

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Energy Resources of Australia Ltd
ABN	71 008 550 865

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Andrea SUTTON
Date of last notice	29 September 2016

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
Date of change	1 December 2016
No. of securities held prior to change	13,813 rights (" Rights ") to be granted Rio Tinto Limited ordinary shares (" RT Shares "), being: <ul style="list-style-type: none"> • 3,224 Rights under the Rio Tinto Limited Bonus Deferral Plan as amended from time to time ("BDP")*; • 6,033 Rights under the Rio Tinto Limited Performance Share Plan as amended from time to time ("PSP")*; and • 4,556 Rights under the Rio Tinto Limited Management Share Plan as amended from time to time ("MSP")*.
Class	Rights under the terms of the BDP, the PSP and the MSP.
Number acquired	95 Rights under the BDP, representing the value of dividends that would have been paid since grant on the RT Shares to which Ms Sutton becomes entitled following the vesting of 943 Rights on 1 December 2016.

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Number disposed	1,038 Rights under the BDP, being the aggregate number of Rights which have vested, resulting in a grant of a corresponding allocation of RT Shares in accordance with the terms of the BDP.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Acquisition and disposal of Rights under the BDP for nil consideration, resulting in a grant of a corresponding allocation of RT Shares in accordance with the terms of the BDP.
No. of securities held after change	12,870 Rights, being: <ul style="list-style-type: none"> • 2,281 Rights under the BDP; • 6,033 Rights under the PSP; and • 4,556 Rights under the MSP.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Vesting of the Rights under the BDP.

* In accordance with the rules of the BDP, the MSP, and the rules of the PSP in respect of awards granted from 2013, upon vesting Ms Sutton may receive additional RT Shares in lieu of dividends that would have been paid to her in the period from grant on the base number of RT Shares, the subject of the Rights that vest.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	2 December 2016
No. of securities held prior to change	3,885 RT Shares
Class	RT Shares
Number acquired	1,038 RT Shares
Number disposed	1,038 RT Shares
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Acquisition of RT Shares pursuant to the vesting of Rights under the BDP for nil consideration. Disposal of 1,038 RT Shares at \$59.12 per share.
No. of securities held after change	3,885 RT Shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acquisition of RT Shares pursuant to the vesting of Rights under the BDP and sale of the same by way of an on-market trade.

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Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	N/A
No. of securities held prior to change	1,158 options (" <i>Options</i> ") to be granted RT Shares under the Rio Tinto Limited Share Options Plan 2004 as amended from time to time (" <i>SOP</i> ").
Class	Options granted under the SOP.
Number acquired	N/A
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	1,158 Options
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	N/A

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	N/A
No. of securities held prior to change	223,528 rights (" Rights ") under the terms of the Energy Resources of Australia Ltd Long Term Incentive Plan (" ERA LTIP ")*.
Class	Rights under the ERA LTIP.
Number acquired	N/A
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	223,528 Rights under the ERA LTIP.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	N/A

* Details of the ERA LTIP are set out in the 2015 Annual Report. If Rights vest, the value of the vested Rights under the ERA LTIP will be converted into RT Shares under the terms of the Rio Tinto Limited Management Share Plan (as amended from time to time).

+ See chapter 19 for defined terms.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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