

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

Name of entity	Energy Resources of Australia Limited
ABN	71 008 550 865

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Andrea Sutton
Date of last notice	9 March 2017

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	NA
Date of change	31 May 2017
No. of securities held prior to change	17,979 rights (" <b>Rights</b> ") to be granted Rio Tinto Limited ordinary shares (" <b>RT Shares</b> "), being: <ul style="list-style-type: none"> <li>• 8,911 Rights under the Rio Tinto Limited Performance Share Plan as amended from time to time ("<b>PSP</b>");* and</li> <li>• 5, 671 Rights under the Rio Tinto Limited Management Share Plan as amended from time to time ("<b>MSP</b>");* and</li> <li>• 3,397 Rights under the Rio Tinto Limited Bonus Deferral Plan as amended from time to time ("<b>BDP</b>").*</li> </ul>
Class	Rights under the terms of the BDP, the PSP and the MSP

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+ See chapter 19 for defined terms.

## Appendix 3Y Change of Director's Interest Notice

Number acquired	N/A
Number disposed	<ul style="list-style-type: none"> <li>• 349 Rights vested under the PSP</li> <li>• 102 Rights lapsed under the PSP</li> </ul>
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Disposal of rights under the PSP for nil consideration, resulting in a grant of 403 RT Shares in accordance with the terms of the PSP*.
No. of securities held after change	17,528 Rights: <ul style="list-style-type: none"> <li>• 8,460 Rights under the PSP; and</li> <li>• 5,671 Rights under the MSP; and</li> <li>• 3,397 Rights under the BDP.</li> </ul>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Vesting and lapsing of Rights under the terms of the PSP.

\*In accordance with the rules of the BDP, MSP, and the rules of the PSP in respect of awards granted from 2013, upon vesting Ms Sutton may receive additional RT Shares in lieu of dividends that would have been paid to her in the period from grant on the base number of RT Shares, the subject of the Rights that vest.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	RT Shares held by Computershare Company Nominees Limited (as nominee for the Vested Share Account on behalf of Andrea Sutton)
Date of change	31 May 2017
No. of securities held prior to change	Nil
Class	RT Shares
Number acquired	455 RT Shares*
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Acquisition of RT Shares pursuant to the vesting of Rights and grant of dividend shares under the Rio Tinto Limited Performance Share Plan for nil consideration.
No. of securities held after change	455 RT Shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acquisition of RT Shares pursuant to the vesting of rights under the terms of the PSP.

\*In accordance with the rules of the BDP, MSP, and the rules of the PSP in respect of awards granted from 2013, upon vesting Ms Sutton may receive additional RT Shares in lieu of dividends that would have been paid to her in the period from grant on the base number of RT Shares, the subject of the Rights that vest.

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**Appendix 3Y**  
**Change of Director's Interest Notice**

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Direct or indirect interest	Direct
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	N/A
No. of securities held prior to change	5,831 RT Shares
Class	RT Shares
Number acquired	Nil
Number disposed	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	5,831 RT Shares
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	N/A

Direct or indirect interest	Direct
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	N/A
No. of securities held prior to change	1,158 Options to be granted RT Shares under the Rio Tinto Limited Share Options Plan 2004 as amended from time to time ("SOP").
Class	Options granted under the SOP
Number acquired	N/A
Number disposed	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	1,158 Options
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	N/A

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## Appendix 3Y Change of Director's Interest Notice

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Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
Date of change	N/A
No. of securities held prior to change	93,691 Rights (“ <b>Rights</b> ”) under the terms of the Energy Resources of Australia Ltd Long Term Incentive Plan (“ <b>ERA LTIP</b> ”)*.
Class	Rights under the ERA LTIP.
Number acquired	N/A
Number disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil
No. of securities held after change	93,691 Rights (“ <b>Rights</b> ”) under the terms of the Energy Resources of Australia Ltd Long Term Incentive Plan (“ <b>ERA LTIP</b> ”)*.
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	N/A

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A

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**Appendix 3Y**  
**Change of Director's Interest Notice**

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Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

**Part 3 – +Closed period**

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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