



# JUPITER MINES LIMITED

ABN 51 105 991 740

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1<sup>ST</sup> March 2010

## **The Manager**

Company Announcements Office  
Australian Stock Exchange Limited  
Level 4, 20 Bridge Street  
SYDNEY NSW 2000

Via Electronic Lodgement

## **Jupiter Mines Limited Announces Transformational Deal**

### **Summary**

- **JMS to acquire a 49.9% stake in the world-class Tshipi Kalahari Manganese Project (“Tshipi”) in South Africa;**
- **Tshipi has a SAMREC compliant Mineral Resource of 163 million tonnes at 37% Mn;**
- **Tshipi is located adjacent to the open pit Mamatwan mine, one of the biggest manganese mines in the world;**
- **Development of Tshipi anticipated in 2010 with 2013 production target;**
- **Significantly accelerates Jupiter’s Steel Feed Corporation (“SFC”) strategy;**
- **Adds a complementary manganese business to Jupiter’s existing iron ore, and manganese exploration activities in Australia; and**
- **Brian Gilbertson to become a Non-Executive Director of Jupiter at the closing of this transaction.**

### **Transaction Details**

Jupiter Mines Limited (ASX: JMS) today announced that it is in the advanced stages of negotiating binding agreements that will accelerate its steel feed strategy with the proposed acquisition of 49.9% of the Tshipi Kalahari Manganese Project (“Tshipi Project”) in South Africa, from a group of investors including Pallinghurst Resources Limited (the “Pallinghurst Co-Investors”) (“The Tshipi Transaction”). The Tshipi Transaction which is subject to certain conditions precedent, including finalising a share sale agreement between Jupiter and the Pallinghurst Co-Investors, shareholder, FIRB and other regulatory approvals, is expected to transform Jupiter into a significant manganese and iron ore explorer and developer.

Under the terms of the proposed Tshipi Transaction, Jupiter will issue 1,160,363,867 new shares to the Pallinghurst Co-Investors at a price of 21.10 c/share (based on the 30day VWAP of Jupiter shares prior to this announcement), implying a value of approximately AUD490 million for the Tshipi Project. **Jupiter's proposed acquisition of 49.9% of the Tshipi Project has an implied value of AUD245 million.** Along with this sizeable project, this transaction also delivers onto Jupiter's register a number of international strategic shareholders who endorse Jupiter's SFC strategy and have the necessary financial resources to back that strategy: AMCI, Midstream & Resources and Investec, Pallinghurst Resources' founder and Chairman Brian Gilbertson will join Jupiter's Board as Non-Executive Director at the closing of this transaction.

The Tshipi Transaction is subject to conditions precedent, including:

1. The satisfactory completion of an Independent Expert Report, technical asset evaluation and legal due diligence investigation, all of which have commenced;
2. The formalisation of comprehensive agreements including (but not limited to) share sale agreement and shareholder agreements between the relevant parties;
3. The approval of the Tshipi Transaction by Jupiter shareholders, at an Extraordinary General Meeting, and by Ntsimbintle shareholders; and
4. The approval of applicable regulatory and statutory bodies (including but not limited to FIRB) as required.

### **Tshipi Kalahari Manganese Project**

The Tshipi Project is 100% held by Tshipi é Ntle Manganese Mining (Proprietary) Limited ("Tshipi é Ntle") whose current shareholders comprise Ntsimbintle (50.1%) and the Pallinghurst Co-Investors (49.9%).

The Tshipi Project is located in the Kalahari basin, one of the largest manganese regions in the world. The Tshipi Project is located adjacent to the Mamatwan mine, owned and operated by Samancor Manganese (Proprietary) Limited's subsidiary Hotazel Manganese Mines (Proprietary) Limited, which is majority owned by BHP Billiton. The Project will mine the ore body which is contiguous to, and a direct extension of, the Mamatwan ore body that has been mined for over 45 years and currently produces about 3 million tonnes per annum of manganese ore.

During 2008 and 2009, Tshipi é Ntle carried out a comprehensive drilling campaign which was the basis for the completion of a feasibility study. A Mineral Resource estimate has been prepared for the Tshipi Kalahari Manganese Project which is compliant with the South African Code for the Reporting of Exploration Results, Mineral Resources and Mineral Reserves ("the SAMREC Code (2007)"). The Mineral Resource estimate totals 163.23 million tonnes at 37.1% Mn (refer Table 1) with significant potential for additional resources beyond the currently defined levels. The technical due diligence process, to be undertaken as a condition precedent to the Tshipi Transaction, will independently review this mineral resource estimate and furthermore the SAMREC Mineral Resources will, in due course, be restated in compliance with the JORC Code.

**Table 1 - Tshipi Kalahari Manganese Project – Mineral Resource Estimate**

Deposit	Indicated		Inferred		Total (Indicated and Inferred)	
	Million tonnes	% Mn	Million tonnes	% Mn	Million tonnes	% Mn
<b>Zone M</b>	22.69	37.95	39.64	37.87	<b>62.33</b>	<b>37.90</b>
<b>Zone C</b>	22.95	36.68	40.61	37.01	<b>63.56</b>	<b>36.89</b>
<b>Zone N</b>	12.83	36.67	20.73	35.98	<b>33.56</b>	<b>36.25</b>
<b>Altered</b>	3.35	35.35	0.43	31.41	<b>3.78</b>	<b>34.90</b>
<b>Total</b>	<b>61.82</b>	<b>37.07</b>	<b>101.41</b>	<b>37.11</b>	<b>163.23</b>	<b>37.10</b>

**Table 1**

The **Mineral Resource estimate** for the Tshipi Kalahari Manganese Project, as of 10th July 2009, was compiled and signed-off by Mr. D. R. Young, a Director of The Mineral Corporation, and a Competent Person in terms of the South African Code for the Reporting of Exploration Results, Mineral Resources and Mineral Reserves (the SAMREC Code (2007)), and by Mr. S. R. Q. Nupen, a geologist with The Mineral Corporation. Mr. Young and Mr. Nupen's relevant qualifications are summarised below:

**D R Young**

BSc Honours, Chelsea College, London University (1974). Fellow of the Geological Society of South Africa (FGSSA). Member of the South African Institute of Mining and Metallurgy (MSAIMM). Fellow of the Australasian Institute of Mining and Metallurgy (FAusIMM). South African Council for Natural Scientific Professions (Pr Sci Nat 400989/83). 35 years experience in the minerals industry as a geologist conducting Mineral Resource evaluations and valuation throughout the world in numerous commodities including manganese in the Kalahari Manganese Field.

**S R Q Nupen**

BSc Hons (Geology) UCT (1999) South African Council for Natural Scientific Professions (Pr Sci Nat 400174/07) Member of the Geological Society of South Africa (MGSSA) 9 years experience in exploration, orebody modelling, and Mineral Resource evaluation including platinum, gold and manganese in the Kalahari Manganese Field, uranium and iron ore.

The Mineral Corporation, a South African based geological and mining advisory company, prepared the mineral resource estimate.

Tshipi é Ntle's feasibility study indicated the viability of an open cut mining operation that is expected to produce approximately 2 million tonnes per annum of lumpy product over 28 years, utilising 62 million tonnes of the 163 million tonnes Mineral Resource estimate.

Based upon the feasibility study, approximately US\$200 million of capital expenditure would be required to develop the Project. Jupiter's share of that will be approximately US\$100 million. It is anticipated that, upon reaching a steady state production rate, the Project will be a lowest cost quartile producer. It is anticipated that the development of the mine will commence in 2010 with the aim to be in production no later than early 2013. A fast tracked mine development schedule is under investigation and could result in earlier market entry outcomes.

The Tshipi Project is expected to become the next major South African high grade manganese ore producer.

## **Potential Jupiter Strategic Shareholders (“Pallinghurst Co-investors”)**

### ***Pallinghurst Resources Limited (“Pallinghurst”)***

Pallinghurst is a specialist natural resources investment company with investments in platinum, manganese, iron ore, emeralds and the luxury goods brand Fabergé. Pallinghurst has its primary listing on the JSE Limited (formerly Johannesburg Stock Exchange) in South Africa, a secondary listing on the Bermuda Stock Exchange, and has raised approximately US\$300 million in equity share capital. Pallinghurst is currently a strategic shareholder in Jupiter.

### ***AMCI***

AMCI is a leading private equity house that specialises in global energy and resources investments. AMCI has some of the world’s leading energy and mining industry experts at its helm with its global staff located strategically to identify and manage opportunities where they arise. AMCI is a private equity fund of the AMCI Group. The AMCI Group is an active global investor in coal, iron ore, base metals, power, shipping, logistics and trading.

### ***Investec***

Investec is an international specialist banking group that provides a diverse range of financial products and services to a select client base in three principle markets, the United Kingdom, South Africa and Australia. The Investec Group was established in 1974 and it focuses on delivering distinctive profitable solutions for its clients in five core areas of activity, namely Private Client Activities, Capital Markets, Investment Banking, Asset Management and Property Activities. Investec is a leading provider of financial services, with an integrated product offering, pulling together significant technical skills, transaction experience and broad access to global financial markets.

### ***Midstream & Resources***

Midstream & Resources (“M&R”) is a US-based family of private equity funds with over US\$1.6 billion under management. M&R invests in the energy and mineral sectors. M&R makes equity investments in entities with talented, experienced management teams, focused on hard assets that are integral to existing and growing markets.

### ***POSCO***

POSCO is a Korean corporation that is listed on the Republic of Korea, New York and Tokyo Stock Exchanges. POSCO is one of the largest steel producers in the world. POSCO operates two steel mills in Korea, one in Pohang and the other in Gwangyang. It is one of the main suppliers to the Korean automotive and ship building industries. POSCO’s subsidiary POSCO Australia is currently a strategic shareholder in Jupiter.

### **Commentary**

Jupiter’s Non-executive Chairman Mr. Geoffrey Wedlock said, “This is a company transforming transaction for Jupiter. We have recently announced our intention to be a focused steel feed raw materials company, and this transaction is consistent with this strategy. Not only does it significantly accelerate our SFC strategy, it positions Jupiter as a major manganese and iron ore explorer and developer, with a manganese project it can immediately develop.

“Jupiter is also expanding its manganese asset base with an aggressive exploration program on its 890km<sup>2</sup> Oakover Manganese Project in the East Pilbara region of Western Australia. Significant progress has been made in the last month and we are encouraged by the potential for this asset. The Oakover manganese assets will strategically complement the Tshipi asset from a marketing perspective.”

Pallinghurst Resources' Chairman Mr. Brian Gilbertson said, "Pallinghurst recognises Jupiter's significant potential. This transaction provides commodity and geographical diversification, and fast tracks Jupiter's transition from explorer to a developer and producer. Upon completion, a priority will be to bring Tshipi into production at an early date."

Following completion of due diligence and entry into formal documentation, Jupiter will hold an Extraordinary General Meeting to seek shareholder approval for the proposed Tshipi Transaction, which is expected to occur in April 2010.

The Jupiter board unanimously supports this Tshipi Transaction.

For and on behalf of the directors of Jupiter Mines Limited

**END**

Robert Benussi  
Company Secretary & CFO

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# THE MINERAL CORPORATION

ADVISORS TO THE MINERAL BUSINESS

24 February 2010

Pallinghurst Kalahari (Mauritius) Limited  
54 Jermyn Street  
London  
SW1Y 6LX  
United Kingdom

ATTENTION: Mr Finn Behnken

Consent of Competent Person

Dear Finn

We hereby give consent to publish information pertaining to Mineral Resource estimates for the Tshipi Kalahari Manganese Project contained in the press release: "Jupiter Mines Limited Announces A Transformational Deal" dated 1 March 2010.

We confirm that the Mineral Resource estimates contained in this release are those compiled and signed-off by D. R. Young, a Director of The Mineral Corporation, and a Competent Person in terms of the South African Code for the Reporting of Exploration Results, Mineral Resources and Mineral Reserves (the SAMREC Code (2007)), and by S. R. Q. Nupen, a geologist with The Mineral Corporation.

Mr. D. Young is a Fellow of the Geological Society of South Africa (FGSSA), a Fellow of the Australasian Institute of Mining and Metallurgy (FAusIMM) and is registered with the South African Council for Natural Scientific Professions (Pr Sci Nat 400989/83). He has 35 years experience in the minerals industry as a geologist conducting Mineral Resource evaluations and valuation throughout the world in numerous commodities including manganese in the Kalahari Manganese Field and other related minerals.

Mr. Nupen is a Member of the Geological Society of South Africa (MGSSA) and is registered with the South African Council for Natural Scientific Professions (Pr Sci Nat 400174/07). He has 9 years experience in exploration, orebody modelling, and Mineral Resource evaluation including platinum, gold, manganese in the Kalahari Manganese Field, uranium and iron ore.

**D. R. Young**  
**Competent Person**

**S. R. Q. Nupen**

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