



ERA

2019 Notice of Annual General Meeting

Energy Resources of Australia Ltd (ERA)
ABN 71 008 550 865

Dear Shareholder,

You are invited to attend this year's Annual General Meeting to be held at Mantra Pandanas, 43 Knuckey Street, Darwin, Northern Territory on Wednesday, 10 April 2019, 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. Your continuing interest in ERA is appreciated.

Yours sincerely

Paul Arnold
Chief Executive and Managing Director

5 March 2019

Notice is hereby given that the Annual General Meeting of Energy Resources of Australia Ltd (**ERA** or the **Company**) will be held at Mantra Pandanas, 43 Knuckey Street, Darwin, Northern Territory of Australia, on Wednesday, 10 April 2019, 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 2018 as set out in the Annual Report.
- 3. Adoption of the Remuneration Report**
To adopt the Remuneration Report for the year ended 31 December 2018 as set out in the Annual Report.
- 4. Election of Directors**
To elect the following Directors, each of which will be proposed as a separate resolution:
 - (i) Ms Andrea Sutton who, 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.
 - (ii) Mr Shane Charles who, having been elected by shareholders on 4 May 2016, retires and being eligible, offers himself for re-election.

Voting and proxies

Members who are recorded on the Company's register of members at 7.00pm (AEST) on Monday, 8 April 2019 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

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.

Alternatively, proxy forms may also be sent by fax to facsimile number:
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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, being 9.30am (ACST) on Monday, 8 April 2019. 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 "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.

If you appoint the Chairman of the meeting as your proxy (or the Chairman becomes your proxy by default), then by completing and submitting the proxy form accompanying this Notice of Meeting you are expressly authorising the Chairman to exercise the proxy on Item 3 even though Item 3 is connected with the remuneration of the KMP.

If you appoint a Director (other than the Chairman of the meeting) or another member of the KMP (or a closely related party of a member of the KMP) as your proxy, you should direct that person how to vote on Item 3. If you do not do so, that person will not be able to cast your votes as your proxy and any votes cast by them as your proxy on Item 3 would be disregarded.

The Chairman intends to vote undirected proxies (where permissible) in favour of each resolution proposed in this Notice of Meeting. If you do not wish the Chairman of the meeting to vote as your proxy in accordance with this intention, you should complete the voting directions in the proxy form.

Voting exclusion statements

Item 3

The Company will disregard any votes cast on Item 3:

- by or on behalf of a person who is a member of KMP named in the Remuneration Report for the year ended 31 December 2018 or their closely related parties (in any capacity); or
- as proxy by a person who is a member of KMP on the date of the meeting and their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote:

- in accordance with the directions on the proxy form; or
- by the Chairman of the meeting, in accordance with an express authorisation in the proxy form to exercise the proxy even though Item 3 is connected directly or indirectly with the remuneration of the KMP.

Explanatory notes

Further details in respect of the resolutions to be put to the meeting are set out in the accompanying explanatory notes. The explanatory notes (including Appendix 1) form part of this Notice of Meeting and should be read in conjunction with the resolutions contained in this Notice of Meeting.

By Order of the Board



J O'Connell
Company Secretary
5 March 2019

Explanatory notes

Item 2 – Discussion of financial statements and reports

The financial statements for the year ended 31 December 2018 are set out in the Company's 2018 Annual Report. A copy of the 2018 Annual Report, including the Financial Report and the Reports of the Directors and the Auditor for the year ended 31 December 2018, 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 2018. The vote on the Remuneration Report is advisory only and will not bind the Directors or the Company.

A voting exclusion applies to Item 3 as set out in the Notice of Meeting under the heading 'Voting exclusion statements'.

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

Item 4 – Election of Directors

(i) Ms Andrea Sutton BE (Hons) Chemical, GradDipEcon, GAICD

Ms Sutton was appointed as a Director in October 2018.

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 election. Accordingly, Ms Sutton will resign and seek election at the Annual General Meeting.

The Board does not consider Ms Sutton to be an independent Director, given her position as an executive of the Company's major shareholder, Rio Tinto.

Ms Sutton served as Chief Executive and Managing Director of ERA from 2013 to 2017. In addition to her ERA experience, Ms Sutton brings extensive operational, technical and corporate experience from nearly 25 years with Rio Tinto, which has included roles as Management Director with the Rio Tinto Support Strategy Review team, General Manager Operations at the Bengalla mine and General Manager Infrastructure with Rio Tinto Iron Ore. Ms Sutton is currently the head of health, safety, security and environment services at Rio Tinto.

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

(ii) Mr Shane Charles LLB

Mr Charles was first appointed as a Director of the Company in October 2015 and was most recently elected as a Director at the 2016 Annual General Meeting. He also serves as Chair of the Audit and Risk Committee and is a member of the Health, Safety and Environment Committee and the Remuneration Committee.

The Board considers Mr Charles to be an independent Director.

Mr Charles is currently the Chairman of the Toowoomba and Surat Basin Enterprise (TSBE), an independent, business driven economic development organisation with a vision to pursue sustainable growth and diversity. Mr Charles is also currently General Manager Strategy and Development at Wagners, Chairman of Sunrise Way Rehabilitation Limited and President of the Royal Agricultural Society of Queensland.

Mr Charles has previously acted as Chairman of Stanwell Corporation Limited, as director and Chairman of the Endeavour Foundation, and as a commissioner of the GasFields Commission of Queensland.

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



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