

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme West Wits Mining LimitedACN/ARSN 124 894 060**1. Details of substantial holder (1)**Name Mining Projects Group LimitedACN/ARSN (if applicable) 006 189 331The holder became a substantial holder on 07/01/2009**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
<b>Ordinary Shares</b>	<b>6,309,552</b>	<b>6,309,552</b>	<b>5.18%</b>

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
<b>AMN Nominees Pty Ltd</b>	<b>Shareholder</b>	<b>Ordinary Shares 6,309,552</b>

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
<b>AMN Nominees Pty Ltd</b>	<b>AMN Nominees Pty Ltd</b>	<b>AMN Nominees Pty Ltd</b>	<b>Ordinary Shares 6,309,552</b>

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
<b>Please refer to Annexure A</b>				

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
AMN Nominees Pty Ltd	100% owned subsidiary of Mining Projects Group Limited

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
All	Suite 2, 1233 High Street, Armadale VIC 3143

**Signature**

print name **Bryan Frost** capacity **Director**  
 sign here \_\_\_\_\_ date **08/01/2009**

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person ( eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

# West Wits Mining Limited

ACN 124 894 060

## ANNEXURE A

### 5. Consideration

Holder of Relevant Interest	Date of Acquisition	Consideration (Cash)	Class and Number of securities
AMN Nominees Pty Ltd	24/12/2007	\$ 61,025.00	ORD 257,500
AMN Nominees Pty Ltd	27/12/2007	\$ 47,728.00	ORD 194,700
AMN Nominees Pty Ltd	04/01/2008	\$ 24,267.75	ORD 61,474
AMN Nominees Pty Ltd	07/01/2008	\$ 63,060.00	ORD 126,800
AMN Nominees Pty Ltd	10/01/2008	\$ 40,998.30	ORD 83,670
AMN Nominees Pty Ltd	10/01/2008	\$ 160,541.00	ORD 321,082
AMN Nominees Pty Ltd	10/01/2008	\$ 11,643.78	ORD 24,774
AMN Nominees Pty Ltd	10/01/2008	\$ 4,850.00	ORD 10,000
AMN Nominees Pty Ltd	10/01/2008	\$ 26,950.00	ORD 55,000
AMN Nominees Pty Ltd	10/01/2008	\$ 70,175.00	ORD 140,350
AMN Nominees Pty Ltd	10/01/2008	\$ 14,850.00	ORD 30,000
AMN Nominees Pty Ltd	11/01/2008	\$ 46,132.00	ORD 94,650
AMN Nominees Pty Ltd	14/01/2008	\$ 15,963.00	ORD 31,300
AMN Nominees Pty Ltd	16/01/2008	\$ 12,875.97	ORD 25,247
AMN Nominees Pty Ltd	17/01/2008	\$ 19,417.44	ORD 40,453
AMN Nominees Pty Ltd	18/01/2008	\$ 12,616.89	ORD 24,739
AMN Nominees Pty Ltd	18/01/2008	\$ 31,325.28	ORD 65,261
AMN Nominees Pty Ltd	18/01/2008	\$ 5,000.00	ORD 10,000
AMN Nominees Pty Ltd	23/01/2008	\$ 160,758.40	ORD 401,896
AMN Nominees Pty Ltd	24/01/2008	\$ 39,241.60	ORD 98,104
AMN Nominees Pty Ltd	29/01/2008	\$ 34,000.00	ORD 100,000
AMN Nominees Pty Ltd	29/01/2008	\$ 28,000.00	ORD 100,000
AMN Nominees Pty Ltd	29/01/2008	\$ 18,465.60	ORD 61,552
AMN Nominees Pty Ltd	06/02/2008	\$ 18,700.00	ORD 55,000
AMN Nominees Pty Ltd	13/02/2008	\$ 1,700.00	ORD 5,000
AMN Nominees Pty Ltd	08/02/2008	\$ 47,300.00	ORD 145,000
AMN Nominees Pty Ltd	14/02/2008	\$ 68,000.00	ORD 200,000
AMN Nominees Pty Ltd	18/02/2008	\$ 59,988.60	ORD 199,962
AMN Nominees Pty Ltd	19/02/2008	\$ 11.40	ORD 38
AMN Nominees Pty Ltd	13/03/2008	\$ 78,000.00	ORD 300,000
AMN Nominees Pty Ltd	13/03/2008	\$ 14,000.00	ORD 50,000
AMN Nominees Pty Ltd	13/03/2008	\$ 49,402.75	ORD 197,611
AMN Nominees Pty Ltd	14/03/2008	\$ 597.25	ORD 2,389
AMN Nominees Pty Ltd	20/03/2008	\$ 22,000.00	ORD 100,000
AMN Nominees Pty Ltd	09/04/2008	\$ 64,500.00	ORD 300,000

<b>Holder of Relevant Interest</b>	<b>Date of Acquisition</b>	<b>Consideration (Cash)</b>	<b>Class and Number of securities</b>
AMN Nominees Pty Ltd	05/05/2008	\$ 9,450.00	ORD 45,000
AMN Nominees Pty Ltd	06/05/2008	\$ 3,780.00	ORD 18,000
AMN Nominees Pty Ltd	07/05/2008	\$ 10,500.00	ORD 50,000
AMN Nominees Pty Ltd	07/05/2008	\$ 4.80	ORD 24
AMN Nominees Pty Ltd	09/05/2008	\$ 18,270.00	ORD 87,000
AMN Nominees Pty Ltd	12/05/2008	\$ 6,985.00	ORD 34,925
AMN Nominees Pty Ltd	14/05/2008	\$ 4,000.00	ORD 20,000
AMN Nominees Pty Ltd	22/05/2008	\$ 26,939.80	ORD 134,699
AMN Nominees Pty Ltd	04/06/2008	\$ 40,000.00	ORD 200,000
AMN Nominees Pty Ltd	05/06/2008	\$ 20,000.00	ORD 100,000
AMN Nominees Pty Ltd	11/06/2008	\$ 2,070.40	ORD 10,352
AMN Nominees Pty Ltd	18/07/2008	\$ 29,790.00	ORD 198,600
AMN Nominees Pty Ltd	24/07/2008	\$ 210.00	ORD 1,400
AMN Nominees Pty Ltd	08/08/2008	\$ 8,164.00	ORD 62,800
AMN Nominees Pty Ltd	18/08/2008	\$ 22,464.00	ORD 187,200
AMN Nominees Pty Ltd	22/08/2008	\$ 16,240.00	ORD 203,000
AMN Nominees Pty Ltd	25/08/2008	\$ 1,451.68	ORD 18,146
AMN Nominees Pty Ltd	04/09/2008	\$ 2,308.32	ORD 28,854
AMN Nominees Pty Ltd	27/11/2008	\$ 700.00	ORD 20,000
AMN Nominees Pty Ltd	01/12/2008	\$ (840.00)	ORD (20,000)
AMN Nominees Pty Ltd	07/01/2009	\$ 49,800.00	ORD 996,000
<b>Total</b>		<b>\$ 1,646,373.01</b>	<b>ORD 6,309,552</b>