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Jervois

A.B.N. 52 007 626 575

Justin Nelson
Manager, Issuers (Adelaide)
ASX Markets Supervision Pty Ltd
91 King William Street
ADELAIDE SA 5000

By facsimile: (08) 8216 5099

Dear Justin

Jervois Mining Limited: EMC Joint Venture

We refer to your letter dated 23 February 2010 which we received via email at 12.27pm.

Using the numbering adopted in your letter (and, where applicable, using the defined terms you have used), we respond to each of the questions raised as follows:

1. When did the Company first become aware of the EMC Announcement?

As you have correctly stated in your letter, the EMC Announcement was disclosed to the TSX overnight (ESDT) on 8 February 2010.

The Company first became aware that the EMC Announcement had been made on TSX upon receipt of an email from Peter Bosse of EMC. The email was sent at 3.16 am EDST on 9 February 2010 but was read by Duncan Pursell upon arrival at work at approximately 8.39 am EDST on the morning of 9 February 2010.

2. Does the Company believe that the information contained in the Announcement was material to the Company?

Yes. Consistent with the disclosures made in the Announcement, the Company considers that the execution of the joint venture agreement with EMC ("EMC JV"), the subject of the Announcement, is a significant event for JRV and its shareholders and therefore considers the information contained in the Announcement to be material.

3. If the answer to question 2* is "no", please advise the basis on which the Company does not consider the Announcement to be material.

Not applicable.

*Note: we have assumed the reference "question 1" should correctly refer to "question 2".

4. If the answer to question 2* is "yes", when did the Company first become aware of the information contained in the Announcement.

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The Company had been in negotiations with EMC regarding a possible joint venture arrangement in respect of the Nyngan scandium resource for some weeks prior to the execution of the EMC JV.

Prior to execution of the EMC JV, the Company considered that it was not required to make any disclosure under ASX listing rule 3.1 on the basis that the exception under ASX listing rule 3.1A applied. That is:

- (a) a reasonable person would not expect the information to be disclosed;
- (b) the information was confidential to the parties; and
- (c) the information concerned an incomplete proposal or negotiation.

At 9.19 am EDST on 9 February 2010, the Company received email confirmation from EMC evidencing that the EMC JV had been duly executed by EMC.

The Company is of the view that the joint venture proposal was not complete and a binding joint venture agreement did not come into existence until EMC provided evidence of EMC's execution of the agreement to the Company.

*Note: we have assumed the reference "question 1" should correctly refer to "question 2".

5. **If this was before the Announcement, please identify any earlier Announcement from the Company relating to the EMC JV.**

The Announcement received by ASX at 10.12 am EDST on 9 February 2010 is the first announcement made by JRV regarding the executed joint venture with EMC.

There are no earlier announcements from the Company relevant to the EMC JV.

6. **If there was no earlier announcement, and the Company became aware of the EMC JV prior to the Announcement, why was the information not released to the market prior to the opening phase for the Company's securities on 9 February 2010?**

The Company considers that, consistent with ASX listing rule 3.1, upon becoming aware that the joint venture agreement with EMC had been executed by EMC, the Company immediately informed ASX of that fact.

The Company received confirmation of execution by EMC via email at 9.19 am EDST on 9 February 2010 and had submitted its announcement to ASX by 10.12 am. The Company does not consider the time taken to prepare, draft and finalise the proposed announcement to be unreasonable or excessive.

The Company acknowledges that given the multi-jurisdictional aspect of this transaction, there was a significant delay between disclosure on the TSX and disclosure on the ASX. However, the Company did not know that a binding agreement was in place until 9.19 am EDST on 9 February and considers it would have been premature to make an announcement at any other time.

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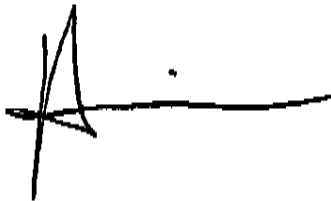
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7. Please confirm that the Company is in compliance with listing rule 3.1.

The Company considers that it has at all times complied with its obligations under ASX listing rule 3.1.

If you would like to discuss this matter further, please do not hesitate to contact Duncan Pursell or the writer.

Yours faithfully



**Roger Fairlam
Company Secretary
Jervois Mining Limited**

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23 February 2010

Mr Duncan C. Pursell
 Managing Director
 Jervois Mining Limited
 Suite 12, 10 Jamieson Street
 Cheltenham VIC 3192

By email: duncanp@jervoismining.com.au

Dear Mr Pursell,

Jervois Mining Limited (the "Company")

ASX Limited ("ASX") refers to the following:

1. The Announcement made by the Company on 9 February 2010 at 11:17am EDST entitled "Joint Venture to Explore and Develop the Nyngan Scandium Resource" ("Announcement"). The Announcement disclosed that the Company had signed a joint venture agreement in relation to the Nyngan scandium resource with Toronto Stock Exchange ("TSX") listed EMC Metals Corp ("EMC JV").
2. ASX notes that a previous version of the Announcement also entitled "Joint Venture to Explore and Develop the Nyngan Scandium Resource" ("Announcement") was received by the ASX Company Announcements Office ("CAO") after market open on 9 February 2010, at approximately 10:12am EDST. During the period in which discussions took place between ASX and the Company in relation to the Announcement, ASX held the Company's securities in pre-open phase.
3. ASX further notes that EMC Metals Corp made an announcement to the TSX at approximately 2:00am EDST on 9 February 2010, notifying the TSX market of the EMC JV ("EMC Announcement").
4. The receipt by CAO of the previous version of the Announcement was after the opening phase for the Company's securities, at 10:04am EDST and after the release of the EMC Announcement.

As you are aware, listing rule 3.1 requires an entity, once it becomes *aware* of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, to immediately tell ASX that information. The exceptions to this requirement are set out in listing rule 3.1A.

Please note that for disclosure not to be required under listing rule 3.1, all of the exceptions under listing rule 3.1A must apply:

3.1A.1 *A reasonable person would not expect the information to be disclosed.*

3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential.*

Australian Securities Exchange

Australian Stock Exchange
 Sydney Futures Exchange

Australian Clearing House
 SFE Clearing Corporation

ASX Settlement and Transfer Corporation
 Austraclear

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3.1A.3 *One or more of the following applies.*

- *It would be a breach of a law to disclose the information.*
- *The information concerns an incomplete proposal or negotiation.*
- *The information comprises matters of supposition or is insufficiently definite to warrant disclosure.*
- *The information is generated for the internal management purposes of the entity.*
- *The information is a trade secret."*

I wish to draw your attention to the definition of "aware" in chapter 19 of the listing rules, which says as follows:

"an entity becomes aware of information if a director or executive officer (in the case of a trust, director or executive officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as a director or executive officer of that entity."

In addition paragraph 18 of Guidance Note 8 states:

"Once a director or executive officer becomes aware of information, he or she must immediately consider whether that information should be given to ASX. An entity cannot delay giving information to ASX pending formal sign-off or adoption by the board, for example."

Having regard to the above, ASX requests that you answer the following questions in relation to the Announcement in a form suitable for release to the market in accordance with listing rule 18.7A.

1. When did the Company first become aware of the EMC Announcement?
2. Does the Company believe that the information contained in the Announcement was material to the Company?
3. If the answer to question 1 is "no", please advise the basis on which the Company does not consider the Announcement to be material.
4. If the answer to question 1 is "yes", when did the Company first become aware of the information contained in the Announcement?
5. If this was before the Announcement, please identify any earlier Announcement from the Company relating to the EMC JV.
6. If there was no earlier announcement, and the Company became aware of the EMC JV prior to the Announcement, why was the information not released to the market prior to the opening phase for the Company's securities on 9 February 2010? Please comment specifically on the application of listing rule 3.1 and the exceptions to the rule in listing rule 3.1A.
7. Please confirm that the Company is in compliance with listing rule 3.1.

Your responsibility under listing rule 3.1 is not confined to, or necessarily satisfied by, answering the questions set out in this letter. If the information requested by this letter is information required to be given to ASX under listing rule 3.1, your obligation is to disclose the information immediately.

Your response should be sent to me by facsimile on **facsimile number (08) 8216 5099**. Your response should not be sent to the Company Announcements Office. Unless the information is required immediately under

listing rule 3.1, a response is requested as soon as possible, and in any event, not later than 5:00 p.m. EDST, **Wednesday, 24 February 2010.**

Please note that ASX reserves the right, under listing rule 18.7A, to release this letter and the Company's response to the market if it considers it necessary for an informed market. Accordingly, it would be appreciated if you would prepare your response in a format suitable for release to the market and separately address each of the questions asked.

If you have any concerns about release of your response, or any queries in relation to this matter, please contact me immediately.

Yours sincerely,



Justin Nelson

Manager, Issuers (Adelaide)

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