

ERA 2014 Notice of Annual 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, 9 April 2014, 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, 10 April 2014. 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

Andrea Sutton

Chief Executive and Managing Director

7 March 2014

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, 9 April 2014, 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 2013 as set out in the Annual Report.

3. ADOPTION OF THE REMUNERATION REPORT

To adopt the remuneration report for the year ended 31 December 2013 as set out in the Annual Report.

4. RE-ELECTION OF DIRECTOR

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

Voting & Proxies

Members who are recorded on the Company's register of members at 7.00pm (AEST) on Monday, 7 April 2014 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, 7 April 2014. 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

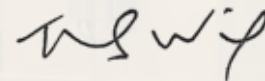
The Corporations Act 2001 (Cth) prohibits directors and other key management personnel of the Company and their closely related parties (as defined in the *Corporations Act 2001* (Cth)) voting in any capacity (eg. as a shareholder, proxy or corporate representative) on Item 3. This prohibition does not 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 2013. 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



T Wilcox
Company Secretary

7 March 2014

Explanatory notes

ITEM 2 – DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS

The financial statements for the year ended 31 December 2013 are set out in the Company's 2013 Annual Report. A copy of the 2013 Annual Report, including the Financial Report and the Reports of the Directors and the Auditor for the year ended 31 December 2013, 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 2013. 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

H Garnett (BSc(Hons), PhD, PSM, FTSE, FAICD)

Appointed as a Director 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 2011 Annual General Meeting, pursuant to Rule 3.7 of the Company's Constitution, Dr Garnett will retire at the 2014 Annual General Meeting and offers herself for re-election.

Dr Garnett was first appointed as a non-executive director of the Company in January 2005. Dr Garnett is also Chair of the Audit and Risk Committee and a member of the Remuneration Committee.

From October 2003 to 31 December 2008, Dr Garnett was Vice Chancellor of Charles Darwin University in the Northern Territory. Between 1994 and 2003, Dr Garnett served as the Executive Director of the Australian Nuclear Science and Technology Organisation (ANSTO) and as an Australian representative to the United Nations International Atomic Energy Agency. Dr Garnett is an Emeritus Professor of the University of Wollongong and of Charles Darwin University, a Fellow of the Academy of Technological Sciences and Engineering and a Fellow of the Australian Institute of Company Directors. Dr Garnett is currently the Chair of Delta Electricity, a non-executive Director of Carbon Energy Limited, Director of the Australian Centre for Plant Functional Genomics, Director of the Grape and Wine Research and Development Corporation, Director of the Museum and Art Gallery, NT Foundation and a Director of Sugar Research Australia.

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



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