

## WYLOO PROPOSES OFFER TO PARTICIPATE IN NORONT'S FUTURE UNDER NEW LEADERSHIP, WHILE OFFERING ATTRACTIVE CASH ALTERNATIVE

- Wyloo Metals' proposal will provide each Noront shareholder with the option of either accepting a superior price for their shares or participating in Noront's growth potential by remaining as a shareholder
- Noront shareholders have a unique opportunity to participate in Canada's next great mineral hub led by Dr. Andrew Forrest AO, the Founder and Chairman of Fortescue Metals Group (ASX:FMG), who intends to replicate his success at Fortescue with Noront's Ring of Fire assets
- Consideration of Cdn\$0.70 in cash per share represents a 192% premium to Noront's unaffected closing price on May 21, 2021 and a 27% premium to BHP's Cdn\$0.55 per share take-over bid price

*"Wyloo Metals didn't make its cornerstone investment in Noront earlier this year to accept an offer that represents a fraction of the potential value of Noront's Ring of Fire assets. We invested in Noront because it has the potential to be Canada's next great mineral hub and produce the metals critical to decarbonizing our planet."*

Luca Giacomazzi, Head of Wyloo Metals

### NORONT'S MINERAL RESOURCES DISCOVERED TO DATE<sup>1</sup>:



Wyloo Metals Pty Ltd ("Wyloo Metals") has today submitted a proposal (the "Acquisition Proposal") to the Board of Noront Resources Ltd. (TSXV:NOT) ("Noront" or the "Company") as part of a comprehensive strategy to rebuild the Company and unlock the future of the Ring of Fire. Under its Acquisition Proposal, Wyloo Metals will provide each Noront shareholder with the option of either participating in Noront's growth potential by remaining as a holder under a new and proven leadership team, or accepting a superior price for some or all of their shares.

#### Overview of the Acquisition Proposal

The Acquisition Proposal will provide those shareholders who, like Wyloo Metals, believe in the long-term potential of Noront with the opportunity to participate in the Company's growth potential by remaining as holders of some or all of their shares.

Alternatively, Wyloo Metals is prepared to acquire Noront shares at a price of Cdn\$0.70 in cash per share. This price represents a significant premium of:

- 192% to Noront's unaffected closing price of Cdn\$0.24 on May 21, 2021, the last trading day prior to the date that Wyloo Metals first publicly announced its intention to make an offer for Noront; and
- 27% to the Cdn\$0.55 price offered under the take-over bid for Noront by BHP Western Mining Resources International Pty Ltd. ("BHP").

The acquisition will be made by a Canadian affiliate of Wyloo Metals and structured as a Plan of Arrangement under the Ontario *Business Corporations Act*.

Commenting on the structure of the transaction, Luca Giacobazzi, Head of Wyloo Metals, said:

*“In April this year, we were deeply concerned when the Noront Board proposed to farm out Noront’s exploration projects to BHP for only Cdn\$25 million. Rather than consenting to such a transaction, we decided to make an offer to acquire the Company. Our fears were justified when the Noront Board completed a deeply discounted 5% placement to BHP, giving away a strategic toehold in the Company to an obvious suitor.*

*Since our initial proposal, we have listened to the feedback from shareholders who, like us, believe in the future of the Ring of Fire. We believe Noront shareholders deserve the chance to decide whether to join us in rebuilding the Company, and not be pressured into selling all of their shares unless they want to.”*

### Benefits of the Acquisition Proposal

- Wyloo Metals’ Acquisition Proposal is clearly financially superior to BHP’s take-over bid.
- Wyloo Metals is providing existing Noront shareholders with the option of remaining as shareholders of Noront under new leadership and retaining some or all of their exposure to the immense potential value of the Ring of Fire mineral district, rather than forcing an exit upon them.
- Wyloo Metals’ Acquisition Proposal has a higher certainty of success than the take-over bid proposed by BHP given that Wyloo Metals owns approximately 37.5% of Noront’s shares (partially diluted) and does not intend to support or tender to BHP’s offer. Without Wyloo Metals’ support, BHP’s take-over bid transaction structure is unlikely to meet the minimum tender condition.
- Noront will be revitalized under the leadership of a world-class Board of Directors led by Dr. Andrew Forrest AO, who has an unparalleled track record in the development of remote mining projects and a proud and continuing legacy for partnering with Indigenous and local communities. Dr. Forrest led Fortescue from a junior exploration mining company to one of the world’s largest mining companies, with a current market capitalization in excess of A\$65 billion.
- Wyloo Metals reiterates its commitments to the development of a Future Metals Hub in Ontario (see below), announced on May 31, 2021, should its Acquisition Proposal be successful.



#### 1. DEVELOP EAGLE’S NEST AS A NET ZERO EMISSIONS MINE

Reduce our impact on the environment through innovative thinking, sustainable processes and technology.



#### 2. COMMIT \$25 MILLION TOWARD FEASIBILITY STUDIES INVESTIGATING POTENTIAL FOR BATTERY MATERIAL PRODUCTION IN ONTARIO

Extract as much value as possible from Canada’s precious minerals.



#### 3. TARGET AWARDING \$100 MILLION IN CONTRACTS TO FIRST NATION BUSINESSES

Provide opportunities for First Nations businesses and support their participation in the economic benefits provided by the Ring of Fire development.



#### 4. CREATING AND SUSTAINING NORTHERN ONTARIO AND FIRST NATIONS EMPLOYMENT OPPORTUNITIES

Establishment of a training and employment centre, that guarantees employment for trainees that successfully complete training.

## New Leadership at Noront

Wyloo Metals believes that Noront's shareholders have seen value eroded under the custodianship of Noront's existing Board of Directors. Consequently, upon successful completion of the Acquisition Proposal, Wyloo Metals intends to put in place a new, world-class Board of Directors to lead Noront to the benefit of those shareholders who choose to participate in its future, consisting of the following:

### *Dr. Andrew Forrest AO (Chair)*

Dr. Forrest is Australia's most active philanthropist and one of the most effective business leaders of his generation. As its Founder and Chairman, he has led Fortescue Metals Group from inception to its top 10 status on the Australian Securities Exchange with a current market capitalization of over A\$65 billion, during which time Fortescue invested more than US\$30 billion in the resources sector. In 2017, Dr. Forrest was appointed an Officer of the Order of Australia (AO) for distinguished service to the mining sector, to the development of employment and business opportunities, as a supporter of sustainable foreign investment, and to philanthropy.

### *Mr. Ian W. Delaney (Non-Executive Director)*

Mr. Delaney brings decades of experience in mining, investment banking and corporate governance to the Noront Board. He has previously served as Chairman of the Board and Chief Executive Officer of Sherritt International Corporation. He has also served as President and Chief Executive Officer of Viridian Inc. (formerly Sherritt Inc.) and the Horsham Corporation, President and Chief Operating Officer of Merrill Lynch Canada Inc, and Vice President and Director for McLeod, Young, Weir (now Scotia McLeod). He has also served on the boards of MacMillan Bloedel, Cenovus Energy and Co-Steel International. Mr. Delaney is currently the Chairman of the not-for-profit organization Ornge and serves on the Board of Directors of The Westaim Corporation.

### *Mr. Warren Gilman (Non-Executive Director)*

Mr. Gilman is a mining engineer with more than 30 years of experience as a deal maker in the metals and mining sector and currently serves as Chairman and CEO of Queen's Road Capital Investment Ltd., a resource-focused investment company. He was a founder of the Canadian Imperial Bank of Commerce (CIBC) Global Mining Team in Toronto in 1988, leading the team's efforts out of Australia and Hong Kong, during which he was responsible for some of the largest equity capital markets financings in Canadian mining history. From 2011, Mr. Gilman led CEF Holdings Ltd, a global mining investment company. Warren is currently Chairman of the International Advisory Board of Western University, and serves as a director for NexGen Energy Ltd, Gold Royalty Corp and Los Andes Copper Ltd.

Existing Noront Director Mr. Luca Giacobazzi will retain his position on the Board of Directors as a nominee of Wyloo Metals and Wyloo Metals will also ensure any director nomination rights of Baosteel Resources Holding (Shanghai) Co are fully respected. We also intend to conduct a search process for additional directors and executive management.

*"After years of little progress, it's understandable that shareholders have lost hope in Noront. I've personally been in the same position before. Seventeen years ago, people told me Fortescue's deposits would never be mined because there was no infrastructure to access our projects. We proved those critics totally wrong and we want to do the same in the Ring of Fire. If shareholders share my view, that it's impossible to place a value today on a new mining district with the immense potential of these assets, I invite them to hold on to their shares and come along for the ride."*

**Dr. Andrew Forrest AO, Tattarang Chair**

### **Partnering with First Nation communities**

Wyloo Metals is committed to creating value from resource developments and retaining that value in the region in which it is generated. In respectful consultation with First Nation partners, we will together generate value for the coming seven generations of First Nation communities. When developed responsibly, the employment and business opportunities for First Nation communities in the Ring of Fire will be truly transformative and self-sustaining.

At Fortescue Metals Group, Dr. Forrest has demonstrated his commitment to creating First Nation business opportunities. Fortescue's Indigenous procurement program, Billion Opportunities, was established in 2011 with the stretch goal of awarding a billion dollars in contracts to Aboriginal businesses. Now after the 10th anniversary of the program's establishment, more than A\$3.5 billion has been awarded to Aboriginal businesses and joint ventures.

Similarly, Fortescue's Vocational Training and Employment Centre (VTEC), established in 2006, provides training to Aboriginal candidates with the promise of guaranteed employment for candidates if they complete their course. More than 1,000 candidates have completed a course since the project's inception and been employed at Fortescue.

*"Our successes have been created only by working hand-in-hand with our Indigenous communities from the very beginning. Together, we have created and shared in the prosperous legacy of our company, that has benefited both the communities in which we operate and our shareholders."*

**Dr. Andrew Forrest AO, Tattarang Chair**

### **Next steps**

Wyloo Metals has requested from the Noront Board a modest period of time in which to conduct confirmatory due diligence, which Wyloo Metals intends to complete in parallel with the finalization of transaction documentation. In its statement on August 20, 2021, Noront correctly asserted that Wyloo Metals was provided an opportunity to access due diligence information subject to the execution of a confidentiality agreement but declined to do so. However, what Noront did not disclose is that the confidentiality agreement proposed by Noront contained a standstill clause that would have prevented Wyloo Metals from making its initial and subsequent offers directly to shareholders. The standstill clause also would have adversely and inappropriately restricted Wyloo Metals' rights as an existing shareholder, including by prohibiting it from proposing alternative nominations to Noront's board of directors, which is unacceptable to Wyloo Metals.

Wyloo Metals notes that its ability to formalize this Acquisition Proposal is subject to the Noront Board's timely and good faith negotiation of an Arrangement Agreement in line with its fiduciary duties. We look forward to working productively with the Noront Board towards a successful transaction for the benefit of Noront shareholders.

### **Advisors**

Wyloo Metals has engaged Maxit Capital LP to act as its financial advisor and McCarthy Tétrault LLP to act as its legal advisor. Shorecrest Group has also been engaged to act as Wyloo Metals' strategic communications advisor and proxy solicitation and information agent.

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## ABOUT WYLOO METALS

Wyloo Metals is the metals and mining subsidiary of Tattarang, one of Australia's largest private investment groups. Led by a multidisciplinary team of geologists, engineers and financial professionals, Wyloo Metals manages a diverse portfolio of exploration and development projects and cornerstone interests in a number of public and private companies. Wyloo Metals seeks to work closely with all stakeholders to accelerate projects through the development cycle while meeting the highest international environmental, social and governance standards. See more at: [www.wyloometals.com](http://www.wyloometals.com).

Wyloo Canada Holdings Pty Ltd ("Wyloo Canada"), a wholly owned subsidiary of Wyloo Metals, currently holds an aggregate of 111,815,458 common shares of Noront, representing approximately 24.4% of the outstanding common shares of Noront. As previously announced on July 23, 2021, Wyloo Metals intends to convert its US\$15 million convertible loan ("Convertible Loan") into common shares of Noront at or before the September 30, 2021 maturity date. At an exchange rate of 0.792 US Dollars per Canadian Dollar<sup>2</sup>, Wyloo Canada would acquire an additional 94,717,500 common shares of Noront upon conversion of its Convertible Loan, following which it would hold 206,532,958 common shares of Noront, representing approximately 37.3% of the outstanding common shares of Noront on a partially diluted basis.

Wyloo Canada also holds warrants ("Noront Warrants") to acquire 1,774,664 common shares of Noront at an exercise price of Cdn\$0.35 per share. If the Noront Warrants are also fully exercised, Wyloo Canada would hold 208,307,622 common shares of Noront, representing approximately 37.5% of the outstanding common shares of Noront on a partially diluted basis.

## DISCLAIMER

Some of the statements in this press release may be forward looking statements or statements of future expectations based on currently available information. Such statements are naturally subject to risks and uncertainties. Factors such as the development of general economic conditions, future market conditions, unusual catastrophic loss events, changes in the capital markets and other circumstances may cause the actual events or results to be materially different from those anticipated by such statements. Wyloo Metals does not make any representation or warranty, express or implied, as to the accuracy, completeness or updated status of such statements. Therefore, in no case whatsoever will Wyloo Metals and its affiliate companies be liable to anyone for any decision made or action taken in connection with the information and/or statements in this press release or for any related damages.

This press release is issued pursuant to National Instrument 62-103 – The Early Warning System and Related Take-Over Bid and Insider Reporting Issues, which requires a report to be filed under Noront's profile on SEDAR ([www.sedar.com](http://www.sedar.com)) containing additional information with respect to the foregoing matters. A copy of such report may be obtained by contacting Wyloo Metals at [info@wyloometals.com](mailto:info@wyloometals.com). The address of Wyloo Metals is PO Box 3155, Broadway Nedlands, WA 6009 Western Australia.

**Downloadable infographics and images related to this announcement can be found at:** <https://downloads.tattarang.com/20210830-Wyloo-Metals/Wyloo-Metals-Noront-Announcement-Assets.zip>

<sup>1</sup> Source: [norontresources.com/projects/reserves-resources/](http://norontresources.com/projects/reserves-resources/)

<sup>2</sup> At August 27, 2021.