

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:	)	
	)	Chapter 11
	)	
JERVOIS TEXAS, LLC, <i>et al.</i> <sup>1</sup>	)	Case No. 25-90002 (CML)
	)	
Debtors.	)	(Jointly Administered)
	)	

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**REORGANIZED JERVOIS NEW EQUITY INTERESTS REGISTRATION FORM**

**To: Beneficial Holders of Prepetition ICO Bonds<sup>2</sup>**

Please take notice that, on March 6, 2025, the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”) entered an order [Docket No. 169] (the “Confirmation Order”) confirming the Debtors’ *Joint Prepackaged Chapter 11 Plan of Reorganization of Jervois Texas, LLC and its Debtor Affiliates* (including all exhibits, annexes, and schedules thereto and as may be amended, supplemented or otherwise modified from time to time, the “Prepackaged Plan”). The effective date of the Plan occurred on May 9, 2025 (the “Effective Date”).

Pursuant to the Plan, on the Effective Date, the Prepetition ICO Bonds shall be canceled and discharged and will be of no further force and effect, and each Holder of an Allowed Prepetition ICO Bond Claim shall be entitled to receive its Pro Rata share of approximately 39.7% of the New Equity Interests issued by New JRV Topco Holdings LLC, a Cayman Islands limited liability company (the “Reorganized Parent”) as of the Effective Date (subject to dilution by the MIP) in full and final satisfaction of such Claim.

The New Equity Interests will not be eligible for distribution through Euroclear, the DTC or similar systems. The New Equity Interests will instead be issued in book-entry form and registered directly on the Register of Members (as defined in the LLC Agreement, as defined below) maintained by the Reorganized Parent upon receipt of valid registration information and other required documentation as described below.

**This distribution registration form (“Distribution Registration Form”) must be completed in order for you to receive your distribution of New Equity Interests on account of your Allowed Prepetition ICO Bond Claim after the Effective Date.**

**Please follow the below instructions to receive your distribution of New Equity Interests on account of your Allowed Prepetition ICO Bond Claim:**

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<sup>1</sup> The Debtors in this chapter 11 case, together with the last four digits of the Debtors’ federal tax identification number, are: Jervois Global Limited (N/A), Jervois Suomi Holding Oy (N/A), Jervois Finland Oy (N/A), Jervois Americas LLC (8097), Jervois Japan Inc. (N/A), Formation Holdings US, Inc. (0103), Jervois Mining USA Limited (1323), and Jervois Texas, LLC (9514). The Debtors’ service address is Suite 2.03, 1-11 Gordon Street, Cremorne Melbourne, VIC, 3121, Australia.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the *Joint Prepackaged Chapter 11 Plan of Reorganization of Jervois Texas, LLC and its Debtor Affiliates* [Docket No. 15] (the “Plan”).

**Step 1:** Provide the information requested in Section 1 below (the “Registration Information”), and complete and enclose the appropriate tax form as requested at the end of Section 1.

**Step 2:** Review the certifications contained in Section 2 below (the “Certification”), provide the information requested in Section 2, and execute this Distribution Registration Form where indicated in Section 2.

**Step 3:** Deliver to Stretto, Inc. (“Stretto”) a duly executed signature page, attached hereto as Exhibit B, to the Amended and Restated Limited Liability Company Agreement (the “LLC Agreement”) of the Reorganized Parent. The LLC Agreement is attached hereto as Exhibit A.

**Step 4:** Transmit this Distribution Registration Form to your nominee so that they may complete Section 3 (the “Nominee Certification”). **Please allow sufficient time for your nominee to complete the form** and timely submit it to:

[PublicSecurities@Stretto.com](mailto:PublicSecurities@Stretto.com)

with “Jervois Registration” in the subject line.

**IF YOU FAIL TO TIMELY RETURN A PROPERLY COMPLETED DISTRIBUTION REGISTRATION FORM IN ACCORDANCE WITH THIS REGISTRATION PROCESS, INCLUDING THE APPLICABLE TAX FORM, BY AUGUST 7, 2025, WHICH IS NINETY DAYS FROM THE EFFECTIVE DATE, YOUR RIGHTS TO THE DISTRIBUTION ARE SUBJECT TO FORFEITURE, AND YOU WILL BE DEEMED TO WAIVE ANY RIGHT TO ANY NEW EQUITY INTERESTS OR DISTRIBUTION THEREOF IN ACCORDANCE WITH THE TERMS OF THE PLAN.**

**If you have any questions, please contact Stretto at (800) 946-5009 (domestic toll-free) or (212) 365-5645 (international)**

**Section 1. Registration Information**

Name:

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Address 1:

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Address 2:

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Address 3:

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City, State, Zip Code and Country:

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Telephone Number:

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Home:

Work:

Mobile:

E-Mail Address:

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U.S. Tax Identification Number:

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Check here if non-US (no TIN):

If U.S. Person, check here and attach IRS Form W-9:  U.S. person

If Non-U.S. Person, check here and attach IRS Form W-8:  Non-U.S. person

## Section 2. Eligible Holder Certification

All Eligible Holders must certify by checking each box and signing below as follows:

- The undersigned certifies that: (i) the undersigned is the Eligible Holder, or an authorized signatory of the Eligible Holder, indicated below and that the undersigned Eligible Holder has, and as of the Record Date had (or purchased from a holder who held as of the Record Date), the reported principal amount of Allowed Prepetition ICO Bond Claims, (ii) the undersigned has received a copy of the Plan and the Disclosure Statement, and (iii) the undersigned understands that the New Equity Interests are subject to all the terms and conditions set forth in the LLC Agreement.
- The undersigned has read and understands the Plan, the Disclosure Statement and the Distribution Registration Form and understands the terms and conditions herein and therein and the risks associated with the Debtors and their business as described in the Disclosure Statement. The undersigned has, to the extent deemed necessary by the same, discussed with legal counsel the representations, warranties and agreements that such person is making herein.
- The undersigned is receiving New Equity Interests for its own account with the present intention of holding such interests for purposes of investment, and it has no intention of selling such interests in a public distribution in violation of the federal securities laws or any applicable state securities laws.
- The undersigned understands and acknowledges that the New Equity Interests are being distributed and issued by Reorganized Parent without registration under the Securities Act of 1933, as amended (the “Securities Act”), in reliance upon the exemption provided in Section 1145 of the Bankruptcy Code. None of the New Equity Interests issued in reliance upon the exemption provided in Section 1145 of the Bankruptcy Code have been or will be registered under the Securities Act, or any state or local law requiring registration for the offer and sale of a security. Any Eligible Holder that is deemed to be an “underwriter” under Section 1145(b) of the Bankruptcy Code will be subject to restrictions under the Securities Act on its ability to resell those securities.
- The undersigned understands and acknowledges that, in connection with such party’s receipt of the New Equity Interests, the Eligible Holder shall be required to become a party to and bound by the terms and conditions of the LLC Agreement. Prior to the receipt of the New Equity Interests, the undersigned will deliver an executed signature page to the LLC Agreement to Stretto.
- The undersigned understands and acknowledges that either (A) less than 65% of the value of each beneficial owner’s interest in the undersigned will be attributable to the undersigned’s interest (direct or indirect) in Reorganized Parent or (B) permitting Reorganized Parent to satisfy the 100-partner limitation in Section 1.7704-1(h)(1)(ii) of the Treasury Regulations is not a principal purpose of the undersigned’s beneficial owners investing in Reorganized Parent through the undersigned.

By: \_\_\_\_\_  
Name:  
Title:

**Section 3. Nominee Certification of Effective Date Holdings for Prepetition ICO Bonds**

Your ownership of Prepetition ICO Bonds must be confirmed to receive New Equity Interests. The nominee holding your Prepetition ICO Bonds as of the Effective Date must complete Box A on your behalf and provide medallion guarantee signature in Box B. Alternatively, the nominee or bank may (i) provide a Signature Verification Letter issued on the nominee or bank’s official letterhead confirming the account holder’s identity and signature or (ii) provide account statements for the account holder directly to Stretto at [PublicSecurities@Stretto.com](mailto:PublicSecurities@Stretto.com) from their official nominee or bank domain email address.

**BOX A**

**For Use Only by the Nominee**

Euroclear Participant:	_____
Euroclear Participant No:	_____
Principal Amount of Prepetition ICO Bonds held by this account as of the Effective Date: \$ _____ principal amount of Original ISIN N00011041568	
Nominee authorized Signatory:	_____ _____
<u>Nominee contact name:</u>	_____
Nominee contact email:	_____
Contact telephone number:	_____
Beneficial holder name:	_____

**BOX B (REQUIRED)**

**MEDALLION SIGNATURE GUARANTEE (to be provided by the Nominee)**

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**EXHIBIT A**

**The LLC Agreement**

**EXHIBIT B**

**Signature Page to the LLC Agreement**

**IN WITNESS WHEREOF**, the undersigned are a party to, bound by and subject to, and have executed and delivered this Agreement as a deed on the date set forth above.

**MEMBER:**

**Executed and Delivered as a Deed by:**

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[Member name]

By: \_\_\_\_\_  
Name:  
Title:

Check this box if you only hold Class B Units and you are not an Accredited Investor