



Energy Resources of Australia Ltd

ABN 71 008 550 865

Entitlement Offer Information Booklet

Details of a 19.87 for 1 non-underwritten pro rata renounceable Entitlement Offer

of

new fully paid ordinary shares in Energy Resources of Australia Ltd

at an Offer Price of \$0.002 per New Share

Unless extended, the Entitlement Offer closes at:

5.00pm (Sydney time) on Thursday, 26 September 2024

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This is an important document which is made available with a personalised Entitlement and Acceptance Form. Both require your immediate attention and should be read in their entirety. This Booklet is not a prospectus or other disclosure document under the Corporations Act and has not been lodged with ASIC.

If you have any questions, you should seek advice from your stockbroker, accountant or other independent professional adviser, or the ERA Entitlement Offer Information Line on 1300 264 756 toll free (within Australia) or +61 3 9415 4393 (outside Australia) at any time between 8.30 am and 5.00 pm (Sydney time) on Monday to Friday during the Entitlement Offer period.

Important Information

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This Booklet is dated Thursday, 29 August 2024.

This Booklet is important. It sets out the terms on which Energy Resources of Australia Ltd (**ERA** or the **Company**) offers Eligible Shareholders the opportunity to participate in the Entitlement Offer. This Booklet should be read in its entirety before deciding whether or not to participate in the Entitlement Offer.

The Entitlement Offer is being made without a prospectus or other disclosure or offering document in accordance with section 708AA of the *Corporations Act 2001* (Cth) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (**Corporations Act**).

This Booklet is not a prospectus, product disclosure statement, disclosure or other offering document under the Corporations Act (or any other law) and has not been lodged with ASIC or any other foreign regulator.

This Booklet does not contain all the information which a prospective investor may require to make an informed decision in relation to the application for New Shares, nor does it contain all the information which would be required in a prospectus, product disclosure statement or other disclosure document prepared in accordance with the requirements of the Corporations Act (or any other law). It should be read in conjunction with ERA's other periodic statements and continuous disclosure announcements lodged with ASX available at: <https://www.asx.com.au/markets/trade-our-cash-market/announcements.era>.

The information in this Booklet does not constitute financial product, legal, taxation or other advice and does not take into account your objectives, financial situation or other personal circumstances. ERA is not licensed to provide financial product advice or investment advice in respect of the New Shares. The Company recommends that you seek any independent professional advice that you may require in relation to participating in the Entitlement Offer and applying for the New Shares.

Neither ASIC nor ASX take responsibility for the contents of this Booklet.

The Entitlement Offer is only capable of acceptance by Eligible Shareholders. Shareholders who are not Eligible Shareholders are not eligible to participate in the Entitlement Offer. Any purported acceptance

of the Entitlement Offer by a shareholder who is not an Eligible Shareholder will not be valid.

By returning an Entitlement and Acceptance Form together with the requisite Application Monies or otherwise paying for your New Shares through BPAY®, in each case in accordance with the instructions on your personalised Entitlement and Acceptance Form, you represent and warrant for the benefit of the Limited Parties (as defined below) that you have read this Booklet prior to applying for any New Shares and you have acted in accordance with, and agree to the terms of, the Entitlement Offer detailed in this Booklet.

No cooling-off rights apply to the Entitlement Offer – you cannot withdraw your application once it has been accepted.

GLOSSARY

Definitions of capitalised words and expressions used in this Booklet may be found in the Glossary in section 5 of this Booklet. Those definitions apply unless the context otherwise requires.

Section 3 of this Booklet reproduces certain documents which the Company has released to the ASX. Where a word or expression is defined therein, the word or expression has that meaning even if it differs to the definition set out in section 5 or elsewhere in this Booklet.

FORWARD LOOKING STATEMENTS

This Booklet contains certain 'forward looking statements'. Forward looking statements include those containing words such as: 'anticipate', 'believe', 'expect', 'project', 'forecast', 'estimate', 'likely', 'intend', 'should', 'could', 'may', 'target', 'plan', 'consider', 'foresee', 'aim', 'will' and other similar expressions. Any forward looking statements, opinions and estimates provided in this Booklet are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of the Limited Parties, including the risks and uncertainties described in the "Key Risks" section of the Investor Presentation which is included in section 3.2 of this Booklet. This includes any statements about market and industry trends, which are based on interpretations of current market conditions. Forward looking statements may include indications, projections, forecasts and guidance on sales, earnings, dividends and other estimates. Forward looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future

performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which those statements are based. These statements may assume the success of ERA's business strategies. The success of any of these strategies is subject to uncertainties and contingencies beyond Limited Parties' control, and no assurance is given by any Limited Party that any of the strategies will be effective or that the anticipated benefits from the strategies will be realised in the period for which the forward looking statement may have been prepared or otherwise.

Forward-looking statements are based on information available to ERA as at the date of this Booklet. Readers are cautioned not to place undue reliance on forward looking statements and except as required by law or regulation, ERA assumes no obligation to update these forward looking statements. To the maximum extent permitted by law, ERA and its related bodies corporate (as defined in the Corporations Act) and affiliates, and each of their respective directors, officers, employees, agents, associates, representatives and advisers (**Limited Parties**) disclaim any obligations or undertaking to release any updates or revisions to the information to reflect any change in expectations or assumptions, do not make any representation or warranty (express or implied) as to the accuracy, currency, fairness, reliability or completeness of such information, or likelihood of fulfilment of any forward looking statement or any event or results expressed or implied in any forward looking statement, and disclaim all responsibility and liability for these forward looking statements, except to the extent caused by the Limited Parties' fraud, gross negligence or wilful misconduct (or that of their employees, officers, agents or contractors).

An acquisition of New Shares is subject to known and unknown risks. Some risks are described in the "Key Risks" section of the Investor Presentation which is reproduced in section 3.2 of this Booklet and are beyond the control of the Limited Parties, including possible loss of income and principal invested. You should consider these risks carefully in light of your personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Entitlement Offer. The Limited Parties do not guarantee any particular rate of return or financial performance by ERA, nor do they guarantee the repayment of capital from ERA or any particular tax treatment.

DISCLAIMER

Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the **sole discretion of ERA (acting reasonably)**. To the maximum extent

permitted by law and except to the extent caused by their fraud, gross negligence or wilful misconduct (or that of their employees, officers, agents or contractors), the Limited Parties disclaim any duty or liability in respect of that determination and the exercise or otherwise of that discretion.

All representations, warranties and disclaimers (or other limitations of liability) contained in this Booklet is given or included (as applicable) to the maximum extent permitted by law, and only to that extent.

FINANCIAL DATA AND ROUNDING

All dollar values in this Booklet are in Australian dollars (\$ or A\$) unless otherwise stated.

Certain figures, amounts, percentages, estimates, calculations of value and fractions provided in this Booklet are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Booklet.

TAXATION

There will be tax implications associated with participating in the Entitlement Offer and receiving New Shares or Additional New Shares, trading Entitlements on the ASX or receiving a Shortfall Premium (as defined at section 1.9 of this Booklet) where Entitlements are not exercised. Section 4.8 of this Booklet provides a general guide to the Australian income tax, goods and services tax and stamp duty implications of the Entitlement Offer for Eligible Shareholders. The guide does not take into account the individual circumstances of Eligible Shareholders and does not constitute tax advice. ERA recommends that you consult your professional tax adviser in connection with the Entitlement Offer.

ASX QUOTATION

The Limited Parties and the Broker and its directors, officers, employees, agents and consultants have no responsibility and disclaim all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by ERA or the Registry or otherwise, or who trades or purports to trade New Shares in error or which they do not hold or are otherwise not entitled to. If you are in doubt as to these matters, you should first consult with your stockbroker, accountant or other professional adviser.

NEW ZEALAND

The Entitlement Offer is being extended to New Zealand Shareholders in reliance on the Financial Markets Conduct (Incidental Offers) Exemption

Notice 2021. This Booklet is not a Product Disclosure Statement for the purpose of New Zealand law.

SINGAPORE

This Booklet has not been registered as a prospectus with the Monetary Authority of Singapore and the New Shares will be offered pursuant to one or more exemptions under the Securities and Futures Act (the **SFA**). Accordingly, this Booklet and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the New Shares may not be circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore other than on reliance of one or more exemptions under the SFA and in accordance with the conditions of, any other applicable provision of the SFA. Save for the Eligible Shareholders in reliance of one or more exemptions under the SFA, the Entitlement Offer is not directed or targeted at persons in Singapore.

Where the New Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor) (as defined in Section 4A of the SFA) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the New Shares pursuant to an offer made under Section 275 of the SFA except:

- (i) to an institutional investor as defined under Section 4A of the SFA or to a relevant person as defined in Section 275(2) of the SFA, or to any person pursuant to an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- (ii) where no consideration is or will be given for the transfer;
- (iii) where the transfer is by operation of law;
- (iv) pursuant to Section 276(7) of the SFA; or
- (v) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

HONG KONG

This Booklet has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). No action has been taken in Hong Kong to authorise or register this Booklet or to permit the distribution of this Booklet or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this Booklet have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Entitlement Offer. If you are in doubt about any contents of this Booklet, you should obtain independent professional advice.

SWITZERLAND

The Entitlements and the New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this Booklet nor any other offering or marketing material relating to the New Shares constitutes a prospectus or a similar notice, as such terms are understood under art. 35 of the Swiss Financial Services Act or the listing rules of any stock exchange or regulated trading facility in Switzerland.

No offering or marketing material relating to the New Shares has been, nor will be, filed with or approved by any Swiss regulatory authority or authorised review body. In particular, this Booklet will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

Neither this Booklet nor any other offering or marketing material relating to the New Shares may

be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to investors who qualify as "professional clients" (as defined in the Swiss Financial Services Act). This Booklet is personal to the recipient and not for general circulation in Switzerland.

FOREIGN JURISDICTIONS

The information in this Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. In particular, this Booklet does not constitute an offer to Ineligible Shareholders and may not be distributed in the United States and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States.

This Booklet is not to be distributed in, and no offer of New Shares is to be made in, countries other than Australia and New Zealand. The distribution of this Booklet in other jurisdictions may be restricted by law and therefore persons who come into possession of this Booklet should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities law.

No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares, or otherwise permit a public offering of the New Shares in any jurisdiction outside of Australia or New Zealand.

UNITED STATES

This Booklet and any material accompanying it may not be released or distributed in the United States.

This Booklet and any material accompanying it does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Neither the Entitlements nor the New Shares to be offered and sold in the Entitlement Offer have been, and will be, registered under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be exercised or taken up by, and the New Shares may not be offered or sold, directly or indirectly, to, persons in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities law of any state or other jurisdiction of the United States. The New Shares to be offered and sold to Eligible Shareholders (as defined in section 1.2 of this Booklet) will only be sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in compliance with Regulation S thereunder.

GOVERNING LAW

The information in this Booklet, the Entitlement Offer and the contracts formed on acceptance of Entitlement Offer pursuant to the personalised Entitlement and Acceptance Forms are governed by the law applicable in New South Wales, Australia. Each Shareholder who applies for New Shares submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

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LETTER TO SHAREHOLDERS

Thursday, 29 August 2024

Dear ERA Shareholder,

On Thursday, 29 August 2024, Energy Resources of Australia Ltd (**ERA** or the **Company**) announced that it will conduct a non-underwritten pro rata renounceable entitlement offer of new fully paid ordinary shares in ERA (the **Entitlement Offer**) to raise a total of approximately \$880 million to provide ERA with sufficient cash to fund expenditure relating to the rehabilitation of the Ranger Project Area up until approximately Q3 of 2027 and to fund the costs of the Entitlement Offer.

A copy of ERA's announcement dated Thursday, 29 August 2024 (**ASX Announcement**) is included in this Booklet.

Eligible Shareholders are entitled to subscribe for 19.87 new fully paid ordinary shares in the Company (**New Shares**) for every 1 fully paid ordinary share held in ERA as at 7.00pm (Sydney time) Tuesday, 3 September 2024 (the **Record Date**), at the Offer Price of \$0.002 per New Share (**Offer Price**).

The Offer Price represents a 87.8% discount to ERA's 5 day VWAP of \$0.0164 and a discount of 24.4% to the theoretical ex-rights price (**TERP**) of \$0.003 per ERA Share (rounded to 3 decimal places) on Friday, 23 August 2024.¹

Purpose of this Booklet

This Booklet relates to the Entitlement Offer and requires your immediate attention. It is made available with your personalised Entitlement and Acceptance Form (either online via www.computersharecas.com.au/eraoffer or in hard copy) which contains details of your Entitlement as well as important information, including:

- **Key Dates** for the Entitlement Offer;
- instructions on **how to apply**, setting out how to accept all or part of your Entitlement in the Entitlement Offer if you choose to do so (including any application for additional New Shares at the Offer Price in excess of your full entitlement through the Shortfall Facility);
- the potential effect that the issue of the New Shares will have on the control of ERA, including the consequences of that effect and Rio Tinto's intentions in relation to ERA; and
- the ASX Announcement and the related Investor Presentation.

If you wish to receive a paper copy of this Booklet and your personalised Entitlement and Acceptance Form, please call the Entitlement Offer Information Line on 1300 264 756 toll free (within Australia) or +61 3 9415 4393 (outside Australia) at any time between 8.30 am and 5.00 pm (Sydney time) on Monday to Friday during the Entitlement Offer period.

¹ The Offer Price represents a 87.8% discount to ERA's 5 day VWAP of \$0.0164 and a discount of 24.4% to the TERP of \$0.003 per ERA Share (rounded to 3 decimal places) as at Friday, 23 August. Note TERP is a theoretical calculation only and the actual price at which shares in ERA trade immediately after the ex date of the Entitlement Offer will depend on many factors and may not be equal to TERP.

Your Entitlement

Eligible Shareholders are those persons who:

- are registered as a holder of ERA Shares as at the Record Date, being 7.00pm (Sydney time) on Tuesday, 3 September 2024; and
- as at the Record Date, have a registered address on the share register in Australia or New Zealand or such other jurisdiction where the Company determines in its sole discretion (acting reasonably) that the person is eligible under all applicable laws to receive an offer under the Offer.

As an Eligible Shareholder, you are entitled to subscribe for 19.87 New Shares for every 1 fully paid ordinary shares held in ERA as at 7.00pm (Sydney time) on the Record Date, at the Offer Price of \$0.002 per New Share.

Eligible Shareholders (other than Rio Tinto) who take up their Entitlement in full may also apply for additional New Shares at the Offer Price in excess of their Entitlement (**Additional New Shares**) under the Shortfall Facility. Details of the Shortfall Facility are set out in section 1.8 of this Booklet.

How to Apply

Eligible Shareholders will receive a postal notice from the Registry containing information on the Entitlement Offer and how to access this Booklet and their personalised Entitlement and Acceptance Form on the Offer Website at www.computersharecas.com.au/eraoffer.

You will need to provide your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) and postcode to access the online application system.

The Entitlement Offer closes at 5.00pm (Sydney time) on Thursday, 26 September 2024.

To participate, you need to ensure that you have completed your application by paying Application Monies via BPAY® pursuant to the instructions that are set out in your personalised Entitlement and Acceptance Form so that your payment via BPAY® has been received by ERA by 5.00pm (Sydney time) on Thursday, 26 September 2024.

If you do not have an account that supports BPAY® transactions, New Zealand holders will be offered EFT details via the Offer Website at www.computersharecas.com.au/eraoffer. Alternatively, please contact the Entitlement Offer Information Line on 1300 264 756 toll free (within Australia) or +61 3 9415 4393 (outside Australia) for alternative electronic funds transfer payment arrangements.

Please refer to the instructions in section 2 of this Booklet for further information if you wish to participate.

If you do not wish to take up your Entitlement you may sell all or part of it on the ASX (ticker: ERARA) between Monday, 2 September 2024 (on a deferred settlement basis) or Friday, 6 September 2024 (on normal settlement basis) and 4:00pm (Sydney time), Thursday, 19 September 2024 (inclusive), or transfer all or part of your Entitlement to another person (refer to section 1 of this Booklet for further details).

The transfer, assignment and exercise of Entitlements is restricted to persons meeting certain eligibility criteria.

If you do nothing or do not take up your Entitlements in full, then to the extent your Entitlements are not taken up, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up such Entitlements. In addition, your interest in shares in ERA will also be diluted. Further, while Entitlements not taken up may be sold through a Shortfall Bookbuild and a

Shortfall Premium may be realised in this process, (see section 1.9 of this Booklet for further details), there is no guarantee that there will be any Shortfall Premium realised through this process.

Shareholders who are not Eligible Shareholders are not eligible to participate in the Entitlement Offer (**Ineligible Shareholders**). ERA has appointed a nominee, Euroz Hartleys Limited (ACN 104 195 057) (which is also acting as the Broker), who will arrange for the sale of the Entitlements that would have been offered to Ineligible Shareholders, with the net proceeds, if any, distributed to the Eligible Shareholders.

Consequences of Entitlement Offer on control

The potential effect that the issue of the New Shares will have on the control of ERA, including the consequences of that effect and Rio Tinto's intentions in relation to ERA, are set out in sections 1.11, 1.12, and 1.13 of this Booklet.

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You should read the entirety of this Booklet carefully (including the "Key Risks" section of the Investor Presentation released to ASX, a copy of which is reproduced in section 3.2 of this Booklet) before deciding whether to participate in the Entitlement Offer.

If you have any further questions about the Entitlement Offer, you should seek advice from your stockbroker, accountant or other independent professional adviser.

Yours sincerely,

Energy Resources of Australia Ltd

SUMMARY OF THE ENTITLEMENT OFFER

Entitlement Offer	
Ratio	19.87 New Shares for every 1 existing ERA Share
Offer Price	\$0.002 per New Share
Size (approx.)	Approximately 440 billion New Shares
Gross Proceeds	Approximately \$880 million

TIMETABLE – KEY DATES

EVENT	DATE
Announcement of the Entitlement Offer (including Investor Presentation)	Thursday, 29 August 2024
ASX release of Cleansing Statement and Appendix 3B	Thursday, 29 August 2024
ASX release of this Booklet	Thursday, 29 August 2024
Ex date	Monday, 2 September 2024
Entitlements trading on ASX begins on deferred settlement basis	Monday, 2 September 2024
Record Date for Entitlement Offer	7:00pm Sydney time, Tuesday, 3 September 2024
Entitlement Offer opens	Thursday, 5 September 2024
Notice sent to Eligible Shareholders with weblink to Offer Website to access personalised Entitlement and Acceptance Form and this Booklet	Thursday, 5 September 2024
Entitlement trading on ASX on normal settlement basis begins	Friday, 6 September 2024
Entitlement trading on ASX ends	4:00pm Sydney time, Thursday, 19 September 2024
New Shares under the Entitlement Offer commence trading on ASX on deferred settlement basis	Friday, 20 September 2024
Last day to extend the Entitlement Offer Closing Date	Before 12:00pm Sydney time, Monday, 23 September 2024
Entitlement Offer closes	5:00pm Sydney time, Thursday, 26 September 2024
Announcement of results of the Entitlement Offer	Tuesday, 1 October 2024
Determination of allocation under Shortfall Facility and Shortfall Bookbuild	Tuesday, 1 October 2024
Notification of shortfall under Entitlement Offer to ASX	Wednesday, 2 October 2024
Issue of New Shares under the Entitlement Offer and lodgement of Appendix 2A	Before 12:00pm Sydney time, Friday, 4 October 2024
New Shares under the Entitlement Offer commence trading on ASX on a normal settlement basis	Monday, 7 October 2024

Dates and times in this Booklet are indicative only and subject to change. All references to time are to the time in Sydney, New South Wales, Australia (**Sydney time**) unless the context otherwise requires.

ERA reserves the right, subject to the Corporations Act, ASX Listing Rules and other applicable laws to withdraw or vary the dates of the Entitlement Offer without notice. In particular, ERA reserves the right to extend the closing date of the Entitlement Offer or accept late applications, either generally or in particular cases, without prior notice. Applicants are encouraged to submit their personalised Entitlement and Acceptance Forms as soon as possible after the Entitlement Offer

opens. The commencement of quotation of New Shares is subject to confirmation from ASX. ERA reserves the right to cancel the Entitlement Offer at any time prior to the allotment of New Shares. If the Entitlement Offer is cancelled, all Application Monies will be refunded without interest.

Enquiries

If you have any questions in relation to your participation in the Entitlement Offer, you should seek advice from your stockbroker, accountant or other independent professional adviser, or call the ERA Entitlement Offer Information Line on 1300 264 756 toll free (within Australia) or +61 3 9415 4393 (from outside Australia) at any time from 8.30am to 5.00pm (Sydney time) Monday to Friday during the Entitlement Offer period.

Offer Website

www.computersharecas.com.au/eraoffer

1. OVERVIEW OF THE ENTITLEMENT OFFER

1.1 Entitlement Offer

The Entitlement Offer is a non-underwritten pro rata renounceable offer of approximately 440 billion New Shares at an issue price of \$0.002 per New Share (**Offer Price**), to raise approximately \$880 million.

Under the Entitlement Offer, Eligible Shareholders are entitled to subscribe for 19.87 New Shares for every 1 ERA Share held on the Record Date.

Eligible Shareholders (other than Rio Tinto) who take up their Entitlements in full may also apply for any New Shares that are not taken up by Shareholders under the Entitlement Offer through the Shortfall Facility. Details of the Shortfall Facility are set out in section 1.8 of this Booklet.

The Entitlement Offer is not underwritten.

New Shares issued pursuant to the Entitlement Offer will be fully paid and rank equally with existing ERA Shares on issue.

The Entitlement Offer closes at 5.00pm (Sydney time) on Thursday, 26 September 2024.

1.2 Who is eligible to participate in the Entitlement Offer

Under the Entitlement Offer, Eligible Shareholders are being offered the opportunity to subscribe for 19.87 New Shares for every 1 existing ERA Share held on the Record Date, at the Offer Price of \$0.002 per New Share.

Eligible Shareholders are Shareholders who:

- are registered as a holder of ERA Shares as at the Record Date, being 7.00pm (Sydney time) on Tuesday, 3 September 2024; and
- as at the Record Date, have a registered address on the share register in Australia or New Zealand or such other jurisdiction where the Company determines in its sole discretion (acting reasonably) that the person is eligible under all applicable laws to receive an offer under the Offer.

Holders of ERA Shares as at the Record Date who are not Eligible Shareholders are **Ineligible Shareholders**. The Entitlement Offer is not being extended to Ineligible Shareholders. Any purported acceptance of the Entitlement Offer by an Ineligible Shareholder will not be valid.

The Company has decided that it is unreasonable to extend the Entitlement Offer to Ineligible Shareholders, having regard to the number of Ineligible Shareholders and the number and value of the New Shares that they would be offered, and the cost of complying with the relevant legal and regulatory requirements.

Where a nominee holds ERA Shares on behalf of a person who resides in a jurisdiction outside Australia or New Zealand, that person is not precluded from participating in the Entitlement Offer via their nominee provided that they are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered.

Persons acting as nominees for other persons must not take up any Entitlements on behalf of, or send any documents related to the Entitlement Offer to, any person in the United States.

1.3 **What is your Entitlement**

Your Entitlement is set out in your personalised Entitlement and Acceptance Form available on the Offer Website at www.computersharecas.com.au/eraoffer and has been calculated as 19.87 New Shares for every 1 ERA Share you held as at the Record Date rounded up to the nearest whole New Share. If you have more than one registered holding of ERA Shares, you will be able to access more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

Note: The Entitlement stated on your personalised Entitlement and Acceptance Form may be in excess of the actual Entitlement you may be permitted to take up; for example, you are not permitted to take up an Entitlement to the extent you are holding Shares for the account or benefit of a person in the United States (see definition of Eligible Shareholders in section 1.2 of this Booklet).

1.4 **Can you trade your Entitlement**

As the Entitlement Offer is renounceable, the Entitlements can be traded on ASX, transferred, assigned or otherwise dealt with. This provides the opportunity for Eligible Shareholders to potentially realise value for any Entitlements not taken up. There is no guarantee that there will be a liquid market in traded Entitlements. A lack of liquidity may impact your ability to sell your Entitlements on the ASX and the price you may be able to achieve.

If you do not take up your Entitlements by 5.00pm (Sydney time) on Thursday, 26 September 2024, the Entitlements that are not taken up may be sold through the Shortfall Bookbuild procedure outlined in this Booklet. In such circumstances, you may receive value for the Shortfall Entitlements sold under the Shortfall Bookbuild (if any). Neither ERA, the Broker, nor any other person guarantees that there will be any Shortfall Premium.

1.5 **ASX quotation**

Subject to approval being granted by ASX, trading of the New Shares under the Entitlement Offer is expected to commence on Monday, 7 October 2024.

It is the responsibility of each applicant to confirm their holding before trading in New Shares.

1.6 **Rights of ERA**

ERA reserves the right (in its absolute sole discretion) to reduce the number of New Shares allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if their claims prove to be overstated or they fail to provide information requested by ERA to substantiate their claims within a reasonable time.

ERA reserves the right to cancel the Entitlement Offer at any time prior to the allotment of New Shares. If the Entitlement Offer is cancelled, all Application Monies will be refunded without interest. To the fullest extent permitted by law, each Eligible Shareholder agrees that any Application Monies paid by them to ERA will not entitle them to any interest against ERA, and that any interest earned in respect of Application Monies will belong to ERA. This will be the case, whether or not all or none (if the Entitlement Offer is withdrawn) of the New Shares applied for by a person are issued to that person.

1.7 **Nominee for Ineligible Shareholders**

ERA has appointed the Broker to act as nominee (**Nominee**) for the Ineligible Shareholders to arrange for the sale of the Entitlements which would have been offered to them had they been eligible to participate in the Entitlement Offer. Ineligible Shareholders are persons who hold ERA Shares as at the Record Date but are not Eligible Shareholders.

ERA has decided that it is unreasonable to make offers under the Entitlement Offer to holders of ERA Shares who have registered addresses outside Australia or New Zealand as at the Record Date, having regard to the number of such holders in those places and the number and value of the New Shares that they would be offered, and the cost of complying with the relevant legal and regulatory requirements in those places.

If there is a viable market for Entitlements and a premium over the expenses of their sale can be made, the Nominee will arrange the sale of the Entitlements which would have been attributable to Ineligible Shareholders. The net proceeds of the sale of these Entitlements (after deducting brokerage commission and other expenses) will then be remitted as soon as practicable to the Ineligible Shareholders, in the same proportions as their respective holdings of ERA Shares as at the Record Date bears to the total of the ERA Shares held by Ineligible Shareholders as at that time.

The Nominee will determine (in its sole discretion, acting reasonably) the price for which the relevant Entitlements may be sold so that a premium over the expenses of their sale can be made, as well as the timing and manner of such sale. Neither ERA nor the Nominee will be subject to any liability to Ineligible Shareholders for failure to sell the Ineligible Shareholders' Entitlements or to sell them at a particular price, except to the extent caused by the fraud, gross negligence or wilful misconduct of ERA or the Nominee (or that of their employees, officers, agents and contractors).

If, as a result of the Nominee offering to sell or being invited to sell the relevant Entitlements, the Nominee forms the reasonable opinion that there is not a viable market for the Entitlements to be sold for value, the Entitlements may be sold to institutional and/or sophisticated investors under the Shortfall Bookbuild. You may or may not receive net proceeds from the sale of your Entitlements under the Shortfall Bookbuild. Any Shortfall Entitlements not taken up or sold under the Shortfall Bookbuild will lapse. Neither ERA, the Broker, nor any other person guarantees that there will be any Shortfall Premium.

1.8 **Shortfall Facility**

Subject to the Shortfall Bookbuild (see below), Eligible Shareholders (other than Rio Tinto) who take up their Entitlement in full may also apply for additional New Shares at the Offer Price in excess of their Entitlement (**Additional New Shares**) under the shortfall facility (**Shortfall Facility**).

If the Shortfall Bookbuild (see below) does not clear above the Offer Price², Eligible Shareholders applying for Additional New Shares will receive Additional New Shares applied for in preference to any third party investor applications.

The allocation of any Additional New Shares will be limited to the number of New Shares for which valid applications are not received before the Entitlement Offer closes (**Shortfall Shares**).

If the Company receives valid applications from Eligible Shareholders for a number of New Shares that exceeds the number of Shortfall Shares (**Shortfall Applicants**), then the number of Shortfall Shares to be issued to each Shortfall Applicant will be scaled back:

- (a) on a pro rata basis, according to the number of ERA Shares held by each Shortfall Applicant as at the Record Date; and
- (b) so that the maximum number of New Shares to be issued under the Shortfall Facility does not exceed the number of Shortfall Shares.

² Note: Bids in the Shortfall Bookbuild involve a commitment to pay the Offer Price to receive the relevant New Shares and, to the extent the bid is at a premium to the Offer Price, that premium constitutes an amount payable for the Shortfall Entitlement.

There is no guarantee that Shortfall Applicants will receive the number of New Shares applied for in excess of their Entitlement, or that they will receive any at all.

Eligible Shareholders may apply for Additional New Shares under the Shortfall Facility by following the instructions set out on their personalised Entitlement and Acceptance Form and paying via BPAY®. For an Eligible Shareholder's application for New Shares in excess of their Entitlement to be valid, payment in full for such Additional New Shares must be received no later than the close of the Entitlement Offer, being 5.00pm (Sydney time) on Thursday, 26 September 2024.

ERA's decision as to the number of Shortfall Shares to be issued to any Shortfall Applicant will be final. The issue of Shortfall Shares under the Shortfall Facility is subject to compliance with the Corporations Act, ASX Listing Rules and other applicable laws, and will be subject to availability.

In accordance with ASX Listing Rule 10.11, Rio Tinto will not be able to apply for Additional New Shares under the Shortfall Facility or bid to acquire Entitlements pursuant to the Shortfall Bookbuild without Shareholder approval. ERA is not proposing to seek Shareholder approval for this purpose. This means Rio Tinto will not be issued New Shares in excess of its entitlement. As Rio Tinto's holding in ERA may increase as a result of the Entitlement Offer, Rio Tinto has provided an intentions statement (attached to the Investor Presentation included in this Booklet) in relation to ERA's business in accordance with Takeovers Panel Guidance Note 17.

1.9 **Shortfall Bookbuild**

Euroz Hartleys Limited (the **Broker**) has been appointed as broker to the Entitlement Offer to undertake a back-end shortfall bookbuild (**Shortfall Bookbuild**) of any Shortfall Shares by offering for sale the Entitlements (**Shortfall Entitlements**) for which valid applications are not received from Eligible Shareholders (or persons to whom their Entitlements have been renounced) before the Entitlement Offer closes.

The Broker will invite applications from institutional and/or sophisticated investors for the Shortfall Shares at an issue price that is not less than the Offer Price.³

If the Shortfall Bookbuild does clear at a price above the Offer Price, any premium to the Offer Price constitutes an amount payable for the Shortfall Entitlement (**Shortfall Premium**) and will be paid to Eligible Shareholders who have not taken up or renounced their entitlements and Ineligible Shareholders pro rata, net of any applicable withholding tax (if any).

Neither ERA, the Broker, nor any other person guarantees that there will be any Shortfall Premium.

The Company reserves the right to sell the Shortfall Entitlements under the Shortfall Bookbuild at its discretion.

1.10 **Capital structure and dilution**

Subject to the rounding up of fractional Entitlements and assuming all New Shares offered under the Entitlement Offer are issued, the capital structure of the Company following the issue of New Shares under the Entitlement Offer is expected to be as follows:

³ Note: Bids in the Shortfall Bookbuild involve a commitment to pay the Offer Price to receive the relevant New Shares and, to the extent the bid is at a premium to the Offer Price, that premium constitutes an amount payable for the Shortfall Entitlement.

Shares	Number
Shares on issue as at the Record Date	22,148,299,188
New Shares to be issued pursuant to the Entitlement Offer	440,086,704,866
Total Shares on issue after completion of the Entitlement Offer	462,235,004,054

Shareholders should note that if they do not participate in the Entitlement Offer, their holdings will be diluted as a result of the issue of the New Shares. Examples of how the dilution may impact Shareholders are set out in the table below.

Holder	Holding as at Record Date	Approximate % at Record Date	Entitlements under the Entitlement Offer	Holdings if not taken up	Approximate % post Entitlement Offer if Entitlements not taken up ⁴
Example 1	5,000,000	0.023%	99,350,000	5,000,000	0.0011%
Example 2	1,000,000	0.005%	19,870,000	1,000,000	0.0002%
Example 3	500,000	0.002%	9,935,000	500,000	0.0001%

1.11 Substantial holders and effect on control of the Company

Based on publicly available information as at the date of this Booklet, the Company's substantial holders as at the Record Date are set out in the table below.

Substantial holder	Holding as at Record Date	Voting power (%)	Entitlements under the Entitlement Offer	A\$
Rio Tinto Limited through its relevant interests in North and Peko-Wallsend	19,120,095,804	86.3%	379,916,303,625	759,832,607
Packer & Co Ltd	2,024,720,846	9.1%	40,231,203,210	80,462,406

As at the date of this Booklet, Rio Tinto holds relevant interests in 86.3% of the issued ERA Shares, with North directly holding 52.0% of the issued ERA Shares and Peko-Wallsend, another wholly-owned subsidiary of Rio Tinto, holding 34.3% of the issued ERA Shares.

The potential effect that the issue of the New Shares will have on the control of ERA, and the consequences of that effect, will depend on a number of factors including the number of New Shares taken up by each Eligible Shareholder (or by any third party investor to

⁴ * % post Entitlement on the basis all other Entitlements are taken up.

which their Entitlement is transferred) and the number of Entitlements sold by the Nominee on behalf of Ineligible Shareholders under the Entitlement Offer, and the number of Shortfall Entitlements sold to institutional and/or sophisticated investors under the Shortfall Bookbuild or the Shortfall Shares otherwise issued under the Shortfall Facility.

Accordingly, the potential effect that the issue of the New Shares under the Entitlement Offer will have on the control of ERA will depend on the number of New Shares subscribed under the Entitlement Offer.

In accordance with section 708AA(7)(e) of the Corporations Act, the Cleansing Statement released by ERA to ASX on Thursday, 29 August 2024 states the potential effect the issue of the New Shares will have on the control of ERA and the consequences of that effect.

1.12 **Details of the possible increase in voting power**

ERA has secured binding pre-commitments from Rio Tinto (the **Pre-committed Shareholder**) who has committed to subscribe for approximately \$760 million in total.

Rio Tinto's voting power could increase to up to 99.2468% in ERA following completion of the Entitlement Offer taking into account the binding pre-commitments and assuming no other Shareholders (other than those who have pre-committed) participate and Shortfall Entitlements and Shortfall Shares are not taken up.⁵

As Rio Tinto's holding in ERA may increase as a result of the Entitlement Offer, Rio Tinto has provided an intentions statement (attached to the Investor Presentation included in this Booklet) in relation to ERA's business in accordance with Takeovers Panel Guidance Note 17.

1.13 **General Compulsory Acquisition**

In the event that Rio Tinto further increases its voting power in ERA and beneficially owns 90% or more of the shares in ERA, Rio Tinto will have the option to compulsorily acquire the remaining ERA shares under Part 6A.2 of the Corporations Act. In this circumstance however, the other Pre-committed Shareholders would have to reduce their shareholding in ERA in order for Rio Tinto to own 90% or more of the shares in ERA.

2. **HOW TO APPLY**

2.1 **What you may do – choices available**

If you are an Eligible Shareholder, you may do any one of the following:

- (a) take up all of your Entitlement and, if you wish, apply at the Offer Price for a number of New Shares that exceeds your Entitlement under the Shortfall Facility described in section 1.8 above (refer to section 2.2);
- (b) take up part of your Entitlement and elect for the balance to be sold or to lapse (refer to section 2.3);
- (c) sell all or part of your Entitlement on ASX (refer to section 2.4);
- (d) sell or transfer all or part of your Entitlement other than on-market via ASX (refer to section 2.5); or

⁵ ASX Listing Rule 10.11 does not permit ERA to issue any Shortfall Shares to Rio Tinto or its subsidiaries under the Shortfall Facility without Shareholder approval. ERA is not proposing to seek Shareholder approval for this purpose. This means Rio Tinto will not be issued New Shares in excess of its Entitlement.

- (e) do nothing and allow all your Entitlement to be offered for sale under the Shortfall Bookbuild or lapse if they are not sold (refer to section 2.7).

ERA will treat you as applying for as many New Shares as your payment will pay for in full.

New Shares for which valid applications are received are expected to be issued on or about Friday, 4 October 2024. (Note that dates and times in this Booklet are indicative only and subject to change.)

Eligible Shareholders will not be obliged to pay brokerage or other fees in respect of New Shares acquired under the Entitlement Offer (including under the Shortfall Facility).

Subject to section 2.9(a) any Application Monies received for more than the number of New Shares issued to you will be refunded as soon as practicable after the close of the Entitlement Offer. No interest will be paid to applicants on any Application Monies received or returned (wholly or partially).

ERA also reserves the right (in its sole discretion, acting reasonably) to reduce the number of New Shares allocated to Eligible Shareholders or persons claiming to be Eligible Shareholders or assignees of Entitlements if their claims prove to be incorrect or overstated or if they fail to provide information within a reasonable time to substantiate their claims.

2.2 **Taking up all your Entitlement and applying under the Shortfall Facility for Additional New Shares**

If you wish:

- to take up your Entitlement in full; or
- to take up your Entitlement in full and apply for Additional New Shares in excess of your Entitlement under the Shortfall Facility described in section 1.8 above,

you must pay your Application Monies (being the Offer Price multiplied by the number of New Shares) via BPAY®. By paying by BPAY®, you are not required to submit a personalised Entitlement and Acceptance Form but are taken to make the statements set out in section 2.10 of this Booklet.

You will be treated as applying for as many New Shares as your payment will pay for in full (including Additional New Shares under the Shortfall Facility).

If you take up and pay for your Entitlement so that payment is received in cleared funds by the Registry no later than 5.00pm (Sydney time) on Thursday, 26 September 2024, you will be allotted your New Shares on Friday, 4 October 2024. ERA's decision on the number of New Shares allotted to you will be final.

To participate in the Entitlement Offer, your payment must be received no later than the close of the Entitlement Offer, being 5.00pm (Sydney time) on Thursday, 26 September 2024.

2.3 **Taking up part of the Entitlement and electing for the balance to be sold or lapse**

If you wish to take up part only of your Entitlement and sell the balance on ASX, you need to:

- pay your Application Monies for the number of New Shares you wish to take up via BPAY® (being the Offer Price multiplied by the number of New Shares you are taking up – you will need to calculate this number yourself) by following the instructions set out in the Entitlement and Application Form; and

- in respect of Entitlements to be sold on ASX, you should instruct your stockbroker personally and provide them with details they request as set out in your personalised Entitlement and Acceptance Form.

By paying by BPAY®, you are not required to submit a personalised Entitlement and Acceptance Form but are taken to make the statements set out in section 2.10 of this Booklet.

If ERA receives an amount that is less than the Offer Price multiplied by your Entitlement (**Reduced Amount**), your payment may be treated as an application for only as many New Shares as your Reduced Amount will pay for in full at the Offer Price. You do not need to take any other action in respect of any portion of your Entitlement that you do not take up, trade or transfer as these will lapse.

If you purchase additional entitlements on-market, and you were an eligible shareholder at the Record Date who received an entitlement, you can use the same personalised payment details (relevant to each separate holding you have) available to you at www.computersharecas/eraoffer. If you purchase entitlements on-market and you were not an eligible shareholder at the Record Date, you will need to obtain a Standard Acceptance Form – Rights (Appendix E) from www.computersharecas/eraoffer and follow the instructions to obtain payment details and lodge your completed Appendix E so cleared funds are received by the Registry by no later than **5.00pm (Sydney time) on Thursday, 26 September 2024**.

2.4 **Sale of your Entitlement on ASX**

Eligible Shareholders who do not wish to take up part or all of their Entitlement may be able to sell their Entitlement on ASX and recoup some value or payment. If you wish to sell your Entitlement on ASX, you should instruct your stockbroker personally and provide them with details they request as set out in your personalised Entitlement and Acceptance Form.

Entitlement trading commences (on a normal settlement basis) on Friday, 6 September 2024 (ASX ticker: ERARA) and ceases on close of trading on Thursday, Wednesday, 18 September 2024. If you wish to sell all or part of your Entitlement on the ASX you must do so **by no later than 4:00pm (Sydney time) on Thursday, 19 September 2024**.

2.5 **Transfer of Entitlement other than on-market via ASX**

If you wish to sell or transfer all or part of your Entitlement to another person or party other than on-market through ASX, then you must do the following:

- complete a standard renunciation form (which you should be able to obtain from your stockbroker or by visiting www.computersharecas.com.au/eraoffer); and
- if the transferee wishes to take up all or part of the Entitlements transferred to them, the transferee must seek instructions for paying their Applications Monies from the Registry. Both the transferor and the transferee must be issuer sponsored. If either party is CHESS sponsored, they will need to arrange the transfer of rights through their sponsoring broker.

You can obtain a Standard Renunciation and Acceptance Form (and EFT and lodgement instructions) online at www.computersharecas.com.au/eraoffer or by calling the Registry on 1300 264 756 toll free (within Australia) or +61 3 9415 4393 (from outside Australia) The transferee must submit the Application Monies by EFT in accordance with the instructions provided, so that the completed Standard Renunciation and Acceptance Form and cleared funds are received by the Registry by no later than **5.00pm (Sydney time) on Thursday, 26 September 2024**.

Please note you can only transfer/renounce your Entitlements through the Registry if they are Issuer Sponsored. You should seek advice from your stockbroker in this regard.

The transferee's address must be an address in Australia or New Zealand (unless ERA otherwise agrees). The transferee must not be in the United States or acting for the account or benefit of any person in the United States.

2.6 **Sale or transfer of Entitlement**

An Eligible Shareholder who sells their Entitlement before receiving confirmation of their Entitlement in their personalised Entitlement and Acceptance Form does so at their own risk.

ERA will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade their Entitlements before they receive their personalised Entitlement and Acceptance Form, whether on the basis of confirmation of the allocation provided by ERA or the Registry or otherwise, or who otherwise trade or purport to trade Entitlements in error which they do not hold or are not entitled to.

ERA will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by ERA or the Registry or otherwise, or who otherwise trade or purport to trade New Shares in error which they do not hold or are not entitled to.

You can ascertain your correct Entitlement by accessing your personalised Entitlement and Acceptance Form on the Offer Website at www.computersharecas.com.au/eraoffer or by calling your stockbroker or the ERA Entitlement Offer Information Line on 1300 264 756 toll free (within Australia) or +61 3 9415 4393 (outside Australia) between 8.30am to 5.00pm (Sydney time) Monday to Friday.

2.7 **Allow all your Entitlement to lapse**

If you do not wish to take up any part of your Entitlement, you may simply do nothing in which case your Entitlements may be sold in the Shortfall Bookbuild or otherwise lapse.

2.8 **Consequence of not accepting your Entitlement**

If you take no action, take up only part of your Entitlement, or your application is not supported by cleared funds, you will not be issued New Shares that relate to the portion of your Entitlement that has not been accepted. Your Entitlement (or the portion of your Entitlement, as applicable) not taken up may be offered for sale via the Shortfall Bookbuild or otherwise lapse, your percentage shareholding in ERA will be diluted and you may not receive or be entitled to any payment or other value for your lapsed Entitlement.

2.9 **Payment**

(a) General

The Offer Price of \$0.002 per New Share accepted is payable on acceptance of your Entitlement. Payment must be received by 5.00 pm (Sydney time) on Thursday, 26 September 2024.

Payment will only be accepted in Australian currency and must be (other than with the express consent of the Company) through the BPAY® facility according to the instructions set out on the Offer Website at www.computersharecas.com.au/eraoffer and in this Booklet.

Cash, cheque, bank draft and money order payments will not be accepted. Receipts for payment will not be issued.

Application Monies received from Eligible Shareholders will be held by ERA on trust for applicants until the New Shares are allotted.

ERA reserves the right to cancel the Entitlement Offer at any time prior to the allotment of New Shares. If the Entitlement Offer is cancelled, all Application Monies will be refunded without interest. To the fullest extent permitted by law, each Eligible Shareholder agrees that any Application Monies paid by them to ERA will not entitle them to any interest against ERA, and that any interest earned in respect of Application Monies will belong to ERA. This will be the case, whether or not all or none (if the Entitlement Offer is withdrawn) of the New Shares applied for by a person are issued to that person.

ERA will treat you as applying for as many New Shares as your payment will pay for in full, up to your Entitlement.

Any Application Monies received in excess of your full Entitlement will be refunded as soon as practicable after the close of the Entitlement Offer (except where the amount is less than \$2.00 in which case it will be donated to a charity chosen by ERA). No interest will be paid on any Application Monies received or refunded.

(b) Payment by BPAY®

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form (which includes the biller code and your unique Customer Reference Number (**CRN**)) available on the Offer Website at www.computersharecas.com.au/eraoffer. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that by paying via BPAY®:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations on that personalised Entitlement and Acceptance Form; and
- you will be treated as applying for as many New Shares as your payment will pay for in full (including Additional New Shares under the Shortfall Facility).

When completing your BPAY® payment, please make sure to use the specific Biller Code and unique CRN provided on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form (i.e. where you have multiple holdings), please only use the CRN specific to the Entitlement on that form. If you inadvertently use the same CRN for more than one of your Entitlements, you will be deemed to have applied only for New Shares on the Entitlement to which that CRN applies.

It is your responsibility to ensure that your BPAY® payment is received by the Registry by no later than 5.00pm (Sydney time) on Thursday, 26 September 2024 (being the Entitlement Offer Closing Date).

You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment. ERA takes no responsibility for any failure to receive Application Monies or payment by BPAY® before the Entitlement Offer closes arising as a result of, among other things, delays in postage or processing of payments by financial institutions.

(c) Payment by other electronic transfers

If you do not have an account that supports BPAY® transactions, New Zealand holders will be offered EFT details via the Offer Website. Alternatively, please contact the Registry on

1300 264 756 toll free (within Australia) or +61 3 9415 4393 (outside Australia) for alternative electronic funds transfer payment arrangements.

(d) Payment by cheque, bank draft or money order not accepted

Cash, cheque, bank draft and money order payments will not be accepted.

2.10 Warranties made on acceptance of the Entitlement Offer

By completing and returning your personalised Entitlement and Acceptance Form or making a payment by BPAY® you will be deemed to have acknowledged, represented and agreed that you are an Eligible Shareholder (as defined in section 1.2 of this Booklet) or otherwise eligible to participate.

By completing and returning your personalised Entitlement and Acceptance Form or making a payment by BPAY®, you will also be deemed to have acknowledged, represented and agreed (for the benefit of ERA and the other Limited Parties) on your own behalf and on behalf of each person on whose account you are acting that:

- all details and statements made in the personalised Entitlement and Acceptance Form are complete and accurate;
- you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement Offer and your personalised Entitlement and Acceptance Form;
- you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- you have read and understood this Booklet and the personalised Entitlement and Acceptance Form;
- the information contained in this Booklet is not investment, legal, taxation or other advice, nor a recommendation that you should apply for any New Shares and does not account for your investment objectives, financial circumstances or other particular needs;
- this Booklet is not a prospectus, product disclosure statement or a disclosure or offer document, does not contain all of the information you may require in order to assess an investment in ERA and is given in the context of ERA's past and ongoing continuous disclosure announcements to ASX;
- determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the sole discretion of ERA (acting reasonably);
- to the maximum extent permitted by law, and except to the extent caused by the fraud, gross negligence or wilful misconduct of the Limited Parties (or that of their employees, officers, agents or contractors), the Limited Parties disclaim any duty or liability in respect of that determination and the exercise or otherwise of that discretion;
- none of the Limited Parties guarantee the financial performance of ERA, nor do they guarantee the repayment of capital;
- ERA may, and reserves the right to, cancel the Entitlement Offer at any time prior to the allotment of New Shares to you;

- you and each person on whose account you are acting are not in the United States and are not acting for the account or benefit of a person in the United States, and are not otherwise a person to whom it would be illegal to make an offer of or issue of New Shares under the Entitlement Offer and under any applicable laws and regulations;
- the Entitlements and New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction in the United States, or in any other jurisdiction outside Australia or New Zealand and, accordingly, the Entitlements may not be exercised or taken up, and the New Shares may not be offered or sold, directly or indirectly, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act, the Securities and Futures Act 2001 of Singapore (the **SFA**) and any other applicable securities laws;
- you and each person on whose account you are acting have not and will not send any materials relating to the Entitlement Offer to any person in the United States or that is acting for the account or benefit of a person in the United States; and
- you and each person on whose account you are acting are not persons to whom the offer or issue of, or invitation to subscribe for, New Shares (whether directly or indirectly) under the Entitlement Offer, requires a prospectus or other form of disclosure document or any registration, filing or other formality under applicable laws including under the SFA.

2.11 **Representations by acquirers of Entitlements**

Investors who acquire Entitlements on ASX or otherwise will, by acquiring those Entitlements and by applying to take up all or part of those Entitlements, be deemed to agree to make and be subject to the representations and warranties set out in the "Important Information" section and section 2.10 above (with references to the personalised Entitlement and Acceptance Form to be read as including any other form provided or required to be provided to ERA, the Registry or the person's stockbroker).

Investors should note that if you purchase Entitlements in a transaction on ASX or otherwise, in order to take up or exercise those Entitlements and subscribe for New Shares you:

- must be an Eligible Shareholder or a resident in Australia or New Zealand; and
- must not be in the United States or acting for the account or benefit of a person in the United States.

If you do not satisfy the above conditions, you will not be entitled to take up Entitlements or subscribe for New Shares, and any purported acceptance of the Entitlement Offer will not be valid.

It is the responsibility of purchasers of Entitlements to inform themselves of the eligibility criteria for exercise. If holders of Entitlements after the end of the trading period do not meet the eligibility criteria, they will not be able to exercise the Entitlements. In the event that holders are not able to take up their Entitlements, those Entitlements will lapse.

2.12 **No withdrawals**

You cannot withdraw your application once it has been accepted by ERA. Cooling-off rights do not apply to an acquisition of New Shares.

ERA reserves the right to cancel the Entitlement Offer at any time before the issue of New Shares under the Entitlement Offer, in which case ERA will refund any Application Monies

already received in accordance with the Corporations Act and will do so without interest being payable to applicants.

2.13 **Confirmation of your application and managing your holding**

You may access information on your holding and manage the standing instructions the Registry records on your holding on the Investor Centre website www.investorcentre.com/au. To access the Investor Centre you will need your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) as shown on your Issuer Sponsored/CHESS statements and you will need to pass the security challenge on the site.

3. **ASX DISCLOSURE MATERIALS**

3.1 **ASX Announcement**

3.2 **Business Update Presentation**

3.3 **Investor Presentation**

4. **ADDITIONAL INFORMATION**

4.1 **Responsibility for Booklet**

This Booklet (including the ASX Disclosure Materials reproduced in section 3 of this Booklet) and accompanying personalised Entitlement and Acceptance Form have been prepared by ERA. The information in this Booklet is dated Thursday, 29 August 2024.

No party other than ERA has authorised or caused the issue of the information in this Booklet, or takes any responsibility for, or makes any statements, representations or undertakings in this Booklet, other than statements attributed to or made by Rio Tinto included in this Booklet with Rio Tinto's consent.

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Booklet. Any information or representation that is not in this Booklet may not be relied on as having been authorised by the Limited Parties in connection with the Entitlement Offer.

4.2 **Status of Booklet**

The Entitlement Offer is being made pursuant to provisions of the Corporations Act which allow rights issues to be offered without a prospectus or other disclosure document.

Neither this Booklet nor the Entitlement and Acceptance Form are required to be lodged or registered with ASIC. This Booklet is not a prospectus or other disclosure document under the Corporations Act and no disclosure document for the Entitlement Offer will be prepared. These documents do not contain, or purport to contain, all of the information that a prospective investor and their professional advisers may require in evaluating an investment in ERA. They do not contain all the information which would be required to be disclosed in a prospectus or other disclosure document.

As a result, it is important for Eligible Shareholders to carefully read and understand the information on ERA and the Entitlement Offer made publicly available, prior to accepting all or part of their Entitlement. In particular, please refer to this Booklet (including section 3) and other announcements made available at <http://www.asx.com.au/>.

This Booklet does not contain financial product, legal, taxation or other advice and has been prepared without taking into account your investment objectives, financial circumstances or other particular needs. ERA is not licensed to provide financial product advice in respect of the New Shares. Before deciding whether to apply for New Shares, you should contact your stockbroker, accountant or other independent professional adviser for any advice that you may require in relation to participating in the Entitlement Offer.

4.3 **Booklet availability**

Eligible Shareholders will receive a postal notice from the Registry containing information relating to the Entitlement Offer and how to access this Booklet and their personalised Entitlement and Acceptance Form.

Eligible Shareholders in Australia and New Zealand can obtain a copy of this Booklet (along with their personalised Entitlement and Acceptance Form) on the Offer Website at www.computersharecas.com.au/eraoffer. You will need to provide your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) and postcode to access the online application system.

In addition, Eligible Shareholders in Australia or New Zealand can obtain a copy of this Booklet by accessing the ASX website or accessing the ERA website at <https://www.energyres.com.au/>. The electronic version of this Booklet on the ASX website and the ERA website will not include a personalised Entitlement and Acceptance Form.

Persons who access the electronic version of this Booklet should ensure that they download and read the entire Booklet.

In addition, Eligible Shareholders may request a paper copy of this Booklet (and their personalised Entitlement and Acceptance Form) by calling the ERA Entitlement Offer Information Line on 1300 264 756 toll free (within Australia) or +61 3 9415 4393 (from outside Australia) between 8.30am to 5.00pm (Sydney time) Monday to Friday during the Entitlement Offer period.

This Booklet (including the personalised Entitlement and Acceptance Form) may not be distributed or released to, or relied upon by, persons in the United States or that are acting for the account or benefit of a person in the United States.

4.4 Notice to nominees and custodians

If ERA believes you hold ERA Shares as a nominee or custodian you will have received, or will shortly receive, a letter in respect of the Entitlement Offer. Nominees and custodians should consider carefully the contents of that letter.

Persons acting as custodians or nominees must not apply for New Shares on behalf of, or for the account or benefit of, a person in the United States and must not send any document relating to the Entitlement Offer to, any person that is in the United States or that is acting for the account or benefit of any person in the United States.

ERA is not required to determine whether or not any registered holder or investor is acting as a nominee or custodian or the identity or residence of any beneficiary owners of existing ERA Shares or Entitlements. Nominees and custodians may not distribute this Booklet, and may not permit any beneficial Shareholder to participate in the Entitlement Offer, in any country outside Australia except, with the consent of the Company, to beneficial Shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the Entitlement Offer. ERA is not able to advise on foreign laws. Eligible Shareholders who are nominees, trustees or custodians are therefore advised to seek independent advice as to how to proceed.

4.5 Privacy Statement

If you complete an application for New Shares, you will be providing personal information to ERA (directly or through the Registry). ERA collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Registry.

You can access, correct and update the personal information that is held about you. If you wish to do so, please contact the Registry at the relevant contact numbers set out in the Corporate Directory of this Booklet.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

4.6 Rounding of Entitlements

Where fractions arise in the calculation of Entitlements, they will be rounded up to the next whole number of New Shares.

4.7 **Director shareholdings**

None of the directors hold any ERA Shares and therefore none of them is participating in the Entitlement Offer.

4.8 **Taxation**

Set out below is a general summary (**Summary**) of the potential Australian income tax, GST and stamp duty implications of the Entitlement Offer.

The Australian income tax comments in this Summary relate to the implications of the Entitlement Offer for Eligible Shareholders who:

- are residents of Australia (but not temporary residents) for Australian income tax purposes; and
- hold their Shares and will hold their New Shares, their Additional New Shares (if relevant) and their Entitlements on capital account for Australian income tax purposes.

This Summary does not deal with the tax implications for Eligible Shareholders who:

- are not residents of Australia or are temporary residents for Australian income tax purposes;
- acquired their ERA Shares or will hold their Entitlements, New Shares or Additional New Shares under an arrangement that constitutes an 'employee share scheme' for Australian income tax purposes;
- are subject to the "taxation of financial arrangements" (**TOFA**) rules in Division 230 of the *Income Tax Assessment Act 1997 (ITAA 1997)* in relation to the holding of their ERA Shares, Entitlements and/or New Shares;
- are subject to special tax, such as entities that are exempt from Australian income tax, partnerships, insurance companies or trusts that are subject to special taxation regimes (such as "attribution managed investment trusts" and trusts that are taxed as companies);
- do not hold their Shares, Entitlements, New Shares or Additional New Shares on capital account, such as Shareholders:
 - who hold their ERA Shares (or will hold their Entitlements) as revenue assets or trading stock such as banks, insurance companies and taxpayers carrying on a business of share trading; or
 - who have acquired their ERA Shares for the purposes of resale at a profit; or
 - who have acquired their Entitlements otherwise than because they are an Eligible Shareholder (eg, where the Entitlements were acquired on ASX).

This Summary is intended as a general guide only and is not an authoritative or exhaustive statement of all potential income tax, GST or stamp duty implications for each Eligible Shareholder.

This Summary is not advice and should not be relied on as such. It also does not take account of the individual circumstances of any particular Eligible Shareholder. Taxation is a complex area of law and the taxation consequences for each Eligible Shareholder may differ depending on their own particular circumstances. Accordingly, Eligible Shareholders should seek specific advice applicable to their own particular circumstances from their own financial

or tax advisers. Neither ERA, nor any of its officers, nor its taxation adviser, nor any other adviser to ERA, accepts any liability or responsibility in respect of any statement concerning the taxation consequences of the Entitlement Offer.

This Summary is based on the Australian income tax, GST and stamp duty laws in effect and administrative practices of the relevant revenue authorities as at the date of this Booklet. Future changes in Australian income tax, GST and stamp duty laws, including changes in interpretation or application of the law by the courts or taxation authorities in Australia, may affect the taxation treatment of an investment in ERA Shares or the holding and disposal of ERA Shares. This Summary does not address the income tax, GST or stamp duty implications of the Entitlement Offer under the laws of any jurisdiction other than the laws of Australia.

(a) Issue of Entitlements

The issue of the Entitlements should not of itself result in any amount being included in the assessable income of an Eligible Shareholder.

(b) Sale of Entitlements

If you sell your Entitlements, you should derive a capital gain on the disposal equal to the capital proceeds from the sale (generally, the amount that you receive from the disposal or market value in some circumstances) less your cost base in the Entitlements. Your cost base in the Entitlements should be limited to certain non-deductible incidental costs relating to the disposal.

You will be treated as having acquired your Entitlements on the same day as you acquired the ERA Shares giving rise to those Entitlements.

If you acquired, or are taken to have acquired, your ERA Shares giving rise to the Entitlements before 20 September 1985 for capital gains tax (**CGT**) purposes (that is, your ERA Shares are "**pre-CGT assets**"), and your ERA Shares have not ceased to be "pre-CGT assets" (eg, due to Division 149 of the ITAA 1997), any capital gain you make from the disposal of the Entitlements should be disregarded.

For other Eligible Shareholders, if you are an individual, trustee or complying superannuation fund, you should be entitled to a discount on the capital gain derived on the disposal of your Entitlements if you have held the ERA Shares giving rise to those Entitlements for at least 12 months prior to the date on which the Entitlements were sold (after the application of any current year or carry forward losses). The CGT discount is discussed in further detail at section (e) below.

(c) Shortfall Premium

As discussed at 1.9 above, any Entitlements not taken up by you may be sold through the Shortfall Bookbuild and any Shortfall Premium you receive in respect of the Entitlements will be remitted as a cash payment to you.

In Taxation Ruling TR 2017/4 (Taxation of rights and retail premiums under renounceable rights offers where shares held on capital account), the Commissioner states his view that certain retail premiums are assessable as capital gains. TR 2017/4 is expressed to apply to offers with features that include that the entitlements of eligible shareholders who do nothing are offered for sale to investors in a retail bookbuild process.

Based on the way that the Shortfall Bookbuild is to be undertaken, it is expected that the Shortfall Premium received by Eligible Shareholders will be treated as capital proceeds for the CGT event happening to the Entitlements sold on their behalf via the Shortfall Bookbuild process. As a consequence:

- where your Entitlements are sold through the Shortfall Bookbuild process, you should derive a capital gain on the disposal equal to the amount of the Shortfall Premium you receive;
- where the ERA Shares giving rise to your Entitlements are "pre-CGT assets", the capital gain you derive should be disregarded; and
- if you are an individual, trustee or complying superannuation fund that acquired, or are taken to have acquired, your ERA Shares giving rise to the Entitlements on or after 20 September 1985 for CGT purposes and you have held those existing ERA Shares for at least 12 months prior to the date that the Entitlements are sold via the Shortfall Bookbuild process, you should be entitled to the CGT discount in respect of any capital gain resulting from the sale (after the application of any current year or carry forward losses). The CGT discount is discussed in further detail at section (e) below.

(d) Exercise of Entitlements and applying under the Shortfall Facility for Additional New Shares

If you exercise all or some of your Entitlements, you will be allocated New Shares. Further, if you apply under the Shortfall Facility for Additional New Shares, you may be allocated Additional New Shares. In either case:

- (i) the Entitlements will cease to exist and a CGT event will occur, but any capital gain or loss made on the exercise of the Entitlements should be disregarded for CGT purposes;
- (ii) the New Shares acquired as a result of exercising the Entitlements will be treated for CGT purposes (including for the CGT discount) as having been acquired on the day on which the Entitlements are exercised;
- (iii) any Additional New Shares acquired as a result of applying under the Shortfall Facility will be treated for CGT purposes (including for the CGT discount) as having been acquired on the day on which they are issued; and
- (iv) the cost base (and reduced cost base) for CGT purposes should be equal to:
 - (A) for New Shares acquired as a result of exercising Entitlements where your existing ERA Shares giving rise to the Entitlements are pre-CGT assets – the sum of the market value of the Entitlements when they were exercised and the Offer Price payable by you for those New Shares, plus certain non-deductible incidental costs you incur in acquiring the New Shares (if any);
 - (B) for New Shares acquired as a result of exercising Entitlements where your existing ERA Shares were acquired (or are taken to be acquired for CGT purposes) on or after 20 September 1985 – the Offer Price payable by you for those New Shares plus certain non-deductible incidental costs you incur in acquiring the New Shares (if any); or
 - (C) for Additional New Shares – the Offer Price payable by you for those Additional New Shares plus certain non-deductible incidental costs you incur in acquiring the Additional New Shares (if any).

(e) New Shares and Additional New Shares

Any future dividends or other distributions made in respect of New Shares and Additional New Shares should generally be subject to the same taxation treatment

as dividends or other distributions made on ERA Shares held in the same circumstances.

On any future disposal of New Shares or Additional New Shares, you may make a capital gain or capital loss, depending on whether the capital proceeds of that disposal are more than the cost base (in the case of a capital gain) or less than the reduced cost base (in the case of a capital loss) of those shares. The cost base of those shares is described above.

Your net capital gain for the income year is included in your assessable income for the income year. Broadly, your net capital gain for an income year is the total of all the capital gains made during the income year less capital losses made in the income year and available net capital losses made in previous income years. That amount may be reduced further by other concessions, particularly under the CGT discount rules discussed immediately below.

Any capital gain arising to Eligible Shareholders who are individuals and trusts (other than trusts that are complying superannuation funds) can generally be reduced by 50% (after first offsetting current year or prior year capital losses) if the New Shares are held for at least 12 months between the date the New Shares are treated as having been acquired and the date of disposal for CGT purposes. Taxation of trusts and their beneficiaries is a complex area of the taxation law and trustees should seek specific advice in relation to the tax consequences arising for them (and their beneficiaries) of any capital gains of the trust.

For Eligible Shareholders that are complying superannuation funds, any capital gain can generally be reduced by one-third (after first offsetting current year or prior year capital losses) if the New Shares are held for at least 12 months between the date the New Shares are treated as having been acquired for CGT purposes and the date of disposal for CGT purposes.

The date that you will be treated as having acquired the New Shares or Additional New Shares for CGT purposes is described above.

The CGT discount is generally not available to Eligible Shareholders that are companies.

If you make a capital loss, the capital loss may be used to offset capital gains made in the same or subsequent income years (subject to satisfying any applicable carry forward loss conditions) but cannot be offset against ordinary income, nor carried back to offset net capital gains made in earlier income years.

(f) CGT withholding

The CGT withholding rules should not apply to require a purchaser of Entitlements, New Shares or Additional New Shares to deduct an amount from the proceeds paid to you on an on market disposal of Entitlements, New Shares or Additional New Shares (as applicable) under Division 14-D of the *Taxation Administration Act 1953 (Cth)*.

However, if you sell your Entitlements, New Shares or Additional New Shares off market, the purchaser of the Entitlements, New Shares or Additional New Shares (as applicable) may require representations from you that you are an Australian resident for tax purposes in order to establish that no CGT withholding is required.

In the above circumstances, you should seek specific advice applicable to your own particular circumstances from your own financial or tax advisers.

(g) Tax File Number (TFN) withholding

We are authorised under the *Taxation Administration Act 1953* (Cth) and the *Income Tax Assessment Act 1936* (Cth) to collect TFNs and ABNs in connection with your shareholding in ERA.

Providing your TFN is not compulsory and it is not an offence to not provide your TFN. However, ERA may be obliged to withhold tax on payments of dividends that are not fully franked, at the specified rate (currently 47%), and remit such amounts to the ATO, unless you have previously provided your TFN (or in certain circumstances, ABN) to ERA or you have informed ERA that you are exempt from quoting your TFN or ABN.

Accordingly, if you are an Australian tax resident Shareholder, and you have not previously provided your TFN or ABN to ERA you may wish to do so. You may prefer to provide your ABN as an alternative to your TFN if your investment is made in the course of an enterprise carried on by you.

If ERA is obliged to withhold, you may be able to claim an income tax credit/refund (as applicable) in your income tax return in respect of any tax withheld.

(h) Other Australian taxes

No GST or stamp duty should be payable in respect of the grant or exercise of the Entitlements or the acquisition of New Shares.

If an Eligible Shareholder incurs GST on acquisitions (eg GST on legal, financial or tax advice), to the extent that the acquisition relates to the exercise of the Entitlement or the acquisition of New Shares or Additional New Shares, they may not be entitled to claim input tax credits or may only be entitled to reduced input tax credits in relation to that GST. Eligible Shareholders should seek independent tax advice in relation to their individual circumstances.

4.9 Broker fees

The Broker will receive a total base fee of \$75,000 for conducting the Shortfall Bookbuild and acting as the Nominee and is also entitled to be reimbursed for certain out of pocket expenses.

In addition, in relation to the sale of any Shortfall Entitlements under the Shortfall Bookbuild, the Broker will receive a selling fee (**Selling Fee**) equal to:

- 2.5% of the gross proceeds of any Shares issued in respect of such Shortfall Entitlements for gross proceeds up to \$10 million; and
- 2.0% of the gross proceeds of any Shares issued in respect of such Shortfall Entitlements for gross proceeds over and above \$10 million.

The amounts above are exclusive of GST.

Shortfall Entitlements may only be sold if the price achieved is greater than nil (ie, the sale price of the Shortfall Entitlements together with the Offer Price, exceeds the Offer Price). Shortfall Entitlements which are not sold will lapse.

5. **GLOSSARY**

Term	Definition
Additional New Shares	has the meaning given in section 1.8 of this Booklet
Application Monies	a payment or payments made to subscribe for New Shares
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited or the financial market operated by it, as the context requires
ASX Announcement	the announcement released by the Company to ASX on Thursday, 29 August 2024 in relation to the Entitlement Offer, a copy of which is reproduced in section 3.1 of this Booklet
ASX Disclosure Materials	the materials reproduced in section 3 of this Booklet
Booklet	this document, including the Entitlement and Acceptance Form
Broker	The broker appointed by the Company to conduct the Shortfall Bookbuild, being Euroz Hartleys Limited (ABN 33 104 195 057, AFSL 230052)
Business Update Presentation	means the Business Update Presentation released to ASX on 26 August 2024
CGT	capital gains tax
Cleansing Statement	the notice given by the Company to ASX on Thursday, 29 August 2024 in relation to the Entitlement Offer under section 708AA(2)(f) of the Corporations Act
Closing Date	5.00pm (Sydney time) on Thursday, 26 September 2024, unless extended
Corporations Act	<i>Corporations Act 2001</i> (Cth) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73
CRN	has the meaning given in section 2.9 of this Booklet
Eligible Shareholder	has the meaning given in section 1.2 of this Booklet

Term	Definition
Entitlement	<p>(a) In relation to an Eligible Shareholder – the number of New Shares for which the Eligible Shareholder is entitled to subscribe under the Entitlement Offer</p> <p>(b) In relation to an Ineligible Shareholder – the number of New Shares for which, if the Ineligible Shareholder were an Eligible Shareholder, the Ineligible Shareholder would be entitled to subscribe under the Entitlement Offer</p>
Entitlement and Acceptance Form	in relation to an Eligible Shareholder – the personalised entitlement and acceptance form accompanying this Booklet which the Eligible Shareholders may use to apply for New Shares (or any replacement form issued for that purpose by or on behalf of the Company)
ERA or the Company	Energy Resources of Australia Ltd (ABN 71 008 550 865)
ERA Entitlement Offer Information Line	the telephone information line established in connection with the Entitlement Offer, details of which are set out in the Corporate Directory on page 92
ERA Share	a fully paid ordinary share in the capital of ERA
GST	Australian Goods and Services Tax
Ineligible Shareholder	has the meaning given in section 1.2 of this Booklet
Entitlement Offer	the 19.87 for 1 non-underwritten pro rata renounceable entitlement offer to subscribe for New Shares at the Offer Price set out in this Booklet and announced to ASX by ERA on Thursday, 29 August 2024
Entitlement Offer period	the period from and including the Opening Date until and including the Closing Date
Investor Presentation	the ERA Investor Presentation released to ASX on Thursday, 29 August 2024 in relation to the Entitlement Offer, a copy of which is reproduced in section 3.2 of this Booklet
New Shares	the new ERA Shares for which Eligible Shareholders are entitled to subscribe under the Entitlement Offer
Nominee	the nominee appointed to arrange for the sale of the Entitlements which would have been offered to Ineligible Shareholders had they been eligible to participate in the Entitlement Offer, being the Broker
North	North Limited ABN 22 005 233 689, a wholly-owned subsidiary of Rio Tinto
Offer Price	\$0.002 per New Share

Term	Definition
Offer Website	www.computersharecas.com.au/eraoffer
Opening Date	means the date the Entitlement Offer opens, being Thursday, 5 September 2024
Peko-Wallsend	Peko-Wallsend Pty Ltd ABN 78 000 245 054, a wholly-owned subsidiary of Rio Tinto
Ranger Project Area	the land described in Schedule 2 to the <i>Aboriginal Land Rights (Northern Territory) Act 1976</i> (Cth)
Record Date	7.00pm (Sydney time) on Tuesday, 3 September 2024
Registry	Computershare Investor Services Pty Limited (ABN 48 078 279 277)
related bodies corporate	has the meaning given in the Corporations Act
Rio Tinto	Rio Tinto Limited (ABN 96 004 458 404), Rio Tinto plc and their respective subsidiaries, including Peko-Wallsend and North, or any one of them as the context requires
Rio Tinto plc	Rio Tinto plc (registered No. 719885)
Shareholder	a shareholder of ERA
Shortfall Bookbuild	the bookbuild process described in section 1.9 of this Booklet to be conducted by the Broker
Shortfall Entitlements	has the meaning given in section 1.9 of this Booklet
Shortfall Facility	the facility described in section 1.8 of this Booklet, under which Eligible Shareholders (other than Rio Tinto) who take up their Entitlement in full may apply for New Shares in excess of their Entitlement
Shortfall Premium	has the meaning given in section 1.9 of this Booklet
Shortfall Shares	has the meaning given in section 1.8 of this Booklet
Sydney time	the time in Sydney, New South Wales, Australia
U.S. Securities Act	has the meaning given in section of the Booklet titled 'Important Information' commencing on the inside front cover
VWAP	in relation to ERA Shares for a particular period, the volume weighted average price of trading in those securities on the ASX market and the Cboe Australia (formerly Chi-X Australia) market over that period

CORPORATE DIRECTORY

Registered Office

Energy Resources of Australia Ltd
Level 8, TIO Building
24 Mitchell Street, GPO Box 2394
Darwin NT 0800

Financial Adviser

Highbury Partnership Pty Ltd
Level 12, The Chifley Tower, 2 Chifley Square
Sydney NSW 2000

Legal Adviser

Ashurst Australia
Level 11 , 5 Martin Place
Sydney NSW 2000

Nominee/Broker

Euroz Hartleys Limited
QV1, Level 37
250 St Georges Tce
Perth Western Australia 6000

Registry

Computershare Investor Services Pty Limited
Level 1, 200 Mary Street
Brisbane QLD 4000
Telephone: 1300 264 756 (within Australia)
 +61 3 9415 4393 (outside Australia)
Facsimile: 1800 783 447 (within Australia)
 +61 3 9473 2555 (outside Australia)

ERA Website

<https://www.energyres.com.au/>

Offer Website

www.computersharecas.com.au/eraoffer

ERA Entitlement Offer Information Line

Australia: 1300 264 756 toll free
International: +61 3 9415 4393
Open 8.30am to 5.00pm (Sydney time) Monday to Friday during the Entitlement Offer period

Stock Exchange Listing

ERA's ordinary shares are listed on ASX (code 'ERA')