MINING PROJECTS GROUP LIMITED

ACN 006 189 331 ("the Company")



NOTICE OF 2011 ANNUAL GENERAL MEETING

Notice is given that the 2011 Annual General Meeting of Mining Projects Group Limited ("the **Company**" or "**MPJ**") will be held at Giorgios Restaurant, 1235 High Street, Armadale, Victoria on Tuesday 6th December 2011 at 10.00am, with registration commencing from 9.45am Australian Eastern Daylight Saving Time (AEDT).

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.

BUSINESS

2011 Annual Financial Statements

To lay before the Meeting and consider the 2011 Annual Financial Statements of the Company in respect of the year ended 30 June 2011 and comprising the Annual Financial Report, the Directors' Report and the Auditor's Report.

Resolution 1 - Non-binding resolution to adopt Remuneration Report

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

"That the Company approve the adoption of the Remuneration Report, included in the Director's Report, for the year ended 30 June 2011".

Voting Note:

Any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on this Resolution. Please refer to the Proxy and Voting Instructions on Page 2 of this Notice of Annual General Meeting. The Corporations Act provides votes must not be cast on this Resolution by directors or other key management personnel or any of their closely related parties themselves (whether directly or by appointing a proxy).

Resolution 2 – Re-Election of Mr. Richard Revelins as a Director

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

"That Mr. Richard Revelins who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

OTHER BUSINESS

To consider any other business that may be brought before the Meeting in accordance with the Constitution of the Company and the Corporations Act.

By the order of the Board:

Mr Richard Revelins

Company Secretary
Mining Projects Group Limited

Dated:

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



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MINING PROJECTS GROUP LIMITED

ACN 006 189 331 ("the Company")



2011 ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum ("this **Memorandum**") accompanies and forms part of the Company's Notice of the 2011 Annual General Meeting ("**AGM**") to be held at Giorgios Restaurant, 1235 High Street, Armadale, Victoria on Tuesday 6th December 2011 at 10.00am, with registration commencing from 9.45am, Australia Eastern Daylight Saving Time (AEDT). The Notice of the 2011 Annual General Meeting incorporates, and should be read together with, this Memorandum.

BUSINESS

2011 Annual Financial Statements

The 2011 Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2011 will be laid before the meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2011 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 2011 Annual Financial Statements.

The Company's 2011 Annual Financial Statements are set out in the Company's 2011 Annual Report which can be obtained from the Company's website, www.miningprojectsgroup.com.au or upon request to the Secretary at the Company's registered office, Suite 1, 1233 High Street, Armadale, Victoria, 3143, Australia (telephone +61 (0)3 9824 5254).

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 - Remuneration Report

The Company is required, pursuant to the Corporations Act 2001, to propose a non-binding resolution regarding the Remuneration Report, which forms part of the Director's Report in the Annual Financial Statements. The vote is advisory only and does not bind the Directors or the Company.

Shareholders attending the 2011 Annual General Meeting of the Company will have an opportunity to discuss and put questions in respect of 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 AGMs (treating this AGM as the first such meeting), 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 outcome of the vote on the Remuneration Report contained in the Company's 2010 Annual Financial Statements is not considered on this occasion and thus a spill resolution will not be required in the event that 25% or more of votes that are cast at the 2011 Annual General Meeting are against the adoption of the 2011 Remuneration Report.

Any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on this Resolution.



'Closely related parties' are defined by the Corporations Act 2001 (Cth), and include specified family members, dependants and companies they control.

If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on this Resolution by marking either "For", "Against" or "Abstain" on the proxy form for this Resolution. If the Chairman of the meeting is appointed as your proxy by default and you do not direct your proxy how to vote on this Resolution, the Chairman will not vote your proxy on this Resolution and your votes will not be counted.

Resolution 2: Re-Election of Director - Mr. Richard Revelins

Pursuant to the Constitution of the Company, one-third of the Directors or, if their number is not a multiple of three, the number nearest to one-third, not exceeding one third, are required to retire by rotation at each Annual General Meeting. Accordingly, one director is required to retire by rotation at the 2011 Annual General Meeting.

Mr. Revelins was first appointed to the Board of the Company in 1991.

Mr. Revelins has held senior executive positions in merchant banking and stockbroking firms including Kleinwort Benson Australia Limited, Morgan Grenfell Australia Limited and McIntosh Corporate Ltd (now Merrill Lynch Australia), and has acted as an advisor to a number of public companies in such matters as takeover, mergers and acquisitions, sale of businesses, debt and equity raisings and strategic financial advice.

Mr. Revelins also has in depth knowledge of ASX Listing Rules and Corporations Law requirements.

Mr. Revelins was recently re-appointed as a member of the Company's Audit, Risk and Compliance Committee.

PROXY 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.

MINING PROJECTS GROUP LIMITED

REGISTERED OFFICE: SUITE 2 1233 HIGH STREET

ABN: 84 006 189 331

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd

All Correspondence to:

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NOTES

1. Name and Address

This is the name and address on the Share Register of Mining Projects Group Limited. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark "X" in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your Proxy.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of Mining Projects Group Limited.

3. Directing your Proxy how to vote

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. Appointment of a Second Proxy

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by telephoning the Company's share registry +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- (b) Return both forms in the same envelope.

5. Signing Instructions

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. Proxies that are undirected on Resolution 1 (Remuneration Report)

If you appoint the Chairman of the meeting as your proxy (or if he may be appointed by default) and do not direct him how to vote on Resolution 1 (Remuneration Report), he will not vote your proxy on that item of business.

Accordingly, if you appoint the Chairman of the meeting as your proxy (or if he may be appointed by default), you should direct him how to vote on Resolution 1 (Remuneration Report) if you want your shares to be voted on that item of business.

The same will apply if you appoint any other director of the Company, any other of its key management personnel or any of their closely related parties. 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 ending 30 June 2011. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependants and companies they control.

7. Lodgement of Proxy

Proxy forms (and any Power of Attorney under which it is signed) must be received by Mining Projects Group Limited by no later than 5:00pm Australian Eastern Daylight Saving Time on Friday 2nd December 2011, being not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be.

Mining Projects Group Limited Suite 1, 1233 High Street, Armadale Victoria 3143, Australia; or

by facsimile on +61 (0)3 9822 7735

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.