



ERA

ERA 2015 Notice of Annual General Meeting

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 Grand Ballroom at the SkyCity Hotel Casino, Gilruth Avenue, Darwin, Northern Territory on Tuesday, 14 April 2015, commencing at 9.30am (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 Wednesday, 15 April 2015. 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

6 March 2015

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 Tuesday, 14 April 2015, commencing at 9.30am (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 2014 as set out in the Annual Report.

3. Adoption of the remuneration report To adopt the remuneration report for the year ended 31 December 2014 as set out in the Annual Report.

4. Re-election of Directors

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

- (i) Ms Joanne Farrell, 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 re-election.
- (ii) Mr Bruce Cox, 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 re-election.
- (iii) Dr David Smith, 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 re-election.

Voting & Proxies

Members who are recorded on the Company's register of members at 9.30am (ACST) on Sunday, 12 April 2015 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, 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 no later than 48 hours before the scheduled commencement of the meeting, or 9.30am (ACST) on Sunday, 12 April 2015. 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) (**Corporations Act**). 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 prohibits directors and other key management personnel of the Company and their closely related parties (as defined in the Corporations Act) 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 2014. 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
6 March 2015

Explanatory notes

ITEM 2 – DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS

The financial statements for the year ended 31 December 2014 are set out in the Company's 2014 Annual Report. A copy of the 2014 Annual Report, including the Financial Report and the Reports of the Directors and the Auditor for the year ended 31 December 2014, 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.

There will be an opportunity for shareholders at the meeting to comment on and ask questions about the Company's remuneration report for 2014. 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 DIRECTORS

(i) Ms Joanne Farrell (BSc, Grad Dip Business Management)

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.

Ms Farrell was first appointed as a Director of the Company in June 2014.

Ms Farrell is currently the Global Head of Health, Safety, Environment and Communities (HSEC) for Rio Tinto and is responsible for leading the team that provides policy, standards guidance and governance of HSEC matters for the Rio Tinto group of companies. Ms Farrell has held a number of roles in

27 years with Rio Tinto, including in the Iron Ore, Aluminium, Diamonds, Exploration and Energy groups. She brings extensive experience in HSEC, human resources, organisational effectiveness, communications and external relations.

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

(ii) Mr Bruce Cox (GAICD, BCom, MBA, CPA)

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 Cox was first appointed as a Director of the Company in November 2014.

Mr Cox is currently the President and Chief Executive Officer of Pacific Aluminium and is a member of Rio Tinto Alcan's Executive Committee. Mr Cox has more than 33 years' experience with Rio Tinto and BHP, and prior to his current role was Managing Director of Rio Tinto Diamonds. Mr Cox's career has spanned the steel, platinum, copper, iron ore and diamond commodity sectors and he has lived in Australia, Zimbabwe, Chile, the United Kingdom and the United States. Mr Cox is a CPA, Graduate of the Australian Institute of Company Directors and has a Bachelor of Commerce and Masters of Business Administration.

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

(iii) Dr David Smith (BSc (Hons), PhD)

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.

Dr Smith was first appointed as a Director of the Company in January 2015.

Dr Smith is currently a non-executive director of Atlas Iron Limited, an Australian iron ore company with operations in the Northern Pilbara region of Western Australia. He is also a non-executive director of Bradken Limited.

Dr Smith was Chairman of Bannerman Resources Limited between November 2009 and November 2012 and a non-executive director of Macmahon Holdings Limited between April 2010 and November 2013. Prior to that, Dr Smith has had more than 30 years' experience with Rio Tinto in a number of roles including Managing Director of the Simandou iron ore project in Guinea, Managing Director of Pilbara Iron and Managing Director of Rössing Uranium Limited in Namibia. His career has spanned the uranium, coal, salt, iron ore and aluminium commodity sectors.

Dr Smith has a Bachelor of Science (Hons) from the University of New South Wales and a PhD in Metallurgy. He is a Fellow of the Australian Institute of Company Directors and Deputy Chairman West Australian Ballet Company.

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

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