

13 June 2022

WENTWORTH RESOURCES PLC
("Wentworth" or the "Company")

Proposed Acquisition of 25% Working Interest in Tanzanian Gas Development Project

Creating Tanzania's Multi-Asset Gas Production Leader

Wentworth Resources (AIM: WEN), the independent, Tanzania-focused natural gas production company, announces that it has reached agreement with Scirocco Energy plc ("Scirocco") to acquire its 25% non-operated working interest in the Ruvuma Production Sharing Agreement ("Ruvuma Asset"), in Tanzania (the "Transaction").

The 1.9 Tscf (mean GIIP) Ntorya gas discovery located within Ruvuma, Tanzania is operated by ARA Petroleum Tanzania (50% working interest, Aminex plc 25%) and is adjacent to Wentworth's Mnazi Bay gas producing asset.

The consideration is comprised of an initial cash payment of \$3 million due upon Completion, with further deferred and contingent cash payments of up to \$13 million dependent on certain development and production milestones.

The consideration will be funded through Wentworth's cash resources whilst allowing the Company to maintain its commitment to a long-term, sustainable and progressive dividend for shareholders.

Katherine Roe, Chief Executive of Wentworth:

"This is a transformational transaction for Wentworth establishing us as a dual-asset, full-cycle E&P with a significantly enhanced resource base and production profile. The deal represents an attractively priced, low risk entry into a high growth opportunity which cements our position as a leading supplier of domestic gas to Tanzania.

"This compelling growth opportunity is fully aligned with our commitment to support the Government to reach its goal of providing universal energy access by 2030 in accordance with our purpose to empower people with energy and deliver value for Tanzania, Wentworth and all our stakeholders."

Strategic Rationale

- Value accretive transaction represents an attractively priced, low risk entry into a high growth opportunity with the majority of the consideration only payable upon meeting development and production milestones
- The Ruvuma development is expected to deliver a transformational increase in Wentworth's production and resources alongside Mnazi Bay enabling Wentworth to support both the growing energy needs and industrialisation of Tanzania
- Progresses Wentworth's stated strategy of increasing scale and driving growth through a focus on natural gas projects in Tanzania
 - o Positions Wentworth as the leading domestic gas player in Tanzania with a diversified production, appraisal and development portfolio
 - o Ruvuma will become the third producer of domestic gas in Tanzania alongside Mnazi Bay (Wentworth 32% working interest) and Songo Songo
 - o Enables Wentworth to continue to support the Government of Tanzania's ambition to increase energy access through lower-carbon solutions and reach universal energy access by 2030
- Underscores Wentworth's position as a key partner for the Government of Tanzania
- Transforms Wentworth into a multi-asset domestic gas producer in Tanzania and represents a

transforming Wentworth into a multi-asset domestic gas producer in Tanzania and represents a first step into asset diversification and towards a full-cycle portfolio

- Wentworth's in-country expertise and track record of delivery will support the Ruvuma JV to maximise the potential of a world class asset
- Wentworth remains committed to offset all existing Scope 1 and 2 emissions and partially offset Scope 3 emissions in 2022 and will work with the Ruvuma JV partners to ensure the development of the project is aligned with these aspirations to enable the Company to continue to have one of the lowest carbon intensities per boe in the UK plc market

The Ruvuma Asset

The Ruvuma asset contains the Ntorya-1 discovery well, drilled in 2012, and the Ntorya-2 appraisal well, drilled in 2017, and is estimated by RPS (2018) to have a mean estimated GIIP of c.1.9 Tscf. The Ntorya-1 gas discovery well is located approximately 30 km from the Madimba gas plant which is within the Mnazi Bay concession.

Development activity is progressing with a 338 km² 3D seismic survey currently underway before the drilling of the Chikumbi-1 appraisal well in late 2022 or early 2023. The Chikumbi-1 well aims to confirm 2C resources of 763 Bscf. The cost of the seismic survey and appraisal well net to Wentworth is estimated at \$6.25 million.

Final Investment Decision ("FID") is targeted for 2023 with first gas expected in late 2024 and an ultimate target production rate of up to 140 MMscf/d. The project will require construction of a pipeline from the gas field to the government operated Madimba gas facility, located approximately 30 km eastward, which is capable of handling 210 MMscf/d and is currently receiving most of the production volumes from the Mnazi Bay gas field. Gas from the Madimba gas facility will then be distributed via existing gas infrastructure to end users.

A commercialisation study performed by io oil and gas consultancy (a joint venture between Baker Hughes and McDermott) in 2017 showed that a 140 MMscf/d Full Field development project would require approximately \$143 million (gross) of capital expenditures. Actual costs and project scope will be dependent on a development plan agreed to by the Ruvuma JV partners and the government.

Details of the Transaction

The economic date of the Transaction is 1 January 2022.

The consideration structure ensures that the majority is only paid in a success case. The headline consideration of up to \$16 million is payable in cash. Initial consideration of \$3.0 million is payable in cash payable upon completion of the Proposed Transaction. Upon satisfaction of certain conditions Wentworth will make a loan of \$0.5 million available to Scirocco (the "Initial Loan"). 50% of such Initial Loan is repayable in the event completion does not take place.

Deferred and contingent payments represent the remaining cash payment of \$13 million which is due upon the following key milestones:

- o \$3.0 million on reaching FID;
- o Up to \$8 million through a minority share of net profit to Wentworth; and
- o \$2.0 million on reaching gross cumulative production of 50 Bscf.

Wentworth has agreed to a loan arrangement of up to \$6.25 million with Scirocco (the "Facility") to enable Scirocco to meet its cash call obligations and provide continuity to the work programme in the interim period to Completion. Any drawdowns under the Facility are subject to Scirocco shareholders' approval and partner non pre-emption and the full amount of drawdowns (less \$0.25 million of the Initial Loan) are repayable in the event of non-completion. The Facility will be secured by assignments of security by Scirocco in favour of Wentworth over the Licence Documents for the Ruvuma Asset. The grant of such security will be subject to the consent of the Minister for Energy in Tanzania and both parties will look to obtain such consent as soon as possible. The first \$3.0 million to be drawn under the Facility is interest free, however, any amounts drawn in excess of \$3.0 million will incur interest at a rate of 7% per annum until such time as the grant of the security in respect of the Facility is approved by the Minister for Energy in Tanzania.

In line with the requirements of Schedule Four of the AIM Rules, Scirocco recorded its interest in the Ruvuma Asset at a gross asset value of £14.63 million (\$18.0 million) per its unaudited accounts for the six month period ended 30 June 2021. For the audited year ended 31 December 2020, Scirocco incurred losses relating to the Ruvuma Asset of £0.81 million.

Timetable and Conditions

The proposed Acquisition is subject to formal shareholder approval from Scirocco's shareholders at a General Meeting to be held in due course, as well as certain regulatory approvals plus the non-exercise or waiving of pre-emption rights by the other Ruvuma Asset JOA partners.

The Transaction will not result in any changes to the Board of Wentworth. The Company currently expects the Transaction to complete ahead of the Longstop Date of 30 June 2023.

Conference Calls

Analyst call

The Company is holding a conference call for analysts at 9.30am BST today, Monday 13 June 2022.

To register for the call, please click on the following link:

https://secure.emincote.com/client/wentworth/wentworth009/vip_connect

You can view the presentation during the call via the following link:

<https://secure.emincote.com/client/wentworth/wentworth009>

Investor call

The Company is holding a live presentation and Q&A webinar for investors at 12.00pm BST today, Monday 13 June 2022, via Investor Meet Company.

To register for the call, please click on the following link:

<https://www.investormeetcompany.com/wentworth-resources-plc/register-investor>

Ends

Enquiries:

Wentworth Resources	Katherine Roe, Chief Executive Officer	katherine.roe@wentplc.com +44 (0) 7841 087 230
Stifel Nicolaus Europe Limited	AIM Nominated Adviser and Joint Broker Callum Stewart Ashton Clanfield Simon Mensley	+44 (0) 20 7710 7600
Peel Hunt LLP	Joint Broker Richard Crichton Alexander Allen	+44 (0) 20 7418 8900
FTI Consulting	Communications Advisor Sara Powell Ben Brewerton Ollie Mills	+44 (0) 20 3727 1000

About Wentworth Resources

Wentworth Resources plc (AIM: WEN) is a leading, domestic natural gas producer in Tanzania with a core producing asset at Mnazi Bay in the onshore Rovuma Basin in Southern Tanzania.

Inside Information

The information contained within this announcement is deemed by Wentworth to constitute inside information as stipulated under the Market Abuse Regulation (EU) no. 596/2014 ("MAR"). On the publication of this announcement via a Regulatory Information Service ("RIS"), this inside information is now considered to be in the public domain.

NOTES

Resources and Gas Initially in Place (GIIP) volumes quoted in this release have been estimated by RPS Energy, an independent third-party evaluator and were contained as part of an EGM circular for Aminex plc in December 2018. The document is available on Aminex plc's website.

RPS Energy is an independent energy advisory consultancy, part of the London-listed RPS Group plc.

Volumes presented in the report were estimated using the 2018 Petroleum Resources Management System ('PRMS') sponsored by the SPE/WPC/SEG/AAPG/EAGE/SPEE/SPWLA as the standard for classification and reporting.

Information related to the referenced oil & gas consultancy commercialisation report can be found in a corporate presentation dated 17 July 2018 on Aminex plc's website.

In accordance with the AIM Rules for Companies, the technical information contained in this announcement has been reviewed and approved by Mr. Aaron LeBlanc, Chief Operating Officer of Wentworth Resources PLC. Mr. LeBlanc is a qualified person as defined in the London Stock Exchange's Guidance Note for Mining and Oil and Gas Companies and has the necessary professional and technical competencies to conduct and review petroleum operations. Mr.

professional and technical competencies to conduct and review petroleum operations. Mr. LeBlanc has a Bachelor of Science Degree in Geology from the University of Calgary and has been a professional member of APEGA and a member of the AAPG and EAGE. Mr. LeBlanc has 20 years of oil and gas industry technical, operational and leadership experience.

RPS definitions:

Contingent Resources: are those quantities of petroleum estimated, as of a given date, to be potentially recoverable from known accumulations, by the application of development project(s) not currently considered to be commercial owing to one or more contingencies. Contingent Resources have an associated chance of development. Contingent Resources may include, for example, projects for which there are currently no viable markets, or where commercial recovery is dependent on technology under development, or where evaluation of the accumulation is insufficient to clearly assess commerciality. Contingent Resources are further categorized in accordance with the range of uncertainty associated with the estimates and should be subclassified based on project maturity and/or economic status.

Prospective Resources: are those quantities of petroleum estimated, as of a given date, to be potentially recoverable from undiscovered accumulations by application of future development projects. Prospective Resources have both an associated chance of geologic discovery and a chance of development. Prospective Resources are further categorised in accordance with the range of uncertainty associated with recoverable estimates, assuming discovery and development, and may be sub-classified based on project maturity.

1C: Denotes low estimate of Contingent Resources

2C: Denotes best estimate of Contingent Resources

3C: Denotes high estimate of Contingent Resources

1U: Denotes the unrisks low estimate qualifying as Prospective Resources

2U: Denotes the unrisks best estimate qualifying as Prospective Resources

3U: Denotes the unrisks high estimate of qualifying Prospective Resources

RPS Resource and gas in place in place table

RUVUMA: GAS IN PLACE AND RESOURCES 100% LICENCE BASIS (Bcsf)										
Category	Ntorya discovery estimated GIIP				Resources			Prospective Resources		
	P90	P50	P10	Mean	1C	2C	3C	1U	2U	3U
Gas Initially in Place	669	1,642	3,363	1,870						
Prospective Resource								399	936	1,798
Contingent Resources: Development Pending					26	81	213			
Contingent Resources: Development Unclassified					342	682	945			
TOTAL NET	669	1,642	3,363	1,870	368	763	1,158	399	936	1,798

- Estimations of resources assumes development licence is ratified
- Prospective resources shown relate to the Jurassic Chikumbi Prospect which lies below and separate from the Ntorya development

Glossary of Terms and Abbreviations

Bscf: billions of standard cubic feet

Boe: Barrels of oil equivalent

GIIP: Gas Initially in Place

GSA: Gas Sales Agreement

MMscf/d: millions of standard cubic feet per day

Tscf: trillion standard cubic feet

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact rns@lse.com or visit www.rns.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

ACQFTMTTMTMBTJT