



ASX Announcement

2022 Annual General Meeting

28 March 2022

Energy Resources of Australia Ltd (**ERA**) provides the following in relation to its 2022 Annual General Meeting of shareholders, scheduled for 9:30am (ACST) on Wednesday, 27 April 2022 at 43 Knuckey St, Mantra Pandanas, Darwin, Northern Territory:

1. Letter to Shareholders
2. Notice of Annual General Meeting
3. Proxy Form

This announcement is authorised by ERA's Disclosure Committee

For further information, please contact:

Media Relations

Alan Tietzel
Mobile: +61 448 605 001
Email: alan.tietzel@era.riotinto.com

Website: www.energyres.com.au
Twitter: Follow @ERARangerMine on Twitter

Investor Relations

Craig Sainsbury
Mobile: +61 (0) 428 550 499
Email: craig.sainsbury@marketeye.com



ERA Energy Resources of Australia Ltd

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

Head office Level 3, Energy House,
18-20 Cavenagh St, Darwin NT 0800
GPO Box 2394, Darwin NT 0801, Australia
T +61 8 8924 3500 F +61 8 8924 3555

Ranger mine Locked Bag 1,
Jabiru NT 0886 Australia
T +61 8 8938 1211 F +61 8 8938 1203

www.energyres.com.au

28 March 2022

Dear Shareholder

Annual General Meeting Information

Energy Resources of Australia Ltd (**ERA**) will be holding its annual general meeting of shareholders at 9:30am (ACST) on Wednesday, 27 April 2021 (**Meeting**) at Mantra Pandanas, 43 Knuckey Street, Darwin, Northern Territory.

The Treasury Law Amendments (2021 Measure No. 1) Act 2021 facilitates the electronic dispatch of notices of meeting until 1 April 2022. Accordingly, the Company will not be sending hard copies of the Notice of Meeting to shareholders who have not previously opted in to receiving electronic copies. Instead, the Notice of Meeting can be viewed and downloaded from the website link:

<https://www.energyres.com.au/media/asx-announcements/>

A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Computershare Investor Services Pty Limited by:

Internet:

Log on to www.investorvote.com.au

If you are a custodian and an Intermediary Online subscriber, you can log on to:

www.intermediaryonline.com.

Post:

Computershare Investor Services Pty Limited

GPO Box 242

Melbourne Victoria

3001 Australia

Fax:

(within Australia) 1800 783 447

(outside Australia) +61 3 9473 2555

Your proxy voting instruction must be received by 9:30am (ACST) on Monday, 25 April 2022, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.



The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services Pty Limited on, 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

To comply with Federal and State government restrictions on social gatherings, the Company may need to admit a limited number of persons to the Meeting. There is a risk that shareholders intending to attend the physical Meeting may not be admitted, depending on the number of Shareholders who wish to physically attend the Meeting. Therefore, the Company strongly encourages all shareholders to submit their directed proxy votes in advance of the Meeting.

The Company will continue to closely monitor guidance from the Federal and State Government for any impact on the proposed arrangements for the Meeting. If any changes are required, the Company will advise Shareholders by way of announcement on ASX and the details will also be made available on our website at <https://www.energyres.com.au>

The Company will advise Shareholders as soon as practicable, if any of the above circumstances change.

This letter authorised by the Board.

About Energy Resources of Australia Ltd

Energy Resources of Australia Ltd (ERA) has been one of the nation's largest uranium oxide producers and operated the Ranger mine, Australia's longest continually operating uranium mine.

The operations of ERA are located on Aboriginal land and surrounded by, but separate from, Kakadu National Park. ERA respectfully acknowledges the Mirarr, Traditional Custodians of the land on which the Ranger mine is situated.

Together, ERA provides clean energy to the world and cares for people and country.

ERA has an excellent track record of reliably supplying customers. Uranium was mined at Ranger for almost forty years. During that time, Ranger produced in excess of 132,000 tonnes of uranium oxide.

ERA's Ranger mine (100%) is located eight kilometres east of Jabiru and 260 kilometres east of Darwin, in Australia's Northern Territory. ERA also holds title to the Jabiluka Mineral Lease (100%). ERA is a major employer in the Northern Territory and the Alligator Rivers Region.



For further information, please contact:

Media Relations

Alan Tietzel
Mobile: +61 448 605 001
Email: alan.tietzel@era.riotinto.com

Website: www.energyres.com.au
Twitter: Follow @ERARangerMine on Twitter

Investor Relations

Craig Sainsbury
Mobile: +61 (0) 428 550 499
Email: craig.sainsbury@marketeye.com

Head office
Level 3, Energy House 18-20 Cavenagh Street, Darwin NT 0800
GPO Box 2394, Darwin NT 0801, Australia
T +61 8 8924 3500

Ranger mine
Locked Bag 1, Jabiru NT 0886, Australia
T +61 8 8938 1211

www.energyres.com.au



Notice of Annual General Meeting 2022

Dear Shareholder,

You are invited to participate in this year's Annual General Meeting (**Meeting**) to be held at Mantra Pandanas, 43 Knuckey St, Darwin, Northern Territory on Wednesday, 27 April 2022, 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 the COVID-19 environment may require the format of the Meeting to be changed to either a hybrid or fully virtual (legislation at the time permitting) Annual General Meeting if restrictions are introduced that prevent the Meeting being held as 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

28 March 2022



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 27 April 2022, commencing at 9:30am (ACST).



2022 Notice of Annual General Meeting

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 2021 as set out in the Annual Report.

3. Adoption of the Remuneration Report

To adopt the Remuneration Report for the year ended 31 December 2021 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 Rosemary Fagen 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 will retire at the Meeting in accordance with Rule 3.7 of the Company's Constitution and, being eligible, offers himself for re-election as a Director of the Company.

Details of Ms Fagen's and Mr Charles' backgrounds and experience are provided in the Explanatory Notes accompanying this Notice.

Voting and proxies

Only members who are recorded on the Company's register of members at 6:30pm (ACST) on 25 April 2022 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**

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;
- proxy forms may 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 Annual General Meeting, being 9:30am (ACST) on Monday 25 April 2022.

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.investorcentre.com, select 'Printable Forms') 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

In accordance with the Corporations Act, the Company will disregard any votes cast on the resolution in Item 3:

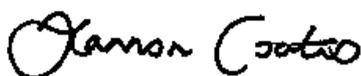
- in any capacity, by or on behalf of either: (i) a member of the KMP details of whose remuneration are included in the Remuneration Report; or (ii) a closely related party of such a KMP member;
- as a proxy, by either: (i) a member of the KMP at the date of the meeting; or (ii) a closely related party of such a KMP member, unless the vote is cast:
- on behalf of a person entitled to vote in accordance with a direction on the proxy appointment specifying the way the proxy is to vote on the resolution; or
- by the person who is the chair of the meeting and the proxy appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

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



Shannon Coates
Joint Company Secretary
28 March 2022

Item 2 – Discussion of financial statements and reports

The financial statements for the year ended 31 December 2021 are set out in the Company's 2021 Annual Report. A copy of the 2021 Annual Report, including the Financial Report and the Reports of the Directors and the Auditor for the year ended 31 December 2021, 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 2021. 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 Rosemary Fagen

Ms Fagen was appointed as a Director of the Company on 1 February 2022.

Ms Fagen is currently Head of Operational Excellence, People, Office of the Chief Operating Officer of Rio Tinto. As part of the Chief Operating Officer's core team, she is driving transformational change to the Rio Tinto's business with the introduction of the Rio Tinto Safe Production System. She is providing the strategic approach to change management, ensuring the business is resourced, ready, empowered and engaged to bring together proven tools, rituals and leading practices into the one framework.

Prior to this role, Ms Fagen oversaw Rio Tinto's Copper & Diamonds' human resources strategies, processes and functions as vice president, People & Organisation. She led the team to improve safety leadership, labour productivity, and cost initiatives, delivering human resources transformation for Copper & Diamonds.

Ms Fagen was Vice President, Human Resources Rio Tinto's Energy group from 2010 to 2014. Prior to that, she was Executive Vice President, Human Resources for Qatar Airways and held senior human resources leadership positions with Qantas Group and AWA Limited.

Ms Fagen holds post-graduate degrees in biochemistry and business administration.

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Ms Fagen and the checks did not reveal any information of concern.

The Directors (other than Ms Fagen, who makes no recommendation) recommend that shareholders vote in favour of the election of Ms Fagen as a Director of the Company on the basis that Ms Fagen's skills and experience have and will continue to support the Company in achieving its strategic objectives.

(ii) Mr Shane Charles LLB

Mr Charles was first appointed as a Director of the Company in October 2015 and was most recently re-elected as a Director at the 2019 Annual General Meeting. He also serves as Chair of the Audit and Risk Committee and is 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 an experienced Non-Executive Director and has based most of his career from his home in Toowoomba in regional Queensland. He is passionate about the ability and capability of regional

Australia and has been at the forefront of many advocacy efforts to ensure regional Australia is not forgotten.

Mr Charles' current roles include amongst others, Chairman of Toowoomba and Surat Basin Enterprise Pty Ltd and its subsidiary entities, and President of the Royal Agricultural Society of Queensland. He is also the Managing Director of Sunland Legal, a digitally based legal services provider. He has a strong interest in corporate governance and to that end also sits on a regional committee for the Australian Institute of Company Directors.

Previous significant roles include periods of service as Chairman of Stanwell Corporation Limited, Deputy Chairman and Commissioner of the GasFields Commission of Queensland, Chairman of Sunrise Way Rehabilitation Limited, and as Chairman of the Endeavour Foundation.

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 on the basis that Mr Charles' skills and experience have and will continue to support the Company in achieving its strategic objectives.



ERA

Energy Resources of Australia Ltd (ERA)
ABN 71 008 550 865
A member of the Rio Tinto Group



Energy Resources of Australia Ltd
ABN 71008550865

ERA



Need assistance?



Phone:

1300 552 270 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30 am (ACST) on Monday, 25 April 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

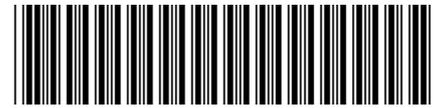
By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Energy Resources of Australia Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Energy Resources of Australia Ltd to be held at Mantra Pandanas, 43 Knuckey St, Darwin City, NT 0800 on Wednesday, 27 April 2022 at 9:30 am (ACST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 3 (except where I/we have indicated a different voting intention in step 2) even though Item 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 3 by marking the appropriate box in step 2.

Step 2 Item of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 3	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4(i)	Election of Director Rosemary Fagen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4(ii)	Re-election of Director Shane Charles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

