a wholly-owned subsidiary of Mineral Resources Limited (**ASX: MIN**).

Authorised for release to ASX by the Board of Directors.

For further information please contact/follow Norwest Energy at:

Web: www.norwestenergy.com.au

Phone: +61 8 9227 3240

Email: info@norwestenergy.com.au

Investor Relations: [Luke Forrestal](#), [GRA Partners](#), [Mobile 0411 479144](#)

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

NORWEST ENERGY NL

ABN

65 078 301 505

Quarter ended ("current quarter")

31 DECEMBER 2022

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (6 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers	-	-
1.2 Payments for		
(a) exploration & evaluation (if expensed)	(26)	(49)
(b) development	-	-
(c) production	-	-
(d) staff costs	(241)	(529)
(e) administration and corporate costs	(192)	(554)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	13	13
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Government grants and tax incentives	-	-
1.8 Other (provide details if material)		
(a) Operator Management Fees	6	22
(b) Recoveries	32	68
1.9 Net cash from / (used in) operating activities	(408)	(1,029)
2. Cash flows from investing activities		
2.1 Payments to acquire:		
(a) entities	-	-
(b) tenements	-	-
(c) property, plant and equipment	-	-
(d) exploration & evaluation (if capitalised)	(7)	(985)
(e) investments	-	(300)

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (6 months) \$A'000
	(f) other non-current assets	-	-
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	(7)	(1,285)
3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	18
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	-
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	Net cash from / (used in) financing activities	-	18
4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	20,927	22,808
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(408)	(1,029)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(7)	(1,285)

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (6 months) \$A'000
4.4	Net cash from / (used in) financing activities (item 3.10 above)	-	18
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	20,512	20,512

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	1,922	2,349
5.2	Call deposits	18,532	18,520
5.3	Bank overdrafts	-	-
5.4	Other (provide details) Bank Guarantee Office Lease	58	58
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	20,512	20,927

6. Payments to related parties of the entity and their associates

- 6.1 Aggregate amount of payments to related parties and their associates included in item 1 Directors Remuneration and Managing Director Remuneration
- 6.2 Aggregate amount of payments to related parties and their associates included in item 2

**Current quarter
\$A'000**

173

0

Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

7. Financing facilities	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
<i>Note: the term "facility" includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.</i>		
7.1 Loan facilities		
7.2 Credit standby arrangements		
7.3 Other (please specify)		
7.4 Total financing facilities		
7.5 Unused financing facilities available at quarter end		
7.6 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		

8. Estimated cash available for future operating activities	\$A'000
8.1 Net cash from / (used in) operating activities (Item 1.9)	(408)
8.2 Capitalised exploration & evaluation (Item 2.1(d))	(7)
8.3 Total relevant outgoings (Item 8.1 + Item 8.2)	(415)
8.4 Cash and cash equivalents at quarter end (Item 4.6)	20,512
8.5 Unused finance facilities available at quarter end (Item 7.5)	-
8.6 Total available funding (Item 8.4 + Item 8.5)	20,512
8.7 Estimated quarters of funding available (Item 8.6 divided by Item 8.3)	49.43

8.8 If Item 8.7 is less than 2 quarters, please provide answers to the following questions:

1. Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?

Answer:

2. Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Answer:

3. Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer:

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date: 31 January 2023



Authorised by: Jo-Ann Long, Company Secretary

Authorised for release by: The Board of Directors – Norwest Energy NL

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.