

Date: 19th August 2015

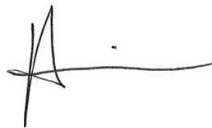
ASX Code: JRV

**Non-renounceable Rights Issue
Despatch of Entitlement Offer Booklet and Entitlement and Acceptance
Form**

Jervois Mining Limited wishes to advise that the above documents were despatched to shareholders on Monday 17th August 2015.

A copy of the Entitlement Offer Booklet and the Entitlement and Acceptance Form has been attached to this announcement.

By order of the Board



Roger Fairlam
Company Secretary

OFFER BOOKLET

NON-RENOUNCEABLE PRO RATA RIGHTS ISSUE

For a non-renounceable pro rata rights issue to Eligible Shareholders of 1 New Share for every 2 Shares held by Eligible Shareholders entitled to participate as at the Record Date at an issue price of \$0.05 (5 cents) per New Share, to raise a maximum of approximately \$1,643,135.

Eligible Shareholders may also apply for Shortfall Shares under the Shortfall Offer.

This Offer opens on Monday 17 August 2015 and closes at 5:00 pm AEST on Wednesday 26 August 2015.

Important Notice

This document is important and requires your immediate attention. You should read it in its entirety. If you do not understand its contents, or are in doubt as to the course you should follow, you should consult your stockbroker, accountant, financial planner or other professional adviser without delay and before making an investment decision. The securities offered under this document should be considered speculative.

Please read the instructions on the accompanying Entitlement and Acceptance Form if you wish to subscribe for New Shares.

Important Information

This Offer Booklet has been prepared by the Company and is dated 6 August 2015. This Offer Booklet is not a prospectus or a product disclosure statement (**disclosure document**) under the Corporations Act and has not been lodged with the Australian Securities and Investments Commission (**ASIC**). This Offer Booklet does not contain all of the information that an investor would find in a disclosure document or which an investor may expect in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares.

The Offer is being made without a disclosure document in accordance with section 708AA of the Corporations Act (as modified by ASIC Class Order [CO 08/35]).

Persons wishing to subscribe for New Shares should carefully read this Offer Booklet and consult their professional advisors for the purpose of evaluating whether or not to participate in the Offer.

No persons are authorised to give information or to make any representation in connection with the Offer which is not expressly contained in this Offer Booklet. Any information or representation not so contained may not be relied upon as having being authorised by the Company in connection with the Offer.

Overseas shareholders

Neither this Offer Booklet nor the Entitlement and Acceptance Form nor any other document released or distributed by the Company in connection with this Offer constitutes an offer of, or an invitation by or on behalf of the Company to subscribe for, or purchase, any New Shares in any jurisdiction or to any person to whom it would be unlawful to make such an offer or invitation.

This Offer Booklet may not be released or distributed in the United States. This Offer Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this Offer Booklet have not been, and will not be, registered under the *US Securities Act of 1933* and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the *US Securities Act of 1933* and any applicable US state securities laws.

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares has been made in reliance on the *Securities Act (Overseas Companies) Exception Notice 2002 (New Zealand)*.

This Offer Booklet has not been registered, filed with or approved by a New Zealand regulatory authority under the Securities Act 1978. This Offer Booklet is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all of the information an investment statement or prospectus under New Zealand law is required to contain.

The information included in this Offer Booklet was prepared with a view towards compliance with Australian practice and not that of New Zealand jurisdiction.

Investment decisions

The information provided in this Offer Booklet is not intended to be relied on as advice to investors and has been prepared without taking into account your individual investment objectives, financial circumstances, taxation position or particular needs.

Before deciding to apply for New Shares you should conduct your own review and

investigation of the Company. You should obtain any professional advice that you require to evaluate the merits and risks of an investment in the Company before making an investment decision.

Applications

Applications for New Shares or for Shortfall Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form, sent to Eligible Shareholders with this Offer Booklet. The Entitlement and Acceptance Form sets out an Eligible Shareholder's Entitlement to participate in the Offer.

Disclaimer

No person is authorised by the Company to give any information or to make any representation in connection with the Offer which is not expressly contained in this Offer Booklet. Any information or representation not so contained may not be relied upon as having been authorised by the Company in connection with the Offer.

Governing law

This Offer Booklet, the Offer and the contracts formed on acceptance of applications are governed by the laws of Victoria, Australia. Each Applicant submits to the exclusive jurisdiction of the courts of that state.

Defined terms

A number of terms used in this Offer Booklet have a specific meaning for the purposes of this Offer Booklet. These meanings are set out in section 7. Any defined terms used in this Offer Booklet commence with capital letters.

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1. CHAIRMAN'S LETTER

6 August 2015

Dear Shareholder

Your directors have pleasure in providing Eligible Shareholders with the opportunity to participate a non-renounceable pro rata rights issue to Eligible Shareholders of 1 New Share for every 2 Shares held by Eligible Shareholders as at the Record Date at an issue price of \$0.05 (5 cents) per New Share,, to raise a maximum of approximately \$1,643,135.

Proceeds from the rights issue will be used for the Company's:

- (a) general exploration activities on all of the Company's existing tenements;
- (b) research and development;
- (c) new and on-going metallurgical test work on drill hole samples taken from any of the Company's existing tenements;
- (d) general overhead and operating costs; and
- (e) expenses associated with this Offer.

Each of the Offer Booklet and the accompanying Entitlement and Acceptance Form contains information about the Offer and how Eligible Shareholders may participate.

As the Offer is non-renounceable, Entitlements will not be tradeable on ASX or otherwise transferable. Eligible Shareholders who do not take up their Entitlements in full will not receive any value for those Entitlements that they do not take up.

The Offer closes at 5.00 pm AEST on 26 August 2015 (**Closing Date**). To participate, Eligible Shareholders need to ensure that you have:

- (a) completed your personal Entitlement and Acceptance Form and lodged it along with your cheque, bank draft or money order in the required amount with the Company's share registry, Computershare Investor Services Pty Limited, before the Closing Date; or
- (b) completed a BPAY payment for Application Moneys, in accordance with the instructions referred to in this Offer Booklet and on the Entitlement and Acceptance Form.

If you have any questions about the Offer or whether investment in New Shares in Jervois is right for you, please consult your legal, taxation or other professional adviser before making a decision in respect of your Entitlement.

Your directors look forward to your support of this Offer.

Yours sincerely

Duncan Pursell

Executive Chairman and chief executive officer

2. OFFER SUMMARY AND KEY DATES

Key Offer Statistics

The Offer	:	1 New Share for every 2 Shares held by an Eligible Shareholder entitled to participate in the Offer (which excludes Shareholders outside of Australia and New Zealand) as at the Record Date (fractional entitlements to New Shares to be rounded up to the nearest whole number)
Maximum amount to be raised if all Entitlements are exercised (approximately)	:	\$1,643,135
Offer Price per New Share	:	\$0.05 (5 cents)
Total Entitlements offered pursuant to the Offer (subject to rounding variations)	:	32,862,690

Key Dates*

Record Date (entitlement to subscribe for New Shares for Eligible Shareholders recorded on the Company's share register)	:	7.00pm (AEST), 12 August 2015
Opening Date for applications under the Offer	:	17 August 2015
Closing Date for applications under the Offer	:	5.00pm (AEST), 26 August 2015
Allotment of New Shares under the Offer*	:	2 September 2015

*This timetable is indicative only and the Directors reserve the right to close or withdraw the Offer at an earlier or later date and therefore the dispatch date for shareholding statements (if at all) may vary accordingly.

3. DETAILS OF THE OFFER

3.1 The Rights Issue Offer

Pursuant to this Offer Booklet, the Company is making a non-renounceable pro rata rights issue to Eligible Shareholders of 1 New Share for every 2 Shares held by

Eligible Shareholders as at the Record Date at an issue price of \$0.05 (5 cents) per New Share. The New Shares will be issued as fully paid and will rank equally in all respects with existing Shares on issue as at the Record Date.

There is no minimum subscription for the New Shares to be issued under the Offer. Limitations apply for the Shortfall and Placement Offers discussed in section 3.9 below. The Offer is not underwritten.

At the date of this Offer Booklet the Company has:

- 65,725, 381 Shares on issue; and
- no options on issue.

Up to 32,862,690 New Shares will be issued under this Offer, subject to variations caused by fractional rounding discussed below.

Where the determination of the Entitlement of any Eligible Shareholder results in a fraction of a New Share, such fraction will be rounded up to the nearest whole New Share.

This Offer Booklet is also an offer to issue Shortfall Shares under the Shortfall Offer. Please refer to section 3.9 for further information and details of the Shortfall Offer and the Placement Offer.

3.2 Use of funds

The Company intends to apply the funds raised from the Offer (being a maximum of approximately \$1,643,135 before expenses of the Offer) together with existing cash at bank as indicated below:

- (a) general exploration activities on all of the Company's existing tenements;
- (b) research and development;
- (c) new and on-going metallurgical test work on drill hole samples taken from any of the Company's existing tenements;
- (d) general overhead and operating costs; and
- (e) expenses associated with this Offer.

The above use of funds is a statement of current intentions as at the date of this Offer Booklet. As with any budget, intervening events and new circumstances may affect the way funds will ultimately be applied. The Directors reserve the right to vary the way funds are applied on this basis.

3.3 Indicative Timetable

Event	Date
Announcement of Offer and release of Appendix 3B to ASX	6 August 2015
Release of Offer Booklet and 708AA cleansing notice to ASX	6 August 2015

Notice sent to existing security holders	7 August 2015
"Ex" date (date from which securities commence trading without the entitlement to participate in the Offer)	10 August 2015
Record Date 7.00 pm (AEST) (date for determining entitlements of Eligible Shareholders to participate in the Offer)	12 August 2015
Offer Booklet dispatched to Eligible Shareholders and Opening Date	17 August 2015
Closing date* 5.00 pm (AEST) (last date for lodging applications and making payments)	26 August 2015
Securities quoted on a deferred settlement basis**	27 August 2015
ASX notified of under-subscriptions (if any)**	31 August 2015
Issue of New Shares and entry of New Shares into Shareholders' holdings** End of trading of New Shares on a deferred settlement basis.	2 September 2015
Mailing of Issuer and CHESS holding statements** and end of trading of New Shares on a deferred settlement basis	2 September 2015
Settlement of on-market trades conducted on a deferred settlement basis and the first settlement of trades conducted on a T+3 basis	7 September 2015

* Subject to the Corporations Act and to the Listing Rules, the Directors reserve the right to vary this date, including extending the Closing Date for the Offer, at their discretion and without prior notice. Should this occur, the variation will have a consequential effect on the anticipated date of issue for the New Shares.

** These dates are indicative only.

3.4 Non-renounceable

The Entitlement Offer is non-renounceable. Where an Eligible Shareholder does not take up their Entitlement under a non-renounceable entitlement offer, their shareholding will be diluted with no compensating cash payment. New Shares not subscribed for by Eligible Shareholders will form part of the Shortfall. Eligible Shareholders are encouraged to apply for any Shortfall Shares.

3.5 Capital Structure on completion of the Offer

If the Rights Issue Offer is fully subscribed, the capital structure of the Company on completion of the Rights Issue Offer would be as follows:

Share issue details:	Number of Shares
Number of Shares issued at the date of this document	65,725,381
Maximum number of New Shares to be issued under the Offer (subject to rounding variations)	32,862,690
Maximum number of Shares on issue on completion of the Offer (subject to rounding variations)	98,588,071

3.6 Entitlements and acceptance

The Entitlement of Eligible Shareholders to participate in the Offer will be determined as at the Record Date. Your Entitlement is shown on the Entitlement and Acceptance Form which accompanies this Offer Booklet.

If you decide not to accept all or any part of your Entitlement by the Closing Date, your Entitlement will lapse on the Closing Date and the New Shares not taken up by you will form part of the Shortfall. If you decide not to take up all of your Entitlement, your percentage shareholding in the Company may be diluted.

The Directors reserve the right not to proceed with the whole or any part of the Offer at any time prior to the allotment of New Shares. In that event, relevant Application Moneys will be refunded to Applicants without interest.

The Directors reserve the right to reject any application that they believe comes from a person who is not an Eligible Shareholder.

3.7 No rights trading

The Entitlements to New Shares under the Offer are non-renounceable. Accordingly, there will be no trading of Entitlements on the ASX and you may not dispose of or privately transfer your Entitlement under the Offer to any other party. If you do not take up your Entitlement to New Shares under the Offer by the Closing Date, your Entitlement will lapse. The New Shares in your Entitlement that are not taken up by you will form part of the Shortfall.

3.8 Underwriting

This non-renounceable rights issue is not underwritten.

3.9 Shortfall – applications for Shortfall Shares (Shortfall Offer and Placement Offer)

Any New Shares not accepted by Eligible Shareholders under their Entitlements will form the Shortfall Shares, as will the New Shares that would have been offered to Shareholders with a registered address in countries other than Australia and New Zealand, had the Company made the offer available to those Ineligible Shareholders.

The Directors reserve the right to issue Shortfall Shares pursuant to applications under the Shortfall Offer, subject to any restrictions imposed by the Corporations Act and the Listing Rules. Eligible Shareholders (excluding the Directors and any other

related parties of the Company) may, in addition to their Entitlement, apply for Shortfall Shares under the Shortfall Offer.

The Shortfall Shares will be offered to Eligible Shareholders and/or New Shareholders as set out in this section 3.9 by way of the Shortfall Offer and the Placement Offer. If any New Shares remain after completion of the Shortfall Offer then they may be placed by the Directors by way of the Placement Offer.

The issue price of the Shortfall Shares offered pursuant to the Shortfall Offer and the Placement Offer is \$0.05 (5 cents) per Shortfall Share, being the price at which the Entitlement to New Shares has been offered to Eligible Shareholders pursuant to the Rights Issue Offer under this Offer Booklet.

(a) Shortfall Offer

You may apply for Shortfall Shares under the Shortfall Offer by specifying the number of Shortfall Shares you wish to apply for on the Entitlement and Acceptance Form and otherwise completing and executing that form in accordance with the instructions on that form. You can only participate in the Shortfall Offer if you take up your full Entitlement under the Rights Issue Offer. You must also provide Application Moneys for all of the New Shares and Shortfall Shares for which you are applying. Sub-section 708AA(13)(a) of the Corporations Act, as modified by ASIC, permits the Company to offer the Shortfall Shares to Eligible Shareholders who participated in the Rights Issue Offer, no later than two months after the first offer is made under the Rights Issue Offer. Any Shortfall Shares are being offered to Eligible Shareholders at the same time as the Rights Issue Offer, under this Offer Booklet.

Shortfall Shares will only be issued under the Shortfall Offer if the Rights Issue Offer is undersubscribed and will only be issued Shortfall Shares to the extent necessary to make up any shortfall in subscriptions under the Rights Issue Offer. If the Company receives applications for Shortfall Shares under the Shortfall Offer that would result in the Offer being oversubscribed then the Company will scale back applications for Shortfall Shares. Accordingly, there is no guarantee that you will receive any Shortfall Shares which you may apply for in excess of your Entitlement.

If the scale back results in fractions of Shortfall Shares, any such fractions will be rounded up to the nearest whole New Share.

The Board reserves the right to allot to an Applicant for Shortfall Shares a lesser number of Shortfall Shares than the number for which the Applicant applies, or to reject an application for Shortfall Shares, or to otherwise not proceed with placing the Shortfall Shares. If you do not receive all of the Shortfall Shares you applied for, the excess Application Moneys will be refunded to you without interest.

Shortfall Shares under the Shortfall Offer will be issued to Eligible Shareholders at the same time as the issue of New Shares to be issued under the Rights Issue Offer.

Any Eligible Shareholder applying for Shortfall Shares under the Shortfall Offer is responsible for ensuring that, by participating in the Shortfall, their voting power in the Company (or someone else's voting power in the Company) increases from 20% or below to more than 20%. Please see section 3.10 below.

(b) Placement Offer

Any Shortfall Shares not subscribed for by Eligible Shareholders under the Shortfall Offer may be placed at the discretion of the Directors under section 708 of the Corporations Act to Shareholders or New Shareholders. In order for any placement

of the Shortfall Shares to be exempt from the application of ASX Listing Rule 7.1, Exception 3 to ASX Listing Rule 7.2 requires that the Company must make any placement of the Shortfall Shares within three (3) months after the close of the Rights Issue Offer at an issue price that is not less than the Offer Price. The Directors of the Company, therefore, reserve the right to issue any or all of the Shortfall Shares at their discretion on this basis.

Therefore, it is proposed that the placement (if any) of such remaining Shortfall Shares (if any) will occur within three (3) months of the Closing Date, and will be on the same terms as the New Shares are offered to Eligible Shareholders under the Rights Issue Offer contained in this Offer Booklet. The Placement Offer may be made to either existing Shareholders and/or New Shareholders.

3.10 Takeover threshold

If all Eligible Shareholders were to take up their Entitlements in full, then the Offer would have little, if any, effect on the control of the Company. However, the proportional shareholding interests of Ineligible Shareholders would be diluted because such Shareholders are not entitled to participate in the Offer. In addition, if some Eligible Shareholders do not take up all of their Entitlements under the Offer, then the shareholding interest of those Eligible Shareholders may be diluted.

Subject to a number of exceptions, section 606(1) of the Corporations Act prohibits a person from increasing their voting power in the Company from 20% or below to more than 20% or from a starting point that is above 20% and below 90%.

Accordingly, if you are an Eligible Shareholder who wishes to either take up some or all of your Entitlement or to participate in the Shortfall, you must not apply for New Shares or Shortfall Shares if your application would result in a breach of section 606 of the Corporations Act, unless any of the exceptions in the Corporations Act apply to you.

If you are an Eligible Shareholder to whom this section of the Corporations Act may apply, you should seek independent legal advice. It is the responsibility of Eligible Shareholders to satisfy themselves that applying for New Shares under the Offer or the Shortfall Offer will not involve any breach by them of the relevant provisions under Chapter 6 of the Corporations Act.

In the event that any Shortfall Shares not subscribed for by Eligible Shareholders under the Shortfall Offer are placed by the Company with existing Shareholders and/or New Shareholders under the Placement Offer, the same responsibilities in relation to not breaching the relevant provisions under Chapter 6 of the Corporations Act apply to any such existing Shareholders and/or New Shareholders as they would to any Eligible Shareholders who participated in the Rights Issue Offer or the Shortfall Offer.

3.11 Directors' interest and participation

Each Director's relevant interest (direct and indirect) in the securities of the Company at the date of this Offer Booklet and their Entitlement is set out in the table below.

Director	Existing Shares	Entitlement to New Shares
Mr Duncan C Pursell	6,179,156	3,089,578
Mr Derek Foster	1,293,916	646,958
Mr Roger Fairlam	22,476	11,238

Each of the Directors has agreed to take up at least part of their Entitlement.

3.12 Effect of Offer on control of the Company

The issue of the New Shares under the Offer is not expected to have any material effect on the control of the Company.

3.13 Opening and Closing Dates

The Offer opens on the Opening Date, being 17 August 2015. The Company will accept Entitlement and Acceptance Forms and payment for New Shares until 5:00 pm AEST on the Closing Date or such other date as the Directors in their absolute discretion may determine, subject to the Listing Rules.

Please note that payment made via BPAY^{®1} must be made by no later than 5.00 pm AEST on the Closing Date, or such earlier cut off time that your own financial institution may implement with regards to electronic payments. It is the responsibility of each Eligible Shareholders to ensure that its BPAY payment is received by the Company before 5.00 pm on the Closing Date.

3.14 Issue and despatch of holding statements

The expected dates for issue of New Shares and any Shortfall Shares offered under this Offer Booklet and dispatch of holding statements is expected to occur on the dates specified in the timetable set out in section 3.3.

It is the responsibility of each Applicant to determine its allocation prior to trading in the New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

3.15 CHESS participation and un-certificated holding statements

The Company will apply to participate in the Clearing House Electronic Subregister System (**CHESS**), which is the ASX electronic transfer and settlement system in Australia. Settlement of trading of quoted securities on ASX takes place on CHESS. CHESS allows for and requires the settlement of transactions in securities quoted on ASX to be effected electronically. No share or security certificates are issued in respect of shareholdings or security holdings that are quoted on ASX and settled on CHESS, nor is it a requirement for transfer forms to be executed in relation to transfers that occur on CHESS.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead Applicants will be provided with a statement that sets out the number of New Shares allotted to them under this Offer Booklet. The notice will also advise holders of their Holder Identification Number (HIN) and explain, for future

¹ [®] Registered to BPAY Pty Ltd ABN 69 079 137 518

reference, the sale and purchase procedures under CHESS and issuer sponsorship. Further monthly statements will only be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

3.16 Ineligible Shareholders (excluding New Zealand Shareholders)

The Offer is made only to Eligible Shareholders. It is not practical for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of the Shares these Shareholders would be offered pursuant to the Rights Issue Offer and the cost of complying with regulatory requirements in such overseas jurisdictions. New Shares to which any Shareholders who are not resident in Australia or New Zealand as at the Record Date would otherwise be entitled to apply for under the Rights Issue Offer, if they were an Eligible Shareholder as at the Record Date, will form part of the Shortfall Shares.

No action has been taken to permit the offer of New Shares under this Offer Booklet in any jurisdiction other than Australia and New Zealand. The distribution of this Offer Booklet in any jurisdiction other than Australia or New Zealand may be restricted by law. Persons in overseas jurisdictions whose possession this Offer Booklet comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. This Offer Booklet does not constitute an offer of New Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Offer Booklet or make such an offer.

3.17 Eligible New Zealand Shareholders

The New Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the Offer is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand)*. This Offer Booklet and the Entitlement and Acceptance Form have not been registered, filed or approved by any New Zealand regulatory authority under the *Securities Act 1978 (New Zealand)*. This Offer Booklet is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all of the information that an investment statement or prospectus under New Zealand law is required to contain.

3.18 Enquiries

Enquiries concerning this Offer Booklet or the Entitlement and Acceptance Form should be directed to the Company's share registrar, Computershare Investor Services Pty Limited, by telephone on 1300 386 659 (within Australia) or +61 3 9415 4376 (outside Australia), from 8.30 am to 5.00 pm (AEST), Monday to Friday.

4. HOW TO PARTICIPATE IN THE ENTITLEMENT OFFER

Before taking any action you should read this document in its entirety.

4.1 How to Accept the Offer

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Offer Booklet or by completing a BPAY payment, in accordance with the instructions referred to in this Offer Booklet and on the Entitlement and Acceptance Form.

You may participate in the Offer as follows:

- (a) if you wish to accept your Entitlement in **full**:
 - (i) please complete the Entitlement and Acceptance Form, filling in the details in the spaces provided and attach your cheque, bank draft or money order for the amount indicated on the Entitlement and Acceptance Form; or
 - (ii) if you wish to pay via BPAY, please follow the instructions set out on the Entitlement and Acceptance Form; or
- (b) if you only wish to accept **part** of your Entitlement:
 - (i) please complete the Entitlement and Acceptance Form, filling in the details in the spaces provided including the number of New Shares you wish to accept and attach your cheque, bank draft or money order for the appropriate application moneys (at \$0.05 (5 cents) per New Share); or
 - (ii) if you wish to pay via BPAY, please follow the instructions set out on the Entitlement and Acceptance Form; or
- (c) if you wish to accept your **full** Entitlement **and** participate in the Shortfall Offer (you can only participate in the Shortfall Offer if you take up your full Entitlement under the Rights Issue Offer):
 - (i) please complete the Entitlement and Acceptance Form, filling in the details in the spaces provided including the number of Shortfall Shares you wish to apply for under the Shortfall Offer and attach your cheque, bank draft or money order for the appropriate application moneys (at \$0.05 (5 cents) per New Share and per Shortfall Share for **both** your **full** Entitlement **and** the Shortfall Shares); or
 - (ii) if you wish to pay via BPAY, please follow the instructions set out on the Entitlement and Acceptance Form (the Company will treat you as applying for as many New Shares and Shortfall Shares which your payment will purchase); or
- (d) if you **do not** wish to accept any part of your Entitlement, you are not required to do anything.

Any application moneys received for more than your final allocation of New Shares or Shortfall Shares will be refunded. No interest will be paid on any Application Moneys received but later refunded by the Company.

4.2 Payment Methods

Payment by cheque, bank draft or money order

Completed Entitlement and Acceptance Forms must be accompanied by a cheque drawn on an Australian bank, bank draft or money order made payable in Australian currency to "**Jervois Mining Limited**" and crossed "**Not Negotiable**".

Your completed Entitlement and Acceptance Form and cheque, bank draft or money order must be received by the Company's share registry:

Computershare Investor Services Pty Limited
GPO Box 505
Melbourne, Victoria, 3001, Australia

no later than 5.00 pm (AEST) on the Closing Date.

Payment by BPAY

Eligible Shareholders who elect to pay via BPAY do not need to return their completed Entitlement and Acceptance Forms. By making a payment via BPAY, you will be taken to have made the declarations set out in your personalised Entitlement and Acceptance Form.

Please follow the instructions on your personalised Entitlement and Acceptance Form (which includes the Biller Code and your unique Customer Reference Number (CRN)). Your BPAY payment must be made before 5.00 pm (AEST) on the Closing Date noted above. You should check with your bank or financial institution as to how long it will take for the funds to be transferred to the Company's account to make sure your payment will be received before 5.00 pm (AEST) on the Closing Date. You should be aware that your own financial institution may implement earlier cut-off times in relation to electronic payments, and you should therefore take this into consideration when making payment of your Application Moneys.

Your financial institution may also have set a daily limit on the amount that you can pay via BPAY. It is your responsibility to ensure that the amount you wish to pay via BPAY does not exceed your daily limit. You must ensure that the amount you wish to pay for New Shares or Shortfall Shares under the Rights Issue Offer or the Shortfall Offer is received by the Company's share registry prior to 5.00 pm (AEST) on the Closing Date.

If you have more than one registered holding of Shares and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect one or more of your shareholdings, ensure that you use the specific CRN set out in the applicable Entitlement and Acceptance Form for each specific shareholding. Each of your shareholdings will have its own individual CRN. Do not use the same CRN for more than one (or all) of your shareholdings. This can result in your Application Monies being applied to your Entitlement in respect of only the relevant shareholding to which the CRN relates (with the result that any application in respect of your remaining shareholdings not being recognised as valid).

4.3 Application Moneys

Entitlement and Acceptance Forms must be accompanied by payment of relevant Application Moneys, specifically, \$0.05 (5 cents) per New Share. A receipt will not be issued for Application Moneys paid to the Company.

Amounts received by the Company in excess of \$0.05 multiplied by your Entitlement to New Shares may be treated as an application to apply for as many Shortfall Shares as your excess Application Moneys will pay for in full.

4.4 Entitlement and Acceptance Form is binding

You will not have any right to withdraw your application for New Shares or to be repaid any amount once your application has been accepted. Even if an application has not been completed or submitted correctly it may still be treated as a valid application for New Shares. The Company's decision as to whether to treat an application as valid and how to construe, amend, complete or submit the application

is final.

4.5 Warranties

By completing and returning the personalised Entitlement and Acceptance Form with the application amount you:

- (a) acknowledge that you have read and understood the Offer Booklet and your Entitlement and Acceptance Form and agree to the terms of the Offer Booklet;
- (b) acknowledge that the Offer Booklet is not investment advice and does not constitute a recommendation that you subscribe for New Shares under the Rights Issue Offer or the Shortfall Offer;
- (c) declare that you have full legal capacity to subscribe for New Shares under the Offer;
- (d) declare that you are not a person located in the United States and you are not a U.S. Person (as defined in Regulation S under U.S. Securities Act of 1933, as amended (the **Securities Act**)) or acting for the account or benefit of a U.S. Person;
- (e) acknowledge that the New Shares have not been and will not be registered under the Securities Act;
- (f) acknowledge that the New Shares may not be offered, sold, pledged, transferred, or otherwise disposed of, directly or indirectly, into or within the United States or to, or for the account or benefit of, a U.S. Person (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in transactions not subject to, the registration requirements of the Securities Act and any other applicable securities laws; and
- (g) declare that you are not otherwise an Ineligible Shareholder.

5. RISKS

An investment in New Shares in the Company should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company including (without limitation) those specific risks set out below.

5.1 General Market Conditions

The price of the Shares on the ASX may rise or fall due to numerous factors including:

- (a) general economic conditions, including inflation rates and interest rates;
- (b) changes in commodity prices;
- (c) variations in the local and global markets for listed shares in general, or for mining stocks in particular;
- (d) changes to government policy, legislation or regulation;
- (e) competition in the industry in which the Company operates;

- (f) general operational and business risks; and
- (g) lack of market liquidity and reliable market pricing of the Shares, given the low volume and infrequency of trading.

In particular, the share prices of many companies have in recent times been subject to wide fluctuations, which in many circumstances arise by reason of matters outside the control of the Company, including global hostilities and tension and the general state of the economy. Such market fluctuations may materially adversely affect the market price of Shares.

5.2 Commodity Prices

The demand for and price of commodities is influenced by a wide variety of factors including the level of forward selling by producers, costs of production, general economic conditions, the level of inflation, interest rates and exchange rates.

5.3 Future Capital Requirements

The Company may require additional capital to fund further exploration of its existing or new projects. The Company's ability to raise sufficient further capital within an acceptable time frame and on terms acceptable to the Company will vary according to a number of factors including (without limitation) the prospects of new projects (if any), the results of exploration and subsequent feasibility studies, stock market and industry conditions and the price of relevant commodities.

5.4 Exploration and Development

Exploration by its nature contains elements of significant risk. Ultimate success depends on the discovery of economically recoverable resources, obtaining the necessary titles and governmental regulatory approvals and obtaining and servicing of funding for mining operations if and when a decision to mine is made.

There can be no assurance that the Company's existing projects or any other projects or tenements that it may acquire in the future will result in the discovery of significant resources. Even if significant resources are identified, there can be no guarantee that they will be able to be economically exploited.

The current and future operations of the Company, including exploration, appraisal and possible production activities may be affected by a wide range of factors, including:

- (a) geological conditions;
- (b) limitations on activities due to seasonal weather patterns;
- (c) the availability of drilling rigs and other machinery necessary for the Company to undertake its activities;
- (d) the availability of adequate working capital to support unanticipated drilling activities; and
- (e) prevention of restriction of access by reasons of political unrest, outbreak of hostilities, and inability to obtain consents or approvals (including clearance of work programs pursuant to existing, and any future access agreements entered into with future registered Aboriginal Land Council and native title claimants).

5.5 Loss of Key Personnel

The Company's success depends on the competencies of its Directors and senior management. The loss of one or more of the Directors or senior management could have a materially adverse effect on the Company's business, financial position and results of operations. The resulting impact from such an event would depend on the quality of any replacement.

5.6 Native Title and Aboriginal Heritage

Some of the Company's tenements are located or in the future may be located within areas that are the subject of claims or applications for native title determination. The *Native Title Act 1993* (Cth) and its related State native title legislation and aboriginal heritage legislation may affect the Company's ability to obtain access to certain of its exploration areas or to obtain mining production titles. Settling any such claims is likely to incur significant costs to the Company. The degree to which this may impact the Company's activities will depend on a number of factors, including the status of particular tenements and their locations. At this stage, the Company is not able to quantify the impact, if any, of such matters on its operations.

5.7 Title

All mining tenements which the Company may acquire either by application, sale and purchase or farm-in are regulated by applicable State mining legislation. There is no guarantee that applications will be granted as applied for. Various conditions may also be imposed as a condition of grant. In addition, ministerial consent may be required to the transfer of a tenement to or from the Company.

5.8 Environment

The Company's projects are subject to State and Federal laws and regulations regarding environmental matters. Many of the activities and operations of the Company must not be carried out without prior approval from and compliance with such relevant environmental authorities. Resource activities can be environmentally sensitive and can give rise to substantial costs for environmental rehabilitation, damage control and losses. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws.

5.9 Resource Estimates

Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when made may change significantly when new information becomes available. In addition, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Company encounter mineralisation or formations different from those predicted by past sampling and drilling, resource estimates may have to be adjusted and mining plans altered in a way which could impact adversely on the operations of the Company.

5.10 Agreements with Third Parties

The Company is and will be subject to various contracts and agreements with third parties. There is a risk of financial failure or default by a counterparty to these agreements. Any breach or failure may lead to penalties or termination of the relevant contract. In addition, the Company's interest in the relevant subject matter may be jeopardised.

5.11 Legal Risk

The introduction of new legislation or amendments to existing legislation, developments in common law, or the interpretation of legal requirements in any of the jurisdictions which govern the Company's operations or contractual obligations, could impact adversely on the assets, liabilities operations, prospects and, ultimately the financial performance and financial position of the Company. In addition, there is a risk that legal action may be taken against the Company in relation to its operations.

5.12 Uninsured Loss and Liability

Exploration for, development and mining of minerals involves hazards and risks that could result in the Company incurring losses and liabilities to third parties. There is a risk the Company may not be insured against all losses or liabilities that could arise from its operations. If the Company incurs losses or liabilities which are not covered by its insurance policies, the funds available for exploration, development and mining will be reduced and the value or tenure of the Company's assets may be at risk.

6. OTHER FACTORS

6.1 ASX listing of New Shares

Application for official quotation by ASX of the New Shares offered pursuant to this Offer Booklet has been made. The New Shares will, subject to ASX approval, be quoted on a deferred settlement basis on or about the date specified in the timetable set out in section 3.3.

The fact that ASX may grant official quotation of the New Shares should not to be taken in any way as an indication of the merits of the Company or the New Shares offered for subscription under the Offer.

6.2 No cooling off

There are no cooling off rights in relation to the Offer. You cannot withdraw your application for New Shares once it has been submitted.

6.3 Rounding of entitlements

Where fractions of a New Share result from a calculation of an Entitlement, such fractional entitlement will be rounded up to the nearest whole number of New Shares.

6.4 Ranking of new shares

- (a) New Shares will rank equally in all respects with existing shares on issue.
- (b) The Company is not required to determine whether or not any registered holder or investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of existing shares or Entitlements.
- (c) Eligible Shareholders holding shares on behalf of persons who are resident outside of Australia and New Zealand are responsible for ensuring that taking up their Entitlement in any application for additional New Shares does not breach the laws and regulations in the relevant overseas jurisdictions. The making of the application by such Eligible Shareholders for New Shares or Shortfall Shares will constitute a representation and warranty that there has been no breach of such laws or regulations. Shareholders who are nominees

should obtain independent advice as to how they should proceed should they wish to apply for New Shares or Shortfall in relation to this Offer.

6.5 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares or Shortfall Shares under this Offer Booklet. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

Shareholders should consult their professional tax adviser in connection with subscribing for New Shares or Shortfall Shares under this Offer Booklet.

6.6 Privacy

The Company collects information from each Applicant's personalised Entitlement and Acceptance Form for the purposes of processing the application for New Shares and, if such application is successful, in order to administer changes to the Applicant's shareholding. By submitting an Entitlement and Acceptance Form, you will be providing personal information to the Company either directly or via the Company's share registry. The Company will collect, hold and use that information to assess your application for New Shares. The Company may disclose your personal information for purposes related to your shareholding in the Company, including to the Company's share registry, agents, contractors and third party service providers, and to ASX and regulatory bodies. You can obtain access to personal information that the Company holds about you by contacting Jervois through its share registry, Computershare Investor Services Pty Ltd.

6.7 No investment advice or financial product advice

- (a) This Offer Booklet does not contain all of the information which a prospective investor may require to make an informed investment decision. The information in the Offer Booklet does not constitute personal investment or financial product advice and does not take into account your investment objectives, financial situation or particular needs.
- (b) This is an important document. Before deciding to apply for the New Shares you should consider whether New Shares are a suitable investment for you. Persons wishing to subscribe for New Shares should read this Offer Booklet carefully and consult their professional advisors for the purpose of evaluating whether or not to participate in the Offer.

6.8 Governing law

This Offer Booklet, the Offer and the contracts formed on acceptance of applications for New Shares and Shortfall Shares are governed by the laws of Victoria, Australia. Each Applicant submits to the exclusive jurisdiction of the courts of that state.

6.9 Information availability

Information about the Company is publicly available and can be obtained from ASIC and ASX (including its website www.asx.com.au).

6.10 Past performance

Investors should note that the Company's past performance, including the Company's past share price, cannot be relied upon as an indicator of the Company's

future performance including the Company's future financial position or share price.

6.11 Future performance

This Offer Booklet contains forward looking statements with respect to the Company's financial condition, operations, projects, prospects and business. These forward looking statements involve risks, uncertainties and other factors which are subject to change. They involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

6.12 Disclaimer regarding representations

Any information or representation that is not expressly contained in this Offer Booklet may not be relied upon as having been authorised by the Company or its related bodies corporate in connection with the Offer.

7. DEFINED TERMS

In this Offer Booklet:

Applicant refers to a person who submits an Entitlement and Acceptance Form.

Application Money means the Offer Price multiplied by the sum of the number of New Shares to be accepted and Shortfall Shares applied for (if any).

AEST means Australian Eastern Standard Time.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Closing Date means 5.00 pm AEST on 26 August 2015 or such other date as the Directors in their absolute discretion determine, subject to the Listing Rules.

Company or **Jervois** means Jervois Mining Limited (ABN 52 007 626 575).

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company.

Eligible Shareholder means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date and which has a registered address in Australia or New Zealand.

Entitlement and Acceptance Form means the Entitlement and Acceptance Form accompanying this Offer Booklet.

Entitlement means the entitlement to subscribe for one New Share for every two Shares held by an Eligible Shareholder as at the Record Date and **Entitlements** has a corresponding meaning.

Ineligible Shareholder means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date and who has a registered address in a country other than Australia or New Zealand.

Issue Date means the date that the New Shares are issued to Eligible Shareholders who have subscribed for the shares in accordance with this Offer Booklet (being 2 September 2015).

Listing Rules means the Listing Rules of the ASX.

New Share means a new Share proposed to be issued pursuant to .

New Shareholder means any entity not currently recorded on the Company's register of Shareholders at the time they participate in any placement by the Company of any Shortfall Shares.

Offer or Rights Issue Offer means the non-renounceable pro rata offer of New Shares at an issue price of the Offer Price per New Share on the basis of one New Share for every two Shares held by Eligible Shareholders as at the Record Date pursuant to this Offer Booklet.

Offer Booklet means this offer booklet.

Offer Price means \$0.05 (5 cents) per New Share.

Opening Date means 17 August 2015.

Placement Offer means any offer of part of the Shortfall pursuant to this Offer Booklet to either existing Shareholders and/or New Shareholders.

Record Date means 7.00 pm AEST on 12 August 2015.

\$ or dollar or cents are references to Australian currency.

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

Shareholder means a holder of Shares.

Shortfall or Shortfall Shares means:

- (a) those New Shares offered under the Rights Issue Offer for which valid applications have not been received from Eligible Shareholders under their Entitlement; and
- (b) those New Shares to which any Shareholders who are not Eligible Shareholders as at the Record Date would have been entitled to apply for under the Rights Issue Offer, if they were Eligible Shareholders at the Record Date.

Shortfall Offer means the simultaneous offer for any part of the Shortfall pursuant to this Offer Booklet to existing Eligible Shareholders.

8. CORPORATE DIRECTORY

Registered Office

Suite 12
4 -10 Jamieson Street
CHELTENHAM VIC 3192

Corporate Office

Suite 12
4 -10 Jamieson Street
CHELTENHAM VIC 3192

Telephone: (03) 9583 0498
Facsimile: (03) 9583 0698
Website: www.jervoismining.com.au

Directors

Duncan Pursell	Chairman and chief executive officer
Derek Foster	Executive director and company secretary
Roger Fairlam	Executive director

Company Secretary


Roger Fairlam

Share Registry

Computershare Investor Services Pty Limited
GPO Box 505
Melbourne, Victoria, 3001, Australia

Shareholder enquiries:
Telephone: 1300 850 505
Facsimile: (03) 9473 2500
Website: www.computershare.com


For all enquiries:

Phone:
 Jervois Mining Limited +61 3 9583 0498


Web:
 www.investorcentre.com/contact

└ 000001 000 JRV
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:

 See overleaf for details of the Offer and how to make your payment

Non-Renounceable Rights Issue — Entitlement and Acceptance Form

 **Your payment must be received by 5:00pm (AEST) Wednesday, 26 August 2015**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Registration Name & Offer Details

Details of the shareholding and entitlements for this Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

You can apply to accept either all or part of your Entitlement. If you accept your full Entitlement, you can also apply for Additional New Shares. Enter the number of New Shares you wish to apply for and the amount of payment for those New Shares.

By making your payment you confirm that you agree to all of the terms and conditions as detailed in the Offer Booklet dated 6 August 2015.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of the payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Jervois Mining Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.


Turn over for details of the Offer →

STEP 1

Registration Name & Offer Details

Registration Name:

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

 For your security keep your SRN/
HIN confidential.

Entitlement No: 12345678

Offer Details:

Existing shares entitled to participate as at
7:00pm (AEST) 12 August 2015:

Entitlement to New Shares
on a 1 for 2 basis:

Amount payable on full acceptance
at \$0.05 per New Share:

4,000
1
\$0.01

STEP 2


Make Your Payment



Billers Code: 9999
Ref No: 1234 5678 9123 4567 89

Contact your financial institution to make your payment from your cheque or savings account.

Pay by Mail:

 Make your cheque, bank draft or money order payable to "Jervois Mining Limited" and cross "Not Negotiable".
Return your cheque with the below payment slip to:
Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Lodgement of Acceptance
If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (AEST) Wednesday, 26 August 2015. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Jervois Mining Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.
If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (AEST) Wednesday, 26 August 2015. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Jervois Mining Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice
The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

Jervois Mining Limited Acceptance Payment Details

Entitlement taken up:

Number of Additional New Shares applied for:

Amount enclosed at \$0.05 per New Share:

A\$



Entitlement No: 12345678

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Payment must be received by 5:00pm (AEST) Wednesday, 26 August 2015

Contact Details

Contact Name

Daytime Telephone

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$