

Jupiter Mines Limited

**JUPITER MINES LIMITED
2021 ANNUAL GENERAL MEETING**

30 June 2021

Dear Shareholder

Due to the ongoing changes to restrictions concerning COVID-19, Jupiter Mines Limited (“Jupiter” or the “Company”) will be holding a hybrid Annual General Meeting (“AGM”) for 2021.

The AGM will be held on Friday 30 July at 4:30pm (AEST) at the Jupiter head office at Level 10, 16 St Georges Terrace, Perth, Western Australia, attended only by the Company Secretary, and online via a virtual meeting with live audio webcast. **SHAREHOLDERS ARE ENCOURAGED TO ATTEND THE VIRTUAL MEETING INSTEAD OF THE COMPANY’S OFFICES.** No presentation or refreshments will be provided at the Company’s offices.

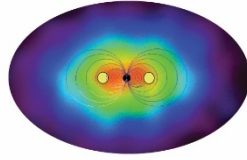
Further, please note the following:

- Physical attendance at the AGM is not encouraged. Attendance via the virtual meeting platform with live audio webcast is preferred. The AGM will be presented via the live audio webcast.
- Shareholders will be able to attend the AGM by logging in at <https://agmlive.link/JMSAGM21>. Further details are provided in the Notice of Annual General Meeting. Please follow the Online User Guide on which is included with the Notice of Annual General Meeting which can be viewed and downloaded at the following link: <https://www.jupitermines.com/2021NoticeofAGM>.
- Shareholders are encouraged to vote by proxy as set out in more detail in the attached proxy form.
- Proxy votes will be treated as final.
- All voting at the AGM will be conducted by poll.
- Shareholders are strongly urged to appoint the Chair of the AGM as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a vote is to be exercised on each item of business, and the Chair of the AGM must follow your instructions.
- Questions for the Board or company auditors can be emailed to investorrelations@jupitermines.com no later than 5:00pm (AEST), Friday 23 July. Shareholders will be able to submit questions during the AGM also.

If you have any queries, please contact the Company Secretary at investorrelations@jupitermines.com.

For, and on behalf of the Board,

Brian Gilbertson
Chairman



Jupiter Mines Limited

ACN 105 991 740

Notice of Annual General Meeting, Explanatory Statement and Proxy Form

Date: Friday, 30 July 2021

Time: 4:30pm AEST

Place: Due to the restrictions imposed by the COVID-19 pandemic, the Company will be holding its 2021 Annual General Meeting online and at the Company's registered office. Shareholders may attend the Meeting by live audio webcast.

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Important dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded:	4:30pm AEST on Wednesday, 28 July 2021
Snapshot date for eligibility to vote:	7:00pm, AEST on Wednesday, 28 July 2021
Annual General Meeting:	4:30pm AEST on Friday, 30 July 2021

Important information

As a result of the COVID-19 pandemic, the Company will be holding its AGM at the Company's offices at Level 10, 16 St Georges Terrace, Perth Western Australia, and online via a virtual meeting with live audio webcast. Shareholders are encouraged to attend the virtual meeting instead of the Company's offices. No presentation or refreshments will be provided at the Company's offices, and only the Company Secretary will be in attendance.

Attending the AGM online enables Shareholders to listen to the AGM live, view slides in time with the Chairman and Executive presentations, vote on the Resolutions and submit questions.

To attend online, enter <https://agmlive.link/JMSAGM21> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed on the Proxy Form or your holding statement; and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

All Resolutions will be conducted by poll. More information regarding virtual attendance at the Meeting (including how to vote, comment and ask questions virtually during the Meeting) is available in the Virtual Meeting Online Guide which can be found on the Company's website.

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time of the Meeting. An online guide will be available on the platform and on the Company's website.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Jupiter Mines Limited ACN 105 991 740 (**Company**) will be held on **Friday, 30 July 2021 at 4:30pm AEST**. The Meeting will be held at the Company's offices at Level 10, 16 St Georges Terrace, Perth, Western Australia and online via live audio webcast for attendance by all other Shareholders.

The Explanatory Statement that accompanies and forms part of this Notice, describes the various matters to be considered.

Capitalised terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary as set out in the Explanatory Statement.

AGENDA

Financial Report

To receive and consider the financial report of the Company and the reports of the Directors and auditor for the financial year ended 28 February 2021, contained in the Company's Annual Report for 2021.

Resolution 1: Adoption of Remuneration Report

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report contained in the Directors' Report for the financial year ended 28 February 2021 be adopted by the Company."

Notes: In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution ("spill resolution") that another meeting be held within 90 days at which all of the offices of Director are vacated (other than the office of managing director) and each such office will be put to a vote.

At the date of this Notice, the position of managing director is effectively performed by the Company's chief executive officer (who is also a Director), Mr Priyank Thapliyal.

Resolution 2: Spill Resolution (if required)

That, subject to 25% or more of the votes cast on Resolution 1 being against the adoption of the Remuneration Report, to consider and, if thought fit, to pass, with or without amendment the following resolution as an **ordinary resolution**:

"That, for the purposes of section 250V(1) of the Corporations Act and for all other purposes, approval is given for:

- (a) *another meeting (the **Spill Meeting**) of Shareholders to be held within 90 days of this Meeting;*
- (b) *all Directors who were directors of the Company when the resolution to make the directors' report considered at this Meeting was passed, except for the Managing Director, Mr Priyank Thapliyal, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) *resolutions to appoint directors to the offices vacated immediately before the end of the Spill Meeting be put to a vote at the Spill Meeting,*

on the terms and conditions set out in the Explanatory Statement."

Short Explanation: At the 2020 annual general meeting, more than 25% of the votes on the resolution to adopt the remuneration report were cast against the report. If 25% or more of the votes that are cast on Resolution 1 are voted against the adoption of the 2021 Remuneration Report, then the Company is required to put this Spill Resolution to Shareholders to determine whether the Directors (except for the Managing Director) will need to stand for re-election. Further information about this resolution is contained in the Explanatory Statement.

Resolution 3: Re-election of Director – Mr Paul Murray

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purposes of Listing Rule 14.4, clause 6.3(b) of the Constitution and for all other purposes, Mr Paul Murray, being a Director of the Company who retires in accordance with clause 6.3(b) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 4: Re-election of Director – Mr Andrew Bell

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purposes of Listing Rule 14.4, clause 6.3(b) of the Constitution and for all other purposes, Mr Andrew Bell, being a Director of the Company who retires in accordance with clause 6.3(b) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 5: Election of Shareholder Nominee Director – Mr Peter North

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of clause 6.2(c) of the Constitution of the Company, Mr Peter North, having consented to act, be appointed as a director of Jupiter Mines Limited with effect from the close of the Meeting”.

Resolution 6: Election of Shareholder Nominee Director – Mr William (Scott) Winter

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of clause 6.2(c) of the Constitution of the Company, Mr William Winter, having consented to act, be appointed as a director of Jupiter Mines Limited with effect from the close of the Meeting”.

Voting Prohibitions and Exclusions

Corporations Act voting prohibitions

Resolution	Voting prohibition	Exceptions
Resolution 1	<p>Pursuant to section 250R of the Corporations Act, members of Key Management Personnel and their Closely Related Parties (other than the Chairman) may not vote on Resolution 1, except as a proxy where the appointment specifies how the proxy is to vote. The Chairman may vote as proxy in accordance with an express authorisation on the Proxy Form.</p> <p>Any votes cast in contravention of section 250R of the Corporations Act will not be counted in working out a percentage of votes cast or whether the Resolution is passed.</p>	<p>This prohibition does not prevent the casting of a vote on the Resolution by a person who is otherwise prohibited from voting, as a proxy where the appointment specifies how the proxy is to vote.</p> <p>The Chairman may vote as proxy in accordance with an express authorisation on the Proxy Form.</p>
Resolution 2	<p>Pursuant to section 250R of the Corporations Act, members of Key Management Personnel and their Closely Related Parties (other than the Chairman) may not vote on Resolution 2, except as a proxy where the appointment specifies how the proxy is to vote. The Chairman may vote as proxy in accordance with an express authorisation on the Proxy Form.</p> <p>Any votes cast in contravention of section 250R of the Corporations Act will not be counted in working out a percentage of votes cast or whether the Resolution is passed.</p>	<p>This prohibition does not prevent the casting of a vote on the Resolution by a person who is otherwise prohibited from voting, as a proxy where the appointment specifies how the proxy is to vote.</p> <p>The Chairman may vote as proxy in accordance with an express authorisation on the Proxy Form.</p>

Pursuant to section 250BD of the Corporations Act, members of Key Management Personnel and their Closely Related Parties (other than the Chairman) may not vote as a proxy on Resolutions 1 and 2 except where the appointment specifies how the proxy is to vote, or in the case of the Chairman, in accordance with an express authorisation on the Proxy Form. Any votes cast in contravention of section 250BD of the Corporations Act will not be counted in working out a percentage of votes cast or whether the Resolution is approved.

By order of the Board



Mr Brian Gilbertson
Non-Executive Chairman

30 June 2021

Proxy Appointment and Voting Instructions

Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address given below before **4:30pm AEST** on **Wednesday, 28 July 2021** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid. Proxy Forms may be lodged as follows:

By post: Jupiter Mines Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By hand: Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

By fax: (02) 9287 0309 (within Australia)
+61 2 9287 0309 (from outside Australia)

Online: Shareholders who wish to submit their Proxy Form online should follow the instructions set out below:

1. Go to the following website: www.linkmarketservices.com.au.
2. Select Investor Login and Single Holding Login'.
3. Enter 'Jupiter Mines Limited' or the ASX code 'JMS' in the 'Issuer Name' field, your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the reverse of your Proxy Form), postcode and security code which is shown on the screen and click 'Login'.
4. Select the 'Voting' tab and then follow the prompts.

Shareholders who lodge a Proxy Form online following the instructions above will be deemed to have signed their Proxy Form.

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

If you wish to appoint the Chairman as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairman, please write the full name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Share Registry on +61 1300 554 474 or you may photocopy the Proxy Form.

To appoint a second proxy, you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

1. two directors of the company;
2. a director and a company secretary of the company; or
3. for a proprietary company that has a sole director who is also the sole company secretary, that director.

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Share Registry before the Meeting.

Votes on Resolutions

All voting on the Resolutions will be conducted by poll. Accordingly, you may only vote by submitting a Proxy Form, by direct voting online before the Annual General Meeting or by direct voting online during the Annual General Meeting.

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

Chairman voting undirected proxies

If the Chairman is your proxy, the Chairman will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairman to vote your undirected proxies at his/her discretion.

As at the date of this Notice, the Chairman intends to vote undirected proxies FOR each of Resolutions 1, 3, and 4, AGAINST Resolutions 2 and 5, and ABSTAIN from voting on Resolution 6.

The Proxy Form expressly authorises the Chairman to exercise undirected proxies on all Resolutions including Resolution 1 (Adoption of Remuneration Report), even though this Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Voting eligibility – snapshot date

For the purposes of determining voting and attendance entitlements at the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7:00pm AEST on Wednesday, 28 July 2021. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Defined terms

Capitalised terms used in the Notice and the Explanatory Statement are defined in the Glossary.

Questions from Shareholders

At the Annual General Meeting, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Mr Brent Steedman of Grant Thornton Audit Pty Ltd, as the auditor responsible for preparing the auditor's report for the year ended 28 February 2021 (or his representative) will attend the Annual General Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have in writing no later than Friday, 23 July 2021:

By post: GPO Box Z5117, Perth, WA, 6000

By hand: Level 10, 16 St Georges Terrace, Perth, WA, 6000

By email: investorrelations@jupitermines.com

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

1. Annual Financial Report

The Corporations Act requires the Directors' report, auditor's report, and the financial statements of the Company for the year ended 28 February 2021 to be tabled at the Annual General Meeting. These reports are contained in the Company's 2021 Annual Report.

Neither the Corporations Act nor the Company's constitution requires a vote of Shareholders on the Reports or Financial Statements. However, Shareholders will be given reasonable opportunity to raise questions on the reports and ask questions of the Company's auditor.

The Company advises that a copy of its 2021 Annual Report, is available to download at the website address, www.jupitermines.com.

2. Resolution 1: Adoption of Remuneration Report

2.1 Background

The Remuneration Report is set out in the Directors' Report in the Company's 2021 Annual Report which is available at <https://www.jupitermines.com/investor-relations/reports/annual-reports>. The Remuneration Report sets out the remuneration arrangements for Directors and Key Management Personnel of the Company. The Chairman will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report.

2.2 Voting on Remuneration Report

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. In accordance with section 250R(3) of the Corporations Act, the vote on the Resolution is advisory only and does not bind the Directors or the Company.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the managing director) must go up for re-election.

At the date of this Notice, the position of managing director is effectively performed by the Company's chief executive officer (who is also a Director), Mr Priyank Thapliyal.

At the 2020 annual general meeting, the votes against the remuneration report were more than 25% of the votes cast on the resolution (the first strike). If 25% or more of the votes that are cast on Resolution 1 are voted against the adoption of the 2021 Remuneration Report (the second strike), then Resolution 2 (**Spill Resolution**) will be put to Shareholders. If the Spill Resolution passes (with 50% or more of eligible votes cast) another meeting of Shareholders will be held (the Spill Meeting) to re-elect the board of the Company.

The Company encourages all Shareholders to cast their votes **FOR** Resolution 1 (Adoption of the Remuneration Report).

2.3 Voting exclusions

The Company will disregard any votes cast on this Resolution 1 by or on behalf of members of Key Management Personnel whose remuneration details are included in the Remuneration Report and any closely related parties of those persons.

Key Management Personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year ended 2021. Their closely related parties are defined by the Corporations Act and include certain of their family members, dependants and companies they control.

If you appoint the Chairman as your proxy and have not directed him how to vote, you are expressly authorising the Chairman to cast your undirected proxy on this Resolution 1 in accordance with his stated intentions. The Chairman intends to vote all undirected proxies FOR this Resolution 1.

If you appoint any other member of the Board, a member of senior management who is named in the Remuneration Report, or their closely related parties as your proxy, they will not be able to vote your proxy on this resolution unless you have directed them how to vote.

3. Resolution 2: Spill Resolution

3.1 Spill Meeting

The Company will receive a second strike if 25% or more of the votes cast on Resolution 1 are voted against the adoption of the Remuneration Report. Information about the two strikes process is set out in Section 2.2 above.

Subject to section 250W(4) of the Corporations Act, if the Company receives a second strike, then the Spill Resolution will be put to Shareholders. The Spill Resolution is a resolution to hold another meeting of Shareholders within 90 days of this Meeting at which the current Board (excluding the Managing Director) will cease to hold office, and resolutions to appoint directors to those vacated offices will be put to a vote (the **Spill Meeting**).

The vacating Directors are eligible for re-election at the Spill Meeting. Mr Priyank Thapliyal, the chief executive officer of the Company, is performing the duty of the Managing Director, and is not required to stand for re-election at the Spill Meeting.

If Shareholders pass all of the resolutions at the Spill Meeting (if any), none of the Directors when the First Strike was received, other than the Managing Director, will remain as Directors of the Company.

3.2 Voting exclusions

The Company will disregard any votes cast on this Resolution 2 by or on behalf of members of Key Management Personnel whose remuneration details are included in the Remuneration Report and any closely related parties of those persons.

If you appoint the Chairman as your proxy and have not directed him how to vote, you are expressly authorising the Chairman to cast your undirected proxy on this Resolution 2 in accordance with his stated intentions. The Chairman intends to vote all undirected proxies **AGAINST** this Resolution 2 if it is required to be put to a vote.

If you appoint any other member of the Board, a member of senior management who is named in the Remuneration Report, or their closely related parties as your proxy, they will not be able to vote your proxy on this resolution unless you have directed them how to vote.

4. Resolution 3: Re-election of Director – Mr Paul Murray

In accordance with the Listing Rules and clause 6.3(b) of the Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are:

- (a) those who have been in office for 3 years since their appointment or last re-appointment;
- (b) those who have been longest in office since their appointment or last re-appointment;
or
- (c) if the Directors have been in office for an equal length of time, by agreement.

Mr Paul Murray retires by rotation and offers himself for re-election as a Director.

Mr Murray is a founding director of Jupiter Mines Limited and was Chairman at the time of formation in August 2003. Paul was appointed as a Director of the Company on 20 August 2003. He has served continuously since that time as Chairman of both the Audit Committee and the Remuneration and Nomination Committee.

Apart from academic qualifications which are relevant to his roles, Paul has held positions on boards of a number of ASX listed companies. Mining experience includes exploration for and mining of tin in the New England district of NSW and service on the boards of successful Australian oil and gas companies, Basin Oil NL and Reef Oil NL.

The Directors (other than Mr Paul Murray) recommend that Shareholders vote **in favour** of the re-election of Mr Paul Murray.

5. Resolution 4: Re-election of Director – Mr Andrew Bell

In accordance with the Listing Rules and clause 6.3(b) of the Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are:

- (a) those who have been in office for 3 years since their appointment or last re-appointment;
- (b) those who have been longest in office since their appointment or last re-appointment;
or
- (c) if the Directors have been in office for an equal length of time, by agreement.

Mr Andrew Bell retires by rotation and offers himself for re-election as a Director.

Mr Bell was appointed as a Director of the Company on 4 June 2008.

Mr Bell is Chairman of Red Rock Resources plc, and Power Metal Resources plc, being companies listed on the AIM market of the London Stock Exchange Ltd. He was a natural resources analyst in London in the 1970s, then specialised in investment and investment banking covering the Asia region.

He has been involved in the resource and mining sectors in Asia since the 1990s and has served on the Boards of a number of listed resource companies.

The Directors (other than Mr Andrew Bell) recommend that Shareholders vote **in favour** of the re-election of Mr Andrew Bell.

6. Resolution 5: Election of Shareholder Nominee Director – Mr Peter North

In accordance with clause 6.2 of the Company's Constitution and section 249N of the Corporations Act, Ntsimbintle Holdings (Pty) Limited (**Ntsimbintle**), being a member of the Company **holding more than 5% of the voting shares in the Company**, nominated Mr Peter Michael North as a candidate for election as a Director of the Company. As such, the Company

is required to put Resolution 5 to Shareholders to enable them to consider the election of Mr North as a director of the Company.

Mr North co-founded Safika Resources (Pty) Limited (**Safika**) in 2002 and was involved in the creation of Ntsimbintle. Both Safika and Ntsimbintle have a substantial holder interest in the Company. He led negotiations with Samancor that culminated in a shareholding in Hotazel Manganese Mines and the formation of the joint venture with Pallinghurst Resources which established the Tshipi Mine. Mr North is an alternate director of Safika.

Ntsimbintle also owns 51% of Mokala manganese mine, which is also located in the Kalahari manganese field where the Tshipi mine is located.

Mr North has 16 years corporate finance experience with Rand Merchant Bank and QuestCo in South Africa and is a qualified Mining Engineer.

Mr North completed his Master of Business Administration (Wits Business School). Mr North is a resident of New Zealand.

If Mr North is elected, the Board considers Mr North will not be an independent director.

One of the key pillars of Jupiter's overall strategy is to increase its underlying stake in Tshipi, and to do so on arm's length terms with its shareholder partner in the Tshipi Mine. The presence of a Safika/Ntsimbintle associate on the Jupiter Board would inhibit and constrain discussion on the matter, and potentially prejudice the ability to negotiate effectively in the interests of all Jupiter Shareholders.

Further, Ntsimbintle has board representation at Tshipi. As Jupiter's exclusive focus is its investment in Tshipi, Ntsimbintle effectively already have representation.

Given Mr North's long history with Ntsimbintle and Safika, the Board considers that his appointment would create a conflict of interest. As such, the Directors, other than Mr Hans Mende recommend that Shareholders vote **against** of the election of Mr Peter North.

Mr Mende supports the election of Mr Peter North and recommends that Shareholders vote **in favour** of the election of Mr Peter North.

7. Resolution 6: Election of Shareholder Nominee Director – Mr William (Scott) Winter

In accordance with clause 6.2 of the Company's Constitution and section 249N of the Corporations Act, AMCI Group LLC, being a member of the Company ***holding more than 5% of the voting shares in the Company***, nominated Mr William (Scott) Winter as a candidate for election as a Director of the Company. As such, the Company is required to put Resolution 6 to Shareholders to enable them to consider the election of Mr Winter as a director of the Company.

Mr Winter led the aggregation of Australian and African business units and the formation of the Global Surface contract mining business with over 40 projects for Perenti, successful turnaround of the African business unit and growth of the Australian business unit into the east coast.

Previous to Perenti, Mr Winter was Chief Operating Officer of Minerals Resources Ltd supporting the sell-down and subsequent integration of its Wodgina Lithium mine with Albermarle.

Mr Winter has completed his Master of Business Administration (Melbourne Business School), Graduate Diploma in Applied Finance and Investment, and Bachelor of Engineering (Honours) in Mining.

Mr Winter is a resident of Australia and does not have any material personal interest in any matters relating to the affairs of the Company.

The Directors, other than Mr Hans Mende, have adopted a neutral position on the election of Mr Winter and recommend that Shareholders **abstain** from voting on his election.

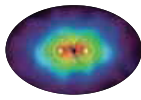
Mr Mende supports the election of Mr Winter and recommends that Shareholders vote **in favour** of the election of Mr Scott Winter.

Glossary of Defined Terms

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

AEST	Australian Eastern Standard Time, being the time in Sydney, New South Wales.
Annual General Meeting or Meeting	The annual general meeting of Shareholders or any adjournment thereof, including the meeting convened by the Notice.
Annual Report	The annual report of the Company for the financial year ended 28 February 2021, including the annual financial report, the Directors' report, and the auditor's report.
Associate	Has the meaning given to that term in the Listing Rules.
ASX	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange operated by ASX Limited, as the context requires.
A\$ or \$	Australian dollars.
Board	The Board of Directors of the Company.
Chairman	The chair of the Annual General Meeting.
Closely Related Party	Has same meaning given to it in section 9 of the Corporations Act, being, in relation to a member of Key Management Personnel: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of the member's spouse;(c) a dependent of the member or the member's spouse;(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;(e) a company the member controls; or(f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) (currently none are prescribed).
Company	Jupiter Mines Limited (ACN 105 991 740).
Constitution	The current constitution of the Company.
Control	Has the meaning given in section 50AA of the Corporations Act.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice.
Key Management Personnel	Has the same meaning as the definition of that term in section 9 of the Corporations Act, being those persons details of whose remuneration are included in the Remuneration Report having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	The listing rules of ASX, as amended from time to time.
Notice or Notice of Annual General Meeting	The notice of annual general meeting which accompanies this Explanatory Statement.

Proxy Form	The proxy form accompanying the Notice.
Related Party	Has the same meaning as given to that term in the Corporations Act.
Remuneration Report	The remuneration report of the Company for the period ended 28 February 2021, appearing in the Director's report as set out in the Annual Report.
Resolution	A resolution set out in the Notice.
Section	A section of this Explanatory Statement.
Share	A fully paid ordinary share in the Company.
Share Registry	The Company's share registry, being Link Market Services Limited (ACN 083 214 537).
Shareholder	The holder of a Share.



Jupiter Mines Limited

ACN 105 991 740

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Jupiter Mines Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **4:30pm (AEST) on Wednesday, 28 July 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

Please note: you cannot change ownership of your shares using this form.

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Jupiter Mines Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **4:30pm (AEST) on Friday, 30 July 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at Level 10, 16 St Georges Terrace, Perth, Western Australia or logging in online at <https://agmlive.link/JMSAGM21> (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolutions 1 & 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 & 2, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

As at the date of this Notice, the Chairman intends to vote undirected proxies FOR each of Resolutions 1, 3, and 4, AGAINST Resolutions 2 and 5, and ABSTAIN from voting on Resolution 6.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Election of Shareholder Nominee Director – Mr William (Scott) Winter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Board Recommendation: The Board recommends shareholders vote **AGAINST** resolution 2.

For **Against** Abstain*

2 Spill Resolution (if required)

Note – Resolution 2 will only be put to the Annual General Meeting if at least 25% of votes cast on Resolution 1 (Adoption of Remuneration Report) are “against” that Resolution. If less than 25% of the votes cast on Resolution 1 are against that Resolution, then there will be no second strike and Resolution 2 will not be put to the Annual General Meeting.

3 Re-election of Director – Mr Paul Murray

4 Re-election of Director – Mr Andrew Bell

5 Election of Shareholder Nominee Director – Mr Peter North



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

JMS PRX2103N



Virtual Meeting Online Guide

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. You can easily check your current browser by going to the website: **whatismybrowser.com**

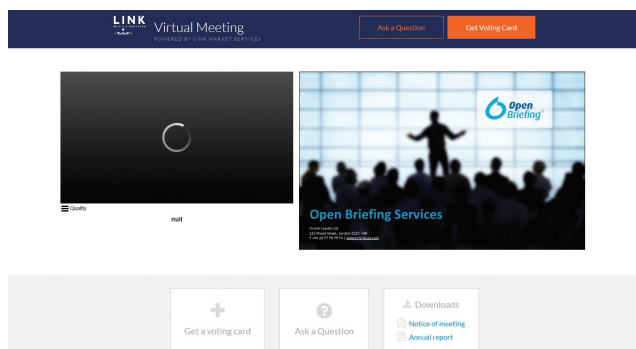
Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 “Mavericks” & OS X v10.10 “Yosemite” and after
- Internet Explorer 9 and up (please note Internet Explorer 8 is not supported)

The virtual meeting is viewable from desktops and laptops. To attend and vote at the virtual meeting you must have:

- ASX registered holders: Shareholder number and postcode

If you are an appointed proxy you will need your proxy number which will be provided by Link Market Services prior to the meeting. **Please make sure you have this information before proceeding.**



Step 2

Login to the portal using your full name, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **‘Register and Watch Meeting’** button. Once you have logged in you will see:

- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting.

Note: After you have logged in we recommend that you keep your browser open for the duration of the meeting. If you close your browser, your session will expire. If you attempt to log in again, you will be sent a recovery link via email for security purposes.

Step 1

Open your web browser and go to <https://agmlive.link/JMS20> and select the relevant meeting.



Navigating

At the bottom of the webpage under the webcast and presentation there are three boxes. Refer to each section below for operating instructions.

- 1 Get a voting card
- 2 Ask a Question
- 3 Downloads



Get a voting card



Ask a Question

Downloads

Notice of meeting
Annual report

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

Outside Australia

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

If you are an individual or joint Shareholder you will need to register and provide validation by entering your details in the top section:

- **ASX registered holders:** Shareholder number and postcode

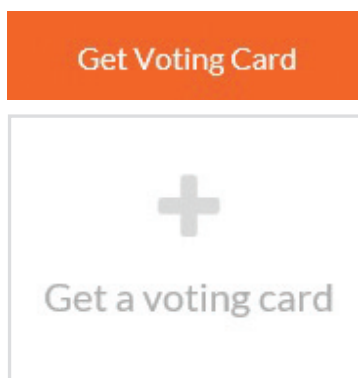
If you are an appointed Proxy, please enter the Proxy Number issued to you by Link Market Services in the PROXY DETAILS section. Once you have entered your appropriate details click the blue **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by Shareholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to scroll up or down to view all resolutions.

Shareholders and proxies can either submit a Full Vote or a Partial Vote. You can move between the two tabs by clicking on **'Full Vote'** or **'Partial Vote'** at the top of the voting card.

1. Get a voting card

To register to vote - click on the 'Get a voting card' box at the top of the webpage or below the videos.



Virtual Meeting Online Guide

continued

ABC COMPANY PTY LTD X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B For Against Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C For Against Abstain
RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3 For Against Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4 For Against Abstain
ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes you would like to vote (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes in a certain box it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

Note: You are able to close your voting card during the meeting without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

If at any point you have submitted your voting card and wish to make a change while voting is still open you can do so by clicking the **'Edit Card'** button and making the required change. Once you have completed your card select the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

The voting card remains editable until the voting is closed at the conclusion of the Meeting. Once voting has been closed all voting cards, submitted and unsubmitted, will automatically be submitted and cannot be changed.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time available to shareholders. Please make any changes required to your voting cards at this point and submit your voting cards.

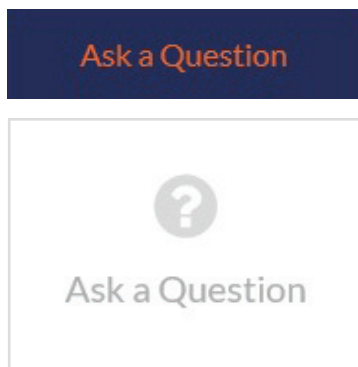
If an additional resolution is proposed during the meeting, there will be a short delay while the resolution is added to the voting card. Once the resolution has been added you will be notified by the Chairman during the meeting. In order to vote on the extra resolution you will need to reopen your voting card to cast your vote by clicking the **'Edit Card'** button.

Note: Registration for the Meeting and voting opens one hour before the meeting begins.

2. How to ask a question

Note: Only shareholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. If you would like to ask a question, click on the 'Ask a Question' box either at the top or bottom of the webpage.



The 'Ask a Question' box will then pop up with two sections for completion.

Ask a Question

We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

Regarding

Question

Type your question here...

Submit Question

In the '**Regarding**' section click on the drop down arrow and select one of the following categories:

- General Business
- Resolution 1
- Resolution 2
- Resolution 3
- Resolution 4
- Resolution 5
- Resolution 6

After you have selected your question category, click in the '**Question**' section and type your question.

When you are ready to submit your question - click the blue '**Submit Question**' button. This will send the question to the Management/Board.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

Once you have asked a question a '**View Questions**' box will appear.

At any point you can click on '**View Questions**' and see all the questions you have submitted. Only you can see the questions you have asked.

Note: You can submit your questions by this method one hour before the meeting begins, if you have registered to vote. You can continue to submit questions up until the close of voting.

If your question has been answered and you would like to exercise your right of reply, you can do so by submitting another question.

View questions

Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.

Question 1

General Business

When will you be holding your next AGM?

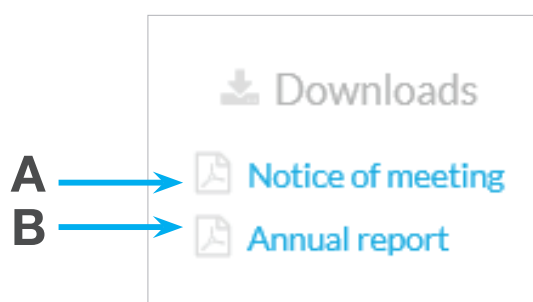
SUBMIT ANOTHER QUESTION

Virtual Meeting Online Guide

continued

3. Downloads

If you would like to see the Notice of Meeting or the Annual Report you can do so here.



- To download the Notice of Meeting – click A
- To download the Annual Report – click B

When you click on these links the file will open in another tab in your browser.

Voting closing

Voting will close 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not yet submitted your vote at this point, you will be required to do so now.

At the close of the meeting any votes you have placed will automatically be submitted.



Contact us

Australia

T 1300 554 474

E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998

E enquiries@linkmarketservices.co.nz