

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Jameson Resources Limited

ABN/ARBN

89 126 398 294

Financial year ended:

30 June 2023

Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

☐ These pages of our annual report:

☒ This URL on our website:

<https://jamesonresources.com.au/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 28 September 2023 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.<sup>3</sup>

Date: 28 September 2023

Name of authorised officer  
authorising lodgement: Lisa Dalton, Company Secretary

<sup>1</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

<sup>2</sup> Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

<sup>3</sup> Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: <a href="https://jamesonresources.com.au/corporate-governance/">https://jamesonresources.com.au/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “insert location” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate governance/charters/”).

<sup>5</sup> If you have followed all of the Council’s recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either: <ul style="list-style-type: none"> <li>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</li> <li>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</li> </ul> </li> </ul> </li> </ul> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<input checked="" type="checkbox"/> <p>and we have disclosed a copy of our diversity policy at: <a href="https://jamesonresources.com.au/corporate-governance/">https://jamesonresources.com.au/corporate-governance/</a> and we have disclosed the information referred to in paragraph (c) at: page 15 of our Corporate Governance Statement.</p>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</li> </ul>	<input checked="" type="checkbox"/> <p>and we have disclosed the evaluation process referred to in paragraph (a) at page 8 of our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at page 8 of our Corporate Governance Statement.</p>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at page 42 of the 2023 Annual Report and whether a performance evaluation was undertaken for the reporting period in accordance with that process at page 42 of the 2023 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at <a href="https://jamesonresources.com.au/corporate-governance/">https://jamesonresources.com.au/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) at page 33 and 34 of the 2023 Annual Report for committee membership and page 36 of the 2023 Annual Report for the meetings held for the committee.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at page 10 of our corporate governance statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at page 33 and 34 of the 2023 Annual Report</p> <p>and the length of service of each director at page 33 and 34 of the 2023 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at page 13 of our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://jamesonresources.com.au/corporate-governance/">https://jamesonresources.com.au/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://jamesonresources.com.au/corporate-governance/">https://jamesonresources.com.au/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://jamesonresources.com.au/corporate-governance/">https://jamesonresources.com.au/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://jamesonresources.com.au/corporate-governance/">https://jamesonresources.com.au/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) at page 33 and 34 of the 2023 Annual Report for committee membership and page 36 of the 2023 Annual Report for the meetings held for the committee.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at <a href="https://jamesonresources.com.au/corporate-governance/">https://jamesonresources.com.au/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at <a href="https://jamesonresources.com.au/investor-centre/">https://jamesonresources.com.au/investor-centre/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at <a href="https://jamesonresources.com.au/corporate-governance/">https://jamesonresources.com.au/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement



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<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at <a href="https://jamesonresources.com.au/corporate-governance/">https://jamesonresources.com.au/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) at page 33 and 34 of the 2023 Annual Report for committee membership and page 36 of the 2023 Annual Report for the meetings held for the committee</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at page 16 of our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p>And we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at page 12 of our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at page 16-17 of our Corporate Governance Statement. and, if we do, how we manage or intend to manage those risks at page 29 to 31 of our 2023 Annual Report.	<input type="checkbox"/> set out in our Corporate Governance Statement

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<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at <a href="https://jamesonresources.com.au/corporate-governance/">https://jamesonresources.com.au/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) at page 33 and 34 of the 2023 Annual Report for committee membership and page 36 of the 2023 Annual Report for the meetings held for the committee</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at <a href="https://jamesonresources.com.au/corporate-governance/">https://jamesonresources.com.au/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: <a href="https://jamesonresources.com.au/corporate-governance/">https://jamesonresources.com.au/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: ..... <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

# Jameson Resources Limited

## 2023 Corporate Governance Statement

Our approach to corporate governance is driven by our  
**purpose, vision and values**

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### Our purpose

**An independent supplier of raw materials committed to safeguarding the environment and contributing to economic and community prosperity**

### Our vision

**Responsibly supplying raw materials essential to improving people's lives**

### Our values

**Our values are the foundation of how we work and interact with others**



28 September 2023

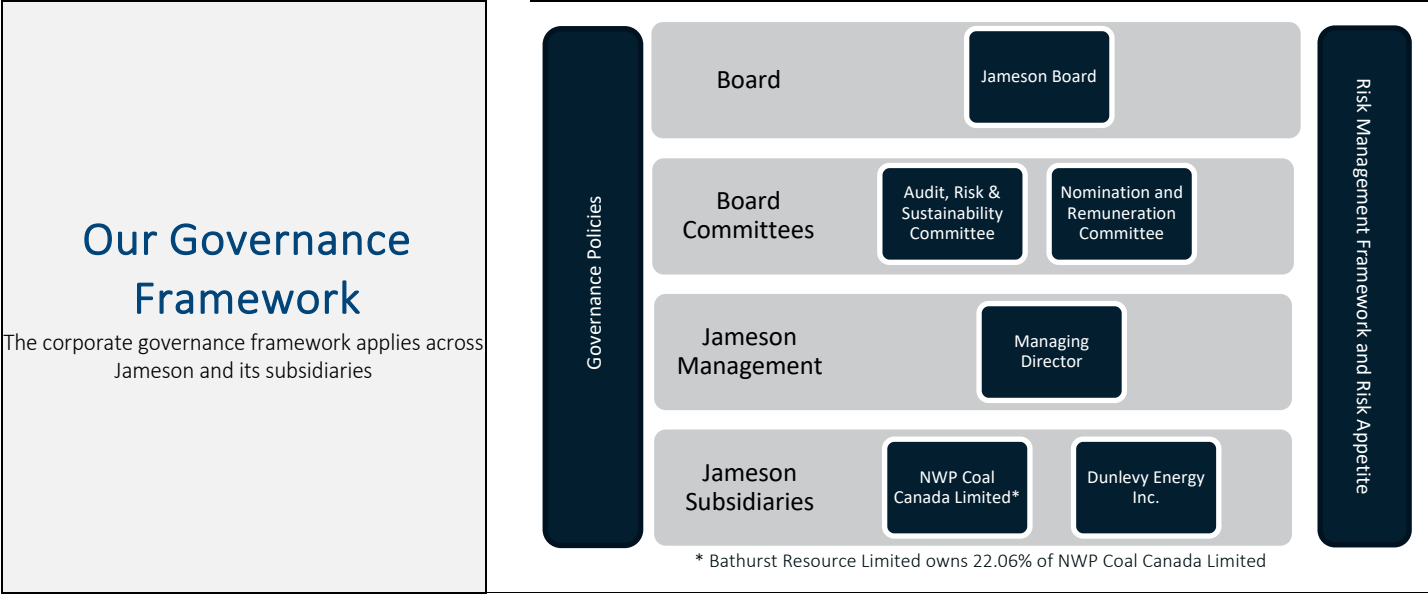
# Jameson’s Corporate Governance Framework

For the whole of the 2023 financial year, we adopted the ASX Corporate Governance Council’s fourth edition recommendations. A summary of the ASX recommendations and our adoption of them, together with a copy of the policies and other documents referred to in this statement, are available on our website at:

<https://jamesonresources.com.au/corporate-governance/>

This corporate governance statement is dated 28 September 2023 and has been approved by the Board.

We have summarised the key structural elements of our corporate governance framework in this statement.



ASX Principles	Relevant Document / Information
Principle 1: Lay solid foundations for management and oversight	Jameson Board Charter Delegation of Authority Policy Nomination and Remuneration Committee Charter
Principle 2: Structure the Board to add value	Jameson Board Charter Nomination and Remuneration Committee Charter
Principle 3: Act ethically and responsibly	Code of Conduct Securities Trading Policy Diversity Policy Anti-Bribery and Corruption Policy Whistleblower Policy
Principle 4: Safeguard integrity in corporate reporting	Audit, Risk and Sustainability Committee Charter
Principle 5: Make timely and balanced disclosure	Continuous Disclosure Policy
Principle 6: Respect the rights of security-holders	Shareholder Communication Policy Continuous Disclosure Policy
Principle 7: Recognise and manage risk	Risk Management and Internal Control Policy Risk Appetite Statement Risk Tolerances
Principle 8: Remunerate fairly and responsibly	Nomination and Remuneration Committee Charter Non-Executive Director Remuneration Policy Employee Incentive Plan

## Board and committee governance structure

## Our Board

### Jameson's Shareholders

#### Board

Nicole Hollows (Independent, Non-Executive Chairman)  
Steve van Barneveld (Independent, Non-Executive Director)  
Joel Nicholls (Independent, Non-Executive Director)  
Michael Gray (Managing Director)

#### Audit, Risk and Sustainability Committee

**Joel Nicholls**  
**(Committee Chairman)**  
Nicole Hollows  
Steve van Barneveld

#### Nomination and Remuneration Committee

**Nicole Hollows**  
**(Committee Chairman)**  
Steve van Barneveld  
Joel Nicholls

#### Composition

The composition of Jameson's Board remained unchanged during the year with four (4) directors on the Board made up of 3 Non-Executive Directors and the Managing Director.

#### Independence

The Company's independent Non-Executive Directors are Nicole Hollows, Joel Nicholls and Steve van Barneveld.

The Board assesses its Directors' independence based on criteria detailed in ASX Corporate Governance Principles and as set out in Annexure A to Jameson's Board Charter. Independent directors are categorised as such if they are free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity and its security holders generally.

The Board considers all Non-Executive Directors as independent notwithstanding that Joel Nicholls took on the acting Executive Director role in 2020/21 (on a part time basis for 12 months) while the Company was recruiting a Managing Director. The Board has formed this view as Mr Nicholls consistently demonstrates independence of judgement on issues before the Board and demonstrates decision making in the best interests of the Company. His role as acting Executive Director was part time and interim. The Company did not set or form long term strategy during this time. Other Non-Executive Directors also contributed to the Company's management while a Managing Director was recruited.



## Our Directors



### Nicole Hollows

Independent, Non-Executive Chairman

Bachelor of Business – Accounting,  
 Graduate Diploma in Advanced Accounting  
 (Distinction)

Chartered Accountant

Fellow Australian Institute of Company Directors  
 Graduate Diploma in Company Secretarial Practice  
 Member, Chief Executive Women

Our Directors, their date of appointment, qualifications, experience and their Board Committee roles are set out below.

#### Appointed

15 March 2020

#### Subsidiary Responsibilities

Chairman, NWP Coal Canada Limited  
 Director, Dunlevy Energy Inc.

#### Committee Responsibilities

Chairman, Nomination and Remuneration Committee  
 Member, Audit, Risk and Sustainability Committee

#### Experience

Ms Hollows has over 21 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, accounting and finance, mergers and acquisitions, risk management and corporate governance. Ms Hollows previous roles include Chief Executive Office/Managing Director of Macarthur Coal Limited (acquired by Peabody Energy), Managing Director of AMCI Australia and Southeast Asia, and Chief Executive Officer of Sunwater Limited.

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

#### Directorships of Other Listed Entities (including in past three years)

Downer EDI Limited (ASX: (DOW) 19 June 2018 to current)  
 Qube Holdings Limited (ASX: QUB) (19 October 2020 to current)

#### Location

Ms Hollows is based in Brisbane.



### Michael Gray

Managing Director

Bachelor of Engineering (Civil)  
 Master of Business Administration  
 Graduate Australian Institute of Company Directors

#### Appointed

1 March 2021

#### Subsidiary Responsibilities

President, NWP Coal Canada Limited

#### Committee Responsibilities

Standing Invitee to all Committees.

#### Experience

Mr. Gray is an experienced resource executive with over 30 years' experience in resource 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 metallurgical 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.

#### Directorships of Other Listed Entities (including in past three years)

Resource Generation Limited (ASX: RES) (30 November 2018 to 4 February 2022)

#### Location

Mr Gray is based in Brisbane.



## Joel Nicholls

Independent, Non-Executive Director  
 Bachelor of Commerce  
 Chartered Accountant Graduate Diploma Mineral  
 Exploration Geoscience

### Appointed

15 September 2016

### Subsidiary Responsibilities

Director, NWP Coal Canada Limited  
 Director, Dunlevy Energy Inc.

### Committee Responsibilities

Member, Audit, Risk and Sustainability Committee. Chairman of Audit, Risk and Sustainability Committee from 1 September 2022.  
 Member, Nomination and Remuneration Committee

### Experience

Mr Nicholls has over 15 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 (including in past three years)

Nil.

### Location

Mr Nicholls is based in Melbourne.



## Steve Van Barneveld

Independent, Non-Executive Director

Bachelor of Mineral Technologies (Hons 1)

### Appointed

21 February 2014

### Subsidiary Responsibilities

Director, NWP Coal Canada Limited  
 Director, Dunlevy Energy Inc.

### Committee Responsibilities

Chairman, Audit, Risk and Sustainability Committee (appointed January 2021).  
 Member, Nomination and Remuneration Committee

### Experience

Mr van Barneveld has over 30 years of 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.

### Directorships of Other Listed Entities (including in past three years)

Nil

### Location

Mr van Barneveld is based in Perth.

## Our Company Secretary

### Lisa Dalton

Company Secretary

Bachelor Applied Science (Medical Laboratory Science)

Masters Applied Science (Medical Laboratory Science)

Bachelor of Law (First Class Honours)

Fellow Australian Institute of Company Directors

Fellow Governance Institute of Australia

The Company Secretary is appointed by the Board in accordance with the Constitution.

The Company Secretary is charged with facilitating the Company's corporate governance processes and so holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively. The Company Secretary is accountable to the Board, through the Chairman, on all governance matters and reports directly to the Chairman as the representative of the Board.

The Company Secretary is appointed and dismissed by the Board and all Directors have right of access to the Company Secretary.

#### Appointed

8 October 2020

#### Subsidiary Responsibilities

Secretary, NWP Coal Canada Limited

Secretary, Dunlevy Energy Inc.

#### Experience

Lisa is an experienced Director, Chief Executive Officer, Senior Executive and Company Secretary having worked in a range of industries including healthcare, medical, water resources, energy, manufacturing, childcare, energy, mining and construction sectors. Lisa has experience in leading teams responsible for strategy development and implementation, governance, risk management, internal audit, human resources, cultural improvement, communication, stakeholder relations and program management. She has strong capability in capital raising and mergers and acquisitions having responded to numerous take-over approaches and supported significant capital raisings for growth.

Lisa is currently Chairman of Second Skin Pty Ltd, a Non-Executive Director of Healthia Limited (ASX: HLA), a Member of the Audit and Risk Committees for the Queensland Department of Regional Development, Manufacturing and Water and is the Deputy Chair of the Advisory Council of Marist College Ashgrove. She is also Company Secretary of PWR Holdings Limited (ASX: PWH).

#### Location

Ms Dalton is based in Brisbane.

## The Board's role and how it operates

### Board Charter

The Board's role is set out in our [Board Charter](#).

The Board Charter clearly defines the role and responsibilities of the Board. The Board has established two Board Committees which assist it to discharge its duties. Each Committee has its own Charter.

A comprehensive set of Board approved Corporate Governance policies and procedures sets out agreed procedures and delegations for ensuring best practice corporate governance and provide support to directors and managers in undertaking their governance responsibilities. These documents are available here: [Jameson's Corporate Governance Documents](#)

### Board's Role

The Board has the ultimate accountability for the successful operation of the Company. In general, it is responsible for, and has the authority to, determine all matters relating to the policies, practices, management and operations of the Company. In carrying out its governance role, the main task of the Board is to drive the Company's performance. The Board must also ensure that the Company complies with all of its contractual, statutory and any other legal obligations, including the requirements of any regulatory body.

The principal functions and responsibilities of the Board include the following:

Leadership and Culture	<ul style="list-style-type: none"> <li>guiding the development of an appropriate culture and core values for the Company through the establishment and review of the Company's statement of values and code of conduct, policies and procedures to enforce ethical behaviour and providing guidance on appropriate work methods</li> </ul>
Management oversight	<ul style="list-style-type: none"> <li>directly managing the Company's Managing Director (MD) or equivalent (including any appointed Executive Director(s) and any appointed Acting roles), including their appointment, annual determination of remuneration and performance (including formal reviews and feedback on performance as well as guidance and counsel), oversight of development and career path, and removal of the MD (where necessary)</li> </ul>
Strategic direction	<ul style="list-style-type: none"> <li>working with the MD to ensure that an appropriate Board approved strategy is in place which clearly sets out the strategic direction and strategic goals that are in place for the Company</li> <li>ensuring that an appropriate set of strategic internal controls are implemented and reviewed regularly</li> <li>monitoring the associated strategic risks and their mitigation plans</li> </ul>
Control and accountability	<ul style="list-style-type: none"> <li>overseeing the control and accountability systems that ensure the Company is progressing towards the goals set by the Board and in line with the Company's purpose, agreed corporate strategy, and legislative requirements</li> </ul>
Performance monitoring	<ul style="list-style-type: none"> <li>reviewing the Company's progress and performance in meeting its plans and corporate objectives, including reporting the outcome of such reviews on at least an annual basis to shareholders</li> <li>making sure that the performance of management, Directors and the Board itself, is regularly assessed and monitored</li> </ul>
Shareholders	<ul style="list-style-type: none"> <li>providing corporate accountability to the members primarily through adopting an effective Shareholder Communication Policy, encouraging effective participation at general meetings and, through the Chairman, being the key interface between the Company and its members</li> </ul>
Risk management	<ul style="list-style-type: none"> <li>monitoring financial and non-financial risks to the Company, including environmental and reputational risks, and overseeing the effectiveness of the Company's policies in relation to safety, environment, sustainability and social issues</li> <li>overseeing robust and effective risk management, compliance and control policies and systems (including legal compliance) are in place and operating effectively</li> </ul>

## The Board's role and how it operates (cont.)

### Environment

- o making sure that the Company conducts all its activities in an environmentally responsible way by planning and managing all activities to ensure minimum environmental impact and maximum sensitivity to the culture of the people they may affect

### Safety

- o making sure that all activities undertaken by the Company are conducted safely and so as to avoid accidents or injuries

### Compliance

- o monitoring compliance with legal and ethical obligations

### Remuneration

- o establishing the remuneration policy for Directors, executives and other employees of the Company.

### Board Meetings

Regular board meetings focus (inter alia) on achievement of strategic objectives, management of risk and monitoring of operational and financial performance.

### Director Appointment and Induction

All new Directors are provided with a formal induction including comprehensive meetings with the Managing Director, or equivalent, and other Directors and provision of information on the Company including Company Policies. All Directors are expected to maintain the skills required to effectively discharge their obligations to the Company.

### Director Professional Development

The Board is responsible for ensuring that resources are allocated to developing and maintaining the Directors' skills and knowledge and to ensure that the Directors have and maintain the necessary skills and knowledge required to fulfil their role on the Board and its Committees effectively.

### Board Succession Planning

A Board renewal and Director appointment plan is currently being developed. The Plan identifies who retires and when, together with what skill set(s) the Board should seek to add and when. This Plan will continuously evolve and be reviewed by the Board at least every 12 months.

### Evaluating Performance

Jameson has adopted a Performance Evaluation Procedure in relation to the Board and its Committees. The Board completed an evaluation of its performance during the Reporting Period.

Each Committee of the Board undertakes an annual review of its performance and the appropriateness of its Charter which took place during the year.

An evaluation of each Board meeting is included as a standing item of business at the close of monthly meetings of the Board. The purpose of this evaluation is, amongst other things, to assess the effectiveness of the conduct of Board meetings, the quality and timeliness of Board papers, the levels of contribution and engagement by Directors in the meeting, the extent to which the Board and management understood and performed their respective roles in the meeting and the extent to which the Board kept its focus on strategic issues during the meeting.

### Managing Director's Role & Delegations

Managing Director responsibilities are well-defined and clearly delineated through documented delegations and a formal position description. Key Performance Indicators are set and approved annually by the Board for the Managing Director.

## Our Board committees and how they operate

### Board Committees

The Board has the power to establish Board Committees from time-to-time to assist in the discharge of its responsibilities. The Board has established the Audit, Risk and Sustainability Committee (ARSC) and the Nomination and Remuneration Committee (NRC) and has adopted a charter for each Committee, setting out their roles and responsibilities and rules of operation.

#### Audit, Risk and Sustainability Committee (ARSC)

Under its charter, the ARSC must have at least three members who must be non-executive directors, the majority of which must be independent. The Committee Chairman must be an independent non-executive director.

All three non-executive directors are members of the ARSC and the Committee Chairman is independent. All members have leadership experience and a strong finance, accounting or business backgrounds.

The main functions of the ARSC are:

Financial Reporting	<ul style="list-style-type: none"> <li>○ serve as an independent and objective party to review the financial information submitted by management to the Board for issue to shareholders, regulatory authorities and the general public</li> <li>○ review the adequacy of the reporting and accounting controls of the Company</li> </ul>
Risk Management and Internal Controls	<ul style="list-style-type: none"> <li>○ overseeing the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements</li> <li>○ assisting to identify and manage potential or apparent business, economic, environmental and social sustainability risks</li> <li>○ reviewing reports by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures.</li> <li>○ review the development of, and the Company's reporting against, its sustainability framework</li> </ul>
External Audit	<ul style="list-style-type: none"> <li>○ determine the independence and effectiveness of the external auditors</li> <li>○ oversee, co-ordinate and appraise the quality of the audits conducted by the Company's external auditors.</li> </ul>

#### Nomination and Remuneration Committee (NRC)

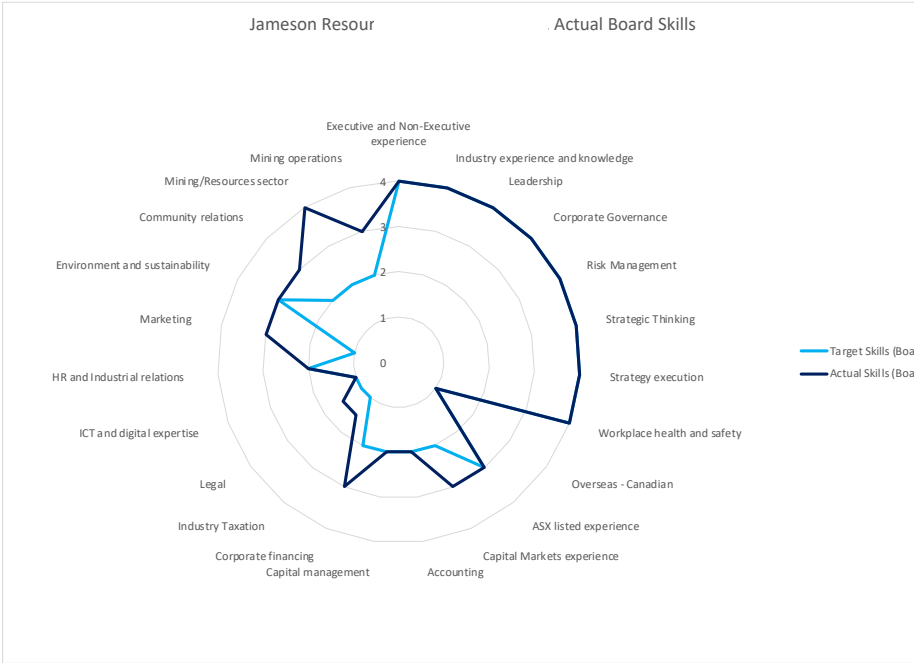
Under its Charter, the NRC must have at least three members who must be non-executive directors, including the Chairman. All three non-executive directors of Jameson are members of the NRC.

The main functions of the NRC are to:

Remuneration	<ul style="list-style-type: none"> <li>○ ensure Jameson's remuneration structures are equitable and aligned with the long-term interests of Jameson and its Shareholders</li> </ul>
Board Composition	<ul style="list-style-type: none"> <li>○ assist the Board with establishing a board of effective composition, size, diversity, expertise and commitment to adequately discharge its responsibilities and duties</li> </ul>
Board Performance	<ul style="list-style-type: none"> <li>○ ensure that Jameson has policies to evaluate the performance of the Board, individual Directors and executives.</li> </ul>

# Our Board skills

The current skills matrix (targeted v. actual) is set out below:





## How we communicate with shareholders and stakeholders

Jameson is conscious of its responsibilities to its key stakeholders (including its shareholders, employees, customers, the communities in which it operates and the regulatory authorities with which it has dealings).

### Code of Conduct & Values

Jameson's values underpin relationships with key stakeholders. These values are supported by the Code of Conduct which sets out social and business behaviours and objectives for all Directors and staff.

### ASX Announcements

Like all listed companies, we have continuous disclosure obligations under the ASX Listing Rules.

This requires the disclosure to ASX immediately (subject to some exceptions) of price sensitive information before anyone else to make sure that all investors have equal and timely access to material information.

Our continuous disclosure policy explains how we manage price sensitive information to comply with this obligation. The Policy is available from our website and it includes our disclosure protocols:

- All key announcements are to be circulated to, and approved by the Board
- All members of the Board are required to respond as soon as possible on key announcements that are circulated for approval
- Announcements that are procedural in nature and that do not contain price-sensitive information may be approved by the Managing Director or Company Secretary
- Any relevant parties named in the announcement should also be given the opportunity to review the announcement prior to its release, to confirm all information is factually correct.

The Company Secretary is responsible for coordinating communications with ASX and for having systems in place to ensure that information is not released to external parties until confirmation of lodgement is received from ASX.

### Shareholder Communication Policy

Our Shareholder Communications Policy provides that the Managing Director has the primary responsibility for communication with Shareholders. It has been designed to complement the Continuous Disclosure Policy, to make sure that information flows are controlled, and to reduce the likelihood of inadvertent disclosures outside the continuous disclosure reporting regime.

### Annual General Meetings

Shareholders are invited to attend and participate in our annual general meeting each year. We encourage shareholders to send questions to us in advance of the annual general meeting, either online or by mail.

At the meeting, a reasonable opportunity is allowed for Shareholders as a whole to ask questions about or make comments on the management of Jameson or the business of the meeting.

Shareholders are also invited to submit written questions directed to the auditor about the content of the auditor's report and the conduct of the audit of the Annual Financial Report.

### Jameson Website

The investor centre on our website provides a central point for Shareholders to access information including ASX announcements, media releases, presentations, reports and information about dividend history and the annual general meeting.

### Investor Relations

We are committed to engagement with the investment community, telling our story and communicating our strategy.

We have an investor relations program to facilitate an effective two-way communication with the investment community to provide a better understanding of Jameson's performance.



## How we maintain integrity of financial reporting



### Board

Directors are responsible for assessing whether the financial statements and notes are in accordance with the Corporations Act, that they comply with accounting standards and give a true and fair view of the financial position and performance of the Group.

A Directors' declaration to this effect is included in the annual and half-year financial reports.

### Audit, Risk and Sustainability Committee (ARSC)

The Audit, Risk and Sustainability Committee assists the Directors by providing oversight of the Group's financial reporting responsibilities: Specifically, the ARSC:

- Reviews the half-year and full year statutory financial reports for recommendation to the Board
- Reviews significant accounting estimates and judgements used for the preparation of the financial reports
- Reviews any proposed changes or new Group accounting policies
- Monitors accounting, statutory reporting and disclosure requirements
- Reviews the effectiveness of the Group's risk and internal control management framework
- Will review the Group's sustainability reporting framework.

### Management Declarations

A declaration process, supported by due diligence and verification, is undertaken across the Group for the annual financial statements.

### External Auditor

Norman Neill from HLB Mann Judd is Jameson's external auditor.

The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises. Any appointment made by the Board must be ratified by Shareholders at the next annual general meeting of the Company.

The Audit and Risk Committee interacts with the external auditor and its responsibilities include consideration of the appointment of the external auditor, approval the remuneration and terms of engagement of the external auditor, monitoring and reviewing the external auditor's independence, objectivity and effectiveness and developing and implementing policy on the engagement of the external auditor to supply consultancy services, taking into account relevant ethical guidance regarding the provision of consultancy services by the external audit firm.

The external auditor is invited to attend meetings of the Audit, Risk and Sustainability Committee at the invitation of the Committee and presents the outcomes of external audits of the Company.

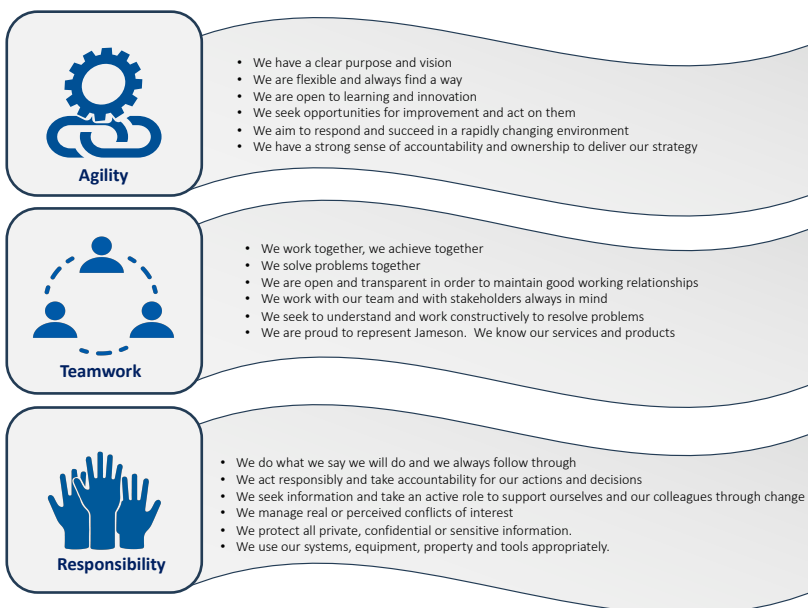
### Internal Audit

Jameson does not have an internal audit function. The Board is of the view that it is not cost effective to have an internal audit function at this point in time given the size of the business and the fact that Jameson is in exploration phase and is not a complex operation. This decision will however be kept under review. The Board will work with management to review the management assurance function, to provide assurance to the Board on the effectiveness of internal controls and to recommend improvements to those controls.

## How we conduct ourselves

At Jameson we strive to meet the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted Code of Conduct that sets out the conduct expectations for the Board, management and employees of the Company when dealing with each other, shareholders and the broader community.

Jameson's Values inform the behaviours, leadership attributes and decision-making of all of its directors, management, employees and contractors. They reflect how we work, treat each other and interact with the people and communities around Jameson. These Values are:



### Share Trading

Our Securities Trading Policy imposes restrictions on trading in Jameson's securities by Directors and employees who are in possession of price sensitive information. In addition, closed periods prevent trading by Directors and employees which are 5 business days immediately leading up to and until the close of business on the next business day after:

- o the announcement of Jameson's Half Yearly, and Annual Report
- o the release of a disclosure document for the offer of securities in the Company containing Inside Information or information that has not been announced to the market under ASX Listing Rule 3
- o the release Quarterly Activities Report
- o the release of a target statement for a takeover offer for securities in the Company or the release of a bidder's statement for the issue of Securities in the Company or a scheme booklet for a merger by way of a scheme of arrangement involving the Securities of the Company.

### Anti-Bribery and Corruption

This Policy details the Group's expectations about promoting high standards of personal integrity and honest, ethical and responsible conduct and promoting behaviour in accordance with our Values. The Policy provides guidance to ensure that there is an understanding of the circumstances that may comprise bribery or corruption.

### Whistleblower Protection

Jameson expects and encourages its people, including contractors, to disclose instances of potential misconduct. We commit to objective evaluation of information received to ensure reasonable basis, controlling the disclosure process and protecting whistleblowers against reprisals.

## How we remunerate Non-Executive Directors

The Directors decide the total amount paid to each Director as remuneration for their services. Under ASX Listing Rules the total amount paid to all non-executive directors must not exceed in total in any financial year the amount fixed in a general meeting of Jameson. This amount is currently \$300,000. Annual Directors' fees agreed to be paid are \$100,000 to the Chairman, Nicole Hollows (inclusive of superannuation) and \$45,000 to each Non-Executive Director plus superannuation at the statutory rate.

Non-executive directors may be paid such additional or special remuneration as the Directors decide is appropriate where a Director performs extra work or services which are not in the capacity as a Director of Jameson.

Principles of non-executive director remuneration outlined in the Non-Executive Director Remuneration Policy include:

- Remuneration of non-executive directors is predominantly in the form of a base fee, which is inclusive of statutory superannuation.
- non-executive directors do not participate in performance-based remuneration
- non-executive directors do not participate in equity schemes
- non-executive directors do not receive retirement benefits
- the remuneration of non-executive directors is reviewed annually by Jameson's Nomination and Remuneration Committee and is determined by the Board taking into account a number of factors including external remuneration benchmarking data, where relevant, advice from external remuneration consultants, responsibilities and time spent on Company business and outcomes of Board performance reviews
- non-executive directors are entitled to be reimbursed for all reasonable out of pocket expenses incurred in connection with the performance of their duties as a director of Jameson.

## How we remunerate the Managing Director

For the Managing Director, remuneration comprises total fixed remuneration (TFR), a short-term incentive (STI) and a long-term incentive (LTI). Our Remuneration Report provides further detail on the MD's remuneration.

### Total Fixed remuneration (TFR)

The guaranteed remuneration paid to Employees for performing their duties and accountabilities. It comprises base salary plus compulsory superannuation. TFR is targeted at the 50th percentile of the market for on-target performance with the opportunity to earn in excess of this amount under Jameson's performance-based remuneration program.

### Short Term Incentive (STI)

The STI is an at-risk cash payment that recognises outstanding performance of the individual over a twelve-month period. The MD is required to exceed individual performance targets established by the Board to receive the full proportional percentage amount available.

### Long Term Incentive (LTI)

The LTI is an at-risk incentive plan that aligns medium and long-term shareholder interests with that of plan participants. Under the LTI plan, the Managing Director may at the Board's discretion and with approval of Shareholders be granted options, which will only vest on the achievement of certain performance hurdles and service conditions. An offer may be made under the LTI plan to eligible participants each financial year. The objectives of the LTI plan are to:

- align participants incentives with Shareholders' interests
- balance the short term with the long term company focus
- retain high calibre employees by providing an attractive equity-based incentive that builds an ownership of the company mindset.

## Our approach to diversity

Jameson is committed to creating an environment where:

- a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals
- a workplace culture characterised by inclusive practices and behaviours for the benefit of all personnel
- there are equal employment and career development opportunities that enable diversity
- a work environment that values and utilises the contributions of employees with diverse gender, backgrounds, experiences and perspectives through improved awareness of the benefits and successful management of workforce diversity and successful management of diversity
- awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity.

Jameson is a small resources exploration company and is yet to commence operations. It has a total of 4 directors (including 1 employee) and a contracted CFO and contracted Company Secretary which make up the supervisory and management group. Currently women comprise 50% (2 out of 6) of the entire supervisory and management group. It has one other contracted accountant.

Until Jameson enters its operational phase, it is intended to maintain the gender diversity of the supervisory and management group, defined as the Board, CFO and Company Secretary at at least 40% women.

Jameson's measurable objectives for gender diversity are set out below:

Measurable Objective	Target	FY23 Achievement
Number of females within the supervisory and management group of Jameson Limited – defined as the Board, CFO and Co Sec	40% females	33% females
The proportion of women in Jameson (including all full-time, part-time, casual and contractors), women in senior executive positions and women on the Board	40% females	33% females
Number of females employed by Jameson and its subsidiaries once operations commence. Note these targets have been set taking into account that the mining industry is a male dominated industry with a finite employee pool given the location of the Crown Mountain Project	Year 1: 15% females Year 2: 20% females Year 3: 25% females Year 4: 30% females Year 5: 30% females	Not applicable as operations not yet commenced
Female Employee Turnover Rate of Jameson and its subsidiaries once operational	Less than the average total employee turnover rate	Not applicable as operations not yet commenced

## How we manage risk

### Risk Management

The identification and proper management of Jameson's financial and non-financial risks is a key focus of the Board. Jameson has adopted a Risk Management and Internal Control Policy appropriate for its business. This Policy highlights Jameson's commitment to designing and implementing systems and methods appropriate to minimise and control its risks.

The Board is responsible for overseeing and approving risk management strategy and policies. The Board has delegated to the Audit and Risk Committee responsibility for:

- advising and assisting the Board in assessing risk factors and risk mitigation strategies associated with the execution of projects and the implementation of strategy
- monitoring the internal and external risk environments of the Company
- reviewing, at least annually, the effectiveness of the Company's implementation of its Risk Management and Internal Control Policy, and report to the Board on its findings.

The ARSC monitors and reviews the implementation and operation of the risk management and internal control policy. The Committee together with the Board regularly reviews the effectiveness of the Company's risk management framework, its escalation procedures and how management reports and monitors risks within the Company's risk appetite and tolerances.

### Risk Appetite

All enterprise risks are managed within a defined risk appetite which is aligned with Jameson's strategic objectives. The Board's risk appetite for its enterprise risks are documented in the Jameson's Risk Appetite Statement (RAS).

Jameson's RAS is reviewed, updated and approved annually by the Board. The effectiveness of the risk management system is also reviewed at the same time.

The measurement and reporting of performance against Jameson's risk appetite is important to the overall purpose of the RAS, which is to express the level and types of risk that Jameson is willing to assume in order to achieve its strategic objectives. The Group's adherence to the risk appetite is reported on a monthly basis to the Board.

### Sustainability Risk Management

Jameson believes it is important to acknowledge the role metallurgical coal, and in turn steel, has in everyday life. We are committed to working with customers and supply chains to achieve lower emissions but steel making coal and steel will continue to play an ongoing and critical role in modern society as an integral ingredient in building infrastructure, cars, buses, trucks, clean energy including wind and solar, houses, appliances and high-rise apartments that contribute to the improved quality of life in both developed and developing nations.

Jameson represents the next generation of Canadian steel making coal developers (and ultimately producers) who want to ensure that the metallurgical coal that is extracted for use as a vital ingredient in steel making process is done so in a considered, sustainable manner that places great emphasis on the environmental and social implications of everything that we do.

Sustainability is at the core of our purpose to become an independent growth orientated metallurgical coal developer focused on delivering sustainable outcomes. Our strategic goal is to ensure that Jameson Grows Sustainably with a focus on long term sustainable development – we put the health and safety of our employees and contractors first, we aspire to sustainably manage our environmental impact, foster inclusion and diversity and engage with our local communities to ensure we are a valued long term community partner.

At the local community level, we view and manage sustainability through engagement with stakeholders, being open and transparent about how we operate and will seek to manage our risks to minimise environmental, social and cultural impacts.

We also believe that supporting local communities and First Nations through education and providing opportunities for employment will be valuable as we move closer to construction and production of the Crown Mountain Hard Coking Coal Project.

### Environmental Risk Management

We recognise that our environmental performance and management of environment impacts on local communities plays a significant role in social value and being a valued community partner.

## How we manage risk (cont.)

Our approach to environmental management in our Environmental Application has been to use a proven science-based approach to identify, quantify and mitigate risks. This approach has included the development of quantitative ungulate and carnivore occupancy models which provide a more comprehensive assessment of the baseline environment so that any potential negative impacts can be identified and mitigated.

The robust approach to identifying and in turn minimising environmental impacts will be applied throughout the lifecycle of the Crown Mountain Hard Coking Coal Project from development and operation through to closure. Our mine closure and biodiversity management plans have included consideration of the Mining Association of Canada Towards Sustainable Mining Framework and the International Council of Mining and Metals protocols to ensure that best practice is being applied to these plans.

### Climate Change Risk Management

Furthermore, sustainability includes addressing the challenges and opportunities of climate change and acknowledging the uncertainty that climate change presents. We are committed to partnering with customers and supply chains to achieve lower emissions. Additionally, as we progress through the permitting process toward Final Investment Decision, continued trade off analysis of potential improvements that may result in reductions in emissions will be considered, including:

- securing power supply from BC Hydro where ~95% of power comes from Hydro sources
- using efficient diesel engines when compared with the rapidly evolving electric vehicle and hydrogen fuel cell markets, including the benefits derived from regenerative braking for electric haul trucks that also have the potential to reduce noise and air pollution
- the use of LNG storage (and regassification) compared with the use of a gas pipeline and the economic and environmental benefits.