



COMPANY ANNOUNCEMENT

27 May 2014

MPJ COMPLETES ACQUISITIONS AND CAPITAL RAISING

Mining Projects Group Limited (ASX:MPJ) (**the Company**) is pleased to announce that, further to the shareholder approvals obtained at the general meeting held on 16 May 2014, it has completed a capital raising of \$392,000 (before costs) and has also completed its acquisition of Coal First Pty Ltd and Next Commodities Pty Ltd which hold the Dingo Range and Balladonia tenements respectively. Please refer to the attached Appendix 3B for details of the securities issued by the Company.

The Company looks forward to providing further updates in respect of its future exploration activities.

For And On Behalf Of The Board

Joshua Wellisch
Managing Director
Mining Projects Group Limited

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Mining Projects Group Limited

ABN

84 006 189 331

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | 1) Ordinary Shares
2) Options (MPJO)
3) Unlisted Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1) 347,666,663
2) 190,444,442
3) 15,000,000 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 1) Same as existing upon issue
2) Same as existing listed options
3) New class – refer to resolution 7 of recent Notice of Meeting |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>1) Yes 2) Yes 3) New class</p>
<p>5 Issue price or consideration</p>	<p>1) 100,000,000 shares issued to acquire the Dingo Range Tenements, 100,000,000 shares to acquire the Balladonia tenements, 12,000,000 for marketing and consulting services, 130,666,663 shares issued per placement and 5,000,000 shares issued to a director for remuneration and incentive purposes. All shares issued with a deemed value of \$0.003</p> <p>2) Free attaching (nil) 3) Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>1)&2)Further to detail provided at 5) above, the funds raised will be used for working capital purposes and developing the Company's Nickel projects in WA 3) For remuneration and incentive purposes</p>
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>29 November 2013</p>

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	1)12,666,663 ordinary shares 2) 444,443 listed options (MPJO)
6d	Number of +securities issued with security holder approval under rule 7.1A	N/a
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	1) 335,000,000 2) 189,999,999 3) 15,000,000
6f	Number of securities issued under an exception in rule 7.2	Nil
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/a
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/a
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer to Annexure 1 below

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	1) On and about 27 May 2014 2) On and about 27 May 2014
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	Number	⁺ Class
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in section 2 if applicable)	<div style="display: flex; justify-content: space-between;"> <div style="width: 30%; text-align: center;">997,833,503</div> <div style="width: 65%;">Ordinary Shares</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div style="width: 30%; text-align: center;">41,299,175</div> <div style="width: 65%;">Listed options exercisable at \$0.10 on or before 6 July 2014 (MPJOA)</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div style="width: 30%; text-align: center;">105,282,868</div> <div style="width: 65%;">Listed options exercisable at \$0.015 on or before 30 November 2014 (MPJOB)</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div style="width: 30%; text-align: center;">394,744,442</div> <div style="width: 65%;">Listed options exercisable at \$0.01 on or before 30 June 2016 (MPJO)</div> </div>

⁺ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	400,000	Options exercisable at \$0.10 on or before 5 October 2015
	500,000	Options exercisable at \$0.25 on or before 5 October 2015
	500,000	Options exercisable at \$0.50 on or before 5 October 2015
	20,000,000	Options exercisable at \$0.01 on or before 21 August 2017
	20,000,000	Options exercisable at \$0.02 on or before 21 August 2017
	20,000,000	Options exercisable at \$0.025 on or before 21 August 2017
	15,000,000	Options exercisable at \$0.01 on or before 30 December 2017
	7,500,000	Options exercisable at \$0.01 on or before 23 May 2017
	7,500,000	Options exercisable at \$0.02 on or before 23 May 2017
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)		

Part 2 - Bonus issue or pro rata issue N/A

11 Is security holder approval required?	
12 Is the issue renounceable or non-renounceable?	
13 Ratio in which the +securities will be offered	
14 +Class of +securities to which the offer relates	

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- 15 +Record date to determine entitlements
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders
- 25 If the issue is contingent on +security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders

+ See chapter 19 for defined terms.

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- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

Number	+Class
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+ See chapter 19 for defined terms.

42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)		
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Quotation agreement

- 1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

 - There is no reason why those +securities should not be granted +quotation.

 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: 27 May 2014
(Company secretary)

Print name: Adrien Wing

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	570,166,840
<i>Add</i> the following: <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	465,000,000
<i>Subtract</i> the number of fully paid ordinary securities cancelled during that 12 month period	50,000,000
“A”	985,166,840

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	147,775,026
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	12,666,663 ordinary shares 444,443 listed options
"C"	13,111,106
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 <i>Note: number must be same as shown in Step 2</i>	147,775,026
Subtract "C" <i>Note: number must be same as shown in Step 3</i>	13,111,106
Total ["A" x 0.15] – "C"	134,663,920 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	985,166,840
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	98,516,684
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“E”	Nil

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
<p>"A" x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	<p>98,516,684</p>
<p>Subtract "E"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>Nil</p>
<p>Total ["A" x 0.10] – "E"</p>	<p style="text-align: center;">98,516,684</p> <p style="text-align: center;"><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.



27 May 2014

**ASX ANNOUNCEMENT
NOTICE UNDER SECTION 708A(5) OF THE CORPORATIONS ACT
[ASX Code: MPJ]**

This notice is given under paragraph (5)(e) of section 708A of the Corporations Act.

The following securities of Mining Projects Group Limited (“the Company”) are to be issued without disclosure to investors under Part 6D.2 of the Corporations Act:

Type:	Ordinary Shares (MPJ)	Options (MPJO)
Class/Description:	Shares	Options
Date of Issue:	27 May 2014	27 May 2014
Number Issued:	347,666,663	190,444,442
Issue Price per Security	All shares are issued at \$0.003 per share	Free attaching

The Company has applied to ASX Limited for quotation of the above securities.

As at the date of this notice, the Company has complied with:

- (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
- (b) section 674 of the Corporations Act.

Other information which is excluded information required to be disclosed under paragraph (6)(e) of section 708A of the Corporations Act: None.

For and on behalf of Mining Projects Group Limited

Adrien Wing
MINING PROJECTS GROUP LTD
Company Secretary