



31<sup>st</sup> March 2009

**The Manager**

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

**Jupiter Mines Limited – Appendix 3B**

Jupiter Mines Limited (ASX: JMS – "Jupiter") is pleased to announce the completion of the transaction between Jupiter, Pallinghurst Steel Feed (Dutch) B.V. ("PSF"), a company nominated by Pallinghurst Resources Australia Limited ("PRAL") on 6 March 2009, and Red Rock Resources plc ("RRR") approved by shareholders on 9 March 2009.

In accordance with the resolutions approved by Jupiter's shareholders, on 30 March 2009, Jupiter issued 47,339,148 ordinary shares to PSF and 23,839,183 ordinary shares to RRR. The new shares issued to PSF and RRR will be held in escrow for a period of 12 months. Jupiter also granted the Mount Alfred Option and Manganese Option to both PSF and RRR on 30 March 2009.

For and on behalf of the Board

Robert Benussi  
Company Secretary,

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

**Jupiter Mines Limited**

ABN

**51 105 991 740**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | Ordinary Fully Paid Shares   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | a) 47,339,148<br>b) 23,839,183<br><br>Placed in escrow for a period of 12 months |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares   |

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+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>YES</p>								
<p>5 Issue price or consideration</p>	<p>Pursuant to the transaction outlined in the explanatory memorandum attached to the Notice of Meeting held on 9 March 2009.</p>								
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The issue of shares are part consideration for the purchase of the tenements and shares outlined in the explanatory memorandum attached to the Notice of Meeting held on 9 March 2009.</p>								
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>30 March 2009</p>								
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: left;">Number</th> <th style="width: 50%; text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: right;">169,207,544</td> <td>Ordinary fully paid shares</td> </tr> <tr> <td style="text-align: right;">- <u>71,178,331</u></td> <td>Ordinary fully paid shares –placed in escrow for a period of twelve months</td> </tr> <tr> <td style="text-align: right;"><b>240,385,875</b></td> <td><b>Total</b></td> </tr> </tbody> </table>	Number	+Class	169,207,544	Ordinary fully paid shares	- <u>71,178,331</u>	Ordinary fully paid shares –placed in escrow for a period of twelve months	<b>240,385,875</b>	<b>Total</b>
Number	+Class								
169,207,544	Ordinary fully paid shares								
- <u>71,178,331</u>	Ordinary fully paid shares –placed in escrow for a period of twelve months								
<b>240,385,875</b>	<b>Total</b>								

	Number	+Class
9		Number and +class of all +securities not quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)
	1,000,000	Options 20c 22/10/09
	500,000	Options 20c 21/12/09
	1,500,000	Options 20c 29/12/09 (ESS) *
	1,000,000	Options 20c 21/11/11 (ESS) *
	1,000,000	Options 25c 21/11/11 (ESS) *
	1,000,000	Options 35c 21/11/11 (ESS) *
	900,000	Options 20c 24/11/11 (ESS) *
	600,000	Options 25c 23/07/12 (ESS) *
	800,000	Options 25c 03/09/12 (ESS) *
	600,000	Options 30c 03/09/12 (ESS) *
	600,000	Options 35c 03/09/12 (ESS) *
	200,000	Options 25c 03/10/12 (ESS) *
	1,500,000	Options 35c 30/11/10
	1,950,000	Options 35c 31/12/10
1,750,000	Options 35c 31/12/10	
200,000	Options 30c 24/12/11 (ESS) *	
		<b>* (ESS) Employee Share Scheme Options</b>

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	

+ See chapter 19 for defined terms.

- 18 Names of countries in which the entity has <sup>+</sup>security holders who will not be sent new issue documents
- Note: Security holders must be told how their entitlements are to be dealt with.
- Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup>security holders
- 25 If the issue is contingent on <sup>+</sup>security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do <sup>+</sup>security holders sell their entitlements *in full* through a broker?
- 31 How do <sup>+</sup>security holders sell *part* of their entitlements through a broker and accept for the balance?

32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)?

33 <sup>+</sup>Despatch date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

##### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional <sup>+</sup>securities

#### Entities that have ticked box 34(b)

38 Number of securities for which <sup>+</sup>quotation is sought

39 Class of <sup>+</sup>securities for which quotation is sought

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<sup>+</sup> See chapter 19 for defined terms.

40 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the securities in clause 38)

Number	<sup>+</sup> Class

**Quotation agreement**

1 <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX’s absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those <sup>+</sup>securities should not be granted <sup>+</sup>quotation.
- An offer of the <sup>+</sup>securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any <sup>+</sup>securities to be quoted and that no-one has any right to return any <sup>+</sup>securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: ..... Date: March 31<sup>st</sup> 2009  
(Director/Company Secretary)

Print name: Robert Benussi

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+ See chapter 19 for defined terms.