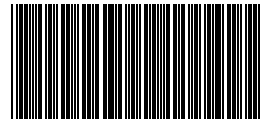




Filed: 7 April 2025 10:36 PM



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Form 2

ORIGINATING PROCESS – COVERSHEET AND ACKNOWLEDGEMENT

IN THE MATTER OF JERVOIS GLOBAL LIMITED (admins apptd)

COURT DETAILS

Court	Supreme Court of NSW
Division	Equity
List	Corporations List
Registry	Supreme Court Sydney
Case number	2025/00133006

TITLE OF PROCEEDINGS

First Plaintiff	David Alexander Hardy and Gayle Dickerson in their capacities as joint and several administrators of the Second to Seventh Plaintiffs
Second Plaintiff	JERVOIS GLOBAL LIMITED (admins apptd)
Number of plaintiffs	7

FILING DETAILS

Filed for	David Alexander Hardy and Gayle Dickerson in their capacities as joint and several administrators of the Second to Seventh Plaintiffs, Plaintiff 1 JERVOIS GLOBAL LIMITED (admins apptd), Plaintiff 2 NICO YOUNG PTY. LTD. (admins apptd), Plaintiff 3 TZ Nico (1) Pty Limited (admins apptd), Plaintiff 4 TZ Nico (1) Pty Limited (admins apptd), Plaintiff 5 HARDROCK EXPLORATION PTY. LTD. (admins apptd), Plaintiff 6 GOLDPRIDE PTY LTD (admins apptd), Plaintiff 7
Legal representative	Samuel Dundas
Legal representative reference	
Contact name and telephone	Timothy Michael Klineberg 02 9296 2493

HEARING DETAILS

This application will be heard at Supreme Court Sydney on 28 April 2025 at 10:00 AM

ATTACHMENT DETAILS

In accordance with Part 3 of the UCPR, this coversheet confirms that both the Originating process (Corporations Law) Other, along with any other documents listed below, were filed by the Court.

Corporations Law Originating Process (Form 2) (250407 - Originating Process (Jervois Global Limited).pdf)

[attach.]

IN THE SUPREME COURT OF NEW SOUTH WALES No of 2025
DIVISION: Equity
REGISTRY: Sydney

IN THE MATTER OF: JERVOIS GLOBAL LIMITED (ADMINISTRATORS APPOINTED) & ORS (AND EACH OF THE COMPANIES LISTED IN THE SCHEDULE TO THIS DOCUMENT)
ACN: 007 626 575

DAVID HARDY AND GAYLE DICKERSON IN THEIR CAPACITIES AS VOLUNTARY ADMINISTRATORS OF THE SECOND TO SEVENTH PLAINTIFFS LISTED IN THE SCHEDULE TO THIS DOCUMENT

Plaintiffs

Originating process

A. DETAILS OF APPLICATION

This application is made under sections 439A(6) and 447A of the *Corporations Act 2001* (Cth) (**Corporations Act**) and section 90-15 of the *Insolvency Practice Schedule (Corporations)* set out in Schedule 2 of the Corporations Act (**IPS**).

This is an application in respect of David Alexander Hardy and Gayle Dickerson in their capacities as joint and several voluntary administrators (**Administrators**) of the Second to Seventh Plaintiffs (inclusive) listed at Schedule 1 of this document (individually, an **Australian Jervois Company** and together, the **Australian Jervois Companies**).

The Administrators seek relief pursuant to sections 439A(6) and 447A of the Corporations Act, and section 90-15 of the IPS.

On the facts stated in the supporting affidavit of James Robert May (**May Affidavit**) affirmed on 7 April 2025 and the supporting affidavit of David Alexander Hardy affirmed 7 April 2025 (**Hardy Affidavit**), the Plaintiffs claims:

- 1 An order that this originating process be made returnable immediately.

Justification

- 2 An order pursuant to section 447A of the Corporations Act and section 90-15 of the IPS that the Administrators (in their capacity as administrators of each of the Australian Jervois Companies) are justified in:
 - (a) having entered into, and causing the Australian Jervois Companies to enter into, the implementation deed between the Australian Jervois Companies, Millstreet Capital Management, LLC, Millstreet Credit Fund LP, Mercer QIF Fund PLC – Mercer Investment Fund 1, and Acquiom Agency Services Ltd (**Implementation Deed**); and
 - (b) acceding, and causing the Australian Jervois Companies to accede to, to the DIP Fourth Restated Facility Agreement (**DIP Facility Agreement**) and the Subordination Deed (**Subordination Deed**) via execution of an accession deed in substantially the same form as described in the Hardy Affidavit with Acquiom Agency Services Ltd (as Agent and Security Agent in the DIP Facility Agreement) (**VA Accession Deed**).

Filed on behalf of the Plaintiffs by:
KING & WOOD MALLESONS
Level 61 Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000

DX 113 SYDNEY
T+ 61 2 9296 2000
F+ 61 2 9296 3999
Ref: TMK/PXM
Matter no: 602-0105366

Limited liability

- 3 An order pursuant to section 447A(1) of the Corporations Act, that Part 5.3A of the Corporations Act is to operate so that, if the indemnity of the Administrators (in their capacity as joint and several voluntary administrators of each of the Australian Jervois Companies) out of the property of the relevant Australian Jervois Company under section 443D of the Corporations Act is insufficient to satisfy any debt or liability incurred by the Administrators (in their capacity as joint and several voluntary administrators of the relevant Australian Jervois Company), arising out of the execution by the Administrators of the VA Accession Deed, then the Administrators will not be personally liable to repay any such debt or liability to the extent of that insufficiency.
- 4 An order pursuant to section 447A(1) of the Corporations Act, that Part 5.3A of the Corporations Act is to operate so that the indemnity of the Administrators (in their capacity as joint and several voluntary administrators of each of the Australian Jervois Companies) out of the property of the relevant Australian Jervois Company under section 443D of the Corporations Act is, in the case of each of the Australian Jervois Companies, to cover all debts and liabilities incurred by each Australian Jervois Company in respect of the DIP Facility Agreement.

Extension of convening period

- 5 An order pursuant to section 439A(6) of the Corporations Act that the convening period within which the Administrators must convene the second meetings of creditors of the Australian Jervois Companies under section 439A of the Corporations Act (**Second Meetings**) be extended from 9 April 2025 to 30 April 2025.
- 6 An order pursuant to section 447A(1) of the Corporations Act that Part 5.3A of the Corporations Act is to operate such that the Second Meetings may be held at any time during, or within five business days after the end of the convening period as extended by paragraph 5 above, notwithstanding the provisions of section 439A(2) of the Corporations Act.

Notification of application and orders

- 7 The Plaintiffs must cause notice of these orders to be given to the creditors of the Australian Jervois Companies within 2 business days of the orders being made, by:
 - (a) notifying each creditor via email of the making of the orders and providing a link to a website where the creditor may download the orders, using the email address of each creditor at such email address as is recorded in the books and records of the Australian Jervois Companies;
 - (b) where an email address is not recorded in the books and records of the Australian Jervois Companies but a postal address is recorded, notifying each such creditor in writing of the making of the orders and providing a link to a website where the creditor may download the orders, using the postal address for each creditor recorded in the books and records of the Australian Jervois Companies; and
 - (c) placing the orders on the website/s maintained by the Administrators at <https://kpmg.com/au/en/home/creditors/jervois-group.html>.

Liberty to apply

- 8 An order that, any person who can demonstrate sufficient interest (including any creditor of the Australian Jervois Companies) for the purpose of modifying or discharging any orders made pursuant to paragraphs 1 to 7 (inclusive) above, have liberty to apply on giving all other

interested parties not less than three business days' notice and stating the nature of the interest claimed and the relief sought.

Other

- 9 The Administrators' costs of and incidental to this application be costs and expenses in the administration of each of the Australian Jervois Companies, and be paid out of the assets of each of the Australian Jervois Companies.
- 10 An order restricting access to certain paragraphs and the documents contained in "DAH-1" of the Hardy Affidavit, and certain paragraphs and the documents contained in "JRM-1" of the May Affidavit pursuant to section 23 of *Supreme Court Act 1970* (NSW) on the grounds that the order is necessary to prevent prejudice to the proper administration of justice.
- 11 Any other order that the Court deems fit.

Date: 7 April 2025



Timothy Michael Klineberg, solicitor for the plaintiffs
*Signature of plaintiff or
plaintiff's legal practitioner*

This application will be heard by at Supreme Court of New South Wales,
184 Philip Street, Sydney NSW 2000 at*am/*pm on

B. NOTICE TO DEFENDANT(S) (IF ANY)

There is no defendant to this originating process.

C. APPLICATION FOR WINDING UP ON GROUND OF INSOLVENCY

Not applicable.

D. FILING

Date of filing: *[date of filing to be entered by Court officer]*

This originating process is filed by Timothy Michael Klineberg of King & Wood Mallesons, solicitors for the plaintiffs.

E. SERVICE

The plaintiff's address for service is:

Timothy Michael Klineberg
King & Wood Mallesons
Level 61 1 Farrer Place
Sydney NSW 2000

It is not intended to serve a copy of this originating process on any person.

SCHEDULE

Plaintiff	Company
Second Plaintiff	Jervois Global Limited (administrators appointed) (ACN 007 626 575)
Third Plaintiff	Nico Young Pty. Ltd. (administrators appointed) (ACN 132 050 205)
Fourth Plaintiff	TZ Nico (1) Pty Limited (administrators appointed) (ACN 626 231 267)
Fifth Plaintiff	TZ Nico (2) Pty Limited (administrators appointed) (ACN 626 231 276)
Sixth Plaintiff	Hardrock Exploration Pty. Ltd. (administrators appointed) (ACN 004 800 319)
Seventh Plaintiff	Goldpride Pty Ltd (administrators appointed) (ACN 061 269 109)