



NOTICE OF GENERAL MEETING

Including Explanatory Memorandum and Proxy Form

To be held on:

Friday, 1 March 2013

10.30am

Australian Eastern Standard Time (AEST)

Registration commencing 15 minutes prior at 10.15am.

At:

Giorgios Restaurant Function Room, 1235 High Street, Armadale, Victoria, 3143

Registered Office: Suite 2, 1233 High Street, Armadale, Victoria, Australia 3143

Phone: +61 (0)3 9824 8166 Facsimile: +61 (0)3 9824 8161

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

ABN 84 006 189 331

Notice is given that a General Meeting of Mining Projects Group Limited ("the Company" or "Mining Projects Group") will be held at Giorgios Restaurant Function Room, 1235 High Street, Armadale, Victoria, 3143 at 10.30am (Melbourne, Victoria time) on Friday, 1 March 2013.

Further details in respect of each of the resolutions proposed in this Notice of General Meeting are set out in the Explanatory Memorandum accompanying this Notice of General Meeting. The details of the resolutions contained in the Explanatory Memorandum should be read together with, and form part of, this Notice of General Meeting.

PROPOSED RESOLUTIONS

RESOLUTION 1: CAPITAL RAISING

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

"THAT, for the purposes of ASX Listing Rule 7.1 and for all other purposes shareholders approve the issue of up to 200,000,000 ordinary fully paid shares at an issue price of 0.8 cents (\$0.008) per share together with up to 100,000,000 attaching options exercisable at 1 cent (\$0.01) and expiring on 30 June 2016 to professional and sophisticated investors as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting".

A voting exclusion statement applies to this resolution.

RESOLUTION 2: ISSUE OF SHARES AND OPTIONS TO OROYA MINING LIMITED

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

"THAT, for the purposes of ASX Listing Rule 7.1 and for all other purposes shareholders approve the issue of up to 50,000,000 ordinary shares and 30,000,000 options exercisable at 1 cent (\$0.01) and expiring on 30 June 2016 to Oroya Mining Limited [ACN 009 146 794] as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."

A voting exclusion statement applies to this resolution.

RESOLUTION 3: ISSUE OF SHARES AND OPTIONS TO MELBOURNE CAPITAL LIMITED AND CPS SECURITIES

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

"THAT, for the purposes of ASX Listing Rule 7.1 and for all other purposes shareholders approve the issue of up to:

- 25,000,000 ordinary shares and 35,000,000 options exercisable at 1 cent (\$0.01) and expiring on 30 June 2016 to Melbourne Capital Limited [ACN 055 638 438] (or its nominee); and

- 25,000,000 ordinary shares and 35,000,000 options exercisable at 1 cent (\$0.01) and expiring on 30 June 2016 to Cunningham Peterson Sharbanee Securities Pty Ltd [ACN 088 055 636] (or its nominee);

as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

A voting exclusion statement applies to this resolution.

RESOLUTION 4: ISSUE OF SHARES AND OPTIONS TO CONSULTANTS

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

“THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes shareholders approve the issue of up to 10,000,000 ordinary shares and 5,000,000 options exercisable at 1 cent (\$0.01) and expiring on 30 June 2016 to consultants and advisors of the Company (or their nominees), who are not related parties of the Company, as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

A voting exclusion statement applies to this resolution.

RESOLUTION 5: ISSUE OF SHARES AND OPTIONS TO THE CFO SOLUTION HQ PTY LTD

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

“THAT for the purposes of ASX Listing Rule 10.11 and for all other purposes shareholders approve the issue of up to 10,000,000 ordinary shares and 20,000,000 options exercisable at 1 cent (\$0.01) and expiring on 30 June 2016 to The CFO Solution HQ Pty Ltd [ACN 054 583 612] (or its nominee), a company controlled by Mr Phillip Hains, a Director of the Company, as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

A voting exclusion statement applies to this resolution.

RESOLUTION 6: ISSUE OF SHARES AND OPTIONS TO BRYAN FROST

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

“THAT for the purposes of ASX Listing Rule 10.11 and for all other purposes shareholders approve the issue of up to 7,000,000 ordinary shares and 3,500,000 options exercisable at 1 cent (\$0.01) and expiring on 30 June 2016 to Mr Bryan Frost, a Director of the Company, (or his nominee) in lieu of Director’s fees owed to Mr Frost by the Company, as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

A voting exclusion statement applies to this resolution.

RESOLUTION 7: ISSUE OF SHARES AND OPTIONS TO RICHARD REVELINS

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

“THAT for the purposes of ASX Listing Rule 10.11 and for all other purposes shareholders approve the issue of up to 3,000,000 ordinary shares and 1,500,000 options exercisable at 1 cent (\$0.01) and expiring on 30 June 2016 to Mr Richard Revelins, a Director of the Company, (or his nominee) in lieu of Director’s fees owed to Mr Revelins by the Company, as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

A voting exclusion statement applies to this resolution.

VOTING EXCLUSION STATEMENT- *Applicable to Resolutions 1, 2, 3 and 4*

The Company will disregard any votes cast on Resolutions 1, 2, 3 and 4 by:

- any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; or
- an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

VOTING EXCLUSION STATEMENT- *Applicable to Resolutions 5, 6 and 7*

The Company will disregard any votes cast on Resolutions 5, 6 and 7:

- by The CFO Solution HQ Pty Ltd or any of its associates (in the case of Resolution 5), Mr Bryan Frost or any of his associates (in the case of Resolution 6) and Mr Richard Revelins or any of his associates (in the case of Resolution 7);
- as a proxy by a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report, or any of those persons’ closely related parties (such as close family members and any controlled companies of those persons) (collectively referred to a “Restricted Voter”).

However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, pursuant to an express authorisation on the proxy form.

If you appoint the person chairing the meeting, and you are not a Restricted Voter, by marking the box on, and submitting, the Proxy Form you authorise the person chairing the meeting (the Chair) to exercise the proxy even though Resolutions 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of the Company’s key management personnel, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolutions 5, 6 and 7. If you have appointed the Chair as your proxy he or she can only

cast your votes on Resolutions 5, 6 and 7 if you expressly authorise him or her to do so by marking the box on the proxy form or if you direct the Chair how to vote by marking either 'for', 'against' or 'abstain' for that item of business.

By the order of the Board



Bryan Frost
Chairman

Dated: 23 January 2013

The accompanying Explanatory Memorandum and the Proxy Form and Voting Instructions form part of this Notice of Meeting.

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 or sent by facsimile transmission to the Company's share registry, Security Transfer Registrars Pty Ltd, at the time and in the manner set out on the proxy form.

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 of Meeting.

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 5 pm, on the day which is two days prior to the date of the meeting 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.

How the Chair Will Vote Undirected Proxies

The Chair of the meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions. However, any undirected proxies held by the Chair of the meeting will not be voted on any resolution in which the Chair has an interest or on Resolutions 5, 6 and 7 unless the express consent of the shareholder is given in the proxy appointment.

Proxies that are Undirected on Resolutions 5, 6 and 7

If you appoint the Chair of the meeting as your proxy (or if he may be appointed by default) and do not either (a) direct the Chair how to vote on Resolutions 5, 6 and 7; or (b) provide your express consent to the Chair voting your undirected proxy on Resolutions 5, 6 and 7; the Chair will not vote your proxy on those items of business. Accordingly, if you appoint the Chair of the meeting as your proxy (or if he may be appointed by default) and you want your shares to be voted on that item of business, you should either (a) direct the Chair how to vote on Resolutions 5, 6 and 7; or (b) tick the box on the proxy form to confirm your consent to the Chair voting your undirected proxy on Resolutions 5, 6 and 7.

Other directors of the Company, any other of its key management personnel or any of their closely related parties will not be able to vote undirected proxies held by them on Resolutions 5, 6 and 7. Key management personnel of the Company comprise the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly.

The Remuneration Report identifies key management personnel for the year ending 30 June 2012. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

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MINING PROJECTS GROUP LIMITED

ABN 84 006 189 331

Registered Office: Suite 2, 1233 High Street, Armadale, Victoria, 3143

Phone: +61 (0)3 9824 9166 Facsimile: +61 (0)3 9824 8161

EXPLANATORY MEMORANDUM TO NOTICE OF GENERAL MEETING

PURPOSE OF INFORMATION

This Explanatory Memorandum ("this Memorandum") accompanies and forms part of the Company's Notice of General Meeting to be held at Giorgios Restaurant Function Room, 1235 High Street, Armadale, Victoria, 3143 at 10.30am (Melbourne, Victoria time) on Friday, 1 March 2013. The Notice General Meeting incorporates, and should be read together with, this Memorandum.

RESOLUTIONS 1-3 - OVERVIEW

OROYA JOINT VENTURE

On 21 December 2012 the Company announced that it has entered into a binding Heads of Agreement ("HoA") for the establishment of two separate joint ventures with Oroya Mining Limited [ACN 009 146 794] (ASX: ORO) ("Oroya") in respect of two exploration projects. The tenements are known as the Roe Hills Tenements (also known as the Talc Lake Prospect) and the Mt Barrett Tenement.

The Roe Hills/Talc Lake project covers a 30km long belt of ultramafic rocks, 85kms east of the Kambalda nickel mining centre in Western Australia and comprises 5 exploration licences prospective for Nickel ("Roe Hills Tenements"). Further information, including exploration results, in respect of the Roe Hills Tenements can be found in the ASX Announcements of Oroya available on the ASX website (www.asx.com.au) or the website of Oroya (www.oroym.com.au).

The Mt Barrett project is situated 160kms north-northeast of Laverton, Western Australia and covers the poorly exposed Ulrich Range greenstone belt on the north-eastern margin of the Archaean Yilgarn Craton and comprises 1 exploration licence prospective for rare earth elements, base metals and gold. ("Mt Barrett Tenement"). Further information in respect of the Mt Barrett Tenement can be found in the ASX Announcements of Oroya available on the ASX website (www.asx.com.au) or the website of Oroya (www.oroym.com.au).

The HoA provides that the establishment of the joint ventures is conditional upon:

- satisfactory completion of the Capital Raising the subject of Resolution 1;
- each of the parties successfully completing due diligence investigations;
- the Company obtaining all necessary shareholder and regulatory approvals; and
- the parties entering into formal joint venture agreements by no later than 31 March 2013.

Subject to satisfactory completion of due diligence and the Company obtaining all necessary shareholder and regulatory approvals, the HoA provides for the establishment of a joint venture in respect of each of the Roe Hills Tenements ("the Roe Hills Joint Venture") and Mt Barrett Tenement ("the Mt Barrett Joint Venture") (collectively herein referred to as "the Joint Ventures") on the following key terms:

- The Company will, on establishment of the Joint Ventures, issue Oroya 50,000,000 ordinary shares and 30,000,000 options (being the shares and options which are the subject of shareholder approval sought through Resolution 2 of the Notice of Meeting to which this Memorandum relates).

- The Company will earn a 75% participating interest in the Roe Hills Joint Venture by:
 - expending a minimum of \$800,000 during the period of 12 months from formation of the joint venture;
 - doing all such acts and making all such payments as are necessary to keep the Roe Hills Tenements in good standing;
 - complying with all minimum expenditure obligations in respect of the Roe Hills Tenements; and
 - contributing as sole contributor to all outgoings and other joint venture expenditure;

until completion of a feasibility study in respect of the Roe Hills Tenements which is capable of supporting a decision to mine and suitable to be submitted to a major Australian financial institution or bank as the basis for lending of funds for development and operation of a mine ("Bankable Feasibility Study").

- The Company will earn a 80% participating interest in the Mt Barrett Joint Venture by:
 - doing all such acts and making all such payments as are necessary to keep the Mt Barrett Tenement in good standing;
 - complying with all minimum expenditure obligations in respect of the Mt Barrett Hill Tenement;
 - contributing as sole contributor to all outgoings and other joint venture expenditure;

until completion of a Bankable Feasibility Study.

- The Company may, at its discretion, withdraw from either of the Joint Ventures (or both of them) at any time prior to earning its participating interest. Upon withdrawal the Company will have no further expenditure obligations or commitments in respect of the relevant Joint Venture.
- Once the Company earns a participating interest in a Joint Venture, the Company and Oroya will thereafter contribute to expenditure in proportion to their respective participating interests.
- Each of the Joint Ventures will have a management committee consisting of one representative of the Company and one representative of Oroya having an equal number of votes. At any time prior to the Company obtaining a participating interest in a Joint Venture, the Company will (for the purposes of voting rights on the management committee) be deemed to have a majority interest in the Joint Venture.

Up to the earlier of the establishment of the Joint Ventures or 31 March 2013, Oroya must maintain the Roe Hills Tenements and the Mt Barrett Tenement in good standing.

The Company will make further announcements in relation to due diligence and execution of formal joint venture agreements in due course.

CAPITAL RAISING

On 21 December 2012 the Company also announced its intention to conduct a capital raising involving the issue of up to 200,000,000 shares to professional, sophisticated or otherwise exempt investors at an issue price of 0.8 cents per share (\$0.008) to raise up to \$1,600,000 (before costs).

Investors accepting offers of shares will also receive one free attaching option, exercisable at 1 cent (\$0.01) and expiring on 30 June 2016, for every two shares subscribed (i.e. up to 100,000,000 options). The preceding is referred to in this Memorandum as “the Capital Raising”.

The issue of shares and options constituting the Capital Raising is subject to the shareholder approval sought through Resolution 1 of the Notice of Meeting to which this Memorandum relates.

Of the funds raised through the Capital Raising it is proposed that up to \$800,000 will be used to fund exploration works at the Roe Hills Tenements and up to \$150,000 will be used to fund exploration works at the Mt Barrett Tenements. As noted on page 2 of this Memorandum, one of the requirements to the Company earning a 75% participating interest in the Roe Hill Joint Venture is the expenditure of a minimum of \$800,000 during the 12 month period from the Roe Hills Joint Venture's formation. However, as described on page 2 of this Memorandum, the Company can, at its discretion, withdraw from either of the Roe Hills Joint Venture or the Mt Barrett Joint Venture at any time prior to earning a participating interest. If the Company withdraws from one or both of the joint ventures it would consider how best to apply any remaining funds from the allocations set out above having regard to the status of its existing projects and its working capital requirements at the time of the withdrawal.

In addition to the above, \$150,000 of the funds raised through the Capital Raising are proposed to be used to fund exploration works at the Company's tenements located in the Fraser Range, Western Australia (for further details of these tenements please see the Company's announcement to ASX on 5 November 2012). The balance of funds raised through the Capital Raising are proposed to be used to fund the costs of the offer (anticipated to be approximately \$130,000) and otherwise applied to working capital requirements of the Company (\$370,000).

Melbourne Capital Limited [AFSL 238978] [ACN 055 638 438] (“Melbourne Capital”) have received a mandate from the Company to act as Lead Manager to assist, on a best endeavours basis, in raising \$800,000 of the proposed Capital Raising. Cunningham Peterson Sharbanee Securities Pty Ltd [AFSL 294848] [ACN 088 055 636] (“CPS Securities”) have received a mandate from the Company to assist, on a best endeavours basis, in raising the remaining \$800,000 of the proposed Capital Raising. In consideration of these appointments, and subject to successful completion of the Capital Raising in full, Melbourne Capital and CPS Securities will be entitled to placement and management fees equal to 6% of funds raised by them.

In addition, in connection with the role of Melbourne Capital and CPS Securities in introducing, arranging and structuring the transaction with Oroya, and subject to successful completion of that transaction, the Company has agreed to issue each of Melbourne Capital and CPS Securities with 25,000,000 ordinary fully paid shares and 35,000,000 options exercisable at 1 cent (\$0.01) and expiring on 30 June 2016. The issue of these shares and options is subject to the shareholder approval sought through Resolution 3 of the Notice of Meeting to which this Memorandum relates.

The Capital Raising options and the options to be issued to Melbourne Capital and CPS Securities will be the subject of a prospectus which is intended to be issued by the Company prior to the date of the Meeting. Subject to meeting the requirements of the ASX Listing Rules, the Company intends to apply to ASX for quotation of these options.

For illustrative purposes, the effect of Resolutions 1, 2 and 3 on the capital structure of the Company (assuming full subscriptions are received to the Capital Raising) is shown in the table below:

ORDINARY SHARES	
Existing	257,623,154
Capital Raising (Resolution 1)	200,000,000

Issue to Oroya (Resolution 2)	50,000,000
Issue to Melbourne Capital (Resolution 3)	25,000,000
Issue to CPS Securities (Resolution 3)	25,000,000
Total	557,623,154
OPTIONS	
Existing	
(a) Exercisable at \$0.02, expiring 28 February 2013 and entitling the holder, upon exercise, to one ordinary share and one further option exercisable at \$0.03 and expiring on 28 February 2014. (MPJO)	(a) 59,616,588
(b) Exercisable at \$0.10, expiring 6 July 2014 (MPJOA).	(b) 41,299,175
(c) Exercisable at \$0.015, expiring 30 November 2014 (MPJOB).	(c) 105,282,868
(d) Exercisable at \$0.10, expiring 5 October 2015.	(d) 400,000
(e) Exercisable at \$0.25, expiring 5 October 2015.	(e) 500,000
(f) Exercisable at \$0.50, expiring 5 October 2015.	(f) 500,000
(g) Exercisable at \$0.03, expiring 28 February 2014.	(g) 20,000
Total Existing Options	207,618,631
Capital Raising (Resolution 1)	100,000,000
Issued to Oroya (Resolution 2)	30,000,000
Issued to Melbourne Capital (Resolution 3)	35,000,000
Issued to CPS Securities (Resolution 3)	35,000,000
Total Options	407,618,631

- Notes to table:**
- 1) Table assumes that no existing options are exercised and that no other shares or options are issued prior to completion of the issue of shares and options contemplated in Resolutions 1, 2 and 3 of the Notice of Meeting to which this Memorandum relates.
 - 2) Table does not include 25,000,000 deferred consideration shares to be issued to the Delcarmen vendors (please refer to page 53 of the Company's 2012 Annual Report for further details).
 - 3) Table does not include the shares and options the subject of Resolutions 4, 5, 6 and 7 of the Notice of Meeting to which this Memorandum relates.

CHANGES TO THE BOARD

In connection with the establishment of the Joint Ventures, upon completion of the transaction, Mr Joshua Wellisch will be appointed to the Board of the Company.

Mr Wellisch is currently an executive director of Oroya and has held several private and public board positions over the past 7 years. Mr Wellisch has a breadth of experience in capital raisings, corporate structuring and public company transactions in the resource exploration sector.

It is intended that, subject to and upon completion of the transaction, Mr James Babbage, Mr Phillip Hains and Mr Richard Revelins will resign as directors of the Company and that the Company will thereafter appoint a new director (who is yet to be determined) to the Board. The Company has agreed to consult with Melbourne Capital in respect of the appointment of any new Director.

RESOLUTION 1: CAPITAL RAISING

Resolution 1 is proposed to seek shareholder approval for the issue of up to 200,000,000 ordinary fully paid shares at an issue price of 0.8 cents (\$0.008) per share and 100,000,000 options the subject of the proposed \$1.6 million Capital Raising (as defined and described earlier in this Memorandum).

ASX Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (e.g. shares or options) which amount to more than 15% of its ordinary securities in a rolling 12 month period without the approval of its shareholders. Furthermore, equity securities issued with the approval of holders of a company's ordinary securities in accordance with ASX Listing Rule 7.1 are not then required to be included in the 15% limit imposed by ASX Listing Rule 7.1.

Resolution 1 seeks shareholder approval for the issue of the Capital Raising shares and options for the purposes of ASX Listing Rule 7.1.

ASX Listing Rule 7.3 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

- (a) The maximum number of securities the entity is to issue:
200,000,000 fully paid ordinary shares and 100,000,000 options to acquire ordinary shares, each option exercisable at 1 cent (\$0.01) and expiring on 30 June 2016.
- (b) The date on which the entity will issue the securities:
The Company will issue the shares and options within three months of the date of the Meeting.
- (c) The issue price of the securities:
The shares will be issued at an issue price of 0.8 cents (\$0.008) per share. The options will have a nil issue price and be issued as free attaching options issue on a 1:2 basis for each share subscribed under the Capital Raising.
- (d) The names of the allottee/s:
The Capital Raising shares and options will be issued to professional, sophisticated and otherwise exempt investors who accept the Company's offer to subscribe for shares under the Capital Raising.
- (e) The terms of the securities:
The shares will be ordinary fully paid shares which rank equally in all respects with the Company's existing ordinary shares. The free attaching options will be exercisable at 1 cent (\$0.01), expire on 30 June 2016 and otherwise be issued on the terms set out in Annexure A.
- (f) The intended use of the funds raised:
Funds raised through the capital raising will be applied in the manner described on page 3 of this Memorandum.
- (g) A voting exclusion statement is set out in the Notice of Meeting.

RESOLUTION 2: ISSUE OF SHARES AND OPTIONS TO OROYA MINING LIMITED

Resolution 2 is proposed to seek shareholder approval for the issue of 50,000,000 ordinary fully paid shares and 30,000,000 options to Oroya in connection with, and subject to, the establishment of the Joint Ventures described on page 1 of this Memorandum.

ASX Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (e.g. shares or options) which amount to more than 15% of its ordinary securities in a rolling 12 month period without the approval of its shareholders. Furthermore, equity securities issued with the approval of holders of a company's ordinary securities in accordance with ASX Listing Rule 7.1 are not then required to be included in the 15% limit imposed by ASX Listing Rule 7.1.

Resolution 2 seeks shareholder approval for the issue of the shares and options for the purposes of ASX Listing Rule 7.1.

ASX Listing Rule 7.3 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

- (a) The maximum number of securities the entity is to issue:
50,000,000 fully paid ordinary shares and 30,000,000 options to acquire ordinary shares, each option exercisable at 1 cent (\$0.01) and expiring on 30 June 2016.
- (b) The date on which the entity will issue the securities:
The Company will issue the shares and options within three months of the date of the Meeting.
- (c) The issue price of the securities:
The shares and options will be issued in consideration of the establishment of the Roe Hills Joint Venture and the Mt Barrett Joint Venture. The deemed issue price of the shares is 0.8 cents (\$0.008) per share.
- (d) The names of the allottee/s:
The shares and options will be issued to Oroya Mining Limited [ACN 009 146 794] (ASX: ORO).
- (e) The terms of the securities:
The shares will be ordinary fully paid shares which rank equally in all respects with the Company's existing ordinary shares. The options will be exercisable at 1 cent (\$0.01), expire on 30 June 2016 and otherwise be issued on the terms set out in Annexure A.
- (f) The intended use of the funds raised:
No funds will be raised through the issue of the shares and options.
- (g) A voting exclusion statement is set out in the Notice of Meeting.

RESOLUTION 3: ISSUE OF SHARES AND OPTIONS TO MELBOURNE CAPITAL LIMITED AND CPS SECURITIES

Resolution 3 is proposed to seek shareholder approval for the issue of 25,000,000 ordinary fully paid shares and 35,000,000 options to each of Melbourne Capital and CPS Securities (or their nominees). As described on page 3 of this Memorandum, the shares and options are to be issued in connection with the role of Melbourne Capital and CPS Securities in introducing, arranging and structuring the transaction between the Company and Oroya and are to be issued subject to the completion of the Oroya transaction.

ASX Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (e.g. shares or options) which amount to more than 15% of its ordinary securities in a rolling 12 month period without the approval of its shareholders. Furthermore, equity securities issued with the approval of holders of a company's ordinary securities in accordance with ASX Listing Rule 7.1 are not then required to be included in the 15% limit imposed by ASX Listing Rule 7.1.

Resolution 3 seeks shareholder approval for the issue of the shares and options for the purposes of ASX Listing Rule 7.1.

ASX Listing Rule 7.3 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

- (a) The maximum number of securities the entity is to issue:
50,000,000 ordinary fully paid shares and 70,000,000 options to acquire ordinary shares, each option exercisable at 1 cent (\$0.01) and expiring on 30 June 2016.
- (b) The date on which the entity will issue the securities:
The Company will issue the shares and options within three months of the date of the Meeting.
- (c) The issue price of the securities:
The shares and options will be issued connection with the role of Melbourne Capital and CPS Securities in introducing, arranging and structuring the transaction between the Company and Oroya. The deemed issue price of the shares is 0.8 cents (\$0.008) per share.
- (d) The names of the allottee/s:
The shares and options will be issued to Melbourne Capital Limited [AFSL 238978] [ACN 055 638 438] (or its nominee) and Cunningham Peterson Sharbanee Securities Pty Ltd [AFSL 294848] [ACN 088 055 636] (or its nominee).
- (e) The terms of the securities:
The shares will be ordinary fully paid shares which rank equally in all respects with the Company's existing ordinary shares. The options will be exercisable at 1 cent (\$0.01), expire on 30 June 2016 and otherwise be issued on the terms set out in Annexure A.
- (f) The intended use of the funds raised:
No funds will be raised through the issue of the shares and options.
- (g) A voting exclusion statement is set out in the Notice of Meeting.

RESOLUTION 4: ISSUE OF SHARES AND OPTIONS TO CONSULTANTS

Resolution 4 is proposed to seek shareholder approval for the issue of 10,000,000 ordinary fully paid shares and 5,000,000 options to consultants of the Company in connection in lieu of fees due in connection with services provided to the Company. The shares and options are proposed to be issued to the following entities:

Consultant/Services	Shares	Options
Tim Chapman (or his nominee) in lieu of payments due	6,000,000	3,000,000

in connection with investor relations and advisory services provided to the Company including but not limited to services in connection with the Oroya transaction.		
Brian Dunkley (or his nominee) in lieu of payments due in connection with administrative support services provided to the Company.	4,000,000	2,000,000

None of the consultants referred to above are related parties of the Company.

ASX Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (e.g. shares or options) which amount to more than 15% of its ordinary securities in a rolling 12 month period without the approval of its shareholders. Furthermore, equity securities issued with the approval of holders of a company's ordinary securities in accordance with ASX Listing Rule 7.1 are not then required to be included in the 15% limit imposed by ASX Listing Rule 7.1.

Resolution 4 seeks shareholder approval for the issue of the shares and options for the purposes of ASX Listing Rule 7.1.

ASX Listing Rule 7.3 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

- (a) The maximum number of securities the entity is to issue:
10,000,000 ordinary fully paid shares and 5,000,000 options to acquire ordinary shares, each option exercisable at 1 cent (\$0.01) and expiring on 30 June 2016.
- (b) The date on which the entity will issue the securities:
The Company will issue the shares and options within three months of the date of the Meeting.
- (c) The issue price of the securities:
The shares and options will be issued in consideration of services provided by the consultants set out in the Memorandum, in lieu of fees owing to them. The deemed issue price of the shares is 0.8 cents (\$0.008) per share.
- (d) The names of the allottee/s:
The shares and options will be issued to the consultants named in the table set out above.
- (e) The terms of the securities:
The shares will be ordinary fully paid shares which rank equally in all respects with the Company's existing ordinary shares. The options will be exercisable at 1 cent (\$0.01), expire on 30 June 2016 and otherwise be issued on the terms set out in Annexure A.
- (f) The intended use of the funds raised:
No funds will be raised through the issue of the shares and options.
- (g) A voting exclusion statement is set out in the Notice of Meeting.

RESOLUTION 5: ISSUE OF SHARES AND OPTIONS TO THE CFO SOLUTIONS HQ PTY LTD

Resolution 5 is proposed to seek shareholder approval for the issue of 10,000,000 ordinary shares and 20,000,000 options to The CFO Solution HQ Pty Ltd [ACN 054 583 612] ("The CFO Solution") (or its nominee).

The Company has a contract with The CFO Solution for the provision of back office support, assistance in preparation of financial reports and the provision of other regulatory compliance services. The contract may be terminated on 12 months' notice by either party. The Company intends to terminate its service contract with The CFO Solution upon or shortly following completion of the transaction with Oroya. The Company has agreed to issue, and The CFO Solution has agreed to accept, the shares and options the subject of Resolution 5 in lieu of payments which would otherwise be due on termination of the service contract referred to above. The CFO Solution has agreed that, in consideration of the issue of the shares and options the subject of Resolution 5, the service contract may be terminated by the Company without notice.

ASX Listing Rule 10.11 requires a company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the company. For the purposes of Listing Rule 10.11, a related party includes a Director of the Company, an entity over which a Director has control and an entity which believes, or has reasonable grounds to believe, that it is likely to become a related party of the company in the future. CFO Solution is controlled by Mr Phillip Hains, a Director of the Company, and is therefore a related party of the Company for the purposes of ASX Listing Rule 10.11.

Shareholder approval is being sought under ASX Listing Rule 10.11 and as such approval is not required under ASX Listing Rule 7.1.

ASX Listing Rule 10.13 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 10.11 must include the following information:

- (a) The name of the person receiving the securities:

The CFO Solution HQ Pty Ltd [ACN 054 583 612] (or its nominee) will receive the shares and options the subject of Resolution 5.

- (b) The maximum number of securities to be issued or the formula for calculation the number of securities to be issued:

10,000,000 ordinary fully paid shares and 20,000,000 options to acquire ordinary shares, each option exercisable at 1 cent (\$0.01) and expiring on 30 June 2016.

- (c) The date on which the entity will issue the securities:

The Company will issue the shares and options within one month of the date of the Notice of Meeting. The Company proposes to issue the shares and options contemporaneously with the shares and options the subject of Resolutions 1, 2 and 3 of the Notice of Meeting to which this Memorandum relates.

- (d) A statement of the relationship between the person and the Company:

The CFO Solution is a company controlled by Mr Phillip Hains, a Director of the Company.

- (e) The issue price of the securities and a statement of the terms of the issue:

The securities are to be issued in lieu of payments which would otherwise be due on termination of a service contract entered into between The CFO Solution and the Company. The deemed issue price of the shares is 0.8 cents (\$0.008) per share.

(f) The intended use of the funds raised.

No funds were raised through the issue.

(g) A voting exclusion statement is set out in the Notice of Meeting.

RESOLUTION 6: ISSUE OF SHARES AND OPTIONS TO BRYAN FROST

Resolution 6 is proposed to seek shareholder approval for the issue of 7,000,000 ordinary shares and 3,500,000 options to Mr Bryan Frost (or his nominee), a Director of the Company, in lieu of payment of Directors fees in cash.

The effect of the issue of the shares and options the subject of this Resolution 6 on the total number of shares and options held by Mr Frost (and his associates) is, for illustrative purposes, set out below:

	Shares	Options
Existing	57,050,465	51,076,618
Resolution 6	7,000,000	3,500,000
Total	64,050,465	54,576,618

The issue of shares and options to Mr Frost under Resolution 6 is subject to the Company being able to make the issue without breaching section 606 of the Corporations Act. The Company intends to issue the shares and options to Mr Frost contemporaneously with the issue the shares and options the subject of Resolutions 1, 2 and 3 of the Notice of Meeting to which this Memorandum relates.

ASX Listing Rule 10.11 requires a company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the company. For the purposes of Listing Rule 10.11, a related party includes a Director of the Company, an entity over which a Director has control and an entity which believes, or has reasonable grounds to believe, that it is likely to become a related party of the company in the future.

Shareholder approval is being sought under ASX Listing Rule 10.11 and as such approval is not required under ASX Listing Rule 7.1.

ASX Listing Rule 10.13 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 10.11 must include the following information:

(a) The name of the person receiving the securities:

Mr Bryan Frost (or his nominee) will receive the shares and options the subject of Resolution 6.

(b) The maximum number of securities to be issued or the formula for calculation the number of securities to be issued:

7,000,000 ordinary fully paid shares and 3,500,000 options to acquire ordinary shares, each option exercisable at 1 cent (\$0.01) and expiring on 30 June 2016.

- (c) The date on which the entity will issue the securities:

The Company will issue the shares and options within one month of the date of the Notice of Meeting. The Company proposes to issue the shares and options contemporaneously with the shares and options the subject of Resolutions 1, 2 and 3 of the Notice of Meeting to which this Memorandum relates.

- (d) A statement of the relationship between the person and the Company:

Mr Frost is a Director of the Company.

- (e) The issue price of the securities and a statement of the terms of the issue:

The securities are to be issued in consideration of Directors fees owed by the Company to Mr Frost. The deemed issue price of the shares is 0.8 cents (\$0.008) per share.

- (f) The intended use of the funds raised.

No funds will be raised through the issue.

- (g) A voting exclusion statement is set out in the Notice of Meeting.

RESOLUTION 7: ISSUE OF SHARES AND OPTIONS TO RICHARD REVELINS

Resolution 7 is proposed to seek shareholder approval for the issue of 3,000,000 ordinary shares and 1,500,000 options to Mr Richard Revelins (or his nominee), a Director of the Company, in lieu of payment of Directors fees in cash.

The effect of the issue of the shares and options the subject of this Resolution 7 on the total number of shares and options held by Mr Revelins (and his associates) is, for illustrative purposes, set out below:

	Shares	Options
Existing	28,950,885	29,725,473
Resolution 7	3,000,000	1,500,000
Total	31,950,885	31,225,473

ASX Listing Rule 10.11 requires a company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the company. For the purposes of Listing Rule 10.11, a related party includes a Director of the Company, an entity over which a Director has control and an entity which believes, or has reasonable grounds to believe, that it is likely to become a related party of the company in the future.

Shareholder approval is being sought under ASX Listing Rule 10.11 and as such approval is not required under ASX Listing Rule 7.1.

ASX Listing Rule 10.13 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 10.11 must include the following information:

- (a) The name of the person receiving the securities:

Mr Richard Revelins (or his nominee) will receive the shares and options the subject of Resolution 7.

- (b) The maximum number of securities to be issued or the formula for calculation the number of securities to be issued:

3,000,000 ordinary fully paid shares and 1,500,000 options to acquire ordinary shares, each option exercisable at 1 cent (\$0.01) and expiring on 30 June 2016.

- (c) The date on which the entity will issue the securities:

The Company will issue the shares and options within one month of the date of the Notice of Meeting.

- (d) A statement of the relationship between the person and the Company:

Mr Revelins is a Director of the Company.

- (e) The issue price of the securities and a statement of the terms of the issue:

The securities are to be issued in consideration of Directors fees owed by the Company to Mr Revelins. The deemed issue price of the shares is 0.8 cents (\$0.008) per share.

- (f) The intended use of the funds raised.

No funds will be raised through the issue.

- (g) A voting exclusion statement is set out in the Notice of Meeting.

ANNEXURE A

OPTION TERMS

Rights attaching to the options (**Options**) are set out below.

- Each Option gives the holder (**Optionholder**) the right to subscribe for one ordinary fully paid share (**Share**). To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with these terms and conditions.
- The Options will expire at 5:00pm (AEST) on 30 June 2016 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- The amount payable upon exercise of each Option will be 1 cent (\$0.01) (**Exercise Price**).
- The Options may be exercised in whole or in part, and if exercised in part, multiples of 100,000 must be exercised on each occasion.
- Optionholders may exercise their Options by lodging with the Company, before the Expiry Date:
 - a written notice of exercise of Options specifying the number of Options being exercised; and
 - a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised (**Exercise Notice**).
- An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- The Options are freely transferable (subject to the Corporations Act, the ASX Listing Rules, and the Constitution of the Company),
- All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- Subject to the Corporations Act, the Listing Rules and the Constitution of the Company, application will be made to the ASX for Official Quotation of the Options. The Company will apply for quotation of all Shares allotted pursuant to the exercise of the Options on ASX within 10 Business Days after the allotment of those Shares.
- If at any time the issued capital of the Company is reconstructed, all rights of the Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- There are no participating rights or entitlements inherent in the Options and the Optionholder 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 6 Business Days after the issue is announced. This will give the Optionholder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.

PROXY 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.

MINING PROJECTS GROUP LIMITED

ABN: 84 006 189 331

REGISTERED OFFICE: SUITE 2 1233 HIGH STREET ARMADALE VIC 3143

All Correspondence to: The Company Secretary Mining Projects Group Limited PO Box 8694 Armadale, Victoria. 3143 OR Fx: (03) 9822 7735 International: Fx: +61 3 9822 7735

Ph: (03) 9824 5254 International Ph: +61 3 9824 5254

Code: MPJ

Holder Number:

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

Input box for Chairperson appointment

OR

Input box for name of person appointed

The meeting Chairperson (mark with an "X")

The name of the person you are appointing (if this person is someone other than the Chairperson of the meeting).

or failing the person named, or if no person is named, the Chairperson 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 General Meeting of the Company to be held at 10.30am (Melbourne, Victoria time) on Friday, 1 March 2013 at Giorgios Restaurant Function Room, 1235 High Street Armadale, Victoria, 3143 and at any adjournment of that meeting.

SECTION B: Voting Directions to your Proxy

Please mark "X" in the box to indicate your voting directions to your Proxy.

Resolution

- 1. CAPITAL RAISING
2. ISSUE OF SHARES AND OPTIONS TO OROYA MINING LIMITED
3. ISSUE OF SHARES AND OPTIONS TO MELBOURNE CAPITAL LIMITED AND CPS SECURITIES
4. ISSUE OF SHARES AND OPTIONS TO CONSULTANTS
5. ISSUE OF SHARES AND OPTIONS TO THE CFO SOLUTION HQ PTY LTD
6. ISSUE OF SHARES AND OPTIONS TO BRYAN FROST
7. ISSUE OF SHARES AND OPTIONS TO RICHARD REVELINS

For Against Abstain*

Grid of boxes for voting directions (For, Against, Abstain) for each resolution.

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

* 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.

If you wish to appoint the Chairperson as your proxy and you do not wish to direct the Chairperson how to vote, please mark "X" in the box.

By marking this box, you acknowledge that the Chairperson may exercise your proxy even if he/she has an interest in the outcome of the resolutions 1-7 and even though resolution 5-7 are connected directly or indirectly with the remuneration of a member of a Company's key management personnel, and notwithstanding that votes cast by the chairperson (other than as proxy) will be disregarded because of that interest or because the chairperson is a member of the Company's key management personnel. If you do not mark the box, and you have not directed your proxy how to vote the Chairperson will not cast your proxy on resolutions in which he/she has an interest or on resolutions 5 - 7.

The Chairperson of the meeting intends to vote all undirected proxies which he/she is entitled to vote in favour of resolution 1-7.

SECTION C: Please Sign Below

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Signature box for Individual or Security Holder

Signature box for Security Holder 2

Signature box for Security Holder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

2917228359

Reference Number:

Reference Number input box

MPJ

1

