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30 July 2020

Ms Lin Kang
Adviser, Listings Compliance (Sydney)
ASX Compliance Pty Ltd
Level 6, Stock Exchange Centre
20 Bridge Street
Sydney NSW 2000By email: ListingsComplianceSydney@asx.com.au

Dear Lin

Energy Resources of Australia Ltd (ERA): ASX query re Appendix 3Y – Change of Director's Interest Notice

We refer to your letter dated 28 July 2020 noting that ERA's Appendix 3Ys lodged on 27 July 2020 for Mr Justin Carey and Mr Paul Arnold were lodged one day late. In response to your specific questions, we reply as follows:

1. Under the ASX Listing Rules, in addition to notifying changes in relevant interests of its directors in ERA shares, ERA is required to notify ASX of a change of a director's relevant interests in Rio Tinto Limited (**RTL**) shares. This is because the definition of "notifiable interests" extends to relevant interests in securities of ERA's related bodies corporate which include RTL.

The Appendix 3Ys were in respect of movements in RTL shares, and in particular the periodic issue of shares under myShare, the RTL Global Employee Share Plan. The Appendix 3Ys were lodged one day late due to: (i) a minor delay in the communication of the date of issue of the shares under myShare; and (ii) 24 July 2020 being a public holiday in Darwin.

2. ERA has processes in place to ensure that its directors' notifiable interests in RTL shares, in addition to ERA shares, are reported to ASX in the time required by the ASX Listing Rules. This includes regular reminders to directors of their disclosure obligations to ERA in respect of any movements in RTL shares.
3. ERA does not consider the current arrangements are inadequate or not being enforced. However, ERA will take further steps to ensure future notifications are made on a timely basis.

Yours sincerely

James O'Connell
Legal Counsel & Company Secretary



28 July 2020

Reference: 21036

Mr James O'Connell
Legal Counsel & Company Secretary
Energy Resources of Australia Ltd
Level 3
18-20 Cavenagh Street
Darwin 0800
Northern Territory

By email

Dear Mr O'Connell

Energy Resources of Australia Limited ('ERA'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. ERA's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 27 July 2020 for Mr Justin Carey and Mr Paul Arnold (the 'Notice');
2. Listing Rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 *'The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.'*

3. Listing rule 3.19B which states that:

'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'

The Notice indicates that a change in Mr Carey's and Mr Arnold's notifiable interest occurred on 17 July 2020. It appears that the Notice should have been lodged with ASX by 24 July 2020. Consequently, ERA may have breached Listing Rules 3.19A and/or 3.19B.

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does ERA have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does ERA intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9.30 AM AEST Friday, 31 July 2020**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, ERA's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require ERA to request a trading halt immediately.

Your response should be sent to me by e-mail at ListingsComplianceSydney@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in ERA's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in *Guidance Note 16 Trading Halts & Voluntary Suspensions*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in ERA's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to ERA's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that ERA's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Kind regards

Lin Kang
Adviser, Listings Compliance (Sydney)