ASX Announcement

Notice of Annual General Meeting

Date: Thursday 26 November 2026

Time: 3:00pm AWST

Location: KPMG Board Room

Level 8, 235 St Georges Terrace, Perth, WA

and via online webcast at

https://meetings.openbriefing.com/JMS26

Jupiter Mines Limited

2026 Annual General Meeting

Dear Shareholder

You are invited to the 2026 Annual General Meeting of Jupiter Mines Limited (**Company**), to be held in person and virtually at **3:00pm** (**AWST**) on **Thursday, 26 November 2026** at the offices of **KPMG, Level 8, 235 St Georges Terrace, Perth, WA (Meeting)**.

Mr Brad Rogers, Managing Director, and Mr Matthew Jarvis, Interim Chief Executive Officer of the Company, will be making a presentation at the Meeting regarding the Company's operations. The Company's auditor, KPMG, will be represented at the Meeting, and Shareholders will have the opportunity to ask questions of the Company and the auditor.

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 30 June 2026;
- adoption of the Company's remuneration report for the financial year ended 30 June 2026;
- re-election of Mr Scott Winter, as a non-executive director of the Company; and
- approval to issue short-term incentive 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

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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 24 November 2026**
Snapshot date for eligibility to vote:	**4:00pm (AWST) on Tuesday 24 November 2026**
Meeting Date:	**3:00pm (AWST) on Thursday 26 November 2026**

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 the Last Practicable Date, except where otherwise stated. This document has been prepared in connection with the Company's 2026 annual general meeting to be held on Thursday, 26 November 2026 at 3:00pm (AWST) at the offices of KPMG, Level 8, 235 St Georges Terrace, 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 15.1.4.

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 2026 Annual General Meeting (**Meeting**) of Jupiter Mines Limited ACN 105 991 740 (Company), will be held on **Thursday, 26 November 2026 at 3:00pm** (**AWST**). The Meeting will be held at the offices of **KPMG, Level 8, 235 St Georges Terrace, Perth, Western Australia** and online via live webcast for attendance by any Shareholders that cannot attend in person.

To attend online, enter https://meetings.openbriefing.com/JMS26 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 MUFG Corporate Markets 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 B**.

Agenda

Item	Page
Financial Reports To receive and consider the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2026. No Shareholder approval is required in respect of this agenda item.	**12**
Resolution 1: Adoption of FY26 Remuneration Report To consider and, if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**: *"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 30 June 2026 be adopted."* Resolution 1 is a non-binding resolution.	**12**
Resolution 2: Re-election of Scott Winter as a Non-Executive Director of the Company To consider and, if thought fit, pass with or without amendment the following resolution as an **ordinary resolution**: *"That Scott Winter, being a non-executive director of the Company who retires in accordance with article 11.7(a) of the Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a non-executive director of the Company."*	**13**
Resolution 3: Approval of issue of short-term incentive performance rights to Brad Rogers, Managing Director of the Company, for the financial year ending 30 June 2026 To consider and, if thought fit, pass with or without amendment, the following resolution as an **ordinary resolution**: *"That, for the purposes of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act, and for all other purposes, the Company be approved to issue 1,194,758 short-term incentive performance rights to Brad Rogers, Managing Director of the Company, and to issue or transfer Shares to Mr Rogers (and/or his nominee(s)) on the vesting and exercise of those performance rights, on the terms set out in the Explanatory Memorandum."*	**14**

Voting Prohibitions and Exclusions

Corporations act voting prohibitions

Resolution	Voting prohibition	Exceptions
Resolution 1: Adoption of FY26 Remuneration Report	The Company will disregard any votes cast on Resolution 1 by or on behalf of: (a) a member of the Company's Key Management Personnel, details of whose remuneration is set out in the Remuneration Report; or (b) a Closely Related Party of such a person, regardless of the capacity in which the votes are cast.	The Company will not disregard a vote cast on Resolution 1 if it is cast by a person as proxy on behalf of a person entitled to vote on Resolution 1, 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 (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 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.
Resolution 3: Approval of issue of short-term incentive performance rights to Mr Brad Rogers, Managing Director	*Prohibition 1* The Company will disregard any votes cast (in any capacity) on Resolution 3 by or on behalf of: (a) Mr Brad Rogers; or (b) an Associate of Mr Brad Rogers.	*Exception to Prohibition 1* The Company will not disregard a vote cast on Resolution 3 by Mr Brad Rogers or an Associate of Mr Brad Rogers if: (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the Resolution; and (b) it is not cast on behalf of Mr Brad Rogers or an Associate of Mr Brad Rogers.
	Prohibition 2 The Company will disregard any votes cast on Resolution 3 by a person appointed as a proxy if: (a) the proxy is either: a. a member of the Company's Key Management Personnel; or b. a Closely Related Party of such a person; and (b) the appointment does not specify the way the proxy is to vote on Resolution 3.	*Exception to Prohibition 2* Prohibition 2 does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though Resolution 3 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

Listing Rule Voting Exclusions

Resolution	Voting exclusion	Exceptions
Resolution 3: Approval of issue of short-term incentive performance rights to Mr Brad Rogers, Managing Director	The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of: (a) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan; (b) an officer of the Company or any of its controlled subsidiaries who is entitled to participate in a termination benefit; or (c) an Associate of that person or those persons.	Notwithstanding the voting exclusion, a vote may be cast in favour of Resolution 3 by: (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 3 in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 3 in accordance with a direction given to the Chair to vote on Resolution 3 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 of a person excluded from voting, on Resolution 3; and (ii) the holder votes on Resolution 3 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

23 October 2026

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, 24 November 2026, 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/- MUFG Corporate Markets Locked Bag A14 Sydney South NSW 1235 Australia;
By hand:	MUFG Corporate Markets Parramatta Square, Level 22, Tower 6 10 Darcy Street, Parramatta NSW 2150;
By fax:	(02) 9287 0309 (within Australia) +61 2 9287 0309 (from outside Australia); or
Online:	Shareholders who wish to submit their Proxy Form online should follow the instructions set out below: 1. Go to the following website: https://au.investorcentre.mpms.mufg.com. 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 either:

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 the Share Registry's website: www.mpms.mufg.com/en/for-individuals/au/shareholders/forms.

Votes on resolutions

All voting on the Resolutions will be conducted by poll. Accordingly, if you are not attending the Meeting in person, you may only vote by submitting a Proxy Form prior to the Meeting, 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.

Appointing Proxies To Vote On Resolutions 1 and 3

If you appoint a Director (other than the Chair), a member of Key Management Personnel, or any of their Closely Related Parties as your proxy, they will not be able to vote on Resolutions 1 and 3 unless you have directed them as to how to vote on each of those Resolutions.

If you appoint the Chair as your proxy (including by default) and you have not directed the Chair as to how to vote on Resolutions 1 and 3, you are expressly authorising the Chair to cast your undirected proxy in favour of Resolutions 1 and 3 in accordance with the Chair's stated intentions. The Chair intends to vote all undirected proxies in favour of Resolutions 1 and 3.

Further details are contained in the Proxy Form in **Annexure C**.

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, 24 November 2026.

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, or about the FY26 Remuneration Report. The Company's auditor (or its representative) will attend the Meeting. The Chair will allow a reasonable opportunity for Shareholders to ask the 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 auditor in responding to questions at the Meeting, please submit any questions you may have in writing no later than Thursday, 19 November 2026:

By post:	GPO Box Z5117, Perth, WA, 6000
By hand:	Level 8, 220 St Georges Terrace, Perth, WA, 6000
Online: **By email:**	www.mpms.mufg.com (refer to the voting instructions above) 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.

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 B** or otherwise in the Explanatory Memorandum. All references to "sections" in this Explanatory Memorandum are to sections of this Explanatory Memorandum, unless otherwise specified.

1. FY26 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 financial year ended 30 June 2026. These reports are contained in the FY26 Annual Report, which was released to the ASX on 30 September 2026.

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 auditor, who will be in attendance at the Meeting, regarding the reports and financial statements.

A copy of the FY26 Annual Report can be downloaded from https://www.jupitermines.com.

2. Resolution 1: Adoption of FY26 Remuneration Report

2.1 Background

The FY26 Remuneration Report is set out in the Directors' Report in the FY26 Annual Report, which was released to ASX on 30 September 2026.

The FY26 Remuneration Report sets 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 FY26 Remuneration Report.

2.2 Voting on the Remuneration Reports

The Corporations Act requires the Company to put a resolution to Shareholders that the FY26 Remuneration Report be adopted. In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 1 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 are voted against the adoption of the Remuneration Report 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 2025 annual general meeting held on 26 November 2025, the resolution to adopt the remuneration report was passed by more than 75% of votes cast on the resolution. Accordingly, if 25% or more of votes are cast against Resolution 1 at the Meeting, a Spill Resolution will not be required to be put to Shareholders at this Meeting.

2.3 Voting exclusions

Certain voting exclusions apply to Resolution 1. Please see the Voting Prohibitions and Exclusions tables on page 7 of the Notice of Meeting.

2.4 Board recommendation

Noting that each Director may be considered to have a personal interest in their own remuneration as set out in the FY26 Remuneration Report, the Board unanimously recommends that Shareholders vote **in favour of Resolution 1** at the Meeting.

3. Resolution 2: Re-election of Scott Winter as a non-executive Director

3.1 Background

Under article 11.7(a) of the Constitution and ASX Listing Rule 14.4, no Director may retain office without re-election for more than three years, or past the third annual general meeting held following that Directors' most recent election, whichever is the longer.

Mr Scott Winter was first appointed a Director on 30 July 2021, and was last re-elected by Shareholders on 30 November 2023. Accordingly, pursuant to Resolution 2, Mr Winter will retire and stand for re-election at the Meeting, in accordance with article 11.7(a) of the Constitution and ASX Listing Rule 14.4.

3.2 Qualifications and experience

Mr Winter is an experienced mining engineer with almost 30 years working across all aspects of mining exploration, development, engineering, financing and operations. He led the aggregation of Australian and African business units and the formation of the Global Surface contracting mining business with over 40 projects for Perenti, the successful turnaround of the African business unit and the growth of the Australian business unit.

Previous to Perenti, Mr Winter was Chief Operating Officer at Mineral Resources Ltd supporting the selldown and subsequent integration of its Wodgina lithium mine with Albemarle.

Most recently, Mr Winter was the Managing Director and Chief Executive Officer of Critical Minerals Group Limited (ASX: CMG), and has been appointed as Chief Executive Officer of BTP, a mining services provider working across Australia and Africa.

Mr Winter holds a Bachelor of Engineering (Honours) in Mining (University of Queensland), a Graduate Diploma in Applied Finance and Investment (Securities Institute of Australia) and a Master of Business Administration (Melbourne Business School).

The Board firmly believes that Mr Winter's considerable skills and experience will strengthen its effectiveness and contribute meaningfully to the fulfilment of its responsibilities.

3.3 Voting consequences

If Resolution 2 is passed, Mr Winter will be re-elected to the Board as a Director. If Resolution 2 is not passed, Mr Winter will not be elected as a Director and will retire at the conclusion of the Annual General Meeting.

3.4 Board recommendation

The Board, with Mr Scott Winter abstaining, recommends that Shareholders **vote in favour of Resolution 2** at the Meeting.

4. Resolution 3: Approval of issue of short-term incentive performance rights to Brad Rogers, Managing Director of the Company, for the financial year ending 30 June 2026

4.1 Background

Brad Rogers, the current Managing Director of the Company, was appointed on 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 FY26 Remuneration Report, available in the FY26 Annual Report, which was released to ASX on 30 September 2026, Mr Rogers' remuneration consists of a Total Fixed Remuneration (**TFR**) component, a short-term incentive (**STI**) component, and a long-term incentive (**LTI**) component.

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

Category	Weighting	Measure	Outcome
Safety and Governance	25%	• Total Recordable Injury Frequency Rate • ESG reporting framework and priorities • Tshipi solar project	18.1%
Financial Performance	25%	• Business functional improvement • Improve logistics • Streamline marketing processes • Eliminate Tshipi product rehandle • Jupiter Return on Equity	21.0%
Strategic Initiatives	50%	• Tshipi consolidation • Other M&A targets • Optimise production from all owned mines • EV battery market entry strategy	30.9%
Total	**100%**		**70.0%**

Please refer to the FY26 Remuneration Report for more detail on the Company's approach to executive remuneration for FY26.

In respect of FY26, the Board has assessed the performance of Mr Rogers against the performance measures referred to above and determined that he is entitled to an STI award for FY26 of $467,389.44 (**FY26 STI Award**), of which $233,694.72 (representing 50% of the FY26 STI Award) will be payable in cash, and of which $233,694.72 (representing 50% of the FY26 STI Award) will be payable in equity in the form of performance rights (**STI Performance Rights**), issued under the Incentive Plan.

"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 issued to Mr Rogers will be calculated based on a value of $0.1956 per STI Performance Right, being the volume-weighted average price (**VWAP**) of the Company's Shares for the 5 days leading up to 1 July 2025. Please refer to the table in section 4.2 for further detail.

The Board (excluding Mr Rogers) considers that the incentives intended for Mr Rogers represented by the issue 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, notwithstanding that Mr Rogers will not be employed by the Company after 27 November 2026. The STI Performance Rights confer on the holder the right to receive one Share upon vesting and exercise of the STI Performance Rights. 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 STI Performance Rights are proposed to be issued under the Incentive Plan and, as announced to the ASX on 11 September 2026 and further detailed in the FY26 Remuneration Report, will remain capable of vesting in accordance with their terms following Mr Roger's cessation of his employment, on the basis of the

Board determining Mr Rogers to be a 'good leaver' under the Incentive Plan. The material terms of the STI Performance Rights are further described in the table in section 4.2 and in **Annexure A**.

ASX Listing Rule 10.14

Under ASX Listing Rule 10.14, an entity must not permit any of the following persons to acquire equity securities under an 'employee incentive scheme' (as defined in the ASX Listing Rules) without shareholder approval:

- a director of the entity (or an Associate of that director); or
- a person whose relationship with the entity, or a director of the entity (or an Associate of that director) is such that, in ASX's opinion, the acquisition should be approved by shareholders of the entity.

The Incentive Plan is an 'employee incentive scheme', and the STI Performance Rights are 'securities', for the purposes of the ASX Listing Rules. As Mr Rogers is the Managing Director of the Company, the issue of the STI Performance Rights to Mr Rogers (including to his nominee, if applicable) falls within the ambit of ASX Listing Rule 10.14, and requires Shareholder approval. No exceptions to ASX Listing Rule 10.14 apply in the current circumstances; accordingly, Resolution 3 seeks Shareholder approval for the issue by the Company of the STI Performance Rights to Mr Rogers for the purposes of ASX Listing Rule 10.14.

If Resolution 3 is passed, the Company will be able to issue the STI Performance Rights to Mr Rogers.

If Resolution 3 is not approved by Shareholders, the Company will not be able to issue the STI Performance Rights to Mr Rogers, and will not be utilising the most cost-effective and efficient means for incentivising Mr Rogers. In these circumstances, the Company may consider alternative methods of remunerating Mr Rogers, including determining to pay the 50% portion of Mr Rogers' FY26 STI Award represented by the STI Performance Rights in cash.

ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of 'securities' (as defined in the ASX Listing Rules) that a listed company such as the Company can issue without 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 that period. This 15% amount is commonly referred to as a company's 'placement capacity'.

ASX Listing Rule 7.2 (exception 13(b)) provides that ASX Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme (such as the Incentive Plan) if, within 3 years before the date of issue of the securities, shareholders have approved the issue of securities under the employee incentive scheme as an exception to ASX Listing Rule 7.1. Exception 13(b) of ASX Listing Rule 7.2 is only available if and to the extent that the number of equity securities issued under the employee incentive scheme does not exceed the maximum number set out in the notice of meeting dispatched to the company's shareholders in respect of the meeting at which shareholder approval was obtained under ASX Listing Rule 7.2 (exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the employee incentive scheme from those terms as set out in the notice of meeting seeking shareholder approval for the employee incentive scheme for the purposes of that exception.

The Incentive Plan was approved by Shareholders at the Company's 2024 annual general meeting held on 28 November 2024, including for the purposes of ASX Listing Rule 7.2 (exception 13(b)). The material terms of the Incentive Plan are set out in **Annexure A**. The Board considers that:

- the issue of the STI Performance Rights contemplated by Resolution 3 will fall within the maximum number of securities to be issued under the Incentive Plan as approved by Shareholders at the Company's 2024 annual general meeting (being 98,025,266 securities); and
- there have been no material changes to the terms of the Incentive Plan from those terms as set out in the notice of meeting for the Company's 2024 annual general meeting.

Furthermore, ASX Listing Rule 7.2 (exception 14) provides that ASX Listing Rule 7.1 does not apply to an issue of securities that is approved by a company's shareholders under ASX Listing Rule 10.14. Resolution 3 seeks the approval of Shareholders for the issue of the STI Performance Rights under, amongst other things, ASX Listing Rule 10.14.

If Shareholders approve Resolution 3, the issue of the STI Performance Rights to Mr Rogers will not count towards the

Company's 'placement capacity'. Accordingly, the Company is not seeking Shareholder approval for the issue of the STI Performance Rights under ASX Listing Rule 7.1.

Sections 200B and 200E of the Corporations Act

Subject to certain exceptions, section 200B of the Corporations Act prohibits the giving by a company of certain benefits to individuals who hold a managerial or executive office, or have held a managerial or executive office in the previous three years, in connection with their leaving their employment with the company or any of its Related Bodies Corporate, without the approval of the company's shareholders under section 200E of the Corporations Act. As announced to the ASX on 11 September 2026, Mr Rogers will not be employed by the Company after 27 November 2026, transitioning into a consultancy capacity until the end of February 2027. As disclosed in the FY26 Remuneration Report, and on the recommendation of the Remuneration and Nomination Committee, the Board (with Mr Rogers abstaining) has exercised its discretion to treat Mr Rogers as a 'good leaver' under the terms of the Incentive Plan and for the STI Performance Rights to remain capable of vesting in accordance with their terms in all other respects.

Accordingly, the Board's determination of the non-lapsing of Mr Rogers' STI Performance Rights under the Incentive Plan may constitute a benefit to which section 200B of the Corporations Act applies.

Accordingly, Shareholder approval is being sought under Resolution 3 for the purposes of section 200E of the Corporations Act in relation to any termination benefits that may be provided to Mr Rogers in relation to the STI Performance Rights issued to him in accordance with Resolution 3 as a result of any determination of, or exercise of discretion by, the Board under the Incentive Plan, in addition to any other termination benefits that may be provided to Mr Rogers under the Corporations Act. As mentioned above, the value or amount of any such benefits cannot be determined in advance, and may be affected by a variety of factors, including:

- the number of STI Performance Rights in relation to which it is proposed the Board will make a determination or exercise its discretion;
- the market price of the Shares on ASX at the relevant time when the amount or value of the STI Performance Rights is determined; and
- the risk-free rate of return in Australia and the estimated volatility of the Shares on ASX at the relevant time.

The Company will likely calculate the value of the benefit at the relevant time based on the above factors. The value of the benefit will be the market value of Shares on the date on which the Share in respect of the STI Performance Right would be issued to Mr Rogers (or his nominee(s)).

Section 208 of the Corporations Act

Chapter 2E of the Corporations Act requires that a listed company (such as the Company), or an entity that a listed company controls, must not give a financial benefit to a related party of the company unless the approval of the listed company's shareholders has been obtained in accordance with the Corporations Act, and the relevant benefit is given within 15 months of the approval being obtained.

As Managing Director of the Company, Mr Rogers is a related party of the Company. What constitutes a 'financial benefit' is not defined in the Corporations Act, but is widely understood to have a broad application, and would include the issue of the STI Performance Rights.

It is an exception to the requirement that a listed company obtain shareholder approval to give a financial benefit to a related party of that company if: (i) the benefit is remuneration to a related party as an officer or employee of the listed company; and (ii) to give the financial benefit would be reasonable in the circumstances of the company giving the benefit, and the related party receiving the benefit.

The Board (excluding Mr Rogers) has determined that the proposed issue of the STI Performance Rights to Mr Rogers constitutes reasonable remuneration having regard to the respective position of the Company and Mr Rogers, including the responsibilities and duties of Mr Rogers in relation to the Company. Accordingly, the Board (excluding Mr Rogers) has determined that the issue of the STI Performance Rights falls within the abovementioned exception to the need to obtain the approval of Shareholders for the purposes of Chapter 2E of the Corporations Act, and no such approval is proposed to be sought.

4.2 Information required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires the following information to be provided to Shareholders in relation to Resolution 3.

The name of the person who is proposed to acquire the securities	Brad Rogers
Which category in ASX Listing Rule 10.14.1 – 10.14.3 the person falls into and why	Mr Brad Rogers is the Managing Director of the Company. He therefore falls within ASX Listing Rule 10.14.1.
The number and class of securities to be issued to the person for which approval is being sought	The number of STI Performance Rights to be issued to Mr Rogers is 1,194,758, calculated based on the following formula: $$\textbf{\textit{Total STI Performance Rights}} = \frac{A}{S}$$ Where: "A" = the award amount, being $233,694.72 (representing 50% of Mr Rogers' FY26 STI Award); and "S" = $0.1956 per STI Performance Right, being the VWAP of the Company's Shares for the 5 days leading up to 1 July 2025. The STI Performance Rights to be issued are 0.06% of total issued capital of the Company (based on the issued capital of the Company as at the Last Practicable Date).
If the person is a director under ASX Listing Rule 10.14.1, or an Associate of, or a person connected with, a director under ASX Listing Rules 10.14.2 or 10.14.3, details (including the amount) of the director's current total remuneration package	Mr Rogers' current TFR package is $921,425 including statutory superannuation. His remuneration package also contains an STI component and a LTI component, payable at the discretion of the Board subject to the achievement of certain performance measures. As set out in section 4.1, Mr Rogers will also receive a cash payment of $233,694.72 as part of the FY26 STI Award. Further details are set out in the FY26 Remuneration Report contained in the FY26 Annual Report released to the ASX on 30 September 2026.
The number of securities that have previously been issued to Brad Rogers under the Incentive Plan (and the acquisition price, if any) paid by Brad Rogers for those securities.	As at the Last Practicable Date, 16,951,828 equity securities have been issued to Mr Rogers under the Incentive Plan for nil issue price. At the Company's 2024 annual general meeting held on 28 November 2024, Shareholders approved the issue of up to a maximum of 98,025,266 securities under the Incentive Plan.
If the securities are not fully paid ordinary securities: **a summary of the material terms of the securities;** **an explanation of why that type of security is being used; and the value the entity attributes to that security and its basis.**	The STI Performance Rights will vest in two tranches, with 50% vesting 12 months from the date of issue, and 50% vesting 24 months from the date of issue. The Board (excluding Mr Rogers) has determined to issue the STI Performance Rights to Mr Rogers for the following reasons: • as the STI Performance Rights will not be quoted, the issue of the STI Performance Rights will not be immediately dilutive to Shareholders; • the issue of the STI Performance Rights is a reasonable and appropriate method to provide cost-effective remuneration to Brad Rogers, and will enable the Company to spend a greater portion of its cash reserves on its operations than it would have been able to do if it paid the full amount of Brad Rogers' FY26 STI Award in cash; and • it is not considered that there are any significant opportunity costs to the Company, or benefits foregone by the Company, in issuing the STI Performance Rights to Brad Rogers on the terms proposed. Each STI Performance Right is valued at $0.1956, being the VWAP of the Company's Shares for the 5 days leading up to 1 July 2025.

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 26 December 2026 which is one month from the date of the Meeting.
The price at which the entity will issue the securities to the person under the scheme	The STI Performance Rights will not be issued to Mr Rogers for consideration.
A summary of the material terms of the scheme	A summary of the material terms of the Incentive Plan is set out in **Annexure A**.
A summary of the material terms of any loan that will be made to the person in relation to the acquisition	No loans are being provided to Mr Rogers in relation to the acquisition of the STI Performance Rights.
A voting exclusion statement	See section 4.3.

In addition, the Company notes that:

- details of any securities issued under the Incentive Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14; and
- any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the Incentive Plan after Resolution 3 is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

4.3 Voting prohibitions and exclusions

Certain voting prohibitions and exclusions apply to Resolution 3. Please see the Voting Prohibitions and Exclusions tables on page 7 of the Notice of Meeting.

4.4 Board recommendation

The Board, with Mr Rogers abstaining, recommends that Shareholders **vote in favour of Resolution 3** at the Meeting.

Annexure A - Material Terms of Incentive Plan

A summary of the material terms of the Incentive Plan (**Plan**) is set out below.

Administration of the Plan	The Plan will be administered by the board of the Company (**Board**) which, except as otherwise expressly provided in the Plan, has the absolute and unfettered discretion to act in connection with the Plan, and to exercise any power or direction under the Plan. The Board can determine appropriate procedures for the Plan's administration, appoint or engage service providers for its operation, and delegate a person(s) for any period to exercise the Board's powers arising under the Plan.
Eligible Participants	**Eligible Participant** means an employee (including a director employed in an executive capacity) or any other person who the Board determines is eligible to receive a grant of an Award under the Plan, which may include a non-executive director or independent contractor of a group company.
Awards	**Award** means an option, a performance right, or an incentive right. Awards are not quoted on ASX or any other exchange.
Invitations	The Board may in its absolute discretion and subject to the Plan invite Eligible Participants to participate in the Plan and apply for a grant of Awards upon the terms set out in the Plan and any other terms and conditions as the Board determines. An invitation may take any form determined by the Board.
Issue Cap for monetary offers	The Company must not make an invitation under the Plan under which Awards are offered in return for monetary consideration if the number of shares in the Company (**Shares**) that may be issued, or acquired upon exercise of options and performance rights offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan and received in Australia during the three-year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the start of the day the invitation is made (unless the Constitution specifies a different percentage. ***Note:*** *The Company's constitution does not specify a percentage limit for these purposes.* ***Note:*** *All offers of Awards under the Plan will also be subject to any threshold on the number of equity securities that may be issued under the Plan as approved by shareholders pursuant to ASX Listing Rule 7.2 (exception 13(b)) from time to time.*
Vesting of Awards	Subject to the rules of the Plan, an Award will only vest and become exercisable (as applicable) where each vesting condition and any additional terms specified in the invitation for that relevant Award has been satisfied, or otherwise waived by the Board. Vested options and performance rights may be exercised in one or more parcels of any size, provided that the number of Shares allocated upon exercise of the number of options or performance rights (as applicable) in any parcel is not less than a "Marketable Parcel" (as defined in the ASX Operating Rules). A participant has the right to acquire one Share (or to be paid a cash payment in lieu of one Share, at the discretion of the Board) upon the vesting and exercise of an option or performance right. Upon the vesting of an incentive right, a participant has the right to be paid the cash amount specified in the invitation for those incentive rights, with such amount determined in accordance with the Plan.
Lapse of Awards	An Award will lapse on the first to occur of the following: (a) a date or circumstance specified in the invitation for that Award or a provision of the Plan as to when an Award lapses;

	(b) failure to meet a vesting condition within the vesting period or meet any other condition applicable to the Award within the period specified in the invitation for that Award (unless the Board determines otherwise); (c) the receipt by the Company of a notice in writing from a participant that the participant has elected to surrender the Award; and (d) 6 years from the date of grant of the Award.
Cash equivalent payments	Unless the terms of an invitation provide otherwise, the Board may determine that the exercise of some or all of a participant's options or performance rights may be satisfied by the Company making a cash payment to a participant, in lieu of an allocation of Shares. Where the Board makes such a decision, the Company must pay the participant an amount equivalent to the value of the exercised options or the performance rights calculated by multiplying the number of options or performance rights that have been exercised by the market value of Shares on the date on which the Share in respect of that Award would otherwise have been allocated to a participant (less, in the case of options, any exercise price for those options specified in the invitation which has not been paid by the participant to the Company).
Cashless exercise of options	In lieu of paying the exercise price, a participant may choose to exercise some or all of its vested options by way of cashless exercise in accordance with the formula set out in the Plan.
Restrictions on dealing in Awards	A participant must not Deal with an Award unless that Dealing: (i) is required by law and the participant has provided satisfactory evidence of that requirement to the Board; and (ii) is permitted by the Company's securities trading policy. **Deal** or **Dealing** means any dealing including but not limited to a sale, transfer, assignment, trust, encumbrance, option, swap, any alienation of all or any part of the rights attaching to the Award, or any arrangement or transaction in financial products that operates to limit the economic risk associated with holding an Award.
Cessation of employment	Where a cessation of employment of an employee occurs, and that employee (or a nominated party of that employee) is a participant, then in the circumstances that the employee is a: (a) good leaver, the Board has discretion to determine that: • some or all of the participants' unvested Awards will immediately vest and be exercised, or will continue in force and remain capable of vesting in accordance with their terms; • some or all of the participants' options and performance rights that have vested but have yet to be exercised, will immediately be exercised, or will continue in force and remain capable of vesting in accordance with their terms; and / or • any disposal restrictions or any other terms which apply to an Award or to Shares allocated on the exercise of an option or performance right cease to apply; or (b) bad leaver, the participant's unvested Awards, and / or vested options and performance rights that have vested but are yet to be exercised, will immediately lapse (unless the Board in its discretion determines otherwise). The terms of an invitation may prescribe the treatment of Awards upon a cessation of employment of an employee who is a participant (or a nominated party of a participant), which may differ to the default position contained in the Plan. In the event of an inconsistency, the terms of a particular invitation prevail against the rules of the Plan.

Change of employment	If an employee (or a nominated party of that employee) is a participant and is transferred to work for a group company outside of Australia, the Board has the discretion to determine how the participant's Awards will be treated where the: (a) participant would suffer a tax disadvantage in relation to their Awards; (b) Company would be restricted in its ability to vest Awards, allocate Shares, or pay the amount payable upon the exercise or vesting of an Award (as applicable), or (c) participant would face restrictions on their ability to hold or Deal with Awards, the Shares or the proceeds of the Shares acquired on vesting or exercise, because of the laws of the country.
Change of Control	A **Change of Control Event** means: (a) a takeover bid is made for Shares and that bid is, or is declared, unconditional, and if completed in accordance with its terms, upon completion the bidder would obtain a relevant interest in more than 50% of shares in the Company; (b) the Company's members approve: • a scheme which, if it becomes effective, would result in any person (either alone or together with its related bodies corporate) acquiring a relevant interest in all of the Shares in the Company; • a scheme for the reconstruction of the Company or its amalgamation with any other company or companies which would, if it becomes effective, result in any person (either alone or together with its related bodies corporate) acquiring a relevant interest in more than 50% of the Shares in the Company; (c) the Company's members pass a resolution approving an acquisition by a person of a relevant interest in more than 50% of the Shares in the Company; (d) a person obtains a relevant interest in Shares which the Board (constituting the members of the Board prior to the acquisition by the person of the relevant interest) determines, acting in good faith and in accordance with their fiduciary duties, is of a level sufficient to control the composition of the Board; or (e) any other transaction or event which, in the Board's opinion, does or is likely to result in a change of Control (as defined in the Corporations Act) of the Company. If a Change of Control Event occurs, or the Board determines that such an event is reasonably likely to occur, the Board may in its discretion determine how any or all of a participant's Awards are to be dealt with (which may be in accordance with the particular treatment set out in an invitation in relation to that Award, if any particular treatment is so specified in the invitation). If the Board does not exercise its discretion, and a participant's invitation does not specify a particular treatment for that Award, then, in relation to that Award: (i) all unvested options, performance rights and incentive rights automatically vest (and in the case of options and performance rights, are automatically exercised); and (ii) any options or performance rights that have vested but are not yet exercised, are automatically exercised).
Adjustment of Awards	Prior to allocating Shares or making payment in respect of vested Award to a participant (as applicable), the Board may, in its discretion, adjust the terms of an Award or grant additional Awards to a participant, in order to minimise or eliminate any material advantage or disadvantage to a participant resulting from a corporate action by, or capital restructure of, the Company. Any adjustments must comply with any applicable ASX Listing Rules.
Rights issues and entitlement offers	If the Company makes a pro rata issue of Shares to existing holders of Shares generally by way of a rights issue or entitlement offer, and no Share has been allocated in respect of an option before the record date for determining entitlements to the pro rata issue, the option will be adjusted in

	accordance with the formula in the ASX Listing Rules. This rule does not limit the Board's discretion to adjust Awards as permitted by the Plan and the ASX Listing Rules.
Bonus issues	If the Company makes a bonus issue of Shares to existing holders of Shares involving capitalisation of reserves of distributable profits, and no Shares have been allocated in respect of an option or performance right before the record date for determining entitlements to the bonus issue, options and performance rights will be adjusted in accordance with the ASX Listing Rules. This rule does not limit the Board's discretion to adjust Awards as permitted by the Plan and the ASX Listing Rules.
Rights attaching to Awards	An option or performance right issued under the Plan: (a) does not confer a right to receive a dividend and, except as otherwise required by law, to vote at a meeting of members of the Company; and (b) carries no entitlement to a return of capital or to participate in the surplus of profits or assets upon the winding up of the Company, unless and until the option or performance right has (if applicable) converted into a Share in accordance with the Plan.
Reorganisations	A reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company is affected, options and performance rights will be adjusted in accordance with the ASX Listing Rules. This rule does not limit the Board's discretion to adjust Awards as permitted by the Plan and the ASX Listing Rules.
Participation in new issues	Other than in circumstances provided for in the ASX Listing Rules, an option or performance right does not confer on a participant the right to participate in a new issue of securities to holders of existing Shares unless: (a) the participant has become entitled to exercise the option or performance right; (b) Shares have been allocated in respect of that option or performance right before the record date for determining entitlements to the new issue of securities; and (c) the participant participates in the new issue of securities as a holder of those allocated Shares,
Amendments to the Plan	Subject to the ASX Listing Rules, the Corporations Act and any other applicable law, the Board may amend all or any of the provisions of the Plan, or the terms and conditions of any Award granted under the Plan (including waiving, amending or replacing any vesting condition in any Award, provided that the interests of the relevant participant are not materially prejudiced or advantaged). The Board may not exercise any of the powers described above in a manner which adversely affects the existing rights of a participant except with the consent of the participant or the approval of more than 50% of the holders of awards affected by an amendment, unless the amendment is a permitted amendment as set out in the Plan.
Duration of the Plan	The Plan continues to operate until the Board decides to end the Plan. The Board may terminate or suspend the Plan at any time. If the Plan is terminated or suspended, that termination or suspension will not prejudice any accrued rights of any participants.

Annexure B – Glossary

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

$	Australian dollars.
ASIC	Australian Securities and Investments Commission.
Associate	Has the meaning given in section 9 of the Corporations Act.
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 FY26 Annual Report, released to the ASX on 30 September 2026.
Awards	Has the meaning given in **Annexure A**.
AWST	Australian Western Standard Time, being the local time in Perth, Western Australia.
Board	The board of Directors of the Company.
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 *Corporations Act 2001* (Cth).
Director	A director of the Company from time to time.
Directors' Report	The report prepared by the Directors and included in the FY26 Annual Report, released to the ASX on 30 September 2026.
Explanatory Memorandum	The explanatory memorandum which accompanies and forms part of the Notice of Meeting.
FY26	The financial year from 1 July 2025 to 30 June 2026.

FY26 Annual Report	The annual report of the Company in respect of the financial year ended 30 June 2026, released to the ASX on 30 September 2026.
FY26 Financial Report	The Directors' Report, the Auditor's Report and the financial statements of the Company for the year ended 30 June 2026, which were included in the FY26 Annual Report, released to the ASX on 30 September 2026.
FY26 Remuneration Report	The report set out in the Directors' Report in the FY26 Annual Report, which sets out the remuneration arrangements for directors and Key Management Personnel for FY26.
FY26 STI Award	Has the meaning given in section 4.1.
Incentive Plan	The Company's employee incentive plan, as approved by Shareholders at the Company's 2024 annual general meeting.
Key Management Personnel	Has the meaning given in the Corporations Act.
Last Practicable Date	16 October 2026 being the last practicable date for this Notice of Meeting to be updated before being printed for dispatch to Shareholders.
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 2026 annual general meeting lodged with ASX on 23 October 2026.
Online Meeting Guide	The online meeting guide, which includes information on how to vote, comment and ask questions virtually during the Meeting, and which can be found at **Annexure D** of this document.
Proxy Form	The proxy form accompanying the Notice of Meeting.
Related Bodies Corporate	Has the meaning given in the Corporations Act.
Relevant Executive	Any person who holds or who has held, at any point within the last three years, a managerial or executive office in the Company or a related body corporate.
Resolution	A resolution being considered, and voted on, at the Meeting (together the **Resolutions**).
Services Agreement	Has the meaning given in section 4.1.
Share Registry	The Company's share registry, being MUFG Corporate Markets (AU) 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 4.1.

TFR	Total fixed remuneration.
VWAP	Volume-weighted average price.

JUPITER MINES LTD

ACN 105 991 740

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Jupiter Mines Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) 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:

STEP 1 APPOINT A PROXY

☐ **the Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair 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 Chair 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, 26 November 2026** (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 **Offices of KPMG Board Room, Level 8, 235 St Georges Terrace, Perth, WA** or logging in online at **https://meetings.openbriefing.com/JMS26** (refer to details in the Online Meeting 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 and 3: If the Chair 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 Chair of the Meeting to exercise the proxy in respect of Resolutions 1 and 3, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

STEP 2 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 Adoption of FY26 Remuneration Report	☐	☐	☐
2 Re-election of Scott Winter as a Non-Executive Director of the Company	☐	☐	☐
3 Approval of issue of short-term incentive performance rights to Brad Rogers, Managing Director of the Company, for the financial year ending 30 June 2026	☐	☐	☐

* 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.

STEP 3 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 PRX2601N

SAMPLE

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 Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair 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 CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair 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 they choose. 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:

(a) 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

(b) 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 support@cm.mpms.mufg.com 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.mpms.mufg.com/en/mufg-corporate-markets.

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, 24 November 2026,** 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

https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the Voting/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

QR Code

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

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/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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

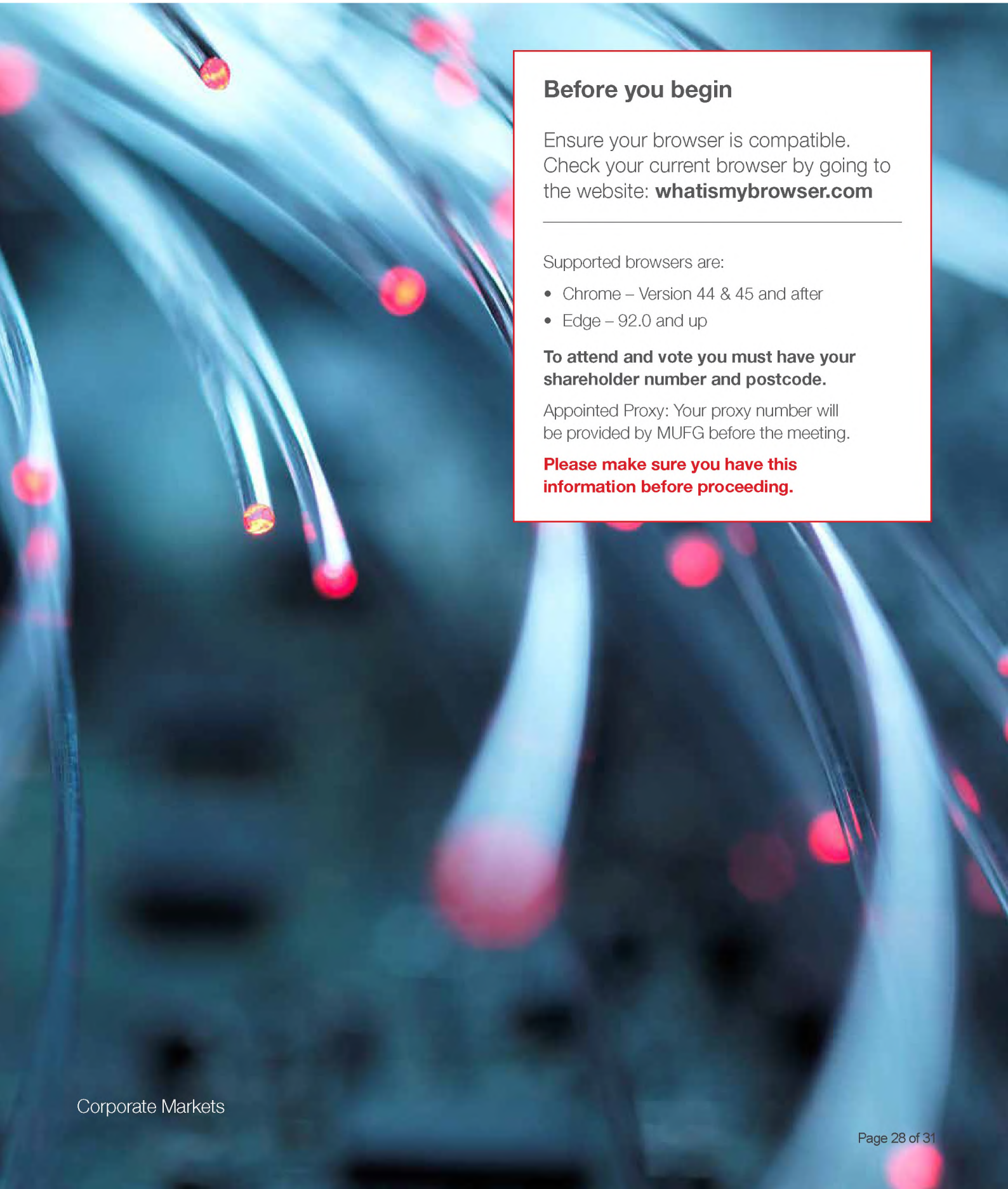
IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

SAMPLE

MUFG

MUFG Corporate Markets
A division of MUFG Pension & Market Services

Online Meeting 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
- Edge – 92.0 and up

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

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

Please make sure you have this information before proceeding.

Online Meeting Guide



Step 1

Open your web browser and go to https://meetings.openbriefing.com/JMS26

Step 2

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

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

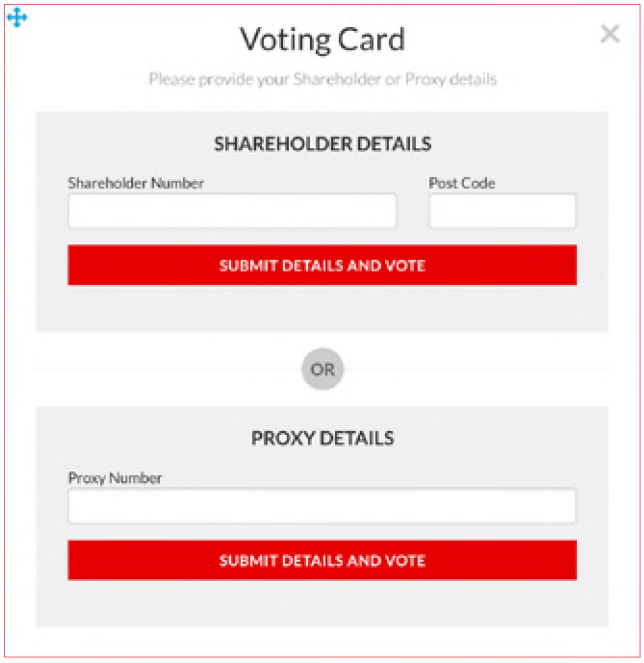
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during 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.

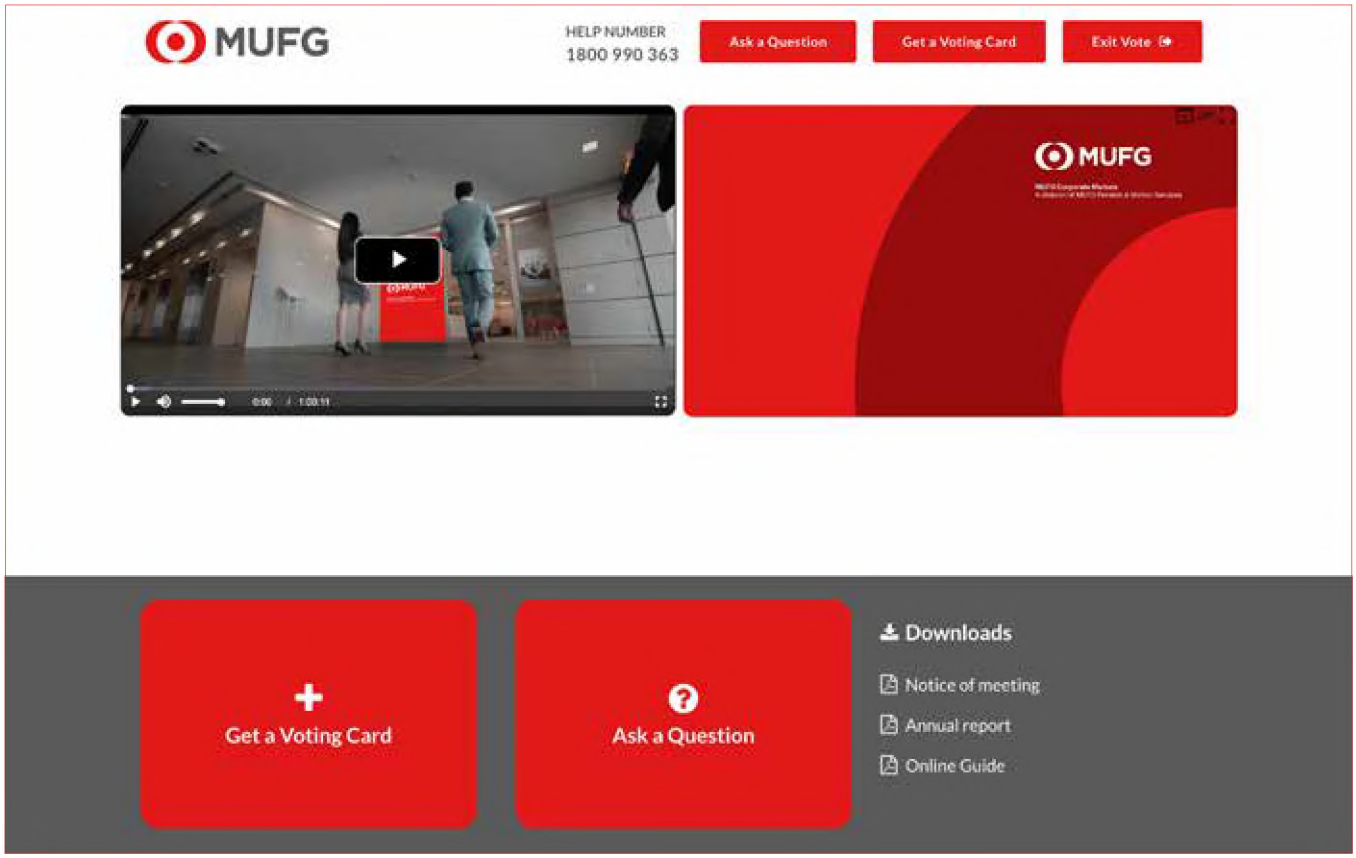


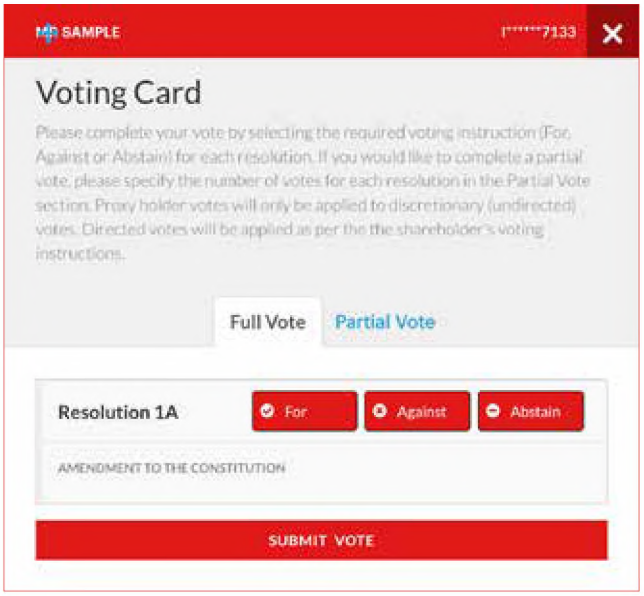
If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by MUFG 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 shareholders 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.

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





Full Votes

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

Partial Votes

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

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

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

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

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

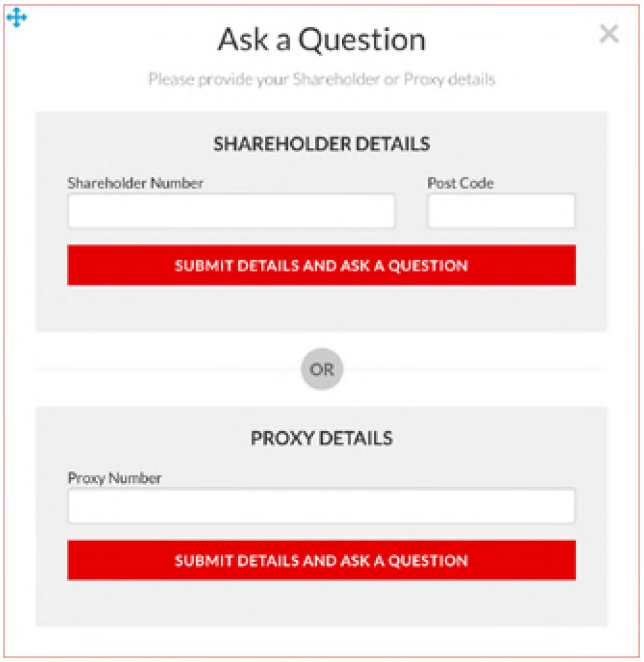
Online Meeting Guide *continued*

2. How to ask a question

Note: Only verified Shareholders, 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 shareholder number and postcode 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 pop up and you have the option to type in a written question of ask an audio question over the phone line.



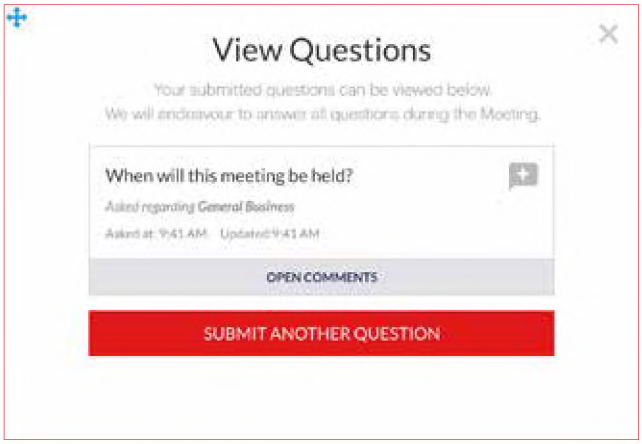
In the **'Regarding'** section click on the drop down arrow and select the category/resolution for your question.

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, the company will do their best to address all questions.



3. Downloads

View relevant documentation in the Downloads section.

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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.

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

Contact us

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