Rule 5.3

Appendix 5BMining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001.

Name of entity

Jupiter Mines Limited

ABN Quarter ended ("current quarter")

51 105 991 740

30th June 2009

Consolidated statement of cash flows

| Cash flows related to operating activities \$A'000 \$A'000 | | | Current quarter | Year to date (12 months) |
|--|-----------------------------|--|-----------------|---|
| 1.2 Payments for | | Cash flows related to operating activities | | , |
| (a) exploration and evaluation (b) development (c) production (d) administration (555) (2,500) 1.3 Dividends received (555) (2,500) 1.4 Interest and other items of a similar nature received (54 (377)) 1.5 Interest and other costs of finance paid (555) (555) 1.7 Other (provide details if material) (555) (555) 1.8 Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets (b) equity investments (c) other fixed assets (c) othe | 1.1 | Receipts from product sales and related debtors | | |
| (a) exploration and evaluation (b) development (c) production (d) administration (555) (2,500) 1.3 Dividends received (555) (2,500) 1.4 Interest and other items of a similar nature received (54 (377)) 1.5 Interest and other costs of finance paid (555) (555) 1.7 Other (provide details if material) (555) (555) 1.8 Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets (b) equity investments (c) other fixed assets (c) othe | | | - | - |
| (b) development (c) production (d) administration (d) administration (555) (2,500) 1.3 Dividends received 1.4 Interest and other items of a similar nature received 54 377 1.5 Interest and other costs of finance paid 1.6 Income taxes paid 1.7 Other (provide details if material) - GST refund - exploration and evaluation refund - exploration and evaluation refund Net operating cash flows Cash flows related to investing activities 1.8 Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets (c) other fixed assets (d) prospects (e) equity investments (f) equity investments (g) other fixed assets (g) for equity investments (h) equity inv | 1.2 | Payments for | | |
| (c) production - | | (a) exploration and evaluation | (161) | (2,835) |
| (d) administration (555) (2,500) 1.3 Dividends received (2,500) 1.4 Interest and other items of a similar nature received 54 377 1.5 Interest and other costs of finance paid - - 1.6 Income taxes paid - - 1.7 Other (provide details if material) - - - GST refund 41 460 - exploration and evaluation refund - 161 Net operating cash flows Cash flows related to investing activities 1.8 Payment for purchases of: - (8) (a) prospects - (8) (8) (b) equity investments - - - (c) other fixed assets 8 (84) 1.9 Proceeds from sale of: - - (a) prospects - - - (b) equity investments - - - (c) other fixed assets - - - | | (b) development | - | - |
| 1.3 Dividends received 54 377 1.4 Interest and other items of a similar nature received 54 377 1.5 Interest and other costs of finance paid - - 1.6 Income taxes paid - - 1.7 Other (provide details if material) 41 460 - GST refund 41 460 - exploration and evaluation refund - 161 Net operating cash flows (621) (4,337) Cash flows related to investing activities 1.8 Payment for purchases of: | | (c) production | - | - |
| 1.4 Interest and other items of a similar nature received 54 377 1.5 Interest and other costs of finance paid - - 1.6 Income taxes paid - - 1.7 Other (provide details if material) - 41 460 - exploration and evaluation refund - 161 Net operating cash flows (621) (4,337) Cash flows related to investing activities 1.8 Payment for purchases of: | | (d) administration | (555) | (2,500) |
| Teceived 54 377 1.5 Interest and other costs of finance paid - - - - | 1.3 | Dividends received | | |
| 1.5 Interest and other costs of finance paid - - - 1.6 Income taxes paid - - - 1.7 Other (provide details if material) - - - 1.7 Coss refund 41 460 - - 161 Net operating cash flows (621) (4,337) Cash flows related to investing activities 1.8 Payment for purchases of: - (8) (a) prospects - - (8) (b) equity investments - - - (c) other fixed assets - - - 1.10 Loans to other entities - - - 1.11 Loans repaid by other entities - - - 1.12 Other (provide details if material) - - - Net investing cash flows (8) (92) 1.13 Total operating and investing cash flows (carried) | 1.4 | | | |
| 1.6 Income taxes paid - - 1.7 Other (provide details if material) 41 460 - GST refund - 161 Net operating cash flows (621) (4,337) Cash flows related to investing activities 1.8 Payment for purchases of: | | received | 54 | 377 |
| 1.7 Other (provide details if material) 41 460 - GST refund - exploration and evaluation refund - 161 Net operating cash flows Cash flows related to investing activities 1.8 Payment for purchases of: | 1.5 | · | - | - |
| - GST refund - exploration and evaluation refund - exploration and evaluation refund - exploration and evaluation refund - 161 Net operating cash flows Cash flows related to investing activities 1.8 Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets (d) (equity investments (d) prospects (equity investments | | • | - | - |
| - exploration and evaluation refund Net operating cash flows Cash flows related to investing activities 1.8 Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets (c) other fixed assets (d) prospects (e) equity investments (f) other fixed assets (h) equity investments (h) equity invest | 1.7 | | | |
| Net operating cash flows Cash flows related to investing activities 1.8 Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets (8) 1.9 Proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets (a) prospects (b) equity investments (c) other fixed assets (a) prospects (b) equity investments (c) other fixed assets (c) other entities (d) therefore a control of the provide details if material) (e) Other (provide details if material) (f) Net investing cash flows (g) (g2) 1.13 Total operating and investing cash flows (carried) | | | 41 | |
| Cash flows related to investing activities 1.8 Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets (d) prospects (e) proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets (d) equity investments (e) other fixed assets (f) equity investments (g) other fixed assets (h) equity investments (h) equity inves | | - exploration and evaluation retund | - | 161 |
| 1.8 Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets (8) 1.9 Proceeds from sale of: (a) prospects (a) prospects (b) equity investments (c) other fixed assets 1.10 Loans to other entities 1.11 Loans repaid by other entities 1.12 Other (provide details if material) Net investing cash flows 1.13 Total operating and investing cash flows (carried) | | | | |
| (a) prospects (b) equity investments (c) other fixed assets (8) 1.9 Proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets | | Net operating cash flows | (621) | (4,337) |
| (b) equity investments (c) other fixed assets 1.9 Proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets 1.10 Loans to other entities 1.11 Loans repaid by other entities 1.12 Other (provide details if material) Net investing cash flows 1.13 Total operating and investing cash flows (carried) - (8) (84) - (84 | | • | (621) | (4,337) |
| (c) other fixed assets 1.9 Proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets | 1.8 | Cash flows related to investing activities | (621) | (4,337) |
| 1.9 Proceeds from sale of: (a) prospects - (b) equity investments - (c) other fixed assets - 1.10 Loans to other entities - 1.11 Loans repaid by other entities - 1.12 Other (provide details if material) - Net investing cash flows (8) (92) 1.13 Total operating and investing cash flows (carried) | 1.8 | Cash flows related to investing activities Payment for purchases of: | (621) | |
| (a) prospects - (b) equity investments - (c) other fixed assets | 1.8 | Cash flows related to investing activities Payment for purchases of: (a) prospects | - | |
| (b) equity investments - (c) other fixed assets | 1.8 | Cash flows related to investing activities Payment for purchases of: (a) prospects (b) equity investments | - | (8) |
| (c) other fixed assets 1.10 Loans to other entities 1.11 Loans repaid by other entities 1.12 Other (provide details if material) Net investing cash flows Total operating and investing cash flows (carried | | Cash flows related to investing activities Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets | - | (8) |
| 1.10 Loans to other entities | | Cash flows related to investing activities Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets Proceeds from sale of: | - | (8) |
| 1.11 Loans repaid by other entities | | Cash flows related to investing activities Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets Proceeds from sale of: (a) prospects (b) equity investments | - | (8) |
| 1.12 Other (provide details if material) Net investing cash flows Total operating and investing cash flows (carried | 1.9 | Cash flows related to investing activities Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets Proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets | - | (8) |
| Net investing cash flows 1.13 Total operating and investing cash flows (carried (8) (92) | 1.9 | Cash flows related to investing activities Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets Proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets Loans to other entities | - | (8) |
| 1.13 Total operating and investing cash flows (carried | 1.9 1.10 1.11 | Cash flows related to investing activities Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets Proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets Loans to other entities Loans repaid by other entities | - | (8) |
| | 1.9 1.10 1.11 | Cash flows related to investing activities Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets Proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets Loans to other entities Loans repaid by other entities | - | (8) |
| forward) (629) (4,429) | 1.9 1.10 1.11 1.12 | Cash flows related to investing activities Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets Proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets Loans to other entities Loans repaid by other entities Other (provide details if material) Net investing cash flows | (8) | (8) - (84) - - - - - |

⁺ See chapter 19 for defined terms.

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| 1.13 | Total operating and investing cash flows (brought forward) | (629) | (4,429) |
|------|--|-------|---------|
| | (a.oug.it io.iia.u) | (023) | (4,423) |
| | Cash flows related to financing activities | | |
| 1.14 | Proceeds from issues of shares, options, etc. | - | 1,000 |
| 1.15 | Proceeds from sale of forfeited shares | - | - |
| 1.16 | Proceeds from borrowings | - | - |
| 1.17 | Repayment of borrowings | - | - |
| 1.18 | Dividends paid | - | - |
| 1.19 | Other (provide details if material) - issue expenses paid | - | - |
| | Net financing cash flows | - | 1,000 |
| | Net increase (decrease) in cash held | (629) | (3,429) |
| 1.20 | Cash at beginning of quarter/year to date | 7,145 | 9,945 |
| 1.21 | Exchange rate adjustments to item 1.20 | | |
| 1.22 | Cash at end of quarter | 6,516 | 6,516 |

Payments to directors of the entity and associates of the directors. Payments to related entities of the entity and associates of the related entities.

| | | Current quarter \$A'000 |
|------|--|----------------------------|
| 1.23 | Aggregate amount of payments to the parties included in item 1.2 | 83 |
| 1.24 | Aggregate amount of loans to the parties included in item 1.10 | - |

1.25 Explanation necessary for an understanding of the transactions

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Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

| consolidated assets and habilities but did not involve cash hows |
|--|
| Nil |
| 1411 |
| |
| \mathbf{I} |

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

| _ | which the reporting chary has an interest |
|---|---|
| ľ | |
| ı | |
| ı | API |
| ı | Nil |
| ı | |
| ı | |
| ı | |
| ı | |
| ı | |

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⁺ See chapter 19 for defined terms.

Financing facilities available

Add notes as necessary for an understanding of the position.

| | | Amount available | Amount used |
|-----|-----------------------------|------------------|-------------|
| | | \$A'000 | \$A'000 |
| 3.1 | Loan facilities | Nil | N/A |
| 3.2 | Credit standby arrangements | 44 | 11 |

Estimated cash outflows for next quarter

| | Total | 190 |
|-----|----------------------------|---------|
| 4.2 | Development | - |
| 4.1 | Exploration and evaluation | 190 |
| | | \$A'000 |

Reconciliation of cash

| shown | nciliation of cash at the end of the quarter (as in the consolidated statement of cash flows) related items in the accounts is as follows. | Current quarter \$A'000 | Previous quarter \$A'000 |
|-------|--|----------------------------|-----------------------------|
| 5.1 | Cash on hand and at bank | 6,516 | 7,145 |
| 5.2 | Deposits at call | | |
| 5.3 | Bank overdraft | | |
| 5.4 | Other (provide details) | | |
| | Total: cash at end of quarter (item 1.22) | 6,516 | 7,145 |

Changes in interests in mining tenements

| | | Tenement reference | Nature of interest (note (2) | Interest at beginning of quarter | Interest at end of quarter |
|-----|--|--------------------|---------------------------------|--|-------------------------------------|
| 6.1 | Interests in mining tenements relinquished, reduced or lapsed | P37/6675 | Lapsed | 100% | 0% |
| 6.2 | Interests in mining tenements acquired or increased | E45/3440 | Application | N/A | N/A |

⁺ See chapter 19 for defined terms.

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Issued and quoted securities at end of current quarterDescription includes rate of interest and any redemption or conversion rights together with prices and dates.

| | | Total number | Number quoted | Issue price per security (see note 3) (cents) | Amount paid up per security (see note 3) (cents) |
|-----|---|--------------|------------------|---|--|
| 7.1 | Preference *securities (description) | Nil | N/A | N/A | N/A |
| 7.2 | Changes during quarter (a) Increases through issues | Nil | Nil | N/A | N/A |
| | (b) Decreases through returns of capital, buybacks, redemptions | Nil | N/A | N/A | N/A |
| 7.3 | +Ordinary securities | 240,385,875 | 169,207,544 | N/A | N/A |
| 7.4 | Changes during quarter (a) Increases through Conversion Total Conversions | Nil | Nil | N/A | N/A |
| | (b) Decreases through returns of capital, buybacks | Nil | Nil | N/A | N/A |
| | (c) Increases through release and quotation of restricted securities (released from escrow) | Nil | Nil | N/A | N/A |
| 7.5 | *Convertible debt securities (description) | Nil | N/A | N/A | N/A |
| 7.6 | Changes during quarter (a) Increases through issues | Nil | Nil | N/A | N/A |
| | (b) Decreases through securities matured, converted | Nil | Nil | N/A | N/A |

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⁺ See chapter 19 for defined terms.

| 7.7 | Options (description and | | | Exercise price | Expiry date |
|------|-------------------------------|------------|--------|----------------|-------------|
| | conversion factor) | | | | |
| | | | | | |
| | | 1,000,000 | Nil | 20 cents | 22/10/2009 |
| | | 500,000 | Nil | 20 cents | 21/12/2009 |
| | Employee Share Scheme | 1,500,000 | Nil | 20 cents | 29/12/2009 |
| | | 1,500,000 | Nil | 35 cents | 30/11/2010 |
| | | 3,700,000 | Nil | 35 cents | 31/12/2010 |
| | Employee Share Scheme | 1,000,000 | Nil | 20 cents | 21/11/2011 |
| | Employee Share Scheme | 1,000,000 | Nil | 25 cents | 21/11/2011 |
| | Employee Share Scheme | 1,000,000 | Nil | 35 cents | 21/11/2011 |
| | Employee Share Scheme | 900,000 | Nil | 20 cents | 24/11/2011 |
| | Employee Share Scheme | 200,000 | Nil | 30 cents | 24/12/2011 |
| | Employee Share Scheme | 600.000 | Nil | 25 cents | 23/07/2012 |
| | Employee Share Scheme | 800,000 | Nil | 25 cents | 03/09/2012 |
| | Employee Share Scheme | 600,000 | Nil | 30 cents | 03/09/2012 |
| | Employee Share Scheme | 600,000 | Nil | 35 cents | 03/09/2012 |
| | Employee Share Scheme | 200,000 | Nil | 25 cents | 03/10/2012 |
| | . , | 15,100,000 | | | |
| 7.0 | la a caral alcudos accessoras | , , | | | |
| 7.8 | Issued during quarter | Nil | Nil | N/A | N/A |
| | | | | 1471 | 14,71 |
| 7.0 | Encodered design according | | | | |
| 7.9 | Exercised during quarter | Nil | Nil | | N/A |
| | | | | N/A | , , , |
| | | | | 14// | |
| | , ., | | | | |
| 7.10 | Expired/cancelled during | Nil | Nil | | N/A |
| | quarter | I VIII | I VIII | N/A | 14/73 |
| | | | | 14/74 | |
| 744 | . . | N.P.I | N1/A | | |
| 7.11 | Debentures | Nil | N/A | | |
| | (totals only) | | | | |
| - | | | | | |
| 7.12 | Unsecured notes | Nil | N/A | | |
| | (totals only) | | | | |
| | | | | | |

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⁺ See chapter 19 for defined terms.

Compliance statement

- This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).
- 2 This statement does give a true and fair view of the matters disclosed.

Sign here: Date: 24th July 2009

(Company Secretary)

Print name: Robert Benussi

Notes

- The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- Issued and quoted securities The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- The definitions in, and provisions of, AASB 1022: Accounting for Extractive Industries and AASB 1026: Statement of Cash Flows apply to this report.
- Accounting Standards ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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⁺ See chapter 19 for defined terms.