

Jupiter Mines Limited

3 July 2017

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2017 Annual General Meeting of the shareholders of Jupiter Mines Limited (the "Company") will be held at 9:00am (AEST) on Friday 28 July 2017 at the Radisson Blu Plaza Sydney, 27 O'Connell Street, Sydney, New South Wales.

Notice of Meeting documents for the Annual General Meeting and Appointment of Proxy Form will be dispatched to all shareholders commencing today.

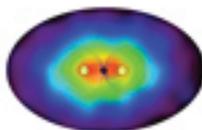
For and on behalf of the directors of Jupiter Mines Limited

Yours sincerely

Melissa North
Company Secretary and CFO

JUPITER MINES LIMITED

ACN 105 991 740



Jupiter Mines Limited

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Date: Friday 28 July 2017

Time: 9:00AM (Sydney time)

Place: Press Room, Radisson Blu Plaza Sydney, 27 O'Connell Street,
Sydney, NSW, 2000, Australia

This Notice of Meeting and Explanatory Statement is an important document and should be read in its entirety. Please read it carefully.

If Shareholders are unable to attend the General Meeting they can complete and return the enclosed Proxy Form in accordance with the instructions set out in the Proxy Form.

JUPITER MINES LIMITED

ACN 105 991 740

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that a General Meeting of members of Jupiter Mines Limited (**Company**) will be held at 9:00AM (local time) on Friday 28 July 2017 at the Radisson Blu Plaza Sydney, 27 O'Connell Street, Sydney, NSW, 2000, Australia.

The Explanatory Statement which accompanies and forms part of this Notice of Meeting provides further information about the matters to be considered at the General Meeting.

A Glossary of Terms used in this Notice of Meeting is set out in the Explanatory Statement.

AGENDA

CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report for the period ended 28 February 2017.

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, the Directors' Report and the Independent Auditor's Report for the year ended 28 February 2017, on the website of the Company (www.jupitermines.com), under "Investor Relations" and then under "Annual Reports".

Questions from Shareholders

Following the consideration of the 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:

- (a) the conduct of the audit;
- (b) the preparation and content of the Independent Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) 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 Auditor's 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.

RESOLUTION 1: RE-ELECTION OF MR PRIYANK THAPLIYAL

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

“That, Mr Priyank Thapliyal, who retires in accordance with 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.”

PROXY APPOINTMENT, VOTING AND MEETING INSTRUCTIONS

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.
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 (i.e. no later than 9:00AM (AEST) on Wednesday 26 July 2017) or any adjournment.** Any Proxy Form received after this deadline, including at the AGM, will be invalid.

The Proxy Form must be received by any of the following methods:

By post: Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235

By facsimile: In Australia (02) 9287 0309
 Form outside Australia +61 2 9287 0309

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

Online <https://investorcentre.linkmarketservices.com.au>
Enter Jupiter Mines Limited in the Issuer name field, your Security Reference Number (SRN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click ‘Login’. Select the ‘Voting’ tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

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 meeting. Shareholders can download and fill out the 'Appointment of Corporate Representation' form from Link Market Services Limited's website – www.linkmarketservices.com.au. Select the "Investor Services" tab and click on Forms.
8. In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of Shareholders as at 9:00am (AEST) on Wednesday 26 July 2017. Accordingly, transactions registered after that time will be disregarded in determining Shareholders entitled to attend and vote at the meeting.

The Notice of General Meeting and Explanatory Statement are important and should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser.

By order of the Board



**Melissa North
Company Secretary**

3 July 2017

JUPITER MINES LIMITED

ACN 105 991 740

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of shareholders of the Company (**Shareholders**) in connection with the business to be conducted at the 2017 Annual General Meeting of the Company to be held at 9:00AM (local time) on Friday 28 July 2017 at the Radisson Blu Plaza Sydney, 27 O'Connell Street, Sydney, NSW, 2000, Australia.

This Explanatory Statement is important and should be read in conjunction with the accompanying Notice of Meeting. It contains an explanation of and information about the Resolution to be considered at the General Meeting. The Directors recommend that Shareholders read this Explanatory Statement before determining whether or not to support the Resolution.

A Glossary of Terms used is set out at the end of the Explanatory Statement.

1. RESOLUTION 1: RE-ELECTION OF MR PRIYANK THAPLIYAL

The Company's Constitution requires that, given the current structure of the Board, at least one Director, excluding a Director appointed since the last AGM and an incumbent Managing Director, if any, must retire each year. The retiring Director is then eligible to offer himself for re-election by the Shareholders.

Priyank Thapliyal was appointed as a Director of the Company on 8 June 2008 and was re-elected at the Company's 2014 Annual General Meeting.

Mr Thapliyal is the Chief Executive Officer of Jupiter Mines Limited. Mr Thapliyal has been charged with implementing the Pallinghurst Resources Steel Making Materials strategy through Jupiter.

Mr Thapliyal, a founding partner of Pallinghurst Advisors LLP, joined Sterlite Industries in 2000 as a US\$100 million firm, serving as deputy to the owner Mr. Anil Agarwal. He implemented the strategies that led to Sterlite becoming Vedanta Resources plc (including its US\$870 million London IPO), a FTSE 100 company which was valued at US\$7.5 billion at the time of his departure in October 2005.

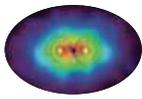
Mr Thapliyal led Vedanta's US\$50 million investment in Konkola Copper Mines, Zambia, in 2004, a stake currently valued at more than US\$1 billion. Priyank was a former mining and metals investment banker with CIBCWM, Toronto Canada and is a qualified Metallurgical Engineer, MBA (Western Ontario, Canada) and former Falconbridge employee.

The Directors, other than Mr Thapliyal, recommend Shareholders vote in favour of this Resolution.

GLOSSARY OF TERMS

In the Notice of Meeting and this Explanatory Statement the following expressions have the following meanings:

AEST	Australian Eastern Standard Time, being the time in Sydney, New South Wales.
AGM or Annual General Meeting or Meeting	The general meeting of Shareholders, or any meeting adjourned thereof, convened by the Notice.
Board	The board of Directors of the Company.
Chairman	The chairman of the Meeting.
Company	Jupiter Mines Limited ACN 105 991 740.
Constitution	Constitution of Jupiter Mines Limited.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice of Meeting.
Glossary	This glossary of terms.
Notice or Notice of Meeting	This notice of Annual General Meeting.
Proxy Form	The proxy form accompanying the Notice of Meeting.
Resolution	A resolution set out in the Notice.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A holder of Shares.



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: +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 of the person or body corporate you are appointing as your proxy

STEP 1

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 **9:00am (Sydney time) on Friday, 28 July 2017 at Press Room, Radisson Blu Plaza Sydney, 27 O'Connell Street, Sydney, NSW, 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

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 Re-Election of Mr Priyank Thapliyal

STEP 2

* 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).

STEP 3

JMSU PRX1701A



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 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.

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" should 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.

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 **9:00am (Sydney time) on Wednesday, 26 July 2017**, 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

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) as shown on the front of the Proxy Form).



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

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).

**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.**