

8<sup>th</sup> November 2016

Dear Shareholder,

**Correct proxy form for Extraordinary General Meeting of the Company, called for 24 November 2016 (Raiders Meeting)**

I write to you to assist you to overcome any confusion that you may have experienced upon receipt of a document entitled **Notice of Extraordinary General Meeting and Explanatory Statement**, which has been sent to shareholders by a group associated with Scandium Development International Pty Ltd (**the Raiders**), who are seeking to take over your Company.

1. The Notice for the meeting of 24 November (**the Raiders Notice**) calls for a meeting of the Company on 24 November 2016 (**Raiders Meeting**) to put resolutions for the removal of your board and its replacement with directors associated with the Raiders (**Raiders Resolutions**).

2. The Raiders Meeting of 24 November 2016 has, mischievously, been called 3 business days before the Company's normal Annual General Meeting (**AGM**), perhaps in an endeavour to confuse shareholders.

3. The Raiders Meeting is **not** the Company's AGM.

**4. The Company's AGM has been validly convened and will be held on 29 November 2016. You will have received separate Notice regarding the AGM and I encourage you to attend or to complete the Proxy form that was attached to the Notice of AGM. If you have correctly completed a Proxy form in the form attached to the AGM Notice, your vote will be counted at the AGM.**

5. The Raider's Notice is inconsistent with the requirements of the Corporations Act in several respects. The Corporations Act precludes the proposed Raiders Resolutions being put at the Raiders Meeting. (This has been drawn to the attention of the Raiders and, you may have observed, this was also the subject of an ASX release by the Company on 20 October 2016, informing the market of this unfortunate turn of events).

6. The Company's Constitution clearly provides that a director of the Company must Chair **all** meetings of Shareholders. The Company's directors will attend the Raiders' Meeting and will Chair it according to the law and the Constitution. Remarkably, the Raiders, through their lawyer, have threatened that, if the Raiders are not happy with the outcome of the meeting chaired by a director of the Company, the Raiders will wait until that validly chaired meeting is closed and then the Raiders will pretend to hold the meeting again in the absence of the directors with one of the Raiders chairing the meeting and put the Raiders Resolutions to vote again, looking only to votes that suit their quest for usurping board positions. Showing this disdain for the Company's Constitution, conventional procedure and the laws of Australia, the Raiders hope to obtain your approval to be appointed to run your company in this appalling fashion.

7. The Proxy form attached to the Raiders Notice (**Bad Proxy Form**) is also defective in the following respects:

- It falsely states that the Chairman of the meeting will vote undirected Proxies in favour of the Raiders resolutions; and
- It falsely states that the Chairman of the meeting will vote against all procedural motions to adjourn the Raiders Meeting;


8. Because of the confusion caused and the mistakes made by the Raiders, I have accordingly **attached** a Proxy Form, prepared for you by the Company's official share registrars, Computershare (**Good Proxy Form**). The attached Good Proxy Form does not contain false statements. Even if you have completed a Bad Proxy Form, by completion of the Good Proxy Form attached to this letter and returning it as directed on that form, your vote must be recorded if any vote on the resolutions proceeds.

9. To that end, I also attach a "Reply Paid" pre-addressed envelope to enable you to return your completed Good Proxy Form to Computershare.

I hope this alleviates any confusion caused by the Raiders.

Please call the Company office or Computershare if you would like to discuss.

Yours Sincerely



Duncan Pursell  
Managing Director

JRV

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

XX

For your vote to be effective it must be received by 1:00pm (Sydney time) on Tuesday 22 November 2016

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** →



View your securityholder information, 24 hours a day, 7 days a week:

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

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

SRN/HIN: I999999999



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Jervois Mining Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Jervois Mining Limited to be held at the Australian Institute of Company Directors, Level 1, 20 Bond Street, Sydney, New South Wales, Australia on Thursday 24 November 2016 at 1:00pm (Sydney time) and at any adjournment or postponement of that Meeting.

The Chairman of the Meeting intends to vote undirected proxies against each Resolution.

## STEP 2 Items of Business PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Removal of Director - Mr Duncan Pursell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Removal of Director - Mr Derek Foster	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Removal of Director and Company Secretary - Mr Roger Fairlam	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of Director - Mr Richard Karn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Election of Director - Mr Kenneth Koldenhoven	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Election of Director - Mr Stephen van der Sluys	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies against each resolution.

## SIGN Signature of Securityholder(s) *This section must be completed.*

<b>Individual or Securityholder 1</b>	<b>Securityholder 2</b>	<b>Securityholder 3</b>
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>
<b>Sole Director and Sole Company Secretary</b>	<b>Director</b>	<b>Director/Company Secretary</b>

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_