



NOTICE OF GENERAL MEETING

Including Explanatory Memorandum and Proxy Form

To be held on:

1 October 2014

To be held at:

11.00am (Melbourne time)

Location:

Level 14, No 31 Queen Street, Melbourne, VIC 3000

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

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MINING PROJECTS GROUP LIMITED
ACN 006 189 331

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Mining Projects Group Limited ("the **Company**" or "**MPJ**") will be held at Level 14, 31 Queen Street, Melbourne, Victoria 3000 on Wednesday, 1 October 2014 at 11.00am (Melbourne time).

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.

BUSINESS

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF 233,000,000 SHARES – EXEMPT INVESTORS

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"THAT for the purposes of ASX Listing Rule 7.4, shareholders ratify the prior issue of 233,000,000 fully paid ordinary shares in the capital of the Company to clients of Alignment Capital Pty Ltd [ACN 167 124 754], a corporate authorised representative of Pearce Callaghan & Associates [AFSL 288877], who are investors exempt from the disclosure requirements of Chapter 6D of the Corporations Act 2001 that are not related parties of the Company on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution 1 by:

- *persons who participated in the issue; or*
- *any associates of those persons.*

However, the Company need not disregard a vote on Resolution 1 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;*
- *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF 10,000,000 SHARES – STOCKS DIGITAL

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"THAT for the purposes of ASX Listing Rule 7.4, shareholders ratify the prior issue of 10,000,000 fully paid ordinary shares in the capital of the Company to Stocks Digital, who is not a related party of the Company, on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution 2 by:

- *persons who participated in the issue; or*
- *any associates of those persons.*

However, the Company need not disregard a vote on Resolution 2 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;
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF 2,000,000 SHARES – PROACTIVE INVESTOR

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"THAT for the purposes of ASX Listing Rule 7.4, shareholders ratify the prior issue of 2,000,000 fully paid ordinary shares in the capital of the Company to ProActive Investor who is not a related party of the Company, on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution 3 by:

- persons who participated in the issue; or
- any associates of those persons.

However, the Company need not disregard a vote on Resolution 3 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;
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF 666,663 SHARES AND 444,443 OPTIONS – EXEMPT INVESTORS

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"THAT for the purposes of ASX Listing Rule 7.4, shareholders ratify the prior issue of 666,663 fully paid ordinary shares in the capital of the Company and 444,443 free-attaching options to investors exempt from the disclosure requirements of Chapter 6D of the Corporations Act 2001 that are not related parties of the Company, on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution 4 by:

- persons who participated in the issue; or
- any associates of those persons.

However, the Company need not disregard a vote on Resolution 4 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;
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 5 – APPROVAL FOR ISSUE OF OPTIONS TO EXEMPT INVESTORS

To consider and, if thought fit, to pass the following as an ordinary resolution:

"THAT for the purpose of ASX Listing Rule 7.1, shareholders approve the issue of up to 233,000,000 free attaching options [MPJO] to acquire fully paid ordinary shares (each option having an exercise price of \$0.01 and expiry date of 30 June 2016) to clients of Alignment Capital Pty Ltd [ACN 167 124 754], a corporate authorised representative of Pearce Callaghan & Associates [AFSL 288877], that are investors exempt from the disclosure requirements of Chapter 6D of the Corporations Act 2001 that are not related parties of the Company as described in the Explanatory Memorandum which accompanied and formed part of this Notice of General Meeting."

Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 5 by:

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

However, the Company need not disregard a vote on Resolution 5 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, in accordance with a direction on the proxy form to vote as the proxy decides.*

RESOLUTION 6 – APPROVAL FOR ISSUE OF OPTIONS TO ALIGNMENT CAPITAL PTY LTD

To consider and, if thought fit, to pass the following as an ordinary resolution:

"THAT for the purpose of ASX Listing Rule 7.1, shareholders approve the issue of up to 50,000,000 options [MPJO] to acquire ordinary fully paid shares (each option having an exercise price of \$0.01 and expiry date of 30 June 2016) to Alignment Capital Pty Ltd (or its nominee) as described in the Explanatory Memorandum which accompanied and formed part of this Notice of General Meeting."

Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 6 by:

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

However, the Company need not disregard a vote on Resolution 6 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, in accordance with a direction on the proxy form to vote as the proxy decides.*

Dated: 26 August 2014
By the order of the Board

A handwritten signature in black ink, appearing to read "Adrien Wing". The signature is stylized with a large initial "A" and a long horizontal stroke at the end.

Adrien Wing
Company Secretary

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

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

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

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

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

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged at the registered office of the Company or sent by facsimile transmission to the Company's registered office on (03) 9614 0550 not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

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

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

A proxy form is attached to this Notice of General 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 11.00am on 29 September (Melbourne Time) are entitled to attend and vote at the meeting.

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

How the Chair Will Vote Undirected Proxies

The Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions subject to the restrictions set out below.

MINING PROJECTS GROUP LIMITED

ACN 006 189 331

("the Company")

GENERAL MEETING

EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum ("**this Memorandum**") accompanies and forms part of the Company's Notice of General Meeting to be held at Level 14, 31 Queen Street, Melbourne, Victoria, 3000 on 1 October 2014 at 11.00am (Melbourne time). The Notice of General Meeting incorporates, and should be read together with, this Memorandum.

BUSINESS

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF 233,000,000 SHARES – EXEMPT INVESTORS

Resolution 1 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 233,000,000 fully paid ordinary shares to clients of Alignment Capital Pty Ltd [ACN 167 124 754], a corporate authorised representative of Pearce Callaghan & Associates [AFSL 288877] who are exempt investors that are not related parties of the Company. Every one share subscribed for carries with it one free-attaching option (the issue of which is subject to shareholder approval pursuant to Resolution 2) (**Placement**). The Placement was announced by the Company to ASX on 14 July 2014 and completed on 23 July 2014.

132,271,251 shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1 and 100,728,749 shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1A.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A, any equity securities issued under that additional placement capacity will not be counted in the variable upon which the 10% placement capacity is based until that issue has been ratified under ASX Listing Rule 7.4 (or 12 months has passed since their issue). In addition, any equity securities issued under that additional placement capacity will reduce the balance of equity securities able to be issued under that additional capacity without prior shareholder approval unless that issue has been ratified under ASX Listing Rule 7.4 (or 12 months has passed since their issue).

By ratifying this issue, the Company will:

- retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity pursuant to ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval; and
- increase the variable upon which the 10% placement capacity is based and retain the flexibility to issue equity securities in the future up to the 10% placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior shareholder approval.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of shares issued was 233,000,000 fully paid ordinary shares in the Company.
- The price at which the shares were issued was 0.6 cents (\$0.006).
- The shares have the same terms and rights as, and rank equally with, the Company's existing listed fully paid ordinary shares.
- The shares were issued to clients of Alignment Capital Pty Ltd [ACN 167 124 754], a corporate authorised representative of Pearce Callaghan & Associates [AFSL 288877] who are exempt investors that are not related parties of the Company.
- Funds raised by the issue of shares will be applied to the development of the Company's existing projects and specifically the program of works at the Roe Hills Nickel Project (as announced by the Company to ASX on 8 July 2014) and working capital.
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Memorandum.

RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF 10,000,000 SHARES – STOCKS DIGITAL

Resolution 2 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 10,000,000 fully paid ordinary shares to Stocks Digital, who is not a related party of the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity pursuant to ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of shares issued was 10,000,000 fully paid ordinary shares in the Company.
- The price at which the shares were issued was 0.3 cents (\$0.003).
- The shares have the same terms and rights as, and rank equally with, the Company's existing listed fully paid ordinary shares.
- The shares were issued to Stocks Digital, who is not a related party of the Company.
- There were no funds raised by the issue of shares to Stocks Digital. The shares were issued to Stocks Digital in lieu of fees for investor relations services provided by Stocks Digital to the Company.

- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Memorandum.

RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF 2,000,000 SHARES – PROACTIVE INVESTOR

Resolution 3 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 2,000,000 fully paid ordinary shares to ProActive Investor, who is not a related party of the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity pursuant to ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of shares issued was 2,000,000 fully paid ordinary shares in the Company.
- The price at which the shares were issued was 0.3 cents (\$0.003).
- The shares have the same terms and rights as, and rank equally with, the Company's existing listed fully paid ordinary shares.
- The shares were issued to ProActive Investor, who is not a related party of the Company.
- There were no funds raised by the issue of shares to ProActive Investor. The shares were issued to ProActive Investor in lieu of fees for investor relations services provided by ProActive Investor to the Company.
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Memorandum.

RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF 666,663 SHARES AND 444,443 OPTIONS – EXEMPT INVESTORS

Resolution 4 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 666,663 fully paid ordinary shares and 444,443 free-attaching options to exempt investors who are not related parties of the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity pursuant to ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of securities issued was 666,663 fully paid ordinary shares in the Company and 444,443 free-attaching options.
- The price at which the shares were issued was 0.3 cents (\$0.003). The options were free-attaching and were issued for nil consideration.
- The shares have the same terms and rights as, and rank equally with, the Company's existing listed fully paid ordinary shares. The options have the same terms as the Company's existing listed MPJO options (as set out in Annexure A). Each option is exercisable at 1 cent (\$0.01) on, or before, 30 June 2016 and will, upon exercise, entitle the holder to one ordinary fully paid MPJ share.
- The securities were issued to exempt investors who are not related parties of the Company.
- Funds raised by the issue of shares will be applied to the development of the Company's existing projects and specifically the program of works at the Roe Hills Nickel Project and working capital. Any funds received by the Company as a result of exercise of the options will be applied to the Company's working capital requirements at the time of issue.
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Memorandum.

RESOLUTION 5 – APPROVAL FOR ISSUE OF OPTIONS – EXEMPT INVESTORS

Resolution 5 seeks shareholder approval for the issue of up to 233,000,000 free attaching options [MPJO] to clients of Alignment Capital Pty Ltd [ACN 167 124 754], a corporate authorised representative of Pearce Callaghan & Associates [AFSL 288877] who are exempt investors and are not related parties of the Company. The options form part of the Placement (described above) and are to be issued to subscribers of the Placement on a basis of one option for every one share subscribed for. Each option will be issued for nil consideration (free attaching to the prescribed share).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

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:

- The maximum number of options which will be issued under the approval sought through this Resolution is 233,000,000.
- The options will be issued and allotted no later than three (3) months after the date of the General Meeting (or such later date as may be permitted by an ASX waiver of

the Listing Rules, the Corporations Act 2001 and/or the Australian Securities and Investments Commission).

- The options are free-attaching and are to be issued for nil consideration. The options will have the same terms as the Company's existing listed MPJO options. Each option is exercisable at 1 cent (\$0.01) on, or before, 30 June 2016 and will, upon exercise, entitle the holder to one ordinary fully paid MPJ share.
- The options will be issued to clients of Alignment Capital Pty Ltd [ACN 167 124 754], a corporate authorized representative of Pearce Callaghan & Associates [AFSL 288877], who are exempt investors and are not related parties of the Company.
- The options will be issued on the terms set out in Annexure A of this Memorandum. Shares issued as a result of exercise of the options will rank equally in all respects with the Company's existing ordinary shares.
- A voting exclusion statement is contained in the Notice of General Meeting.
- There will be no funds raised through the issue of the options the subject of Resolution 5. Any funds raised by the exercise of the options will be used by the Company to fund the Company's working capital requirement at the time of exercise.

RESOLUTION 6: APPROVAL OF ISSUE OF OPTIONS TO ALIGNMENT CAPITAL PTY LTD

Resolution 6 is proposed to obtain shareholder approval for the issue of up to 50,000,000 options to acquire ordinary MPJ shares [MPJO] to Alignment Capital Pty Ltd (or its nominee).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.3:

- (a) The maximum number of options which will be issued under the approval sought through this Resolution is 50,000,000.
- (b) The options will be issued and allotted no later than three (3) months after the date of the General Meeting (or such later date as may be permitted by an ASX waiver of the Listing Rules, the Corporations Act 2001 and/or the Australian Securities and Investments Commission).
- (c) The options are to be issued for nil consideration and form a part of the fees payable to Alignment Capital Pty Ltd in connection with the Placement. The options will have the same terms as the Company's existing listed MPJO options. Each option is exercisable at 1 cent (\$0.01) on, or before, 30 June 2016 and will, upon exercise, entitle the holder to one ordinary fully paid MPJ share
- (d) The options will be issued and allotted to Alignment Capital Pty Ltd (or its nominee).
- (e) The options will be issued on the terms set out in Annexure A of this Memorandum. Shares issued as a result of exercise of the options will rank equally in all respects with the Company's existing ordinary shares.
- (f) A voting exclusion statement is contained in the Notice of General Meeting.

- (g) There will be no funds raised through the issue of the options the subject of Resolution 6. Any funds raised by the exercise of the options will be used by the Company to fund the Company's working capital requirement at the time of exercise.

NOTE:

Unless otherwise specified, all monetary amounts are expressed in Australian dollars.

ANNEXURE A
OPTION TERMS [MPJO]
(RESOLUTIONS 4, 5 and 6)

- (a) Each option will entitle the holder to acquire one ordinary fully paid share in the capital of the Company.
- (b) Each option will have an exercise price of 1 cent (\$0.01) each.
- (c) The options will expire on 30 June 2016 ("**the Expiry Date**"). The options can be exercised by completing the option exercise form and delivering it together with the payment for the number of shares in respect of which the options are exercised to the registered office of the Company. Any option that has not been exercised prior to the Expiry Date automatically lapses. Holders shall not be entitled to exercise their options (and the Company will not be required to issue shares upon such exercise) if it would be unlawful to do so.
- (d) The exercise price is payable in full on exercise.
- (e) Subject to the Corporations Act, the ASX Listing Rules, and the Constitution of the Company and unless otherwise specified at the time of issue, options are freely transferable. All shares issued upon exercise of options will rank pari passu in all respects with, and will have the same terms as, the Company's then issued ordinary fully paid Shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of options, subject to any restriction obligations imposed by ASX.
- (f) The options will not give any right to participate in dividends until shares are issued pursuant to the exercise of the relevant options.
- (g) There are no participation rights or entitlements inherent in the options. Option holders are not entitled to participate in new issues of securities offered to shareholders without first exercising the options. Subject to any waiver granted by ASX, the Company will send notices to option holders at least five business days prior to the record date applying to offers of securities made to shareholders during the currency of the options.
- (h) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of options or the exercise price of the options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.

MINING PROJECTS GROUP LIMITED

ACN 006 189 331

("the Company")

PROXY FORM

Full name of securityholder(s):.....

Address:.....

I/We being a member/s of Mining Projects Group Limited ("Company") and entitled to attend and vote at the meeting of the Company to be held at 11.00am (Melbourne time) on 1 October 2014 appoint:

the Chair of the meeting.
(mark box)

OR
(mark box)

.....
(Full name of proxy or the office of the proxy)

or if the person or body corporate named above fails to attend the meeting, or if no person/body corporate is named, the Chair of the meeting as my/our proxy to attend that meeting and vote on my/our behalf at that meeting and any adjournment or postponement of that meeting in accordance with the following directions (or if no directions have been given, as the proxy sees fit). If two proxies are appointed, the proportion of voting rights this proxy represents is%.

This proxy is authorised to exercise votes/ % of my/our total voting rights.

The Chairman of the meeting intends to vote all available proxies in favour of all items of business.

VOTING DIRECTIONS FOR YOUR PROXY

To instruct your proxy how to vote, insert 'X' in the appropriate column against each resolution set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

I/We direct my/our proxy to vote as indicated below:

		FOR	AGAINST	ABSTAIN
Resolution 1	RATIFICATION OF PRIOR ISSUE OF 233,000,000 SHARES – EXEMPT INVESTORS			
Resolution 2	RATIFICATION OF PRIOR ISSUE OF 10,000,000 SHARES – STOCKS DIGITAL			
Resolution 3	RATIFICATION OF PRIOR ISSUE OF 2,000,000 SHARES – PROACTIVE INVESTOR			
Resolution 4	RATIFICATION OF PRIOR ISSUE OF 666,663 SHARES AND 444,443 OPTIONS – EXEMPT INVESTORS			
Resolution 5	APPROVAL FOR ISSUE OF 233,000,000 OPTIONS – EXEMPT INVESTORS			
Resolution 6	APPROVAL OF ISSUE OF 50,000,000 OPTIONS – ALIGNMENT CAPITAL PTY LTD			

<p>If a person:</p> <p>_____</p> <p>(Signature)</p> <p>_____</p> <p>Name (print)</p> <p>Date: ____/____/____</p>	<p>If a company:</p> <p>EXECUTED by: _____</p> <p style="text-align: right;">Name of company (print)</p> <p>in accordance with the Corporations Act</p> <p>_____</p> <p>(Signature) _____</p> <p>(Signature)</p> <p>Date: ____/____/____</p>
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This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be lodged at:

- Level 14, 31 Queen Street, Melbourne, Victoria, 3000; or
- by facsimile on (03) 9614 0550 by 11.00am (Melbourne time) on 29 September 2014, being not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be.

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