

MINING PROJECTS GROUP LIMITED

(ABN 84 006 189 331)

PROSPECTUS

This Prospectus is for the issue of 35 million new options exercisable at \$0.01 and expiring on 30 June 2016. The offer of new options set out in this Prospectus is only made to, and only capable of acceptance by, Melbourne Capital Limited [AFSL 238 978] [ACN 055 638 438] ("**Melbourne Capital**") (or its nominee/s).

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.

IMPORTANT NOTICE

This prospectus ("**Prospectus**") is dated 26 March 2013. 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 expiry date of this Prospectus is 25 April 2014. No securities will be issued on the basis of this Prospectus after that expiry date.

This is a Prospectus for the offer of new options to acquire continuously quoted securities (as defined by the Corporations Act 2001 (Cth)) of Mining Projects Group Limited and has been prepared in accordance with section 713 of the Corporations Act. Accordingly, this Prospectus does not contain the same level of disclosure as an initial public offering prospectus.

Before applying for new options, persons accepting the offer made herein should consider whether the new options are a suitable investment in light of their own investment objectives and financial circumstances and having regard for the merits and risks involved. Various risks may affect the future operating and financial performance of Mining Projects Group Limited and the value of an investment in Mining Projects Group Limited.

This Prospectus does not constitute an offer of, or an invitation to subscribe for, any new options in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation. The offer of new options contained in this Prospectus are only made to, and are only capable of acceptance by, those persons specified in this Prospectus.

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

The securities offered under this Prospectus are considered speculative.

Unless otherwise indicated all references to currency are to Australian dollars and all references to time are to times in Melbourne, Australia.

1 DETAILS OF THE OFFER

On 1 March 2013, in addition to various other approvals, Mining Projects Group Limited (“**the Company**” or “**Mining Projects Group**”) obtained approval from its shareholders for the issue of 25,000,000 shares and 35,000,000 options (each a “**New Option**”) to Melbourne Capital Limited [AFSL 238 978] [ACN 055 638 438] (“**Melbourne Capital**”) (or its nominee/s). These shares and the New Options were to be issued in connection with the role of Melbourne Capital in introducing, arranging and structuring the transaction between the Company and Oroya Mining Limited [ACN 009 146 794] (“**Oroya**”). The transaction with Oroya relates two minerals exploration projects over tenements known as the Roe Hills (Talc Lake) Joint Venture and the Mt Barrett Joint Venture (collectively the “**Oroya Joint Ventures**”).

This Prospectus is issued by the Company in respect of the offer of 35,000,000 New Options to Melbourne Capital (“**the Offer**”).

Each New Option will, upon exercise, entitle the holder to one ordinary fully paid share in the Company. Each New Option will be exercisable at 1 cent (\$0.01) on or before 30 June 2016. Full terms of the New Options offered under this Prospectus are set out in section 7.1.

As at the date of this Prospectus, the number of holders of options having identical terms as the New Options is not sufficient to enable the Company to meet the requirements of a successful application for the official quotation of the New Options on ASX Limited [ACN 008 624 691] (“**ASX**”). However, the Company may in the future make an application for admission of the New Options to the official list of ASX if the requirements of the Corporations Act and the ASX Listing Rules, including the requirement for a minimum number of holders, were met.

Further details regarding the transaction with Oroya, including the terms of the Oroya Joint Ventures, are set out in the Company’s Notice of Meeting dated 23 January 2013 and the subsequent ASX announcements made by the Company (details of which are set out in section 6 of this Prospectus).

As described in the Company’s Notice of Meeting dated 23 January 2013, Melbourne Capital received a mandate from the Company to act as Lead Manager to assist, on a best endeavours basis, in raising \$800,000 through the placement of 100,000,000 shares and 50,000,000 free-attaching options. This mandate was granted in connection with a capital raising by the Company of an aggregate \$1.6 million (“**the Placement**”). The completion of the Placement forms a condition precedent to the formation of the Oroya Joint Ventures.

As noted in the Company’s announcement to ASX Limited on 25 March 2013, applications to fully complete the Placement have been received. It is anticipated the shares and options will be issued to complete the Placement following lodgement of this Prospectus. The Company has agreed to pay Melbourne Capital placement and management fees equal to 6% of the funds raised by them under the Placement.

There is no obligation to exercise any New Option. There is no brokerage, commission or other participation costs payable by Melbourne Capital in respect of the acceptance of the offer of New Options under this Prospectus. It is anticipated that the Offer will close and New Options will be issued by no later than 29 March 2013 however, subject to ASX Listing Rules and the Corporations Act, the Company may at its discretion close the Offer early or extend the closing date of the Offer beyond this date.

The Offer is a private offer and is only capable of acceptance by Melbourne Capital.

2 EFFECT OF THE OFFER ON THE COMPANY

2.1 Effect on the Capital Structure of the Company

Set out in Table One and Table Two below, for illustrative purposes, is the existing capital structure of the Company (as at the date of this Prospectus) together with the impact of Offer on the capital structure of the Company.

For completeness, the tables below include the issue of:

- shares and options to be made to Oroya (or its nominee/s) under the terms of the agreements for the Oroya Joint Ventures;
- shares and options to be made to Cunningham Peterson Sharbanee Securities Pty Ltd [AFSL 294 848] [ACN 088 055 636] (“**CPS Securities**”) (or its nominee/s) in connection with its role in introducing, arranging and structuring the Oroya Joint Venture transaction;
- shares to be made to Melbourne Capital as described in item 1; and
- shares and options to made to professional and sophisticated investors who accepted the Company’s invitation to subscribe for shares and options under the \$1.6 million Placement.

The above issues were approved by shareholders at the Company’s general meeting on 1 March 2013. It is anticipated that these shares and options will be issued following lodgement of this Prospectus but prior to completion of the Offer.

TABLE ONE – EFFECT ON NUMBER OF ISSUED ORDINARY SHARES

SHARES	
Existing	300,166,840
Issued under \$1.6 million placement	200,000,000
To Oroya (or its nominee/s)	50,000,000
To CPS Securities (or its nominee/s)	25,000,000
To Melbourne Capital (or its nominee/s)	25,000,000
TOTAL	600,166,840

TABLE TWO – EFFECT ON NUMBER OF ISSUED OPTIONS

OPTIONS	
<u>Existing</u>	
(a) Exercisable at \$0.10, expiring 6 July 2014 (MPJOA).	(a) 41,299,175
(b) Exercisable at \$0.015, expiring 30 November 2014 (MPJOB).	(b) 105,282,868
(c) Exercisable at \$0.10, expiring 5 October 2015.	(c) 400,000

(d) Exercisable at \$0.25, expiring 5 October 2015.	(d) 500,000
(e) Exercisable at \$0.50, expiring 5 October 2015.	(e) 500,000
(f) Exercisable at \$0.03, expiring 28 February 2014.	(f) 63,686
(g) Exercisable at \$0.01, expiring 30 June 2016	(g) 30,000,000
Total Existing Options	178,045,729
Issued under \$1.6 million placement *	100,000,000
To Oroya (or its nominee/s) *	30,000,000
To CPS Securities (or its nominee/s) *	35,000,000
To Melbourne Capital (or its nominee/s) (offered under this Prospectus)	35,000,000
TOTAL	378,045,729

Notes to tables:

- * *These options will have identical terms to the New Options (i.e. an exercise price of \$0.01 and expiry date of 30 June 2016).*
- *The tables above assume 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 the tables above.*
- *The tables above do not include the remaining 12,500,000 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).*

2.2 Oroya Joint Ventures and use of Placement funds

As described in the Company's Notice of Meeting dated 23 January 2013, subject to the satisfaction of various conditions precedent including completion of the Placement, the Oroya Joint Ventures will be formed for the purposes of the exploration of:

- the Roe Hills/Talc Lake project which 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**"); and
- the Mt Barrett project which 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**").

No funds will be raised through issue of the New Options under the Offer. However, \$1.6 million will be raised through the Placement of which 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 Tenement. Under the terms of the joint venture, one of the requirements to the Company earning a 75% participating interest in the Roe Hills (Talc Lake) Joint Venture is the expenditure of a minimum of \$800,000 during the 12 month period from the Roe Hills (Talc Lake)

Joint Venture's formation. However, 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 Placement 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 Placement are proposed to be used to fund the costs of the Placement (anticipated to be approximately \$130,000) and otherwise applied to working capital requirements of the Company (\$370,000).

In connection with the Oroya Joint Ventures, it is anticipated that Mr Joshua Wellisch (nominee of Oroya) and Mr Angus Edgar (nominee of Melbourne Capital) will join the Board of the Company. Mr Edgar, is a director and shareholder of Melbourne Capital. Accordingly, Melbourne Capital is a related party of the Company for the purposes of the Corporations Act as it has reasonable grounds to believe it will become a related party upon Mr Edgar's appointment to the Board. As disclosed in section 1 of this Prospectus, Melbourne Capital will receive placement and management fees in connection with the mandate granted to it in relation to the Placement and will receive shares and New Options in connection with its role in introducing, arranging and structuring the Oroya Joint Venture transaction. As previously disclosed to ASX, the Company has entered into identical arrangements with CPS Securities, which is not a related party of the Company, in connection with its role in the Placement and the Oroya Joint Venture transaction. As such, the Company considers the payment of fees and issue of shares and New Options to Melbourne Capital (which constitute a financial benefit for the purposes of the Corporations Act) are being made on arm's length terms for the purposes of section 210 of the Corporations Act.

3 ACCEPTANCE INSTRUCTIONS

The Offer made under this Prospectus is a private offer made only to Melbourne Capital (or its nominee/s) and is only capable of acceptance by Melbourne Capital (or its nominee/s).

Melbourne Capital will receive an application form together with a copy of this Prospectus.

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 an Offer under this Prospectus, or to acquire New Options or other securities of the Company.

4 RISKS

The Company's activities, as in any business, are subject to risks which may impact the Company's future performance. The following is a summary of the more material matters to be considered and should be read in conjunction with any specific matters which have or may be referred to in the Company's ASX announcements. The summary below is not exhaustive, rather represents some of the major risk factors which you need to be aware of in evaluating the Company. You should examine the contents of this Prospectus in its entirety in considering and assessing the Offer.

4.1 Specific Risks

Grant and Renewal of Permits

Further to the Company's announcement to ASX on 25 March 2013, during the course of conducting its due diligence investigations into the Oroya Joint Ventures the Company has identified that an expenditure exemption application will need to be made in respect of the Mt Barrett Tenement (EL 38/2053). Based on its investigations, and having regard to advice provided to the Company by Oroya, the Company believes that this application is likely to be approved. The Company has, however, reached an agreement with Oroya that the issue of 4 million of the aggregate 50 million consideration shares to be issued to Oroya will be withheld pending, and only issued subject to, the approval of that exemption application. It is also noted that the Company's key exploration targets are not located within the Mt Barrett Tenement.

In addition, the Company has an interest in Exploration Permit for Coal 2528 (EPC 2528) and has secured an option to acquire an interest in various exploration tenements located in the Fraser Range, Western Australia (EL28/2271, EL69/1594 and EL69/3082). These exploration tenements are at the application stage and have therefore been applied for but not granted. While the Company has no reason to believe that these tenements will not be granted it cannot guarantee that the tenements will be granted or that they will be granted without undue delay.

The Company's exploration activities are dependent upon the maintenance (including renewal) of the tenements in which the Company has or acquires an interest. Although the Company has no reason to think that the tenements in which it currently has or proposes to acquire an interest will not be renewed, there is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed by the relevant granting authority.

Options

As noted in section 1 of this Prospectus, as at the date of this Prospectus the number of holders of options having identical terms as the New Options is not sufficient to enable the Company to make an application for the official quotation of the New Options on ASX. The Company may in the future make an application for admission of the New Options to the official list of ASX if the requirements of the Corporations Act and the ASX Listing Rules, including the requirement for a minimum number of holders, are met. There is no guarantee that these requirements will be satisfied. If the New Options are not admitted to official quotation there will be no ready market in which to offer the New Options for sale.

No guarantee can be given that the Company's share price will be greater than the exercise price of the New Options during the period up to the expiry of the Options on 30 June 2016. Accordingly, there is a risk that the New Options will be out of the money during the exercise period, which would affect the value of the New Options.

Land Access

There is a substantial level of regulation and restriction on the ability of exploration and mining companies to have access to land in Australia. The Company currently has an interest in various exploration tenements located in Queensland and Western Australia and will, upon completion of the transaction with Oroya, obtain rights to earn an interest in the Western Australian tenements the subject of the Roe Hills Joint Venture and Mt Barrett Joint Venture. Both Queensland and Western Australia have implemented restrictions affecting land access in areas deemed to be subject to certain protective overlays and zoning classifications, including areas containing sites of

indigenous cultural heritage significance, areas of urban development and land located within potential strategic cropping zones. In some instances the protective overlays and zoning classifications may restrict mining and exploration activities completely, however more commonly they will affect the procedure required for access and may impose obligations in respect of compensation, land rehabilitation and/or land impact management. This may, for example, necessitate the completion of impact assessment studies and/or require the negotiation of access or compensation arrangements with landowners and indigenous groups. Inability to access, or delays experienced in accessing, the land and unforeseen expenses associated therewith may impact on the Company's activities. Queensland in particular has seen an increase in political and media focus on the ability of exploration and mining companies to have access to land. Any future changes in legislation and regulations, whether in response to this increased political and media attention or otherwise, may impose significant obligations or restrictions on the Company which cannot be predicted.

Operating Risks

The Company is in the early stages of resource exploration activity. The prospects of the Company must be considered in light of the considerable risks, costs and difficulties frequently encountered by companies in a similar stage of resource exploration. The amounts and timing of exploration expenditures will depend on the progress of ongoing exploration, the results of consultants' analyses and recommendations and other factors, many of which are beyond the Company's control.

The development of the new and current projects will require the commitment of substantial resources and the Company expects to incur losses unless and until any new or current projects enter into commercial production and generate sufficient revenues to fund their continuing operations. There can be no assurance that exploration of the Company's current and future projects will result in the discovery of an economic mineral deposit. Accordingly, there can be no assurance that the Company will generate any revenues or achieve profitability.

Furthermore, if the Company made a discovery, there can be no assurance that any logistical, technical, financial and regulatory hurdles would be satisfied and profitable, commercial production achieved.

4.2 General Risks

Environment

The proposed activities of the Company are subject to both Australian Federal and State laws and regulations concerning the environment. The Company may require approval from relevant regulatory authorities before undertaking activities that are likely to impact on the environment. If the Company fails to obtain such approvals it may be prevented from undertaking those activities. Delays in obtaining any required approvals may also adversely affect the Company's proposed activities. Furthermore, future legislation and regulations may impose significant environmental obligations on the Company which cannot be predicted.

Availability of Personnel

The Company is reliant on technical consultants and other resource industry specialists engaged on a consultancy basis to provide analyses and recommendations on, and carry out, exploration activities in respect of its projects. The availability of suitable technical consultants and resource industry specialists may be limited and there may be delays in securing equipment and personnel required to

carry out the Company's planned activities. This may result in cost and time overruns which may have a material adverse effect on the Company.

Additional Funding

The Company's funding requirements depend on numerous factors including the Company's ability to generate income from its projects, the outcome of future exploration and work programs and the acquisition of any new projects. The Company may require further funding in addition to current cash reserves to fund future exploration activities or the acquisition of new projects. Additional equity financing, if available, may be dilutive to shareholders and/or occur at prices lower than the market price. Debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed it may be required to reduce the scope of its exploration operations.

Government Policy

In addition to the effect of legislative or regulatory changes in the specific areas of land access and environment discussed in above, changes in government, financial policy, taxation and other laws (including legislation which regulates the resource industry) may affect the ability of the Company to carry on its proposed activities, restrict the Company in achieving its objectives or may result in increased compliance costs or complexities in managing the Company's proposed operations and activities. Changes to State or Commonwealth government, government policies or legislation cannot be predicted and could have a materially adverse effect on the Company.

Market Conditions

The market price of the Company's securities may be subject to a variety of unpredictable influences on the market for equities in general and resources stocks in particular. These market conditions may affect the value of the Company's securities regardless of the Company's performance. Lack of liquidity may also affect the value of the Company's securities. The trading price of the New Options (if admitted to official quotation on ASX) and any shares issued upon exercise of the New Options, may fall as well as rise.

5 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 offered under that prospectus are continuously quoted securities within the meaning of the Corporations Act, or options to acquire continuously quoted securities. This generally means that the relevant securities (in the current case the ordinary fully paid shares which will be acquired on exercise of the New Options) 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.

The ordinary fully paid shares which will be issued upon exercise of the New Options offered pursuant to this Prospectus are in a class of securities which have been continuously quoted securities for a period in excess of 12 months.

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, the Company is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to the Company 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 2012, being the most recent annual financial report of the Company lodged with ASIC before the lodgement of this Prospectus with ASIC;
- (ii) any half-year financial report lodged with ASIC by the Company after the lodgement of the annual report referred to in (i) above and before lodgement of this Prospectus with ASIC (namely the half-year financial report lodged with ASX on 15 March 2013); and
- (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 6 of this Prospectus.

6 ASX ANNOUNCEMENTS

The following announcements (continuous disclosure notices) have been made by the Company to ASX since 28 September 2012 being the date of lodgement of the 2012 annual financial report incorporating the Company's annual financial statements for the year ended 30 June 2012.

Date	Headline
25/03/2013	Funding secured for Talc Lake nickel sulphide targets
15/03/2013	Half Yearly Reports and Accounts
05/03/2013	Appendix 3Y - RR
05/03/2013	Appendix 3Y (PH)
05/03/2013	Appendix 3Y (BJF)
05/03/2013	Appendix 3B
01/03/2013	Results of Meeting
04/02/2013	Appendix 3B and Section 708A Notice

31/01/2013	Quarterly Activities Report and Cash Report
30/01/2013	Coal permit granted and up to 140mt target identified
23/01/2013	Notice of General Meeting/Proxy Form
17/01/2013	Ceasing to be a substantial holder
21/12/2012	Oroya Executes Agreement to Fund W.A. Nickel & Gold Projects
21/12/2012	MPJ secures key nickel and gold assets in WA
11/12/2012	Appendix 3Y - BF
07/12/2012	Appendix 3Y - BF
30/11/2012	Change in substantial holding
30/11/2012	Appendix 3Y - BJF
29/11/2012	Results of Annual General Meeting
22/11/2012	Appendix 3Y - BJF
09/11/2012	Change in substantial holding -QMM
09/11/2012	Ceasing to be a substantial holder - PCL
09/11/2012	Ceasing to be a substantial holder PCL
09/11/2012	Appendix 3B and 708A Notice
07/11/2012	Ceasing to be a substantial holder x 2
05/11/2012	MPJ executes an option to acquire Fraser Range tenements
31/10/2012	Quarterly Activities and Cash Flow Report
30/10/2012	Notice of Annual General Meeting/Proxy Form

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. 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 the Company.

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.

7 TERMS OF SECURITIES OFFERED

7.1 Options

The New Options offered under this Prospectus will be granted on the following terms and conditions:

- Each New Option gives the holder (“**Optionholder**”) the right to subscribe for one ordinary fully paid share (“**Share**”). To obtain the right given by each New Option, the Optionholder must exercise the New Options in accordance with these terms and conditions.
- The New 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 New Option will be 1 cent (\$0.01) (“**Exercise Price**”).
- The New 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 New Options by lodging with the Company, before the Expiry Date:
 - a written notice of exercise of New Options specifying the number of New Options being exercised; and
 - a cheque or electronic funds transfer for the Exercise Price for the number of New 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 New Options specified in the Exercise Notice.
- The New 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 New 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 New Options. The Company will apply for quotation of all shares allotted pursuant to the exercise of the New 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 New Options and the Optionholder will not be entitled to participate in new issues of capital offered to shareholders during the currency of the New 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 New Options prior to the date for determining entitlements to participate in any such issue.

7.2 Shares

The shares that will be issued upon exercise of the New Options 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 ordinary 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 Company's 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 Company's Constitution during the application period of the Prospectus, which the Company will provide free of charge. The Company's Constitution is also available at the Company's web site, www.miningprojectsgroup.com.

8 DIRECTORS' INTERESTS

8.1 Directors' interests in securities of the Company

As at the date of this Prospectus, the Directors' direct and indirect interests in shares and options of the Company are as follows:

Director	Shares	Options
Mr Bryan Frost	64,050,465	38,403,331
Mr Richard Revelins	31,950,885	22,501,044
Mr Phillip Hains	11,885,716	20,838,096
Mr James Babbage	150,000	125,000
Proposed Director	Shares	Options
Mr Joshua Wellisch	Nil	Nil
Mr Angus Edgar	3,000,000*	Nil*

Note:

* The table above does not include 25,000,000 shares referred to in section 1 of this Prospectus which are proposed to be issued to Melbourne Capital (an entity controlled by Mr Edgar) (or its nominee/s) following the issue of this Prospectus or the 35,000,000 New Options to be issued to Melbourne Capital (or its nominee/s) under this Prospectus. An entity associated with Mr Edgar has also applied for 10,000,000 shares and 5,000,000 options under the Placement, these shares are expected to be issued shortly following lodgment of this Prospectus, and are not included in the table above.

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

- the formation or promotion of the Company; or
- any property acquired or proposed to be acquired by the Company in connection with its

- formation or promotion or in connection with the offer of New Options; or
- (iii) the offer of New Options, other than as ordinary shareholders;
- and, other than as disclosed in this Prospectus, no amounts or benefits have been paid or agreed to be paid to any Director:
- (iv) to induce them to become, or to qualify them as, a Director of the Company; or
- (v) for services provided by that person in connection with the formation and promotion of the Company or the offer of New Options.

8.2 Directors' fees and other 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 2012 are set out in the financial statements of the Company for the financial year ended 30 June 2012 (referred to in section 5 of this Prospectus, a copy of which is available upon request). The total remuneration received by or payable to current Directors as fees and executive service remuneration in the past two complete financial years (and for the period between July 2012 and March 2013) is:

Director	July 2010 – June 2011	July 2011- June 2012	July 2012- March 2013
Mr Bryan Frost	\$249,996	\$249,996	\$131,250 ¹
Mr James Babbage	\$ 40,000 ²	\$ 40,000 ²	\$30,000 ³
Mr Richard Revelins	\$ 180,000	\$ 180,000	\$75,000 ⁴
Mr Phillip Hains ⁵ (appointed Jan 2012)	N/A	\$ 0 ⁶	\$0 ⁷

Notes:

- 1) *The sum of \$102,083 has been paid, balance remains owing.*
- 2) *Excludes payments of \$6,500 paid to Babbage & Co Pty Ltd, an entity controlled by James Babbage, in connection with income tax consulting services provided to the Company.*
- 3) *Excludes payments of \$3,125 paid to Babbage & Co Pty Ltd, an entity controlled by James Babbage, in connection with income tax consulting services provided to the Company.*
- 4) *The sum of \$33,335 has been paid, balance remains owing.*
- 5) *Mr Hains does not receive any Directors fees as remuneration however Mr Hains is a director and shareholder of The CFO Solution HQ Pty Ltd ("The CFO Solution") which provides corporate secretarial and consulting services to Mining Projects Group Limited and its subsidiaries.*
- 6) *The CFO Solution for the period January 2012 to June 2012 was paid a sum of \$140,000 in connection with corporate secretarial and consulting services provided to the Company. For the same period, a further sum of \$21,336 has been paid and an additional \$10,668 remains payable to The CFO Solution in connection with office services shared between The CFO Solution and the Company at its registered office.*
- 7) *The CFO Solution for the period July 2012 to March 2013 was paid a sum of \$210,000 in connection with corporate secretarial and consulting services provided to the Company. For the same period, a further sum of \$10,668 has been paid in connection with office services shared between The CFO Solution and the Company at its registered office.*

The terms upon which the proposed Directors will be appointed

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.

9 Taxation

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

10 Other Jurisdictions

If an applicant accepting the Offer is uncertain as to whether this investment is appropriate for them, they should seek the advice of an appropriately qualified financial advisor.

This Prospectus does not constitute an offer for securities in any place where, or to any person whom, it would be unlawful to make such an offer. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law, and persons outside Australia who come into possession of this Prospectus should seek advice on, and observe any, such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the New Options or the Offer or otherwise to permit a public offering of the securities in any jurisdiction outside Australia. The New Options have not been, and will not be, registered under the United States Securities Act of 1933 and should not be offered or sold within the USA. Any person accessing the electronic version of this Prospectus for the purpose of investing in the Company must only access it from within Australia.

11 Consents

Melbourne Capital and CPS Securities have given, and at the time of lodgement of this Prospectus, have not withdrawn their consent to the form and context in which they are named in this Prospectus. Neither Melbourne Capital nor CPS Securities were involved in the preparation of any part of this Prospectus and did not authorise or cause the issue of this Prospectus. Melbourne Capital and CPS Securities make no express or implied representation or warranty in relation to the Company, the Prospectus or the Offer and do not make any statement in this Prospectus, nor is any statement in it based on any statement made by them. To the maximum extent permitted by law, Melbourne Capital and CPS Securities each expressly disclaims and takes no responsibility for any material in, or omission from, this Prospectus.

Mr Joshua Wellisch and Mr Angus Edgar have given, and at the time of lodgement of this Prospectus, have not withdrawn their consent to the form and context in which they are named in this Prospectus. Neither Mr Wellisch or Mr Edgar were involved in the preparation of any part of this Prospectus and did not authorise or cause the issue of this Prospectus. Neither Mr Wellisch or Mr Edgar make no express or implied representation or warranty in relation to the Company, the Prospectus or the Offer and do not make any statement in this Prospectus, nor is any statement in it based on any statement made by them. To the maximum extent permitted by law, Mr Wellisch and Mr Edgar each expressly disclaims and takes no responsibility for any material in, or omission from, this Prospectus.

12 Privacy

Personal information is collected on the application 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 of the Offer 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 Company's share registrar. 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. Recipients can also request access to, or corrections of, personal information held by the Company by writing to the Company.

13 Electronic Prospectus

A copy of this Prospectus will be displayed in electronic format at www.miningprojectsgroup.com. However, the copy of the Prospectus on the website will not include an application form which will only be provided to persons invited to accept the Offer. The Offer constituted by this Prospectus will not be made in electronic form and will only be made in the paper copy of this Prospectus which will be dispatched to those persons invited by the Company to apply for the Offer. Those invitees will be provided with an application form together with a copy of this Prospectus. New Options cannot be applied for electronically or using an electronic copy of the Prospectus.

The Corporations Act prohibits any person from passing an application form on to another person unless it is attached to or accompanied by a hard copy of this Prospectus. The Prospectus and/or application form must not be passed on to another person (other than a professional advisor) without the prior written consent of the Company.

14 Enquiries

If you have any questions regarding the content of this Prospectus or how to complete an application form provided to you by the Company in connection with this Prospectus, you should contact your stockbroker, accountant or independent professional financial adviser prior to accepting any Offer.

Any questions concerning the Offer should be directed to Mining Projects Group on (03)9824 8166.

Directors' Responsibility Statement

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



Bryan J. Frost
Chairman