

**JUPITER MINES LIMITED  
2020 ANNUAL GENERAL MEETING**

3 June 2020

Dear Shareholder

Due to the COVID-19 pandemic and related restrictions on travel and social distancing, Jupiter Mines Limited (“Jupiter”) will be holding a virtual Annual General Meeting (“AGM”) for 2020.

The Meeting will be held on Wednesday 8 July at 5:00pm (AEST) at the Jupiter head office, Level 10, 16 St Georges Terrace, Perth, Western Australia, attended only by the Company Secretary. **SHAREHOLDERS WILL NOT BE ABLE TO ATTEND IN PERSON AT THE AGM. ALL SHAREHOLDERS ARE INVITED TO PARTICIPATE VIA THE VIRTUAL MEETING PLATFORM WHICH INCLUDES A LIVE AUDIO WEBCAST.**

Further, please note the following:

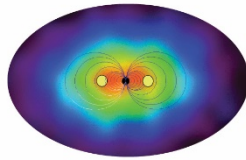
- Physical attendance at the AGM will not be permitted. Attendance is only available via the virtual meeting platform with live audio webcast.
- Shareholders will be able to attend the AGM by logging in at <https://agmlive.link/JMS20>. Further details are provided in the Notice of Annual General Meeting. Please follow the Online User Guide enclosed with this letter. The Notice of Annual General Meeting can be viewed and downloaded at the following link: <https://www.jupitermines.com/2020NoticeofAGM>.
- Shareholders are encouraged to vote by proxy as set out in more detail in the attached proxy form.
- Proxy votes will be treated as final.
- All voting at the AGM will be conducted by poll.
- Shareholders are strongly urged to appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a vote is to be exercised on each item of business, and the Chair of the Meeting must follow your instructions.
- Questions for the Board or company auditors can be emailed to [investorrelations@jupitermines.com](mailto:investorrelations@jupitermines.com) no later than 5:00pm (AEST), Friday 3 July. Shareholders will be able to submit questions during the Meeting also.

The Board recognises the importance of the AGM as an opportunity for Shareholders to meet and engage with Company Directors and Executives and proposes to return to the traditional AGM format in 2021. Jupiter also plans to engage with Shareholders in person via a shareholder information session as soon as it is safe and practical to do so and in line with Government guidelines.

If you have any queries, please contact the Company Secretary at [investorrelations@jupitermines.com](mailto:investorrelations@jupitermines.com).

For, and on behalf of the Board,

**Brian Gilbertson**  
Chairman



# **Jupiter Mines Limited**

**ACN 105 991 740**

## **Notice of Annual General Meeting, Explanatory Statement and Proxy Form**

**Date:** Wednesday, 8 July 2020

**Time:** 5:00pm AEST

**Place:** Due to the restrictions imposed by the COVID-19 pandemic, the Company will be holding its 2020 Annual General Meeting online. Shareholders may attend the Meeting by live audio webcast.

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## Important dates

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An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded:	5:00pm AEST on Monday, 6 July 2020
Snapshot date for eligibility to vote:	7:00pm AEST on Monday, 6 July 2020
Annual General Meeting:	5:00pm AEST on Wednesday, 8 July 2020

## Important information

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As a result of the COVID-19 pandemic, the Company will be holding its AGM online via a virtual meeting with live audio webcast only.

Shareholders who wish to attend virtually should follow the Online User Guide accompanying this Notice of Annual General Meeting.

Attending the AGM online enables Shareholders to listen to the AGM live, view slides in time with the Chairman and Executive presentations, vote on the Resolutions and submit questions.

# Notice of Annual General Meeting

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Notice is hereby given that the Annual General Meeting of Jupiter Mines Limited ACN 105 991 740 (**Company**) will be held on **Wednesday, 8 July 2020 at 5:00pm AEST**. The Meeting will be held at Company's offices at Level 10, 16 St Georges Terrace, Perth, Western Australia, for attendance by the Company Secretary only and online via live audio webcast for attendance by all other Shareholders.

The Explanatory Statement that accompanies and forms part of this Notice, describes the various matters to be considered.

Capitalised terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary as set out in the Explanatory Statement.

## AGENDA

### Financial Report

To receive and consider the financial report of the Company and the reports of the Directors and auditor for the financial year ended 29 February 2020, contained in the Company's Annual Report for 2020.

### Resolution 1: Adoption of Remuneration Report

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report contained in the Directors' Report for the financial year ended 29 February 2020 be adopted by the Company."*

**Notes:** In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at the 2020 and 2021 Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution ("spill resolution") that another meeting be held within 90 days at which all of the offices of Director are vacated (other than the office of Managing Director) and each such office will be put to a vote.

At the date of this Notice, the position of Managing Director is performed by the Company's Chief Executive Officer (who is also a Director), Mr Priyank Thapliyal.

### Resolution 2: Election of Director – Mr Hans Mende

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*"That, Mr Hans Mende, being a Director of the Company appointed as an addition to the Board in accordance with clause 6.2 of the Constitution, for the purposes of Listing Rule 14.4 and clause 6.3 of the Constitution, and for all other purposes, and having offered himself for election and being eligible, is hereby elected as a Director of the Company."*

# Voting Prohibitions and Exclusions

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## Corporations Act voting prohibitions

Resolution	Voting prohibition	Exceptions
Resolution 1	<p>Pursuant to section 250R of the Corporations Act, members of Key Management Personnel and their Closely Related Parties (other than the Chairman) may not vote on Resolution 1, except as a proxy where the appointment specifies how the proxy is to vote. The Chairman may vote as proxy in accordance with an express authorisation on the Proxy Form.</p> <p>Any votes cast in contravention of section 250R of the Corporations Act will not be counted in working out a percentage of votes cast or whether the Resolution is passed.</p>	<p>This prohibition does not prevent the casting of a vote on the Resolution by a person who is otherwise prohibited from voting, as a proxy where the appointment specifies how the proxy is to vote.</p> <p>The Chairman may vote as proxy in accordance with an express authorisation on the Proxy Form.</p>

## ASX voting exclusion statements

For the purposes of Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions. The Company will disregard any votes in favour of the following Resolutions cast by or on behalf of the following persons:

Resolution	Excluded Parties
Resolution 1	Not applicable.
Resolution 2	Not applicable.

By order of the Board



**Mr Brian Gilbertson**  
Non-Executive Chairman

3 June 2020

# Proxy Appointment and Voting Instructions

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## Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address given below before **5:00pm AEST** on **Monday, 6 July 2020** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid. Proxy Forms may be lodged as follows:

*By post:* Jupiter Mines Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia

*By hand:* Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138

*By fax:* (02) 9287 0309 (within Australia)  
+61 2 9287 0309 (from outside Australia)

*Online:* Shareholders who wish to submit their Proxy Form online should follow the instructions set out below:

1. Go to the following website: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).
2. Select Investor Login and Single Holding Login'.
3. Enter 'Jupiter Mines Limited' or the ASX code 'JMS' in the 'Issuer Name' field, your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the reverse of your Proxy Form), postcode and security code which is shown on the screen and click 'Login'.
4. Select the 'Voting' tab and then follow the prompts.

Shareholders who lodge a Proxy Form online following the instructions above will be deemed to have signed their Proxy Form.

## Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

If you wish to appoint the Chairman as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairman please write the full name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman will be your 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 Share Registry on +61 1300 554 474 or you may photocopy the Proxy Form.

To appoint a second proxy, you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

## **Corporate Shareholders**

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

1. two directors of the company;
2. a director and a company secretary of the company; or
3. for a proprietary company that has a sole director who is also the sole company secretary, that director.

## **Corporate representatives**

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Share Registry before the Meeting.

## **Votes on Resolutions**

All voting on the Resolutions will be conducted by poll. Accordingly, you may only vote by submitting a Proxy Form, by direct voting online before the Annual General Meeting or by direct voting online during the Annual General Meeting.

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions 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 Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

## **Chairman voting undirected proxies**

If the Chairman is your proxy, the Chairman will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairman to vote your undirected proxies at his/her discretion.

As at the date of this Notice, the Chairman intends to vote undirected proxies FOR each of the Resolutions.

The Proxy Form expressly authorises the Chairman to exercise undirected proxies on all Resolutions including Resolution 1 (Adoption of Remuneration Report), even though this Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

## **Voting eligibility – snapshot date**

For the purposes of determining voting and attendance entitlements at the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7:00pm AEST on Monday, 6 July 2020. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

## **Defined terms**

Capitalised terms used in the Notice and the Explanatory Statement are defined in the Glossary.

## Questions from Shareholders

At the Annual General Meeting, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Mr Brent Steedman of Grant Thornton Audit Pty Ltd, as the auditor responsible for preparing the auditor's report for the year ended 29 February 2020 (or his representative) will attend the Annual General Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have in writing no later than Friday, 3 July 2020:

*By post:* GPO Box Z5117, Perth, WA, 6000

*By hand:* Level 10, 16 St Georges Terrace, Perth, WA, 6000

*By email:* [investorrelations@jupitermines.com](mailto:investorrelations@jupitermines.com)



# **Explanatory Statement**

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This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

## **1. Annual Financial Report**

The Corporations Act requires the Directors' report, auditor's report, and the financial statements of the Company for the year ended 29 February 2020 to be tabled at the Annual General Meeting. These reports are contained in the Company's 2020 Annual Report.

Neither the Corporations Act nor the Company's constitution requires a vote of Shareholders on the Reports or Financial Statements. However, Shareholders will be given reasonable opportunity to raise questions on the reports and ask questions of the Company's auditor.

## **2. Resolution 1: Adoption of Remuneration Report**

### **2.1 Background**

The Remuneration Report is set out in the Directors' Report in the Company's 2020 Annual Report which is available at <https://www.jupitermines.com/investor-relations/reports/annual-reports>. The Remuneration Report sets out the remuneration arrangements for Directors and Key Management Personnel of the Company. The Chairman will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report.

### **2.2 Voting on Remuneration Report**

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. In accordance with section 250R(3) of the Corporations Act, the vote on the Resolution is advisory only and does not bind the Directors or the Company.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at the 2020 Annual General Meeting and at the 2021 Annual General Meeting, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the managing director) must go up for re-election.

At the date of this Notice, the position of Managing Director is performed by the Company's Chief Executive Officer (who is also a Director), Mr Priyank Thapliyal.

At the 2018 Annual General Meeting, the votes against the remuneration report were more than 25% of the votes cast on the resolution (the first strike). At the 2019 Annual General Meeting, the votes against the remuneration report were more than 25% of the votes cast on the resolution (the second strike). A spill resolution was put to Shareholders at the 2019 Annual General Meeting but was not passed.

As a spill resolution was required to be put to Shareholders at the 2019 Annual General Meeting, a spill resolution will not be required to be put at the 2020 Annual General Meeting.

## **2.3 Voting exclusions**

The Company will disregard any votes cast on this Resolution 1 by or on behalf of members of Key Management Personnel whose remuneration details are included in the Remuneration Report and any closely related parties of those persons.

Key Management Personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing, and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year ended 2020. Their closely related parties are defined by the Corporations Act and include certain of their family members, dependants, and companies they control.

If you appoint the Chairman as your proxy and have not directed him how to vote, you are expressly authorising the Chairman to cast your undirected proxy on this Resolution 1 in accordance with his stated intentions. The Chairman intends to vote all undirected proxies FOR Resolution 1.

If you appoint any other member of the Board, a member of senior management who is named in the Remuneration Report, or their closely related parties as your proxy, they will not be able to vote your proxy on this resolution unless you have directed them how to vote.

## **3. Resolution 2: Election of Director – Mr Hans Mende**

In accordance with clause 6.2(e) of the Constitution, Mr Hans Mende, being eligible, offers himself for election as a Director by the Shareholders of the Company at the Annual General Meeting. Pursuant to the Constitution and the Listing Rules, a Director appointed as an addition to the Board must not hold office without election past the next Annual General Meeting.

Mr Mende was appointed by the Directors of the Company as Non-executive Director of the Company on 9 October 2019.

Mr Mende is Executive Chairman of the AMCI Group, which he co-founded in 1986. AMCI is a substantial shareholder of Jupiter.

Mr Mende has considerable experience in the global steel and coal industries, and within Australia and South Africa. He has served on the board of many resources companies and was a founder and former non-executive director of Whitehaven Coal. Mr Mende holds an MBA from the University of Cologne.

The Directors (other than Mr Mende) recommend that Shareholders vote in favour of the election of Mr Hans Mende.

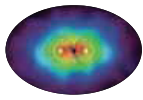
## Glossary of Defined Terms

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In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

<b>AEST</b>	Australian Eastern Standard Time, being the time in Sydney, New South Wales.
<b>Annual General Meeting or Meeting</b>	The annual general meeting of Shareholders or any adjournment thereof, including the meeting convened by the Notice.
<b>Annual Report</b>	The annual report of the Company for the financial year ended 29 February 2020, including the annual financial report, the Directors' report, and the auditor's report.
<b>Associate</b>	Has the meaning given to that term in the Listing Rules.
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange operated by ASX Limited, as the context requires.
<b>A\$ or \$</b>	Australian dollars.
<b>Board</b>	The Board of Directors of the Company.
<b>Chairman</b>	The chair of the Annual General Meeting.
<b>Closely Related Party</b>	Has same meaning given to it in section 9 of the Corporations Act, being, in relation to a member of Key Management Personnel: <ul style="list-style-type: none"><li>(a) a spouse or child of the member;</li><li>(b) a child of the member's spouse;</li><li>(c) a dependent of the member or the member's spouse;</li><li>(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;</li><li>(e) a company the member controls; or</li><li>(f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) (currently none are prescribed).</li></ul>
<b>Company</b>	Jupiter Mines Limited (ACN 105 991 740).
<b>Constitution</b>	The current constitution of the Company.
<b>Control</b>	Has the meaning given in section 50AA of the Corporations Act.
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A director of the Company.
<b>Explanatory Statement</b>	This explanatory statement which accompanies and forms part of the Notice.
<b>Key Management Personnel</b>	Has the same meaning as the definition of that term in section 9 of the Corporations Act, being those persons details of whose remuneration are included in the Remuneration Report having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
<b>Listing Rules</b>	The listing rules of ASX, as amended from time to time.
<b>Notice or Notice of Annual General Meeting</b>	The notice of annual general meeting which accompanies this Explanatory Statement.

<b>Proxy Form</b>	The proxy form accompanying the Notice.
<b>Related Party</b>	Has the same meaning as given to that term in the Corporations Act.
<b>Remuneration Report</b>	The remuneration report of the Company for the period ended 29 February 2020, appearing in the Director's report as set out in the Annual Report.
<b>Resolution</b>	A resolution set out in the Notice.
<b>Section</b>	A section of this Explanatory Statement.
<b>Share</b>	A fully paid ordinary share in the Company.
<b>Share Registry</b>	The Company's share registry, being Link Market Services Limited (ACN 083 214 537).
<b>Shareholder</b>	The holder of a Share.



# Jupiter Mines Limited

ACN 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

**BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138

**ALL ENQUIRIES TO**  
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

## PROXY FORM

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

### 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 and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **5:00pm (AEST) on Wednesday, 8 July 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in: Online at <https://agmlive.link/JMS20> (refer to details in the Virtual Annual General Meeting Online Guide available at <https://www.jupitermines.com/investor-relations/announcements> and accompanying this Notice of Annual General Meeting).

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

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

#### Resolutions

For Against Abstain\*

1 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Election of Director – Mr Hans Mende

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\* 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.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

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 PRX2001N



## HOW TO COMPLETE THIS SHAREHOLDER 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 PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### 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:

- 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; and
- 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" must 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 or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### 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 **5:00pm (AEST) on Monday, 6 July 2020**, 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](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' 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).



#### 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\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)



### COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

# Virtual Meeting Online Guide

# Virtual Meeting Online Guide

## Before you begin

Ensure your browser is compatible. You can easily check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 “Mavericks” & OS X v10.10 “Yosemite” and after
- Internet Explorer 9 and up (please note Internet Explorer 8 is not supported)

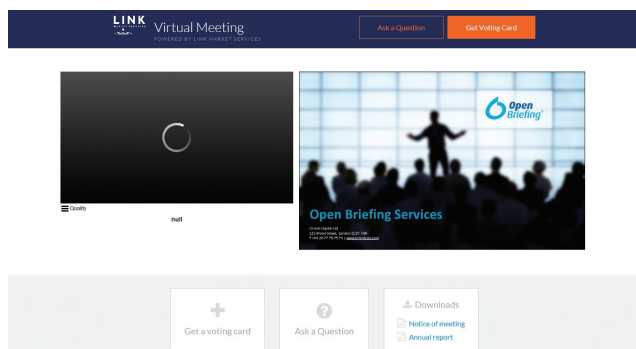
The virtual meeting is viewable from desktops and laptops. To attend and vote at the virtual meeting you must have:

- ASX registered holders: Shareholder number and postcode

If you are an appointed proxy you will need your proxy number which will be provided by Link Market Services prior to the meeting. **Please make sure you have this information before proceeding.**

## Step 1

Open your web browser and go to <https://agmlive.link/JMS20> and select the relevant meeting.



## Step 2

Login to the portal using your full name, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **‘Register and Watch Meeting’** button. Once you have logged in you will see:

- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting.

**Note:** After you have logged in we recommend that you keep your browser open for the duration of the meeting. If you close your browser, your session will expire. If you attempt to log in again, you will be sent a recovery link via email for security purposes.





## Navigating

At the bottom of the webpage under the webcast and presentation there are three boxes. Refer to each section below for operating instructions.

- 1 Get a voting card
- 2 Ask a Question
- 3 Downloads

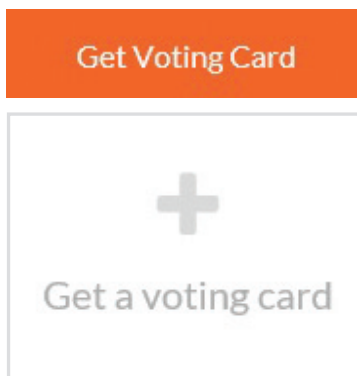
+  
Get a voting card

?  
Ask a Question

Downloads  
Notice of meeting  
Annual report

## 1. Get a voting card

To register to vote - click on the 'Get a voting card' box at the top of the webpage or below the videos.



This will bring up a box which looks like this.

### Voting Card

Please provide your Shareholder or Proxy details

#### SHAREHOLDER DETAILS

Shareholder Number  Post Code

Outside Australia

**SUBMIT DETAILS AND VOTE**

OR

#### PROXY DETAILS

Proxy Number

**SUBMIT DETAILS AND VOTE**

If you are an individual or joint Shareholder you will need to register and provide validation by entering your details in the top section:

- **ASX registered holders:** Shareholder number and postcode

If you are an appointed Proxy, please enter the Proxy Number issued to you by Link Market Services in the PROXY DETAILS section. Once you have entered your appropriate details click the blue **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by Shareholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to scroll up or down to view all resolutions.

Shareholders and proxies can either submit a Full Vote or a Partial Vote. You can move between the two tabs by clicking on **'Full Vote'** or **'Partial Vote'** at the top of the voting card.

# Virtual Meeting Online Guide

continued

ABC COMPANY PTY LTD X123456789

## Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the Unitholder's voting instructions.

Full Vote Partial Vote

**Resolution 2B** For Against Abstain  
RE-ELECTION OF MR. ABC AS A DIRECTOR

**Resolution 2C** For Against Abstain  
RE-ELECTION OF MS XYZ AS A DIRECTOR

**Resolution 3** For Against Abstain  
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

**Resolution 4** For Against Abstain  
ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

## Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

## Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes you would like to vote (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes in a certain box it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

**Note:** You are able to close your voting card during the meeting without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

If at any point you have submitted your voting card and wish to make a change while voting is still open you can do so by clicking the **'Edit Card'** button and making the required change. Once you have completed your card select the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

The voting card remains editable until the voting is closed at the conclusion of the Meeting. Once voting has been closed all voting cards, submitted and unsubmitted, will automatically be submitted and cannot be changed.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time available to shareholders. Please make any changes required to your voting cards at this point and submit your voting cards.

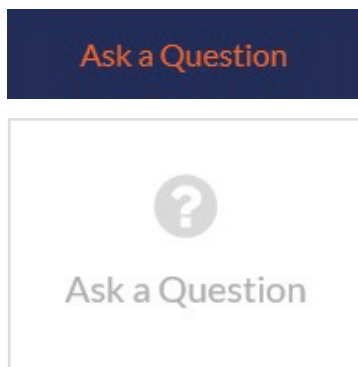
If an additional resolution is proposed during the meeting, there will be a short delay while the resolution is added to the voting card. Once the resolution has been added you will be notified by the Chairman during the meeting. In order to vote on the extra resolution you will need to reopen your voting card to cast your vote by clicking the **'Edit Card'** button.

**Note:** Registration for the Meeting and voting opens one hour before the meeting begins.

## 2. How to ask a question

**Note:** Only shareholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. If you would like to ask a question, click on the 'Ask a Question' box either at the top or bottom of the webpage.



The 'Ask a Question' box will then pop up with two sections for completion.

### Ask a Question

We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

**Regarding**

**Question**

Type your question here...

**Submit Question**

In the '**Regarding**' section click on the drop down arrow and select one of the following categories:

- General Business
- Resolution 1
- Resolution 2

After you have selected your question category, click in the '**Question**' section and type your question.

When you are ready to submit your question - click the blue '**Submit Question**' button. This will send the question to the Management/Board.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

Once you have asked a question a '**View Questions**' box will appear.

At any point you can click on '**View Questions**' and see all the questions you have submitted. Only you can see the questions you have asked.

**Note:** You can submit your questions by this method one hour before the meeting begins, if you have registered to vote. You can continue to submit questions up until the close of voting.

If your question has been answered and you would like to exercise your right of reply, you can do so by submitting another question.

### View questions

Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.

**Question 1**

General Business

When will you be holding your next AGM?

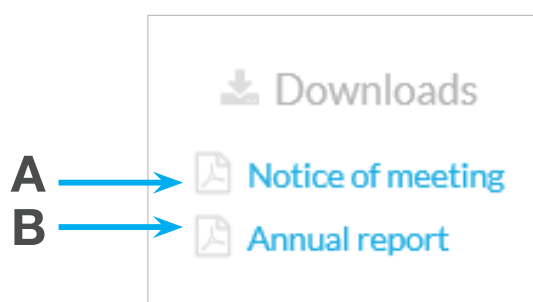
**SUBMIT ANOTHER QUESTION**

# Virtual Meeting Online Guide

continued

## 3. Downloads

If you would like to see the Notice of Meeting or the Annual Report you can do so here.



- To download the Notice of Meeting – click A
- To download the Annual Report – click B

When you click on these links the file will open in another tab in your browser.

## Voting closing

Voting will close 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not yet submitted your vote at this point, you will be required to do so now.

At the close of the meeting any votes you have placed will automatically be submitted.



## Contact us

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