

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To: Company Name/Scheme

Jupiter Mines Limited

ACN/ARSN

ABN 51 105 991 740

1. Details of substantial holder(1)

Name

Red Rock Resources plc and Regency Mines Plc

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on22/5/08

The previous notice was given to the company on

23/5/08

The previous notice was dated

23/5/08**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
See Annexure A				

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	See Annexure A	"			

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	See Annexure A	"			

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

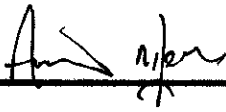
Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address

Signature

print name ANDREW BELL capacity DIRECTOR
 sign here  date / /

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

THIS IS ANNEXURE ‘A’ OF 2 PAGES REFERRED TO IN ASIC FORM 604 ENTITLED “NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER”

Item 1 – Details of substantial holder:

Name: Red Rock Resources plc, and Regency Mines plc.

ACN/ARSN (if applicable): Not applicable.

There was a change in the interests of the substantial holder on: 22 / 05 / 2008

The previous notice was given to the company on: 23 / 05 / 2008

The previous notice was dated: 23 / 05 / 2008

Item 2 – Previous and present voting power:

Class of securities	Previous notice		Present Notice	
	Person’s votes	Voting Power	Person’s votes	Voting Power
Red Rock Resources plc Fully paid ordinary shares	14,904,403	9.65%	14,904,403	9.65%
“Associate” Pallinghurst Resources Australia Ltd Fully paid ordinary shares	10,899,999	7.08%	13,649,999	8.84%
Total	25,804,402	16.73%	28,554,402	18.49%

Item 3 – Change in relevant interests:

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person’s votes affected
22 May 2008	Red Rock Resources plc/Regency Mines plc	Purchase of shares by an “Associate”	\$273,496.00	850,000 fully paid ordinary shares	850,000 votes
23 May 2008	Red Rock Resources plc/Regency Mines plc	Purchase of shares by an “Associate”	\$629,111.19	1,900,000 fully paid ordinary shares	1,900,000 votes

Item 4 – Present relevant interests:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Red Rock Resources plc	Red Rock Resources plc	Red Rock Resources plc	Registered holder	14,904,403 fully paid ordinary shares	14,904,403 votes
Regency Mines plc	Red Rock Resources plc	Red Rock Resources plc	By virtue of s.608(3)	14,904,403 fully paid ordinary shares	14,904,403 votes
Red Rock Australasia Pty Ltd	Red Rock Resources plc	Red Rock Resources plc	Subsidiary of Red Rock Resources plc, "Associate"	14,904,403 fully paid ordinary shares	14,904,403 votes
Intrepid Resources Ltd	Red Rock Resources plc	Red Rock Resources plc	Subsidiary of Red Rock Resources plc, "Associate"	14,904,403 fully paid ordinary shares	14,904,403 votes
Red Rock Resources plc	Pallinghurst Resources Australia Ltd	Pallinghurst Resources Australia Ltd	Pallinghurst Resources Australia Ltd is Red Rock Resources plc's "Associate"	13,649,999 fully paid ordinary shares	13,649,999 votes

Item 5 – Changes in association:

Name and ACN/ARSN (if applicable)	Nature of association
Pallinghurst Resources Australia Ltd ACN 125 228 006	Acting in concert for purposes of section 15(1) of Corporations Act 2001.

Item 6 – Addresses:

Name	Address
Red Rock Resources plc, Regency Mines plc, Red Rock Australasia Pty Ltd, Intrepid Resources Ltd	c/o 115 Eastbourne Mews, London, W2 6LQ, United Kingdom
Pallinghurst Resources Australia Limited	Level 27, 530 Collins Street, Melbourne, Victoria, Australia

Signature

Print name: Andrew Bell

Capacity: Director

Sign here:

Date: 27/05/2008