

27 March 2026

Dear Shareholders

Notice of 2026 Annual General Meeting

Energy Resources of Australia Ltd (**ERA**) will hold its annual general meeting of shareholders at 9:30am (AEST) on Wednesday, 29 April 2026 (**Meeting**) at HPX Group, Level 35, One Eagle, 1 Eagle Street, Brisbane, Queensland.

The **attached** Notice and Access Letter has been mailed to shareholders today.

The following documents, which are also **attached**, have been made available to shareholders electronically:

- Notice of 2026 Annual General Meeting and Explanatory Notes; and
- Proxy Form

These documents, together with the 2025 Annual Report (lodged with ASX on 26 March 2026) are also available online on the ERA website.

<https://www.energyres.com.au/media/asx-announcements/>

Yours faithfully,

Energy Resources of Australia Ltd

ENDS.

This announcement was authorised by the Board of Directors of ERA.

For further information, please contact:

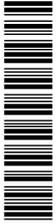
Media

Ben Mitchell
Stinton Advisory
Mobile: +61 419 850 212
Email: ben@stintonadvisory.com.au

Need assistance?

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

 **Online:**
www.investorcentre.com/contact



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

Energy Resources of Australia Ltd Annual General Meeting

The Energy Resources of Australia Ltd Annual General Meeting will be held on Wednesday, 29 April 2026 at 9:30am (AEST). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 9:30am (AEST) on Monday, 27 April 2026.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
HPX Group, Level 35, 1 Eagle Street, Brisbane Qld 4000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive Annual Reports. To do so, contact Computershare.



2026 Notice of Annual General Meeting

**The annual general meeting
of Energy Resources of
Australia Ltd (ERA or the
Company) will be held at
9:30am (AEST) on
Wednesday, 29 April 2026 at
HPX Group,
Level 35, One Eagle, 1 Eagle
Street
Brisbane Qld 4000**

This document is important and requires your immediate attention. If you have any doubts about the action you should take, contact your stockbroker, solicitor, accountant, or other professional adviser, immediately.

To vote ahead of the annual general meeting, please complete and submit a proxy form in line with the instructions set out in this notice.

Registered office:
Level 8, TIO Centre,
24 Mitchell St, Darwin
Northern Territory 0800

Items of business

1. Consideration of Reports

To receive and consider the Financial Report, Directors' Report, Directors' Declaration and Auditor's Report for the year ended 31 December 2025 as set out in the Annual Report.

Items for approval

Resolution 1

Approval of the Directors' Remuneration Report (Non-binding resolution)

To approve the Directors' Remuneration Report for the year ended 31 December 2025, as set out in the 2025 Annual Report.

Resolution 2

To re-elect Mr Justin Carey as a Director

Resolution 3

To re-elect Mr Rick Dennis as a Director

Resolution 4

To re-elect The Hon Ken Wyatt as a Director

Resolution 5

To re-elect Mr Stuart Glenn as a Director

Voting and proxies

Only members who are recorded on the Company's register of members at **7:00pm (AEST¹) on 27 April 2026** are entitled to vote at the annual general meeting. A member may appoint a proxy to attend and vote for the member. A proxy need not be a member of the Company.

The appointment may specify the proportion or number of votes the proxy may exercise. If the member is entitled to cast two or more votes, the member may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of those votes.

Proxy forms should be completed, signed and returned to the following address by 9:30am (AEST) on 27 April 2026:

**Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001 Australia**

Alternatively:

- a member may submit a proxy vote electronically, and details of the online proxy voting facility can be found on the proxy form. For Intermediary Online subscribers (Custodians) only, proxy forms may be submitted via www.intermediaryonline.com.au;
- proxy forms may be sent by fax to facsimile number:
1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Members may also appoint an attorney to act on their behalf at the annual general meeting. If the appointor is an individual, the power of attorney must be signed in the presence of at least one witness.

For an appointment of a proxy or attorney to be effective for the meeting, the completed proxy form (and any proxy appointment authority or a certified copy) or the powers of attorney (or a certified copy) must be received by 9:30am (AEST) on 27 April 2026, being no later than 48 hours before the scheduled commencement of the meeting. Any proxy voting instructions received after that time will not be valid for the meeting.

A member that is a body corporate may appoint an individual to act as its representative at the annual general meeting as permitted by the Corporations Act

¹ Australian Eastern Standard Time

2001 (Cth) (**Corporations Act**). The appropriate "Appointment of Corporate Representative" (the form of which may be obtained from the Company's share registry or at www.computershare.com) should be produced, including any authority under which it is signed, prior to admission to the meeting, unless it has previously been given to the Company.

If you appoint the Chair of the meeting as your proxy (or the Chair becomes your proxy by default), then by completing and submitting the proxy form accompanying this Notice of Meeting, you are expressly authorising the Chair to exercise the proxy on Resolution 1 even though Resolution 1 is connected with the remuneration of Key Management Personnel (**KMP**).

If you appoint a Director (other than the Chair of the meeting) or another member of the KMP (or a closely related party of a member of the KMP) as your proxy, you should direct that person how to vote on Resolution 1. If you do not do so, that person will not be able to cast your vote as your proxy and any votes cast by them as your proxy on Resolution 1 would be disregarded.

The Chair intends to vote undirected proxies (where permissible) in favour of each resolution proposed in this Notice of Meeting. If you do not wish the Chair of the meeting to vote as your proxy in accordance with this intention, you should complete the voting directions in the proxy form.

In accordance with section 250JA of the Corporations Act, each resolution considered at the meeting will be conducted by a poll, rather than on a show of hands.

Voting exclusions

Resolution 1 (Approval of the Directors' Remuneration Report)

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the KMP, details of whose remuneration are included in the Remuneration Report, or their closely related party of such a KMP member, regardless of the capacity in which the vote is cast; and
- as a proxy by a person who is a member of the KMP as at the date of the meeting or their closely related parties.

However, the Company will not disregard the votes as a result of these restrictions if cast:

- on behalf of a person entitled to vote in accordance with a direction on the proxy appointment specifying the way the proxy is to vote on the resolution; or
- by the person who is the Chair of the meeting,

and the proxy appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Explanatory notes

Further details in respect of the resolutions to be put to the meeting are set out in the accompanying explanatory notes. The attached explanatory notes form part of this Notice of Meeting and should be read in conjunction with the resolutions contained in this Notice of Meeting.

By Order of the Board



Stephanie So
Joint Company Secretary
27 March 2026

Explanatory notes

CONSIDERATION OF REPORTS

The financial statements for the year ended 31 December 2025 are set out in the Company's 2025 Annual Report. A copy of the 2025 Annual Report, including the Financial Report and the Reports of the Directors and the Auditor for the year ended 31 December 2025, is available at www.energyres.com.au.

RESOLUTION 1 – APPROVAL OF THE DIRECTORS' REMUNERATION REPORT

The Remuneration Report is set out in the Directors' Report contained in the Annual Report.

There will be an opportunity for shareholders at the meeting to comment on and ask questions about the Company's Remuneration Report for 2025. The vote on the Remuneration Report is advisory only and will not bind the Directors or the Company.

A voting exclusion applies to Resolution 1 as set out in the Notice of Meeting under the heading 'Voting exclusions'.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to shareholders regarding this Resolution.

RESOLUTIONS 2 – 5

ASX Listing Rule 14.4 requires that a director must not hold office past the third annual general meeting following the director's appointment or three years, whichever is longer.

Biographical details in support of each Director's re-election are provided below.

RESOLUTION 2 – TO RE-ELECT MR JUSTIN CAREY AS A DIRECTOR

Mr Carey has agreed to retire at this Meeting and, being eligible, has offered himself for re-election pursuant to Resolution 2.

Mr Justin Carey BCom was appointed as a Non- Executive Director in August 2019 and was re-elected at the 2023 Annual General Meeting.

Mr Carey brings extensive financial, technical and corporate experience, with over 25 years' experience in a variety of commercial finance roles, with 20 of those years' experience within the mining industry. In that time, Mr Carey spent two and a half years as CFO for Oyu Tolgoi LLC based in Mongolia.

Since leaving Mongolia, Mr Carey has held various roles within the Rio Tinto corporate finance team, including as finance officer for the Group's corporate entities and leading the Group's planning and forecasting processes as the General Manager Financial Planning & Analysis.

Mr Carey has served on several Rio Tinto entity boards and brings extensive experience in corporate governance and control processes. Mr Carey was Interim Chair from October 2022 to 31 January 2023.

Mr Carey has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

The Directors, with Mr Carey abstaining, recommend that shareholders vote in favour of this ordinary resolution to re-elect Mr Carey as a Director of the Company.

RESOLUTION 3 – TO RE-ELECT MR RICK DENNIS AS DIRECTOR

Mr Dennis has agreed to retire at this Meeting and, being eligible, has offered himself for re-election pursuant to Resolution 3.

Mr Rick Dennis BCom, LLB, CA Mr Dennis was appointed as an independent Non-Executive Director in November 2022 and Independent Chair on 31 January 2023.

Mr Dennis had 35 years with global professional services firm Ernst & Young and was Queensland Managing Partner from 2001-2007. He held several executive and board roles at EY, including Chief Operating Officer in Oceania, and Deputy Chief Operating Officer and Chief Financial Officer for the Asia-Pacific practice from 2010-2014 where he was responsible for overseeing the financial and operational integration of the Australian and Asian member firms.

Mr Dennis is dual qualified in law and commerce.

Mr Dennis has confirmed that he considers he will have sufficient time to fulfil his responsibilities as an Independent Non-Executive Director and the Independent Chair of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as an Independent Non-Executive Director and the Independent Chair of the Company.

The Directors, with Mr Dennis abstaining, recommend that shareholders vote in favour of this ordinary resolution to re-elect Mr Dennis as a Director of the Company.

RESOLUTION 4 – TO RE-ELECT THE HON KEN WYATT AS A DIRECTOR

Mr Wyatt has agreed to retire at this Meeting and, being eligible, has offered himself for re-election pursuant to Resolution 4.

The Hon Ken Wyatt AM, JP, DIPED, DIPT was appointed as an independent Non-Executive Director in December 2022.

As a proud Noongar, Yamatji and Wongi man, Mr Wyatt brings extensive experience and a unique perspective to the Board of ERA. Mr Wyatt served as the Member for Hasluck in the Federal Parliament from 2010 to 2022. He was the first Indigenous Australian appointed to the Commonwealth Ministry and first Aboriginal Australian to serve in Cabinet when he was appointed Minister for Indigenous Australians (2019-2022).

Mr Wyatt served as Australia's first Indigenous Minister for Indigenous Australians, where he was able to secure the historic National Agreement on Closing the Gap. He also pioneered the National Roadmap on Indigenous Skills, Jobs and Wealth Creation and was instrumental in the Commonwealth Government securing the copyright to the Aboriginal Flag.

Not only has Mr Wyatt had an extensive career in health, education, Aboriginal Affairs and Aboriginal Land issues before entering politics, he has also made an enormous contribution to the wider community. This was recognised in 1996 when he was awarded the Order of Australia in the Queen's Birthday Honours list and in 2000 the Centenary of Federation Medal for 'his efforts and contribution to improving the quality of life for Aboriginal and Torres Strait Islander people and mainstream Australian society in education and health.

Mr Wyatt has confirmed that he considers he will have sufficient time to fulfil his responsibilities as an Independent Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as an Independent Non-Executive Director of the Company.

The Directors, with Mr Wyatt abstaining, recommend that shareholders vote in favour of this ordinary resolution to re-elect Mr Wyatt as a Director of the Company.

RESOLUTION 5 – TO RE-ELECT MR STUART GLENN AS A DIRECTOR

Mr Glenn has agreed to retire at this Meeting and, being eligible, has offered himself for re-election pursuant to Resolution 5.

Mr Stuart Glenn BSC, CSEP, MAICD was appointed as an independent Non-Executive Director in February 2023.

Mr Glenn has served as a professional Company Director for over 10 years where he is focused on asset management, project delivery and business improvements through better project management, increased data analytics and the introduction of accurate and timely reporting and controls. Prior to this, he had a successful executive management career, both in Australia and overseas in the Transport Infrastructure and Energy Sectors and held senior executive roles at Parson's Brinckerhoff International (now known as WSP) who provides professional engineering, project management and program management services to global infrastructure projects.

Mr Glenn has held Chair and non-executive director roles in the Infrastructure, Oil & Gas, Planning and Energy sectors. He is currently a non-executive director of LMS Energy Pty Ltd.

Mr Glenn has confirmed that he considers he will have sufficient time to fulfil his responsibilities as an Independent Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as an Independent Non-Executive Director of the Company.

The Directors, with Mr Glenn abstaining, recommend that shareholders vote in favour of this ordinary resolution to re-elect Mr Glenn as a Director of the Company.

ERA

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

Need assistance?

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

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am (AEST) on Monday, 27 April 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Energy Resources of Australia Ltd hereby appoint

the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Energy Resources of Australia Ltd to be held at HPX Group, Level 35, 1 Eagle Street, Brisbane Qld 4000 on Wednesday, 29 April 2026 at 9:30am (AEST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Approval of the Directors' Remuneration Report (Non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect Mr Justin Carey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To re-elect Mr Rick Dennis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To re-elect The Hon Ken Wyatt as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	To re-elect Mr Stuart Glenn as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

