

30 December 2022

Jameson Resources Limited – Notice of Extraordinary General Meeting

The Board of Jameson Resources Limited has called an Extraordinary General Meeting in response to a notice received under s.249D Corporations Act. Details of the meeting are as follows:

TIME: 12 noon (Brisbane time)

DATE: Tuesday, 31 January 2023

VENUE: Hybrid Meeting held at:

The offices of Clayton Utz
Level 28, Riparian Plaza
71 Eagle Street, Brisbane, QLD 4000

AND

Through the meeting platform hosted by the Company's share registry at
https://us02web.zoom.us/webinar/register/WN_QOimgT03Q2SuDfbNA_br_A

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

JAMESON RESOURCES LIMITED

ACN 126 398 294

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the Meeting will be held at:

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DATE: Tuesday, 31 January 2023

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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 Sunday, 29 January 2023.

BOARD STATEMENT

The following statement is provided by the Board in response to the meeting request made by the Requisitioning Shareholder.

Dear fellow Shareholders

On 22 December 2022, your Board received a notice under section 203D of the Corporations Act (**Act**) from Oceltip Coal 1 Pty Ltd (a company associated with Mr Nathan Tinkler) (**Requisitioning Shareholder**) indicating its intention to remove 3 of your 4 current Directors, namely Ms Nicole Hollows, Mr Michael Gray and Mr Steve van Barneveld, from the Board.

On 23 December 2022, the Requisitioning Shareholder delivered a further notice to the Board under section 249D of the Act (**Requisition Notice**), requesting the Board to convene a general meeting of shareholders to consider the 5 resolutions set out in the Notice of Meeting (**Board Replacement Resolutions**), in respect of which you are being asked to vote.

Mr Joel Nicholls, a current Board member, was not included in either the section 203D notice or the Requisition Notice by the Requisitioning Shareholder.

What do the Board Replacement Resolutions seek to do?

If passed, the cumulative effect of the Board Replacement Resolutions would be to remove 3 of your Company's 4 current directors and replace them with Mr Tinkler and Mr Peter White (who has been nominated by the Requisitioning Shareholder to be appointed as a director), despite the Requisitioning Shareholder having only been a Shareholder of the Company since November 2022, and the Requisitioning Shareholder holding voting power of only 11.06% in the Company at the time of the Requisition Notice.¹

Board Recommendation

Having considered the request of the Requisitioning Shareholder, your Board strongly believes that it is in the best interests of the Company and all shareholders that shareholders **VOTE AGAINST** the resolutions to be put to shareholders at the Meeting. This is the unanimous recommendation of the Board, and your Directors will be voting all the Shares they hold **AGAINST** all resolutions.

The Board advises shareholders to consider that shareholder requisition notices to convene general meetings (such as that delivered by the Requisitioning Shareholder) contribute to additional corporate costs, requiring the Company to incur registry, legal and administrative costs. Not only has the delivery of the Requisition Notice caused disruption and distraction to the Company and its resources, but the Board Replacement Resolutions, if passed, will not be in the best interests of the Company. Your Board does not support the Board Replacement Resolutions.

Why is the Requisitioning Shareholder proposing the Board Replacement Resolutions?

As at the date of this Notice, the Requisitioning Shareholder has not provided a statement under section 249P of the Corporations Act setting out its reasons for seeking to remove 3 of the 4 current Jameson Directors as well as reasons for wanting Mr Tinkler and Mr White to be appointed to the Board. If a statement under section 249P of the Corporations Act is received by the Company from the Requisitioning Shareholder, the Company will provide this to Shareholders in the same way as this Notice has been provided.

Although a section 249P statement has not been provided, based on prior discussions with Mr Tinkler, the Board understands that the Requisitioning Shareholder has proposed the Board Replacement Resolutions because your Board would not give in to his demands to be paid, what the Board believes to be, an unreasonable fee for introducing the Company to a potential acquisition transaction (**Potential Transaction**) and Mr Tinkler, undertaking personally, a limited amount of due diligence on the Potential Transaction before presenting it to the Company. (see 'What is your Board currently doing regarding the Potential Transaction?' below for further details of the Potential Transaction).

¹ As at the date of this Notice of Meeting, the Requisitioning Shareholder, together with its associate, has agreed to subscribe for further shares in the Company on or about 1 February 2023, which is expected to take its voting power to approximately 19.9% as at 1 February 2023.

The Company made an offer to Mr Tinkler to pay him a reasonable fee associated with the introduction and the work he personally undertook on the Potential Transaction, before presenting it to the Company. Following this, Mr Tinkler issued the section 203D Notice and a Requisition Notice requiring your Board to call an Extraordinary General Meeting at which resolutions to remove 3 of the 4 current directors and appoint Mr Tinkler and Mr White as directors are to be considered.

Who are the Proposed Directors?

Mr Nathan Tinkler

Mr Peter White

(Proposed Directors)

In accordance with Recommendation 1.2 of the ASX Corporate Governance Principles and Recommendations (**ASX Principles**), it is best practice to provide information on the good fame and character of candidates standing for election as directors of the Company. The Company has requested from the Requisitioning Shareholder criminal history checks for the Proposed Directors. If this information is provided, the Company will update ASX with this information. The Company has undertaken bankruptcy checks and disqualified director checks for Mr Tinkler and Mr White. These are summarised against their profiles below.

<p>Mr Nathan Tinkler</p>	<p>Mr Tinkler has past experience with development of coal mines in Queensland and NSW and in this regard, there is substantial information in the public domain regarding Mr Tinkler, which Shareholders may wish to review, in order to better understand his background and previous experience. Further, given connections between the Requisitioning Shareholder and Mr Tinkler, it appears likely to adversely affect the prospect of independent perspectives to be brought to bear regarding issues falling for consideration at Board level.</p> <p>Independence: Mr Tinkler through his associated entities, Oceltip Coal 1 Pty Ltd and Oceltip Coal 2 Pty Ltd, currently holds 11.06% of the Shares in the Company and those companies have entered into a Placement Agreement with the Company to increase that shareholding to approximately 19.9% on or about 1 February 2023.</p> <p>Bankruptcy Search: Mr Tinkler was subject to a bankruptcy sequestration order on 9 February 2016 and discharged from bankruptcy on 12 April 2018.</p> <p>Disqualified and Banned Director Search: Mr Tinkler was banned and disqualified from being a director by ASIC from 18 May 2017 to 18 February 2021.</p> <p>Criminal History Search: Requested from the Requisitioning Shareholder but not provided as at the date of this Notice.</p>
<p>Mr Peter White</p>	<p>The Requisitioning Shareholder has not provided any information on Mr Peter White's background, skills and experience and we are unable to provide it to shareholders. No results were returned from the bankruptcy search and disqualified and banned director search. The Company has requested criminal history checks from the Requisitioning Shareholder but this has not yet been provided.</p>

What is your Board currently doing regarding the Potential Transaction?

The Company is currently undertaking due diligence for the Potential Transaction, which may include an associated capital raising and debt facilities. The Potential Transaction involves the potential acquisition of an operating coal mine producing premium hard coking coal.

At this stage, the discussions regarding the Potential Transaction are preliminary only and highly conditional and the Company is only in the very early stages of conducting its due diligence. There is no assurance that any transaction will eventuate. Any agreed transaction would require, amongst other things, satisfactory due diligence outcomes, Board approvals and the negotiation and execution of an Acquisition Agreement. The implementation of the Acquisition Agreement would then also be subject to various conditions including regulatory and shareholder approvals.

The Company will advise the market as to the outcome of these discussions as necessary in accordance with its continuous disclosure obligations.

Potential consequences of the Board Replacement Resolutions

Depending on the outcome of the Board Replacement Resolutions, there are certain potential consequences that the Board wishes to bring to your attention.

In relation to Resolutions 1 to 5, if the result of those resolutions means that less than 3 directors remain on the Board, the Company will be in breach of the Corporations Act and the Company's constitution as it will not have 3 validly appointed directors.

If that occurs, there is no guarantee that the Company would be able to identify replacement directors with suitable skills and experience who would be willing to accept appointment. The Company cannot progress any ordinary business (including the Potential Transaction) until such appointment is made.

What would the future look like if the Board Replacement Resolutions are successful?

We think that, as the owners of this Company, you deserve a board that has the skills including a commitment to strong governance and ASX experience, to progress the Crown Mountain Hard Coking Coal Project in British Columbia and look at other investment opportunities for metallurgical coal in Australia and Canada where such investments meet the Board's value and return criteria. You also deserve a Board that is independent and represents the interests of ALL Shareholders.

The Requisitioning Shareholder has not provided the Company with any detail in respect of the knowledge, skill, experience, fitness and propriety, suitability, or competency of the Proposed Directors to act as directors of the Company or collectively as a Board. As such, if the Requisitioning Shareholder is successful in passing the Board Replacement Resolutions, the ability of the Proposed Directors to effectively discharge their duties, or to provide value to the Company is uncertain. Further, the Requisitioning Shareholder has not provided the Company or shareholders with any guidance as to the Proposed Directors' intentions for the Company or any explanation for why the appointment of the Proposed Directors is in the best interest of the Company. As such, if the Board Replacement Resolutions are passed, the future of the Company is uncertain.

The only current Jameson Director not proposed for removal by the Requisitioning Shareholder is Mr Joel Nicholls. While Mr Nicholls remains in full support of the current Board and its strategy, he has advised the Company that, should the Board Replacement Resolutions be approved and the Proposed Directors gain effective control of the Board and responsibility for direction of the Company, Mr Nicholls cannot in good conscience continue as a Director of the Company and will promptly resign as a Director.

Why vote AGAINST the removal of Nicole Hollows, Michael Gray and Steve van Barneveld as Directors

The current Jameson Directors have collectively, over 100 years of experience, in the resources industry including in the development and operation of coal mines. A summary of the skills and experience of the 3 Directors subject to a vote to have them removed as Directors is set out below:

Ms Nicole Hollows: Ms Hollows was first appointed as a Director on 20 March 2020, elected as a Director by shareholders on 19 November 2020 and re-elected by shareholders on 28 November 2022.

Ms Hollows has over 20 years' experience in the resources sector and has been responsible for exploration, evaluation, financing, development and operations of steelmaking coal mines. Her experience spans operational management, strategy, mine development, accounting and finance, mergers and acquisitions, risk management and corporate governance. Ms Hollows' previous roles include Chief Executive Officer/Managing Director of Macarthur Coal Limited (acquired by Peabody Energy in late 2011), Managing Director of AMCI Australia and Southeast Asia, and Chief Executive Officer of Sunwater Limited. Whilst Ms Hollows was at Macarthur Coal Limited and associated entities, she participated as either the Chief Financial Officer or Chief Executive Officer in developing, funding and operating of three Bowen Basin metallurgical coal mines, being Coppabella, Moorvale and Middlemount.

Ms Hollows is a Non-Executive Director of Chief Executive Women, of Downer EDI Limited and Qube Holdings Limited. She was previously a member of the Salvation Army Queensland Advisory Council.

Mr Michael Gray: Mr Gray was appointed as Managing Director of the Company on 1 March 2021.

Mr Gray is an experienced resources executive with over 30 years' experience in resources and infrastructure development. Mr Gray's experience in permitting, capital markets, financing (including development and implementation of product marketing and customer development), stakeholder engagement, and mine construction and operations bode well for Jameson's strategy of becoming an independent, growth oriented steelmaking coal developer focused on delivering sustainable outcomes. Mr Gray was the Chief Executive Officer responsible for the successful development and operations of the Middlemount Coal Project that was acquired by Peabody as part of their acquisition of Macarthur Coal and more recently has provided consulting advice within the resource industry including involvement in the development of the Bluff PCI project in Central Queensland and the successful acquisition of the Colton Coal Project.

Mr Steve van Barneveld: Mr van Barneveld was appointed as a Director on 21 February 2014 and last re-elected by Shareholders on 19 November 2020.

Mr van Barneveld has over 30 years' experience in the mining services sector, a significant portion of which has been spent with Sedgman Pty Limited, a leading international designer and builder of coal handling and processing plants. Mr van Barneveld, commencing as a process engineer, has held senior executive positions within Sedgman, overseeing a period of significant growth and international expansion. He has extensive experience in asset development, design, construction, and operations management.

For all of the above reasons, the Board of Jameson Resources Limited recommends that all Shareholders vote, and your Directors will be voting all the Shares they hold, **AGAINST** all 5 Resolutions.

IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that a hybrid Extraordinary General Meeting of Jameson Resources Limited (**Company**) will be held both in person at the offices of Clayton Utz, Level 28 Riparian Plaza, 71 Eagle Street, Brisbane, Queensland, 4000 and via an online meeting platform provided by the Company's share registry, Automic, at **12 noon (Brisbane time) on Tuesday, 31 January 2023**, details of which are as provided in this Notice (EGM).

Shareholders who attend the meeting in person or via the online meeting platform will be able to watch, listen, ask questions and vote in person or online at the EGM.

Explanatory Statement

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary on page 9.

Online EGM Attendance

If you wish to attend the EGM via the online meeting platform, please pre-register your attendance here:

https://us02web.zoom.us/webinar/register/WN_QOimgT03Q2SuDfbNA_br_A

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

Poll

All resolutions will be decided on a poll. Results of the meeting will be released to the ASX after the meeting.

Voting by proxy at the EGM

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 **12 noon (Brisbane time) on Sunday, 29 January 2023**. 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 EGM 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.

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 EGM to avoid any delays on the day of the EGM.

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>
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 online meeting registration, voting and online proxy lodgment from Automic is annexed to this Notice of Meeting at **Annexure A**.

AGENDA | BUSINESS OF THE MEETING

Resolution 1 – Appointment of Nathan Tinkler as a Director

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

“That Nathan Tinkler be appointed as a director of the Company effective immediately on the passing of this resolution.”

Board Recommendation

The Board recommends you vote **AGAINST** this resolution.

The Chairman intends to vote all undirected proxies **AGAINST** Resolution 1.

Resolution 2 – Appointment of Peter White as a Director

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

“That Peter White be appointed as a director of the Company effective immediately on the passing of this resolution.”

Board Recommendation

The Board recommends you vote **AGAINST** this resolution.

The Chairman intends to vote all undirected proxies **AGAINST** Resolution 2.

Resolution 3 – Removal of Nicole Hollows as a Director

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

“That Nicole Hollows be removed as a director of the Company effective immediately on the passing of this resolution.”

Board Recommendation

The Board recommends you vote **AGAINST** this resolution.

The Chairman intends to vote all undirected proxies **AGAINST** Resolution 3.

Resolution 4 – Removal of Michael Gray as a Director

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

“That Michael Gray be removed as a director of the Company effective immediately on the passing of this resolution.”

Board Recommendation

The Board recommends you vote **AGAINST** this resolution.

The Chairman intends to vote all undirected proxies **AGAINST** Resolution 4.

Resolution 5 – Removal of Steve van Barneveld as a Director

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

“That Steve van Barneveld be removed as a director of the Company effective immediately on the passing of this resolution.”

Board Recommendation

The Board recommends you vote **AGAINST** this resolution.

The Chairman intends to vote all undirected proxies **AGAINST** Resolution 5.

FREQUENTLY ASKED QUESTIONS

<p>On what basis has the Meeting been called and the resolutions been requested?</p>	<p>Any Shareholder (or group of Shareholders) holding more than 5% of the Company’s issued share capital is entitled to call and arrange to hold a general meeting to have resolutions considered. All Resolutions are being put before the Meeting as a result of a request from the Requisitioning Shareholder who holds just over 5% of the Shares on issue.</p>
<p>Why does the Requisitioning Shareholder wish to remove 3 of the 4 current directors and replace them with Mr Tinkler and Mr White?</p>	<p>As at the date of this Notice, the Requisitioning Shareholder has not provided a statement under section 249P of the Corporations Act setting out its reasons for seeking to remove 3 of the 4 current Jameson Directors as well as its reasons for wanting Mr Tinkler and Mr White appointed to the Board. If a statement under section 249P of the Corporations Act is received by the Company from the Requisitioning Shareholder, this will be provided to Shareholders in the same way as this Notice has been provided.</p>
<p>Why do your Directors recommend you vote against all Resolutions?</p>	<p>The Board recommends Shareholders vote AGAINST all Resolutions put forward by the Requisitioning Shareholders for the reasons set out in the Board Statement to Shareholders which is included in this Notice of Meeting.</p>

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 **Sunday, 29 January 2023**.

Dated: 28 December 2022

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 EGM 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 Extraordinary General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

BACKGROUND

The Company received various documents from the Requisitioning Shareholder on 22 and 23 December 2022 including:

1. A notice under section 203D of the Corporations Act 2001 (Cth) (“Act”) received by the Company on 22 December 2022, by which Oceltip notified the Company of its intention to propose ordinary resolutions at a general meeting for the removal of Ms Nicole Hollows, Mr Michael Gray and Mr Steve van Barneveld from the Board of directors of the Company effective immediately on the passing of the relevant resolutions (“Section 203D Notice”);
2. A notice under section 249D of the Act received by the Company on 23 December 2022, by which Oceltip requested that the Company convene a general meeting of shareholders for the purposes of considering the resolutions to remove Ms Hollows, Mr Gray and Mr van Barneveld and, in addition, ordinary resolutions to appoint Mr Nathan Tinkler and Mr Peter White as directors of the Company effective immediately on the passing of the relevant resolutions (“Requisition Notice”);
3. Consents to act as directors, and consents to nomination as a director under clause 13.3 of the Company’s constitution, from Mr Tinkler and Mr White.

Oceltip is a company associated with Mr Nathan Tinkler and is one of the two companies which participated in the Company’s recent placement and holds 5.53% of the shares in the Company. Those companies have entered into a Placement Agreement with the Company to increase that shareholding to approximately 19.9% on or about 1 February 2023.

The directors of the Company have called the Meeting as a result of the Requisitioning Shareholder’s request in accordance with the Company’s obligations under the Act.

The Board considers that the proposed Resolutions are not in the best interests of the Company. Accordingly the Board recommends that Shareholders **VOTE AGAINST** the Resolutions set out in this Notice of Meeting.

RESOLUTION 1 – APPOINTMENT OF NATHAN TINKLER AS A DIRECTOR

Resolution 1 is for the appointment of Mr Nathan Tinkler as a Director.

Details regarding Mr Tinkler and his knowledge, skills, experience, fitness and proprietary or competency to act as a Director have not been provided by the Requisitioning Shareholder to the Company as at the date of this Notice. If this information is provided, the Company will update ASX with this information.

Board Recommendation

The Board does not support the appointment of Mr Nathan Tinkler as a Director and recommends that Shareholders **VOTE AGAINST** Resolution 1. Information as to why your Directors recommend Shareholders vote against the appointment of Mr Tinkler as a Director is set out in detail in the Board Statement which is included in this Notice of Meeting.

The Chairman intends to vote all undirected proxies **AGAINST** this Resolution.

RESOLUTION 2 – APPOINTMENT OF PETER WHITE AS A DIRECTOR

Resolution 2 is for the appointment of Mr Peter White as a Director.

Details regarding Mr White and his knowledge, skills, experience, fitness and proprietary or competency to act as a Director have not been provided by the Requisitioning Shareholder to the Company as at the date of this Notice. If this information is provided, the Company will update ASX with this information.

Board Recommendation

The Board does not support the appointment of Mr Peter White as a Director and recommends that Shareholders **VOTE AGAINST** Resolution 2. Information as to why your Directors recommend Shareholders vote against the appointment of Mr White as a Director is set out in detail in the Board Statement which is included in this Notice of Meeting.

The Chairman intends to vote all undirected proxies **AGAINST** this Resolution.

RESOLUTION 3 – REMOVAL OF NICOLE HOLLOWS AS A DIRECTOR

Resolution 3 is for the removal of Ms Nicole Maree Hollows as a Director.

Board Recommendation

The Board does not support the removal of Ms Nicole Maree Hollows as a Director and recommends (other than Ms Hollows, who abstains) that Shareholders **VOTE AGAINST** Resolution 3. Information as to why your Directors, Ms Hollows abstaining, recommend Shareholders vote against the removal of Ms Hollows as a Director is set out in detail in the Board Statement which is included in this Notice of Meeting.

The Chairman intends to vote all undirected proxies **AGAINST** this Resolution.

RESOLUTION 4 – REMOVAL OF MICHAEL GRAY AS A DIRECTOR

Resolution 4 is for the removal of Mr Michael John Gray as a Director.

Board Recommendation

The Board does not support the removal of Mr Michael John Gray as a Director and recommends (other than Mr Gray, who abstains) that Shareholders **VOTE AGAINST** Resolution 4. Information as to why your Directors, Mr Gray abstaining, recommend Shareholders vote against the removal of Mr Gray as a Director is set out in detail in the Board Statement which is included in this Notice of Meeting.

The Chairman intends to vote all undirected proxies **AGAINST** this Resolution.

RESOLUTION 5 – REMOVAL OF STEVE VAN BARNEVELD AS A DIRECTOR

Resolution 5 is for the removal of Mr Steve van Barneveld as a Director.

Board Recommendation

The Board does not support the removal of Mr van Barneveld as a Director and recommends (other than Mr van Barneveld, who abstains) that Shareholders **VOTE AGAINST** Resolution 5. Information as to why your Directors, Mr van Barneveld abstaining, recommend Shareholders vote against the removal of Mr van Barneveld as a Director is set out in detail in the Board Statement which is included in this Notice of Meeting.

The Chairman intends to vote all undirected proxies **AGAINST** this Resolution.

GLOSSARY

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

Board means the current board of directors of the Company.

Board Statement means the statement issued by the Board relating to the proposed Resolutions as set out on page 5 of this Notice of Meeting.

Chairman means the person acting as Chairman of the Meeting from time to time.

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 current director of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

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

Proxy Form means the proxy form accompanying the Notice.

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

Requisitioning Shareholder means Oceltip Coal 1 Pty Ltd.

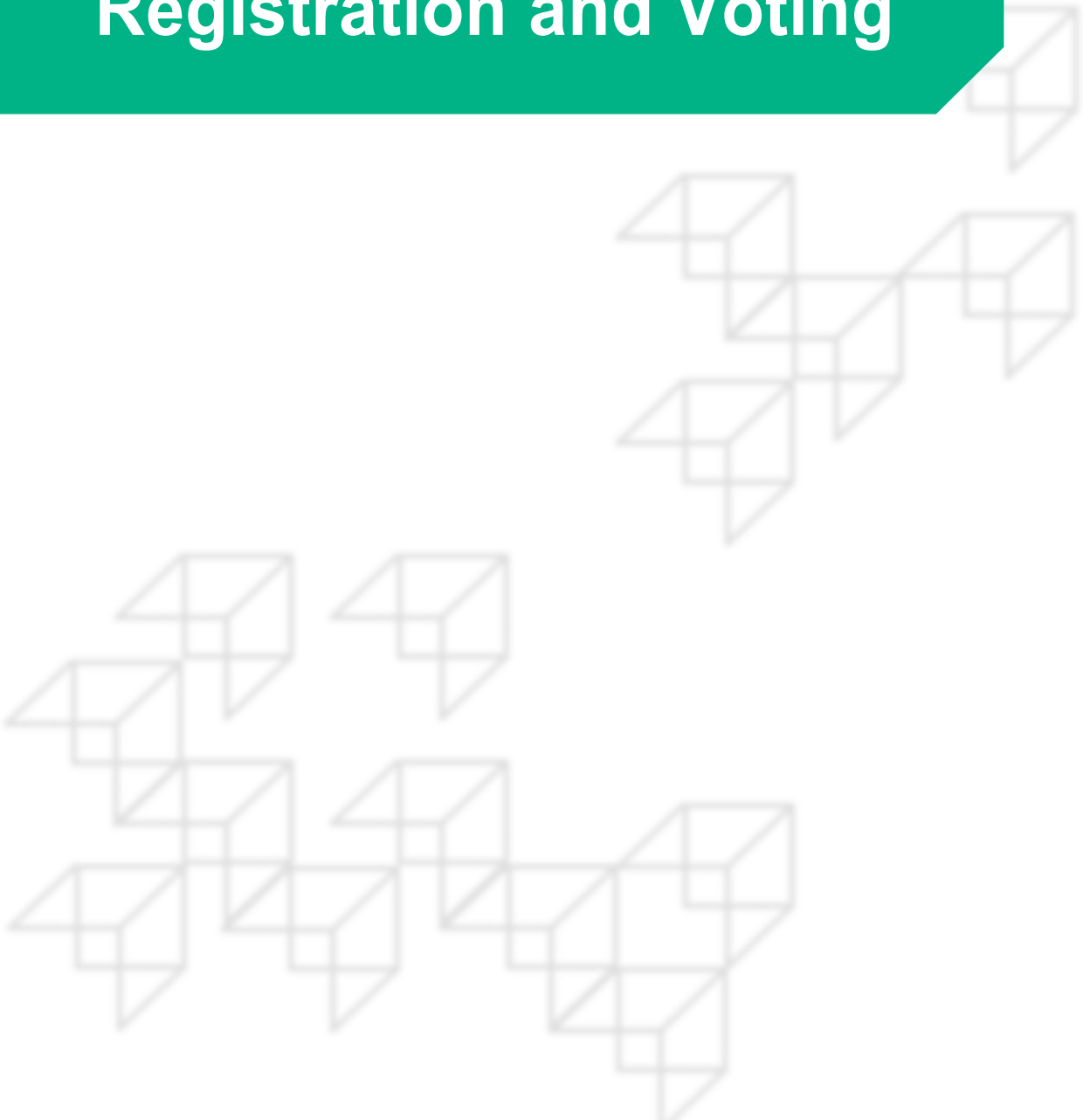
Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Shareholder means a registered holder of a Share

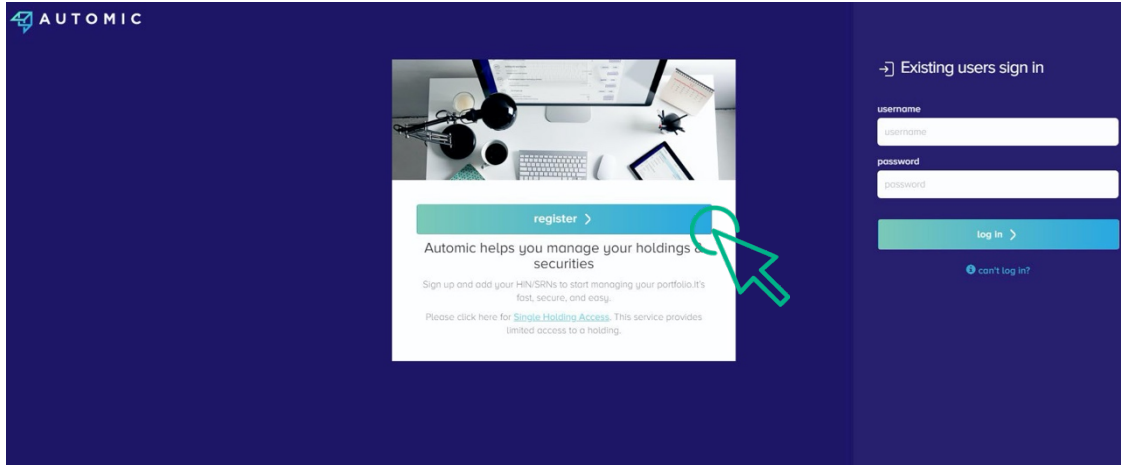
ANNEXURE A – VIRTUAL MEETING PARTICIPATION INSTRUCTIONS

Virtual Meeting Registration and Voting

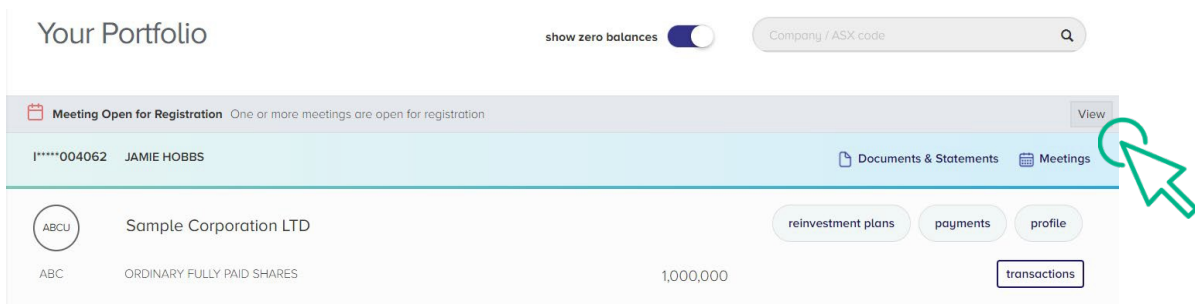


REGISTRATION

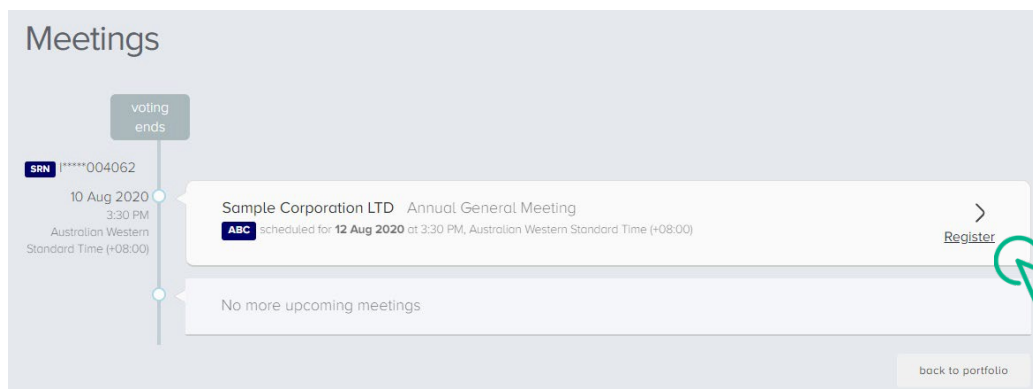
- Go to: <https://investor.automic.com.au/#/home>.
- Log in using your existing username and password or click on “register” and follow the on-screen prompts to create your login credentials.



- 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 a web interface titled "Registration" for "Sample Corporation LTD - Annual General Meeting". A progress bar at the top indicates the current step is "Registration" (marked with a square icon) and the final step is "Complete" (marked with a checkmark icon). Below the progress bar, the text "Registration - Step 1 of 2" is displayed. The main content area contains a question: "Will you be registering to vote?". Below the question, there are two radio button options: "YES, I would like to vote" (which is selected) and "NO, I will not be voting". A blue "next" button is located at the bottom right of the form. A green mouse cursor is pointing at the "next" button, and another green mouse cursor is pointing at the "YES, I would like to vote" radio button.

- 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 a web interface titled "Registration" for "Sample Corporation LTD - Annual General Meeting". A progress bar at the top indicates the current step is "Complete" (marked with a checkmark icon) and the previous step is "Registration" (marked with a square icon). Below the progress bar, the text "Complete - Step 2 of 2" is displayed. The main content area contains a green checkmark icon followed by the text "Registration Complete!". Below this, there is a message: "The voting is not open yet. Refresh this page or come back here later." A blue "Refresh" button is located on the right side of the page. A light blue box contains the text: "You can join the meeting online using the following link" followed by the URL: <https://us02web.zoom.us/j/84986335645?pwd=QTFUJUGhbjYjZjNQc2xVWXdlMGgwZz09>. A green mouse cursor is pointing at the "Refresh" button, and another green mouse cursor is pointing at the URL.

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=QTFUUGhjbUyZjNkQd2xVWXdjMGgwZz09>

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=TFF0TTdGTEhGSENiUUN5NzF3bUJlUQT09;>

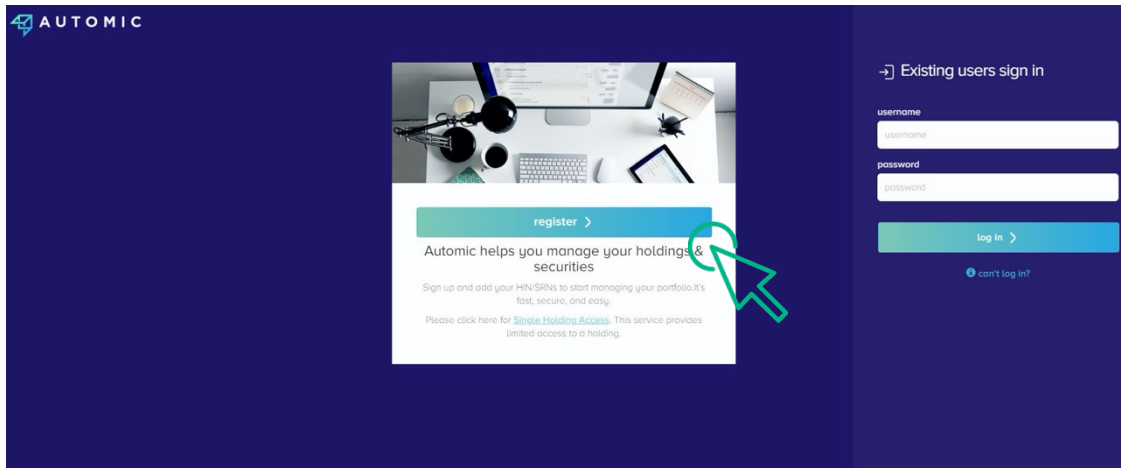
Online Proxy Lodgment



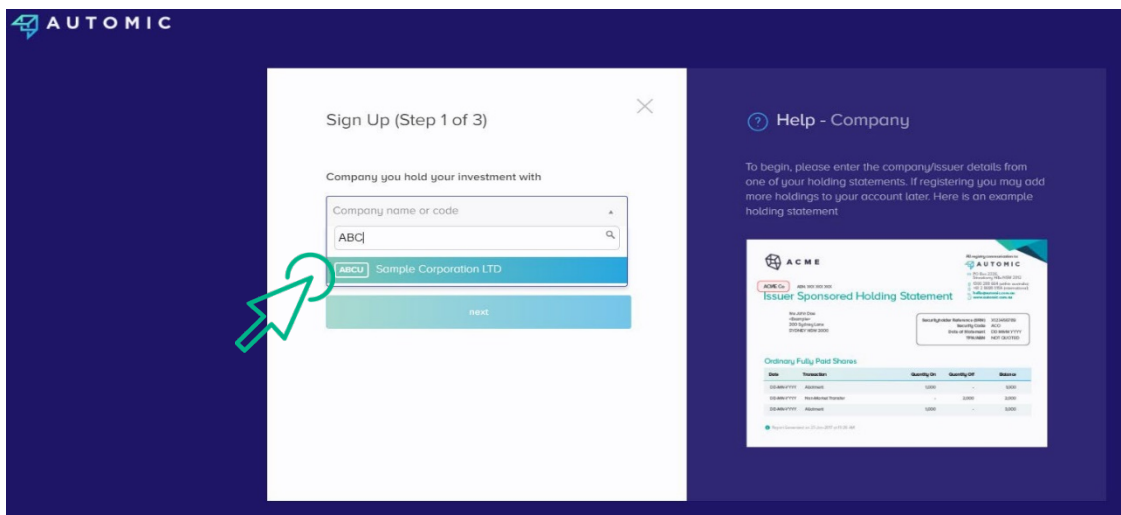
REGISTER

1. 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)
I1000000 ✓

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 *

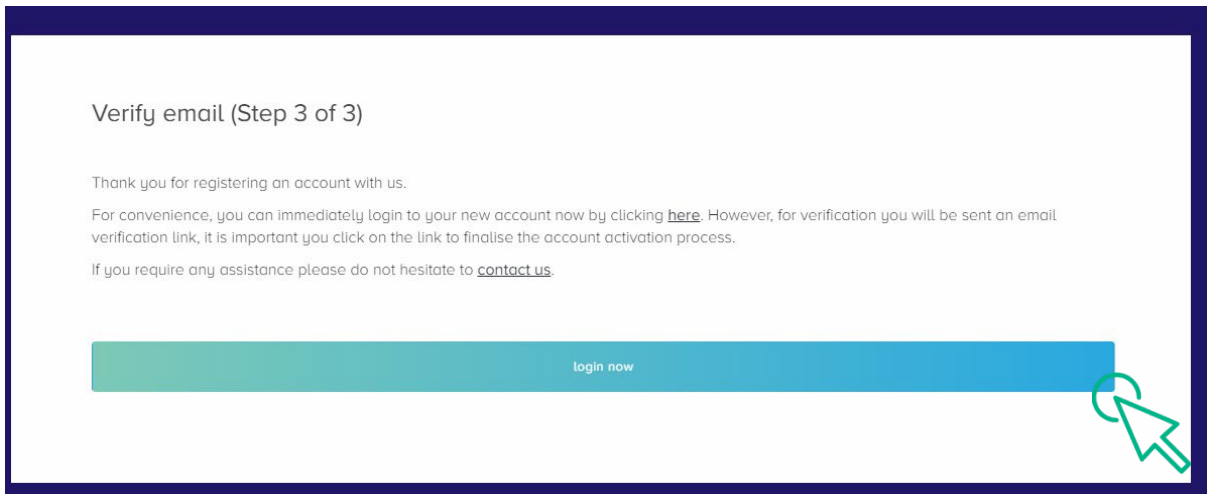
Passwords do not match!

[sign up](#)

Please confirm your password

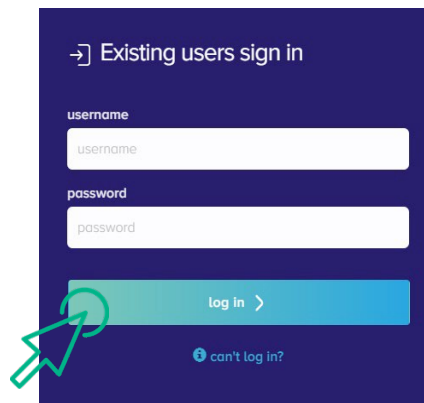
LOG IN

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

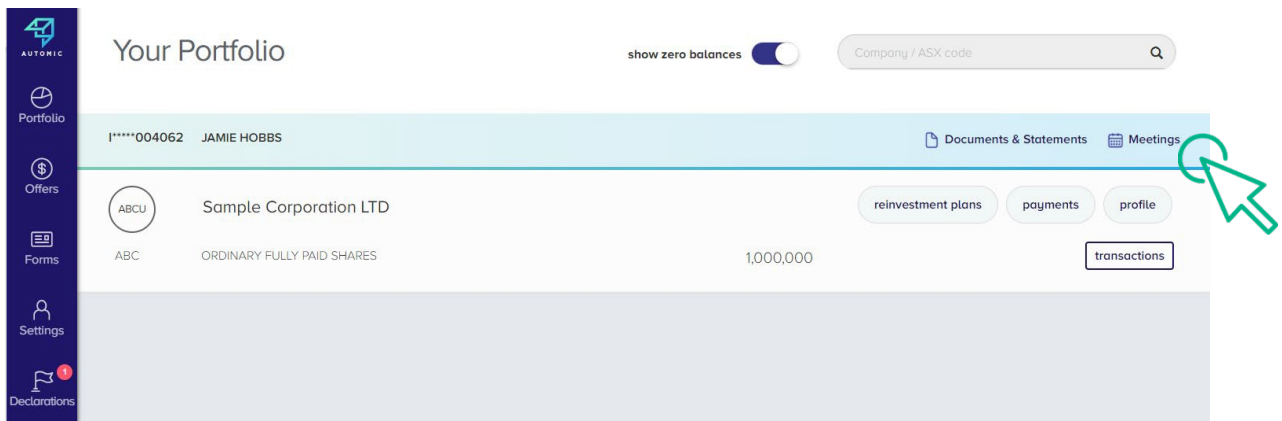


2. Step 2

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

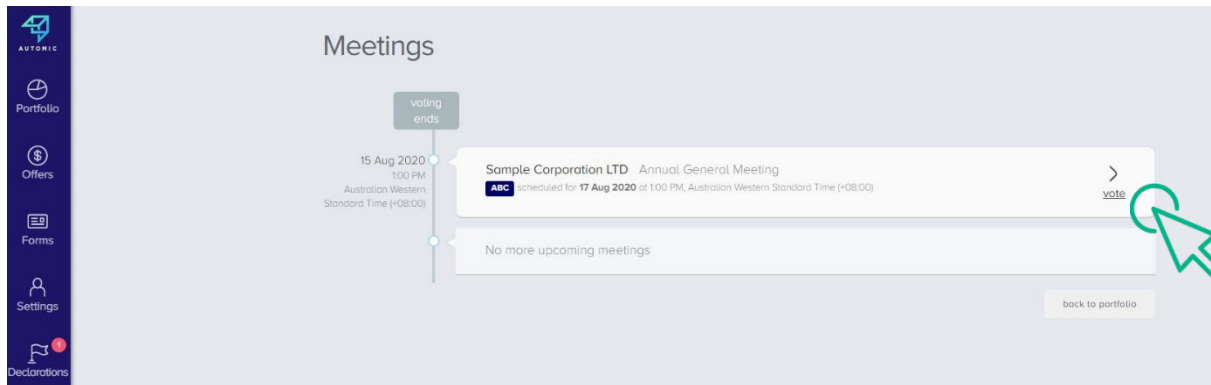


- Select “Meetings”.

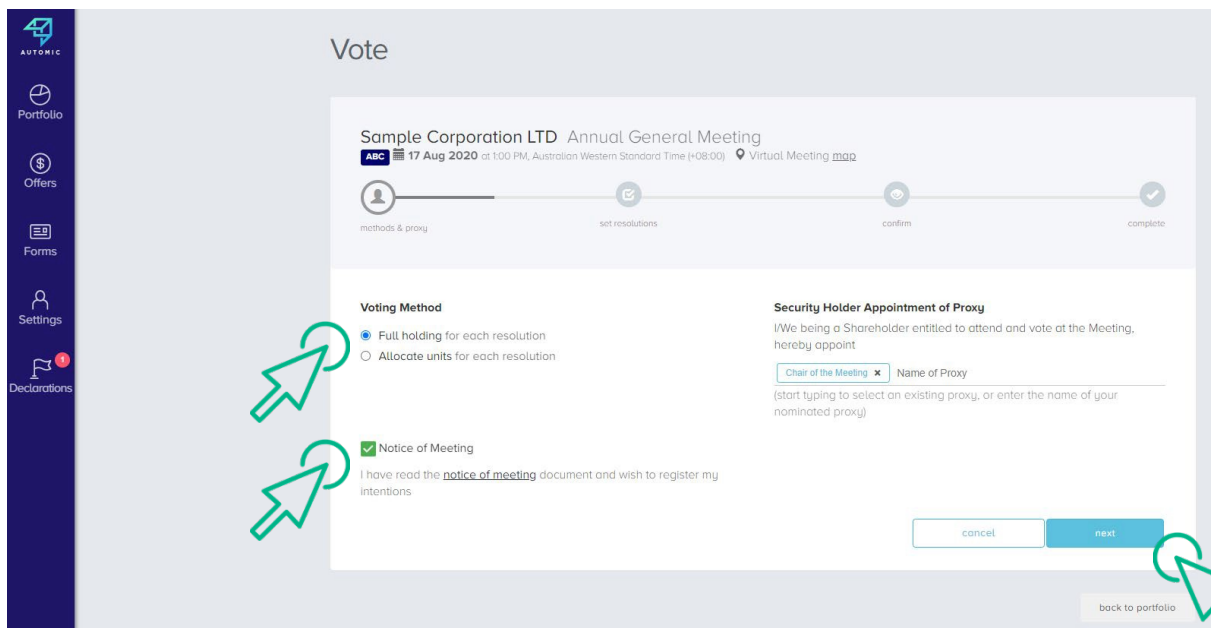


VOTING

- 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](#)

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	for	against	abstain	discretionary
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](#)

methods & proxy set resolutions confirm complete

Confirmation of Resolutions

1	Remuneration Report	for
2	Re-Election of Mr Robert Smith as Director	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](#)

methods & proxy set resolutions confirm complete

Voting Complete! ✓

prev done

back to portfolio

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 **12.00pm (Brisbane Time) on Sunday, 29 January 2023**, 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:

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Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

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