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## OFFER DOCUMENT

### NON-RENOUNCEABLE PRO RATA RIGHTS ISSUE

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For a non-renounceable pro rata issue to Eligible Shareholders of 1 New Share for every 2 Shares held and entitled to participate on the Record Date at an issue price of 7 cents per New Share, to raise a maximum of approximately \$2,177,957 (before expenses of the Offer).

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

**This Offer opens on 12 March 2013 and closes at 5:00 pm AEDT on 28 March 2013.**

This document is important and requires your immediate attention. You should read it in its entirety. If you do not understand its contents, or are in doubt as to the course you should follow, you should consult your stockbroker, accountant, financial planner or other professional adviser without delay.

## **Important Information**

This document has been prepared by Jervois and is dated 26 February 2013. This document is not a prospectus or a product disclosure statement under the Corporations Act and has not been lodged with the Australian Securities and Investments Commission. This document does not contain all of the information that you would find in a prospectus or which may be required to make an informed investment decision regarding, or about the rights attaching to, the New Shares. The Offer to which this document relates complies with the requirements of section 708AA of the Corporations Act as modified by ASIC Class Order 08/35.

### **Overseas shareholders**

The Offer is made only to Eligible Shareholders. It is not practical for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of the Shares which those Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

### **Investment decisions**

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

Before deciding to apply for New Shares you should conduct your own review and investigation of the Company. You should obtain any professional advice that you require to evaluate the merits and risks of an investment in the Company before making an investment decision.

### **Applications**

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

### **Disclaimer**

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

### **Governing law**

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

### **Defined terms**

A number of terms used in this document have a specific meaning for the purposes of this document. These meanings are set out in section 3. Any defined terms used in this document commence with capital letters.

## CHAIRMAN'S LETTER

Dear Shareholder,

The Company has announced to Shareholders a new capital raising, by means of a non – renounceable pro rata rights issue to all Eligible Shareholders. The Offer is for one new fully paid ordinary share, at an issue price of 7 cents, for every two Shares held at the Record date. If fully subscribed, the Rights Issue will raise approximately \$2.0 million after costs. The offer is made to Australian and New Zealand shareholders exclusively and overseas shareholders in other jurisdictions are ineligible to participate in this offer. All shareholders qualified for the Bonus Issue which occurred on 22 February 2013.

The fund raising is required to secure working capital, to complete ongoing exploration programmes to maintain the Company's valuable mineral tenements, and to conduct research and development on a process which may potentially lead to the recovery of 92% of scandium contained in the Syerston resource. This development may also have application to the Young nickel/cobalt resource which is the Company's most valuable asset.

The request for additional capital is something that many companies are doing in the current economic climate and follows a capital consolidation on the basis of one Share for every one hundred Shares. This consolidation was overwhelmingly approved by Shareholders at the Company's 2012 AGM. This was then followed by a Bonus Issue to all Shareholders in all jurisdictions. The Bonus Issue is now complete and new holding Statements were mailed to Shareholders on 22 February 2013. The Board formed the view that the Bonus Issue was a fitting reward to shareholders, for loyal and ongoing support for the Company, over many years.

The Board anticipates that there will be steady cash flow from 2015 onwards, from royalties from the Bullabulling Gold Project in Western Australia and the Nyngan scandium project in New South Wales. It is expected that Bullabulling will yield the most income and possibly dividends to shareholders. Bullabulling Gold Limited recently completed a pre-feasibility study which was promising and anticipates the production of 1.95 million oz. of gold over a 10.5 year mine life. More specifically, the pre-feasibility expects the production of 650,000 oz. in the first three years of operation, at a cash cost of \$891 per oz. This work is supporting the development of a Definitive Feasibility Study (**DFS**) which is scheduled for completion by late 2013. Bullabulling is a world class gold prospect which is 100% owned by Bullabulling Gold Limited and which has announced an estimated 3.5 Million oz. of Joint Ore Reserves Committee compliant gold resource. The Jervois Bullabulling royalty is fixed at \$30.00 per oz. for the first 400,000 oz. and \$20.00 per oz. thereafter, unlimited until the mine is exhausted.

On 6th Feb. 2013, the Company announced that it had settled the dispute over the Nyngan scandium assets, with EMC Metals Corporation (**EMC**), subject to a number of pre – conditions which both the Company and EMC are required to satisfy. On or before 30th June 2014 the Company will receive \$2.6 million in the following cash instalments:

- AUD 1.2 Million on or before 30 June 2013; and
- AUD 1.4 Million on or before 30 June 2014.

Further, from the commencement of production until 12 years thereafter, Jervois will receive a 1.7 % Royalty, on sales of scandium oxide. A minimum royalty will be paid each year based on an annual production of 10 tonnes of scandium oxide.

As foreshadowed in October 2012, there have been a number of merger or asset acquisition proposals, but thus far none have presented as adding value for shareholders. The Board sees as an immediate priority, the sale or joint venture of the Young, NSW Nickel / Cobalt resource.

I urge shareholders to once again support the Company.

Yours faithfully,



**Duncan Pursell, Chairman.**

The information in this letter that relates to exploration results or mineral resources is based on information compiled by D.C. Pursell (MAusIMM) and Mr D. Foster, (MAusIMM). D.C. Pursell and D. Foster have sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as Competent Persons as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. D.C. Pursell and D. Foster consent to the inclusion.

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## 1. DETAILS OF THE OFFER

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### 1.1 The Rights Issue Offer

Pursuant to this document the Company is making a non-renounceable pro rata offer of New Shares to each Eligible Shareholder at an issue price of 7 cents each on the basis of one New Share for every two Shares held and entitled to participate on the Record Date.

The New Shares will be issued as fully paid and will rank equally in all respects with existing Shares on issue on the Record Date.

There is no minimum subscription for the New Shares to be issued under the Offer. Limitations apply for the Shortfall and Placement Offers discussed in section 1.8 below. The Offer is not underwritten.

At the date of this document the Company has:

- 62,227,349 Shares on issue; and
- no options on issue.

Up to 31,113,675 New Shares will be issued under this Offer, and subject to variations caused by fractional rounding discussed below.

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

This document is also an offer to issue Additional Shares under the Shortfall. Please refer to section 1.8 for further information and details of the Shortfall Offer and the Placement Offer.

### 1.2 Use of funds

The Company intends to apply the funds raised from the Offer (being a maximum of approximately \$2,177,957 before expenses of the Offer) together with existing cash at bank as indicated below:

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

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

### 1.3 Indicative Timetable

Event	Date
Announcement of Offer and release of Appendix 3B to ASX	22 February 2013
Release of Offer document and 708AA cleansing notice to ASX	26 February 2013
Notice sent to existing security holders	27 February 2013
"Ex" date (date from which securities commence trading without the entitlement to participate in the Offer)	28 February 2013
Record Date 7.00 pm (AEDT) (date for determining entitlements of Eligible Shareholders to participate in the Offer)	6 March 2013
Offer document dispatched to Eligible Shareholders and Opening Date	12 March 2013
Closing date* 5.00 pm (AEDT) (last date for lodging applications and making payments)	28 March 2013
Securities quoted on a deferred settlement basis**	2 April 2013
ASX notified of under-subscriptions (if any)**	4 April 2013
Issue of New Shares and entry of New Shares into Shareholders' holdings** End of trading of New Shares on a deferred settlement basis.	9 April 2013
Mailing of Issuer and CHESS holding statements** and end of trading of New Shares on a deferred settlement basis	10 April 2013
Settlement of on-market trades conducted on a deferred settlement basis and the first settlement of trades conducted on a T+3 basis	15 April 2013

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

\*\* These dates are indicative only.

#### 1.4 Capital Structure on completion of the Offer

The capital structure of Jervois on completion of the Rights Issue Offer (if fully subscribed) would be:

<b>Share issue details:</b>	<b>Number of Shares</b>
Number of Shares issued at the date of this document	62,227,349
Maximum number of New Shares to be issued under the Offer (subject to rounding variations)	31,113,675
<b>Maximum number of Shares on issue on completion of the Offer (subject to rounding variations)</b>	<b>93,341,024</b>

#### 1.5 Entitlements and acceptance

The Entitlement of Eligible Shareholders to participate in the Offer will be determined on the Record Date. Your Entitlement is shown on the Entitlement and Acceptance Form accompanying this Offer document.

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

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

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

#### 1.6 No rights trading

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

#### 1.7 Underwriting

This non-renounceable rights issue is not underwritten.

#### 1.8 Shortfall – applications for Additional Shares (Shortfall and Placement Offers)

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

The Directors reserve the right to issue Additional Shares pursuant to applications under the Shortfall Offer, subject to any restrictions imposed by the Corporations Act and the Listing Rules. Eligible Shareholders (excluding the Directors and any other related parties of the Company) may, in addition to their Entitlement, apply for Additional Shares under the Shortfall Offer.

The Shortfall Shares will be dealt with as set out in this section 1.8 by way of the Shortfall Offer and the Placement Offer. If any New Shares remain after completion of the Shortfall Offer then they may be placed by the Directors by way of the Placement Offer.

The issue price of the Additional Shares offered pursuant to the Shortfall Offer and Placement Offer is 7 cents per Additional Share, being the price at which the Entitlement has been offered to Eligible Shareholders pursuant to this document.

*(a) Shortfall Offer*

You may apply for Additional Shares by specifying the number of New Shares for which you wish to apply on the Entitlement and Acceptance Form in accordance with the instructions on that form. You must also provide application moneys to cover the issue price for all of the Additional Shares for which you are applying. Sub-section 708AA(13)(a) of the Corporations Act, as modified by ASIC Class Order 08/35, permits the Company to offer the Shortfall Shares to Eligible Shareholders who participated in the Rights Issue Offer no later than two months after the first offer is made under the Rights Issue Offer. Any Shortfall Shares are being offered to Eligible Shareholders at the same time as the Offer, under this document.

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

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

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

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

Any Shareholder applying for Additional Shares under the Shortfall Offer is responsible for ensuring that, by participating in the Shortfall, they do not breach the 20% ownership takeover threshold. Please see section 1.9 below.

*(b) Placement Offer*

Any Shortfall Shares not subscribed for by Eligible Shareholders under the Shortfall Offer may be placed at the discretion of the Directors under section 708 of the Corporations Act. In order for any placement of the Shortfall Shares to be exempt from ASX Listing Rule 7.1, Exception 3 to ASX Listing Rule 7.2 requires that the



Company must make any placement of the Shortfall Shares within three months after the close of the Offer at an issue price that is not less than the price at which the New Shares were offered under the Offer. The Directors of Jervois, therefore, reserve the right to issue any or all of the Shortfall Shares at their discretion on this basis.

The placement (if any) of such remaining Shortfall Shares will therefore occur within three months of the Closing Date, and will be on the same terms as are offered to the Eligible Shareholders under this document. The Placement Offer may be made to either existing and/or New Shareholders.

### **1.9 Takeover threshold**

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

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

Accordingly, if you are an Eligible Shareholder who wishes to either take up some or all of your Entitlement or to participate in the Shortfall, you must not submit your Entitlement and Acceptance Form if to do so would result in a breach of section 606 of the Corporations Act, unless any of the exceptions in the Corporations Act apply to you.

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

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

### **1.10 Directors' interest and participation**

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

<b>Director</b>	<b>Existing Shares</b>	<b>Entitlement</b>
Mr Duncan C Pursell	2,702,795	1,351,399
Mr Derek Foster	958,202	479,102
Dr Sanja Van Huet	27,441	13,721

Mr Pursell and Mr Foster have agreed to take up at least part of their Entitlement.

### **1.11 Effect of Offer on control of the Company**

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

### **1.12 Opening and Closing Dates**

The Offer opens on the Opening Date, being 12 March 2013. The Company will accept Entitlement and Acceptance Forms and payment for New Shares until 5:00 pm AEDT on the Closing Date or such other date as the Directors in their absolute discretion determine, subject to the Listing Rules.

Please note that payment made via BPAY<sup>®1</sup> must be made by no later than 5.00 pm AEDT on the Closing Date, or such earlier cut off time that your own financial institution may implement with regard to electronic payments. It is the responsibility of all Eligible Shareholders to ensure that their BPAY payments are received by the Company, before 5.00 pm on the Closing Date.

### **1.13 Issue and despatch of holding statements**

The expected dates for issue of New Shares offered by this document and dispatch of holding statements is expected to occur on the dates specified in the timetable set out in section 1.3.

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

### **1.14 ASX listing of New Shares**

Application for official quotation by ASX of the New Shares offered pursuant to this document has been made. The New Shares will, subject to ASX approval, be quoted on a deferred settlement basis on or about the date specified in the timetable set out in section 1.3.

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

### **1.15 CHESS participation and un-certificated holding statements**

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

Electronic registers mean that the Company will not be issuing certificates to investors. Instead Applicants will be provided with a statement that sets out the number of New Shares allotted to them under this document. The notice will also

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<sup>1</sup> <sup>®</sup> Registered to BPAY Pty Ltd ABN 69 079 137 518

advise holders of their Holder Identification Number (HIN) and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship. Further monthly statements will only be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

#### **1.16 Ineligible Shareholders (excluding New Zealand Shareholders)**

The Offer is made only to Eligible Shareholders. It is not practical for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of the Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. New Shares to which any Shareholders who are not resident in Australia or New Zealand would otherwise be entitled will form part of the Shortfall Shares.

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

#### **1.17 Eligible New Zealand Shareholders**

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

#### **1.18 Taxation implications**

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

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

#### **1.19 Risk factors**

An investment in New Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company.

## **1.20 Enquiries**

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

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## 2. ACTION REQUIRED BY ELIGIBLE SHAREHOLDERS

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### 2.1 How to Accept the Offer

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

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

You may participate in the Offer as follows:

- (a) if you wish to accept your Entitlement in **full**:
  - (i) please complete the Entitlement and Acceptance Form, filling in the details in the spaces provided and attach your cheque, bank draft or money order for the amount indicated on the Entitlement and Acceptance Form; or
  - (ii) if you wish to pay via BPAY, please follow the instructions set out on the Entitlement and Acceptance Form; or
- (b) if you only wish to accept **part** of your Entitlement:
  - (i) please complete the Entitlement and Acceptance Form, filling in the details in the spaces provided including the number of New Shares you wish to accept and attach your cheque, bank draft or money order for the appropriate application moneys (at 7 cents per New Share); or
  - (ii) if you wish to pay via BPAY, please follow the instructions set out on the Entitlement and Acceptance Form; or
- (c) if you wish to accept your **full** Entitlement **and** participate in the Shortfall Offer (**you can only participate in the Shortfall Offer if you take up your full entitlement under the Rights Issue Offer first**):
  - (i) please complete the Entitlement and Acceptance Form, filling in the details in the spaces provided including the number of Additional Shares you wish to apply for under the Shortfall Offer and attach your cheque, bank draft or money order for the appropriate application moneys (at 7 cents per New Share and per Shortfall Share for **both** your **full** Entitlement **and** the Additional Shares); or
  - (ii) if you wish to pay via BPAY, please follow the instructions set out on the Entitlement and Acceptance Form (the Company will treat you as applying for as many New Shares and Shortfall Shares which your payment will purchase); or
- (d) if you **do not** wish to accept any part of your Entitlement, you are not obliged to do anything.

Any application moneys received for more than your final allocation of New Shares or Shortfall Shares will be refunded. No interest will be paid on any application moneys received and refunded.

**Payment by cheque, bank draft or money order**

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

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

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

**no later than 5.00 pm (AEDT) on 28 March 2013.**

### **Payment by BPAY**

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

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

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

(CRN) on your personalised Entitlement and Acceptance Form. If you have more than one shareholding of Shares and consequently receive more than one Entitlement and Acceptance Form, when taking up your entitlement in respect of one of those shareholdings, only use the CRN specific to that shareholding as set out in the applicable Entitlement and Acceptance Form. Do not use the same CRN for more than one of your shareholdings. This can result in your application monies being applied to your entitlement in respect of only one of your shareholdings (with the result that any application in respect of your remaining shareholdings will not be recognised as valid).

### 3. DEFINED TERMS

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In this document:

**Additional Shares** means New Shares forming part of the Shortfall applied for by Eligible Shareholders in excess of their full Entitlement.

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

**AEDT** means Australian Eastern Daylight Time.

**ASIC** means the Australian Securities and Investments Commission.

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

**Closing Date** means 5.00 pm AEDT on 28 March 2013 or such other date as the Directors in their absolute discretion determine, subject to the Listing Rules.

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

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

**Directors** means the directors of the Company.

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

**Entitlement and Acceptance Form** means the Entitlement and Acceptance Form accompanying this document.

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

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

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

**New Share** means a new Share proposed to be issued pursuant to this Offer.

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

**Offer or Rights Issue Offer** means the non-renounceable pro rata offer of New Shares at an issue price of 7 cents each on the basis of one New Share for every two Shares held on the Record Date pursuant to this document.

**Opening Date** means 12 March 2013.

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

**Record Date** means 7.00 pm AEDT on 6 March 2013.

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

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

**Shareholder** means a holder of an underlying beneficial interest in the Company's Shares.

**Shortfall** or **Shortfall Shares** means those New Shares under the Rights Issue Offer not applied for by Eligible Shareholders under their Entitlement, together with those New Shares to which any Shareholders who are not residents of Australia or New Zealand would otherwise have been entitled.

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

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# Jervois

Mining Limited

ABN 52 007 626 575

## For all enquiries:

### Phone:



(within Australia) 1300 386 659  
(outside Australia) 61 3 9415 4376

### Web:



[www.investorcentre.com/contact](http://www.investorcentre.com/contact)


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

## Make your payment:



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

## Non-Renounceable Rights Issue — Entitlement and Acceptance Form

 **Your payment must be received by 5:00pm (AEDT) on Thursday 28 March 2013**

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

### Step 1: Registration Name

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

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

### Step 2: Make Your Payment

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

If you take up your Entitlement in full, you may also apply for Additional Shares.

By making your payment you confirm that you agree to all of the terms and conditions as detailed in the Offer Document dated 26 February 2013.

Choose one of the payment methods shown below.

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

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

Payment will be processed on the day of receipt. Receipts will not be forwarded. Funds cannot be debited directly from your account.

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

**Turn over for details of the Offer →**

Jervois Mining Limited Non-Renounceable Rights Issue  
Payment must be received by 5:00pm (AEDT) on Thursday 28 March 2013


© Registered to BPAY Pty Limited ABN 69 079 137 518

# Entitlement and Acceptance Form with Additional Shares

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## STEP 1 Registration Name & Offer Details

 For your security keep your SRN/  
HIN confidential.

**Registration Name:** MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

Entitlement No: 12345678

**Offer Details:** Existing shares entitled to participate as at  
6 March 2013:

4,000

Entitlement to New Shares  
on a 1 for 2 basis:

2,000

Amount payable on acceptance  
at \$0.07 per New Share:

\$140.00

## STEP 2 Make Your Payment



Bill Code: 999999  
Ref No: 1234 5678 9123 4567 89

### Pay by Mail:



Make your cheque, money order or bank draft payable to 'Jervois Mining Limited'.

Return your cheque with the below slip to:  
**Computershare Investor Services Pty Limited**  
GPO BOX 505 Melbourne Victoria 3001 Australia

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

## Privacy Statement

Personal information is collected on this form by Computershare Investor Services Pty Limited (CIS) as registrar for the securities issuer (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS using the details provided above or email [privacy@computershare.com.au](mailto:privacy@computershare.com.au)

Detach here

## Acceptance Payment Details

Entitlement taken up:

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Number of Additional Shares  
applied for (if any):

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Amount enclosed at \$0.07 per  
New Share:

**A\$**

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Entitlement No: 12345678

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

**Payment must be received by 5:00pm (AEDT) on Thursday 28 March 2013**

## Contact Details

**Contact Name** \_\_\_\_\_ **Daytime Telephone** \_\_\_\_\_

## Cheque Details

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

123456789123456789+0000000001-3051+14