



JAMESON RESOURCES LIMITED

ABN 89 126 398 294

NOTICE OF GENERAL MEETING

TIME: 10:00 am WDST

DATE: Monday, 2nd February 2009

PLACE: Level 2
79 Hay Street
Subiaco WA 6008

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

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 9200 4473.

JAMESON RESOURCES LIMITED
ABN 89 126 398 294
NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Jameson Resources Limited ("**Company**") will be held at the Company's registered office, being Level 2, 79 Hay Street, Subiaco, Western Australia on Monday, 2nd February 2009 at 10am (WDST) ("**Meeting**").

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

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 as Shareholders on Saturday, 31st January 2009 at 10am (WDST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Section 12 of the Explanatory Memorandum.

AGENDA

1. Resolution 1 – Creation of New Class of Shares

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

"That, for the purposes of Section 246B of the Corporations Act and clause 2.4 of the Constitution and for all other purposes, the Company is authorised to issue Performance Shares on the terms and conditions set out in the Explanatory Memorandum."

2. Resolution 2 – Acquisition of NWPC Pty Ltd

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

"That, subject to the passing of Resolution 1, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 5,000,000 Shares and 15,000,000 Performance Shares to the shareholders of NWPC (or their nominees) in consideration for the acquisition of all of the issued capital in NWPC on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. Resolution 3 – Option to Acquire Interest in Basin Coal Mine

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

“That, subject to the passing of Resolutions 1 and 2 and completion of the acquisition of all of the issued capital in NWPC, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 7,407,408 Shares to Compliance Energy Corporation (or its nominee) as part consideration for the exercise of the option to acquire certain interests in the Basin Coal Mine Project on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. Resolution 4 – Placement – Shares and Listed Options

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

“That, subject to the passing of Resolutions 1 and 2, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 12,500,000 Shares and 12,500,000 Listed Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. Resolution 5 – Issue of Options to Corporate Adviser

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

“That, subject to the passing of Resolutions 1 and 2, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 1,000,000 Options to Capital Investment Partners Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. Resolution 6 – Ratification of Prior Placement

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 1,666,667 Shares and 1,666,667 Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated 24th December 2008

BY ORDER OF THE BOARD



Suzie Foreman
Company Secretary

JAMESON RESOURCES LIMITED
ABN 89 126 398 294
EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at the Company's registered office, being Level 2, 79 Hay Street, Subiaco, Western Australia on Monday, 2nd February 2009 at 10am (WDST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

3. Acquisition of NWPC Pty Ltd

On 19 December 2008 the Company announced to ASX it had entered into a binding terms sheet (**Terms Sheet**) to acquire 100% of the issued capital in NWPC Pty Ltd (**Acquisition**).

The material terms of the Terms Sheet are as follows:

(Conditions Precedent): The Acquisition is conditional upon the satisfaction or waiver of the following conditions precedent:

- (a) completion of legal and technical due diligence by Jameson in respect of NWPC and the Project and the results of such investigations being to the sole and absolute satisfaction of Jameson;
- (b) Jameson completing a capital raising of not less than \$1,500,000;
- (c) Jameson obtaining all necessary shareholder approvals in accordance with the Corporations Act and ASX Listing Rules to perform the transaction contemplated by the Terms Sheet;

- (d) Jameson obtaining any necessary regulatory and third party consents, waivers and approvals to perform the transaction contemplated by the Terms Sheet; and
- (e) Jameson, NWPC and each of the shareholders of NWPC entering into a formal share sale agreement to more fully document the terms of the Acquisition on terms and conditions standard for a share sale agreement including, without limitation, standard representations and warranties for an agreement of that nature,

on or before 5.00 pm (WDST) on 5 February 2009.

(Consideration) In consideration of the Acquisition, Jameson has agreed to issue the following securities to the shareholders of NWPC:

- (a) 5,000,000 Shares;
- (b) 15,000,000 Performance Shares (subject to the receipt of ASX approval to the terms of the performance shares), which shall convert to Shares on a one for one basis upon the achievement of the following milestones:
 - (i) 5,000,000 upon the completion of a positive bankable feasibility study on or before 31 May 2010;
 - (ii) 5,000,000 upon the commencement of commercial production on the Project on or before 31 May 2012; and
 - (iii) 5,000,000 upon the earlier of the production of 500,000 tonnes of saleable coal on the Basin Coal Mine Project on or before 31 March 2013.

In the event that the milestones set out above are not achieved by the applicable date, the Performance Shares shall lapse.

(Escrow) The shareholders of NWPC agree that the Shares and Performance Shares will be escrowed for a period of 12 months from the date of issue and agree to execute a restriction agreement to give effect to this escrow.

4. Acquisition of Interest in Basin Coal Mine

Upon completion of the Acquisition the Company will assume an exclusive option to acquire the interest of Compliance Energy Corporation (**CEC**), a public listed Canadian company and Compliance Coal Corporation (**CCC**) (CEC's wholly owned subsidiary) in the Basin Coal Mine located in British Columbia, Canada (**Project Option**) (**Option Agreement**). This option is currently held by NWPC Coal Canada Ltd, a company incorporated under the laws of British Columbia, Canada, which is a wholly owned subsidiary of NWPC Pty Ltd (the entity being acquired by the Company as set out in Section 3).

The material terms of the Option Agreement are as follows:

(Consideration) The consideration payable to exercise the Project Option in accordance with the terms and conditions of the Option Agreement is as follows:

- (a) the following cash payments:
 - (i) C\$150,000 by 15 December 2008 (which has been paid by the Company);
 - (ii) C\$1,000,000 by 6 February 2009; and

- (iii) C\$3,100,000 upon the earlier of the completion of a positive bankable feasibility study on the Basin Coal Mine project or 31 May 2010; and
- (b) the following issues of Shares:
 - (i) 7,407,408 Shares by 6 February 2009 (refer to Resolution 2);
 - (ii) 7,407,408 Shares upon the earlier of the completion of a positive bankable feasibility study on the Basin Coal Mine project or 31 May 2010; and
 - (iii) 7,407,408 Shares upon the earlier of the commencement of commercial coal production or 31 May 2012.

Prior to the date the Company exercises the Project Option by completing the cash payments and issuing all the Shares as set out above (**Exercise Date**), the Project Option can be terminated and, in which case, the Company will have no rights in the Project. The Project Option will also terminate in the event that any of the payments or issues of Shares is not completed.

Subject to the terms of the Option Agreement, completion of the purchase and sale of CEC and CCC's interest in and to the undertaking and all the property and assets relating to the Basin Project will take place on or before the earlier of the date of completion of a bankable feasibility study and 31 May 2010.

At all times until the Exercise Date, the Company is required to maintain the Project in good standing by the payment of all lease, licence and assessment fees to the government of British Columbia, as well as any required advance royalty payments, so that the Project can be returned to the current holder, Compliance Energy Corporation, in good standing in the event that the Project Option is not exercised.

The mineral property interests comprising the Project are held in escrow by Pacific West Coal (Holdings) Ltd (**PWC Holdings**), a corporation formed by Pacific West Coal Ltd (**PWC**) and which is governed by a shareholder's agreement dated 30 August 2002 between PWC Holdings as the escrow corporation, PWC and CCC and amended by agreement dated 26 June 2008. Under the terms of the Option Agreement, CEC is required to use reasonable commercial efforts to obtain the consent of PWC Holdings to the transactions contemplated by the Option Agreement prior to the Exercise Date.

In addition to the consideration payable as set out above, PWC is entitled to a royalty equal to C\$1.50 per tonne of coal and other products sold from the Project,

Further information in respect of the Basin Coal Mine is contained in the ASX announcement dated 19 December 2008 and Section 5 below.

5. Overview of Basin Coal Mine

The Basin Coal Mine is located 30km northwest of Princeton, British Columbia, Canada. CEC has the right to develop and mine the coal on licences covering 2,172 ha.



Figure 1: Basin Coal Project Location

Overview of Project

Mining at the Basin Coal Mine began in 2002, but was ceased in 2005 when the government decided to abolish the use of coal power plants in the region. Infrastructure such as roads, a coal washing process plant and crushers were left behind.

After washing, the Basin Coal Mine product has highly favourable qualities and has already attracted interest from overseas and domestic buyers.

The main coal seam thickness over the drilled section of the property measures between 17m and 34m with dips ranging from 28 to 45 degrees. A further coal seam of 7m was found below the main coal seam which is not included in the NI43-101 coal resource estimates. Coal from the deposit is classed as a high volatile bituminous C thermal coal with low sulphur content, ideal for energy use.

Significant exploration upside has been identified both down dip and along strike from the defined resource.

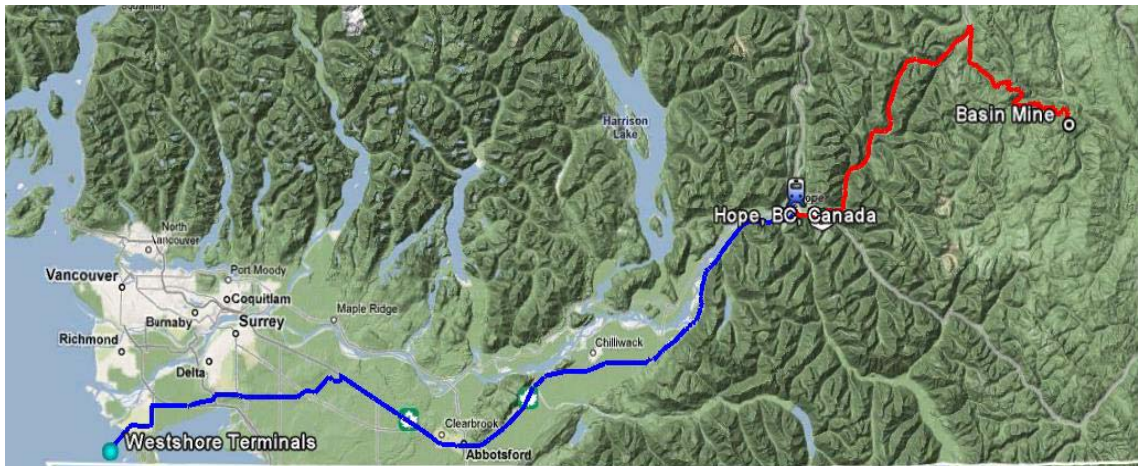


Figure 2: Basin Road/Rail Transportation Route

The Project is located 90 kilometres from the rail load out in Hope, B.C. and from there a further 150 kilometre rail to Westshore Terminals in Robert's Bank Port, Vancouver. As the project was a previously operating mine, initial infrastructure is in place to get the mine into production with relatively little capital expenditure compared to most new mines. Expansion opportunities are available for a larger scale operation with limited additional expenditure.

Currently, 1000m of the main coal seam is exposed. The initial pit was designed to be 1.3km long and was drill tested over a 2.5km strike length. Based on an NI 43-101 report, the resource of immediate interest stands at 19Mt.



Figure 3: Basin Project Previous Operations

Previous Exploration and Operations

Exploration has included surface core drilling, trenching and sampling across outcrops, and trial mining. The two drilling campaigns took place in 1977-1978 and in 1998. The 1977-1978 campaign consisted of twelve HQ-sized cored drill holes totaling 1,479 metres. All twelve holes intersected the main coal seam with nine penetrating further to intersect the lower coal seam. The 1998 campaign consisted of nine in-fill HQ-sized drill holes in the vicinity of the 1977-1978 campaign. The holes confirmed the results of the 1977-1978 campaign.

Pacific West Coal Ltd (**PWC**) was granted a permit to mine under the mining legislation in British Columbia, Canada in August 2000 and in 2001 Compliance Coal Corporation (**CCC**) entered into a Mining Agreement with PWC, whereby CCC had the right to develop and mine the coal reserves of the basin covered by coal licenses 355392 and 355393 (converted into Coal Lease 399463). In 2002, CCC received an amendment to the Mining Permit to allow for a production rate increase to 250,000 tpa.

In 2002, CEC, under the name Beanstalk Capital Corporation, acquired all of the issued and outstanding common shares of CCC.

Coal mining operations conducted by CCC on the Project are summarized below.

In 2001, a test mining program was conducted and approximately 6,500 bcm of coal was processed for analysis. In 2002, a total of 16,600t of coal was mined. In 2003, the pit was further developed but no coal was produced. CEC also signed its first coal supply contract. During the period 2004-2006, nearly 140,000t of clean coal was produced until the mine was put on care and maintenance as a result of the BC government announcing changes to their Energy Plan that effectively excluded coal as a source of fuel for electricity production in BC.

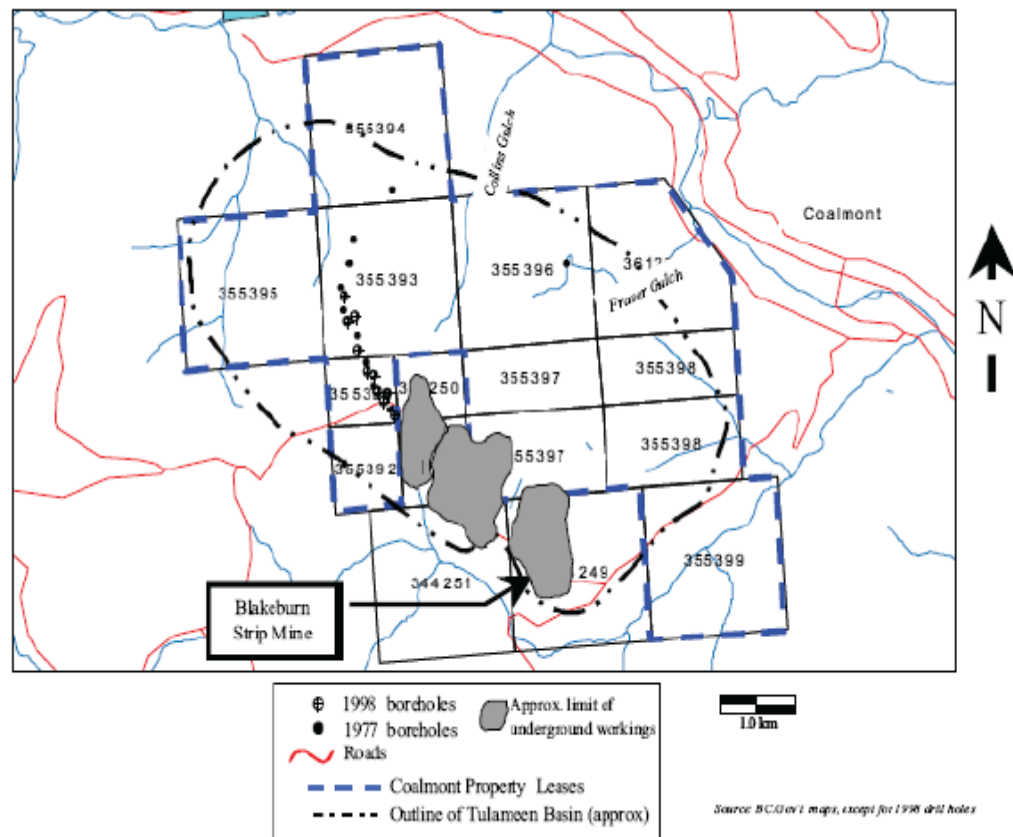


Figure 4: Basin License and Hole Locations

The project consists of 1 coal lease, 7 coal licenses and 23 mineral claims covering a total area of 2,172 ha.

A review of all historic exploration and development data is currently underway which may save the Company a significant amount of time and money in advancing the Project through a feasibility/development time table.

Geological Information

The information in this Notice of Meeting that relates to coal deposits is based on information sourced from publicly available documents.

The information pertaining to the technical content of this Notice of Meeting has been reviewed by Mr John Holmes, who is a member of the Australian Institute of Geoscientists. Mr. Holmes is employed by Jameson Resources Ltd and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr. Holmes consents to the inclusion in the Notice of Meeting of the technical information in the form and context in which it appears.

Consent for the inclusion of the resource has been provided by Mr Robert T. McKnight. Mr McKnight has completed the Resource Estimation to NI43-101 and JORC reporting standards. Mr McKnight has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

6. Capital Structure

The capital structure of the Company assuming all Resolutions are approved and implemented is set out below¹:

Shares	Number
Shares on issue at the date of this Notice of Meeting	27,166,668
Shares to be issued pursuant to terms of Acquisition	5,000,000
Shares to be issued as part consideration to exercise the Project Option pursuant to terms of Option Agreement	7,407,408
Shares to be issued pursuant to Placement	12,500,000
Total Shares on issue at completion of the Acquisition	52,074,076
Options	Number
Options on issue at the date of this Notice of Meeting ²	7,166,667
Options to be issued pursuant to Corporate Adviser ³	1,000,000
Options to be issued pursuant to Placement ⁴	12,500,000
Total Options on issue at completion of the Acquisition	20,666,667
Performance Shares	Number
Performance Shares on issue at the date of this Notice of Meeting	Nil
Performance Shares to be issued pursuant to terms of Acquisition	15,000,000
Total Performance Shares on issue at completion of the Acquisition	15,000,000

Notes:

¹ This assumes that no other Shares are issued by the Company and no other Options on issue are exercised.

² Unlisted Options exercisable at 20 cents each on or before 30 November 2010.

³ Unlisted Options exercisable at 20 cents each on or before 30 November 2010.

⁴ Listed Options exercisable at 20 cents each on or before 30 April 2010.

7. Resolution 1 – Creation of New Class of Shares

Resolution 1 seeks Shareholder approval for the Company to be authorised to issue Performance Shares.

A company with a single class of shares on issue which proposes to issue new shares not having the same rights as its existing shares, is taken to vary the rights of existing shareholders unless the Constitution already provides for such an issue.

Section 246B of the Corporations Act, and clause 2.4 of the Constitution provides that the rights attaching to a class of shares cannot be varied without:

- (a) a special resolution passed at a meeting of the holders of the issued shares of the affected class; or
- (b) the written consent of the holders of 75% of the votes of the affected class.

Pursuant to the Terms Sheet, the Company proposes issuing (amongst other securities) 15,000,000 Performance Shares (the terms and conditions of which are set out in Schedule 3) in part consideration for the Acquisition.

The purpose of the issue of the Performance Shares is to link part of the consideration to certain key performance criteria. If the milestones are not achieved within the prescribed timeframe, the Company will redeem the Performance Shares.

The Company currently has only one class of shares on issue being fully paid ordinary shares (**Shares**). The terms of the Performance Shares are not the same as the Shares. Accordingly, the Company seeks approval from Shareholders for the issue of the Performance Shares.

The terms of the Performance Shares are subject to approval by ASX.

8. Resolution 2 – Acquisition of NWPC Pty Ltd

General

Resolution 2 seeks Shareholder approval for the allotment and issue of 5,000,000 Shares and 15,000,000 Performance Shares as consideration for the acquisition of 100% of the issued capital in NWPC Pty Ltd (**Acquisition**). Resolution 2 is subject to the passing of Resolution 1.

None of the subscribers pursuant to this issue will be related parties of the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The effect of Resolution 2 will be to allow the Directors to issue the Shares and Performance Shares pursuant to the Acquisition during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Acquisition:

- (a) the maximum number of Shares and Performance Shares to be issued is 5,000,000 and 15,000,000 respectively;
- (b) the Shares and Performance Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on one and the same date;
- (c) the Shares and Performance Shares will be issued for nil cash consideration as consideration for the Acquisition;
- (d) the Shares and Performance Shares will be allotted and issued to the shareholders of NWPC (or their nominees) in the proportions set out below:

<u>NWPC Shareholder</u>	<u>Shares</u>	<u>Performance Shares</u>
Thunderbox Energy Ltd CN 1448458	60,000	179,999
Carl Coward <Budo Ho Trust>	159,999	479,997
David Brian and Elizabeth A. Argyle	174,986	524,957
Fortis Clearing Nominees Pty Ltd <Next Financial Settlement A/c>	499,998	1,499,992
Gandria Capital Pty Ltd (ACN 122 626 386) <The Lightyear S/F A/c>	74,986	224,959
John Georgiades and Nadine Georgiades <The Georgiades S/F A/c>	175,012	525,037
Pao Yu Chou	80,000	239,999
Ariel Edward King	159,999	479,997
Leif Andreassen	159,999	479,997
Aiteira Naomi Baker	133,332	399,998

Cunningham Securities Pty Ltd ACN 088 055 636	80,000	239,999
Capital Investment Partners Pty Ltd ABN 37 110 468 589	80,000	239,999
Timothy Brian Davies <T. Davies Family Superfund A/c>	25,013	75,040
Vision Pty Ltd ABN 18 357 448 537	50,000	149,999
GAB Superannuation Fund Pty Ltd ACN 131 596 622	1,059,994	3,179,983
Gavin Argyle <Family A/c>	1,066,661	3,199,983
Anastasios Arima	959,995	2,879,985
Gavin John Argyle	26	80
Total	5,000,000	15,000,000

- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the Performance Shares issued will be issued on the terms and conditions set out in Schedule 3; and
- (g) no funds will be raised from the issue of Shares and Performance Shares under this Resolution as they are being issued in consideration for the acquisition of 100% of the issued capital in NWPC Pty Ltd.

9. Resolution 3 – Option to Acquire Interest in Basin Coal Mine

General

Resolution 3 seeks Shareholder approval for the allotment and issue of 7,407,408 Shares as consideration for the first tranche of securities in exercising the option to acquire CEC and CCC's interest in and to the undertaking and all of the property and assets relating to the Basin Coal Mine (**Project Option**). Resolution 3 is subject to the passing of Resolutions 1 and 2 and completion of the Acquisition.

None of the subscribers pursuant to this issue will be related parties of the Company.

A summary of ASX Listing Rule 7.1 is set out in Section 8 above.

The effect of Resolution 3 will be to allow the Directors to issue the Shares pursuant to the Project Option during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Project Option:

- (a) the maximum number of Shares to be issued is 7,407,408 respectively;
- (b) the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on one and the same date;
- (c) the Shares will be issued for nil cash consideration as part consideration to exercise the Project Option to acquire CEC and CCC's interest in the Basin Coal Mine;
- (d) the Shares will be allotted and issued to Compliance Energy Corporation (or its nominee);
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue of Shares under this Resolution as they are being issued as part consideration to exercise the Option to acquire CEC and CCC's interest in the Basin Coal Mine.

The Company will seek Shareholder approval for the issue of the second and third tranche of Shares to be issued to Compliance Energy Corporation pursuant to the Option Agreement at the appropriate time in the future when that part of the consideration is due.

10. Resolution 4 – Placement – Shares and Listed Options

General

It is a condition precedent to completion of the Acquisition that the Company completes a capital raising of \$1,500,000. Resolution 4 is subject to the passing of Resolutions 1 and 2.

Resolution 4 seeks Shareholder approval for the allotment and issue of up to 12,500,000 Shares at an issue price of \$0.12 per Share to raise up to \$1,500,000 (before costs of the issue), together with one free attaching Listed Option (exercisable at \$0.20 on or before 30 April 2010) for every Share issued (**Placement**).

None of the subscribers pursuant to this issue will be related parties of the Company.

A summary of ASX Listing Rule 7.1 is set out in Section 8 above.

The effect of Resolution 4 will be to allow the Directors to issue the Shares and Listed Options pursuant to the Placement during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (a) the maximum number of Shares to be issued is 12,500,000 together with an equivalent number of Listed Options;
- (b) the Shares and Listed Options will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on one and the same date;
- (c) the issue price of the Shares will be \$0.12 each and the Listed Options will be issued for nil cash consideration on the basis of one free attaching Listed Option for every Share issued;
- (d) the Shares and Listed Options will be issued to clients of Capital Investment Partners Pty Ltd and other eligible investors as determined by the Board who are eligible investors for the purposes of Section 708 of the Corporations Act but these persons will not be related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the Listed Options issued will be issued on the terms and conditions set out in Schedule 1; and
- (g) the funds raised from the Placement will primarily be used to fund the second payment to exercise the Project Option (\$1,200,000), working capital (\$210,000) and costs of the capital raising (\$90,000).

11. Resolution 5 – Issue of Options to Corporate Adviser

General

The Company has entered into an agreement with Capital Investment Partners Pty Ltd (**CIP**) pursuant to which the Company has engaged CIP as corporate adviser to facilitate the Placement. The consideration payable under this agreement is a lead manager fee of 6% (plus GST) of the total funds raised and 1,000,000 Options (exercisable at \$0.20 on or before 30 November 2010). The lead manager fee comprises of a management fee equivalent to 2% and a share placement fee equivalent to 4% of total funds raised.

Resolution 5 seeks Shareholder approval for the allotment and issue of up to 1,000,000 Options (exercisable at \$0.20 on or before 30 November 2010) to Capital Investment Partners Pty Ltd (or its nominee) as part of its fee for its corporate advisory services in arranging the Placement pursuant to Resolution 4 (**Option Placement**). Resolution 5 is subject to the passing of Resolutions 1 and 2.

None of the subscribers pursuant to this issue will be related parties of the Company.

A summary of ASX Listing Rule 7.1 is set out in Section 8 above.

The effect of Resolution 5 will be to allow the Directors to issue the Options pursuant to the Option Placement during the period of 3 months after the General Meeting (or a

longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Option Placement:

- (a) the maximum number of Option to be issued is 1,000,000;
- (b) the Options will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on one and the same date;
- (c) the Options will be issued for nil cash consideration as consideration for corporate advisory services provided to the Company;
- (d) the Options will be allotted and issued to Capital Investment Partners Pty Ltd (or its nominee);
- (e) the Options issued will be issued on the terms and conditions set out in Schedule 2; and
- (f) no funds will be raised from the Option Placement as the Options will be issued as consideration for corporate advisory services provided to the Company.

12. Resolution 6 – Ratification of Prior Placement

General

On 23 December 2008, the Company issued 1,666,667 Shares and 1,666,667 Options (exercisable at \$0.20 on or before 30 November 2010) to fund the initial cash payment of C\$150,000 as part consideration to exercise the Project Option in accordance with the Option Agreement (**Prior Placement**).

The subscriber pursuant to this issue was not a related party of the Company.

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Share Ratification:

- (a) 1,666,667 Shares and 1,666,667 Options were allotted and issued;
- (b) the issue price was \$0.12 per Share and the Options were issued for nil cash consideration on the basis of one free attaching Option for every Share issued;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares and the Options were issued on the terms and conditions set out in Schedule 2;
- (d) the Shares and Options were allotted and issued to NEFCO Nominees Pty Ltd (**NEFCO**). NEFCO is not a related party of the Company;

and
- (e) the funds raised from the Prior Placement were used to fund the initial cash payment of C\$150,000 as part consideration to exercise the Project Option in accordance with the Option Agreement.

13. Definitions

In this Explanatory Memorandum and Notice:

\$ means Australian dollars.

Acquisition means the proposed acquisition by the Company of all of the issued capital of NWPC Pty Ltd as detailed in the Explanatory Memorandum.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the listing rules of ASX.

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.

C\$ means Canadian dollars.

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

Constitution means the constitution of the Company.

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

Directors means the current directors of the Company.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Listed Option means an option to acquire a Share on the terms and conditions in the Schedule 1.

Meeting has the meaning given in the introductory paragraph of the Notice.

Mt means million tonnes.

Mtpa means million tonnes per annum.

Notice means this notice of meeting.

NWPC means NWPC Pty Ltd (ACN 132 083 535).

Option means an option to acquire a Share on the terms and conditions in the Schedule 2.

Option Agreement means the agreement between Compliance Energy Corporation, Compliance Coal Corporation, NWPC Pty Ltd and NWPC Coal Canada Ltd in respect of the option to acquire the Project dated 15 December 2008.

Performance Shares means a share in the Company on the terms and condition in Schedule 3.

Project or **Basin Coal Mine** means the Basin Coal Mine in British Columbia, Canada.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in this Notice.

Schedule means a schedule to this Notice.

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

Shareholder means a holder of a Share.

Terms Sheet means the agreement dated 19 December 2008 between the Company, NWPC and the shareholders of NWPC in respect of the Acquisition.

WDST means Western Daylight Savings Time, being the time observed in Perth, Western Australia.

Schedule 1 – Terms and Conditions of Listed Options

1. Entitlement

The Listed Options entitle the holder to subscribe for one Share upon exercise of each Listed Option.

2. Exercise Price and Expiry Date

The Listed Options have an exercise price of \$0.20, and an expiry date of 30 April 2010.

3. Exercise Period

The Listed Options are exercisable at any time on or prior to the Expiry Date.

4. Notice of Exercise

The Listed Options may be exercised by notice in writing to the Company and payment of the Exercise Price for each Listed Option being exercised. Any notice of exercise of a Listed Option received by the Company will be deemed to be a notice of the exercise of that Listed Option as at the date of receipt.

5. Shares issued on exercise

Shares issued on exercise of the Listed Options rank equally with the then shares of the Company.

6. Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Listed Options.

7. Timing of issue of Shares

After a Listed Option is validly exercised, the Company must, within, 15 Business Days of the notice of exercise and receipt of cleared funds equal to the sum payable on the exercise of the Listed Option:

- a) issue and allot the Share; and
- b) do all such acts matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.

8. Participation in new issues

There are no participation rights or entitlements inherent in the Listed Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Listed Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least six business days after the issue is announced. This will give the holders of Listed Options the opportunity to exercise their Listed Options prior to the date for determining entitlements to participate in any such issue.

9. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- a) the number of Shares which must be issued on the exercise of an Listed Option will be increased by the number of Shares which the Listed Option holder would have

received if the Listed Option holder had exercised the Listed Option before the record date for the bonus issue; and

- b) no change will be made to the Exercise Price.

10. Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Listed Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

O = the old Exercise Price of the Listed Option.

E = the number of underlying Shares into which one Listed Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

11. Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Listed Option holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

12. Quotation of Listed Options

Application for quotation of the Listed Options will be made by the Company.

13. Listed Options transferable

The Listed Options are transferable.

14. Lodgement Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Listed Options with the appropriate remittance should be lodged at the Company's Registry.

Schedule 2 – Terms and Conditions of Options

1. Entitlement

The Options entitle the holder to subscribe for one Share upon exercise of each Option.

2. Exercise Price and Expiry Date

The Options have an exercise price of \$0.20, and an expiry date of 30 November 2010.

3. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date.

4. Notice of Exercise

The Options may be exercised by notice in writing to the Company and payment of the Exercise Price for each Option being exercised. Any notice of exercise of a Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

5. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then shares of the Company.

6. Quotation of Shares on exercise

The options will not be quoted, however an application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

7. Timing of issue of Shares

After an Option is validly exercised, the Company must, within, 15 Business Days of the notice of exercise and receipt of cleared funds equal to the sum payable on the exercise of the Option:

- a) issue and allot the Share; and
- b) do all such acts matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.

8. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least six business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

9. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
- b) no change will be made to the Exercise Price.

10. Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

11. Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

12. No Quotation of Options

No application for quotation of the Options will be made by the Company.

13. Options transferable

The Options are transferable.

14. Lodgement Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.

Schedule 3 – Terms and Conditions of Performance Shares

The terms and conditions of the Performance Shares are as follows:

Rights attaching to the Performance Shares

- (a) **(Performance Shares)** Each Performance Share is a share in the capital of the Company.
- (b) **(General Meetings)** The Performance Shares shall confer on the holder (Holder) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. Holders have the right to attend general meetings of shareholders of the Company.
- (c) **(No Voting Rights)** The Performance Shares do not entitle the Holder to vote on any resolutions proposed at a general meeting of shareholders of the Company.
- (d) **(No Dividend Rights)** The Performance Shares do not entitle the Holder to any dividends.
- (e) **(Rights on Winding Up)** The Performance Shares participate in the surplus profits or assets of the Company upon winding up of the Company only to the extent of \$0.0001 per Performance Share.
- (f) **(Not Transferable)** The Performance Shares are not transferable.
- (g) **(Reorganisation of Capital)** If at any time the issued capital of the Company is reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of reorganisation.
- (h) **(Application to ASX)** The Performance Shares will not be quoted on ASX. However, upon conversion of the Performance Shares into fully paid ordinary shares (**Shares**), the Company must within seven days after the conversion, apply for the official quotation of the Shares arising from the conversion on ASX.
- (i) **(Participation in Entitlements and Bonus Issues)** Holders of Performance Shares will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (j) **(No Other Rights)** The Performance Shares give the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

Conversion of the Performance Shares

- (a) **(Conversion on achievement of milestones)** The Performance Shares will convert into Shares upon satisfaction of the following performance hurdles to the reasonable satisfaction of the Company:
 - (i) 5,000,000 Performance Shares (being one-third of the Performance Shares held by each Vendor) will convert into 5,000,000 Shares upon

the completion of a positive bankable feasibility study on the Project on or before 31 May 2010;

- (ii) 5,000,000 Performance Shares (being one-third of the Performance Shares held by each Vendor) will convert into 5,000,000 Shares upon the commencement of commercial production on the Project on or before 31 May 2012; and
- (iii) 5,000,000 Performance Shares (being one-third of the Performance Shares held by each Vendor) will convert into 5,000,000 Shares upon the production of 500,000 tonnes of saleable coal from the Project on or before 31 March 2013,

(Milestones).

- (b) **(Redemption if Milestone not Achieved)** If a Milestone is not achieved by the required date, then the Performance Shares held by a Holder relating to that Milestone will be automatically redeemed by the Company for the sum of \$0.0001 within 10 Business Days of non satisfaction of the particular Milestone.
- (c) **(Conversion Procedure)** The Company will issue the Holder with a new holding statement for the Shares as soon as practicable following the conversion of the Performance Shares into Shares.
- (d) **(Ranking of Performance Shares)** The Shares into which the Performance Shares will convert will rank pari passu in all respects with existing Shares.

JAMESON RESOURCES LIMITED

ACN 126 398 294

PROXY FORM

The Company Secretary
Jameson Resources Limited

By delivery:
Level 2, 79 Hay Street
SUBIACO WA 6008

By post:
PO Box 1424
WEST PERTH WA 6872

By facsimile:
+61 8 9200 4463

I/We ¹ _____
of _____

being a Shareholder/Shareholders of the Company and entitled to _____

votes in the Company, hereby appoint ² _____

or failing such appointment the chairman of the general meeting as my/our proxy to vote for me/us on my/our behalf at the general meeting of the Company to be held at the registered office of Jameson Resources Limited, Level 2, 79 Hay Street, Subiaco on Monday, 2nd February 2009 at 10 am (WDST) and at any adjournment thereof in the manner indicated below or, in the absence of indication, as he thinks fit. If 2 proxies are appointed, the proportion or number of votes of this proxy is authorised to exercise is * []% of the Shareholder's votes*/ [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

Instructions as to Voting on Resolutions

Important:

The chairman of the meeting intends to vote undirected proxies in favour of all of the Resolutions.

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Creation of New Class of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Acquisition of NWPC Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Option to Acquire Interest in Basin Coal Mine	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Placement – Shares and Listed Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Options to Corporate Adviser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of Prior Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Authorised signature/s This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹ Insert name and address of Shareholder

² Insert name and address of proxy

*Omit if not applicable

Proxy Notes:

A Shareholder entitled to attend and vote at the general meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that general meeting. If the Shareholder is entitled to cast 2 or more votes at the general meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that general meeting, the representative of the body corporate to attend the general meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the general meeting the appropriate 'Certificate of Appointment of Representative' should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Subiaco office of the Company (Level 2, 79 Hay Street, Subiaco, WA, 6008, or by post to PO Box 1424, West Perth, WA, 6872 or Facsimile (08) 9200 4463 if faxed from within Australia or +618 9200 4463 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (WDST).