



NOTICE OF 2013 ANNUAL GENERAL MEETING

Including Explanatory Memorandum and Proxy Form

To be held on:

29 November 2013

To be held at:

10.00am Australian Eastern Daylight Saving Time (AEDST)

Location:

Level 14, 31 Queen Street, Melbourne, Victoria, 3000

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.

This page has been left blank intentionally.

MINING PROJECTS GROUP LIMITED

ACN 006 189 331

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2013 Annual General Meeting ("Meeting") of Mining Projects Group Limited ("the Company" or "MPJ") will be held at Level 14, 31 Queen Street, Melbourne, Victoria, 3000 on 29 November 2013 at 10.00am (Melbourne, Victorian, daylight savings time), for the purposes of considering and, if thought fit, passing each of the resolutions referred to in this Notice of Annual General Meeting.

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

Please read this Notice of Annual General Meeting carefully and, if intending to vote by way of proxy, consider directing your proxy on how to vote on each resolution by marking the appropriate box on the proxy form included with this Notice of Annual General Meeting. Shareholders who intend to appoint the Chairman as proxy (including appointment by default) should have regard to Proxy and Voting Instructions on page 4 of this Notice of Annual General Meeting.

GENERAL BUSINESS

2013 Annual Financial Statements

To receive and consider the 2013 Annual Financial Statements of the Company for the financial year ended 30 June 2013 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

Resolution 1 – Non-binding resolution to adopt Remuneration Report

To consider and, if thought fit, pass the following resolution as an advisory and non-binding ordinary resolution:

"THAT for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report for the financial year ended 30 June 2013 as disclosed in the Directors' Report is adopted."

Voting Note:

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report, or any of that person's closely related parties (such as close family members and any controlled companies of those persons) (collectively referred to as a "Restricted Voter"). However, the Company need not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the meeting (the Chair) as your proxy and you are not a Restricted Voter by marking the box on, and submitting, the Proxy Form you authorise the Chair to exercise the proxy even though Resolution 1 is 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 Resolution 1. If you have appointed the Chair as your proxy and you do not want your vote exercised in favour of Resolution 1, you should not mark the box on the Proxy Form or otherwise direct the Chair to vote "against" or to abstain from voting on Resolution 1.

Please refer to the Proxy and Voting Instructions on page 4.

Resolution 2a – Election of a Director – Mr Dehong Yu

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

“THAT Mr Dehong Yu, a Director who was appointed on 15 July 2013 to fill a casual vacancy (as permitted under the Company’s Constitution), being eligible for election as a Director of the Company and offering himself for election, be and hereby is elected as a Director of the Company.”

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

Resolution 2b – Election of a Director – Mr Angus Edgar

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

“THAT Mr Angus Edgar, a Director who was appointed on 28 March 2013 to fill a casual vacancy (as permitted under the Company’s Constitution), being eligible for election as a Director of the Company and offering himself for election, be and hereby is elected as a Director of the Company.”

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

Resolution 2c – Election of a Director – Mr Joshua Wellisch

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

“THAT Mr Joshua Wellisch, a Director who was appointed on 28 March 2013 to fill a casual vacancy (as permitted under the Company’s Constitution), being eligible for election as a Director of the Company and offering himself for election, be and hereby is elected as a Director of the Company.”

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

OTHER BUSINESS

Resolution 3a – Ratification of issue of shares for Joint Venture

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

“THAT for the purposes of ASX Listing Rule 7.4, and for all other purposes, shareholders ratify the prior issue of 20,000,000 fully paid ordinary shares (MPJ) in the issued capital of the Company previously issued to nominees EpiEnergy Pty Ltd pursuant to a Joint Venture Agreement as detailed in the Explanatory Memorandum which accompanied and forms part of this Notice of Annual General Meeting.”

Voting Exclusion Statement:

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

- persons who participated in the issue; or
- an associate of those persons.

However, the Company need not disregard a vote on Resolution 3a 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 a direction on the proxy form to vote as the proxy decides.

Resolution 3b – Ratification of issue of options for Joint Venture

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

“THAT for the purposes of ASX Listing Rule 7.4, and for all other purposes, shareholders ratify the prior issue of 15,000,000 options each to acquire, upon exercise, one ordinary fully paid share in the issued capital of the Company having an exercise price of 1 cent (\$0.01) and expiring 30 December 2017, which were issued to nominees of EpiEnergy Pty Ltd pursuant to a Joint Venture Agreement, as detailed in the Explanatory Memorandum which accompanied and formed part of this Notice of Annual General Meeting.”

Voting Exclusion Statement:

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

- persons who participated in the issue; or
- an associate of those persons.

However, the Company need not disregard a vote on Resolution 3b 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 a direction on the proxy form to vote as the proxy decides.

Resolution 4 – Approval of 10% Share Placement Facility (Special Resolution)

To consider, and if thought fit, pass the following as a **special resolution**:

“THAT, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, shareholders approve the Company having the capacity to issue fully paid ordinary shares in the capital of the Company up to the maximum number permitted by ASX Listing Rule 7.1A at an issue price which is not less than the minimum issue price calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.3 and on the terms and conditions described in the Explanatory Memorandum of this Notice of Annual General Meeting.”

Voting Note:

If as at the time of the Annual General Meeting, the Company:

- is included in the S&P/ASX 300 Index; and/or
- has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of greater than AU\$300 million,

then this Resolution will be withdrawn.

Voting Exclusion Statement:

The Company will, in accordance with ASX Listing Rule 14.11, disregard any votes cast on Resolution 4 by a person who may participate in the 10% placement issue and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities, if this resolution is passed), and any associates of those persons.

However, the Company need not disregard a vote cast on this Resolution 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.

By the order of the Board;

Mr Adrien Wing
Company Secretary

Dated: 28th October 2013

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

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A shareholder of the Company ("Shareholder") who is entitled to vote at a meeting may appoint:

- (a) one proxy if the Shareholder is only entitled to one vote; and
- (b) one or two proxies if the Shareholder 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 Shareholder'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 Level 2, 43 Ventnor Avenue, West Perth, WA, 6005 of the Company or sent by facsimile transmission 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 Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act 2001. 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 Annual General Meeting

If you sign the proxy form and do not specify a proxy, you will have appointed the Chair of the Meeting as your proxy.

Directing your proxy for Resolution 1 (Remuneration Report)

If you appoint the person chairing the meeting as your proxy 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 Resolution 1 is 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 Resolution 1.

If you have appointed the Chair as your proxy he or she can only cast your votes on Resolution 1 if you expressly authorise him or her to do so by marking the box on the proxy form or it you direct the Chair how to vote by marking either 'for', 'against' or 'abstain' for that item of business

Directors of the Company (other than the Chair, per the above) any other of the Company's key management personnel or any of their closely related parties will not be able to vote undirected proxies held by them on Resolution 1. Key management personnel of the Company comprise the Directors of the Company and those other persons actually having authority and responsibility for planning, directing and controlling the activities of the Company, directly and indirectly. The Remuneration Report identifies key management personnel for the year ending 30 June 2013. Their closely related parties are defined in the Corporations Act 2001 and include specified family members, dependents and companies they control.

Corporate Representatives

Any corporation which is a Shareholder 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 Chair of the Meeting) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with constitution of the Company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7.00pm on 27 November 2013 (Melbourne, Victorian, daylight savings 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.

Special Resolution

For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution. Resolution 4 is a special resolution.

MINING PROJECTS GROUP LIMITED

ACN 006 189 331
("the Company")

2013 Annual General Meeting

PURPOSE OF INFORMATION

This Explanatory Memorandum ("this Memorandum") accompanies and forms part of the Company's Notice of 2013 Annual General Meeting to be held at Level 14, 31 Queen Street, Melbourne, Victoria, 3000 on 29 November 2013 at 10.00am (Melbourne, Victorian, daylight savings time).

The Notice of 2013 Annual General Meeting incorporates, and should be read together with, this Memorandum.

GENERAL BUSINESS

2013 Annual Financial Statements

The 2013 Annual Financial Statements (comprising of the Financial Report, declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report) for the year ended 30 June 2013 will be laid before the meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2013 Annual Financial Statements and the management of the Company. A representative of the auditor will be invited to attend to answer questions about the audit of the Company's 2013 Annual Financial Statements.

The Company's 2013 Annual Financial Statements are set out in the Company's 2013 Annual Report which can be obtained from the Company's website, www.miningprojectsgroup.com.au or upon request to the Company Secretary at the Company's registered office, Level 2, 43 Ventnor Avenue, West Perth, WA, 6005 (telephone (08) 6144 4492).

There is no requirement for these reports to be formally approved by Shareholders. No resolution is required to be moved in respect of this item.

Resolution 1 – Non-binding resolution to adopt Remuneration Report

The Company is required, pursuant to the Corporations Act 2001 ("Corporations Act"), to propose at each annual general meeting a non-binding resolution regarding the adoption of the Remuneration Report (which forms part of the Directors' Report in the Annual Financial Statements).

The purpose of Resolution 1 is to lay before shareholders the Company's Remuneration Report for the year ended 30 June 2013 so that shareholders attending the 2013 Annual General Meeting of the Company will have the opportunity to discuss and put forward questions in respect of the Remuneration Report and the management of the Company and vote on an advisory and non-binding resolution to adopt the Remuneration Report.

The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings ("AGMs"), shareholders will be required to vote at the second of those AGM's on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director and CEO) must be put up for re-election.

The vote on the Remuneration Report contained in the Company's 2012 Annual Financial Statements was passed with the support of more than 75% of the votes thus a spill resolution will not be required in the event that 25% or more of votes that are cast are against the adoption of the 2013 Remuneration Report. However, in the event that 25% or more of votes that are cast on Resolution 1 are against the adoption of the 2013 Remuneration Report shareholders should be aware that if there was a 'no' vote of 25% or more on the same resolution at the 2014 AGM a spill resolution would be required.

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 him how to vote on this Resolution or (b) provide your express consent to the Chair voting your undirected proxy on this Resolution, he 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 direct him how to vote on this Resolution or tick the box on the proxy form to confirm your consent to the Chair voting your undirected proxy on this Resolution.

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 this Resolution. 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 ended 30 June 2013. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

Resolution 2a – Election of a Director – Mr Dehong Yu

Resolution 2a is a resolution to confirm the appointment of Mr Dehong Yu as a Director of the Company.

Mr Yu is a business development executive with over 20 years' experience in international trade relations. He established his business operation in Australia within property development and expanded into mining exploration to utilize his extensive network of Chinese investors. He brings to the Board of MPJ his experience in mining exploration investment and access to his network of investors.

Mr Yu is a representative of the Company's major shareholder Redcliffe Coal Project Pty Ltd which holds 19.99% of MPJ's current shares on issue.

The Directors, excluding Mr Yu, unanimously recommend shareholders vote in favour of Resolution 2a.

Resolution 2b – Election of a Director – Mr Angus Edgar

Resolution 2b is a resolution to confirm the appointment of Mr Angus Edgar as a Director of the Company.

Mr Edgar has 27 years of experience in the finance and stockbroking industry. He has been directly involved with providing corporate advisory services to private and ASX-listed companies and the listing of several new companies onto ASX. Mr Edgar is the Managing Director of Arunta Resources Limited and a Director of Regal Resources Limited, which are both ASX-Listed companies.

The Directors, excluding Mr Edgar, unanimously recommend shareholders vote in favour of Resolution 2b.

Resolution 2c – Election of a Director – Mr Joshua Wellisch

Resolution 2c is a resolution to confirm the appointment of Mr Joshua Wellisch as a Director of the Company.

Mr Wellisch is a corporate professional and company director whose career has included acquisition and management of mineral geological projects in the energy and minerals sector. He is a non-executive director of Oroya Mining Limited. Mr Wellisch was also an executive director of Kingston Resources Limited from 2009 to 2011. Mr Wellisch is a director of NRG Capital a corporate advisory firm and has held several private and public board positions in various capacities over the past 8 years. He has a breadth of experience in capital raisings, corporate structuring and public company transactions predominantly in the mining and exploration sector.

Mr Wellisch holds a Bachelor of Science in Information Technology and a Post Graduate Diploma in Project Management.

The Directors, excluding Mr Wellisch, unanimously recommend shareholders vote in favour of Resolution 2c.

OTHER BUSINESS**Resolution 3a – Ratification of issue of shares for Joint Venture**

Resolution 3a is proposed to obtain shareholder approval pursuant to ASX Listing Rule 7.4 for the prior issue of 20,000,000 fully paid ordinary shares (MPJ) in the issued capital of the Company issued to nominees of EpiEnergy Pty Ltd [ACN 155 586 842] (“EpiEnergy”) in connection with the Joint Venture Agreement announced on 10 September 2013. The shares were issued on 12 September 2013.

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.

ASX Listing Rule 7.4 provides that where a company’s shareholders ratify the previous 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 approving the prior issue of 20,000,000 fully paid ordinary shares (MPJ) the subject of Resolution 3a, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity without the requirement to obtain prior shareholder approval.

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

- (a) The number of securities issued was 20,000,000 fully paid ordinary shares in the issued capital of the Company.
- (b) The shares were issued as consideration in connection with the formation of a joint venture with EpiEnergy at a deemed issued price of \$0.005 issue price.
- (c) The terms of the shares allotted and issued are identical to the Company’s existing fully paid ordinary shares.

- (d) The securities were issued to nominees of EpiEnergy.
- (e) There were no funds raised by the issue of the securities (refer (b) above).
- (f) A voting exclusion statement is contained in the Notice of Annual General Meeting which accompanies this Memorandum.

Resolution 3b – Ratification of issue of options for Joint Venture

Resolution 3b is proposed to obtain shareholder approval pursuant to ASX Listing Rule 7.4 for the prior issue of 15,000,000 options issued to nominees of EpiEnergy Pty Ltd in connection with the Joint Venture Agreement announced on 10 September 2013.

Each of the options the subject of Resolution 3b has an exercise price of 1 cent (\$0.01) and an expiry date of 30 December 2017. Full terms of the options the subject of Resolution 3b are set out in Annexure A. The options were issued on 12 September 2013.

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.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the previous 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 approving the prior issue of 15,000,000 options, the subject of Resolution 3b, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity without the requirement to obtain prior shareholder approval.

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

- (a) The number of securities issued was 15,000,000 options each to acquire, upon exercise, one ordinary fully paid share in the issued capital of the Company.
- (b) The options were issued as consideration in connection with the formation of a joint venture with EpiEnergy and had a nil issue price.
- (c) The securities issued are options each of which entitles the recipient to acquire, upon exercise prior to the expiry date, one fully paid ordinary share in the issued capital of the Company. The terms of the options are set out in detail in Annexure A.
- (d) The securities were issued to nominees of EpiEnergy.
- (e) There were no funds raised by the issue of the securities (refer (b) above). Any funds received upon exercise of the options will be applied to working capital requirements of the Company at the time of exercise.
- (f) A voting exclusion statement is contained in the Notice of Annual General Meeting which accompanies this Memorandum.

Resolution 4 – Approval of 10% Share Placement Facility (Special Resolution)**1. General**

The ASX has introduced fund raising rules to provide more flexibility for smaller companies to raise additional capital in an easier and potentially less costly manner. ASX Listing Rule 7.1A enables eligible entities to issue equity securities (as that term is defined in the ASX Listing Rules) up to 10% of its issued share capital through placements over a 12 month period after an annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is, at the date of the Notice of Annual General Meeting, an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 2(c) below). The Company may use funds raised from any 10% Placement Facility for funding of existing projects, acquisition of new projects and/or general working capital. It may also use the 10% Placement Facility for non-cash consideration purposes such as in connection with joint venture agreements or arrangements, as payments to consultants or contractors or in connection with the acquisition of new projects (although the Company presently has no proposal to do so).

The Company obtained shareholder approval to make issues under ASX Listing Rule 7.1A at its 2012 AGM and seeks to refresh this shareholder approval so as to continue to be able to make issues under the 10% Placement Facility after the 2013 AGM in accordance with ASX Listing Rule 7.1A.

The Company has not made any issues under Listing Rule 7.1A pursuant to the approval obtained at its 2012 AGM.

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this Resolution.

2. Description of ASX Listing Rule 7.1A**(a) Shareholder approval**

The ability to issue equity securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company.

The Company, as at the date of the Notice, has on issue four classes of quoted equity securities, ordinary shares (MPJ) and listed options (MPJO, MPJOA and MPJOB) .

(c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may, during the 10% Placement Period (defined in Section 2(f) below), issue a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

where:

- A** is the number of shares on issue 12 months before the date of the issue or agreement to issue:
- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the 12 months;
 - (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
 - (iv) less the number of fully paid shares cancelled in the 12 months.

Note: that A is has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this Memorandum, the Company has on issue 570,166,840 ordinary shares and therefore (subject to Resolution 3a being passed) would have the capacity to issue:

- (i) 85,525,026 ordinary shares under Listing Rule 7.1 (15% capacity); and
- (ii) subject to shareholders approving this Resolution 4, 57,016,684 ordinary shares under Listing Rule 7.1A (10% capacity).

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 2(c) above).

(e) Minimum Issue Price

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of equity securities in the same class calculated over the 15 trading days immediately before:

- (iii) the date on which the price at which the equity securities are to be issued is agreed; or
- (iv) if the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires (and ceases to be valid) on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (**10% Placement Period**).

3. ASX Listing Rule 7.1A

The effect of Resolution 4 will be to allow the directors of the Company to issue the equity securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

4. Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) Any equity securities issued will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 trading days immediately before:
- (i) the date on which the price at which the equity securities are to be issued is agreed; or
 - (ii) if the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- (b) If Resolution 4 is approved by the shareholders and the Company issues equity securities under the 10% Placement Facility, the existing shareholders' voting power in the Company would be diluted as shown in the below table (in the case of options, only if the options are exercised).

There is a risk that:

- (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the 2013 Annual General Meeting; and
- (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The table below shows the dilution of existing shareholders on the basis of the current market price of the Company's ordinary shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of the Notice. The table also shows:

- Two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting.
- Two examples of where the price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.0025 cents 50% decrease in Deemed Price	\$0.005 Deemed Price	\$0.01 100% Increase in Deemed Price
Current Variable A 570,166,840 shares	10% Voting Dilution	57,016,684 shares	57,016,684 shares	57,016,684 shares
	Funds raised	\$142,542	\$285,083	\$570,167
50% increase in current Variable A 855,250,260 shares	10% Voting Dilution	85,525,026 shares	85,525,026 shares	85,525,026 shares
	Funds raised	\$213,813	\$427,625	\$855,250
100% increase in current Variable A 1,140,333,680 shares	10% Voting Dilution	114,033,368 shares	114,033,368 shares	114,033,368 shares
	Funds raised	\$285,083	\$570,167	\$1,140,334

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting.
 - (ii) No options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A.
 - (iii) The table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting.
 - (iv) The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule".
 - (v) The price of ordinary securities is deemed for the purposes of the table above to be \$0.005 cents, being the closing price of the Company's listed securities on ASX on 8 October 2013 (**Deemed Price**). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at.
 - (vi) The table does not demonstrate the effect of listed options being issued under ASX Listing Rule 7.1A, it only considers the issue of the fully paid ordinary securities.
- (c) The Company will only issue and allot the equity securities during the 10% Placement Period. The approval under Resolution 4 for the issue of the equity securities will cease to be valid in the event that shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking)).
- (d) The Company may seek to issue the equity securities for the following purposes:
- (i) Non-cash consideration including in connection with joint venture arrangements or agreements, payment of contractors or consultants or in connection with the acquisition of new projects (although the Company presently has no proposal to do so). In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

- (ii) Cash consideration. In such circumstances, the Company intends to use the funds raised towards advancing existing Company projects, the acquisition of new projects and/or general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any equity securities.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the equity securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice of Annual General Meeting but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

- (f) The Company has previously obtained shareholder approval under ASX Listing Rule 7.1A at its 2012 AGM. During the 12 month period preceding the date of the 2013 AGM, being on and from 29 November 2012, the Company issued a total of 686,893,680 equity securities (comprising ordinary shares and both listed and unlisted options) which represents approximately 148% of the total number of equity securities on issue in the Company as at 29 November 2012.

Further details of the issues of all equity securities made by the Company during the 12 month period preceding the proposed date of the 2013 AGM are set out in Annexure B.

- (g) A voting exclusion statement is included in the Notice of Annual Meeting to which this Memorandum relates. At the date of that Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The directors of the Company unanimously recommend shareholders vote in favour of Resolution 4.

ANNEXURE A
Option Terms (Resolution 3b)

Each option (**Option**) will entitle the holder to subscribe for shares on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for 1 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.
- (b) The Options will expire at 5:00pm (AEDT) on 30 December 2017 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Option will be \$0.01 (**Exercise Price**).
- (d) 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.
- (e) Optionholders may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised; (the above being an **Exercise Notice**).
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) 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.
- (h) The Options are non-transferable.
- (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other ordinary shares.
- (j) The Company will not apply for quotation of the Options on ASX. However, 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.
- (k) 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.
- (l) 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.
- (m) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- (n) In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issue of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.

ANNEXURE B
Issues of Equity Securities since 2012 AGM (Resolution 4)

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable)	Form of consideration (cash/non-cash)
12/8/2013	15,000,000	MPJOC	Nominees of EpiEnergy Pty Ltd	N/A	Non-cash. Issued as consideration in connection with the formation of joint venture with EpiEnergy Pty Ltd.
12/8/2013	20,000,000	ORD	Nominees of EpiEnergy Pty Ltd	\$0.01 (no discount)	Non-cash. Issued as consideration in connection with the formation of joint venture with EpiEnergy Pty Ltd. Current value of shares \$120,000 ⁴ .
23/8/2013	60,000,000	MPJAO	Issued to Joshua Wellisch pursuant to Resolution 3 at General Meeting on 20 August 2013.	N/A	Non-cash – refer to page 12 of Notice of General Meeting dated 19 July 2013.
23/8/2013	4,300,000	MPJO	Issued to investors in capital raising approved by shareholders pursuant to Resolution 2 at a General Meeting on 20 August 2013.	\$0.001	Cash (\$4,300). Funds raised have been fully applied to working capital.
24/5/2013	4,000,000	ORD	Oroya Mining Limited	\$0.008 (no discount)	Non-cash. Issued as consideration in connection with the formation of joint venture agreement with Oroya Mining Limited. Current value of shares \$24,000 ⁴ .
26/3/2013	100,000,000	MPJO	Oroya Mining Limited, Melbourne Capital Limited and Cunningham Peterson Sharbanee Securities Pty Ltd	N/A	Non-cash. Issued as consideration in connection with the formation of, and services provided in connection with, joint venture with Oroya Mining Limited. As at the date of this Notice there has been no trades in MPJO options.
26/3/2013	100,000,000	MPJO	Issued to investors in capital raising approved by shareholders pursuant to Resolution 1 at a General Meeting on 1 March 2013.	N/A	Issued as free attaching options in connection with capital raising.
26/3/2013	96,000,000	ORD	Oroya Mining Limited, Melbourne Capital Limited and Cunningham Peterson Sharbanee Securities Pty Ltd	\$0.008 (approx. 38.5% discount based on closing price on 25 March 2013)	Non-cash. Issued in connection with formation of, and services provided in connection with, joint venture with Oroya Mining Limited. Current value of shares \$576,000 ⁴ .
26/3/2013	200,000,000	ORD	Issued to investors in capital raising approved by shareholders pursuant to Resolution 1 at a General Meeting on 1 March 2013.	\$0.008 (approx. 38.5% discount based on closing price on 25 March 2013)	Cash (\$1,600,000). Funds raised have been used for the development of the Company's existing projects and working capital.
5/3/2013	43,686	MPJAK	Existing shareholder/s who exercised MPJEX options.	n/a	Non-cash, issued upon exercise of MPJO option pursuant to terms of MPJO options (see below). As at the date of this Notice there have been no trades in MPJO options.

EXPLANATORY MEMORANDUM

5/3/2013	30,000,000	MPJO	Issued to Directors and consultants of the Company pursuant to Resolutions 4-7 passed by shareholders at a General Meeting on 1 March 2013.	N/A	Non-cash, issued in lieu of unpaid directors fees and fees due to consultants in connection with services provided to the Company. As at the date of this Notice there has been no trades in MPJO options.
5/3/2013	43,686	ORD	Existing shareholder/s who exercised MPJO options	\$0.02 (no discount)	Cash (\$873.72) – exercise of option. Funds raised have been fully applied to working capital.
5/3/2013	30,000,000	ORD	Issued to Directors and consultants of the Company pursuant to Resolutions 4-7 passed by shareholders at a General Meeting on 1 March 2013.	\$0.008 (no discount)	Non-cash, issued in lieu of unpaid directors fees and fees due to consultants in connection with services provided to the Company. Current value of shares \$180,000 ⁴ .
4/2/2013	12,500,000	ORD	Vendor's of Delcarmen Energy Pty Ltd pursuant to shareholder approval at a General Meeting held on 18 May 2012.	N/A	Non-cash, issued in consideration of acquisition of Delcarmen Energy Pty Ltd. Current value of shares \$75,000 ⁴ .
9/11/2012	6,308	ORD	Existing shareholder/s who exercised MPJOB options	\$0.015 (no discount)	Cash (\$94.62) – exercise of option. Funds raised have been fully applied to working capital.
9/11/2012	15,000,000	ORD	EpiEnergy Pty Ltd (or their nominee/s)	\$0.01 (no discount)	Non-cash, issued in consideration of grant of option over Fraser Range tenements as per ASX Announcement on 5 November 2012. Current value of shares \$90,000 ⁴ .

Notes to table:

1. The date of issue set out in the table above is the date that the Appendix 3B was announced to ASX. The date of issue may be different. Refer to Item 7 of the relevant Appendix 3B for the specific date of issue.
2. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the trading day prior to the date of issue of the relevant shares.
3. In respect of the classes of equity securities identified above:
 - (i) ORD refers to ordinary fully paid shares in the issued capital of the Company;
 - (ii) MPJOB listed options exercisable at \$0.015 per option on, or before, 30 November 2014;
 - (iii) MPJEX listed options exercisable at \$0.02 per option on, or before, 28 February 2013 (now expired) with holders upon exercise to receive one ordinary fully paid share and one additional new MPJAK option;
 - (iv) MPJAK unlisted options exercisable at \$0.03 per option on, or before, 28 February 2014;
 - (v) MPJAO unlisted options exercisable on, or before, 22 August 2017, various exercise prices (\$0.01, \$0.02 and \$0.025) – refer to Appendix 3B; and
 - (vi) MPJOC unlisted non-transferable options exercisable at \$0.01 on, or before, 30 December 2017.
4. Value based on share price of \$0.006, being closing price of Company's ordinary shares on 10 October 2013.

**PROXY FORM
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 Level 14, 31 Queen Street, Melbourne, Victoria, 3000 on 29 November 2013 at 10.00am (Melbourne, Victorian, daylight savings time) appoint:

the Chair of the meeting. **OR**
(mark box) (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%.

IMPORTANT: Directing the Chair how to vote on Resolution 1

If you do not mark this box, and you have not directed your proxy how to vote on Resolution 1, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair of the meeting as your proxy you can direct the Chair how to vote on Resolution 1 by either marking the relevant box below (for example if you wish to vote "against" or "abstain" from voting) or by marking this box (in which case the Chair will vote in favour of Resolution 1.

I/We (except where I/we have indicated a different voting intention below):

- a) direct the Chair of the meeting to vote in accordance with the Chair's voting intentions on Resolution 1 to vote in favour of this Resolution.
- b) authorise, in respect of Resolution 1 the Chair of the meeting to vote as described even though Resolution 1 is connected directly or indirectly with the remuneration of a member or members of key management personnel of the Company; and
- c) acknowledge that the Chair of the meeting may exercise your proxy in respect of Resolution 1 even though the Chair may have an interest in the outcome of that Resolution and that votes cast by the Chair of the meeting for that Resolution, other than as proxy holder, may be disregarded because of that interest.

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	ADOPTION OF REMUNERATION REPORT			
Resolution 2a	ELECTION OF A DIRECTOR – MR DEHONG YU			
Resolution 2b	ELECTION OF A DIRECTOR – MR ANGUS EDGAR			
Resolution 2c	ELECTION OF A DIRECTOR – MR JOSHUA WELLISCH			
Resolution 3a	RATIFICATION OF ISSUE OF SHARES FOR JOINT VENTURE			
Resolution 3b	RATIFICATION OF ISSUE OF OPTIONS FOR JOINT VENTURE			
Resolution 4	APPROVAL OF 10% SHARE PLACEMENT FACILITY			

EXPLANATORY MEMORANDUM



<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>Name of company (print)</p> <p>in accordance with the Corporations Act</p> <p>_____</p> <p>(Signature) _____</p> <p>(Signature)</p> <p>Date: ____/____/____</p>
--	--

This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be lodged at:

- (a) Level 2, 43 Ventnor Avenue, West Perth, WA, 6005; or
- (b) by facsimile on (03) 9614 0550 by 10.00am on 27 November 2013, being not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be.