

17 April 2025

Dear Shareholder

### Annual General Meeting Information

Energy Resources of Australia Ltd (**ERA**) will be holding its annual general meeting of shareholders at 10:00am (AEST) on Thursday, 22 May 2025 (**Meeting**) at HPX Group, Level 35, 1 Eagle Street, Brisbane, Queensland.

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 10:00am (AEST) on Tuesday, 20 May 2025, 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).

This letter was authorised by the Board of ERA.

For further information, please contact:

**Media**

Ben Mitchell  
Stinton Advisory  
Mobile: +61 419 850 212  
Email: [ben@stintonadvisory.com.au](mailto:ben@stintonadvisory.com.au)

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**ERA** Energy  
Resources  
Of Australia

For personal use only

## 2025 Notice of Annual General Meeting

**The annual general meeting  
of Energy Resources of  
Australia Ltd (ERA or the  
Company) will be held at  
10:00am (AEST) on  
Thursday, 22 May 2025 at  
HPX Group,  
Level 35, 1 Eagle Street  
Brisbane Qld 4000**

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

## Items of business

### 1. Consideration of Reports

To receive and consider the Financial Report, Directors' Report, Directors' Declaration and Auditor's Report for the year ended 31 December 2024 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 2024, as set out in the 2024 Annual Report.

### Resolution 2

#### To re-elect Ms Rosemary Fagen as a Director

## Voting and proxies

Only members who are recorded on the Company's register of members at **7:00pm (AEST<sup>1</sup>) on 20 May 2025** 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 10am (AEST) on 20 May 2025:

**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 10:00am (AEST) on 20 May 2025, 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 Act

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

2001 (Cth) (**Corporations Act**). The appropriate "Appointment of Corporate Representative" (the form of which may be obtained from the Company's share registry or at [www.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  
17 April 2025

## Explanatory notes

### CONSIDERATION OF REPORTS

The financial statements for the year ended 31 December 2024 are set out in the Company's 2024 Annual Report. A copy of the 2024 Annual Report, including the Financial Report and the Reports of the Directors and the Auditor for the year ended 31 December 2024, 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 2024. 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'.

**Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to shareholders regarding this Resolution.**

### RESOLUTION 2 – TO RE-ELECT MS ROSEMARY FAGEN AS A DIRECTOR

ASX Listing Rule 14.5 requires that an entity which has directors must hold an election of directors at each annual general meeting. Accordingly, Ms Fagen has agreed to retire at this Meeting and, being eligible, has offered herself for re-election pursuant to Resolution 2.

**Ms Rosemary Fagen MSc Biochemistry, MBA/GDM, AGSM GAICD** was appointed as a Non- Executive Director in February 2022.

Ms Fagen was the Head of Operational Excellence, People; Office of the Chief Operating Officer of Rio Tinto until January 2024. As part of the Chief Operating Officer's core team, Rosemary drove transformational change to the business with the introduction of the Rio Tinto Safe Production System. She provided the strategic approach to change management, ensuring the business is resourced, ready, empowered and engaged to bring together proven tools, rituals and leading practices into the one framework.

Ms Fagen holds post-graduate degrees in biochemistry and business administration. Ms Fagen has a wide variety of experience including overseeing Copper & Diamonds' human resources strategies, processes and functions as Vice President, People & Organisation. Prior to this, Ms Fagen was Vice President, Human Resources Rio Tinto's Energy group from 2010 to 2014.

Before joining Rio Tinto, Ms Fagen held positions in the aviation sector including Executive Vice President, Human Resources for Qatar Airways and held senior human resources leadership positions with Qantas Group and AWA Limited.

Ms Fagen has confirmed that she considers she will have sufficient time to fulfil her responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with her availability to perform her duties as a Non-Executive Director of the Company.

**The Directors, with Ms Fagen abstaining, recommend that shareholders vote in favour of this ordinary resolution to re-elect Ms Fagen as a Director of the Company.**

## 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 **10:00am (AEST) on Tuesday, 20 May 2025.**

# 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: I999999999**  
**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.

☐ **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.



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## Proxy Form

Please mark ☒ to indicate your directions

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

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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 HPX Group, Level 35, 1 Eagle Street, Brisbane Qld 4000 on Thursday, 22 May 2025 at 10:00am (AEST) 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 is 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 re-elect Ms Rosemary Fagen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

ERA

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