
JERVOIS MINING LIMITED

ACN 007 626 575

ADDENDUM TO NOTICE OF GENERAL MEETING

Jervois Mining Limited (ACN 007 626 575) (**Company**), hereby gives notice to shareholders of the Company that, in relation to the Notice of General Meeting dated 19 June 2019 (**Notice of Meeting**) in respect of a general meeting of members to be held at 11.00am (AEST) on 18 July 2019 at Level 18, 101 Collins Street, Melbourne, Victoria, Australia, 3000, the Directors have determined to issue this addendum (**Addendum to Notice of Meeting**) for the purposes set out below.

(a) **Additional Resolutions – Resolutions**

By this Addendum to Notice of Meeting, additional Resolutions, Resolutions 2 to 6, as detailed below, are added to the Notice of Meeting.

(b) **Explanatory Statement – Supplementary Information**

By this Addendum to Notice of Meeting, additional Sections 12 to 15 are added to the Explanatory Statement to the Notice of Meeting.

(c) **Replacement Proxy Form**

Annexed to this Addendum to Notice of Meeting is a replacement Proxy Form.

If Shareholders wish to have their votes counted by proxy in respect of Resolutions 2 to 6, Shareholders **MUST** use this replacement Proxy Form to vote on all of the Resolutions. In the event that a Shareholder provides a replacement Proxy Form, any Proxy Form dispatched with the original Notice of Meeting which has been completed by that Shareholder will be disregarded.

The Company reserves the right to accept Proxy Forms dispatched with the original Notice of Meeting received from Shareholders in the event that a replacement Proxy Form is not provided by the relevant Shareholder.

Definitions in the Notice of Meeting have the same meaning in this Addendum to Notice of Meeting, unless otherwise defined herein.

The matters set out in this Addendum to Notice of Meeting do not affect the timetable for completion of the eCobalt Transaction as set out in the Notice of Meeting. The cash position of the Company as set out in the Pro-Forma financial information set out in the Notice of Meeting will be impacted positively by the amount of the Capital Raising.

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.

ENQUIRIES

Shareholders are requested to contact the Company Secretary on +61 3 9583 0498 if they have any queries in respect of the matters set out in these documents.

ADDITIONAL RESOLUTIONS

Additional Resolutions, Resolutions 2 to 6, are included in the Notice of Meeting as follows:

2. Approval of the Issue of the Capital Raising Shares for the purposes of Listing Rule 7.1

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

“Conditional on the passing of Resolution 1 and completion of the eCobalt Transaction, that, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue and allot up to a maximum of 30,837,552 Shares at an issue price of A\$0.20 and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement on Resolution 2

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

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); 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.

3. Approval of participation in the Capital Raising by Related Parties

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

“Conditional on the passing of Resolution 1 and completion of the eCobalt Transaction, that, for the purposes of Listing Rule 10.11 and section 195(4) of the Corporations Act and for all other purposes, approval if given for the issue of up to:

- (a) 2,500,000 Shares to Peter Johnston;
- (b) 7,100,000 Shares to Brian Kennedy, and
- (c) 1,500,000 Shares to Bryce Crocker

at an issue price of A\$0.20 and otherwise on the terms and conditions set out in the Explanatory Statement.

Voting exclusion statement on Resolution 3

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

- (a) **Peter Johnston, Brian Kennedy and Bryce Crocker** (and any of their respective nominees); 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.

4. Approval of the Issue of the Options for the purposes of Listing Rule 7.1

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given to the grant to executives of the Company of up to 10,000,000 options to subscribe for fully paid ordinary shares in the Company, exercisable at 20 Australian cents, expiring five (5) years from the date of vesting (including to the issue of Shares on the exercise of those options). The options only vest after three (3) years from grant, subject to continued employment and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement on Resolution 4

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

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); 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.

5. Approval of the issue of Options to a Related Party

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

“That, for the purposes of Listing Rule 10.11 and section 195(4) of the Corporations Act and for all other purposes, approval is given to the grant to Mr Simon Clarke (or his nominee) of 2,500,000 options to subscribe for fully paid ordinary shares in the Company, exercisable at 20 Australian cents, expiring five (5) years from the date of vesting (including to the issue of Shares on the exercise of those Options). The options only vest after three (3) years from grant, subject to continued employment and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement on Resolution 5

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

- (a) Mr Simon Clarke (and any of his respective nominees); and
- (b) any Associates of Mr Simon Clarke.

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.

In addition, a vote must not be cast, and the Company will disregard any votes cast, on Resolution 5 by any member of the Company's Key Management Personnel (or any closely related party of Key Management Personnel) who is appointed as a proxy for a person who is entitled to vote, where the appointment does not specify how to vote on Resolution 5. However this exclusion will not apply where the vote is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, and the proxy appointment expressly authorises the Chairman to vote undirected proxies on Resolution 5 as the Chairman decides.

6. Approval of issue of Options to a Related Party

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

"That, for the purposes of Listing Rule 10.11 and section 195(4) of the Corporations Act and for all other purposes, approval is given to the grant to Mr Michael Rodriguez (or his nominee) of 2,500,000 options to subscribe for fully paid ordinary shares in the Company, exercisable at 24 Australian cents, expiring three (3) years from the date of vesting (including to the issue of Shares on the exercise of those Options). The options only vest after two (2) years from grant, subject to continued employment and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement on Resolution 6

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

- (a) Mr Michael Rodriguez, (and any of his respective nominees); and
- (b) any Associates of Mr Michael Rodriguez.

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.

In addition, a vote must not be cast, and the Company will disregard any votes cast, on Resolution 6 by any member of the Company's Key Management Personnel (or any closely related party of Key Management Personnel) who is appointed as a proxy for a person who is entitled to vote, where the appointment does not specify how to vote on Resolution 6. However this exclusion will not apply where the vote is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, and the proxy appointment expressly authorises the Chairman to vote undirected proxies on Resolution 6 as the Chairman decides.

By order of the Board:

Alwyn Davey
Company Secretary

28 June 2019

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 (AEST) on 16 July 2019 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 (AEST) on 16 July 2019 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 a person's entitlement to attend and vote at the Meeting.</p>
Proxies: appointment and voting	<p>A Shareholder 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. 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 (AEST) on 16 July 2019 (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. A "Certificate of Appointment of Company Representative" is available from the Company's share registry, 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>

EXPLANATORY STATEMENT

The Explanatory Statement outlined in the Notice of Meeting is supplemented by including Sections 12 to 15 in the Explanatory Statement as set out below.

12. Information on Resolution 2 – Approval of issue of the Capital Raising Shares for the purposes of Listing Rule 7.1

12.1 Background

The Company has undertaken a capital raising by way of a placement of up to a maximum of 82,500,000 Shares at A\$0.20 per share to raise a total of A\$16,500,000 (before costs). Of this total placement, it is proposed that 40,562,448 Shares at A\$0.20 will be placed utilising the Company's 15% annual placement capacity under Listing Rule 7.1, 11,100,000 Shares will be placed with Directors subject to passing of Resolution 3 and the balance of up to 30,837,552 Shares, will be placed to sophisticated and institutional investors subject to the passing of Resolution 2.

12.2 ASX Listing Rule 7.1

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. The effect of approval of Resolution 2 will be to allow the Company to issue the Capital Raising Shares in addition to using the Company's 15% annual placement capacity under Listing Rule 7.1.

12.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Capital Raising Shares:

- (a) the maximum number of Capital Raising Shares to be issued under Resolution 2 is 30,837,552 Shares;
- (b) the Capital Raising Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of all of the Capital Raising Shares will occur on the same day;
- (c) the Capital Raising Shares will be issued at the issue price of A\$0.20 per Share;
- (d) the Capital Raising Shares will be issued to sophisticated and institutional investors, none of whom are a related party of the Company;
- (e) the Capital Raising Shares will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares;
- (f) up to a total of A\$6,167,510.40 will be raised from the issue of the Capital Raising Shares issued pursuant to Resolution 2; and
- (g) it is intended that the funds raised will be used for advancing the development of the Company's projects and for general working capital purposes. A detailed schedule of how proceeds will be spent was released to the ASX in the form of a presentation

relating to the capital raise – see <http://jervoismining.com.au/wp-content/uploads/2019/01/02118380.pdf>

- (h) a voting exclusion statement is included in this document.

12.4 Directors' Recommendation

The Directors do not have any material personal interest in the outcome of Resolution 2 and unanimously recommend that Shareholders vote in favour of Resolution 2.

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 Resolution 2.

13. Information on Resolution 3 – Approval of Director participation in the Capital Raising for the purposes of Listing Rule 10.11

13.1 General

Peter Johnston, Brian Kennedy and Bryce Crocker wish to participate in the Capital Raising, subject to Shareholder approval being obtained for Resolution 3. Resolution 3 seeks Shareholder approval for the issue of up to a total of 11,100,000 Capital Raising Shares to the Related Party Participants (or their nominees) arising from their potential participation in the Capital Raising.

13.2 Chapter 2E of the Corporations Act and Listing Rule 10.11

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of that 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 Directors (other than the Related Party Participants) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Related Party Participants' participation in the Capital Raising as the Shares will be issued to the Related Party Participants on the same terms as non-related party participants in the Capital Raising and as such, the giving of the financial benefit is on arm's length terms.

Listing Rule 10.11 also requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies.

As any issue of the Capital Raising Shares to Peter Johnston, Brian Kennedy and Bryce Crocker will constitute an issue of securities to a related party of the Company, Shareholder approval will be required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply to the current circumstances.

Shareholder approval is not being sought under Listing Rule 7.1 for the Related Party Participants' participation in the Capital Raising as approval is being sought under Listing Rule 10.11. As such, the issue of the Capital Raising Shares to the Related Party Participants (or

their respective nominees) will not be included in the use of the Company's 15% placement capacity pursuant to Listing Rule 7.1.

13.3 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided, if Resolution 3 is approved:

- (a) the relevant Capital Raising Shares will be issued to Directors Peter Johnston, Brian Kennedy and Bryce Crocker;
- (b) the maximum number of Capital Raising Shares to be issued to the Related Party Participants is up to
 - (A) 2,500,000 Shares to Peter Johnston;
 - (B) 7,100,000 Shares to Brian Kennedy, and
 - (C) 1,500,000 Shares to Bryce Crocker
- (c) the Capital Raising Shares to be issued to the Related Party Participants will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of all of the Capital Raising Shares will occur on the same day;
- (d) Peter Johnston, Brian Kennedy and Bryce Crocker are current Directors and therefore are related parties of the Company;
- (e) the issue price of the Capital Raising Shares will be A\$0.20, being the same issue price as all of the other Shares to be issued under the Capital Raising;
- (f) the Capital Raising Shares issued will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares;
- (g) up to a total of A\$2,220,000 will be raised from the issue of the Capital Raising Shares issued pursuant to Resolution 3. It is intended that the funds raised will be used for advancing the development of the Company's projects and for general working capital purposes;
- (h) a voting exclusion statement is included in the Notice.

13.4 Directors' Recommendation

The Directors (other than Peter Johnston, Brian Kennedy and Bryce Crocker) do not have any material personal interest in the outcome of Resolution 3 and recommend that Shareholders vote in favour of Resolution 3.

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 Resolution 3.

14. Information on Resolution 4 – Approval of issue of options to executives for the purposes of Listing Rule 7.1

14.1 Background

The Company proposes to issue options to executives of the Company, who are not related parties, as part of their remuneration package. The options proposed to be issued to executives are up to 10,000,000 options to subscribe for Shares, exercisable at 20 Australian cents, vesting in three years from the date of grant and expiring five years from the date of vesting. Otherwise the terms of the options are as set out in Annexure A.

14.2 ASX Listing Rule 7.1

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. The effect of approval of Resolution 4 will be to allow the Company to issue the options, and the Shares upon exercise of the options, without using the Company's 15% annual placement capacity under Listing Rule 7.1.

14.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the options under Resolution 4:

- (a) the maximum number of Shares to be issued following exercise of the options is 10,000,000 Shares;
- (b) the options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (c) the options will be issued for nil consideration. The exercise price of the options will be A\$0.20 per Share;
- (d) the options will be issued to executives of the Company who are sophisticated investors, none of whom are a related party of the Company;
- (e) if the options are exercised, the option holders will be issued fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares;
- (f) up to a total of A\$2,000,000 will be raised from the issue of the options if exercised. It is intended that the funds raised will be used for advancing the development of the Company's projects and for general working capital purposes; and
- (g) a voting exclusion statement is included in this document.

14.4 Directors' Recommendation

The Directors do not have any material personal interest in the outcome of Resolution 4 and unanimously recommend that Shareholders vote in favour of Resolution 4.

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 Resolution 4.

15. Information on Resolutions 5 and 6 – Approval of issue of options to Related Parties for the purposes of Listing Rule 10.11

15.1 Background

Subject to Shareholder approval of Resolutions 5 and 6 (inclusive), as part of their respective remuneration packages, the board proposes to grant to:

- (a) non-executive Director, Simon Clarke 2,500,000 options to subscribe for Shares at an exercise price of A\$0.20, such options to vest three (3) years from the date of grant, with an expiry date five (5) years from the date of vesting; and
- (b) former director, and current executive general manager Michael Rodriguez, 2,500,000 options to subscribe for Shares at an exercise price of A\$0.24, such options to vest two (2) years from the date of grant, with an expiry date 3 years from the date of vesting,

Otherwise the terms of the options are as set out in Annexure A.

15.2 Chapter 2E of the Corporations Act and Listing Rule 10.11

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of that 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 Directors (other than Simon Clarke) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the options by virtue of the provisions of section 211 of the Corporations Act and that the remuneration is reasonable in the circumstances of the Company and of each of Simon Clarke and Michael Rodriguez.

Listing Rule 10.11 also requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies.

As any issue of options to Simon Clarke and Michael Rodriguez will constitute an issue of securities to a related party of the Company, in the case of Michael Rodriguez by virtue of section 228(5) of the Corporations Act which deems a person who was a director within the previous 6 months to be a related party, Shareholder approval will be required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply to the current circumstances.

Shareholder approval is not being sought under Listing Rule 7.1 for the issue of the options as approval is being sought under Listing Rule 10.11. As such, the issue of the options under Resolutions 5 and 6, and the issue of Shares upon their exercise will not be included in the use of the Company's 15% placement capacity pursuant to Listing Rule 7.1.

15.3 Chapter 2E, Section 211 Discussion

The Directors are remunerated at a level commensurate with the current stage of the Company's development and its financial capacity. Following completion of the eCobalt merger, Mr Simon Clarke will transition off the Board into a full time executive role, as EGM Corporate Affairs. If the merger is not completed, Mr Clarke will remain a Non-executive Director of the Company, and subject to the terms of his existing contract which Jervois inherited from the acquisition of M2 Cobalt, he will transition over time to the equivalent remuneration as Jervois's other Non Executive Directors: A\$24,000 per annum. Together with the issue of the options contemplated by Resolution 5 the Board (other than Simon Clarke) believe that the overall remuneration package is market and reasonable in all of the circumstances and it has been negotiated on an arm's length basis.

Whilst the Company believes it is appropriate to selectively grant options to non-executive Directors, the award to Mr Simon Clarke primarily relates to his future executive role. 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 Clarke under the proposed Resolution 5 in order to align his remuneration with comparable non-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 Clarke. 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 Clarke while preserving cash resources and also aligns their interests with the interests of shareholders.

The Board has approved the grant of the 2,500,000 options to Mr Clarke having regard to his roles as non-executive Director, expectations of his future position as an executive of the Company, 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, the indicative valuation of the options as at 26 June 2019 (being the last practicable date prior to this Addendum to Notice of Meeting) is A\$348,584. The options will only vest if Mr Clarke remains an employee and or Director of the Company, three years from grant date.

The indicative value of the options is based on a Black and Scholes valuation of the options as at 26 June 2019 based on the following inputs:

- Underlying Share Price: A\$0.185 per Share (closing price of Jervois on 26 June 2019).
- Exercise price: A\$0.20 per Share (representing the same issue price as the Capital Raising Shares).
- Risk free rate: 1.21% (Australian Government 3 year bond yield).
- Volatility: 81.56% (Jervois historic 12 month volatility).
- Indicative Grant Date: 18 July 2019.
- Indicative Expiry: 17 July 2027.
- All options issued are not expected to be forfeited or become non-exercisable.
- The Company does not pay a dividend (on the basis that the Company has no short term plans to issue dividends).

In accordance with AASB 2, the value of the options to be granted to Mr Clarke will be calculated on the issue date using the Black and Scholes method and expensed in the Statement of Profit & Loss in the years ended 30 June 2020, 2021 and 2022. However, based on the indicative valuation as at 26 June 2019 set out above, the total charge to profit and loss for the years ended 30 June 2019, 30 June 2021 and 30 June 2022, would be approximately \$116,195.

The Board believes the overall remuneration package, including the options proposed to be granted to Michael Rodriguez, is market and reasonable in all of the circumstances and it has been negotiated on an arm's length basis.

15.4 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided, if Resolutions 5 and 6 are approved:

- (a) the relevant options, and Shares upon exercise of the options, will be issued to Simon Clarke and Michael Rodriguez;
- (b) the maximum number of options issuable, and Shares upon exercise of the options, are up to:
 - (A) 2,500,000 to Simon Clarke; and
 - (B) 2,500,000 to Michael Rodriguez;
- (c) the options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) Simon Clarke is a current Director and therefore is a related party of the Company and Michael Rodriguez is deemed a related party of the Company by virtue of section 228(5) of the Corporations Act as Michael Rodriguez was a director within the previous 6 months;
- (e) the issue price of the options will be nil, with an exercise price of A\$0.20 in the case of Simon Clarke, and A\$0.24 in the case of Michael Rodriguez;
- (f) upon exercise of the options, the holders will be issued fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares;
- (g) up to A\$500,000 will be received by the Company upon exercise of the options to be issued to Simon Clarke, and up to A\$600,000 will be received by the Company upon exercise of the options to be issued to Michael Rodriguez. It is intended that the funds raised will be used for advancing the development of the Company's projects and for general working capital purposes;
- (h) a voting exclusion statement is included in the Notice.

15.1 Directors' Recommendation

Mr Simon Clarke is to receive the options under Resolution 5 and accordingly makes no recommendation and abstains from making a recommendation because of his material interest in the Resolution. The other Directors consider that it is a matter of good practice to avoid making a recommendation about other Director's remuneration in these circumstances as there may be a conflict of interest if such recommendation was made. Accordingly no Director makes a recommendation on the issue of options to Mr Simon Clarke under Resolution 5.

The Directors do not have any material personal interest in the outcome of Resolution 6 and unanimously recommend that Shareholders vote in favour of Resolution 6. 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 Resolution 6.

GLOSSARY

In this document, capitalised terms have the following meanings:

\$ means Australian dollars unless otherwise stated.

Addendum to Notice of Meeting means this addendum to Notice of Meeting including the Explanatory Statement and Proxy Form.

AEST means Australian Eastern Savings Time.

Associates has the meaning given to that term in section 11 of the Corporations Act.

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

Board means the board of Directors.

Capital Raising Shares means 41,937,552 Shares.

Capital Raising means the issue of the Capital Raising Shares to sophisticated and institutional investors, and the Related Party Participants (subject to the approval of Resolution 3), to raise up to a total of \$8,387,510.40 (before costs).

Director Shares means the number of Shares issued to the Directors pursuant to Resolution 3.

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).

Related Party Participants means Peter Johnston, Brian Kennedy and Bryce Crocker.

Resolution means a resolution set out in the Notice of Meeting or this Addendum to Notice of Meeting.

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

Shareholder means a holder of a Share.

Annexure A

Option Terms and Conditions

- a. Each Option entitles the holder to subscribe for one (1) Share in the capital of the Company.
- b. The Options vest on such date as indicated in their notice of grant. 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 by the Company (other than termination for cause).
- c. The Options are exercisable before 5.00pm (EST) on the date which is 5 years from their date of vesting (Expiry Date). The holder may exercise any number of the Options without prejudice to the holder's ability to subsequently exercise any remaining Options.
- d. The Options are exercisable at a price as indicated on their notice of grant.
- e. If the holder is no longer a Director, employee or consultant of the Company for any reason, the Options must be exercised by the holder within 3 months of the date on which the holder ceased to be a Director, employee or consultant, 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 the option holder 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 granted in reliance on Subdivision 83A-C ITAA97.
- i. The Options are not transferable.
- j. 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.
- k. 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.

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

XX



Vote 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: 999999

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 (AEST) on Tuesday 16 July 2019

How to Vote on the 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 each 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

XX

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 Level 18, 101 Collins Street, Melbourne VIC on Thursday, 18 July 2019 at 11.00am (AEST) 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 Resolutions 3, 5 & 6 (except where I/we have indicated a different voting intention below) even though Resolutions 3, 5 & 6 are connected directly or indirectly with the remuneration of a member of the 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 Resolutions 3, 5 & 6 by marking the appropriate box in step 2 below.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for each 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
Item 1	Approval of the issue of Shares for the purposes of Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Approval of the Issue of the Capital Raising Shares for the purposes of Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Approval of participation in the Capital Raising by Related Parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of the Issue of the Options for the purposes of Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Approval of the issue of Options to a Related Party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Approval of issue of Options to a Related Party	<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

2 5 3 3 3 8 A

Computershare +