

Jupiter Mines Limited

24th July 2014

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2014 Annual General Meeting of the shareholders of Jupiter Mines Limited (the "Company") will be held at 2:00pm (WST) on Wednesday 27th August 2014 at the offices of the Institute of Chartered Accountants, Level 11, 2 Mill Street, Perth, Western Australia.

Notice of Meeting documents for the Annual General Meeting and Appointment of Proxy Form will be dispatched to all shareholders commencing today.

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 2014 ANNUAL GENERAL MEETING

Notice is hereby given that the 2014 Annual General Meeting (**AGM**) of the shareholders of Jupiter Mines Limited (**Company**) will be held at **2:00pm (WST)** on **Wednesday, 27 August 2014** at the offices of the Institute of Chartered Accountants, Level 11, 2 Mill Street, 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 2014.

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 2014, 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 PRIYANK THAPLIYAL

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

“That Mr Priyank Thapliyal, 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

A handwritten signature in black ink, appearing to read 'M North', written over a horizontal line.

**Melissa North
Company Secretary**

24 July 2014

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 2:00pm (WST) on Monday, 25 August 2014) 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 5:00pm (WST) on Monday, 25 August 2014. 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), Friday, 22 August 2014.**

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 2014 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 THAPLIYAL

The Company's Constitution requires that, given the current structure of the Board, at least one Director, excluding a Director appointed since the last AGM and an incumbent Managing Director, if any, must retire each year. The retiring Director is then eligible to offer himself for re-election by the Shareholders.

Priyank Thapliyal was appointed as a Director of the Company on 8 June 2008 and was re-elected at the Company's 2011 annual general meeting.

Mr Thapliyal is the Chief Executive Officer of Jupiter Mines Limited. Mr Thapliyal has been charged with implementing the Pallinghurst Resources Steel Making Materials strategy through Jupiter.

Mr Thapliyal, a founding partner of Pallinghurst Advisors LLP, joined Sterlite Industries in 2000 as a US\$100 million firm, serving as deputy to the owner Mr. Anil Agarwal. He implemented the strategies that led to Sterlite becoming Vedanta Resources plc (including its US\$870 million London IPO), a FTSE 100 company which was valued at US\$7.5 billion at the time of his departure in October 2005.

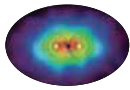
Mr Thapliyal led Vedanta's US\$50 million investment in Konkola Copper Mines, Zambia, in 2004, a stake currently valued at more than US\$1 billion. Priyank was a former mining and metals investment banker with CIBCWM, Toronto Canada and is a qualified Metallurgical Engineer, MBA (Western Ontario, Canada) and former Falconbridge employee.

The Directors, other than Mr Thapliyal, recommend Shareholders vote in favour of this Resolution.

2. 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 (Cth).</i>
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.



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



All enquiries to: Telephone: +61 1300 554 474

SHAREHOLDER 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 of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at **2:00pm (WST) on Wednesday, 27 August 2014**, at the Institute of Chartered Accountants, Level 11, 2 Mill Street, Perth, Western Australia and at any adjournment or postponement of the meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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

STEP 2

VOTING DIRECTIONS

Resolution 1

Re-election of Mr Priyank Thapliyal

For

Against

Abstain*

* 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)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

JMSU PRX401



HOW TO COMPLETE THIS 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 a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

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.

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 **2:00pm (WST) on Monday, 25 August 2014**, 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.

**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.**