



23 July 2014

CAPITAL RAISING COMPLETED

Mining Projects Group Limited (ASX:MPJ) (**the Company** or **MPJ**) is pleased to announce that it has successfully completed a placement of \$1,398,000 via the issue of 233 million ordinary fully paid MPJ shares with professional and sophisticated investors at an issue price of \$0.006 (0.6 cents) per share. The Shares will be issued without shareholder approval within the Company's available placement capacity under Listing Rules 7.1 and 7.1A.

The capital raising was undertaken via a mandate with Alignment Capital Pty Ltd, a corporate authorised representative of Pearce Callahan & Associates Pty Ltd [AFSL 288877].

The terms of the placement provide that each Placement Share was to be issued with a free-attaching option (MPJO) having an exercise price of \$0.01 (1 cent) and an expiry date of 30 June 2016. The issue of the Placement Options will be subject to shareholder approval to be obtained following the issue of the Placement Shares.

Funds raised from the proposed placement will be applied to the development of the Company's existing projects and specifically the recently announced programme of works at the Roe Hills Nickel Project (refer ASX Announcement 8 July 2014 – *"New Nickel Sulphide Targets Identified for Drilling at Roe Hills"*) and as working capital.

In addition, the Company will issue 22,120,646 ordinary fully paid MPJ shares to Newexco Services Pty Ltd [ACN 088 316 901] (or its nominee/s) in lieu of cash payment for geological consultancy services provided to the Company. The issue of Shares to Newexco was previously approved by shareholders on 16 May 2014.

Attached is applicable Appendix 3B, 708 Notice and 3.10.5A disclosure.

ENDS

For further information please contact:

Mr Joshua Wellisch

Managing Director

Mining Projects Group Limited

For online Information visit: www.miningprojectsgroup.com.au

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) Ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1) 22,120,646
2) 233,000,000 |
| 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 upon issue |

+ 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</p>
<p>5 Issue price or consideration</p>	<p>1) \$0.003 per share – as approved by shareholders 16 May 2014 2) \$0.006 per share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>1)&2)For working capital purposes and developing the Company’s Nickel projects in WA</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>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>1) N/a. 2) 132,271,251</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>1) N/a 2) 100,728,749</p>

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	1) 22,120,646 2) N/a
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.	Yes 15 day VWAP: \$0.0062 75% of VWAP:\$0.0046 Source: Internally generated
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
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	1) 23 July 2014 2) 23 July 2014

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	1,252,954,149	Ordinary Shares
	105,282,868	Listed options exercisable at \$0.015 on or before 30 November 2014 (MPJOB)
	394,744,442	Listed options exercisable at \$0.01 on or before 30 June 2016 (MPJO)

+ 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

15 +Record date to determine entitlements

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- 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
- 28 Date rights trading will begin (if

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	applicable)	<input style="width: 95%; height: 15px;" type="text"/>
29	Date rights trading will end (if applicable)	<input style="width: 95%; height: 45px;" type="text"/>
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	<input style="width: 95%; height: 35px;" type="text"/>
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<input style="width: 95%; height: 35px;" type="text"/>
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	<input style="width: 95%; height: 35px;" type="text"/>
33	+Despatch date	<input style="width: 95%; height: 35px;" type="text"/>

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

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

+ See chapter 19 for defined terms.

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New issue announcement

- 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)

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

Quotation agreement

+ See chapter 19 for defined terms.

- 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: 23 July 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> 	487,120,646
<i>Subtract</i> the number of fully paid ordinary securities cancelled during that 12 month period	50,000,000
“A”	1,007,287,486

+ 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	151,093,123
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> 	144,937,914 ordinary shares 444,443 listed options
“C”	145,382,357
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>	151,093,123
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	145,382,357
Total [“A” x 0.15] – “C”	5,710,766 <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>	1,007,287,486
Step 2: Calculate 10% of “A”	
“D” <i>Note: this value cannot be changed</i>	0.10
Multiply “A” by 0.10	100,728,749
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> 	100,728,749
“E”	100,728,749

+ 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>	100,728,749
<p>Subtract "E"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	100,728,749
<p>Total ["A" x 0.10] – "E"</p>	<p>Nil</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.



23 July 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)
Class/Description:	Shares
Date of Issue:	23 July 2014
Number Issued:	255,120,646
Issue Price per Security	22,120,646 shares issued at \$0.003 per share; and 233,000,000 shares are issued at \$0.006 per share

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



23 July 2014

**ASX ANNOUNCEMENT
NOTICE UNDER LISTING RULE 3.10.5A
[ASX Code: MPJ]**

Further to the Appendix 3B attached regarding the issue of 255,120,646 fully paid ordinary shares, Mining Projects Group Limited ('Company') provides the following information required under ASX Listing Rule 3.10.5A.

The dilutive effect of the issue on existing shareholders is as follows:

Issue under Listing Rule 7.1A (100,728,749 shares)	9.87%
Issue under Listing Rule 7.1 (132,271,251 shares)	12.96%
Total dilution as a result of issue	22.83%

The Company issued the above shares as a placement under ASX Listing Rule 7.1A as it considered this the most efficient and expedient mechanism for raising the funds required to achieve its stated objectives.

A fee of up to 6% will be paid on the funds raised pursuant to the issue under Listing Rule 7.1A.

For and on behalf of Mining Projects Group Limited

Adrien Wing
MINING PROJECTS GROUP LTD
Company Secretary