

# ASX Announcement

26 October, 2026

## Annual General Meeting 2026

Dear Shareholder,

### ANNUAL GENERAL MEETING – NOTICE OF MEETING AND PROXIES

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Jameson Resources Ltd (**ASX:JAL**) (**Jameson Resources** or the **Company**) will be held in person as follows:

**Time & Date** 10.00am (AEST) on Thursday 26 November 2026

**Location** The offices of the Automic Group, at Suite 2703, Level 27, 111 Eagle Street Brisbane Qld 4000

### 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 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 will not be able to vote online if unable to attend in person and are encouraged to submit a proxy form before the Meeting.

### Voting by Proxy

To vote by proxy, complete and sign the proxy form in accordance with the instructions set out in 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, 24 November 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](mailto:meetings@automicgroup.com.au)

**By fax** +61 2 8583 3040

|                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><b>Online</b></p> <p>scan the QR code below using your smartphone</p>  | <p>Lodge your Proxy vote online at <a href="https://singleholding.automic.com.au/login">https://singleholding.automic.com.au/login</a> by following the below instructions:</p> <ol style="list-style-type: none"> <li>1. Login to the Automic website using the holding details as shown on your holding statement.</li> <li>2. Click on 'Meetings' - 'Vote'.</li> </ol> <p>To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.</p> |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (**Automic**), at [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au) or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

### Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at [alexcoleman@jamesonresources.com.au](mailto:alexcoleman@jamesonresources.com.au).

This announcement is authorised for release to the market by the Company Secretary.

#### For further information please contact:

#### Alexandra Coleman

*Company Secretary*

**E:** [alexcoleman@jamesonresources.com.au](mailto:alexcoleman@jamesonresources.com.au)

**P:** +61 413 608 220

---

**JAMESON RESOURCES LIMITED****ACN 126 398 294****NOTICE OF ANNUAL GENERAL MEETING 2026**

---

Notice is given that the Meeting will be held at:

**TIME:** 10:00 am (Brisbane time)

**DATE:** Thursday 26 November 2026

**VENUE:** The offices of the Automic Group at Suite 2703, Level 27, 111 Eagle Street, Brisbane QLD 4000

*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 6:00 pm (Brisbane Time) on Tuesday, 24 November 2026.*

---

## IMPORTANT INFORMATION

### Time and place of Meeting

Notice is given that the Annual General Meeting of Jameson Resources Limited (**Company**) will be held at **10:00 am (Brisbane time) on Thursday, 26 November 2026**, at the offices of the Automic Group at Suite 2703, Level 27, 111 Eagle Street, Brisbane QLD 4000 (**Meeting**).

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

Shareholders will not be able to vote online and are therefore encouraged to submit a Proxy Form before the Meeting.

### Voting by proxy

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, 24 November 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](mailto:meetings@automicgroup.com.au)

**By fax:** +61 2 8583 3040

**Online:** <https://singleholding.automic.com.au/login>

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.

### Questions from Shareholders at the Meeting

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

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

As required under section 250PA of the Corporations Act, the Company will make available at the Meeting those questions directed to the auditor received in writing at least 5 Business Days prior to the Meeting, being questions which the auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the annual Financial Report for the year ended 30 June 2026. The Chair will allow a reasonable opportunity for the auditor

to respond to the questions set out on this list.

Shareholders are also encouraged to submit written questions in advance of the Meeting. 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 Meeting, being 10am (Brisbane time), Thursday, 19 November 2026.

## AGENDA | BUSINESS OF THE MEETING

### Financial Statements and Reports

To receive and consider the annual Financial Report of the Company for the financial year ended 30 June 2026 together with the Declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

#### Resolution 1 – Adoption of Remuneration Report

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

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Directors' Report for the financial year ended 30 June 2026.”*

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

#### Voting Exclusion Statement:

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

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

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

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

See also 'Important Information about appointing a proxy for Resolutions 1 and 3' below for additional requirements and voting exclusions relating to certain proxies.

#### Resolution 2 – Re-election of director – Mr Michael McDonald

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

*“That, for the purpose of clause 13.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Michael McDonald, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

#### Resolution 3 – Grant of Long-Term Incentive Options to a nominee of Mr Michael Gray

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

*“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 1,060,000 Long Term Incentive Options to EWAM Energy Pty Ltd (as trustee for EWAM Energy Trust), (a nominee of Mr Michael Gray) under the Employee Incentive Plan on the terms and conditions set out in the Explanatory Statement.”*

#### Voting Exclusion Statement:

The voting exclusion described in relation to Resolution 1 also applies to Resolution 3.

For the purposes of Listing Rule 14.11, the Company will also disregard any votes cast in favour of Resolution 3 by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 (being any Director, an Associate of any Director, and any person whose relationship with a Director or an Associate of a Director is such that, in ASX's opinion, an acquisition of Shares under the Employee Incentive Plan should be approved by Shareholders) who is eligible to participate in the Employee Incentive Plan and any Associate of such persons.

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

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

See also 'Important Information about appointing a proxy for Resolutions 1 and 3' below for additional requirements and voting exclusions relating to certain proxies.

#### Resolution 4 – Ratification of issue of Placement Shares and Alignment Options 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 69,049,368 Shares at an issue price of \$0.035 and 16,680,263 Alignment Options at an issue price of \$0.0001, 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 4 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 5 – Approval of Listing Rule 7.1A Mandate

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

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

#### Voting Exclusion Statement:

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

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

#### Important Information about appointing a proxy for Resolutions 1 and 3

A person appointed as proxy must not vote on the basis of that appointment, on Resolutions 1 and 3 if:

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

However, this does not apply if:

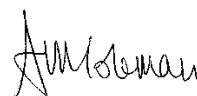
- the person is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you appoint the Chair of the meeting as your proxy, but you do not direct them how to vote on these resolutions, you will be authorising the Chair to vote on these resolutions even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair intends to vote all undirected proxies in favour of all resolutions.

If you wish to appoint any other member of the Key Management Personnel or a Closely Related Party of such a member as your proxy, you should ensure that you direct your proxy how to vote on those resolutions by completing any of the 'For', 'Against' or 'Abstain' boxes for those resolutions on the proxy form or they will not be able to vote.

**Dated: 26 October 2026**

**By order of the Board**



**Alexandra Coleman**  
**Company Secretary**

## EXPLANATORY STATEMENT

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

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

## FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires that the Directors' Report, Auditors' Report and the Financial Statements of the Company for the year ended 30 June 2026 be tabled at the Meeting. These reports are contained in the Company's Annual Report for the financial year ended 30 June 2026.

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

The Company's annual Financial Report is available on its website at <https://jamesonresources.com.au/reports-and-presentations/>

## RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

### General

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

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the annual Financial Report of the Company for the financial year ended 30 June 2026.

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

### Voting consequences

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

## Previous voting results

At the Company's 2025 Annual General Meeting, the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, a spill resolution will not under any circumstances be required for the 2026 Annual General Meeting.

## Voting exclusion statement

A voting exclusion statement is set out in the Notice of Meeting for Resolution 1.

## Directors' recommendation

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

## RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR MICHAEL MCDONALD

### Background

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

Clause 13.2 of the Constitution provides that:

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

In determining the number of Directors to retire, no account is to be taken of:

- (i) a Director who has been appointed by the Board to fill a casual vacancy or as an addition to the existing Directors and only holds office until the next annual general meeting pursuant to clause 13.4 of the Constitution; and/or
- (ii) a Managing Director, pursuant to Clause 17.4 of the Constitution,

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

Listing Rule 14.4 provides that a director (other than a managing director) must seek re-election by the third annual general meeting, or three years, post their appointment, whichever is longer.

The Company currently has 2 Non-Executive Directors and accordingly, one must retire by rotation at the Meeting.

Mr Michael McDonald, the Director longest in office since his last election, retires by rotation and seeks re-election at the Meeting. Mr McDonald was last re-elected by Shareholders at the 2024 Annual General Meeting.

## Michael McDonald, K.C., ICD.D

### Appointed

1 July 2024

### Subsidiary Responsibilities

Director, Crown Mountain Resources Limited

### Committee Responsibilities

Chairman, Audit, Risk & Sustainability Committee (from 19 September 2025)

Member, Nomination and Remuneration Committee

### Experience

Mr McDonald is a recently retired lawyer with an expertise in Mining, Indigenous and Environmental Law having been lead counsel and negotiator on some of Canada's largest and most significant mining, resource and infrastructure projects. He was appointed Queen's Counsel (now King's Counsel) in 2017 and in April 2025 was awarded the Lifetime Achievement Award in Indigenous Business from the Canadian Council for Indigenous Business. Throughout his professional and now business life, he has been a trusted advisor to Indigenous and business leaders in and outside of the Indigenous context in forestry, energy, mining, construction, environmental, and real estate contexts with extensive experience with Environmental Assessments. He has been recognized by Lexpert for his expertise in Mining Law and Indigenous Law. He is also a member of the Board of BC Hydro. His past board duties include Simon Fraser University, World Vision Canada and the Law Society of BC Truth and Reconciliation Working Group. Mike is graduate of the Institute of Corporate Directors Program of Canada.

### Directorships of Other Listed Entities

Nil.

### Location

Mr McDonald is based in Canada.

### Directors' recommendation

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

## RESOLUTION 3 – ISSUE OF LONG-TERM INCENTIVE OPTIONS TO A NOMINEE OF MR MICHAEL GRAY

### General

Resolution 3 seeks Shareholder approval for the issue of up to 1,060,000 Long Term Incentive Options under the Company's Employee Incentive Plan to EWAM Energy Pty Ltd (as trustee for EWAM Energy Trust), (a nominee of Mr Michael Gray).

The Company's Employee Incentive Plan was last approved by Shareholders at the Company's 2025 Annual General Meeting.

The Directors consider that to give the remuneration comprising the proposed grant of Long Term Incentive Options the subject of Resolution 3 is reasonable given the circumstances of the Company and Mr Gray's circumstances, including the responsibilities involved in his employment and as a Director, and, as such falls within the exception set out in section 211 of the Corporations Act from the related party transaction provisions in Chapter 2E of the Corporations Act.

### Applicable Listing Rules

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

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

Mr Gray is a director of the Company (Listing Rule 10.14.1). EWAM Energy Pty Ltd (as trustee for EWAM Energy Trust) is an Associate of Mr Gray (Listing Rule 10.14.2) and Mr Gray's nominee. The proposed issue of Long-Term Incentive Options to Mr Gray's nominee falls within Listing Rule 10.14.2 and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

Resolution 3 seeks the required Shareholder approval for the issue of Long-Term Incentive Options pursuant to the Employee Incentive Plan under and for the purposes of Listing Rule 10.14.

If Resolution 3 is passed, the Company will be able to proceed with the issue of Long-Term Incentive Options under the Employee Incentive Plan as a way to incentivise and align the interests of the Company's Managing Director with the financial success of the Company. The issue of the Long-Term Incentive Options will not reduce the Company's 15% capacity under Listing Rule 7.1 or any capacity under Listing Rule 7.1A.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of Long-Term Incentive Options. In such a scenario, the Company may have to incentivise its Managing Director with other means or with cash payments which will mean less cash for the Company to direct towards its current projects and working capital.

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

### Specific information required by Listing Rule 10.15

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

- (a) EWAM Energy Pty Ltd (as trustee for EWAM Energy Trust), (a nominee of Mr Gray) is the proposed recipient of Long-Term Incentive Options;
- (b) Mr Gray is a Director of the Company (Listing Rule 10.14.1). Mr Gray is a beneficiary of the trust and a director and shareholder of EWAM Energy Pty Ltd. EWAM Energy Pty Ltd (as trustee for EWAM Energy Trust) is an Associate of Mr Gray (Listing Rule 10.14.2);

- (c) The Company proposes to grant to Mr Gray's nominee 1,060,000 Long Term Incentive Options;
- (d) Details of Mr Gray's remuneration package for the current financial year (including the proposed Long Term Incentive Options to be considered at the Meeting, and including superannuation) are set out in the table below:

| Related Party | 2025/2026 Financial Year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Michael Gray  | <ul style="list-style-type: none"> <li>\$318,000 <sup>1</sup></li> <li>Participation in the Company's short term incentive plan which entitles Mr Gray to a cash bonus equivalent to up to 50% total fixed remuneration, subject to meeting Key Performance Indicators established by the Board</li> <li>Participation in the Company's long term incentive plan which entitles Mr Gray to a grant of 1,060,000 options at \$0.15 exercise price subject to the terms and condition and the performance hurdles outlined in Schedule 1.</li> </ul> <p><sup>1</sup> Mr Gray works a 4-day week. This amount reflects the annual total fixed remuneration (base plus superannuation) he is entitled to in 2025/26 based on being employed on a 4-day per week basis. If Mr Gray works 5 days per week, the total fixed remuneration increases proportionally for the period of time he works 5 days per week.</p> |

- (e) 6,000,000 Long Term Incentive Options have previously been granted to Mr Gray's nominee under the Employee Incentive Plan following shareholder approval at prior AGMs. No acquisition price was paid by Mr Gray's nominee for the grant of the Long-Term Incentive Options and Mr Gray's nominee has not yet exercised any of the Long-Term Incentive Options;
- (f) For a summary of the terms and conditions attaching to the Long-Term Incentive Options and the valuation methodology of the Long-Term Incentive Options proposed to be granted to Mr Gray's nominee, refer to Schedule 1 and Schedule 2 to this Notice respectively;
- (g) The Long-Term Incentive Options proposed to be issued to Mr Gray's nominee pursuant to Resolution 3 have been independently valued by Oliver Schweizer, CFA of 22 Corporate Advisory Pty Ltd, acting independently. The value of the Long-Term Incentive Options and the pricing methodology is described at Schedule 2;

The estimated total value of Long-Term Incentive Options proposed to be granted to Mr Gray's nominee is \$6,095.

The Long-Term Incentive Options will be issued no later than 3 months from the date of the 2026 Annual General Meeting;

- (h) The Long-Term Incentive Options are being issued to Mr Gray's nominee at a nil issue price pursuant to the terms of the Employee Incentive Plan;

- (i) For a summary of the Employee Incentive Plan, refer to Schedule 3; and
- (j) There is no loan from the company to any person as required to be detailed by Listing Rule 10.15.10.

#### Statement required by Listing Rule 10.15:

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

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

#### Voting exclusion statement

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

#### Directors' recommendations

The Directors (other than Mr Gray who has a material personal interest in the outcome of the Resolution and declines to make a recommendation) unanimously recommend that Shareholders vote in favour of Resolution 3 as:

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

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

## RESOLUTION 4 – RATIFICATION OF ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.4

#### Background

During September 2026, the Company conducted an accelerated non renounceable entitlement offer (**ANREO**).

In addition to the institutional and retail components of the ANREO, the Company undertook placements of additional fully paid ordinary shares to certain sophisticated and institutional investors (**ANREO Placement Shares**). The first placement was

completed in conjunction with the Institutional Entitlement Offer and the second placement was completed in conjunction with the Retail Entitlement Offer.

The Company issued 45,364,171 ANREO Placement Shares on 10 September 2026 and 23,685,197 ANREO Placement Shares on 25 September 2026, to raise approximately \$2.417 million. The ANREO Placement Shares were issued under the Company's existing placement capacity in accordance with Listing Rule 7.1.

The Company also issued 16,860,263 options to the Lead Manager, or at its discretion, engaged to assist with the ANREO (**Alignment Options**), 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 ANREO Placement Shares and the Alignment Options 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 ANREO Placement Shares and Alignment Options 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 ANREO Placement Shares and Alignment Options 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 equity 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 equity 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 Rule 7.1.

Accordingly, the Company seeks ratification by the Shareholders of the issue of the ANREO Placement Shares and the Alignment Options pursuant to Listing Rule 7.4 under Resolution 4 so that the ANREO Placement Shares and Alignment Options 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 4 is passed, the Company will be able to issue Equity Securities up to the available 15% limit in Listing Rule 7.1 without any further shareholder approval.

If Resolution 4 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 ANREO Placement Shares and Alignment Options.

#### Specific information required by Listing Rule 7.5

##### ANREO Placement Shares

|       |                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|-------|-------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7.5.1 | Names of the persons receiving the securities                                             | Refer to Schedule 4 (a)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 7.5.2 | Number and class of securities                                                            | 69,049,368 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                                                                             | 10 and 25 September 2026                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 7.5.5 | Issue price                                                                               | \$0.035 per Placement Share                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 7.5.6 | The purpose of the issue                                                                  | <p>Completion of preparation of the Final Environmental Assessment Application for the Crown Mountain Steelmaking Coal Project for submission to regulators;</p> <p>Continued engagement with Indigenous Nations in relation to the environmental assessment process and finalisation of long-term partnership agreements with the key Nations including the proposed Shared Prosperity Agreement with the Yaqit Pa-knuq'i't First Nation;</p> <p>Further engagement with steelmakers in relation to offtake and funding opportunities;</p> <p>Crown Mountain Resources administration, project management costs and overheads;</p> <p>Working capital and Jameson corporate costs; and</p> <p>Costs of the Entitlement Offer</p> |
| 7.5.7 | Summary of the material terms of the agreement                                            | The ANREO Placement Shares were made by offer of placement containing customary conditions, information and warranties.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 7.5.8 | A voting exclusion statement.                                                             | A voting exclusion statement is set out under Resolution 4 in the Notice of Meeting                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

### Alignment Options

|       |                                                                                           |                                                                                                                                                                                                                                                                                             |
|-------|-------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7.5.1 | Names of the persons receiving the securities                                             | Refer to Schedule 4 (b)                                                                                                                                                                                                                                                                     |
| 7.5.2 | Number and class of securities                                                            | 16,860,263 Alignment Options                                                                                                                                                                                                                                                                |
| 7.5.3 | If the securities are not fully paid ordinary securities, a summary of the material terms | 1 unlisted option issued for every 5 new shares issued under the institutional entitlement offer (excluding new shares to certain existing investors) to the lead manager or at its direction, at an exercise price of \$0.053 per unlisted option with an exercise period of 3 years       |
| 7.5.4 | Date of issue                                                                             | 10 September 2026                                                                                                                                                                                                                                                                           |
| 7.5.5 | Issue price                                                                               | \$0.0001 per Alignment Option                                                                                                                                                                                                                                                               |
| 7.5.6 | The purpose of the issue                                                                  | To align the Lead Manager                                                                                                                                                                                                                                                                   |
| 7.5.7 | Summary of the material terms of the agreement                                            | JAL to issue 1 unlisted option for every 5 new shares issued under the institutional entitlement offer (excluding new shares to certain existing investors) to the lead manager or at its direction, at an exercise price of \$0.053 per unlisted option with an exercise period of 3 years |
| 7.5.8 | A voting exclusion statement.                                                             | A voting exclusion statement is set out under Resolution 4 in the Notice of Meeting                                                                                                                                                                                                         |

### Directors' recommendation

The Directors unanimously recommend you vote in favour of Resolution 4.

## RESOLUTION 5 – APPROVAL OF LISTING RULE 7.1A MANDATE

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

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

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

Resolution 5 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without shareholder approval.

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

### Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

#### Period for which the 7.1A Mandate is valid

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

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

#### Minimum issue price

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

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

#### Use of funds raised under the 7.1A Mandate

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

#### Risk of economic and voting dilution

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

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

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

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under

the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

| Number of Shares on Issue                        | Voting dilution     | Dilution                              |                       |                                        |
|--------------------------------------------------|---------------------|---------------------------------------|-----------------------|----------------------------------------|
|                                                  |                     | \$0.017                               | \$0.034               | \$0.068                                |
|                                                  |                     | (50% decrease in current share price) | (Current share price) | (100% increase in current share price) |
| <b>1,071,337,092</b><br><br>(Current Variable A) | 10% Voting Dilution | Shares                                | Shares                | Shares                                 |
|                                                  |                     | 107,133,709                           | 107,133,709           | 107,133,709                            |
|                                                  |                     | Funds Raised                          | Funds Raised          | Funds Raised                           |
|                                                  |                     | \$1,821,273                           | \$3,642,546           | \$7,285,092                            |
| <b>1,607,005,638</b><br><br>(50% increase)*      | 10% Voting Dilution | Shares                                | Shares                | Shares                                 |
|                                                  |                     | 160,700,564                           | 160,700,564           | 160,700,564                            |
|                                                  |                     | Funds Raised                          | Funds Raised          | Funds Raised                           |
|                                                  |                     | \$2,731,910                           | \$5,463,819           | \$10,927,638                           |
| <b>2,142,674,184</b><br><br>(100% increase)*     | 10% Voting Dilution | Shares                                | Shares                | Shares                                 |
|                                                  |                     | 214,267,418                           | 214,267,418           | 214,267,418                            |
|                                                  |                     | Funds Raised                          | Funds Raised          | Funds Raised                           |
|                                                  |                     | \$3,642,546                           | \$7,285,092           | \$14,570,184                           |

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

**The table above uses the following assumptions:**

1. The Current Variable A set out above is based on the number of Shares on issue as of 8 October 2026.
2. The 'Current share price' set out above is the closing price of the Shares on the ASX on 8 October 2026, being \$0.034.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1 and Rule 7.1A or subsequently ratified under Listing Rule 7.4 at this Meeting.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of

placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

**Allocation under the 7.1A Mandate**

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

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

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

**Previous approvals under Listing rule 7.1A**

The Company obtained Shareholder approval for a current 7.1A Mandate at the Annual General Meeting held on 25 November 2025.

As announced to the market on 2 September 2026, the Company undertook a capital raising by an accelerated non renounceable entitlement offer (ANREO) and raised approximately \$9.73million at \$0.035 per fully paid ordinary share.

64,931,467 Shares were issued on 25 September 2026, using the Company's current 7.1A Mandate.

The funds raised will be primarily used for:

- 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 environmental assessment process and finalisation of long-term partnership agreements with the key Nations including the proposed Shared Prosperity Agreement with the Yaqit ?a-knuq'i't First Nation;
- Further engagement with steelmakers in relation to offtake and funding opportunities;
- Crown Mountain Resources administration, project management costs and overheads;
- Working capital and Jameson corporate costs; and
- Costs of the Entitlement Offer.

**Voting Exclusion**

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

**Directors' Recommendation**

The Directors recommend that shareholders vote in favour of this Resolution 5.

## GLOSSARY

**\$** means Australian dollars.

**7.1A Mandate** has the meaning given in the Explanatory Note for Resolution 5.

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

**ANREO Placement Shares** has the meaning given in the Explanatory Note for Resolution 4.

**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.

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

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

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

**Constitution** means the Company's constitution.

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

**Director** means a director of the Company.

**Equity Security** has the meaning given in the Listing Rules.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

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

**Listing Rules** means the Listing Rules of ASX.

**Long Term Incentive Options** means Options proposed to be granted pursuant to Resolution 3 on the terms set out in Schedule 1.

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

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form accompanying the Notice.

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

**Remuneration Report** means the Remuneration Report set out in the Directors' Report section of the Company's annual Financial Report for the year ended 30 June 2026.

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

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

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

**Shareholder** means a registered holder of a Share.

## SCHEDULE 1 – TERMS AND CONDITIONS OF LONG-TERM INCENTIVE OPTIONS

### 1. ENTITLEMENT

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

### 2. LONG TERM INCENTIVE OPTION CONDITIONS

|                            |                                                                                                                                                                                                                                                                                                                                                                                                                         |
|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Condition Precedent:       | Shareholder approval at 2026 Annual General Meeting                                                                                                                                                                                                                                                                                                                                                                     |
| Vehicle:                   | JAL Employee Incentive Plan refreshed at the 2025 AGM                                                                                                                                                                                                                                                                                                                                                                   |
| Purpose:                   | Long Term Incentive (LTI) for Managing Director                                                                                                                                                                                                                                                                                                                                                                         |
| Number of Options:         | 1,060,000                                                                                                                                                                                                                                                                                                                                                                                                               |
| Exercise Price per Option: | \$0.15                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Performance Period         | Performance Period 1 July 2026 to 30 June 2029 (3 Years)                                                                                                                                                                                                                                                                                                                                                                |
| Performance Hurdles        | <ul style="list-style-type: none"><li>• <b>Tranche 1</b> - 50% (530,000) of the Options will vest if the Company's market capitalisation is above A\$100M by 31 December 2027 through delivery of key Crown Mountain Project milestones approved by the Board</li><li>• <b>Tranche 2</b> - 50% (530,000) of the Options will vest if the Company's market capitalisation is above A\$150M, by 31 October 2028</li></ul> |
| Vesting Conditions:        | <ul style="list-style-type: none"><li>• Achieve the Performance Hurdles during the Performance Period</li><li>• Remain employed by the Company in capacity of Managing Director up until and including 31 August 2029 (Vesting Date)</li></ul>                                                                                                                                                                          |
| Exercise Conditions:       | Exercisable between 1 September 2029 and Expiry Date of Options, subject to Share Trading Policy restrictions                                                                                                                                                                                                                                                                                                           |
| Expiry Date of Options:    | 31 December 2029                                                                                                                                                                                                                                                                                                                                                                                                        |
| Disposal Restrictions:     | Shares held in escrow for 12 months and share sale only in accordance with Share Trading Policy (unless required to sell to satisfy tax liability)                                                                                                                                                                                                                                                                      |

## SCHEDULE 2 – VALUATION OF LONG-TERM INCENTIVE OPTIONS

The Long-Term Incentive Options proposed to be issued to Mr Gray pursuant to Resolution 3 have been independently valued by Oliver Schweizer, CFA, of 22 Corporate Advisory Pty Ltd, acting independently. Mr Schweizer has extensive experience in providing valuations of businesses, shares and other equities. Mr Schweizer is no relation to Jameson's Managing Director, Mr Michael Gray.

Using the Monte Carlo Simulation (MCS) Methodology, which utilises the Binomial Option Pricing Model, and based on the inputs and assumptions set out below, the Long-Term Incentive Options were ascribed the value of \$6,095.

Specifically, we undertook the following process for each of 1,000,000 simulations, to determine the fair value of each tranche having regard to the market-based vesting condition of the market capitalisation performance hurdle:

1. We created a hypothetical price path using the principles of the Binomial model, on a daily basis, for an ordinary share in the Company for a duration equal to the term of each tranche as listed in Table A2-1 below.
2. At each day of the hypothetical price path, we compared the simulated market capitalisation – using the simulated share price and shares outstanding – against the performance hurdle (see Table A2-1 below). When the simulated market capitalisation exceeded the hurdle, the performance condition was satisfied, and the tranche was considered eligible for vesting at the Vesting Date. We note that the performance condition must be met before the end of the relevant Performance Period (see Annexure 1) for the tranche to be eligible for vesting.
3. In each simulation where the market capitalisation hurdle was met before the end of the Performance Period, the tranche was considered to have vested at the Vesting Date. It was assumed that the grantee would wait until expiry to exercise a vested tranche as this is the value maximising outcome given the exercise price. Therefore, at expiry, we discounted the value of an exercised option, being the difference between: (i) the simulated share price at expiry; and (ii) the exercise price, back to the Valuation Date – noting that the simulated share price must exceed the exercise price for the option to be exercised.
4. In simulations that did not result in the performance hurdle being met, or in the tranche being exercised (exercise price > share price), we assumed a value of \$nil for the simulation.
5. Finally, we averaged the results in points 2 – 4 above to determine the value of the tranche.

Table A2-1 below summarises the key inputs used in the MCS methodology and is followed by an explanation of each of the key inputs and how they were determined.

**Table A2-**

| Table A2-1: MCS Inputs<br>Input | Values at Valuation Date |               |
|---------------------------------|--------------------------|---------------|
|                                 | Tranche 1                | Tranche 2     |
| i. Underlying share price       | \$0.037                  | \$0.037       |
| ii. Exercise price              | \$0.150                  | \$0.150       |
| iii. Term                       | 3.27 yrs                 | 3.27 yrs      |
| iv. Risk-free rate              | 5.041%                   | 5.041%        |
| v. Dividend yield               | Nil                      | Nil           |
| vi. Volatility (rounded)        | 73.0%                    | 73.0%         |
| vii. Market cap hurdle          | ≥\$100m                  | ≥\$150m       |
| viii. Shares outstanding        | 1,071,337,092            | 1,071,337,092 |

**i. Underlying share price**

Being the price of the Company's shares at the close of the market on the Valuation Date.

**ii. Exercise price**

We have been provided with the exercise price of the Options as listed in Table A2-1 above.

**iii. Term**

Being the period from the grant date (also the Valuation Date) to the Expiry Date (see Annexure 1).

**iv. Risk-free rate**

The risk-free rate was determined to be the yield-to-maturity of an Australian government bond on the Valuation Date and with a term of equal duration to each tranche. The government bond interest rates were taken from data provider S&P Capital IQ for the government bonds quoted on the Australian Office of Financial Management website (<https://www.aofm.gov.au/securities/treasury-bonds>). As the term of the Options did not match any term-to-maturity for the Australian government bonds as at the Valuation Date, linear interpolation was used to determine the risk-free rate.

v. Dividends

The dividend yield was assumed to be nil as no dividend has been recently paid by the Company and it was assumed that this trend would continue over the term of the Options.

vi. Volatility

In accordance with AASB 2 paragraph B22, Volatility was determined to be the annualised standard deviation of the continuously compounded change in price of the Company's shares. For each Tranche, the volatility was calculated using the daily, weekly, and monthly share prices for a period prior to the Valuation Date and of equal duration to the term of each tranche (or as long as the shares have been publicly traded). We also considered the volatility over different calculation periods (from 6-months to 60-months) to determine an appropriate go-forward volatility. A summary of our volatility calculations is set out on the following page.

vii. Market cap hurdle

The Company's market capitalisation (measured as the share price multiplied by the shares outstanding) being at least equal to the hurdle listed in Table A2-1 before the end of the Performance Period (see Annexure 1).

viii. Shares outstanding

Per the Company's Issued Capital Report provided by its share register, on the Valuation Date the total shares outstanding was 1,071,337,092.

Based on the foregoing methodology and inputs, and before any other considerations discussed in the next section, we determined the value of the Options to be:

Tranche 1 - \$0.0053 per Option

Tranche 2 - \$0.0062 per Option

The following tables detail our volatility calculations for the underlying shares in the Company over: (i) a period equal to the term of each tranche (Table A2-2); and (ii) various calculation periods (Table A2-3).

**Table A2-2: Volatility Summary – tranche term calculation period**

| Tranche                                          | Tranches 1 and 2 |            |            |
|--------------------------------------------------|------------------|------------|------------|
| Interval of changes in share price               | Daily            | Weekly     | Monthly    |
| End date (Valuation Date)                        | 25/09/2026       | 25/09/2026 | 25/09/2026 |
| Period (days)                                    | 1,193            | 1,193      | 1,193      |
| Period (months)                                  | 39.20 mths       | 39.20 mths | 39.20 mths |
| Period (yrs)                                     | 3.27 yrs         | 3.27 yrs   | 3.27 yrs   |
| Start date                                       | 20/06/2023       | 20/06/2023 | 20/06/2023 |
| <b>Workings</b>                                  |                  |            |            |
| Beginning of period (Trading day)                | 20/06/2023       | 20/06/2023 | 20/06/2023 |
| Trading segments in period (Days, Weeks, Months) | 831              | 171        | 39         |
| Standard deviation of price change               | 4.7%             | 10.2%      | 22.2%      |
| Annualised Volatility                            | 75.0%            | 73.5%      | 76.7%      |

**Table A2-3: Volatility Summary – various calculation periods**

| Calculation date:                         |        |                       |        |         |
|-------------------------------------------|--------|-----------------------|--------|---------|
| 25-Sep-26    25-Sep-26    25-Sep-26       |        |                       |        |         |
| Calculation Period                        | Weight | Change in share price |        |         |
|                                           |        | Daily                 | Weekly | Monthly |
| 6 mnths                                   | 0.0    | 71.5%                 | n/m    | n/m     |
| 12 mnths                                  | 1.0    | 64.6%                 | 66.2%  | n/m     |
| 15 mnths                                  | 0.0    | 73.1%                 | 76.0%  | n/m     |
| 18 mnths                                  | 0.0    | 78.8%                 | 82.4%  | n/m     |
| 21 mnths                                  | 0.0    | 74.9%                 | 77.7%  | n/m     |
| 24 mnths                                  | 0.0    | 73.2%                 | 74.6%  | n/m     |
| 30 mnths                                  | 0.0    | 70.7%                 | 74.0%  | n/m     |
| 36 mnths                                  | 2.0    | 72.3%                 | 74.5%  | 78.4%   |
| 42 mnths                                  | 0.0    | 73.8%                 | 71.8%  | 74.0%   |
| 48 mnths                                  | 0.0    | 74.2%                 | 72.1%  | 77.4%   |
| 54 mnths                                  | 0.0    | 70.9%                 | 69.2%  | 74.0%   |
| 60 mnths                                  | 0.0    | 68.3%                 | 66.8%  | 70.9%   |
| Average                                   |        | 72.2%                 | 73.2%  | 75.0%   |
| Median                                    |        | 72.7%                 | 74.0%  | 74.0%   |
| Average entire series                     |        | 73.1%                 |        |         |
| Median entire series                      |        | 73.5%                 |        |         |
| Weighted average                          |        | 69.7%                 | 71.7%  | 78.4%   |
| Weighted median                           |        | 72.3%                 | 74.5%  | 78.4%   |
| Weighted average (Daily, Weekly, Monthly) |        | 72.6%                 |        |         |
| Weighted median (Daily, Weekly, Monthly)  |        | 73.4%                 |        |         |

**Chosen Volatility: 73.0%**

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

---

## SCHEDULE 3 – SUMMARY OF EMPLOYEE INCENTIVE PLAN

---

### 1. ELIGIBILITY

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

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

### 2. BOARD DISCRETIONS

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

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

### 3. 5% LIMIT

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

### 4. EXERCISE PRICE

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

## 5. OPTIONS NOT TO BE QUOTED

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

## 6. SHARES ISSUED ON EXERCISE OF OPTIONS

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

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

## 7. LAPSE OF OPTIONS

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

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

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

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

## 8. RESTRICTIONS ON DISPOSAL

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

## 9. PARTICIPATION RIGHTS OF OPTION HOLDERS

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

## 10. BONUS ISSUES

If the Company makes a pro rata bonus issue, and an Option is not exercised before the record date for that bonus issue, then on the exercise of the Option, the holder is entitled to receive the number of bonus shares which would have been issued if the Option had been exercised before the record date.

## 11. NEW ISSUES AND REORGANISATION

- (a) Holders will only be permitted to participate in a pro rata issue of Shares to Shareholders on the prior exercise of Options. The Company must notify the Holder of the proposed issue at least 7 Business Days before the record date to determine entitlements to the pro rata issue.
- (b) In the event of a reorganisation (including a consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Options to which each Option holder is entitled or the exercise price or both will be changed in

the manner required by the Listing Rules and, in any case, in a manner which will not result in any benefits being conferred on holders of Options which are not conferred on Shareholders.

**12. TAKEOVERS**

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

**13. TAX DEFERRAL**

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

**14. AMENDING THE EMPLOYEE INCENTIVE PLAN**

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

---

## SCHEDULE 4 – RESOLUTION 4 INVESTORS

---

(a) ANREO Placement Shares

Crocodile Capital 1 Global Focus Fund  
Crocodile Capital Offshore Fund  
Latimore Family Pty Ltd  
Galway investment Holdings Pty Ltd  
Mrs Eija Anita Burt & Mr Timothy Andrew Burt  
Clarkson's Boathouse Pty Ltd  
Dr. Andrew Wai-Ming SEE  
MR ROSS HAYWARD & MRS CHRISTINA HAYWARD  
KODINA PTY LTD  
TYWO Pty Ltd  
Fiduci Pty Ltd  
Dr Ron Cassano  
MR MICHAEL PHILIP HEDLEY  
Bernard Choon Yin Hui  
TMA AUSTRALIA PTY LIMITED  
BLACKCOURT (NSW) PTY LIMITED  
Robert Karl Stahl  
Mr Lyle Desmond Robb  
BNP Paribas Nominees Pty Ltd  
Willionaire Pty Ltd  
Willy Darmawan  
Mrs Prue Reed  
JDC Corp Pty Ltd  
Bushman05 Pty Ltd  
AG INVESTMENT FUND PTY LTD  
Joseph Pisano  
Tribeca Segregated Portfolio Company <Tribeca Global Natural Resources>  
King George Investments Pty Ltd  
TRIBECA INVESTMENT PARTNERS PTY LTD  
BLUE LAKE PARTNERS PTY LTD  
BLUE BLITZ INVESTMENTS PTY LTD  
Evoloution - Adam Joseph  
COASTER SMALL CAP SERVICES PTY LTD  
GBA CAPITAL PTY LTD  
180 MARKETS PTY LTD  
MORGANS FINANCIAL LIMITED  
STK MARKETS PTY LTD  
MR JEFFREY STUART VELLA  
NEAVE TRADING PTY LTD  
DOLLRICK INVESTMENTS PTY LTD  
ALAN S CAMERON PTY LTD  
MR LAWRENCE JOSEPH CHARLES GRECH  
MR NIGEL STRONG  
Emerald Street Pty Ltd

(b) Alignment Options

PAC Partners Securities Pty Ltd  
STK Investment 2 Pty Ltd  
Investment Company Services Pty Ltd  
Darai Mazurova  
Alpha Capital Australasia Pty Ltd  
Sebastian Sean Sandilands

Your proxy voting instruction must be received by **10:00am (AEST) on Tuesday, 24 November 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](mailto: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)

