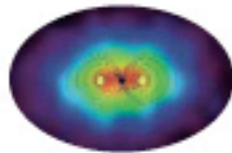


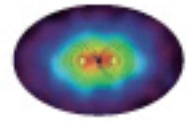


**GENERAL MEETING**  
**FRIDAY 19 FEBRUARY 2021**



**Jupiter Mines** Limited

# AGENDA

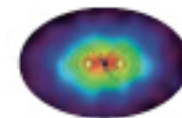


Jupiter Mines Limited

1. Presentation
2. Questions and Comments
3. Resolution: explanation, questions and voting



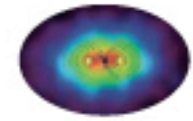
# DEMERGER SUMMARY



Jupiter Mines Limited

- The Jupiter Board has always maintained that the Central Yilgarn Iron Ore (“CYIP”) assets have significant intrinsic value, and now with the resurgence in iron ore prices, is the time to realise this value for its Shareholders.
- CYIP assets and \$5 million seed capital transferred to Juno Minerals Limited in exchange for 120 million Juno shares, to be distributed to existing Jupiter Shareholders at a rate of 1 Juno Share for every 16.325 Jupiter Shares held.
- Juno Minerals has applied to be listed on the ASX and is separately aiming to raise up to \$20 million to develop the Mount Mason DSO Hematite Project.
- Demerger will enable:
  - Jupiter shareholders exposure to both pure-play manganese & iron ore investments;
  - Attain a market value for the CYIP assets;
  - Jupiter to solely focus on the Tshipi Borwa Manganese Mine;
  - Dedicated board and management of Juno to bring the Mount Mason Project into development in the near-term; and
  - Jupiter dividends from Tshipi will continue to be paid to Shareholders, and not be diverted to the project development.





Jupiter Mines Limited

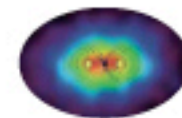
# QUESTIONS AND COMMENTS

ONLY SHAREHOLDERS OF JUPITER MINES LIMITED CAN ASK

QUESTIONS OR MAKE COMMENTS AT THIS TIME



# RESOLUTION 1: REDUCTION OF CAPITAL



Jupiter Mines Limited

*“That for the purposes of section 256B and 256C of the Corporations Act, ASX Listing Rule 7.17, article 2.5 of the Company’s Constitution, and for all other purposes:*

*(a) the issued share capital of the Company be reduced by an amount up to the market value (as assessed by the Directors of the Company) of all of the fully paid ordinary shares in the capital of Juno Minerals Limited ACN 645 778 892 (Juno) with effect as at the Record Date set by the Directors of the Company to determine entitlements to the distribution and transfer referred to in paragraph (b) of this Resolution; and*

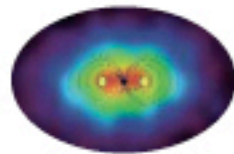
*(b) the reduction be satisfied by the Company making a pro rata distribution in-specie of 120,000,001 shares, to all Shareholders at the Record Date, at a deemed issue price of \$0.25 per share,*

*on the terms and conditions set out in the Explanatory Memorandum.”*

<b>FOR</b>	<b>1,092,467,640</b>	<b>77.75%</b>
<b>AGAINST</b>	<b>310,684,146</b>	<b>22.11%</b>
<b>ABSTAIN</b>	<b>2,251,489</b>	<b>-</b>
<b>OPEN</b>	<b>1,908,796</b>	<b>0.14%</b>



**POLL VOTING – PLEASE  
COMPLETE AS INSTRUCTED**



**Jupiter Mines** Limited