

25 May 2026

Dear Shareholder

Extraordinary General Meeting – Notice of Meeting and Proxies

Notice is given that an Extraordinary General Meeting (**Meeting**) of Shareholders of Jameson Resources Limited (**Company**) will be held as follows:

Time and date: 10:00 am (Brisbane time) on Thursday, 25 June 2026

Location: Automic Virtual Meeting Platform - https://us02web.zoom.us/webinar/register/WN_CRPdLBwtQNKKPxz0ajyDpw

Notice of Meeting

In accordance with the *Corporations Act 2001 (Cth)* the Company will not be dispatching physical copies of the Notice of Meeting unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically and can be viewed and downloaded from:

- The Company's website at <https://jamesonresources.com.au/asx-announcements/>; and
- The ASX market announcements page under the Company code "JAL"

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting

Voting at the Meeting

Shareholders who wish to vote virtually at the Virtual AGM will need to log into the Automic website <https://investor.automic.com.au/#/home> with their username and password. Schedule 3 of the Notice of Meeting has detailed instructions on how to vote online at the meeting.

Voting by Proxy

Shareholders may also vote by lodging a proxy form.

Proxy forms can be lodged:

- **Online:** www.investor.automic.com.au/#/loginash using your secure access information or using your mobile device to scan the personalised QR code
- **By mail:** Automic GPO Box 5193, Sydney NSW 2011 Australia
- **In person:** Automic Level 5, 126 Phillip Street, Sydney NSW 2000
- **By Email:** meetings@automicgroup.com.au
- **By fax:** +61 2 8583 3040

Your proxy voting instruction must be received by 10:00 am (Brisbane time) on Tuesday, 23 June 2026. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how to vote, they should seek advice from their professional advisers prior to voting.

Authorised for release by the Company Secretary.

For personal use only

JAMESON RESOURCES LIMITED

ACN 126 398 294

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10am (Brisbane time)
DATE: Thursday, 25 June 2026
VENUE: Via Online Meeting Platform

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10.00am (Brisbane Time) on Tuesday 23 June 2026.

IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that an Extraordinary General Meeting of Jameson Resources Limited (**Company**) will be held via an online meeting platform provided by the Company's share registry, Automic, at **10am (Brisbane time) on Thursday 25 June 2026**, details of which are as provided in this notice (**Virtual EGM**).

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

Virtual participation at the EGM

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to 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 display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to join the meeting.
4. Click on "**Join Meeting**" and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Questions from Shareholders at the Virtual EGM

The Company will also provide Shareholders the opportunity to ask questions in writing or orally during the Virtual EGM in respect of the formal items of business as well as general questions in respect of the Company and its business.

Shareholders are also encouraged to submit written questions in advance of the Virtual EGM. Written questions can be submitted in writing to the Company Secretary, Alexandra Coleman at alexcoleman@jamesonresources.com.au at least 5 Business Days before the Virtual EGM, being 10am (Brisbane time), Thursday 18 June 2026.

Voting in Person at the Virtual EGM

The Directors have resolved that Shareholders and their proxies will not be able to attend the Meeting physically due to the meeting being held virtually and all directors being in various geographical locations.

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

Voting by proxy at the Virtual 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 10:00 am (Brisbane time) on Tuesday, 23 June 2026. Any Proxy Form received after that time will not be valid.

By mail: Automic GPO Box 5193, Sydney NSW 2011 Australia

In person: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

By email: meetings@automicgroup.com.au

By fax: +61 2 8583 3040

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.

Corporate Representatives

A Shareholder which is a body corporate and entitled to attend and vote at the Meeting, or a proxy which is a body corporate and is appointed by a Shareholder entitled to attend and vote at the Meeting, may appoint an individual to act as its representative at the Meeting.

Voting virtually

Shareholders who wish to vote virtually at the Virtual 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. All resolutions will be decided on a poll.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Virtual EGM to avoid any delays on the day of the Virtual 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: <https://investor.automic.com.au>
2. Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.
3. After logging in, a banner will be displayed at the top once the meeting is open for registration, click on "View" when this appears.
4. Click on "Register" and follow the steps.
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting.
6. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen.
7. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

Further information with respect to virtual meeting registration, voting and online proxy lodgment from Automic is annexed to this Notice of Meeting at **Schedule 3**.

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AGENDA | BUSINESS OF THE MEETING

Resolution 1 – Ratification of issue of Placement Shares under Listing Rule 7.4

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the issue of 51,936,364 Shares at an issue price of \$0.055 pursuant to the Placement on the terms and conditions described in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution 1 by or on behalf of:

- a person who participated in the issue or who is a counterparty to the agreement being approved; or
- an associate of those persons.

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

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

Resolution 2 – Approval of issue of Tranche 2 Placement Shares to an entity controlled by Michael McDonald under Listing Rule 10.11

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 455,000 Shares to Mr Michael McDonald (or his nominee) at an issue price of \$0.055 under the Placement on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution 2 by or on behalf of:

- Mr Michael McDonald (or his nominee);
- any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or

- an associate of those persons

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

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

Resolution 3 – Approval of issue of Tranche 2 Placement Shares to an entity controlled by Michael Gray under Listing Rule 10.11

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,090,910 Shares to Mr Michael Gray (or his nominee) at an issue price of \$0.055 under the Placement on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of:

- Mr Michael Gray (or his nominee);
- any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of those persons

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

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

- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4 – Approval of issue of Tranche 2 Placement Shares to Steve van Barneveld under Listing Rule 10.11

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 182,000 Shares to Mr Steven van Barneveld (or his nominee) at an issue price of \$0.055 under the Placement on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of:

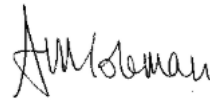
- Steve van Barneveld (or his nominee);
- any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of those persons

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

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

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

Dated: 25 May 2026



By order of the Board

**Alexandra Coleman
Company Secretary**

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Virtual 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

On 17 April 2026, the Company raised approximately \$2,856,500 by the issue of 51,936,364 fully paid ordinary shares at an issue price of \$0.055 per Share (**2026 Placement**).

Resolution 1 seeks ratification for the issue of the Shares issued under the 2026 Placement (**2026 Placement Shares**) under Listing Rule 7.4.

Resolutions 2, 3 and 4 respectively seek Shareholder approval to issue up to 455,000 of the Tranche 2 Placement Shares to Michael McDonald (Non-Executive Director), up to 1,090,910 of the Tranche 2 Placement Shares to Cassoulet Pty Ltd as trustee for the Maree & Michael Gray Superannuation fund, an entity controlled by Michael Gray (Interim Executive Chairman and Managing Director) and up to 182,000 of the Tranche 2 Placement Shares to Steve van Barneveld (Non-Executive Director) who participated in the Placement.

The funds raised from the 2026 Placement will primarily be used for completion of preparation of the Final Environmental Assessment Application for the Crown Mountain Steelmaking Coal Project for submission to regulators. Funds will also be used for:

- Continued engagement with Indigenous Nations in relation to the EA process and ongoing negotiation of long-term engagement and partnership agreements
- NWP administration, project management costs and overheads; and
- Working capital and JAL corporate costs,

(the **2026 Placement Purpose**).

RESOLUTION 1 – RATIFICATION OF ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.4

Background

On 18 April 2026, the Company issued the 2026 Placement Shares to raise approximately \$2.85 million.

The 2026 Placement Shares were issued under the Company's existing placement capacity in accordance with Listing Rule 7.1.

This Resolution is an ordinary resolution and seeks Shareholder approval and ratification of the prior issue of the 2026 Placement Shares pursuant to Listing Rule 7.4.

Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue or agree to issue without the approval of its shareholders over any 12 month period to 15% of the aggregate of the fully paid ordinary shares it had on issue at the start of that 12 month period plus any fully paid ordinary shares issued with Shareholder approval under Listing Rule 7.1 or 7.4 or under an exception in Listing Rule 7.2 (**15% Capacity**).

The 2026 Placement Shares do not fit within any of the exceptions to Listing Rule 7.1 and, as the issue was not approved by the Company's Shareholders, the issue of the Tranche 1 Shares used up part of the Company's 15% Capacity, reducing the Company's ability to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.

Listing Rule 7.4

Listing Rule 7.4 provides that where a company in a general meeting ratifies a previous issue of securities made or agreed to be made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1, and so does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

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

Accordingly, the Company seeks ratification by the Shareholders of the issue of the 2023 Placement Shares pursuant to Listing Rule 7.4 under Resolution 1 so that the 2023 Placement Shares do not reduce the Company's available 15% Capacity and are included in the Company's aggregate issued fully paid ordinary shares when calculating that capacity.

If Resolution 1 is not passed, the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 during the 12 months following the issue date of the 2026 Placement Shares, will continue to be reduced by the number of 2026 Placement Shares.

Specific information required by Listing Rule 7.5

7.5.1	Names of the persons receiving the securities	Refer to Schedule 1
7.5.2	Number and class of securities	fully paid ordinary shares
7.5.3	If the securities are not fully paid ordinary securities, a summary of the material terms	N/A

7.5.4	Date of issue	17 April 2026
7.5.5	Issue price	\$0.055 per Placement Share
7.5.6	The purpose of the issue	<ul style="list-style-type: none"> completion of preparation of the Final Environmental Assessment Application for the Crown Mountain Steelmaking Coal Project for submission to regulators. Continued engagement with Indigenous Nations in relation to the EA process and ongoing negotiation of long-term engagement and partnership agreements NWP administration, project management costs and overheads; and Working capital and JAL corporate costs
7.5.7	Summary of the material terms of the agreement	The 2026 Placement Shares were offered under an offer letter containing customary conditions, information and warranties.
7.5.8	A voting exclusion statement.	A voting exclusion statement is set out under Resolution 1 in the Notice of Meeting

Directors recommendation

The Directors unanimously recommend you vote in favour of Resolution 1.

RESOLUTION 2 – APPROVAL OF ISSUE OF TRANCHE 2 PLACEMENT SHARES TO AN ENTITY CONTROLLED BY MICHAEL MCDONALD UNDER LISTING RULE 10.11

Background

Resolution 2 seeks Shareholder approval by ordinary resolution under Listing Rule 10.11 for the issue of up to 455,000 of the Tranche 2 Placement Shares to Mr Michael McDonald (or his nominee) (**McDonald Placement Shares**) under the 2026 Placement.

The issue of the McDonald Placement Shares is subject to Shareholders approving this Resolution 2.

Applicable Listing Rules

Listing Rule 10.11 provides that a company must not issue or agree to issue Equity Securities to any of the following persons without obtaining approval of its shareholders:

- a related party (Listing Rule 10.11.1);
- a person who is or was at any time in the 6 months before the issue or agreement a substantial (30%+) holder in the entity (Listing Rule 10.11.2);
- a person who is or was at any time in the 6 months before the issue or agreement a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity (Listing Rule 10.11.3);
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- a person whose relationship with the company or a person referred to in Listing Rule 10.1411 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

Mr McDonald is a director of the Company, so the proposed issue of the McDonald Placement Shares to him, or his nominee, falls within Listing Rule 10.11.1 above and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the McDonald Placement Shares to Michael McDonald or his nominee under the 2026 Placement.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the McDonald Placement Shares to Michael McDonald or his nominee and those shares will either not be issued or will be reallocated to another party or parties which participated in the Placement.

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

Specific information required by Listing Rule 10.13

10.13.1	Name of the person	Mr Michael McDonald, or his nominee
7.13.2	Which category in rules 10.11.1 -10.11.5 the person falls within and why	Mr McDonald falls within Listing Rule 10.11.1 because he is a director, and therefore a related party, of the Company for the purposes of the listing rules. If he appoints a nominee, it will also be a related party, as it will be controlled by him.
10.13.3	The number and class of securities	Up to 455,000 fully paid ordinary shares
10.13.4	If not fully paid ordinary securities, a	N/A

	summary of material terms	
10.13.5	Date of issue	On or about 29 June 2026, and in any event not more than 1 month after the date of this Extraordinary General Meeting.
10.13.6	Issue Price	\$0.055 per McDonald Placement Share
10.13.7	The purpose of the issue	The 2026 Placement Purpose (as set out above)
10.13.8	If the person is a director and the issues is intended to remunerate or incentive the director, details of the directors current total remuneration package	The McDonald Placement Shares do not form part of Mr McDonald's remuneration package. Details of Mr McDonald's remuneration have previously been provided to the market.
7.5.8	Summary of the material terms of the agreement	N/A
7.5.9	A voting exclusion statement.	A voting exclusion statement is set out under Resolution 2 in the Notice of Meeting

Directors' recommendations

Messrs Gray, and van Barneveld recommend that Shareholders vote in favour of Resolution 2.

Mr McDonald has a material personal interest in the outcome of Resolution 2. Accordingly, Mr McDonald declines to make any recommendations as to how Shareholders should vote on Resolution 2.

RESOLUTION 3 – APPROVAL OF ISSUE OF TRANCHE 2 PLACEMENT SHARES TO AN ENTITY CONTROLLED BY MICHAEL GRAY UNDER LISTING RULE 10.11

Background

Resolution 3 seeks Shareholder approval by ordinary resolution under Listing Rule 10.11 for the issue of up to 1,090,910 of the Tranche 2 Placement Shares to Mr Michael Gray (or his nominee) (**Gray Placement Shares**) under the Placement.

The issue of the Gray Placement Shares is subject to Shareholder approving this Resolution 3.

Applicable Listing Rules

A summary of Listing Rule 10.11 is set out above.

Mr Gray is a director of the Company, so the proposed issue of the Gray Placement Shares to him, or his nominee, falls within Listing Rule 10.11.1 above and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Gray Placement Shares to Michael Gray or his nominee under the 2026 Placement.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Gray Placement Shares to Michael Gray or his nominee and those shares will either not be issued or will be reallocated to another party or parties which participated in the Placement.

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

Specific information required by Listing Rule 10.13

10.13.1	Name of the person	Mr Michael Gray, or his nominee
7.13.2	Which category in rules 10.11.1 -10.11.5 the person falls within and why	Mr Gray falls within Listing Rule 10.11.1 because he is a director, and therefore a related party, of the Company for the purposes of the listing rules. If he appoints a nominee, it will also be a related party, as it will be controlled by him.
10.13.3	The number and class of securities	1,090,910 fully paid ordinary shares
10.13.4	If not fully paid ordinary securities, a summary of material terms	N/A
10.13.5	Date of issue	On or about 29 June 2026, and in any event not more than 1 month after the date of this Extraordinary General Meeting.
10.13.6	Issue Price	\$0.055 per Gray Placement Share
10.13.7	The purpose of the issue	The 2026 Placement Purpose (as set out above)
10.13.8	If the person is a director and the issues is intended to remunerate or incentive the director, details of the directors current total remuneration package	The Gray Placement Shares do not form part of Mr Gray's remuneration package. Details of Mr Gray's remuneration have previously been provided to the market.

7.5.8	Summary of the material terms of the agreement	N/A
7.5.9	A voting exclusion statement.	A voting exclusion statement is set out under Resolution 3 in the Notice of Meeting

Directors' recommendations

Messrs McDonald and van Barneveld recommend that Shareholders vote in favour of Resolution 3.

Mr Gray has a material personal interest in the outcome of Resolution 3. Accordingly, Mr Gray declines to make any recommendations as to how Shareholders should vote on Resolution 3.

RESOLUTION 4 – APPROVAL OF ISSUE OF TRANCHE 2 PLACEMENT SHARES TO STEVE VAN BARNEVELD UNDER LISTING RULE 10.11

Background

Resolution 4 seeks Shareholder approval by ordinary resolution under Listing Rule 10.11 for the issue of up to 182,000 of the Tranche 2 Placement Shares to Mr Steve van Barneveld (or his nominee) (**Van Barneveld Placement Shares**) under the Placement.

The issue of the Van Barneveld Placement Shares is subject to Shareholder approving this Resolution 4.

Applicable Listing Rules

A summary of Listing Rule 10.11 is set out above.

Mr van Barneveld is a director of the Company, so the proposed issue of the Van Barneveld Placement Shares to Mr van Barneveld (or his nominee) falls within Listing Rule 10.11.1 above and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Van Barneveld Placement Shares to Mr van Barneveld (or his nominee) under the Placement.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Van Barneveld Placement Shares to Mr van Barneveld and those shares will either not be issued or will be reallocated to another party or parties which participated in the Placement.

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

Specific information required by Listing Rule 10.13

10.13.1	Name of the person	Steve van Barneveld (or his nominee)
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7.13.2	Which category in rules 10.11.1 -10.11.5 the person falls within and why	Mr van Barneveld falls within Listing Rule 10.11.1 because he is a director, and therefore a related party, of the Company for the purposes of the listing rules. If he appoints a nominee, it will also be a related party, as it will be controlled by him.
10.13.3	The number and class of securities	182,000 fully paid ordinary shares
10.13.4	If not fully paid ordinary securities, a summary of material terms	N/A
10.13.5	Date of issue	On or about 29 June 2026, and in any event not more than 1 month after the date of this Extraordinary General Meeting.
10.13.6	Issue Price	\$0.055 per Van Barneveld Placement Share
10.13.7	The purpose of the issue	The 2026 Placement Purpose (as set out above)
10.13.8	If the person is a director and the issues is intended to remunerate or incentive the director, details of the director's current total remuneration package	The Van Barneveld Placement Shares do not form part of Mr van Barneveld's remuneration package. Details of Mr van Barneveld's remuneration have previously been provided to the market.
7.5.8	Summary of the material terms of the agreement	N/A
7.5.9	A voting exclusion statement.	A voting exclusion statement is set out under Resolution 4 in the Notice of Meeting

Directors' recommendations

Messrs McDonald and Gray recommend that Shareholders vote in favour of Resolution 4.

Mr van Barneveld has a material personal interest in the outcome of Resolution 4. Accordingly, Mr van Barneveld declines to make any recommendations as to how Shareholders should vote on Resolution 4.

GLOSSARY

\$ means Australian dollars.

15% Capacity has the meaning given in the Explanatory Statement.

2026 Placement has the meaning given in the Explanatory Statement.

2026 Placement Shares has the meaning given in the Explanatory Statement.

ASIC means the Australian Securities & Investments Commission.

Associate has the meaning given in the Listing Rules.

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

Board means the current board of directors of the Company.

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

Chair means the Chair of the Meeting.

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

Constitution means the Company's constitution.

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

Director means a director of the Company.

Equity Security has the meaning given in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Gray Placement Shares has the meaning given in the Explanatory Statement.

Listing Rules means the Listing Rules of ASX.

McDonald Placement Shares has the meaning given in the Explanatory Statement.

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

Placement has the meaning given in the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

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

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.

Tranche 1 Placement Shares has the meaning given in the Explanatory Statement.

Tranche 2 Placement Shares has the meaning given in the Explanatory Statement.

Van Barneveld Placement Shares has the meaning given in the Explanatory Statement.

SCHEDULE 1 –RECIPIENTS OF 2026 PLACEMENT SHARES

VP FUND SOLUTIONS LUXEMBOURG SA ATF the Crocodile Capital 1 Global Focus Fund

CROCODILE CAPITAL Offshore Fund

INVESTING NEWS NETWORK PTY LTD

BFT ONE Pty Ltd

C5 Holdings Pty Ltd

Hamish Coleman

MMADAC Investments Pty Ltd

KING5 SMSF PTY LTD

Warburton Pty. Ltd.

Dr. Andrew Wai-Ming SEE

MR ROSS HAYWARD & MRS CHRISTINA HAYWARD

KODINA PTY LTD

TYWO Pty Ltd

Mr David Grundmann & Mrs Michelle Grundmann

Mr Gerald Pearce

Auscoastal Logistics Pty Ltd

Fiduci Pty Ltd

Jo-Anne Margaret Gilbey

Mr Sean Lynch & Mrs Corryn Lynch

Dr Ron Cassano

MR MICHAEL STEPHEN COOK

AURORA ALLOCATION PTY LTD

MR MICHAEL PHILIP HEDLEY

Byanby Pty Ltd

Mitchell Loughnan

Thomas Loughnan

lenera farm pty ltd

For personal use only

BUSHMAN05 PTY LTD

Bruce Smart

Raskus Pty Ltd

Thang Pty Ltd

LM2 INVEST PTY LTD

For personal use only

For personal use only

Your proxy voting instruction must be received by **10:00pm (AEST) on Tuesday, 23 June 2026**, 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 Key Management Personnel.

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://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

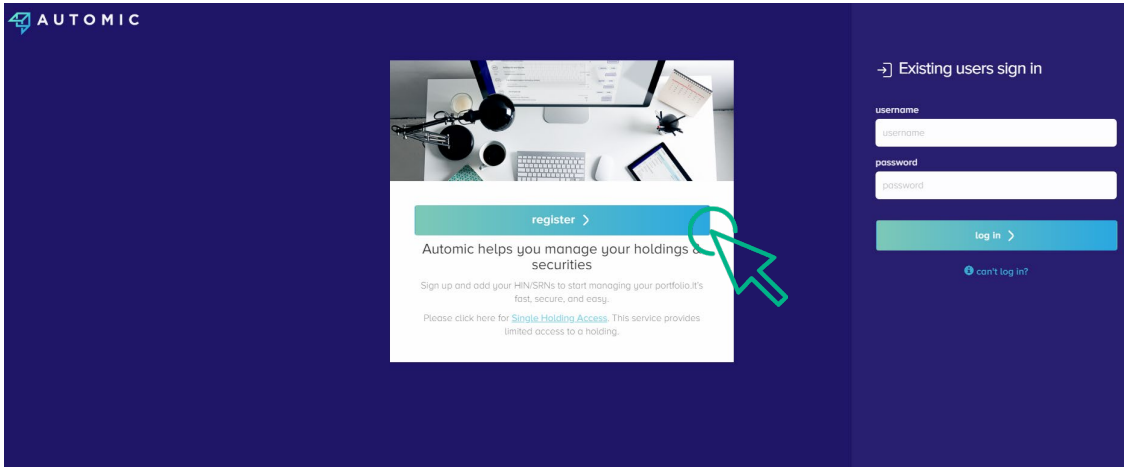
For personal use only

Virtual Meeting Registration and Voting

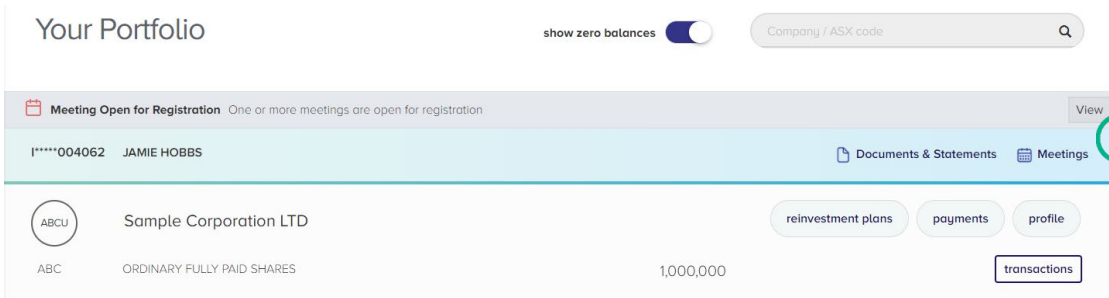
For personal use only

REGISTRATION

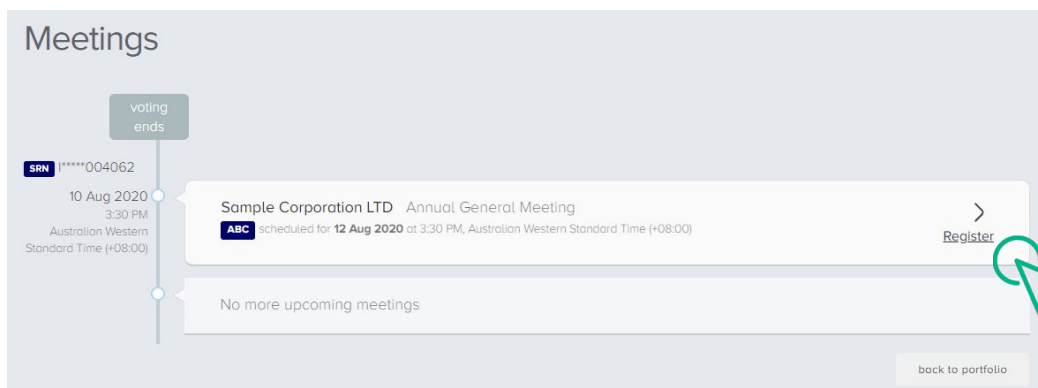
- Go to: <https://investor.automic.com.au/#/home>.
- Log in using your existing username and password or click on “register” and follow the on-screen prompts to create your login credentials.



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.



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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" (with a document icon) and the final step is "Complete" (with a checkmark icon). Below the progress bar, the heading "Registration - Step 1 of 2" is displayed. The main content area contains a question: "Will you be registering to vote?". Below the question, there is explanatory text: "If you have already lodged a Proxy Form and wish for your proxy vote to stand, please select 'NO, I will not be voting'. If you have lodged a Proxy Form and wish to amend your vote, please select 'YES, I would like to vote'". There are two radio button options: "YES, I would like to vote" (which is selected) and "NO, I will not be voting". A blue "next" button is located at the bottom right of the form area. 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" (with a checkmark icon) and the previous step was "Registration" (with a document icon). Below the progress bar, the heading "Complete - Step 2 of 2" is displayed. The main content area contains a green checkmark icon followed by the text "Registration Complete!". Below this, it says "The voting is not open yet. Refresh this page or come back here later." A blue "Refresh" button is located at the bottom right of the main content area. 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=QTFUUGhjb1YyZjNQd2xVWXdlMGgwZz09>. A green mouse cursor is pointing at the "Refresh" button, and another green mouse cursor is pointing at the URL.

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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=QTFUUGhjbLYzNkQd2xVWXdIMGgwZz09>

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

Progress: Poll (0/100%) | Review (100%) | Complete (100%)

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=TFF0TTdGTEhGSENIbUN5NzF3bLUUQT09:](https://us02web.zoom.us/j/85784417406?pwd=TFF0TTdGTEhGSENIbUN5NzF3bLUUQT09;)

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