

**Energy Resources of Australia Ltd**

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## **MARKET ANNOUNCEMENT**

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

<b>Date</b>	Wednesday, 23 October 2024
<b>To:</b>	Australian Securities Exchange
<b>Subject</b>	<b>Letter to Eligible Shareholders regarding Entitlement Offer</b>

Enclosed is a letter to be despatched later today to Eligible Shareholders of Energy Resources of Australia Ltd (**ERA**) with a registered address in Australia, New Zealand or such other jurisdiction where ERA is satisfied (acting reasonably) that the person is eligible under all applicable laws to receive an offer under the Entitlement Offer announced by ERA on Thursday, 29 August 2024<sup>1</sup>.

Capitalised terms used but not defined in this announcement have the meaning given by the Offer Information Booklet released to ASX on Wednesday, 16 October 2024.

**For further information contact:**

**Media**

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**Investor Relations**

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This announcement was authorised to be given to the ASX by the Company Secretary

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<sup>1</sup> Refer also to ERA's ASX announcement dated Wednesday, 16 October 2024.



This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any shares or other securities 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.

**For all enquiries:**

**Phone:**  
(within Australia) 1300 264 756  
(outside Australia) +61 3 9415 4393

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

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ERA  
MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

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

Dear ERA Shareholder,

Wednesday, 23 October 2024

**ENERGY RESOURCES OF AUSTRALIA LTD (ASX: ERA)**

**APPROXIMATELY A\$880 MILLION PRO RATA RENOUNCEABLE ENTITLEMENT OFFER**

On Thursday, 29 August 2024, Energy Resources of Australia Ltd (**ERA** or the **Company**) announced a pro-rata renounceable entitlement offer of new ERA ordinary shares (**New Shares**) to raise up to approximately A\$880 million (the **Entitlement Offer**)<sup>1</sup>.

The 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) as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*.

**Entitlement Offer and use of proceeds**

The proceeds from the Entitlement Offer will be used to provide ERA with sufficient cash to fund planned Ranger Project Area rehabilitation related expenditure up until approximately Q3 of 2027 and to fund the costs of the Entitlement Offer. Further details are set out in the ASX announcement dated Wednesday, 16 October 2024 and investor presentation relating to the Entitlement Offer published on ASX on Thursday, 29 August 2024.

If you are an Eligible Shareholder, you will be able to subscribe for 19.87 New Shares for every 1 existing fully paid ordinary share held on the Record Date of 7.00pm (Sydney time) on Monday, 21 October 2024. The offer price is A\$0.002 per New Share (**Offer Price**). Fractional entitlements will be rounded up to the nearest whole number of shares.

**Offer Information Booklet**

**The Offer Information Booklet prepared in relation to the Entitlement Offer (Offer Information Booklet) 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).**

<sup>1</sup> Refer also to ERA's ASX announcement dated Wednesday, 16 October 2024.

To access this website, Eligible Shareholders will need their SRN or HIN, which is displayed at the top of this letter. The 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 Entitlement Offer Information Line on 1300 264 756 (within Australia) or +61 3 9415 4393(outside Australia) between 8.30am to 5.00pm (Sydney time) Monday to Friday during the Entitlement Offer period.

You should read the Offer Information Booklet carefully and in its entirety before deciding whether to participate in the Entitlement Offer. Capitalised terms used but not defined in this letter have the meaning given in the Offer Information Booklet.

### **Eligible Shareholders**

Eligible Shareholders are holders of fully paid ordinary shares in the capital of ERA as at 7.00pm (Sydney time) on Monday, 21 October 2024 who:

1. have an address on the ERA's share register in Australia, New Zealand or such other jurisdiction where the Company is satisfied (acting reasonably) that the person is eligible under all applicable laws to receive an offer under the Entitlement Offer;
2. are not in the United States; and
3. are eligible under all applicable securities laws to receive an offer under the Entitlement 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 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 their personalised Entitlement and Acceptance Form. Payment must be received **before 5.00pm (Sydney time) on Wednesday, 13 November 2024**. 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 Wednesday, 23 October 2024.

If you do not have an account that supports BPAY® transactions, New Zealand holders will be offered EFT details via the Offer Website at [www.computersharecas.com.au/eraoffer](http://www.computersharecas.com.au/eraoffer). Alternatively, please contact the Entitlement Offer Information Line on 1300 264 756 toll free (within Australia) or +61 3 9415 4393 (outside Australia) for alternative electronic funds transfer payment arrangements

If you purchase additional Entitlements on-market, and you were an Eligible Shareholder as at the Record Date, you can use the same personalised payment details (relevant to each separate holding you have) available to you at [www.computersharecas.com.au/eraoffer](http://www.computersharecas.com.au/eraoffer).

#### **2. Take up all of your Entitlement and apply for Additional Shares**

Eligible Shareholders (other than Rio Tinto) who take up their Entitlement in full may also apply for additional New Shares at the Offer Price in excess of their Entitlement (**Additional New Shares**) under a shortfall facility. The allocation of any Additional New Shares will be limited to the number of New Shares for which valid applications are not received before the Entitlement Offer closes and subject to the scale-back policy set out in the Offer Information Booklet.

There is no guarantee that Eligible Shareholders will receive the Additional New Shares they apply for (if any).

Eligible Shareholders can apply for Additional New Shares by following the instructions set out on their personalised Entitlement and Acceptance Form and making payment of the relevant Application Monies via BPAY®. For an Eligible Shareholder's application for Additional New Shares to be valid, payment (in full) for any Additional New Shares applied for must be received by no later than the close of the Entitlement Offer, being **5.00pm (Sydney time) on 13 November 2024**.

### 3. **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:ERARB) through their stockbroker or transfer their Entitlements directly to another person. If you sell your Entitlements during 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 during 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 from Friday, 18 October 2024 to 4.00pm (Sydney time) Wednesday, 6 November 2024 (on a deferred settlement basis) and from Thursday, 24 October 2024 to 4.00pm (Sydney time) Wednesday, 6 November 2024 (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 Wednesday, 13 November 2024**; 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 can obtain this form by calling their stockbroker or by visiting [www.computersharecas.com.au/eraoffer](http://www.computersharecas.com.au/eraoffer).

The transferee must arrange payment in Australian currency for the amount due in respect of the New Shares, the transferee must seek instructions for paying their Applications Monies from the Registry. Both the transferor and the transferee must be issuer sponsored. If either party is CHES sponsored, they will need to arrange the transfer of rights through their sponsoring broker. You can obtain a Standard Renunciation and Acceptance Form (and EFT and lodgement instructions) online at [www.computersharecas.com.au/eraoffer](http://www.computersharecas.com.au/eraoffer) or by calling the Registry on 1300 264 756 toll free (within Australia) or +61 3 9415 4393 (from outside Australia) The transferee must submit the Application Monies by EFT in accordance with the instructions provided, so that the completed Standard Renunciation and Acceptance Form and cleared funds are received by the Registry by no later than **5.00pm (Sydney time) on Wednesday, 13 November 2024**.

4. **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, they may forgo any exposure to increases or decreases in the value of the New Shares had Eligible Shareholders taken up their 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 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 Entitlement Offer (including Investor Presentation)  ASX release of Cleansing Statement, Original Appendix 3B and Offer Information Booklet	Thursday, 29 August 2024
Announcement of the resumption of the Entitlement Offer, New Appendix 3B and Updated Offer Information Booklet	Wednesday, 16 October 2024
Ex date	Friday, 18 October 2024
Entitlements trading on ASX begins on deferred settlement basis	Friday, 18 October 2024
Record Date for Entitlement Offer	7:00pm Sydney time, Monday, 21 October 2024
<b>Entitlement Offer opens</b>	<b>Wednesday, 23 October 2024</b>
Notice sent to Eligible Shareholders with weblink to Offer Website to access personalised Entitlement and Acceptance Form and the Offer Information Booklet	Wednesday, 23 October 2024
Entitlement trading on ASX on normal settlement basis begins	Thursday, 24 October 2024
Entitlement trading on ASX ends	4:00pm Sydney time, Wednesday, 6 November 2024
New Shares under the Entitlement Offer commence trading on ASX on deferred settlement basis	Thursday, 7 November 2024
Last day to extend the Entitlement Offer Closing Date	Before 12.00pm Sydney time, Friday, 8 November 2024
<b>Entitlement Offer closes</b>	<b>5:00pm Sydney time, Wednesday, 13 November 2024</b>
Announcement of results of the Entitlement Offer	Monday, 18 November 2024
Determination of allocation under Shortfall Facility and Shortfall Bookbuild	Monday, 18 November 2024
Notification of shortfall under Entitlement Offer to ASX	Tuesday, 19 November 2024
Issue of New Shares under the Entitlement Offer and lodgement of Appendix 2A	Before 12:00pm Sydney time, Thursday, 21 November 2024

New Shares under the Entitlement Offer commence trading on ASX on a normal settlement basis	Friday, 22 November 2024
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This timetable is indicative only. ERA reserves the right to amend any or all of these dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, ERA reserves the right to extend the closing date for the Entitlement Offer, to accept late applications under the Entitlement Offer (either generally or in particular cases). 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 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 Entitlement Offer please visit [www.computersharecas.com.au/eraoffer](http://www.computersharecas.com.au/eraoffer) or call the ERA Entitlement Offer Information Line: 1300 264 756 (within Australia) or +61 3 9415 4393 (outside Australia) between 8.30am and 5.00pm (Sydney time) on Monday to Friday (excluding public holidays), before the Entitlement Offer closes at **5.00pm (Sydney time) on Wednesday, 13 November 2024**. 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 other disclosure 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, investment, legal, tax or other 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 or other securities 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. There will be no public offer of the Entitlements or the New Shares in 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.

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 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.