

Jupiter Mines Limited

GENERAL MEETING

20 September 2021

Dear Shareholder

Due to the ongoing changes to restrictions concerning COVID-19, Jupiter Mines Limited (**Jupiter** or the **Company**) will be holding a hybrid General Meeting (**Meeting**).

The Meeting will be held on Wednesday 20 October at 5:30pm (AEDT) at the Jupiter head office at Level 10, 16 St Georges Terrace, Perth, Western Australia, attended only by the Company Secretary, and online via a virtual meeting with live audio webcast. **SHAREHOLDERS ARE ENCOURAGED TO ATTEND THE VIRTUAL MEETING INSTEAD OF THE COMPANY'S OFFICES.** No presentation or refreshments will be provided at the Company's offices.

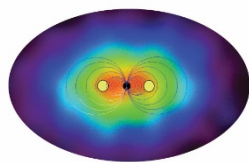
Further, please note the following:

- Physical attendance at the Meeting is not encouraged. Attendance via the virtual meeting platform with live audio webcast is preferred. The Meeting will be presented via the live audio webcast.
- Shareholders will be able to attend the Meeting by logging in at <https://agmlive.link/JMSOCTGM21>. Further details are provided in the Notice of General Meeting. Please follow the Online User Guide on which is included with the Notice of General Meeting which can be viewed and downloaded at the following link: <https://www.jupitermines.com/2021NoticeofGMOct>.
- 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 Meeting will be conducted by poll.
- Shareholders are strongly urged to appoint the Chair of the Meeting 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 Meeting must follow your instructions.
- Questions for the Board or nominees can be emailed to investorrelations@jupitermines.com no later than 5:00pm (AEDT), Friday 15 October. Shareholders will be able to submit questions during the Meeting also, via the virtual meeting platform or via telephone.

If you have any queries, please contact the Company Secretary at investorrelations@jupitermines.com.

For, and on behalf of the Board,

Brian Gilbertson
Chairman



Jupiter Mines Limited

ACN 105 991 740

Notice of General Meeting, Explanatory Statement and Proxy Form

Date: Wednesday, 20 October 2021

Time: 5:30pm AEDT

Place: Due to the restrictions imposed by the COVID-19 pandemic, the Company will be holding its General Meeting online and at the Company's registered office. Shareholders may attend the Meeting by live audio webcast.

Contents

Notice of General Meeting	4
Proxy Appointment and Voting Instructions	5
Explanatory Statement	8

Important dates

Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded: 5:30pm AEDT on Monday, 18 October 2021

Snapshot date for eligibility to vote: 7:00pm AEDT on Monday, 18 October 2021

General Meeting: 5:30pm AEDT on Wednesday, 20 October 2021

Important information

As a result of the COVID-19 pandemic, the Company will be holding its Meeting at the Company's offices at Level 10, 16 St Georges Terrace, Perth Western Australia, and online via a virtual meeting with live audio webcast. Shareholders are encouraged to attend the virtual meeting instead of the Company's offices. No presentation or refreshments will be provided at the Company's offices, and only the Company Secretary will be in attendance.

Attending the Meeting online enables Shareholders to listen to the Meeting live, view slides in time with the Chairman and Executive presentations, vote on the Resolutions and submit questions.

To attend online, enter <https://agmlive.link/JMSOCTGM21> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed on the Proxy Form or your 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 via telephone during the Meeting.

To ask a question via telephone, Shareholders will need to contact Link Market Services on 1800 990 363 or +61 1800 990 363 **prior to the Meeting** to obtain a personalised PIN number.

To ask a question via telephone on the day of the Meeting, please call 1800 941 125 (or if International: +0 7 3145 4066) after 5:30pm AEDT on Wednesday 20 October with your PIN ready. You will receive instructions on how to ask a question during the Meeting from the phone moderator.

If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

All Resolutions will be conducted 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 Virtual Meeting Online Guide which can be found on the Company's website and accompanying this Notice.

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time of the Meeting. An online guide will be available on the platform and on the Company's website.

Notice of General Meeting

Notice is hereby given that a general meeting of Jupiter Mines Limited ACN 105 991 740 (**Company**) will be held on **Wednesday, 20 October 2021 at 5:30pm AEDT (Meeting)**. The Meeting will be held at the Company's offices at Level 10, 16 St Georges Terrace, Perth, Western Australia and online via live audio webcast for attendance by all other Shareholders.

The Explanatory Statement that accompanies and forms part of this Notice, describes the various matters to be considered. Capitalised terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary as set out in the Explanatory Statement.

AGENDA

Resolution 1: Re-election of Director – Mr Brian Gilbertson

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of section 250V(1)(c) of the Corporations Act and for all other purposes, Mr. Brian Gilbertson, a Director who shall otherwise cease to hold office immediately before the end of the Meeting in accordance with section 250V(1)(b) of the Corporations Act, being eligible, be re-elected as a Director with effect from the end of the Meeting”.

Resolution 2: Re-election of Director – Mr Yeongjin Heo

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of section 250V(1)(c) of the Corporations Act and for all other purposes, Mr. Yeongjin Heo, a Director who shall otherwise cease to hold office immediately before the end of the Meeting in accordance with section 250V(1)(b) of the Corporations Act, being eligible, be re-elected as a Director with effect from the end of the Meeting”.

Resolution 3: Re-election of Director – Mr Hans-Jürgen Mende

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of section 250V(1)(c) of the Corporations Act and for all other purposes, Mr. Hans-Jürgen Mende, a Director who shall otherwise cease to hold office immediately before the end of the Meeting in accordance with section 250V(1)(b) of the Corporations Act, being eligible, be re-elected as a Director with effect from the end of the Meeting”.

Resolution 4: Shareholder Resolution – Removal of Mr Priyank Thapliyal as a Director

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, in accordance with section 203D of the Corporations Act 2001 (Cth) and for the purposes of article 6.3(h) of the Constitution of Jupiter Mines Limited, Mr. Priyank Thapliyal be removed as a director of Jupiter Mines Limited with effect from the close of the meeting”.

By order of the Board

Melissa North
Company Secretary

20 September 2021

Proxy Appointment and Voting Instructions

Proxy Form

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 **5:30pm AEDT on Monday, 18 October 2021** 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
Level 12, 680 George Street
Sydney NSW 2000

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 and security code which is shown on the screen 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.

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

If you wish to appoint the Chairman 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 Chairman, please write the full name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman 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 who is also the sole company secretary, that director.

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.

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 General Meeting or by direct voting online during the General Meeting.

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the 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.

Chairman voting undirected proxies

If the Chairman is your proxy, the Chairman 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 Chairman to vote your undirected proxies at his/her discretion.

As at the date of this Notice, the Chairman intends to vote undirected proxies FOR Resolutions 1 and 2, and AGAINST Resolutions 3 and 4.

Voting eligibility – snapshot date

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7:00pm AEDT on Monday, 18 October 2021. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting exclusions

There is no voting exclusion application to the resolutions to be put to the Meeting.

Defined terms

Capitalised terms used in the Notice and the Explanatory Statement are defined in the Glossary.

Questions from Shareholders

At the Meeting, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company.

To assist the Board in responding to questions please submit any questions you may have in writing no later than Friday, 15 October 2021:

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

By hand: Level 10, 16 St Georges Terrace, Perth, WA, 6000

By email: investorrelations@jupitermines.com

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

1. Spill Meeting

1.1 Background

At the Company's 2018 and 2019 Annual General Meetings (**AGM**), the Company received a first and second strike against its Remuneration Report, where 25% or more of the votes cast are voted against the Remuneration Report. At the 2019 AGM, when the second strike was recorded, Shareholders did not pass the resolution that another meeting be held at which all of the office of Director were to be vacated (other than the Managing Director) and each such office will be put to a vote (**Spill Resolution**).

At the Company's 2020 and 2021 AGM, the Company against received a first and second strike against its Remuneration Report. At the 2021 AGM, Shareholders then approved the Spill Resolution where all Directors who were in office when the Directors' Report (including the Remuneration Report) was considered at the 2021 AGM (and who remain in office at the start of the Spill Meeting, other than the Managing Director) (**Existing Directors**), cease to hold office immediately before the end of the Spill Meeting and may stand for re-election.

Resolutions 1 to 3 seek Shareholder approval to re-elect the Existing Directors, being:

- Brian Gilbertson (Independent Non-Executive Chairman);
- Yeongjin Heo (Non-Independent Non-Executive Director); and
- Hans-Jürgen Mende (Non-Independent Non-Executive Director).

Section 250X of the Corporations Act, ensures a company will have at least 3 directors after the Spill Meeting in the event insufficient resolutions are passed by the requisite majority and would otherwise result in a company having fewer than 3 directors following the Spill Meeting. The persons taken to have been appointed are those with the highest percentage of votes favouring their appointment cast at the Spill Meeting on the resolution for their appointment, even if less than 50% of votes are cast in favour of a particular director.

1.2 Board Structure Post Spill Meeting

Should Shareholders vote against Resolutions 1 to 3, the remaining Board of the Company will be made up of directors, Peter North and Scott Winter, and the director re-elected in accordance with section 250X as explained above.

In this eventuality, the Board may comprise of representatives of persons nominated by majority shareholders. Mr North was nominated by Ntsimbintle Holdings (Pty) Ltd (**Ntsimbintle**) and elected at the Company's 2021 AGM. Mr Winter was nominated by AMCI Group LLC (**AMCI**)

and also elected at the Company's 2021 AGM. However, Mr Winter is considered to be an independent director.

Shareholders should consider the structure of the Board post Meeting, to ensure that the interests of remaining minority Shareholders are always considered by the Board.

2. Resolution 1: Re-election of Director – Mr Brian Gilbertson

2.1 Background

Mr Gilbertson (MSc, MBL) was appointed as a Non-Executive Director of the Company on 22 June 2010 and is a member of the Company's Remuneration and Nomination Committee. The Chairman was deemed to be independent when Pallinghurst Consolidated (Cayman) Limited, a company with which Mr Gilbertson had an association, ceased to be a Shareholder of the Company on 4 June 2019. The Board has however received an opinion challenging Mr Gilbertson's independence. If Mr Gilbertson is re-elected, the Board will re-evaluate Mr Gilbertson's independence if required. Mr Gilbertson holds a 1.27% personal share in the Company.

Mr Gilbertson has extensive experience in the global natural resources industry. He was Managing Director of Rustenburg Platinum Mines Limited in the 1980's, a period during which the company gained recognition as the world's foremost producer of platinum. In the 1990's, as Executive Chairman of Gencor Limited, he led the restructuring of the South African mining industry into the post-Apartheid era, transforming Gencor Limited into a focused mineral and mining group. During this period, he held ultimate responsibility for Impala Platinum Holdings, for Samancor Limited (the world's largest producer of manganese and chrome ore and alloys) and for Trans-Natal Coal Corporation (a major coal producer and exporter). Important new initiatives included the Hillside and Mozal aluminium smelters, the Columbus stainless steel plant, and the purchase of the international mining assets (**Billiton plc**) of the Royal Dutch Shell Group.

In 1997, Gencor Limited restructured its non-precious metals interests as Billiton plc. With Mr Gilbertson as Executive Chairman, Billiton plc raised US\$1.5 billion in an initial public offering on the LSE, taking the company into the FTSE 100. Separately, Mr Gilbertson worked to merge the gold operations of Gencor and Gold Fields of South Africa, creating Gold Fields Limited, a leader in the world gold mining industry. He served as its first Chairman until October 1998. In 2001, Billiton plc merged with BHP Limited to create what is widely regarded as the world's premier resources company, BHP Billiton plc. Mr Gilbertson was appointed its second Chief Executive on 1 July 2002.

In late 2003, Mr Gilbertson led mining group Vedanta Resources plc (**Vedanta**) to the first primary listing of an Indian company on the London Stock Exchange in the second largest IPO of the year (US\$876 million). He served as Chairman of Vedanta until July 2004. He was appointed President of Sibirsko-Uralskaya Aluminium Company (SUAL), the smaller aluminium producer in Russia and led that company into the US\$30 billion merger with RUSAL and the

alumina assets of Glencore International A.G., creating the largest aluminium company in the world.

Mr Gilbertson established Pallinghurst Advisors LLP and Pallinghurst (Cayman) GP L.P. during 2006 and 2007 respectively, to develop opportunities on behalf of a group of natural resource investors.

2.2 Directors' recommendations

Mr Thapliyal and Mr Heo recommend that Shareholders vote **for** the re-election of Mr Gilbertson as a director.

Mr Mende, Mr North and Mr Winter recommend that Shareholders vote **against** the resolution to re-elect Mr Gilbertson as a director.

2.3 Statement from Mr Brian Gilbertson

A statement by Mr Gilbertson accompanies this Notice in Annexure 1.

3. Resolution 2: Re-election of Director – Mr Yeongjin Heo

3.1 Background

Mr Yeongjin Heo (BA Law, MBA) was appointed as a Non-Executive Director of the Company on 4 February 2019 and is a member of the Company's Audit Committee. Mr Heo is not considered to be an independent Director, as he represents substantial shareholder, POSCO Australia Pty Ltd, who hold 6.89% of the Company.

Mr. Heo holds a Bachelor's degree in law from Seoul National University, South Korea and an MBA from Leeds University, United Kingdom. With over 26 years of professional services and industry experience in both green field and brown field projects, Mr Heo has extensive raw materials investment and purchasing credentials.

He joined POSCO in 1995 and had worked in the strategy planning department for 10 years and then he was transferred to raw materials department of POSCO in 2006.

Since then, he has stayed and actively worked in the arena of raw materials such as coal, iron ore, nickel, lithium etc. until now. While purchasing raw materials from all over the world, he has also been involved in the investing in various mines in Australia, South Africa and New Caledonia.

Mr Heo was appointed as a managing director of POSCO Australia Pty Ltd in January 2019, which was a subsidiary company of POSCO with a purpose of investing in Australia. POSCO Australia Pty Ltd, has now 8 joint ventures in partnerships with major miners like BHP. Mr Heo serves also as a board member of these joint ventures.

3.2 Directors' recommendations

All Directors recommend that Shareholders vote **for** the re-election of Mr Heo as a director.

3.3 Statement from Mr Yeongjin Heo

A statement has not been provided by Mr Heo.

4. Resolution 3: Re-election of Director – Mr Hans-Jürgen Mende

4.1 Background

Mr Mende (MBA Equivalent) was appointed as a Non-executive Director of the Company on 9 October 2019. Mr Mende is not considered to be an independent Director, as he represents substantial shareholders, AMCI Group LLC and HJM Jupiter L.P., who have a collective 13.07% holding in the Company.

Mr Mende is Executive Chairman and 50% shareholder of the AMCI Group.

4.2 Directors' recommendations

Mr Heo, Mr North and Mr Winter recommend that Shareholders vote **for** the re-election of Mr Mende as a director.

Mr Gilbertson and Mr Thapliyal recommend that Shareholders vote **against** the resolution to re-elect Mr Mende as a director.

4.3 Statement from Mr Hans-Jürgen Mende

A statement by Mr Mende accompanies this Notice in Annexure 2.

5. Resolution 4: Shareholder Resolution – Removal of Mr Priyank Thapliyal as a Director

5.1 Background

On 17 August 2021, the Company received a notice from AMCI, (a Shareholder holding more than 5% of the voting shares in the Company), pursuant to clause 6.3(h) of the Company's Constitution, section 249D and section 203D of the Corporations Act, requiring the Directors call a general meeting of the Company in accordance with that section that Shareholders consider a proposed resolution for the removal of Mr Priyank Thapliyal, the Managing Director of the Company, at the Meeting (**AMCI Resolution**).

Section 249D of the Corporations Act requires that directors call a meeting of shareholders upon 21 days of receipt of a requisition by shareholders holding at least 5% of the voting shares in the Company. Pursuant to section 203D of the Corporations Act, a public company may by resolution remove a director from office regardless of any provision in that company's constitution or any agreement between the director and the company.

In accordance with the requirements of those sections set out above, the Shareholders who requisitioned the meeting and proposed the relevant resolution have the right to require the Company to distribute to Shareholders information supporting the proposed Resolution, and their statement in support of the AMCI Resolution appears at Annexure 3 to this Notice.

Mr Thapliyal, the Director the subject of the AMCI Resolution also has the right to provide a statement presenting his case to Shareholders. Please see Annexure 4 for Mr Thapliyal's statement.

5.2 Termination Benefits

In addition to being the Company's Managing Director, Mr Thapliyal is also employed by the Company as its Chief Executive Officer, in accordance with his executive services agreement (**ESA**) with the Company, material terms of which were disclosed to Shareholders in section 6.3(a) of the Company's prospectus dated 2018 (**Prospectus**).

If Mr Thapliyal is removed as Managing Director, he would remain employed by the Company as its Chief Executive Officer, however, in the scenario where the Company subsequently terminates his employment, pursuant to the terms of his ESA, the Company will be obliged to make various termination payments to Mr Thapliyal (**Termination Benefits**).

Mr Thapliyal's termination benefits were presented in the Company's Prospectus in 2018, and within the Remuneration Report in subsequent Annual Reports. Mr Thapliyal's termination benefits were approved by Shareholders at the Company's 2018 annual general meeting held on 10 July 2018.

Pursuant to the terms of the ESA, the Company may terminate the Mr Thapliyal's employment by giving 6 months' written notice and making payment of an amount equal to 6 months' salary and the amount of annual bonus paid in the 12 months prior to termination. As at the date of this Notice, this amount equates to \$1,268,599 in Termination Benefits.

Alternatively, the Company may make payment in lieu of notice, comprising of an amount being 12 months' salary and the amount of annual bonus paid in the 12 months prior to termination. As at the date of this Notice, this amount equates to \$1,649,501 in Termination Benefits.

Further, in the event a change of control (within the meaning of section 50AA of the Corporations Act) and a diminution of Mr Thapliyal's duties and responsibilities occurs, Mr Thapliyal may elect to terminate his employment which would result in Mr Thapliyal being entitled to a receive payment from the Company equal to 12 months' salary and the annual bonus paid in the 12 months prior to termination.

5.3 Directors' recommendations

Mr Mende, Mr North and Mr Winter recommend that Shareholders vote **for** the resolution to remove Mr Thapliyal as a Director.

Mr Gilbertson recommends that Shareholders vote **against** the resolution to remove Mr Thapliyal as a Director.

Mr Heo has chosen to abstain from a recommendation for the resolution to remove Mr Thapliyal as a Director.

5.4 Statement from AMCI Group LLC and Mr Priyank Thapliyal

A statement by AMCI and from Mr Thapliyal accompanies this Notice in Annexures 3 and 4, respectively.

Glossary of Defined Terms

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

AEDT	Australian Eastern Daylight Savings Time, being the time in Sydney, New South Wales.
AGM	Means the 2021 annual general meeting of the Company.
AMCI	AMCI Group LLC.
AMCI Resolution	Has the meaning given to that term in section 5.1 of this Notice.
Annual Report	The annual report of the Company for the financial year ended 28 February 2021, including the annual financial report, the Directors' report, and the auditor's report.
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.
A\$ or \$	Australian dollars.
Board	The Board of Directors of the Company.
Chairman	The chair of the General Meeting.
Company or Jupiter	Jupiter Mines Limited (ACN 105 991 740).
Constitution	The current constitution of the Company.
Control	Has the meaning given in section 50AA of the Corporations Act.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
ESA	The executive services agreement entered into between the Company and Mr Priyank Thapliyal.
Existing Directors	The Directors of the Company eligible or re-election at the Meeting.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice.
General Meeting or Meeting or Spill Meeting	The general meeting of Shareholders or any adjournment thereof, including the meeting convened by the Notice.
Listing Rules	The listing rules of ASX, as amended from time to time.
Notice or Notice of General Meeting	The notice of general meeting which accompanies this Explanatory Statement.
Ntsimbintle	Ntsimbintle Holdings (Pty) Ltd.
Prospectus	The prospectus for the Company's initial public offering of Shares in 2018.
Proxy Form	The proxy form accompanying the Notice.

Remuneration Report	The remuneration report of the Company for the period ended 28 February 2021, appearing in the Director's report as set out in the Annual Report.
Resolution	A resolution set out in the Notice.
Section	A section of this Explanatory Statement.
Share	A fully paid ordinary share in the Company.
Share Registry	The Company's share registry, being Link Market Services Limited (ACN 083 214 537).
Shareholder	The holder of a Share.
Termination Benefits	Has the meaning given to that term in section 5.2 of this Notice.

Annexure 1: Statement from Mr Brian Gilbertson

Dear Shareholders

It has been a privilege to have been Chairman of Jupiter Mines for the last 11 years and to have benefited from the support and insights of my Board colleagues from the outset. My working relationship with our CEO Priyank Thapliyal has been particularly satisfying, as we worked to build the Tshipi mine from nothing but a dry patch of South African veld into the industry leader it is today. Our flow of low-cost manganese ore is likely to continue for the century ahead.

Jupiter has been run from the outset on a “lean and mean” operating model. Apart from Priyank and our CFO Melissa North (the financial arrangements of both having been detailed at the time of our listing), Jupiter does not have more than 3 or 4 other employees. Those arrangements are a model of efficiency for our cash rich entity.

My CV detailing my decades of experience in the mining industry is included in the Explanatory Statement.

Priyank, Melissa and I are best placed to continue Jupiter's unique record of success.

Yours sincerely

A handwritten signature in black ink, appearing to be 'B. Gilbertson', with a long horizontal flourish extending to the right.

Brian Gilbertson

Annexure 2: Statement from Mr Hans-Jürgen Mende

Dear Shareholders

I would like to continue to serve as a Board Member, and humbly submit to fellow Shareholders that my reappointment is in the best interests of all shareholders. I believe this for the following reasons.

I, and my company AMCI, are significant shareholders in Jupiter Mines Limited (**JMS**), and therefore I have a strong financial incentive to work to increase JMS' equity value and returns to shareholders – for the benefit of all JMS shareholders. AMCI has been accused of seeking to gain control of JMS without making a takeover offer for all of JMS. This is not true. I stand with all JMS shareholders in simply seeking improved returns (both dividends and capital appreciation) from our respective investments in the Company.

My longstanding experience as an investor and operator in the natural resources sector enables me to make a difference in achieving the goal of increasing JMS' equity value for all shareholders.

The company that I co-founded and lead, AMCI, has invested over US\$1.7 billion of its capital in over 40 transactions in the natural resources sector broadly, oftentimes in companies of comparable scale to JMS. I have played an active role (including serving on Boards) in building multiple mining companies, many of which eventually listed on public equity markets and produced excellent returns for all shareholders, including Whitehaven Coal, Felix Resources, Alpha Natural Resources, Foundation Coal, New World Resources and Optimum Coal. In addition, AMCI has generated strong returns for shareholders in multiple privately held resource companies around the globe, including AMCI Australia in Australia (sold to Vale), Conuma Coal in Canada and North Central Resources in the USA, amongst others.

I have learned key principles common to these successful shareholder outcomes and have developed key relationships that have helped facilitate such successes. I will apply those principles and relationships to support JMS' growth.

AMCI has been a large shareholder of JMS for 12 plus years, but I was only recently appointed as a director in October 2019. What I have observed has concerned me. I believe that companies should engage with shareholders on key matters like strategy, management and management incentives, corporate governance and messaging. And I believe that Boards should robustly debate key company issues, especially issues that shareholders raise related to corporate governance.

The fact that we are holding this Spill Meeting is evidence enough that the previous JMS Board appears to have lost sight of these fundamental principles. In a reconstituted Board I will be better placed to change the way in which the JMS Board engages with its Shareholders on key company matters.

Tshipi is a great asset, but I think that JMS can do more to maximize shareholder value, and I want to contribute to that effort. I believe that JMS needs to do a better job of engaging with shareholders and the market generally. I believe that JMS needs to get more out of the Tshipi complex. And I believe that JMS should proactively consider growth opportunities within a disciplined, clearly articulated strategy and capital allocation framework that a reconstituted Board determines after consultation with shareholders.

I look forward to working for and with my fellow shareholders to achieve these objectives.

Respectfully,

Hans Mende

Annexure 3: Statement from AMCI Group LLC

STATEMENT BY SHAREHOLDER PURSUANT TO SECTION 249P OF THE CORPORATIONS ACT FOR THE REMOVAL OF PRIYANK THAPLIYAL AS A DIRECTOR OF JUPITER MINES LIMITED

AMCI Group LLC ("**AMCI**"), being a member of at least 5% of the votes that may be cast at a General Meeting of Jupiter Mines Limited ("**Jupiter**"), requests shareholders of Jupiter to consider the resolution put forth by AMCI to **remove Mr Priyank Thapliyal as a director of Jupiter Mines Limited**.

AMCI believes that the lackluster market performance of Jupiter under Mr Thapliyal's leadership requires a re-invigorated strategy, and a refreshed board of directors ("**Board**") that better reflects the views of Jupiter shareholders and is more aligned and capable to create value for all Jupiter shareholders.

Jupiter owns 49.9% of a world class asset, Tshipi Borwa Mine ("**Tshipi**"), but suffers from the market perception of being a high risk and low growth investment with an aloof Board and management team. The Board and the Chief Executive Office ("**CEO**") must be willing to engage proactively with shareholders and the market generally to rebuild support for Jupiter's investment proposition.

AMCI advocates for the Board to formulate a strategy based around the following objectives:

- 1) maximize the value of Tshipi through operational excellence and brownfield expansion;
- 2) consolidate the ownership of Tshipi and other Kalahari Manganese Field opportunities;
- 3) grow the asset base and diversify risk by becoming a multi-asset producer in the medium term;
- 4) conduct a strategic review into how Jupiter is best equipped to participate in the battery materials supply chain; and
- 5) maintain an attractive dividend policy within a clearly articulated capital allocation framework that considers growth opportunities

Mr Thapliyal has demonstrated during his long tenure as a director and CEO of Jupiter that he will not, or cannot effectively, pursue these objectives, and cannot constructively engage with shareholders.

Introduction

Since Jupiter's Initial Public Offering ("**IPO**") on 18 April 2018, the Jupiter share price has traded below its listing price of \$0.40 per share, generally trading in the range between \$0.27 and \$0.33. Since listing, little to no corporate activity has been undertaken by the CEO and Board, which we believe has directly contributed to the languishing share price.

In addition, shareholder engagement from the Chairman and Mr. Thapliyal has been minimal, with a lack of promotion of the company to drive interest in Jupiter by prospective and existing shareholders.

Despite the points above, the CEO has received substantial remuneration.

The CEO will allege that this requisition is a takeover by stealth - we can assure you, for the reasons set out below, that this is not the case. AMCI is a sophisticated investor, with a long track record of acting in the best interests of all shareholders in publicly listed companies. Our interests are aligned with all Jupiter shareholders.

CEO Performance

Since Jupiter's IPO the share price has decreased from \$0.40, down to \$0.25 per share as at 3 September 2021 with total annualized shareholder returns, including dividends, amounting to 0.2%.

In comparison, the S&P/ASX 300 Metals & Mining Index has appreciated 43% over the same period.

Jupiter has also recently been removed from the ASX 300 due to the size of its market capitalization. This would likely not have occurred had the CEO been growing the company and increasing shareholder value since IPO.

The CEO has not taken proactive steps to address the diminishing value of the company or the underperforming share price, and has failed to pursue and successfully complete any material shareholder value creating opportunities since IPO. This may be due in part to the CEO's current remuneration structure, which incentivizes him to pay dividends, rather than pursue long term value enhancing growth opportunities.

CEO Remuneration

Jupiter has effectively operated as a conduit for collecting and paying dividends from Tshipi. The interest in Tshipi and Jupiter's associated marketing entity are the only assets of Jupiter. Tshipi is run as an independent mine with its own executive management team who run the day-to-day operations of the mine. The current Jupiter CEO is not essential to maintaining the day-to-day operations of Tshipi.

In exchange for this dividend pass through service, the CEO's remuneration over the past four years has amounted to \$10.4 million. Included in his remuneration is the CEO's 1% "bonus" of all dividends paid to Jupiter shareholders. This evergreen bonus structure, which is largely driven by manganese prices, enriches the CEO on an annual basis largely irrespective of his performance, and dis-incentivizes him from pursuing longer-term growth opportunities for Jupiter.

CEO Remuneration since IPO

Year	Salary	Bonus	Share based payments	Other	Total
2018	-	863,015	-	-	863,015
2019	751,919	1,469,243	4,153,707	17,870	6,392,739
2020	766,744	930,521	-	36,026	1,733,291
2021	751,166	587,697	-	40,081	1,378,944
Total	2,269,829	3,850,476	4,153,707	93,977	10,367,989

Source: Jupiter's FY18, 19, 20 and 21 Annual Reports.

The shareholder's displeasure with Jupiter's remuneration policy is evident in the overwhelming voting and consecutive strikes against the previous four remuneration reports presented at Jupiter's respective AGMs. Despite the strikes, the Board has not made any changes to the remuneration policy, willfully ignoring its shareholder's views:

AGM Year End	Votes Against Remuneration Report	Strike Against Remuneration Report
2018	44.8%	1 st Strike
2019	58.2%	2 nd Strike
2020	93.4%	3 rd Strike
2021	95.6%	4 th Strike

Future opportunities to be pursued by Jupiter

Jupiter can grow shareholder value by pursuing sensible, value accretive opportunities to grow the business while maintaining an attractive dividend and conservative capital allocation policy. Jupiter should grow and diversify its manganese production, and selectively consider opportunities in other commodities that make sense for Jupiter.

Mr Thapliyal has shown that he is not open to these opportunities or cannot effectively execute them for Jupiter.

Conclusion

In order to address the under-performance of Jupiter and to explore value enhancing opportunities in the future, AMCI requests shareholders to consider the resolution to remove Mr Priyank Thapliyal as a director.

Yours Sincerely

AMCI Group LLC

Annexure 4: Statement from Mr Priyank Thapliyal

Dear Shareholders

In the run-up to the Meeting, I would like you to consider the following so that you can reach a decision on a fully informed basis. **I urge all Shareholders to cast their votes considering the critical company-defining issues that Jupiter faces.**

I have endeavoured to work as the Managing Director and Chief Executive Officer of Jupiter with a sole focus on creating value and safeguarding interests of **all** its Shareholders and **not** just focused on a few major ones presenting conflict of interests. The remuneration vote has been leveraged by some of these major shareholders to orchestrate the Spill Meeting, and the Resolution to remove me as Managing Director, with the sole intention of securing Board control. No doubt this will lead to major shareholders controlling the Company, **without having to pay a control premium** to the other Jupiter shareholders. This attempt will destroy (on top of what has been lost in the ongoing chaos) substantial value for Jupiter shareholders. Upon succeeding with this, I fear that the restructured Board and Management may further dilute your interests by easily assimilating assets (some that no one wants like coal) associated with these Shareholders, restructuring the manganese marketing arrangements, all on terms that destroy further value for you. Jupiter's listing is very valuable, and I have no issue with someone trying to gain control of it, provided they follow the right process as dictated by Australian regulatory requirements (and not via back door channels) and have the support and approval of all Shareholders.

At its Initial Public Offering (IPO), Jupiter was positioned as a high dividend yielding company, with a 70% pay-out ratio policy (and in reality, has been close to 90%+ pay-out ratio), and not as a speculative growth stock. I have consistently stuck to that theme and resisted the urge to swing with the "frothy flavours of the month". Jupiter has paid close to \$300 million in dividends since IPO, increasing to \$450 million if we consider the shareholder returns a year or two prior to that. Despite the sharp share price drop on account of the ongoing chaos at Jupiter, it is still capitalised at close to \$500m. The dividends paid to date far exceed offers that Tshipi and Jupiter received prior to its IPO in April 2018, which some Shareholders, who are behind the eventuating Spill Meeting, were seriously interested in, as they came from companies, they have had past and ongoing business dealings with. I resisted that and the Board supported me. **Had I rolled over with them, tremendous value would have been destroyed for all Jupiter Shareholders.** A similar script played out recently at the time of the demerger of the iron ore assets from Jupiter. Despite the roadblocks presented by AMCI and Stichting Pensioenfond ABP to suit their vested interests, I outmanoeuvred both and managed to IPO Juno **as my sole focus was value crystallisation for all Jupiter Shareholders.**

At Jupiter's IPO, I suggested three growth options and the following steps have been undertaken by me under the previous Jupiter Board:

1. Increasing Jupiter's underlying stake in Tshipi – within 6 months of the IPO, a Jupiter share based offer was tabled to Ntsimbintle to consolidate 100% of Tshipi ownership and marketing under Jupiter. That offer was at a discount to Jupiter to reflect the structural issues on account of their South African holding structure, ambiguity around the Black Economic Empowerment (BEE) ownership issues associated with the Mining Charter, potential overhang, IPO discount, to name a few. Our offer was rejected but their failure to list on the Johannesburg Stock Exchange thrice says something about how sophisticated and knowledgeable South African institutional investors view them as an investment proposition. **Personally, I have always believed strongly in this consolidation strategy. I stand ready to reconsider that proposal.**
2. Consolidation in the Kalahari – before and after the Jupiter IPO, Tshipi has made repeated proposals involving neighbouring manganese mines.

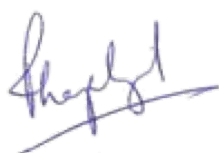
3. Expansion of Tshipi – the Board has agreed to an expansion of Tshipi to 4.5mtpa, subject to a satisfactory outcome on the mining issues.

Lastly, I have always been open to considering **transactions that benefit all Jupiter shareholders**. The Jupiter shares along with the underlying cash flow from Tshipi that Jupiter receives every six months, provides a solid base to do so. And this will last for decades considering its long life, low costs, and significant production capacity.

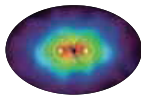
Should a compelling opportunity and/or technology present itself, I stand ready to leverage upon the mooted advantages of manganese in the EV battery revolution. This can be via acquisitions, offtake arrangements (Jupiter has a 1.5Mtpa+ offtake), downstream investments, or any other hybrid structures that present themselves.

In conclusion, as a 3.3% Shareholder I am one of you and have always worked in the interests of **all** Shareholders. I hope you agree that should the motions succeed, there is a real prospect that there will be no one at Jupiter to safeguard your interests against conflicts and value-leakage. An attempt is being made to acquire control of the Company on the stealth, without the right financial compensation to shareholders. **That will not happen under my watch.**

Yours sincerely,



Priyank Thapliyal



Jupiter Mines Limited

ACN 105 991 740

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



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 attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name 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 General Meeting of the Company to be held at **5:30pm (AEDT) on Wednesday, 20 October 2021** (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 Level 10, 16 St Georges Terrace, Perth, Western Australia or logging in online at <https://agmlive.link/JMSOCTGM21> (refer to details in the Virtual General Meeting Online Guide).

SHAREHOLDERS ARE ENCOURAGED TO ATTEND THE VIRTUAL MEETING INSTEAD OF THE COMPANY'S OFFICES. No presentation or refreshments will be provided at the Company's offices.

As at the date of this Notice, the Chairman intends to vote undirected proxies FOR Resolutions 1 and 2 and AGAINST Resolutions 3 and 4.

VOTING DIRECTIONS

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

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

Resolutions

For Against Abstain*

- 1 Re-election of Director – Mr Brian Gilbertson
- 2 Re-election of Director – Mr Yeongjin Heo
- 3 Re-election of Director – Mr Hans-Jürgen Mende
- 4 Shareholder Resolution: Removal of Mr Priyank Thapliyal as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf 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 PRX2104N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General 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 **5:30pm (AEDT) on Monday, 18 October 2021**, 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*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

Virtual Meeting Online Guide

Before you begin

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

Supported browsers are:

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

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

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

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://agmlive.link/JMSOCTGM21>

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

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

1. Get a Voting Card

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

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

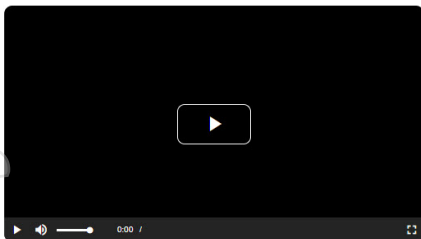
SUBMIT DETAILS AND VOTE

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

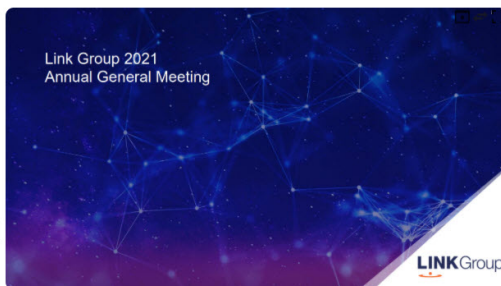
If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

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.



The presentation will begin at XX:XX am/pm ZONE



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD

X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like 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 Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B

☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MRL ABC AS A DIRECTOR

Resolution 2C

☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3

☒ For ☐ Against ☐ Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4

☒ For ☐ Against ☐ Abstain

ADOPTION OF REMUNERATION REPORT

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.

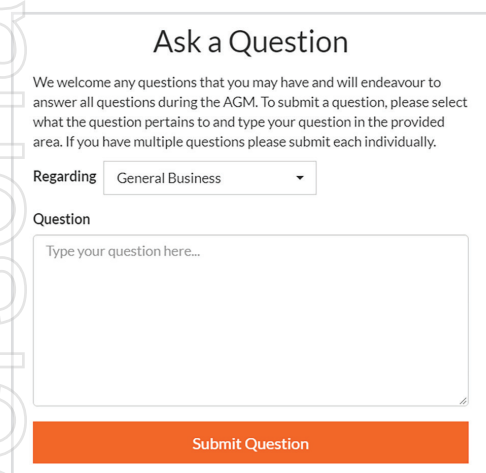
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder 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.



The 'Ask a Question' form is titled 'Ask a Question'. It contains a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this is a 'Regarding' section with a dropdown menu set to 'General Business'. Underneath is a 'Question' section with a text input field containing the placeholder 'Type your question here...'. At the bottom is an orange 'Submit Question' button.

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

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

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

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

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



The 'View Questions' box is titled 'View Questions'. It contains the text: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.' Below this is a question card for 'When will the next AGM be held?'. The card shows 'Asked regarding General Business', 'Asked at: 7:18AM', and 'Updated: 7:18AM'. There is a '+1' icon in the top right corner of the card. Below the card is a grey 'OPEN COMMENTS' button. At the bottom of the box is an orange 'SUBMIT ANOTHER QUESTION' button.

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.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
Conference Call Number: 1800 416 518
International Number: +61 7 3145 4066

Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be greeted by a moderator and asked to provide your PIN. This will verify you as a securityholder and allow you to ask a question.

Step 3

Once the moderator has verified your details you will be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

The moderator will ask you what item of business your question relates to? Let the moderator know if your question relates to General Business or the Resolution number.

You will also be asked if you have any additional questions.

Step 3

When it is your time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking. Note, if at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

Australia

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