

Level 2, 72 Kings Park Road, West Perth, WA, 6005

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1st March 2011

The Manager

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

Via ASX Online

NOTICE OF EGM- April 6th "Placement of \$50mm at \$0.70"

The Directors of Jupiter Mines Limited (ASX: JMS – "Jupiter") are pleased to announce a meeting of the Company shareholders to vote on the following Resolutions.

Resolution 1 - ratification of the previous placement of Shares at \$0.70 cents to sophisticated investors and professional investors

Resolution 2 – approval for the issue of Shares to related parties at \$0.70

The Meeting will be held on 6th April 2011 at 11.00am (WST) at the offices of the Company's independent auditor, Grant Thornton – Level 1, 10 Kings Park Road, West Perth WA.

Meeting materials and Proxy form which will be dispatched to all shareholders from March 3rd 2011, a copy of the Notice of Meeting and Explanatory Memorandum are attached in accordance with the ASX listing rules.

For and on behalf of the Directors of Jupiter Mines Limited

Robert J Benussi
Company Secretary

JUPITER MINES LIMITED

ACN 105 991 740

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of members of Jupiter Mines Limited (**Company**) will be held at 11:00am (Perth time) on 6 April 2011 at the offices of Grant Thornton, Level 1, 10 Kings Park Road, West Perth, Western Australia 6005.

The Explanatory Statement which accompanies and forms part of this Notice of Meeting provides further information about the matters to be considered at the General Meeting.

A list of defined terms used in this Notice of Meeting is set out in section 4 of the Explanatory Statement.

AGENDA

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

Resolution 1 - ratification of the previous placement of Shares to sophisticated investors and professional investors

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 140,761,761 fully paid ordinary shares in the Company at an issue price of \$0.70 per share to sophisticated investors and professional investors as announced by the Company on 31 January 2011, on the terms and conditions referred to in the Explanatory Statement accompanying this Notice of Meeting.

Resolution 2 – approval for the issue of Shares to related parties

That, for the purposes of ASX Listing Rules 7.1 and 10.11, Chapter 2E of the Corporations Act and for all other purposes, the Shareholders approve the issue of a total of 73,578,572 fully paid ordinary shares in the Company at an issue price of \$0.70 per share to the following:

- (a) Pallinghurst Steel Feed (Dutch) B.V.;
- (b) Investec Bank Limited;
- (c) HJM Jupiter, LP;
- (d) FRK Jupiter, LP;

- (e) Pallinghurst EMG African Queen L.P. (or its nominees); and
- (f) Priyank Thapliyal,

each of whom the Directors consider to be a related party of the Company, on the terms and conditions referred to in the Explanatory Statement accompanying this Notice of Meeting.

Voting exclusion statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on the respective resolutions by the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
Resolution 1 - ratification of the previous placement of Shares to sophisticated investors and professional investors	A person who participated in the placement and any associate of such person..
Resolution 2 – approval for the issue of Shares to related parties	A person who is to receive the Shares and any associate of such person..

However, the Company need not disregard a vote if:

- (a) it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or
- (b) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form.

Explanatory Statement

Shareholders are referred to the Explanatory Statement accompanying and forming part of this Notice of Meeting which contains information regarding the Resolutions. Shareholders should read this Notice of Meeting and the Explanatory Statement carefully and in their entirety.

Voting and proxies

Eligibility to vote

For the purposes of determining entitlement to vote at the General Meeting, those persons who are registered as the holders of Shares in the Company at 5:00pm (Perth time) on 4 April 2011 will be regarded as Shareholders.

Appointing a proxy

If you are entitled to attend and vote at the General Meeting, you can appoint a proxy to attend and vote on your behalf. A proxy need not be a Shareholder of the Company and may be an individual or a body corporate.

If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If more than one proxy is present at the General Meeting, neither may vote on a show of hands.

A proxy form accompanies this Notice of Meeting.

Lodging your proxy form

For the appointment of a proxy to be effective, you must return your completed proxy form (and, if the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed or a certified copy) to Link Market Services Limited by 11:00am (Perth time) on 4 April 2011.

You can send your completed proxy form to Link Market Services Limited by returning it to:

Registered office: Jupiter Mines Limited
C/- Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000

Facsimile number: (02) 9287 0309

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

Online: by visiting www.linkmarketservices.com.au

Select the 'Proxy Voting' option on the top right of the home page. Select Jupiter Mines Limited from the drop down menu titled "Issuer", enter your holding details as shown on your proxy form and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need

their "Holder Identifier" (Security Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of your Proxy Form). You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

If you appoint a proxy, you may still attend the General Meeting. However, your proxy's rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the General Meeting.


Corporate Shareholders

A Shareholder who is a body corporate who wishes to appoint a representative to attend the General Meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the Shareholder's representative. The representative should bring to the General Meeting evidence of his or her appointment including any authority under which the appointment is signed, unless previously given to the Company. Shareholders can download and fill out the 'Appointment of Corporate Representation' form from the website of the share registry of the Company at www.linkmarketservices.com.au/public/forms/general.html.

How the Chairman of the General Meeting will vote undirected proxies

The Chairman of the General Meeting will vote all undirected proxies in favour of Resolutions 1 and 2.

By order of the Board



Robert J Benussi
Company Secretary
Jupiter Mines Limited
1 March 2011

JUPITER MINES LIMITED

ACN 105 991 740

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders of Jupiter Mines Limited (**Company**) in connection with the business to be conducted at the General Meeting of the Company to be held at 11:00am (Perth time) on 6 April 2011 at the offices of Grant Thornton, Level 1, 10 Kings Park Road, West Perth, Western Australia 6005.

This Explanatory Statement is important and should be read in conjunction with the accompanying Notice of Meeting. It contains an explanation of and information about the Resolutions to be considered at the General Meeting.

A list of defined terms used in this Explanatory Statement is set out in section 4 of this Explanatory Statement.

1 BACKGROUND

1.1 Placement

On 31 January 2011, the Company announced a capital raising by way of a placement to sophisticated investors and professional investors (**Placement**). As disclosed in the announcement, the Placement will be conducted in two parts:

- (a) a first tranche offer, which has already been completed, to issue 140,761,761 Shares to professional investors and sophisticated investors to raise approximately \$98.5 million (**Tranche 1**);
- (b) a second tranche offer, which will be completed if Resolution 2 is approved, to issue a total of 71,428,572 Shares to PSF, Investec, HJM, FRK, APG and 2,150,000 Shares to Priyank Thapliyal, a Director of the Company (**Tranche 2**). The issue of Shares to PSF is also subject to approval from FIRB and the issue of Shares to Investec is subject to approval from FIRB and SARB.

The subscription price of the Shares under the Placement (both Tranches 1 and 2) is \$0.70 per Share.

1.2 Tranche 1

The Shares forming part of Tranche 1 were issued to sophisticated investors and professional investors. The Shares issued under Tranche 1 were issued by the Company within the limit of 15% of its issued capital that the Company may issue in any 12 month period without shareholder approval in accordance with ASX Listing Rule 7.1.

If Resolution 1 is approved, the issue of the Shares under Tranche 1 will be ratified which will refresh the ability of the Company to issue further Shares up to the 15% limit in a subsequent 12 month period without shareholder approval.

If Resolution 1 is not approved, the Company will not be able to issue any further Shares without Shareholder approval for a period of 12 months from the date the Tranche 1 Shares were issued, except as allowed by the ASX Listing Rules.

1.3 **Tranche 2**

Under Tranche 2, the Company expects to raise a further amount of approximately \$51.5 million from the issue of 73,578,572 Shares.

If Resolution 2 is approved, the Tranche 2 Shares will not be counted within the limit of 15% of the issued capital of the Company that may be placed by the Company without shareholder approval in a subsequent 12 month period in accordance with ASX Listing Rule 7.1.

The issue of Shares to PSF is also subject to approval from FIRB and the issue of Shares to Investec is subject to approval from FIRB and SARB. If PSF or Investec do not receive the necessary approvals, they will not be issued with Shares under Tranche 2.

Resolution 1 and Resolution 2 are not related Resolutions. Resolution 2 may be approved without Resolution 1 being approved and vice versa.

1.4 **Use of funds raised**

The funds raised from the Placement will be used by the Company for the following purposes:

- (a) to develop the Company's 49.9% owned Tshipi Borwa project which is located in the Kalahari Manganese Field in South Africa;
- (b) to fast-track the 100% owned Mount Ida Magnetite Project and Mount Mason DSO Iron Project located in the Central Yilgarn region of Western Australia; and
- (c) for general working capital purposes.

2 **BUSINESS OF THE MEETING**

2.1 **Resolution 1 – ratification of the previous placement of shares to sophisticated investors and professional investors**

(a) **Shareholder ratification**

Resolution 1 seeks Shareholder ratification of the Shares issued to sophisticated investors and professional investors under Tranche 1 of the Placement announced on 31 January 2011.

(b) **Listing Rule 7.4**

- (i) Listing Rule 7.1 provides that a listed company must not, without prior approval of its shareholders, issue securities if the number of securities issued, or when aggregated with the number of securities issued by the company during the previous 12 months, exceeds 15% of the number of securities on issue at the commencement of that 12 month period.
- (ii) Listing Rule 7.4 provides that an issue of securities made by a listed company without the prior approval of its shareholders may be treated as having been made with shareholder approval if:
 - (A) at the time the issue took place, it did not breach Listing Rule 7.1; and
 - (B) the shareholders of the company, in general meeting, subsequently ratify the issue of the shares.
- (iii) The issue of the Tranche 1 Shares was made in accordance with Listing Rule 7.1, accordingly, Resolution 1 is proposed for the purpose of ratifying the issue of the Tranche 1 Shares thereby permitting the Company to issue securities up to the 15% limit in any subsequent 12 month period without shareholder approval.

(c) **Listing Rule disclosures**

Listing Rule 7.5 requires that the following information relating to the Tranche 1 Shares be provided to shareholders for the purposes of obtaining shareholder approval pursuant to Listing Rule 7.4:

- (i) 140,761,761 Shares were issued under Tranche 1.
- (ii) The Tranche 1 Shares were issued at a price of \$0.70 per Share.
- (iii) The Tranche 1 Shares are fully paid ordinary shares which rank equally with the Company's existing Shares on issue.
- (iv) The funds raised from the Tranche 1 issue are to be used by the Company for the purposes described above in section 1.4
- (v) The Tranche 1 Shares were issued to sophisticated investors and professional investors who are clients of Southern Cross Equities Limited, Fosters Stockbroking Pty Ltd and Investec Bank (Australia) Limited and are not related parties of the Company.
- (vi) A voting exclusion statement relating to Resolution 1 is included in the Notice of Meeting.

2.2 Resolution 2 - approval of the issue of shares to a related party

(a) **Shareholder approval**

Resolution 2 seeks Shareholder approval, for the purpose of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act, for the issue of Shares to the following related parties:

Name	No. of Shares to be issued
Pallinghurst Steel Feed (Dutch) B.V.	7,857,143
Investec Bank Limited	10,714,286
HJM Jupiter, LP	5,000,000
FRK Jupiter, LP	5,000,000
Pallinghurst EMG African Queen L.P. (or its nominees)	42,857,143
Priyank Thapliyal	2,150,000

If Resolution 2 is approved, the above related parties will be issued with Shares as part of Tranche 2, however, the issue of Shares to PSF is also subject to approval from FIRB and the issue of Shares to Investec is subject to approval from FIRB and SARB.

(b) **Related parties**

(i) **PSF, HJM, FRK and Investec**

PSF, HJM, FRK Investec, EMG and POSCO (or related entities of each) (collectively the **Pallinghurst Co-Investors**) are parties to a voting pool agreement or similar arrangement, which governs the relationship between each of the Pallinghurst Co-Investors. Each Pallinghurst Co-Investor retains legal title and influence over their individual interests in each investment, however, under the voting pool agreement the Pallinghurst Co-Investors must confer before voting at a meeting of shareholders (although voting is not required to be made in conjunction). The Directors consider that the Pallinghurst Co-Investors are related parties of the Company for the purposes of the Corporations Act because of the existence of the voting pool agreement.

(ii) **APG**

The Directors consider that APG is a related party of the Company for the purposes of the Corporations Act on the basis that APG takes investment advice from an investment committee and a Director of the Company is a member of that investment committee.

(iii) **Priyank Thapliyal**

As a Director of the Company, Mr Thapliyal is a related party of the Company.

(c) **Approval under Listing Rule 10.11**

Under Listing Rule 10.11, the Company must obtain the approval of its shareholders by ordinary resolution before it can issue securities to a related party or a person whose relationship with the Company or a related party is, in the opinion of the ASX, such that shareholder approval should be obtained.

As each of PSF, HJM, FRK, Investec and Mr Thapliyal is a related party, the proposed issue of Shares to each of them requires shareholder approval under Listing Rule 10.11.

(d) **Listing Rule disclosure**

Listing Rule 10.13 requires the following information concerning the issue of Shares to the related parties be included in the Notice of Meeting:

- (i) The Shares will be issued to each of the related parties (or their respective nominees) in the numbers set out above in section 2.2(a). Each is a related party of the Company.
- (ii) The maximum number of Shares that will be issued to each related party recipient is set out above in section 2.2(a).
- (iii) It is expected that each related party will be issued with the Shares agreed to be subscribed for by that related party immediately following the date of the General Meeting and, in any event, no Shares will be issued to any subscriber under Tranche 2 more than one month after the date of the General Meeting.
- (iv) The price per Share to be paid by each related party will be \$0.70.
- (v) The funds raised by the issue of the Shares to the related parties will be used by the Company for the purposes described above in section 1.4.
- (vi) The Shares to be issued are fully paid ordinary shares which will rank equally with the Company's existing Shares on issue.
- (vii) A voting exclusion statement relating to Resolution 2 is included in the Notice of Meeting.

(e) **Approval under Chapter 2E of the Corporations Act**

(i) **Overview**

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company.

A "financial benefit" is defined broadly in the Corporations Act and includes a public company issuing securities. A "related party" is also defined broadly to include a party that does or may control a public company at any time in the future.

Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless one of a number of exceptions applies.

Where no exception is applicable, section 208 of the Corporations Act provides that for a public company to give a financial benefit to a related party of the company, the public company must:

- (A) obtain the approval of members in the way set out in sections 217 to 227 of the Corporations Act; and
- (B) give the benefit within 15 months after the approval is obtained.

(ii) **Information for Shareholders required under the Corporations Act**

For the purposes of section 217 to 227 of the Corporations Act, the following information (current as at the date of this Notice of Meeting and Explanatory Statement) is provided to allow Shareholders sufficient information to determine whether they should approve Resolution 2:

- (A) the proposed financial benefit is to be given to PSF, HJM, FRK, Investec, APG and Mr Thapliyal;
- (B) the proposed financial benefit arises because the Company will issue Shares to PSF, HJM, FRK, Investec, APG and Mr Thapliyal if Resolution 2 is passed;
- (C) the Directors consider that PSF, HJM, FRK, Investec and APG are related parties of the Company for the purposes of the Corporations Act for the reasons set out in section 2.2(b) above;
- (D) each of the Directors consider that the issue of the Shares under Tranche 2 is in the best interests of the Company as the capital raised will fully fund the development of the Tshipi Borwa project and assist in the development of the Mount Ida Magnetite Project and Mount Mason DSO Iron Project as referred to in section 1.4. The Directors recommend that Shareholders vote in favour of Resolution 2;
- (E) the Directors advise that their shareholding in the Company's shares as at 16 February 2011 is as follows:

Director	Direct interests in ordinary shares	Indirect interests in ordinary shares	Options over ordinary shares
Mr Paul Murray	259,375	720,625	1,500,000
Mr Andrew Bell	Nil	83,734,165	Nil
Mr Priyank Thapliyal	8,867,080	Nil	Nil
Mr Sun Moon Woo	Nil	327,210,775	Nil
Mr Brian Gilbertson	Nil	293,163,691	Nil

(F) as required by ASIC Regulatory Guide 74, as at the date of this Notice of Meeting and Explanatory Statement the Directors advise that their interests in Resolution 2 are as follows:

Director	Interests
Mr Paul Murray	Nil
Mr Andrew Bell	Nil
Mr Priyank Thapliyal	<ul style="list-style-type: none"> • Director of PSF • Director of JKML which has a 49.9% shareholding in Tshipi • Director of Tshipi which owns the Tshipi Borwa project • Holds shares in PRL
Mr Sun Moon Woo	<ul style="list-style-type: none"> • Director of POSA
Mr Brian Gilbertson	<ul style="list-style-type: none"> • Director of PRL • Director of Tshipi which owns the Tshipi Borwa project • Holds shares in PRL

3 RECOMMENDATIONS

The Directors recommend approval of all Resolutions and that eligible Shareholders vote in favour of each Resolution

4 GLOSSARY

In the Notice of Meeting and this Explanatory Statement the following expressions have the following meanings:

APG means Pallinghurst EMG African Queen L.P. and, where the context requires, its nominees.

ASIC means the Australian Securities and Investments Commission.

associate has the meaning given by Division 2 of Part 1.2 of the Corporations Act.

ASX means ASX Limited ACN 008 624 691 or the stock market conducted by ASX Limited (as the context requires).

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX.

Board means the board of Directors of the Company.

Company means Jupiter Mines Limited ACN 105 991 740.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means each of the Directors of the Company.

EMG means the Energy and Minerals Group and, where the context requires, its nominees.

Explanatory Statement means this Explanatory Statement.

FIRB means the Foreign Investment Review Board.

FRK means FRK Jupiter, LP and, where the context requires, its nominees.

General Meeting means the meeting of the Company to be convened pursuant to the Notice of Meeting.

HJM means HJM Jupiter, LP and, where the context requires, its nominees.

Investec means Investec Bank Limited a company incorporated in South Africa with registration number 1969/004763/06 and, where the context requires, its nominees.

JKML means Jupiter Kalahari (Mauritius) Limited.

Notice of Meeting means the notice of meeting that accompanies this Explanatory Statement.

POSA means POSCO Australia Pty Ltd ACN 002 062 160 a wholly owned subsidiary of POSCO.

POSCO means the Pohang Iron and Steel Company, a company incorporated in South Korea and, where the context requires, its nominees.

PRL means Pallinghurst Resources Limited which is the 100% owner of PSF

professional investor has the meaning given in the Corporations Act.

PSF means Pallinghurst Steel Feed (Dutch) B.V. and where the context requires, its nominees.

related party has the meaning given by the ASX Listing Rules.

Resolutions means the Resolutions as set out in the Notice of Meeting.

SARB means the South African Reserve Bank.

Share means a fully paid ordinary share in the capital of the Company.

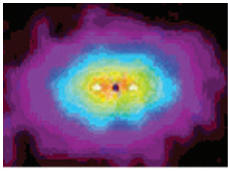
Shareholder means a registered holder of Shares in the Company.

sophisticated investor has the meaning given in section 708(8) of the Corporations Act.

Tranche 1 Shares means the Shares issued under Tranche 1.

Tranche 2 Shares means the Shares to be issued under Tranche 2.

Tshipi means Tshipi é Ntle Manganese Mining (Proprietary) Limited, a company incorporated in South Africa with registration number 2008/003117/07.



Jupiter Mines Limited
ABN 51 105 991 740

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



X99999999999

SHAREHOLDER 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 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 General Meeting of the Company to be held at **11:00am (Perth Time) on Wednesday, 6 April 2011**, at Grant Thornton, Level 1, 10 Kings Park Road, West Perth, Western Australia 6005 and at any adjournment or postponement of the meeting.

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 **X**

STEP 2 **VOTING DIRECTIONS**

	For	Against	Abstain*
Resolution 1 Ratification of the previous placement of Shares to sophisticated investors and professional investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval for the issue of Shares to related parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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 **IMPORTANT - VOTING EXCLUSIONS**

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of Item 2 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of that Item and that votes cast by him/her for that Item, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 2 and your votes will not be counted in calculating the required majority if a poll is called on this Item.
The Chairman of the Meeting intends to vote undirected proxies in favour of Item 2.

STEP 4 **SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED**

Shareholder 1 (Individual) <input type="text"/>	Joint Shareholder 2 (Individual) <input type="text"/>	Joint Shareholder 3 (Individual) <input type="text"/>
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 PRX102



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:

- (a) 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.
- (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 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 **11:00am (Perth Time) on Monday, 4 April 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

Select the 'Proxy Voting' option on the top right of the home page. Choose the company you wish to lodge your vote for from the drop down menu, enter your holding details as shown on this form, 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, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the General Meeting, please bring this form with you.
This will assist in registering your attendance.