

MINING PROJECTS GROUP LIMITED

(ABN 84 006 189 331)

PROSPECTUS

An offer of three (3) new MPJOA options (with an exercise price of 0.2 cents and an expiry date of 6 July 2014) for every four (4) expired MPJO options (which had an exercise price of 0.9 cents and an expiry date of 31 July 2009) held at expiry on 31 July 2009, at an issue price of 0.01 cents per new MPJOA option.

THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY

If you do not understand its contents, you should consult your stockbroker, accountant or other professional adviser without delay.

This prospectus ("this Prospectus") is dated 26 August 2009. A copy of this Prospectus was lodged with the Australian Securities & Investments Commission ("ASIC") on the same date. Neither ASIC nor ASX Limited ("ASX") nor their respective officers take any responsibility as to the contents of this Prospectus.

The options offered under this Prospectus are considered speculative.

CORPORATE DIRECTORY

Directors

Mr Bryan Frost (Chairman)
Mr Richard Revelins (Director)
Mr James Babbage (Director)

Secretary

Mr Richard Revelins

Registered Office

Suite 2
1233 High Street
Armadale, Victoria, 3143
Telephone +61 3 9824 8166
Facsimile +61 3 9824 8161

Share Registry

Security Transfer Registrars Pty Limited
770 Canning Highway
Applecross, Western Australia, 6153

Address for Return of Acceptances

Security Transfer Registrars Pty Limited
PO Box 535
Applecross, Western Australia, 6953

PROPOSED TIMETABLE

Lodgement of Prospectus	26 August 2009
Dispatch of Prospectus	28 August 2009
Closing Date	14 September 2009
Anticipated dispatch of holding statements	18 September 2009

*The above dates should be regarded as **indicative only**. Subject to the Corporations Act, the Listing Rules and other applicable laws, the Company in consultation with the Underwriter reserves the right to change the above dates, to close the Offer before the date stated above, to extend the Closing Date and subsequent dates, or not to proceed with the Offer described in this Prospectus.*

No account has been taken of the particular objectives, financial situation or needs of recipients of this Prospectus. Because of this, recipients of this Prospectus should have regard to their own objectives, financial situation and needs.

Recipients of this Prospectus should make their own independent investigation and assessment of the Company, its business, assets and liabilities, prospects and profits and losses, and the risks associated with investing in the Company. Independent expert advice should be sought before any decision is made to accept the Offer, or to acquire shares or other securities of the Company.

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

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1. The Offer

Mining Projects Group Limited ("the Company" or "Mining Projects Group") has issued this Prospectus in connection with an offer to former holders of options which traded under ASX code "MPJO" ("Expired Options") of three (3) new options for every four (4) Expired Options held at expiry of those options on 31 July 2009, at an issue price of \$0.0001 (0.01 cents) per new option ("the Offer").

Each new option will have an exercise price of 0.2 cents (\$0.002) and an expiry date of 6 July 2014 ("New Options"). The New Options will entitle the holder, upon exercise, to one fully paid ordinary share in the capital of the Company (each "a Share"). The full terms of the New Options are set out in Section 8.

The Offer will be made to holders of Expired Options who were registered holding those options upon their expiry on 31 July 2009. The Offer will not be available in respect of any Expired Options that were exercised before expiry. If the Expired Options were exercised or transferred, the Offer will automatically lapse in respect of those options. The Company reserves the right, at its sole and absolute discretion to make the Offer to a person to whom the Expired Options were transferred before their expiry.

It is anticipated that the maximum number of New Options to be issued pursuant to this Offer is up to 766,888,341 New Options, subject to rounding down of fractional entitlements.

If the Offer is fully subscribed, it will raise up to \$76,688 before costs of the Offer.

The Offer is not underwritten.

The Company will, within seven days of the date of this Prospectus, apply to ASX for admission of the New Options to official quotation.

Shareholders approved the issue of the New Options at the General Meeting held on 14 August 2009.

2. Purpose of the Offer

The purpose of the Offer is to raise funds which will be applied towards the working capital of the Company and to fund future activities of the Company, after payment of the costs of the Offer.

3. Effect of the Offer on Mining Projects Group

The effect of the Offer on Mining Projects Group will be to:

- increase the funds available to be applied towards the activities described in Section 2; and
- alter the capital structure of Mining Projects Group as described in Section 4.

4. Effect on the Capital Structure of Mining Projects Group

The table below sets out the existing issued shares and un-exercised options of the Company, and the effect on the Company's capital structure of issuing the New Options offered under this Prospectus.

SHARES

Number	Description	\$
2,751,043,258	Existing issued ordinary Shares	29,297,238
	Anticipated costs of the Offer	(8,000)
2,751,043,258*	TOTAL	29,289,238

OPTIONS

	Number of options	Expiry date	Exercise price	ASX code
Existing	916,770,571	6 July 2014	\$0.002 (0.2 cents)	MPJOA
Offered under this Prospectus:	766,888,341	6 July 2014	\$0.002 (0.2 cents)	MPJOA
Total options (existing and offered)	1,683,658,912			

* The above table assumes acceptances are received for all New Options offered under this Prospectus and that no existing Options are exercised.

The Company announced on 29 May 2009 that it proposes undertaking a private placement of up to 500,000,000 shares in the capital of the Company and 1 for 1 free attaching options in the capital of the Company, at an issue price of 0.2 cents (\$0.002) each.

The Company announced on 12 June 2009 that it has engaged in negotiations with shareholders of Xplor Limited [ABN 85 107 358 341] ("Xplor") for the potential acquisition of the balance of the issued shares of that company. Xplor is an unlisted public company. Presently approximately 13.88% of the issued capital of Xplor is held by the Company and a wholly owned subsidiary of the Company. If each Xplor shareholder accepts the offer for their Xplor shares, the Company will issue 246,628,140 Shares as consideration for the acquisition of approximately 16,440,000 Xplor shares.

Shareholder approval for the Offer in this Prospectus and each of the above private placement and proposed acquisition was given at the General Meeting held on 14 August 2009. The Offer in this Prospectus is not conditional upon the above private placement or potential acquisition proceeding.

Historical and Pro-Forma Financial Information

The unaudited Pro-Forma Balance Sheet of the Company as at 30 June 2009 on the following page has been prepared based on the unaudited historical consolidated balance sheet at 30 June 2009.

Mining Projects Group Limited consolidated summary pro forma balance sheet:

	Mining Projects Group Limited 30 June 2009 (unaudited)	Xplor Ltd 30 June 2009 (unaudited) ^A	Acquisition of Xplor Ltd shares ^A	Non Renounceable Rights Issue ^B	Placement ^C	Option Issue ^C	Costs of Issues	Estimated Consolidated Total (pro forma, unaudited)
Current Assets								
Cash and cash equivalents	185,704	21,219	(30,181)	1,833,642	1,000,000	76,689	(207,456)	2,879,617
Trade and other receivables	66,555	1,775	-	-	-	-	-	68,330
Other financial assets	3,258,003	-	-	-	-	-	-	3,258,003
Other	16,077	889	-	-	-	-	-	16,966
Total Current Assets	3,526,339	23,883	(30,181)	1,833,642	1,000,000	76,689	(207,456)	6,222,916
Non-Current Assets								
Plant & equipment	43,077	-	-	-	-	-	-	43,077
Other financial assets	1,182,605	-	-	-	-	-	-	1,182,605
Exploration & evaluation costs	53,759	342,456	-	-	-	-	-	396,215
Intangible Asset - Goodwill	-	-	364,267	-	-	-	-	364,267
Total Non-Current Assets	1,279,441	342,456	364,267	-	-	-	-	1,986,164
Total Assets	4,805,780	366,339	334,086	1,833,642	1,000,000	76,689	(207,456)	8,209,080
Current Liabilities								
Trade & other payables	172,264	117,350	-	-	-	-	-	289,614
Total Current liabilities	172,264	117,350	-	-	-	-	-	289,614
Total Liabilities	172,264	117,350	-	-	-	-	-	289,614
NET ASSETS	4,633,516	248,989	334,086	1,833,642	1,000,000	76,689	(207,456)	7,919,466
Equity								
Issue capital	27,584,674	945,440	(452,184)	1,833,642	1,000,000	76,689	(207,456)	30,780,805
Accumulated losses	(22,951,158)	(696,451)	786,270	-	-	-	-	(22,861,339)
TOTAL EQUITY	4,633,516	248,989	334,086	1,833,642	1,000,000	76,689	(207,456)	7,919,466

Notes:

- A. For the purposes of consolidation, the June 2009 unaudited management accounts of Xplor have been used. There is no readily identifiable market for Xplor shares, and as a result no independently determined market price. If Xplor becomes a controlled subsidiary of the Company, the consolidated balance sheet will reflect the market value of the Company's shares issued to acquire Xplor shares at the relevant time, which cannot be predetermined with certainty. The Company's shares have traded between a high of 0.42 cents and a low of 0.08 cents in the 12 months prior to the date of this Prospectus. The five day volume weighted average price (VWAP) for the Company's shares to the trading day before of the date of this Prospectus is 0.2 cents. Regard should also be had to the price at which the Company's securities are proposed to be offered under the previously announced placement as described on the previous page, being 0.2 cents per share and free attaching option. The audited accounts of Xplor for the year ended 30 June 2008 disclose net assets of \$236,079, resulting in a net asset backing per Xplor share at 30 June 2009 of approximately 1.24 cents. The net asset backing per Xplor share calculated using Xplor's June 2009 unaudited management accounts is approximately 1.30 cents. The above assumes the proposed acquisition of Xplor proceeds, but the Offer is not conditional upon the acquisition.
- B. The Non-Renounceable Rights Issue was finalised in July 2009.
- C. Assuming the placement and the Offer are fully subscribed. The placement is described on the previous page. If the placement or Offer is not fully subscribed, the total raised and the effect on the Company's assets and total equity will be reduced by the amount of the respective shortfall.

Further announcements will be made about the private placement and potential acquisition. The Company engages in ongoing discussions and negotiations, and seeks to identify potential opportunities for developing the Company's activities. While the Company seeks to advance discussions or negotiations, there is no certainty that any arrangements will be finalised on particular terms or at all. The Company will make announcements regarding such matters in accordance with its continuous disclosure obligations. Copies of announcements by the Company are released by ASX on its website www.asx.com.au and will also be made available on the Company's website www.miningprojectsgroup.com.au. Copies of announcements can also be obtained from the Company upon request.

5. Acceptance Instructions

Option holders may:

- exercise their rights to participate in the Offer in part or in full; or
- take no action under this Offer.

All acceptances must be made on the personalised Entitlement and Acceptance Form which accompanies this Prospectus. Instructions for completing and returning the Entitlement and Acceptance Form are set out on the form.

The completed Entitlement and Acceptance Form together with a cheque or money order for the applicable amount must be returned to:

Postal Delivery:

Security Transfer Registrars Pty Ltd
PO Box 535
APPLECROSS WA 6953

If by hand delivery:

Security Transfer Registrars Pty Ltd
770 Canning Highway
APPLECROSS WA 6153

to be received by no later than 5:00pm Perth WA time (AWST) on 14 September 2009, or such later date as the Company may specify. The Company and Security Transfer Registrars Pty Ltd accept no responsibility for delayed or misdelivered Entitlement and Acceptance Forms.

The amount payable is calculated by multiplying the number of New Options applied for by 0.01 cents (\$0.0001). Cheques should be made payable to "Mining Projects Group Ltd Application Account" and crossed "Not Negotiable".

Cheques must be payable in Australian dollars, drawn on an Australian branch of an Australian bank.

Payment by bank transfer or direct debit will only be accepted in accordance with the BPay® instructions on the Entitlement and Application Form or by prior arrangement with the Company.

The allotment and issue of New Options will occur as soon as practicable after the Offer has closed. Thereafter, statements New Option holdings will be despatched. It is the responsibility of recipients to determine their allocation prior to trading the New Options. Recipients trading New Options before they receive their statements will do so at their own risk. The Company may issue New Options in response to acceptances before the Offer has closed. The Company may reject an acceptance where payment of the application monies is not received or a cheque is not honoured, or without prejudice to its issue of New Options in response to the acceptance and recover outstanding application monies from the recipient.

Subject to the requirements of the Corporations Act and the Listing Rules of ASX, the Directors reserve the right at their discretion to issue New Options for which acceptances are not received up to the maximum number referred to in this Prospectus at an issue price not less than the issue price at which the Options are offered under this Prospectus, up to three months after the closing date. The recipients of these New Options need not be shareholders of the Company.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. Persons resident in countries outside Australia should consult their professional advisers as to whether any governmental or other consents are required or whether formalities need to be observed to enable them to New Options. Return of a duly completed Entitlement and Acceptance Form or payment will be taken by the Company to constitute a representation that there has been no breach of such requirements.

6. Continuous Disclosure Obligations

This Prospectus is issued by the Company in accordance with the provisions of the Corporations Act applicable to a prospectus for continuously quoted securities.

Section 713 of the Corporations Act enables a company to issue a special prospectus where the securities offered under that prospectus are continuously quoted securities within the meaning of the Corporations Act, or options to acquire continuously quoted securities. This generally means that the relevant securities are in a class of securities that were quoted enhanced disclosure securities at all times during the 12 months before the date of the prospectus and, as such, the issuing company was subject to the continuous disclosure regime provided for under the Corporations Act and the Listing Rules of ASX.

In summary, special prospectuses are required to contain information in relation to the effect of the offer of options to acquire securities on the company, and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company. Accordingly, this Prospectus does not contain the same level of disclosure as a prospectus of an unlisted company or an initial public offering prospectus.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the date of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

As a disclosing entity under the Corporations Act, Mining Projects Group is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to Mining Projects Group may be obtained from, or inspected at, an office of ASIC.

Any person may request, and the Company will provide free of charge, a copy of each of the following documents during the acceptance period of this Prospectus:

- (i) the financial statements of the Company for the financial year ended 30 June 2008, being the most recent annual financial report of the Company lodged with ASIC before the lodgement of this Prospectus with ASIC;
- (ii) the half yearly financial report of the Company for the period ending 31 December 2008 lodged with ASIC on 16 March 2009;
- (iii) any continuous disclosure notices given by the Company since the lodgement of the annual financial report referred to in (i) above and before lodgement of this Prospectus. Continuous disclosure notices given by the Company since the lodgement of the annual financial report to the date of this Prospectus are listed in Section 7 of this Prospectus.

The New Options offered pursuant to this Prospectus are options over shares in a class of securities which has been continuously quoted on ASX for a period in excess of 12 months.

7. ASX Announcements

The following announcements (continuous disclosure notices) have been made by the Company to ASX since 1 October 2008 being the date of lodgement of the 2008 annual financial report incorporating the Company's annual financial statements for the year ended 30 June 2008.

Date	Headline
14/08/2009	Appendix 3B
14/08/2009	Results of General Meeting
05/08/2009	Appendix 3B
03/08/2009	Appendix 3Y – RR
03/08/2009	Ceasing to be a substantial holder
03/08/2009	Appendix 3Y – JB
03/08/2009	Change in substantial holding
03/08/2009	Appendix 3Y – BJF
31/07/2009	Quarterly Reports for the 3 Months Ended 30 June 2009
30/07/2009	Appendix 3B
28/07/2009	Appendix 3B
22/07/2009	Appendix 3Y – RR
22/07/2009	Appendix 3Y – JB
22/07/2009	Change in substantial holding
21/07/2009	Appendix 3B, including Top 20 Holders and Spread
16/07/2009	1 for 2 Non-Renounceable Rights Issue
14/07/2009	Notice of General Meeting/Proxy Form
10/07/2009	Appendix 3B
30/06/2009	MPJO Option Expiration Notice

Date	Headline
29/06/2009	Appendix 3B
17/06/2009	Non-Renounceable Pro Rata Rights Issue
16/06/2009	Prospectus
12/06/2009	Mining Projects Group Proposed Acquisition of Xplor Limited
29/05/2009	Proposed Non-Renounceable Rights Issue and Placements
29/04/2009	Quarterly Activities and Cash Flow Reports
14/04/2009	Notice of change of interest of substantial holder for WWI
16/03/2009	Half Year Accounts
05/03/2009	Appendix 3B
30/01/2009	Quarterly Activities and Cash Flow Reports
12/01/2009	Becoming a substantial holder for WWI (lodged 08/01/2009)
24/12/2008	MPJ Receives Composite Assay Results for Talga Peak Project
27/11/2008	Results of Annual General Meeting
31/10/2008	Quarterly Report for the 3 Months Ended 30 th September 2008
24/10/2008	Notice of General Meeting/Proxy Form
01/10/2008	Annual Report to shareholders

Any person may request, and the Company will provide free of charge, a copy of any of the above announcements during the application period of this Prospectus.

The Company may make further announcements to ASX from time to time. Copies of announcements are released by ASX on its website, www.asx.com.au, and will also be made available on the Company's web site, www.miningprojectsgroup.com.au. Copies of announcements can also be obtained from the Company upon request. Prospective investors are advised to refer to ASX's website or the Company's website for updated releases about events or matters affecting Mining Projects Group.

In making statements in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act 2001 and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

8. Terms of New Options

The New Options offered under this Prospectus will be options to acquire fully paid ordinary shares in the capital of the Company, which will rank equally with, and will have the same voting and other rights as, the existing issued Shares of the Company. The rights attaching to the Company's Shares are set out in the Company's constitution, the Listing Rules of ASX and the Corporations Act. The Company's constitution has been lodged with ASIC. The constitution contains provisions common for public companies in Australia and is taken to be included in this Prospectus by operation of Section 712 of the Corporations Act. Any person may request a copy of the constitution during the application period of the Prospectus, which the Company will provide free of charge. The constitution is also available at the Company's web site, www.miningprojectsgroup.com.au.

Rights attaching to the New Options offered under this Prospectus are as follows:

- (a) Each New Option entitles the holder to acquire one ordinary fully paid Share in the capital of the Company.
- (b) The New Options are exercisable at any time prior to 5:00 pm Melbourne time on 6 July 2014 ("the Expiry Date") by completing the New Option exercise form and delivering it together with the payment for the number of Shares in respect of which the New Options are exercised to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- (c) The exercise price of the New Options is 0.2 cents (\$0.002) per New Option payable in full on exercise.
- (d) Subject to the Corporations Act, the ASX Listing Rules, and the Constitution of the Company, the New Options are freely transferable. All Shares issued upon exercise of New 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 New Options.

- (e) The New Options will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the relevant Options.
- (f) There are no participation rights or entitlements inherent in the New Options. New Option holders are not entitled to participate in new issues of securities offered to shareholders without first exercising the New Options. Subject to any waiver granted by ASX, the Company will send notices to New 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 New Options.
- (g) 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 New Options or the exercise price of the New 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

Shares issued upon the exercise of New Options will be fully paid ordinary Shares and will have the same voting and other rights as the existing Shares of the Company.

The Offer is governed and is to be construed in accordance with the laws applying in the State of Victoria, Australia.

No securities will be issued on the basis of this Prospectus after 25 September 2010, being the expiry date of this Prospectus.

9. Directors' Interests

9.1 Securities

Existing Interests

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

Director	As at the date of this Prospectus	
	Shares	Options
Mr Bryan Frost *	385,493,608	150,000,000
Mr Richard Revelins *	194,286,375	67,211,363
Mr James Babbage	7,500,000	2,500,000

**Includes indirect interests in the same underlying Shares and options*

Participation by Directors in Offer

The Directors are entitled, but not obliged, to participate in the Offer. The number of New Options in which the Directors may acquire direct or indirect interests under the Offer is as follows:

Director	Additional MPJOA options	Consideration payable (at 0.01 cents per option)
Mr Bryan Frost *	146,296,517	\$14,630
Mr Richard Revelins *	47,938,178	\$4,794
Mr James Babbage	3,750,000	\$375

**Includes indirect interests in the same underlying options*

Director's indirect interests in Xplor Shares

As at the date of this Prospectus, the following directors of the Company each has an indirect interest in Xplor shares. The table also sets out in the indirect interest that those directors will obtain in Shares if the respective Xplor shareholders accept the offer to acquire their Xplor shares.

Director	Xplor Shares	MPJ consideration shares
Mr Richard Revelins	1,440,398	21,605,970
Mr Bryan Frost	1,867,374	28,010,610

The Company and its wholly owned subsidiary AMN Nominees Pty Ltd [ACN 107 358 341] both hold shares in Xplor. The offer to acquire Xplor shares does not apply to those Xplor shares.

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

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer.

9.2 Remuneration

Directors are entitled to receive directors' fees and other remuneration (which may include consulting fees) from the Company in relation to services provided to the Company. Details of the remuneration paid to Directors to 30 June 2008 are set out in the financial statements of the Company for the financial year ended 30 June 2008, referred to in Section 6 of this Prospectus. The totals received by or payable to current Directors as fees and executive service remuneration in the past two years (August 2007 to July 2009) are:

<i>Director</i>	<i>Director's fees (over past 2 years) \$</i>	<i>Other remuneration (over past 2 years) \$</i>
Mr Bryan Frost	\$499,992	Nil
Mr Richard Revelins	\$280,000	Nil
Mr James Babbage	\$73,750	Nil

Except as disclosed in this Prospectus, no person has paid or agreed to pay any amount to any Director or has given or agreed to give any benefit to any Director, to induce the Director to become, or to qualify as, a Director of the Company or otherwise for services rendered by the Director in connection with the formation or promotion of the Company or the Offer.

9.3 Payments to Entities Associated with Directors

Messrs Frost and Revelins are directors and shareholders of Peregrine Corporate Limited. In the past two years, the Company has paid Peregrine Corporate Limited fees of \$174,472 (including GST) in respect of prior capital raising services.

No fees are payable to Peregrine Corporate Limited in respect of the New Options offered under this Prospectus.

10. Consents

Security Transfer Registrars Pty Limited [ACN 008 894 488] has given, and not withdrawn before the lodgement of this Prospectus, its written consent to being named in the Prospectus as the Share Registry. Security Transfer Registrars Pty Limited:

- (a) does not make, or purport to make, any statement in this Prospectus or on which a statement made in the Prospectus is based other than as specified in this Section; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of Security Transfers Registrars Pty Ltd as specified in this Section.

11. Costs of the Issue

The estimated costs of the Offer (excluding GST) are \$8,000 for legal, printing, postage, dispatch and listing costs.

12. Taxation

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

13. Privacy

Personal information is collected on the Entitlement and Acceptance Forms by the Company and its Share Registrar for maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Acceptances might not be processed efficiently, or at all, if the information requested is not provided. Personal information about recipients may be disclosed to external service providers such as print or mail service providers as required or permitted by law. A recipient who would like details of their personal information held by the Company or its Share Registrar, or who would like to correct information that is incorrect or out of date, should contact the Share Registrar's Privacy Officer at Security Transfer Registrars Pty Ltd (by email to registrar@securitytransfer.com.au, or by facsimile to (08) 9315 2233) or the address shown in the Corporate Directory. In accordance with the Corporations Act, recipients may be sent material (including marketing material) in addition to general corporate communications. Recipients may elect not to receive marketing material by contacting the Share Registrar's Privacy Officer. Recipients can also request access to, or corrections of, personal information held by the Company by writing to the Company.

14. Electronic Prospectus

This Prospectus is available in electronic format via www.miningprojectsgroup.com.au. Offers constituted by this Prospectus in electronic form (if any) are only available to eligible persons receiving this Prospectus in electronic form within Australia. Persons having received this Prospectus in electronic form may, during the offer period, obtain a paper copy of this Prospectus (free of charge) by telephoning (03) 9824 8166. Acceptances for Shares may only be made on the Entitlement and Acceptance Form which accompanied or was attached to a copy of this Prospectus in its paper copy form or a print out of the form which formed part of or was accompanied by the complete and unaltered electronic version of this Prospectus. The Corporations Act prohibits any person from passing on to another person an Entitlement and Acceptance Form unless it is attached to or accompanied by a hard copy of this Prospectus or by the complete and unaltered electronic version of this Prospectus.

15. Enquiries

If you have any questions regarding the content of this Prospectus or how to complete the Entitlement and Acceptance Form, you should contact your stockbroker, accountant or independent professional financial adviser prior to accepting the Offer.

Any questions concerning the Offer should be directed to Mr Richard Revelins of Mining Projects Group Limited on (03) 9824 8166.

Directors' Responsibility Statement

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



Richard Revelins
Executive Director

ENTITLEMENT AND ACCEPTANCE APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

REGISTERED OFFICE:
SUITE 2
1233 HIGH STREET
ARMADALE VIC 3143
AUSTRALIA

MINING PROJECTS GROUP LIMITED

ABN :84 006 189 331

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535,
APPLECROSS WA 6953 AUSTRALIA
770 Canning Highway,
APPLECROSS WA 6153 AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

Holder Number:

Holding as at 5.00pm WST on 31 July 2009:

Entitlement to Securities 3:4:

Amount payable on acceptance @ \$0.0001 per Security:

OFFER OF OPTIONS CLOSING AT 5.00PM WST ON 14 September 2009

(1) I/We the above named being registered at 5.00pm WST on the 31 July 2009 as holder(s) of Securities in the Company hereby accept as follows:

	NUMBER OF NEW OPTIONS ACCEPTED/APPLIED FOR		AMOUNT ENCLOSED @ \$0.0001 PER OPTION
Entitlement or Part Thereof	<input style="width: 30px; height: 20px;" type="text"/> , <input style="width: 30px; height: 20px;" type="text"/> , <input style="width: 30px; height: 20px;" type="text"/>	\$	<input style="width: 30px; height: 20px;" type="text"/> , <input style="width: 30px; height: 20px;" type="text"/> , <input style="width: 30px; height: 20px;" type="text"/> . <input style="width: 30px; height: 20px;" type="text"/>

- (2) I/We have enclosed/made payment for amount shown above (following the payment instructions as detailed overleaf).
- (3) I/We hereby authorise you to place my/our name(s) on the register of members in respect of the number of New Securities allotted to me/us.
- (4) I/We agree to be bound by the Constitution of the Company.
- (5) I/We understand that if any information on this form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept this form, and how to construe, amend or complete it shall be final.
- (6) I/We authorise the Company to send me/us a substituted form if this form ceases to be current.
- (7) I/We declare that I/we have received a full and unaltered version of the Prospectus either in an electronic or paper format.
- (8) My/Our contact details in case of enquiries are:

NAME

TELEPHONE NUMBER
 ()

EMAIL ADDRESS

RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE SECURITIES BEING OFFERED.

<p align="center">PAYMENT INFORMATION - Please also refer to payment instructions overleaf.</p> <div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid #000; padding: 5px;"> <p>Biller Code: 117226 Ref:</p> </div> <div style="border: 1px solid #000; padding: 5px;"> CHEQUE/MONEY ORDER All cheques (expressed in Australian currency) are to be made payable to MINING PROJECTS GROUP LTD APPLICATION ACCOUNT and crossed "Not Negotiable". </div> </div> <p>BPAY® this payment via internet or phone banking.</p>	<p align="center">REGISTRY DATE STAMP</p> <div style="border: 1px solid #000; height: 40px; width: 100%;"></div>
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E & O.E.

4977235399

PAYMENT INSTRUCTIONS



Billers Code: 117226

BPAY® this payment via internet or phone banking.
Your reference number is quoted on the front of this form.
Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight). It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

You do not need to return this form if you have made payment via BPAY.

Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.



CHEQUE/MONEY ORDER

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Registrars Pty Ltd
PO Box 535, APPLECROSS WA 6953.

Applications must be received by Security Transfer Registrars Pty Ltd no later than 5.00pm WST on the closing date.

EXPLANATION OF ENTITLEMENT

1. The front of this form sets out the number of Securities and the price payable on acceptance of each Security.
2. Your entitlement may be accepted either in full or in part. There is no minimum acceptance.

ENQUIRIES

All enquiries should be directed to the Company's share registry:

Security Transfer Registrars Pty Ltd

PO Box 535, Applecross WA 6953 AUSTRALIA

770 Canning Highway, Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.