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**JERVOIS MINING LIMITED**

**ACN 007 626 575**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 11.30am (AEDST)

**DATE:** 29 November 2017

**PLACE:** Level 25, Bourke Place, 600 Bourke Street, Melbourne, VIC, 3000

***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.***

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Chairman or Company Secretary on (03) 9236 2800.***

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**CONTENTS PAGE**

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Notice of Annual General Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	7
Glossary	19

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**TIME AND PLACE OF MEETING AND HOW TO VOTE**

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**VENUE**

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The Annual General Meeting of the Shareholders of Jervois Mining Limited to which this Notice of Meeting relates will be held at 11.30 am (AEDST) on 29 November 2017 at:

Level 25, Bourke Place, 600 Bourke Street, Melbourne, VIC, 3000

**YOUR VOTE IS IMPORTANT**

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

**VOTING IN PERSON**

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To vote in person, attend the Annual General Meeting on the date and at the place set out above.

**VOTING BY PROXY**

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To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form:

- (a) by mail  
C/- Computershare Investor Services Pty Limited  
GPO Box 242, Melbourne  
Victoria, 3001
- (b) By facsimilie  
On 1800 783 447 (within Australia) or  
(61 3) 9473 2555 (outside Australia)
- (c) Online at  
[www.investorvote.com.au](http://www.investorvote.com.au)
- (d) Online at  
[www.intermediaryonline.com.au](http://www.intermediaryonline.com.au)  
(for intermediary Online subscribers only)

so that it is received not later than 11.30 am (AEDST) on 27 November 2017.

**Proxy forms received later than this time will be invalid.**

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of Jervois Mining Limited will be held at Level 25, Bourke Place, 600 Bourke Street, Melbourne, VIC, 3000, at 11.30 am (AEDST) on 29 November 2017.

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 11.30am on 27 November 2017.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

### BUSINESS

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#### ADOPTION OF THE ANNUAL FINANCIAL REPORT

To receive the Annual Financial Report, including Directors' declarations and accompanying reports of the Directors and auditors for the financial year ended 30 June 2017.

#### 1. RESOLUTION 1- ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, to pass 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 to the adoption of the Remuneration Report as contained in the Company's financial report for the year ended 30 June 2017."*

**Short Explanation:** The vote on this resolution is advisory only and does not bind the Directors or the Company.

**Voting Exclusion:**

Resolution 1 is directly connected with the remuneration of members of the key management personnel of the Company. Accordingly, the Company will disregard any votes cast (in any capacity) on Resolution 1 either:

- by or on behalf of any member of the key management personnel whose remuneration details are included in the Remuneration Report;
- by a closely related party of such key management personnel; and
- by any proxy for a member of the key management personnel or a closely related party of the key management personal.

unless the vote is cast as a proxy for a person entitled to vote:

- in accordance with a direction on the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation in the proxy form to exercise the proxy as the Chairman sees fit, even though Resolution 1 is connected with the remuneration of a member of the key management personnel.

**2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR JOHN BYRNE**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That Mr John Byrne, a Director of the Company who retires by rotation in accordance with clause 75.1 of the Constitution, and being eligible, is re-elected as a Director of the Company."*

**3. RESOLUTION 3 – ELECTION OF A DIRECTOR – MR BRYCE CROCKER**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, Mr Bryce Crocker, a Director of the Company who retires in accordance with clause 71.2 of the Constitution and, being eligible, is elected as a Director of the Company."*

**4. RESOLUTION 4 – ELECTION OF A DIRECTOR – MR MIGUEL RODRIGUEZ**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, Mr Miguel Rodriguez, a Director of the Company who retires in accordance with clause 71.2 of the Constitution and, being eligible, is elected as a Director of the Company."*

**5. RESOLUTION 5 – ELECTION OF A DIRECTOR – MR BRIAN KENNEDY**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, Mr Brian Kennedy, a Director of the Company who retires in accordance with clause 71.2 of the Constitution and, being eligible, is elected as a Director of the Company."*

**6. RESOLUTION 6 - GRANT OF OPTIONS TO BRYCE CROCKER**

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

*"That for the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11, and for all other purposes, approval is given to grant to Mr Bryce Crocker (or his nominee) 10,000,000 Options exercisable at 15 cents per share on or before 30 November 2022, and otherwise on the terms and conditions set out in the Explanatory Statement"*

**7. RESOLUTION 7 - GRANT OF OPTIONS TO BRYCE CROCKER**

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

*"That for the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11, and for all other purposes, approval is given to grant to Mr Bryce Crocker (or his nominee) Options in three tranches totalling 15,000,000 Options, of which 5,000,000 are exercisable at the 30 day VWAP ending 30 September 2018; 5,000,000 are exercisable at the 30 day VWAP ending 30 September 2019; and 5,000,000 are exercisable at the 30 day VWAP ending 30 September 2020 per share, on or before 30 September 2023, 30 September 2024 and 30 September 2025 respectively and otherwise on the terms and conditions set out in the Explanatory Statement"*

8. **RESOLUTION 8 - GRANT OF OPTIONS TO MIGUEL RODRIGUEZ**

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

*"That for the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11, and for all other purposes, approval is given to grant to Mr Rodriguez 2,500,000 Options exercisable at 15 cents per share on or before 30 November 2022, and otherwise on the terms and conditions set out in the Explanatory Statement"*

9. **RESOLUTION 9 - GRANT OF OPTIONS TO BRIAN KENNEDY**

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

*"That for the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11, and for all other purposes, approval is given to grant to Mr Kennedy 2,500,000 Options exercisable at 15 cents per share on or before 30 November 2022, and otherwise on the terms and conditions set out in the Explanatory Statement"*

10. **RESOLUTION 10 – ISSUE OF SHARES TO BRYCE CROCKER**

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

*"That for the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11, and for all other purposes, approval is given to issue to Mr Bryce Crocker 1,000,000 Shares at nil consideration per share, and otherwise on the terms and conditions set out in the Explanatory Statement"*

**Voting Exclusion: A vote must not be cast (in any capacity) on Resolutions 6,7,8,9 or 10 by or on behalf of:**

- (a) Bryce Crocker, Miguel Rodriguez or Brian Kennedy; and
- (b) an associate of Bryce Crocker, Miguel Rodriguez or Brian Kennedy.

However a vote may be cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution, and if it is not cast on behalf of Bryce Crocker, Miguel Rodriguez or Brian Kennedy or an associate of Bryce Crocker, Miguel Rodriguez or Brian Kennedy, or cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

## 11. RESOLUTION 11 – APPOINTMENT OF AUDITOR

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

*"Subject to ASIC consenting to the resignation of Connect Audit as auditor of the Company, that for the purposes of section 327B of the Corporations Act and for all other purposes, BDO East Coast Partnership, having consented to act, be appointed as auditor of the Company with effect from the end of this meeting and that the Directors be authorised to agree their remuneration."*

**If you appoint the Chairman as your proxy, and you do not direct him/her how to vote on Resolutions 1, 6, 7, 8, 9 and 10, the Chairman may only vote in favour of Resolutions 1, 6, 7, 8, 9 and 10 if you expressly authorise him/her to do so by marking the relevant box in the attached proxy form and lodging your proxy form in accordance with the instructions set out in the proxy form.**

### **Important notes to the resolutions**

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For further information and explanation on the Resolutions to be put to the Meeting, please refer to the Explanatory Statement which is **enclosed** and forms part of this Notice of Meeting.

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**DATED: 30 October 2017  
BY ORDER OF THE BOARD  
JERVOIS MINING LIMITED  
ALWYN DAVEY  
COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at Level 25, Bourke Place, 600 Bourke Street, Melbourne, VIC, 3000 on 29 November 2017 at 11.30 am (AEDST).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

## RESOLUTIONS

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### 1. FINANCIAL STATEMENTS AND DIRECTORS' REPORTS

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of Directors and Auditors for the year ended 30 June 2017.

### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

At a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR

Clause 75.1 of the Constitution requires that one third of the Company's Directors must retire at each annual general meeting. Clause 75.4 of the Constitution provides that a retiring Director is eligible for re-election.

Mr John Byrne will retire by rotation in accordance with the Constitution, and seeks re-election.

### 4. RESOLUTION 3, 4 and 5 – ELECTION OF DIRECTOR

Mr Bryce Crocker, Mr Miguel Rodriguez and Mr Brian Kennedy were appointed to the Board on 1 October 2017 as additional Directors. The Company's Constitution provides that a Director appointed as an additional Director to the Board must not hold office (without re-election) past the next annual general meeting. Mr Crocker, Mr Rodriguez and Mr Kennedy will therefore retire, and seek election at the Meeting.

Mr Crocker is a seasoned mining and natural resources executive with significant experience in base metals, including cobalt. Mr Crocker joined Xstrata plc shortly after its IPO in mid-2002, he was based in London in business development roles until 2006, upon when he transitioned to Canada following the acquisition of Falconbridge and the establishment of Xstrata Nickel headquarters in Toronto. His past nickel/cobalt roles at Xstrata plc's nickel division include Vice President and Head of Strategy, Marketing and Research, and General Manager and Head of Business Development. Mr Crocker was a Director on the Xstrata Nickel board, an Xstrata nominee Director to the Nickel Institute Board (global body representing the industry) and an Xstrata nominee to the Kabanga Shareholder Advisory Committee. Mr Crocker holds an LLB (Honours) and BSc from the University of Melbourne and a Post Graduate Diploma in Applied Finance and Investment from the Australian Securities Institute.

Mr Brian Kennedy has more than 35 years' experience in the construction and mining sectors with clients across coal, iron ore, nickel, cobalt, gold and fertilizers, both in

Australia and overseas. During his career Mr Kennedy has managed large scale mining operations such as Kambalda and Mt Keith on behalf of WMC Resources and Murrin Murrin for Glencore. Mr Kennedy has extensive experience in nickel/cobalt/base metal project start-ups in both construction and transition to operations. Specific roles held by Mr Kennedy include Project Manager for Albidon at Munali nickel mine in Zambia, General Manager for Dikulushi copper mine for Anvil Mining Ltd in DRC, Project Technical Manager for Vale Inco at Goro New Caledonia, Senior Vice President for AngloGold Ashanti DRC, Director of Kabali Gold Mines and Director of Kabali SPRL DRC. Mr Kennedy was a founding shareholder and Director of Reliance Mining before its takeover by Consolidated Minerals and a founding shareholder and non-executive Director of Silver Lake Resources.

Mr Michael Rodriguez is currently COO of Poseidon. His previous employers include GoldCorp, WMC Resources (Olympic Dam and Kwinana Nickel Refinery), Glencore (Murrin Murrin), Gorges Nickel, Black Swan and Lake Johnston. Mr Rodriguez has over 30 years' of experience in design, construction, commissioning, operation and management of hydrometallurgical and pyro-metallurgical plants across Australia, Turkey, Europe and the Americas. Mr Rodriguez has a strong background in project construction, mechanical completion and site handover to operations. At Murrin Murrin, Mr Rodriguez held the positions in Operations, Projects, Technical Services and Corporate Strategic Development Manager. He managed over 300 staff and contractors with an annual budget over A\$150 million. His team had responsibility for the design and commissioning of the High Pressure Acid Leach (HPAL) circuit, including the Pressure Oxidative (POX) leach autoclave, sulphuric acid and hydrogen sulphide plants, solvent extraction (SX) and hydrogen reduction.

## **5. RESOLUTIONS 6 and 7- GRANT OF OPTIONS TO DIRECTOR**

The Company proposes to grant Options to Mr Bryce Crocker as part of his remuneration package.

The ASX Listing Rules prohibit the issue of securities to directors without shareholder approval (except in certain circumstances, none of which apply here). In addition, if approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

The following information is given to Shareholders as required by the Listing Rules:

- (a) The related party to whom the Options will be issued is Mr Bryce Crocker and the maximum number of Options to be granted to him is 25,000,000. There is no issue price for the Options.
- (b) No funds will be raised by the issue of the Options under Resolutions 6 and 7. However, the funds received by the Company upon the exercise of the Options granted pursuant to Resolutions 6 and 7 will be used as working capital.
- (c) If all of the Options granted pursuant to Resolution 6 are exercised, \$1,500,000 will be received by the Company upon exercise of the 10,000,000 Options.
- (d) Terms of the 10,000,000 Options the subject of Resolution 6:
  - a. Each Option entitles Mr Crocker to subscribe for one (1) fully paid Ordinary Share in the capital of the Company.
  - b. The Options vest on 1 October 2019. Any unvested Options will immediately vest in the event of a change of control of the Company or termination of Mr Crocker's employment (other than termination for cause).
  - c. The Options are exercisable before 5.00pm (EST) on 30 November 2022 (**Expiry Date**).





- d. The Options are exercisable at a price of \$0.15 each.
  - e. If Mr Crocker is no longer a Director of the Company for any reason, the Options must be exercised by him within 3 months of the date on which he ceased to be a Director, after which time the Options will automatically lapse.
  - f. All Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then issued Shares. The Options will be unlisted. No quotation will be sought from ASX for the Options.
  - g. The Company may elect to, but is not obliged to, pay to Mr Crocker the full market value of the options (less any tax withholding) in lieu of acceding to a valid request for exercise.
  - h. The Options are not transferable.
  - i. There will be no participation rights inherent in the Options to participate in the new issues of capital by the Company offered to Shareholders during the currency of the Options.
  - j. In the event of a reorganisation of the capital of the Company the rights attaching to the Options will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (e) Terms of the 15,000,000 Options the subject of Resolution 7:
- a. Each Option entitles Mr Crocker to subscribe for one (1) Share in the capital of the Company.
  - b. The Options vest as to:
    - 1. 5,000,000 on 1 October 2020, provided that Mr Crocker is still employed by the Company as at 30 September 2018;
    - 2. 5,000,000 on 1 October 2021, provided that Mr Crocker is still employed by the Company as at 30 September 2019; and
    - 3. 5,000,000 on 1 October 2022, provided that Mr Crocker is still employed by the Company as at 30 September 2020.
- Any unvested Options will immediately vest:
- 4. in the event of a change of control of the Company; or
  - 5. upon termination of Mr Crocker's employment if such termination is after the relevant date for b.1, b. 2 or b.3 above (other than for termination for cause),  
  
(each, a **Trigger Event**).
- c. The Options are exercisable before 5.00pm (EST) on 30 September for 3 years from their vesting date (being 2023, 2024 or 2025 respectively) (**Expiry Date**).
  - d. The Options are exercisable at a price equal to:

1. 5,000,000 at the VWAP of the Company on the ASX for the 30 days prior to 30 September 2018 (b.1 above) or the date of a Trigger Event occurring (whichever occurs earlier);
  2. 5,000,000 at the VWAP of the Company on the ASX for the 30 days prior to 30 September 2019 (b.2 above) or the date of a Trigger Event occurring (whichever occurs earlier); and
  3. 5,000,000 at the VWAP of the Company on the ASX for the 30 days prior to 30 September 2020 (b.2 above) or the date of a Trigger Event occurring (whichever occurs earlier).
- e. If Mr Crocker is no longer a Director of the Company for any reason, the Options must be exercised by him within 3 months of the date on which he ceased to be a Director, after which time the Options will automatically lapse.
- f. All Shares issued upon exercise of the Options will rank *pari passu* in all respects with the Company's then issued Shares. The Options will be unlisted. No quotation will be sought from ASX for the Options.
- g. The Company may elect to, but is not obliged to, pay to Mr Crocker the full market value of the options (less any tax withholding) in lieu of acceding to a valid request for exercise.
- h. The Options are not transferable.
- i. There will be no participation rights inherent in the Options to participate in the new issues of capital by the Company offered to Shareholders during the currency of the Options.
- j. In the event of a reorganisation of the capital of the Company the rights attaching to the Options will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

The Options will be issued within 1 month of approval by Shareholders.

#### **Other Information**

The Directors are remunerated at a level commensurate with the current stage of the Company's development and its financial capacity. Mr Crocker is remunerated at \$300,000 per annum (inclusive of superannuation).

The Company believes it is appropriate to grant Options to Directors. Smaller entities often elect to use equity instruments to remunerate key personnel in order to attract and retain high calibre individuals while minimising the cash cost of engaging those people. In addition, the Options also help to create alignment between directors and shareholders. In particular, the Company wishes to grant the Options to Mr Bryce Crocker under the proposed Resolutions 6 and 7 in order to align Mr Crocker's remuneration with comparable executives of his experience rather than other alternatives considered by the Company including increasing Directors' fees or providing other forms of cash based remuneration in recognition of the calibre of Mr Crocker. The Company considers the issue of the Options to be preferable to other available alternatives because it provides a means of appropriately remunerating and incentivising Mr Crocker while preserving cash resources and also aligns his interests with the interests of Shareholders.

The Board has approved, subject to Shareholder approval, the grant of the Options to Mr Crocker having regard to his role, the number of Options held by the other Directors and the current stage of the Company's development.

The Options, if their issue is approved by Shareholders, will be valued at the grant date. However an indicative valuation of each tranche of Options as at 25 September 2017 (being the date the Company agreed to issue the Options, subject to Shareholder approval) is detailed below:

<u>Option Holder</u>	<u>Number of Options</u>	<u>Exercise Price</u>	<u>Indicative value of Options</u>
Bryce Crocker	10,000,000	\$0.15	\$1,231,511
	5,000,000	\$0.30	\$480,820
	5,000,000	\$0.45	\$402,365
	5,000,000	\$0.675	\$325,426

The indicative value of the Options is based on a Black and Scholes valuation of the Options as at 25 September 2017 based on the following inputs:

- Underlying Share Price: \$0.185 per share (closing price of Jervois on 22 September 2017).
- Exercise Price:
  - (i) 10,000,000 at \$0.15 per share, representing an 3.33% discount to the 30 day VWAP on 22 September 2017;
  - (ii) 5,000,000 at \$0.30 per share, representing a 100% increase over the prior Option exercise price;
  - (iii) 5,000,000 at \$0.45 per share, representing a 50% increase over the prior Options exercise price; and
  - (iv) 5,000,000 at \$0.675 per share, representing a 50% increase over the prior Option exercise price.
- Risk free rate: 1.95% (Australian Government 3 year bond yield).
- Volatility: 75.4% (Jervois historic 12 month volatility).
- Indicative Grant Date: 1 October 2017.
- Expiry: 10,000,000 on 30 November 2022, 5,000,000 on each of 30 September 2023, 2024 and 2025.

Since 25 September 2017, the share price of the Company as quoted on ASX has appreciated significantly, which may impact on the potential value of the Options when they are granted, if Shareholders approve. Although the Options must ultimately be valued at the grant date, an updated indicative valuation of each tranche of Options as at 12 October 2017 is detailed below.

<u>Option Holder</u>	<u>Number of Options</u>	<u>Exercise Price</u>	<u>Indicative value of Options</u>
Bryce Crocker	10,000,000	\$0.15	\$3,071,247
	5,000,000	\$0.30	\$1,303,291
	5,000,000	\$0.45	\$1,150,354
	5,000,000	\$0.675	\$987,054

The indicative value of the Options is based on a Black and Scholes valuation of the Options as at 12 October 2017 based on the following inputs:

- Underlying Share Price: \$0.39 per share (closing price of Jervois on 12 October 2017).
- Exercise Price:
  - (i) 10,000,000 at \$0.15 per share, representing an 3.33% discount to the 30 day VWAP on 22 September 2017;
  - (ii) 5,000,000 at \$0.30 per share, representing a 100% increase over the prior Option exercise price;
  - (iii) 5,000,000 at \$0.45 per share, representing a 50% increase over the prior Options exercise price; and
  - (iv) 5,000,000 at \$0.675 per share, representing a 50% increase over the prior Option exercise price.
- Risk free rate: 1.95% (Australian Government 3 year bond yield).
- Volatility: 75.4% (Jervois historic 12 month volatility).
- Indicative Grant Date: 1 October 2017.
- Expiry: 10,000,000 on 30 November 2022, 5,000,000 on each of 30 September 2023, 2024 and 2025.

In accordance with AASB 2, the value of the Options to be granted to Mr Crocker will be calculated on the issue date using the Black and Scholes method and expensed in the Statement of Profit & Loss in the year ended 30 June 2018. However, based on the indicative valuation as at 25 September 2017 set out above, the charge to profit and loss for the year ended 30 June 2018, would be approximately \$1,231,511 with a charge of \$480,820 to the profit and loss for the year ended 30 June 2019, \$402,365 for the year ended 30 June 2020 and \$325,426 for the year ended 30 June 2021.

The number of Options to be issued to Mr Crocker if Resolutions 6 and 7 are approved represents, on a fully diluted basis assuming all other Options on issue are converted, 12.6% of the Company's issued capital as at the date of this Notice of Meeting. Mr Crocker currently holds no Shares in the Company, but if Resolution 10 is passed, he will be issued 1,000,000 Shares. If Mr Crocker is granted, and subsequently exercises the Options the subject of Resolutions 6 and 7, he will hold 26,000,000 Shares, representing 11.6% of the Company's capital. The issue of the Shares and subsequent exercise of the Options will therefore have no effect on the control of the Company.

The issue of the Shares and exercise of the Options will dilute existing Shareholders' interests by 12.6% (assuming no other changes in the Company's capital as at the date of this Notice of Meeting and not including the issue of Shares or Options pursuant to resolutions 8 or 9).

#### **Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed grant of the Options constitutes giving a financial benefit and Mr Crocker is a related party of the Company by virtue of being a Director.

Shareholder approval is sought for Resolutions 6 and 7 in accordance with Chapter 2E of the Corporations Act. Pursuant to and in accordance with the requirements of

section 219 of the Corporations Act, information is set out above and throughout this Explanatory Statement in relation to the proposed issue of Options to Mr Crocker.

Mr Crocker is to receive the Options under the relevant Resolutions and accordingly makes no recommendation and abstains from making a recommendation because of his material personal interest in the Resolutions.

The other Directors consider that it is a matter of good practice to avoid making a recommendation about other Directors' remuneration in these circumstances as there may be a conflict of interest if such a recommendation was made. Accordingly, no Director makes any recommendation on the issue of Options to Mr Crocker under Resolutions 6 and 7.

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 6 and 7. The full terms of the Options to be issued to Mr Crocker are set out in Section 5(d) and 5(e) above of this Explanatory Statement.

## 6. RESOLUTIONS 8 and 9 – APPROVAL TO GRANT OPTIONS TO DIRECTORS

The Company proposes to grant Options to Mr Rodriguez and Mr Kennedy, both non-executive Directors of the Company, as part of their remuneration packages.

The ASX Listing Rules prohibit the issue of securities to directors without shareholder approval (except in certain circumstances, none of which apply here). In addition, if approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

The following information is given to Shareholders as required by the Listing Rules:

- (a) The related parties to whom the Options will be issued are Mr Miguel Rodriguez and Mr Brian Kennedy and the maximum number of Options to be granted to them are 2,500,000 each. There is no issue price for the Options.
- (b) No funds will be raised by the issue of the Options under Resolutions 8 and 9. However, the funds received by the Company upon the exercise of the Options granted pursuant to Resolutions 8 and 9 will be used as working capital.
- (c) If all of the Options granted pursuant to Resolution 8 are exercised, \$750,000 will be received by the Company upon exercise of the 5,000,000 Options.
- (d) Terms of the Options:
  - a. Each Option entitles the holder to subscribe for one (1) Share in the capital of the Company.
  - b. The Options vest on 1 October 2018. Any unvested Options will immediately vest:
    - 1. in the event of a change of control of the Company; or
    - 2. termination of the holder's employment (other than termination for cause).
  - c. The Options are exercisable before 5.00pm (EST) on 30 November 2022 (**Expiry Date**).
  - d. The Options are exercisable at a price of \$0.15 each.
  - e. If the holder is no longer a Director of the Company for any reason, the Options must be exercised by him within 3 months of the date on which he ceased to be a Director, after which time the Options will automatically lapse.

- f. All Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then issued Shares. The Options will be unlisted. No quotation will be sought from ASX for the Options.
- g. The Options are not transferable.
- h. There will be no participation rights inherent in the Options to participate in the new issues of capital by the Company offered to Shareholders during the currency of the Options.
- i. In the event of a reorganisation of the capital of the Company the rights attaching to the Options will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

The Options will be issued within 1 month of approval by Shareholders.

### **Other Information**

The Directors are remunerated at a level commensurate with the current stage of the Company's development and its financial capacity. The non-executive Directors are remunerated at \$24,000 per annum (excluding superannuation).

The Company believes it is appropriate to grant Options to non-executive Directors. Smaller entities often elect to use equity instruments to remunerate key personnel in order to attract and retain high calibre individuals while minimising the cash cost of engaging those people. In addition, the Options also help to create alignment between directors and shareholders. In particular, the Company wishes to grant the Options to Mr Rodriguez and Mr Kennedy under the proposed Resolutions 8 and 9 in order to align their remuneration with comparable non-executives of their experience rather than other alternatives considered by the Company including increasing Directors' fees or providing other forms of cash based remuneration in recognition of the calibre of each of Mr Rodriguez and Mr Kennedy. The Company considers the issue of the Options to be preferable to other available alternatives because it provides a means of appropriately remunerating and incentivising each of Mr Rodriguez and Mr Kennedy while preserving cash resources and also aligns their interests with the interests of shareholders.

The Board has approved the grant of the Options to Mr Rodriguez and Mr Kennedy having regard to their roles as non-executive Directors, the number of Options held by the other Directors and the current stage of the Company's development.

The Options, if their issue is approved by Shareholders, will be valued at the grant date. However, an indicative valuation of each tranche of Options as at 25 September 2017 (being the date the Company concluded negotiations with the parties of the issue of Options, subject to Shareholder approval) is detailed below:

<u>Option Holder</u>	<u>Number of Options</u>	<u>Exercise Price</u>	<u>Indicative value of Options</u>
Miguel Rodriguez	2,500,000	\$0.15	\$304,579
Brian Kennedy	2,500,000	\$0.15	\$304,579

The indicative value of the Options is based on a Black and Scholes valuation of the Options as at 25 September 2017 based on the following inputs:

- Underlying Share Price: \$0.185 per share (closing price of Jervois on 22 September 2017).

- Exercise price: \$0.15 per share (representing an 3.33% discount to the 30 day VWAP on 22 September).
- Risk free rate: 1.95% (Australian Government 3 year bond yield).
- Volatility: 75.4% (Jervois historic 12 month volatility).
- Indicative Grant Date: 1 October 2017.
- Expiry: 30 November 2022.

Since 25 September 2017, the share price of the Company as quoted on ASX has appreciated significantly, which may impact on the potential value of the Options when they are granted, if Shareholders approve. Although the Options, must ultimately be valued at the grant date, an updated indicative valuation of each tranche of Options as at 12 October 2017 is detailed below.

<u>Option Holder</u>	<u>Number of Options</u>	<u>Exercise Price</u>	<u>Indicative value of Options</u>
Miguel Rodriguez	2,500,000	\$0.15	\$767,812
Brian Kennedy	2,500,000	\$0.15	\$767,812

The indicative value of the Options is based on a Black and Scholes valuation of the Options as at 12 October 2017 based on the following inputs:

- Underlying Share Price: \$0.39 per share (closing price of Jervois on 12 October 2017).
- Exercise Price: \$0.15 per share (representing a 3.33% discount to the 30 day VWAP on 22 September 2017).
- Risk free rate: 1.95% (Australian Government 3 year bond yield).
- Volatility: 75.4% (Jervois historic 12 month volatility).
- Indicative Grant Date: 1 October 2017.
- Expiry: 30 November 2022.

In accordance with AASB 2, the value of the Options to be granted to Mr Rodriguez and Mr Kennedy will be calculated on the issue date using the Black and Scholes method and expensed in the Statement of Profit & Loss in the year ended 30 June 2018. However, based on the indicative valuation as at 25 September 2017 set out above, the charge to profit and loss for the year ended 30 June 2018, would be approximately \$609,158.

The number of Options to be issued to Mr Rodriguez and Mr Kennedy if Resolutions 8 and 9 are approved represent, on a fully diluted basis assuming all other Options on issue are converted, 2.53% of the Company's issued capital as at the date of this Notice of Meeting. Mr Rodriguez and Mr Kennedy currently hold no Shares in the Company. If Mr Rodriguez and Mr Kennedy are granted, and subsequently exercise the Options the subject of Resolutions 8 and 9, they will each hold 2,500,000 Shares, each representing 1.23% of the Company's capital. The exercise of the Options will therefore have no effect on the control of the Company.

The exercise of the Options will dilute existing Shareholders' interests by 3.2% (assuming no other changes in the Company's capital as at the date of this Notice of Meeting and not including the issue of Shares or Options pursuant to resolutions 6, 7 or 10.)



## **Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed grant of the Options constitutes giving a financial benefit and Mr Rodriguez and Mr Kennedy are each a related party of the Company by virtue of being a Director.

Shareholder approval is sought for Resolutions 8 and 9 in accordance with Chapter 2E of the Corporations Act. Pursuant to and in accordance with the requirements of section 219 of the Corporations Act, information is set out above and throughout this Explanatory Statement in relation to the proposed issue of Options to Mr Rodriguez and Mr Kennedy.

Mr Rodriguez and Mr Kennedy are to receive the Options under the relevant Resolutions 8 and 9, and accordingly make no recommendation and abstain from making a recommendation because of their material personal interest in the relevant Resolution.

The other Directors consider that it is a matter of good practice to avoid making a recommendation about other Directors' remuneration in these circumstances as there may be a conflict of interest if such a recommendation was made. Accordingly, no Director makes any recommendation on the issue of Options to Mr Rodriguez or Mr Kennedy under Resolutions 8 and 9.

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 8 and 9. The full terms of the Options to be issued to Mr Rodriguez and Mr Kennedy are set out in Section 6(d) above of this Explanatory Statement.

## **7. RESOLUTION 10 – ISSUE OF SHARES TO BRYCE CROCKER**

The Company believes it is appropriate to grant equity to the CEO, Mr Crocker. Smaller entities often elect to use equity instruments to remunerate key personnel in order to attract and retain high calibre individuals while minimising the cash cost of engaging those people. In addition, the equity also help to create alignment between directors and shareholders. In particular, the Company wishes to grant the 1,000,000 Shares to Mr Bryce Crocker under the proposed Resolution 10 instead of other alternatives considered by the Company including increasing Directors' fees or providing other forms of cash based remuneration at a time when the Company is still in the early stages of implementing of new business strategy. The Board negotiated Mr Crocker's share based compensation to be in alignment with the share price of the Company when negotiations were being concluded. Since the appointment of Mr Crocker the Share price of the Company has increased significantly from \$0.185 to a high of \$0.475 with a closing price of \$0.39 on 12 October 2017. The Company considers the issue of the Shares to be favourable to other available alternatives because it provides a means of appropriately remunerating and incentivising Mr Crocker in a manner that preserves cash resources and also aligns the interests of Mr Crocker with the interests of Shareholders.

The Company has assessed the value of the 1,000,000 Shares using firstly \$0.185, being the price of the Company at the conclusion of negotiation with Mr Crocker and the price at which the board determined the number of Shares to be issued and then by using the volume weighted average price (VWAP) of the Shares traded on the ASX for 30 and 90 days prior to the date of announcement of the proposed issue of the Shares



on 25 September 2017 and finally using the closing price of the shares as at 12 October 2017. The value of the 1,000,000 Shares to be issued to Mr Crocker is:

\$0.185 (Closing price on day the board assessed the number of shares)	30 Day VWAP of \$0.155	90 Day VWAP of \$0.14	Closing price on 12 October 2017 of \$0.39
\$185,000	\$155,000	\$140,000	\$390,000

The total Remuneration for Mr Crocker, assuming Resolutions 6, 7 and 10 are passed is estimated to be:

Base Remuneration (inclusive of Superannuation)	Options at the date of announcement on 25 September 2017 (Resolution 6)	Estimate of Options at the date of announcement on 25 September 2017 based on assumptions (Resolution 7)	Shares at \$0.185 (Resolution 10)	Total Remuneration
\$300,000	\$1,231,511	\$1,208,611	\$185,000	\$2,925,122

In accordance with AASB 2, the Shares issued will be calculated based on market value on the date of issue. However, the value of the 1,000,000 Shares (an indicative amount of \$185,000 at \$0.185c per share) will be expensed in the Statement of Profit & Loss in the year ended 30 June 2018.

The issue of the 1,000,000 will dilute existing Shareholders interests by 0.65% (assuming no other changes in the Company's capital as at the date of this Notice of Meeting).

Listing Rule 10.11 prohibits the issue of securities to a director, or a party related to a director, without Shareholder approval (with certain exceptions, none of which apply here). In addition, if approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

The following information is given to Shareholders as required by the Listing Rules:

- The maximum number of securities that may be issued is 1,000,000 ordinary Shares.
- The Shares will be issued no later than 1 months after the date of the meeting.
- The issue price of any Shares issued under Resolution 10 will be nil.
- The Company will issue the Shares to Mr Bryce Crocker or his related entities, for example to his superannuation funds.
- No funds will be raised by the issue of the Shares.
- The Shares to be issued pursuant to Resolution 10 will rank pari passu with all other Shares.

### **Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed grant of the Shares constitutes giving a financial benefit and Mr Crocker is a related party of the Company by virtue of being a Director.

Shareholder approval is sought for Resolution 10 in accordance with Chapter 2E of the Corporations Act. Pursuant to and in accordance with the requirements of section 219 of the Corporations Act, information is set out above and throughout this Explanatory Statement in relation to the proposed issue of Shares to Mr Crocker.

The other Directors consider that it is a matter of good practice to avoid making a recommendation about other Directors' remuneration in these circumstances as there may be a conflict of interest if such a recommendation was made. Accordingly, no Director makes any recommendation on the issue of Shares to Mr Crocker under Resolution 10.

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 10.

## **8. APPOINTMENT OF AUDITOR**

Shareholder approval is sought to approve the appointment BDO East Coast Partnership (BDO) as auditors of the Company.

In compliance with section 329(5) of the Corporations Act, Connect Audit applied to ASIC to resign as the Company's auditors on 13 October 2017. The directors intend to appoint BDO to fill the vacancy as auditor of the Company until the date of the meeting set out in this notice. In accordance with section 328A(1) of the Corporations Act, BDO has provided and not withdrawn their consent by notice in writing to the Company to act as auditors of the Company on and from the date of this Annual General Meeting subject to consent from ASIC to the resignation of Connect Audit.

The directors recommend the appointment of BDO as auditors of the company and thank Connect Audit for its past services.

## **9. ENQUIRIES**

Shareholders are required to contact the Chairman or Company Secretary on +61 (3) 9236 2800 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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**\$** means Australian dollars.

**ASX** means ASX Limited (ACN 008 624 691).

**Board** means the board of directors of the Company.

**Company or Jervois** means Jervois Mining Limited (ACN 007 626 575).

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

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

**Directors** mean the current directors of the Company.

**Explanatory Statement** means the explanatory statement which accompanies, and forms part of, the Notice of Meeting.

**Key management personnel** means those persons having authority or responsibility for planning directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

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

**Meeting** means the meeting convened by the Notice of Meeting.

**Notice of Meeting** means the notice of general meeting accompanying this Explanatory Statement.

**Option** means an option over an unissued Share on the relevant terms set out in the Explanatory Statement.

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

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

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

**AEDST** means Australian Eastern Daylight Savings Time.

JRV

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



**Online:**

[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 9999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by 11:30 am (AEDST) on Monday 27 November 2017**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

#### Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Jervois Mining Limited hereby appoint

☐

the Chairman  
of the Meeting **OR**



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Jervois Mining Limited to be held at Level 25, Bourke Street, Melbourne, VIC, 3000 on Wednesday 29 November 2017 at 11:30 am (AEDST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1, 6, 7, 8, 9 and 10 (except where I/we have indicated a different voting intention below) even though Resolution 1, 6, 7, 8, 9 and 10 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1, 6, 7, 8, 9 and 10 by marking the appropriate box in step 2 below.

### STEP 2

#### Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr John Byrne as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Bryce Crocker as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Mr Miguel Rodriguez as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Mr Brian Kennedy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Grant of Options to Bryce Crocker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

		For	Against	Abstain
Resolution 7	Grant of Options to Bryce Crocker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Grant of Options to Miguel Rodriguez	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Grant of Options to Brian Kennedy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Issue of Shares to Bryce Crocker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_ / /

Date

J R V

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Computershare +