



Notice of General Meeting

and

Explanatory Statement

and

Proxy Form

General Meeting of Jervois Mining Limited to be held at

Baker McKenzie,

Level 19

181 William Street

Melbourne VIC 3000.

on 19 January 2018 commencing at 11.00am (AEDT).

This Notice of General Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in any doubt as how to vote, they should seek advice from their own independent financial, taxation or legal adviser without delay.

Jervois Mining Limited ACN 007 626 575 (Company)

General information

This notice of meeting (**Notice**) relates to the general meeting (**Meeting**) of the shareholders of the Company (**Shareholders**).

The Meeting will take place at Baker McKenzie, Level 19, 181 William Street, Melbourne VIC 3000 on 19 January 2018 commencing at 11.00am (AEDT).

The following documents accompany this Notice and are designed to assist Shareholders' understanding of the resolution under consideration (**Resolution**):

- **Explanatory Statement:** provides an explanation of the Resolution and the disclosures required by law; and
- **Proxy Form:** to be used by Shareholders to appoint a proxy to vote on their behalf at the Meeting.

Shareholders should read the above documents carefully and if they are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Key dates for Shareholders

Event	Date*
Dispatch of Notice to Shareholders	18 December 2017
Deadline for lodging Proxy Form for Meeting	17 January 2018 at 11.00am (AEDT)
Record date for eligibility to vote at Meeting	17 January 2018 at 7.00pm (AEDT)
General Meeting	19 January 2018 at 11.00am (AEDT)

* Shareholders should note the above timetable is indicative only and may be varied in consultation with ASX. Any changes to the above timetable will be released to the ASX.

Jervois Mining Limited ACN 007 626 575 (Company)

General Meeting: Agenda

The business to be transacted at the Meeting is set out below:

1. Ratification of prior issue of Shares

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, the shareholders of the Company approve and ratify the previous issue of 22,654,692 fully paid ordinary shares in the company under Listing Rule 7.1 at an issue price of \$0.56 per Share on 12 December 2017 by way of a placement and otherwise on the terms and conditions set out in the Explanatory Statement attached to this Notice of Meeting.”

Voting exclusion statement on item 1:

The Company will disregard any votes cast in favour of this Resolution by:

- (a) any person who participated in the issue of the Shares; and
- (b) any Associates of those persons.

However, the Company need not disregard a vote if it is cast by a person:

- (c) as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- (d) 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.

By order of the board:

.....
Alwyn Davey
Company Secretary

18 December 2017

Notes

Who may vote?	<p>The Directors have determined, in accordance with Regulation 7.11.37 and 7.11.18 of the <i>Corporations Regulation 2001 (Cth)</i>, that all Shares of the Company that are quoted on ASX at 7.00pm (AEDT) on 17 January 2018 will, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time.</p> <p>This means that (subject to any specific voting exclusions) any person registered as the holder of Shares at 7.00pm (AEDT) on 17 January 2018 is entitled to attend and vote at the Meeting in respect of those Shares. Transfers registered after that time will be disregarded for the purposes of determining entitlement to attend and vote at the Meeting.</p>
Proxies: appointment and voting	<p>A Shareholder of the Company who is entitled to attend and vote at the Meeting has a right to appoint a person as their proxy to attend and vote for the Shareholder at the Meeting. A proxy need not be a Shareholder of the Company. A proxy can either be an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:</p> <ul style="list-style-type: none"> • appoints an individual as its corporate representative to exercise its powers at meetings in accordance with section 250D of the Corporations Act; and • provides satisfactory evidence of the appointment of its corporate representative prior to the commencement of the meeting. <p>If satisfactory evidence of the appointment as corporate representative is not received before the Meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.</p> <p>A Shareholder who is entitled to cast two or more votes may appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes that each proxy may cast, each proxy may cast one half of the Shareholders votes. If the Shareholder appoints two proxies, neither may vote on a show of hands.</p>
Proxies: lodgement	<p>To be valid, the completed enclosed Proxy Form must be lodged by no later than 11.00am (AEDT) on 17 January 2018 (Proxy Deadline), being at least 48 hours before the holding of the Meeting, either by:</p> <ul style="list-style-type: none"> (a) by mail C/- Computershare Investor Services Pty Limited GPO Box 242, Melbourne Victoria, 3001 (b) By facsimile On 1800 783 447 (within Australia) or (61 3) 9473 2555 (outside Australia) (c) Online at www.investorvote.com.au (d) Online at www.intermediaryonline.com.au (for intermediary Online subscribers only)

	<p>A written proxy appointment must be signed by the Shareholder or the Shareholder's attorney, or where the Shareholder is a body corporate, by its corporate representative or at least 2 officers of that Shareholder.</p> <p>Where the appointment is signed by the appointor's attorney, a certified copy of the authority, or the authority itself, must be lodged with the Company in one of the above ways by the Proxy Deadline. If facsimile transmission is used, the authority must be certified.</p> <p>A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act 2001 (Cth). A "Certificate of Appointment of Company Representative" is available from the Company's share registry at Computershare Investor Services Pty Limited (Local: 1300 850 505; overseas: +61 (0)3 9415 4000) and must be lodged with the Company before the meeting or at the registration desk on the day of the meeting.</p>
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Jervois Mining Limited ACN 007 626 575 (Company)

Explanatory Statement

Introduction

The Explanatory Memorandum has been prepared for the purposes of the Corporations Act and the Listing Rules. The purpose of this Explanatory Memorandum is to provide Shareholders with all the information known to the Company that is material to Shareholders in deciding whether or not to approve the Resolution as set out in the Notice at the Meeting of the Company to be held at Baker McKenzie, Level 19, 181 William Street, Melbourne VIC 3000 on 19 January 2018 commencing at 11.00am (AEDT).

The Directors recommend that Shareholders read this Explanatory Memorandum in full and in conjunction with the Notice before making any decisions in relation to the proposed Resolution.

Item of Business

1. Ratification of prior issue of Shares

The Resolution set out in item 1 of the Notice seeks Shareholder approval for the prior issue of 22,654,692 Shares on 12 December 2017 at an issue price of \$0.56 per Share by way of a placement.

In accordance with the Company's announcement dated 6 December 2017, the Company raised \$12,686,627.52 via a placement of 22,654,692 Shares at \$0.56 per Share to the Eligible Investors (**Placement**). The Shares were issued to Eligible Investors on 12 December 2017.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions under Listing Rule 7.2, issue or agree to issue securities during any 12 month period in excess of 15% of the number of ordinary shares on issue at the commencement of that 12 month period, without shareholder approval.

Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of Listing Rule 7.1 if shareholders subsequently approve it and the issue did not breach Listing Rule 7.1..

Shareholder ratification of the prior issue of Shares is now being sought for the purposes of Listing Rule 7.4.

The effect of ratification in accordance with Listing Rule 7.4 is the reinstatement of the Company's capacity to issue further securities up to 15% of the Shares, if required, in the next 12 months without requiring Shareholder approval.

The Directors believe that it is in the best interests of the Company that the Company maintains its ability to issue up to 15% of the issued capital of the Company.

For the purposes of Listing Rule 7.5, which contains the requirements as to the contents of a notice sent to shareholders for the purposes of Listing Rule 7.4, the following information is provided to Shareholders:

Number of securities issued	22,654,692 Shares were issued under Listing Rule 7.1.
Price	Issue price per Share was \$0.56.
Terms	The Shares rank pari passu with all existing securities in their class.
Names of persons to whom securities were issued	The Shares were allotted and issued to the Eligible Investors.
Use of funds raised	The funds raised will be deployed toward accelerating the advancement of Nico Young nickel-cobalt deposit, in particular the potential advance ordering of long lead items. The Company is also actively reviewing advanced stage business development opportunities in multiple jurisdictions

The Directors consider it appropriate and prudent for approval to be sought at the Meeting in respect of the prior issue of Shares made by the Company on 12 December 2017. The Directors believe this approval will enhance the Company's flexibility to finance its operations through raising equity capital, should the Directors consider it to be in the best interests of the Company to do so.

In particular, the Directors note that, if this approval is not obtained at the Meeting, the Company may be required to incur additional costs and delays if the Directors subsequently propose to issue securities which do not fall under an exception in Listing Rule 7.2 to the 15% rule in Listing Rule 7.1.

Recommendation: The Directors unanimously recommend that Shareholders vote **in favour** of this Resolution.

Directors' approvals and recommendations

To the extent permitted by law, it is the intention of the Chairman of the Meeting to vote all undirected proxies granted to him in favour of the Resolution.



Glossary

Capitalised terms used in this Notice and the Explanatory statement have the following meanings:

\$ means Australian Dollars;

AEDST means Australian Eastern Daylight Savings Time;

ASX means the Australian Securities Exchange or ASX Limited as the context requires;

Board means the board of Directors;

Company means Jervois Mining Limited ACN 007 626 575;

Constitution means the constitution of the Company;

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

Director(s) means the directors of the Company from time to time;

Eligible Investors means institutional, sophisticated and professional investors (within the meaning of the Corporations Act (or equivalent international legislation) introduced to the Company by BW Equities Pty Ltd and Foster Stockbroking Pty;

Explanatory Statement means the explanatory statement that accompanies this Notice;

Listing Rules means the Listing Rules of the ASX;

Meeting means the meeting of the Company to be held at Baker McKenzie, level 19, 181 William Street, Melbourne on 19 January 2018 at 11.00am;

Notice means the notice convening the Meeting;

Proxy Form means the proxy form accompanying this Notice;

Relevant Interest has the meaning given to that term in the Corporations Act;

Resolution means a resolution to be voted on at the Meeting, the details of which are set out in the Notice;

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

Shareholder means a holder of a Share.

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



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

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 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 11.00am (AEDT) on Wednesday 17 January 2018

How to Vote on the Item 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 the 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 the item your vote will be invalid.

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 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 General Meeting of Jervois Mining Limited to be held at the offices of Baker McKenzie, Level 19, 181 William Street, Melbourne on Friday 19 January 2018 at 11.00am (AEDT) and at any adjournment or postponement of that meeting.

STEP 2

Item of Business

PLEASE NOTE: If you mark the **Abstain** box for the 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.

Item 1 Ratification of prior issue of Shares

For

Against

Abstain

☐

☐

☐

The Chairman of the Meeting intends to vote undirected proxies in favour of the 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

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary Director Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/

/