



26 July 2007

The attached Notice of General Meeting and Explanatory Memorandum is being dispatched to shareholders today.

MINING PROJECTS GROUP LIMITED

ABN 84 006 189 331

("the Company")

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Mining Projects Group Limited will be held at 1235 High Street, Armadale, Victoria on Monday, 27 August 2007 at 10:00 am.

PROPOSED RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions with or without amendment:

Resolution 1: Approval of proposed placement

"That members approve the proposed issue of up to 330 million ordinary shares in the capital of the Company (deemed fully paid) to clients of Melbourne Capital Limited at an issue price of 0.7 cents (\$0.007) each with a free attaching one for one option having an exercise price of 0.9 cents (\$0.09) and expiring on 31 July 2009, to raise up to \$2.31 million (before costs), as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Meeting."

Voting Exclusion: a voting exclusion statement applies to this resolution. Refer to page 2.

Resolution 2: Directors' participation in proposed placement

"That members approve participation by directors in the proposed issue of shares and options which is the subject of Resolution 1, by the issue of up to a total of 100 million ordinary shares in the capital of the Company (deemed fully paid) and one for one attaching options, as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Meeting."

Voting Exclusion: a voting exclusion statement applies to this resolution. Refer to page 2.

Dated: 23 July 2007

By the order of the Board



Richard Revelins
Company Secretary
Mining Projects Group Limited

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

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; and
- (b) one or two proxies if the member 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 member'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 or sent by facsimile transmission to the registered office of the Company at Suite 2, 1233 High Street, Armadale, Victoria, 3143 or facsimile (03) 9824 8161 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 member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. 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.

Corporate Representatives

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

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, 25 August 2007 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.

Resolutions 1 & 2 - Voting Exclusion Statements

The Company will disregard any votes cast on Resolutions 1 by:

- a) a person who may participate in the respective proposed issue and a person who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; or
- b) any associate of those persons.

The Company will disregard any votes cast on Resolution 2 by:

- a) the directors of the Company (Mr Frost, Mr Revelins and Mr Babbage) who are to receive shares and options in relation to the Company; or
- b) a person who may participate in the respective proposed issue and a person who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; or
- c) any associate of those persons.

However, the Company need not disregard a vote on Resolutions 1 or 2 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.

MINING PROJECTS GROUP LIMITED

ABN 84 006 189 331

("the Company")

EXPLANATORY MEMORANDUM

This Explanatory Memorandum accompanies and forms part of Mining Projects Group Limited's Notice of the General Meeting to be held on 27 August 2007. The Notice of General Meeting should be read together with this Explanatory Memorandum.

Resolution 1: Approval of proposed placement

The Company seeks authorisation to issue up to 330 million ordinary shares in the capital of the Company (deemed fully paid) at an issue price of 0.7 cents (\$0.007) to raise up to \$2.31 million (before costs of the issue). The shares will be issued with a one for one free attaching option having an exercise price of 0.9 cents (\$0.009) and an expiry date of 31 July 2009. The terms of the options will be the same as the existing listing options of the Company (ASX code MPJO). The shares will be ordinary shares of the Company ranking *pari passu* with the Company's existing ordinary shares.

Chapter 7 of the Listing Rules of ASX requires the prior approval of shareholders in general meeting to issue securities if the number of those securities exceeds fifteen percent (15%) of the Company's ordinary shares at the commencement of the relevant twelve month period. By obtaining shareholder approval, the Company also retains the ability to issue further securities (including shares and options) up to fifteen percent (15%) of its ordinary shares under Chapter 7 to take advantage of opportunities to obtain further funds if required and available in the future.

The funds to be raised by the issue are proposed to be predominantly applied to working capital purposes and potentially toward securing new opportunities for the Company which may arise or be identified, together with paying the costs of the issue.

The shares and options will be issued as a private placement to clients of Melbourne Capital Limited (AFS Licence No. 238978) who are professional or other exempt investors. Melbourne Capital Limited has been engaged to undertake the placement on a reasonable endeavours basis. The Company will pay Melbourne Capital Limited a fee of \$23,100 plus GST for completing the capital raising and the fee of five percent (5%) plus GST on all funds raised from the placement. Melbourne Capital Limited may pay other brokers and AFS licence holders commissions from the amounts payable to it by the Company.

The Company intends to issue the shares and options as one allotment, but reserves the right to allot the shares and options progressively. The issue of shares and options will occur not later than three months after the date of the meeting unless otherwise permitted in accordance with the Listing Rules of ASX.

Resolution 2: Directors' participation in proposed placement

ASX Listing Rule 10.11 provides that a company must not issue shares or options to a related party (including directors) without the approval of members.

Resolution 2 is proposed to permit the directors of the Company or their nominees to participate in the placement which is the subject of Resolution 1.

The directors would participate in the placement on the same terms as other participants in the placement. Details of the issue price and shares to be issued are set out above in respect of Resolution 1. The options to be issued to directors are free attaching options having the same terms as the free attaching options described in respect of Resolution 1 above. The use of the funds raised by the issue of shares and options to directors, or upon the exercise of the options, will be the same as described in connection with Resolution 1 above.

A maximum of 100 million shares and options may be issued to directors if Resolution 2 is passed. The maximum number of shares and options each director may be issued, and the amounts payable for those shares and options, are as set out in the table below.

Director (and/or nominee)	No. of shares	No. of options	Subscription amount (\$)
Bryan Frost	57,000,000	57,000,000	\$399,000
Richard Revelins	29,000,000	29,000,000	\$203,000
James Babbage	14,000,000	14,000,000	\$98,000
TOTAL:	100,000,000	100,000,000	\$700,000

The number of shares and options in which each of the directors would have an interest (based on current holdings and assuming the entire number of shares and options referred to above are applied for and issued) are set out in the following table:

Director (direct or indirect interest)	Total shares including new shares	Total options including new options	Total interest if all options exercised
Bryan Frost	266,886,306	217,697,109	484,583,415
Richard Revelins	153,587,853	77,917,570	231,505,423
James Babbage	14,000,000	14,000,000	28,000,000

Note: 93,913,326 shares and 18,782,665 options held by an entity associated with Mr Frost and Mr Revelins are included in their respective total indirect interests.

If approval is given for the purposes of ASX Listing Rule 10.11 by Resolution 2 being passed, approval is not required under ASX Listing Rule 7.1. As noted above, the shares and options which may be issued to directors are included in the total number of shares and options which are the subject of Resolution 1.

The Company intends to issue the shares and options as one allotment, but reserves the right to allot the shares and options progressively. The issue of shares and options to directors will occur no later than one month after the date of the meeting, unless otherwise permitted in accordance with the Listing Rules of ASX.

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PROXY FORM

*If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in this box:*

I/We _____

of _____

being a member(s) of Mining Projects Group Limited

and entitled to _____ shares appoint:

Name of Proxy: _____
[write the name of the person you are appointing if this person is someone other than the Chair of the meeting]

Address of Proxy: _____

or in his/her absence or if no person is named, the Chair of the meeting as my/our proxy act generally at the meeting on my/our behalf and to vote on my/our behalf at the General Meeting of the Company to be held at 1235 High Street, Armadale, Victoria on Monday, 27 August 2007 at 10:00 am and at any adjournment of that meeting.

By marking this box you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution(s) and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

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

The Chairman intends voting undirected proxies in favour of the resolutions in which he is permitted to vote.

If two proxies are appointed, complete the following sentence:

This proxy is authorised to exercise votes/ % of my/our total voting rights.

Proxy Instructions

To instruct your proxy how to vote, tick or insert an '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.	Approval of proposed placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	Directors' participation in proposed placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

** If you tick or insert an 'X' in the Abstain box for a resolution, you are directing your proxy not to vote on your behalf on that resolution and your votes will not be counted in determining the number of votes cast on, or the majority required to pass, that resolution.*

If a person: _____ (Signature) _____ Name (print) Date: ____/____/____	If a company: EXECUTED by: _____ Name of company (print) In accordance with the Corporations Act _____ (Signature) _____ (Signature) Date: ____/____/____
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*This proxy and any power of attorney or other authority under which it is signed (or a certified copy) **must be lodged** at: (a) Suite 2, 1233 High Street, Armadale, Victoria, 3143; or (b) Facsimile number (03) 9824 8161, **by 10:00 am, 25 August 2007**, being not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be.*