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# JUPITER MINES LIMITED

**ABN 51 105 991 740**

Suite 2, Level 16, 19 Bligh Street, SYDNEY NSW 2000 *Tel:* 02 9235 2755 *Fax:* 02 9235 2955

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Jupiter ASX JMS May 25

4<sup>th</sup> October 2007

## **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**

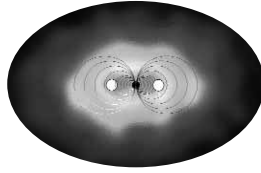
Further to the earlier ASX release of the 2007 Annual Report herewith is the Notice of Annual General Meeting and Appointment of Proxy form which will be dispatched to all shareholders from October 10<sup>th</sup> 2007.

The Meeting will be held on Wednesday 14<sup>th</sup> November 2007 at 11.00am at the offices of the Company's independent auditor, Grant Thornton – Level 17, 383 Kent Street, Sydney

For and on behalf of the Directors of Jupiter Mines Limited

Robert Benussi

Company Secretary  
& Acting CFO



# Jupiter Mines Limited

ABN 51 105 991 740



## Notice of Annual General Meeting

# 2007

### **NOTICE IS HEREBY GIVEN**

that the Annual General Meeting (AGM) of the shareholders of Jupiter Mines Limited (Company) will be held at  
**11:00am on Wednesday, 14 November 2007**  
at the offices of the Company's independent auditor,  
**Grant Thornton, Level 17, 383 Kent Street, Sydney**

# Annual General Meeting 2007

## A. CONSIDERATION OF REPORTS

The Financial Report, the Directors' Report and the Independent Audit Report for the year ended 30 June 2007 will be presented for consideration.

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 2007, on the website of the Company ([www.jupitermines.com](http://www.jupitermines.com)), under "News" and then under "Reports".

## 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:

- the conduct of the audit;
- the preparation and content of the Independent Audit Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- 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.

## C. ITEMS FOR APPROVAL

### RESOLUTION 1: RE-ELECTION OF ALAN BROOME

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

*"That, Mr Alan Broome, being a Director of the Company, retires by rotation pursuant to 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: ELECTION OF ALAN TOPP

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

*"That, Mr Alan Topp, being a Director of the Company appointed in accordance with clause 37.1 of the Constitution of the Company, and having offered himself for election and being eligible, is hereby 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 the Company:

*"That, the Remuneration Report for the year ended 30 June 2007 (set out in the Directors' Report) is adopted."*

### RESOLUTION 4: RATIFICATION OF OPTIONS ISSUED (UNDERWRITING)

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the issue of 750,000 options at 50 cents to Findlay & Co Stockbrokers (Underwriters) Pty Limited issued on 1 March 2007, in consideration for the underwriting fee for underwriting the conversion of listed and unlisted options, as described in the Explanatory Statement which forms part of this Notice of Meeting."*

### Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by Findlay & Co Stockbrokers (Underwriters) Pty Limited and its associates.

However, the Company need not disregard a vote if:

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

**RESOLUTION 5: RATIFICATION OF SHARES ISSUED (URANIUM)**

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

*"That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, the Company ratifies:*

- 1. the issue of 165,000 shares issued on 24 May 2007, to Zircon International Pty Ltd;*
  - 2. the issue of 415,000 shares issued on 24 May 2007, to Redstone Metals Pty Ltd; and*
  - 3. the issue of 420,000 shares issued on 24 May 2007, to Bluekebble Pty Ltd;*
- as part consideration for eight tenement applications (subject to the agreement dated 22 June 2007 between the parties), as described in the Explanatory Statement which form part of this Notice of Meeting."*

**Voting Exclusion Statement**

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 5 by Zircon International Pty Ltd, Redstone Metals Pty Ltd, Bluekebble Pty Ltd and their associates.

However, the Company need not disregard a vote if:

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

**RESOLUTION 6: NON-EXECUTIVE DIRECTORS' FEES**

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

*"That, in accordance with ASX Listing Rule 10.17, the maximum aggregate amount payable to Non-Executive Directors by way of Directors' fees be increased by \$100,000 from \$200,000 to \$300,000 per annum."*

**Voting Exclusion Statement**

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 6 by the Directors and their associates.

However, the Company need not disregard a vote if:

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

**By order of the Board**



**Robert Benussi**

Company Secretary

**Dated: 2 October 2007**

# 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 (ie no later than 11:00am on Monday, 12 November 2007) or any adjournment. Any Proxy Form received after this deadline, including at the AGM, will be invalid. The Proxy Form must be received by the Company's Share Registry at Level 12, 300 Queen Street, Brisbane QLD 4000 or by facsimile on (02) 9287 0309.
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 AGM.
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 AGM will be the entitlement of that person set out in the register of shareholders as at 7:00pm (Sydney time) on Monday 12 November 2007. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the AGM.

The Explanatory Statement to shareholders is hereby incorporated into and forms part of this Notice of Annual General Meeting.

# 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 Company's 2007 Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

The Directors recommend that Shareholders read this Explanatory Statement before determining whether or not to support the Resolutions.

## RESOLUTION 1: RE-ELECTION OF ALAN BROOME

Alan Broome AM retires by rotation and, being eligible, offers himself for re-election as a Non-Executive Director.

Alan was appointed as Director and Non-Executive Chairman on 6 November 2003.

Alan is a director and chairman of a number of Australian mining technology companies. Alan's chairmanships include the Australian mining technology export group Austmine Ltd, New Zealand-based CRL Energy Ltd, Workpac Group Ltd, Micromine Pty Ltd, Inbye Mining Services Ltd and Acumine Pty Ltd. Alan is also the deputy chairman of one of the world's largest transaction delivery networks on the Internet, Bermuda-based Quadrem International Holdings Ltd. He is also a director of Intellection Pty Ltd, Solid Energy NZ Ltd, Nimrodel Resources Ltd and Amdel Ltd.

Alan has accumulated extensive knowledge of the mining industry through these directorships and chairmanships, as well as involvement with mining technology companies, government agencies and major international mining companies in promoting Australian mining and developing global trade. In 1999, Alan was awarded the Westpac Export Award for Mining and in 2000, the Order of Australia (AM) for services to Mining. In 2005, he was awarded the AusIMM Presidents Award.

The Directors, with Mr Broome abstaining, recommend Shareholders vote in favour of this Resolution.

## RESOLUTION 2: ELECTION OF ALAN TOPP

Alan Topp was appointed as a Director of the Company on 15 August 2007 in accordance with clause 37.1 of the Constitution of the Company. In accordance with clause 37.2 of the Constitution Alan Topp, being eligible, retires and offers himself for election.

Alan is a Chartered Accountant with 26 years experience in corporate, reconstruction, business acquisitions, audit and tax. Alan is a Principal at Sims Partners, a national firm of Chartered Accountants.

Alan brings commercial strength to the Board developed over the last 18 years through his involvement with the purchase, sale and restructuring of major businesses. As a reconstruction and insolvency specialist he also brings to the Board a diverse range of skills across accounting and legal issues, together with extensive knowledge across many industries.

The Directors, with Mr Topp abstaining, recommend Shareholders vote in favour of this Resolution.

## RESOLUTION 3: ADOPTION OF REMUNERATION REPORT

The Corporations Act requires the Remuneration Report be adopted by Shareholders (by an advisory resolution).

The Remuneration Report (Report) is contained in the Company's 2007 Annual Report which can be viewed on the Company's website ([www.jupitermines.com](http://www.jupitermines.com)), under "News" and then under "Reports".

The Report sets out remuneration details for Directors and other Executives.

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

The Directors recommend Shareholders vote in favour of this Resolution.

## RESOLUTION 4: RATIFICATION OF OPTIONS ISSUED (UNDERWRITING)

Under ASX Listing Rule 7.1, a company must obtain shareholder approval if it wants to issue more than 15% of its equity securities. ASX Listing Rule 7.4.2 provides that shareholders may approve an issue of securities after the fact so that the securities issued are regarded as having been made with approval for the purpose of Listing Rule 7.1.

Accordingly, Resolution 4 is seeking ratification for the issue of 750,000 options at 50 cents to Findlay & Co Stockbrokers (Underwriters) Pty Limited issued on 1 March 2007, as consideration for the underwriting fee for underwriting the conversion of listed and unlisted options (which would have otherwise expired on 31 January 2007). The terms and conditions of the options are attached as Appendix 1. The issue of these options was within the 15% limit permitted by ASX Listing Rule 7.1. Nevertheless, the Company is requesting Shareholders ratify the issue of the options the subject of Resolution 4 for the purpose of ASX Listing Rule 7.4 so that the Company will have the flexibility to issue further securities under ASX Listing Rule 7.1 if the need or opportunity arises.

For the purposes of ASX Listing Rule 7.5, the following information is provided:

- 750,000 50 cent options were issued in total.
- The options were issued as consideration for the underwriting fee in accordance with an Underwriting Agreement.
- The options have an exercise price of 50 cents and are for ordinary fully paid shares on a “one for one” basis expiring on 1 March 2008.
- The options were allotted to Findlay & Co Stockbrokers (Underwriters) Pty Limited.
- No funds were raised as the options were issued as consideration for an underwriting fee.
- A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting.

The Directors recommend Shareholders vote in favour of this Resolution.

### **RESOLUTION 5: RATIFICATION OF SHARES ISSUED (URANIUM)**

Under ASX Listing Rule 7.1, a company must obtain shareholder approval if it wants to issue more than 15% of its equity securities. ASX Listing Rule 7.4.2 provides that shareholders may approve an issue of securities after the fact so that the securities issued are regarded as having been made with approval for the purpose of Listing Rule 7.1.

Accordingly, Resolution 5 is seeking ratification for:

1. the issue of 165,000 shares issued on 24 May 2007, to Zircon International Pty Ltd;
2. the issue of 415,000 shares issued on 24 May 2007, to Redstone Metals Pty Ltd; and
3. the issue of 420,000 shares issued on 24 May 2007, to Bluekebble Pty Ltd;

as part consideration for the purchase of eight Northern Territory Uranium tenement applications subject to the agreement between Jupiter and Zircon International Pty Ltd, Redstone Metals Pty Ltd and Bluekebble Pty Ltd dated 22 June 2007 as set out below:

<b>Project</b>	<b>Mining Tenements (Type &amp; Number)</b>
West Baines River	ELA 25846
Lancewood Hill	ELA 25847
East Baines River	ELA 25848
Black Spring	ELA 25849
Barry Creek	ELA 25850
Arnold River	ELA 25851
Woolgni West	ELA 25884
Woolgni West	ELA 25885

One half of the shares issued were placed under escrow until 23 February 2008. The deemed value of the shares issued was 20 cents. The issue of these shares was within the 15% limit permitted by ASX Listing Rule 7.1. Nevertheless, the Company is requesting Shareholders ratify the issue of the options the subject of Resolution 5 for the purpose of ASX Listing Rule 7.4 so that the Company will have the flexibility to issue further securities under ASX Listing Rule 7.1 if the need or opportunity arises. For the purposes of ASX Listing Rule 7.5, the following information is provided:

- 1,000,000 ordinary fully-paid shares were issued in total.
- The shares were issued as part consideration for the purchase of eight tenement applications subject to the agreement between Jupiter and Zircon International Pty Ltd, Redstone Metals Pty Ltd and Bluekebble Pty Ltd dated 22 June 2007.
- All of the shares are ordinary fully-paid shares however half of them are under escrow until 23 February 2008.
- The shares were allotted to Zircon International Pty Ltd, Redstone Metals Pty Ltd and Bluekebble Pty Ltd.
- No funds were raised as the shares were issued as consideration for the purchase of eight tenement applications.
- A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting.

The Directors recommend Shareholders vote in favour of this Resolution.

### **RESOLUTION 6: NON-EXECUTIVE DIRECTORS' FEES**

The current maximum aggregate amount which Shareholders have approved to be paid as fees to the Non-Executive Directors is \$200,000 per annum. This amount was approved by Shareholders on 10 February 2004.

Currently, the Chairman is paid an annual fee of \$60,000 and the other Non-Executive Directors are each paid an annual fee of \$50,000.

Based on a full complement of 3 Non-Executive Directors, total annual fees payable to Non-Executive Directors would be \$160,000 however if an additional director was appointed the total annual fees would be \$210,000. The actual annual fees paid by Jupiter for the 2006/07 financial year were \$107,500.

Clause 40.4 of the Jupiter Constitution provides that the remuneration of Non-Executive Directors may not exceed in aggregate in any year the amount determined by Shareholders. The Constitution also provides that this amount may be divided among the Non-Executive Directors in the manner and in the proportion determined by the Directors.

Listing Rule 10.17 provides that a listed company must not, without shareholder approval, increase the total amount of non-executive directors' fees.

For the purposes of clause 40.4 of the Jupiter Constitution and Listing Rule 10.17, Shareholder approval is sought to increase the maximum aggregate amount which can be paid as fees to the Non-Executive Directors by \$100,000 from \$200,000 to \$300,000 per annum.

Increasing the maximum amount of Non-Executive Directors' fees payable will give the Board the ability over the next two to three years to increase Non-Executive Directors' fees in line with market conditions. It will also allow the Board to expand the membership of the Board.



# Appendix 1

## Terms and Conditions of Options

The terms and conditions of the Options evidenced in the attached holding statement are:

- a) The Options will expire on 1 March 2008 (Expiry Date) unless earlier exercised.
- b) The Options will be transferable in whole or in part and may be exercised by any other person (including, in the case of the Option holder's death, by his or her legal personal representative).
- c) The Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise together with a cheque for the exercise price of \$0.50 each to the Company at any time prior to the Expiry Date.
- d) Upon the valid exercise of the Options and payment of the exercise price, the Company will issue fully paid ordinary shares ranking pari passu with the then issued ordinary shares of the Company.
- e) The Option holder will be permitted to participate in new issues of securities of the Company on the prior exercise of the Options, in which case the holder of the Options will be afforded the period of at least 14 days notice prior to and inclusive of the books closing date (to determine entitlements to the issue) to exercise the Options.
- f) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
  - the number of Options, the exercise price of the Options, or both will be reconstructed (as appropriate) in a manner consistent with the Official Listing Rules of the Australian Stock Exchange Limited (ASX Listing Rules) with the intention that such reconstruction will not result in any benefits being conferred on the holders of the Options which are not conferred on shareholders; and
  - subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the Options will remain unchanged.
- g) If there is a pro rata issue (except a bonus issue), then:

At the time of the pro rata issue (except a bonus issue), the exercise price of an Option may be reduced according to the following formula:

$$O^n = O - E \frac{[P - (S + D)]}{N + 1}$$

Where:

$O^n$  = the new exercise price of the Option;

$O$  = the old exercise price of the Option;

$E$  = the number of underlying securities into which one Option is exercisable;

$P$  = the average market price per security (weighted by reference to volume) of the underlying securities during the five trading days ending on the day before the ex rights date or the ex entitlements date;

$S$  = the subscription price for a security under the pro rata issue;

$D$  = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);

$N$  = the number of securities with rights or entitlements that must be held to receive a right to one new security.

Otherwise the exercise price of the Option shall remain unchanged.

- h) The Company has made, or will make, application for Official Quotation of the Options on ASX.
- i) The Company shall apply for the listing of the resultant shares of the Company issued upon exercise of any Option.
- j) If there is a bonus issue to the holders of shares in the Company, the number of shares over which the Option is exercisable may be increased by the number of shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.
- k) The terms of the Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change. However, the terms of the Options shall not be changed to reduce the exercise price, increase the number of Options or change any period for exercise of the Options.

### JUPITER MINES LIMITED

ABN 51 105 991 740

Suite 2, Level 16, 19 Bligh Street

Sydney NSW 2000

Phone: (02) 9235 2755 • Fax: (02) 9235 2955

Email: [info@jupitermines.com](mailto:info@jupitermines.com) • Web: [www.jupitermines.com](http://www.jupitermines.com)

# JUPITER MINES LIMITED

ABN 51 105 991 740

Please return your Proxy forms to:

Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000  
Locked Bag A14, Sydney South NSW 1235 Australia  
Telephone: (02) 8280 7454  
Facsimile: (02) 9287 0309  
ASX Code: JMS  
Website: www.linkmarketservices.com.au

## APPOINTMENT OF PROXY

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.



X99999999999

I/We being a member(s) of Jupiter Mines Limited and entitled to attend and vote hereby appoint

**A** 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 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 to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 11:00am on Wednesday, 14 November 2007, at Grant Thornton, Level 17, 383 Kent Street, Sydney and at any adjournment of that Meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

**B** To direct your proxy how to vote on any resolution please insert  in the appropriate box below.

	For	Against	Abstain*		For	Against	Abstain*
<b>Resolution 1</b> Re-election of Alan Broome	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Resolution 4</b> Ratification of Options Issued (Underwriting)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b> Election of Alan Topp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Resolution 5</b> Ratification of Shares Issued (Uranium)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b> Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Resolution 6</b> Non-Executive Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### IMPORTANT: FOR ITEM 6 ABOVE

**C**

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 6 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 6 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 6.

\* 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.

## D 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 securityholder's constitution and the *Corporations Act 2001* (Cwlth).

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your securityholding and if some or all of the information is not collected then it might not be possible to administer your securityholding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website ([www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)).

JMS PRX742



## How to complete this Proxy Form

### 1 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.**

### 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. 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 section A. 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.

### 3 Votes on Items of Business

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.

### 4 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.

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.

### 5 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 have already lodged 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.

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. A form of the certificate may be obtained from the company's share registry.

### Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 11:00am on **Monday, 12 November 2007**, 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:

- by posting, delivery or facsimile to **Jupiter Mines Limited's share registry as follows:**  
Jupiter Mines Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Facsimile: (02) 9287 0309
- delivering it to Level 12, 680 George Street, Sydney NSW 2000.