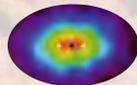


Jupiter Mines Limited



annual report

2018



Jupiter Mines Limited

Corporate Directory

The Company's shares are quoted on the official list of ASX Limited. The home exchange is Brisbane. The ASX code is 'JMS'

Directors

Paul Raymond MURRAY
(Independent Non-Executive Chairman)

Alan Godfrey TOPP
(Independent Non-Executive Director)

William Cheng WANG
(Independent Non-Executive Director)

Patrick SAM YUE
(Independent Non-Executive Director)

Andrew BELL
(Non-Executive Director)

Priyank THAPLIYAL
(Non-Executive Director)

Youfu (Andrew) ZHOU
(Non-Executive Director)

Chief Executive Officer
Greg Durack

Company Secretary
Robert Benussi

Exploration Manager
Charles Guy

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Web address: www.jupitermines.com

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Link Market Services Limited
Level 12, 300 Queen Street, Brisbane QLD
4000

Telephone: (02) 8280 7454

Facsimile: (07) 3228 4999

Email: registrars@linkmarketservices.com.au

Independent Auditors

Grant Thornton NSW, Chartered Accountants
Level 17, 383 Kent Street, Sydney NSW 2000

Telephone: (02) 8297 2400

Facsimile: (02) 9299 4445

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The 2008 Annual General Meeting (AGM) of the shareholders of Jupiter Mines Limited (Company) will be held at

11:00am on Thursday, 27 November 2008
at the offices of the Company's independent
auditor, Grant Thornton, Level 17,
383 Kent Street, Sydney

Chairmans Letter

Annual Report 2008

Fellow Shareholders,

I am very pleased to present the 2008 Annual Report for Jupiter Mines Limited. The annual report reviews activities for the financial year ended 30 June 2008.

It was a very active year for the Company with good progress achieved, particularly on our iron ore exploration prospects in Western Australia. The Review of Operations which follows has more detailed information on the extent of activities across all of the prospects owned by or under option to the Company during the year.

Central Yilgarn Iron Project ("CYIP")

The main highlight at the CYIP has been the highly active exploration program, which progressed our stated objective of becoming an iron ore producer in the Central Yilgarn region. In October 2007, the Company announced that drilling at the prospect at Mt Mason had enabled the inferred resource estimate there to be increased to 2.2 million tonnes at an average of 60.6% Fe, and that the prospect remained open to the north-east and south. Subsequent exploration work focussed on areas within the Mt Mason project and on adjoining tenements at Mt Ida. A 13,000 metre RC drilling program was undertaken at Mt Mason and Mt Ida in June 2008. Delays were experienced in the return of laboratory results of assays from drill sampling due to an industry-wide overload for assay services, however, in August and September 2008, we were able to announce some progressive results from this extensive program.

Results to date have proven that the outcrop of high grade hematite at Mt Mason is a surface expression of a mineralised iron system that extends well to the north and into the neighbouring tenement known as Mt Bevan (Hawthorn Resources Limited), and to the south onto the company's adjacent Mt Ida tenement, where it occurs as both hematite pods and extensive magnetite mineralisation. This provides the company with considerable encouragement to accelerate its exploration program at CYIP

Projects

The Company moved to rationalise its exploration assets during the year. We will concentrate on prospects which are considered the most prospective for and complementary to our objectives at Central Yilgarn. Significant matters during the year included –

The grant of ELA's for uranium exploration in Northern Territory and subsequently an agreement being reached with NuPower for a farm-in and joint venture over these tenements

A drilling program was completed on nickel & gold targets at the Company's prospect at Widgiemooltha

A drilling campaign was completed on the Brockman iron prospect, which intersected high grade iron mineralisation

A reconnaissance RAB drilling program was completed at the Leonora gold prospect

Secured iron ore rights to a tenement at Pardoo

Secured options over two tenements prospective for nickel in the Kambalda district

Structural analysis reports were completed on the Klondyke East, Klondyke Gold and Corunna Downs prospects.

The Company intends to focus on its iron ore and nickel prospects whilst looking at opportunities to attract Joint Venture partners into progressing the gold and base metal projects.

Corporate

During the year, the Company welcomed two new substantial shareholders onto its share register. In April 2008, Red Rock Resources plc became a substantial shareholder, and in May, announced an increase in shareholding by virtue of an association with Pallinghurst Resources Australia Limited ("Pallinghurst"). Their combined holdings now represent 19.38% of the shares on issue. Pallinghurst is a subsidiary of Pallinghurst Resources LLP of London in which former BHP Billiton CEO, Mr Brian Gilbertson, has a substantial interest

In May 2008, the Company completed a placement of 14.8 million shares at \$0.25 each to LSG Resources Pty Ltd, a subsidiary of the global Haoning Group. The placement gave LSG a 9.55% shareholding in Jupiter. Haoning indicated then that it is taking a long term view of the value and potential of our iron ore and nickel resources.

Board & Management

There have been a number of additions to the Board in the last year. Patrick Sam Yue & William Wang joined the Board shortly after the 2007 annual general meeting in November. In May 2008, Andrew Bell who is the Chairman of Red Rock Resources became a director, and he was followed by Priyank Thapliyal of Pallinghurst Resources in June. Later in June, Andrew Zhou, the Chairman & Managing Director of Haoning Group became a director. I assumed the role of Chairman after the 2007 annual general meeting in November. Each of the newly appointed directors has added to the depth of the Board with their individual skills.

In December 2007 Mr Greg Durack was appointed as Chief Executive Officer, who has over 25 years experience in the mining industry in Australia, Papua New Guinea and Greece encompassing both operations and project development. In the seven months prior, Mr Rob Benussi held the position of Acting CEO covering a difficult period for the Company which saw the resignation of two Directors. He was subsequently appointed to the position of General Manager Corporate along with continuing in the roles of CFO and Company Secretary. They, along with our Exploration Manager Bill Guy, comprise our senior executive team. They have worked well together to progress our focus of ensuring that Jupiter continues as a successful exploration company with the intention of becoming a mineral producer in the mid-term.

Strategy

Jupiter is presently well positioned and funded to exploit its emerging mineral interests and 2009 is likely to be a defining year for the growth of the Company.

In an environment where capital markets are in a state of uncertainty and the outlook for all commodities is unpredictable, Jupiter is focusing on proving up a mineable resource of iron ore at CYIP and pursuing the encouraging nickel occurrences previously encountered at its Widgiemooltha and Kambalda tenements.

I wish the company and all shareholders every success in our endeavours in the current exploration season

Yours sincerely



Paul R Murray
Chairman

Review of Operations

Jupiter Mines Limited (Jupiter) (ASX:JMS) has focused on progressing its iron ore, nickel and gold exploration efforts during the year. The Company increased both its iron ore and nickel land positions, and also added uranium tenements in the Northern Territory to its portfolio.

Jupiter's primary area of exploration focus for the year has been the iron ore and nickel projects, with a secondary focus on gold and base metal projects. Significant exploration drilling campaigns were undertaken and still are in progress at the time of reporting on both the Central Yilgarn Iron Project and the Cassini Prospect at the Widgiemooltha Nickel Project. All the other projects within Jupiter's portfolio were subjected to lower level exploration programs which involved drilling at the Brockman Iron Project, the Leonora Gold Projects, surface sampling and mapping at Corunna Downs Base Metal Project, soil sampling, geophysical surveys and a drilling program on a number of targets within the Widgiemooltha Nickel Project area.

Going forward, the primary focus will continue on the Central Yilgarn Iron Project to increase DSO iron ore resources, whilst the Widgiemooltha Nickel Project in conjunction with the newly acquired nickel landholdings will be subjected to ongoing exploration activity. Preliminary exploration work will commence at Pardoo and at Brockman once the new tenements in these project areas are granted, with minor work programs to be undertaken on the gold and base metal projects. The gold and base metal projects are under continual review with either sale or JV opportunities also being pursued.



CENTRAL YILGARN IRON PROJECT

Mt Mason, Mt Ida, Mt Hope & Walling Rock

Jupiter made excellent progress during the year and some key highlights were:

- The Mt Mason Inferred Resources estimate increased to 2.2 Million tonnes of high grade hematite at 60.6% iron.
- Surface sampling and mapping conducted at Mt Ida highlighted the presence of hematite mineralisation associated with Banded Iron Formations (BIF).
- The Flora Survey was completed over Mt Mason and Mt Ida.
- Exploration and Environmental Management plans were approved by the Department of Environment and Conservation.
- An extensive drilling program commenced at Mt Mason and Mt Ida.
- Extensive Flora Fauna Surveys commissioned

Overview

The iron ore price has remained strong over the year with further increases in the benchmark price. Prices are forecasted to remain strong over the next few years.

The Central Yilgarn Iron Project (CYIP) area is well positioned to capitalise on existing infrastructure within the region. The Project area is approximately 130km by road northwest from the town of Menzies where an iron ore storage and load out facility could be established to access the WestNetRail Leonora to Kalgoorlie railway line and then on to the Port of Esperance for export. Jupiter is at an advantage in that it will have reduced capital expenditure requirements by not having to construct a railway and a port. There will however be capital contributions required to utilise and upgrade the existing infrastructure.

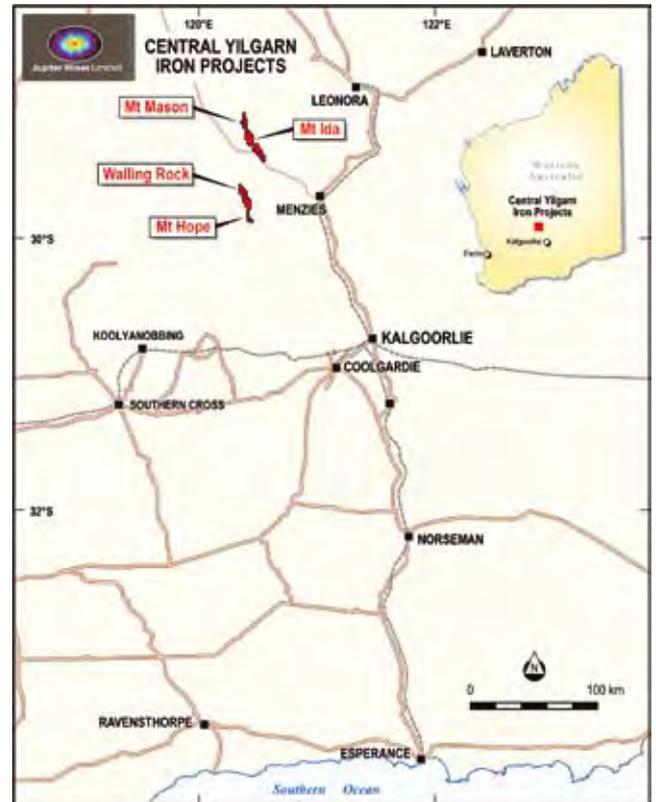


Figure 1. Central Yilgarn Iron Project (CYIP) Location Map

This line provides rail access from Menzies to the Port of Esperance some 530kms to the South.



CENTRAL YILGARN IRON PROJECT

Mt Mason, Mt Ida, Mt Hope & Walling Rock

During the year Jupiter completed Flora Surveys, and committed to further Flora and Fauna studies within the project area. A comprehensive Exploration Environmental Management Plan was completed in order to undertake drill programs on the Banded Iron Formations. The exploration program undertook further surface sampling and mapping at Mt Ida generating hematite targets for drill testing. A significant RC drilling campaign commenced in June with the objective of increasing the inferred resource at Mt Mason, and identifying further hematite resources at Mt Ida.

LOCATION

The CYIP is made up of the Mt Mason, Mt Ida, Walling Rock and Mt Hope Prospects. The project area is located approximately 130km north west of Menzies, and covers an area of approximately 275Km². The Banded Iron Formations trend northwest in sub-parallel multiple sets ranging from 1 to 6 in a set.

HISTORY

In 1969, BHP surveyed Mt Mason. This was approximately 60 years after it was initially discovered by geological survey of Western Australia. Even though high iron assays from the survey returned 62.8% iron with 0.042% phosphorus, BHP did not proceed with the project due to its focus on developing its operations in the Pilbara.

GEOLOGY

The Mt Mason-Mt Hope tenement areas cover part of the western edge of the Mt Ida greenstone belt, which lies along the eastern boundary of the Southern Cross Granite-Greenstone Terrain. A large scale regional structure, the Ida Fault, marks the boundary between the Southern Cross Granite-Greenstone and Eastern Goldfields.

The Ida Fault is a complex structure of sinusoidal faulting and shearing with varying stages of deformation throughout the Mt Ida greenstone belt. The western part of the belt, which is partially covered by project tenements, comprises a typical Southern Cross rock association of abundant metabasalt, banded iron formation and subordinated ultramafic rocks. The greenstone exposure around Mt Mason indicates shallow to steep, east dipping units of banded iron formation, with intercalated mafic rocks. Late stage granitoids and pegmatites intrude the sequence. East-west trending dolerite dykes cut across the regional trend.

EXPLORATION

The Company has been active on the CYIP throughout the year. The Mt Mason inferred resource estimate was increased to 2.2 Million tones of high grade hematite averaging 60.6% Fe early in the year through an RC drill campaign totaling 998 metres.



Figure 2. MT Mason Massive Hematite Outcrop drill rig mask in foreground

CENTRAL YILGARN IRON PROJECT

Mt Mason, Mt Ida, Mt Hope & Walling Rock



Figure 3. Shaley Hematite Outcrop – Mt Ida

A three dimensional model of the Mt Mason near surface hematite mineralisation was completed in October 2007. The estimation of the hematite rich direct shipping iron ore (DSO) at a 55% Fe cut off, produced an inferred resource estimate of 2.2 million tones with an average grade of 60.6% Fe, 7.7% SiO₂, 3.1% Al₂O₃, 0.05% P and 2.4% LOI.'

The information in this report that relates to Mineral Resources is based on information compiled by Mt David Milton, who is a Member of the Australian institute of Mining and Metallurgy and a full time consultant. Mr David Milton has sufficient experience in these types of deposits under consideration and to the activities undertaken to qualify as a Competent Person as defined in the December 2004 Edition of the Australasian Code for reporting Exploration Results, Mineral Resources and Ore Reserves and consents to the inclusion in the report of the matters based on his information in the form and the context in which it appears.

At Mt Ida, surface sampling and mapping was undertaken over two campaigns, which identified a total strike length of approximately 6.3km. The programs highlighted the presence of hematite mineralisation (Shaley Hematite) associated with Banded Iron Formations (BIF) horizons within the targeted zones.

Jupiter continued to progress the environmental baseline studies throughout the year. In July 2008 a terrestrial Short-Range Endemic Invertebrate Survey commenced onsite, and a Desk Review and Pilot Study of Subterranean Fauna commenced. A second Flora Survey is planned in the spring of 2008. The environmental baseline studies are essential requirements in order to obtain drilling approvals, and to advance to the project development phase.

In early June, after submitting both the Program of Works (POW), and Exploration and Environmental Management Plan (EEMP) to conduct a 13,000 metre RC drilling program at Mt Mason and Mt Ida, final approvals were received from both the Department of Industry and Resources (DOIR) and the Department of Environment and Conservation (DEC).

Drilling commenced in June, and concurrently in July a ground Gravity Survey was undertaken on the Mt Ida Prospect using scintrex CG-3M Gravity Meter. The survey will generate Bouguer gravity data to aid in delineation of potential iron targets, structural control information, and lithological interpretation.

In late August initial drill results were returned from both the Mt Mason and Mt Ida Prospects. At Mt Mason a total of 1629 metres were drilled over twenty holes with assays having been returned for six holes.

Hole 08RCMM004 has intersected the northern extension of the mineralisation, returning a zone of 14 metres at 64.1% Fe. As previously reported, Hole 08RCMM003 intercepted the down dip extension of the mineralisation with 11 metres at 60.3% Fe. Holes 08RCMM05 and 08RCMM07 did intersect mineralisation. Further assay data is pending, and once completed, will be added to the resource model.

CENTRAL YILGARN IRON PROJECT

Mt Mason, Mt Ida, Mt Hope & Walling Rock

Results are summarised below

Table 1. Mt Mason Drill Hole Highlights

Hole	Depth from	Depth To	Interval m	Fe%	Al ₂ O ₃ %	P%	SiO ₂ %	LOI%
08RCMM003	70	81	11	60.3	0.92	0.1	9.63	2.88
08RCMM004	30	44	14	64.1	2.43	0.04	3.6	1.96
08RCMM004	48	53	5	59.8	4.2	0.07	7.21	2.61
08RCMM006	6	8	2	61.7	2.06	0.05	7.38	2.18
08RCMM008	4	8	4	57.1	2.02	0.05	11.1	4.76

- All drill holes at CYIP Project are vertical

- ALS Chemex Analysis ME-XRFII, OA-GRA05 LOI1000

- The grades reported in the intersection are a calculated weighted average of the assays from the individual metre intervals with a cut-offgrade of 56.0% Fe .

Table 2. Mt Mason Drillhole locations

Drillhole	Easting	Northing	Dip	HoleDepth
08RCMM003	243451	6776315	90'	80
08RCMM004	243320	6776230	90'	80
08RCMM005	243237	6776252	90'	37
08RCMM006	243295	6776158	90'	79
08RCMM007	243405	6776126	90'	71
08RCMM008	243448	6776138	90'	66

At the Mt Ida Prospect assay results have now been returned for 27 holes. In total, 84 holes have been drilled to date for 5,474 metres. The drill holes at Mt Ida were from targets developed from the Mt Mason exploration model in conjunction with the field mapping and sampling program completed in 2007 and early 2008, the drilling has intersected thinly laminated shaley hematite with no significant intersections returned.

Following the gravity survey conducted in July, the subsequent drilling campaign conducted in August was modified to test both gravity and magnetic anomalies initially identified. Significant intersections of magnetite were returned and assay results are pending. These results will be reconciled against the anomalies tested, and in the interim the magnetic and gravity data is being modeled to identify further hematite and magnetic anomalies. It is expected that this modeling will be completed by the end of 2008, upon which a revised drill program will be undertaken.

The potential quantity and grade of the of the inferred resource at Mt Mason, and also any potential resource at Mt Ida are conceptual in nature and are for exploration purposes only. There has been insufficient exploration and evaluation to define a mineral resource and it is uncertain if future exploration will result in the determination of a mineral resource.



Brockman Iron Project

(E47/1629) (PLA 47/1314)

Overview

Jupiter will continue to proactively explore its leases in the Hamersley Basin and build on the positive drill results returned from Brockman during the year. Jupiter also increased its land position at Brockman by pegging another tenement PLA 47/1314 which abuts E47/1629 (Brockman tenement). This tenement when granted will be added to the Company's 100% owned Brockman Iron Project (BIP), and will be subjected to field sampling and mapping in the new financial year. This project area in the Hamersley Basin is highly prospective for iron mineralisation with significant surrounding landholdings held by Hamersley Iron Pty Ltd and the Fortescue Metals Group.

Location

BIP is well located approximately 60km west of Tom Price in the Hamersley Basin. With respect to regional mining infrastructure, the western boundary of the Brockman tenements adjoins Rio Tinto's Brockman 3 iron ore operations and is located near Fortescue Metal Group's Pilbara field camp

History

Two main types of hematite iron ore are mined from the region. The first is hard, high-grade, low phosphorus ore called "Low P Brockman ores" as seen in the Mount Tom Price deposit. The iron content usually exceeds 64%, with phosphorus around 0.05%. Because of its hardness, these blue-grey hematite ores are the premium lump-producing ores in the Pilbara Province.

The second high grade hematite ore is the Marra Mamba type, which has a hematite-goethite mineralogy and is softer than the Low P Brockman ores. This ore usually produces less lump unless there is a hard zone which improves the lump yield, as seen at the Marandoo iron ore mine (Hamersley Iron). The iron content of most high-grade Marra Mamba ores is around 62%, phosphorus is usually less than 0.07% and silica and alumina are moderately low.

Geology

The Proterozoic Hamersley Group is comprised of sediments and associated volcanics occupying about 60,000km², with the sedimentary sequences totalling nearly 1,500 metres in thickness. Economically there are five main BIF units of interest: the Boolgeeda Iron Formation, the Weeli Wolli Formation, the Joffre Member, the Dales Gorge Member and the Marra Mamba Iron Formation.

Each of the five BIF units is made up of alternating, cyclic, ferruginous units alternating with shale units. These are of varying thickness and number the units are relatively gently folded and faulted. At BIP, the BIF units sit on the Fortescue Volcanics which occupy the eastern side of the project area.

Exploration

Jupiter Mines Limited has undertaken exploration works on BIP throughout the year.

The company completed a preliminary two-week drilling program in November 2007, which was designed to test iron mineralisation detected from previous surface rock chip sampling. The program comprised 33 RC vertical holes totalling 990 metres, which were drilled in a series of seven traverses approximately 200 metres apart, orientated along the dip of the local geology (see Figure 1).

The best intersection was in hole BRC005, which returned **7 metres @ 59.4% Fe (62.9% calcined Fe or CaFe)**. Results less than 49% Calcined are not reported. Jupiter is encouraged with this first pass program with the better intersections summarised below:



Figure 4. – Hematite and goethite outcrop

Brockman Iron Project

(E47/1629) (PLA 47/1314)

Hole No.	From (m)	Width (m)	Fe (%)	LOI (%)	Al ₂ O ₃ (%)	P (%)	S (%)	SiO ₂ (%)	CaFe (%)
BRC001	0	7	51.5	9.87	6.46	0.040	0.025	8.74	56.6
BRC001	8	1	52.3	11.65	6.16	0.034	0.027	6.09	58.4
BRC002	0	2	55.8	4.91	6.22	0.036	0.016	7.53	58.5
BRC002	3	9	52.2	11.55	5.67	0.044	0.030	7.14	58.2
BRC003	0	9	53.6	5.52	6.48	0.030	0.015	8.47	56.6
BRC005	0	7	59.4	6.03	2.43	0.049	0.038	5.88	62.9
BRC013	2	7	50.0	11.3	5.35	0.023	0.013	10.9	55.7
BRC018	0	7	49.6	9.7	6.56	0.029	0.022	11.99	52.1
BRC020	0	9	56.3	4.96	5.87	0.030	0.017	7.37	59.0
BRC021	0	7	56.9	5.83	6.29	0.029	0.037	5.56	60.2
BRC022	0	5	55.7	9.05	3.44	0.042	0.039	7.32	60.7
BRC025	0	7	56.6	10.99	3.11	0.045	0.039	4.21	62.8
BRC032	0	5	49.4	9.45	6.12	0.035	0.043	12.98	54.5
BRC033	2	3	52.6	9.32	7.2	0.028	0.020	6.93	56.8

Notes:

Analyses conducted by ALS Chemex using Fusion/XRF analysis with Loss on Ignition (LOI) determined using OA-Grad5t Multi-temperature analyses
 Calcined Fe (CaFe) calculated by using the formula $CaFe\% = ((Fe\%) / (100 - LOI\ 1,000)) * 100$

Average calculated using a mean weighted average with a cut off grade 49% Calcined FE

Results with less than 49% Calcined FE are not reported in table

The targets are conceptual in nature and are for exploration purposes only. There has been insufficient exploration and evaluation to define a mineral resource and it is uncertain if future exploration will result in the determination of a mineral resource.

A native title clearance (Heritage Survey) was completed in 2007. The Heritage Survey was very positive with no archaeological sites noted and all survey lines cleared for exploration. Ministerial approval for iron ore exploration was also granted.



Figure 5. This photograph is taken on Jupiter's eastern boundary looking east the top of the escarpment.

Brockman Iron Project

(E47/1629) (PLA 47/1314)

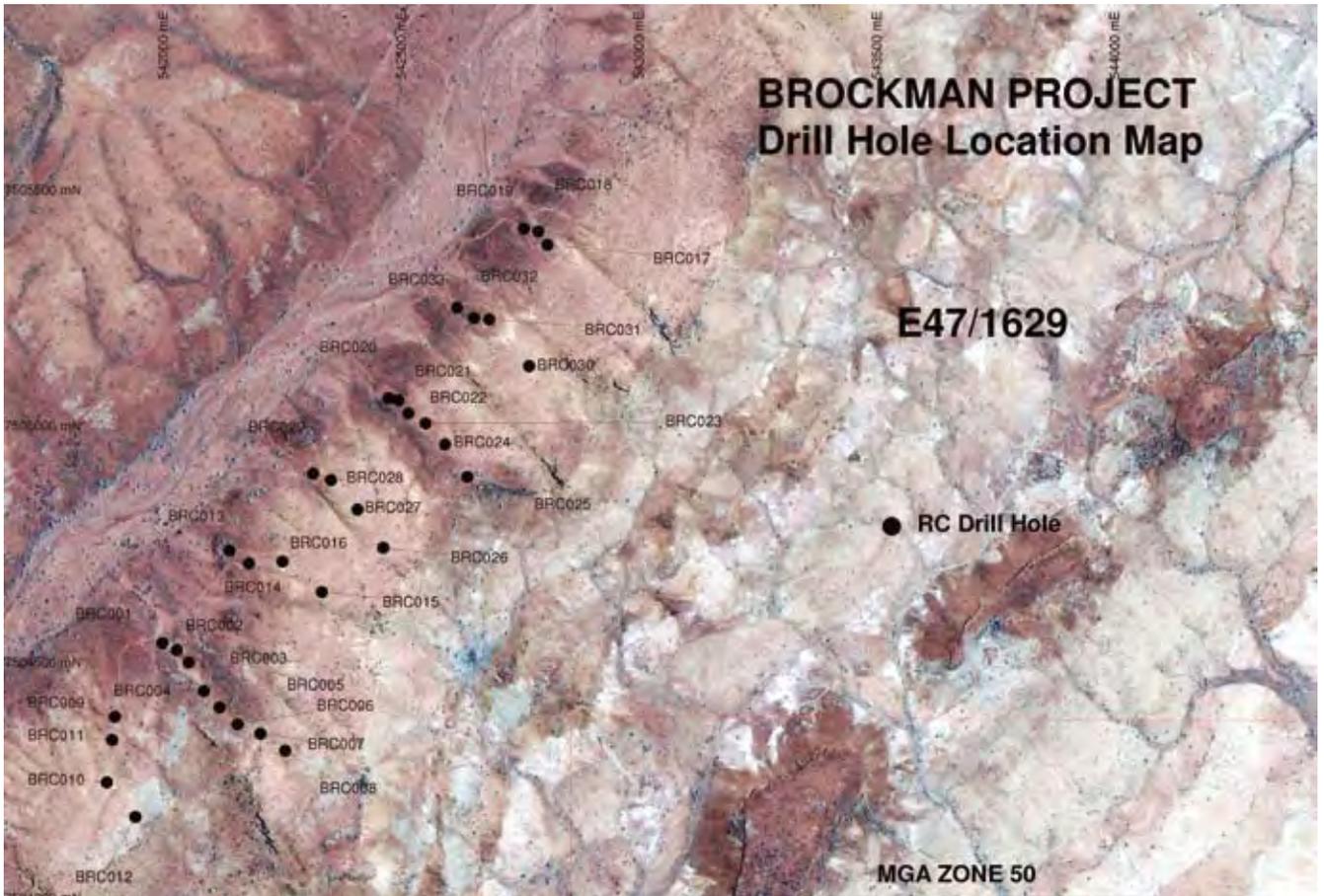


Figure 6 Drill Hole Locations Brockman Project

Outlook

The Brockman Iron Project represents a strategic exploration opportunity for Jupiter within a world-class iron ore mining region. Jupiter has also increased its holdings in the Pilbara with the Pardoo Project and is eagerly awaiting the grant of PLA 47/1314.

Pardoo Iron Ore Rights

During the year, Jupiter entered an agreement with Shaw River Resources (ASX: SRR) and to acquire the iron ore rights to tenement E45/3183.

The tenement was subject to a Heads of Agreement prior to a ballot being held, with Jupiter acquiring the iron rights and Shaw acquiring the Mineral Rights if the other party was successful in winning the ballot. Shaw River Resources was subsequently successful in winning the ballot.

Tenement E45/3183 is located approximately 100km North West of Port Hedland in the Pilbara region of Western Australia adjacent to the Atlas iron ground. E45/3183 is not formally granted and exploration will commence soon after granting.

Brockman Iron Project

(E47/1629) (PLA 47/1314)

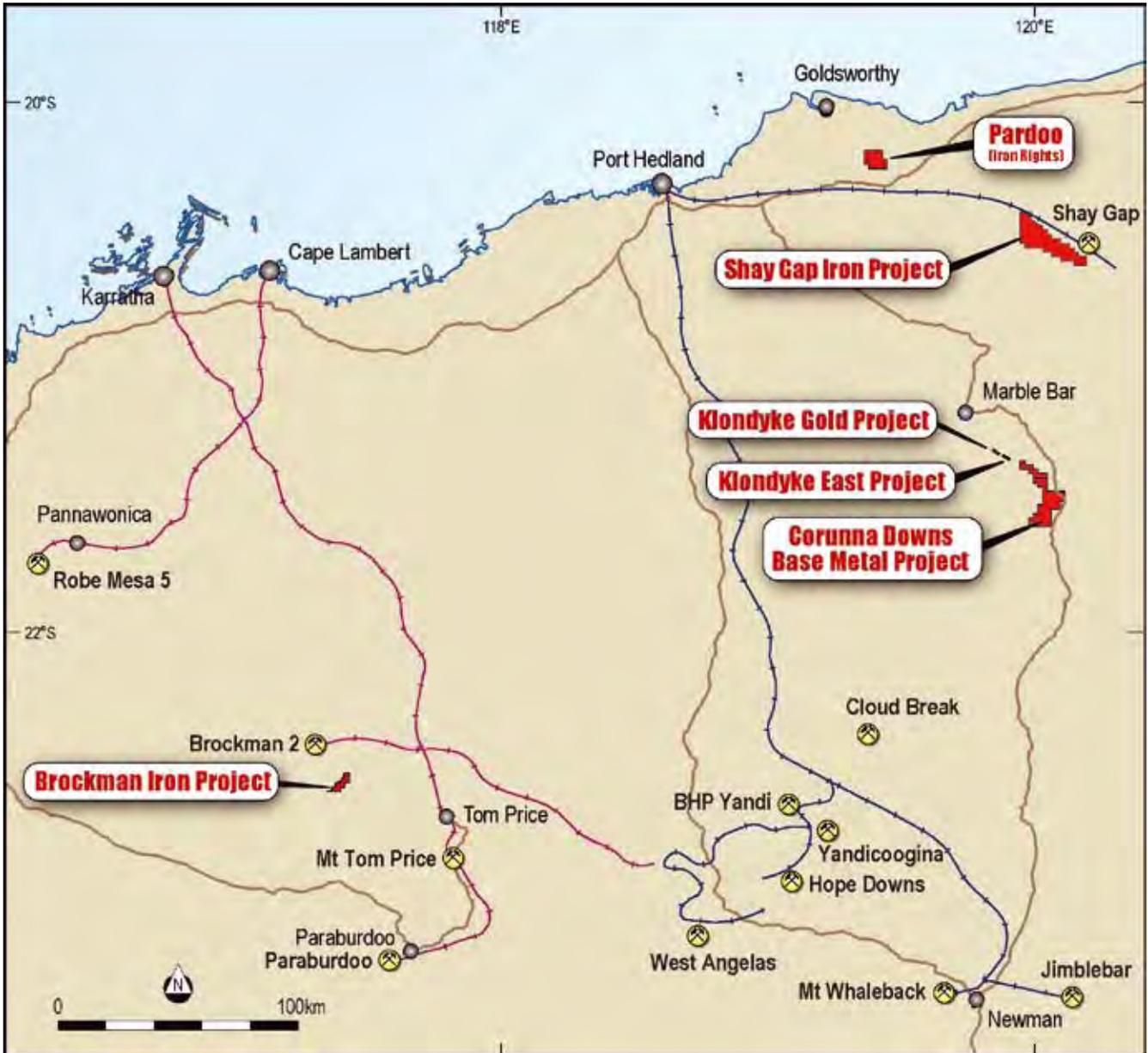


Figure 7 Location Map Pilbara Iron Tenements Location Map incomplete

Shay Gap Iron Exploration Licence

(E45/2908)

Overview

Jupiter strengthened its position as a junior explorer with extensive iron ore leases when the Shay Gap Project was granted in the June 2007 quarter. The area forms part of Jupiter's iron exploration portfolio. The Shay Gap Project is located immediately south of the Shay Gap, Nimitarra, Sunrise Hill and Cunderline Ridge iron mines.

Location

Shay Gap is located 180km east of Port Hedland and 1574 km north northeast of Perth on the BHP-Billiton railway in the Northern Pilbara Craton. The north sector project area is cut by Port Hedland Goldsworthy line, and the area is also serviced by a main road, the Great Northern Highway.

History

The project lies immediately to the south of volcano-sedimentary sequence hosting numerous iron ore mines. These mines make up BHP-Billiton's Nimitarra, Sunrise and Cunderline deposits.

Shay Gap derives its name from a pass of the same name in the nearby hills. The town itself (Shay Gap) was a company town, developed by Goldsworthy Mining Limited in the 1960's for the mining of iron ore from nearby deposits, and was gazetted in 1972.

Geology

The Shay Gap Project area lies in the northern Pilbara Craton immediately to the south of the thin volcano-sedimentary sequence hosting the numerous iron ore mines making up BHP-Billiton's Nimitarra, Sunrise and Cunderline deposits (including Shay Gap). The Archaean rocks of the north Pilbara contain iron ore deposits similar to those in the south-central iron province. An assemblage of BIFs, inter-bedded with metamorphosed sedimentary and volcanic rocks, has been intruded by granitoids.

Exploration

Mineral Interpretation from LANDSAT 7 ETM+ (Enhanced Thematic Mapper plus) satellite data has delineated Conceptual targets at the Shay Gap Project area E45/2908 (approx 220km²). Thirteen conceptual targets classified as "Target anomalies for further field investigations" with potential for "Detrital iron Deposits (DIDs) within present and palaeo drainage systems" are labelled D1-D13 on the attached map.

The 13 conceptual targets for DIDs are located in current and paleo drainage system to the south of the iron mines. The 13 targets have a cumulative area of approximately 40km². The Mineral Interpretation from Landsat gives no data on possible thickness of the accumulations. Historically, the mines in this area have been in the order of 60%+Fe in grade. A short field visit found no surface outcrop of concealed anomalies. The visit did confirm large areas of alluvium.

The targets are conceptual in nature and are for exploration purposes only. Multiband ratioed datasets were selected and processed for spectral classification of iron oxides and hydroxides. Detrital iron accumulations were then delineated. There has been insufficient exploration and evaluation to define a mineral resource and it is uncertain if future exploration will result in the determination of a mineral resource.

Outlook

Jupiter continues to progress this project. Shay Gap will be further explored as the company evaluates its Pilbara tenements. An assessment on prioritisation of further geophysical (gravity survey) and field exploration focus will be made based on the Shay Gap project's interpreted potential.

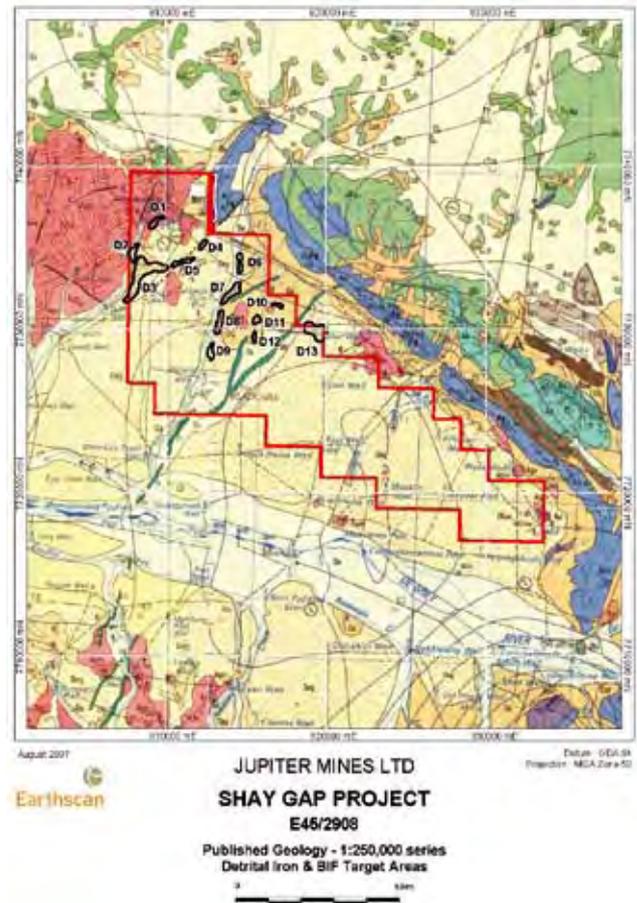


Figure 8. Shay Gap Project

Widgiemooltha Nickel Project

(E15/615, E15/837, P15/4638, P15/4639, P15/4357, P15/4358)

Location

The Widgiemooltha Nickel Project is located approximately 60km south of Kambalda, along the Coolgardie-Esperance Highway. Access is via sealed bitumen road from Kambalda and unsealed tracks along the water pipeline adjacent to Mincor Resources' Redross nickel mine.



Figure 9. Location Map Jupiter's Mines Limited Nickel Projects

Widgiemooltha Nickel Project

(E15/615, E15/837, P15/4638, P15/4639, P15/4357, P15/4358)

History

Anglo Gold (Anglo) and Western Mining Corporation (WMC) were the main historical explorers. Anglo was focused on gold and WMC's primary interest was nickel mineralisation. Both explorers conducted drill hole programs that returned nickel and gold intercepts. Table 2 below summarises the mineralisation intercepted from the respective drilling programs done by Anglo and WMC.

Table No 5. Cassini Aircore Drill Holes

Hole No.	Location		Orientation		Intercepts >0.25 g/t Au			
	Easting AMG	Northing AMG	Declination	Azimuth	From	To	Length	Au g/ton
WMAC029	370500	6493400	90°	0°	76	78	2.0	0.44
WMAC060	370000	6492200	90°	0°	76	78	2.0	0.90
WMAC155	370450	6492200	90°	0°	74	75	1.0	0.48
WMAC158	370750	6492200	90°	0°	106	107	1.0	0.22
WMAC148	370100	6492100	90°	0°	78	82	4.0	0.97
WMAC064	369300	6491800	90°	0°	16	20	4.0	3.95
WMAC064	369300	6491800	90°	0°	20	24	4.0	0.28

Table 5. Aircore Drill Hole intercepts greater than 0.25 g/t Gold over the Cassini Prospect in the Northern Part of Exploration Licence 15/625, Widgiemooltha Property

Table No.6 Cassini Aircore, RC and Diamond Holes

Hole No.*	Location		Orientation		Intercepts >0.5% Ni			
	Easting AMG	Northing AMG	Declination	Azimuth	From	To	Length	Ni%
RED461	370140	6493700	90°	0°	82	84	2.0	0.71
RED379	368943	6492203	90°	0°	96	99	3.0	0.68
RED368	369075	6492175	90°	0°	92	99	7.0	0.70
EAT275	369145	6492100	90°	0°	25	27	2.0	0.64
RCRED490	369060	6492000	60°	270°	62	64	2.0	0.52
RCRED490	369060	6492000	60°	270°	144	146	2.0	1.12
RCRED490	369060	6492000	60°	270°	152	154	2.0	0.72
WMAC126 including including	369325	6491875	90°	0°	48 60 92	99 72 99	51.0 12.0 7.0	0.65 1.07 0.96
WMAC064	369300	6491800	90°	0°	40	44	4.0	0.55
WMAC065	369400	6491800	90°	0°	68	70	2.0	0.52
WMAC118	369400	6491700	90°	0°	44	56	12.0	0.52

Table 6. Aircore and RC Drill Hole intercepts greater than 0.5% Nickel over the Cassini Prospect in the Northern Part of Exploration Licence 15/625, Widgiemooltha Property

*RC prefix denotes a Reverse Circulation; DD denotes Diamond Drilling. All other holes by Aircore

Jupiter 2006 Diamond Drill

Hole	Easting	Northing	Declination	Azimuth	From	To	Length	Ni%
JWDDH003	369396	6491946	60	270	161.9	163.25	1.35	6.36
JWDDH004	369396	6491946	67	270	202.7	203	0.3	2.25



Widgiemooltha Nickel Project

(E15/615, E15/837, P15/4638, P15/4639, P15/4357, P15/4358)

Geology

The property covers an area of the western and south-eastern flanks of the Widgiemooltha Dome. Doming is associated with intrusion of a large monzogranite complex where a north/north-westerly trending, tightly folded and faulted layered Archaean greenstone succession has been intruded by monzogranite complex.

Nickel sulphide mineralisation in the district is associated with high magnesium komatiitic lava flows. The base of channel flow facies is most prospective for nickel deposits usually associated with the lower most channel flow volcanic event.

Nickel sulphide mineralisation in this area often comprises a lower massive sulphide zone overlain by a matrix sulphide zone and a halo of disseminated sulphides. Typically these deposits are tabular or ribbon like, or are made up of a series of pod-like bodies along a linear trend.

Essentially, gold mineralisation in the district is associated with the Archaean greenstone rock types. Mineralisation occurs as: quartz-pyrite veins along contact zones between felsic and mafic-ultramafic rock types; in quartz veins associated with felsic rocks; in quartz veins and disseminated sulphide alteration zones in mafic rocks; and vein quartz associated with metasedimentary rocks.

Exploration 2008

Based on the TEM surveys and drilling programme undertaken in the 2006-2007, a soil sampling programme was completed, with specific interest in gold. From this, 994 samples were collected and sent to ALS Chemex, Kalgoorlie, for analysis (Au, Cu, Co, Ni, Pd).

Two target areas were delineated from the soil sampling programme, which were drilled in April 2008. A total of 932m of RC drilling was carried out over 15 vertical holes. Holes intercepted disseminated sulphides and quartz veining in black shales. No elevated assay results were returned.

The MMI data (Ni5553ppb -18,500ppb) define a northwest trend over the A5 area which has a same trend as the three define conductor (Figure 1) and the map geological contact between the mafic and ultramafic contact. Elevated values were detected over the Cassini Prospect (Cassini Prospect has previous returned assays from historical drilling with massive nickel sulphide over 1.6% Nickel- including 12m@1.07% Ni from 46m in WMAC126) which has deep sand cover. The geochemical sampling program over the A5 has increased the company's confidence that Area A5 is prospective for nickel mineralisation.

The targets are conceptual in nature and are for exploration purposes only. There has been insufficient exploration and evaluation to define a mineral resource and it is uncertain if future exploration will result in the determination of a mineral resource.

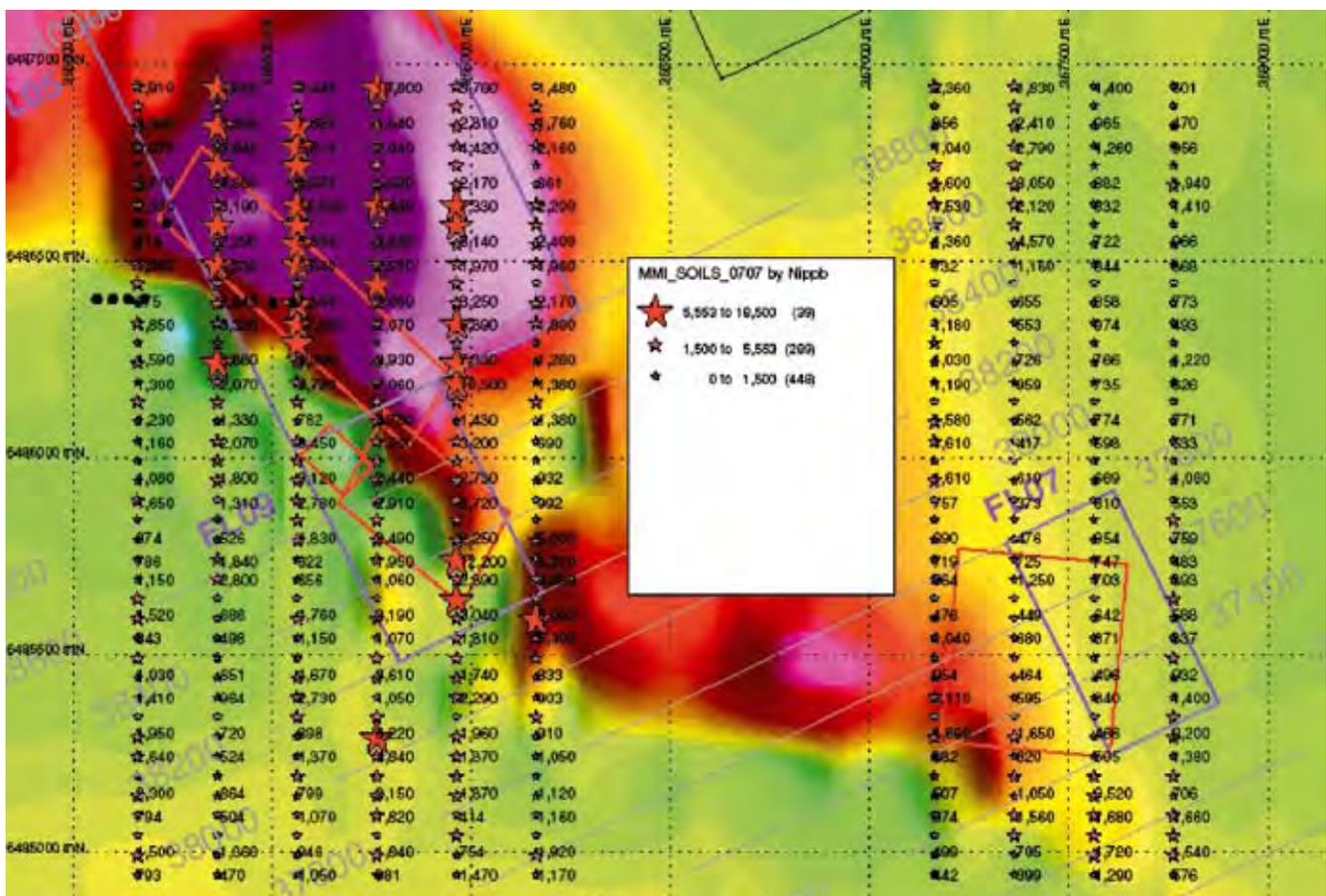


Figure 10. Interpreted conductors in Area A5 with anomalies Ni MMI samples (ppb)

Widgiemooltha Nickel Project

(E15/615, E15/837, P15/4638, P15/4639, P15/4357, P15/4358)

Outlook

The Widgiemooltha Project is a key area of focus for Jupiter in the coming year and the company is encouraged by the prospects of this ground. It is located in a proven nickel producing area, adjacent to Mincor's ground and south of Mariners.

As previously reported, the company has conducted two further exploration programs - the Cassini Prospect, originally intercepted by WMC and hole WMAC126, by diamond drill. The A5 area, were MMI soil Ni anomaly and coincident TEM conductor will be tested by an aircore drill program.

Widgiemooltha

Option agreements over two new nickel projects

In April 2008, Jupiter entered into option agreements with Western Resources & Exploration Pty Ltd (WRE) to secure two new project areas within the known nickel regions at Kambalda West and Golden Ridge East (figure 9).

The option agreements provide Jupiter with access to a significant new land holdings in a highly prospective nickel producing region, and will be explored in parallel with Jupiter's nearby Widgiemooltha Nickel Project.

The Kambalda West Project consists of four contiguous exploration licences (ELs) and two prospecting licences (PLs) covering a total of 4,689 hectares. The ELs comprise two granted tenements, E15/874 and E15/875 and two tenements under application, E15/873 and E15/878. The PLs comprise P15/4735 and P15/4736.

The option covers a period of eight months for a payment of \$10,000 and the issue of 70,000 Jupiter Mines fully paid ordinary shares.

If, after the option period, Jupiter wishes to exercise its option to purchase the Project, a further payment of \$150,000 and issue of Jupiter Mines fully paid ordinary shares to the value of \$100,000 will become due.

The project area represents an under explored land package within a nickel producing region, and extends over a NNW strike length of 21 km and straddles the Goldfields Highway 3km to 4km west of the Kambalda West town site. Structural interpretation of the project area suggests that Kambalda-type ultramafic komatites are likely to be present at depth beneath metasediments forming the core of the Merougl Syncline. These types of rocks are the main host to nickel sulphide mineralisation.

The Golden Ridge (E25/229) option covers an eight month period until December 2008 for a payment of \$10,000 and issue of 70,000 Jupiter Mines fully paid Ordinary Shares. If after the option period, Jupiter wishes to exercise its option to purchase the project, then a further payment of \$100,000 and issue of Jupiter Mines fully paid Ordinary Shares to value of \$75,000 will become due.

Exploration

A soil sampling program was undertaken during August 2008 on both the Golden Ridge East and Kambalda West Project areas. The purpose of the programme was to delineate areas of mineralisation since little outcrop is known to occur on both project areas. At Golden Ridge East the soil sampling program was completed with 390 samples being collected, whereas at Kambalda West an initial 234 samples were collected. The sampling program at Kambalda West will be completed in October 2008. These samples have been submitted to ALS Chemex for analysis.

The Golden Ridge East Project consists of one exploration licence E25/229, covering an area of 589 hectares. The project is considered to have good potential for nickel and, to a lesser extent, gold. The project area is 3km east of the Golden Ridge open pit gold mine (completed) and 6km to the north of the Blair Nickel Mine currently operated by Australian Mines Limited.

The Blair Nickel Mine was previously owned and operated by WMC. It was subsequently reopened by Australian Mines Limited in November 2002, and has posted quarterly production over the past two years averaging over 300 tonnes of nickel.

The exploration licence covered under the option agreement, E25/268, lies adjacent to Northern Mining Limited's (NMI) Blair North Prospect, L25/268. On 20th March 2008, NMI released an announcement to the ASX detailing results from an RC drill program at E25/268, including:

- Hole BNRC0101, 25 metres downhole width (from 99m to 124m) @ 4.05g/t Au
- Hole BNRC017, 24 metres downhole width (from 36m to 60m) @ 2.16g/t Au

Outlook

The Northern Mining results demonstrate the prospectivity conceptual targets, Jupiter's position is that the option is likely to be exercised on Golden Ridge East.



Drilling at Jupiter Tenement

Klondyke Project

(MLs 45/552, 45/668, 45/669 and 45/670)

Overview

The Klondyke Project historically had its resource calculations associated with the Klondyke King and Queen old mine areas. The dominant exploration philosophy by historical explorers was to depth diamond drill to examine the underground mining potential of the Klondyke King and Queen Mines. Jupiter's exploration program focuses on examining a large scale shallow resource potential by combining the mining areas Klondyke King, Klondyke Queen, St George, Dead Camel, Cuban and Kopckes Reward. This year work focused on a regional assessment of Klondyke Shear zone and structural controls of the gold mineralisation.

Location

The Klondyke Project is located in the Pilbara Mineral Field of Western Australia 27km south-east of Marble Bar within Warrawoona Mining Centre. Marble Bar is approximately 300km from Port Hedland via road.

History

Marble Bar was developed as a result of the gold rushes to the Pilbara in the late 1880s. It is assumed the Klondyke area was discovered around the same time. This gold mining province was home to some of Australia's most famous gold nuggets including the 333 ounce 'Little Hero', the 413 ounce 'Bobby Dazzler', the 332 ounce 'General Gordon' and the Millennium Nugget.

In 1955, the Klondyke Centre attracted the attention of the Geological Survey of Western Australia. They drilled a number of old workings including Bow Bells (intersected 3.35m at 2.96g/t and 1.52m at 1.85g/t at depths) and Klondyke Queen (intersected 1.52m at 4.15g/t and an intercept of 3.82g/t).

During 1990's Aztec Mining, CRA and Lynas all worked the Klondyke area. Numerous drilling programs and exploration programs were carried out. Work included geological mapping, bulk sampling, underground sampling, soil sampling, magnetics, aerial photography, petrology and resource modelling and calculations.

Exploration highlighted the Klondyke Queen and King workings and numbers of mineralised intercepts were reported. A diamond hole drilling program of four holes at Klondyke Queen yielded grades in excess of 1g/t and included 2m of 44.69g/t, 1.7m at 2.92g/t, 0.6m at 2.87g/t, 10m at 5.2g/t and 10m at 1.22g/t.

Geology

The Klondyke tenements are on an Archean greenstone belt oriented west northwest and situated between the Mt Edgar Batholith to the north northeast and the Corunna Downs Batholith to the south southwest. Four deformation events have affected the sequence dominated by ultramafics and mafics rock types in project area. The third deformation event is represented by intense shear zones which are associated with gold mineralisation. The shears are steep dipping to near vertical and are considered to have a reverse movement.

Mineralisation

The gold mineralisation is localised within the zone of intense shearing and carbonate and sericite alteration. The gold, along with disseminated pyrite and to a lesser degree chalcopyrite and arsenopyrite, occur in quartz veins and stringers in the Klondyke Shear which runs approximately parallel to the dominant northwest shear direction. Within the shear are silicified zones as parallel bands, often showing bounding structures both down dip and along strike.

At least four sub-parallel shear zones are recognised and two of these are associated with abandoned gold workings. At present the highest value target zones within the project are the Klondyke King and Queen zone and the Kopckes Reward zone within the main Klondyke shear system.

Exploration

Coffey Mining / RSG Global Consulting completed a structural analysis over the project area using ASTER Satellite data and magnetics. The focus for Klondyke area was controls on gold mineralisation. Five deformation periods were recognised including shortening of greenstone belt between competent granites, folding, faulting, rotation and strike slip fault movement with the five deformation periods.

The relationships between gold mineralisation and K/TH ratios were also examined. A generalised relationship between K-bearing alteration minerals (sericite, biotite) was theorised. A spatial relationship between gold mineralisation, the mafic volcanics with contact ultramafic dykes was delineated.

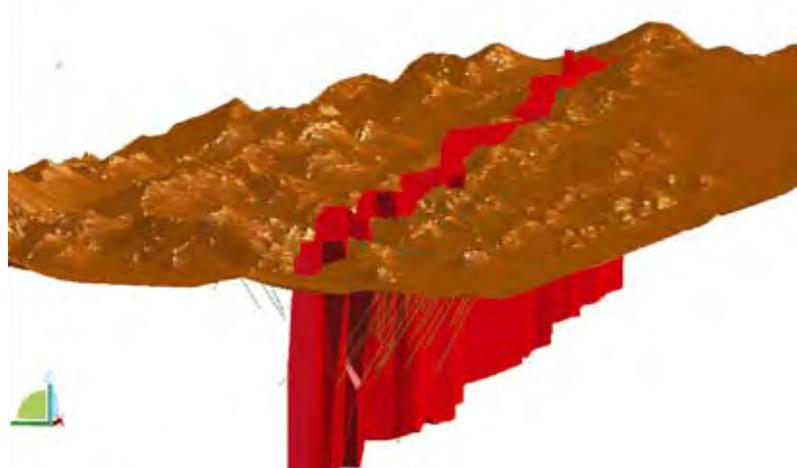


Figure 11. Isometric view of the design drill holes intersecting the Klondyke Shear.

Klondyke Project

(MLs 45/552, 45/668, 45/669 and 45/670)

Bands321ASTERVNIR

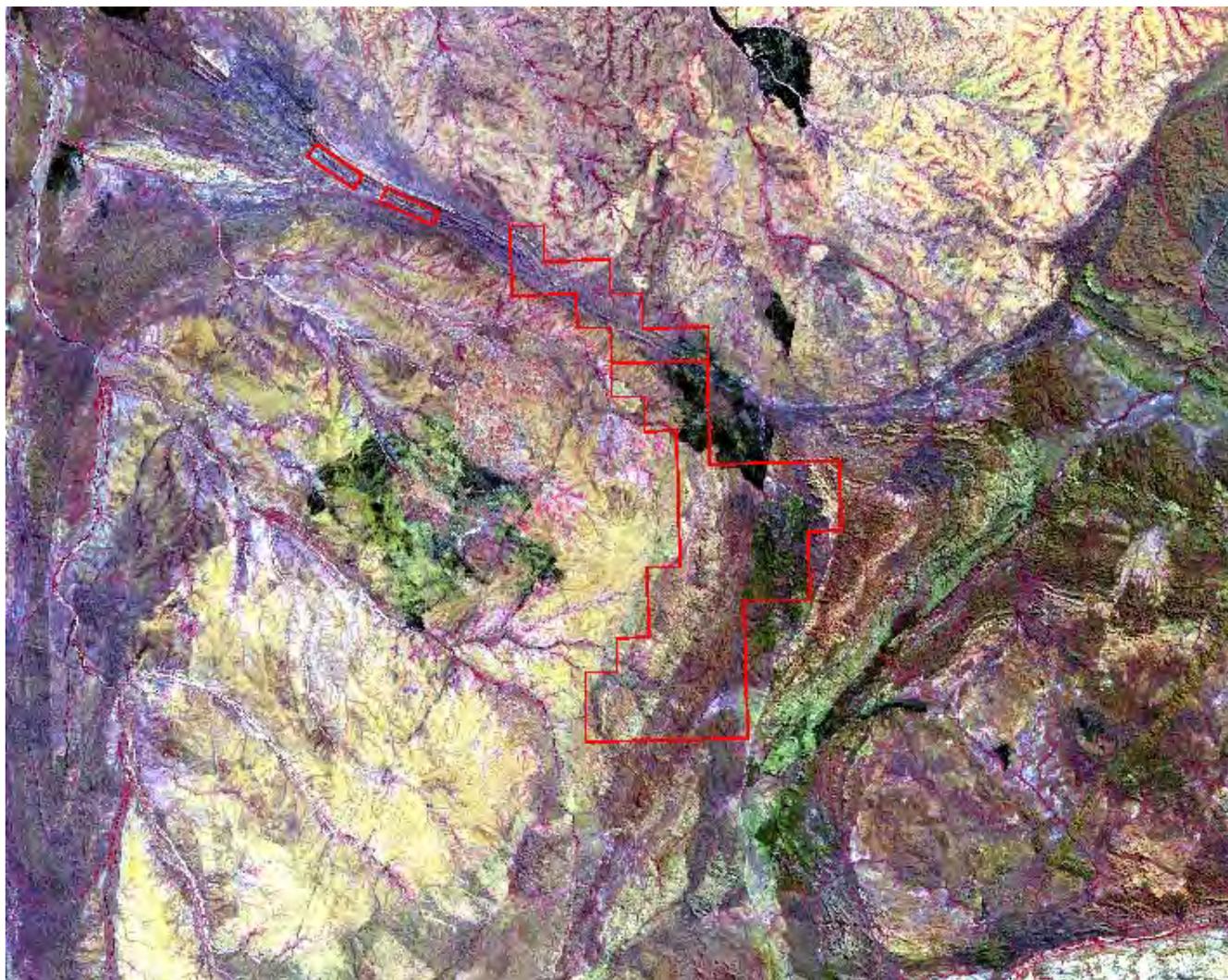


Figure 12. Regional Aster Image Bands 321 VNIR of Jupiter's Klondyke and Corunna Downs Project Area

Outlook

Jupiter's focus on the Klondyke Project is likely to involve examining historical data with new structural interpretation to target its exploration on regional footing. It will access the area's potential in relation to the gold price to determine the level and intensity of exploration activity.



Klondyke East Project & Corunna Downs Project

Klondyke East (E45/2964) & Corunna Downs (E45/2292)



Overview

Location

The Klondyke East/Corunna Downs Project area is situated in the Pilbara Mineral Field of Western Australia and located approximately 50km southeast of Marble Bar, 35km northwest of Nullagine and 7km southeast of the Klondyke Project area.

History

Preliminary soil and stream sediment geochemistry has shown the project area to be geochemically anomalous in gold. So far, values are linked to shear zones exhibiting strong potassic alteration traceable over several kilometres.

Previous explorers have delineated kimberlite dykes. The most significant of these, dyke BC01, strikes through the property over a distance of some 4.5 kilometres for a thickness ranging from less than 0.5m to up to 6m. BC01 demonstrated the existence of macro diamonds but diamond grades were low. BC01 is part of the Brockman dyke swarm which historically demonstrates low diamond tenor.

Geology

Archaean greenstone sequence trends north-westerly through the central sector of the tenement bounded respectively to the southwest and northeast by the Corunna Downs and Mt Edgar Batholiths.

The greenstone sequence comprises part of a layered succession of mafic, ultramafic and felsic volcanic and intrusive rocks of the Salgash Supersequence which include thin chert units. Four deformational events are recognised.

It is theorised that late stage extensional faulting and related igneous activity is represented by early Proterozoic dolerite dyke swarms that trend northeast through the area. The Brockman Creek kimberlite dyke swarm which trends east northeast is possibly associated with this extensional faulting. This dyke swarm passes through the tenement over 4.5km and has been traced off property to the southwest and northeast for several kilometres.



Exploration 2008

Mineral Alteration Mapping using Aster Level 2 scenes over the Corunna Downs area was carried out by Earthscan Pty Ltd. The data was processed to highlight epithermal minerals, silica, iron oxide, and propylitic alteration. The data purchased was an orthorectification scene from the Geocover 2000 scenes. To cover the whole project area, a total of three scenes were required to be purchased.

Coffey Mining was contracted in November 2007 to carry out a Structural Interpretation Target Generation on the Klondyke East/Corunna Downs Project area using a combination of data sets including Aster Data. The report examines the local and regional structural relationships and assesses the area for mesothermal gold, nickel, massive volcanogenic sulphide (VMS, Cu, Pb, Zn) and diamonds.

A geological reconnaissance and rock chip sampling programme was carried out on the Klondyke East/Corunna Downs project area during May 2008. The aim of the programme was to primarily ground truth the anomalies delineated by Coffey's in their Structural Interpretation and Target Generation report. Special attention was made for the possible occurrence of iron and manganese mineralisation. From the six areas of interested generated by Coffey's, three structural anomalies (Area 3, 4, 6) were visited. Area 5 remains unexplored in field by Jupiter. In total, 85 samples were collected from the three structural anomalies areas of interest. Three samples returned anomalous assay results shown in Tables 7. The remaining samples returned very low Ni values. Anomaly T4 was only area that returned anomalous assays. Up to 0.23% Ni was returned from sample CD-056 associated an ultramafic-mafic contact zone (figure 14). In field disseminated sulphides and veins were observed.

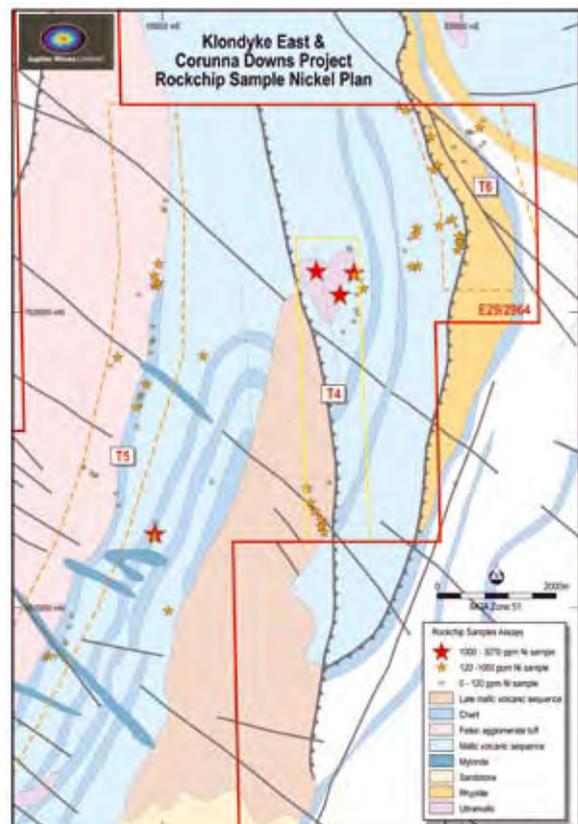


figure 14. Klondyke East & Corunna Downs Rockchip Sample Nickel Plan

Klondyke East Project & Corunna Downs Project

Klondyke East (E45/2964) & Corunna Downs (E45/2292)

Table 7. Anomalies Ni Assay Klondyke East/Corunna Downs

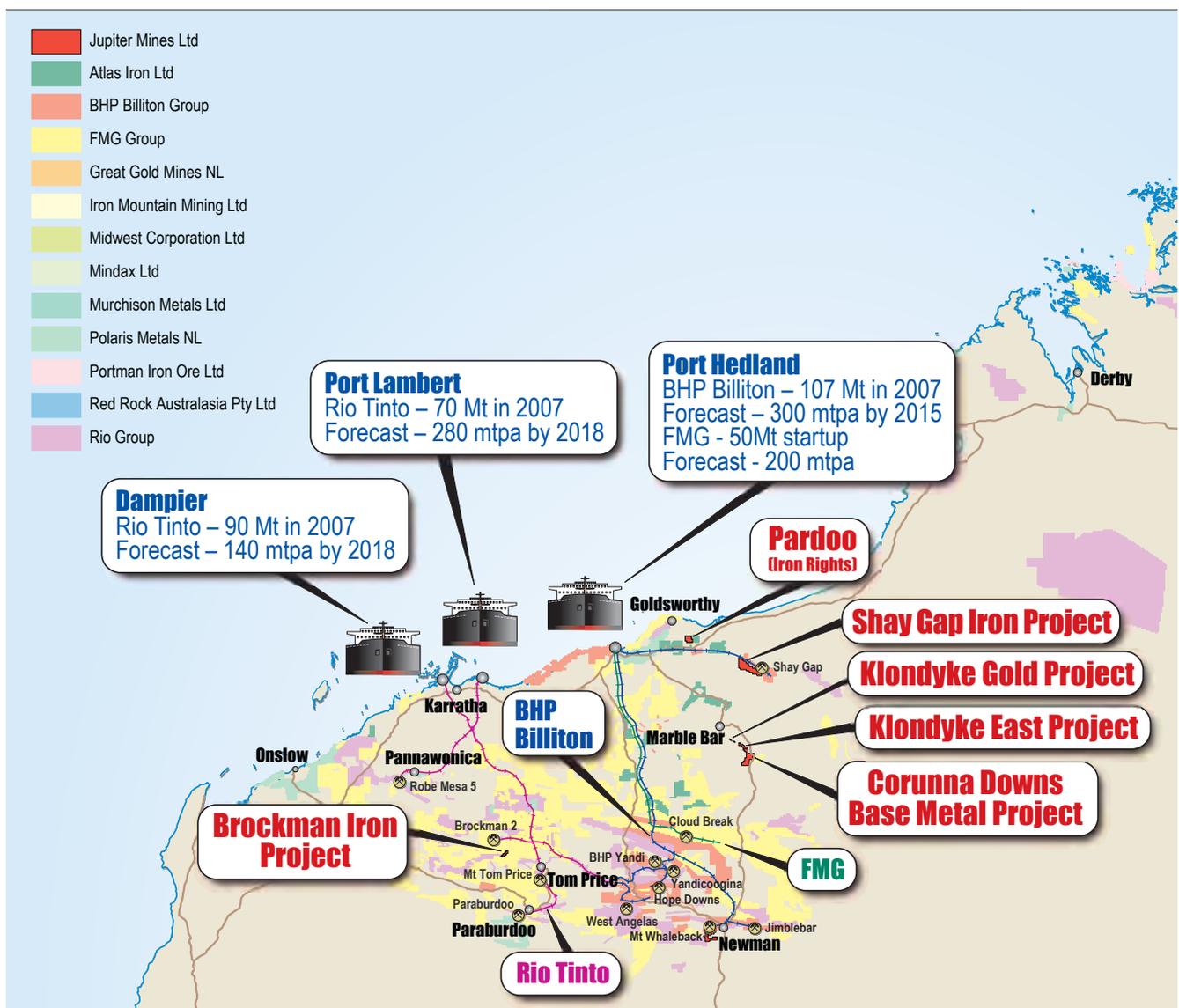
	Sample ID	Easting	Northing	Comments	Ni (ppm)
T4	CD-056	198202	7620673	basalt, can see twinning of feldspar	1490
T4	CD-065	197969	7620299	weathered basalt, asbestos (tiger eye) veins	2250
T4	CD-066	197571	7620699	basalt	1820

Assay below 1500ppm not reported

The targets are conceptual in nature and are for exploration purposes only. There has been insufficient exploration and evaluation to define a mineral resource and it is uncertain if future exploration will result in the determination of a mineral resource.

Outlook

This project area covers large area of Warrawoona Greenstone belt. Distribution of illite and other alteration minerals demonstrates fluid movement through the greenstone belt. Moving forward, all historical and new geochemical data will be analysed in the context of the associated rock type and Aster data.



Pilbara Mining Infrastructure map including Jupiter Projects

Leonora Gold Projects

Kurrajong

Jupiter's Leonora Gold Projects are located to the south and West of Tarmoola Gold Mine. Both Kurrajong and Grattan Well have a number of old working and historical exploration. Jupiter has looked at increasing the area potential by delineating new structures to explore that may have been missed by historical exploration.

Location

The Kurrajong project is located approximately 34km northwest of Leonora and is formed by two tenement groups. In total the 36 prospecting licences and one prospecting application cover the project area of approximately 48km². The project area is considered prospective for both gold and nickel mineralisation.

History

Previous exploration programs in the 1970's concentrated on the area's nickel sulphide potential. By the 1980's, the area's gold bearing potential was being tested. The gold exploration effectively delineated an irregular boundary between granitoid terrain to the south and a westerly trending layered greenstone sequence to the north dislocated by northerly and west-northwest trending faults. This contact zone was the focus of RAB, RC and aircore drill programs. Exploration was hampered due to thick transported overburden in parts of the project area.

Geology

The tenement group covers a classic greenstone rock suite of the Western Australian goldfields. The dominant rock types of the greenstone succession include ultramafics represented by serpentinite and talc-chlorite schists, mafic volcanics such as basalt and high magnesium basalt and amphibolites after gabbro and dolerite. Persistent chert horizons occur associated with interflow sediments. Apophyses of granitoid and quartz porphyries intrude the greenstone sequence.

The Tarmoola anticline is the main regional structural control within the project area. The fold closure has a westerly trend. The greenstone affected are complexly folded and faulted. These complexly folded units with intrusive activity are associated with gold mineralisation at St Barbara's Tarmoola gold mine 6km to the west.

Exploration 2008

Earthscan Pty Ltd was contracted to undertake remote sensing analysis of the Kurrajong area in mid 2007. The data generated from this work was the basis of a RAB drilling programme.

The combined LANDSAT 7 ETM+ satellite band data set has highlighted 25 alteration zones within the Kurrajong Project Area. These are mainly areas of intense shearing, at the intersection of the northeast and northwest trending faults intersected by the second order north-west linears and northeast shear zones.

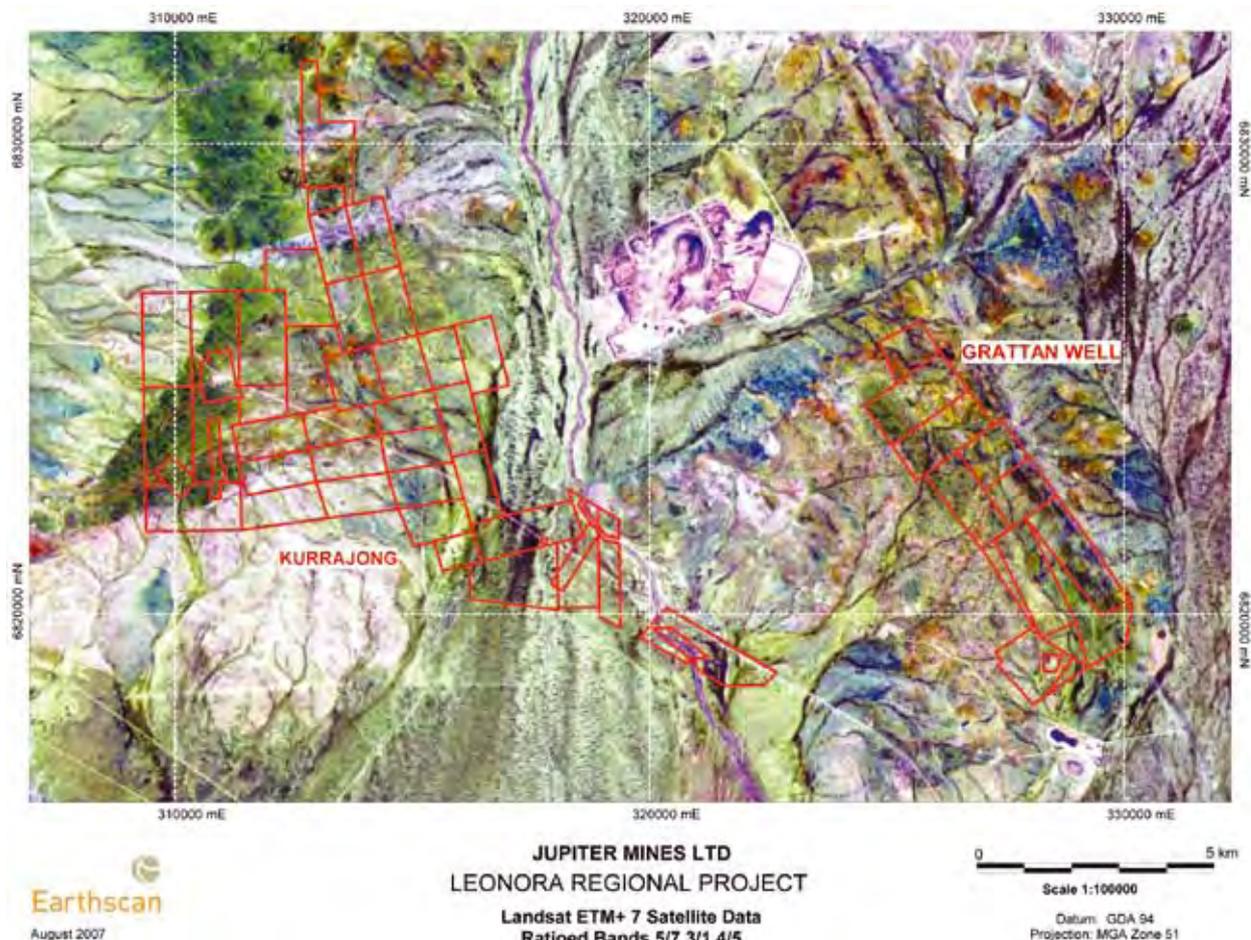


Figure 13. Remote sensing image Kurrajong and Grattan Well

Leonora Gold Projects

A field trip was undertaken in January 2008 to investigate site access and take a number of rock chip samples. The information gathered from this excursion was used to design the RAB drilling programme. This trip allowed Jupiter to design a programme whereby no clearing was necessary, and to ground truth the target zones identified in the Earthscan report.

A shallow RAB drilling programme was designed in January 2008 with the aim of testing areas of the Kurrajong prospect that had yet to experience concentrated exploration. The programme consisted of 242m drilled in 15 holes across the site and drilling was conducted mid-March 2008. Drilling conditions at the site were difficult, and many of the holes planned holes (30+ RAB holes) were not drilled due to impenetrable overburden.

All holes were drilled at 60 degrees to horizontal, and had two metre composite samples collected. Assays returned were low for gold.

Outlook

The Company currently believes that the old workings on the northern trend appear to be under-explored by drill hole testing. A further drill hole program over the next reporting period is warranted. The program would test the structures associated with the old workings, whilst the anomalies of gold values intercepted in the 2006 drill program will also be revisited. An RC rig with greater penetration will have to be sourced for any future program. Some tenements in this group will expire in calendar 2009.

Grattan Well

Location

The Grattan Well property is centred 20km north north-west of Leonora in the Mount Margaret Mineral Field. Access is via the sealed Leinster to Leonora road which runs parallel to the eastern margin of the property and provides excellent access. Within the property, the majority of the area can be accessed easily by four wheel drive using existing station and exploration tracks.

History

The Grattan Well property has undergone a number of exploration programs. Some of the early programs were poorly documented. Exploration included drilling, geochemical samples, mapping, aerial photography and other methods, mainly for gold and nickel. These programs generated three main prospects being Mount Davis, Grattan Well and Eagle prospect.

Exploration

A RAB drilling programme was completed in 2008. In total, 29 holes were drilled for 715m. Results of the recent RAB drill programme were received from ALS Chemex. Assays returned were low for gold. LANDSAT 7 ETM satellite data was enhanced to highlight geological structures, structural and mineral alteration zones. A shallow RAB drilling program in many instances failed to correctly test the structures, as the target depth of 50m could not be achieved due to hard ground conditions.

Chandlers Reward

Overview

During 2008, the application for Chandlers Reward was accepted.

Location

The Chandlers Reward Project area is located approximately 80km north of Leonora, along the Leonora-Leinster Highway, and approximately 45km north of the Tarmoola Minesite.

Geology

The Chandlers Reward Project area is dominated by massive granite and minor mafic xenolithic material that have been dissected by north-northwest trending mineralised quartz veins.

Localised shear and fracture zones, generally less than one metre in width, strike north-northwest and east-northeast. It has been reported that steeply dipping gold mineralised quartz veining (with/without carbonate and iron alteration) is spatially coincident with these shear zones within the granite.

Exploration 2008

An initial site visit was carried out at Chandler's Reward during 2008. Preliminary geological mapping of the ridge system and structural expressions was undertaken, as well as investigation of previous exploration drill sites. Ten rock chip samples were collected from areas of interest, but no anomalies results were returned.



Leonora Gold Projects

Desdemona

Overview

Location

The Desdemona Project area is located 25km south of Leonora in the North Coolgardie Mineral Field. It is situated 5km west of the Desdemona Mining Centre, from which the project draws its name.

Geology

The majority of the tenement area is covered by colluvium consisting of gravel, sheetwash sand and talus. Foliated biotite monzogranite and granodiorite outcrop at the centre and southwest of the tenement, surrounded in part by deeply weathered granitoid rock displaying mottled and bleached zones of the lateritic profile. Rare laterite exposures and drainage-associated alluvium can also be found across the site.

Drilling programmes and aeromagnetic interpretation previously conducted at the site have inferred that the dominant rock types under the colluvium cover are mainly metamorphosed felsic and mafic volcanics and intrusives, trending along a north-north easterly strike. These units include granitoid gneiss, mafic gneiss, felsic schist and pelitic schist. Related volcanic sedimentary units occur along the north-south trend on the eastern portion of the site.

The potential for gold mineralisation at the site is associated with the major sheared zone running north-south across the site. It is predicted that where secondary faults in metamorphic units meet the main shear zone unit there is the possibility for the occurrence of gold. Previous drilling programmes across the site have presented significant gold assay results.

History

Although no mining has been undertaken within the Desdemona Project area, mining for gold has occurred to the north of the site at the Sons of Gwalia Mine. The deposit at this mine is thought to be representative of the type of deposit being targeted in this project.

Many companies have explored in the northern two thirds of the tenement, primarily for base metals in the early 1970's, and more recently for gold. Amoco and BHP Billiton were among the main groups who have been quite active in the area. More recently, Dalrymple Resources NL had also explored for gold. Sub-economic mineralisation was found across the area. Further exploration was not recommended.

Exploration 2008

A RAB drilling programme was completed in 2008. In total, 30 holes were drilled for 574m. Only Hole 08de/RAB003 (33375E 6777418N) returned anomalies assays at Desdemona. Hole 08de/RAB003 intersected 18 m @0.1% Ni from 6 to 24m down hole depth. The geochemical anomaly is associated with northeast trending fault zone within the contact zone of a felsic and mafic unit. Within this nickel zone, 2m @ 30 ppb Au was intercepted between 12-14 down hole depth.

Outlook

Currently the Desdemona Project is of low priority, and will be reviewed going forward.

The targets are conceptual in nature and are for exploration purposes only. There has been insufficient exploration and evaluation to define a mineral resource and it is uncertain if future exploration will result in the determination of a mineral resource.



URANIUM PROJECTS – Victoria River JV

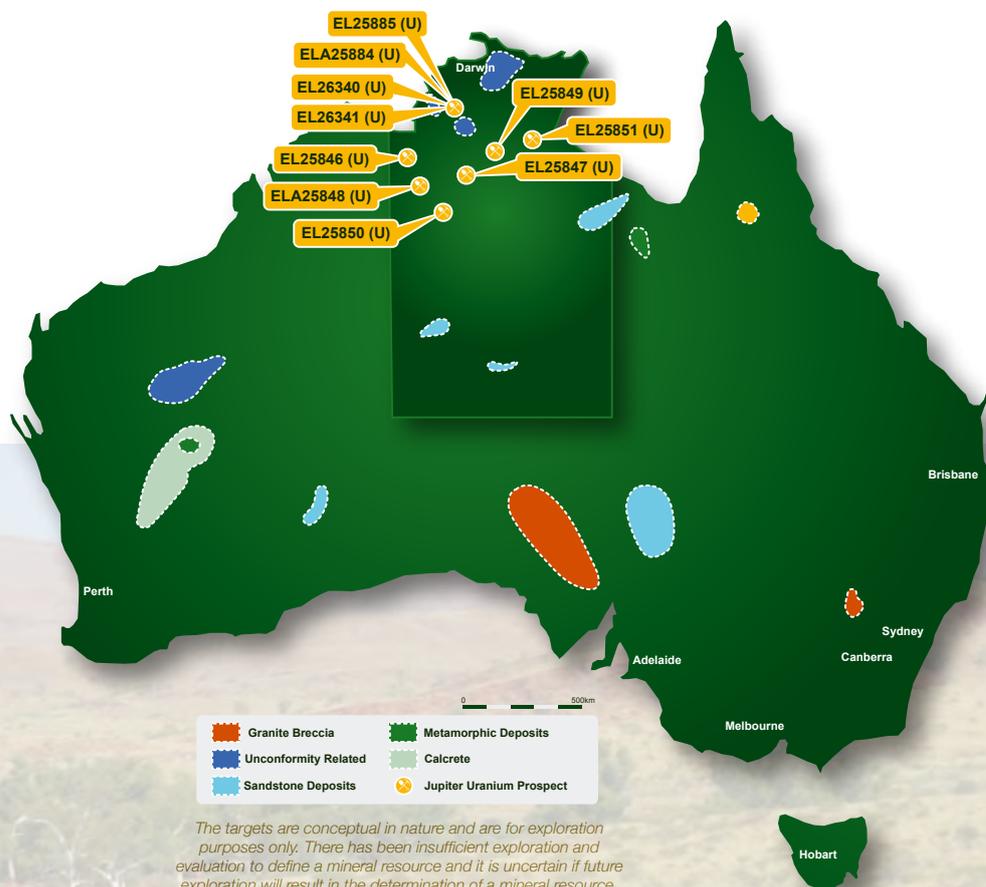
During the year, Jupiter Uranium Pty Ltd, a subsidiary of Jupiter Mines Limited, purchased eight exploration licence applications in the Northern Territory where uranium exploration is permitted. Uranium occurrences in the Northern Territory can be grouped into four types: Proterozoic unconformity-related, vein like, Wesmoreland-Murphy type and sandstone type. The Proterozoic unconformity deposits are considered the most prospective and generally occur within Palaeoproterozoic rocks of the Pine Creek Orogen. Economic quantities of gold, platinum and palladium (as is found at ‘Coronation Hill’) can be associated with this style of deposit. Woolgni West sits in the Pine Creek Orogen with granitic source rocks and sandstone units.

Six of tenements have now been granted and a farm in and Joint Venture Agreement executed with NuPower Resources Limited (NuPower), which has been termed the Victoria River JV.

Table 8. Northern Territory Uranium Tenements

Project	Mining Tenements (Type & Number)	Tenement Status	Area Km ²
West Baines River	EL 25846	Granted	227
Lancewood Hill	EL 25847	Granted	212
East Baines River	ELA 25848	Application	121
Black Spring	EL 25849	Granted	511
Barry Creek	EL 25850	Granted	183
Arnold River	EL 25851	Granted	237
Woolgni West	ELA 25884	Application	64
Woolgni West	EL 25885	Granted	211

The agreement is based on granted exploration licences, and two further licences (see table above) which, when granted, will enter the JV under the same terms and conditions. NuPower, after meeting certain minimum expenditure commitments within 12 months of the commencement of the Agreement, can earn up to 60% in equity by meeting certain expenditure requirements for each 20% equity increment. When 60% equity is reached, a Joint Venture will be formed with Nu Power having management of the JV with Jupiter Uranium Pty Ltd retaining 40% equity in the uranium projects.



Schedule of Mineral Tenements

Exploration Manger: Charles William Guy Competent Person

The information in this announcement that relates to Exploration Results is based on information compiled by Mr Charles William Guy who is a Member of the Australian Institute of Geoscientist and a full-time employee of Jupiter Mines Limited. Charles William Guy has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity that he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Charles William Guy consents to the inclusion in the announcement of the matters based on his information in the form and context in which it appears Charles William Guy holds the position of Exploration Manager with Jupiter Mines Limited.

Tenement No. & Type	Project	Beneficial Owner	Applicant/holder	Status	Application Date	Grant Date	Expiry Date	Area Type	Current Area
P47/1314	Brockman	JMS	JMS	Application	12/12/06			Hectares	23.00
E47/1629-I	Brockman	JMS	JMS	Granted	5/01/06	29/05/07	28/05/12	Blocks	7.00
E45/2964	Corunna Downs	JMS	JMS	Granted	1/12/06	18/07/07	17/07/12	Blocks	42.00
E40/220	Desdemona	JMS	JMS	Granted	24/11/05	9/10/06	8/10/11	Blocks	20.00
P15/4713	Dordie South	WRE	WRE	Granted	31/05/04	10/03/05	9/03/09	Hectares	122.00
E25/229	Golden Ridge	WRE/opt	WRE	Granted	29/11/99	15/02/06	14/02/11	Blocks	2.00
P37/5609	Gratten Well	JMS	JMS	Granted	21/04/97	4/10/06	3/10/10	Hectares	90.00
P37/5610	Gratten Well	JMS	JMS	Granted	21/04/97	4/10/06	3/10/10	Hectares	200.00
P37/5611	Gratten Well	JMS	JMS	Granted	21/04/97	4/10/06	3/10/10	Hectares	182.00
P37/5612	Gratten Well	JMS	JMS	Granted	21/04/97	4/10/06	3/10/10	Hectares	145.00
P37/5735	Gratten Well	JMS	JMS	Granted	14/11/97	12/08/05	11/08/09	Hectares	175.00
P37/6466	Gratten Well	JMS	JMS	Granted	23/01/03	14/09/05	13/09/09	Hectares	117.00
P37/6467	Gratten Well	JMS	JMS	Granted	23/01/03	14/09/05	13/09/09	Hectares	119.00
P37/6566	Gratten Well	JMS	Future Res	Granted	20/05/03	18/02/05	17/02/09	Hectares	190.00
P37/6567	Gratten Well	JMS	Future Res	Granted	26/05/03	5/08/05	4/08/09	Hectares	200.00
P37/6568	Gratten Well	JMS	Future Res	Granted	26/05/03	5/08/05	4/08/09	Hectares	159.00
P37/6569	Gratten Well	JMS	Future Res	Granted	26/05/03	18/02/05	17/02/09	Hectares	39.00
P37/6570	Gratten Well	JMS	Future Res	Granted	26/05/03	5/08/05	4/08/09	Hectares	41.00
P37/6894	Gratten Well	JMS	JMS	Granted	12/09/05	30/06/06	29/06/10	Hectares	19.00
P26/3678	Kambalda	Heron Res	pending	Application	25/06/08			Hectares	185.00
E15/873	Kambalda West	WRE/opt	WRE	Application	13/12/04			Blocks	7.00
E15/878	Kambalda West	WRE/opt	WRE	Application	10/03/05			Blocks	7.00

Schedule of Mineral Tenements

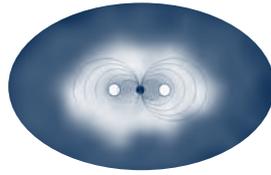
Tenement No. & Type	Project	Beneficial Owner	Applicant/holder	Status	Application Date	Grant Date	Expiry Date	Area Type	Current Area
E15/874	Kambalda West	WRE/opt	WRE	Granted	5/01/05	14/09/05	13/09/10	Blocks	1.00
E15/875	Kambalda West	WRE/opt	WRE	Granted	5/01/05	14/09/05	13/09/10	Blocks	1.00
P15/4735	Kambalda West	WRE/opt	WRE	Granted	19/01/05	22/09/05	21/09/09	Hectares	152.00
P15/4736	Kambalda West	WRE/opt	WRE	Granted	19/01/05	22/09/05	21/09/09	Hectares	43.00
E52/2196	Mt Whale Back	JMS	JMS	Application	26/03/08			Blocks	1.00
E52/2197	Mt Whale Back	JMS	JMS	Application	26/03/08			Blocks	15.00
E52/2198	Mt Whale Back	JMS	JMS	Application	26/03/08			Blocks	19.00
M45/552	Klondyke	JMS 75%&	G MULLAN 25%	Granted	13/10/92	19/01/93	18/01/14	Hectares	9.70
M45/668	Klondyke	JMS 75%&	G MULLAN 25%	Granted	12/06/95	29/12/95	28/12/16	Hectares	240.00
M45/669	Klondyke	JMS 75%&	G MULLAN 25%	Granted	12/06/95	29/12/95	28/12/16	Hectares	120.00
M45/670	Klondyke	JMS 75%&	G MULLAN 25%	Granted	12/06/95	29/12/95	28/12/16	Hectares	120.00
E45/2292	Klondyke East	JMS	JMS	Granted	15/01/01	21/09/05	20/09/10	Blocks	9.00
E45/3198	Pardoo (Iron Ore)	JMS	JMS	Application	13/12/07			Blocks	17.00
P37/6499	Kurrajong	JMS	Future Res	Granted	13/03/03	20/01/06	19/01/10	Hectares	164.00
P37/6500	Kurrajong	JMS	Future Res	Granted	13/03/03	20/01/06	19/01/10	Hectares	101.00
P37/6534	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	179.00
P37/6535	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	200.00
P37/6536	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	200.00
P37/6537	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	200.00
P37/6538	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	182.00
P37/6539	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	200.00
P37/6540	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	75.00
P37/6541	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	200.00
P37/6542	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	118.00
P37/6543	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	108.00
P37/6544	Kurrajong	JMS	Future Res	Granted	11/04/03	26/10/04	25/10/08	Hectares	133.00

Schedule of Mineral Tenements

Tenement No. & Type	Project	Beneficial Owner	Applicant/holder	Status	Application Date	Grant Date	Expiry Date	Area Type	Current Area
P37/6545	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	117.00
P37/6546	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	120.00
P37/6548	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	112.00
P37/6549	Kurrajong	JMS	Future Res	Granted	11/04/03	20/01/06	19/01/10	Hectares	113.00
P37/6550	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	106.00
P37/6551	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	57.00
P37/6552	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	111.00
P37/6553	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	104.00
P37/6554	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	180.00
P37/6555	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	200.00
P37/6556	Kurrajong	JMS	Future Res	Granted	11/04/03	5/08/05	4/08/09	Hectares	200.00
P37/6575	Kurrajong	JMS	JMS	Granted	14/08/03	9/09/05	8/09/09	Hectares	73.00
P37/6666	Kurrajong	JMS	JMS	Granted	5/01/04	26/08/05	25/08/09	Hectares	105.00
P37/6667	Kurrajong	JMS	JMS	Granted	5/01/04	26/08/05	25/08/09	Hectares	196.00
P37/6668	Kurrajong	JMS	JMS	Granted	5/01/04	26/08/05	25/08/09	Hectares	120.00
P37/6669	Kurrajong	JMS	JMS	Granted	5/01/04	26/08/05	25/08/09	Hectares	120.00
P37/6670	Kurrajong	JMS	JMS	Granted	5/01/04	26/08/05	25/08/09	Hectares	96.00
P37/6671	Kurrajong	JMS	JMS	Granted	5/01/04	26/08/05	25/08/09	Hectares	120.00
P37/6672	Kurrajong	JMS	JMS	Granted	12/01/04	26/08/05	25/08/09	Hectares	120.00
P37/6673	Kurrajong	JMS	JMS	Granted	12/01/04	26/08/05	25/08/09	Hectares	120.00
P37/6675	Kurrajong	JMS	JMS	Granted	23/02/04	17/06/05	16/06/09	Hectares	121.37
P37/6942	Kurrajong	JMS	JMS	Granted	24/03/06	3/11/06	2/11/10	Hectares	200.00
P37/7050	Chandlers Reward	JMS	JMS	Granted	28/11/06	13/12/07	12/12/11	Hectares	198.00
P29/2074	Menzies	JMS	JMS	Application	12/12/07			Hectares	1.80
P29/1888	Menzies	JMS	JMS	Granted	11/08/06	20/08/08	19/08/12	Hectares	200.00
P29/1889	Menzies	JMS	JMS	Granted	11/08/06	20/08/08	19/08/12	Hectares	200.00
P29/1890	Menzies	JMS	JMS	Granted	11/08/06	20/08/08	19/08/12	Hectares	200.00

Schedule of Mineral Tenements

Tenement No. & Type	Project	Beneficial Owner	Applicant/holder	Status	Application Date	Grant Date	Expiry Date	Area Type	Current Area
P29/1891	Menzies	JMS	JMS	Granted	11/08/06	20/08/08	19/08/12	Hectares	200.00
P29/1892	Menzies	JMS	JMS	Granted	11/08/06	20/08/08	19/08/12	Hectares	200.00
P29/1893	Menzies	JMS	JMS	Granted	11/08/06	20/08/08	19/08/12	Hectares	198.00
P29/1894	Menzies	JMS	JMS	Granted	11/08/06	20/08/08	19/08/12	Hectares	100.00
E30/296-I	Mt Hope	JMS	Regency Res	Granted	9/03/05	8/03/06	7/03/11	Blocks	25.00
E29/560-I	Mt Ida	JMS	Askin50%/Baxter 50%	Granted	17/03/04	8/09/06	7/09/11	Blocks	56.00
M29/408-I	Mt Mason	JMS	JMS	Granted	6/02/06	28/11/07	27/11/28	Hectares	300.00
E45/2908-I	Shay Gap	JMS	JMS	Granted	12/05/06	15/06/07	14/06/12	Blocks	70.00
E30/326	Walling Rock	JMS	JMS	Application	25/08/06			Blocks	13.00
M15/1457	Widgimooltha Nickel	JMS	JMS	Application	22/03/04			Hectares	913.00
M15/1458	Widgimooltha Nickel	JMS	JMS	Application	22/03/04			Hectares	819.00
M15/1459	Widgimooltha Nickel	JMS	JMS	Application	22/03/04			Hectares	996.00
E15/625	Widgimooltha Nickel	JMS	JMS	Granted	28/10/98	3/04/00	2/04/09	Blocks	29.00
P15/4357	Widgimooltha Nickel	JMS	JMS	Granted	25/01/00	14/03/06	13/03/10	Hectares	119.00
P15/4358	Widgimooltha Nickel	JMS	JMS	Granted	25/01/00	22/08/00	21/08/04	Hectares	119.00
P15/4638	Widgimooltha Nickel	JMS	JMS	Granted	20/10/03	13/01/05	12/01/09	Hectares	169.00
P15/4639	Widgimooltha Nickel	JMS	JMS	Granted	20/10/03	13/01/05	12/01/09	Hectares	12.00
E15/837	Widgimooltha West	JMS	JMS	Granted	3/11/03	7/07/05	6/07/10	Blocks	22.00
EL25848	NT	JMS	Jupiter Uranium	Application	15/12/06			Blocks	40.00
EL25884	NT	JMS	Jupiter Uranium	Application	11/01/07			Blocks	28.00
EL26340	NT	JMS	Jupiter Uranium	Application	30/07/07			Blocks	2.00
EL25846	NT	JMS	Jupiter Uranium	Granted	15/12/06	4/10/07	3/10/13	Blocks	69.00
EL25847	NT	JMS	Jupiter Uranium	Granted	15/12/06	4/10/07	3/10/13	Blocks	66.00
EL25849	NT	JMS	Jupiter Uranium	Granted	15/12/06	4/10/07	3/10/13	Blocks	155.00
EL25850	NT	JMS	Jupiter Uranium	Granted	15/12/06	22/10/07	21/10/13	Blocks	56.00
EL25851	NT	JMS	Jupiter Uranium	Granted	15/12/06	4/10/07	3/10/13	Blocks	72.00
EL25885	NT	JMS	Jupiter Uranium	Granted	11/01/07	22/10/07	21/10/13	Blocks	70.00
EL26341	NT	JMS	Jupiter Uranium	Granted	30/07/07	22/04/08	21/04/14	Blocks	12.00



Jupiter Mines Limited



annual financial report **for the year ended 30 June 2008**



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Directors' Report

for the year ended 30 June 2008

In accordance with a resolution of directors, the directors present their Report together with the Financial Report of Jupiter Mines Limited (Jupiter) and its wholly owned subsidiaries (together referred to as the Consolidated Entity) for the financial year ended 30 June 2008 and the Independent Audit Report thereon.

Directors

The directors of Jupiter at any time during or since the end of the financial year were:

- Paul Raymond MURRAY (*Independent Non-Executive Chairman*)
- Alan Godfrey TOPP (*Independent Non-Executive Director*)
- William Cheng WANG (*Independent Non-Executive Director*)
- Patrick SAM YUE (*Independent Non-Executive Director*)
- Andrew BELL (*Non-Executive Director*)
- Priyank THAPLIYAL (*Non-Executive Director*)
- Youfu (Andrew) ZHOU (*Non-Executive Director*)
- David Andrew EVANS (*Non-Executive Director*) - (resigned 15 August 2007)
- Jeremy David SNAITH (*Non-Executive Director*) - (resigned 14 August 2007)
- Alan John BROOME (*Non-Executive Chairman*) - (resigned 14 November 2007)

Additional information is provided below regarding the current directors. Other than as noted in their individual biographies, none of the directors has held public company directorships in the last 3 years.

Paul R MURRAY F. FIN, ASIA

(*Chairman; Independent Non-Executive Director, Remuneration Committee Chairman*)

Paul was appointed as a Director on 20 August 2003. Paul has consulted to a number of ASX listed exploration companies, including Fimiston Mining NL (now Visiomed Ltd) and Capricorn Resources Australia NL, now part of the highly profitable operations of the LionOre Group.

With a business career spanning 46 years, he has also been responsible for the successful listing on the ASX of a number of public companies, including resource exploration floats such as the oil and gas producers Basin Oil NL and Reef Oil NL. Paul's mining experience includes establishment of the high volume, open cut Emmaville Tin Mine in the New England district of NSW.

Alan G TOPP

(*Independent Non-Executive Director, Audit Committee Member*)

Alan was appointed as a Director on 15 August 2007.

Alan is a Chartered Accountant with 27 years experience in corporate, construction, business acquisitions, audit and tax.

William C WANG

(*Independent Non-Executive Director, Audit Committee Member*)

William Wang was appointed as a Director of the Company on 14 November 2007. William holds a MBA degree majoring in finance from the Chinese University of Hong Kong. Over the past 15 years, William has held senior management positions in several major Chinese state owned companies, with his most recent position with China Poly Group being the Deputy General Manager for an international trading company with group assets exceeding US\$1.5 billion. William has wide business connections in China and after moving to Australia in 2002, he joined Minerals Corporation Limited, an Australian listed company in industrial minerals. He is a founding Director of Queensland based bauxite exploration company, Gulf Alumina Pty Ltd. Other Directorships held include Ascend Asset Management Limited, China Century Capital Limited, ZBB China Pty Ltd, and Cominco Pty Ltd.

Patrick W V M SAM YUE

(*Independent Non-Executive Director, Remuneration Committee, Audit Committee Member*)

Patrick Sam Yue was appointed as a Director of the Company on 21 November 2007. Patrick Sam Yue is a Chartered Accountant, a Fellow of the Chartered Institute of Secretaries, a Fellow of the Financial Services Institute of Australasia and a member of the Institute of Company Directors.

He started his career in accountancy in London with Coopers & Lybrand (now Price Waterhouse Coopers) in the 1970's. After having worked in Africa and the Middle East, he joined the finance industry in Australia in 1985 before moving on to the resources industry. He has over 20 years experience in financial and corporate management in Australia having held senior financial executive and company secretary positions within ASX listed entities in the oil and gas and mining sector. He is presently a director, company secretary and chief financial officer of Ord River Resources Limited, a base metal exploration company with operations in Australia and Laos PDR in co-operation with China Nonferrous Metals International Mining Co., Ltd.

Andrew BELL

(*Non-Executive Director*)

Andrew Bell was appointed as a Director of the Company on 19 May 2008.

Mr. Bell is Chairman of Red Rock Resources plc, a company listed on the AIM market of the London Stock Exchange Ltd, and a substantial shareholder of Jupiter Mines Ltd. He was a natural resources analyst in London in the 1970s, then specialised in investment and investment banking covering the Asian region. He has been involved in the resource and mining sectors in Asia since the 1990s, and has served on the Boards of a number of listed resource companies. He is a Fellow of the Geological Society.

He is presently also Chairman of Retail Star Limited (ASX:RSL) and Chairman of Regency Mines plc (AIM:RGM), both affiliates of Red Rock Resources plc, and of Greatland Gold plc (AIM:GGP).

Directors' Report

for the year ended 30 June 2008

Priyank THAPLIYAL

(Non-Executive Director)

Priyank Thapliyal was appointed as a Director of the Company on 4 June 2008. Priyank Thapliyal a founding partner of Pallinghurst Resources LLP, joined Sterlite Industries in 2000 as a USD 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 USD 870 million London IPO), a FTSE 100 company which was valued at USD 7.5 billion at the time of his departure in October 2005.

Priyank Thapliyal led Vedanta's USD 50 million investment in Konkola Copper Mines, Zambia, in 2004, a stake currently valued at more than USD 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.

Youfu (Andrew) ZHOU

(Non-Executive Director)

Youfu Zhou was appointed as a Director of the Company on 23 June 2008. Mr Zhou is currently Chairman and Managing Director of the Haoning Group, based in Beijing China. Haoning specialises in the procurement and distribution of bulk commodities, in particular iron ore. In 2007 Haoning was the second largest privately owned iron ore trading company in China. It supplies various commodities to more than 50 steel mills across China. Haoning and its subsidiaries have interests in a range of commodity related businesses including resource companies, shipping, supply and logistics and distribution companies. Haoning has offices across China, Hong Kong, Australia, India, Indonesia, Venezuela and Brazil.

Mr. Zhou is a graduate from the Hebei Technology and Science Institution and has worked in the commodity trading business for more than 20 years.

Company Secretary

Robert J Benussi

Rob was appointed as Company Secretary on 1 July 2006. Rob is also the Chief Financial Officer and General Manager, Corporate of Jupiter.

Rob holds a Diploma from the National Institute of Accountants and remains a member of this organisation. Rob has an extensive background in finance, stockbroking, corporate advisory and business development.

Principal Activities

The principal activities of Jupiter during the year have been the continuing evaluation and exploration of existing mineral exploration interests, as well as the completion of agreements for the acquisition of various mineral exploration interests. There were no significant changes in the nature of the activities of Jupiter that occurred during the year.

Results

The consolidated result for the financial year was \$2,722,861 loss after tax (2007: loss of \$6,897,826 after an income tax expense of nil).

Dividends

No dividends were paid or declared during the year by Jupiter.

Review of Operations

A summary of operations during the year ended 30 June 2008 is set out on page 5.

Financial Position

During the year, Jupiter issued shares to a value of \$10,546,400 net and acquired exploration interests or capitalised exploration costs to a value of \$1,682,289. At 30 June 2008, Jupiter held \$10,106,712 in cash and cash equivalents compared with \$6,097,768 million at 30 June 2007 and had carried forward exploration expenditure of \$12,518,663 compared with \$10,836,424 million at 30 June 2007.

Significant Changes

Other than the management changes outlined in this Report, there were no significant changes to the state of affairs of Jupiter which occurred during the year ended 30 June 2008.

Events Subsequent to Reporting Date

In the opinion of the directors, there has not arisen in the interval between the end of the financial year and the date of the report, any matter or circumstance that has significantly affected, or may significantly affect the Consolidated Entity's operations, results or the state of affairs in future financial years.

Directors' Report

for the year ended 30 June 2008

SUMMARY OF OPERATIONS DURING THE YEAR ENDED 30 JUNE 2008

DATE	ANNOUNCEMENTS & ACTIVITIES
03.07.07	The Company announced that 15 new remote sensing airborne Magnetic Targets had been identified at the Central Yilgarn Iron Project and that the Board had decided not to exercise its option to acquire the Beasley River Project under the existing "Option to Purchase Mining tenement Agreement".
25.07.07	Application for an exploration licence for the Corunna Downs Prospect granted by DOIR.
07.08.07	Update announcing that a new conductor had been identified at the Dordie Rocks South Prospect and confirming magnetite mineralisation at the Central Yilgarn Iron Project.
04.09.07	Discovery of Nickel Soil Anomalies (MMI) which coincide with TEM Conductors at Widgiemooltha (E15/615).
04.10.07	Discovery of additional High Grade Haematite intercepted at the Mt Mason Prospect in the Central Yilgarn Iron Project.
09.10.07	Recently drilled High Grade Haematite intercepted at Mt Mason Prospect adds approximately 0.4 Million tons (approximately 22% to initial resource) to the inferred resource announced on 04.10.07.
18.10.07	The Company announced that four of the Northern Territory tenements under contract to purchase were granted by Department of Primary Industry, Fisheries and Mines.
30.10.07	The Company announced that a further Tenement had been granted by the Northern Territory Department of Primary Industry, Fisheries and Mines.
08.11.07	The Company announced that a further Tenement had been granted by the Northern Territory Department of Primary Industry, Fisheries and Mines.
20.11.07	Issue of 750,000 fully paid ordinary shares as part consideration for purchase of six tenement applications.
21.11.07	The Company announced that 13 LANDSAT 7 ETM conceptual targets for detrital iron accumulations at Shay Gap for iron mineralisation had been delineated.
23.11.07	In-principle agreement with NuPower Resources Limited for a farm-in and joint venture over eight NT Exploration Licences which are prospective for uranium.
12.12.07	Appointment of Greg Durack as Chief Executive Officer and the promotion of Rob Benussi to General Manager – Corporate, in addition to his role as Chief Financial Officer and Company Secretary.
12.02.08	The Company announced that it had received encouraging assay results from the initial drilling program at Brockman Iron Project. It also announced that it had lodged an application for a new tenements exploration program to be developed for expanded tenement holding.
27.02.08	Encouraging iron assay results received from rock chip samples at the Mt Ida Prospect, including 32 assay reports over 55%Fe.
08.04.08	Agreement with Shaw River Resources to acquire iron ore in tenement E45/3183.
16.04.08	Commencement of a Reverse Circulation Drill program on two nickel and gold targets at the Company's Widgiemooltha Nickel Project.
17.04.08	Entry into Option agreements with Western Resources and Exploration P/L to secure two new project areas at Kambalda West and Golden Ridge East.
17.04.08	Issue of 140,000 fully paid ordinary shares at 19 cents as part consideration for the option agreement with Western Resources and Exploration P/L.
07.05.08	3.7M share placement at 25 cents per share to LSG Resources (part of the Haoning Group) for the continued development of its WA iron ore assets.
16.05.08	Agreement to acquire iron ore rights from Shaw River Resources for Pardoo tenement E45/3183.
16.05.08	Issue of 3,500,000 fully paid shares on conversion of unlisted options with funds to be used for working capital and to fund future drilling programs in the in the CYIP.
19.05.08	Issue of 2,000,000 fully paid shares on conversion of unlisted options with funds to be used for working capital and to fund future drilling programs in the in the CYIP.
20.05.08	Issue of 7,100,000 fully paid shares on conversion of unlisted options with funds to be used for working capital and to fund future drilling programs in the in the CYIP.
26.05.08	Drilling approval received for Mt Mason Project with drilling expected to commence early June 2008 targeting extensions to inferred resource of 2.2Mt at 60.6%Fe. It is also announced that approval for Mt Ida drilling was expected to follow shortly.

Directors' Report

for the year ended 30 June 2008

Likely Developments

The Directors intend Jupiter to proceed with evaluation and exploration of Jupiter's mineral interests and to consider participation in any complementary exploration and mining opportunities which may arise. In particular, Jupiter may pursue further joint venture opportunities where appropriate.

Further information about likely developments in the operations of Jupiter and the expected results of those operations on future financial years has been omitted from this Report because disclosure of the information would be likely to result in unreasonable prejudice to Jupiter.

Further information about Jupiter's business strategies and its prospects for future financial years has been omitted from this Report because disclosure of the information is likely to result in unreasonable prejudice to Jupiter.

Environmental Regulations and Performance

Jupiter's operations are subject to general environmental regulation under the laws of the States and Territories of Australia in which it operates. In addition, the various exploration interests held by Jupiter impose environmental obligations on it in relation to site remediation following sampling and drilling programs.

The Board is aware of these requirements and management is charged to ensure compliance. The Directors are not aware of any breaches of these environmental regulations and licence obligations during the year.

Options and Rights

At as September 18th 2008 there were 13,650,000 options over unissued shares in the capital of Jupiter, details of which are set out in Note 19 of the attached Notes to the Financial Statements. 11,250,000 options were issued during the year.

19,680,000 options were exercised during the year. As at the date of the Report, there were 13,650,000 options over unissued shares in the capital of Jupiter. Since 30 June 2008 to the date of this Report, no options have been exercised.

15,550,000 options lapsed/cancelled during the reporting period.

Meetings – Attendance by Directors

Board Meetings

The number of directors meetings and the number of meetings attended by each of the Directors of Jupiter during the financial year under review are:

Director	Number of meetings held during the tenure of the director	Number of meetings attended
Paul Murray	19	19
Alan Topp	17	16
William Wang	11	10
Patrick Sam Yue	10	9
Andrew Bell	1	1
Priyank Thapliyal	n/a	n/a
Youfu (Andrew) Zhou	n/a	n/a
David Evans	2	0
Jeremy Snaith	2	2
Alan Broome	7	7

Committee Meetings

The number of committee meetings and the number of meetings attended by each of the directors of Jupiter during the financial year under review are:

Director	Audit Committee		Remuneration Committee	
	meetings attended	meetings held during tenure	meetings attended	meetings held during tenure
Paul Murray	2	2	2	2
Alan Topp	1	1	n/a	n/a
Alan Broome	2	2	1	2
Patrick Sam Yue	1	1	2	2

Directors' Interests

Particulars of directors' interests in securities as at the date of this report are as follows:

Director	Ordinary Shares	Options over Ordinary Shares
Paul Murray	2,459,375	1,500,000
Alan Topp	Nil	Nil
William Wang ²	Nil	Nil
Patrick Sam Yue	Nil	Nil
Andrew Bell ³	Nil	Nil
Priyank Thapliyal ⁴	Nil	Nil
Youfu (Andrew) Zhou ⁵	Nil	Nil

¹ Further information on options granted to Directors as part of their remuneration is set out on in the Remuneration Report on pages 10 and 11.

² William Wang as a trustee of SMSF Fortune Super Fund and the spouse of the director of Fortune Corp Aust Pty Ltd has the following relevant interests:

Directors' Report

for the year ended 30 June 2008

- SMSF Fortune Super Fund is the registered owner of 7,000 Ordinary shares.
- Fortune Corp Aust Pty Ltd is the registered owner of 189,022 Ordinary Shares.

³ Andrew Bell as the Chairman and Director of Red Rock Resources plc has a relevant interest in Red Rock Resources plc (RRR). RRR is the registered owner of 14,904,403 Ordinary Shares.

⁴ Priyank Thapliyal as the Partner Pallinghurst Resources LLP, has a relevant interest in Pallinghurst Resources Australia Limited (PRAL). PRAL is the registered owner of 17,881,758 Ordinary Shares.

⁵ Youfu (Andrew) Zhou as the Director and Shareholder of LSG Resources Pty Limited has a relevant interest in LSG Resources Pty Ltd (LSG). LSG is the registered owner of 20,800,000 Ordinary Shares.

Contracts with Directors

There are no agreements with any of the Directors.

Indemnification and Insurance of Officers and Auditors

Under the Constitution of Jupiter, Jupiter indemnifies, to the extent permitted by law, each Director and Secretary of Jupiter against any liability incurred by that person as an officer of Jupiter. During the financial year, Jupiter procured a Directors' and Officers' liability insurance policy, which covers all Directors and Officers of Jupiter.

Jupiter has not paid any premiums in respect of any contract insuring its auditor against a liability incurred in that role as an auditor of Jupiter. In respect of non-audit services, Grant Thornton, Jupiter's auditor has the benefit of an indemnity to the extent Grant Thornton reasonably relies on information provided by Jupiter which is false, misleading or incomplete. No amount has been paid under this indemnity during the financial year ending 30 June 2008 or to the date of this Report.

Details of the nature of the liabilities covered and the amount of premium paid in respect of Directors' and Officers' insurance policies are not disclosed as such disclosure is prohibited under the terms of the contracts.

Independence of Auditors

Given there were no non-audit services provided during the 2007/08 financial year by Grant Thornton as the external auditor, the Directors are satisfied that the work by Grant Thornton as the external auditor was compatible with the general standard of independence for auditors imposed by the Corporations Act.

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act is included in this Report on page 13. Details of the amounts paid to the Grant Thornton for audit services provided during the year are set out in Note 6 to the Financial Statements.

Proceedings on behalf of Jupiter

No person has applied for leave of Court to bring proceedings on behalf of Jupiter or intervene in any proceedings to which Jupiter is a party for the purpose of taking responsibility on behalf of Jupiter for all or any part of those proceedings. Jupiter was not a party to any such proceedings during the year.

REMUNERATION REPORT

This report details the nature and amount of remuneration for each Director of Jupiter Mines Limited and for the Key Management Personnel receiving the highest remuneration.

Remuneration Policies and Practices

In relation to remuneration issues, the Board has established some initial policies to ensure that Jupiter remunerates fairly and responsibly. The Remuneration Policy of the Board is designed to ensure that the level and composition of remuneration is competitive, reasonable and appropriate for the results delivered and to attract and maintain desirable directors and employees.

The remuneration structures reward the achievement of strategic objectives to achieve the broader outcome of creation of value for shareholder. The Remuneration & Nomination Committee reviews and recommends to the Board on matters of remuneration policy and specific emolument recommendations in relation to senior management and Directors.

The Board of Jupiter Mines Limited believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best executives and directors to run and manage the consolidated group, as well as create goal congruence between directors, executives and shareholders.

Non-Executive Director Remuneration

Fees

Non-Executive Director fees are determined within an aggregate Directors' fee pool limit, which are periodically approved by shareholders in general meeting. The current limit is \$300,000. During the year ended 30 June 2008, \$249,783 of the fee pool was used.

Equity Participation

Non-Executive Directors' remuneration may be way of a fixed annual fee which is supplemented by the issue of incentive options under the Jupiter Mines Limited Employee Option Plan and subject to the approval of shareholders in general meeting. There were no options issued to Directors during the year.

Retirement Benefits

Non-Executive Directors do not receive retirement benefits, other than statutory superannuation entitlements.

Other Key Management Personnel Remuneration

Other Key Management Personnel (including Executive Directors) are offered a base salary, which is reviewed on a periodic basis, having regard to market practices and the skills and experience of the Executive.

Other Key Management Personnel receive other benefits as part of their type of employment, which may include a mobile phone and laptop.

Selected Other Key Management Personnel are invited to participate in the Jupiter Mines Limited Employee Option Plan.

Directors' Report

for the year ended 30 June 2008

Other than as set out in the Remuneration Report, there are no termination benefits payable to Other Key Management Personnel, apart from payment of their statutory outstanding entitlements such as annual and long services leave.

Relationship between Remuneration Policy and Jupiter's Performance - audited

Details of the Jupiter Mines Limited Employee Option Plan (Plan) and specific information on the performance conditions are set out below:

DESCRIPTION

Jupiter Mines Limited Employee Option Plan

Options are offered to select employees and Key Management Personnel of Jupiter. Non-Executive Directors are entitled to participate in the Option Plan as well.

Subject to the achievement of service conditions, options may vest and be converted into ordinary Jupiter shares on a one-for-one basis. An exercise price is payable upon the conversion of options.

There are no voting or dividend rights attaching to the options until they are exercised by the employee, at which point ordinary shares which rank equally with all other Jupiter shares are issued and quoted on the ASX. The options cannot be transferred and will not be quoted on the ASX.

All options expire on the earlier of their expiry date or within three months of termination of the individual's employment.

RATIONALE

The Option Plan is designed to reward and retain directors, Key Management Personnel and select employees of Jupiter.

The vesting conditions have been designed to ensure correlation between Jupiter's share price performance and value delivered to shareholders.

Only when the share price increases can options vest and be exercised; share price increases are one of the considerations of the consequences of Jupiter's performance on shareholder wealth for the purposes of 300A(1AB) of the Corporations Act. The Plan therefore not only aligns the interests of shareholders and participants alike, but in turn assists in increasing shareholder value.

Anti-Hedging Policy

No Jupiter employee is permitted to enter into transactions with securities (or any derivative thereof) which limit the economic risk of any unvested entitlements awarded under any Jupiter equity-based remuneration scheme currently in operation or which will be offered by Jupiter in the future.

As part of Jupiter's due diligence undertaken at the time of half and full year results, Jupiter's equity plan participants are requested to confirm that they have not entered into any such prohibited transactions.

Continuous Improvement

Jupiter will continually review all elements of its remuneration philosophy to ensure that they are appropriate from the perspectives of governance, disclosure, reward and market conditions.

REMUNERATION SUMMARY

The information provided here is that required under section 300A of the Corporations Act and Accounting Standard AASB 124 *Related Party Disclosures* and Jupiter has assumed the benefit of the exemption contained in the Corporations Regulation 2M.3.03.

Key Management Personnel Remuneration

2008 Key Management Person	Short-Term Benefits	Post-employment Benefits	Share-based Payments		TOTAL
	Cash, salary and commissions	Superannuation	Equity	Options ⁶	
	\$	\$	\$	\$	\$
Directors					
Mr P R Murray	73,749	—	—	—	73,749
Mr A G Topp ⁶	44,368	—	—	—	44,368
Mr W C Wang ⁷	39,167	—	—	—	39,167
Mr P Sam Yue ⁸	33,727	—	—	—	33,727
Mr A Bell ⁹	5,694	—	—	—	5,694
Mr P Thapliyal ¹⁰	—	—	—	—	—
Mr Y Zhou ¹¹	—	—	—	—	—
Mr D A Evans ¹	—	—	—	—	—
Mr J D Snaith ²	—	—	—	—	—
Mr A J Broome AM ⁵	53,077	—	—	—	53,077
Other Key Management Personnel					
Mr G M Durack ⁴	131,116	11,800	—	193,000	335,916
Mr R J Benussi ³	180,200	6,000	—	323,400	509,600
Mr C W Guy	162,729	12,846	—	95,400	270,975
	723,827	30,646	—	611,800	1,366,273

Directors' Report

for the year ended 30 June 2008

¹ Mr D Evans resigned 15 August 2007.

² Mr J Snaith resigned 14 August 2007

³ Consultancy fees paid to Intrepid Concepts Pty Ltd.

⁴ Mr G M Durack appointed 11 December 2007.

⁵ Mr A Broome resigned 14 November 2007.

⁶ Mr A Topp appointed 14 August 2007

⁷ Mr W Wang appointed 14 November 2007

⁸ Mr P Sam Yue appointed 21 November 2007

⁹ Mr A Bell appointed 19 May 2008

¹⁰ Mr P Thapliyal appointed 4 June 2008

¹¹ Mr Y Zhou appointed 23 June 2008

For a breakdown of these options, please refer to the table below.

OPTIONS AND RIGHTS OVER EQUITY INSTRUMENTS GRANTED AS COMPENSATION

Details of entitlement to options over ordinary shares in Jupiter that were granted as compensation to the key management personnel during the reporting period and details on options that vested during the reporting period are as follows:

Options Granted as Remuneration

Key Management Personnel	Vested No. Or Potential Vested No.	Granted No.	Grant Date	Value per Option at Grant Date \$	Lapsed	Terms & Conditions for Each Grant		
						Exercise Price \$	First Exercise Date	Last Exercise Date
R J Benussi	800,000	800,000	16 Aug 07	16.8 cents	—	25 cents	16 Aug 07	4 Sept 12
	600,000	600,000	16 Aug 07	16.1 cents	—	30 cents	16 Aug 07	4 Sept 12
	600,000	600,000	16 Aug 07	15.4 cents	—	35 cents	16 Aug 07	4 Sept 12
Mr C W Guy	600,000	600,000	23 July 07	15.9 cents	—	25 cents	23 July 07	23 July 12
Mr G M Durack ¹	500,000	500,000	11 Dec 07	12.7 cents	—	25 cents	30 June 08	30 June 10
	500,000	500,000	11 Dec 07	12.7 cents	—	30 cents	31 Dec 08	31 Dec 10
	500,000	500,000	11 Dec 07	12.8 cents	—	35 cents	30 June 09	30 June 11
	500,000	500,000	11 Dec 07	13.1 cents	—	40 cents	31 Dec 09	31 Dec 11
	4,600,000	4,600,000	—	—	—	—	—	—

All options were granted for nil consideration.

¹ Mr G M Durack – options:

- June 08: 500,000 options, 2 years @ 25c strike vested on condition that CYIP (or other) exploration has progressed to a point where an increased, revised JORC resource is achieved. Farm-ins & acquisitions also to be pursued. (This option issue has since lapsed as the milestone was not attained at the date of this report).
- Dec 2008: 500,000 options 2 years @ 30c strike vested on condition that CYIP (or other project) has established a proven JORC reserve.
- June 2009: 500,000 options 2 years @ 35c strike vested on condition that Pre-Feasibility Study for CYIP (or other project) is complete.
- Dec 2009: 500,000 options 2 years @ 40c strike vested on condition that Bankable Feasibility Study for CYIP (or other project) is complete.
- Represents options vested.
- Represents potential options that may be vested.

Directors' Report

for the year ended 30 June 2008

Shares Issued on Exercise of Compensation Options

Options exercised during the year that were granted as compensation in prior periods

	No. of Ordinary Shares Issued	Amount Paid per Share	Amount Unpaid per Share
Key Management Personnel			
Mr D A Evans	2,000,000	\$0.20	—
Mr J D Snaith	1,500,000	\$0.20	—
	3,500,000	—	—

	Options Granted as Part of Remuneration \$	Total Remuneration Represented by Options %	Options Exercised \$	Options Lapsed (\$)	Total \$
Mr P R Murray	—	—	—	—	—
Mr A G Topp	—	—	—	—	—
Mr W C Wang	—	—	—	—	—
Mr P Sam Yue	—	—	—	—	—
Mr A Bell	—	—	—	—	—
Mr P Thapliyal	—	—	—	—	—
Mr Y Zhou	—	—	—	—	—
Mr D A Evans	—	—	—	—	—
Mr J D Snaith	—	—	—	—	—
Mr A J Broome	—	—	—	—	—
Mr G Durack	193,000	57.45	—	—	193,000
Mr R J Benussi	323,400	63.46	—	—	323,400
Mr C W Guy	95,400	35.21	—	—	95,400
Total	611,800	—	—	—	611,800

EXERCISE OF OPTIONS GRANTED AS COMPENSATION

During the reporting period, no shares were issued to key management personnel on the exercise of options previously granted as compensation.

ANALYSIS OF OPTIONS AND RIGHTS OVER EQUITY INSTRUMENTS GRANTED AS COMPENSATION

Details of the vesting profile of the entitlement to options granted as remuneration to each of the key management personnel are set out on the below:

	Details of Options					Value yet to vest	
	Number	Grant Date	% vested in year	% forfeited in year ¹	Financial year in which grant vests	Min (\$) ²	Max (\$) ³
Directors							
Paul Murray	—	—	—	—	—	n/a	n/a
Alan Topp	—	—	—	—	—	n/a	n/a
William Wang	—	—	—	—	—	n/a	n/a
Patrick Sam Yue	—	—	—	—	—	n/a	n/a
Andrew Bell	—	—	—	—	—	n/a	n/a
Priyank Thapliyal	—	—	—	—	—	n/a	n/a
Youfu Zhou	—	—	—	—	—	n/a	n/a
Alan Broome	—	—	—	—	—	n/a	n/a
David Evans	—	—	—	—	—	n/a	n/a
Jeremy Snaith	—	—	—	—	—	n/a	n/a

Directors' Report

for the year ended 30 June 2008

	Details of Options					Value yet to vest	
	Number	Grant Date	% vested in year	% forfeited in year ¹	Financial year in which grant vests	Min (\$) ²	Max (\$) ³
Other Key Management Personnel							
Greg Durack	500,000	11 Dec 07	n/a	100	2008	lapsed	lapsed
Greg Durack	500,000	11 Dec 07	Nil	—	2008	\$63,500	\$63,500
Greg Durack	500,000	11 Dec 07	Nil	—	2008	\$64,000	\$64,000
Greg Durack	500,000	11 Dec 07	Nil	—	2008	\$65,500	\$65,500
Robert Benussi	800,000	16 Aug 07	100	—	2008	n/a	n/a
Robert Benussi	600,000	16 Aug 07	100	—	2008	n/a	n/a
Robert Benussi	600,000	16 Aug 07	100	—	2008	n/a	n/a
Charles Guy	600,000	23 July 07	100	—	2008	n/a	n/a

¹ The percentage forfeited in the year represents the reduction from the maximum number of options available to vest due to the highest performance criteria not being achieved.

² The minimum value of options yet to vest is \$193,000 as not all options have vested.

³ The maximum value of options yet to vest is \$193,000 as not all options have vested.

ANALYSIS OF MOVEMENTS ON OPTIONS

The movement during the reporting period, by total number of entitlement to options over ordinary shares in Jupiter held by key management personnel is detailed below:

	Year	Entitlement to Options granted in year \$ ¹	Exercised in Year \$	Forfeited in Year \$	Total Option Value in Year \$
Directors					
Paul Murray	2008	—	—	—	—
Alan Topp	2008	—	—	—	—
William Wang	2008	—	—	—	—
Patrick Sam Yue	2008	—	—	—	—
Andrew Bell	2008	—	—	—	—
Priyank Thapliyal	2008	—	—	—	—
Youfu Zhou	2008	—	—	—	—
Alan Broome	2008	—	—	—	—
David Evans	2008	—	192,000	270,000	—
Jeremy Snaith	2008	—	135,000	270,000	—
Christopher Snaith	2008	—	—	68,400	—
Other Key Management Personnel					
Greg Durack	2008	193,000	—	—	193,000
Robert Benussi	2008	323,400	—	—	323,400
Charles Guy	2008	95,400	—	—	95,400

¹ The value of the entitlement to options grants in the year is the fair value of the options calculated at grant date using a Black-Scholes pricing model.

Directors' Report

for the year ended 30 June 2008

SUMMARY OF KEY CONTRACTS TERMS

The key contract and other terms of the Executive Directors and Other Key Management Personnel are set out below:

Contract Details	Robert Benussi (trading as Intrepid Concepts Pty Ltd)
Duration of contract	3 years from 1 July 2006.
Termination notice period	Termination without notice: <ul style="list-style-type: none">• None specified
	Termination with notice: <ul style="list-style-type: none">• None specified
	Voluntary termination: <ul style="list-style-type: none">• None specified
Termination payments	None specified.

Contract Details	Greg Durack
Duration of contract	3 years from 11 December 2007.
Termination notice period	Termination without notice: <ul style="list-style-type: none">• Six months salary
	Termination with notice: <ul style="list-style-type: none">• Six months' notice or payment in lieu
	Termination due to takeover: <ul style="list-style-type: none">• 12 months salary
	Voluntary termination: <ul style="list-style-type: none">• Three months' notice
Termination payments	None specified.

Contract Details	Bill Guy
Duration of contract	3 years from 1 July 2006.
Termination notice period	Termination without notice: <ul style="list-style-type: none">• None specified
	Termination with notice: <ul style="list-style-type: none">• None specified
	Voluntary termination: <ul style="list-style-type: none">• None specified
Termination payments	None specified.

Corporate Governance

The directors aspire to maintain the standards of Corporate Governance appropriate to Jupiter. Jupiter's Corporate Governance Statement is set out on pages 47 to 49 of this Report.

This report is signed in accordance with a resolution of the Board of Directors.



Paul R Murray

Sydney

29th September 2008

Auditors Independence Declaration



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AUDITOR'S INDEPENDENCE DECLARATION TO THE DIRECTORS OF JUPITER MINES LIMITED

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Jupiter Mines Limited Pty Limited for the year ended 30 June 2008, I declare that, to the best of my knowledge and belief, there have been:

- a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b no contraventions of any applicable code of professional conduct in relation to the audit.

A handwritten signature in blue ink that reads "Grant Thornton NSW".

GRANT THORNTON NSW
Chartered Accountants

A handwritten signature in blue ink that reads "N J Bradley".

N J Bradley
Partner

Sydney, 29 September 2008

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Liability limited by a scheme approved under Professional Standards legislation.

Income Statement

for the year ended 30 June 2008

	Note	Consolidated Group		Parent Entity	
		2008 \$	2007 \$	2008 \$	2007 \$
Revenues	2	413,413	251,455	413,413	251,455
Depreciation and amortisation expense		(56,944)	(40,845)	(56,944)	(40,845)
Finance costs		(5,655)	(5,575)	(5,655)	(5,575)
Director and secretarial costs		(307,190)	(294,277)	(307,190)	(294,277)
Exploration interests written off		(6,078)	(3,811,090)	(6,078)	(3,811,090)
Insurance costs		(50,066)	(29,130)	(50,066)	(29,130)
Legal and professional costs		(230,202)	(163,462)	(230,202)	(163,462)
Travel and entertaining costs		(256,955)	(260,338)	(256,955)	(260,338)
Occupancy costs		(135,699)	(89,732)	(135,699)	(89,732)
Consultancy fees		(345,014)	(270,809)	(345,014)	(270,809)
Administration expenses		(340,867)	(342,657)	(340,867)	(342,657)
Employee benefits expense		(330,079)	(77,077)	(330,079)	(77,077)
Directors, employees & consultant option expenses		(959,900)	(1,624,800)	(959,900)	(1,624,800)
Other expenses		(111,625)	(139,489)	(111,625)	(139,489)
Loss before income tax		(2,722,861)	(6,897,826)	(2,722,861)	(6,897,826)
Income tax expense	4	—	—	—	—
Loss for the year		(2,722,861)	(6,897,826)	(2,722,861)	(6,897,826)
Net loss attributable to members of the parent entity		(2,722,861)	(6,897,826)	(2,722,861)	(6,897,826)
Overall Operations					
Basic loss per share (cents per share)	8	(1.97)	(6.88)	(1.97)	(6.88)
Diluted loss per share (cents per share)	8	(1.97)	(6.88)	(1.97)	(6.88)
Dividends per share (cents)		—	—	—	—

The financial statements should be read in conjunction with the accompanying notes.

Balance Sheet

as at 30 June 2008

	Note	Consolidated Group		Parent Entity	
		2008 \$	2007 \$	2008 \$	2007 \$
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	9	10,106,712	6,097,768	10,106,711	6,097,767
Trade and other receivables	10	117,524	255,317	117,524	255,317
Other current assets	14	17,443	11,445	17,443	11,445
TOTAL CURRENT ASSETS		10,241,679	6,364,530	10,241,678	6,364,529
NON-CURRENT ASSETS					
Financial assets	11	107,180	107,180	247,180	247,180
Property, plant and equipment	13	200,118	227,268	200,118	227,268
Other non-current assets	14	5,396	78,059	5,396	78,059
Exploration and evaluation assets	15	12,518,663	10,836,424	12,378,664	10,696,425
TOTAL NON-CURRENT ASSETS		12,831,357	11,248,931	12,831,358	11,248,932
TOTAL ASSETS		23,073,036	17,613,461	23,073,036	17,613,461
CURRENT LIABILITIES					
Trade and other payables	16	346,210	714,831	346,210	714,831
Short-term borrowings	17	86,762	57,743	86,762	57,743
Short-term provisions	18	23,526	—	23,526	—
TOTAL CURRENT LIABILITIES		456,498	772,574	456,498	772,574
NON-CURRENT LIABILITIES					
Trade and other payables	16	48,302	68,290	48,302	68,290
Long-term provisions	18	35,000	35,000	35,000	35,000
TOTAL NON-CURRENT LIABILITIES		83,302	103,290	83,302	103,290
TOTAL LIABILITIES		539,800	875,864	539,800	875,864
NET ASSETS		22,533,236	16,737,597	22,533,236	16,737,597
EQUITY					
Issued capital	19	32,168,150	23,821,454	32,168,150	23,821,454
Reserves	20	1,181,800	1,687,800	1,181,800	1,687,800
Accumulated losses		(10,816,714)	(8,771,657)	(10,816,714)	(8,771,657)
TOTAL EQUITY		22,533,236	16,737,597	22,613,236	16,737,597

The financial statements should be read in conjunction with the accompanying notes.

Statement of Changes in Equity

for the year ended 30 June 2008

Consolidated Group

	Note	Share Capital		Reserves	Accumulated	Total
		Ordinary	Options	Options	Losses	
		\$	\$	\$	\$	\$
Balance at 1 July 2006		6,902,245	400,749	112,000	(1,873,831)	5,541,163
Shares issued during the period		12,366,723	—	—	—	13,366,723
Unissued share capital		1,161,250	—	—	—	1,161,250
Transaction costs		(363,417)	—	—	—	(363,417)
Options issued during the year		—	3,304,904	—	—	3,304,904
Options recognised during the period		—	—	1,624,800	—	1,624,800
Options converted to shares during the period		1,193,791	(1,144,791)	(49,000)	—	—
Net income recognised directly in equity		—	—	—	—	—
Loss attributable to members of parent entity		—	—	—	(6,897,826)	(6,897,826)
Total recognised income and expenses for the period		—	—	—	(6,897,826)	(6,897,826)
Sub-total		21,260,592	2,560,862	1,687,800	(8,771,657)	16,737,597
Dividends paid or provided for	7	—	—	—	—	—
Balance at 30 June 2007		21,260,592	2,560,862	1,687,800	(8,771,657)	16,737,597
Shares issued during the year		7,558,600	—	—	—	7,558,600
Options recognised during the period		—	507,700	452,200	—	959,900
Options converted to shares during the period		2,787,800	(2,460,800)	(327,000)	—	—
Transfer from reserve		—	(46,604)	(631,200)	677,804	—
Net income recognised directly in equity		—	—	—	—	—
Loss attributable to members of parent entity		—	—	—	(2,722,861)	(2,722,861)
Total recognised income and expenses for the period		—	—	—	(2,722,861)	(2,722,861)
Sub-total		31,606,992	561,158	1,181,800	(10,816,714)	22,533,236
Dividends paid or provided for	7	—	—	—	—	—
Balance at 30 June 2008		31,606,992	561,158	1,181,800	(10,816,714)	22,533,236

The financial statements should be read in conjunction with the accompanying notes.

Statement of Changes in Equity

for the year ended 30 June 2008

Parent Entity

	Note	Share Capital		Reserves	Accumulated	Total
		Ordinary	Options	Options	Losses	
		\$	\$	\$	\$	\$
Balance at 1 July 2006		6,902,245	400,749	112,000	(1,873,831)	5,541,163
Shares issued during the period		12,366,723	—	—	—	13,366,723
Unissued share capital		1,161,250	—	—	—	1,161,250
Transaction costs		(363,417)	—	—	—	(363,417)
Options issued during the year		—	3,304,904	—	—	3,304,904
Options recognised during the period		—	—	1,624,800	—	1,624,800
Options converted to shares during the period		1,193,791	(1,144,791)	(49,000)	—	—
Net income recognised directly in equity		—	—	—	—	—
Loss attributable to members of parent entity		—	—	—	(6,897,826)	(6,897,826)
Total recognised income and expenses for the period		—	—	—	(6,897,826)	(6,897,826)
Sub-total		21,260,592	2,560,862	1,687,800	(8,771,657)	16,737,597
Dividends paid or provided for	7	—	—	—	—	—
Balance at 30 June 2007		21,260,592	2,560,862	1,687,800	(8,771,657)	16,737,597
Shares issued during the year		7,558,600	—	—	—	7,558,600
Options recognised during the period		—	507,700	452,200	—	959,900
Options converted to shares during the period		2,787,800	(2,460,800)	(327,000)	—	—
Transfer to and from reserve		—	(46,604)	(631,200)	677,804	—
Net income recognised directly in equity		—	—	—	—	—
Loss attributable to members of parent entity		—	—	—	(2,722,861)	(2,722,861)
Total recognised income and expenses for the period		—	—	—	(2,722,861)	(2,722,861)
Sub-total		31,606,992	561,158	1,181,800	(10,816,714)	22,533,236
Dividends paid or provided for	7	—	—	—	—	—
Balance at 30 June 2008		31,606,992	561,158	1,181,800	(10,816,714)	22,533,236

The financial statements should be read in conjunction with the accompanying notes.

Cash Flow Statement

for the year ended 30 June 2008

	Note	Consolidated Group		Parent Entity	
		2008 \$	2007 \$	2008 \$	2007 \$
CASH FLOWS FROM OPERATING ACTIVITIES					
Payments to suppliers and employees		(2,009,090)	(2,052,455)	(2,009,090)	(2,052,455)
Interest received		414,914	253,944	414,914	253,944
Other income		102,182	762	102,182	762
Finance costs		(5,655)	(5,575)	(5,655)	(5,575)
Net cash used in operating activities	24a	(1,497,649)	(1,803,324)	(1,497,649)	(1,803,324)
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchase of property, plant and equipment		(39,108)	(236,897)	(39,108)	(236,897)
Payments for exploration and evaluation		(2,015,318)	(2,602,429)	(2,015,318)	(2,602,429)
Purchase of investments	11	—	(107,180)	—	(107,180)
Net cash used in investing activities		(2,054,426)	(2,946,506)	(2,054,426)	(2,946,506)
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from issue of shares		7,532,000	10,281,223	7,532,000	10,281,223
Transactions costs		—	(344,313)	—	(344,313)
Proceeds from issue of options		—	58,300	—	58,300
Net cash provided by financing activities		7,532,000	9,995,210	7,532,000	9,995,210
Net increase in cash and cash equivalents held		3,979,925	5,245,380	3,979,925	5,245,380
Cash at beginning of financial year		6,040,025	794,645	6,040,024	794,644
Cash at end of financial year	9	10,019,950	6,040,025	10,019,949	6,040,024

The financial statements should be read in conjunction with the accompanying notes.

Notes to the Financial Statements

for the year ended 30 June 2008

Note 1: Statement Of Significant Accounting Policies

This financial report includes the consolidated financial statements and notes of Jupiter Mines Limited and controlled entities ('Consolidated Group' or 'Group'), and the separate financial statements and notes of Jupiter Mines Limited as an individual parent entity ('Parent Entity').

The financial statements were authorised for issued by the board of directors on 29th September 2008.

Basis of Preparation

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are presented below. They have been consistently applied unless otherwise stated.

The financial report has been prepared on an accruals basis and is based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

(a) Principles of Consolidation

A controlled entity is any entity over which Jupiter Mines Limited has the power to govern the financial and operating policies of so as to obtain benefits from its activities. In assessing the power to govern, the existence and effect of holdings of actual and potential voting rights are considered.

A list of controlled entities is contained in Note 12 to the financial statements.

As at reporting date, the assets and liabilities of all controlled entities have been incorporated into the consolidated financial statements as well as their results for the year then ended. Where controlled entities have entered (left) the consolidated group during the year, their operating results have been included (excluded) from the date control was obtained (ceased).

All inter-group balances and transactions between entities in the consolidated group, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with those adopted by the parent entity.

Business Combinations

Business combinations occur where control over another business is obtained and results in the consolidation of its assets and liabilities. All business combinations, including those involving entities under common control, are accounted for by applying the purchase method. The purchase method requires an acquirer of the business to be identified and for the cost of the acquisition and fair values of identifiable assets, liabilities and contingent liabilities to be determined as at acquisition date, being the date that control is obtained. Cost is determined as the aggregate of fair values of assets

given, equity issued and liabilities assumed in exchange for control together with costs directly attributable to the business combination. Any deferred consideration payable is discounted to present value using the entity's incremental borrowing rate.

Goodwill is recognised initially at the excess of cost over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If the fair value of the acquirer's interest is greater than cost, the surplus is immediately recognised in profit or loss.

(b) Income Tax

The charge for current income tax expense is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the balance sheet date.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

(c) Plant and Equipment

Each class of plant and equipment is carried at cost less, where applicable, any accumulated depreciation and impairment losses.

Notes to the Financial Statements

for the year ended 30 June 2008

Plant and equipment

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation

The depreciable amount of all fixed assets is depreciated on a straight-line basis over their useful lives to the consolidated group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Office equipment	33.33%
Furniture & fittings	7.50%
Leasehold improvements	20.00%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the income statement.

(d) Exploration and Evaluation Expenditure

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Accumulated costs in relation to an abandoned area are written off in full to the income statement in the year in which the decision to abandon the area is made.

(e) Leases

Leases of fixed assets where substantially all the risks and benefits incidental to the ownership of the asset, but not the legal ownership that are transferred to entities in the group are classified as finance leases.

Finance leases are capitalised by recording an asset and a liability at the lower of the amounts equal to the fair value of the leased property or the present value of the minimum lease payments, including any guaranteed residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Leased assets are depreciated on a straight-line basis over their estimated useful lives.

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

Lease incentives under operating leases are recognised as a liability and amortised on a straight-line basis over the life of the lease term.

(f) Financial Instruments

Recognition and Initial Measurement

Financial instruments, incorporating financial assets and financial liabilities, are recognised when the entity becomes a party to the contractual provisions of the instrument. Trade date accounting is adopted for financial assets that are delivered within timeframes established by marketplace convention.

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

Derecognition

Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity is no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expire. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

Classification and Subsequent Measurement

(i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost using the effective interest rate method.

(ii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either designated as such or that are not classified in any of the other categories. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

(iii) Financial Liabilities

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost using the effective interest rate method.

Fair value

Fair value is determined based on current bid prices for all quoted investments. Fair value for unlisted securities whose fair value cannot be reliably measured at cost. The fair value of unlisted securities cannot be reliably measured as the probabilities of the various estimates with the range cannot be reasonably assessed and used in estimating fair value.

Impairment of financial assets

At each reporting date, the group assess whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen. Impairment losses are recognised in the income statement.

Notes to the Financial Statements

for the year ended 30 June 2008

(g) Impairment of non-financial assets

At each reporting date, the group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the income statement.

Where it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(h) Employee Benefits

Provision is made for the company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. Those cashflows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cash flows.

(i) Provisions

Provisions are recognised when the group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

(j) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, less credit card facilities used.

(k) Revenue

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. Any consideration deferred is treated as the provision of finance and is discounted at a rate of interest that is generally accepted in the market for similar arrangements. The difference between the amount initially recognised and the amount ultimately received is interest revenue.

Interest revenue is recognised using the effective interest rate method, which, for floating rate financial assets, is the rate inherent in the instrument.

All revenue is stated net of the amount of goods and services tax (GST).

(l) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in income in the period in which they are incurred.

(m) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is

not recoverable from the Australian Taxation Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST.

Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(n) Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

(o) Critical accounting estimates and judgments

The directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the group.

Key estimates — Impairment

The group assesses impairment at each reporting date by evaluating conditions specific to the group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined.

Key estimates — Options

The fair value of services received in return for options granted are measured by reference to the fair value of options granted. The estimate of the fair value of the services received is measured based on the Black Scholes option-pricing model. The contractual life of the options is used as an input into the model. Expectations of early exercise are incorporated into the model as well.

The expected volatility is based on the historic volatility of peer group entities (calculated on the weighted average remaining life of the share options), adjusted for any expected changes to volatility due to publicly available information. Further information regarding assumptions are included in note 25.

Key estimates — Exploration and evaluation expenditure

The Group's accounting policy for exploration and evaluation expenditure results in certain items of expenditure being capitalised for an area of interest where it is considered likely to be recoverable by future exploitation or sale or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves. This policy requires management to make certain estimates and assumptions as to future events and circumstances, in particular whether an economically viable extraction operation can be established. Any such estimates and assumptions may change as new information becomes available. If, after having capitalised the expenditure under the policy, a judgement is made that recovery of the expenditure is unlikely, the relevant capitalised amount will be written off to the income statement.

(p) Share based payments

Under AASB 2 share based payments, the Company is required to determine the fair value of options issued to employees as remuneration and recognise as an expense in the statement of financial performance. This standard is not limited to options and also extends to other forms of equity-based remuneration.

Notes to the Financial Statements

for the year ended 30 June 2008

	Note	Consolidated Group		Parent Entity	
		2008 \$	2007 \$	2008 \$	2007 \$
Note 2: Revenue					
Operating activities					
— interest received		411,167	250,693	411,167	250,693
— other revenue		2,246	762	2,246	762
		413,413	251,455	413,413	251,455
(a) Interest revenue from:					
— other persons		411,167	250,693	411,167	250,693
Note 3: Loss from Ordinary Activities					
(a) Expenses					
Finance costs:					
— other persons		5,655	5,575	5,655	5,575
Total finance costs		5,655	5,575	5,655	5,575
Rental expense on operating leases					
— operating lease rental		34,005	14,255	34,005	14,255
Bad debts written off		7,769	44,692	7,769	44,692
Depreciation of non-current assets:					
— Leasehold improvements		47,679	27,823	47,679	27,823
— office equipment		8,639	12,616	8,639	12,616
— furniture and fittings		626	406	626	406
Total depreciation		56,944	40,845	56,944	40,845
Net Loss on disposal of plant and equipment		—	25,955	—	25,955
Note 4: Income Tax Expense					
(a) The prima facie tax on loss from ordinary activities before income tax is reconciled to the income tax as follows:					
Prima facie tax payable on loss from ordinary activities before income tax at 30% (2007: 30%)					
— consolidated entity/parent		(816,858)	(2,069,348)	(816,858)	(2,069,348)
Add:					
Tax effect of:					
— non-deductible expenses		284,478	499,871	284,478	499,871
		(532,380)	(1,569,477)	(532,380)	(1,569,477)
Less:					
Tax effect of:					
— other deductible expenses not included in operating loss		(67,804)	(67,804)	(67,804)	(67,804)
Income tax benefit		(600,184)	(1,637,281)	(600,184)	(1,637,281)
Income tax benefit not brought to account		600,184	1,637,281	600,184	1,637,281
Income tax expenses		—	—	—	—

Notes to the Financial Statements

for the year ended 30 June 2008

	Note	Consolidated Group		Parent Entity	
		2008 \$	2007 \$	2008 \$	2007 \$
Note 4: Income Tax Expense (cont'd)					
(b)	Deferred income tax benefit (net of deferred tax liability reduced – note c) in respect of tax losses not brought to account	2,534,782	2,229,072	2,534,782	2,229,072
	Deferred income tax benefit attributable to timing differences not brought to account included above.	8,410	29,678	8,410	29,678
	Deferred income tax benefits will only be realised if the conditions for deductibility set out in Note 1 occur.				
(c)	Deferred tax liabilities				
	The deferred income tax liability which has been reduced to nil by the benefits attributable to tax losses not brought to account	3,696,500	3,191,828	3,696,500	3,191,828

Note 5: Key Management Personnel Compensation

(a) Names and positions held of economic and parent entity key management personnel in office at any time during the financial year are:

Key Management Person	Position	
Mr P R Murray	Chairman — non-executive	
Mr A G Topp	Director — non-executive	(appointed 15th August 2007)
Mr W C Wang	Director — non-executive	(appointed 14th November 2007)
Mr W V M Sam Yue	Director — non-executive	(appointed 20th November 2007)
Mr A Bell	Director — non-executive	(appointed 19th May 2008)
Mr P Thapliyal	Director — non-executive	(appointed 4th June 2008)
Mr Y Zhou	Director — non-executive	(appointed 20th June 2008)
Mr D A Evans	Director — executive	(resigned 15th August 2007)
Mr J D Snaith	Director — executive	(resigned 14th August 2007)
Mr A Broome AM	Chairman — non-executive	(resigned 14th November 2007)
Mr G M Durack	Chief Executive Officer	(appointed 12th December 2007)
Mr R J Benussi	General Manger –Corporate, Chief Financial Officer & Company Secretary	
Mr C W Guy	Exploration Manager	

Notes to the Financial Statements

for the year ended 30 June 2008

Note 5: Key Management Personnel Compensation (cont'd)

(b) Options and Rights Holdings

Number of Options Held by Key Management Personnel

	Balance 1.7.2007	Granted as Compensation	Options Exercised	Net Change Other*
Mr P R Murray	1,500,000	—	—	—
Mr D A Evans	6,500,000	—	(2,000,000)	(4,500,000)
Mr J D Snaith	6,000,000	—	(1,500,000)	(4,500,000)
Mr A J Broome AM	1,500,000	—	—	—
Mr G M Durack	—	—	—	—
Mr R J Benussi	2,000,000	2,000,000	—	—
Mr C W Guy	400,000	600,000	—	—
Total	17,900,000	2,600,000	(3,500,000)	(9,000,000)

	Balance 30.6.2008	Total Vested 30.6.2008	Total Exercisable 30.6.2008	Total Unexercisable 30.6.2008
Mr P R Murray	1,500,000	1,500,000	1,500,000	—
Mr D A Evans	—	—	—	—
Mr J D Snaith	—	—	—	—
Mr A J Broome AM	1,500,000	1,500,000	1,500,000	—
Mr G M Durack	—	—	—	—
Mr R J Benussi	4,000,000	4,000,000	4,000,000	—
Mr C W Guy	1,000,000	1,000,000	1,000,000	—
Total	8,000,000	8,000,000	8,000,000	—

* Net change other refers to options purchased, lapsed or sold during the financial year.

(c) Shareholdings

Number of Shares held by key management personnel

	Balance 1.7.07	Received as Remuneration	Options Exercised	Net Change Other*	Balance 30.6.08
Key Management Personnel					
Mr P R Murray	2,639,375	—	—	(180,000)	2,459,375
Mr W C Wang	—	—	—	196,022	196,022
Mr D A Evans	2,333,750	—	2,000,000	(4,333,750)	—
Mr P Sam Yue	—	—	—	—	—
Mr J D Snaith	3,347,500	—	1,500,000	(4,847,500)	—
Mr A J Broome AM	1,000,000	—	—	—	1,000,000
Mr G M Durack	—	—	—	60,000	60,000
Mr R J Benussi	—	—	—	100,000	100,000
Mr C W Guy	—	—	—	—	—
Total	9,320,625	—	3,500,000	(9,005,228)	3,815,397

* Net change other refers to shares purchased or sold during the financial year.

Notes to the Financial Statements

for the year ended 30 June 2008

	Consolidated Group		Parent Entity	
	2008 \$	2007 \$	2008 \$	2007 \$
Note 6: Auditors' Remuneration				
Remuneration of the auditor of the parent entity, Grant Thornton NSW for:				
— auditing or reviewing the financial report	88,395	80,000	88,395	80,000
	88,395	80,000	88,395	80,000

Note 7: Dividends

No dividends were declared or paid in the period.

	Consolidated Group	
	2008 \$	2007 \$
Note 8: Earnings per Share		
(a) Reconciliation of earnings to net loss		
Net loss	(2,722,861)	(6,897,826)
Losses used to calculate basic EPS and dilutive EPS	(2,722,861)	(6,897,826)
	No.	No.
(b) Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS and dilutive EPS	138,541,526	100,236,268

There are no dilutive potential ordinary shares as the exercise of options to ordinary shares would have the effect of decreasing the loss per ordinary share and would therefore be non-dilutive.

	Note	Consolidated Group		Parent Entity	
		2008 \$	2007 \$	2008 \$	2007 \$
Note 9: Cash Assets					
Cash in hand		322	229	322	229
Cash at bank		10,106,390	6,097,539	10,106,389	6,097,538
		10,106,712	6,097,768	10,106,711	6,097,767
Reconciliation of cash					
Cash at the end of the financial year as shown in the cash flow statement of is reconciled to items in the balance sheet as follows:					
Cash at bank and in hand		10,106,712	6,097,768	10,106,711	6,097,767
Bank overdrafts		(82,340)	(31,866)	(82,340)	(31,866)
Credit cards	23c	(4,422)	(25,877)	(4,422)	(25,877)
Cash and cash equivalents		10,019,950	6,040,025	10,019,949	6,040,024

Notes to the Financial Statements

for the year ended 30 June 2008

	Note	Consolidated Group		Parent Entity	
		2008 \$	2007 \$	2008 \$	2007 \$
Note 10: Receivables					
CURRENT					
Trade receivables		—	109,929	—	109,929
GST receivables		117,524	145,304	117,524	145,304
Other debtors		—	84	—	84
		117,524	255,317	117,524	255,317

(a) Allowance for impairment loss

Trade receivables and other receivables are non-interest bearing and are generally on 30-60 day terms. A provision for impairment loss is recognised when there is objective evidence that an individual receivable is impaired. No impairment has been recognised by the Consolidated Group and Parent Entity in the current year. No receivable are past due.

(b) Fair value and credit risk

Due to the short term nature of these receivables, their carrying value is assumed to approximate their fair value. The maximum exposure to credit risk is the fair value of receivables. Collateral is not held as security, nor is it the Consolidated Group's policy to transfer on-sell receivables to special purpose entities.

(c) Foreign exchange and interest rate risk

Detail regarding foreign exchange and interest rate risk exposure is disclosed in Note 29.

	Consolidated Group		Parent Entity	
	2008 \$	2007 \$	2008 \$	2007 \$
Note 11: Other Financial Assets				
(a) Available-for-sale Financial Assets Comprise:				
Shares in controlled entities	—	—	140,000	140,000
Unlisted investments, at cost				
— shares in unlisted companies	107,180	107,180	107,180	107,180
	107,180	107,180	247,180	247,180

Note 12: Controlled Entities

Controlled Entities Consolidated

	Country of Incorporation	Percentage Owned (%)*	
		2008	2007
Parent Entity:			
- Jupiter Mines Limited	Australia	—	—
Subsidiaries of Jupiter Mines Limited:			
- Future Resources Australia Limited	Australia	100	100
- Jupiter Uranium Pty Limited	Australia	100	100
- Central Yilgarn Pty Limited	Australia	100	100

* Percentage of voting power is in proportion to ownership

Notes to the Financial Statements

for the year ended 30 June 2008

	Consolidated Group		Parent Entity	
	2008	2007	2008	2007
	\$	\$	\$	\$
Note 13: Plant and Equipment				
PLANT AND EQUIPMENT				
Leasehold improvements				
- At cost	238,391	238,391	238,391	238,391
- Accumulated depreciation	(75,502)	(27,823)	(75,502)	(27,823)
	162,889	210,568	162,889	210,568
Office equipment				
- At cost	44,831	19,409	44,831	19,409
- Accumulated depreciation	(16,504)	(7,865)	(16,504)	(7,865)
	28,327	11,544	28,327	11,544
Furniture and fittings				
- At cost	10,420	6,048	10,420	6,048
- Accumulated depreciation	(1,518)	(892)	(1,518)	(892)
	8,902	5,156	8,902	5,156
Total plant and equipment	200,118	227,268	200,118	227,268

Movements in Carrying Amounts

Movement in the carrying amounts for each class of plant and equipment between the beginning and the end of the current financial year

	Leasehold Improvements	Office Equipment	Furniture and fittings	Total
	\$	\$	\$	\$
Consolidated Group:				
Balance at 1 July 2006	—	8,828	4,030	12,858
Additions	238,391	40,616	2,203	281,210
Disposals	—	(25,284)	(671)	(25,955)
Depreciation expense	(27,823)	(12,616)	(406)	(40,845)
Balance at 30 June 2007	210,568	11,544	5,156	227,268
Additions	—	25,422	4,372	29,794
Disposals	—	—	—	—
Depreciation expense	(47,679)	(8,639)	(626)	(56,944)
Balance at 30 June 2008	162,889	28,327	8,902	200,118
Parent Entity:				
Balance at 1 July 2006	—	8,828	4,030	12,858
Additions	238,391	40,616	2,203	281,210
Disposals	—	(25,284)	(671)	(25,955)
Depreciation expense	(27,823)	(12,616)	(406)	(40,845)
Balance at 30 June 2007	210,568	11,544	5,156	227,268

Notes to the Financial Statements

for the year ended 30 June 2008

	Leasehold Improvements	Office Equipment	Furniture and fittings	Total
	\$	\$	\$	\$
Note 13: Plant and Equipment (cont'd)				
Movements in Carrying Amounts (cont'd)				
Parent Entity (cont'd):				
Additions	—	25,422	4,372	29,794
Disposals	—	—	—	—
Depreciation expense	(47,679)	(8,639)	(626)	(56,944)
Balance at 30 June 2008	162,889	28,327	8,902	200,118

Note 14: Other Assets

CURRENT

Prepayments	17,443	11,445	17,443	11,445
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NON-CURRENT

Deposits	5,396	78,059	5,396	78,059
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	Consolidated Group		Parent Entity	
	2008	2007	2008	2007
	\$	\$	\$	\$
Note 15: Exploration and evaluation assets				
Costs carried forward in respect of the following areas of interest:				
— Widgiemooltha	2,078,987	1,891,648	2,078,987	1,891,648
— Klondyke	3,835,396	3,667,332	3,835,396	3,667,332
— Klondyke East	120,502	90,146	120,502	90,146
— Grattan Well	189,198	155,759	154,198	120,759
— Kurrajong	381,849	340,727	276,850	235,728
— Desdemona	19,735	—	19,735	—
— Mount Mason	2,845,520	2,376,063	2,845,520	2,376,063
— Brockman	311,356	123,262	311,356	123,262
— Mt Ida & Mt Hope	1,588,995	1,410,769	1,588,995	1,410,769
— Mt Goldsworthy	34,784	20,957	34,784	20,957
— Menzies	17,582	9,196	17,582	9,196
— Walling Rock	8,054	2,860	8,054	2,860
— Mt Alfred	4,706	4,706	4,706	4,706
— Weebo	762	762	762	762
— Chandlers Reward	4,289	2,542	4,289	2,542
— Dordie Rocks South	365,371	177,193	365,371	177,193
— Uranium 308	597,044	562,502	597,044	562,502
— Shay Gap	29,931	—	29,931	—
— Corunna Downs	20,507	—	20,507	—

Notes to the Financial Statements

for the year ended 30 June 2008

	Consolidated Group		Parent Entity	
	2008 \$	2007 \$	2008 \$	2007 \$
Note 15: Exploration and evaluation assets (cont'd)				
Costs carried forward in respect of the following areas of interest (cont'd):				
— Knapton Hill	4,962	—	4,962	—
— Argyle Iron	2,018	—	2,018	—
— Whale Back Iron Ore	5,949	—	5,949	—
— Golden Ridge	26,208	—	26,208	—
— Kambalda West	24,699	—	24,699	—
— Newman	259	—	259	—
Total exploration expenditure	12,518,663	10,836,424	12,378,664	10,696,425

Capitalised costs amounting to \$2,015,318 (2007: \$2,602,429) have been included in cash flows from investing activities in the cash flow statement. Please refer to note 24(a)(iv) for further details.

750,000 shares were issued in the prior year at \$0.295 as part of the consideration for the granting of six tenement applications in the Northern Territory (ELA25846, ELA25847, ELA25849, ELA25850, ELA25851, and ELA25885) by Jupiter and Jupiter Uranium Pty Limited from Redstone Metals Pty Ltd, Zircon International Pty Ltd and Bluekebble Pty Ltd. An additional 250,000 shares will be issued upon the granting of the remaining two tenements (ELA25848 & ELA25884)

70,000 shares were issued at \$0.19 as part of the consideration for the option agreement of the tenement (exploration licence 25/229) the subject to the option agreement between the Company and Western Resources and Exploration P/L. The tenement is referred to by the Company as "Golden Ridge"

70,000 shares were issued at \$0.19 as part of the consideration for the option agreement of the tenement (exploration licence 15/873, 15/874, 15/878 and Prospecting licences 15/1735 & 15/4736) the subject to the option agreement between the Company and Western Resources and Exploration P/L. The tenement is referred to by the Company as "Kambalda West"

A Formal Agreement with Shaw River Resources (ASX:SRR) and the Company was completed to acquire the iron ore rights to tenement E45/3183. The tenement was subject to a Heads of Agreement prior to a ballot being held, with Jupiter acquiring the Iron Ore Rights and Shaw acquiring the Mineral Rights if the other party was successful in winning the ballot. Shaw River Resources was subsequently successful in winning the ballot.

	Note	Consolidated Group		Parent Entity	
		2008 \$	2007 \$	2008 \$	2007 \$
Note 16: Trade and Other Payables					
CURRENT					
Unsecured liabilities					
Trade payables		75,852	233,831	75,852	233,831
Sundry payables and accrued expenses		250,371	211,013	250,371	211,013
Amount due under contract of sales		—	250,000	—	250,000
Lease liability		19,987	19,987	19,987	19,987
		346,210	714,831	346,210	714,833
NON-CURRENT					
Unsecured liabilities					
Lease liability		48,302	68,290	48,302	68,290
		48,302	68,290	48,302	68,290

Notes to the Financial Statements

for the year ended 30 June 2008

	Note	Consolidated Group		Parent Entity	
		2008 \$	2007 \$	2008 \$	2007 \$
Note 17: Borrowings					
CURRENT					
Unsecured liabilities					
Bank overdrafts		82,470	31,866	82,470	31,866
Bank credit cards		4,422	25,877	4,422	25,877
		86,892	57,743	86,892	57,743

Note 18: Provisions

CURRENT

Provisions for leave liability		23,526	—	23,526	—
		23,526	—	23,526	—

NON-CURRENT

Provisions for make good		35,000	35,000	35,000	35,000
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	Note	Consolidated Group		Parent Entity	
		2008 \$	2007 \$	2008 \$	2007 \$
Note 19: Issued Capital					
Paid up capital:					
169,207,544 (2007: 129,220,336) fully paid ordinary shares	19a	31,606,992	20,099,342	31,606,992	20,099,342
Nil (2007: 5,367,178) unissued ordinary shares		—	1,161,250	—	1,161,250
5,450,000 (2007: 18,930,000) fully paid options	19b	561,158	2,560,862	561,158	2,560,862
		32,168,150	23,821,454	32,168,150	23,821,454

Notes to the Financial Statements

for the year ended 30 June 2008

	Note	Consolidated Group		Parent Entity	
		2008 \$	2007 \$	2008 \$	2007 \$
Note 19: Issued Capital (cont'd)					
(a) Ordinary Shares					
At the beginning of reporting period		21,260,592	20,099,342	21,260,592	20,099,342
Shares issued during the year					
— 500,000 on 12 Jul 2007		75,000	—	75,000	—
— 180,000 on 23 Jul 2007		27,000	—	27,000	—
— 1,400,000 on 3 Aug 2007		210,000	—	210,000	—
— 1,000,000 on 27 Sep 2007		200,000	—	200,000	—
— 1,500,000 on 12 Oct 2007		300,000	—	300,000	—
— 500,000 on 23 Oct 2007		100,000	—	100,000	—
— 500,000 on 15 Nov 2007		100,000	—	100,000	—
— 750,000 on 19 Nov 2007**		—	—	—	—
— 1,500,000 on 26 Nov 2007		300,000	—	300,000	—
— 4,617,178 on 4 Apr 2008**		—	—	—	—
— 140,000 on 17 Apr 2008		26,600	—	26,600	—
— 3,500,000 on 16 May 2008		700,000	—	700,000	—
— 2,000,000 on 19 May 2008		400,000	—	400,000	—
— 7,100,000 on 20 May 2008		1,420,000	—	1,420,000	—
— 14,800,000 on 5 June 2008		3,700,000	—	3,700,000	—
Sub total		28,819,192	—	28,819,192	—
Options converted to shares during the period					
— 500,000 options on 12 July 2007		5,000	—	5,000	—
— 180,000 options on 23 Jul 2007		1,800	—	1,800	—
— 1,400,000 options on 3 Aug 2007		14,000	—	14,000	—
— 1,000,000 options on 27 Sep 2007		90,000	—	90,000	—
— 1,500,000 options on 12 Oct 2007		135,000	—	135,000	—
— 500,000 options on 23 Oct 2007		45,000	—	45,000	—
— 500,000 options on 15 Nov 2007		57,000	—	57,000	—
— 1,500,000 options on 26 Nov 2007		300,000	—	300,000	—
— 2,000,000 options on 15 May 2008		20,000	—	20,000	—
— 10,600,000 options on 20 May 2008		2,120,000	—	2,120,000	—
Sub total		2,787,800	—	2,787,800	—
Transaction costs relating to shares issued		—	—	—	—
At reporting date		31,606,992	20,099,342	31,606,992	20,099,342

Notes to the Financial Statements

for the year ended 30 June 2008

Note 19: Issued Capital (cont'd)

** The company accounted for these shares in prior year accounts and were issued in the current year.

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held.

At the shareholders meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

The ordinary shares have no par value.

	Note	Consolidated Group		Parent Entity	
		2008 No	2007 No	2008 No	2007 No
At the beginning of the reporting period		129,220,366	129,220,366	129,220,366	129,220,366
Shares issued during the period					
— 13 Jul 2007		500,000	—	500,000	—
— 23 Jul 2007		180,000	—	180,000	—
— 9 Aug 2007		1,400,000	—	1,400,000	—
— 27 Sep 2007		1,000,000	—	1,000,000	—
— 12 Oct 2007		1,500,000	—	1,500,000	—
— 23 Oct 2007		500,000	—	500,000	—
— 15 Nov 2007		500,000	—	500,000	—
— 20 Nov 2007**		750,000	—	750,000	—
— 26 Nov 2007		1,500,000	—	1,500,000	—
— 4 Apr 2008**		4,617,178	—	4,617,178	—
— 17 Apr 2008		140,000	—	140,000	—
— 16 May 2008		3,500,000	—	3,500,000	—
— 19 May 2008		2,000,000	—	2,000,000	—
— 20 May 2008		7,100,000	—	7,100,000	—
— 5 June 2008		14,800,000	—	14,800,000	—
At reporting date		169,207,544	129,220,366	169,207,544	129,220,366

** The company accounted for these shares in prior year accounts and were issued in the current year.

Notes to the Financial Statements

for the year ended 30 June 2008

	Note	Consolidated Group		Parent Entity	
		2008 No	2007 No	2008 No	2007 No
Note 19: Issued Capital (cont'd)					
(b) Options					
At the beginning of reporting period		2,560,862	2,560,862	2,560,862	2,560,862
Options issued during the year					
— 1,500,000 on 11 Dec 2007		174,000	—	174,000	—
— 500,000 on 7 Feb 2008		10,000	—	10,000	—
— 1,950,000 on 19 Jun 2008		323,700	—	323,700	—
1,250,000 Options Lapsed during the period		(46,604)	—	(46,604)	—
19,680,000 Options converted to ordinary shares during the period		(2,460,800)	—	(2,460,800)	—
At reporting date		561,158	2,560,862	561,158	2,560,862

	2008 No	2007 No	2008 No	2007 No
At the beginning of the reporting period	18,930,000	18,930,000	18,930,000	18,930,000
Options issued during the year				
— 11 Dec 2007	1,500,000	—	1,500,000	—
— 7 Feb 2008	500,000	—	500,000	—
— 19 Jun 2008	1,950,000	—	1,950,000	—
Options Lapsed during the period	(1,250,000)	—	(1,250,000)	—
Options converted to ordinary shares during the period	(16,180,000)	—	(16,180,000)	—
At reporting date	5,450,000	18,930,000	5,450,000	18,930,000

(c) Options

The balance of options at the beginning of the reporting period totalling 18,930,000 were to expire between 12th July 2007 and 21st December 2009 at exercise prices ranging from \$0.15 to \$0.50 per option.

At 30 June 2008, there were 5,450,000 (30 June 2007: 18,930,000) unissued ordinary shares for which options were outstanding. The options expire between 7th February 2009 and 31st December 2010 at exercise prices ranging from \$0.20 to \$0.35 per option

(d) Capital Management

Management controls the capital of the group in order to maintain a good debt to equity ratio, provide the shareholders with adequate returns and ensure that the group can fund its operations and continue as a going concern.

Notes to the Financial Statements

for the year ended 30 June 2008

Note 19: Issued Capital (cont'd)

(d) Capital Management (cont'd)

The group's debt and capital includes ordinary share capital and financial liabilities, supported by financial assets.

There are no externally imposed capital requirements.

Management effectively manages the group's capital by assessing the group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

	Note	Consolidated Group		Parent Entity	
		2008	2007	2008	2007
		\$	\$	\$	\$
Note 20: Reserves					
Options issued:					
8,200,000 (2007: 18,700,000) options	20a	1,181,800	1,687,800	1,687,800	1,687,800
The option reserve records items recognised as expenses on valuation of key management personnel share options.					
(a) Options					
At the beginning of reporting period		1,687,800	1,687,800	1,687,800	1,687,800
Options recognised during the period		452,200	—	452,200	—
3,500,000 options converted to ordinary shares during the period		(327,000)	—	(327,000)	—
14,300,000 options Lapsed/cancelled during the period		(631,200)	—	(631,200)	—
At reporting date		1,181,800	1,687,800	1,181,800	1,687,800
		2008	2007	2008	2007
		No	No	No	No
At the beginning of the reporting period		18,700,000	18,700,000	18,700,000	18,700,000
Options issued during the year					
— 23 July 2007		600,000	—	600,000	—
— 16 August 2007		2,000,000	—	2,000,000	—
— 2 October 2007		200,000	—	200,000	—
— 12 December 2008		4,500,000	—	4,500,000	—
Options converted to ordinary shares during the period		(3,500,000)	—	(3,500,000)	—
Options Lapsed/cancelled during the period		(14,300,000)	—	(14,300,000)	—
At reporting date		8,200,000	18,700,000	8,200,000	18,700,000

Notes to the Financial Statements

for the year ended 30 June 2008

Note 20: Reserves (cont'd)

(b) Options

Directors, employees and consultant share option scheme expenses of \$452,200 (2007: \$1,624,800) represents the valuation of options granted. These were valued using the Black-Scholes pricing method.

At 30 June 2008, there were 8,200,000 (30 June 2007: 18,700,000) unissued ordinary shares for which options were outstanding. These options will expire between 29 December 2009 and 3 October 2012 at exercise prices ranging from \$0.20 to \$0.35 per option.

Note	Consolidated Group		Parent Entity	
	2008 \$	2007 \$	2008 \$	2007 \$
Note 21: Capital and Leasing Commitments				
Operating Lease Commitments				
Non-cancellable operating leases contracted for but not capitalised in the financial statements				
Payable — minimum lease payments				
not later than 12 months	126,895	111,324	126,895	111,324
between 12 months and 5 years	324,055	371,836	324,055	371,836
	450,950	483,160	450,950	483,160

The property lease is a non-cancellable lease with a five-year term, with rent payable monthly in advance.

Note 22: Contingent Liabilities and Contingent Assets

Contingent Liabilities

The parent entity has provided guarantees to third parties in relation to the performance and obligations of controlled entities in respect of banking facilities.

At reporting date, the value of these guarantees and facilities are \$107,466 (2007: \$92,466)

Contingent Assets

No contingent assets exist as 30 June 2008.

Note 23: Segment Reporting

The Company operates solely in the mining industry within Australia.

Notes to the Financial Statements

for the year ended 30 June 2008

	Note	Consolidated Group		Parent Entity	
		2008 \$	2007 \$	2008 \$	2007 \$
Note 24: Cash Flow Information					
(a) Reconciliation of Cash Flow from Operations with Loss from Ordinary Activities after Income Tax					
Loss from ordinary activities after income tax		(2,722,861)	(6,897,826)	(2,722,861)	(6,897,826)
Non-cash flows in loss from ordinary activities					
Depreciation		56,944	40,845	56,944	40,845
Net loss on disposal of property, plant and equipment		—	25,955	—	25,955
Options issued for services		—	25,000	—	25,000
Share options recognised		959,900	1,624,800	959,900	1,624,800
Write-off of exploration and evaluation assets		—	3,465,629	—	3,465,629
Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries					
(Increase)/decrease in GST receivable		27,780	(102,773)	27,780	(102,773)
(Increase)/decrease in prepayments and deposits paid		66,666	(70,374)	66,666	(70,374)
(Increase)/decrease in trade debtors		109,929	(11,659)	109,929	(11,659)
(Increase)/decrease in other debtors		84	3,250	84	3,250
Increase/(decrease) in trade payables and other creditors		(19,617)	93,829	(19,617)	93,829
Increase/(decrease) in provisions		23,527	—	23,527	—
Cash flow from operations		(1,497,649)	(1,803,324)	(1,497,649)	(1,803,324)

(b) Non-cash Financing and Investing Activities

i 70,000 shares were issued at a value of \$13,300 as part of the consideration for the option agreement of the tenement (exploration licence 36/229) the subject to the option agreement between the Company and Western Resources and Exploration P/L. The tenement is referred to by the Company as "Golden Ridge".

70,000 shares were issued at a value of \$13,300 as part of the consideration for the option agreement of the tenement (exploration licence 15/873, 15/874, 15/878 and Prospecting licences 15/1735 & 15/4736) the subject to the option agreement between the Company and Western Resources and Exploration P/L. The tenement is referred to by the Company as "Kambalda West".

ii Options

2,800,000 upquoted options expiring 3 to 5 years from issue were granted under the JMS Employee Option Plan with a value of \$452,200 using Black Scholes with exercise prices between \$0.20 to \$0.35 per option to the Company's Executives and employees.

3,950,000 options expiring 12 to 18 months from issue with an exercise prices between \$0.30 of \$0.35 per option with a value of \$507,700 using Black Scholes were granted as consideration for providing consulting, marketing as advisory services as resolved by the Board.

iii Plant and equipment

Plant and equipment amounting to \$39,108 have been included in cash flows from investing activities in the cash flow statement. Of this total, some assets to the value of \$9,314 acquired in 2007 of which cash were settled in this financial year.

Notes to the Financial Statements

for the year ended 30 June 2008

Note 24: Cash Flow Information

(b) Non-cash Financing and Investing Activities (cont'd)

iv Exploration and evaluation

Capitalised costs amounting to \$2,015,318 have been included in cash flows from investing activities in the cash flow statement. Of this total, costs to the value of \$507,981 in 2007 of which were settled in cash in this financial year, \$148,303 that have yet to be settled in cash, the remaining \$26,600 was non-cash in nature.

	Consolidated Group		Parent Entity	
	2008 \$	2007 \$	2008 \$	2007 \$
(c) Credit Standby Arrangements with Banks				
Credit facility	45,000	30,000	45,000	30,000
Amount utilised	(4,422)	(25,877)	(4,422)	(25,877)
Unused credit facility	40,578	4,123	40,578	4,123

The major facilities are summarised as follows:

Bank credit cards:

Bank credit cards are arranged with ANZ bank with the general terms and conditions being set and agreed to annually

Interest rates are variable and subject to adjustment

Note 25: Share-Based Payments

Each option granted under the Jupiter Mines Limited Employee Option Plan entitles the employee to acquire one ordinary share of Jupiter Mines Limited (JMS). There are no voting or dividend rights attaching to the options until they are exercised by the employee, at which point ordinary shares which rank equally with all other JMS shares are issued and quoted on the ASX. The options cannot be transferred and will not be quoted on the ASX.

All options expire on the earlier of their expiry date or termination of the individual's employment. Should the Vesting Conditions (described below) not be met, options will lapse.

Notes to the Financial Statements

for the year ended 30 June 2008

Note 25: Share-Based Payments (cont'd)

The terms and conditions of the grants on issue as at 30 June 2008 are as follows, whereby all options are settled by physical delivery of shares:

Grant Date	No. of Options	Vesting Date	Vesting Conditions	Expiry Date	Exercise Price
23 July 2007	600,000	23 Jul 2007	Continuation of service	23 Jul 2012	\$0.25
16 August 2007	800,000	16 Aug 2007	Continuation of service	4 Sep 2012	\$0.25
16 August 2007	600,000	16 Aug 2007	Continuation of service	4 Sep 2012	\$0.30
16 August 2007	600,000	16 Aug 2007	Continuation of service	4 Sep 2012	\$0.35
2 October 2007	200,000	2 Oct 2007	Continuation of service	3 Oct 2012	\$0.25
14 November 2006	1,000,000	14 Nov 2006	Continuation of service	21 Nov 2011	\$0.20
14 November 2006	1,000,000	14 Nov 2006	Continuation of service	21 Nov 2011	\$0.25
14 November 2006	1,000,000	14 Nov 2006	Continuation of service	21 Nov 2011	\$0.35
24 November 2006	900,000	24 Nov 2006	Continuation of service	1 Dec 2011	\$0.20
29 December 2006	1,500,000	29 Dec 2006	Continuation of service	29 Dec 2009	\$0.20
Total	8,200,000				

The number and weighted average exercise prices of share options on issue as at 30 June 2008 were as follows:

	Consolidated Group				Parent Entity			
	2008		2007		2008		2007	
	Number of Options	Weighted Average Exercise Price \$	Number of Options	Weighted Average Exercise Price \$	Number of Options	Weighted Average Exercise Price \$	Number of Options	Weighted Average Exercise Price \$
Outstanding at the beginning of the period	18,700,000	0.2000	5,000,000	0.2600	18,700,000	0.2000	5,000,000	0.2600
Granted	7,300,000	0.3239	15,700,000	0.2510	7,300,000	0.3239	15,700,000	0.2510
Forfeited	(9,800,000)	0.2918	—	—	(9,800,000)	0.2918	—	—
Cancelled	(4,500,000)	0.3500	—	—	(4,500,000)	0.3500	—	—
Exercised	(3,500,000)	0.2000	(2,000,000)	0.2000	(3,500,000)	0.2000	(2,000,000)	0.2000
Expired	—	—	—	—	—	—	—	—
Outstanding at the end of the period	8,200,000	0.2524	18,700,000	0.2510	8,200,000	0.2524	18,700,000	0.2510
Exercisable at the end of the period*	8,200,000	0.2524	18,700,000	0.2000	8,200,000	0.2524	18,700,000	0.2000

*Closing JMS share price on 29 June 2008 was \$0.245

The options outstanding at 30 June 2008 have an exercise price of \$0.2524 a weighted average contractual life of 1.717 years.

Notes to the Financial Statements

for the year ended 30 June 2008

Note 25: Share-Based Payments (cont'd)

During the financial year, 3,500,000 options were exercised (2007: 2,000,000).

The fair value of services received in return for options granted are measured by reference to the fair value of options granted. The estimate of the fair value of the services received is measured based on the Black Scholes option-pricing model. The contractual life of the options is used as an input into the model. Expectations of early exercise are incorporated into the model as well.

Tranche	Expiry Date	Fair Value per Option \$	Exercise Price \$	Price of Shares on Grant \$	Estimated Volatility %	Risk Free Interest %	Dividend Yield %
1	23 Jul 2012	0.159	0.25	0.23	83.09	6.638	0
2	4 Sep 2012	0.168	0.25	0.24	83.09	6.638	0
3	4 Sep 2012	0.161	0.30	0.24	83.09	6.638	0
4	4 Sep 2012	0.154	0.35	0.24	83.09	6.638	0
5	3 Oct 2012	0.167	0.25	0.23	83.09	6.638	0

The expected volatility is based on the historic volatility of peer group entities (calculated on the weighted average remaining life of the share options), adjusted for any expected changes to volatility due to publicly available information.

Risk-free interest rates are based on 5 year government bonds.

Options will only convert to ordinary shares upon the achievement of a service condition.

Note 26: Events After the Balance Sheet Date

The following events occurred subsequent to balance date:

- 1 On July 2nd the Company gave notice of a "Change of Directors Interest Notice"
- 2 On July 7th the Company received a "Change in Substantial Holding notice" from Red Rock Resources and from Pallinghurst Resources.
- 3 On July 29th the Company released the Quarterly Cash flow Report Appendix-5B
- 4 On July 31st the Company released the Quarterly Activities Report
- 5 On August 15th the Company released a Exploration Program Update on its Central Yilgarn Iron Project.
- 6 On September 19th the Company signed heads of agreement for iron ore trade with the Haoning Group.
- 7 On September 25th the Company released a 'High Grade Hematite and Magnetite Mineralisation on CYIP.'
- 8 The financial statements were authorized for issue by the board of directors on 29th September 2008.

There were no further events subsequent to balance date.

Note 27: Future Commitments

In relation to the two remaining tenement applications (ELA25848 & ELA25884) Jupiter and Jupiter Uranium Pty Limited had entered into an Agreement for Sale of Mining Tenements – Northern Territory from Redstone Metals Pty Ltd, Zircon International Pty Ltd and Bluekebble Pty Ltd. An additional 250,000 shares will be issued upon the granting of the remaining two tenements

In relation to exploration licence 25/229 Jupiter and Western Resources and Exploration P/L had entered into an option agreement expiring on December 8th 2008. The tenement is referred to by the Company as "Golden Ridge" In the event that the company elects to acquire the tenement on or before December 8th 2008 a total of \$100,000 cash consideration and \$75,000 converted to Jupiter fully paid ordinary shares will be issued to the vendor.

In relation to exploration licence 15/873, 15/874, 15/878 and Prospecting licences 15/1735 & 15/473 Jupiter and Western Resources and Exploration P/L had entered into an option agreement expiring on December 8th 2008. The tenement is referred to by the Company as "Kambalda West". In the event that the company elects to acquire the tenement on or before December 8th 2008 a total of \$150,000 cash consideration and \$100,000 converted to Jupiter fully paid ordinary shares will be issued to the vendor.

Notes to the Financial Statements

for the year ended 30 June 2008

Note 28: Related Party Transactions

No related party transactions existed during the year or as at 30 June 2008.

Note 29: Financial Instruments

(a) Financial Risk Management objective and policies

The group's financial instruments consist mainly of deposits with banks, short-term investments, accounts receivable and payable.

The main risks the group is exposed to through its financial instruments are interest rate risk, liquidity risk and credit risk.

(i) Interest rate risk

Interest rate risk is managed floating rate debt. At 30 June 2008 approximately **1%** of group debt is fixed.

Sensitivity analysis

	Consolidated Group		Parent entity	
	2008 \$	2007 \$	2008 \$	2007 \$
Change in profit and equity on interest revenue				
- Increase in interest rate by 2%	115,325	83,410	115,325	83,410
- Decrease in interest rate by 2%	(115,325)	(83,410)	(115,325)	(83,410)

The sensitivity in 2008 is larger than in 2007, due to a higher average cash balance during the year.

A sensitivity analysis has not been done for debt as the value at year end is deemed not to be material.

(ii) Liquidity risk

The Group has no significant exposure to liquidity risk as there is only small amount of bank overdraft and credit cards. The Group manages liquidity risk by monitoring immediate and forecast cash requirements and ensuring adequate cash reserves are maintained.

(iii) Credit risk

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the balance sheet and notes to the financial statements.

The consolidated entity does not have any material credit risk exposure to any single receivable or group of receivables under financial instruments entered into by the consolidated entity.

(iv) Foreign currency risk

Foreign currency risk is the risk of exposure to transactions that are denominated in a currency other than the Australian dollar. At 30 June 2008, the group has no exposure to foreign currencies, and therefore no sensitivity analysis has been performed.

Notes to the Financial Statements

for the year ended 30 June 2008

Note 29: Financial Instruments cont

(b) Financial Instruments

(i) Interest Rate Risk

The consolidated entity's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rates on classes of financial assets and financial liabilities, is as follows:

Fixed Interest Rate Maturing														
	Weighted		Floating		Within		1 to 5		Over 5		Non-interest		Total	
	Average Effective		Interest Rate		Year		Years		Years		Bearing			
	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007		
Financial Assets:														
Cash and deposits	7.00	6.37	10,106,711	6,097,768	—	—	—	—	—	—	—	—	10,106,711	6,097,768
Receivables	—	—	—	—	—	—	—	—	—	—	117,524	255,317	117,524	255,317
Total Financial Assets			10,106,711	6,097,768	—	—	—	—	—	—	117,524	255,317	10,224,235	6,353,085
Financial Liabilities:														
Bank overdrafts	7.00	6.37	82,340	31,866	—	—	—	—	—	—	—	—	82,340	31,866
Credit cards	16.49	17.49	4,421	25,877	—	—	—	—	—	—	—	—	4,421	25,877
Trade and sundry payables	—	—	—	—	—	—	—	—	—	—	246,222	694,844	246,222	694,844
Total Financial Liabilities			86,761	57,743	—	—	—	—	—	—	246,222	694,844	332,983	752,587

(ii) Net Fair Values

The net fair values of:

The carrying amount of financial assets and financial liabilities recorded in the financial statements represents their respective net fair values, determined in accordance with the accounting policies disclosed in Note 1 to the financial statements.

Notes to the Financial Statements

for the year ended 30 June 2008

Note 30: Change in Accounting Policy

The following Australian Accounting Standards have been issued or amended and are applicable to the parent and consolidated entity but are not yet effective. They have not been adopted in preparation of the financial statements at reporting date.

AASB Standard Affected	Application Date of the Standard	Application Date for the Group
AASB 8 – Operating Segments	31 December 2009	1 July 2009
AASB 101 – Presentation of financial statements	31 December 2009	1 July 2009
AASB 2007-3 – Amendments to Australian Accounting Standards arising from the issue of AASB 8.	31 December 2009	1 July 2009
AASB 2007-8 – Amendments to Australian Accounting Standards arising from the issue of AASB 101.	31 December 2009	1 July 2009
AASB 2008-1 – Amendments to Australian Accounting Standards arising from changes to AASB 2 – Share based payments.	1 July 2010	1 July 2010
AASB 123 – Borrowing costs	31 December 2009	1 July 2009
AASB 3 – Business Combinations	30 June 2010	1 July 2009
AASB 2008-3 – Amendments to Australian Accounting Standards arising from the issue of AASB 3 and AASB 127.	30 June 2010	1 July 2009

Note 31: Company Details

The registered office of the company is:

Jupiter Mines Limited
Suite 2 , Level 16
19 Bligh Street
SYDNEY NSW 2000

The principal place of business is:

Jupiter Mines Limited
Suite 2 , Level 16
19 Bligh Street
SYDNEY NSW 2000

Directors' Declaration

The directors of the company declare that:

1. the financial statements and notes, as set out on pages 14 to 42, are in accordance with the Corporations Act 2001 and:
 - (a) Comply with Accounting Standards and the Corporations Regulations 2001; and
 - (b) give a true and fair view of the financial position as at **30 June 2008** and of the performance for the year ended on that date of the company and consolidated entity;
2. the Chief Executive Officer and Chief Financial Officer have each declared that:
 - (a) the financial records of the company for the financial year have been properly maintained in accordance with section 286 of the *Corporations Act 2001*;
 - (b) the financial statements and notes for the financial year comply with the Accounting Standards; and
 - (c) the financial statements and notes for the financial year give a true and fair view;
3. in the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.

Signed on behalf of the directors



P R Murray

Chairman

Sydney

29th September 2008

Independent Audit Report

to the members of Jupiter Mines Limited and its controlled entities



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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JUPITER MINES LIMITED

Report on the Financial Report

We have audited the accompanying financial report of Jupiter Mines Limited and its controlled entities (the consolidated entity) which comprises the balance sheet as at 30 June 2008, and the income statement, statement of changes in equity and cash flow statement for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Act 2001. This responsibility includes establishing and maintaining internal controls relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, that compliance with the Australian equivalents to International Financial Reporting Standards ensures that the financial report, comprising the financial statements and notes, complies with International Financial Reporting Standards.

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Independent Audit Report continued

to the members of Jupiter Mines Limited and its controlled entities



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JUPITER MINES LIMITED (cont)

Report on the Financial Report (cont)

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Independence

In conducting our audit, we complied with applicable independence requirements of the Corporations Act 2001.

Auditor's Opinion

In our opinion:

- a the financial report of Jupiter Mines Limited is in accordance with the Corporations Act 2001, including:
 - i giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2008 and of their performance for the year ended on that date; and
 - ii complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
- b the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

Independent Audit Report

to the members of Jupiter Mines Limited and its controlled entities



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JUPITER MINES LIMITED (cont)

Report on the Remuneration Report

We have audited the Remuneration Report included on pages 7 to 12 of the directors' report for the year ended 30 June 2008. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's Opinion

In our opinion the Remuneration Report of Jupiter Mines Limited for the year ended 30 June 2008, complies with section 300A of the Corporations Act 2001.

A handwritten signature in cursive script that reads "Grant Thornton NSW".

GRANT THORNTON NSW
Chartered Accountants

A handwritten signature in cursive script that reads "N J Bradley".

N J Bradley

Partner

Sydney, 29 September 2008

Corporate Governance Statement

Jupiter is committed to implementing high standards of corporate governance, and has endorsed the ASX Corporate Governance (Council) Principles of Good Corporate Governance and Best Practice Recommendations (ASX Principles). Jupiter seeks to follow the best practice recommendations for listed companies to the extent that it is practicable.

Where Jupiter's corporate governance practices do not correlate with the practices recommended by the Council, Jupiter does not consider it practicable or necessary to implement these principles due to the size and stage of development of its operations and the Board's reasoning for any departure is explained. Reporting will be on the revised ASX Principles for all financial years commencing after 1 January 2008.

Set out below are the fundamental corporate governance practices of Jupiter.

1. The Board Lays Solid Foundations for Management and Oversight

Role of the Board

The Board's role is to govern Jupiter rather than to manage it. In governing Jupiter, the Directors must act in the best interests of Jupiter as a whole. Each member of the Board is committed to spending sufficient time to enable them to carry out their duties as a Director of Jupiter; any candidate will confirm that they have the necessary time to devote to their Company Board position prior to appointment. In addition, non-executive Directors receive formal letters of appointment setting out the key terms, conditions and expectations of their appointment.

Responsibilities of the Board

In general, the Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of Jupiter. It is required to do all things that may be necessary to be done in order to carry out the objectives of Jupiter.

The Board is responsible for governing Jupiter and for setting the strategic direction of Jupiter. Board responsibilities are set out in the Jupiter Board Charter. The Board has established an Audit Committee and a Remuneration & Nomination Committee to assist it in discharging its functions. The Board Charter and Committee Charters are available on the Jupiter website (under "Corporate Governance").

The Board generally holds meetings on a monthly basis, however additional meetings may be called as required. Directors' attendance at meetings this year is set out on page 6.

In carrying out its governance role, the main task of the Board is to oversee the performance of Jupiter. The Board is committed to Jupiter's compliance with all of its contractual, statutory and any other legal obligations, including the requirements of any regulatory body.

Relationship with Management

The Board has delegated responsibility for the day-to-day operations of Jupiter to senior management. It is the role of senior management to manage Jupiter in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

The management of the Company changed during the year following the appointment of Mr Greg Durack as Chief Executive Officer. He and Robert Benussi as Chief Financial Officer & Company Secretary and Charles (Bill) Guy as Exploration Manager comprise the Senior Management team.

2. The Board is Structured to Add Value

Composition of the Board and details of Directors

Jupiter currently has seven directors, four of whom are Independent Non-Executive Directors (Messrs Murray, Topp, Sam Yue & Wang). During the financial year and subsequent to the 2007 annual general meeting, there have been five Non-Executive Directors appointed. All incumbent directors bring an independent judgment to bear in Board deliberations and the current representation is considered adequate given the stage of the Company's development. Further details about the current Directors are set out on pages 1 to 2 of the Directors' Report.

The Chairman is a Non-Executive Independent Director and there is a clear division of responsibility between the Chairman and Senior Management.

Remuneration & Nomination Committee

The role of the Remuneration & Nomination Committee is set out in a formal charter which is available on the Jupiter website under "Corporate Governance". There are 3 independent non-executive directors as members of this Committee at this time.

Details of the Members of the Remuneration & Nomination Committee and their attendance at Committee Meetings are set out on page 6.

3. The Board Promotes Ethical and Responsible Decision Making

Confidentiality

In accordance with legal requirements and agreed ethical standards, Directors and key executives of Jupiter have agreed to keep confidential, information received in the course of the exercise of their duties and will not disclose non-public information except where disclosure is authorised or legally mandated.

Corporate Governance Statement (continued)

Company Code of Conduct and Ethics

As part of its commitment to recognising the legitimate interests of stakeholders, Jupiter has an established Code of Conduct to guide compliance with legal, ethical and other obligations to legitimate stakeholders. These stakeholders include employees, clients, customers, government authorities, creditors and the community as a whole. This Code governs all Jupiter commercial operations and the conduct of Directors, employees, consultants, contractors and all other people when they represent Jupiter.

The Board, management and all employees of Jupiter are committed to implementing this Code and each individual is accountable for such compliance. A copy of the Code is given to all employees, contractors and relevant personnel, including directors, and is available on the Jupiter website (under "Corporate Governance").

Trading in Jupiter Shares

Jupiter's Code of Conduct prohibits Directors from taking advantage of their position or information acquired, in the course of their duties, and the misuse of information for personal gain or to cause detriment to the Company.

Employees, officers and Directors are required to advise Jupiter's Company Secretary of their intentions prior to undertaking any transaction in Jupiter securities. If an employee, officer or director is considered to possess material non-public information, they will be precluded from

making a security transaction until after the time of public release of that information.

A copy of Jupiter's Personnel Share Trading Policy is available on the Jupiter website (under "Corporate Governance").

4. The Board safeguards integrity in financial reporting

As required by section 295A of the Corporations Act, the Chief Executive Officer/Chief Financial Officer have declared:

"That:

- the financial records of Jupiter Mines Limited for the reporting period have been properly maintained in accordance with section 286 of the Corporations Act;
- the financial statements and the notes referred to in paragraph 295(3)(b) of the Corporations Act comply with the accounting standards; and
- the financial statements and notes for the reporting period give a true and fair view."

In addition, as required by Recommendation 4.1 of the ASX Principles, the Chief Executive Officer/Chief Financial Officer stated:

"That:

- Jupiter Mines Limited's reports present a true and fair view, in all material respects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards."

Audit Committee

The Board has established an Audit Committee to assist the Board. The responsibilities of the Committee are set out in a formal charter which is available on the Jupiter website under "Corporate Governance". There are 3 independent non-executive directors as members of this Committee at this time.

Details of the Members of the Audit Committee and their attendance at Committee Meetings are set out on page 6. Due to the Board changes which occurred during the year, much of the work which might otherwise have devolved to the Audit Committee was undertaken by the full Board.

5. The Board Makes Timely and Balanced Disclosure

Continuous Disclosure

The Board has designated Jupiter's Company Secretary as the person responsible for overseeing and co-ordinating disclosure of information to the ASX as well as communicating with the ASX.

The Board has established a written policy for ensuring compliance with ASX Listing Rule disclosure requirements. A copy of the Jupiter Continuous Disclosure Policy is available on the Jupiter website (under "Corporate Governance").

6. The Board Respects the Rights of Shareholders

Shareholder Communication

Jupiter respects the rights of its shareholders and to facilitate the effective exercise of those

rights, Jupiter communicates with its shareholders continually and periodically.

Periodic ASX announcements include quarterly reports, the half-year report, annual report and annual general meeting presentations. Copies of all ASX announcements and reports are made available on the Company's website. Shareholders are encouraged to provide an email address to receive electronic copies of all announcements and reports.

The independent external auditor attends the Annual General Meeting to respond to questions from shareholders on the conduct of the audit and the preparation and content of the audit report.

7. The Board Recognises and Manages Risk

The Board has accepted the role of identifying, assessing, monitoring, managing and mitigating wherever possible, any significant risks applicable to Jupiter and its operations. It has not established a separate committee to deal with these matters as the Directors consider the size of Jupiter and its operations does not warrant a separate committee at this time. The Audit Committee is charged with the responsibility of financial risk management although, as noted above, this task was mostly undertaken by the full Board during the year.

Corporate Governance Statement (continued)

Hedging Policy

No Jupiter employee is permitted to enter into transactions with securities (or any derivative thereof) which limit the economic risk of any unvested entitlements awarded under any Jupiter equity-based remuneration scheme currently in operation or which will be offered by Jupiter in the future.

As part of Jupiter's due diligence undertaken at the time of half and full year results, Jupiter's equity plan participants are requested to confirm that they have not entered into any such prohibited transactions.

Attestations by Chief Executive Officer/Chief Financial Officer

In accordance with Recommendation 7.2 of the *ASX Principles*, the Chief Executive Officer/Chief Financial Officer has stated in writing to the Board:

"That:

1. the statement given in accordance with Recommendation 4.1 (the integrity of financial statements) is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board; and
2. Jupiter Mines Limited's risk management and internal compliance and control system is operating efficiently and effectively in all material respects. "

8. The Board Encourages Enhanced Performance

Performance Review/Evaluation

The Remuneration and Nomination Committee is responsible for the evaluation of the Board's performance.

Education and Induction

New directors undergo an induction process in which they are given a full briefing on Jupiter. Where possible, this will include meetings with key executives, and a due diligence package and presentations from management.

In order to achieve continuing improvement in Board performance, all directors are encouraged to undergo continual professional development.

Independent Professional Advice and Access to Company Information

Each director has the right of access to all Jupiter information and to Jupiter's executives. Further, the Board collectively and each director, subject to informing the Chairman, has the right to seek independent professional advice from a suitably qualified advisor, at Jupiter's

expense, to assist them to carry out their responsibilities. Where appropriate, a copy of this advice is to be made available to all other members of the Board.

9. The Board Remunerates Fairly and Responsibly

Remuneration Report and Remuneration Policies

The responsibilities of the Remuneration & Nomination Committee include making recommendations to the Board regarding the remuneration of senior executives, executive directors and non-executive directors of the Company.

In accordance with the Constitution of Jupiter, shareholders determine the aggregate annual remuneration of the Non-Executive Directors, (the aggregate annual remuneration approved by shareholders is currently \$300,000). It is the Board's policy to issue options packages to Non-Executive Directors after a qualifying period of six months service on the Board, and with the approval of shareholders at a general meeting. The Board believes that this policy assists in attracting Non-Executive Directors who have the requisite skills to add value to the Board. Remuneration of all Directors paid during the year is set out in the Directors' Report and in note 5 to the Financial Statements.

There are no schemes or provisions for retirement benefits for Non-Executive Directors other than statutory benefits and accumulated superannuation.

10. The Board Recognises the Legitimate Interests of Stakeholders

The Board has a formal Code of Conduct which ensures that Jupiter maintains the highest standards of integrity, honesty and fairness in their dealings with employees, contractors, customers, suppliers, clients, shareholders, regulators, creditors and the community as whole.

Details of the Code are set out earlier in this Statement and the Code is available under the Corporate Governance section on the Jupiter website.

Shareholder Information

Shareholder Information required by the ASX Limited (ASX) Listing Rules and not disclosed elsewhere in the Report is set out below. All information is correct as at 30 September 2008.

Substantial shareholders

The following shareholders have notified the Company that pursuant to the provisions of section 671B of the Corporations Act they are substantial shareholders.

Name	Number of fully paid ordinary shares	%
LSG Resources Pty Ltd	20,800,000	12.29
Pallinghurst Resources Australia Limited	18,715,000	11.06
Red Rock Resources plc	14,904,403	8.81

Number of security holders and securities on issue

Quoted equity securities

Jupiter has issued 169,207,544 fully paid ordinary shares and these are held by 1,791 shareholders

Unquoted equity securities

The unlisted securities currently on issue are set out below.

- 500,000 unlisted \$0.35 options expiring on 07/02/2009 have been issued to 1 option holder and remain unexercised
- 1,000,000 unlisted \$0.20 options expiring on 22/10/2009 have been issued to 1 option and remain unexercised.
- 500,000 unlisted \$0.20 options expiring on 21/12/2009 have been issued to 1 option and remain unexercised.
- 1,500,000 unlisted \$0.20 options expiring on 29/12/2009 have been issued to 1 option holder under the JMS Employee Option Plan and remain unexercised.
- 1,500,000 unlisted \$0.35 options expiring on 30/11/2010 have been issued to 1 option holder and remain unexercised
- 1,950,000 unlisted \$0.35 options expiring on 30/12/2010 have been issued to 1 option holder and remain unexercised
- 1,000,000 unlisted \$0.20 options expiring on 21/11/2011 have been issued to 2 option holders under the JMS Employee Option Plan and remain unexercised.
- 1,000,000 unlisted \$0.25 options expiring on 21/11/2011 have been issued to 2 option holders under the JMS Employee Option Plan and remain unexercised.
- 1,000,000 unlisted \$0.35 options expiring on 21/11/2011 have been issued to 2 option holders under the JMS Employee Option Plan and remain unexercised.
- 900,000 unlisted \$0.20 options expiring on 01/12/2011 have been issued to 2 option holders under the JMS Employee Option Plan and remain unexercised.
- 600,000 unlisted \$0.25 options expiring on 23/07/2012 have been issued to 1 option holder under the JMS Employee Option Plan and remain unexercised.
- 200,000 unlisted \$0.25 options expiring on 3/10/2012 have been issued to 1 option holder under the JMS Employee Option Plan and remain unexercised.
- 800,000 unlisted \$0.25 options expiring on 4/09/2012 have been issued to 1 option holders under the JMS Employee Option Plan and remain unexercised.
- 600,000 unlisted \$0.30 options expiring on 4/09/2012 have been issued to 1 option holders under the JMS Employee Option Plan and remain unexercised.
- 600,000 unlisted \$0.35 options expiring on 4/09/2012 have been issued to 1 option holders under the JMS Employee Option Plan and remain unexercised.

Shareholder Information

Voting rights

Ordinary shares

The voting rights attached to ordinary shares are that on a show of hands, every member present, in person or proxy, has one vote and upon a poll, each share shall have one vote.

Options

Option holders do not have any voting rights on the options held by them.

Distribution of security holders

Category	Fully paid Ordinary shares		
	Holders	Shares	%
1 - 1,000	25	6,145	0.02
1,001 - 5,000	320	1,090,322	0.64
5,001 - 10,000	345	3,070,995	1.81
10,001 - 50,000	730	19,516,787	11.53
50,001 - 100,000	168	13,659,984	8.07
100,001 and over	195	131,863,311	77.93
Total	1,783	169,207,544	100.00

Unmarketable parcel of shares

The number of shareholders holding less than a marketable parcel of ordinary shares is 192. 1,755 shares comprise a marketable parcel at the Jupiter closing share price of \$0.285.

Details regarding escrow

There are no ordinary shares held in escrow.

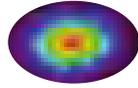
On market buy-back

There is no current on market buy-back.

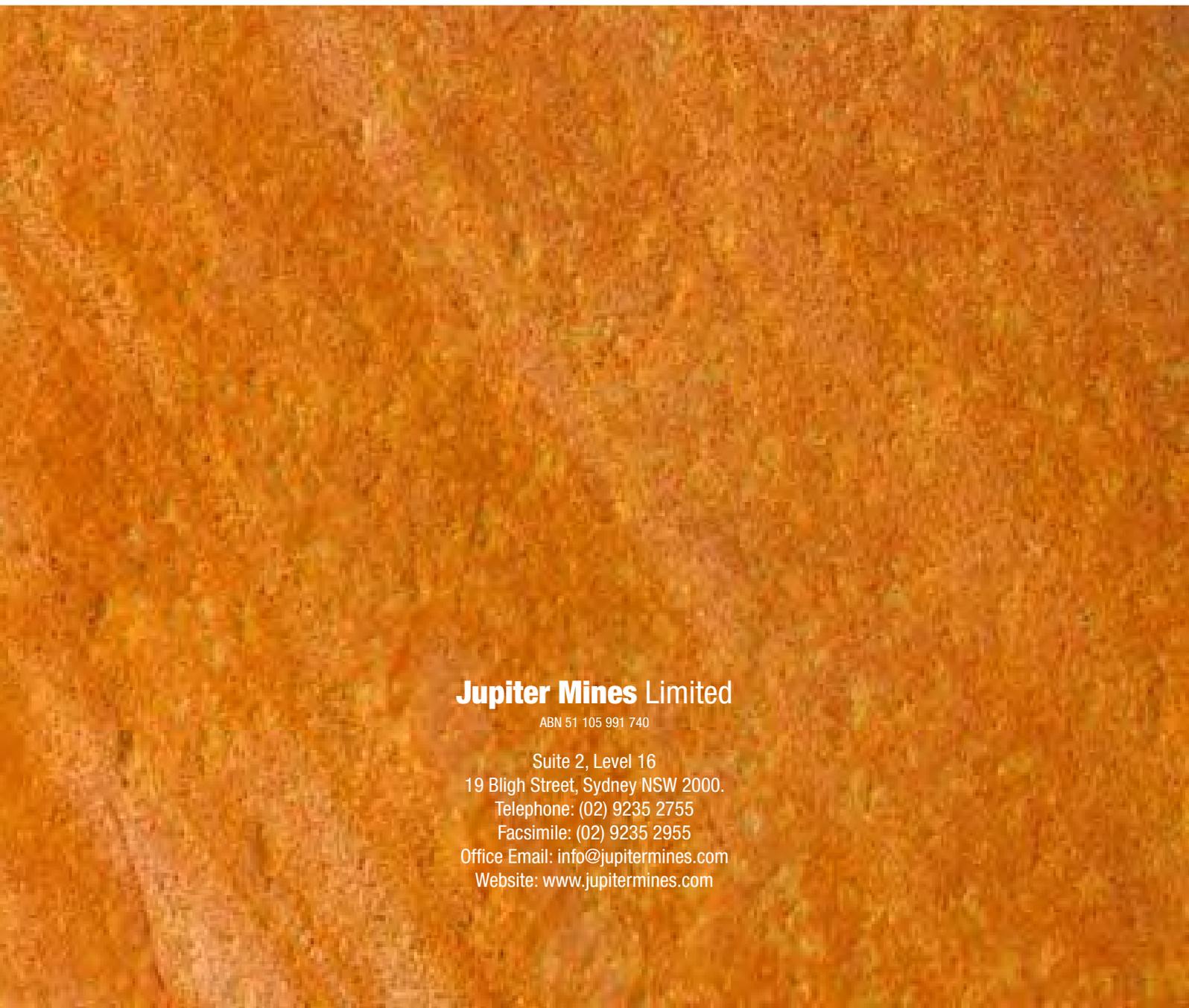
Twenty largest shareholders

Details of the 20 largest shareholders by registered shareholding are:

Name	No. of shares	%
1 LSG Resources Pty Ltd	20,800,000	12.29
2 Pallinghurst Resources Australia Limited	18,715,000	11.06
3 Red Rock Resources plc	14,904,403	8.81
4 Mrs Shirley Watson	5,000,000	2.95
5 HSBC Custody Nominees (Australia) Limited	3,753,097	2.22
6 Ms Yufang Hu	2,471,395	1.46
7 Mr Garry Ernest Mullan	2,050,000	1.21
8 Mrs Jingfang Yang	2,034,336	1.20
9 Fanchel Pty Ltd	2,005,765	1.19
10 Mr Paul Raymond Murray <PHM Super Fund A/C> PHM Securities Pty Limited	1,900,625	1.12
11 Ms Monika Rosina Sommersperger-Mullan	1,806,250	1.07
12 Xiang Rong (Australia) Construction Group Pty Ltd <Xiang Rong Management A/C>	1,574,586	0.93
13 Mr Simon William Tritton	1,400,000	0.83
14 Public Trustee <ITFC Broking Services Ltd A/C>	1,355,000	0.80
15 Kings Park Superannuation Fund Pty Ltd	1,350,000	0.80
16 Mr Jamal Sabsabi	1,300,000	0.77
17 Ademsa Pty Ltd	1,200,000	0.71
18 Gascorp Australia Pty Ltd	1,200,000	0.71
19 Dr Michael Wunish	1,124,474	0.66
20 Shenyin Wanguo Securities (HK) Limited	1,049,000	0.62
Total	86,993,931	51.41



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