

JUPITER MINES LIMITED ABN 51 105 991 740

Suite 3, Level 42, 108 St Georges Terrace, Perth, WA, 6000

Ph: 08 9346 5500 Fax: 08 9481 5933 Email: info@jupitermines.com

28th September 2011

The Manager

Company Announcements Office
Australian Stock Exchange Limited
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Via ASX Online

RE: Notice of Annual General Meeting

Notice is hereby given that the 2011 Annual General Meeting of the shareholders of Jupiter Mines Limited (the "Company") will be held at 09:00am WST on Friday 11th November 2011 at the offices of the Company's independent auditor, Grant Thornton, Level 1, 10 Kings Park Road, West Perth, Western Australia.

Notice of Meeting documents for the Annual General Meeting and Appointment of Proxy form will be dispatched to all shareholders commencing on 10th October 2011.

For and on behalf of the Directors of Jupiter Mines Limited

Matt Finkelstein
Company Secretary & CFO

JUPITER MINES LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2011 Annual General Meeting (AGM) of the shareholders of Jupiter Mines Limited (Company) will be held at 9:00am (WST) on Friday, 11 November 2011 at the offices of the Company's independent auditor, Grant Thornton, Level 1, 10 Kings Park Road, West Perth, Western Australia.

A. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report for the year ended 30 June 2011.

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 for the year ended 30 June 2011, on the website of the Company (www.jupitermines.com), under "Investor Relations" and then under "Annual Report".

B. QUESTIONS AND COMMENTS

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.

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C. ITEMS FOR APPROVAL

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.”

RESOLUTION 2: RE- ELECTION OF MR SUN MOON WOO

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

“That, Mr Sun Moon Woo, 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: ADOPTION OF REMUNERATION REPORT

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

“That, the Remuneration Report for the year ended 30 June 2011 (set out in the Directors’ Report) is adopted.”

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 3:

- by or on behalf of a member of the ‘key management personnel’¹ (KMP) whose remuneration is included in the Remuneration Report;
- by or on behalf of a closely related party² (such as close family members and any controlled companies) of a member of KMP whose remuneration is included in the Remuneration Report; or
- as a proxy of any of the above.

However, the Company need not disregard a vote cast on **Resolution 3** if it is cast as a proxy for a person who is entitled to vote, in accordance with the directions (For, Against or Abstain) on the proxy appointment.

If a shareholder appoints the Chairman of the Meeting as their proxy in relation to Resolution 3, but does not complete any of the boxes ‘for’, ‘against’ or ‘abstain’ opposite that resolution on the proxy appointment, the shareholder will be directing the Chair of the Meeting to vote in favour of Resolution 3, and the Chair of the Meeting will vote in this way. If a shareholder wishes to appoint the Chair of the Meeting as their proxy with a direction to vote against, or to abstain from voting on

¹ ‘key management personnel’ has the meaning as defined in Section 9 of the *Corporations Act 2001*.

² ‘closely related party’ has the meaning as defined in Section 9 of the *Corporations Act 2001*.

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Resolution 3, the shareholder should specify this by completing the 'against' or 'abstain' box on the proxy appointment.

By order of the Board
Matt Finkelstein
Company Secretary
Dated: 28 September 2011

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Notes:

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 of the Company.
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 9:00am (WST) on Wednesday, 9 November 2011) or any adjournment. Any Proxy Form received after this deadline, including at the AGM, will be invalid. The Proxy Form must be received by either 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
Level 12, 680 George Street
Sydney South NSW 2000

Online <https://investorcentre.linkmarketservices.com.au>

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.
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 4:00pm (WST) on Wednesday, 9 November 2011. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the meeting.

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9. If you wish a question to be put to the Chairman of the Meeting or Auditor and you are not able to attend the Meeting, please email your question to the Company Secretary at mfinkelstein@jupitermines.com. To allow time to collate questions and prepare answers, questions are to be received by the **Company Secretary by 5:00pm (Perth time), Monday, 7th November 2011.**

The Notice of 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.

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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 2011 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.

RESOLUTIONS 1 AND 2: RE-ELECTION OF DIRECTORS

The ASX Listing Rules require that the Company hold an election of Directors at least once per year. 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 retiring Director is then eligible to offer themselves for re-election by the shareholders.

Re-election of Mr Priyank Thapliyal

Priyank Thapliyal was appointed as a Director of the Company on 4 June 2008.

Mr Thapliyal has been charged with implementing the Pallinghurst Resources Steel Feed Consolidation strategy through Jupiter. Mr Thapliyal, a founding partner of Pallinghurst Resources LLP, joined Sterlite Industries in 2000 as a USD 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 USD 870 million London IPO), a FTSE 100 company which was valued at USD 7.5 billion at the time of his departure in October 2005.

Mr Thapliyal led Vedanta's USD 50 million investment in Konkola Copper Mines, Zambia, in 2004, a stake currently valued at more than USD 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, with Mr Priyank Thapliyal abstaining, recommend Shareholders vote in favour of this Resolution.

Re-election of Mr Sun Moon Woo

Sun Moon Woo was appointed as a Director of the Company on 21 September 2009.

Mr Woo holds a Masters Degree in Mining Engineering and joined POSCO in 1983. Mr Woo has worked in the Raw Material Purchasing Division and Investment Division of POSCO for 27 years. Mr Woo has extensive experience in the natural resources industry and has experience in the management of iron ore and coal projects in Australia as a Managing Director of POSA.

The Directors, with Mr Sun Moon Woo abstaining, recommend Shareholders vote in favour of this Resolution.

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RESOLUTION 3: ADOPTION OF REMUNERATION REPORT

Section 250R(2) of the Corporations Act 2001 requires the shareholders to vote on an advisory resolution that the Remuneration Report be adopted.

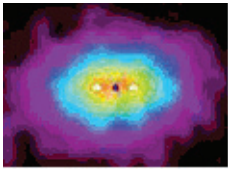
The Remuneration Report details the remuneration policy for the Company and reports the remuneration arrangements for Key Management Personnel that includes Directors (identified for the purposes of the Accounting Standards) and other Jupiter employees. The Remuneration Report is available in the Company's 2011 Annual Report.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

If there is a vote of 25% or more against the Remuneration Report, and another vote of 25% or more at the 2012 AGM, then a resolution will be put to the 2012 AGM to put the Board (other than the Managing Director) up for re-election.

Key management personnel (and their closely related parties) whose remuneration details are contained in the Remuneration Report are excluded from voting on this resolution except where exercising a directed proxy on behalf of persons whose remuneration details are not included in the Remuneration Report.

The Directors recommend Shareholders vote in favour of this Resolution.



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: 1300 554 474 **Overseas:** +61 2 8280 7111



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SECURITYHOLDER VOTING 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 Meeting¹ (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 securityholder) 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 **9:00am (WST) on Friday, 11 November 2011, at Grant Thornton, Level 1, 10 Kings Park Road, West Perth, Western Australia** and at any adjournment or postponement of the meeting.



¹ If a shareholder appoints the Chairman of the Meeting as their proxy in relation to Resolution 3, but does not complete any of the boxes 'for', 'against' or 'abstain' opposite that resolution on the proxy appointment, the shareholder will be directing the Chair of the Meeting to vote in favour of Resolution 3, and the Chair of the Meeting will vote in this way. If a shareholder wishes to appoint the Chair of the Meeting as their proxy with a direction to vote against, or to abstain from voting on Resolution 3, the shareholder should specify this by completing the 'against' or 'abstain' box on the proxy appointment.

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

	For	Against	Abstain ²
Resolution 1 Re-Election of Mr Priyank Thapliyal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-Election of Mr Sun Moon Woo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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.

STEP 3

SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).

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HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities 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 securityholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You should 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.

If the Chairman of the meeting or another of the Key Management Personnel of the company or their closely related parties is your proxy, that person will not vote your shares on Resolution 3 (Remuneration Report) if you have not directed them how to vote on that item.

Key Management Personnel of the company are the Directors and those 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 to 30 June 2011. Their closely related parties are defined in the *Corporations Act 2001* (Cth), and include certain of their family members, dependants and companies they control.

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 security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities 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.
- (b) 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 securityholder 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 security 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 **9:00am (WST) on Wednesday, 9 November 2011**, 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, securityholders 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, Level 12, 680 George Street, Sydney NSW 2000.

**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.**