Jervois Global Limited

Management Discussion & Analysis (“MD&A”)

For the Twelve Months Ended December 31, 2021

INTRODUCTION

This discussion and analysis of the financial position and results of operations ("MD&A") is prepared as at March 11, 2022 and should be read in conjunction with the audited consolidated financial statements for the twelve months ended December 31, 2021 and six months ended December 31, 2020 of Jervois Global Limited (the "Company" or "Jervois" and, together with its subsidiaries, the "Group") with the related notes thereto. Those financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") and in accordance with Australian Accounting Standards ("AASBs") adopted by the Australian Accounting Standards Board ("AASB"). All dollar amounts included therein and in the following MD&A are expressed in Australian dollars, except where noted. The Company's financial period changed from June 30 to December 31 for the period ended December 31, 2020. Therefore, the comparative figures for the audited consolidated financial statements covers the period from July 1, 2020 to December 31, 2020 and are not directly comparable with the results for the current period.

This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made.

FORWARD-LOOKING STATEMENTS

This MD&A contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this MD&A. Any statement that involves discussion with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often, but not always using phrases such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements.

Forward-looking statements relate, but are not limited, to: focus of the Company; estimation of mineral resources; magnitude or quality of mineral deposits; timing of integration of Freeport Cobalt (renamed Jervois Finland), construction work to be undertaken at the Idaho Cobalt Operation , timing of production at Idaho Cobalt Operation, preparation of studies on the São Miguel Paulista refinery and advancement of the Nico Young Project; future operations including restart plans; future exploration prospects; the completion and timing of future development studies; future growth potential of the Company's projects and future development plans; statements regarding planned exploration and development programs and expenditures, including anticipated commercial production on the Company's properties; Jervois' ability to obtain licenses, permits and regulatory approvals required to implement expected future business plans; changes in commodity prices and exchange rates; inflation and interest rate fluctuations; and the impact of COVID-19 on the timing of exploration work and development studies.

Forward-looking statements are necessarily based upon a number of factors and assumptions that, if untrue, could cause actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such statements. Forward-looking statements are based upon a number of estimates and assumptions that, while considered reasonable by the Company at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies that may cause the Company's actual financial results, performance, or achievements to be materially different from those expressed or implied herein. Some of the material factors or assumptions used to develop forward-looking statements include, without limitation, the future price of cobalt and nickel, anticipated costs and the Company's ability to fund its programs, the Company's ability to carry on exploration and development activities, the timing and results of drilling programs, the discovery of additional mineral resources on the Company's mineral properties, the timely receipt of required approvals and permits, including those approvals and permits required for successful

project permitting, construction and operation of projects and refinery assets, the costs of operating and exploration expenditures, the Company's ability to operate in a safe, efficient and effective manner, the Company's ability to obtain financing as and when required and on reasonable terms; and the impact of COVID-19 and the resumption of business.
Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those expressed or implied. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Certain important factors that could cause actual results, performance or achievements to differ materially from those in the forward-looking statements include, among others: (i) access to additional capital; (ii) uncertainty and variations in the estimation of mineral resources; (iii) health, safety and environmental risks; (iv) success of exploration, development and operations activities; (v) delays in obtaining or failure to obtain governmental permits, or non-compliance with permits; (vi) delays in getting access from surface rights owners; (vii) the fluctuating price of cobalt and nickel; (viii) assessments by taxation authorities; (ix) uncertainties related to title to mineral properties; (x) the Company's ability to identify, complete and successfully integrate acquisitions; (xi) volatility in the market price of Company's securities; (xii) start-up risks; (xiii) general operating risks; (xiv) dependence on third parties; (xv) changes in government regulation; (xvi) the effects of competition; (xvii) dependence on senior management; (xviii) impact of global economic conditions including specifically regions where the Company operates including the US, Europe, Brazil and Australia; and (xix) fluctuations in currency exchange rates and interest rates.

This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. Although the Company believes its expectations are based upon reasonable assumptions and have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. See the section entitled "RISKS AND UNCERTAINTIES" below for additional risk factors that could cause results to differ materially from forward-looking statements.

Investors are cautioned not to put undue reliance on forward-looking statements. The forward-looking statements contained herein are made as of the date of this MD&A and, accordingly, are subject to change after such date. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. Investors are urged to read the Company's filings with Canadian securities regulatory agencies, which can be viewed online under the Company's profile on SEDAR at www.sedar.com, and the Company's releases lodged with the Australian Securities Exchange ("ASX"), which can be viewed online under the Company's profile at https://www.asx.com.au/.

DESCRIPTION OF BUSINESS

Jervois was incorporated under the laws of Australia on October 25, 1962, as Jervois Mining Limited and changed its name to Jervois Global Limited on August 6, 2021.

On July 24, 2019, Jervois acquired the Idaho Cobalt Operations ("ICO"). ICO comprises the largest National Instrument ("NI") 43-101 compliant cobalt Mineral Resource Estimate in the United States.

On September 29, 2020, Jervois announced the proposed acquisition of the São Miguel Paulista ("SMP") nickel and cobalt refinery ("SMP Refinery") situated in the city of São Paulo, Brazil from Companhia Brasileira de Alumíno ("CBA"). SMP Refinery had annual refined production capacity of 25,000 metric tonnes of nickel and 2,000 metric tonnes of cobalt and is currently on care and maintenance.

On September 2, 2021, Jervois confirmed it had closed its acquisition of 100% of Freeport Cobalt (renamed Jervois Finland), with an effective acquisition date of September 1, 2021. Jervois Finland is a Kokkola, Finland-based cobalt refining and specialty products business and consists of:

- a long-term refining capacity agreement with Umicore for the cobalt refinery in Kokkola, Finland (which is operated by Umicore) under which Jervois Finland has contractual rights to toll refine cobalt;
- long-term contracts with leading global suppliers of cobalt hydroxide, consistent with commitment to best practice responsible sourcing framework; and
- a downstream cobalt products manufacturing facility with an established marketing platform and long-term global customer base servicing clients primarily across Europe, the United States and Japan.

Jervois holds the Nico Young nickel and cobalt deposit located near Young, New South Wales, Australia. Nico Young comprises two distinct bodies of mineralization which are large, shallow, flat-lying structures.

OVERALL PERFORMANCE

The Group's operating segments are outlined below:

Australia	Includes Nico Young and other Australian tenement licenses held.
Brazil	Includes SMP Refinery currently under lease and an agreement to purchase in São Paulo, Brazil.
Finland	Includes the cobalt refining and specialty products business located in Kokkola, Finland.
United States	Includes ICO, encompassing a cobalt-copper-gold mine under construction in Lemhi County outside of the town of Salmon, Idaho.
Other	Consists of non-core exploration not related to Australia and the United States, corporate costs, including acquisition costs and financing costs. This is not a reportable segment.

During the twelve months ended December 31, 2021, and 6 months ended December 31, 2020, the following results were recorded:

Twelve months ended December 31, 2021	**Australia A$'000**	**Brazil A$'000**	**Finland A$'000**	**USA A$'000**	**Other A$'000**	**Total A$'000**
Revenue from external customers						
Timing of revenue recognition:						
At a point in time	-	-	161,662	-	-	161,662
Over time	-	-	-	-	-	-
	-	-	161,662	-	-	161,662
Other income	-	-	12	118	447	577
Segment expense	(24)	(4,294)	(153,896)	(2,794)	(12,608)	(173,616)
Adjusted EBITDA (i)	(24)	(4,294)	7,778	(2,676)	(12,161)	(11,377)
Other gains	-	-	-	1,199	-	1,199
Gain on sale of fixed assets	9	-	-	872	-	881
Asset write-down	(441)	-	-	(1,843)	-	(2,284)
Impairment of exploration assets	(423)	-	-	-	-	(423)
Integration costs	-	-	(982)	-	-	(982)
Acquisition costs	-	-	-	-	(6,897)	(6,897)
Depreciation and amortisation	-	(1,014)	(4,441)	(277)	(17)	(5,749)
Interest income	-	1	1	-	-	2
Interest expense	-	(2,405)	(572)	-	-	(2,977)
Net foreign exchange (loss)/gain	-	-	(43)	70	(857)	(830)
Loss before income tax expense (segment result)	(879)	(7,712)	1,741	(2,655)	(19,932)	(29,437)
Segment assets	7,498	28,829	456,320	286,775	16,524	795,946
Segment liabilities	-	(24,683)	(202,114)	(157,533)	(3,496)	(387,826)

(i) Adjusted EBITDA represents earnings before interest, tax, depreciation, and amortisation ("EBITDA"), adjusted to exclude items which do not reflect the underlying performance of the Group's operations. Exclusions include gains (or losses) on sale of fixed assets, impairment charges (or reversals), certain derivative items, and one-off acquisition and integration costs.

The comparative results for the six months ended December 31, 2020, are set out below:

Six months ended December 31, 2020	**Australia A$'000**	**Brazil A$'000**	**Uganda A$'000**	**USA A$'000**	**Other A$'000**	**Total A$'000**
Other income	-	-	-	27	256	283
Segment expense	(46)	-	-	(50)	(4,140)	(4,236)
Impairment	(236)	-	(20,553)	-	-	(20,789)
Depreciation and amortisation	-	(48)	-	(104)	(8)	(160)
Interest income	-	-	-	-	-	-
Interest expense	-	(114)	-	-	-	(114)
Net foreign exchange gain/(loss)	-	1,184	-	(192)	(115)	877
Loss before income tax expense (segment result)	(282)	1,022	(20,553)	(319)	(4,007)	(24,139)
Segment assets	8,135	31,847	57	75,439	43,987	159,465
Segment liabilities	-	(26,915)	-	(10,167)	(866)	(37,948)

Twelve-month period ended December 31, 2021, and 2020

During the twelve months ended December 31, 2021, the Company incurred a net loss before income tax expense of A$29.4 million (six months ended December 31, 2020: A$24.1 million) and a comprehensive loss of A$21.2 million (six months ended December 31, 2020: A$34.9 million). The losses are comprised of the following major items:

- Revenue of A$161.7 million (six months ended December 31, 2020: A$nil) represents sales to customers for the four-month period ending December 31, 2021, being the period under which Jervois Finland was under the Company's control.

- Cost of goods sold of A$152.8 million (six months ended December 31, 2020: A$nil) represents production-related costs for the four-month period ending December 31, 2021, being the period under which Jervois Finland was under the Company's control.

- Employee costs of A$6.4 million (six months ended December 31, 2020: A$0.8 million) includes amounts paid to the Directors, the CEO, Senior Executives, and other employees. The increase period-on-period reflects the increase in the number of staff employed within the Company.

- Share-based payments of A$4.2 million (six months ended December 31, 2020: A$1.4 million) was the fair value of the stock options granted in the current and prior period amortized over their vesting period and applied to the period.

- Business development costs of A$4.3 million (six months ended December 31, 2020: A$0.2 million) includes professional fees in relation to the ongoing professional, study and SMP BFS fees in relation to the acquisition of SMP Refinery. For the six months end December 31, 2020, these costs were mainly related to completing the acquisition of eCobalt.

- Acquisition costs of A$6.9 million (six months ended December 31, 2020: A$nil) includes professional fees and the Finnish transfer tax charged in relation to the acquisition of Jervois Finland.

- Depreciation and amortisation of A$5.7 million (six months ended December 31, 2020: A$0.1 million) has increased due to the fair value uplift as a result of the acquisition accounting in relation to the Jervois Finland.

- Asset write-down of A$2.3 million (six months ended December 31, 2020: A$20.8 million) mainly represents the write-off of long-lived ICO assets purchased as part of the eCobalt acquisition which were deemed no longer applicable to the current project plan. For the six months ended December 31, 2020, this mainly related to the impairment of the Uganda exploration and evaluation assets due to the suspension of all exploration activities as a result of COVID-19 risks, political and regulatory developments in-country and the drilling results to date (which do not meet mineralisation model expectations for copper-cobalt ore deposits).

- Interest expense of A$2.9 million (six months ended December 31, 2020: A$0.1 million) mainly relates to the interest incurred on the SMP Refinery lease.

Three-month period ended December 31, 2021, and 2020

During the three months ended December 31, 2021, the Company incurred a net loss before income tax expense of A$7.6 million (three months ended December 30, 2020: A$22.5 million). The losses are comprised of the following major items:

- Revenue of A$128.3 million (three months end December 31, 2020: A$nil) represents sales to customers for the three-month period ending December 31, 2021, being the period under which Jervois Finland was under the Company's control.

- Cost of goods sold of A$122.2 million (three months end December 31, 2020: A$nil) represents production-related costs for the three-month period ending December 31, 2021, being the period under which Jervois Finland was under the Company's control.

- Employee costs of A$2.7 million (three months ended December 31, 2020: A$0.5 million) includes amounts paid to the Directors, the CEO, Senior Executives, and other employees. The increase period-on-period reflects the increase in the number of staff employed within the Company.

- Share-based compensation of A$1.4 million (three months ended December 31, 2020: A$0.8 million) during the current and prior quarter was the fair value of the stock options granted in the current and prior period amortized over their vesting period and applied to the quarter.

- Depreciation and amortisation of A$4.4 million (three months ended December 31, 2020: A$0.1 million) has increased due to the fair value uplift as a result of the acquisition accounting in relation to the Jervois Finland.

- Asset write-down of A$2.3 million (three months ended December 31, 2020: A$20.8 million) mainly represents the write-off of long-lived ICO assets purchased as part of the eCobalt acquisition which were deemed no longer applicable to the current project plan. For the three months ended December 31, 2020, this mainly related to the impairment of the Uganda exploration and evaluation assets due to the suspension of all exploration activities as a result of COVID-19 risks, political and regulatory developments in-country and the drilling results to date (which do not meet mineralisation model expectations for copper-cobalt ore deposits).

DISCUSSION OF OPERATIONS

Sustainability Overview

Jervois firmly believes that our environmental, social and governance ("ESG") performance is intrinsically linked with our financial success. Our approach to value creation recognizes that creating tangible benefits for our workforce, people in the communities where we operate and society at large, including through excellence in environmental stewardship, is fully aligned with our core values and principles and our aspirations for growth.

Whether through our efforts to become an employer of choice, reduce our carbon footprint, or by taking steps to forge meaningful, valued relationships in communities where we work– there are a multitude of ways that investing in people and the planet leads to positive outcomes in our business. Our approach not only yields clear benefits for all stakeholders – including our shareholders – but we believe it makes us stronger, more resilient to ESG risks and is simply the right thing to do.

In 2021, we took important steps at both corporate and operations levels to progressively translate our sustainability commitments into action. Our inaugural Sustainability Report details our actions and progress in 2021 and is available under the Company's profile on SEDAR at www.sedar.com.

Jervois Finland Financial Performance

Jervois Finland achieved 2021 revenue of US$295.8 million (A$394.0 million) and adjusted EBITDA of US$19.0 million (A$25.3 million) for the full year (on a proforma basis). This included US$121.4 million (A$161.7 million) revenue and US$5.9 million (A$7.8 million) adjusted EBITDA in the period between acquisition on 1 September 2021 and 31 December 2021.

Since Jervois closed the acquisition of Freeport Cobalt on September 1, 2021, transitional factors impacted EBITDA including the revenue impact of higher cobalt prices lagging quoted prices by 1-2 months, delays of contracted cobalt hydroxide deliveries being replaced by higher priced purchases in the spot market, and the mark-to-market accounting impact of unpriced or "open" cobalt hydroxide inventory in a rising cobalt price environment. "Open" cobalt hydroxide purchase volumes are marked-to-market at each month end. When cobalt prices increase month-on-month, until cobalt quotational period and prices are final, interim accounting cost adjustment rises are recorded in Jervois Finland's income statement (which, since Jervois acquired the business, occurred in each of September, October, November, and December). Adjusted EBITDA benefits of the higher cobalt price are realised once market prices stabilise or fall.

Whilst Jervois Finland was not immune to industry cost headwinds in the quarter (including pricing of consumables and utilities), underlying plant operating performance was strong with production efficiency, plant reliability and product quality all in-line with internal targets. Jervois Finland has plans in place to continuously improve cost performance and plant efficiency to offset inflationary pressures.

At the end of fiscal 2021, the Jervois Finland business was underpinned by more than US$100 million (A$137.7 million) of final product inventory.

Corporate

Acquisition of Freeport Cobalt

In July 2021, Jervois announced an agreement to acquire 100% of Freeport Cobalt by purchasing all the shares of Freeport Cobalt Oy, a Kokkola, Finland-based cobalt refining and specialty products business retained by Freeport-McMoRan ("Freeport") and certain co-owners following the sale of certain refining and battery materials activities to Umicore in 2019.

The acquisition aimed to transform Jervois into a global, vertically integrated cobalt and nickel company of scale, diversified across multiple products and value chain segments with significant relevance to leading cobalt producers and end-users, and led by a highly experienced management team.

Jervois' acquisition of Freeport Cobalt provided the Company with an established global market platform from which to operate, creating value for Jervois shareholders through technical and commercial synergies with ICO and SMP operations.

To fund the acquisition of Freeport Cobalt as well as ongoing development at ICO, Jervois completed a fully- underwritten A$313 million equity raising by issuance of new Jervois ordinary shares consisting of a ~A$136m institutional placement and accelerated offer and a ~A$177 million 1 for 1.56 accelerated pro-rata non-renounceable entitlement offer.

On September 2, 2021, Jervois confirmed it had closed its acquisition of 100% of Freeport Cobalt, which it renamed Jervois Finland and welcomed its new colleagues in the executive team and all operational employees at Kokkola. Detailed integration planning and execution commenced across commercial (including purchasing, sales, working capital and risk management), information technology, finance, environment and sustainability, governance and technical services.

Utilisation of Jervois Finland's technical expertise and input as it pertains to cobalt refining and the production of battery chemicals including sulphates began, with a specific focus on the restart plans for the SMP nickel-cobalt refinery in Brazil.

ICO Debt Funding

In July 2021, Jervois announced it had priced and closed the books on its subsidiary's offering (the "Bond Offering") of senior secured bonds in the aggregate principal amount of US$100 million, guaranteed by Jervois (the "Bonds"). Proceeds from the Bonds issue will be used to fund construction of ICO in the United States.

Clarksons Platou Securities AS acted as managers for the Nordic-style Bond Offering, launched as a private placement seeking proceeds of US$80-100 million. Demand was strong resulting in Jervois electing to issue US$100 million.

The Bonds are US dollar denominated with a five-year term, unless repurchased or redeemed, and bear interest at 12.5% per annum, payable semi-annually in arrears, and were issued at a discount to par of 2%. The Bonds are debt instruments only, with no attached equity warrants or equity conversion features.

The Bonds are senior debt of Jervois Mining USA Limited, an indirect wholly-owned subsidiary of Jervois and owner of ICO, and are guaranteed by Jervois.

Jervois is using net proceeds from the Bond Offering for the payment of capital expenditures, operating costs and other costs associated with the construction of ICO and bringing it into production. The issue date of the Bond Offering was July 20, 2021.

Net proceeds of the Bond Offering were placed into a US dollar denominated escrow account of the Issuer (the "Escrow Account"). The first US$50 million drawdown was made in February 2022.

Jervois is not required to enter into any external off-take agreements for ICO concentrates, except in certain limited circumstances in relation to the second drawdown and if the acquisition of SMP has not completed. The second drawdown has an outside date of July 20, 2022.

Mercuria Working Capital Facility

On October 28, 2021, the Company's wholly owned subsidiaries, Jervois Suomi Holding Oy and Jervois Finland Oy (together, the "Borrowers"), entered into a secured revolving credit facility (the "Mercuria Facility") with Mercuria Energy Trading SA ("Mercuria"), a wholly owned subsidiary of Mercuria Energy Group Limited.

Jervois Finland's Mercuria Facility with Mercuria is for an initial maximum amount of US$75 million with a maturity date of December 31, 2024. The Borrowers can draw to the lower of the maximum amount or 80% of the collateral value, where collateral is defined as the value of Jervois Finland's inventory and receivables subject to eligibility requirements and associated terms of the agreement.

Annual interest payable on amounts drawn is LIBOR + 5.0%. The Mercuria Facility is secured against the shares in Jervois Finland and its assets and is guaranteed by Jervois. A maximum of US$50 million is permitted to be transferred out of the Jervois Finland group of companies for other general purposes in the wider Group. The Mercuria Facility includes an uncommitted accordion (the "Accordion") for a further US$75 million. The Accordion is subject to the commitment of the lender and satisfaction of specific additional requirements related to the security package.

Board Appointment

Mr. David Issroff joined Jervois' Board as a Non-Executive Director effective September 3, 2021 following the completion of the acquisition of Freeport Cobalt.

Mr Issroff was a founding Partner with Glencore International AG ("Glencore"), having joined Glencore South Africa in 1989. Mr Issroff served as a Non- Executive Director of investment companies across South Africa, Switzerland and the United Kingdom. In May 2000, Mr. Issroff joined the Board of Xstrata AG, and was subsequently appointed to the Board of Xstrata plc in February 2002 at the time of the London Initial Public Offering. Mr. Issroff left Glencore and the Xstrata plc Board in 2006 for personal reasons to relocate to the United States.

Management Changes

During Q1 2021, a number of key corporate executives commenced with Jervois: Mr. James May (Chief Financial Officer), Mr. Craig Morrison (Group Financial Controller), Mr. Wayde Yeoman and Mr. Klaus Wollhaf (Group Manager(s) – Commercial) and Mr. Hiroyuki Shinto (Japan Marketing Adviser).

Later in the year during August 2021, experienced mining executive Matthew Lengerich joined as Executive General Manager ("EGM") – Mining, as announced in July. Mr. Lengerich joined Jervois from global miner Rio Tinto, where he has spent more than 20 years in a range of roles, with his last position as General Manager – Digital Transformation, based in Salt Lake City, Utah. Over the past four years, Mr. Lengerich was a key leader of Rio Tinto's efforts to advance its capacity in artificial intelligence, data analytics and mine productivity across its global operating sites.

Prior to these specialised mining technology roles, as General Manager of Rio Tinto Iron Ore's integrated operations centre in Perth, Australia, Mr. Lengerich had responsibility for 450 staff in central control, executing dynamic scheduling and maintaining the production systems associated with the delivery of 320Mtpa of iron ore from Western Australia. Earlier, Mr. Lengerich was General Manager of the Bingham Canyon Mine near Salt Lake City, a major Rio Tinto mine moving 260Mtpa of material to produce 300,000tpa copper. Mr. Lengerich led the site team of 1,100 employees. Bingham Canyon remains a world-class operation with industry leading geotechnical engineering, safety and asset performance, and life of mine planning. Prior to the General Manager role, Mr. Lengerich was Bingham Canyon's Mine Manager for two years.

Mike Romaniuk joined as Project Director – ICO and has been working closely with prior Australian based Project Director Mr. Russell Bradford to transition responsibilities across to the United States as construction accelerates. Mr. Romaniuk is a project executive with more than 30 years of experience, of which 25 years were with Xstrata plc ("Xstrata") and its predecessor, Falconbridge Limited ("Falconbridge").

As Vice President – Sudbury Operations, Mr. Romaniuk ran the Sudbury Integrated Nickel Operations division for Xstrata (now Glencore plc), which compromised several integrated Sudbury mines (including all Company mines in the Sudbury nickel basin; today Fraser and Nickel Rim South), together with the Montcalm mine in Timmins, the Strathcona milling complex and the Sudbury nickel-copper-cobalt smelter. Mr. Romaniuk was responsible for managing 2,500 direct employees and contractors, and all Xstrata capital projects in the basin.

Specifically, Mr. Romaniuk was Project Director – Nickel Rim South, a C$925 million underground mine on the north-east edge of the Sudbury basin, completed ahead of schedule and under budget in 2010 by Xstrata following its 2006 acquisition of Falconbridge. Prior to his role leading the Sudbury Integrated Nickel Operations for Xstrata, Mr. Romaniuk was Commissioning Manager at the Raglan Operations also owned by Falconbridge in Nunavik province, in the north part of Quebec, Canada.

Jervois Finland's leadership carried across from the Freeport Cobalt acquisition, with the appointment following closing of Mr. Sami Kallioinen (President and Managing Director), Ms. Pia Lehtonen (Financial Controller), Dr. Thomas Slotte (Director – Plant Support and Administration), Mr. Juha Järvi (Director –Technical Services), Mr. Jeff Blazek (Global Business Manager – Powder Metallurgy) and Mr. Mike Lacis (Global Business Manager – Chemicals, Catalysts and Ceramic).

Other corporate executive appointments across 2021 included former Xstrata plc executive Mr. Ian Woolsey joined the Company as Group Manager – Information Technology ("IT") in September, after more than a decade with Glencore and Xstrata where he led the IT integration of major cross-border transactions including the Xstrata acquisition of MIM Holdings and Falconbridge, together with the Glencore-Xstrata merger. Mr. Woolsey is leading the IT integration of Jervois Finland, ICO and SMP as the appropriate systems, governance and controls are rolled out across the expanded group to reflect its maturity as an operating business of scale.

Former Glencore executive Mr. Louis Martin was appointed as Group Manager – Tax in November 2021, based at the Company's new commercial office in Nyon, canton of Vaud, Switzerland, effective April 1, 2022. Mr. Martin joined Jervois with more than 30 years of experience in taxation.

Other Corporate Activities

Jervois Switzerland SA was incorporated with an effective date of December 16, 2021. This entity will house Jervois' emerging global nickel and cobalt trading activities, structured and built up around its three current and future operating sites of Jervois Finland, Idaho Cobalt Operations and Jervois Brazil (SMP nickel cobalt refinery, under purchase option from CBA).

In addition to Jervois' commercial and taxation functions, the Company's Chief Executive Officer Mr. Bryce Crocker will also be based out of the Nyon office.

The Company upgraded its status with OTC Markets in the United States to OTCQX in January 2022.

Jervois Finland

Jervois Finland is a leading provider of cobalt-based products with a comprehensive portfolio serving the Chemical, Catalyst, Inorganic Pigment, Powder Metallurgy and Battery industries. The company has a production facility located in Kokkola, Finland, and a global sales and distribution network to service the needs of our customers world-wide. Jervois Finland also has long term agreements in place, which ensure the stable supply of cobalt products to the market – with a strong commitment to sustainability and social responsibility.

Following completion of its acquisition of Freeport Cobalt on September 1, 2021, renamed Jervois Finland, Jervois reported proforma third and fourth quarter revenue of US$76.9 million (A$102.4 million) and US$96.0 million (A$127.9 million), respectively, based upon cobalt sales volume of 1,415 metric tonnes and 1,687 metric tonnes in each quarter. Q4 2021 was the strongest quarter of the calendar year due to a combination of positive cobalt price momentum and strong sales volumes. Q4 2021 also represented the strongest revenue performance for Jervois Finland since Q3 2018 (on a proforma basis).

Proforma 2021 full year revenue was US$295.8 million (A$394.0 million) based on cobalt sales volume of 5,677 metric tonnes. Production for the year was broadly in line with sales volumes.

Jervois' outlook for 2022 is positive, with strong demand across its industrial customers in each of Europe, the United States, Japan and the rest of Asia. Demand in key market segments is currently robust and expected to remain so across the year based on Jervois' customer feedback on their own sales projections, as global recovery from the Covid-19 pandemic continues to gain momentum in traditional cobalt markets alongside the growth in electric vehicles.

Jervois Finland was the first cobalt chemical producer in the world to achieve Responsible Minerals Initiative ("RMI") Conformant Downstream Facility status and support for ethical sourcing practices continues to be a high priority. Actions were therefore prioritized to ensure continued conformance with OECD Due Diligence for Responsible Minerals Supply Chains. This included transparent communications with upstream suppliers and customers, formal registration of changes with RMI and by providing required disclosures and links to the RMI grievance mechanism through the launching of the Jervois Finland website (www.jervoisfinland.com).

Idaho Cobalt Operations, United States

Detailed design work progressed with M3 Engineering and Jervois ordered long lead items including the primary crusher and feeder, SAG mill, variable speed drives, flotation cells and blowers at the start of 2021.

Early works progressed well, starting with mobilization of local contractors to assist in the final assembly of the water treatment plant on site.

Jervois focused on finalizing site establishment during the North American summer so construction of the process plant and the mining of the portal and development could take place in the winter. Activities included finalising construction of the water treatment plant and pump back system, laying of concrete foundations, erection of the mill and flotation buildings, the laying of a HDPE liner for the dry stack tailings facility and the commencement of an accommodation camp.

Bondholders associated with the US$100 million Senior Secured Bond engaged RPM Global USA as Independent Engineer to review ICO, and RPM finalised its Independent Technical Report after a site visit in April 2021.

Jervois' Board approved final construction of ICO in early July following its senior secured Bond Offering to raise US$100 million, which Jervois is using to pay capital expenditures, operating costs and other costs associated with the construction of ICO and bringing it into production.

Jervois awarded Metso Outotec the design, fabrication and delivery contract for a 4.7m diameter and 2.5m-long 750kW SAG (semi-autonomous grinding) mill. The mill will comfortably accommodate the nameplate 1,200stpd processing capacity cap applied in ICO's BFS.

Preparatory works, such as installation of equipment required to commission the water treatment plant ("WTP"), civil and concreting works for the fine ore bin installation, mill and flotation buildings erection, relining of the dry stack tailings facility, installation of the water pump back system and preparation of the portal bench including bolting and meshing of the slope above the proposed portal, commenced in mid-2021.

Great Basin Industrial, a local contractor, worked with Jervois and M3 Engineering on the completion of the Veolia-designed WTP. Commissioning of the WTP started in September 2021, and it is now water commissioned.

Scarrow Excavation completed a portal bench extension and associated road network from the portal. It has also commenced the installation of the water pump back system from the portal to the process plant water distribution manifold and WTP.

Western United States construction company Capra Group commenced on site in late July 2021, completing concrete and civil work for the mill and flotation building and civils for the fine ore bin.

Northwest Linings and Geotextile Products, Inc. completed the laying of a high density polyethylene ("HDPE") liner on the dry stack tailings facility which will be used to temporarily store mine waste rock during mine development and mill dry stack tailings during operation when paste fill is not required. This liner installation has been certified to meet all standards required for a HDPE liner installation by geotechnical engineering company Newfields.

Small Mine Development opened the west portal and commenced development at the east portal in Q4 2021, with first ore anticipated before the end of Q1, 2022. The first underground drill bays have been completed, and drills are being installed to support the initial programme ahead of first mining. With the commencement of underground construction, ICO has commenced waste haulage to the Tailing Waste Storage Facility ("TWSF"). Scarrow Excavation is contracted to provide haulage to, and operation of, the TWSF.

Delivery of initial modules of the accommodation camp was delayed, and the camp is scheduled to be operational April 2022, with first modules now received in Salmon.

Jervois concluded a cost and schedule review for ICO in December 2021, with total estimated project expenditure for ICO development increasing from US$92.6 million to US$99.1 million, primarily due to inflationary pressure from labour and materials markets. Increases in costs relating to HDPE for the waste storage facility, steel and cement supply, camp materials, construction and site labour cost all contributed to inflationary pressure on the project budget and were incorporated into the revised forecast.

At the date of this MD&A, Jervois had committed almost US$82 million of the total capital expenditure budget. Capital expenditure in the calendar year was US$21.7 million.

During 2022, Jervois is planning a drill programme both at surface and below ground. The initial underground section of this plan is to improve the robustness of the resource model that will be generating a production block model for mining start up later this year. Planning is also underway to determine what resource extension targets can be drilled from underground positions. Surface drilling is also anticipated during 2022, targeting extension of the existing Mineral Resource Estimate .

ICO will create approximately 200 local construction jobs and 180 operational positions once the site transitions into commercial operation. During H2 of 2021 ICO has successfully recruited 25 staff positions, including all ICO management positions and many key technical staff.

Partnership with Idaho Conservation League

In March 2021, Jervois announced it had partnered with the Idaho Conservation League ("ICL") to protect and restore fish, water quality, wildlife habitat, and biodiversity within the Upper Salmon River basin, where Jervois' ICO are located in Idaho, United States.

Under the innovative and voluntary partnership, Jervois will contribute US$0.15 million per year into a dedicated fund for the Program through the operational life of the ICO mine. The Program is separate from and unrelated to the mitigation measures and other regulatory requirements applicable to the ICO.

Jervois aims to extend its positive environmental ethos to supporting improvements in the health of a vital watershed and maintain an ongoing dialogue with communities in the area, including the Shoshone-Bannock and Nez Perce Tribes, as well and local, state, and federal agencies, about investment priorities for the Program.

In June 2021, the Company and ICL confirmed the selection of three initial restoration projects as part of the Upper Salmon Conservation Action Program's ("USCAP") inaugural round. Following the request for proposals in the spring, the USCAP funding committee selected three proposals from a competitive pool of applicants.

The Lemhi Soil and Water Conservation District received US$85,000 to move a problematic diversion on the Lemhi River to advance an extensive fish habitat restoration project. This area has been identified as critical habitat for juvenile Chinook salmon and steelhead.

The USCAP selected White Clouds Preserve for US$35,000 in funding to conduct riparian restoration work. The non-profit manages a 432-acre former ranch along the East Fork of the Salmon River. Endangered Species Act-listed Chinook salmon, steelhead and bull trout spawn and rear their young in the East Fork. The grant, implemented in collaboration with the Shoeshone-Bannock tribes and local native plant experts, enables the White Clouds Preserve to monitor and restore critical salmon and steelhead populations along the East Fork, near its confluence with the Main Salmon River.

The Western Rivers Conservancy received US$30,000 to assist with acquiring a key parcel of land along Panther Creek, a major tributary of the Salmon River. This action is an important step in the recovery of spawning and rearing habitat for endangered fish.

São Miguel Paulista Nickel and Cobalt Refinery, Brazil

Jervois awarded the SMP Refinery integrity and restart audit to Promon Engenharia Ldta ("Promon") in Brazil. Promon completed a detailed refinery integrity audit focused on civil, structural, electrical, and mechanical core disciplines.

Jervois retained Ausenco as lead engineering contractor for the SMP Bankable Feasibility Study ("BFS") to assess existing equipment installed, identify process bottlenecks, and design a facility that is both an optimal capital investment capable of rapid investment decision and implementation and consistent with Brazilian permitting requirements to ensure regulatory compliance.

In addition, Jervois engaged both Metso Outotec and Sherritt to undertake testwork and piloting to support engineering and equipment selection for the BFS, specifically the pressure oxidative ("POX") autoclaves.

Jervois expanded the BFS scope of work in September 2021 to include a significant increase in the forecast pressure oxygen ("POX") leach circuit capacity. However, in Q4, insights from the study indicated an increased size of the POX autoclave, which was under evaluation by Jervois to restart SMP at its prior nickel capacity of 25,000mtpa, had a lead time incompatible with the ICO commissioning schedule. In view of this, Jervois is now planning to initially install a smaller POX autoclave, dedicated to ICO cobalt concentrate.

Subject to the outcome of the BFS, first cobalt production from the ICO POX autoclave is anticipated in Q2 2023, with potential for SMP production capacity to increase from Q2 2024 to 25,000 tonnes nickel and 2,500 tonnes cobalt.

Jervois progressed its review of alternative product flowsheets, with a preliminary conclusion that the initial SMP product will remain cathode (rather than chemicals such as nickel sulphate) due to lower capital expenditure requirement, shorter restart lead-times and strong demand for electrolytic nickel. A switch to nickel sulphate remains feasible and will be determined in conjunction with customer discussions, which remain ongoing.

The SMP stage 1 BFS outcomes for processing mixed nickel hydroxide precipitate ("MHP") and cobalt hydroxide are expected to be released by end Q1 2022, with stage 2 including the larger POX expected to be released by Q3 2022.

Jervois holds a lease over SMP providing it access to undertake the BFS on a potential restart of the facility ahead of its acquisition from CBA (an investee company of Votorantim). Closing of the SMP refinery acquisition by Jervois is subject to several conditions precedent, including renewal of the São Paulo City Hall operating permit with the outside date for closing extended to 31 May 2022, however the R$1.5 million monthly lease charge ceased from the start of January 2022.

The cash purchase price of R$125.0 million payable in tranches conditional upon permitting, restart BFS outcomes and future production thresholds – except for a R$15 million initial payment in December 2020 – remains payable in stages to June 2023. The first acquisition payment (in addition to the paid deposit) payable by Jervois will be R$47.5 million cash on closing.

Nico Young Nickel-Cobalt Project, New South Wales, Australia

Jervois' 100%-owned Nico Young nickel and cobalt deposits are comprised of mineralisation bodies held under separate but adjacent exploration licenses, "Young-Ardnaree" and "Thuddungra". The project envisages heap leaching nickel and cobalt laterite ore to produce either an intermediate mMHP or refining through to battery grade nickel sulphate and cobalt in refined sulphide.

In May 2019, Jervois released a positive NI 43-101 compliant Preliminary Economic Assessment ("PEA") on Nico Young. The PEA supported the technical and economic viability of heap leaching laterite ore, based on the production of battery grade nickel sulphate hexahydrate crystal and cobalt sulphide, as final, refined products. Within the study scope, Jervois also completed to the equivalent level of engineering, the ability to produce an MHP.

In prior roles, Jervois' Directors and Executives constructed, commissioned and operated the only commercially successful nickel-cobalt heap leach operation outside of China at Glencore's Murrin Murrin facility in Western Australia, which was based on ores similar to Nico Young. Jervois' view is that heap leaching is the most attractive development route for the low-grade nickel-cobalt mineralisation of eastern Australia.

Heap leaching nickel laterites in dry climates is a sensible, lower capital and reduced technical and environmental risk development approach versus the high capital and elevated construction and operating risk nature of high-pressure acid leach facilities.

When completing the PEA, Jervois noted Nico Young provided an attractive opportunity for development when commodity prices improved. Nickel and cobalt prices have significantly increased since that time, materially above those applied in the PEA. In addition, MHP payables have risen from ~75 percent on nickel up into the low 90's.

During 2021, the Company continued discussions on a suitable ownership structure and marketing strategy to secure a partner to advance into BFS.

However, the upcoming anticipated closing of the SMP acquisition could enable a revised development plant at Nico Young to produce an MHP suitable for refining in Brazil, resulting in estimated capital savings of approximately A$200 million based on numbers from the 2019 PEA.

In Q4 2021, Jervois' Board approved recommencement of drilling at Nico Young during 1H 2022, with an initial focus on converting inferred resources into the indicated category.

SELECT ANNUAL INFORMATION

The following table provides a brief summary of the Company's financial operations. For more detailed information, refer to the financial statements of the Company for the year ended December 31, 2021.

	As at		
	December 31, 2021 A$'000	**December 31, 2020 A$'000**	**June 30, 2020 A$'000**
Current assets	433,722	42,944	6,353
Non-current assets	362,224	116,521	116,327
Total assets	795,946	159,465	122,680
Current liabilities	205,471	14,365	1,015
Non-current liabilities	182,355	23,583	10,917
Shareholders' equity	408,120	121,517	110,748
Total liabilities and shareholders' equity	795,946	159,465	122,680
Working capital	204,275	28,579	5,337

	Year ended,		
	December 31, 2021 A$'000	**December 31, 2020* A$'000**	**June 30, 2020 A$'000**
Total income	163,438	283	3,259
Expenses	(189,900)	(24,309)	(12,170)
Other items	7,726	(10,783)	3,159
Loss after income tax expense from continuing operations	(29,009)	(24,139)	(8,898)
Comprehensive loss for the year attributable to shareholders	(21,283)	(34,922)	(5,739)
Basic and diluted loss per share from continuing operations	(2.73) cents	(3.44) cents	(1.43) cents
Weighted average number of common shares outstanding	1,063,880,999	701,983,648	621,519,656

* Represents six-month period.

There were no dividends paid in the current or prior financial year.

In financial year ended June 30, 2020, the Company disposed of the Bullabulling royalty representing materially all the revenue for 2020. The Company did not earn any material revenue in the financial year ended December 31, 2020.

The SMP Refinery lease entered into in the financial year ended December 31, 2020, resulted in an increase in assets of A$31.8 million from the corresponding period. In addition, liabilities increased by A$26.9 million.

Expenses increased significantly in the financial year ended December 31, 2020, due to the impairment of the Uganda exploration and evaluation assets of A$20.6 million. Across all three periods, a significant portion of the expenses related to the share-based payments.

Revenue and expenses increased significantly in the financial year ended December 31, 2021, due to the acquisition of Jervois Finland, representing sales to customers and production-related costs for the four-month period ended December 31, 2021.

SUMMARY OF QUARTERLY RESULTS

	Three-month period ended December 31, 2021 A$'000	Three-month period ended September 30, 2021 A$'000	Three-month period ended June 30, 2021 A$'000	Three-month period ended March 31, 2021 A$'000
Total revenue	128,266	33,396	Nil	Nil
Shareholders' equity	408,120	416,771	115,600	120,319
Net loss after income tax expense from continuing operations	(6,851)	(10,396)	(7,009)	(4,753)
Comprehensive loss for the period attributable to shareholders	(10,015)	(758)	(5,481)	(5,029)
Loss per share for the period attributable to shareholders	(0.452) cents	(0.921) cents	(0.874) cents	(0.594) cents

	Three-month period ended December 31, 2020 A$'000	Three-month period ended September 30, 2020 A$'000	Three-month period ended June 30, 2020 A$'000	Three-month period ended March 31, 2020 A$'000
Total revenue	Nil	Nil	Nil	Nil
Shareholders' equity	121,517	106,280	110,748	124,065
Net loss after income tax expense from continuing operations	(22,480)	(1,660)	(2,401)	(1,897)
Comprehensive loss for the period attributable to shareholders	(27,973)	(5,291)	(14,094)	12,531
Loss per share for the period attributable to shareholders	(2.951) cents	(0.258) cents	(0.374) cents	(0.311) cents

The activities of the Company over the above periods consist of numerous workstreams. In the September 2020 quarter, the Company announced the acquisition of SMP Refinery and, in the December 2020 quarter, completed a private placement to raise A$45 million (before expenses), with the funds being used to commence early works at ICO and studies related to the restart of SMP Refinery. Due to the results of the exploration activities in Uganda, along with the political situation in-country, the Company impaired its Ugandan assets, contributing the majority of the loss in the December 2020 quarter. In the March and June 2021 quarters, the majority of the losses incurred were driven by general operational costs as well as business development activities in relation to SMP Refinery and the acquisition of Jervois Finland. In the September 2021 quarter, the Company raised approximately A$313 million (before expenses) in equity via the issuance of new fully paid ordinary shares, associated with the acquisition of Jervois Finland. In addition, the Company completed settlement of a US$100 million senior secured bond facility. The bonds were issued by the Company's wholly owned subsidiary, Jervois Mining USA Limited, with the proceeds to be applied towards capital expenditures, operating costs and other costs associated with the construction of ICO and bringing it into production.

LIQUIDITY AND CAPITAL RESOURCES

The financial statements have been prepared on a going concern basis which assumes that the Company will be able realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon the future cash flow performance of its assets and its ability to continue to raise adequate additional financing in circumstances where this is required.

	December 31, 2021 A$'000	December 31, 2020 A$'000
Working capital[1]	204,275	28,579

Net cash used in operating activities for the current year was A$41.9 million (six months ended December 31, 2020: outflow of A$2.6 million). The net cash used in operating activities for the current period consists primarily of cash received from Jervois Finland customers, offset by payments for production, staff and administration costs as well as business development expenditure. In the prior period, this consisted primarily of receipt of funds for the sale of the shares received from the disposal of the Mt Moss and Forest reefs royalties less the operating loss.

Net cash used in investing activities for the current quarter was A$237.9 million (six months ended December 31, 2020: outflow of A$1.1 million). Net cash used in investing activities for the current period consists primarily of net cash used for the acquisition of Jervois Finland as well as ICO development expenditure. In the prior period, this consisted primarily of exploration and development expenditure at both ICO and Uganda, offset by a research and development refund from the Australian Tax Office.

Net cash inflow from financing activities during the current year was A$306.1 million (six months ended December 31, 2020: inflow of A$40.4 million) and was the result of net proceeds from the Mercuria secured revolving credit facility, net proceeds from the issuance of shares via the equity raise, offset by repayments on the SMP Refinery lease liability and debt issuance costs in relation to the senior secured bonds. In the prior period, the inflow was as a result of the private placement.

Contractual Obligations A$'000	Payments Due by Period				
	Total	Less than 1 year	1 - 3 Years	4 - 5 Years	After 5 years
Debt (i)	230,723	151,551	79,172	-	-
Finance Lease Obligations	-	-	-	-	-
Operating Leases	387	306	81	-	-
Purchase Obligations	52,322	-	39,243	13,079	
Other Obligations	70,389	70,389	-	-	-
Total Contractual Obligations	353,821	222,246	118,496	13,079	-

(i) Included in debt is US$100 million of senior secured bond facility. Upon settlement, the proceeds of the bonds were deposited into an escrow account, pursuant to the terms and conditions of the bond facility. These have been classified as "funds held in escrow" in the statement of financial position as at 31 December 2021.

In February 2022, the Group completed the first US$50.0 million drawdown, with these funds to be used exclusively for ongoing construction of ICO (included in 'other obligations').

[1] Represents current assets less current liabilities, including cash and cash equivalents but excluding funds held in escrow and undrawn bond borrowings.

The Company has sufficient funds to meet the minimum expected operational, development, exploration, and administration expenses through the ensuing fiscal year.

Equity Issuance during the Three Months to December 31, 2021

The Company issued 2,694,000 new ordinary shares following the exercise of options.

Equity Issuance during the Twelve Months to December 31, 2021

The Company issued 711,429,832 new ordinary shares in relation to the above noted capital raising and a total of 15,072,500 new ordinary shares following the exercise of options and warrants.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

No loans have been made to key management personnel as of December 31, 2021.

(a) Details of the remuneration of directors and key management personnel of the consolidated entity are set out in the following tables.

12 months to 31 December 2021	Short-term benefits Salary and Directors' fees	Bonus payments (11)	Non-monetary benefits (1)	Consultancy fees	Post-employment benefits Other (3)	Share-based payments Equity (2)	Value of options as proportion of total remuneration	Total
	A$	A$	A$	A$	A$	A$	%	A$
Non-Executive Directors:								
P Johnston	76,962	-	-	-	-	36,491	32.2	113,453
B Kennedy	48,936	-	-	-	-	53,382	52.2	102,318
M Callahan	45,000	-	-	-	-	11,677	20.6	56,677
D Issroff (4)	18,068	-	-	-	-	-	-	18,068
Executive Directors:								
B Crocker (5)	420,741	268,420	82,360	-	51,351	797,719	49.2	1,620,591
Other Key Management Personnel:								
J May (6)	308,533	277,940	-	-	38,083	206,298	24.8	830,854
M Rodriguez (7)(8)	261,378	82,500	-	-	29,253	211,817	36.2	584,948
G Young	-	171,900	-	-	-	584,879	77.3	756,779
K Klassen	-	81,312	-	421,888	-	237,945	32.1	741,145
S Kallioinen (9)	54,397	427,893	6,350	-	169,921	294,370	30.9	952,931
M Lengerich (10)	176,381	53,837	8,344	-	7,902	243,973	49.7	490,437
Total	**1,410,396**	**1,363,802**	**97,054**	**421,888**	**296,510**	**2,678,551**	**42.7**	**6,268,201**

1. Includes the value of fringe benefits and other allowances.
2. In accordance with the requirements of Accounting Standards, remuneration includes a proportion of the fair value of equity compensation granted or outstanding during the year (i.e., options granted under LTIP that remained unvested as at 31 December 2021). The fair value of equity instruments is determined at the grant date and is progressively allocated over the vesting period. The amount included as remuneration is not necessarily related to or indicative of the benefit (if any) that senior executives may ultimately realise should the equity instruments vest. The fair value of the options at the date of their grant has been determined in accordance with AASB 2 *Share-based Payments*. All options granted under the LTIP are equity settled.
3. Other includes superannuation, social security, and company retirement match.
4. Appointed 3 September 2021.
5. Includes annual leave accrued during the year of A$30,741.
6. Appointed 1 March 2021. Includes annual leave accrued during the year of A$16,867. Bonus payment includes a A$100,000 sign-on payment.
7. Includes annual leave accrued during the year of A$40,656.
8. Ceased to be part of key management personnel on 29 October 2021.
9. Appointed 1 November 2021. Includes annual leave accrued during the year of A$5,986.
10. Appointed 16 August 2021. Includes annual leave accrued during the year of A$20,265.
11. Bonus payments include cash amounts earned as short term incentives which are paid in the following financial year. All payments, other than the sign-on portion paid to J May set out in note 6 above, were paid based on the Directors' assessment of the performance over the year by the KMP's. The potential payment in the next two financial years range from 70% of Salary for the CEO and 40% for KMP's down to nil based on certain factors and performance.

	Short-term benefits				Post-employment benefits	Share-based payments	Value of options as proportion of total remuneration	
6 months to 31 December 2020	**Salary and Directors' fees**	**Bonus payments**	**Non-monetary benefits (1)**	**Consultancy fees**	**Superannuation**	**Equity (2)**		**Total**
	A$	**A$**	**A$**	**A$**	**A$**	**A$**	**%**	**A$**
Non-Executive Directors:								
P Johnston (3)	18,750	-	-	-	-	18,891	50.2	37,641
B Kennedy (3)	6,000	-	-	-	-	25,761	81.1	31,761
M Callahan (3)	6,000	-	-	-	-	5,635	48.4	11,635
Executive Directors:								
B Crocker	150,405	140,000(4)	8,468	-	14,289	463,816	59.7	776,978
Other Key Management Personnel:								
M Rodriguez (5)	140,884	-	-	-	10,140	129,783	46.2	280,807
K Klassen	-	-	-	114,441	-	94,426	45.2	208,867
G Young (6)	-	-	-	-	-	122,698	100.0	122,698
F Varley (7)	47,378	-	-	-	1,540	-	-	48,918
Total	**369,417**	**140,000**	**8,468**	**114,441**	**25,969**	**861,010**	**56.7**	**1,519,305**

1. Includes the value of fringe benefits and other allowances.
2. In accordance with the requirements of Accounting Standards, remuneration includes a proportion of the fair value of equity compensation granted or outstanding during the year (i.e. options granted under LTIP that remained unvested as at December 31, 2020). The fair value of equity instruments is determined at the grant date and is progressively allocated over the vesting period. The amount included as remuneration is not necessarily related to or indicative of the benefit (if any) that senior executives

may ultimately realise should the equity instruments vest. The fair value of the options at the date of their grant has been determined in accordance with AASB 2 *Share-based Payments*. All options granted under the LTIP are equity settled.

3. The Non-Executive Directors waived their fees for the period 1 April 2020 to 30 September 2020 due to the COVID-19 pandemic.
4. STI bonus of A$140,000 paid in December 2020.
5. Includes annual leave accrued during the year of A$34,148.
6. Appointed on 16 October 2020. Mr Young does not receive a salary or other benefits other than the grant of options included in Share-Based Payments.
7. Resigned on 18 October 2020.

(b) The Company acquired a related party relationship between prior M2 Cobalt management personnel, Dr. Jennifer Hinton and Mr. Tom Lamb and an external services company Great Rift Geosciences ("Great Rift") via the M2 Cobalt merger. Acquired in June 2019, Jervois used Great Rift to provide Ugandan exploration management services including local administration and in-country management, accounting, payroll and treasury services, offices including a core shed and sample preparation area, employee accommodation, and exploration staffing. Dr. Jennifer Hinton and Mr. Tom Lamb are also principals and co-owners of Great Rift. The commercial arrangements with Great Rift were conducted on arms-length terms. Upon suspension of all exploration activities in Uganda, the relationship with Great Rift was terminated in February 2021. Amounts below represent payments to Great Rift (Canada) and Great Rift (Uganda) at which Dr. Hinton and Mr. Lamb are Directors. Payments made to Great Rift were solely for the in-country services outlined above. No loans have been made to key management personnel as of December 31, 2021.

	December 31, 2021 A$'000	December 31, 2020 A$'000
Management services – Great Rift	43	169

PROPOSED TRANSACTIONS

There are no proposed transactions.

SUBSEQUENT EVENTS

On 7 February 2022, the Company's wholly owned subsidiary, Jervois Mining USA Limited, completed the first US$50.0 million drawdown of the US$100.0 million senior secured bond facility, with these funds to be used exclusively for ongoing construction of ICO.

On 9 March 2022, the Company's wholly owned subsidiary, Jervois Finland Oy, drew down an additional US$17.5 million under the secured revolving credit facility, with the funds expected on or around 14 March 2022.

SIGNIFICANT ACCOUNTING POLICIES, CRITICAL JUDGEMENTS AND ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors considered relevant under the circumstances. Revisions to estimates on the resulting effects of carrying amounts of the Company's assets and liabilities are accounted for prospectively.

Property, plant, and equipment

Expenditures for new facilities or equipment that extend the useful lives of existing facilities or equipment are capitalised and recorded at cost. Facilities and equipment acquired as part of a lease, build-to-suit or other financing arrangements are capitalised and recorded based on the contractual lease terms. The facilities and equipment are depreciated using the straight-line method at rates sufficient to depreciate capitalised costs over the estimated productive lives of such facilities. These estimated productive lives do not exceed the related estimated mine lives, which are based upon proven and probable reserves

Leases

Lease term

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has a lease contract that includes a termination option. Judgement is applied in evaluating the likelihood of exercising the termination option. That is, consideration is given to all relevant factors that create an economic incentive to exercise the termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to terminate. The Group includes the period covered by the termination option as part of the lease term only when it is reasonably certain not to be exercised.

Incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease and, therefore, uses the relevant incremental borrowing rate ("IBR") to measure the lease liability. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR, therefore, reflects what the Group would have to pay, which requires estimation when no observable rates are available and to make adjustments to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to consider certain entity-specific judgements.

Purchase option

The Group has a lease contract that includes a purchase option. Judgement is applied in evaluating the likelihood of exercising the purchase option. That is, consideration is given to all relevant factors that create an economic incentive to exercise the purchase option. The purchase option is also payable in stages. Judgement is applied to determine the timing of these payments, based on contractual obligations, if the purchase option is reasonably certain to be exercised by the Group.

Asset retirement obligation

The Group records a provision for the estimated future costs of site reclamation and closure of operating projects, which are discounted to net present value using the risk-free interest rate applicable to the future cash outflows. Judgement is used to estimate future costs which incorporate assumptions on the effects of inflation on those future costs, movements in foreign exchange rates, and other specific risks associated with the related liabilities

Provision for expected credit losses of trade receivables and contract assets

The Group uses a provision matrix to calculate expected credit losses ("ECLs") for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

Taxation

Judgement is required in assessing whether deferred tax assets and certain deferred tax liabilities are recognised in the consolidated statement of financial position. Deferred tax assets, including those arising from un-recouped tax losses, capital losses and temporary differences, are recognised only where it is considered more likely than not that they will be recovered, which is dependent on the generation of sufficient future taxable profits.

Assumptions about the generation of future taxable profits and repatriation of retained earnings depend on management's estimates of future cash flows. These depend on estimates of future production and sales volumes, operating costs, restoration costs, capital expenditure, and other capital management transactions. Judgements are also required about the application of income tax legislation. These judgements and assumptions are subject to risk and uncertainty, hence there is a possibility that changes in circumstances will alter expectations, which may impact the amount of deferred tax assets and deferred tax liabilities recognised on the consolidated statement of financial position and the amount of other tax losses and temporary differences not yet recognised. In such circumstances, some or all the carrying amounts of recognised deferred tax assets and liabilities may require adjustment, resulting in a corresponding credit or charge to profit or loss

New or Amended Accounting Standards and Interpretations Adopted

The consolidated entity has adopted all the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board that are mandatory for the current reporting period.

Disclosure Controls and Procedures

Jervois' Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") are responsible for designing internal controls over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with IFRS. The design of the Company's internal control over financial reporting was assessed as of the date of this Management Discussion and Analysis.

Management's Responsibility for Financial Statements

Information provided in this MD&A, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future value for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements. Management maintains a system of internal controls to provide reasonable assurances that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT

The Company's financial liabilities, accounts payable and accrued liabilities, and other payables, are measured at amortized cost. Its financial assets, cash, and interest receivables are also measured at cost. The Company's carrying values of these items approximate their fair value due to the relatively short periods to maturity of the instruments.

The Company considers its capital to be the components of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support the development of its business and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. The Company invests all capital that is surplus to its immediate operational needs in short-term, highly liquid, high-grade financial instruments. There were no changes to the Company's approach to capital management during the quarter. The Company is not subject to externally imposed capital requirements. The Company has sufficient working capital to meet its projected minimum financial obligations for the next twelve months.

OUTSTANDING SHARE DATA

The following table summarizes the Company's outstanding share data as of the date of this MD&A:

	Number of shares issued or issuable
Common shares	1,519,750,961
Stock options	94,983,000(1)(2)
Performance rights	1,382,678,(1)(2)

Notes:

1) On July 12, 2021, 750,000 shares options were granted to employees with an exercise price of A$0.565, vesting on commercial completion of ICO (subject to continued employment) and expiring on August 8, 2029. On July 12, 2021, 2,500,000 shares options were granted to employees with an exercise price of A$0.565, vesting on August 9, 2024 (subject to continued employment) and expiring on August 8, 2029. On September 1, 2021, 1,000,000 share options were granted to employees with an exercise price of A$0.555, vesting on September 1, 2024 (subject to continued employment) and expiring on August 31, 2029. On September 1, 2021, 6,250,000 shares options were granted to employees with an exercise price of A$0.48, vesting on September 1, 2024 (subject to continued employment) and expiring on August 31, 2029. On October 1, 2021, 1,936,083 performance rights were granted, vesting on February 17, 2022, 2023 and 2024 (subject to continued employment). On July 22, 2021 500,000 options were exercised. On November 4, 2021, 266,666 options were exercised. On November 15, 2021, 898,383 options were exercised. On November 22, 2021, 1,528,951 options were exercised. On January 7, 2022, 2,500,000 shares options were granted to employees with an exercise price of A$0.55, vesting on April 1, 2025 (subject to continued employment) and expiring on March 31, 2030. On January 13, 2022, 500,000 options were exercised. On February 2, 2022 700,000 options were exercised. On February 11, 2022, 350,000 options were exercised. On February 15, 2022, 968,487 Performance Rights were settled. On February 24, 2022, 2,200,000 options were forfeited.
2) Details of all share options and performance rights on issue are set out below. The share option exercise prices referenced below reflect the price each holder would have to pay to acquire one ordinary share of Jervois. Pursuant to ASX Listing Rule 6.22.2 options have been repriced as a result of the Accelerated Non Renounceable Entitlement Issue undertaken by the Company in August 2021. Where options are held by insiders, options will be repriced following applicable shareholder approval.

Expiry date	Exercise price (A$)		Number of shares
30-Nov-22	$0.103		12,500,000
01-Jul-23	$0.248		7,500,000
30-Sep-23	$0.243		5,000,000
30-May-24	$0.298		300,000
01-Jun-24	$0.193		2,500,000
18-Jun-24	$0.258		1,806,000
15-Aug-24	$0.193		2,500,000
30-Sep-24	$0.193		5,000,000
30-Sep-25	$0.263		5,000,000
15-Aug-27	$0.153		10,000,000
31-Mar-28	$0.103		8,122,500
18-Oct-28	$0.278		7,500,000
03-Jan-29	$0.243		6,000,000
28-Feb-29	$0.243		3,250,000
28-Feb-29	$0.453		500,000
08-Aug-29	$0.565		3,250,000
31-Aug-29	$0.555		1,000,000
31-Aug-29	$0.480		6,250,000
31-Mar-30	$0.550		2,500,000
		Subtotal	**90,478,500**
Performance Rights			
03-Apr-24	N/A		415,082
17-Feb-24	N/A		967,596
		Subtotal	**1,382,678**
Acquisition Options	**Exercise price (C$)**		
28-Jun-2022	$0.71		1,344,750
28-Jun-2023	$0.61		1,179,750
1-Oct-2023	$0.53		1,980,000
		Subtotal	**4,504,500**
		Total	**96,365,678**

RISK FACTORS

This section discusses some of the risks associated with Jervois Global Limited, formerly called Jervois Mining Limited (the "Company" or "Jervois" and, together with its subsidiaries, the "Group") and some of the risks in connection with the acquisition of Freeport Cobalt (renamed Jervois Finland) (the "Acquisition").

The Group's business is subject to a number of risks both specific to its business and of a general nature which may impact on its future performance (both before and after the Acquisition). Investors should carefully consider and evaluate the Company, the Group's business, and the Acquisition having regard to their investment objectives and financial circumstances and take into consideration the risks set out in this section and other risks relevant to the Group and the Acquisition.

The list of risks below should not be taken as an exhaustive list of the risks faced by the Group or by investors in the Company. Those risks, and others not specifically referred to below, may in the future materially affect the financial performance of the Group and the value of the shares.

Investors should also note that the uncertainties and risks created by the COVID-19 pandemic could materially change the Group's risk profile at any point after the date of this presentation and adversely impact its financial position and prospects in the future.

Acquisition Risks Related to Jervois Finland

Future earnings may not be as expected:

The Company undertook financial and business analysis of Freeport Cobalt (renamed Jervois Finland) to determine its attractiveness to the Company and whether to pursue the Acquisition. It is possible that such analysis, and the best estimate assumptions made by the Company, drawn conclusions and forecasts in relation to guidance and synergy statements are inaccurate, or will not be realised in due course. To the extent that the actual results achieved by Jervois Finland are different than those anticipated or any unforeseen difficulties emerge in integrating Jervois Finland, there is a risk that the profitability and future earnings of the operations of Jervois Finland and the Group may differ (including in a materially adverse way) from the performance as expected.

Historical liability:

There is a risk that the Company, as the new owner of Jervois Finland, may become directly or indirectly liable for any liabilities that Jervois Finland has incurred in the past, which were not identified or able to be quantified during due diligence or which are greater than expected, and for which there is no protection for the Company (either in the form of insurance or by way of representations, warranties and indemnities in the stock purchase agreement for the Acquisition).

Synergies may not be realised:

The Company's decision to proceed with the Acquisition was premised on a variety of assumptions, including the realisation of various synergy benefits. There is no assurance that the Acquisition will perform as the Company expects or that the Company will achieve the expected synergies which could have a material adverse effect on the Group's business and the price of the Company's securities.

Cobalt prices:

A significant proportion of Jervois Finland's product sales are based on prices linked to the quoted prices for cobalt. Purchases of cobalt hydroxide, which is refined and then processed into a range of cobalt products, are priced according to a percentage of quoted cobalt prices. Changes in the quoted price of cobalt impact Jervois Finland's sales, costs, profitability, cash flow, and working capital requirements. Rapid or material adverse movements in the quoted price of cobalt, may lead to financial losses and may adversely impact liquidity of the Group.

Feed supply payables:

The cobalt hydroxide (feed supply) cost is typically paid as a percentage of the cobalt price and may be influenced by levels of available supply feed stock. In market conditions where there is limited supply feed, the Group may need to pay a higher percentage to secure supply. Historically a higher payable is often associated with higher cobalt prices, however this is not always the case. If a higher payable is required without a commensurate change in the quoted price of cobalt, this may impact the operating margin and therefore the future profitability of Jervois Finland.

Risks to availability of supply:

In view of forecast growth in demand for cobalt, there is a risk that supply availability will be partially or totally constrained. ESG issues will constrain preferred supply, and material that is available from sources meeting ESG requirements (including Jervois Finland's sources of supply) will be in higher demand. There is also a risk that if availability of supply is materially constrained that feed supply prices increase adversely impacting the future profitability of Jervois Finland.

Cooperation with Umicore:

Jervois Finland relies on a shared refinery with Umicore, and future cooperation with Umicore on matters related to the operation of the facilities is essential. Any material technical malfunction, fire, loss of cooperation or dispute may adversely impact the Jervois Finland business.

Integration risk:

The Acquisition involves the integration of the Jervois Finland business, which has previously operated independently to the

Group including the implementation of SAP and new IT infrastructure. Consequently, there is a risk that the integration of the Jervois Finland business may be more complex than currently anticipated. The integration could also encounter unexpected costs, challenges or issues, or take longer than expected, divert management's attention from other areas of the Group's business or not deliver the expected benefits. This may affect the Group's operating and financial performance.

The key risks related to Jervois USA identified in the ICO BFS and more generally moving forward are:

Geology:

- Geological interpretation – sub-surface modelling of geological characteristics is based on drilling information, surface mapping and ore deposit models. This carries data accuracy and interpretation risk. To minimise this risk, factors such as nearby mine knowledge, drillhole core analysis and structural models have been used to develop the resource model. The ore deposit is stratiform with mineralization confined to the BTE rock unit which has been identified from drillhole logging. By their nature, stratiform deposits display a high continuity.
- Drill spacing – the orebody has been drilled on a nominal 200ft sectional spacing, however the central zone which is the first to be mined has been infilled to a 100ft spacing. Establishing surface drilling platforms is difficult due to the steep terrain, as such we are executing an infill drilling programme from underground. Initial planned stopes will be infill drilled to 50ft spacing for ore definition and grade control.
- Assay data – pre-2009 assay data is incomplete with respect to arsenic assays. Examination of drill ore intercepts with QEMScan reveals that arsenic is mostly associated with cobalt as the mineral Cobaltite. Therefore, arsenic is mainly contained within the orebody and has a close direct relationship to cobalt.
- Oxidation – oxidized ore shows poor recoveries. This ore is identified by low sulphur content and is excluded from the reserve.
- Faulting displacement – a detailed 3D structural model has been formed of the major faults occurring in the orebody area. These have been shown to be subparallel to the orebody strike and only minor displacements of the orebody occur. There may be minor fault splays which remain unknown in extent and orientation however the occurrence of these will be defined by close spaced underground drilling.
- Grade estimation – the selected method of grade estimation is ID2. This method was chosen over other statistical methods for preservation of the high-grade components of the ore intercepts which is appropriate to the selective mining method to be employed. Indicator and ordinary kriging were found to smear grades on a local scale which is not acceptable for selective mining. As the drill intercept density increases via underground drilling, conditional simulation methods will be employed to further enhance grade definition.

Calculation of mineral resources and mineral reserves and limitations on mineral resource estimates:

There is a degree of uncertainty attributable to the calculation of mineral reserves, mineral resources and corresponding grades being mined or dedicated to future production. Until mineral reserves or mineral resources are actually mined and processed, the quantity of mineral reserves or mineral resources and grades must be considered as estimates only. In addition, the quantity of mineral reserves or mineral resources may vary depending on metal prices. Any material change in the quantity of mineral reserves, mineral resources, grade or dilution may affect the economic viability of the ICO Project. In addition, there can be no assurance that mineral recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production.

No assurance can be given that any particular level of recovery of minerals will in fact be realized or that identified mineral resources will ever qualify as a commercially mineable (or viable) deposit which can be legally and economically exploited. In addition, the grade of mineralization which may ultimately be mined may differ from that indicated by drilling results and such differences could be material. Production can be affected by such factors as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. The estimated mineral resources at ICO should not be interpreted as assurances of commercial viability or of the profitability of any future operations. Moreover, certain sections of the mineral resources are reported at an "inferred" level. Inferred mineral resources have a substantial degree of uncertainty as to their existence, and economic and legal feasibility. Accordingly, there is no assurance that inferred mineral resources reported herein will ever be upgraded to a higher category. Investors are cautioned not to assume that part or all of an inferred mineral resource exists or is economically or legally mineable.

Jervois engaged independent consulting firms to both prepare (Orix Geosciences) and audit (CSA Global) the ICO mineral resource model. RPM Global were engaged by Jervois as Independent Engineer for lenders, and part of their scope was to also review the mineral resource estimate. RPM Global's recommendation was that the resource classification must be solely based on drillhole spacing and, as a result, Measured tonnes should be changed to Indicated, and Indicated tonnes changed to Inferred tonnes. No change to the Inferred resource was recommended. Jervois and Orix disagree with RPM Global's opinion, which is also inconsistent with prior mineral resource estimates at ICO from Micon. However, if the recommendation by RPM Global is accepted, the Group will be required to undertake additional infill drilling at ICO in order to increase the confidence in the mineral resource and mineral reserve estimates. The outcome of the drilling may result in an updated mine plan being prepared to take into account any changes to classification, tonnes and metal grades and may result in the operations at ICO reaching commercial production later than currently expected.

Mining:

- Contractor performance – Currently Jervois USA has opted for a contract miner option and operation of the mine is reliant on contractor performance. The mine plan, mining method and contractor performance can be impacted by ground conditions, updates in geological information, such as faults and structures, resource definition and the presence of water.
- Geological interpretation – The mine schedule is based on resource estimation and any scheduling is based on geological interpretation.

Infrastructure, Logistics and Transportation:

- ICO business depends on adequate infrastructure, including reliable power sources, water supply, roads and other infrastructure. Water shortages, power outages, sabotage, community, government or other interference in the maintenance or provision of such infrastructure could adversely affect ICO's business, financial condition and results of operations.
- Significant current infrastructure is already in place. Risks such as adverse weather, forest fires and other climatic risks may impact this infrastructure.
- Future infrastructure development that may be required could be impacted by climatic risks.
- Site access and road usage – limiting road traffic and access to the site is an environmental and safety risk which will be mitigated during operations by completing construction of the camp which will accommodate the bulk of mining resources or labour. Material and equipment deliveries will be managed or controlled through the Salmon warehouse to ensure deliveries to site are coordinated.

Permitting:

- Demonstrating the effectiveness of the pump-back system/groundwater capture zone prior to initiating mining activities below the water table.
- Ability of the water treatment plant to meet agency compliance.
- Submittal and approval of various plans to the agency and the uncertainty in obtaining the approval by the agencies.
- Final outcome of the Point of Compliance issued by the State of Idaho regarding groundwater quality threshold levels for the project.
- Uncertainty of regulatory or rule changes by the State of Idaho or the U.S. federal government during construction and/or operations that may apply to the site.

Procurement, Construction and Execution:

- As part of project development risks associated with supply chain, sourcing of materials and equipment and deliveries can impact project cost and schedule.

- Construction activities can be impacted by sourcing or contractors and workforce, site conditions and weather, delivery of materials and equipment and site productivity
- Construction of environmental systems – environmental systems and early works include completion of the portal bench, miners dry and mining infrastructure, commissioning of the water treatment plant and pump back systems. Certain aspects of this work are affected by seasonal construction access.

Commissioning:

- Under delivery of ore to the Mill creating the requirement for stop start operations of the Mill.
- Catastrophic failure of equipment in the initial start up and commissioning phase.
- Technical difficulties in achieving expected recoveries and concentrate qualities expected in the concentrate flowsheet during start up activities.
- The ability to attract and retain adequate workforce through start up, commissioning and operations phase of the project could impact project cost and schedule.

Marketing:

The cobalt at ICO is contained within cobaltite, a mineral composed of cobalt, arsenic and sulphur. The ICO cobalt concentrate therefore contains elevated arsenic, as the arsenic cannot be separated from cobalt using conventional sulphide flotation methods. The marketability of the ICO concentrate is more limited due to the arsenic which requires specialised and safe extraction (such as that which Jervois plans to undertake at the SMP refinery via the use of a pressure oxidative leach ("POX") autoclave).

Arsenic will also deport to the copper concentrate, in quantities likely sufficient to trigger penalties from customers (which were incorporated into the ICO BFS marketing assumptions), but not in adequate volumes to affect the marketability of the concentrate or to render it a 'complex' material for global copper smelters.

The other key risks related to the Group moving forward are:

Coronavirus (COVID-19) and Global Health Crisis:

The COVID-19 global pandemic and efforts to contain it may have an impact on the Company's business. These may extend to local impacts at the operational level, international travel restrictions, together with the broader global economic fallout. The Company continues to monitor the situation and the impact COVID-19 may have on the Company's mineral properties and refinery assets. Should the virus spread, travel bans remain in place or should one or more of the Company's executives become seriously ill, the Company's ability to advance its mineral properties or refinery assets may be impacted. Similarly, the Company's ability to obtain financing and the ability of the Company's vendors, suppliers, consultants and partners to meet obligations may be impacted as a result of COVID-19 and efforts to contain the virus.

Global Operating Footprint and Russian Federation Invasion of Ukraine:

The Company has activities across Finland, Australia, the United States and Brazil. The integration and ongoing management of this portfolio imposes heightened risks related to the ongoing business prospects of Jervois.

The recent invasion by the Russian Federation of Ukraine, the resulting economic sanctions and the potential escalation or expansion of the invasion and the global response to it may have an impact on the Company's business. It may result from a broader global economic fallout and its impact on commodity prices including their price discovery mechanisms, credit markets and commercial counterparty risk or have more local impacts at the operational level. The Company continues to monitor the situation and the impact the invasion, resulting sanctions and potential escalation or expansion may have on the Company. The Company's ability to obtain financing and the ability of the Company's vendors, suppliers, customers and partners to meet obligations may be impacted as a result of the invasion, the resulting sanctions and potential escalation or expansion. Similarly, the Company's ability to advance our stated strategy and business plan and commodity prices may be impacted.

Commodity Prices:

The Company is not currently a producing entity so is not directly exposed to fluctuations in commodity prices although these will affect equity market sentiment, the value of its securities and its ability to raise further capital on desired terms. As the Company transitions to become a producer this risk will become the most material factor affecting its financial results.

Jervois Finland is directly exposed to the price of cobalt. Jervois Finland's profitability may be significantly affected by changes in the market price of cobalt.

The development of the Company's properties is dependent on the future prices of cobalt and nickel. Once the Company's properties enter commercial production, the Company's profitability will be significantly affected by changes in the market prices of cobalt and nickel. Metal prices are subject to volatile price movements, which can be material and occur over short periods of time and which are affected by numerous factors, all of which are beyond the Company's control. Such factors include, but are not limited to, interest and exchange rates, inflation or deflation, fluctuations in the value of the U.S. dollar and foreign currencies, global and regional supply and demand, speculative trading, the costs of and levels of metal production, and political and economic conditions. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems, the strength of and confidence in the U.S. dollar (the currency in which the prices of metals are generally quoted) and political developments. The effect of these factors on the prices of precious metals, and therefore the economic viability of the Company's mineral properties, cannot be accurately determined. The prices of cobalt and nickel have historically fluctuated widely, and future price declines could cause the development of (and any future commercial production from) the Company's mineral properties to be impracticable or uneconomic. As such, the Company may determine that it is not economically feasible to commence commercial production, which could have a material adverse impact on the Company's financial performance and results of operations. In such a circumstance, the Company may also curtail or suspend some or all of its exploration activities.

Currency Fluctuations:

The Company's operations in the U.S., Finland, Brazil, and Australia make it subject to foreign currency fluctuations and such fluctuations may materially affect the Company's financial position, operational results and cashflows. The Company typically raises equity in Australian dollars, reports its financial results in Australian dollars, however the majority of transactions are denominated in U.S. dollars and with significant exposure to the Euro and Brazilian Real. The Company does not currently use an active hedging strategy to reduce the risk associated with currency fluctuations.

Credit Risk:

Credit risk is the risk of loss if a counterparty fails to meet their contractual obligations. Potential non-performance by Company suppliers, customers or financial counterparties is carefully assessed and managed. In relation to its cash balances and (when applicable) marketable securities, the Company manages credit risk by banking with leading global financial institutions.

Reliance on Management:

The success of the Company depends to a large extent upon its abilities to retain the services of its senior management and key personnel. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its Directors, officers or other qualified personnel required to operate its business, however, it does have a short-term incentive plan and long-term incentive plan in place to assist in the retention of its senior management.

Financing Risks:

The Company will require financing in the future to continue to develop its business and there can be no assurance that such financing will be available or, if available, that it will be on reasonable terms. If financing is obtained by issuing common shares, control of the Company may change, and investors may suffer additional dilution. To the extent financing is not available, lease payments, work commitments, rental payments and option payments, if any, may not be satisfied and could result in a loss of property ownership or earning opportunities for the Company.

Environmental Risks and Other Regulatory Requirements:

The activities of the Company are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation generally provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining or refining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations, including any proposed development of the Company's mineral properties and restart of the SMP Refinery, may require the submission and approval of environmental impact assessments. Environmental legislation is evolving to stricter standards, and enforcement, fines and penalties for noncompliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and Directors, officers and employees. The cost of compliance with changes in governmental regulations has potential to reduce the profitability of operations.

Failure to comply with applicable environmental laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining and mineral processing activities may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

Amendments to current environmental laws, regulations and permits governing operations and activities of mining and metallurgical processing companies may change. Regulatory requirements surrounding site reclamation and remediation activities, or more stringent implementation thereof, could have a material adverse impact on the Group and cause increases in capital expenditures or production costs or reduction in levels of operational production, or require abandonment or delays in the development of new sites. There are no current amendments that the Group is aware of that may impact the assets of the Group.

Influence of Third-Party Stakeholders:

Assets in which the Group holds an interest, including fixed assets and infrastructure / utilities, which the Group intends to utilize in carrying out its general business mandates, may be subject to interests or claims by third party individuals, groups, or companies. If such third parties assert any claims, the Group's' activities may be delayed even if such claims are not meritorious. Such claims may result in significant financial loss and loss of opportunity for the Group.

Insurance:

Exploration, development and production operations on mineral properties and in refineries involve numerous risks, including unexpected or unusual geological operating conditions, ground or slope failures, fires, environmental occurrences and natural or climate change related phenomena such as prolonged periods of inclement weather conditions, floods and wildfires. It is not always possible to obtain insurance against all such risks and the Group may decide not to insure against certain risks because of high premiums or other reasons. Such occurrences could result in damage to, or destruction of, mineral properties or production facilities, personal injury or death, environmental damage to the Group's' properties or the properties of others, delays in exploration, development or mining operations, supply chain disruptions, monetary losses and possible legal liability. Should such liabilities arise, they could reduce or eliminate future profitability and result in increasing costs and a decline in the value of the securities of the Group. If the Group is unable to fully fund the cost of remedying an environmental problem, it might be required to suspend operations or enter costly interim compliance measures pending completion of a permanent remedy. The lack of, or insufficiency of, insurance coverage could adversely affect the Group's future cash flow and overall profitability.

Competition risk in the market in which the Group operates:

Significant and increasing competition exists for appropriate supply of feedstock for the mineral processing assets of the Group and the limited number of mining and mineral processing acquisition opportunities available. Additionally, new mineral processing facilities may be commissioned that will be in competition for the supply of feedstock and the sale of products in which the Group operates. The Group expects to leverage its increased size and market exposure to secure appropriate feed supply and to selectively seek strategic acquisitions in the future, however, there can be no assurance that suitable feed supply or acquisition opportunities will be identified. As a result of this existing or potentially new competition, some of which is with large established mining or refining companies with substantial capabilities and greater financial and technical resources than the Group, the Group may be unable to acquire adequate feed supply on suitable terms and this may impact the operating margin and therefore the future profitability of the Group. Additionally, the Group may be unable to acquire additional attractive mining or mineral processing assets on terms it considers acceptable. In addition, the Group's ability to consummate and to effectively integrate any future acquisitions on terms that are favourable to the Group may be limited by the number of attractive acquisition targets, internal demands on resources, competition from other companies and, to the extent necessary, the Group's ability to obtain financing on satisfactory terms, if at all.

Community and Stakeholder Relations:

The Company's relationships with the community in which it operates are critical to ensure the future success of its existing operations and the construction and development of its project. The future success of Jervois is reliant on a healthy relationship with local communities in which the Company operates. While the Company is committed to operating in a socially responsible manner, there is no guarantee that its efforts will be successful, in which case interventions by third parties could have a material adverse effect on the Company's business, financial position and operations.

Climate Change Risks:

The main climate change risks are associated with changes in the frequency, intensity, spatial extent, duration, and timing of weather and climate events and conditions. Potential effects, such as those related to flooding, droughts, forest fires, insect outbreaks, erosion, landslides and others, may pose risks to operations and their safety, environmental, social and financial performance. Potential adverse effects may occur in terms of geotechnical stability, water supply systems and water balance, working conditions (humidity, heat stress), construction schedules, site access, reclamation as well as supply chain disruptions (e.g. access to inputs, shipping of products), among others. Economic implications of climate change may pose additional risks through reduced global demand for products and increased costs of inputs, among others. Although, through its expanding ESG regime, the Group is taking steps to mitigate its carbon emissions and assess and respond to climate change risks within its business and management processes, the nature and intensity of potential adverse impacts of climate change cannot be precisely ascertained..

Market Liquidity and Share Price Fluctuations:

There can be no guarantee of an active market for the Company's shares or that the price of the Company's shares will increase. There may be relatively few potential buyers or sellers of the Company's shares at any time. This may increase the volatility of the market price of the Company's shares. It may also affect the prevailing market price at which shareholders are able to sell their shares in the Company. In recent years, capital markets have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered exploration, development or construction-stage companies such as the Company, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur.

Jervois' Operations are Subject to Human Error:

Despite efforts to attract and retain qualified personnel, as well as the retention of qualified consultants, to manage Jervois' interests, and even when those efforts are successful, people are fallible and human error could result in significant uninsured losses to Jervois. These could include loss or forfeiture of mineral claims or other assets for non-payment of fees or taxes, significant tax liabilities in connection with any tax planning effort Jervois might undertake and legal claims for errors or mistakes by Jervois personnel.

Pre-existing Environmental Liabilities:

Pre-existing environmental liabilities may exist on the properties in which Jervois currently holds an interest or on properties that may be subsequently acquired by Jervois which are unknown to Jervois and which have been caused by previous or existing owners or operators of the properties. In such event, Jervois may be required to remediate these properties and the costs of remediation could be substantial. Further, in such circumstances, Jervois may not be able to claim indemnification or contribution from other parties. In the event Jervois was required to undertake and fund significant remediation work, such event could have a material adverse effect upon Jervois and the value of its securities.

Project Delay:

Jervois has a significant investment planned to complete construction in Idaho, US and to restart the SMP Refinery in Brazil. There are a number of risks inside and outside its control, such as availability of suitable financing, technical risk, infrastructure and logistics constraints, construction delays, cost overruns, insufficient labour skills or resources, delays in confirmatory permitting to move into construction then the commissioning and operating phases, or any other regulatory matters. Once complete given the risks outlined previously, there is no guarantee the results of ICO or SMP Refinery will be sufficient to offset such capital expenditures and generate adequate investor return.

Licenses, Permits and Titles:

Jervois Mining USA holds permits for the operation of the ICO Project. Each of these have certain requirements and obligations attached to them, which if not met, will result in Jervois Mining USA losing the rights to operate in these land areas and the resulting negative impact to the future prospects of Jervois Mining USA.

There is no guarantee that title to the Group's mining leases, exploration licenses, environmental licenses and other tenure of property will not be challenged or impugned. The Group's tenure, permits and licenses may be subject to prior unregistered agreements, transfers, leases or native land claims and title may be affected by such unidentified or unknown claims or defects. Furthermore, any concession, permit or license may be withdrawn or the terms and conditions thereof, be changed by the relevant authority if the Group does not comply with its obligations under applicable laws or such specific concession, permit or license or if there otherwise are compelling reasons, (e.g. effects of the operations that could not have been foreseen at the time of authorization of such concessions, permits and licenses). In particular, mining tenements are subject to expenditure and work commitments which must be complied with in order to keep the tenements in good standing. In certain circumstances, these commitments may be varied at the discretion of the relevant mining authority. Failure to meet these commitments could lead to forfeiture of the tenement. Where tenement expenditures and work commitments or other regulatory requirements are not complied with, regulatory exemptions may need to be applied for within specified periods. Should exemptions not be applied for in time or are applied for in time but are not ultimately granted, fines may be payable to avoid the tenements being forfeited or, in extreme cases, the tenements may be forfeited.

Obtaining the necessary governmental licenses or permits is a complex and time-consuming process. There can be no assurance that the Group will be able to maintain or obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations or refinery activities at its projects. This could materially and adversely affect its business, results of operations, financial conditions or prospects. The ICO Project and SMP Refinery will require certain permits through construction and commissioning and the requirement for the City Hall permit at SMP Refinery is a condition precedent to completing the acquisition of SMP Refinery.

Land Title:

No assurances can be given that there are no title defects affecting the properties in which Jervois has an interest. The Company's mineral properties and refineries may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects. Other parties may dispute title to a property or the property may be subject to prior unregistered agreements and transfers or land claims by Indigenous people. Title may also be affected by undetected encumbrances or defects or governmental actions. Jervois has not conducted surveys of the Company's properties and the precise area and location of claims and other mineral rights may be challenged. Jervois may not be able to register rights and interests it acquires against title to applicable mineral properties. An inability to register such rights and interests may limit or severely restrict Jervois' ability to enforce such acquired rights and interests against third parties or may render certain agreements entered into by Jervois invalid, unenforceable, uneconomic, unsatisfied or ambiguous, the effect of which may cause financial results yielded to differ materially from those anticipated. Although Jervois believes it has taken reasonable measures to ensure proper title to its mineral properties, there is no guarantee that such title will not be challenged or impaired.

Nico Young NI 43-101 PEA:

The Nico Young PEA is based on Inferred Mineral Resources that are not of sufficient certainty to constitute a pre-feasibility study or a feasibility study. Jervois has not declared Proven or Probable Mineral Reserves at Nico Young, and no assurance can be given that we will ever be in a position to declare a Proven or Probable Mineral Reserve. For the Nico Young PEA to advance into feasibility study level, delineation of Proven or Probable Mineral Reserves will be required, which depends on a number of factors, including:

- the particular attributes of the deposit (including its size, grade, geological formation and proximity to infrastructure);
- metal prices, which are highly cyclical;
- government regulations (including regulations relating to taxes, royalties, land tenure, land use and permitting); and
- environmental protection considerations.

We cannot determine at this time whether any of our estimates will ultimately be correct.

ADDITIONAL INFORMATION

Additional information about the Company is available on the Company's website, www.jervoisglobal.com and under the Company's profile on SEDAR at http://www.sedar.com.

BOARD APPROVAL

The Board of Directors of the Company has approved this MD&A.

QUALIFIED PERSON'S STATEMENT

The scientific and technical disclosure included in this MD&A has been reviewed and approved by Dean Besserer, P.Geo., who is a Qualified Person as defined by NI 43-101.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.