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# Executive summary

Rio Tinto Gove Operations is a bauxite mine and alumina refinery located on the Gove Peninsula in remote North East Arnhem Land.

Significant infrastructure has been established in the region to support mining, including the Nhulunbuy township. The refinery ceased production in 2014 and demolition and remediation activities are underway. While bauxite is continuing to be mined this is expected to cease in approximately 2027.

EY has prepared this information memorandum for Rio Tinto, in partnership with Gumatj Aboriginal Corporation; Rirratjingu Aboriginal Corporation; the Northern Territory Government and Developing East Arnhem Limited (DEAL). The memorandum has been prepared for the purpose of outlining a high-level fact base for the assets currently forming part of the Gove mining operation and their potential future use beyond mining.

Rio Tinto's tenure is governed under leases extending to 2053. Upon expiry or early termination of the leases, the land and any assets to be retained will transfer via a land trust to the traditional land owners.

There are also extensive land and water resources in the region which may be available for use depending on the on the consent of Traditional Owners subject to necessary government approvals.

This memorandum presents facts about key assets which may - subject to the decision of Traditional Owners - be utilised by third parties to aid in the attraction of investors and new industry. The assets are grouped in five (5) categories and, while only the key assets are presented, there are other associated assets which can be discussed further with interested parties. The asset categories are:

- A Maritime
- B Buildings
- C Fuel storage
- D Airport
- E Township assets

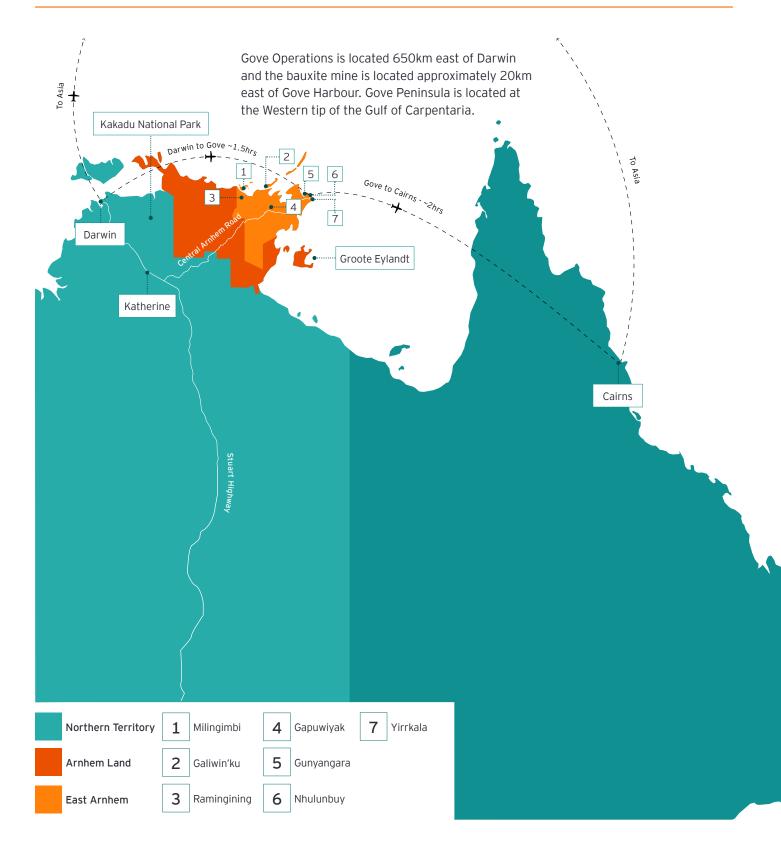
Rio Tinto and the Traditional Owners are committed to pursuing opportunities for sustainable use of the assets detailed in this memorandum.

Being located at the Western tip of the Gulf of Carpentaria, the Gove Peninsula has potential for a wide array of post-operations land uses and industry. Asset transfer opportunities will follow the guiding principles established by Traditional Owners, outlined further in this document.

If you are interested in accessing further details or information on the assets presented for the transition process, please contact <u>DEAL</u>, who will liaise with Rio Tinto, Traditional Owners, and the NT Government.

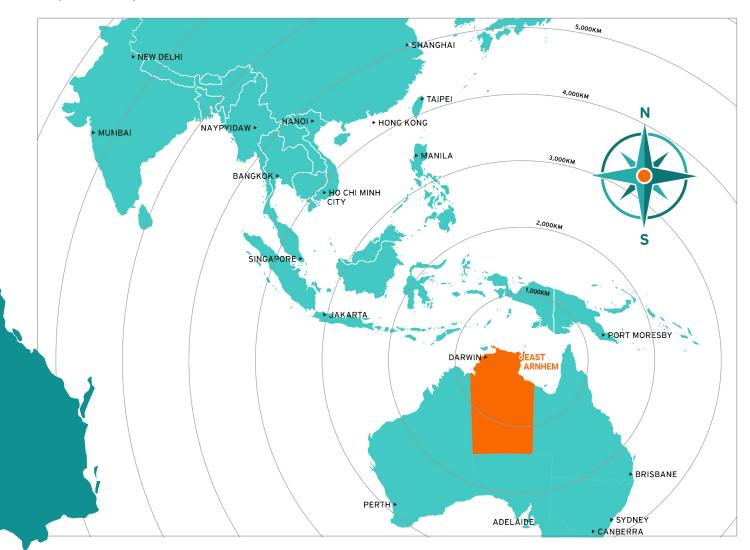


# 1 Overview of Gove Operations and township



### Background of operations

Bauxite mining commenced at Gove in 1971 under a special mineral lease that has been extended to 2053. Special purpose leases were granted to cover the associated infrastructure including a tailings facility, export facilities, the Nhulunbuy town and industrial estate. Current mining capacity is 13 million dry tonnes per year. The alumina refinery is in closure execution with demolition and remediation activities underway, and the bauxite mine and associated export facilities will continue to operate until up to 2027.



#### Transition planning

The Yolnu are the Traditional Owners of the land on which Rio Tinto operates; more specifically, the Gumatj, Rirratjingu and Galpu clans. The mining leases cover approximately 204 square kilometres and operate on the Main, Rocky Bay and Eldo plateaus, which include a number of culturally significant sites.

When the Rio Tinto leases end in 2053, or an early termination is negotiated with NT Government and Traditional Owners, land will be returned as freehold to a land trust that holds the land on behalf of Traditional Owners. Traditional Owners will be the ultimate owners of the land and any asset the NT Government agrees to retain.

The Traditional Owners and Rio Tinto are open to collaborating with any interested parties to assess opportunities for retaining specific assets for potential future industries in the region.

The Northern Land Council, Northern Territory Government and Developing East Arnhem Ltd also have a role to play in this process.

Decisions about the long term future of assets outlined in the document will need to be finalised by 2025.

Early diversification of use of assets will need to be agreed by Rio Tinto and Traditional Owners. The process of early diversification is subject to Northern Territory Government and Northern Land Council agreement.

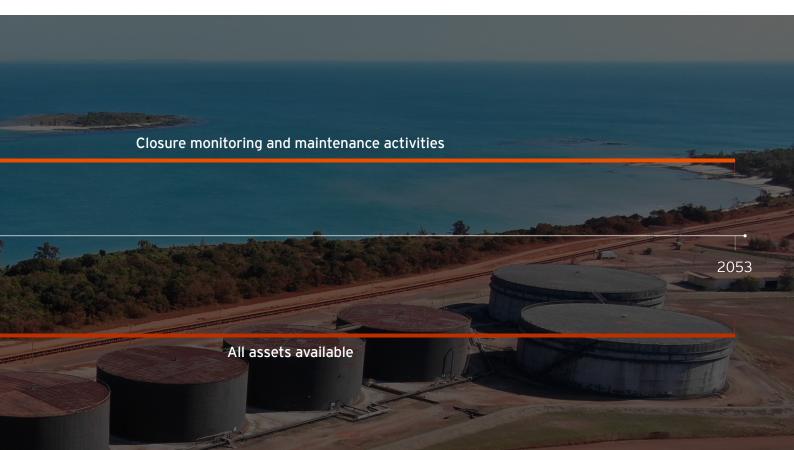


The Traditional Owner Vision of the Gove Peninsula is to rejuvenate the region as a place to share culture and a business and services hub for East Arnhem Land. See Section 3: Planning for the future.

Yolnu are leaders and partners in concerted economic and industry development efforts on the Gove Peninsula. Rirratjinu and Gumatj Corporations currently have a number of business ventures across a range of industries from mining through to manufacturing; retail; fuel distribution; pastoral; forestry; aerospace; maintenance and real estate holdings.

Rio Tinto has agreed closure criteria with the Northern Territory Government. These criteria govern rehabilitation and decisions around future land use arrangements, and define the objectives of each functional area with regards to safety, stability, pollution and agreed final land use.

Rio Tinto is actively rehabilitating and remediating in line with closure criteria. This is expected to be completed by 2033. Site monitoring will continue until the leases expire.



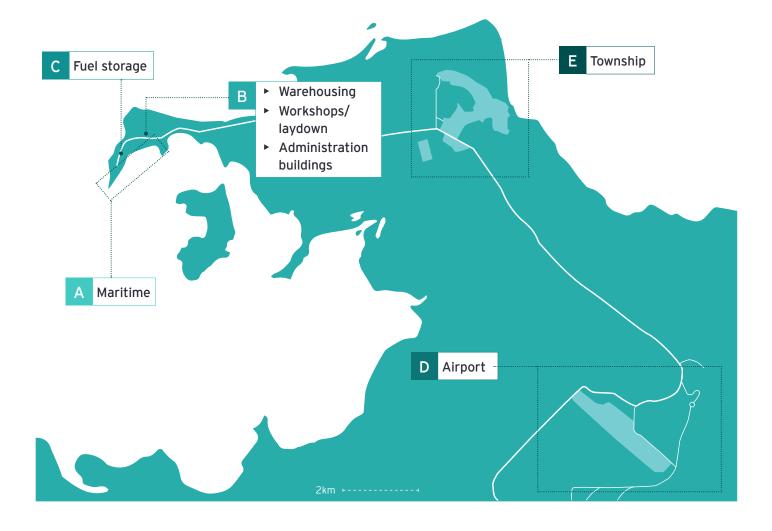
# 2 Gove Operations assets

There are five (5) major asset categories that have been developed to support Gove Operations:

- A Maritime
- B Buildings
- C Fuel storage
- D Airport
- E Township

The below sections highlight the key assets of each asset category. Information on the current condition, associated functionality and potential future uses for each of the assets have been provided in general terms based on current assessment, as provided by Rio Tinto. Further information can be made available for interested parties.

Furthermore, additional associated assets and infrastructure (excluding sea swift freight areas) not outlined in detail in this document can also be discussed further with interested parties.





#### Maritime

Rio Tinto Gove Operations are situated in a natural deep water port. The maritime assests of Rio Tinto Gove consist of a cargo wharf, an export wharf and a tanker wharf. The area is equipped with a sea water intake channel previously utilised in refinery operations, with accompanying high-capacity pumping capability.

#### Cargo Wharf

The wharf was established in 1970 and its main purpose is for loading and unloading goods. The wharf can hold 3,125kg per m2 uniform load and has cathodic protection. There is also a building onsite which includes permit office, self-contained sewage system and electrical supply infrastructure. This facility is currently operated by Rio Tinto.

#### Facility Construction:

1970 (52 yrs.)

#### Potential future use:

Loading and unloading of goods, personnel

#### Functional specifications:

- Designed for vessels with maximum length of 165m
- ► Nominal depth at Lowest Astronomical Tide of 9.0m
- ► Wharf is 94m long by 28m wide
- Access bridge is 287m long by 5.5m wide
- Designed for vessels up to 25,000 deadweight tonnes
- ► No maintenance dredging requirements
- Original loads are:
  - ► Wharf 3,125 kg per m2 uniform load. 49 ton acting over 2' by 2' area point load



#### **Export Wharf**

This facility is used for loading ore to ships and receiving diesel. This facility also has cathodic protection, mooring dolphins, fenders, concrete deck, marine unloading arm, and ship loader. The access bridge load limit is 8 tonnes. There is a 500KVA transformer in operation at this site. This facility is currently operated by Rio Tinto. A port office and warehouse are located adjacent to the export wharf.

#### Facility Construction:

1971

(51 yrs. with various upgrades)

#### Potential future use:

Specialised ore loading of ships, receiving bulk liquids, repurposing for cruise ship terminal

#### Functional specifications:

- Designed for vessels with maximum length of 245m
- ► Beam: Minimum 22m and maximum 48m
- ► Nominal depth at Lowest Astronomical Tide of 14.8m
- Designed for vessels with maximum berthing displacement of 63,00 MT
- Capable of loading ore via ship loader and diesel offtake; food provisioning, waste, and water
- ► 1,300m² laydown area with general lighting
- Ship loader with 2,200 metric tph alumina and 2,200 metric tph bauxite design capacity powered by 6.6/0.433 kV 500kVA transformer on deck
- Substation SUBMK-T1 6.6kV Incomers/415 BUS
- ► Transport services ex Gove

Services:

Lighting, electricity, potable water, ablution blocks / sewerage (into water), air, fire water





#### Tanker Wharf

This facility is used for unloading fuel and petroleum products which are then stored in the Harbour Tank Farm (refer to Fuel Storage section).

#### **Facility Construction:**

1972

(50 yrs. with various upgrades)

#### **Potential** future use:

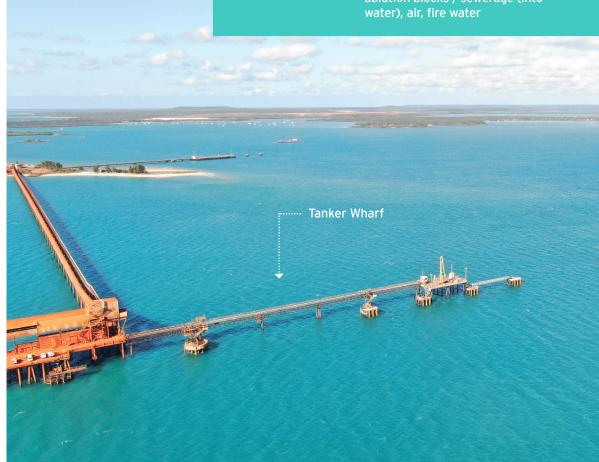
Unloading of fuel and other petroleum products

#### **Functional** specifications:

- Designed for vessels with maximum length of 225m
- ► Nominal depth at Lowest Astronomical Tide of 13.6m
- Designed for vessels with maximum length of 225m
- Capable of unloading various fuels to Harbour Tank Farm
- ► One marine unloading arm (12" EMCO Wheaton)



Lighting, electricity, potable water, ablution blocks / sewerage (into



В

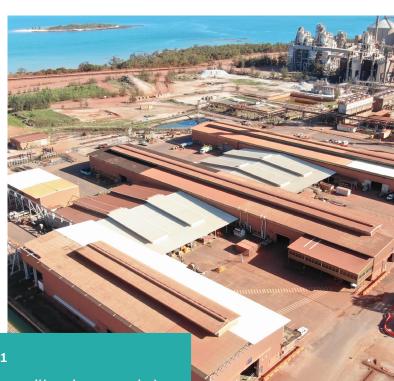
#### **Buildings**

Buildings associated with Rio Tinto Gove Operations include workshops and office buildings at the refinery and port, as well as numerous other buildings in Nhulunbuy town which serve a variety of purposes.

There are also several laydown areas which supported outdoor scrap metal and capital storage. These laydown areas have road access, a conveyor loader and diesel generators.

#### Workshops

These buildings serve as workspaces for the maintenance of tools and equipment.
Current uses consist of fabrication, machining, electrical and mechanical maintenance, laboratory, and general office space. Large, secure warehouses adjoin the workshops. Some of the workshops have undergone roof repair in recent years. Various smaller warehousing capability exists throughout the town and surrounds.



Facility Construction: 1971

(51 yrs. with various upgrades)

Potential future use:

Storage and work area

Functional specifications:

- ► Mechanic garage
- Workshops
- Offices
- ► Indoor/outdoor gantry crane
- Oily water capture

Services:

Electricity, water, sewerage, oily water separation unit

#### Office Complex

Administration offices are high capacity two level buildings used for general office activities including management, engineering, medical services, housing of IT servers, and project work. Several in recent years to revamp the facility to facilitate current uses.

building houses the utility control room with full Delta-V upgrade capable of running the Peninsula's High Voltage and potable water network, as well as any future industries.

**Facility** 1971

**Construction:** (51 yrs. with various upgrades)

**Potential** future use: Office space, business presentations and/or other events. With some upgrades the building could facilitate a wide range of other uses, such as commercial type kitchen to support neighbouring activities.

**Functional** specifications: Buildings containing offices, training rooms, medical rooms, server rooms

and central HVAC chillers

Services:

Electricity, water, sewerage, communications (ethernet and

internet, phone)



C

#### Fuel storage

Fuel storage capacity at the site include both a light fuel tank farm and a Harbour tank farm. The operational tanks all accord with relevant standards.

#### Light fuel tank farm

The light fuel tank farm is currently used to store fuel for mining operations. Fuel is filled into tanks through a pipeline from the Tanker wharf. There are two diesel storage tanks (see tanks T342-1 and T342-2 below) and two petrol storage tanks (tanks T342-3 and T342-4 below). There are also some additional minor diesel and jet fuel storage tanks (not specified below) and a filling station to support the refuelling of vehicles.



Facility Construction:	<b>1969</b> (53 yrs.)			
Potential future use:	Storage of petroleu	m products		
Tank name:	T342-1	T342-2	T342-3	T342-4
Use:	Diesel storage	Diesel storage	Petrol storage	Petrol storage
Standby:	No standby	No standby	No standby	No standby
Line in (mm):	250x1	250x1	250x1	250x1
Line out (mm):	150x1	150x1	150x1	150x1
Overflow (mm):				
Dia x height (mm):	15,850 x 10,972	15,850 x 10,972	10,363 x 8,000	10,363 x 8,000
Volume (m3):	2,060	2,060	590	590
Operating temperature / design temperature (°C):	30/32	30/32	30/32	
Tank:	Internal SUMP & 2" water draw off pipe ctr column	Internal SUMP & 2" water draw off pipe ctr column	Internal SUMP & 2" water draw off pipe	Internal SUMP & 2" water draw off pipe
Access:	Manhole 600x1 500x1	Manhole 600x1 500x1	Manhole 900x1 600x1	Manhole 900x1 600x1
Services:		oad tanker filling st nps, fire hydrants, d		station, air blower & ves

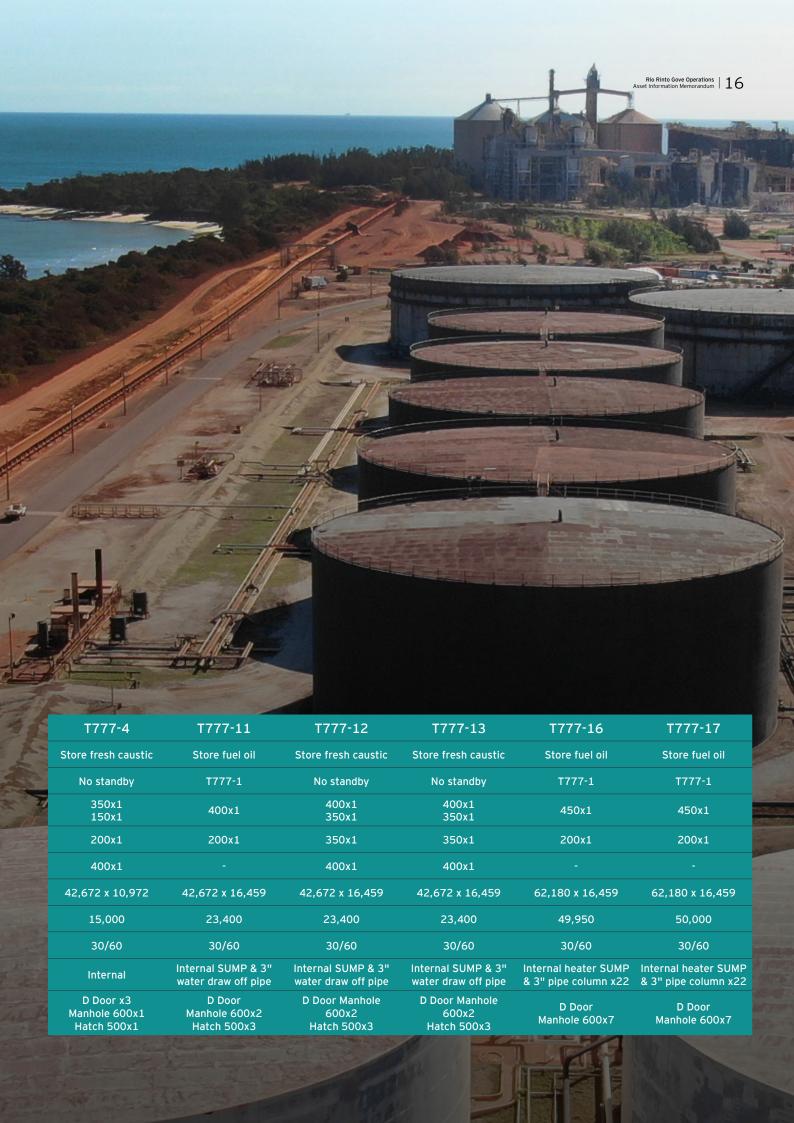
#### Harbour Tank Farm

The Harbour tank farm is currently used for the storage of fuel in high-capacity tanks. The tanks have been historically used to store fuel (including high sulphur fuel) as well as caustic soda previously utilised in refinery operations. There are nine bulk storage tanks of which five suitable for heavy oil (see tanks T777-1, T777-2, T777-11, T777-16, and T777-17 below) and four are suitable for storing fresh caustic soda (see tanks T777-3, T777-4, T777-12 and T777-13 below).

Use
Standby
Line in (mm)
Line out (mm)
Overflow (mm)
Dia x height (mm)
Volume (m3)
Operating temperature / design temperature (°C)
Tank

Access

T777-1	T777-2	T777-3
Store fuel oil	Store fuel oil	Store fresh caustic
Fuel oil tank	T777-1	No standby
400x1	400x1	350x1 150x1
200x1	200x1	200x1
		400x1
42,672 x 16,459	42,672 x 16,459	42,672 x 10,972
23,400	23,400	15,000
30/60	30/60	30/60
Internal SUMP & 3" water draw off pipe	Internal SUMP & 3" water draw off pipe	Internal
D Door Manhole 600x1 Hatch 500x3	D Door Manhole 600x1 Hatch 500x3	D Door x3 Manhole 600x1 Hatch 500x1





#### Airport

The Gove Peninsula has a city-standard airport, equipped to handle 150,000+ passengers p.a. for personal and commercial flights. It is operated and maintained by Nhulunbuy Corporation Limited (NCL), a subsidiary of Rio Tinto. The operation is currently serviced daily by Air North's Darwin-Gove-Cairns (E-170) jets and a small Brasilia 120 aircraft between Darwin, Groote, Eylandt, and Gove. There are seven (7) aircraft charter operators based at Gove airport who conduct a combined total of approximately 20,000 air movements per year.

The buildings associated with the airport include:

- Main terminal with air conditioning system housed in a separate building
- Airport head office administration building and vehicle store
- CASA building
- Control tower building
- Electrical room for generator, airfield lighting and switchboards
- Old CASA building with office space, workshop, kitchen, bathroom, and storeroom
- Old airport terminal
- Operation shed and workshop with office space, kitchen, and bathroom
- Helicopter hanger
- QANTAS shed used to house machinery
- Archive building

More information about the Gove airport is available at <a href="https://ncl.net.au/our-services/gove-airport-0">https://ncl.net.au/our-services/gove-airport-0</a>



Image credit: Northern Territory Government

# Construction:

Facility

1970

(new main terminal constructed in 2005 to 2006)

**Potential** future use: Airport with commercial domestic passenger, domestic cargo, and private services

**Functional** specifications:

- ► Runway measures 2,208m in length and 45m in width, regularly servicing the Embraer 170 and adhoc use by E190
- ► Runway widening and extensions are possible.
- ► 24/7 pilot activated lights with navigational aids for inclement weather
- ► Dedicated commercial aircraft parking space
- Separate terminal for smaller aircraft
- ► AVGAS holding capacity: 50,000 L, AVTUR 450,000
- ► Daily or on-call refuelling services, carried out by two fuel service providers

Services:

Electricity, lighting, generator, water, potable water, sewerage, refuelling, air, fire water



#### Township

#### Current services and facilities in Nhulunbuy

The Gove mine operation is supported by the Nhulunbuy town and industrial area, which has a population of approximately 4,000 people. While key assets which may be available for transfer are outlined in further detail below, further supporting infrastructure of the Nhulunbuy town also includes:

- Medical and healthcare: a 32-bed hospital with emergency, surgical, medical imaging (CT) and maternity services; private medical, dental, allied health providers; and St Johns Ambulance and CareFlight medical retrieval services.
- Education: three schools, including one high school, and two childcare services.
- ► A large 20-office Police Station servicing the Gove Peninsula
- A town hall, and several parks and playgrounds owned and serviced by NCL
- Various pieces of infrastructure suitable to a range of commercial services
- Multi-purpose sporting fields, tennis courts, squash courts and aquatic centre
- Recreational services, supporting activities such as fishing, camping, swimming, and hiking
- Various holdings of residential housing

More information about Nhulunbuy and the broader region is available at <u>developingeastarnhem.com.au/invest.</u>

#### Gove House and residential buildings

A key asset of interest which may form the basis of an asset transfer in the Nhulunbuy township is Gove House mess and accommodation. There are two types of accommodation currently utilised at the operation: short stay and Gove Area Management Services (GAMS).

The GAMS accommodation is the subject of a separate landholding and is owned by a private company: Minumbra Pty Ltd, who currently lease the GAMS to Rio Tinto on long term leases. While further detail on the GAMS accommodation is provided overleaf, it should be noted that this asset is privately owned by Minumbra.



**Construction:** Potential Short- and long-term accommodation and dining future use: ► Short stay capacity of 300 people **Functional** specifications: ► GAMS capacity of 260 people ► Kitchen and mess can serve 500 people and dining facility to seat 100 people at a time with associated services ► Cold rooms, food preparation, dishwashing Airconditioning in accommodation and mess ► Laundry services Electricity, lighting, potable water, sewerage, fire alarms Services: and fire protection Kitchen/mess Capable of servicing ~500p Seating capacity ~100 at any one time Short stay GAMS ► 300p capacity ► 260p capacity

1970-1972

Facility

# 3 Planning for the future

#### Traditional Owners' Vision

March 2021 saw the launch of 'A New Journey Together - Traditional Owners' Vision for the Future of Nhulunbuy and the Gove Peninsula' (Traditional Owner Vision). Under this Vision, the Traditional Owners "will create a diverse and innovative economy, with a choice of jobs. With the mine closing, the Gove Peninsula will become a place for new business ideas and partnerships building on our special location and history."

The Traditional Owners' Vision now guides the work of the Gove Peninsula Futures Reference Group (GPFRG) which includes the Traditional Owner Groups, Rio Tinto, Northern Land Council and the Australian and NT Governments. The GPFRG was formed in 2018 to respond to the upcoming closure of Rio Tinto mining operations on the Gove Peninsula, including the transition of essential services and infrastructure assets such as those outlined in this document. The GPFRG has established six (6) work streams each progressing initiatives and projects to support the realisation of the Traditional Owners' Vision.

Traditional Owners have defined six (6) guiding principles for transition:

- 1 The Traditional Owner vision must be at the centre
- Work together with unity among the Clans and in partnership with Napaki (non-Aboriginal)
- 3 Start making decisions now, to create certainty for the future
- 4 Transition should create opportunities and not problems for Yolnu
- 5 Empower young people, who are the future leaders
- 6 Think in new ways

For more information on the transition guiding principles refer to: <a href="https://govefutures.nt.gov.au/">https://govefutures.nt.gov.au/</a>

#### Achieving the Vision Together

Yolnu, the Traditional Owners of East Arnhem, are leaders and partners in concerted economic and industry development efforts across the East Arnhem region. There are a significant range of opportunities for innovative, collaborative partners and investors who share the Yolnu values and aspirations and are looking to support sustainable and empowering growth in the East Arnhem region.

If you are interested in accessing further details or information on the assets presented for the transition process, please contact Developing East Arnhem Limited (DEAL), who will liaise with Rio Tinto, Traditional Owners, and the NT Government.

Developing East Arnhem Limited is an independent not-for-profit company with a mission to drive economic development in East Arnhem to promote the resilience of the region and opportunity for its people. DEAL can facilitate introductions with key stakeholders, communities and homelands that align with your interests, as well as provide assistance and advice based on their industry expertise and local knowledge. For further information on DEAL see developingeastarnhem.com.au.

Proponents for new projects on the Gove Peninsula are encouraged to complete the Gove Peninsula Project Gateway tool which assists Traditional Owners to consider land development opportunities. The tool is available by contacting DEAL or Chief Minister & Cabinet East Arnhem.

More information about the region and related opportunities can be found at **Regional Economic** Growth Plan and East Arnhem Investment Guide.

## 4 Appendices

#### A. Release notice

Ernst & Young ("EY") was engaged on the instructions of Rio Tinto Canada Management Inc. ("Rio Tinto") to prepare an Information Memorandum describing the facts of the assets relating to the Gove mining operation and their potential transfer ("Project"), in accordance with scope of works dated 20 May 2022 ("the Scope of Works Agreement").

The results of EY's work, including the assumptions and qualifications made in preparing the report, are set out in EY's report dated 22/03/2023 ("Report"). You should read the Report in its entirety including any disclaimers and attachments. A reference to the Report includes any part of the Report. No further work has been undertaken by EY since the date of the Report to update it.

Unless otherwise agreed in writing with EY, access to the Report is made only on the following basis and in either accessing the Report or obtaining a copy of the Report the recipient agrees to the following terms.

- 1. Subject to the provisions of this notice, the Report has been prepared for Rio Tinto and may not be disclosed to any other party or used by any other party or relied upon by any other party without the prior written consent of EY.
- 2. EY disclaims all liability in relation to any other party who seeks to rely upon the Report or any of its contents.
- 3. EY has acted in accordance with the instructions of Rio Tinto in conducting its work and preparing the Report, and, in doing so, has prepared the Report for the benefit of Rio Tinto, and has considered only the interests of Rio Tinto. EY has not been engaged to act, and has not acted, as advisor to any other party. Accordingly, EY makes no representations as to the appropriateness, accuracy, or completeness of the Report for any other party's purposes.
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- 5. Subject to clause 6 below, the Report is confidential and must be maintained in the strictest confidence and must not be disclosed to any party for any purpose without the prior written consent of EY.
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- 7. No duty of care is owed by EY to any recipient of the Report in respect of any use that the recipient may make of the Report.
- 8. EY disclaims all liability, and takes no responsibility, for any document issued by any other party in connection with the Project.
- 9. A recipient must not name EY in any report or document which will be publicly available or lodged or filed with any regulator without EY's prior written consent, which may be granted at EY's absolute discretion.
- 10. A recipient of the Report:
  - may not make any claim or demand or bring any action or proceedings against EY or any of its partners, principals, directors, officers or employees or any other Ernst & Young firm which is a member of the global network of Ernst Young firms or any of their partners, principals, directors, officers or employees ("EY Parties") arising from or connected with the contents of the Report or the provision of the Report to the recipient; and
  - must release and forever discharge the EY Parties from any such claim, demand, action, or proceedings.
- 11. In the event that a recipient discloses the Report to a third party in breach of this notice, it will be liable for all claims, demands, actions, proceedings, costs, expenses, loss, damage, and liability made or brought against or incurred by the EY Parties, arising from, or connected with such disclosure.
- 12. In the event that a recipient wishes to rely upon the Report that party must inform EY and, if EY agrees, sign and return to EY a standard form of EY's reliance letter. A copy of the reliance letter can be obtained from EY. The recipient's reliance upon the Report will be governed by the terms of that reliance letter.

#### B. List of supporting information and contacts

EY has prepared this Information Memorandum using the below sources:

Discussions with Rio Tinto employees, May to August 2022

East Arnhem Landowner Prospectus - Fact base, Developing East Arnhem Limited, November 2020

A new journey together - Traditional Owners' Vision for the Future of Nhulunbuy and the Gove Peninsula, Gove Peninsula Future Reference Group on behalf of Rirratjingu and Gumatj Traditional Owners, 2021

Gove Operations Mining Management Plan 2019, Rio Tinto, 28 June 2019

Invest East Arnhem (developingeastarnhem.com.au)

Details of Gumatj Corporation business activities and ventures (gumatj.com.au/business)

Details of Rirratjingu Corporation business activities and ventures (rirratjingu.com/rirratjingu-aboriginal-corporation)

Gove District Hospital (nt.gov.au/wellbeing/hospitals-health-services/gove-district-hospital)

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