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To: Form 604 **Fax:** +61 3 8630 2800

From: Winston Lay **Date:** 2/22/17

Comments:

Winston Lay | 王温斯顿

Director

[EL-Logo-En-Wide-Pos (sign off 3)]

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Add me on WeChat | 王温斯顿 | <<http://evolvelawyers.com.au/wp-content/uploads/2013/03/Win-Link-01.png>>

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Your ref:

Our ref: WL:CC:1700089

Writer: Ching Cao, Lawyer

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22 February 2017

By Fax: 1300 135 638

Market Announcements Office
Level 4, North Tower, Rialto
525 Collins Street
MELBOURNE VIC 3000

Dear Sir / Madam

Jervois Mining Limited (ASX: JRV) Form 604 – Notice of change of interests of substantial holder

We act for Robert Henry Masterman and 327th P. & C. Nominees Pty. Ltd. ACN 007 180 645 in its capacity as trustee for the Masterman Superannuation Fund (together, **Substantial Holders**) in relation to the above matter.

For the purposes of section 671B(1)(b) of the *Corporations Act 2001* (Cth), please find attached the following in respect of the Substantial Holders:

- form 604 – notice of change of interests of substantial holder; and
- annexure A to form 604 – notice of change of interests of substantial holder.

A copy of the above documents has also been given to Jervois Mining Limited.

Yours faithfully



Ching Cao

Lawyer

Evolve Lawyers Pty Ltd

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Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To: Company Name/Scheme JERVOIS MINING LIMITEDACN/ARSN 007 626 575**1. Details of substantial holder(s)**Name ROBERT HENRY MASTERMAN, ANDACN/ARSN (if applicable) 327TH P. & C. NOMINEES PTY. LTD. ACN 002 180 645 ATF MASTERMAN SUPERANNUATION FUNDThere was a change in the interests of the substantial holder on 08/02/2017The previous notice was given to the company on 11/11/2015The previous notice was dated 11/11/2015**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORD SHARES	5,442,000	6.27%	8,276,013	7.68%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
REFER TO	ANNEXURE A				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (9)	Class and number of securities	Person's votes
REFER TO	ANNEXURE A				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and AON/ARSN (if applicable)	Nature of association
NOT APPLICABLE	

6. Addresses


The addresses of persons named in this form are as follows:

Name	Address
ROBERT HENRY MASTERMAN	55 COCHRANE STREET, BRIGHTON VIC 3168
127TH P. & C. NOMINEES PTY.	AS ABOVE
LTD. ATF MASTERMAN SUPERANNUATION FUND	

Signature

print name ROBERT HENRY MASTERMAN capacity DIRECTOR / HOLDER

sign here



date 22/02/2017

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "Unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

THIS IS ANNEXURE A OF 6 PAGES REFERRED TO IN FORM 604 'NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER' LODGED ON 22 FEBRUARY 2017 IN RELATION TO JERVOIS MINING LIMITED ACN 007 626 575

3. Change in Relevant Interests

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
4 Dec 2015	Robert Henry Masterman	On-market share purchase	\$2,200.00	50,000 ord shares	50,000
7 Dec 2015	Robert Henry Masterman	On-market share purchase	\$540.89	12,293 ord shares	12,293
9 Dec 2015	Robert Henry Masterman	On-market share purchase	\$559.11	12,707 ord shares	12,707
14 Dec 2015	Robert Henry Masterman	On-market share purchase	\$948.77	21,563 ord shares	21,563
15 Dec 2015	Robert Henry Masterman	On-market share purchase	\$455.40	10,350 ord shares	10,350
24 Dec 2015	Robert Henry Masterman	On-market share purchase	\$23.94	630 ord shares	630
30 Dec 2015	Robert Henry Masterman	On-market share purchase	\$562.80	13,400 ord shares	13,400
4 Jan 2016	Robert Henry Masterman	On-market share purchase	\$10.13	225 ord shares	225
13 Jan 2016	Robert Henry Masterman	On-market share purchase	\$304.49	5,745 ord shares	5,745
14 Jan 2016	Robert Henry Masterman	On-market share purchase	\$249.90	5,100 ord shares	5,100
14 Jan 2016	Robert Henry Masterman	On-market share purchase	\$1,000.00	20,000 ord shares	20,000
22 Jan 2016	Robert Henry Masterman	On-market share purchase	\$88.20	1,800 ord shares	1,800
25 Jan 2016	Robert Henry Masterman	On-market share purchase	\$646.80	13,200 ord shares	13,200
25 May 2016	Robert Henry Masterman	Share purchase under optional, non-renounceable share purchase plan as per ASX announcement dated 15 Mar 2016	\$15,000	300,000 ord shares	300,000
25 May 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	Share purchase under optional, non-renounceable share purchase plan as per ASX announcement dated 15 Mar 2016	\$15,000	300,000 ord shares	300,000

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1 Jul 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$264.11	4,891 ord shares	4,891
11 Jul 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$2,796.76	45,109 ord shares	45,109
12 Jul 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$6,000	100,000 ord shares	100,000
12 Jul 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$6,100	100,000 ord shares	100,000
18 Jul 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$5,395	100,000 ord shares	100,000
22 Jul 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$1,921.24	36,947 ord shares	36,947
22 Jul 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$648	12,000 ord shares	12,000
25 Jul 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$2,295	45,000 ord shares	45,000
25 Jul 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$678.76	13,053 ord shares	13,053
26 Jul 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$255.00	5,000 ord shares	5,000

27 Jul 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$1,499.00	29,980 ord shares	29,980
28 Jul 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$3,500.00	70,000 ord shares	70,000
29 Jul 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$2,500.00	50,000 ord shares	50,000
5 Aug 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$123.05	2,675 ord shares	2,675
9 Aug 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$ 2,162.00	43,240 ord shares	43,240
11 Aug 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$216.51	4,085 ord shares	4,085
12 Aug 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$2,500.00	50,000 ord shares	50,000
19 Aug 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$500.00	10,000 ord shares	10,000
25 Aug 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$9,800.00	200,000 ord shares	200,000
12 Sept 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$1,920.96	40,020 ord shares	40,020

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14 Sept 2016	327TH P. & C. Nominees Pty. Ltd.	On-market share purchase	\$1,200.00	25,000 ord shares	25,000
25 Oct 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$9,230.00	200,000 ord shares	200,000
10 Nov 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$1,092.00	21,000 ord shares	21,000
11 Nov 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$4,345.00	79,000 ord shares	79,000
25 Nov 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$5,700.00	100,000 ord shares	100,000
25 Nov 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$6,000.00	100,000 ord shares	100,000
25 Nov 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$6,100.00	100,000 ord shares	100,000
28 Nov 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$ 5,700.00	100,000 ord shares	100,000
29 Nov 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$ 5,000.00	100,000 ord shares	100,000
30 Nov 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$4,500.00	100,000 ord shares	100,000
1 Dec 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman	On-market share purchase	\$4,700.00	100,000 ord shares	100,000

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	Superannuation Fund				
2 Dec 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$0.094	2 ord shares	2
5 Dec 2016	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$1,499.90	29,998 ord shares	29,998
23 Jan 2017	Robert Henry Masterman and 327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	Off market transfer from Robert Henry Masterman to 327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	\$83,263.69	1,571,013 ord shares	1,571,013
16 Feb 2017	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$466.58	9,522 ord shares	9,522
17 Feb 2017	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	On-market share purchase	\$1,983.42	40,478 ord shares	40,478

4. Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund		Direct holder of securities	8,276,013 ord shares	8,276,013
Robert Henry Masterman	327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund		Indirect interest in the securities directly held by 327TH P. & C. Nominees Pty. Ltd. ATF Masterman	8,276,013 ord shares	8,276,013

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			<p>Superannuation Fund, by virtue of the fact that Robert Henry Masterman has the power to exercise, or control the exercise of, the right to vote the relevant securities held by 327TH P. & C. Nominees Pty. Ltd. ATF Masterman Superannuation Fund and the power to dispose of, or control the exercise of the power to dispose of, the relevant securities held by 327TH P. & C. Nominees Pty Ltd ATF Masterman Superannuation Fund</p>		
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Signature and date

This Annexure was signed by:



Robert Henry Masterman

22 February 2017