

13 December 2021

Jameson Resources Limited – Annual General Meeting

Jameson Resources Limited's Annual General Meeting will be held in a fully virtual format using the Automic Group's virtual meeting platform at:

11.30am (Brisbane time)
Friday, 14 January 2022

The attached notice of meeting and proxy form will be sent to shareholders today and includes information on how to attend the virtual AGM and how to vote.

This announcement is authorised for release to the market by the Board of Jameson Resources Limited.

For further information, please contact:

Michael Gray

Managing Director

Email: michaelgray@jamesonresources.com.au

Phone: +61 417 736 461

An independent, growth oriented metallurgical coal developer focused on delivering sustainable outcomes

About Jameson Resources Limited

Jameson Resources Limited (ASX:JAL) is a junior resources company focused on the acquisition, exploration and development of strategic coal projects in western Canada. The Company has an 77.8% equity interest in NWP Coal Canada Limited (NWP) which holds a 90% interest in the Crown Mountain Coal Project, and a 100% direct interest in the Dunlevy coal project located in British Columbia. Jameson's tenement portfolio in British Columbia is positioned in coalfields adjacent to existing mines responsible for the majority of Canada's metallurgical coal exports and are close to railways connecting to export facilities.

To learn more, please contact the Company at +61 8 9200 4473, or visit: www.jamesonresources.com.au

JAMESON RESOURCES LIMITED

ACN 126 398 294

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.30 am (Brisbane time)

DATE: Friday, 14 January 2022

VENUE: Via Online Meeting Platform

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00 pm (Sydney Time) on Wednesday, 12 January 2022

IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Annual General Meeting of Jameson Resources Limited (**Company**) will be held via an online meeting platform provided by the Company's share registry, Automic, at 11.30 am (Brisbane time) on Friday 14 January 2022, details of which are as provided in this notice (**Virtual AGM**)

Shareholders will be able to watch, listen, ask questions and vote online at the Virtual AGM.

Virtual AGM

If you wish to virtually attend the Virtual AGM (which will be broadcast as a live webinar) please pre-register your attendance here:

https://us02web.zoom.us/webinar/register/WN_Ep9INzY5TBKt9u_Yva-2xQ

After registering, you will receive a confirmation containing information on how to attend the Virtual AGM.

Questions from Shareholders at the Virtual AGM

The Company will also provide shareholders the opportunity to ask questions in writing or orally during the Virtual AGM in respect of the formal items of business as well as general questions in respect of the Company and its business. A representative of HLB Mann Judd (WA Partnership), as auditor of the Company, will attend the Virtual AGM and the Chair will allow a reasonable opportunity for shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

As required under section 250PA of the Corporations Act, the Company will make available at the Meeting those questions directed to the auditor received in writing at least 5 business days prior to the Meeting, being questions which the auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the annual Financial Report for the year ended 30 June 2021. The Chair will allow a reasonable opportunity for the auditor to respond to the questions set out on this list.

Shareholders are also encouraged to submit written questions in advance of the Virtual AGM. Written questions can be submitted in writing to the Company Secretary, Lisa Dalton at lisadalton@jamesonresources.com.au at least 5 business days before the Virtual AGM, being 5pm, Friday, 7 January 2022.

Voting in Person at the Virtual AGM

The Directors have resolved that Shareholders and their proxies will not be able to attend the Meeting physically due to the ongoing uncertainty around COVID-19 pandemic restrictions.

Shareholders will however be able to watch and attend the Meeting via an online meeting platform provided by the Company's share registry, Automic, and are encouraged to lodge their votes in accordance with the instructions set out in the Proxy Form. All Shareholders participating in the meeting virtually are taken for all purposes to be present in person at the meeting while so participating.

Voting by proxy at the Virtual AGM

To vote by proxy, please complete and sign the enclosed Proxy Form in accordance with the instructions set out on the Proxy Form or lodge online via the link detailed below. The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address given below by 11.30 am (Brisbane time) on Wednesday, 12 January 2022. Any Proxy Form received after that time will not be valid.

Proxy votes may also be completed and lodged online using the following link:

<https://investor.automic.com.au/#/loginsah>

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise on the Proxy Form. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes that each proxy may exercise, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy vote if appointment specifies way to vote: Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-Chair proxy to Chair in certain circumstances: Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's Shareholders; and

- the appointed proxy is not the Chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Voting virtually

Shareholders who wish to vote virtually at the Virtual AGM will need to log into the Automic website (<https://investor.automic.com.au/#/home>) with their username and password.

All votes that are submitted online will be taken as a poll via proxy or online voting. All resolutions will be decided on a poll.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Virtual AGM to avoid any delays on the day of the Virtual AGM.

How do I create an account with Automic?

To create an account with Automic:

1. Please visit Automic's website (<https://investor.automic.com.au/#/home>)
2. Click on 'register' and follow the steps.
3. Shareholders will require their Security Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

I have an account with Automic, what are the next steps?

To access the virtual meeting:

1. Open your internet browser and go to: [http\\investor.automic.com.au](http://investor.automic.com.au)
2. Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.
3. After logging in, a banner will be displayed at the top once the meeting is open for registration, click on "View" when this appears.
4. Click on "Register" and follow the steps.

5. Click on the URL to join the webcast where you can view and listen to the virtual meeting.
6. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen.
7. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

Further information with respect to virtual meeting registration, voting and online proxy lodgment from Automic is annexed to this letter at ***Schedule 5***.

AGENDA | BUSINESS OF THE MEETING

Financial Statements and Reports

To receive and consider the annual Financial Report of the Company for the financial year ended 30 June 2021 together with the Declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2021.”

Note: In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement:

Pursuant to section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a. a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b. a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- b. the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2 – Re-election of director – Mr Joel Nicholls

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purpose of clause 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Joel Nicholls,

a Director, retires by rotation, and being eligible, is re-elected as a Director.”

Resolution 3 – Ratification of Prior Issue

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and issue of up to 39.3 million Shares on the terms and conditions set out in the Explanatory Statement.”

Short Explanation: The Company has undertaken a placement in two tranches at an issue price of \$0.07 per placement Share to raise up to \$2.86 million (before costs). This resolution relates to tranche 1 of the placement, and resolutions 4 and 5 relate to tranche 2 of the placement.

Voting Exclusion Statement:

For the purposes of Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who participated in the issue or an Associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- the person as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with directions given to the proxy or attorney to vote on a Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with a direction given to the chair to vote on a Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on a Resolution; and
 - the holder votes on a Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4 – Approval for Director Participation in Placement - Ms Nicole Hollows

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 10.11, Shareholders approve the issue of up to 500,000 Shares at an issue price of \$0.07 to Ms Nicole Hollows (or her nominee), a director of the Company, on the terms and conditions set out in the Explanatory Notes”.

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by Ms Nicole Hollows and any other person who will receive a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of Shares) or any of their Associates.

However, this does not apply to a vote cast in favour of this Resolution by:

- the person as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with directions given to the proxy or attorney to vote on a Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with a direction given to the chair to vote on a Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on a Resolution; and
 - the holder votes on a Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 – Approval for Director Participation in Placement - Mr Michael Gray

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 10.11, Shareholders approve the issue of up to 1,000,000 Shares at an issue price of \$0.07 to Mr Michael Gray (or his nominee), a director of the Company, on the terms and conditions set out in the Explanatory Notes”.

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by Mr Michael Gray and any other person who will receive a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of Shares) or any of their Associates.

However, this does not apply to a vote cast in favour of this Resolution by:

- the person as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with directions given to the proxy or attorney to vote on a Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with a direction given to the chair to vote on a Resolution as the chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on a Resolution; and
 - the holder votes on a Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 – Grant of Long Term Incentive Options to Mr Michael Gray

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 1,400,000 Long Term Incentive Options to Mr Michael Gray (or his nominee) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statements:

Pursuant to section 250DB of the Corporations Act, a person appointed as proxy must not vote, on the basis of that appointment, on this Resolution if:

- the person is either:
 - a member of the Key Management Personnel; or
 - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on the Resolution.

However, this does not apply if:

- the person is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

For the purposes of Listing Rule 14.11, the Company will also disregard any votes cast in favour of Resolution 6 by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 (being any Director, an Associate of any Director, and any person whose relationship with a Director or an Associate of a Director is such that, in ASX's opinion, an acquisition of Shares under the Incentive Plan should be approved by Shareholders) who is eligible to participate in the Incentive Plan and any Associate of such persons.

However, this does not apply to a vote cast in favour of the above Resolutions by:

- the person as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with directions given to the proxy or attorney to vote on a Resolution in that way; or the Chair of the meeting as proxy or attorney for a person who is

entitled to vote on a Resolution, in accordance with a direction given to the chair to vote on a Resolution as the chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on a Resolution; and
 - the holder votes on a Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 – Approval of Listing Rule 7.1A Mandate

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 for a period of 12 months from the date of the Meeting on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

A voting exclusion statement is not required to be included in this Notice as at the time of dispatching the Notice it is not proposing to make an issue of Equity Securities under the 7.1A Mandate.

To be passed this special resolution requires the approval of at least 75% of the votes cast by Shareholders.

Resolution 8 – Amendment to Constitution

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That the Constitution of Jameson Resources Limited be amended to permit the Company to hold meetings using virtual meeting technology and associated matters by making the amendments marked-up in the copy of the Constitution which is tabled at the Meeting and signed by the Chair of the Meeting for the purposes of identification.”

Note: The proposed amendments to Jameson’s Constitution are described in the Explanatory Notes to this Notice. A copy of the Constitution marked-up with the proposed amendments is available on our website at www.jamesonresources.com/investors/meetings.

Alternatively, Shareholders can request a copy by contacting the Company Secretary, Lisa Dalton by email at lisadalton@jamesonresources.com.au

To be passed this special resolution requires the approval of at least 75% of the votes cast by Shareholders.

Dated: 9 December 2021

By order of the Board



Lisa Dalton
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting and to provide information which the Directors believe to be material to Shareholders in deciding how to vote on the Resolutions.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires that the Directors' Report, Auditors' Report and the Financial Statements of the Company for the year ended 30 June 2021 be tabled at the Meeting. These reports are contained in the Company's Annual Report for the financial year ended 30 June 2021.

Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders on the reports and financial statements. However, Shareholders will be given reasonable opportunity to raise questions on these reports and ask questions of the auditor.

The Company's annual Financial Report is available on its website at www.jamesonresources.com.au.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Company or the Directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the annual Financial Report of the Company for the financial year ended 30 June 2021.

The Chair of the Meeting must allow a reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

Voting consequences

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of votes that are cast are against the adoption of the Remuneration Report at two consecutive annual general meetings of the Company, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

Previous voting results

At the Company's 2020 Annual General Meeting, the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, a spill resolution will not under any circumstances be required for the 2021 Annual General Meeting.

Directors' recommendation

The Directors decline to make a recommendation as to how Shareholders should vote in respect of Resolution 1 as they each hold a material personal interest in the outcome of the Resolution.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JOEL NICHOLLS

Background

Resolution 2 seeks Shareholder approval for the re-election of Mr Joel Nicholls, as a Director of the Company.

Clause 13.2 of the Constitution provides that:

- (a) at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
- (c) a Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election; and
- (d) in determining the number of Directors to retire, no account is to be taken of:
 - (i) a Director who has been appointed by the Board to fill a casual vacancy or as an addition to the existing Directors and only holds office until the next annual general meeting pursuant to clause 13.4 of the Constitution; and/or
 - (ii) a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

The Company currently has 3 Non-Executive Directors and accordingly 1 must retire at the Meeting.

Mr Joel Nicholls, the Director longest in office since his last election, retires by rotation and seeks re-election at the Meeting. Mr Joel Nicholls was first appointed as a Director on 15 September 2016 and re-appointed on 21 November 2019.

Biography – Mr Joel Nicholls

Appointed

15 September 2016:

- Non-Executive Director to 14 March 2020
- Executive Director from 15 March 2020 to 28 February 2021
- Resumed role of Non-Executive Director from 1 March 2021

Subsidiary Responsibilities

Director, NWP Coal Canada Limited

Director, Dunlevy Energy Inc.

Committee Responsibilities

Member Audit and Risk Committee (except for period 15 March 2020 to 28 February 2021)

Member Nomination and Remuneration Committee (except for period 15 March 2020 to 28 February 2021).

Qualifications

Bachelor of Commerce

Chartered Accountant

Graduate Diploma Mineral Exploration Geoscience

Experience

Mr Nicholls has over 12 years financial and technical experience in the resources industry. He formerly worked for PricewaterhouseCoopers in Transaction Services, focused on mergers and acquisitions with buy side and sell side due diligence across a broad range of industries. Mr Nicholls runs a private resource fund and has experience in analysing and investing in a wide selection of commodities across multiple jurisdictions, from early stage exploration through to production. Mr Nicholls is skilled in project identification, and technical and economic evaluation.

Directorships of Other Listed Entities

Nil.

Bankruptcy and Criminal History

Nil to report.

Location

Mr Nicholls is based in Melbourne.

Directors' recommendation

The Directors (other than Mr Nicholls who has a material personal interest in the outcome of the Resolution and declines to make a recommendation) support the re-election of Mr Nicholls and recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE

Placement

On Wednesday, 24 November 2021, the Company announced that it had received binding commitments from existing sophisticated, professional and institutional investors to raise approximately

A\$2.86 million (before costs) via a two tranche Share placement at an issue price of \$0.07 per Share (**Placement**). The funds raised by the Placement will be used to advance the Crown Mountain Hard Coking Coal Project in British Columbia, Canada and general working capital purposes as described in the announcement of the Placement.

The Company engaged the services of Euroz Hartleys Limited (**Lead Manager**) to manage the Placement.

Tranche 1: This tranche involves the issue on 9 December 2021 of 39.3 million Shares at an issue price of \$0.07 per Share to institutional, professional and sophisticated investors and other investors who do not require disclosure under s.708(1) Corporations Act and identified by the Company and Lead Manager to raise \$2.86 million before costs (**Tranche 1 Placement Participants**). These Shares were issued under the Company's existing placement capacity under Listing Rule 7.1.

This Resolution 3 relates to the approval of the Tranche 1 Shares.

Tranche 2: Commitments for this tranche have been received and the issue of Shares under Tranche 2 is subject to Shareholder approval. Tranche 2 will involve the issue of a total of 1,500,000 Shares at an issue price of \$0.07 per Share to directors Ms Nicole Hollows and Mr Michael Gray to raise a further \$105,000.

Refer to Resolutions 4 and 5 for Shareholder approval for the Placement of Tranche 2.

Listing Rule information requirements for approval of issue of Tranche 1 Shares

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of Shares under the Placement does not fit within any of these exceptions and it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date of the Tranche 1 Shares.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain prior shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 3 seeks Shareholder approval for the issue of the Tranche 1 Shares under and for the purposes of Listing Rule 7.4.

If Resolution 3 is passed, Shares issued under the Placement will be treated as having been issued with approval in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue of Shares under the Placement.

If Resolution 3 is not passed, the Tranche 1 Shares will continue to be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue of the Tranche 1 Shares.

Technical information required by ASX Listing Rule 7.5 for approval of the issue of the Tranche 1 Shares

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Tranche 1 Shares:

- (a) the Tranche 1 Shares were issued to existing institutional, professional and sophisticated investors and other investors who do not require disclosure under s.708(1) Corporations Act (the **Tranche 1 Placement Participants**)
- (b) 39.3 million Shares are to be issued to Tranche 1 Placement Participants using the Company's capacity under ASX Listing Rule 7.1 and accordingly shareholder approval under ASX Listing Rule 7.5 is sought;
- (c) the Tranche 1 Shares are to be issued on 9 December 2021;
- (d) the issue price of the Tranche 1 Shares under the Placement was \$0.07 per Share;
- (e) the Tranche 1 Shares fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the funds raised from this issue will be applied to advance the evaluation and approvals of the Crown Mountain Hard Coking Coal Project in British Columbia.

Voting exclusion statement

A voting exclusion statement is set out in the Notice of Meeting for Resolutions 3.

Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

RESOLUTIONS 4 AND 5 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT (TRANCHE 2 SHARES)

Please refer to the commentary on Resolution 3 for background information in relation to Resolutions 4 and 5 and the Placement in general.

The Tranche 2 Shares are proposed to be issued to related parties of the Company (ie Directors) or their Associates, and so Shareholder approval for their issue is required under Listing Rule 10.11.

Listing Rule 10.13 requires the following information in relation to Resolutions 4 and 5 to be provided:

	Resolution 4	Resolution 5
Name of person being issued the Shares	Nicole Hollows (or her nominee)	Michael Gray (or his nominee)
Number of Shares to be issued	500,000	1,000,000
The date by which the Shares will be issued	No later than 1 month after the date of the meeting	No later than 1 month after the date of the meeting
Issue Price	\$0.07 per Share	\$0.07 per Share
Voting Exclusion Statement	A voting exclusion statement is set out in the Notice of Meeting for each of Resolutions 4 and 5	
Use of Funds	Please refer to commentary on Resolution 3 for information regarding the intended use of funds from the Placement, including the Tranche 2 Shares	

The Directors consider that the proposed issue of Shares the subject of Resolutions 4 and 5 are each on arm's length terms, and, as such falls within the exception set out in section 210 Corporations Act from the related party transaction provisions in Chapter 2E of the Corporations Act. The other Directors have reached this view as the terms and conditions upon which Ms Hollows and Mr Gray will acquire the Shares are the same as those terms upon which the other investors acquired Shares under the Placement.

Recommendations

In relation to Resolution 4, the directors other than Ms Hollows recommend that Shareholders vote in favour of Resolution 4.

In relation to Resolution 5, the directors other than Mr Gray recommend that Shareholders vote in favour of Resolution 5.

RESOLUTION 6 – ISSUE OF LONG TERM INCENTIVE OPTIONS TO MR MICHAEL GRAY

General

Resolution 6 seeks Shareholder approval for the issue of up to 1,400,000 Long Term Incentive Options under the Company's Employee Incentive Plan (**Incentive Plan**) to Mr Michael Gray (or his nominee).

The Company's Incentive Plan was approved by Shareholders at the Company's 2019 Annual General Meeting.

The Directors consider that to give the remuneration comprising the proposed grant of Long Term Incentive Options the subject of Resolution 6 is reasonable given the circumstances of the Company and Mr Gray's circumstances, including the responsibilities involved in his employment and as a Director, and, as such falls within the exception set out in section 211 of the Corporations Act from the related party transaction provisions in Chapter 2E of the Corporations Act.

Applicable ASX Listing Rules

Listing Rule 10.14 provides that a company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without obtaining approval of its shareholders:

- (a) a director of the company (Listing Rule 10.14.1);
- (a) an Associate of a director of the company (Listing Rule 10.14.2); or
- (b) a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its shareholders.

The proposed issue of Long Term Incentive Options to Mr Gray falls within Listing Rule 10.14.1 above and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

Resolution 6 seeks the required Shareholder approval for the issue of Long Term Incentive Options pursuant to the Incentive Plan under and for the purposes of Listing Rule 10.14.

If Resolution 6 is passed, the Company will be able to proceed with the issue of Long Term Incentive Options under the Incentive Plan as a way to incentivise and align the interests of the Company's Managing Director with the financial success of the Company. The issue of the Long Term Incentive Options will not reduce the Company's 15% capacity under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of Long Term Incentive Options. In such a scenario, the Company may have to incentivise its Managing Director with other means or with cash payments which will mean less cash for the Company to direct towards its current projects and working capital.

Any future issues of Equity Securities under the Incentive Plan to a related party will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

Specific information required by Listing Rule 10.15

The following information in relation to the issue of Long Term Incentive Options under the Incentive Plan is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) Mr Gray (or his nominee) is the proposed recipient of Long Term Incentive Options;
- (b) Mr Gray is a Director of the Company and thus falls within Listing Rule 10.14.1;
- (c) The Company proposes to grant to Mr Gray 1,400,000 Long Term Incentive Options;
- (d) Details of Mr Gray's remuneration package for the current financial year (including the proposed Long Term Incentive

Options to be considered at the Meeting, and including superannuation) is set out in the table below:

Related Party	2021/2022 Financial Year
Michael Gray	<ul style="list-style-type: none"> \$280,000 ¹ Participation in the Company's short term incentive plan which entitles Mr Gray to a cash bonus equivalent to up to 50% total fixed remuneration, subject to meeting Key Performance Indicators established by the Board for the period 1 July 2021 to 30 June 2022 Subject to approval of Resolution 6, 1,400,000 Long Term Incentive Options. <p>¹ Mr Gray was appointed 1 March 2021. This amount reflects the annual total fixed remuneration (base plus superannuation) he is entitled to in 2021/22 based on being employed on a 4-day per week basis. If Mr Gray works 5 days per week, the total fixed remuneration increases proportionally for the period of time he works 5 days per week.</p>

- (e) No Long Term Incentive Options have previously been granted to Mr Gray under the Incentive Plan;
- (f) For a summary of the terms and conditions attaching to the Long Term Incentive Options and the valuation methodology of the Long Term Incentive Options proposed to be granted to Mr Gray, refer to Schedule 1 and Schedule 2 to this Notice respectively;
- (g) The Long Term Incentive Options proposed to be issued to Mr Gray pursuant to Resolution 6 have been independently valued by Mr Peter Gray, a director of the Corporate Advisory Division of Moore Australia Corporate Finance (WA) Pty Ltd, acting independently. The value of the Long Term Incentive Options and the pricing methodology is described at Schedule 2.

The estimated total value of Long Term Incentive Options proposed to be granted to Mr Gray is \$38,356.

- (h) The Long Term Incentive Options will be issued no later than 3 months from the date of the 2021 Annual General Meeting;
- (i) The Long Term Incentive Options are being issued to Mr Gray at a nil issue price pursuant to the terms of the Incentive Plan;
- (j) For a summary of the Incentive Plan, refer to Schedule 3,

Statement required by Listing Rule 10.15:

Details of any securities issued under the Incentive Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the scheme after the Resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

Voting exclusion statement

A voting exclusion statement is set out in the Notice of Meeting for Resolutions 6.

Directors' recommendations

Ms Hollows and Messrs Nicholls and van Barneveld recommend that Shareholders vote in favour of Resolution 6 as:

- (a) the grant of Long Term Incentive Options to Mr Gray, and in particular, the exercise price of the Long Term Incentive Options will align the interests of Mr Gray with those of Shareholders;
- (b) the grant of the Long Term Incentive Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Gray; and
- (c) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Related Party Securities upon the terms proposed.

Mr Gray has a material personal interest in the outcome of Resolution 6. Accordingly, Mr Gray declines to make any recommendations as to how Shareholders should vote on Resolution 6.

RESOLUTION 7 – APPROVAL OF LISTING RULE 7.1A MANDATE

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 7 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without shareholder approval.

If Resolution 7 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 7 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 7;

Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- the date that is 12 months after the date of this Meeting;
- the time and date of the Company's next annual general meeting; and
- the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

Minimum issue price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash at a price which is not less than 75% of the volume weighted average market price of Equity Securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- if the Equity Securities are not issued within 10 trading days of the date described above, the date on which the Equity Securities are issued.

Use of funds raised under the 7.1A Mandate

The Company may seek to issue Equity Securities under the 7.1A Mandate to fund business growth, to acquire new assets or make investments, to develop the Company's existing assets and operations and for general working capital.

Risk of economic and voting dilution

Shareholders should note that, when issuing Equity Securities under the 7.1A Mandate, there is a risk that:

- the market price for the Company's Equity Securities may be significantly lower on the date of issue than on the date of the Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue.

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 7 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

Number of Shares on Issue	Issue Price (per Share)	Dilution		
		\$0.04 (50% decrease in current issue price)	\$0.08 (Current price)	\$0.16 (100% increase in current issue price)
342,617,605 (Current)	10% Voting Dilution	34,261,761	34,261,761	34,261,761
		Shares	Shares	Shares
	Funds Raised	\$1,370,470	\$2,740,941	\$5,481,882
513,926,408 (50% increase)*	10% Voting Dilution	51,392,641	51,392,641	51,392,641
		Shares	Shares	Shares
	Funds Raised	\$2,055,706	\$4,111,411	\$8,222,823
685,235,210 (100% increase)*	10% Voting Dilution	68,523,521	68,523,521	68,523,521
		Shares	Shares	Shares
	Funds Raised	\$2,740,941	\$5,481,882	\$10,963,763

* The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. The Current Variable A set out above is based on the number of Share on issue on 9 December 2021, being 342,617,605.
2. The issue price set out above is the closing price of the Shares on the ASX on 9 December 2021, being \$0.08.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1 and Rule 7.1A, or subsequently ratified under Listing Rule 7.4 at this Meeting.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Allocation under the 7.1A Mandate

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, such recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of issue pursuant to the 7.1A Mandate with regard to the following:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Previous approvals under Listing rule 7.1A

The Company obtained Shareholder approval for a current 7.1A Mandate at its Annual General Meeting held on 19 November 2020. No Equity Securities have been issued pursuant to Listing Rule 7.1A by the Company in the 12 months from the date of the 2020 Annual General Meeting.

Voting Exclusion

A voting exclusion statement is not required to be included in this Notice as at the time of dispatching the Notice it is not proposing to make an issue of Equity Securities under the 7.1A Mandate.

Directors' Recommendation

The directors recommend that shareholders vote in favour of this resolution.

RESOLUTION 8 – AMENDMENT TO THE CONSTITUTION

General

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders. Resolution 8 is proposed as a special resolution. A special resolution must be passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Use of virtual meeting technology and electronic communication

As a result of the impact of the COVID-19 pandemic, temporary measures were introduced in 2020 permitting companies to hold virtual-only meetings of its Shareholders. Following the expiry of this temporary measure in March 2021, the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth) which commenced in August 2021 has extended the use of virtual meeting technology to facilitate holding general meetings to 31 March 2022.

As at the date of this notice, the *Corporations Amendment (Meetings and Documents) Bill 2021 (Bill)* is before parliament. If passed, the Bill will make permanent various temporary measures on which Australian companies have relied to conduct business and carry on good governance during the COVID-19 pandemic, including the temporary virtual meeting provisions in the Corporations Act on which the Company is currently relying to conduct this Meeting virtually. In particular, the Bill proposes to allow meetings of members to be held either physically, as a hybrid (physically and virtually) or, if expressly permitted by the entity's constitution, virtually-only (provided that members, as a whole, are given a reasonable opportunity to participate, including to speak, in the meeting). The Company's Constitution does not currently expressly permit the holding of wholly virtual meetings of Shareholders.

While the Bill does not yet have force of law, the Company would like to proactively amend its Constitution to ensure that, as and when the Bill does come into force, the Company will be able to immediately take advantage of the increased flexibility and accessibility the virtual meetings provisions offer in respect of Shareholder's meetings.

The proposed amendments to the Company Constitution will give the Company the flexibility to use virtual meeting technology and electronic communications to facilitate general meetings by allowing the Company to confirm the procedural rules as they relate to notices, voting, quorums and other meeting related issues at meetings that use virtual meeting technology and electronic communications.

A summary of the key changes to the Company Constitution proposed by the resolution is set out in the table below.

Subject matter	Constitution reference (clause)	Comments
Holding virtual general meetings	11.5	<p>If under the Corporations Act meetings are permitted to be held virtually, this amendment will allow the Company to hold a meeting of Shareholders using any Virtual Meeting Technology approved by the Directors that gives Shareholders as a whole a reasonable opportunity to participate. Any such meeting may be held at one or more physical venues and using Virtual Meeting Technology, or using Virtual Meeting Technology only.</p> <p>A person who attends such a meeting (whether at a physical venue or by using Virtual Meeting Technology) is taken for all purposes to be present in person at the meeting while so attending (which would include for the purposes of determining a quorum).</p>
Where a quorum is not present	12.1(b) and (c)	Additional provisions are included to address the time, date and place of a meeting which is adjourned because a quorum is not present, to take into account virtual meetings.
Technical difficulties	11.5(b)	If before or during a meeting of Shareholders using Virtual Meeting Technology, any technical difficulty occurs, such that the Shareholders as a whole do not have a reasonable opportunity to participate, the chair may either adjourn the meeting until the difficulty is remedied,

Subject matter	Constitution reference (clause)	Comments
		or where a quorum remains present (either at the place at which the Chair is present or by Virtual Meeting Technology) and able to participate, subject to the law, continue the meeting.
Notice of meeting to contain details to enable participation using the Virtual Meeting Technology	11.6	If the meeting will use Virtual Meeting Technology, the notice of meeting must include sufficient information to allow the Shareholders to participate in the meeting using that Virtual Meeting Technology. The notice will not need to state the place for the meeting if it will be held only virtually.
Giving notice to Shareholders	25	This amendment will permit the Company to give Shareholders notices of meeting and other documents by any means permitted by the Corporations Act (including by electronic communications if changes are made to the Corporations Act to permit giving notices by electronic communication).

A copy of the amended Company Constitution, marked up to show the proposed change, is available on Jameson's website at www.jamesonresources.com.au/investors. Copies may also be obtained by emailing the Company Secretary at lisadalt@jamesonresources.com.au

Recommendation

For the reasons set out above, the Board unanimously recommends that shareholders vote in favour of this resolution. The Chair of the AGM intends on voting all available proxies in favour of this resolution.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

Associate has the meaning given in the Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Bill means the *Corporations Amendment (Meetings and Documents) Bill 2021*.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the Chair of the Meeting.

Closely Related Party has same meaning given to that term in section 9 of the Corporations Act, being, in relation to a member of the Key Management Personnel:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Jameson Resources Limited (ACN 126 398 294).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Equity Security has the meaning given in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

Incentive Plan means the Company's Employee Incentive Plan, the key terms of which are summarised in Schedule 3.

Key Management Personnel has the same meaning given to that term in section 9 of the Corporations Act, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager means Euroz Hartleys Limited (ACN 104 195 057)

Listing Rules means the Listing Rules of ASX.

Long Term Incentive Options means Options proposed to be granted pursuant to Resolution 6 on the terms set out in Schedule 1.

Notice or Notice of Meeting means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Related Party has the same meaning as given to that term in the Corporations Act.

Remuneration Report means the Remuneration Report set out in the Directors' Report section of the Company's annual Financial Report for the year ended 30 June 2021.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Rules means the rules associated with eligibility and participation in the proposed Employee Incentive Plan.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Tranche 1 Placement Participants has the meaning given in the Explanatory Notes for Resolution 3.

Tranche 1 Shares means the Shares issued under Tranche 1 of the Placement as described in the Explanatory Notes for Resolution 3.

Tranche 2 Shares means the Shares to be issued under Tranche 2 of the Placement as described in the Explanatory Notes for Resolutions 3, 4 and 5.

Virtual Meeting Technology means any technology that allows a person to participate in a meeting without being physically present at the meeting.

7.1A Mandate has the meaning given in the Explanatory Notes for Resolution 7.

SCHEDULE 1 – TERMS AND CONDITIONS OF LONG TERM INCENTIVE OPTIONS

1. ENTITLEMENT

Each Long Term Incentive Option entitles the holder to subscribe for one Share upon exercise of the Long Term Option.

2. LONG TERM INCENTIVE OPTION CONDITIONS

Total Number of Options	1,400,000
Exercise Price per Option	A\$0.10
Performance Period	Performance Period 1 July 2021 to 30 June 2024 (3 Years)
Performance Hurdles for Options	<ul style="list-style-type: none"> • Tranche 1 - 20% (280,000) of the Options will vest if the requisite EA approval for the Crown Mountain Project is secured from the regulatory authorities • Tranche 2 - 20% (280,000) of the Options will vest if the requisite mine permit approval for the Crown Mountain Project is secured from the regulatory authorities • Tranche 3 - 30% (420,000) of the Options are subject to FID for commencement of Mining Operations at Crown Mountain by 30 June 2024 with supporting predevelopment and operational plans • Tranche 4 - 30% (420,000) of the Options are subject to securing a binding offtake supply contract for at least 30% of the output of the Crown Mountain Project
Vesting Conditions	<ul style="list-style-type: none"> • Achieve the Performance Hurdles during the Performance Period • Remain employed by Jameson in capacity of Managing Director up until and including 31 August 2024 (Vesting Date)
Vesting Date	31 August 2024
Exercise Period	Exercisable between 1 September 2024 and Expiry Date of Options, subject to Share Trading Policy restrictions
Expiry Date of Options	31 December 2024 . A Long Term Incentive Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
Disposal Restrictions	Shares held in escrow for 12 months and share sale only in accordance with Share Trading Policy (unless required to sell to satisfy tax liability)
Vesting Upon a Change of Control Event	If a Change of Control Event occurs then the Board has absolute discretion to determine if a pro-rata portion of the vesting Long Term Incentive Options are eligible to be received based upon the relevant performance of the Company and the holder, the Vesting Conditions and any other circumstances which it considers are relevant in relation to the change of control.
Notice of Exercise	The Long Term Incentive Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Long Term Option certificate (Notice of Exercise) and payment of the Exercise Price for each Long Term Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
Exercise Date	A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Long Term Option being exercised in cleared funds (Exercise Date).
Timing of issue of Shares on exercise	Within 15 Business Days after the Exercise Date, the Company will:

	<p>(a) issue the number of Shares required under these terms and conditions in respect of the number of Director Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;</p> <p>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and</p> <p>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Long Term Incentive Options.</p> <p>If a notice delivered under paragraph (ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
Shares issued on exercise	Shares issued on exercise of the Long Term Incentive Options rank equally with the then issued shares of the Company.
Reconstruction of capital	If at any time the issued capital of the Company is reconstructed, all rights of a Long Term Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
Participation in new issues	There are no participation rights or entitlements inherent in the Long Term Incentive Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Long Term Incentive Options without exercising the Long Term Incentive Options.
Change in exercise price	A Long Term Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Long Term Option can be exercised.
Transferability	The Long Term Incentive Options are not transferable

SCHEDULE 2 – VALUATION OF LONG TERM INCENTIVE OPTIONS

The Long Term Incentive Options proposed to be issued to Mr Gray pursuant to Resolution 6 has been independently valued by Mr Peter Gray, a director of the Corporate Advisory Division of Moore Australia Corporate Finance (WA) Pty Ltd, acting independently. Mr Gray has extensive experience in providing valuations of businesses, shares and other equities. Mr Gray is no relation to Jameson's Managing Director, Mr Michael Gray.

Using the trinomial option pricing model, and based on the assumptions set out below, the Long Term Incentive Options were ascribed the following value:

Assumptions:	Tranche 1 Long Term Incentive Options	Tranche 2 Long Term Incentive Options	Tranche 3 Long Term Incentive Options	Tranche 4 Long Term Incentive Options
Valuation date	24 November 2021	24 November 2021	24 November 2021	24 November 2021
Market price of Shares	\$0.086	\$0.086	\$0.086	\$0.086
Exercise price % premium	\$0.10	\$0.10	\$0.10	\$0.10
Expiry Date	31/12/2024	31/12/2024	31/12/2024	31/12/2024
Risk free interest rate	0.96%	0.96%	0.96%	0.96%
Dividend Yield	Nil	Nil	Nil	Nil
Expected future volatility	90%	90%	90%	90%
Vesting Date (Time in office)	31 August 2024	31 August 2024	31 August 2024	31 August 2024
Performance Hurdle	The requisite EA approval for the Crown Mountain Project is secured from the regulatory authorities.	The requisite mine permit approval for the Crown Mountain Project is secured from the regulatory authorities.	Subject to FID for commencement of Mining Operations at Crown Mountain by 30 June 2024 with supporting predevelopment and operational plans.	Subject to binding offtake supply contract for at least 30% of the output of the Crown Mountain Project.
Provision for employee exit ¹	16%	16%	16%	16%
Indicative value per Long Term Incentive Option Prior to Non-Market Vesting Probability	\$0.0274	\$0.0274	\$0.0274	\$0.0274
Number of Long Term Incentive Option	280,000	280,000	420,000	420,000
Total Value of Long Term Incentive Option Prior to Non-Market Vesting Probability	\$7,671	\$7,671	\$11,507	\$11,507
				Total \$38,356

¹ **Employee Exit:** The research conducted in MCSI's "Entrenched Board" study conducted in 2015 has been used for this assumption. Per this report the average director tenure within Australian ASX listed companies is 6.2 years which equates to a 16% annual employee exit rate.

Note: The valuation described above is not necessarily the market price that the Long Term Incentive Options could be traded at and is not automatically the market price for taxation purposes.

SCHEDULE 3 – SUMMARY OF EMPLOYEE INCENTIVE PLAN

1. ELIGIBILITY

The following persons can participate in the Employee Incentive Plan if the Board makes them an offer to do so:

- (a) a full-time or part-time employee, including an executive and Non-Executive Director of the Company or its related bodies corporate
- (b) a contractor of the Company or its related bodies corporate
- (c) a casual employee of the Company or its related bodies corporate where the employee or contractor is, or might reasonably be expected to be, engaged to work the pro-rata equivalent of 40% or more of a comparable full-time position; and
- (d) a person to whom an Offer has been made, but whose acceptance of the Offer is conditional upon the person becoming one of the above.

2. BOARD DISCRETIONS

The Board has broad discretions under the Employee Incentive Plan, including (without limitation) to:

- (a) determine the appropriate procedures from time to time for the administration of the Plan, including the form of acceptance and other forms and notices to be issued under the Plan, subject to the Rules
- (b) subject to the ASX Listing Rules and Commonwealth or State Legislation, amend, modify or waive any or all of the Rules (including this Rule), or any restriction or other condition relating to any Awards allocated under the Plan
- (c) resolve conclusively all questions of fact or interpretation concerning the Plan and the applicable Rules and any dispute of any kind that arises under the Plan, including as to the interpretation or application of the Plan or any restrictions or other conditions relating to any Awards allocated under the Plan, and the decision of the Board is final and binding on the Company and the Participants
- (d) make any payment or settlement of an amount to a Participant in consideration for any cancellation of Awards as may be agreed with a Participant
- (e) delegate to any one or more persons for such period and on such conditions as the Board may determine the exercise of any of the Board's powers or discretions under the Plan; and
- (f) waive any breach of a provision of the Plan.

3. 5% LIMIT

The Plan has been prepared to comply with ASIC Class Order [CO 14/1000] and as such, offers under the Plan are limited to the 5% capital limit set out in that Class Order.

4. EXERCISE PRICE

The Exercise Price of an Option will be the price determined by the Board in its absolute discretion prior to or on grant of the Option.

5. OPTIONS NOT TO BE QUOTED

The Options will not be quoted on the ASX. However, application will be made to ASX for official quotation of Shares issued upon the exercise of Options, if the Shares are listed on ASX at that time.

6. SHARES ISSUED ON EXERCISE OF OPTIONS

- Subject to any applicable vesting conditions and exercise conditions each Option entitles the holder to subscribe for and be issued with one Share; and
- Shares issued pursuant to the exercise of Awards will in all respects rank equally and carry the same rights and entitlements as other Shares on issue.

Holders of Options have no rights to vote at meetings of the Company or receive dividends until Shares are allotted on the exercise of Options pursuant to the Employee Incentive Plan.

7. LAPSE OF OPTIONS

Unless the Directors in their absolute discretion determine otherwise, Options will automatically lapse and be forfeited if, prior to the satisfaction of an exercise condition or vesting condition:

- (a) the holder resigns employment or terminates engagement with the Company
- (b) the holder is dismissed from employment or engagement with the Company for:
 - (i) material breach of contract or negligence; or
 - (ii) conduct justifying termination without notice;
- (c) the holder ceases employment or engagement with the Company and breaches any post-termination restraint
- (d) the holder is ineligible to hold his or her office pursuant to the Corporations Act; or
- (e) any performance milestones applicable to the Options are not satisfied – if a portion are satisfied, then a proportionate number of Options may continue at the Board's discretion.

Options will not lapse and be forfeited if the holder ceases employment or engagement with the Company:

- (a) due to:
 - (i) death or permanent disablement
 - (ii) retirement; or
 - (iii) redundancy; or
- (b) where the Board determines that the Options continue.

8. RESTRICTIONS ON DISPOSAL

An Option holder is not able to sell, transfer, mortgage, pledge, charge, grant security over or otherwise dispose of any Options, or agree to do any of those things, without the prior consent of the Board or unless such disposal is required by law.

9. PARTICIPATION RIGHTS OF OPTION HOLDERS

Holders of Options will only be permitted to participate in an issue of new Shares by the Company if they exercise their Options before the record date for the relevant issue. The Company must ensure that, for the purposes of determining entitlements to any such issue, the record date will be at least 7 business days after the issue of new Shares is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

10. NEW ISSUES AND REORGANISATION

- (a) Holders will only be permitted to participate in a pro rata issue of Shares to Shareholders on the prior exercise of Options. The Company must notify the Holder of the proposed issue at least 7 Business Days before the record date to determine entitlements to the pro rata issue.
- (b) In the event of a reorganisation (including a consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Options to which each Option holder is entitled or the exercise price or both will be changed in the manner required by the Listing Rules and, in any case, in a manner which will not result in any benefits being conferred on holders of Options which are not conferred on Shareholders.

11. TAKEOVERS

In the event of a takeover bid, certain capital reorganisations, or transactions occurring that give rise to certain changes of control of the Company, restrictions on the exercise of an Option are released and cease to apply, on a pro rata basis, for those Awards equal in number to up to 10% of the Shares on issue at that time, such that those Awards may vest and be exercised.

12. TAX DEFERRAL

Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth), which enables tax deferral on Options offered under the Employee Incentive Plan (subject to the conditions in that Act), may apply to Options granted under the Employee Incentive Plan.

13. AMENDING THE EMPLOYEE INCENTIVE PLAN

To rely on Listing Rule 7.2 exception 13, the Board (without the necessity of obtaining prior or subsequent consent of Shareholders) may by resolution, from time to time amend all or any provisions of the Employee Incentive Plan, provided any proposed amendments are not material in nature.

SCHEDULE 4 – PROXY FORM

Proxy Voting Form

If you are attending the virtual Meeting
please retain this Proxy Voting Form
for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.30am (AEST) on Wednesday, 12 January 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

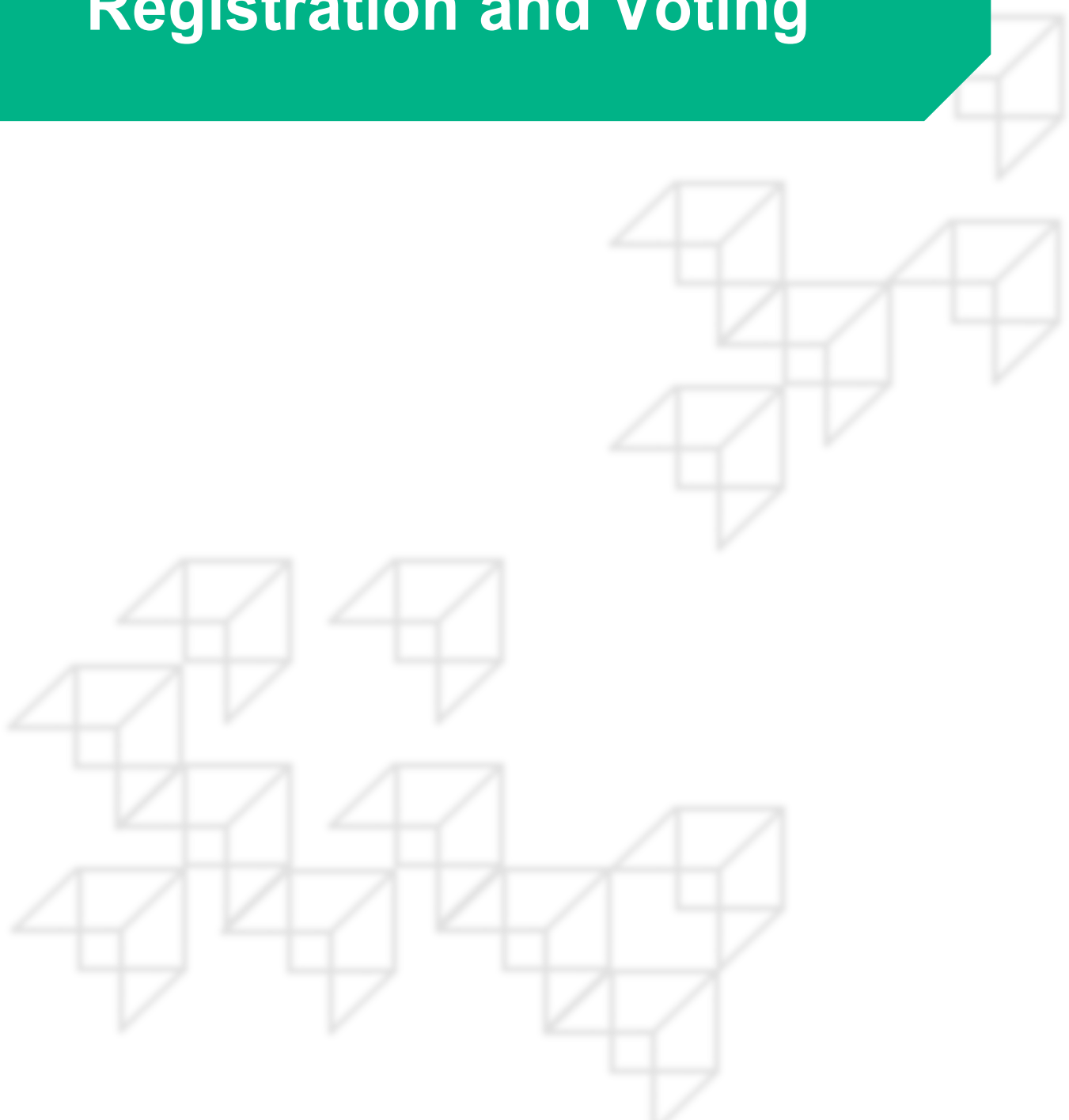
STEP 3: Sign Here + Contact

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

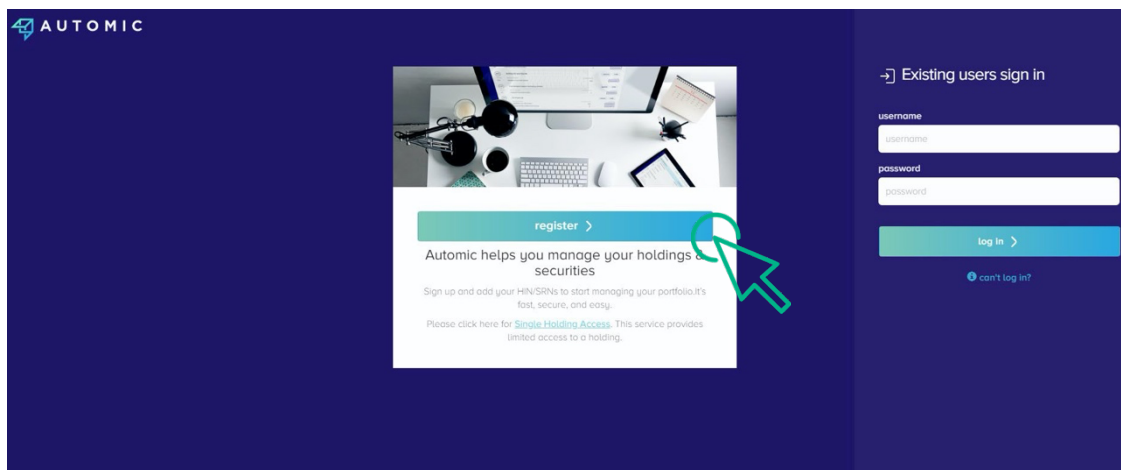
SCHEDULE 5 – VIRTUAL MEETING PARTICIPATION INSTRUCTIONS

Virtual Meeting Registration and Voting

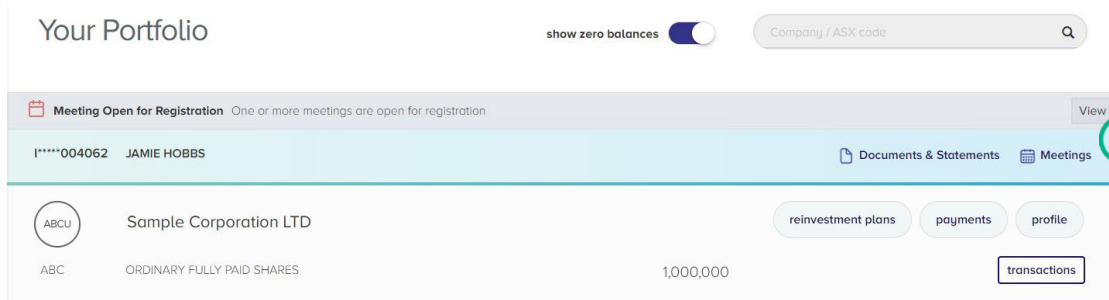


REGISTRATION

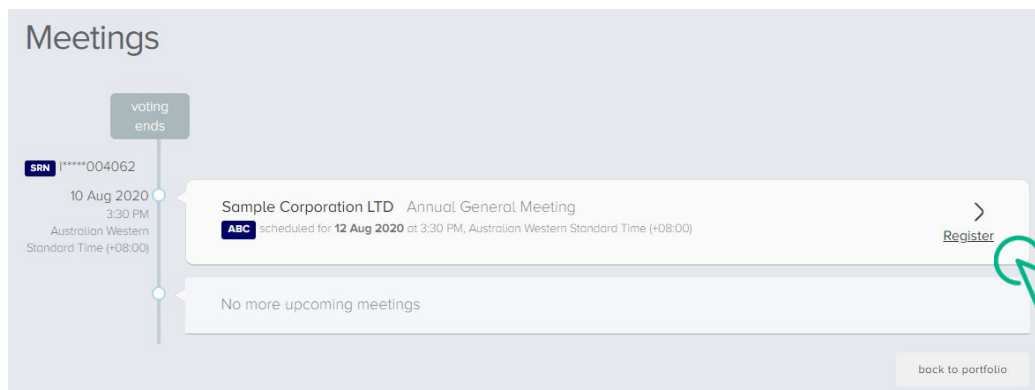
- Go to: <https://investor.automic.com.au/#/home>.
- Log in using your existing username and password or click on “register” and follow the on-screen prompts to create your login credentials.



- Once logged in you will see that the meeting is open for registration. Click on “view”.

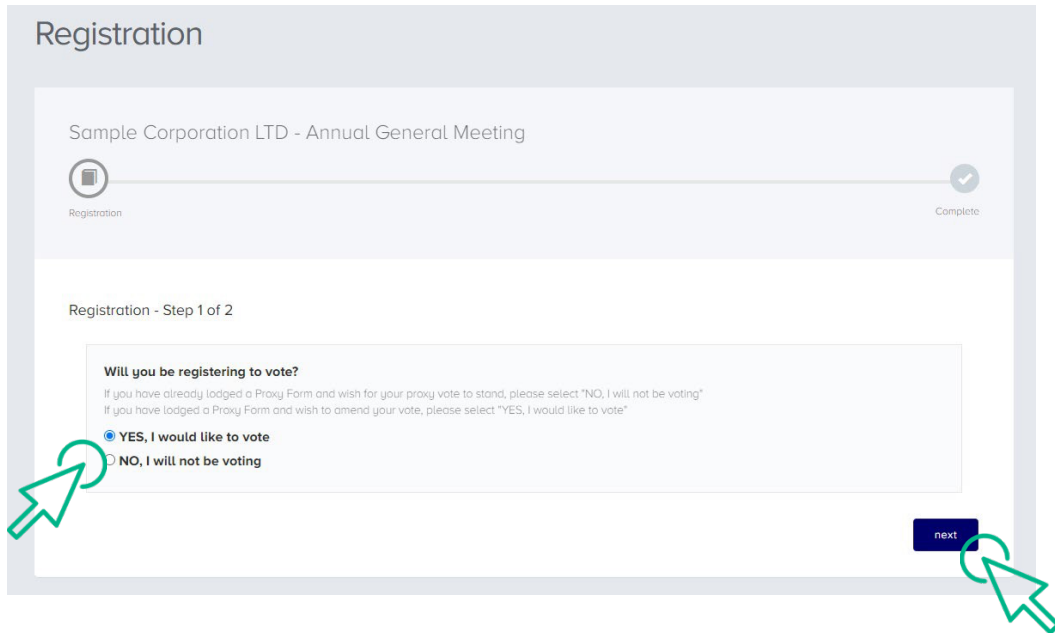


- Click on “register” to register your attendance for the meeting.



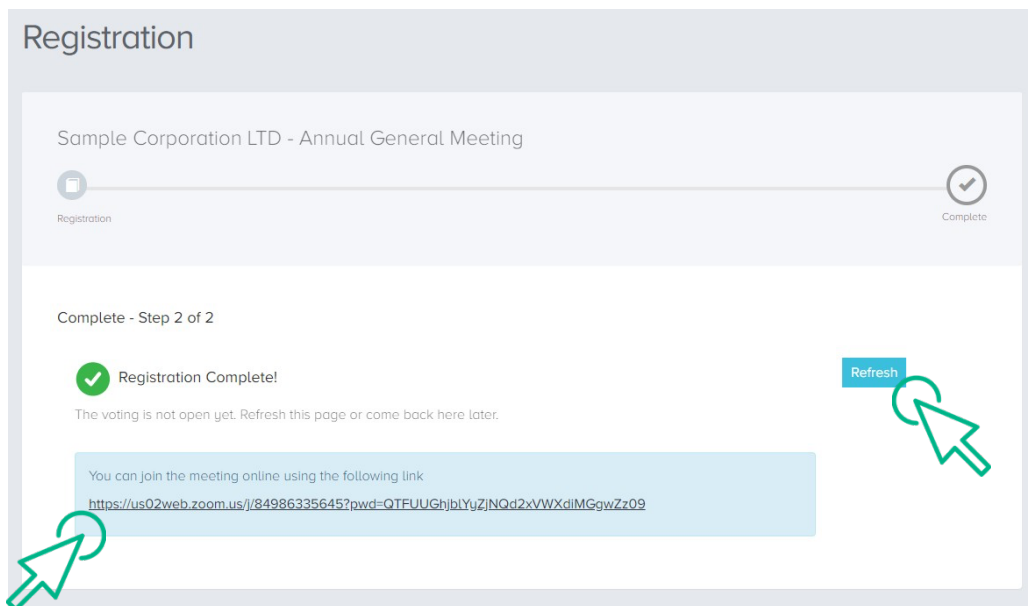
REGISTRATION

- Select “yes, I would like to vote” and then click “next”.



The screenshot shows the 'Registration' page for 'Sample Corporation LTD - Annual General Meeting'. A progress bar at the top indicates 'Registration' is the current step and 'Complete' is the next. The main heading is 'Registration - Step 1 of 2'. Below this, a question asks 'Will you be registering to vote?'. It provides instructions: 'If you have already lodged a Proxy Form and wish for your proxy vote to stand, please select "NO, I will not be voting"'. It also says: 'If you have lodged a Proxy Form and wish to amend your vote, please select "YES, I would like to vote"'. There are two radio button options: 'YES, I would like to vote' (which is selected) and 'NO, I will not be voting'. A green arrow points to the 'YES' option. At the bottom right, there is a blue 'next' button with a green arrow pointing to it.

- You will be placed on a holding page until voting opens for the meeting. From here you can access the meeting video/audio by selecting the meeting URL.
- Once the Chair of the Meeting declares voting open, you should select “refresh”.



The screenshot shows the 'Registration' page for 'Sample Corporation LTD - Annual General Meeting'. The progress bar at the top now shows 'Registration' as complete and 'Complete' as the current step. The main heading is 'Complete - Step 2 of 2'. Below this, there is a green checkmark icon followed by the text 'Registration Complete!'. Below that, it says 'The voting is not open yet. Refresh this page or come back here later.' At the bottom, there is a light blue box containing the text 'You can join the meeting online using the following link' followed by the URL 'https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjbYUjZlNkd2xVWXdIMGgwZz09'. A green arrow points to the URL. At the top right, there is a blue 'Refresh' button with a green arrow pointing to it.

VOTING

- The next screen will display the resolutions to be put to the meeting.
- The Chair of the meeting will provide instructions on when to mark your vote.
- You record your vote by selecting either “for”, “against” or “abstain” next to the appropriate resolution.
- Once voting has been declared closed you must select “next” to submit your vote.

Voting

Sample Corporation LTD - Annual General Meeting

Registration Poll Review Complete

Poll - Step 2 of 4

You can join the meeting online using the following link
<https://us02web.zoom.us/j/84986335645?pwd=QTFUUUhjbUyZlNkd2xVWXdlMGgwZz09>

Resolutions
You must vote on all resolutions, except for those marked as withdrawn.

1	Remuneration Report	for	against	abstain
2	Re-Election of Mr Robert Smith as Director	for	against	abstain

prev next

- On the next screen, check your vote is correct and select the box next to “declaration” – you cannot confirm your vote unless you select this box.
- Select “confirm” to confirm your vote – you CANNOT amend your vote after pressing the “confirm” button.

Review - Step 3 of 4

Confirmation
Please review and confirm.

1	Remuneration Report	for	against	abstain
2	Re-Election of Mr Robert Smith as Director	for	against	abstain

☒ **Declaration**

PLEASE NOTE: You will not be able to change your votes after pressing the confirm button.

By pressing **confirm** you agree that this online voting form has been signed, authorised and submitted by you, in your capacity as a registered holder (or legally authorised representative) of the Company, in accordance with the requirements under the Company's Constitution, the Corporations Act 2001 (Cth) and Automic's terms and conditions.

prev confirm

VOTING COMPLETE

- Your vote is now lodged and is final.

Voting

Sample Corporation LTD - Annual General Meeting

Poll

Review

Complete

Complete - Step 3 of 3

Complete

You have successfully submitted your vote.

You can join the meeting online using the following link

<https://us02web.zoom.us/j/85784417406?pwd=TFF0TTdGTEhGSENIbUN5NzF3bUUQT09;>

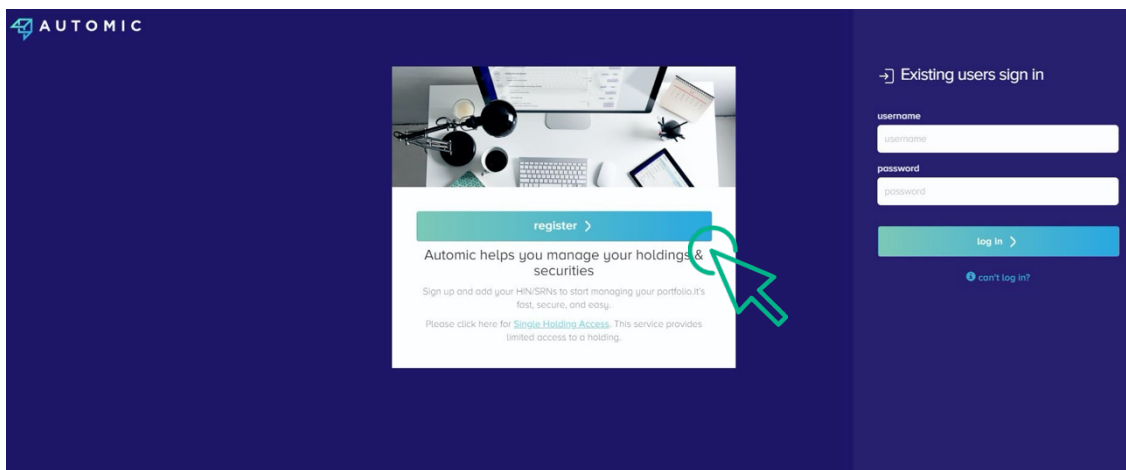
Online Proxy Lodgment



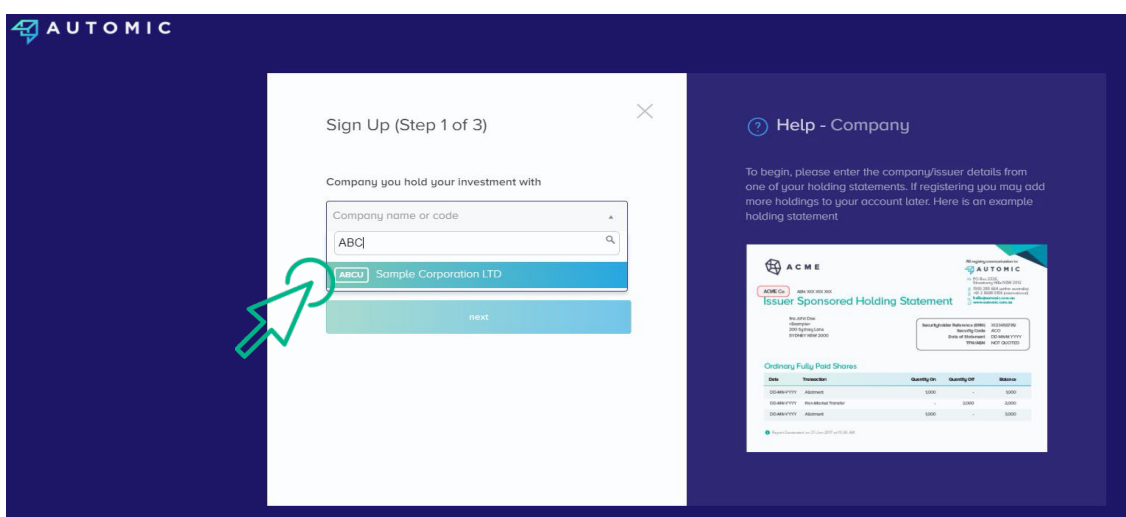
REGISTER

14. Step 1

- Go to: <https://investor.automic.com.au/#/home>.
- If you are a new user, select “register”.
- If you are an existing user, simply sign in under the “Existing users sign in” and follow the instructions in **Step 2** of this guide.



- Start typing the company name or company code that you hold shares in and select the relevant company from the dropdown.



REGISTER

- Enter your unique Holder Number which can be found on your proxy form. This number starts with a capital letter “I” or “X”.
- Enter the postcode recorded on the proxy form or select “[change the country](#)” if your holding is registered to an overseas address (then type and select the applicable country your holding is registered to).
- Tick the box “[I’m not a robot](#)” and select “[next](#)”.

AUTOMIC

Sign Up (Step 1 of 3)

Company you hold your investment with
Sample Corporation LTD

Holder Number (HIN/SRN)
11000000 ✓

Country
Australia ✓

Postcode
6000 ✓

[change country](#)

✓ I'm not a robot

[next](#)

Help - Recaptcha

Click the checkbox to prove you are a human for security purposes. If you have accessed this page multiple times recently you may be asked to solve a few puzzles before you will be approved. Click next

reCAPTCHA

- Next, complete all information on the screen.
- Once each field is completed correctly you will see a green tick appear at the end of the field. Where you have entered incorrect information, you will see a red star.
- Your password must contain: at least 8 characters, at least 1 number, at least 1 capital and lowercase letter and at least one special symbol (#, %, ! etc)
- Click “[sign up](#)”.

Sign Up (Step 2 of 3)

Email
sample@email.com.au ✓

Confirm Email
sample@email.com.au ✓

Username
Sample Username ✓

password
..... ✓

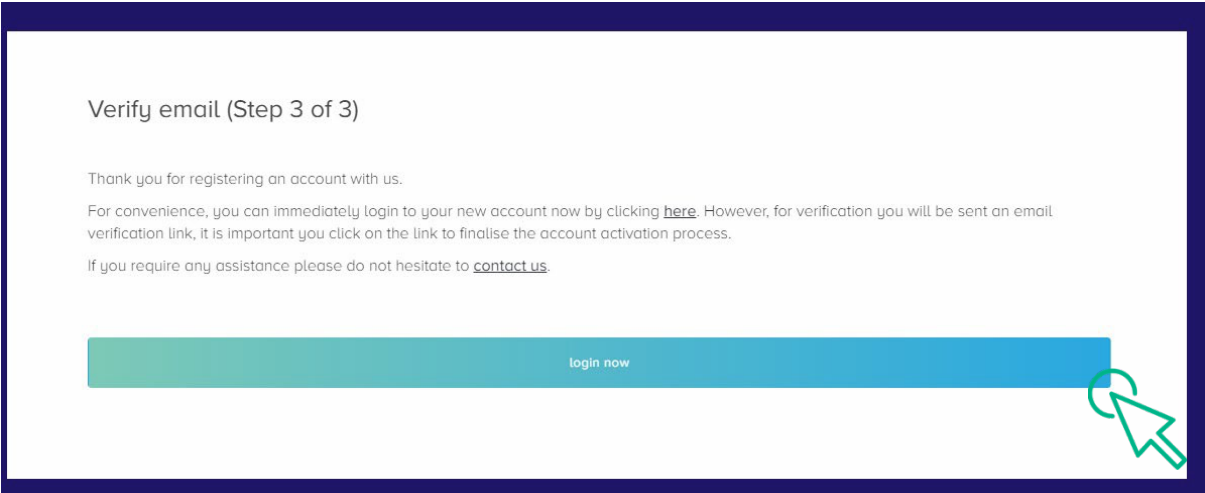
confirm password
confirm password ✖
Passwords do not match!

[sign up](#)

Please confirm your password

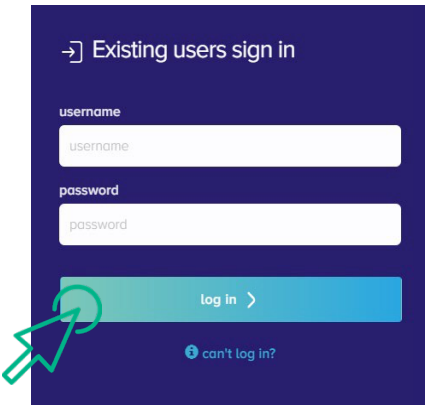
LOG IN

- On the next screen simply select “login now”.

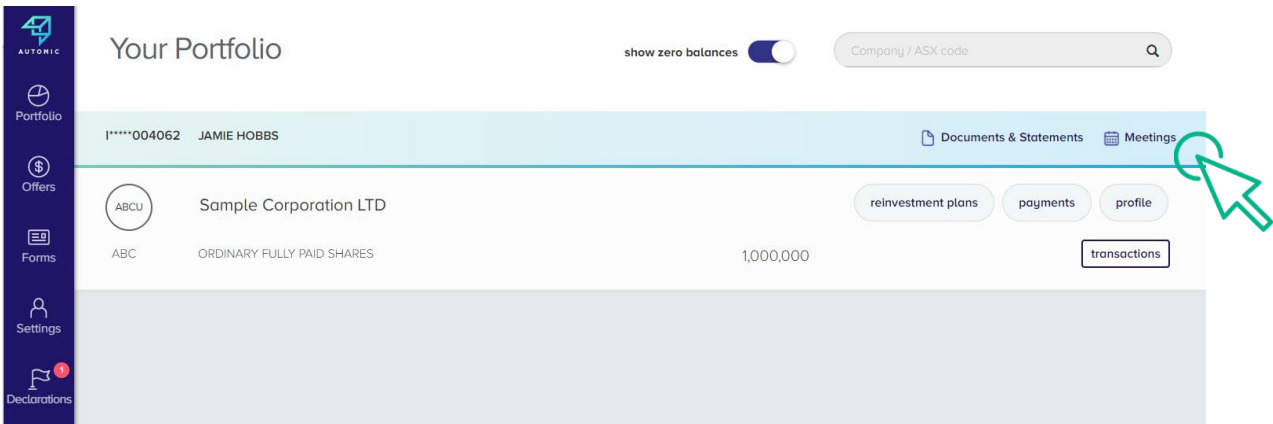


15. Step 2

- Under “existing users” enter the username and password you created in the previous steps and select “log in”.

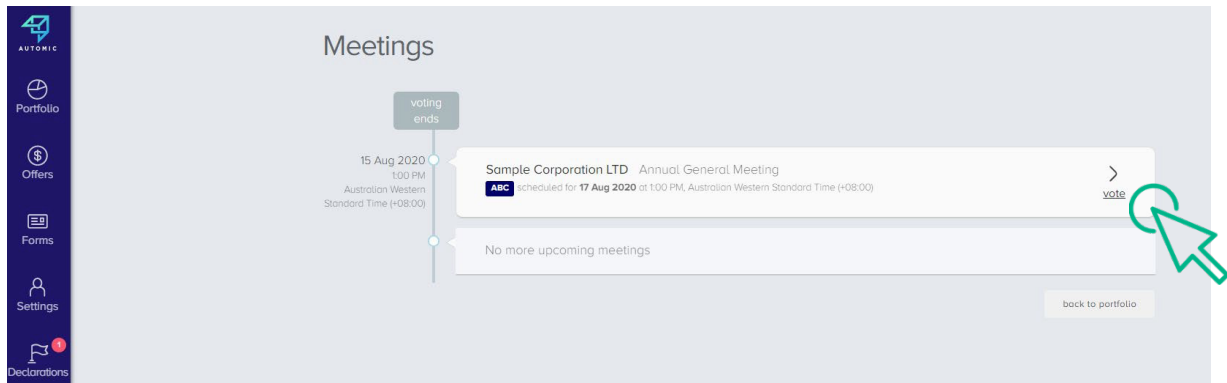


- Select “Meetings”.

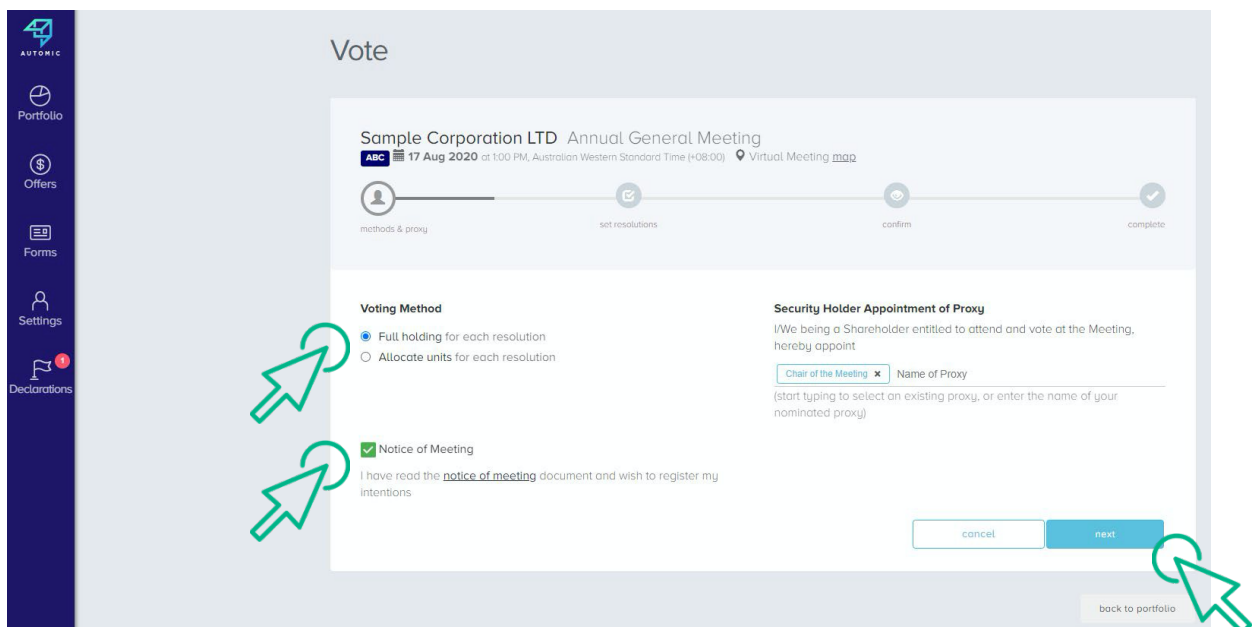


VOTING

- Select “Vote”.



- Select “Full holding” and select the box next to “Notice of Meeting”.
- If you wish to nominate the Chair of the Meeting as your proxyholder simply select “next”.
- If you wish to appoint a different proxyholder, place your cursor on “name of proxy” and type the name of your appointed proxyholder. Once you’ve typed the name in full press enter on your keyboard. This will replace “Chair of the meeting” with your chosen proxyholder.
- Select “next”.



VOTING

- Mark your voting instruction next to each resolution. You must select a vote for each resolution before you can continue. Select “next”.

Vote

Sample Corporation LTD Annual General Meeting
ABC 17 Aug 2020 at 1:00 PM, Australian Western Standard Time (+08:00) Virtual Meeting [map](#)

Progress: methods & proxy, set resolutions, confirm, complete

Please note that you must make an election for each Resolution. If you wish to leave open votes to your Proxy, you must select "Discretionary".
The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

Please note You must make an election for each Resolution. If you wish to leave open votes to your Proxy, you must select "Discretionary"

Resolutions

- 1 Remuneration Report
- 2 Re-Election of Mr Robert Smith as Director

for against abstain discretionary

prev next

back to portfolio

- Check your vote is as you intended.
- If you are registered as a Corporation you must select the box next to “declaration”.
- Then select “save” to save your proxy vote.

Vote

Sample Corporation LTD Annual General Meeting
ABC 17 Aug 2020 at 1:00 PM, Australian Western Standard Time (+08:00) Virtual Meeting [map](#)

Progress: methods & proxy, set resolutions, confirm, complete

Confirmation of Resolutions

- 1 Remuneration Report
- 2 Re-Election of Mr Robert Smith as Director

for for

prev save

back to portfolio

- Your voting is complete.

Vote

Sample Corporation LTD Annual General Meeting

ABC 17 Aug 2020 at 1:00 PM, Australian Western Standard Time (+08:00) Virtual Meeting [map](#)



Voting Complete!

prev

done

[back to portfolio](#)