

Jupiter Mines Limited

ASX: JMS

ABN: 51 105 991 740

T: +61 8 9346 5500

W: jupitermines.com

E: investorrelations@jupitermines.com

27 October 2023

**JUPITER MINES LIMITED
2023 ANNUAL GENERAL MEETING**

Dear Shareholder

Jupiter Mines Limited (Jupiter or the Company) will be holding its 2023 Annual General Meeting (**AGM**) on Thursday 30 November at 3:00pm (AWST) at the Parmelia Hilton, 14 Mill St, Perth WA 6000, Western Australia.

Shareholders are also able to attend the AGM via live audio webcast by logging in at <https://meetings.linkgroup.com/JMS23>.

Further details are provided in the Notice of Annual General Meeting, including the Online User Guide, which can be viewed and downloaded at the following link: <https://www.jupitermines.com/2023NoticeofAGM>.

Shareholders are encouraged to vote by proxy as set out in more detail in the attached proxy form. Proxy votes will be treated as final. All voting at the AGM will be conducted by poll. Shareholders are strongly urged to appoint the Chair of the AGM as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a vote is to be exercised on each item of business, and the Chair of the AGM must follow your instructions.

Your proxy must be lodged no later than 3:00pm (AWST) Tuesday 28 November 2023.

Questions for the Board or company auditors can be emailed to investorrelations@jupitermines.com no later than 5:00pm (AWST), Thursday 23 November 2023.

For, and on behalf of the Board,



Ian Murray
Non-Executive Chair



Notice of Annual General Meeting

Date: Thursday 30 November 2023

Time: 3:00pm AWST

Place: Karri Room, Level 1, Parmelia Hilton,

14 Mill Street, Perth, WA

and via online webcast at

<https://meetings.linkgroup.com/JMS23>

27 October 2023

**JUPITER MINES LIMITED
2023 ANNUAL GENERAL MEETING**

Dear Shareholder,

You are invited to the 2023 Annual General Meeting of Jupiter Mines Limited, to be held in person and virtually at **3:00pm (AWST) on Thursday, 30 November 2023** at the **Parmelia Hilton Hotel, Karri Room, Level 1, 14 Mill Street, Perth, WA (Meeting)**.

Mr Brad Rogers, Managing Director and Chief Executive Officer of the Company, will be making a presentation at the Meeting regarding the Company's operations. The Company's current auditor, Grant Thornton Audit Pty Ltd, will be represented at the Meeting, and Shareholders will have the opportunity to ask questions of the Company and the current auditor.

As announced to the ASX on 31 March 2023, the Company changed its financial year end date from 28 February to 30 June in accordance with section 323D of the Corporations Act. This means the Company has had a full 12 month financial year ending 28 February 2023, and subsequently a four-month financial period beginning 1 March 2023 and ending 30 June 2023. The Company's next full financial year began on 1 July 2023 and will end on 30 June 2024. This will be the Company's 2024 financial year.

At the Meeting, the Company will consider the following items of business:

- the Company's Annual Financial Report, Directors' Report and Auditor's Report for the financial year ended 28 February 2023 and the four-month financial period beginning 1 March 2023 and ended 30 June 2023;
- re-election of Mr Scott Winter as a director of the Company;
- appointment of a new auditor of the Company;
- approval to issue new shares in the Company to Mr Scott Winter; and
- approval to issue performance rights to Mr Brad Rogers.

Further information regarding how to lodge proxies, and attend and vote at the Meeting, as well as details of the resolutions to be considered and voted on at the Meeting, are contained in this Notice of Meeting and the accompanying Explanatory Memorandum and annexures. These documents are important and should be read in their entirety. If you have any questions, please contact your stockbroker, accountant, lawyer or investment, taxation or other professional adviser. Shareholders may also submit questions to the Company Secretary via email to investorrelations@jupitermines.com.

We look forward to your attendance and participation at the Meeting. Your continued support of the Company is greatly appreciated.

Yours sincerely,



Ian Murray
Non-Executive Chair

Contents

Chair's Letter	2
Important Notice	4
Notice of Annual General Meeting	5
Voting Prohibitions and Exclusions	8
Proxy Appointment and Voting Instructions	10
Explanatory Memorandum	13
1. Financial Report	13
2. Resolutions 1 and 2: Remuneration Report for financial year ending 28 February 2023 and Remuneration Report for financial period ending 30 June 2023	13
3. Resolution 3: Re-election of Mr Scott Winter as an independent Non-Executive Director of the Company	15
4. Resolution 4: Appointment of a new auditor of the Company	15
5. Resolution 5: Approval for the issue of new shares in the Company to Scott Winter, Non-Executive Director	16
6. Resolution 6: Approval for the issue of performance rights in the Company to Brad Rogers, Chief Executive Officer and Managing Director of the Company	20
Annexure A: Glossary	25
Annexure B: Nomination of New Auditor	27
Annexure C: Proxy Form	28
Annexure D: Online Meeting Guide	30

Important dates

An indicative timetable of key proposed dates is set out below.

Last day for receipt of Proxy Forms: 3:00pm AWST on Tuesday, 28 November 2023

Snapshot date for eligibility to vote: 4.00pm AWST Tuesday, 28 November 2023

Meeting Date: 3:00pm AWST on Thursday, 30 November 2023

Please note that these dates are indicative only and are subject to change.

Important Notice

Important Information

Capitalised terms in this section, unless otherwise defined, have the meaning given to them in the Glossary.

This document, including the Notice of Meeting, the Explanatory Memorandum, and the Proxy Form, is important and requires your immediate attention. This document should be read carefully and in full before you make a decision on how to vote at the Meeting.

If you are in doubt as to what you should do, please contact your stockbroker, accountant, lawyer or investment, taxation or other professional adviser.

Notice of Meeting and Explanatory Memorandum

This document has been prepared as at 27 October 2023, except where otherwise stated. This document has been prepared in connection with the Company's 2023 annual general meeting to be held on **Thursday, 30 November 2023 at 3:00pm AWST** at the **Parmelia Hilton Hotel, Karri Room, Level 1, 14 Mill Street, Perth, Western Australia**. The purpose of the Explanatory Memorandum is to provide Shareholders with information that the Board believes to be material to deciding on whether and how to vote on the resolutions detailed in the Notice of Meeting.

Times and dates

All times referred to in this document are Australian Western Standard Time (AWST) unless otherwise indicated.

Responsibility for information

The information contained in this document (except for the Proxy Form and Online Meeting Guide) has been prepared by the Company and is the responsibility of the Company.

The Proxy Form and Online Meeting Guide have been prepared by the Share Registry. The Share Registry has given, and has not withdrawn as at the date of this Notice of Meeting, its written consent to the inclusion of the Proxy Form and Online Meeting Guide and the references to those documents in the form and context in which they are included in this Notice of Meeting (including the Explanatory Memorandum). The Share Registry takes responsibility for the Proxy Form and Online Meeting Guide but is not responsible for any other information contained in this Notice of Meeting (including the Explanatory Memorandum). None of Jupiter or any of its respective subsidiaries, directors, officers, employees, contractors, agents or advisers assumes any responsibility for the accuracy or completeness of the Proxy Form or Online Meeting Guide.

ASX

A copy of this document was lodged with ASX in accordance with ASX Listing Rule 15.1.

Neither ASX nor any of its respective officers take any responsibility for the contents of this document.

Enquiries

If you have any questions in relation to the subject matter of this document, please contact your stockbroker, accountant, lawyer or investment, taxation or other professional adviser. Shareholders may also submit questions to the Company Secretary via email to investorrelations@jupitermines.com.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2023 Annual General Meeting (**Meeting**) of Jupiter Mines Limited ACN 105 991 740 (**Company**), will be held on **Thursday, 30 November 2023 at 3:00pm AWST**. The Meeting will be held at the **Parmelia Hilton Hotel, Karri Room, Level 1, 14 Mill Street, Perth, Western Australia** and online via live webcast for attendance by all other Shareholders.

To attend online, enter <https://meetings.linkgroup.com/JMS23> into a web browser on your computer or online device:

- Shareholders will need their Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) printed on the Proxy Form or their holding statement; and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Shareholders will also be able to ask questions online but **must register prior to the Meeting**.

Voting on all resolutions at the Meeting (**Resolutions**) will be by poll. More information regarding virtual attendance at the Meeting (including how to vote, comment and ask questions virtually during the Meeting) is available in the Online Meeting Guide which can be found at **Annexure D** or at <https://www.jupitermines.com>. We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time of the Meeting.

The Explanatory Memorandum that accompanies the Notice of Meeting and forms part of this document, describes the various matters to be considered at the Meeting.

Capitalised terms used in the Notice of Meeting and Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in **Annexure A**.

Agenda

Item	More details (page)
Financial Reports	13
To receive and consider the Financial Report, Directors' Report and Auditor's Report for the financial year ended 28 February 2023.	
To receive and consider the Financial Report, Directors' Report and Auditor's Report for the financial period ended 30 June 2023.	
No Shareholder approval is required in respect of this agenda item.	
Resolution 1: Remuneration Report for financial year ended 28 February 2023	13
To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution :	
<i>"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report contained in the Directors' Report for the financial year ended 28 February 2023 be adopted."</i>	
Resolution 1 is a non-binding resolution.	
Resolution 2: Remuneration Report for financial period ended 30 June 2023	13
To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution :	
<i>"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report contained in the Directors' Report for the financial period ended 30 June 2023 be adopted."</i>	
Resolution 2 is a non-binding resolution.	
Resolution 3: Re-election of Mr Scott Winter as an independent Non-Executive Director of the Company	15
To consider and, if thought fit, pass with or without amendment the following resolution as an ordinary resolution :	
<i>"That, for the purposes of ASX Listing Rule 14.4, article 11.7 of the Constitution, and for all other purposes, Mr Scott Winter, being a director of the Company who retires in accordance with article 11.7 of the Constitution and ASX Listing Rule 14.1 and, being eligible, offers himself for re-election, be re-elected as a director of the Company."</i>	

Item	More details (page)
Resolution 4: Appointment of New Auditor To consider and, if thought fit, pass with or without amendment the following resolution as an ordinary resolution: <i>“That, subject to receiving ASIC’s consent under section 329(5) of the Corporations Act for Grant Thornton Audit Pty Ltd to resign as auditor of the Company, for the purposes of 327B(1)(b) of the Corporations Act and for all other purposes KPMG, having been nominated by a shareholder and consented in writing to act as auditor of the Company, be appointed as auditor of the Company, effective from the close of this Meeting.”</i>	15
Resolution 5: Approval for the issue of new shares in the Company to Mr Scott Winter, Non-Executive Director To consider and, if thought fit, pass with or without amendment, the following resolution as an ordinary resolution: <i>“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, the Company be approved to issue new fully paid ordinary shares in the Company to Mr Scott Winter, on the terms set out in the Explanatory Memorandum.”</i>	16
Resolution 6: Approval for the issue of performance rights to Mr Brad Rogers, Chief Executive Officer and Managing Director To consider and, if thought fit, pass with or without amendment, the following resolution as an ordinary resolution: <i>“That, for the purposes of ASX Listing Rule 10.11, section 200E of the Corporations Act, and for all other purposes, the Company be approved to issue performance rights to Mr Brad Rogers, Chief Executive Officer and Managing Director of the Company, on the terms set out in the Explanatory Memorandum.”</i>	20

VOTING PROHIBITIONS AND EXCLUSIONS

Corporations Act voting prohibitions

Resolution	Voting prohibition	Exceptions
Resolution 1 and Resolution 2: Remuneration Reports	The Company will disregard any votes cast in favour of Resolution 1 or Resolution 2 by or on behalf of: (a) a member of the Company's Key Management Personnel¹, details of whose remuneration is set out in the Remuneration Report; or (b) a Closely Related Party² of such a person.	The Company will not disregard a vote cast on Resolution 1 or Resolution 2 if it is cast by a person as proxy on behalf of a person entitled to vote on Resolution 1 or Resolution 2 (respectively) and it is cast either by: (a) a person appointed as proxy by writing that specifies the way the proxy is to vote on Resolution 1 or Resolution 2 (as applicable); or (b) the Chair as proxy and the appointment of the Chair as proxy does not specify the way the Chair is to vote, and expressly authorises the Chair to exercise the proxy even though Resolution 1 or Resolution 2 (as applicable) is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

Listing Rule voting exclusions

Resolution	Voting exclusion	Exceptions
Resolution 5: Approval for the issue of new shares in the Company to Mr Scott Winter	The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of: (a) Mr Scott Winter, and any other person who will obtain a material benefit as a result of the issue of the Shares to Mr Scott Winter under Resolution 5 (except a person who will benefit solely by reason of being a holder of Shares); or (b) an associate (as that term is defined in the ASX Listing Rules) of that person or those persons.	Notwithstanding the voting exclusion, a vote may be cast in favour of Resolution 5 by: (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 5 in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way; (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 5 in accordance with a direction given to the Chair to vote on Resolution 5 as the Chair decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate (as that term is defined in the ASX Listing Rules) of a person excluded from voting, on Resolution 5; and

¹ Key Management Personnel are the Directors, and other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The FY2023 Remuneration Report identifies the Key Management Personnel of the Company for the financial year ended 28 February 2023. The Transitional Period Financial Report identifies the Key Management Personnel of the Company for the period beginning 1 March 2023 and ending 30 June 2023.

² Closely Related Parties of Key Management Personnel include certain of their family members, dependants, and companies they control.

Resolution	Voting exclusion	Exceptions
		(ii) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.
Resolution 6: Approval for the issue of performance rights to Mr Brad Rogers, Chief Executive Officer and Managing Director	The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of: (a) Mr Brad Rogers, and any other person who will obtain a material benefit as a result of the issue of the performance rights to Mr Brad Rogers under Resolution 6 (except a person who will benefit solely by reason of being a holder of Shares); or (b) an associate (as that term is defined in the ASX Listing Rules) of that person or those persons.	Notwithstanding the voting exclusion, a vote may be cast in favour of Resolution 6 by: (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 6 in accordance with directions given to the proxy or attorney to vote on Resolution 6 in that way; (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 6 in accordance with a direction given to the Chair to vote on Resolution 6 as the Chair decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate (as that term is defined in the ASX Listing Rules) of a person excluded from voting, on Resolution 6; and (ii) the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board.



Ian Murray

Non-Executive Chair

27 October 2023

PROXY APPOINTMENT AND VOTING INSTRUCTIONS

Proxy Form

A personalised Proxy Form is enclosed with this Notice of Meeting.

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address given below before 3:00pm AWST on Tuesday, 28 November 2023, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid. Proxy Forms may be lodged as follows:

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

By hand: Link Market Services Limited
Parramatta Square, Level 22, Tower 6
10 Darcy Street, Parramatta NSW 2150; or

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

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

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

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

You can also ask questions using the 'Ask a question' link below the voting link once you select the 'Voting' tab.

Appointment of a proxy

A Shareholder entitled to attend the Meeting is entitled to appoint a proxy. The proxy need not be a Shareholder. A personalised Proxy Form is enclosed with this Notice of Meeting.

If you wish to appoint the Chair as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chair, please write the full name of that person. If you leave this section blank, or your named proxy does not attend the Meeting at which they are to act on your behalf, the Chair will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Share Registry on +61 1300 554 474 or you may photocopy the Proxy Form.

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

Corporate Shareholders

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

1. two directors of the company;
2. a director and a company secretary of the company; or
3. for a proprietary company that has a sole director, that director, if the director is also the sole company secretary or the company does not have a company secretary.

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Share Registry before the Meeting. Shareholders can download and fill out the 'Appointment of Corporate Representation' form from Link Market Services Limited's website – www.linkmarketservices.com.au. Hover over 'Resources' and click on 'Forms' and then select 'Holding Management'.

Votes on resolutions

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

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the relevant Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

Chair voting undirected proxies

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

As at the date of this Notice of Meeting, the Chair intends to vote undirected proxies **FOR** each of the Resolutions. If, prior to the Meeting, the Chair proposes to change their voting intentions in relation to one or more Resolutions, the Company will make an announcement to ASX.

Voting eligibility – snapshot date

The directors of the Company have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those registered as Shareholders at 4:00pm AWST on Tuesday, 28 November 2023.

Questions from Shareholders

At the Meeting, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about specific Resolutions, the conduct of the Meeting, the management of the Company, and about the Remuneration Report. The Company's current auditor (or its representative) will attend the Meeting. The Chair will allow a reasonable opportunity for Shareholders to ask the current auditor questions about:

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

To assist the Board and the current auditor in responding to questions at the Meeting, please submit any questions you may have in writing no later than Thursday, 23 November 2023:

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

By hand: Level 8, 220 St Georges Terrace, Perth, WA, 6000

Online: www.linkmarketservices.com.au (refer to the voting instructions above)

By email: investorrelations@jupitermines.com

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting (**Explanatory Memorandum**).

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions being considered and voted on, as set out in the accompanying Notice of Meeting.

This Explanatory Memorandum should be read in conjunction with the Notice of Meeting.

Capitalised terms in this Explanatory Memorandum are defined in the Glossary in **Annexure A** or otherwise in the Explanatory Memorandum.

1 **FY2023 Financial Report and Transitional Period Financial Report**

In accordance with section 250(R) of the Corporations Act, the Company tables the Directors' Report, the Auditor's Report and the financial statements of the Company for the year ended 28 February 2023. These reports are contained in the Company's 28 February 2023 Annual Report, which was released to the ASX on 31 May 2023.

As announced to the ASX on 31 March 2023, the Company changed its financial year end date from 28 February to 30 June in accordance with section 323D of the Corporations Act. The Company made this change to align its reporting timetable with the standard Australian reporting cycle. Prior to the change, Jupiter completed a full financial year ending on 28 February 2023 (**FY2023**). The Company has had a four-month financial reporting period beginning 1 March 2023 and ending on 30 June 2023 (**Transitional Period**). Following the Transitional Period, the Company will revert to a 12 month financial year beginning 1 July 2023 and ending on 30 June 2024 (this will be the Company's 2024 financial year).

In accordance with section 250R of the Corporations Act, the Company also tables the Directors' Report, the Auditor's Report and the financial statements of the Company for the Transitional Period. These reports are contained in the Company's 30 June 2023 Annual Report, which was released to the ASX on 29 September 2023.

Neither the Corporations Act nor the Constitution requires Shareholders to vote on the reports or financial statements. However, Shareholders will be given a reasonable opportunity to ask questions of the Company and the Company's current auditor, who will be in attendance at the Meeting, regarding the reports and financial statements.

A copy of the Company's 28 February 2023 Annual Report and 30 June 2023 Annual Report can be downloaded from www.jupitermines.com.

2 **Resolutions 1 and 2: Adoption of FY2023 Remuneration Report and Transitional Period Remuneration Report**

2.1 **Background**

The FY2023 Remuneration Report is set out in the Directors' Report in the Company's 28 February 2023 Annual Report, which was released to ASX on 31 May 2023. The Transitional Period Remuneration Report is set out in the Director's Report in the Company's 30 June 2023 Annual Report which was released to ASX on 29 September 2023. Together, the FY2023 Remuneration Report and the Transitional Period Remuneration Report are referred to as the **Remuneration Reports**.

The Remuneration Reports set out the remuneration arrangements for directors and key management personnel. The Chair will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Reports.

2.2 Voting on the Remuneration Reports

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Reports be adopted. In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 1 and Resolution 2 is advisory only and does not bind the directors or the Company.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of votes that are cast on Resolution 1 or Resolution 2 are voted against the adoption of the Remuneration Reports at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that proposes that another general meeting of the Shareholders be held within 90 days at which all of the directors (other than the Managing Director) must stand for re-election (**Spill Resolution**).

At the Company's 2022 annual general meeting, the resolution to adopt the remuneration report was passed by more than 75% of votes cast on the resolution. Accordingly, if:

- a) more than 75% of the votes cast on each of Resolution 1 and Resolution 2 are cast in favour of those Resolutions at the Meeting, the Company will not be obliged to put a Spill Resolution to Shareholders at the Meeting;
- b) 25% or more of the votes cast on each of Resolution 1 and Resolution 2 are cast against those Resolutions at the Meeting, the Company will be obliged to put a Spill Resolution to Shareholders at the Meeting;
- c) 25% or more of the votes cast on Resolution 1 are cast against that Resolution, but more than 75% of votes cast on Resolution 2 are cast in favour of that Resolution, the Company will not be obliged to put a Spill Resolution to Shareholders unless the next two remuneration reports presented by the Company to Shareholders at future annual general meetings receive 25% or more votes cast against them, consecutively; and
- d) 25% or more of the votes cast on Resolution 2 are cast against that Resolution, but more than 75% of votes cast on Resolution 1 are cast in favour of that Resolution, the Company will only be obliged to put a Spill Resolution to Shareholders at the next annual general meeting of the Company if the remuneration report presented at that annual general meeting also receives 25% or more votes cast against it.

2.3 Voting exclusions

Certain voting exclusions apply to Resolution 1 and Resolution 2. Please see the Voting Prohibitions and Exclusions tables on page 8 of the Notice of Meeting.

2.4 Appointing a proxy to vote on Resolution 1 and Resolution 2

If you appoint a director (other than the Chair), a member of senior management who is named in the Remuneration Report, or any of their Closely Related Parties as your proxy, they will not be able to vote on Resolution 1 or Resolution 2 unless you have directed them as to how to vote.

If you appoint the Chair as your proxy (including by default) and you have not directed the Chair as to how to vote on Resolution 1 and / or Resolution 2, you are expressly authorising the Chair to cast your undirected proxy in favour of Resolution 1 and / or Resolution 2 (as applicable) in accordance with the Chair's stated intentions. The Chair intends to vote all undirected proxies in favour of Resolution 1 and Resolution 2.

2.5 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1 and Resolution 2 at the Meeting.

3 Resolution 2: Re-election of Mr Scott Winter as Non-Executive Director of the Company

3.1 Background and requirement for Shareholder approval

Under the Constitution, the Corporations Act and the ASX Listing Rules, no director of the Company may retain office without re-election for more than 3 years, or past the third annual general meeting held, following the director's appointment, whichever is longer.

The Corporations Act and ASX Listing Rules require that an election of directors must occur at each annual general meeting of the Company. Article 11.7(b) of the Constitution provides that if no director is required to retire and stand for re-election due to it being 3 years, or the third annual general meeting, since their last appointment, then the director who has been in office the longest since his or her last election must retire. Article 11.7(c) of the Constitution provides that if there are 2 or more directors who were last elected or appointed on the same day, an agreement may be reached between those directors as to who will retire and stand for re-election.

Mr Scott Winter and Mr Peter North, being appointed directors on 30 July 2021, have, of all the current directors of the Company, been in office the longest since their last appointment. In accordance with the Constitution, Mr Scott Winter has nominated himself to retire and stand for re-election at the Meeting.

Accordingly, pursuant to Resolution 3, in accordance with Article 11.7 of the Constitution and ASX Listing Rule 14.4, Mr Scott Winter retires as director of the Company and, being eligible, seeks Shareholder approval to be re-elected as a director of the Company.

3.2 Mr. Scott Winter

The Board considers Mr Scott Winter to be an independent director. Mr Winter is Chair of the Remuneration and Nomination Committee.

Mr Winter is an experienced mining engineer with almost 30 years working across all aspects of mining exploration, development, engineering, financing and operations. Mr Winter led the aggregation of Australian and African business units and the formation of the Global Surface contract mining business with over 40 projects for Perenti, the successful turnaround of the African business unit and growth of the Australian business unit. Mr Winter is currently Managing Director and Chief Executive Officer of Critical Minerals Group Ltd (ASX: CMG)

Mr Winter holds a Bachelor of Engineering – Mining (Honours), a Graduate Diploma - Applied Finance and Investment (Securities Institute Australia) and an MBA from Melbourne Business School.

3.3 Board Recommendation

For the reasons set out in section 3.2, the Board (other than Mr Scott Winter) recommends that Shareholders vote in favour of the re-election of Mr Scott Winter as director of the Company.

4 Resolution 4: Appointment of a new auditor of the Company

4.1 Requirement for shareholder approval

Earlier in 2023, the Company decided to put its audit function out to tender to ensure due process given that Grant Thornton Audit Pty Ltd (**Grant Thornton**), the Company's current auditor, has held that position for a considerable period of time. After consideration, it was considered appropriate that the Company's auditors be aligned with those of Tshipi é Ntle Manganese Mining Pty Ltd (**Tshipi**), the Company's sole asset. As Grant Thornton did not have the service capacity to become auditors of Tshipi, it has been decided that Grant Thornton will resign as the Company's auditor, and KPMG has been nominated to be appointed as the Company's auditor.

Grant Thornton has applied to ASIC for consent to resign as auditor of the Company with effect from the later of: (i) receiving ASIC's consent; and (ii) the close of the Meeting. Under the Corporations Act, ASIC's consent is required for Grant Thornton to resign as auditor of the Company. As at the date of this Notice,

ASIC's consent has not yet been received. Accordingly, this Resolution 4 is subject to ASIC consenting to Grant Thornton resigning as auditor of the Company.

Under section 327B(1)(b) the Corporations Act, the Company must in general meeting appoint a new auditor to fill any vacancy in the office of auditor of the Company at an annual general meeting. Under section 328B of the Corporations Act, a new auditor can only be appointed if a shareholder of the Company has given a written notice of nomination of the proposed new auditor either: (i) before the Meeting was convened; or (ii) not less than 21 days before the Meeting. Mr Peter North, a shareholder of the Company, has given the Company a written notice nominating KPMG for appointment as auditor of the Company, effective from the close of the Meeting (subject to the resignation of Grant Thornton as auditor of the Company becoming effective). The Company received the notice of nomination on 4 October 2023. The notice of nomination of KPMG as auditor of the Company is provided to Shareholders in **Annexure B**.

Further, section 328A of the Corporations Act provides that a company must not appoint an auditor unless the auditor has consented to act as auditor of the company and has not withdrawn that consent before the appointment is made. KPMG has given its written consent to act as the Company's auditor pursuant to section 328A(1) of the Corporations Act, subject to the resignation of Grant Thornton as auditor of the Company becoming effective. At the date of the Notice of Meeting, KPMG has not withdrawn its consent. KPMG is a well-known and respected firm with significant previous experience conducting audits of publicly-listed companies. The Company does not believe that the quality of auditing will be adversely affected as a result of changing auditors.

Accordingly, the Company seeks Shareholder approval under section 327B(1)(b) of the Corporations Act to appoint KPMG as the auditor of the Company, effective from the close of the Meeting, subject to ASIC consenting to Grant Thornton's resignation as auditor of the Company. If Resolution 4 is not passed, KPMG will not be appointed as auditor of the Company, and, if Grant Thornton resigns as auditor of the Company, the Company will have no appointed auditor. In these circumstances, the Board may appoint an auditor of the Company (who will hold office until the next annual general meeting of the Company). The Company is required to appoint an auditor to fill any vacancy at each annual general meeting, pursuant to section 327B(1) of the Corporations Act.

4.2 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4 at the Meeting.

The Chair intends to vote undirected proxies in favour of Resolution 4 at the Meeting.

5 Resolution 5: Approval for the issue of new shares in the Company to Scott Winter, Non-Executive director

5.1 Background and requirement for Shareholder approval

On 1 November 2021, following the resignation of Mr Priyank Thapliyal as chief executive officer of the Company, Mr Scott Winter was appointed Acting Chief Executive Officer. Mr Scott Winter held this position until 1 August 2022, when current Chief Executive Officer Mr Brad Rogers commenced his role.

During this period, Mr Winter was paid a total of \$180,000 in fixed remuneration, and no performance related remuneration.

Mr Winter was instrumental in establishing relationships with Tshipi and the wider Tshipi board and shareholder group, and contributed his valuable skills and experience as such, above and beyond the scope of the acting chief executive officer role.

The Board (other than Mr Scott Winter) have resolved to award Mr Winter a bonus equating to 50% of his fixed remuneration during the period he was acting chief executive officer of the Company, being \$90,000, to be paid in fully paid ordinary shares in the Company (**Bonus Shares**). The number of Bonus Shares to be issued to Mr Winter will be calculated based on the closing price of the Company's shares on 30 November 2023 (being the date of the Meeting). Please refer to the table in section 5.2 for further detail.

ASX Listing Rule 10.11

Under ASX Listing Rule 10.11, an entity must not issue, or agree to issue, securities to a related party (as defined in the ASX Listing Rules) of the entity, without shareholder approval. Under the ASX Listing Rules, a director of an entity is considered a related party of the entity. As at the date of this Notice of Meeting, Mr Winter is a director of the Company. At the Meeting, Mr Winter is retiring as a director of the Company and, pursuant to Resolution 3, is standing for re-election. If Mr Scott Winter is re-elected as a director of the Company pursuant to Resolution 3, he will be a related party of the Company by virtue of being a director of the Company (and therefore falls within the ambit of ASX Listing Rule 10.11.1). If Mr Scott Winter is not re-elected as a director of the Company pursuant to Resolution 3, he is still considered a related party of the Company under the ASX Listing Rules as he has been a director within the previous 6 months (and therefore falls within the ambit of ASX Listing Rule 10.11.1). Accordingly, Resolution 5 seeks Shareholder approval for the issue by the Company of the Bonus Shares to Mr Scott Winter for the purposes of ASX Listing Rule 10.11.

If this Resolution 5 is not approved by Shareholders, the Board may determine to compensate Mr Scott Winter by alternative means, including by way of cash payment.

ASX Listing Rule 7.1

Additionally, ASX Listing Rule 7.1 limits the amount of equity securities (as defined in the ASX Listing Rules) that a listed company such as the Company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of the period. This 15% amount is commonly referred to as an entity's "placement capacity". The Bonus Shares proposed to be issued to Mr Scott Winter constitute equity securities under the ASX Listing Rules. Any issues of equity securities made by an entity without the approval of its shareholders under ASX Listing Rule 7.1 in a 12 month period will reduce the "placement capacity" that the entity has available for that period.

However, under ASX Listing Rule 7.2 (Exception 14), an issue of securities made with the approval of an entity's shareholders under ASX Listing Rule 10.11 does not require shareholder approval for the purposes of ASX Listing Rule 7.1. As this Resolution 5 seeks Shareholder approval for the issue of the Bonus Shares for the purposes of ASX Listing Rule 10.11, Shareholder approval is not being sought for the purposes of ASX Listing Rule 7.1.

Section 208 of the Corporations Act

Under section 208 of the Corporations Act, an entity must obtain the approval of its shareholders in order to give a financial benefit to a related party (as defined in the Corporations Act) of the entity. Under the Corporations Act, a director of an entity is considered a related party of the entity. If Mr Scott Winter is not re-elected as a director of the Company pursuant to Resolution 3, he will not be considered a related party of the Company under the Corporations Act. The concept of "financial benefit" is not defined in the Corporations Act but is typically given a broad interpretation. It is generally considered that the issue of shares by an entity to a related party of the entity constitutes the giving of a financial benefit to that related party.

However, under section 211 of the Corporations Act, it is an exception to the requirement that an entity obtain shareholder approval to give a financial benefit to a related party of that entity if: (i) the benefit is remuneration to a related party as an officer or employee of the entity (being a public entity); and (ii) to give the financial benefit would be reasonable in the circumstances of the entity giving the benefit, and the related party receiving the benefit.

As mentioned above, the purpose of the issue of the Bonus Shares by the Company to Mr Scott Winter is to remunerate him for performing additional responsibilities and taking on additional obligations during the period he was Acting Chief Executive Officer of the Company. Accordingly, the Board (other than Mr Scott Winter) considers that Shareholder approval is not required under section 208 of the Corporations Act in connection with the issue of the Bonus Shares by the Company to Mr Scott Winter.

5.2 Information required by ASX Listing Rule 10.13

ASX Listing Rule 10.13 requires the following information to be provided to Shareholders in relation to Resolution 5.

The name of the person to whom the financial benefit is to be given	Mr Scott Winter.												
Which category in ASX Listing Rule 10.11.1 – 10.11.5 the person falls into and why	At the date of this Notice of Meeting, Mr Scott Winter is a related party (as defined in the ASX Listing Rules) of the Company by virtue of being a director of the Company. He will therefore fall within ASX Listing Rule 10.11.1. If, at the Meeting, Resolution 3 is not approved by Shareholders, Mr Scott Winter will be a related party of the Company by virtue of having been a director of the Company within the previous 6 months. He will therefore fall within ASX Listing Rule 10.11.1.												
The number and class of securities to be issued to the person	The number of Bonus Shares to be issued to Mr Scott Winter will be calculated based on the following formula: $Total\ Bonus\ Shares = \frac{A}{S}$ Where: “A” = the award amount, being \$90,000; and “S” = the price of the Company’s shares on 30 November 2023 (being the date of the Meeting). By way of example only, the following table shows the amount of Bonus Shares that would be issued to Mr Scott Winter based on different indicative prices of the Company’s shares at the date of the Meeting: <table><tr><th>Indicative Company share price at 30 November 2023</th><th>Amount of Bonus Shares issued</th><th>Approx. % of total issued capital of Company</th></tr><tr><td>\$0.15</td><td>600,000</td><td>0.03%</td></tr><tr><td>\$0.20</td><td>450,000</td><td>0.02%</td></tr><tr><td>\$0.25</td><td>360,000</td><td>0.02%</td></tr></table>	Indicative Company share price at 30 November 2023	Amount of Bonus Shares issued	Approx. % of total issued capital of Company	\$0.15	600,000	0.03%	\$0.20	450,000	0.02%	\$0.25	360,000	0.02%
Indicative Company share price at 30 November 2023	Amount of Bonus Shares issued	Approx. % of total issued capital of Company											
\$0.15	600,000	0.03%											
\$0.20	450,000	0.02%											
\$0.25	360,000	0.02%											
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	The Bonus Shares are fully paid ordinary securities.												

The date or dates on or by which the Company will issue the securities	The Company intends to issue the Bonus Shares by no later than 30 December 2023 which is one month from the date of the Meeting.								
The price or other consideration the Company will receive for the issue	As the Company proposes to issue the Bonus Shares to Mr Scott Winter as part of his remuneration for FY2023, the Company will not receive any consideration for the issue.								
The purpose of the issue, including the intended use of any funds raised by the issue	The Company proposes to issue the Bonus Shares to Mr Scott Winter to compensate Mr Scott Winter for performing additional responsibilities and taking on additional obligations during the period he was Acting Chief Executive Officer of the Company. No funds will be raised by the issue of the Bonus Shares to Mr Scott Winter.								
Details of the current total remuneration package of Mr Scott Winter	Mr Scott Winter’s current remuneration package is as set out below: <table><tr><td>Director Fees</td><td>Committee Fees</td><td>Total</td></tr><tr><td>\$55,000</td><td>\$5,500</td><td>\$60,500</td></tr></table> Directors’ fees cover all main Board activities. Non-Executive directors are not entitled to retirement benefits other than statutory superannuation or other statutory required benefits. Non-Executive directors do not currently participate in performance related remuneration (share or bonus schemes) designed for executives or employees.			Director Fees	Committee Fees	Total	\$55,000	\$5,500	\$60,500
Director Fees	Committee Fees	Total							
\$55,000	\$5,500	\$60,500							
If the securities are issued under an agreement, a summary of any other material terms of the agreement	The Bonus Shares are not being issued under an agreement.								
A voting exclusion statement	See section 5.3.								

5.3 Voting prohibitions

Certain voting prohibitions apply to Resolution 5. Please see the Voting Prohibitions and Exclusions tables on page 8 of the Notice of Meeting.

5.4 Board recommendation

The Board (other than Mr Scott Winter) recommend that Shareholders vote in favour of Resolution 5.

6 Resolution 6: Approval for the issue of performance rights in the Company to Brad Rogers, Chief Executive Officer and Managing Director of the Company

6.1 Background and requirement for Shareholder approval

Mr Brad Rogers, the current Chief Executive Officer and Managing Director of the Company, was appointed to these roles commencing 1 August 2022. Mr Rogers' services agreement (**Services Agreement**) sets out, amongst other things, his current remuneration structure, including applicable incentive payments.

As disclosed in the FY2023 Remuneration Report, available in the Company's 28 February 2023 Annual Report which was released to ASX on 31 May 2023, Mr Rogers' FY2023 remuneration consists of a total fixed remuneration component, a short term incentive (**STI**) component, and a long term incentive component, as illustrated in the following table:

Remuneration Elements	Purpose	Category	Definition of Pay Category
Total Fixed Remuneration (TFR)	Pay for meeting role requirements	Fixed pay	Pay linked to the present value or market rate of the role.
Short Term Incentive	Incentive for the achievement of annual objectives	Short term pay incentive	Pay for delivering the annual operational plan for the Company. Short Term Incentive pay is linked to the achievement of short term "line-of-sight" performance goals. It reflects "pay for short term performance".
Long Term Incentive	Incentive of the achievement of sustained business growth (non-market measures)	Long term incentive pay	Pay for creating value for shareholders. Reward pay is linked to shareholder returns. It reflects "pay for results".

The STI component of Mr Rogers' remuneration is subject to performance measures or goals covering three categories, as illustrated in the following table:

Category	Weighting	Measure	Outcome
Health, Safety and Environment	25%	Total Recordable Injury Frequency Rate (TRIFR), action closeout, critical risk rollout, environmental audit	Achieved
Financial	25%	Performance versus budget for earnings, cost per tonne, volume movement	Achieved
Strategic initiatives	25%	Strategic mine site and business project closeout	Partially achieved – result 10%
	25%	Completion of strategic initiatives	Held over
Total	100%		

Please refer to the 28 February 2023 Annual Report for more detail on the Company's approach to executive remuneration for FY2023.

In respect of FY2023, the Board has assessed the performance of Mr Brad Rogers against the performance measures referred to above and determined that Mr Rogers is entitled to an STI award for FY2023 of \$375,509.53 (**FY2023 STI Award**), of which \$187,754.77 (representing 50% of the FY2023 STI Award) will be payable in cash, and of which \$187,754.77 (representing 50% of the FY2023 STI Award) will be payable in equity in the form of performance rights (**STI Performance Rights**). Note that due to the Company's change of financial year end date, the Board has assessed Mr Roger's FY2023 STI Award as at 30 June 2023, for the period from the start of Mr Rogers' employment to 30 June 2023.

"Target" STI is up to 75% of TFR and "Stretch" up to of 90% of TFR (120% of Target). The number of STI Performance Rights to be granted to Mr Rogers will be calculated based on the closing price of the Company's shares on 30 November 2023 (being the date of the Meeting). Please refer to the table in section 6.2 for further detail.

The Board (other than Mr Brad Rogers) considers that the incentives intended for Mr Rogers represented by the grant of the STI Performance Rights are a cost effective and efficient means for the Company to provide a reward and incentive to Mr Rogers, as opposed to the additional payment of cash compensation.

Under Mr Rogers' Services Agreement, the STI Performance Rights confer on the holder the right to receive one fully paid ordinary share in the Company. 50% of the STI Performance Rights will vest and be capable of exercise on the date that is 12 months after their issue. The remaining 50% of the STI Performance Rights will vest and be capable of exercise on the date that is 24 months after their issue. The material terms of the STI Performance Rights are further described in the table in section 6.2.

ASX Listing Rule 10.11

As set out in section 5.1 above, under ASX Listing Rule 10.11 an entity must not issue, or agree to issue, securities to a related party (as that term is defined in the ASX Listing Rules) of the entity, without shareholder approval. As Chief Executive Officer and Managing Director of the Company, Mr Brad Rogers is a related party of the Company (and therefore falls within the ambit of ASX Listing Rule 10.11.1). The STI Performance Rights constitute "securities" for the purposes of the ASX Listing Rules. No exceptions to ASX Listing Rule 10.11 apply in the current circumstances; accordingly, Resolution 6 seeks Shareholder approval for the issue by the Company of the STI Performance Rights to Mr Brad Rogers for the purposes of ASX Listing Rule 10.11.

If Resolution 6 is not approved by Shareholders, the Company may determine to pay the 50% portion of Mr Rogers' FY2023 STI Award represented by the STI Performance Rights in cash.

Sections 200B and 200E of the Corporations Act

Subject to certain exceptions, section 200B of the Corporations Act prohibits the giving of certain benefits to individuals who hold a managerial or executive office on leaving their employment with the Company or any of its related bodies corporate (as that term is defined in the Corporations Act), or who have held a managerial or executive office in the prior three years, without Shareholder approval under section 200E of the Corporations Act.

Specifically, the benefit for which Shareholder approval is being sought is any benefit that may result from the Board exercising any discretion under Mr Rogers' Services Agreement or otherwise, to vest any STI Performance Right upon the termination of Mr Rogers' employment with the Company. If this should occur, it is likely to constitute a benefit in connection with Mr Rogers' retirement from office for the purposes of section 200B of the Corporations Act.

The value of the benefit that might be received by Mr Rogers in such circumstances cannot be precisely ascertained, as it will depend on a number of factors which may include:

- the number of unvested STI Performance Rights held by Mr Rogers prior to the cessation of his employment;
- the reason for the cessation of Mr Rogers' employment and his length of service;
- the extent to which any vesting conditions or other performance measures have been satisfied prior to the cessation of Mr Rogers' employment; and
- the exercise of the Board's discretion at the relevant time.

The material terms of the STI Performance Rights are described in the table in section 6.2.

ASX Listing Rule 7.1

The operation of ASX Listing Rule 7.1 is described in section 5.1 above. Shareholder approval for the purposes of ASX Listing Rule 7.1 is not required where the relevant issue of equity securities is made with the approval of shareholders under ASX Listing Rule 10.11. As Shareholder approval is being sought under ASX Listing Rule 10.11 in connection with the issue of the STI Performance Rights to Mr Brad Rogers, approval under ASX Listing Rule 7.1 is not being sought.

Section 208 of the Corporations Act

The operation of section 208 of the Corporations Act is described in section 5.1 above. As Chief Executive Officer and Managing Director of the Company, Mr Brad Rogers is a related party of the Company (as that term is defined in the Corporations Act). As mentioned in section 5.1 above, it is an exception to the requirement that an entity obtain shareholder approval to give a financial benefit to a related party of that entity if: (i) the benefit is remuneration to a related party as an officer or employee of the entity (being a public entity); and (ii) to give the financial benefit would be reasonable in the circumstances of the entity giving the benefit, and the related party receiving the benefit.

As mentioned above, the purpose of the issue of the STI Performance Rights is to remunerate Mr Brad Rogers under the terms of his services agreement with the Company and the Company's approach to executive remuneration set out in the 28 February 2023 Annual Report. Accordingly, the Board (other than Mr Brad Rogers) considers that Shareholder approval is not required under section 208 of the Corporations Act in connection with the issue of the STI Performance Rights by the Company to Mr Brad Rogers.

6.2 Information required by ASX Listing Rule 10.13

ASX Listing Rule 10.13 requires the following information to be provided to Shareholders in relation to Resolution 6.

The name of the person to whom the financial benefit is to be given	Mr Brad Rogers.
Which category in ASX Listing Rule 10.11.1 – 10.11.5 the person falls into and why	At the date of this Notice of Meeting, Mr Brad Rogers is a related party (as defined in the ASX Listing Rules) of the Company by virtue of being a director of the Company. He therefore falls within ASX Listing Rule 10.11.1.
The number and class of securities to be issued to the person	The number of STI Performance Rights to be issued to Mr Brad Rogers will be calculated based on the following formula: $\text{Total STI Performance Rights} = \frac{A}{S}$ Where: "A" = the award amount, being \$187,754.77 (representing 50% of Mr

	Rogers' FY2023 STI Award); and “S” = the price of the Company's shares on 30 November 2023 (being the date of the Meeting). By way of example only, the following table shows the amount of STI Performance Rights that would be issued to Mr Brad Rogers based on different indicative prices of the Company's shares at the date of the Meeting: <table><tr><th>Indicative Company share price at 30 November 2023</th><th>Amount of STI Performance Rights issued</th><th>Approx. % of total issued capital of Company</th></tr><tr><td>\$0.15</td><td>1,251,698</td><td>0.06</td></tr><tr><td>\$0.20</td><td>938,774</td><td>0.04</td></tr><tr><td>\$0.25</td><td>751,019</td><td>0.03</td></tr></table>	Indicative Company share price at 30 November 2023	Amount of STI Performance Rights issued	Approx. % of total issued capital of Company	\$0.15	1,251,698	0.06	\$0.20	938,774	0.04	\$0.25	751,019	0.03
Indicative Company share price at 30 November 2023	Amount of STI Performance Rights issued	Approx. % of total issued capital of Company											
\$0.15	1,251,698	0.06											
\$0.20	938,774	0.04											
\$0.25	751,019	0.03											
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	The material terms of the STI Performance Rights are as follows: • 50% of the STI Performance Rights vest on the date that is 12 months following the date of their issue; the remaining 50% of the STI Performance Rights vest on the date that is 24 months following the date of their issue; • the STI Performance Rights have a nil exercise price; • each STI Performance Right entitles the holder to 1 fully paid ordinary share in the Company on exercise; • if unexercised, each STI Performance Right lapses on 25 July 2025; • each STI Performance Right automatically vests if a person who does not hold more than 50% of the ordinary voting securities of the Company at the time of the issue of the STI Performance Rights begins to hold more than 50% of the ordinary voting securities of the Company; • if: (i) the holder's employment with the Company is terminated; or (ii) the holder terminates their employment with the Company within 6 months of material adverse changes to the employee's employment terms, then any unvested STI Performance Rights do not lapse and will continue to vest in accordance with their terms; • each STI Performance Right, unless and until it is exercised and converted into a fully paid ordinary share in the Company, is not transferrable; and • each STI Performance Right, unless and until it is exercised and converted into a fully paid ordinary share in the Company, does not confer on the holder a right to vote, any entitlement to a dividend, a right to a return of capital, a right to participate in the												

	surplus profit or assets of the Company upon a winding up or a right to participate in a bonus issue or entitlement offer made by the Company.
The date or dates on or by which the Company will issue the securities	The Company intends to issue the STI Performance Rights by no later than 30 December 2023 which is one month from the date of the Meeting.
The price or other consideration the Company will receive for the issue	As the Company proposes to issue the STI Performance Rights to Mr Brad Rogers as part of the STI component of his remuneration package for FY2023, the Company will not receive any consideration for the issue.
The purpose of the issue, including the intended use of any funds raised by the issue	The STI Performance Rights are being issued by the Company to Mr Brad Rogers as part of his FY2023 STI Award, which is the STI component of his FY2023 remuneration package. No funds will be raised by the issue of the STI Performance Rights to Mr Brad Rogers.
Details of the current total remuneration package of Mr Brad Rogers	Mr Brad Rogers' current total remuneration package is \$750,000 plus statutory superannuation. His remuneration package also contains an STI component and a long term incentive component, payable at the discretion of the Board subject to the achievement of certain performance measures. As set out in section 6.1, Brad will also receive a cash payment of \$187,754.77 as part of the FY2023 STI Award. Further details are set out in the FY2023 Remuneration Report contained in the 28 February 2023 Annual Report released to the ASX on 31 May 2023.
If the securities are issued under an agreement, a summary of any other material terms of the agreement	The STI Performance Rights are not being issued under an agreement.
A voting exclusion statement	See section 6.3.

6.3 Voting prohibitions

Certain voting prohibitions apply to Resolution 6. Please see the Voting Prohibitions and Exclusions tables on page 8 of the Notice of Meeting.

6.4 Board recommendation

The Board (other than Mr Brad Rogers) recommend that Shareholders vote in favour of Resolution 6.

Annexure A

GLOSSARY OF DEFINED TERMS

In this Notice of Meeting and Explanatory Memorandum, the following terms have the following meaning unless the context otherwise requires:

\$	Australian dollars.
28 February 2023 Annual Report	The annual report in respect of FY2023, released to the ASX on 31 May 2023.
30 June 2023 Annual Report	The annual report in respect of the Transitional Period, released to the ASX on 29 September 2023.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange operated by ASX Limited, as the context requires.
ASX Listing Rules	The listing rules of ASX, as amended from time to time.
Auditor's Report	The reports prepared by the Company's auditor and included in the Company's 28 February 2023 Annual Report, released to the ASX on 31 May 2023, and the Company's 30 June 2023 Annual Report, released to the ASX on 29 September 2023.
AWST	Australian Western Standard Time, being the local time in Perth, Western Australia.
Board	The board of directors of the Company.
Bonus Shares	Have the meaning given in section 5.2.
Chair	The chair of the Meeting.
Closely Related Party	Has the meaning given in section 9 of the Corporations Act, and includes, in relation to a member of the key management personnel: • a spouse or child of; • a child of a spouse of; • a dependent of; and • a company controlled by, the member of key management personnel.
Company or Jupiter	Jupiter Mines Limited ACN 105 991 740.
Constitution	The current constitution of the Company.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Directors' Report	The report prepared by the Directors and included in the 28 February 2023 Annual Report, released to the ASX on 31 May 2023, and the 30 June 2023 Annual Report, released to the ASX on 29 September 2023.
Explanatory Memorandum	The explanatory memorandum which accompanies and forms part of the Notice of Meeting.
FY2023	The financial year from 1 March 2022 to 28 February 2023.

FY2023 Financial Report	The Directors' Report, the Auditor's Report and the financial statements of the Company for the year ended 28 February 2023, which were included in the 28 February 2023 Annual Report, released to the ASX on 31 May 2023.
FY2023 Remuneration Report	The report set out in the Directors' Report in the 28 February 2023 Annual Report, which sets out the remuneration arrangements for directors and key management personnel for FY2023.
FY2023 STI Award	Has the meaning given in section 6.1.
Meeting	The annual general meeting of the Company convened in accordance with the Notice of Meeting.
Notice of Meeting	This notice of the Company's 2023 annual general meeting lodged with ASX on 27 October 2023.
Online Meeting Guide	The online meeting guide, which includes information on how to vote, comment and ask questions virtually during the Meeting, and which is can be found at Annexure D of this document.
Proxy Form	The proxy form accompanying the Notice of Meeting.
Resolution	A resolution being considered, and voted on, at the Meeting (together the Resolutions).
Services Agreement	Has the meaning given in section 6.1.
Share Registry	The Company's share registry, being Link Market Services Limited ACN 083 214 537.
Share	A fully paid ordinary share in the issued capital of the Company.
Shareholder	The holder of one or more Shares.
STI Performance Rights	Has the meaning given in section 6.1.
Transitional Period	The four-month period beginning on 1 March 2023 and ending on 30 June 2023.
Transitional Period Financial Report	The Directors' Report, the Auditor's Report and the financial statements of the Company for the four-month period beginning 29 March 2023 and ended 30 June 2023, which were included in the 30 June 2023 Annual Report, released to the ASX on 29 September 2023.
Transitional Period Remuneration Report	The report set out in the Directors' Report in the 30 June 2023 Annual Report, which sets out the remuneration arrangements for directors and key management personnel during the four-month period beginning 1 March 2023 and ended 30 June 2023.

Annexure B - Nomination of New Auditor

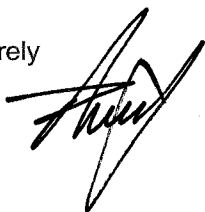
The Directors
Jupiter Mines Limited
Level 8
220 St Georges Terrace
Perth WA 6000

4 October 2023

Dear Melissa

For the purpose of Section 328(1) of the Corporations Act, I, Peter North, being a member of Jupiter Mines Limited ("Company") hereby nominate KPMG, 235 St Georges Terrace, Perth, Western Australia for appointment as Auditor of the Company (and its subsidiaries) at the Annual General Meeting of the Company convened for 3:00pm on 30 November 2023 (or any adjournment thereof), subject to the resignation of the Company's current auditor, Grant Thornton Audit Pty Ltd, becoming effective.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Peter North', written over a horizontal line.

Peter North



ACN 105 991 740

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au


BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **3:00pm (AWST) on Thursday, 30 November 2023 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Parmelia Hilton Hotel, Karri Room, Level 1, 14 Mill Street, Perth, WA** or logging in online at <https://meetings.linkgroup.com/JMS23> (refer to details in the Virtual Annual General Meeting Online Guide). To access the **Notice of Annual General Meeting** this can be viewed and downloaded at the Company's website at <https://www.jupitermines.com/>.

Important for Resolutions 1 & 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 & 2, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

1 Remuneration Report for financial year ended 28 February 2023

For Against Abstain*

☐	☐	☐
--------------------------	--------------------------	--------------------------

2 Remuneration Report for financial period ended 30 June 2023

☐	☐	☐
--------------------------	--------------------------	--------------------------

3 Re-election of Mr Scott Winter as an independent non-executive director of the Company

☐	☐	☐
--------------------------	--------------------------	--------------------------

4 Appointment of New Auditor

☐	☐	☐
--------------------------	--------------------------	--------------------------

5 Approval for the issue of new shares in the Company to Scott Winter, non-executive director

For Against Abstain*

☐	☐	☐
--------------------------	--------------------------	--------------------------

6 Approval for the issue of performance rights in the Company to Brad Rogers, Chief Executive Officer and Managing Director of the Company

☐	☐	☐
--------------------------	--------------------------	--------------------------



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

JMS PRX2301N

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm (AWST) on Tuesday, 28 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

Virtual Meeting Online Guide

Before you begin

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

Supported browsers are:

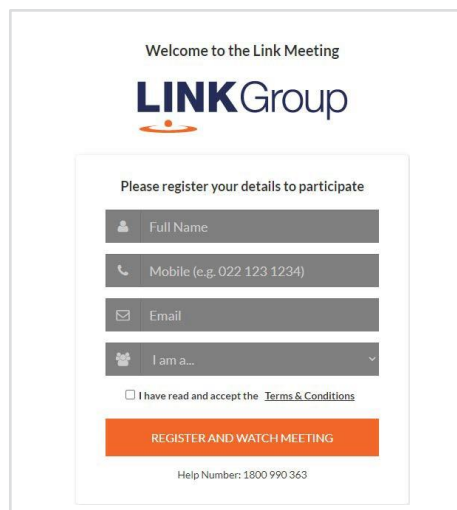
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Edge – 92.0 and up

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

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

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://meetings.linkgroup.com/JMS23>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

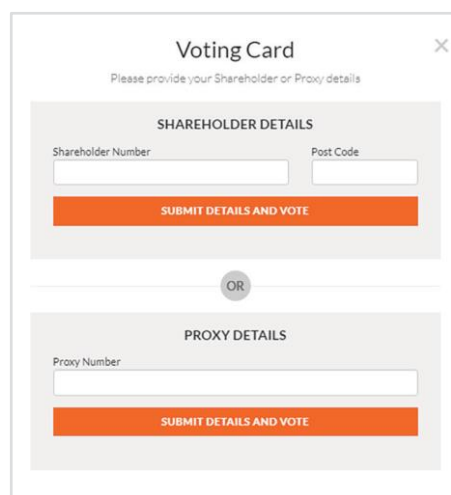
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

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

1. Get a Voting Card

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

This will bring up a box which looks like this.

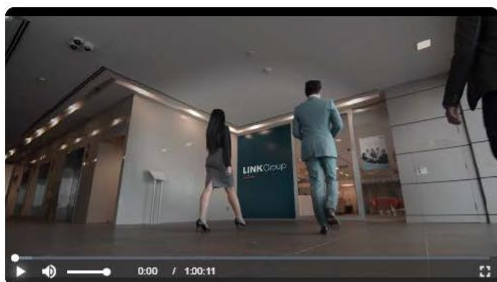


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

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

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

Securityholders and proxies can either submit a Full Vote or Partial Vote.



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio's
- Sustainability Report
- Notice of meeting
- Online Guide
- Annual Report

JOHN SAMPLE

0014

Voting Card

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

Full Vote

Partial Vote

Resolution 1

For

Against

Abstain

GENERAL BUSINESS

SUBMIT VOTE

Full Votes

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

Partial Votes

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

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

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

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

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

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards. Once voting has been closed all submitted voting cards cannot be changed.

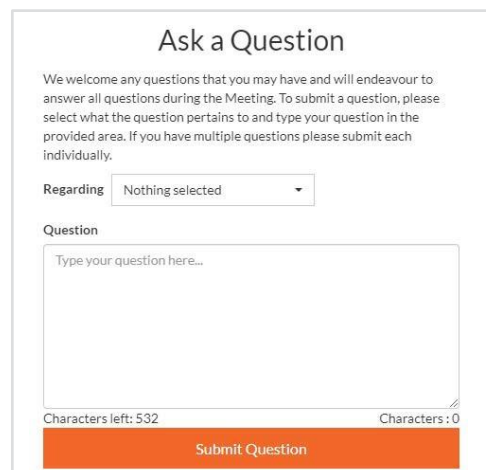
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your security holder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

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



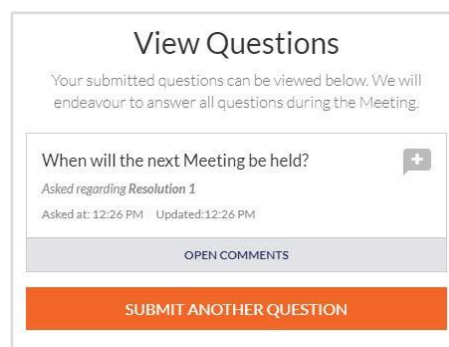
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

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

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

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

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



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

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

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

Contact us

Australia
T +61 1800 990 363
E info@linkmarketservices.com.au