

Rio Tinto Gove- Sublease Transfer Procedure

1. Purpose of this Document

This document provides an overview of the end-to-end sublease transfer process in Nhulunbuy. It is intended to support sublease holders (property owners), real estate agents, buyers, and conveyancers to clearly understand:

- The full sequence of steps required to complete a sublease transfer
- The responsibilities of each party
- The governance and compliance requirements underpinning each step
- The rationale for documentation, reviews and approvals
- The expected timeframes where applicable

The intent is to provide transparency, consistency, and certainty across the transfer process with the intention of minimising delays, misinterpretation, and disputes.

A detailed process flow chart has been developed (Appendix 1).

2. Context and Governance Framework

Land tenure in Nhulunbuy operates under a Mining Lease and associated Special Purpose Leases, with Rio Tinto as the head lessee and subleases issued to individuals for residential, commercial or industrial use.

As a result:

- All sublease transfers must comply with the conditions of the head lease and sublease agreements
- There is an obligation to maintain accurate records of dwellings, structures and any 'improvements' on each lot
- Land use, development, and building compliance must be controlled and recorded to ensure safety, legality, and asset integrity
- Government approval (Ministerial Consent) is required to formalise sublease transfers

The sublease transfer process ensures that:

- The condition and compliance status of each property is known and documented
- Any risks, defects or non-compliances are clearly identified and managed
- There is continuity of obligations between the outgoing and incoming sublease holder
- All stakeholders (Nhulunbuy Corporation Limited (NCL), Rio Tinto, Government) can fulfil their statutory and contractual responsibilities

3. Step-by-Step Process and Rationale

Step 1: Sublease Holder – Preparation of Property Compliance Documentation

The current sublease holder is responsible for preparing a complete and accurate record of all dwellings and structures on the lot.

This includes:

- Providing as-built drawings, building approvals, development approvals for all dwellings and structures; or
- Where these are unavailable, engaging suitably qualified NT registered building practitioners and licensed trades to undertake inspections and provide:

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- Building assessment and where able, certification
- Plumbing assessment and where able, certification
- Electrical assessment and where able, certification

Where certification of compliance cannot be confirmed, condition assessments/reports must be provided outlining any rectification works required.

Governance and Rationale:

This requirement exists to ensure that the sublease holder is meeting the conditions of their existing sublease, which requires that all structures are:

- Approved
- Safe
- Were built in accordance with applicable standards (at the time of construction)

It also establishes an accurate baseline record of the property at the point of transfer. This is critical to:

- Maintain effective building and asset control across the town
- Ensure transparency for the incoming sublease holder
- Prevent undocumented or non-compliant structures from being transferred without being identified
- Protect all parties from future disputes relating to condition or compliance

Step 2: Sublease Holder – Submission of [Pre-Sublease Transfer \(SLT\) Inspection Report Application](#) to NCL

The sublease holder submits a Pre-Sublease Transfer Inspection Report Application (SLT) to Nhulunbuy Corporation Limited (NCL), including:

- Completed application form
- All supporting documentation
- Payment of applicable fees

Governance and Rationale:

This formal submission initiates the pre-sublease inspection review process and ensures that NCL has sufficient information to assess the lot and its compliance status.

Step 3: NCL – Review of Submission and Property Inspection
5–10 business days

NCL conducts:

- A review of submitted documentation to confirm completeness
- A physical inspection of the property to:
 - Verify all dwellings and structures present
 - Identify any structures not included in the submission
- A desktop review to confirm:
 - No outstanding arrears
 - No encroachments
 - Alignment between structures and approved records and assessments

Governance and Rationale:

NCL’s role is not to certify building compliance but to:

- Validate that all relevant information has been provided
- Ensure that the physical condition of the lot aligns with documented records

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- Identify any discrepancies, risks, or governance issues
- Apply appropriate conditions for rectification by the current sublease holder before sublease transfer or to transfer with the sublease to the buyer (becoming the buyer’s responsibility to rectify within the associated timeframes).

This step ensures that:

- No undeclared or unapproved structures are transferred without appropriate conditions applied to the new sublease
- Financial obligations associated with the sublease are resolved
- Land boundaries and usage remain compliant and where not, appropriate conditions are applied to the new sublease

Step 4: NCL – Additional Conditions Identified from NCL Review

Following NCL’s assessment, a determination is made as to whether any conditions need to be applied to the transfer.

If No Conditions Identified

Timeframe: 1 business day

- NCL proceeds to approve the Pre-Sublease Transfer Inspection without additional requirements.

If Conditions Are Identified

Timeframe: 7–10 business days

- NCL documents conditions, which may include:
 - Required rectification works
 - Compliance issues
 - Encroachments or unapproved structures
- Responsibility for these conditions are clearly defined as either:
 - To be resolved by the current sublease holder prior to transfer; or
 - To be accepted by the incoming sublease holder and completed within a specified timeframe

Governance and Rationale:

This step ensures that all known issues are formally identified and managed. It provides transparency between buyer and seller and ensures:

- No hidden liabilities are transferred unknowingly
- All parties agree on responsibility for outstanding issues
- Obligations can be enforceable post-transfer

Step 5: NCL – Issue Approved Pre-Sublease Transfer Inspection Report

1–2 business days

NCL finalises and issues the approved Pre-Sublease Transfer Inspection Report, including any applicable conditions.

Governance and Rationale:

The SLT report is a critical control document that:

- Captures the agreed condition of the property
- Documents any outstanding obligations
- Forms the basis for subsequent legal documentation

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Step 6: Sublease Holder – Submission to Rio Tinto

The sublease holder completes and submits Rio Tinto form FRM-CAF-032 Consent to Transfer Sublease/Underlease (Appendix 2), along with the approved Pre-Sublease Transfer Inspection Report to:

GoveLeasingEnquiries@riotinto.com

Governance and Rationale:

This step formally initiates the request to transfer and engages Rio Tinto as the head lessee, ensuring that the transfer aligns with overarching lease requirements.

Step 7: Rio Tinto – Review and Approval

3–5 business days

Rio Tinto reviews the Pre-Sublease Transfer Inspection Report and associated documentation and confirms approval to proceed or engages with requester for more information.

Governance and Rationale:

This ensures that:

- The transfer complies with head lease and special purpose lease conditions
- All identified risks and obligations are acceptable
- The process can move forward to legal execution

Step 8: Rio Tinto – Instruction to Legal Representative

Immediate

Rio Tinto instructs its legal representative to prepare the sublease transfer deeds.

Step 9: Rio Tinto Legal Representative – Draft Deeds

10 business days no conditions applied / 10–15 business days where conditions apply

Governance and Rationale:

Legal documentation must accurately reflect:

- The terms of the sublease
- Conditions identified in the Pre-Sublease Transfer Inspection Report
- Responsibilities of each party

Step 10: Rio Tinto Legal Representative – Submit Draft Deeds

1 business day

Draft deeds are provided to Rio Tinto for review.

Step 11: Rio Tinto – Review, Approval and Return

3–5 business days

Rio Tinto reviews, approves and returns the draft deeds to the legal representative.

Governance and Rationale:

This step ensures legal accuracy and alignment with Rio Tinto’s lease obligations before execution.

Step 12: Rio Tinto Legal Representative – Issue Deeds to Conveyancer

3–5 business days

Deeds are issued to the sublease holder’s conveyancer for execution.

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Step 13: Conveyancer – Execution of Deeds

The conveyancer facilitates execution by the seller and buyer.

Step 14: Conveyancer – Submission for Ministerial Consent

The conveyancer seeks Ministers consent by completing all steps in the ‘Procedure for Minister’s Consent’, appendix 3.

Typical timeframe: 10–20 business days (noting this timeframe is out of Rio Tinto’s control)

Governance and Rationale:

Ministerial Consent is a statutory requirement for sublease transfers under the relevant land tenure framework. It ensures:

- Government oversight of land transfers
- Compliance with legislative requirements
- Formal approval of the new sublease holder

Step 15: Conveyancer – Return of Documents

Executed deeds and Ministerial Consent are returned to the Rio Tinto Legal Representative.

Step 16: Rio Tinto Legal Representative – Final Legal Review

5–10 business days

All documentation is verified and confirmed complete.

Step 17: Rio Tinto – Final Review & Execute Deeds

5–10 business days

Rio Tinto performs a final review, executes the deeds and submits to Rio Tinto Legal Representative for final distribution.

Governance and Rationale:

This formalises the transfer under the head lease structure and confirms Rio Tinto’s approval as lessor.

Step 18: Rio Tinto Legal Representative – Issue Fully Executed Deeds

1–2 business days

Completed documentation is provided to the conveyancer.

Step 19: Conveyancer – Registration with Crown Lands

The conveyancer registers the sublease transfer with Crown Lands and submits the Registration Statement to Rio Tinto or Rio Tinto Legal Representative.

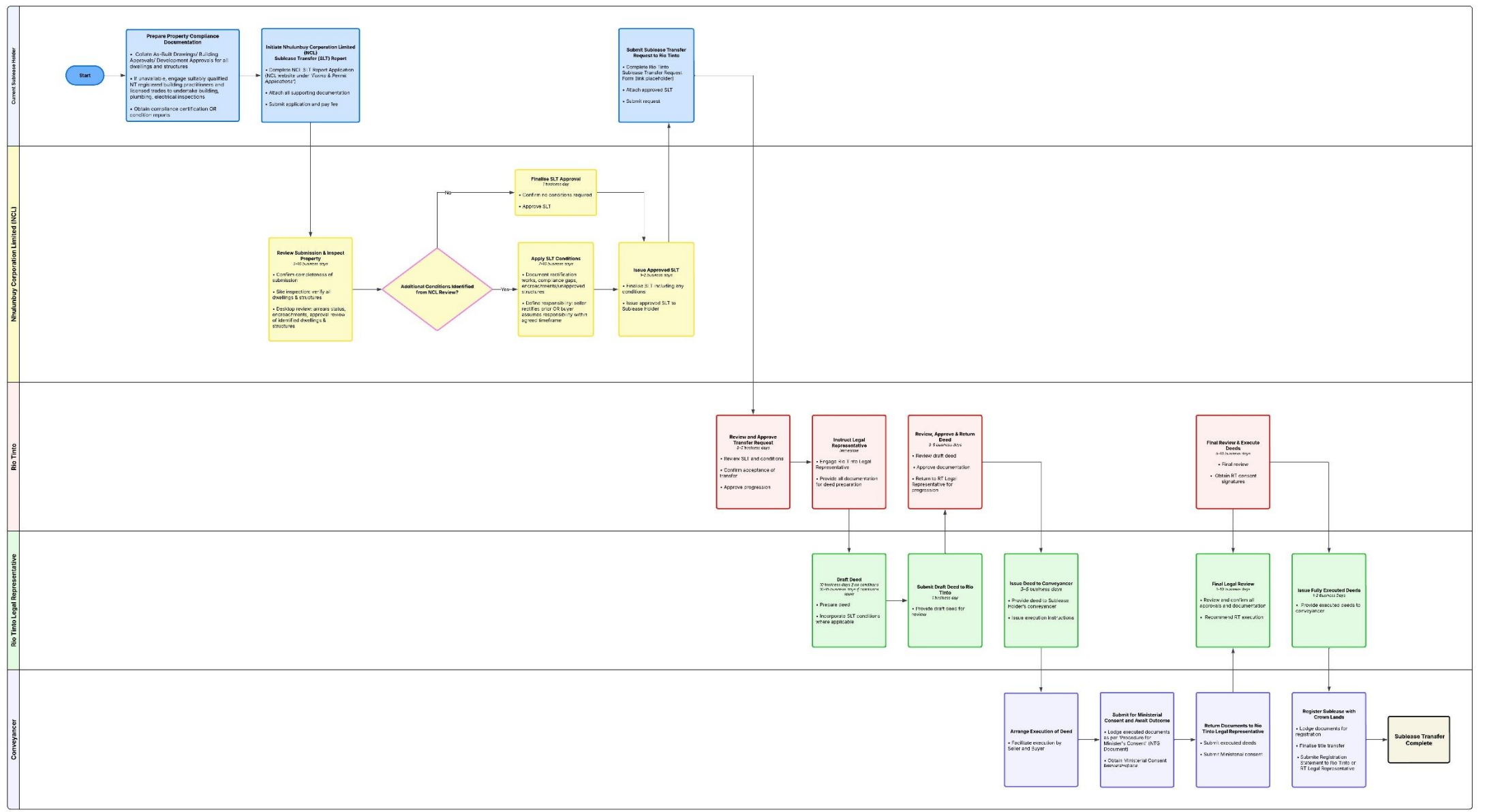
Governance and Rationale:

Registration:

- Finalises the legal transfer
- Updates the official land register
- Confirms the incoming sublease holder’s legal interest
- Submission of Registration Statement from NT Lands Titles Office submitted to Rio Tinto or Rio Tinto Legal Representative.

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Appendix 1: Sublease Transfer Process Flow



Appendix 2: Rio Tinto Consent to Transfer Sublease/Underlease

Property	Lot No.	█
	Street Address	█
	Sublease Number	█
Assignor/s	Name/s (as it will appear on the deeds)	█
	Postal Address	█
Assignor's Solicitor	Name	█
	Email Address	█
	Postal Address	█
	Phone number	█
Assignee/ Underlessee	Name (as it will appear on the deeds)	█
	Postal Address	█
Assignee's or Underlessee Solicitor	Name	█
	Email Address	█
	Postal Address	█
	Phone number	█
Real Estate Agent	Name	█
	Email Address	█

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Appendix 3: Procedure for Minister’s Consent

Procedure for Minister’s Consent

How to seek the Minister’s consent

The Crown Land Estate division (CLE) of the Department of Infrastructure, Planning and Logistics (DIPL) manages Special Purpose Leases (SPLs), and subject to the following procedures arranges for the Minister’s consent to any dealings.

To initiate a request for the Minister’s consent to “sale” or assignment (or transfer) of an interest in a lot within the SPL’s granted to Swiss Aluminium (managed by Rio Tinto Group), the Assignee’s representative should contact the Department at CrownLand.Estate@nt.gov.au and provide the following:

- A copy of completed *FRM – Consent to Transfer Sublease or Underlease* request form (available upon request from Rio Tinto), and confirmation of the date the request was provided to Rio Tinto.
- A copy of an Approved Nhulunbuy Corporation Pre-Sublease Transfer Inspection Report. If the Inspection Report is Conditionally Approved, the report must be accompanied by confirmation from Nhulunbuy Corporation Limited required remediation has been appropriately completed.
- A copy of the signed transaction document (the contract of sale or assignment) along with any other dealings to be registered, setting out the correct details for the parties (including dealing numbers where additional dealings have been registered, title references and execution blocks).
- A copy of the Deed of Consent to Assignment document provided by Rio Tinto, executed by both the Assignor and Assignee.
- A letter to CLE from the Assignor representing and warranting the relevant property is not subject to an outstanding breach notice from Nhulunbuy Corporation or Swiss Aluminium, and the Assignor is not aware of any matters potentially giving rise to a breach of the Sub-Lease terms.
- Indication whether the Assignee is entering into a mortgage (and will require a consent to enter and register a mortgage in respect of the SPL lot).
- The proposed date for ‘settlement’.

The process for issuing consent

On receipt of all relevant material, CLE will:

- Review the documents for accuracy.
- Conduct any other due diligence enquiries considered necessary/relevant from the Minister’s perspective to ensure the assignee is a respectable, solvent and financially responsible person capable of performing and complying with all of the obligations of the sub-lease.
- Seek confirmation from Rio Tinto it intends to consent to the transfer (subject to Ministerial approval being issued).
- If satisfied with the above, a letter of consent is prepared and provided to a delegate of the Minister for signing.
- Once signed, an electronic copy is sent to the Assignor’s legal representative and the Rio Tinto team (to email addresses as directed).

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