

Jupiter Mines Limited

3 July 2015

Dear Shareholders

UPDATED NOTICE OF MEETING AND PROXY FORM

Please be advised that due to a delay in releasing the 2015 Annual Report, the 2015 Annual General Meeting of the shareholders of Jupiter Mines Limited (the "Company") has been rescheduled, in accordance with the Corporations Act 2001.

The meeting will be held on Tuesday 28 July 2015. The meeting will still be held at the offices of Jupiter Mines, Level 42, 108 St Georges Terrace, Perth, Western Australia, at 3:00pm (WST).

Enclosed is an updated proxy form. If you have already voted or provided a completed proxy form, you do not have to do so again. Any amended forms received will supersede any received previously.

For and on behalf of the directors of Jupiter Mines Limited

Yours sincerely

Melissa North
Company Secretary and CFO

JUPITER MINES LIMITED
ACN 105 991 740

NOTICE OF 2015 ANNUAL GENERAL MEETING

Notice is hereby given that the 2015 Annual General Meeting (**AGM**) of the shareholders of Jupiter Mines Limited (**Company**) will be held at **3:00pm (WST)** on **Tuesday, 28 July 2015** at the offices of Jupiter Mines Limited, Level 42, 108 St Georges Terrace, Perth, Western Australia.

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

BUSINESS

CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report for the period ended 28 February 2015.

Unless the Company's Share Registry has been notified otherwise, Shareholders will not be sent a hard copy of the Annual Report. All Shareholders can view the Annual Report, which contains the Financial Report, the Directors' Report and the Independent Audit Report for the year ended 28 February 2015, on the website of the Company (www.jupitermines.com), under "Investor Relations" and then under "Annual Report".

Questions from Shareholders

Following the consideration of Reports, the Chairman will give Shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Independent Audit Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the Independent Audit Report or the conduct of the audit. A list of written questions, if any, submitted by Shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

RESOLUTION 1: RE-ELECTION OF MR SOO-CHEOL SHIN

To consider and, if thought fit, pass the following resolution as an ordinary resolution of shareholders of the Company:

“That, Mr Soo-Cheol Shin, who retires in accordance with clause 39.1 of the Constitution of the Company, and having offered himself for re-election and being eligible, is hereby re-elected as a Director of the Company.”

RESOLUTION 2: RE- ELECTION OF MR PAUL MURRAY

To consider and, if thought fit, pass the following resolution as an ordinary resolution of shareholders of the Company:

“That, Mr Paul Murray, who retires in accordance with clause 39.1 of the Constitution of the Company, and having offered himself for re-election and being eligible, is hereby re-elected as a Director of the Company.”

RESOLUTION 3: RE- ELECTION OF MR ANDREW BELL

To consider and, if thought fit, pass the following resolution as an ordinary resolution of shareholders of the Company:

“That, Mr Andrew Bell, who retires in accordance with clause 39.1 of the Constitution of the Company, and having offered himself for re-election and being eligible, is hereby re-elected as a Director of the Company.”

By order of the Board



**Melissa North
Company Secretary**

3 July 2015

Proxy appointment, voting and Meeting Instructions

1. A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Shareholders can appoint a body corporate as well as an individual as their proxy. A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at general meetings of the Company or in the capacity of a Shareholder's proxy at general meetings of the Company. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a general meeting or in voting on a resolution.
2. A Shareholder who appoints two proxies must state on the Proxy Form what proportion or number of the Shareholder's votes each proxy is being appointed to exercise.
3. A proxy need not be a Shareholder.
4. **Either the original or facsimile of the Proxy Form(s) and any Power of Attorney or authority under which they are signed must be received at least 48 hours prior to the AGM (i.e. no later than 3:00pm (WST) on Sunday, 26 July 2015) or any adjournment.** Any Proxy Form received after this deadline, including at the AGM, will be invalid. The Proxy Form must be received by any of the following methods:

By post: Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235

By facsimile: In Australia (02) 9287 0309
 Form outside Australia +61 2 9287 0309

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

Online <https://investorcentre.linkmarketservices.com.au>
 Enter Jupiter Mines Limited in the Issuer name field,
 your Security Reference Number (SRN) (which is shown
 on the front of your proxy form), postcode and security
 code which is shown on the screen and click 'Login'.
 Select the 'Voting' tab and then follow the prompts. You
 will be taken to have signed your Proxy Form if you
 lodge it in accordance with the instructions given on the
 website.

5. A Proxy Form accompanies this Notice of Meeting.
6. Additional Proxy Forms will be supplied by the Company's Share Registry on request.
7. If a corporate representative is to attend the AGM on behalf of a corporation, a formal Notice of Appointment must be brought to the meeting. Shareholders can download and fill out the 'Appointment of Corporate Representation' form from Link Market Services Limited's website – www.linkmarketservices.com.au. Select the "Investor Services" tab and click on Forms.

8. In accordance with Regulation 7.11.37 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of Shareholders as at 3:00pm (WST) on Sunday 26 July 2015. Accordingly, transactions registered after that time will be disregarded in determining Shareholders entitled to attend and vote at the meeting.
9. If you wish a question to be put to the Chairman of the Meeting or the Auditor and you are not able to attend the Meeting, please email your question to the Company Secretary at info@jupitermines.com. To allow time to collate questions and prepare answers, questions are to be received by the **Company Secretary by 5:00pm (WST), Thursday, 23 July 2015.**

The Notice of Annual General Meeting and Explanatory Statement are important and should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the 2015 Annual General Meeting. It is hereby incorporated into and forms part of this Notice of Annual General Meeting.

The Directors recommend that Shareholders read this Explanatory Statement before determining whether or not to support the Resolutions.

1. RESOLUTION 1: RE-ELECTION OF MR SOO-CHEOL SHIN

The Company's Constitution requires that at least one Director, excluding a Director appointed since the last AGM and an incumbent Managing Director, if any, must retire each year. The Constitution also requires that a Director (other than the Managing Director) must not hold office beyond the third annual general Meeting following that Director's appointment or last election, or three (3) years, whichever is longer. The retiring Director is then eligible to offer himself for re-election by the Shareholders.

Mr Soo-Cheol Shin was appointed as a Director of the Company on 19 March 2012. He is required to retire at the AGM and being eligible, offers himself for re-election as a Director.

Mr Shin holds a Bachelor of Arts in Public Administration and joined POSCO in 1989.

Mr Shin has held a variety of positions throughout his career including Project Manager, POSCO Australia Pty Ltd; Team Leader, Coal Procurement Group; Team Leader, Steel Making Raw Materials Procurement Group and Group Leader, Raw Materials Transportation Group. He was appointed Managing Director of POSCO Australia in February 2012.

Mr Shin has extensive experience in the management of natural resource projects both international and within Australia.

The Directors, other than Mr Shin, recommend Shareholders vote in favour of Resolution 1.

2. RESOLUTION 2: RE-ELECTION OF MR PAUL MURRAY

Mr Paul Murray was appointed as a Director of the Company on 20 August 2003 and was re-elected at the Company's 2012 Annual General Meeting. In accordance with the Company's Constitution, Mr Murray is required to retire at the AGM and, being eligible, offers himself for re-election as a Director.

Mr Murray has served on the Board and consulted to a number of ASX listed resource exploration companies.

With a business career spanning 50 years, he has also been responsible for the successful listing on the ASX of a number of public companies.

The Directors, other than Mr Murray, recommend Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3: RE-ELECTION OF MR ANDREW BELL

Mr Andrew Bell was appointed as a Director of the Company on 4 June 2008 and was re-elected at the Company's 2012 Annual General Meeting. In accordance with the Company's Constitution, Mr Bell is required to retire at the AGM and, being eligible, offers himself for re-election as a Director.

Mr Bell is Chairman of Red Rock Resources plc, a company 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 Asian region.

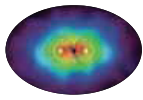
He has been involved in the resource and mining sectors in Asia since the 1990s, and has served on the Boards of a number of listed resource companies. He is a Fellow of the Geological Society.

The Directors, other than Mr Bell, recommend Shareholders vote in favour of Resolution 3.

4. GLOSSARY OF TERMS

\$	Australian dollars.
AGM or Annual General Meeting or Meeting	The annual general meeting of Shareholders, or any meeting adjourned thereof, convened by the Notice.
Auditor	The auditor of the Company, being Grant Thornton Audit Pty Ltd.
Board	The board of Directors of the Company.
Chairman	The chairman of the Meeting.
Company	Jupiter Mines Limited ACN 105 991 740.
Corporations Act	<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 of Meeting.
Glossary	This glossary of terms.
Notice or Notice of Meeting	This notice of Annual General Meeting.
Proxy Form	The proxy form accompanying the Notice of Meeting.
Resolution	A resolution set out in the Notice.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A holder of Shares.
WST	Western Standard Time, being the time in Perth, Western Australia.

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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: +61 1300 554 474

PROXY FORM

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

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 of the person or body corporate you are appointing as your proxy

STEP 1

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 **3:00pm (WST) on Tuesday, 28 July 2015 at the offices of Jupiter Mines Limited, Level 42, 108 St Georges Terrace, Perth, Western Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

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*
1 Re-election of Mr Soo-Cheol Shin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Paul Murray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Andrew Bell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2



* 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.

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).

STEP 3

JMSU PRX501A



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.

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 the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm (WST) on Sunday, 26 July 2015**, 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) as shown on the front of the Proxy Form).



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

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**