

MINING PROJECTS GROUP LIMITED

(ABN 84 006 189 331)

PROSPECTUS

A non-renounceable rights issue of 1 share for every 2 Shares held at 0.2 cents each, together with 1 free option having an exercise price of 0.2 cents and an expiry date of 6 July 2014 for every 1 share issued.

The Offer is partially underwritten. Peregrine Corporate Limited [ABN 40 062 478 997] (Australian Financial Services Licence ("AFSL") No. 237858) has agreed to underwrite any shortfall in acceptances up to \$916,772 (458,386,015 shares and options, being 50% of the Shares and Options offered under this Prospectus).

THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY

If you do not understand its contents, you should consult your stockbroker, accountant or other professional adviser without delay.

This prospectus ("this Prospectus") is dated 16 June 2009. A copy of this Prospectus was lodged with the Australian Securities & Investments Commission ("ASIC") on the same date. Neither ASIC nor ASX Limited ("ASX") nor their respective officers take any responsibility as to the contents of this Prospectus.

The securities offered under this Prospectus are considered speculative.

CORPORATE DIRECTORY

Directors

Mr Bryan Frost (Chairman)
Mr Richard Revelins (Director)
Mr James Babbage (Director)

Secretary

Mr Richard Revelins

Registered Office

Suite 2
1233 High Street
Armadale, Victoria, 3143
Telephone +61 3 9824 8166
Facsimile +61 3 9824 8161

Share Registry

Security Transfer Registrars Pty Limited
770 Canning Highway
Applecross, Western Australia, 6153

Address for Return of Acceptances

Security Transfer Registrars Pty Limited
PO Box 535
Applecross, Western Australia, 6953

PROPOSED TIMETABLE

Lodgement of Prospectus	16 June 2009
Existing Shares quoted "ex" entitlement basis	19 June 2009
Proposed record date to identify Shareholders entitled to participation in the Rights Issue ("the Record Date")	25 June 2009
Dispatch of Prospectus	29 June 2009
Closing Date	13 July 2009
New Shares quoted on deferred settlement basis	14 July 2009
Dispatch date of holding statements	21 July 2009

*The above dates should be regarded as **indicative only**. Subject to the Corporations Act, the Listing Rules and other applicable laws, the Company in consultation with the Underwriter reserves the right to change the above dates, to close the Offer before the date stated above, to extend the Closing Date and subsequent dates, or not to proceed with the Offer described in this Prospectus.*

No securities will be issued on the basis of this Prospectus after 15 July 2010, being the expiry date of this Prospectus.

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1. The Offer

Mining Projects Group Limited (“the Company” or “Mining Projects Group”) has issued this Prospectus in connection with a non-renounceable rights issue of 1 fully paid ordinary share (“Share”) for every 2 Shares held at the Record Date at an issue price of 0.2 cents (\$0.002) each, together with one free attaching option for every Share issued (“the Offer”).

Each option will have an exercise price of 0.2 cents (\$0.002) and an expiry date of 6 July 2014 (“Option”). The Options will entitle the holder, upon exercise, to one fully paid ordinary Share in the capital of Mining Projects Group. The full terms of the Options are set out in Section 8.

Fractional entitlements will be rounded down.

The Company will, within seven days of the date of this Prospectus, apply to ASX for admission of the Shares and Options to official quotation. Official quotation of Options will be conditional upon there being a sufficient number of holders of the Options upon completion of the Offer to satisfy the requirements of ASX for the creation of a secondary class of listed security. No application monies will be repaid if the new Options offered under this Prospectus are not admitted to official quotation.

The Offer is partially underwritten. Peregrine Corporate Limited [ABN 40 062 478 997] (AFSL No. 237858), a company associated with Mr Bryan Frost and Mr Richard Revelins, directors of the Company, has agreed to underwrite any shortfall in acceptances up to \$916,777 (458,388,515 Shares and Options, being 50% of the Shares and Options offered under this Prospectus). Further details of the underwriting arrangement are set out in Section 9 of this Prospectus.

2. Purpose of the Offer

The funds raised by the Offer will be applied towards working capital and to fund future activities of the Company, after payment of the costs of the Offer.

3. Effect of the Offer on Mining Projects Group

The effect of the Offer on Mining Projects Group will be to:

- increase the funds available to be applied towards the activities described in Section 2; and
- alter the capital structure of Mining Projects Group as described in Section 4.

4. Effect on the Capital Structure of Mining Projects Group

The table below sets out the existing issued Shares and un-exercised options of the Company, and the effect on the Company's capital structure of issuing the securities offered under this Prospectus.

SHARES

<i>Number</i>	<i>Description</i>	<i>\$</i>
1,833,554,062	Existing issued ordinary Shares	27,594,553
916,777,031*	Shares offered under this Prospectus (maximum)	1,833,554*
	Anticipated costs of the Offer	(82,200)
2,750,331,093*	TOTAL	29,345,907*

OPTIONS

	Number of options	Expiry date	Exercise price	ASX code
<i>Existing</i>	1,023,136,413	31 July 2009	\$ 0.009 (0.9 cents)	MPJO
<i>Offered under this Prospectus:</i>	916,777,031*	6 July 2014	\$0.002 (0.2 cents)	
	1,939,913,444*	Total options (existing and offered)		

* Subject to rounding down fractional entitlements.

The above table assumes acceptances are received for all Shares and Options offered under this Prospectus and no existing options are exercised.

The Company announced on 29 May 2009 that it proposes undertaking the following capital raising activities after the close of the Offer:

1. A private placement of up to 500,000,000 Shares and 1 for 1 free attaching Options, at an issue price of 0.2 cents (\$0.002) each; and
2. An offer to holders of existing listed MPJO options having an exercise price of 0.9 cents (\$0.009) and an expiry date of 31 July 2009 of 3 new Options for each 4 MPJO options held, at an issue price of 0.01 cents (\$0.0001) per Option. If no MPJO options are exercised and all offers to holders of existing MPJO options are accepted, up to 767,352310 new Options would be issued, subject to rounding of fractional entitlements.

The Company also announced on 12 June 2009 that it has engaged in negotiations with shareholders of Xplor Limited [ABN 85 107 358 341] ("Xplor") for the potential acquisition of the balance of the issued shares of that company. Xplor is an unlisted public company. The Company and its wholly owned subsidiary AMN Nominees Pty Ltd [ABN 60 062 549 919] presently hold approximately 13.88% of the issued shares of Xplor after dilution for an anticipated issue of 2.25 million shares by that company. As at the date of this Prospectus those negotiations have not been completed. It is anticipated that if the Company acquires the balance of the issued shares of Xplor the Company will issue up to 246,628,140 fully paid ordinary shares at a deemed issue price of \$0.002 (0.2 cents) as consideration for the acquisition of approximately 16.44 million Xplor shares. The acquisition would be subject to shareholders approving the issue of shares by the Company. If the acquisition proceeds, a notice of general meeting and an explanatory statement with details of the acquisition terms will be sent to shareholders.

The Offer in this Prospectus is not conditional upon the above proposed capital raisings or potential acquisition proceeding. Shares and options which may be issued if the above proposed capital raisings or potential acquisition proceed do not carry any entitlement to participate in the Offer made under this Prospectus, and shares and options offered under this Prospectus do not entitle the recipient to participate in the above proposed capital raisings or potential acquisition.

Further announcements will be made about the above proposed capital raisings and potential acquisition. One or more prospectuses may also be issued by the Company in connection with the above proposed capital raisings and offers of shares to acquire Xplor shares. The Company engages in ongoing discussions and negotiations, and seeks to identify potential opportunities for developing the Company's activities. While the Company seeks to advance discussions or negotiations, there is no certainty that any arrangements will be finalised on particular terms or at all. The Company will make announcements regarding such matters in accordance with its continuous disclosure obligations.

Copies of announcements by the Company, including copies of prospectuses lodged with ASIC, are released by ASX on its website www.asx.com.au and will also be made available on the Company's website www.miningprojectsgroup.com.au. Copies of announcements can also be obtained from the Company upon request.

5. Acceptance Instructions

Shareholders may:

- exercise their rights to participate in the Offer in part or in full; or
- exercise their rights to participate in the Offer in full; or
- take no action under this Offer.

All acceptances must be made on the personalised Entitlement and Acceptance Form which accompanies this Prospectus. Instructions for completing and returning the Entitlement and Acceptance Form are set out on the form.

The completed Entitlement and Acceptance Form together with a cheque or money order for the applicable amount must be returned to:

Postal Delivery:

Security Transfer Registrars Pty Ltd
PO Box 535
APPLECROSS WA 6953

If by hand delivery:

Security Transfer Registrars Pty Ltd
770 Canning Highway
APPLECROSS WA 6153

to be received by no later than 5:00pm Perth time (WST) on 13 July 2009, or such later date as the Company may specify. The Company and Security Transfer Registrars Pty Ltd accept no responsibility for delayed or misdelivered Entitlement and Acceptance Forms.

The amount payable is calculated by multiplying the number of Shares and Options applied for by 0.2 cents (\$0.002). Cheques should be made payable to "Mining Projects Group Ltd Application Account" and crossed "Not Negotiable".

Cheques must be payable in Australian dollars, drawn on an Australian branch of an Australian bank.

Payment by bank transfer or direct debit will only be accepted in accordance with the BPay® instructions on the Entitlement and Application Form or by prior arrangement with the Company.

The allotment and issue of Shares and Options will occur as soon as practicable after the Offer has closed. Thereafter, statements of Share and Option holdings will be despatched. It is the responsibility of recipients to determine their allocation prior to trading in Shares or Options. Recipients trading Shares or Options before they receive their statements will do so at their own risk. The Company may reject an acceptance where payment of the application monies is not received or a cheque is not honoured, or without prejudice to its rights issue Shares and Options in response to the acceptance and recover outstanding application monies from the recipient.

Subject to the requirements of the Corporations Act and the Listing Rules of ASX, the Directors reserve the right at their discretion to issue Shares and Options for which acceptances are not received up to the maximum number referred to in this Prospectus at an issue price not less than the issue price at which the Shares and Options are offered under this Prospectus, up to three months after the closing date. The recipients of these Shares and Options need not be shareholders of the Company.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. Persons resident in countries outside Australia should consult their professional

advisers as to whether any governmental or other consents are required or whether formalities need to be observed to enable them to acquire Shares and Options. Return of a duly completed Entitlement and Acceptance Form or payment will be taken by the Company to constitute a representation that there has been no breach of such requirements.

No account has been taken of the particular objectives, financial situation or needs of recipients of this Prospectus. Because of this, recipients of this Prospectus should have regard to their own objectives, financial situation and needs.

Recipients of this Prospectus should make their own independent investigation and assessment of the Company, its business, assets and liabilities, prospects and profits and losses, and the risks associated with investing in the Company. Independent expert advice should be sought before any decision is made to accept the Offer, or to acquire Shares and Options or other securities of the Company.

6. Continuous Disclosure Obligations

This Prospectus is issued by the Company in accordance with the provisions of the Corporations Act applicable to a prospectus for continuously quoted securities.

Section 713 of the Corporations Act enables a company to issue a special prospectus where the securities or options offered to acquire securities under that prospectus are continuously quoted securities within the meaning of the Corporations Act. This generally means that the relevant securities are in a class of securities that were quoted enhanced disclosure securities at all times during the 12 months before the date of the prospectus and, as such, the issuing company was subject to the continuous disclosure regime provided for under the Corporations Act and the Listing Rules of ASX.

In summary, special prospectuses are required to contain information in relation to the effect of the offer of securities on the company, and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company. Accordingly, this Prospectus does not contain the same level of disclosure as a prospectus of an unlisted company or an initial public offering prospectus.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the date of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

As a disclosing entity under the Corporations Act, Mining Projects Group is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to Mining Projects Group may be obtained from, or inspected at, an office of ASIC.

Any person may request, and the Company will provide free of charge, a copy of each of the following documents during the acceptance period of this Prospectus:

- (i) the financial statements of the Company for the financial year ended 30 June 2008, being the most recent annual financial report of the Company lodged with ASIC before the lodgement of this Prospectus with ASIC;
- (ii) the half yearly financial report of the Company for the period ending 31 December 2008 lodged with ASIC on 16 March 2009;
- (iii) any continuous disclosure notices given by the Company since the lodgement of the annual financial report referred to in (i) above and before lodgement of this Prospectus. Continuous disclosure notices given by the Company since the lodgement of the annual financial report to the date of this Prospectus are listed in Section 7 of this Prospectus.

The Shares offered pursuant to this Prospectus are in a class of securities which have been continuously quoted on ASX for a period in excess of 12 months.

The Options offered pursuant to this Prospectus are options over shares in a class of securities which has been continuously quoted on ASX for a period in excess of 12 months.

7. ASX Announcements

The following announcements (continuous disclosure notices) have been made by the Company to ASX since 1 October 2008 being the date of lodgement of the 2008 annual financial report incorporating the Company's annual financial statements for the year ended 30 June 2008.

Date	Headline
12/06/2009	Mining Projects Group Proposed Acquisition of Xplor Limited
29/05/2009	Proposed Non-Renounceable Rights Issue and Placements
29/04/2009	Quarterly Activities and Cash Flow Reports
14/04/2009	Notice of change of interest of substantial holder for WWI
16/03/2009	Half Year Accounts
05/03/2009	Appendix 3B
30/01/2009	Quarterly Activities and Cash Flow Reports
12/01/2009	Becoming a substantial holder for WWI (lodged 08/01/2009)
24/12/2008	MPJ Receives Composite Assay Results for Talga Peak Project
27/11/2008	Results of Annual General Meeting
31/10/2008	Quarterly Report for the 3 Months Ended 30 th September 2008
24/10/2008	Notice of General Meeting/Proxy Form
01/10/2008	Annual Report to shareholders

Any person may request, and the Company will provide free of charge, a copy of any of the above announcements during the application period of this Prospectus.

The Company may make further announcements to ASX from time to time. Copies of announcements are released by ASX on its website, www.asx.com.au, and will also be made available on the Company's web site, www.miningprojectsgroup.com.au. Copies of announcements can also be obtained from the Company upon request. Prospective investors are advised to refer to ASX's website or the Company's website for updated releases about events or matters affecting Mining Projects Group.

In making statements in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act 2001 and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

No person is authorised to give information or to make any representation in connection with this Prospectus which is not contained in this Prospectus. Any such information not so contained may not be relied on as having been authorised by Mining Projects Group in connection with this Prospectus.

8. Terms of Securities Offered

The Shares will be fully paid ordinary shares in the capital of the Company, which will rank equally with, and will have the same voting and other rights as, the existing issued Shares of the Company. The rights attaching to the Company's Shares are set out in the Company's constitution, the Listing Rules of ASX and the Corporations Act. The Company's constitution has been lodged with ASIC. The constitution contains provisions common for public companies in Australia and is taken to be included in this Prospectus by operation of Section 712 of the Corporations Act. Any person may request a copy of the constitution during the application period of the Prospectus, which the Company will provide free of charge. The constitution is also available at the Company's web site, www.miningprojectsgroup.com.au.

Rights attaching to the Options offered under this Prospectus are as follows:

- (a) Each Option entitles the holder to acquire one ordinary fully paid Share in the capital of the Company.
- (b) The Options are exercisable at any time prior to 5:00 pm Melbourne time on 6 July 2014 ("the Expiry Date") by completing the 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. Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- (c) The exercise price of the Options is 0.2 cents (\$0.002) per Option payable in full on exercise.

- (d) Subject to the Corporations Act, the ASX Listing Rules, and the Constitution of the Company, Options are freely transferable. All Shares issued upon exercise of Options will rank *pari passu* in all respects with, and will have the same terms as, the Company's then issued ordinary fully paid Shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX.
- (e) The Options will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the relevant Options.
- (f) There are no participation rights or entitlements inherent in the Options. Option holders are not entitled to participate in new issues of securities offered to shareholders without first exercising the Options. Subject to any waiver granted by ASX, the Company will send notices to Option holders at least five business days prior to the record date applying to offers of securities made to shareholders during the currency of the Options.
- (g) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction

Shares issued upon the exercise of Options will fully be fully paid ordinary Shares and will have the same voting and other rights as the existing Shares of the Company.

9. Underwriting

9.1 Underwriting Arrangements

Mining Projects Group has entered into an underwriting agreement ("the Underwriting Agreement") with Peregrine Corporate Limited [ABN 40 062 478 997] ("the Underwriter").

The Underwriter has agreed to underwrite a shortfall in acceptances up to \$916,777 (458,388,515 Shares and Options). If acceptances are received for more than 458,388,515 Shares and Options (\$916,777), the number of Shares to be taken up by the Underwriter, and amount to be paid by the Underwriter, will be reduced by an equal amount.

The Underwriting Agreement provides for payment to the Underwriter of a management fee of one percent (1%) of the maximum amount sought to be raised pursuant to the Offer (\$18,335) and an underwriting fee of five percent (5%) of the amount underwritten (\$45,838) assuming no options are exercised before the Record Date, and plus GST in each case. The Company will also pay the Underwriter all direct costs and reasonable expenses associated with the Underwriting.

The Underwriter may without cost or liability to itself, by notice in writing to Mining Project Group upon or at any time prior to completion, terminate its obligations under the Underwriting Agreement if:

- (a) the All Ordinaries Index number or the Dow Jones Industrial Average is at any time more than 10.0% below its level as at the close of business on the Business Day immediately preceding the date of this Agreement;
- (b) a new circumstance has arisen since the date of this Prospectus that would in the reasonable opinion of the of the Underwriter have been required by Sections 710 or 711 of the Corporations Act to be included in the Prospectus if it had arisen before the Prospectus was lodged;
- (c) the Company makes default under or is in breach of any of its material obligations under this Agreement and following consultation between the Company and the Underwriter, that failure is not remedied within five (5) business days afterwards;
- (d) any warranty or representation by the Company in this Agreement ceases to be true in any material respect and, following consultation between the Company and the Underwriter, the matters rendering the warranty untrue are not remedied within five (5) business days afterwards;
- (e) any material adverse change occurs in the financial position of the Company;

- (f) any director or officer of the Company named in this Prospectus dies or is charged with or convicted of an indictable offence;
- (g) any material statement in this Prospectus is found to be or becomes misleading or deceptive or there is found to be a material omission from this Prospectus of material required by Sections 710 or 711 of the Corporations Act;
- (h) the adoption or announcement by or on the authority of the Australian Federal Government of:
 - (i) any future change in fiscal or monetary or taxation policy which would materially and adversely affect companies generally or the Company in particular or investment in stocks and shares in Australia including but not limited to any change which is likely to materially and adversely affect interest rates not already announced or anticipated as at the date of this Agreement; or
 - (ii) any law or prospective law or other measure having the effect of restraining capital issues, corporate profits or foreign investment, andwhich, in either case, would materially and adversely affect the Offer;
- (i) any person who has previously consented to the inclusion of its, his or her name in this Prospectus or to be named in this Prospectus, withdraws that consent;
- (j) any information supplied at any time by the Company (or any person on its behalf) to the Underwriter in respect of any aspect of the Offer is or becomes false or misleading;
- (k) any of the results of investigations of the Company or of any subsidiary conducted pursuant to the Company's due diligence program and verification material is or becomes false or misleading;
- (l) any material contravention by the Company or an officer of the Company of any provision of the Corporations Act, or the Listing Rules or any requirement of ASX or ASIC or any governmental agency;
- (m) the Company becomes insolvent, subject to external administration, winding up, enters a scheme of arrangement, suspends payment to its creditors;
- (n) the Company fails to furnish a certificate under the underwriting agreement; or
- (o) there is an outbreak of hostilities (whether or not war has been declared) not presently existing or a major escalation in existing hostilities occurs involving any one or more of the Commonwealth of Australia, the United Kingdom, the United States of America, any former Republic of the USSR, European Union, the Peoples Republic of China, Taiwan, Japan, Indonesia, Iran or Iraq.

The occurrence of an event will not entitle the Underwriter to terminate this Agreement unless, in the opinion of the Underwriter reached in good faith and acting reasonably, the event has or could have a materially adverse effect on the success of the Offer.

The Underwriting Agreement contains other provisions of the kind commonly included in an agreement of this nature.

9.2 Underwriter's Interests

The following information is provided in relation to the potential acquisition by the Underwriter of a relevant interest in 20% or more of Mining Projects Group's issued capital as a consequence of the arrangements described in Section 9 of this Prospectus. The information is provided in accordance with Item 13 of Section 6(a) of the Corporations Act

As at the date of this Prospectus, the Underwriter and its associates hold direct or indirect relevant interests in 268,655,294 issued voting shares of Mining Projects Group (being approximately 14.65% of the presently issued voting shares of the Company) and 240,196,927 options. If the Underwriter and its associates accept their respective entitlements under the Offer in full and the Underwriter takes up the maximum number of Securities pursuant to the Underwriting Agreement, and no other shares were to be issued under this Prospectus, then the Underwriter's and its associates' direct and indirect voting power in Mining Projects

Group will increase to a maximum of approximately 33.68%. This percentage assumes that no acceptances are received under the Offer from shareholders other than the Underwriter and its associates, the Underwriter and its associates take up their full entitlements, that the Underwriter does not complete any sub-underwriting arrangements, no other shortfall shares are issued, and no options are exercised.

10. Directors' Interests

10.1 Securities

Existing Interests

As at the date of this Prospectus, the Directors' direct and indirect interests in Shares and options of Mining Projects Group are as follows:

Director	Shares	Options
Mr Bryan Frost	235,493,608	195,062,022
Mr Richard Revelins	127,075,012	63,917,570
Mr James Babbage	5,000,000	5,000,000

Participation by Directors in Rights Issue

The Directors are entitled, but not obliged, to participate in the Offer without the need for Shareholder approval. If the Directors each participate to the maximum extent permissible then their respective direct and indirect interests will increase and upon issue of the Shares and options they will have the following direct or indirect interests (assuming no options are exercised prior to the Record Date):

Director	Shares	Options
Mr Bryan Frost*	353,240,412	292,593,033
Mr Richard Revelins*	190,612,518	95,876,355
Mr James Babbage	7,500,000	7,500,000

* Includes indirect interests in the same underlying Shares and options

Except as disclosed in the Prospectus, no Director or proposed Director has, or has had within two years of lodgement of this Prospectus, any interest in

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer.

10.2 Remuneration

Directors are entitled to receive directors' fees and other remuneration (which may include consulting fees) from the Company in relation to services provided to the Company. Details of the remuneration paid to Directors to 30 June 2008 are set out in the financial statements of the Company for the financial year ended 30 June 2008, referred to in Section 6 of this Prospectus. The totals received by or payable to current Directors as fees and executive service remuneration in the past two years (June 2007 to June 2009) are:

Director	Director's fees (over past 2 years) \$	Other remuneration (over past 2 years) \$
Mr Bryan Frost	\$499,992	Nil
Mr Richard Revelins	\$278,000	Nil
Mr James Babbage	\$72,500	Nil

Except as disclosed in this Prospectus, no person has paid or agreed to pay any amount to any Director or has given or agreed to give any benefit to any Director, to induce the Director to become, or to qualify as, a Director of the Company or otherwise for services rendered by the Director in connection with the formation or promotion of the Company or the Offer.

10.3 Payments to Entities Associated with Directors

As directors and shareholders of Peregrine Corporate Limited, Messrs Frost and Revelins also have an interest in the underwriting fees to be paid by the Company to that entity as the Underwriter.

In the past two years, the Company has paid Peregrine Corporate Limited fees of \$60,060 (including GST) in respect of prior capital raising services.

11. Consents

The Underwriter has given, and not withdrawn before the lodgement of this Prospectus, its written consent to being named in the Prospectus as the Underwriter. The Underwriter has not made any statement in this Prospectus or any statement on which a statement made in this Prospectus is based, and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statements or omissions from this Prospectus other than the reference to its name as the Underwriter of the Offer.

Security Transfer Registrars Pty Limited [ACN 008 894 488] has given, and not withdrawn before the lodgement of this Prospectus, its written consent to being named in the Prospectus as the Share Registry. Security Transfer Registrars Pty Limited:

- (a) does not make, or purport to make, any statement in this Prospectus or on which a statement made in the Prospectus is based other than as specified in this Section; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of Security Transfers Registrars Pty Ltd as specified in this Section.

12. Costs of the Issue

The estimated costs of the Offer (excluding GST) are:

	\$
Underwriting fees and commissions	64,200
Legal, printing, postage, dispatch and listing costs	18,000
Total	82,200

13. Taxation

Recipients of the Offer should seek and obtain their own taxation advice before applying for Shares and Options so that they may first satisfy themselves of any taxation implications associated with acquiring Shares and Options.

14. Privacy

Personal information is collected on the Entitlement and Acceptance Forms by the Company and its Share Registrar for maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Acceptances might not be processed efficiently, or at all, if the information requested is not provided. Personal information about recipients may be disclosed to external service providers such as print or mail service providers as required or permitted by law. A recipient who would like details of their personal information held by the Company or its Share Registrar, or who would like to correct information that is incorrect or out of date, should contact the Share Registrar's Privacy Officer at Security Transfer Registrars Pty Ltd (by email to registrar@securitytransfer.com.au, or by facsimile to (08) 9315 2233) or the address shown in the Corporate Directory. In accordance with the Corporations Act, recipients may be sent material (including marketing material) in addition to general corporate communications.

Recipients may elect not to receive marketing material by contacting the Share Registrar's Privacy Officer. Recipients can also request access to, or corrections of, personal information held by the Company by writing to the Company.

15. Electronic Prospectus

This Prospectus is available in electronic format via www.miningprojectsgroup.com.au. Offers constituted by this Prospectus in electronic form (if any) are only available to eligible persons receiving this Prospectus in electronic form within Australia. Persons having received this Prospectus in electronic form may, during the offer period, obtain a paper copy of this Prospectus (free of charge) by telephoning (03) 9824 8166. Acceptances for Shares may only be made on the Entitlement and Acceptance Form which accompanied or was attached to a copy of this Prospectus in its paper copy form or a print out of the form which formed part of or was accompanied by the complete and unaltered electronic version of this Prospectus. The Corporations Act prohibits any person from passing on to another person an Entitlement and Acceptance Form unless it is attached to or accompanied by a hard copy of this Prospectus or by the complete and unaltered electronic version of this Prospectus.


16. Enquiries

If you have any questions regarding the content of this Prospectus or how to complete the Entitlement and Acceptance Form, you should contact your stockbroker, accountant or independent professional financial adviser prior to accepting the Offer.

Any questions concerning the Offer should be directed to Mr Richard Revelins of Mining Projects Group Limited on (03) 9824 8166.

Directors' Responsibility Statement

The Directors of the Company have authorised the lodgement of this Prospectus with ASIC.



Richard Revelins
Executive Director

ENTITLEMENT AND ACCEPTANCE APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

REGISTERED OFFICE:
SUITE 2
1233 HIGH STREET
ARMADALE VIC 3143
AUSTRALIA

MINING PROJECTS GROUP LIMITED

ABN 84 006 189 331

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535,
APPLECROSS WA 6953 AUSTRALIA
770 Canning Highway,
APPLECROSS WA 6153 AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

Holder Number:

Holding as at 5.00pm WST
on 25 June 2009:

Entitlement to Securities 1:2:

Amount payable on acceptance
@ \$0.002 per Security:

A 1 FOR 2 NON-RENOUNCEABLE OFFER OF SHARES AND OPTIONS CLOSING AT 5.00PM WST ON 13 JULY 2009
ISSUE PRICE OF \$0.002 CENTS PER SHARE WITH 1 FREE ATTACHING OPTION
(EXPIRING 6 JULY 2014 @ \$0.002) FOR EVERY 1 SHARE ISSUED.

(1) I/We the above named being registered at 5.00pm WST on the 25 June 2009 as holder(s) of Securities in the Company hereby accept as follows:

	NUMBER OF NEW SHARES & OPTIONS ACCEPTED/APPLIED FOR	AMOUNT ENCLOSED @ \$0.002 PER SHARE
Entitlement or Part Thereof	<input type="text"/> , <input type="text"/> , <input type="text"/>	\$ <input type="text"/> , <input type="text"/> , <input type="text"/> . <input type="text"/>



- (2) I/We have enclosed/made payment for amount shown above (following the payment instructions as detailed overleaf).
- (3) I/We hereby authorise you to place my/our name(s) on the register of members in respect of the number of New Securities allotted to me/us.
- (4) I/We agree to be bound by the Constitution of the Company.
- (5) I/We understand that if any information on this form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept this form, and how to construe, amend or complete it shall be final.
- (6) I/We authorise the Company to send me/us a substituted form if this form ceases to be current.
- (7) I/We declare that I/we have received a full and unaltered version of the Prospectus either in an electronic or paper format.
- (8) My/Our contact details in case of enquiries are:

NAME

TELEPHONE NUMBER
()

EMAIL ADDRESS

RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE SECURITIES BEING OFFERED.

PAYMENT INFORMATION - Please also refer to payment instructions overleaf.		REGISTRY DATE STAMP
	Biller Code: 798595 Ref: <input type="text"/>	
	CHEQUE/MONEY ORDER All cheques (expressed in Australian currency) are to be made payable to MINING PROJECTS GROUP LTD APPLICATION ACCOUNT and crossed "Not Negotiable".	
BPAY® this payment via internet or phone banking.		E & O.E.

PAYMENT INSTRUCTIONS



Billers Code: 798595

BPAY® this payment via internet or phone banking.
Your reference number is quoted on the front of this form.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight). It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

You do not need to return this form if you have made payment via BPAY.

Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.



CHEQUE/MONEY ORDER

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Registrars Pty Ltd
PO Box 535, APPLECROSS WA 6953.

Applications must be received by Security Transfer Registrars Pty Ltd no later than 5.00pm WST on the closing date.

EXPLANATION OF ENTITLEMENT

1. The front of this form sets out the number of Securities and the price payable on acceptance of each Security.
2. Your entitlement may be accepted either in full or in part. There is no minimum acceptance.

ENQUIRIES

All enquiries should be directed to the Company's share registry:

Security Transfer Registrars Pty Ltd

PO Box 535, Applecross WA 6953 AUSTRALIA

770 Canning Highway, Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.