

## ASX Announcement

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### NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

#### Despatch of notices to shareholders

**13 April 2023**

Please refer to the attached notices sent to eligible shareholders and ineligible shareholders today.

This announcement is authorised by the Company Secretary.

For further information, please contact:

#### Media

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#### About Energy Resources Australia Ltd

Energy Resources of Australia Ltd (ERA) has been one of the nation's largest uranium producers and operated Australia's longest continually producing uranium mine.

After closure of the Ranger Mine in 2021, ERA is now committed to creating a positive legacy and achieving world class, sustainable rehabilitation of former mine assets.

The Ranger Rehabilitation Project is located on Aboriginal land and are surrounded by, but separate from, Kakadu National Park. ERA respectfully acknowledges the Mirarr people, Traditional Custodians of the land on which the Ranger Project Area is situated.

ERA's Ranger Project Area (100%) is located eight kilometres east of Jabiru and 260 kilometres east of Darwin, in Australia's Northern Territory. ERA also holds title to the Jabiluka Mineral Lease (100%) and is a signatory to the Long Term Care and Maintenance Agreement over the Jabiluka Mineral Lease.

## IMPORTANT INFORMATION


This letter is issued by Energy Resources of Australia Ltd (ABN 71 008 550 865) and is to inform you about the Interim Entitlement Offer. This letter is not a prospectus or offering document under Australian law or under any other law. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia and New Zealand. It is for information purposes only and does not constitute an offer, invitation, solicitation, advice or recommendation to subscribe for, retain or purchase any Entitlements or New Shares in any jurisdiction. This letter does not constitute, and should not be considered as, financial product advice and does not and will not form part of any contract for the acquisition of Entitlements or New Shares.

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any person in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia and New Zealand. In particular, neither the Entitlements nor the New Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may only be exercised or taken up by, and the New Shares to be offered and sold in the Interim Entitlement Offer may only be offered or sold to, persons that are not in the United States and that are not acting for the account or benefit of a person in the United States in "offshore transactions" (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S under the Securities Act. No documents relating to the Interim Entitlement Offer may be sent or distributed, in whole or in part, to persons in the United States or to persons that are acting for the account or benefit of any person in the United States.

Nothing contained in this document constitutes investment, legal, tax or other advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs.

**For all enquiries:**

**Phone:**  
(within Australia) 1300 552 270  
(outside Australia) +61 3 9415 4000

**Online:**  
 [www.computersharecas.com.au/eraoffer](http://www.computersharecas.com.au/eraoffer)

ERA  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**SRN/HIN: SRN WITHHELD**

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

Dear ERA Shareholder,

Thursday 13 April 2023

**ENERGY RESOURCES OF AUSTRALIA LTD (ASX: ERA)  
A\$369 MILLION PRO RATA RENOUNCEABLE ENTITLEMENT OFFER**

On Tuesday 4 April 2023, Energy Resources of Australia Ltd ("ERA") announced a pro-rata renounceable interim entitlement offer of new ERA ordinary shares (**New Shares**) to raise approximately A\$369 million (the "**Interim Entitlement Offer**").

**Interim Entitlement Offer and use of proceeds**

The proceeds from the Interim Entitlement Offer will be used to primarily provide ERA with sufficient cash to fund its planned Ranger Project Area rehabilitation related expenditure to the end of Q2 2024 and to repay the Rio Tinto Credit Facility. Further details are set out in ASX announcement and investor presentation relating to the Interim Entitlement Offer published on ASX on Tuesday 4 April 2023.

If you are an Eligible Shareholder, you will be able to subscribe for 5 New Shares for every 1 existing ERA ordinary share held on the Record Date of 7.00pm (Sydney time) on Tuesday 11 April 2023. The offer price is A\$0.02 per New Share ("**Offer Price**"). Fractional entitlements will be rounded up to the nearest whole number of shares.

**Interim Entitlement Offer Information Booklet**

**The Interim Entitlement Offer Information Booklet (setting out full details of the Interim Entitlement Offer) and personalised Entitlement and Acceptance Forms is now available for Eligible Shareholders to view online at [www.computersharecas.com.au/eraoffer](http://www.computersharecas.com.au/eraoffer).**

To access this website, Eligible Shareholders will need their SRN or HIN, which is displayed at the top of this letter. The Interim Entitlement Offer Information Booklet and personalised Entitlement and Acceptance Form will not be posted to Eligible Shareholders. Paper copies of these documents are available on request by contacting the ERA Interim Entitlement Offer Information Line on 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am to 5.00pm (Sydney time) Monday to Friday during the Interim Entitlement Offer period.

You should read the Interim Entitlement Offer Information Booklet carefully and in its entirety before deciding whether to participate in the Interim Entitlement Offer.

## Eligible Shareholders

Eligible Shareholders are shareholders who:

- are registered as a holder of ERA Shares as at the Record Date, being 7.00pm (Sydney time) on Tuesday 11 April 2023; and
- as at the Record Date, have a registered address on the share register in Australia or New Zealand or such other jurisdiction where the Company is satisfied that the person is eligible under all applicable laws to receive an offer under the Offer,

provided that, if a shareholder (including a nominee or custodian) is acting for the account or benefit of a person in the United States, it may not participate in the Interim Entitlement Offer on behalf of such a person.

## Action required by Eligible Shareholders

Entitlements may have value and it is important that Eligible Shareholders determine whether to take up, transfer, sell or do nothing in respect of all or part of their Entitlements.

### 1. Take up all or part of your Entitlements

Eligible Shareholders who wish to take up all or part of their Entitlements are required to make payment using BPAY pursuant to the instructions that are set out on the Entitlement and Acceptance Form. Payment must be received before 5.00pm (Sydney time) on Friday 5 May 2023. You can access your personalised payment instructions online at [www.computersharecas.com.au/eraoffer](http://www.computersharecas.com.au/eraoffer) from 9.00am (Sydney time) on Thursday 13 April 2023.

### 2. Sell or transfer all or part of your Entitlements

Eligible Shareholders who do not wish to take up all or part of their Entitlements may be able to sell all or part of their Entitlements on the ASX (ASX:ERAR) through their stockbroker or transfer their Entitlements directly to another person. If you sell your Entitlements in the Entitlement trading period (as set out in the 'Key dates' section below), you may receive a higher or lower amount than a shareholder who sells their Entitlements at a different time in the Entitlement trading period or through the Shortfall Bookbuild (as set out in the 'Key dates' section below).

(a) **(Sell all)** Eligible Shareholders who wish to sell all of their Entitlements on ASX should instruct their stockbroker personally. Entitlements may be traded on ASX until 4.00pm (Sydney time) Friday 28 April 2023 (on a normal settlement basis). You may incur brokerage costs if you sell all or part of your Entitlements on ASX.

(b) **(Sell part and take up part)** Eligible Shareholders who wish to take up part of their Entitlements and sell the balance on ASX will need to:

- in respect of those Entitlements they wish to take up, complete the Entitlement and Acceptance Form for the number of New Shares they wish to take up with the requisite payment of Application Monies by BPAY ensuring payment is received before 5.00pm (Sydney time) on Friday 5 May 2023; and
- in respect of those Entitlements to be sold on ASX, instruct their stockbroker personally and provide them with details they request as set out in the Entitlement and Acceptance Form.

### Required steps if transferring Entitlements other than on ASX

Eligible Shareholders who wish to transfer all or part of their Entitlements other than on ASX will need to complete and return a standard renunciation form in relation to those Entitlements that they wish to transfer. Eligible Shareholders should be able to obtain this form by calling their stockbroker or by calling the ERA Interim Entitlement Offer Information Line. The transferee must arrange payment in Australian currency for the amount due in respect of the New Shares payable to ERA so that it is received by the Registry no later than 5.00pm (Sydney time) on Friday 5 May 2023.



### 3. Allow all or part of your Entitlements to lapse

To the extent Eligible Shareholders do not take up all or part of their Entitlements or do not sell or transfer all of their Entitlements, those Entitlements not taken up will lapse and they will not receive or be entitled to any payment or value for their lapsed Entitlements.

If your Entitlements lapse, you will not be issued New Shares that relate to the portion of your Entitlements that have lapsed and your shareholding in ERA will be diluted. You may not receive or be entitled to any payment or value for your lapsed Entitlement.

The taxation implications of the Interim Entitlement Offer will vary depending upon your particular circumstances. Accordingly, you should seek and rely upon your own professional advice before concluding on the particular taxation treatment that will apply to you.

#### Key Dates

EVENT	DATE
Announcement of the Interim Entitlement Offer (including Investor Presentation).	Tuesday 4 April 2023
ASX release of Cleansing Statement and Appendix 3B	Tuesday 4 April 2023
ASX release of Interim Entitlement Offer Information Booklet	Tuesday 4 April 2023
Notice sent to all shareholders	Wednesday 5 April 2023
Ex date	Thursday 6 April 2023
Entitlements trading on ASX begins on deferred settlement basis	Thursday 6 April 2023
Record Date for eligibility in the Interim Entitlement Offer	7:00pm Sydney time, Tuesday 11 April 2023
<b>Interim Entitlement Offer opens</b>	<b>Thursday 13 April 2023</b>
Notice sent to Eligible Shareholders with weblink to Offer Website to access personalised Entitlement and Acceptance Form and the Interim Entitlement Offer Information Booklet	Thursday 13 April 2023
Entitlement trading on ASX on normal settlement basis begins	Friday 14 April 2023
Entitlement trading on ASX ends	4:00pm Sydney time, Friday 28 April 2023
New Shares under the Interim Entitlement Offer commence trading on ASX on deferred settlement basis	Monday 1 May 2023
Last day to extend the Interim Entitlement Offer Closing Date	Tuesday 2 May 2023
<b>Interim Entitlement Offer closes</b>	<b>5:00pm Sydney time, Friday 5 May 2023</b>

EVENT	DATE
Announcement of results of issue	Tuesday 9 May 2023
Determination of allocation under Shortfall Facility and Shortfall Bookbuild	Tuesday 9 May 2023
Notification of shortfall to ASX	Wednesday 10 May 2023
Issue of New Shares under the Interim Entitlement Offer and lodgement of Appendix 2A	Before 12:00pm Sydney time, Friday 12 May 2023
New Shares under the Interim Entitlement Offer commence trading on ASX on a normal settlement basis	Monday 15 May 2023

This timetable is indicative only and may be subject to change without notice. ERA reserves the right to amend any or all of these dates and times subject to the Corporations Act, the Listing Rules and other applicable laws. In particular, ERA reserves the right to extend the closing date for the Interim Entitlement Offer, to accept late applications under the Interim Entitlement Offer (either generally or in particular cases) and to withdraw the Interim Entitlement Offer without prior notice. ERA will give ASX notice of any change to proposed dates to the timetable. Any extension of the closing date will have a consequential effect on the allotment date of New Shares. ERA also reserves the right not to proceed with the Interim Entitlement Offer in whole or in part at any time prior to allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to applicants.

## Enquiries

For further information on the Interim Entitlement Offer please visit [www.computersharecas.com.au/eraoffer](http://www.computersharecas.com.au/eraoffer) or call the ERA Interim Entitlement Offer Information Line: 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (Sydney time) on Monday to Friday (excluding public holidays), before the Interim Entitlement Offer closes at 5.00pm (Sydney time) on Friday 5 May 2023. Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.

Sincerely

**Energy Resources of Australia Ltd**  
**ABN 71 008 550 865**

## NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

### Important information

This letter is issued by Energy Resources of Australia Ltd (ABN 71 008 550 865). This letter is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any shares in ERA in any jurisdiction. This letter does not constitute financial product advice and does not and will not form part of any contract for the acquisition of ERA ordinary shares.

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any shares in the United States. The Entitlements and the New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be issued to, or exercised or taken up by, and the New Shares may not be offered or sold to, directly or indirectly, persons in the United States or persons who are acting for the account or benefit of persons in the United States unless they are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable securities laws of any state or other jurisdiction of the United States.

In particular, persons in the United States and persons acting for the account or benefit of persons in the United States will not be eligible to purchase or trade Entitlements on the ASX or otherwise, or take up or exercise Entitlements purchased on the ASX or otherwise, or transferred from another person.

Certain statements made in this document are forward-looking statements. These forward-looking statements are not historical facts but rather are based on ERA's current expectations, estimates and projections about the industry in which ERA operates, and beliefs and assumptions. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors, some of which are beyond the control of ERA, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. ERA cautions security holders and prospective security holders not to place undue reliance on these forward-looking statements, which reflect the view of ERA only as of the date of this document. The forward-looking statements made in this document relate only to events as of the date on which the statements are made. ERA will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this document except as required by law or by any appropriate regulatory authority.

Nothing contained in this document constitutes investment, legal, tax or other advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. Please carefully read the Interim Entitlement Offer Information Booklet in its entirety, and if you are unsure of your position, please seek professional advice from your stockbroker, solicitor, accountant or other professional adviser.



ERA

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

Dear ERA Shareholder,

Thursday 13 April 2023

**ENERGY RESOURCES OF AUSTRALIA LTD (ASX:ERA) A\$369 MILLION PRO RATA RENOUNCEABLE ENTITLEMENT OFFER  
NOTIFICATION TO INELIGIBLE SHAREHOLDERS**

On Tuesday 4 April 2023, Energy Resources of Australia Limited ("**ERA**") announced a pro-rata renounceable interim entitlement offer to Eligible Shareholders (as defined below) to subscribe for 5 new fully paid ordinary shares in ERA ("**New Shares**") for every 1 existing ERA ordinary share held at 7.00pm (Sydney time) on Tuesday 11 April 2023 ("**Entitlement**"), at an offer price of A\$0.02 per New Share to raise approximately A\$369 million (the "**Interim Entitlement Offer**").

The Interim Entitlement Offer is being made by ERA without a prospectus or other disclosure document in accordance with section 708AA of the *Corporations Act 2001* (Cth) (the "**Act**") as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*.

You are receiving this letter as, according to our records, you did not satisfy the eligibility criteria to participate in the Interim Entitlement Offer. Further information on the Interim Entitlement Offer, including the eligibility criteria to participate and how your Entitlements will be dealt with, is set out below.

**You are not required to do anything in response to this letter.**

However, there may be financial implications for you as a result of the Interim Entitlement Offer that you should be aware of, and you may still receive some benefit from the Interim Entitlement Offer, as described below.

**INTERIM ENTITLEMENT OFFER**

The Interim Entitlement Offer, which is expected to raise approximately A\$369 million, is being made to Eligible Shareholders on the basis of 5 New Shares for every 1 existing ERA ordinary share held at 7.00pm (Sydney time) on Tuesday 11 April 2023 ("**Record Date**").

A booklet in relation to the Interim Entitlement Offer was lodged with the ASX on Tuesday 4 April 2023 ("**Interim Entitlement Offer Information Booklet**") and made available to Eligible Shareholders.

Eligible Shareholders are shareholders who:

- are registered as a holder of ERA Shares as at the Record Date, being 7.00pm (Sydney time) on Tuesday 11 April 2023; and
- as at the Record Date, have a registered address on the share register in Australia or New Zealand or such other jurisdiction where the Company is satisfied that the person is eligible under all applicable laws to receive an offer under the Offer,

provided that, if a shareholder (including a nominee or custodian) is acting for the account or benefit of a person in the United States, it may not participate in the Interim Entitlement Offer on behalf of such a person.

#### **ELIGIBILITY CRITERIA**

ERA has determined that it would be unreasonable to make offers under the Interim Entitlement Offer to shareholders who are not Eligible Shareholders.

This is due to legal and regulatory requirements in countries other than Australia and New Zealand and the potential cost to ERA for complying with those requirements, compared with the relatively small number of shareholders in those countries, the relatively small number of existing ERA ordinary shares they hold and the relatively low value of New Shares to which those shareholders would otherwise be entitled to subscribe for. Determination of eligibility of investors for the purposes of the Interim Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of ERA. ERA and its directors, officers, employees, advisers, associates and agents disclaim any liability (including, without limitation, for fault or negligence) in respect of any determination as to eligibility and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

According to our records, you did not satisfy the eligibility criteria for an Eligible Shareholder stated above. Accordingly, ERA wishes to advise you that it will not be extending the Interim Entitlement Offer to you, and you will not be able to subscribe for New Shares under the Interim Entitlement Offer. The documents relating to the Interim Entitlement Offer will not be made available to you.

#### **TREATMENT OF INELIGIBLE SHAREHOLDERS' ENTITLEMENTS**

As the Interim Entitlement Offer is renounceable, ERA has arranged for the Entitlements that would otherwise be offered to Ineligible Shareholders to be sold on their behalf by Euroz Hartley Limited (ACN 104 195 057) ("**Nominee**"). If there is a viable market for the Entitlements, where a premium over the expenses of the sale can be made, the Entitlements which would otherwise have been attributed to you will be offered for sale on your behalf and you will receive the net proceeds of the sale of these Entitlements (after deducting brokerage, commission and other expenses) as soon as practicable in the same proportions your respective holdings of ERA Shares as at the Record Date. The net proceeds (if any) will be paid to you by a cheque in Australian dollars to your registered address.

If, in the reasonable opinion of the Nominee that there is no viable market for the Entitlements or a premium over the expenses from the sale cannot be obtained for the Entitlements that would otherwise have been offered to the Ineligible Shareholders, then these Entitlements will be allowed to lapse and form part of the Shortfall Shares offered to Eligible Shareholders under the Shortfall Facility and to institutional and/or sophisticated investors under the Shortfall Bookbuild. In such circumstances, no money will be paid to the Ineligible Shareholders.

The Nominee will have absolute and sole discretion in determining the price for which the relevant Entitlements may be sold so that a premium over the expenses of their sale can be made, as well as the timing and manner of such sale. To the maximum extent permitted by law, neither ERA nor the Nominee, and their respective related bodies corporate and affiliates, and each of their respective directors, officers, employees, advisers, associates and agents will be subject to any liability to Ineligible Shareholders for failure to sell the Ineligible Shareholders' Entitlements or to sell them at a particular price.

#### **NO ENTITLEMENTS TRADING**

While the Interim Entitlement Offer is renounceable and the Entitlements of Eligible Shareholders can be traded on ASX, transferred, assigned or otherwise dealt with, the acquisition of Entitlements on ASX or otherwise will be restricted to persons meeting certain eligibility criteria.

Ineligible Shareholders will not be eligible to purchase or trade Entitlements or to take up or exercise Entitlements they acquire.

If notwithstanding the above you purchase Entitlements during the Entitlements trading period, but you do not meet the eligibility criteria, you will not be able to take up or exercise those Entitlements and, as a result, you may receive no value for them.

#### **NO ACTION REQUIRED**



This notice is to inform you about the Interim Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares. **You are not required to do anything in response to this letter.**

If you have any questions in relation to any of the above matters, please contact the ERA Interim Entitlement Offer Information Line on 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia) at any time from 8.30am to 5.00pm (Sydney time) Monday to Friday (excluding public holidays) before the Interim Entitlement Offer closes at 5.00pm (Sydney time) on Friday 5 May 2023. Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.

On behalf of the ERA Board, we regret that you are not eligible to participate in the Interim Entitlement Offer and thank you for your continued support.

Sincerely

**Energy Resources of Australia Ltd**  
**ABN 71 008 550 865**

#### **IMPORTANT INFORMATION**

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