
JUPITER ENERGY LIMITED

ABN 65 084 918 481

NOTICE OF GENERAL MEETING

TIME: 10am WST

DATE: Thursday 7 June, 2007

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.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders of Jupiter Energy Limited will be held at 10am WST on Thursday 7 June 2007 at:

The Celtic Club, 48 Ord Street, West Perth, WA 6005

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) post or deliver the proxy form to Jupiter Energy Limited, Level 1, 1275 Hay Street, West Perth, Western Australia 6005; or
- (b) fax the proxy form to the Company on facsimile number (61 8) 9322 8244,

so that it is received not later than 10am WST on Tuesday 5 June, 2007. Proxy forms received later than this time will be invalid.

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NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Jupiter Energy Limited will be held at The Celtic Club, 48 Ord Street, West Perth, WA 6005 on Thursday 7 June, 2007 at 10am (WST).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at the close of business on Tuesday, 5 June, 2007.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE

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 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 17,500,000 Shares at an issue price of 4 cents each on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this resolution by a person who participated in the issue and any associates of those persons.

RESOLUTION 2 – ISSUE OF SHARES AND OPTIONS

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

"That, pursuant to ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 100,000,000 Shares at an issue price of 4 cents each together with up to 100,000,000 free attaching Options to raise up to \$4,000,000 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and any person who might obtain a benefit if the resolution is passed, except a benefit solely in the capacity of a holder of ordinary securities, and any of their associates.

RESOLUTION 3 – ISSUE OF OPTIONS

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 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 100,000,000 Options at an issue

price of 0.1 cent per Option to raise up to \$100,000 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 proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if the Resolution is passed and any associates of those persons.

DATED: 1 MAY 2007

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'G. Gander', with a horizontal line extending to the right.

**GEOFF GANDER
EXECUTIVE DIRECTOR
JUPITER ENERGY LIMITED**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held at The Celtic Club, 48 Ord Street, West Perth, WA 6005 on Thursday 7 June, 2007 at 10am (WST).

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE

1.1 General

On 10 April 2007, the Company announced its intention to make a placement of 17,500,000 Shares at 4 cents each to raise \$700,000. The placement of Shares was completed on 26 April, 2007. None of the subscribers pursuant to this issue were related parties of the Company. Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of those Shares (**Ratification**).

1.2 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 during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

By ratifying this issue of Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% threshold set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the Ratification:

(a) 17,500,000 Shares were allotted and issued to the parties set out below:

Alloftee	Number of Shares
Manikato Financial Services Pty Ltd	600,000
D Jendry	600,000
Paso Holdings Pty Ltd	700,000
P and K Andrews <Grumpy Superannuation Fund>	600,000
Persal and Co Investments Pty Ltd	4,800,000
Redbrook Nominees Pty Ltd	700,000
Segue Resources Limited	1,875,000
R Gemelli	250,000
Petroleum Ventures Pty Ltd	1,875,000
FNZ Custodians Limited	250,000

Sabre Power Systems Pty Ltd	500,000
Treluc Investments Pty Ltd	450,000
N Silver	300,000
Buyshop Limited	300,000
Shah Nominees Pty Ltd <Louis Carsten Super Fund>	500,000
Vfax.com Pty Ltd	450,000
GJ Marano and C Morano <GJ Morano Super Fund>	125,000
Dawesville Nominees Pty Ltd <Peter Avery Super Fund>	1,250,000
S Wilson	100,000
A Turco	250,000
Mount Street Investments Pty Ltd <The M J Blake S/F A/C>	750,000
View Factory Pty Ltd	150,000
Mr Roger Blake & Mrs Erica Lynette Blake <ELB II A/C>	125,000
Total	17,500,000

- (b) the Shares were allotted and issued on or before 30 April, 2007;
- (c) the issue price of each of the Shares was 4 cents each;
- (d) the Shares issued were all full paid ordinary shares in the capital of the Company; and
- (e) the funds raised (\$700,000) will be used for the purposes set out in Section 2.2(f) of this Explanatory Statement.

2. RESOLUTION 2 – ISSUE OF SHARES AND OPTIONS

Resolution 2 seeks Shareholder approval for the allotment and issue of up to 100,000,000 Shares at an issue price of 4 cents each with one (1) free attaching Option for every one (1) Share issued, to raise up to \$4,000,000.

2.1 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is contained in Section 1.2 of this Explanatory Statement.

One circumstance where an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders in general meeting.

The effect of Resolution 2 will be to allow the Directors to issue up to 100,000,000 Shares and up to 100,000,000 free attaching Options during the period of 3 months after the Meeting (or a longer period if allowed by ASX), without using the Company's 15% placement capacity.

2.2 ASX Listing Rule 7.3

ASX Listing Rule 7.3 requires that the following information be disclosed to shareholders for the purposes of obtaining shareholder approval pursuant to ASX Listing Rule 7.1:

- (a) the maximum number of securities to be issued by the Company is 100,000,000 Shares and 100,000,000 Options;
- (b) the Shares will be issued at an issue price of 4 cents per Share and the Options will be issued for nil cash consideration;
- (c) the allottees of the Shares and Options are not known at this stage but they will be placed to clients of Indian Ocean Capital Pty Ltd and no allottee will be a related party or associate of the Company;
- (d) it is anticipated that the Shares to be issued pursuant to Resolution 2 will be issued and allotted on one date and not later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules);
- (e) the Shares to be issued will be fully paid ordinary shares in the capital of the Company and will rank equally with the existing Shares on issue. The Options will be issued on the terms set out in Section 2.3 of this Explanatory Statement; and
- (f) the funds raised from the issue of the Shares pursuant to Resolutions 1, 2 and 3 will be applied to secure a cornerstone oil and gas project and to supplement working capital.

2.3 Terms of Options

Each Option will be issued pursuant to Resolution 2 on the following terms:

- (a) each Option entitles the holder to one (1) fully paid ordinary Share in the capital of the Company;
- (b) the Options are exercisable at any time on or prior to 5.00pm on 30 June 2010 (**Expiry Date**) by completing an option exercise form and delivering it together with the payment for the number of Shares in respect of which the Options are exercised to the registered office of the Company;
- (c) the Option exercise price is 8 cents per Option;
- (d) subject to the Corporations Act, the ASX Listing Rules and the Company's Constitution, the Options are freely transferable;
- (e) all Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then issued Shares. The Company will apply for quotation of the Options and Shares issued upon exercise of the Options on ASX;
- (f) there are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 business

days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue;

- (g) an Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised; and
- (h) if at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules.

3. RESOLUTION 3 – ISSUE OF OPTIONS

3.1 Background

Resolution 3 seeks Shareholder approval for the issue and allotment of 100,000,000 Options at an issue price of 0.1 cents per Option to raise \$100,000.

3.2 ASX Listing Rules

A summary of ASX Listing Rule 7.1 is contained in Section 1.2 of the Explanatory Statement.

The effect of Resolution 3 will be to allow the Directors to issue 100,000,000 Options during the period of 3 months after the Meeting (or a longer period if allowed by ASX), without using the Company's 15% placement capacity.

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders when seeking an approval for the purposes of ASX Listing Rule 7.1:

- (a) the maximum number of Options to be issued is 100,000,000;
- (b) the Options will be issued at a price of 0.1 cents each;
- (c) the terms of the Options are set out in Section 2.3 above;
- (d) the Options will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur on the same date;
- (e) the allottees of the Shares and Options are not known at this stage but they will be placed to clients of Indian Ocean Capital Pty Ltd and no allottee will be a related party or associate of the Company; and
- (f) the Company intends to use the funds raised for the purposes set out in Section 2.2(f) of this Explanatory Statement.

4. ENQUIRIES

Shareholders are required to contact Executive Director Geoff Gander on (+ 61 8) 9322 8222 or 0417 914 137 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

All references to currency are to Australian Dollars and cents.

ASX means ASX Limited (ABN 98 008 624 691).

ASX Listing Rules or **Listing Rules** means the official listing rules of ASX, as amended from time to time.

Board means the board of Directors as constituted from time to time.

Company or **Jupiter** means Jupiter Energy Limited (ABN 65 084 918 481).

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

Explanatory Statement means the Explanatory Statement accompanying the Notice of Meeting.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share on the terms and conditions set out in Section 2.3 of the Explanatory Statement.

Resolution means a resolution set out in the Notice of Meeting.

Share or Shares means an ordinary fully paid share or shares in capital of the Company.

Shareholder means a shareholder in the Company.

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

PROXY FORM

APPOINTMENT OF PROXY
JUPITER ENERGY LIMITED
ABN 65 084 918 481

GENERAL MEETING

I/We

being a Member of Jupiter Energy Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

OR

Mark this box if you wish to appoint the Chairman of the Meeting as your proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Meeting to be held at The Celtic Club, 48 Ord Street, West Perth, WA 6005 on Thursday 7 June, 2007 at 10am (WST) and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Voting on Business of the General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Ratification of Prior Issue	☐	☐	☐
Resolution 2	Issue of Shares and Options	☐	☐	☐
Resolution 3	Issue of Options	☐	☐	☐
		☐	☐	☐

OR

If you do **not** wish to direct your proxy how to vote, please place a mark in this box ☐

By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Resolution/s 1-3 and your votes will not be counted in computing the required majority if a poll is called on this/these Resolution/s. The Chairman intends to vote in favour of this/these Resolution/s.

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

Signed this day of 2007

By:

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Sole Director and Sole Company Secretary

Sole Director and Sole Company Secretary

JUPITER ENERGY LIMITED

ABN 65 084 918 481

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act 2001. Section 127 of the Corporations Act 2001 provides that a company may execute a document without using its common seal if the document is signed by:
 - directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act 2001, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.

To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) post or deliver the proxy form to Jupiter Energy Limited, Level 1, 1275 Hay Street, West Perth, Western Australia 6005; or
- (b) fax the proxy form to the Company on facsimile number (61 8) 9322 8244,

so that it is received not later than 10am (WST) on Tuesday 5 June, 2007.

Proxy forms received later than this time will be invalid.