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**JUPITER ENERGY LIMITED**

**ACN 084 918 481**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 10:00am

**DATE:** 09 November 2012

**PLACE:** The Celtic Club, 48 Ord Street, West Perth, WA 6005

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9322 8222.*

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## IMPORTANT INFORMATION

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### TIME AND PLACE OF MEETING

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Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00 am on Friday 9 November 2012 at:

The Celtic Club  
48 Ord Street  
WEST PERTH WA 6005

### YOUR VOTE IS IMPORTANT

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The business of the Meeting affects your shareholding and your vote is important.

### VOTING ELIGIBILITY

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The Directors 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 who are registered Shareholders at 5:00pm (WST) (8:00pm Sydney time) on 7 November 2012.

### VOTING IN PERSON

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To vote in person, attend the Meeting at the time, date and place set out above.

### VOTING BY PROXY

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies

should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

#### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

#### ***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS – AGENDA ITEM

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2012 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2012.”*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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#### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GEOFFREY GANDER

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

*“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Geoffrey Gander, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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4. **RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR ALASTAIR BEARDSALL**

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

*“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Alastair Beardsall, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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5. **RESOLUTION 4 – MAINTENANCE OF EMPLOYEE INCENTIVE SCHEME – PERFORMANCE RIGHTS PLAN**

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

*“That, for the purposes of Listing Rule 7.2 (Exception 9) and for all other purposes, approval is given for the Company to maintain its performance rights plan (PRP - Executive) on the terms and conditions summarised in the accompanying Explanatory Memorandum and the grant of Performance Rights from time to time under the PRP - Executive as an exception to Listing Rule 7.1.”*

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by a Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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6. **RESOLUTION 5 – ISSUE OF EXECUTIVE PERFORMANCE RIGHTS TO GEOFFREY GANDER**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, subject to the passing of Resolutions 2 and 4, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to allot and issue up to 1,500,000 Performance Rights as Director incentive*

*remuneration to Geoffrey Gander (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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**7. RESOLUTION 6 – ISSUE OF EXECUTIVE PERFORMANCE RIGHTS TO SCOTT MISON**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, subject to the passing of Resolution 4, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to allot and issue up to 366,666 Performance Rights as Director incentive remuneration to Scott Mison (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**8. RESOLUTION 7 – ISSUE OF NON-EXECUTIVE PERFORMANCE RIGHTS TO ALASTAIR BEARDSALL**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, subject to the passing of Resolution 3, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue up to 1,500,000 Performance Rights as Director incentive*

*remuneration to Alastair Beardsall (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Alastair Beardsall (or his nominee) and any of his (or his nominees') associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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**9. RESOLUTION 8 – ISSUE OF NON-EXECUTIVE PERFORMANCE RIGHTS TO BALTABEK KUANDYKOV**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue up to 1,500,000 Performance Rights as Director incentive remuneration to Baltabek Kuandykov (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Baltabek Kuandykov (or his nominee), and any of his (or his nominees') associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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#### 10. RESOLUTION 9 – ISSUE OF PERFORMANCE RIGHTS TO JOHN KROSHUS

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

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 200,000 Performance Rights to John Kroshus (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by John Kroshus (or his nominee) and any of his (or his nominees’) associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### 11. RESOLUTION 10 – APPROVAL OF 10% PLACEMENT CAPACITY– SHARES

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

*“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**DATED: 2 OCTOBER 2012**

**BY ORDER OF THE BOARD**

**SCOTT MISON  
DIRECTOR AND COMPANY SECRETARY**



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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

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### 1. FINANCIAL STATEMENTS AND REPORTS – AGENDA ITEM

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended June 2012 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.jupiterenergy.com](http://www.jupiterenergy.com).

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the previous financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

### 2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

### 2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

*If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy*

*You must direct your proxy how to vote on this Resolution.* Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

*If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).*

You ***do not*** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, ***you must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.***

*If you appoint any other person as your proxy*

You ***do not*** need to direct your proxy how to vote on this Resolution, and you ***do not*** need to mark any further acknowledgement on the Proxy Form.

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## 3. RESOLUTION 2 AND 3 – RE-ELECTION OF DIRECTORS – MR GEOFFREY GANDER AND MR ALASTAIR BEARDSALL

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has 4 Directors and accordingly 2 must retire.

Mr Geoffrey Gander and Mr Alastair Beardsall, the Directors longest in office since their last election, retire by rotation and seek re-election.

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#### 4. RESOLUTION 4 – MAINTENANCE OF PERFORMANCE RIGHTS PLAN – EXECUTIVE

##### 4.1 Background

In 2009, the Company adopted a performance rights plan under which eligible participants may be granted Performance Rights to acquire Shares in the Company. The Company wishes to maintain this performance rights plan, but limit its scope solely to employees and consultants who have been engaged by the Company for in excess of a year and who derive at least 80% of their income from the Company (**Consultants**). The limitation of the scope of the amended plan in this manner is consistent with current ASIC policy.

The intention of the Company's amended performance rights plan (**PRP – Executive**) is to reward current executive directors, full-time and part-time employees and Consultants of the Company and to provide ongoing incentives as the Company continues to conduct its exploration activities.

Resolution 4 seeks Shareholder approval under ASX Listing Rule 7.1 for the PRP - Executive.

A Performance Right typically does not have an exercise price and therefore allows a recipient, subject to satisfaction of the relevant vesting conditions and performance hurdles (as applicable), to benefit by their Performance Rights vesting into ordinary shares in the Company.

The objective of the PRP - Executive is to provide the Company with a remuneration mechanism, through the issue of securities in the capital of the Company, to motivate and reward the performance of executive directors and full-time and part-time employees in achieving specified performance milestones within a specified performance period.

The Board will ensure that the performance milestones attached to the securities issued pursuant to the PRP - Executive are aligned with the successful growth of the Company's business activities.

The executive directors, full-time and part-time employees of the Company and Consultants have been, and will continue to be, instrumental in the growth of the Company. The Directors consider that the PRP - Executive is an appropriate method to:

- (a) reward executive directors, full-time and part-time employees and Consultants for their past performance;
- (b) provide long term incentives for participation in the Company's future growth;
- (c) motivate executive directors, full-time and part-time employees and Consultants and generate loyalty; and
- (d) assist to retain the services of valuable executive directors, full-time and part-time employees.

The PRP - Executive will be used as part of the remuneration planning for executive directors and full-time and part-time employees and Consultants.

## 4.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

One of the exceptions to ASX Listing Rule 7.1 is Listing Rule 7.2 – Exception 9, which provides that ASX Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the 3 years before the date of issue, shareholders have approved the issue as an exception to ASX Listing Rule 7.1.

The effect of Resolution 4 will be to allow the Directors to grant Performance Rights pursuant to the PRP - Executive during the period of 3 years after the Meeting (or a longer period, if allowed by ASX), and to issue Shares to those executive directors, full-time and part-time employees and Consultants if they achieve the performance and vesting conditions of the Performance Rights, without using the Company's 15% annual placement capacity.

In the case of a Director, no Performance Rights may be issued to the Director without separate Shareholder approval pursuant to ASX Listing Rule 10.14.

## 4.3 Information required by the ASX Listing Rules – Terms of the PRP - Executive

A summary of the Terms of the PRP - Executive is provided in Schedule 1. A copy of the PRP - Executive will be made available to any Shareholder on request.

2,133,335 Performance Rights have been issued under –Performance Rights Plan as at the date of the Explanatory Memorandum.

## 4.4 Offer of Performance Rights

It is proposed that an offer of Performance Rights under the PRP - Executive will be made to executive directors, Geoffrey Gander and Scott Mison, as described in Resolutions 5 and 6, subject to approval being obtained at the Annual General Meeting. The terms of the Performance Rights to be offered to Geoffrey Gander and Scott Mison are set out in Schedule 2.

It is also proposed that an offer of Performance Rights will be made to non-executive directors, Alastair Beardsall and Baltabek Kuandykov, as described in Resolutions 7 and 8, subject to approval being obtained at the Annual General Meeting. The offer of Performance Rights to Alastair Beardsall and Baltabek Kuandykov will not be made under the PRP – Executive. However, the offer of Performance Rights to Alastair Beardsall and Baltabek Kuandykov will be made on the same terms as the PRP – Executive, and are summarised in Schedule 3.

It is further proposed that an offer of Performance Rights will be made to John Kroshus, an employee of the Company. The offer of Performance Rights to John Kroshus will not be made under the PRP – Executive. However, the offer of Performance Rights to John Kroshus will be made on the same terms as the PRP – Executive, and are summarised in Schedule 3.

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## 5. RESOLUTIONS 5 AND 6 – ISSUE OF PERFORMANCE RIGHTS TO EXECUTIVE DIRECTORS GEOFFREY GANDER AND SCOTT MISON

### 5.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue a total of 1,866,666 Performance Rights to Geoffrey Gander and Scott Mison (and/or their nominee) (**Executive Directors**) under the Jupiter Energy Limited Performance Rights Plan – Executive (**PRP-Executive**) (**Executive Performance Rights**). A summary of the principal terms of the PRP - Executive is set out in Schedule 1.

The purpose of the grant of Executive Performance Rights to the Executive Directors is to provide retention incentive and to further motivate and reward the performance of the Executive Directors for performance in successfully executing the Company's business plan and maximising value from the Company's assets for the benefit of all Shareholders.

Resolutions 5 and 6 are conditional on the approval of the PRP-Executive pursuant to Resolution 4.

The issue of Executive Performance Rights to Geoffrey Gander is subject to his re-election as director pursuant to Resolution 2.

### 5.2 Requirement for Shareholder approval

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

In addition, ASX Listing Rule 10.14 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

The issue of Executive Performance Rights to the Executive Directors requires the Company to obtain Shareholder approval because this issue constitutes giving a financial benefit and as Directors, the Executive Directors are each related parties of the Company.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of Executive Performance Rights to the Executive Directors.

### 5.3 Summary of the material terms of the Performance Rights

It is proposed that the Executive Directors be granted one class of Performance Rights, as set out below, for nil consideration.

Each Executive Performance Right will vest as one Share subject to the satisfaction of certain performance criteria (**Vesting Condition**). In the event that the Vesting Condition is not met, the Executive Performance Rights will not vest and as a result, no new Shares will be issued. There is nil consideration payable upon the vesting of an Executive Performance Right.

The Board proposes that the Vesting Condition (defined below at section 5.4) apply to these grants of Executive Performance Rights.

#### 5.4 **Vesting Condition**

Subject to a minimum increase of 25%, the Executive Performance Rights shall vest in proportion to the percentage increase in the Share price of the Company above 73.5 cents (**Vesting Condition**).

In respect of the Vesting Condition, the percentage increase in the Share Price of the Company will be calculated by reference to the volume weighted average price of Shares in the 20 consecutive trading days immediately prior to the Expiry Date (defined in Schedule 2).

The Board may, in its absolute discretion, determine that all or a specified number of a holder's Executive Performance Rights automatically vest in the event of:

- (a) a takeover bid in respect of the Company under Chapter 6 of the Corporations Act is made;
- (b) a Court orders a meeting to be held in relation to a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies;
- (c) any person becomes bound or entitled to acquire shares in the Company under:
  - (i) section 414 of the Corporations Act; or
  - (ii) Chapter 6A of the Corporations Act;
- (d) the Company passes a resolution for voluntary winding up; or
- (e) an order is made for the compulsory winding up of the Company, and

such a determination shall be notified to the holder in writing. If no determination is made or if the Board determines that some or all of a holder's Performance Rights do not vest, those Executive Performance Rights shall automatically lapse.

In the event the holder ceases to be a Director or employee prior to the satisfaction of the Vesting Condition, all Executive Performance Rights shall automatically lapse unless the holder ceases to be a Director as a result of being removed from office by Shareholders other than for misconduct in which case the Board may, in its absolute discretion, determine that all or a specified number of a holder's Executive Performance Rights automatically vest.

A full summary of the terms and conditions attaching to the Executive Performance Rights is set out in Schedule 2.

## 5.5 Technical information required by Chapter 2E of the Corporations Act and ASX Listing Rule 10.14

Pursuant to and in accordance with the requirements of Sections 219 of the Corporations Act and ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of Executive Performance Rights to the Related Parties:

- (a) the related parties are Geoffrey Gander and Scott Mison and they are related parties by virtue of being Directors;
- (b) the maximum number of Executive Performance Rights (being the nature of the financial benefit being provided) to be issued to the Executive Directors (or their nominees) is:
  - (i) 1,500,000 Executive Performance Rights to Geoffrey Gander; and
  - (ii) 366,666 Executive Performance Rights to Scott Mison.
- (c) the Executive Performance Rights will be issued for nil cash consideration and no consideration will be payable upon the vesting of the Executive Performance Rights on the achievement of the Vesting Conditions. Accordingly, no loans will be made in relation to, and no funds will be raised from the issue or vesting of the Executive Performance Rights;
- (d) 2,133,335 Performance Rights have been issued under the previously approved performance rights plan;
- (e) as at the date of this Notice of General Meeting, the related parties of the Company who are entitled to participate in the PRP - Executive are Geoffrey Gander and Scott Mison;
- (f) any additional persons referred to in ASX Listing Rule 10.14 who become entitled to participate in the PRP - Executive after Resolution 4 is approved and who were not named in the Notice will not participate in the PRP - Executive until approval is obtained under ASX Listing Rule 10.14;
- (g) the Executive Performance Rights will be issued to the Executive Directors no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Shares will be issued on one date;
- (h) the terms and conditions of the Executive Performance Rights are set out in Schedule 2. The Shares to be issued upon vesting of the Executive Performance Rights shall rank pari passu with existing Shares;
- (i) the value of the Executive Performance Rights and the pricing methodology is set out in Schedule 4;
- (j) the relevant interests of the Executive Directors in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares	Options <sup>1</sup>	Performance Rights <sup>2</sup>
Geoffrey Gander	3,147,224	Nil	666,667
Scott Mison	391,238	66,667	133,334

**Notes:**

1. Unlisted, exercisable at \$2.775 on or before 31 December 2012
2. Expiring on 31 December 2013 and subject to the same Vesting Conditions as outlined in section 5.4

- (k) the amounts paid from the Company to the Executive Directors and their associates for the previous two financial years are set out below:

Related Party	30 June 2011	30 June 2012
Geoffrey Gander	\$329,254	\$310,000
Scott Mison	\$152,850	\$130,000

- (l) if the Vesting Condition is satisfied, a total of 1,866,666 Shares would be allotted and issued. This will increase the number of Shares on issue from 153,377,693 to 155,244,359 (assuming that no Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.27% comprising 1.02% by Geoffrey Gander and 0.25% by Scott Mison. When combined with the Non-Executive Performance Rights, the total dilutive effect will be 3.29%;

- (m) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price (cents)	Date
Highest	0.75	20 March 2012
Lowest	0.36	10 January 2012
Last	0.525	1 October 2012

- (n) the primary purpose of the issue of Executive Performance Rights to the Executive Directors is to provide a performance linked incentive component in the remuneration package for the Executive Directors to motivate and reward the performance of the Executive Directors in their respective roles as executive directors;
- (o) the Board considers the grant of the Executive Performance Rights to be a cost effective remuneration practice and reasonable given the vesting conditions will align the interests of the Executive Directors with those of Shareholders. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Executive Performance Rights upon the terms proposed;
- (p) Geoffrey Gander declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution. However, in respect of Resolution 6 Geoffrey



Gander recommends that Shareholders vote in favour of the Resolution for the following reasons:

- (i) the grant of Executive Performance Rights to Scott Mison, in particular, the Vesting Conditions will align the interests of Scott Mison with those of Shareholders;
  - (ii) the grant of the Executive Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Scott Mison; and
  - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Executive Performance Rights upon the terms proposed;
- (q) Scott Mison declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material personal interest in the outcome of the Resolution. However, in respect of Resolution 5 recommends that Shareholders vote in favour of that Resolution for the reasons set out above at sections 5.5(p)(i), 5.5(p)(ii) and 5.5(p)(iii);
- (r) in forming their recommendations, each Director considered the experience of each other Executive Director, the existing and proposed contribution of each Executive Director to the Company and the current market practices; and
- (s) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 5 and 6.

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## 6. RESOLUTIONS 7 AND 8 – ISSUE OF NON-EXECUTIVE DIRECTOR PERFORMANCE RIGHTS TO ALASTAIR BEARDSALL AND BALTABEK KUANDYKOV

### 6.1 General

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue a total of 3,000,000 Performance Rights to Alastair Beardsall and Baltabek Kuandykov (**Non-Executive Directors**) (**Non-Executive Performance Rights**).

These Non-Executive Performance Rights are not proposed to be offered under a plan. This is consistent with current ASIC policy. However, the Non-Executive Performance Rights will be issued on the same terms and conditions as the Executive Performance Rights which will be issued under the PRP - Executive. A summary of the principal terms on which the Non-Executive Performance Rights will be issued is set out in Schedule 3.

The purpose of the grant of Non-Executive Performance Rights to the Non-Executive Directors is to provide retention incentive and to further motivate and reward the performance of the Non-Executive Directors for performance in successfully executing the Company's business plan and maximising value from the Company's assets for the benefit of all Shareholders.

Although the issue of the Non-Executive Performance Rights to the Non-Executive Directors is not in accordance with the recommendations contained in the Corporate Governance Council Guidelines, the Company considers it reasonable for the remuneration of non-executive directors to have a cash component and an equity component to further align non-executive directors' interests with Shareholders and provide cost effective consideration to non-executive directors for their ongoing commitment and contribution to the Company as non-executive directors of the Company.

## **6.2 Requirement for Shareholder approval**

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The grant of Non-Executive Performance Rights to the Non-Executive Directors requires the Company to obtain Shareholder approval because this issue constitutes giving a financial benefit and as Directors, the Non-Executive Directors are each Directors of the Company.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of the Non-Executive Performance Rights to the Non-Executive Directors.

## **6.3 Summary of the material terms of the Performance Rights**

It is proposed that the Non-Executive Directors be granted one class of Performance Right as set out below, for nil consideration.

Each Non-Executive Performance Right will vest as one Share subject to the satisfaction of certain performance criteria (being the Vesting Condition). In the event that the Vesting Condition is not met, the Non-Executive Performance Rights will not vest and as a result, no new Shares will be issued. There is nil consideration payable upon the vesting of a Non-Executive Performance Rights.

The Board proposes that the Vesting Condition described below (being the same Vesting Condition attaching to the Executive Performance Rights) apply to these grants of Non-Executive Performance Rights.

## 6.4 Vesting Condition

Subject to a minimum increase of 25%, the Non-Executive Performance Rights shall vest in proportion to the percentage increase in the Share price of the Company above 73.5 cents (being the Vesting Condition).

In respect of the Vesting Condition, the percentage increase in the Share price of the Company will be calculated by reference to the volume weighted average price of Shares in the 20 consecutive trading days immediately prior to the Expiry Date (defined in Schedule 1).

The Board may, in its absolute discretion, determine that all or a specified number of a holder's Non-Executive Performance Rights automatically vest in the event of:

- (a) a takeover bid in respect of the Company under Chapter 6 of the Corporations Act is made;
- (b) a Court orders a meeting to be held in relation to a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies;
- (c) any person becomes bound or entitled to acquire shares in the Company under:
  - (i) section 414 of the Corporations Act; or
  - (ii) Chapter 6A of the Corporations Act;
- (d) the Company passes a resolution for voluntary winding up; or
- (e) an order is made for the compulsory winding up of the Company, and

such a determination shall be notified to the holder in writing. If no determination is made or if the Board determines that some or all of a holder's Performance Rights do not vest, those Non-Executive Performance Rights shall automatically lapse.

In the event the holder ceases to be a Director, consultant or employee prior to the satisfaction of the Vesting Condition, all Non-Executive Performance Rights shall automatically lapse unless the holder ceases to be a Director as a result of being removed from office by Shareholders other than for misconduct in which case the Board may, in its absolute discretion, determine that all or a specified number of a holder's Non-Executive Performance Rights automatically vest.

A full summary of the terms and conditions attaching to the Non-Executive Performance Rights is set out in Schedule 3.

## 6.5 Technical information required by Chapter 2E of the Corporations Act and ASX Listing Rule 10.11

Pursuant to and in accordance with the requirements of Sections 219 of the Corporations Act and ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Non-Executive Performance Rights to the Non-Executive Directors:

- (a) the Non-Executive Directors are Alastair Beardsall and Baltabek Kuandykov by virtue of being Directors;
- (b) the maximum number of Non-Executive Performance Rights to be issued to the Non-Executive Directors (or their nominees) is:
  - (i) 1,500,000 Performance Rights to Alastair Beardsall; and
  - (ii) 1,500,000 Performance Rights to Baltabek Kuandykov;
- (c) the value of the Non-Executive Performance Rights and the pricing methodology is set out in Schedule 2;
- (d) the Non-Executive Performance Rights will be issued to the Non-Executive Directors no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Non-Executive Performance Rights will be issued on one date;
- (e) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out above at section 5.5(m) above;
- (f) the Non-Executive Performance Rights will be issued for nil cash consideration and no consideration will be payable upon the vesting of the Non-Executive Performance Rights on the achievement of the specified performance criteria. Accordingly, no loans will be made in relation to, and no funds will be raised from the issue or vesting of the Performance Rights;
- (j) details of the Non-Executive Performance Rights previously issued to the Non-Executive Directors is set out below at section 6.5(g) below. These Performance Rights were issued to the Non-Executive Directors on the same terms and conditions as the Performance Rights the subject of Resolutions 7 and 8;
- (g) the relevant interests of the Non-Executive Directors in securities of the Company as at the date of this Notice are set out below:

<b>Related Party</b>	<b>Shares</b>	<b>Options<sup>1</sup></b>	<b>Performance Rights<sup>2</sup></b>
Alastair Beardsall	1,250,000	Nil	666,667
Baltabek Kuandykov	Nil	Nil	666,667

**Notes:**

1. Unlisted, exercisable at \$2.775 on or before 31 December 2012
2. Expiring on 31 December 2013 and subject to the same Vesting Conditions as outlined in section 6.4

- (h) the amounts paid from the Company to the Non-Executive Directors and their associates for the previous two financial years are set out below:

Related Party	30 June 2011	30 June 2012
Alastair Beardsall	\$30,000*	\$40,000
Baltabek Kuandykov	\$30,000*	\$90,000

\* amount represents 9 months only

- (i) if the vesting conditions relating to the Non-Executive Performance Rights issued to the Non-Executive Directors are satisfied, a total of 3,000,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 153,377,693 to 158,377,693 (assuming that no Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.02% comprising 1.01% by Alastair Beardsall and 1.01% by Baltabek Kuandykov. When combined with the Executive Performance Rights, the total dilutive effect will be 3.29%;
- (j) the terms and conditions of the Non-Executive Performance Rights are set out in Schedule 3. The Shares to be issued upon vesting of the Non-Executive Performance Rights shall rank pari passu with existing Shares;
- (k) the Board acknowledges that the grant of Non-Executive Performance Rights to the Non-Executive Directors is contrary to Recommendation 8.2 of the ASX Corporate Governance Principles and Recommendations. However, the Board considers the grant of Non-Executive Performance Rights to the Non-Executive Directors reasonable in the circumstances for the reasons set out in subparagraphs 6.5(n)(i), 6.5(n)(ii) and 6.5(n)(iii);
- (l) the primary purpose of the issue of Non-Executive Performance Rights to the Non-Executive Directors is to provide a performance linked incentive component in the remuneration package for the Non-Executive Directors to motivate and reward the performance of the Non-Executive Directors in their respective roles as Directors;
- (m) the Board considers the grant of the Non-Executive Performance Rights to be a cost effective remuneration practice and reasonable given the vesting conditions will align the interests of the Non-Executive Directors with those of Shareholders. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Non-Executive Performance Rights upon the terms proposed;
- (n) Alastair Beardsall declines to make a recommendation to Shareholders in relation to Resolution 7 due to his material personal interest in the outcome of the Resolution. However, in respect of Resolution 8 Alastair Beardsall recommends that Shareholders vote in favour of those Resolutions for the following reasons:
  - (i) the grant of Non-Executive Performance Rights to the Non-Executive Directors, in particular, the Vesting Condition, will align the interests of the Non-Executive Directors with those of Shareholders;
  - (ii) the grant of the Non-Executive Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on

its operations than it would if alternative cash forms of remuneration were given to the Non-Executive Directors; and

- (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Performance Rights upon the terms proposed;
- (o) Baltabek Kuandykov declines to make a recommendation to Shareholders in relation to Resolution 8 due to his material personal interest in the outcome of the Resolution. However, in respect of Resolutions 7 recommends that Shareholders vote in favour of those Resolutions for the reasons set out above at sections 6.5(n)(i), 6.5(n)(ii) and 6.5(n)(iii);
- (p) in forming their recommendations, each Director considered the experience of each other Non-Executive Director, the existing and proposed contribution of each Non-Executive Director to the Company and the current market practices when determining the provision of the Loan upon the terms proposed; and
- (q) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 7 and 8.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Performance Rights to the Non-Executive Directors as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Performance Rights to the Non-Executive Directors will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

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## **7. RESOLUTION 9 – ISSUE OF PERFORMANCE RIGHTS TO JOHN KROSHUS**

### **7.1 General**

Resolution 9 seeks Shareholder approval for the allotment and issue of up to 200,000 Performance Rights to John Kroshus, an employee of the Company (**Placement**).

A summary of ASX Listing Rule 7.1 is set out in Section 4.2 above.

The effect of Resolution 9 will be to allow the Company to issue the Performance Rights pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### **7.2 Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (a) the maximum number of Performance Rights to be issued is 200,000;
- (b) the Performance Rights will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;

- (c) the Performance Rights will be issued for nil cash consideration and no consideration will be payable upon the vesting of the Performance Rights on the achievement of the specified performance criteria. Accordingly, no loans will be made in relation to, and no funds will be raised from the issue or vesting of the Performance Rights;
- (d) the Performance Rights will be allotted and issued to John Kroshus, who is not a related party of the Company;
- (e) the Performance Rights will be issued on the same terms and conditions as the Non-Executive Performance Rights as set out in Schedule 3; and
- (f) no funds will be raised from the Placement as the Performance Rights are being issued as partial remuneration to John Kroshus.

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## **8. RESOLUTION 10 – APPROVAL OF 10% PLACEMENT CAPACITY– SHARES**

### **8.1 General**

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 10, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 8.2 below).

The effect of Resolution 10 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 10 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 10 for it to be passed.

### **8.2 ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$80,523,289.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has three classes of Equity Securities on issue, being:

- (a) the Shares (ASX Code: JPR, AIM code: JPRL);
- (b) unlisted options; and
- (c) performance rights.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
  - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
  - (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under this rule; and
  - (iv) less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

### 8.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 10:

(a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in Section 8.3(b), the date on which the Equity Securities are issued.



(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid).

or such longer period if allowed by ASX (**10% Placement Capacity Period**).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 10 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	0.26 50% decrease in Issue Price	0.525 Issue Price	1.05 100% increase in Issue Price
153,377,693 (Current)	Shares issued	15,337,769	15,337,769	15,337,769
	Funds raised	\$3,987,820	\$7,975,640	\$15,951,280
230,066,540 (50% increase)	Shares issued	23,006,654	23,006,654	23,006,654
	Funds raised	\$5,981,730	\$11,963,460	\$23,926,920
306,755,386 (100% increase)	Shares issued	30,675,538	30,675,538	30,675,538
	Funds raised	\$7,975,640	\$15,951,280	\$31,902,559

\*The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-

rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

**The table above uses the following assumptions:**

1. The current shares on issue are the Shares on issue as at 1 October 2012.
2. The issue price set out above is the closing price of the Shares on the ASX on 1 October 2012.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

**(d) Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for the development of Block 31, the Company's wholly owned asset in Kazakhstan, including drilling of exploration and development wells and general working capital; or
- (ii) as non-cash consideration for the acquisition of new resources assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

**(e) Allocation under the 10% Placement Capacity**

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;

- (iii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
  - (v) prevailing market conditions; and
  - (vi) advice from corporate, financial and broking advisers (if applicable).
- (f) **Previous Approval under ASX Listing Rule 7.1A**

The Company has not previously obtained approval under ASX Listing Rule 7.1A.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

#### **8.4 Voting Exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 10.

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## GLOSSARY

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\$ means Australian dollars.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

**Company** means Jupiter Energy Limited (ACN 084 918 481).

**Constitution** means the Company's constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** means the current directors of the Company.

**Executive Performance Right** means Performance Right granted pursuant to Resolution 5 and 6 under the PRP – Executive with the terms and conditions set out in Schedule 2.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Non-Executive Performance Right** means a Performance Right granted pursuant to Resolutions 7 and 8 on the terms and conditions set out in Schedule 3.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Optionholder** means a holder of an Option.

**Performance Right** means a performance right to acquire a Share.

**Proxy Form** means the proxy form accompanying the Notice.

**PRP - Executive** means the employee in incentive scheme titled Jupiter Energy Limited Performance Rights Plan - Executive to be adopted pursuant to Resolution 4 as summarised in Schedule 1.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2012.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**Vesting Condition** means the vesting condition attached to the Performance Rights, issued pursuant to Resolutions 5-9.

**WST** means Western Standard Time as observed in Perth, Western Australia.

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## SCHEDULE 1 – SUMMARY OF THE PERFORMANCE RIGHTS PLAN – EXECUTIVE

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The full terms of the PRP – Executive may be inspected at the registered office of the Company during normal business hours. A summary of the terms of the PRP Executive is set out below -

- (a) The PRP – Executive is open to any full time or part time employee of the Company (including its subsidiaries) or consultants who have been engaged by the Company (including its subsidiaries) for in excess of a year and who derive at least 80% of their income from the Company and who is declared by the Board to be eligible to receive grants of Performance Rights under the PRP – Executive.
- (b) A Performance Right is an entitlement to a Share subject to satisfaction of achievement criteria and the corresponding obligation of the Company to provide the Share.
- (c) A Performance Right granted under the PRP – Executive will not vest until the vesting conditions imposed by the Board are satisfied. If the vesting conditions are not satisfied, the Performance Rights will lapse and the holder will have no entitlement to any Shares.
- (d) The Board may, at its absolute discretion and only where a participant continues to satisfy any relevant conditions imposed by the Board, grant Performance Rights to participants with effect from the date determined by the Board, upon the terms set out in the PRP – Executive and upon such additional terms and vesting conditions as the Board determines.
- (e) Unless the Board determines otherwise, participants will not be liable to make payment for Performance Rights granted to them.
- (f) Performance Rights are transferable only with consent of the Board.
- (g) The exercise of any vested Performance Right will be effected in the form and manner determined by the Board, and, if an amount is payable on vesting of the Performance Right, will be accompanied by payment of that amount, unless the manner of payment of that amount is otherwise provided for by the Board.
- (h) The Company must issue to or procure the transfer to the participant the number of Shares in respect of which vested Performance Rights are exercised, within a reasonable time after a Performance Right is exercised.
- (i) All Shares allotted under the PRP – Executive rank equally with other Shares on issue at the time those Shares are provided and carry the same rights and entitlements as those conferred by other Shares.
- (j) Shares issued on exercise of Performance Rights are subject to restrictions on transfer, unless the participant requests that the Company waives those restrictions and that request is approved by the Company.
- (k) The Board may, in its absolute discretion, determine that all or a specified number of a holder's Performance Rights automatically vest in the event of:
  - (i) a takeover bid in respect of the Company under Chapter 6 of the Corporations Act is made;

- (ii) a Court orders a meeting to be held in relation to a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies;
- (iii) any person becomes bound or entitled to acquire shares in the Company under:
  - i. section 414 of the Corporations Act; or
  - ii. Chapter 6A of the Corporations Act;
- (iv) the Company passes a resolution for voluntary winding up; or
- (v) an order is made for the compulsory winding up of the Company, and

such a determination shall be notified to the holder in writing. If no determination is made or if the Board determines that some or all of a holder's Performance Rights do not vest, those Performance Rights shall automatically lapse

- (l) If Shares are issued pro-rata to Shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment) involving capitalisation or reserves or distributable profits, the number of Performance Rights to which each holder is entitled, or any amount payable on vesting of the Performance Rights, or both as appropriate, will be adjusted in the manner determined by the Board to ensure that no advantage accrues to the holder as a result of the bonus issue and in any event in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the bonus issue.
- (m) In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Performance Rights to which each Participant is entitled, or any amount payable on vesting of the Performance Rights, or both as appropriate, will be adjusted in the manner determined by the Board to ensure that no advantage or disadvantage accrues to the holder as a result of such corporate actions and in any event in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (n) Subject to paragraphs (l) and (m), there are no participating rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights unless the vesting conditions have been satisfied and the relevant Shares have been issued prior to the records date for determining entitlements. However, the Company will give notice to the holders of any new issues of capital prior to the records date for determining entitlements.
- (o) The Board may at any time by resolution amend all or any of the provisions of the PRP – Executive, or the terms or conditions of any Performance Right granted under the PRP – Executive.
- (p) Without the consent of the participant, no amendment may be made to the terms of any granted Performance Right which reduces the rights of the participant in respect of that Performance Right, other than an amendment:
  - (i) for the purpose of complying with or conforming to present or future State or Commonwealth legislation governing or regulating the maintenance or operation of the PRP – Executive or like PRP – Executives;

- (ii) to correct any manifest error or mistake; or
  - (iii) to take into consideration possible adverse tax implications in respect of the PRP – Executive arising from, amongst others, adverse rulings from the Commissioner of Taxation, changes to tax legislation (including an official announcement by the Commonwealth of Australia) and/or change in the interpretation of tax legislation by a court of competent jurisdiction.
- (q) The holder of Performance Rights does not have any entitlement to vote at a general meeting of Shareholders.



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## SCHEDULE 2 – SUMMARY OF THE PERFORMANCE RIGHTS TO BE ISSUED TO THE EXECUTIVE DIRECTORS

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The Performance Rights entitle the holder to Shares on the following terms and conditions:

- (a) Subject to the satisfaction of the vesting condition set out in paragraph 1.1(b), each Performance Right vests to one Share.
- (b) Subject to a minimum increase of 25%, the Performance Rights for each holder shall vest in proportion to the % increase in the Share price of the Company above 73.5 cents (**Vesting Condition**). In respect of the Vesting Condition, the % increase in the Share price of the Company will be calculated by reference to the volume weighted average price of Shares in the 20 consecutive trading days immediately prior to the Expiry Date.
- (c) The Board may, in its absolute discretion, determine that all or a specified number of a holder's Performance Rights automatically vest in the event of:
  - (i) a takeover bid in respect of the Company under Chapter 6 of the Corporations Act is made;
  - (ii) a Court orders a meeting to be held in relation to a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies;
  - (iii) any person becomes bound or entitled to acquire shares in the Company under:
    - (A) section 414 of the Corporations Act; or
    - (B) Chapter 6A of the Corporations Act;
  - (iv) the Company passes a resolution for voluntary winding up; or
  - (v) an order is made for the compulsory winding up of the Company, andsuch a determination shall be notified to the holder in writing. If no determination is made or if the Board determines that some or all of a holder's Performance Rights do not vest, those Performance Rights shall automatically lapse.
- (d) In the event the holder ceases to be a Director, consultant or employee prior to the satisfaction of the Vesting Condition, all Performance Rights shall automatically lapse unless the holder ceases to be a Director as a result of being removed from office by Shareholders other than for misconduct in which case the Board may, in its absolute discretion, determine that all or a specified number of a holder's Performance Rights automatically vest.
- (e) The Performance Rights shall expire at 5.00 pm (WST) on 31 December 2013 (**Expiry Date**). Any Performance Right not vested before the Expiry Date shall automatically lapse on the Expiry Date and the holder shall have no entitlement to Shares pursuant to those Performance Rights.
- (f) The Performance Rights will be issued for nil cash consideration and no consideration will be payable upon the vesting of the Performance Rights on the satisfaction of the Vesting Condition.

- (g) Immediately following the Expiry Date the Company shall notify the holder of that proportion of Performance Rights that have vest and shall, unless otherwise directed by the holder, allot the associated number of Shares within 10 Business Days of the Expiry Date.
- (h) The Company will not apply for quotation of the Performance Rights on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the vesting of Performance Rights on ASX within 10 Business Days after the date of allotment of those Shares.
- (i) All Shares allotted upon the vesting of Performance Rights will upon allotment rank pari passu in all respects with other Shares.
- (j) The Performance Rights are not transferable except with the prior written consent of the Board.
- (k) If Shares are issued pro-rata to Shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment) involving capitalisation or reserves or distributable profits, the number of Performance Rights to which each holder is entitled, or any amount payable on vesting of the Performance Rights, or both as appropriate, will be adjusted in the manner determined by the Board to ensure that no advantage accrues to the holder as a result of the bonus issue and in any event in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the bonus issue.
- (l) In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Performance Rights to which each Participant is entitled, or any amount payable on vesting of the Performance Rights, or both as appropriate, will be adjusted in the manner determined by the Board to ensure that no advantage or disadvantage accrues to the holder as a result of such corporate actions and in any event in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (m) Subject to paragraphs (k) and (o), there are no participating rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights unless the Vesting Condition has been satisfied and the relevant Shares have been issued prior to the records date for determining entitlements. However, the Company will give notice to the holders of any new issues of capital prior to the records date for determining entitlements.
- (n) A Performance Right does not confer the right to vote or receive dividends.

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## SCHEDULE 3 – SUMMARY OF THE PERFORMANCE RIGHTS TO BE ISSUED TO THE NON-EXECUTIVE DIRECTORS

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A summary of the terms and conditions of the Performance Rights to be issued to the Non-Executive Directors is set out below:

- (a) **(Vesting)**: Subject to the satisfaction of the vesting condition set out in paragraph (b), each Performance Right vests to one Share.
- (b) **(Vesting condition)**: Subject to a minimum increase of 25%, the Performance Rights for each holder shall vest in proportion to the % increase in the Share price of the Company above 73.5 cents (**Vesting Condition**). In respect of the Vesting Condition, the % increase in the Share price of the Company will be calculated by reference to the volume weighted average price of Shares in the 20 consecutive trading days immediately prior to the Expiry Date.
- (c) **(Expiry Date)**: The Performance Rights shall expire at 5.00 pm (WST) on 31 December 2013 (**Expiry Date**). Any Performance Right not vested before the Expiry Date shall automatically lapse on the Expiry Date and the holder shall have no entitlement to Shares pursuant to those Performance Rights.
- (d) **(Consideration)**: The Performance Rights will be issued for nil cash consideration and no consideration will be payable upon the vesting of the Performance Rights on the satisfaction of the Vesting Condition.
- (e) **(Automatic vesting)**: The Board may, in its absolute discretion, determine that all or a specified number of a holder's Performance Rights automatically vest in the event of:
  - (ii) a takeover bid in respect of the Company under Chapter 6 of the Corporations Act is made;
  - (iii) a Court orders a meeting to be held in relation to a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies;
  - (iv) any person becomes bound or entitled to acquire shares in the Company under:
    - (A) section 414 of the Corporations Act; or
    - (B) Chapter 6A of the Corporations Act;
  - (v) the Company passes a resolution for voluntary winding up; or
  - (vi) an order is made for the compulsory winding up of the Company, andsuch a determination shall be notified to the holder in writing. If no determination is made or if the Board determines that some or all of a holder's Performance Rights do not vest, those Performance Rights shall automatically lapse.
- (f) **(When employment ceases)**: In the event the holder ceases to be a Director, consultant or employee prior to the satisfaction of the Vesting Condition, all Performance Rights shall automatically lapse unless the holder ceases to be a Director as a result of being removed from office by Shareholders other than for misconduct in which case the Board may, in its absolute discretion, determine

that all or a specified number of a holder's Performance Rights automatically vest.

- (g) **(Lapse of a Performance Right):** A Performance Right will lapse upon the earlier to occur of:
- (i) failure to meet the Performance Right's Vesting Condition;
  - (ii) the Expiry Date (defined below);
  - (iii) the Performance Right lapsing in accordance with rule (m);
  - (iv) the Performance Right lapsing in accordance with a provision of rule (g); or
  - (v) the 7 year anniversary of the date of grant of the Performance Rights.
- (h) **(Ceasing to satisfy relevant conditions – vested Performance Right):** If for any reason a Related Party ceases to be Director or otherwise ceases to satisfy any other relevant condition imposed by the Board after a Performance Right has vested but before a Performance Right has been exercised, the Participant may exercise those vested Performance Rights within the 6 month period following cessation of employment or ceasing to satisfy any other relevant conditions (as appropriate) or such other period (longer or shorter) as the Board determines, after which they lapse.
- (i) **(Notification):** Immediately following the Expiry Date the Company shall notify the holder of that proportion of Performance Rights that have vested and shall, unless otherwise directed by the holder, allot the associated number of Shares within 10 Business Days of the Expiry Date.
- (j) **(Share ranking):** All Shares allotted upon the vesting of Performance Rights will upon allotment rank pari passu in all respects with other Shares.
- (k) **(Listing of Shares on ASX):** The Company will not apply for quotation of the Performance Rights on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the vesting of Performance Rights on ASX within 10 Business Days after the date of allotment of those Shares.
- (l) **(Transfer of Performance Rights):** A Performance Right is only transferable:
- (i) with the consent of the Board; or
  - (ii) by force of law upon death to the Related Party's legal personal representative or upon bankruptcy to the Related Party's trustee in bankruptcy.
- (m) **(Lapse on incorrect transfer):** Where the Related Party purports to transfer a Performance Right other than in accordance with rule (k) the Performance Right immediately lapses.
- (n) **(Adjustment for bonus issue):** If Shares are issued pro-rata to Shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment) involving capitalisation or reserves or distributable profits, the number of Performance Rights to which each holder is entitled, or any amount payable on vesting of the Performance Rights, or both as appropriate, will be adjusted in the manner determined by the Board to ensure that no advantage accrues to the holder as a result of the bonus issue and in

any event in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the bonus issue.

- (o) **(Adjustment for re-organisation)**: In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Performance Rights to which each Related Party is entitled, or any amount payable on vesting of the Performance Rights, or both as appropriate, will be adjusted in the manner determined by the Board to ensure that no advantage or disadvantage accrues to the holder as a result of such corporate actions and in any event in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
  
- (p) **(No other participation)**: Subject to paragraphs (n) and (o), during the currency of any Performance Rights and prior to vesting, the Related Parties are not entitled to participate in any new issue of securities of the Company as a result of their holding Performance Rights. In addition, the Related Parties are not entitled to vote nor to receive dividends as a result of their holding Performance Rights.

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**SCHEDULE 4 – VALUATION OF PERFORMANCE RIGHTS**

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The Performance Rights to be issued pursuant to Resolutions 6 - 9 have been independently valued.

Using a hybrid model that incorporates a trinomial option valuation and a Monte Carlo simulation and based on the assumptions set out below, the Performance Rights were ascribed the following value:

<b>Assumptions:</b>	
Valuation date	24 September 2012
Market price of Shares	56 cents
Conversion price	Nil
Expiry date (length of time from issue)	1.27 years
Risk free interest rate	2.72%
Volatility (discount)	75%
<b>Indicative value per Performance Right</b>	19.15 cents
<b>Total Value of Performance Rights</b>	\$931,967
- Geoffrey Gander	\$287,250
- Scott Mison	\$70,217
- Alastair Beardsall	\$287,250
- Baltabek Kuandykov	\$287,250

Note: The valuation noted above is not necessarily the market price that the Performance Rights could be traded at and is not automatically the market price for taxation purposes.

**Lodge your vote:**



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**

(within Australia) 1300 652 210  
(outside Australia) +61 3 9415 4633

┌ 000001 000 JPR  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

 **For your vote to be effective it must be received by 10.00 am (WST) Wednesday 7 November 2012**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form →**



View the annual report, 24 hours a day, 7 days a week:

**[www.jupiterenergy.com.au](http://www.jupiterenergy.com.au)**

To view or update your securityholding

**[www.investorcentre.com](http://www.investorcentre.com)**

**Your secure access information is:**

**SRN/HIN: I999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Jupiter Energy Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Jupiter Energy Limited to be held at The Celtic Club, 48 Ord Street, West Perth, WA on Friday, 9 November at 10.00 am (WST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2, 5, 6, 7, 8, 9 & 10 (except where I/we have indicated a different voting intention below) even though Items 2, 5, 6, 7, 8, 9 & 10 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** For Item 6, this express authority is also subject to you marking the box in the section below.

If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2, 5, 6, 7, 8, 9 & 10 by marking the appropriate box in step 2 below.

**Important for Items 2 & 6:** If the Chairman of the Meeting is your proxy and you have not directed the Chairman how to vote on Item 6 below, please mark the box in this section. If you do not mark this box and you have not otherwise directed your proxy how to vote on Items 2 & 6, the Chairman of the Meeting will not cast your votes on Items 2 & 6 and your votes will not be counted in computing the required majority if a poll is called on these items. The Chairman of the Meeting intends to vote undirected proxies in favour of Items 2 & 6 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman has an interest in the outcome of Items 2 & 6 and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

## STEP 2 Items of Business

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

		For	Against	Abstain			For	Against	Abstain
Item 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 8	Issue of Non-Executive Performance Rights to Alastair Beardsall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-Election of Director - Mr Geoffrey Gander	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 9	Issue of Non_executive Performance Rights to Baltabek Kuandykov	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-Election of Director - Mr Alastair Beardsall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 10	Issue of Performance Right to John Kroshus	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Maintenance of Employee Incentive Scheme - Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 11	Approval of 10% Placement Capacity - Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Issue of Executive Performance Rights to Geoffrey Gander	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Item 7	Issue of Executive Performance Rights to Scott Mison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

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

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /