



NOTICE OF 2009 ANNUAL GENERAL MEETING

**Including Explanatory Notes and Proxy
Form**

To be held on:

Wednesday, 25 November 2009

11.30am (AEST) (registration commencing 15 minutes earlier)

At:

Suite 1
1233 High Street
Armadale Vic 3143

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.

MINING PROJECTS GROUP LIMITED

ACN 006 189 331

NOTICE OF 2009 ANNUAL GENERAL MEETING

Notice is hereby given that the 2009 Annual General Meeting of Mining Projects Group Limited ACN 006 189 331 ("the Company") will be held at Suite 1, 1233 High Street, Armadale, Victoria 3143 on Wednesday, 25 November 2009 at 11.30am (AEST), for the purposes of considering and, if thought fit, passing each of the resolutions referred to in this Notice of 2009 Annual General Meeting.

The Explanatory Notes and Proxy Form accompanying this Notice of 2009 Annual General Meeting are hereby incorporated in and comprise part of this Notice of 2009 Annual General Meeting.

BUSINESS

2009 Annual Financial Report

To receive and consider the Annual Financial Report of the Company for the year ended 30 June 2009, 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

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

Resolution 1: Re-election of Executive Chairman –Bryan Frost

"That, Bryan Frost, the Executive Chairman 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 2009 Annual General Meeting.

Resolution 2: Non-binding resolution to adopt Remuneration Report

"That, Members hereby adopt the 2009 Remuneration Report as published in the Directors' Report section of the Company's 2009 Annual Financial Report."

Further details in respect of Resolution 2 are set out in the Explanatory Notes accompanying this Notice of 2009 Annual General Meeting.

Dated: 21st October 2009

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 2009 Annual General Meeting.

MINING PROJECTS GROUP LIMITED

ACN 006 189 331

EXPLANATORY NOTES TO NOTICE OF 2009 ANNUAL GENERAL MEETING

These Explanatory Notes accompany and form part of the Mining Projects Group Limited Notice of 2009 Annual General Meeting to be held on Wednesday, 25 November 2009 at 11.30am. The Notice of 2009 Annual General Meeting should be read together with these Notes.

ORDINARY BUSINESS

Resolution 1: Re-election of Executive Chairman – Bryan Frost

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.

Mr Frost was a partner of a Melbourne based stockbroking firm until 1973, where he specialised in advising international investors, banks and investment funds on Australian arbitrage and investments. Mr Frost has over 30 years experience and he has been involved in a number of public companies as an executive director and major shareholder and possesses extensive experience in financial engineering and management.

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 2009.

The Remuneration Report is contained within the 2009 Annual Report. You may access the Annual Report by visiting the Company's website www.miningprojectsgroup.com.au or you may order a hard copy of the Annual Report by phoning +61 (3) 9824 8166.



Mining Projects Group Limited

ACN: 006 189 331

PROXY FORM

001-1-1-0

MR SAM SAMPLE
123 SAMPLE ST
SAMPLETOWN XXX 9999

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 1, 1233 High Street, Armadale Victoria 3143 at 11.30 am on Wednesday, 25 November 2009 and at any adjournment of that meeting.

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

Resolution 1: Re-election of Executive Chairman – Bryan Frost

| For | Against | Abstain |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Resolution 2: Non-Binding Adoption of Remuneration Report

| | | |
|--------------------------|--------------------------|--------------------------|
| <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

Sole Director and Sole Company
Secretary

Security holder 2

Director

Security holder 3

Director/Company Secretary

Contact Telephone Number

Contact Name

Contact Daytime Telephone

Date

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; and
- (b) one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged at the registered office of the Company or sent by facsimile transmission to the Company's registered office on +61 3 9824 8161 (fax of the company) or +61 8 9315 2233 (fax of share register), not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 11.30am on Monday, 23 November 2009 (Melbourne, Victoria time) are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.
