



ERA Energy Resources of Australia Ltd

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A member of the Rio Tinto Group

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14 December 2018

Mr Patrick McCarthy
Adviser, Listings Compliance (Sydney)
20 Bridge Street
Sydney NSW 2000

By e-mail to ListingsComplianceSydney@asx.com.au

Dear Mr McCarthy

Appendix 3Y – P Dowd

I refer to your letter dated 12 December 2018 regarding the Appendix 3Y lodged on 10 December 2018 for Mr Paul Dowd (“**Notice**”).

We make the following comments regarding the Notice:

1. Provide further details regarding lodgement of the Appendix 3Y

The Notice related to changes in Mr Dowd’s interests in Rio Tinto Limited (“**RTL**”) following Mr Dowd’s participation in RTL’s 2018 share buy-back. Following completion of the buy-back, Mr Dowd discovered that he had inadvertently failed to report his participation in the 2017 RTL share buy-back. The changes resulting from both buy-backs were aggregated in the Notice in error. Accordingly, the Company now wishes to submit the attached revised Notice which outlines the change in Mr Dowd’s interests following each of the 2017 and 2018 RTL buy-backs.

2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

The Company has arrangements in place with its Directors that require the Directors to advise the Company of trades in the shares of the Company and related bodies corporate. The Company’s formal Share Trading Policy is available at its website at <http://www.energyres.com.au/media/corporate-governance/>. The Board has also established a standing item on the agenda for Board meetings on the requirements of the Listing Rules and the Corporations Act for disclosure of Directors’ interests.

Separately, the Company has established arrangements with RTL to identify changes in Directors’ interests in RTL securities due to the operation of Rio Tinto remuneration, share option, share savings and dividend reinvestment plans, and to monitor designated RTL share accounts held by Directors.

**ERA**

3. If the current arrangements are inadequate or not being enforced, what additional steps do the Company intend to take to ensure compliance with listing rule 3.19B?

The Company considers that the current arrangements are adequate and are being enforced. The Company will review again existing arrangements to seek to identify any additional steps or measures that may reinforce assurance that the Company is able to comply with listing rule 3.19A. Directors will also be reminded again of their obligations under the Listing Rules and the Corporations Act.

Yours sincerely

James O'Connell
Company Secretary

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 Ltd
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	Paul Dowd
Date of last notice	26 October 2015

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	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Holding registered in the name of PJ and BA Dowd Investments Pty Ltd as trustee for the Dowd Superannuation Fund.
Date of change	13 November 2017
No. of securities held prior to change	1,744 Rio Tinto Limited ordinary shares ("RT Shares")
Class	RT Shares
Number acquired	N/A
Number disposed	253 RT Shares
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Participation in Rio Tinto Limited buy-back at \$73.75.
No. of securities held after change	1,491 RT Shares
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>	Participation in Rio Tinto Limited buy-back.

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Holding registered in the name of PJ and BA Dowd Investments Pty Ltd as trustee for the Dowd Superannuation Fund.
Date of change	20 November 2018
No. of securities held prior to change	1,491 Rio Tinto Limited ordinary shares ("RT Shares")
Class	RT Shares
Number acquired	671 RT Shares
Number disposed	662 RT Shares
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Participation in Rio Tinto Limited buy-back Repurchase of RT Shares at \$79.77.
No. of securities held after change	1,500 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	Participation in Rio Tinto Limited buy-back and repurchase of RT Shares.

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 Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
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
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+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

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

+ See chapter 19 for defined terms.



12 December 2018

Mr James O'Connell
Company Secretary
Energy Resources of Australia Limited
Level 3, 18-20 Cavenagh Street
Darwin NT 0800

By email

Dear Mr O'Connell

Energy Resources of Australian Limited ('ERA'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. ERA's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 10 December 2018 for Mr Paul Dowd (the 'Notice');
2. Listing Rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 *"The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director."*

3. Listing rule 3.19B which states that:

"An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director."

The Notice indicates that a change in Mr Dowd's notifiable interest occurred on 20 November 2018. It appears that the Notice should have been lodged with ASX by 27 November 2018. Consequently, ERA may have breached Listing Rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

ASX reminds ERA of its contract with ASX to comply with the Listing Rules. In the circumstances, ERA should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does ERA have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does ERA intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

Your response should be sent to me by e-mail at ListingsComplianceSydney@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, no later than half an hour before the start of trading (i.e. before 9:30 am AEDT) on 17 December 2018.

Under Listing Rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Regards

Patrick McCarthy
Adviser, Listings Compliance (Sydney)