

JUPITER MINES LIMITED

ABN 51 105 991 740

Announcement

4 April 2018

JUPITER MINES LIMITED

Level 10, 16 St Georges Terrace, Perth WA, 6000

Tel: +61 8 9346 5500
Fax: +61 8 9481 5933
Email: info@jupitermines.com

Contacts:

Priyank Thapliyal
Melissa North

Email:

info@jupitermines.com

Website:

www.jupitermines.com

Directors/Officers

Brian Gilbertson
Paul Murray
Andrew Bell
Priyank Thapliyal
Sungwon Yoon

Melissa North

Issued Capital:

Shares: 1,948,340,503
Unlisted Opts: Nil

Current Assets:

- World class Tshipi Manganese Mine
- Advanced Central Yilgarn Iron Ore Projects

JUPITER OPENS RETAIL OFFER FOR ITS \$240M IPO AND ASX LISTING

Jupiter Mines Limited (“Jupiter” or “Company”) announces that it has lodged a Replacement Prospectus with the Australian Securities and Investments Commission (“ASIC”). The Replacement Prospectus can be viewed on the Jupiter website.

The Initial Public Offering (“IPO”) remains at 600 million Shares at a price per share of \$0.40. The retail component is for 37.5 million Shares and \$15 million, and the Offer will open on 5 April 2018.

The revised timetable for the IPO is as follows:

| Event | Target Date |
|---|---------------|
| Expiry of Exposure Period | 2 April 2018 |
| Lodgement of Replacement Prospectus with ASIC | 4 April 2018 |
| Opening Date of Offer | 5 April 2018 |
| Closing Date of Offer | 10 April 2018 |
| Sale and transfer of Shares under the Offer | 13 April 2018 |
| Despatch of Holdings Statements | 13 April 2018 |
| Shares commence trading on ASX | 18 April 2018 |

All dates are indicative only and are subject to change.

At \$240 million, the Jupiter IPO will be one of the largest Initial Public Offerings in the Metals and Mining industry over the last five years.

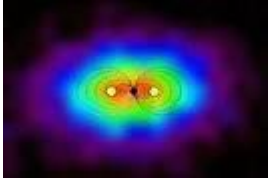
The manganese price remains robust and Tshipi is performing as per its plan both in production and sales, and also in maintaining tight cost controls.

Priyank Thapliyal said “We are delighted to be in a position to deliver upon the promised liquidity to our shareholders. I believe in the long-term credentials of Tshipi and the manganese industry, and to demonstrate that, and to align with Jupiter shareholders, I have decided to subscribe for 2.16 million shares in the IPO, as well as take my IPO bonus in shares. This will consolidate upon my existing holding of 21 million Jupiter shares, which have been voluntarily committed to escrow”.

Yours faithfully,

Jupiter Mines Limited

Priyank Thapliyal
Chief Executive Officer



JUPITER MINES LIMITED

ABN 51 105 991 740

Announcement

4 April 2018

JUPITER MINES LIMITED

Level 10, 16 St Georges
Terrace, Perth
WA, 6000

Tel: +61 8 9346 5500
Fax: +61 8 9481 5933
Email: info@jupitermines.com

Contacts:

Priyank Thapliyal
Melissa North

Email:

info@jupitermines.com

Website:

www.jupitermines.com

Directors/Officers

Brian Gilbertson
Paul Murray
Andrew Bell
Priyank Thapliyal
Sungwon Yoon

Melissa North

Issued Capital:

Shares: 1,948,340,503
Unlisted Opts: Nil

Current Assets:

- World class Tshipi Manganese Mine
- Advanced Central Yilgarn Iron Ore Projects

No offer of securities by this announcement

This announcement does not make or contain any offer of securities or any other offer to invest in the Company to any person.

Replacement Prospectus and Prospectus availability

Potential investors who wish to subscribe for shares in the Company must obtain a copy of the Company's Replacement Prospectus dated 4 April 2018 (Replacement Prospectus) for the IPO of existing fully paid ordinary shares in the Company for sale by certain of the Company's shareholders.

The Replacement Prospectus replaces the Company's original Prospectus dated 19 March 2018.

The Replacement Prospectus includes additional disclosure of matters identified by ASIC during the Exposure Period to ensure "clear, concise and effective" disclosure. A summary of the additional disclosure is stated in the Important Notice section of the Replacement Prospectus.

The Prospectus is available on the Company's website in electronic form, at www.jupitermines.com. A copy of the Prospectus may also be obtained free of charge on request during the Offer Period by contacting the Offer Information Line on 1800 653 805.

A person who receives the electronic form of the Prospectus should ensure that they download and read the entire Prospectus.

The Prospectus may be viewed in electronic form at www.jupitermines.com by Australian investors only.

The information on the Company's website does not form part of the Prospectus, except to the extent it is expressly stated in the Prospectus to be incorporated by reference to the Prospectus.