

22 March 2024

Dear Shareholder

## Annual General Meeting Information

Energy Resources of Australia Ltd (**ERA**) will be holding its annual general meeting of shareholders at 9:30am (ACST) on Wednesday, 24 April 2024 (**Meeting**) at Oaks Darwin Elan Hotel, 31 Woods Street, Darwin, Northern Territory.

In accordance with section 110D(1) of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting unless a shareholder has made a valid election to receive such documents in hard copy. Instead, the Notice of Meeting can be viewed and downloaded from the website link:

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

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

### Internet:

Log on to <https://www.investorvote.com.au>

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

[www.intermediaryonline.com](http://www.intermediaryonline.com).

### Post:

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

### Fax:

(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

Your proxy voting instruction must be received by 9:30am (ACST) on Monday, 22 April 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

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

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This letter was authorised by the Board of ERA.

For further information, please contact:

**Media**

Jessica Silvester  
ERA  
Mobile: +61 419 864 865  
Email: [jessica.silvester@riotinto.com](mailto:jessica.silvester@riotinto.com)

**Investor Relations**

Craig Sainsbury  
Automic Markets  
Mobile: +61 428 550 499  
Email: [craig.sainsbury@automicgroup.com.au](mailto:craig.sainsbury@automicgroup.com.au)

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## Letter from the Chair

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

Dear Shareholder,

You are invited to participate in this year's annual general meeting (**Meeting**) to be held at Oaks Darwin Elan Hotel, 31 Woods Street, Darwin, NT 0800 on Wednesday, **24 April 2024**, commencing at **9:30am (ACST)**. Refreshments will be served after the Meeting. The items of business for the Meeting are set out on the accompanying Notice of Meeting.

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

Details on how to vote by proxy are set out in the Notice of Meeting. Shareholders may specify on their proxy form the way the proxy is to vote on each resolution to be considered at the Meeting.

Your continuing interest in ERA is appreciated.

Yours sincerely



**Richard Dennis**  
Chair

22 March 2024

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**ERA** Energy Resources  
Of Australia

## 2024 Notice of Annual General Meeting

The annual general meeting of Energy Resources of Australia Ltd (ERA or the Company) will be held at 9:30am (ACST) on Wednesday, 24 April 2024 at Oaks Darwin Elan Hotel, 31 Woods Street, Darwin NT 0800

This document is important and requires your immediate attention. If you have any doubts about the action you should take, contact your stockbroker, solicitor, accountant, or other professional adviser, immediately.

To vote ahead of the annual general meeting, please complete and submit a proxy form in line with the instructions set out in this notice.

**Registered office:**  
Level 8, TIO Centre,  
24 Mitchell St, Darwin  
Northern Territory 0800

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## Items of business

### 1. Chair and Chief Executive Review

**2. Consideration of Reports** To receive and consider the Financial Report, Directors' Report, Directors' Declaration and Auditor's Report for the year ended 31 December 2023 as set out in the Annual Report.

## Items for approval

### Resolution 1

#### Approval of the Directors' Remuneration Report (Non-binding resolution)

To approve the Directors' Remuneration Report for the year ended 31 December 2023, as set out in the 2023 Annual Report.

### Resolution 2

#### To elect Mr Alfred Grigg as a Director

## Voting and proxies

Only members who are recorded on the Company's register of members at **5:00pm (ACST<sup>1</sup>) on 22 April 2024** are entitled to vote at the annual general meeting. A member may appoint a proxy to attend and vote for the member. A proxy need not be a member of the Company.

The appointment may specify the proportion or number of votes the proxy may exercise. If the member is entitled to cast two or more votes, the member may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of those votes.

Proxy forms should be completed, signed and returned to the following address by 9:30am (ACST) on 22 April 2024:

**Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne Victoria 3001 Australia**

Alternatively:

- a member may submit a proxy vote electronically, and details of the online proxy voting facility can be found on the proxy form. For Intermediary Online subscribers (Custodians) only, proxy forms may be submitted via [www.intermediaryonline.com.au](http://www.intermediaryonline.com.au);
- proxy forms may be sent by fax to facsimile number:  
1800 783 447 (within Australia)  
+61 3 9473 2555 (outside Australia)

Members may also appoint an attorney to act on their behalf at the annual general meeting. If the appointor is an individual, the power of attorney must be signed in the presence of at least one witness.

For an appointment of a proxy or attorney to be effective for the meeting, the completed proxy form (and any proxy appointment authority or a certified copy) or the powers of attorney (or a certified copy) must be received by 9:30am (ACST) on 22 April 2024, being no later than 48 hours before the scheduled commencement of the meeting. Any proxy voting instructions received after that time will not be valid for the meeting.

A member that is a body corporate may appoint an individual to act as its representative at the annual general meeting as permitted by the Corporations

<sup>1</sup> Australian Central Standard Time

Act. The appropriate "Appointment of Corporate Representative" (the form of which may be obtained from the Company's share registry or at [www.computershare.com](http://www.computershare.com)) should be produced, including any authority under which it is signed, prior to admission to the meeting, unless it has previously been given to the Company.

If you appoint the Chair of the meeting as your proxy (or the Chair becomes your proxy by default), then by completing and submitting the proxy form accompanying this Notice of Meeting, you are expressly authorising the Chair to exercise the proxy on Resolution 1 even though Resolution 1 is connected with the remuneration of Key Management Personnel (**KMP**).

If you appoint a Director (other than the Chair of the meeting) or another member of the KMP (or a closely related party of a member of the KMP) as your proxy, you should direct that person how to vote on Resolution 1. If you do not do so, that person will not be able to cast your vote as your proxy and any votes cast by them as your proxy on Resolution 1 would be disregarded.

**The Chair intends to vote undirected proxies (where permissible) in favour of each resolution proposed in this Notice of Meeting.** If you do not wish the Chair of the meeting to vote as your proxy in accordance with this intention, you should complete the voting directions in the proxy form.

In accordance with section 250JA of the Corporations Act, each resolution considered at the meeting will be conducted by a poll, rather than on a show of hands.

## Voting exclusions

### Resolution 1 (Approval of the Directors' Remuneration Report)

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the KMP, details of whose remuneration are included in the Remuneration Report, or their closely related party of such a KMP member, regardless of the capacity in which the vote is cast; and
- as a proxy by a person who is a member of the KMP as at the date of the meeting or their closely related parties.

However, the Company will not disregard the votes as a result of these restrictions if cast:

- on behalf of a person entitled to vote in accordance with a direction on the proxy appointment specifying the way the proxy is to vote on the resolution; or
- by the person who is the Chair of the meeting,

and the proxy appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

## Explanatory notes

Further details in respect of the resolutions to be put to the meeting are set out in the accompanying explanatory notes. The attached explanatory notes form part of this Notice of Meeting and should be read in conjunction with the resolutions contained in this Notice of Meeting.

### By Order of the Board



**Stephanie So**  
Joint Company Secretary  
22 March 2024

## Explanatory notes

### CONSIDERATION OF REPORTS

The financial statements for the year ended 31 December 2023 are set out in the Company's 2023 Annual Report. A copy of the 2023 Annual Report, including the Financial Report and the Reports of the Directors and the Auditor for the year ended 31 December 2023, is available at [www.energyres.com.au](http://www.energyres.com.au).

### RESOLUTION 1 – APPROVAL OF THE DIRECTORS' REMUNERATION REPORT

The Remuneration Report is set out in the Directors' Report contained in the Annual Report.

There will be an opportunity for shareholders at the meeting to comment on and ask questions about the Company's Remuneration Report for 2023. The vote on the Remuneration Report is advisory only and will not bind the Directors or the Company.

A voting exclusion applies to Resolution 1 as set out in the Notice of Meeting under the heading 'Voting exclusions'.

**The Directors recommend that shareholders vote in favour of Resolution 1.**

### RESOLUTION 2 – TO ELECT MR ALFIE GRIGG AS A DIRECTOR

**Mr Alfred (Alfie) Grigg LLB (Hons), BBUS** was appointed as a non-executive Director of the Company on 1 January 2024. Mr Grigg puts himself forward for election as a Director by the shareholders at the 2024 annual general meeting.

Mr Grigg is currently Chief Counsel – Minerals at Rio Tinto, supporting Rio Tinto's strategic growth activities in the battery minerals sector. Mr Grigg joined Rio Tinto in 2007 and has held a range of senior legal, regulatory and commercial roles across corporate and operational areas of Rio Tinto.

Prior to joining the ERA Board, Mr Grigg was a non-executive director on the board of the NYSE and TSX listed Turquoise Hill Resources (TRQ) (through which Rio Tinto holds its interest in the Oyu Tolgoi mine in Mongolia) from 2020 until Rio Tinto's 100% acquisition of the minority interests of TRQ in December 2022 and its subsequent delisting, as well as being director and chair of a number of incorporated and unincorporated joint venture boards and subsidiaries of Rio Tinto.

Mr Grigg holds a Bachelor of Laws (Hons), and a Bachelor of Business (Management) from Monash University. He is a member of the Australian Institute of Company Directors.

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

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

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**ERA**

Energy  
Resources  
Of Australia





**ERA** Energy Resources  
Of Australia

Energy Resources of Australia Ltd  
ABN 71 008 550 865

ERA

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am (ACST) on Monday, 22 April 2024.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

### PARTICIPATING IN THE MEETING

#### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

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



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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

the Chair of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Energy Resources of Australia Ltd to be held at Oaks Darwin Elan Hotel, 31 Woods Street, Darwin, NT 0800 on Wednesday, 24 April 2024 at 9:30am (ACST) and at any adjournment or postponement of that meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Approval of the Directors' Remuneration Report (Non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To elect Mr Alfred Grigg as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

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

### Update your communication details (Optional)

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

