

ERA 2011 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 NT on Wednesday, 13 April 2011, commencing at 10am (Darwin time). 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, 14 April 2011. 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

28 February 2011

Notice is hereby given that the Annual General Meeting of Energy Resources of Australia Ltd will be held at SkyCity Hotel Casino, Gilruth Avenue, Darwin, Northern Territory of Australia, on Wednesday, 13 April 2011, commencing at 10am (Darwin time).

ITEMS OF ORDINARY 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 2010 as set out in the Annual Report.

3. Adoption of the remuneration report

To approve the remuneration report for the year ended 31 December 2010 as set out in the Annual Report.

4. Election of Directors

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

- (i) Mr Matthew Coulter, 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) Professor Helen Garnett retires by rotation in accordance with Rule 3.7 of the Company's Constitution and, being eligible, offers herself for re-election.

ITEMS OF SPECIAL BUSINESS

5. Changes to the Company's Constitution

To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:

"THAT the Company's Constitution be amended in the following manner:

Rule 1.2 be amended by:

- (i) in the definition of 'ASX', replacing the words 'Australian Stock Exchange Limited' with the words 'ASX Limited';
- (ii) in the definition of 'ASTC', replacing the words 'ASX Settlement and Transfer Corporation Pty Ltd' with the words 'ASX Settlement Pty Ltd';
- (iii) in the definition of 'ASTC Settlement Rules', replacing the words 'Australian Clearing House Pty Limited' with the words 'ASX Clear Pty Limited'; and
- (iv) deleting the definition of 'Pro Rata Offer'.

Rule 11.1 is amended by inserting the words 'and any other applicable law' following the words 'Subject to and so far as permitted by the Act'.

Rule 28.2 be deleted.

Rule 28.3 be amended by:

- (i) deleting the word '28.2,'; and
- (ii) replacing the word 'declare' with the words 'resolve to pay'.

Rule 29.1(b)(ii) be amended by deleting the words 'out of profits derived'."

VOTING & PROXIES

Members who are recorded on the Company's register of members at 7pm on Monday, 11 April 2011 (Sydney time) are entitled to vote at the Annual General Meeting. If you cannot attend the meeting then the opportunity to direct your vote on the items of business is available to you through the proxy form accompanying this Notice of Meeting.

A proxy need not be a member of the Company. If you are entitled to cast two or more votes, you may appoint two proxies, specifying the proportion or number of votes each proxy is appointed to exercise. If you do 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 using the reply paid envelope provided or sent to the facsimile number on the proxy form or as otherwise specified on the proxy form. Alternatively you may cast your 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.

Completed proxy forms and powers of attorney must be received no later than 48 hours before the scheduled commencement of the meeting, or 10am (Darwin time) on Monday, 11 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. 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 prior to admission to the meeting.

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

28 February 2011

EXPLANATORY NOTES

Item 2 – Discussion of financial statements and reports

The financial statements for the year ended 31 December 2010 are set out in the Company's 2010 Annual Report. A copy of the 2010 Annual Report, including the Financial Report and the Reports of Directors and the Auditor for the year ended 31 December 2010, is available at www.energyres.com.au.

Item 3 – Adoption of the remuneration report

During this item there will be an opportunity for shareholders at the meeting to comment on and ask questions about the ERA remuneration report for 2010. The remuneration report is available on page 35 of the Annual Report.

The vote on the remuneration report is advisory only and will not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The Directors recommend that shareholders vote in favour of item 3.

Item 4 – Election of Directors

- 4(i) Mr M Coulter
(B.Eng (Chemical), MBA).
Appointed as a Director on
15 June 2010.

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 Coulter was appointed by the Board on 15 June 2010 and therefore he retires automatically at the 2011 Annual General Meeting and offers himself for election.

Mr Coulter is presently Chief Development Officer – Coal, at Rio Tinto Energy and is accountable for mergers, acquisitions and divestments in the global coal sector. Mr Coulter joined Rio Tinto in 1994, and has held roles in business evaluation, business development, operational improvement and external relations. He was Chairman of Dalrymple Bay Coal Terminal Pty Ltd and Half Tide Marine Pty Ltd, and a director of Port Waratah Coal Services Ltd, Hunter Valley Coal Chain Co-ordinator Limited, and a number of unlisted Rio Tinto Group companies.

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

4(ii) Professor H Garnett (BSc (Hons), PhD, PSM, FTSE, FAICD).
Appointed as a Director on 28 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 2008 Annual General Meeting, pursuant to Rule 3.7 of the Company's Constitution, Professor Garnett will retire at the 2011 Annual General Meeting and offers herself for re-election.

Professor Garnett was first appointed as a non-executive director of the Company in 2005 and is the Chair of the Audit Committee.

From October 2003 to 31 December 2008, Professor Garnett was Vice Chancellor of Charles Darwin University in the Northern Territory. Between 1994 and 2003, Professor Garnett served as the Executive Director of the Australian Nuclear Science & Technology Organisation (ANSTO) and as an Australian representative to the United Nations International Atomic Energy Agency. Professor 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.

Professor Garnett is currently a non-executive director of Carbon Energy Limited, director of the Australian Centre for Plan Functional Genomics, director of the Grape and Wine Research and Development Corporation and director of the Museum and Art Gallery, NT Foundation. Professor Garnett also chairs the Australian Biosecurity Intelligence Network.

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

Item 5 – Changes to the Company's Constitution

The Directors propose, for consideration and approval as a special resolution, a number of incidental changes to the Company's Constitution.

The proposed changes are:

(a) Definitions

Rule 1.2 of the Constitution contains definitions of 'ASX', 'ASTC' and 'ASTC Settlement Rules' that refer to the former names of ASX, ASTC and ASX Clear Pty Limited respectively. It is proposed that these definitions be amended to reflect the current registered name of these entities.

Rule 1.2 of the Constitution contains a definition for 'Pro Rata Offer', however, the term is not used in the Constitution. It is proposed that the definition of 'Pro Rata Offer' be deleted.

(b) Officers indemnity

It is proposed that rule 11.1 be amended to reflect that prohibitions on a company providing an indemnity in favour of directors and officers exist in legislation other than the Corporations Act 2001. For example, the Competition and Consumer Act 2010 (Cth) prohibits a company providing an indemnity for certain liabilities.

(c) Dividends

The Corporations Act 2001 was amended in June 2010 with the introduction of a new test for the payment of dividends by a company. The previous 'profits test' has been replaced with a new test for paying dividends which requires a company to assess, among other things, the extent to which a company's assets exceed its liabilities. Changes are proposed to the Company's Constitution to ensure that it continues to align with the Corporations Act 2001.

Rule 28.2 of the Company's Constitution currently provides that the Company must not pay a dividend except out of profits of the Company. It is proposed that this rule be deleted. Before paying a dividend, the Company will only need to meet the test in the Corporations Act 2001.

Amendments to rule 28.3 of the Company's Constitution are proposed to clarify that the Company can resolve to pay a dividend. Currently, the rule refers to declaring a dividend.

An incidental change is proposed to rule 29.1(b)(ii) to remove a reference to 'profits' in light of the proposed deletion of rule 28.2.

The above description of proposed changes to the Company's Constitution is a summary only. Any shareholder who wishes to be further informed as to the rule changes should read the proposed new Constitution in full. Copies of Company's Constitution showing the proposed changes may be viewed on the Company's website at www.energyres.com.au and are available for inspection prior to the Annual General Meeting during normal office hours at Level 10, 24 Mitchell Street, Darwin.

The Directors recommend that the shareholders vote in favour of item 5.



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www.energyres.com.au