



ERA Energy Resources of Australia Ltd

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ABN 71 008 550 865
A member of the Rio Tinto Group

www.energyres.com.au

2021 NOTICE OF ANNUAL GENERAL MEETING

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

Dear Shareholder,

You are invited to participate in this year's Annual General Meeting to be held at Mantra Pandanas, Darwin, Northern Territory on Wednesday 28 April 2021, 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 Board is closely monitoring the rapidly changing coronavirus (COVID-19) pandemic and relevant restrictions. The health of the Company's shareholders, employees and other stakeholders is of paramount importance to your Board. Although the Board would like to be able to meet with shareholders in person at the Meeting, the Board recognises there is a possibility that between providing the Notice of Meeting attached, the COVID-19 environment may require either a hybrid or fully virtual (legislation at the time permitting) Annual General Meeting if restrictions are introduced that prevents or severely restricts a physical meeting. The Company will strictly comply with applicable limitations on gatherings in force at the time of the Meeting. Shareholders will be denied entry to the venue if the law requires this at the time.

If it becomes necessary or appropriate to make alternative arrangements for the Meeting to those set out in this Notice, the Company will notify shareholders accordingly via the Company's website (www.energyres.com.au) and the ASX announcement platform.

In the meantime, given the potential for travel restrictions and restrictions on gatherings to be imposed without notice, and to mitigate the risk of further spreading the virus, shareholders are encouraged not to attend the Meeting in person and, instead, to appoint the chair of the Meeting as their proxy using the accompanying proxy form. Details on how to vote by proxy are set out in the notice and the accompanying proxy form. Shareholders may specify on their Proxy Form the way the proxy is to vote on each resolution to be considered at the Meeting.

Your continuing interest in ERA is appreciated.

Yours sincerely

Peter Mansell
Chairman

26 March 2021





2021 Notice of Annual General Meeting

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

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, Darwin, Northern Territory of Australia, on Wednesday 28 April 2021, 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 2020 as set out in the Annual Report.

3. Adoption of the Remuneration Report To adopt the Remuneration Report for the year ended 31 December 2020 as set out in the Annual Report.

4. Election of Directors To re-elect Mr Paul Dowd as a Director of the Company. Mr Dowd will retire at the Meeting in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Director of the Company. Details of Mr Dowd are set out in the Explanatory Notes accompanying this Notice.

Voting and proxies

Only members who are recorded on the Company's register of members at 7:00pm (AEST) on Monday 26 April 2021 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 26 April 2021.

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 key management personnel (**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 2020 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 AGM and any associate of those persons.

However, this does not apply to votes cast in favour of Item 3 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- by the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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.

Explanatory notes

Further details in respect of the resolutions to be put to the meeting are set out in the accompanying explanatory notes. The attached explanatory notes 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



Shanelle English
Company Secretary
26 March 2021

Explanatory notes

ITEM 2 – DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS

The financial statements for the year ended 31 December 2020 are set out in the Company's 2020 Annual Report. A copy of the 2020 Annual Report, including the Financial Report and the Reports of the Directors and the Auditor for the year ended 31 December 2020, 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 2020. 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

Mr Paul Dowd (BSC (Eng), FAUSIMM, MAICD)

Mr Dowd was appointed as a Director in October 2015 and was most recently re-elected at the 2018 Annual General Meeting. Mr Dowd also serves as Chair of the Health, Safety and Environment Committee, and is a member of each of the Audit and Risk Committee and the Remuneration Committee. Mr Dowd will retire at the AGM in accordance with the Company's Constitution and, being eligible, offers himself for re election.

The Board considers Mr Dowd to be an independent Director.

Mr Dowd brings extensive engineering and mining experience, with over 50 years' experience in a variety of roles in the Australian mining industry, including in the public sector as head of the Victorian Mines and Petroleum Departments. Mr Dowd has previously held senior executive positions as Managing Director of Newmont Australia Ltd and Vice President Australia and New Zealand Operations for Newmont Mining Corporation, and prior to that was Chief Operating Officer of Normandy Mining Ltd. Mr Dowd was previously Chairman of Adelaide Resources Ltd and a non-executive Director of Macarthur Coal Ltd and OZ Minerals Limited.

Mr Dowd is currently a non-executive director of PNX Metals Limited and an advisory board member of each of the South Australian Minerals and Petroleum Expert Group (SAMPEG) and University of Queensland (Sustainable Minerals Institute).

The Directors recommend that shareholders vote in favour of Item 4.



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