

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Jupiter Mines Limited (**JMS**)

ACN/ARSN 105 991 740

1. Details of substantial holder (1)

Name Ntsimbintle Holdings (Pty) Ltd (South African entity with reg #: 2004/003269/07) and its associates referred to in Section 6

ACN/ARSN (if applicable) See Section 6

The holder became a substantial holder on 6 October 2020

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
FULLY PAID ORDINARY	106,996,323	106,996,323	5.46%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Ntsimbintle Holdings (Pty) Ltd	Relevant interest arising under Section 608(1) of the Corporations Act 2001 by way of direct holdings.	106,996,323 ORD

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Ntsimbintle Holdings (Pty) Ltd	Ntsimbintle Holdings (Pty) Ltd	Ntsimbintle Holdings (Pty) Ltd	106,996,323 ORD

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
		Cash	
Ntsimbintle Holdings (Pty) Ltd	See Annexure A	See Annexure A	45,797,239 ORD

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Ntsimbintle Mining (Pty) Ltd (South African entity with reg #: 2009/018042/07)	Association by virtue of Section 12(2)(a) of the Corporations Act 2001– Entities controlled by Ntsimbintle Holdings (Pty) Ltd
Khwara Manganese (Pty) Ltd (South African entity with reg #: 2014/182204/07)	
Ntsimbintle Marketing and Trading Pte. Ltd (Singapore entity with reg #: 201810530C)	
Limeng International Trading (Tianjin) Co. Ltd (China entity with reg #: 91 120118MA06XFUK80)	
Mokala Manganese (Pty) Ltd (South African entity with reg #: 2012/190540/07)	
Tshipi é Ntle Manganese Mining Proprietary Limited (South African entity with reg #: 2008/003117/07)	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Ntsimbintle Holdings (Pty) Ltd	89 Central Street, Houghton, Johannesburg, South Africa
Ntsimbintle Mining (Pty) Ltd	89 Central Street, Houghton, Johannesburg, South Africa
Khwara Manganese (Pty) Ltd	89 Central Street, Houghton, Johannesburg, South Africa
Ntsimbintle Marketing and Trading Pte. Ltd	150 Beach Road, The Gateway West, #35-31, 189720, Singapore
Limeng International Trading (Tianjin) Co. Ltd	Room 1738, MSD-C1, No.79, 1 st Avenue, Teda, Tianjin, 300457
Mokala Manganese (Pty) Ltd	39 Melrose Boulevard, Melrose Arch, Johannesburg, 2196
Tshipi é Ntle Manganese Mining Proprietary Limited	52 Grosvenor Road, 1 st Floor Sable Building, Fairway Office Park, Bryanston, 2010

Signature

print name Moses Modidima Ngoasheng

Capacity Managing Director

sign here



date

06 October 2020

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

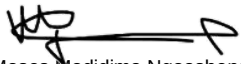
See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure A

This is Annexure A of 1 page (including this page) referred to in Form 603 (Notice of initial substantial holder) lodged by Ntsimbintle Holdings (Pty) Ltd and its associates referred to in Section 6 of that notice.

Signed on behalf of Ntsimbintle Holdings (Pty) Ltd



Moses Modidima Ngoasheng
Managing Director
Dated: 6 October 2020

On-market acquisitions of JMS Fully Paid Ordinary Shares by Ntsimbintle Holdings (Pty) Ltd since 06 June 2020

Date of acquisition	Consideration (AUD)	Number of securities
11-Jun-20	\$17,249.76	61,514
12-Jun-20	\$1,349,521.25	5,000,000
15-Jun-20	\$1,356,036.91	5,227,822
16-Jun-20	\$1,544,313.00	6,000,000
17-Jun-20	\$863,463.93	3,352,141
18-Jun-20	\$734,993.61	2,850,069
19-Jun-20	\$602,008.33	2,226,321
24-Jun-20	\$35,479.58	126,523
25-Jun-20	\$920,525.20	3,282,666
26-Jun-20	\$70,729.50	252,227
29-Jun-20	\$228,832.95	816,328
30-Jun-20	\$1,569,192.74	5,595,866
06-Oct-20	\$3,081,613.36	11,005,762
Total		45,797,239