



# **NOTICE OF 2008 ANNUAL GENERAL MEETING**

**Including Explanatory Notes and Proxy Form**

to be held on  
Thursday, 27 November 2008

9.00am (registration commencing 15 minutes earlier)

at  
Suite 2  
1233 High Street  
Armadale, Vic 3143  
Australia

This is an important document. It should be read in its entirety. If you are in doubt as to the course you should follow, consult your financial or other professional adviser.

**NOTICE OF 2008 ANNUAL GENERAL MEETING**

Notice is hereby given that the 2008 Annual General Meeting of Mining Projects Group Limited [ACN 006 189 331] ("the Company") will be held at Suite 2, 1233 High Street, Armadale, Victoria, 3143, Australia on Thursday, 27 November 2008 at 9.00am, for the purposes of considering and, if thought fit, passing each of the resolutions referred to in this Notice of 2008 Annual General Meeting.

The Explanatory Notes and Proxy Form accompanying this Notice of 2008 Annual General Meeting are hereby incorporated in and comprise part of this Notice of 2008 Annual General Meeting.

**BUSINESS**

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**2008 Annual Financial Report**

To receive and consider the Annual Financial Report of the Company and of the Economic Entity for the year ended 30 June 2008, comprising the Financial Report, the Directors' Report and the Audit Report. At the meeting, a representative of the Company's auditors, PKF will be available to answer any questions of the members.

**RESOLUTIONS – ORDINARY BUSINESS**

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To consider, and if thought fit, to pass, with or without amendment, the following ordinary resolutions:

**Resolution 1: Re-election of Executive Director – Richard Revelins**

"That, Richard Revelins, an Executive Director of the Company, who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Further details in respect of Resolution 1 are set out in the Explanatory Notes accompanying this Notice of 2008 Annual General Meeting.

**Resolution 2: Non-binding resolution to adopt Remuneration Report**

"That, Members hereby adopt the 2008 Remuneration Report as published in the Directors' Report section of the Company's 2008 Annual Financial Report."

Further details in respect of Resolution 2 are set out in the Explanatory Notes accompanying this Notice of 2008 Annual General Meeting.

Dated: Thursday 16<sup>th</sup> October 2008

By the order of the Board



Richard Revelins  
Company Secretary

The accompanying Explanatory Notes and Proxy Form including Voting Instructions form part of this Notice of 2008 Annual General Meeting.

**EXPLANATORY NOTES TO NOTICE OF 2008 ANNUAL GENERAL MEETING**

These Explanatory Notes accompany and form part of the Mining Projects Group Limited Notice of 2008 Annual General Meeting to be held on Thursday, 27 November 2008 at 9.00am. The Notice of 2008 Annual General Meeting should be read together with these Notes.

**ORDINARY BUSINESS**

**Resolution 1: Re-election of Executive Director – Richard Revelins**

At each Annual General Meeting of the Company, one third of the Directors of the Company must retire from office by rotation, in accordance with the Company's Constitution. The Managing Director is not subject to rotation. No Director (except a Managing Director) shall retain office for a period in excess of three years without submitting himself or herself for re-election. A Director who retires from office by rotation and is eligible for re-election may offer him or herself for re-election.

Richard Revelins – Executive Director

Director since 1991

Mr Revelins, has held senior executive positions in merchant banking and stockbroking firms and has acted as an advisor to a number of public companies in such matters as takeovers, mergers and acquisitions, sale of businesses, debt and equity raisings and strategic financial advice.

**Resolution 2: Non-binding resolution to adopt Remuneration Report**

Pursuant to the *Corporations Act 2001* at the Annual General Meeting of a listed company, the Company must propose a resolution that the Remuneration Report be adopted. The vote on this Resolution is advisory only and does not bind either the Directors or the Company.

The purpose of Resolution 2 is to lay before the Shareholders, the Company's Remuneration Report so that Shareholders may ask questions about or make comments on the management of the Company in accordance with the requirements of the *Corporations Act 2001* and vote on a non-binding resolution to adopt the Remuneration Report for the year ended 30 June 2008.



# Mining Projects Group Limited

ACN: 006 189 331

## PROXY FORM

SAMPLE CUSTOMER  
SAMPLE ADDRESS  
SAMPLE ADDRESS  
SAMPLE ADDRESS  
SAMPLE ADDRESS

**All correspondence to:**  
Mining Projects Group Ltd  
Suite 2, 1233 High Street  
Armadale Victoria 3143  
Ph: (03) 9824 8166  
Fx: (03) 9824 8161

### Appointment of Proxy

I/We being members/s of Mining Projects Group Ltd and entitled to vote hereby appoint

the Chairman of the Meeting (mark with an "X")

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing the person named, or if no person 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, as the proxy sees fit) at the Annual General Meeting of Mining Projects Group Ltd to be held at Suite 2, 1233 High Street, Armadale Victoria 3143 at 9.00 am on 27 November 2008 and at any adjournment of that meeting.

### Voting directions to your proxy – please mark x to indicate your directions

		<i>For</i>	<i>Against</i>	<i>Abstain*</i>
<b><u>Resolution 1:</u></b>	<b>Re-election of Mr. Richard Revelins serve as a Director</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b><u>Resolution 2:</u></b>	<b>Non-Binding Adoption of Remuneration Report</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

**PLEASE SIGN HERE - This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.**

Individual or Security holder 1

Security holder 2

Security holder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

### Contact Telephone Number

Contact Name

Contact Daytime Telephone

Date

## How to complete this Proxy Form

### 1 Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please contact the Company's share registry to arrange for changes to be made.

### 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the Company.

### 3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be noted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### 4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form.

### 5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: were the holding is in one name, the holder must sign.
- Joint Holding: where the holding is more than one name, all the security holders should sign.
- Power of Attorney: to sign under a Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney.
- 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 Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

## Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at 9.00 am on Thursday 27 November 2008. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by posting, delivery or facsimile to:

<b>Registered Office</b> Suite 2 1233 High Street Armadale Victoria 3143 PO Box 8046 Armadale Victoria 3143 Ph: 03 9824 8166 Fx: 03 9824 8161	<b>Share Registry</b> Security Transfer Registrar 770 Canning Highway Applecross Western Australia 6153 Ph: 08 9315 2333 Fx: 08 9315 2233
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