

# ERA 2012 Notice of General Meeting



**ERA**

Energy Resources of Australia Ltd  
ABN 71 008 550 865

## Dear Shareholder,

You are invited to attend this year's Annual General Meeting to be held in the International Room at the SkyCity Hotel Casino, Gilruth Avenue, Darwin, Northern Territory on Wednesday, 11 April 2012, commencing at 10.00am (ACST). Refreshments will be served after the meeting.

The items of business for the meeting are set out on the accompanying Notice of Meeting.

The Management of ERA would like to offer the opportunity to shareholders to tour the Ranger mine on Thursday, 12 April 2012. Bus transport will be provided between Darwin and Ranger. Full details are available on the separate attendance form. Your continuing interest in the Company is appreciated.

Yours sincerely

**Dr D Klingner**  
Chairman

8 March 2012

Notice is hereby given that the Annual General Meeting of Energy Resources of Australia Ltd (**Company**) will be held at the International Room at the SkyCity Hotel Casino, Gilruth Avenue, Darwin, Northern Territory of Australia, on Wednesday, 11 April 2012, commencing at 10.00am (ACST).

## Items of business

### 1. CHAIRMAN AND CHIEF EXECUTIVE REVIEW

### 2. DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, Directors' Report, Directors' Declaration and Auditor's Report for the year ended 31 December 2011 as set out in the Annual Report.

### 3. ADOPTION OF THE REMUNERATION REPORT

To adopt the remuneration report for the year ended 31 December 2011 as set out in the Annual Report.

### 4. ELECTION OF DIRECTORS

To re-elect Dr David Klingner who retires by rotation in accordance with Rule 3.7 of the Company's Constitution and, being eligible, offers himself for re-election.

## Voting & Proxies

Members who are recorded on the Company's register of members at 7.00pm (AEST) on Monday, 9 April 2012 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:

**Computershare Investor Services  
Pty Limited**

**GPO Box 242  
Melbourne Victoria 3001  
Australia**

Proxy forms may also be sent by fax to facsimile number:

(within Australia) **1800 783 447**  
(outside Australia) **+61 3 9473 2555**

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](http://www.intermediaryonline.com.au).

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, completed proxy forms

(and proxy appointment authorities) and powers of attorney (or certified copies of the powers of attorney) must be received no later than 48 hours before the scheduled commencement of the meeting, or 10.00am (ACST) on Monday, 9 April 2011.

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 2001* (Cth). The appropriate "Certification of Appointment of Corporate Representative" (the form of which may be obtained from the Company's share registry or at [www.computershare.com](http://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.

## Voting restrictions

### ITEM 3 – ADOPTION OF THE REMUNERATION REPORT

The *Corporations Act 2001* (Cth) prohibits directors and other key management personnel of the Company and their closely related parties (as defined in the *Corporations Act 2001* (Cth)) voting in any capacity (eg. as a shareholder, proxy or corporate representative) on Item 3. This prohibition does not apply if the person has been appointed as a proxy by writing that specifies how the proxy is to vote on Item 3, provided that the person who appointed the proxy is not themselves a person subject to the prohibition.

Additionally, this prohibition does not apply to the Chairman of the meeting where the proxy appointment expressly authorises the Chairman of the meeting to exercise an undirected proxy.

If a member appoints the Chairman of the meeting as their proxy and the member does not direct the Chairman how to vote on Item 3, the member authorises the Chairman to exercise the proxy in respect of Item 3 notwithstanding that Item 3 is connected directly or indirectly with the remuneration of a member of the Company's key management personnel and that the Chairman of the meeting has an interest in the outcome of the resolution.

The Chairman of the meeting intends to vote undirected proxies (where the Chairman has been appropriately authorised) in favour of Item 3.

**If you do not wish to appoint the Chairman of the meeting to vote on Item 3 in the manner indicated above, the Company encourages you to complete the voting directions in respect of Item 3 in the proxy form.**

Other directors and key management personnel of the Company and their closely related parties may not cast any votes in respect of Item 3 that arise from any undirected proxy that they hold.

The remuneration report identifies the Company's key management personnel for 2011.

Further details in respect of the resolutions to be put to the meeting are set out in the accompanying Explanatory Notes.

**By Order of the Board**



**R O'Toole**  
Company Secretary

8 March 2012

## Explanatory notes

### ITEM 2 – DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS

The financial statements for the year ended 31 December 2011 are set out in the Company's 2011 Annual Report. A copy of the 2011 Annual Report, including the Financial Report and the Reports of the Directors and the Auditor for the year ended 31 December 2011, is available at [www.energyres.com.au](http://www.energyres.com.au).

### ITEM 3 – ADOPTION OF THE REMUNERATION REPORT

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

During this item there will be an opportunity for shareholders at the meeting to comment on and ask questions about the Company's remuneration report for 2011.

The vote on the remuneration report is advisory only and will not bind the Directors or the Company.

**The Directors recommend that shareholders vote in favour of Item 3.**

### ITEM 4 – RE-ELECTION OF DIRECTOR

#### Dr D Klingner (BSc (Hons), PhD, FAusIMM)

Appointed as a Director in July 2004 and as Chairman in January 2005.

The Constitution of the Company (Rule 3.7) requires at each Annual General Meeting the retirement of any Director who would hold office for more than three years if they held office to the next Annual General Meeting.

Having held office since the 2009 Annual General Meeting, pursuant to Rule 3.7 of the Company's Constitution, Dr Klingner will retire at the 2012 Annual General Meeting and offers himself for re-election.

Dr Klingner was first appointed as a non-executive director of the Company in July 2004 and as Chairman in January 2005. Dr Klingner is also a member of the Audit Committee and the Remuneration Committee.

Dr Klingner retired from Rio Tinto in 2004 after 38 years of service. During his time with Rio Tinto he worked in roles involving exploration, project development and production including a period as Group Executive in charge of coal and gold. He was head of exploration when he retired and a member of Rio Tinto's Executive Committee. Dr Klingner is also a Director and the Chairman of Codan Limited.

**The Directors (other than Dr Klingner who makes no recommendation) recommend that shareholders vote in favour of the re-election of Dr Klingner as a Director of the Company.**



**ERA**

[www.energyres.com.au](http://www.energyres.com.au)