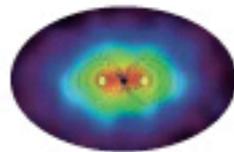




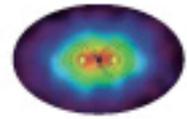
**GENERAL MEETING
TUESDAY 27 APRIL 2021**

WEBCAST LINK: <https://agmlive.link/JMSGM21>



Jupiter Mines Limited

AGENDA

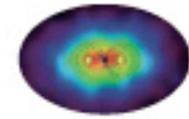


Jupiter Mines Limited

1. Presentation
2. Questions and Comments
3. Resolution: explanation, questions and voting



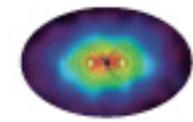
DEMERGER SUMMARY



Jupiter Mines Limited

- The Jupiter Board has always maintained that the Central Yilgarn Iron Ore (“CYIP”) assets have significant intrinsic value, and now, with the resurgence in iron ore prices, is the time to develop this asset for the benefit of its Shareholders.
- CYIP assets and \$5 million seed capital transferred to Juno Minerals Limited in exchange for 120 million Juno shares. These shares will be cancelled and new shares distributed to existing Jupiter Shareholders at a rate of 1 Juno Share for every 16.325 Jupiter Shares held.
- Juno Minerals has applied to be listed on the ASX and is separately aiming to raise \$20 million to develop the Mount Mason DSO Hematite Project.
- Demerger will enable:
 - Jupiter shareholders exposure to both pure-play manganese & iron ore investments;
 - Maximum value to Jupiter Shareholders from developing the CYIP assets;
 - Jupiter to solely focus on the Tshipi Borwa Manganese Mine;
 - Dedicated board and management of Juno to bring the Mount Mason Project into development in the near-term; and
 - Jupiter dividends from Tshipi will continue to be paid to Shareholders, and not be diverted to the project development.





Jupiter Mines Limited

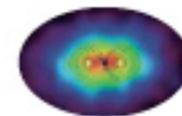
QUESTIONS AND COMMENTS

ONLY SHAREHOLDERS OF JUPITER MINES LIMITED CAN ASK

QUESTIONS OR MAKE COMMENTS AT THIS TIME



RESOLUTION 1: REDUCTION OF CAPITAL



Jupiter Mines Limited

“That for the purposes of section 256B and 256C of the Corporations Act, ASX Listing Rule 7.17, article 2.5 of the Company’s Constitution, and for all other purposes:

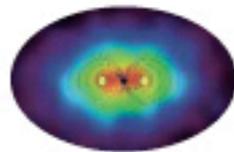
- (a) the issued share capital of the Company be reduced by an amount up to the market value (as assessed by the Directors of the Company) by the cancellation of 120,000,000 fully paid ordinary shares in the capital of Juno Minerals Limited ACN 645 778 892 (Juno) held by the Company (**Existing Juno Shares**), less the amount of the Demerger Dividend, with effect as at the Record Date set by the Directors of the Company to determine entitlements to the distribution of Juno shares referred to in paragraph (b) of this Resolution; and*
- (b) the reduction, and the Demerger Dividend, be satisfied by the Company agreeing to Juno cancelling 120,000,000 Existing Juno Shares conditional on Juno issuing 120,000,000 fully paid ordinary shares in Juno (**Juno Shares**) to all Shareholders at the Record Date on a pro rata basis, at a deemed issue price of \$0.25 per share, to effect a distribution in specie of Juno Shares to Shareholders,*

on the terms and conditions set out in the Explanatory Memorandum.”

FOR	1,350,473,133	98.42%
AGAINST	17,810,807	1.30%
ABSTAIN	1,596,157	-
OPEN	3,790,976	0.28%



**POLL VOTING – PLEASE
COMPLETE AS INSTRUCTED**



Jupiter Mines Limited

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

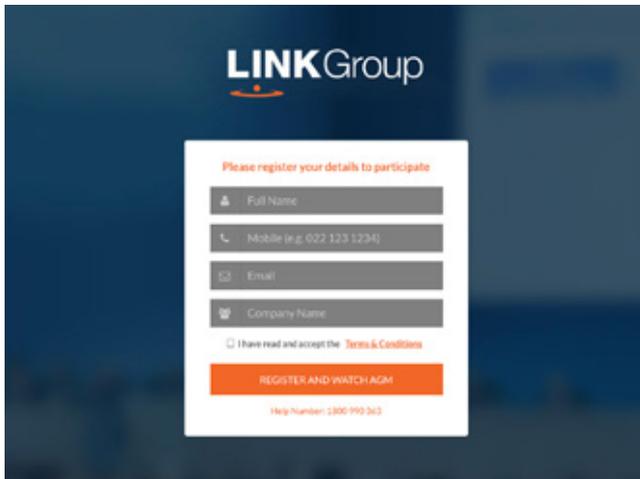
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://agmlive.link/JMS21> and select the relevant meeting.

Step 2

Log in to the portal using your full name, mobile number, 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.

- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

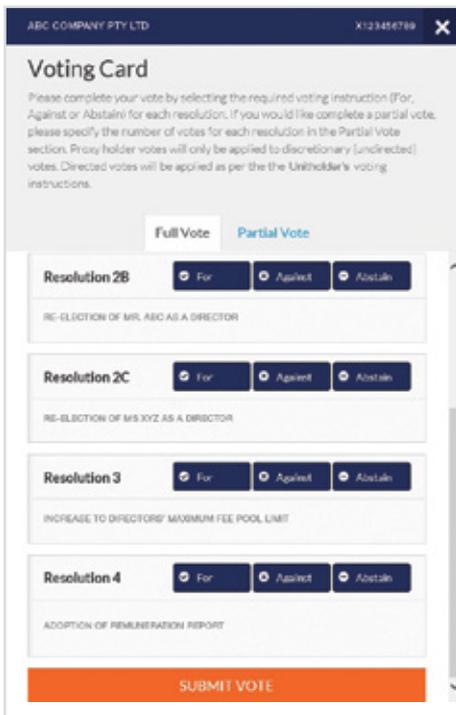
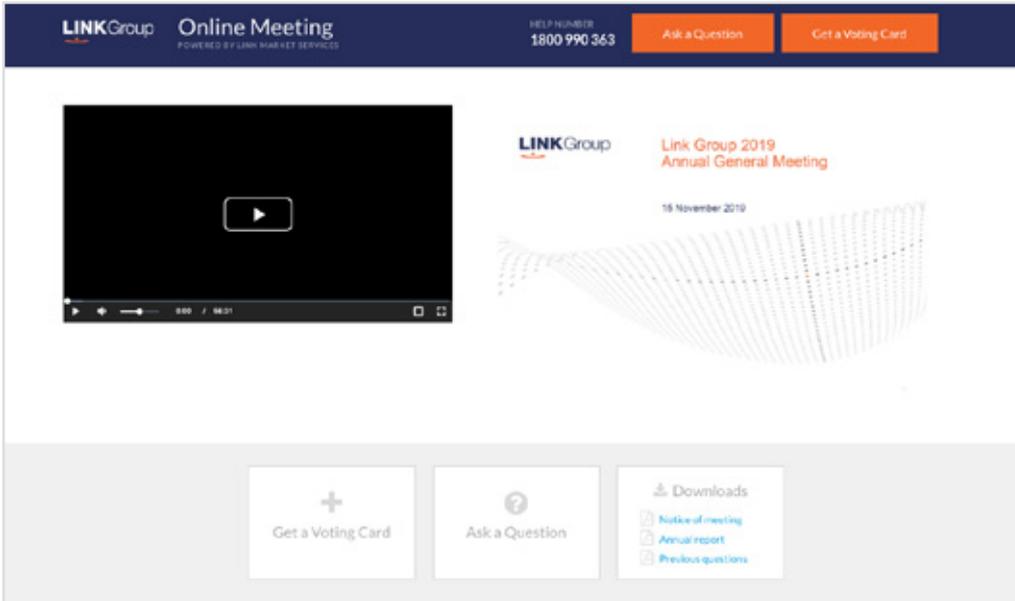
A screenshot of the "Voting Card" registration form. The form is titled "Voting Card" and includes a sub-header "Please provide your Shareholder or Proxy details". It is divided into two sections: "SHAREHOLDER DETAILS" and "PROXY DETAILS". The "SHAREHOLDER DETAILS" section has fields for "Shareholder Number" and "Post Code", with a note "Outside Australia" and an orange button "SUBMIT DETAILS AND VOTE". The "PROXY DETAILS" section has a field for "Proxy Number" and an orange button "SUBMIT DETAILS AND VOTE". A "OR" separator is located between the two sections.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders 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 view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial 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 (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 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 on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card 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.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

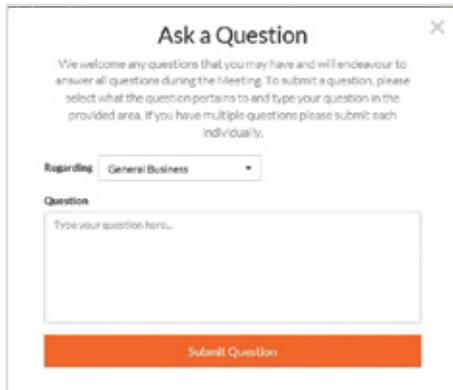
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

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

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



The screenshot shows a pop-up window titled "Ask a Question". It contains a welcome message: "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." Below this is a "Regarding:" section with a dropdown menu currently set to "General Business". Underneath is a "Question" section with a text input field containing the placeholder "Type your question here...". At the bottom is an orange "Submit Question" button.

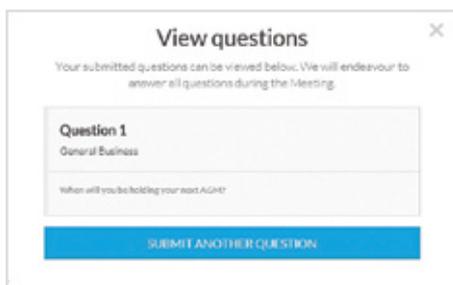
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

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



The screenshot shows a pop-up window titled "View questions". It contains a message: "Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting." Below this is a box for "Question 1" with the category "General Business" and the question text "When will you be holding your next AGM?". At the bottom is a blue "SUBMIT ANOTHER QUESTION" button.

3. Downloads

View relevant documentation in the Downloads section.

Voting closing

Voting will end 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 submitted your vote, you should do so now.

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

Contact us

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