

ERA 2013 Notice of General Meeting

Energy Resources of Australia Ltd
ABN 71 008 550 865



ERA

Dear Shareholder,

You are invited to attend this year's Annual General Meeting to be held in the Grand Ballroom at the SkyCity Hotel Casino, Gilruth Avenue, Darwin, Northern Territory on Wednesday, 10 April 2013, 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, 11 April 2013. 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

R Atkinson
Chief Executive

4 March 2013

Notice is hereby given that the Annual General Meeting of Energy Resources of Australia Ltd (**Company**) will be held at the Grand Ballroom at the SkyCity Hotel Casino, Gilruth Avenue, Darwin, Northern Territory of Australia, on Wednesday, 10 April 2013, 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 2012 as set out in the Annual Report.

3. ADOPTION OF THE REMUNERATION REPORT

To adopt the remuneration report for the year ended 31 December 2012 as set out in the Annual Report.

4. ELECTION OF DIRECTORS

To elect or re-elect Directors, each of which will be proposed as a separate resolution:

- (i) Mr Peter McMahon, having been appointed by the Board since the last Annual General Meeting, retires in accordance with Rule 3.4 of the Company's Constitution and, being eligible, offers himself for election.
- (ii) Mrs Helen Newell, having been appointed by the Board since the last Annual General Meeting, retires in accordance with Rule 3.4 of the Company's Constitution and, being eligible, offers herself for election.
- (iii) Mr John Pegler retires by rotation in accordance with Rule 3.7 of the Company's Constitution and, being eligible, offers himself for re-election.
- (iv) Mr Peter Taylor 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, 8 April 2013 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.

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, 8 April 2013.

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) 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 for 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.

In addition, the 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.

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

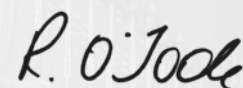
If you do not wish to appoint the Chairman of the meeting to vote on Item 3 in the manner indicated above, the Company encourages you to complete the voting directions in respect of Item 3 in the proxy form.

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 2012.

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

4 March 2013

Explanatory notes

ITEM 2 – DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS

The financial statements for the year ended 31 December 2012 are set out in the Company's 2012 Annual Report. A copy of the 2012 Annual Report, including the Financial Report and the Reports of the Directors and the Auditor for the year ended 31 December 2012, is available at 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 2012.

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

- (i) Mr P McMahon (BEcon(Hons), MEcon, MSc)

Appointed as a Director in November 2012 and Chairman in February 2013

The Constitution of the Company (Rule 3.4) requires that any Director appointed since the last annual general meeting automatically retires at the next annual general meeting and is eligible for re-election.

Mr McMahon was appointed by the Board on 20 November 2012 and therefore he retires automatically at the 2013 Annual General Meeting and offers himself for election.

Mr McMahon is a member of the Audit and Risk Committee and Remuneration Committee.

Mr McMahon has been the principal of an independent advisory business, McMahon Advisory Pty Ltd, since 2010. Prior to this time, Mr McMahon spent 30 years with the Rio Tinto Group in senior commercial roles with emphasis on business and project development in Australia, UK, USA and Europe.

Mr McMahon is also a non-executive director and Chairman of Ivanhoe Australia Limited.

The Directors (other than Mr McMahon who makes no recommendation) recommend that shareholders vote in favour of the election of Mr McMahon as a Director of the Company.

- (ii) H Newell (BComms, MBA)

Appointed as a Director in November 2012

The Constitution of the Company (Rule 3.4) requires that any Director appointed since the last annual general meeting automatically retires at the next annual general meeting and is eligible for re-election.

Mrs Newell was appointed by the Board on 20 November 2012 and therefore she retires automatically at the 2013 Annual General Meeting and offers herself for election.

Mrs Newell is currently Vice President Infrastructure, Rio Tinto Energy, responsible for oversight of infrastructure strategy and development to support the Rio Tinto Energy group's businesses globally.

Prior to joining the Rio Tinto Group in May 2011, Mrs Newell spent 20 years in the transport and infrastructure industry in Australia and North America, with Booz Allen & Hamilton,

and the Toll Group. Her roles included divisional general manager of Toll Transitions, and leading major projects, strategy and external relations for Toll Holdings' subsidiaries. She also sat on various industry and subsidiary boards, including the Australian Logistics Association and the Australasian Railways Association.

Mrs Newell is also a non-executive director of Port Waratah Coal Services Limited and Ascham School.

The Directors (other than Mrs Newell who makes no recommendation) recommend that shareholders vote in favour of the election of Mrs Newell as a Director of the Company.

- (iii) J Pegler (BE (Mining), MAusIMM)

Appointed as a Director in July 2009

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 2010 Annual General Meeting, pursuant to Rule 3.7 of the Company's Constitution, Mr Pegler will retire at the 2013 Annual General Meeting and offers himself for re-election.

Mr Pegler was first appointed as a non-executive director of the Company in July 2009. Mr Pegler is also a member of the Audit and Risk Committee and Chair of the Remuneration Committee.

Mr Pegler is the immediate past Chairman of the Australian Coal Association Ltd. He is Past President and a Life Member of the Queensland

Resources Council. Mr Pegler was previously Chief Executive Officer of Ensham Resources Pty Limited and has previously held operational roles within BP Australia Limited and the Rio Tinto Group including President Director of PT Kelian Equatorial Mining and Managing Director Group Procurement Eastern Hemisphere.

Mr Pegler is also Chairman of Bandanna Energy Limited and a non-executive director of WDS Ltd and CS Energy Limited.

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

(iv) P Taylor (BA, BSc, LLB, LLM, FAICD)

Appointed as a Director in February 2007

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.

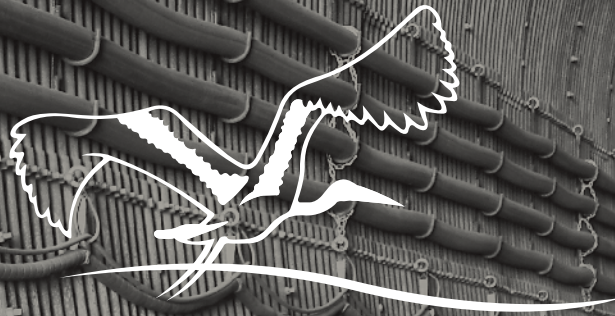
Having held office since the 2010 Annual General Meeting, pursuant to Rule 3.7 of the Company's Constitution, Mr Taylor will retire at the 2013 Annual General Meeting and offers himself for re-election.

A lawyer in private practice before joining Rio Tinto, Mr Taylor has held a number of

executive and management positions in the exploration, project development, commercial and legal operations of the Rio Tinto Group.

Mr Taylor has served as Managing Director and Chairman of Bougainville Copper Limited since 21 October 2003, having been a Director since April 1997. Mr Taylor is also a director of a number of unlisted Rio Tinto Group companies.

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



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