

MINING PROJECTS GROUP LIMITED

(ABN 84 006 189 331)

PROSPECTUS

A non-renounceable pro-rata rights issue of 4 new shares for every 5 shares held at 1 cent (\$0.01) each, together with 1 free-attaching option for every 1 new share issued to raise up to approximately \$1.05 million before costs of the issue.

Each option will have an exercise price of 1.5 cents (\$0.015), expire on 30 November 2014 and will, upon exercise, entitle the holder to one ordinary fully paid share.

Shareholders eligible to participate in the rights issue may also apply for additional shares and options which are not subscribed (shortfall).

The Rights Issue is underwritten by Peregrine Corporate Limited [ABN 40 062 478 997] [AFSL 237858] to \$1.05 million.

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 ("Prospectus") is dated 3 July 2012. 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 securities offered under this Prospectus are considered speculative.

CORPORATE DIRECTORY

Directors

Bryan Frost
James Babbage
Richard Revelins
Phillip Hains

Secretaries

Richard Revelins
Phillip Hains

Registered Office

Suite 2, 1233 High Street, Armadale, Victoria, 3143
Telephone: +61 3 9824 8166
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Share Registry

Security Transfer Registrars Pty Ltd

Postal Address for Return of Acceptances

PO Box 535, Applecross, Western Australia, 6953
Telephone: 08 9315 2333 (within Australia)
Telephone: +61 8 9315 2333 (outside Australia)

ASX Code

MPJ

PROPOSED TIMETABLE

Lodgement of Prospectus	3 July 2012
Proposed record date to identify Shareholders entitled to participation in the Rights Issue ("the Record Date")	11 July 2012
Despatch of Prospectus	13 July 2012
Closing Date	27 July 2012
New Shares and Options quoted on a Deferred Settlement Basis	30 July 2012
Despatch date of holding statements	7 August 2012

*The above dates should be regarded as **indicative only**. Subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws, the Company 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 securities will be issued on the basis of this Prospectus after 2 August 2013, being the expiry date of this Prospectus.

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1. The Offer

1.1 Pro Rata Entitlement

Mining Projects Group Limited ("the Company" or "Mining Projects Group") offers its shareholders, as recorded on the share registry records on the Record Date and who are otherwise eligible to accept the offer made under this Prospectus (each an "Eligible Shareholder"), the right to participate in a non-renounceable rights issue of 4 new fully paid ordinary shares for every 5 ordinary shares held at the Record Date at an issue price of 1 cent (\$0.01) each ("Share"), together with free attaching options issued on the basis of 1 option for every 1 new Share issued ("the Rights Issue"). Each free attaching option will have an exercise price of 1.5 cents (\$0.015) and will expire on 30 November 2014 (each an "Option").

Fractional entitlements will be rounded up.

1.2 Additional Shares and Options

In addition to being able to apply for Shares and Options in the manner described in this Prospectus, Eligible Shareholders also will have the opportunity to apply for Shares and Options that are not subscribed for under the Rights Issue ("Shortfall Shares").

The Shortfall Shares will be issued at the same price and on the same terms as the Shares and Options. Eligible Shareholders may only make an application for Shortfall Shares if they accepted their maximum entitlement of Shares under the Rights Issue.

Shortfall Shares will only be issued if the Rights Issue is undersubscribed and will only be issued to the extent necessary to make up any shortfall in subscriptions. If the Company receives applications for Shortfall Shares that would result in the Rights Issue being oversubscribed, the Company will not accept any oversubscriptions and will scale back all applications received for Shortfall Shares at the Directors' discretion. In the event of a scale back, all application monies received but not applied towards subscriptions will be refunded as soon as practicable. No Shortfall Shares will be issued to an applicant if to do so would result in a breach of the restrictions on obtaining or increasing relevant interests of greater than 20% of the Company's issued voting shares under Chapter 6 of the Corporations Act 2001 (Cth) ("the Corporations Act"). No interest will be paid on application monies held and returned.

The Rights Issue and the Shortfall Shares are collectively referred to as "the Offer".

The Company may also, subject to the Corporations Act and the ASX Listing Rules, accept applications for Shortfall Shares from third-party investors who are not currently shareholders of the Company.

The Company will, within seven days of the date of this Prospectus, apply to ASX Limited ("ASX") for admission of the Shares and Options to official quotation. Official quotation of Options will be conditional upon there being a sufficient number of holders of the Options to satisfy the requirements of ASX for the creation of a new class of listed security. No application monies will be repaid if the Options offered under this Prospectus are not admitted to official quotation.

1.3 Underwriting of Rights Issue

Peregrine Corporate Limited [ABN 40 062 478 997] [AFSL 237858] ("the Underwriter") has agreed to underwrite any shortfall in subscriptions under the Offer up to \$1,052,891.

As consideration for underwriting the Offer, the Underwriter will receive fees or commissions totalling \$63,174, being 6% of the total amount underwritten. The Underwriter may pay fees to sub-underwriters in connection with their agreement to sub-underwrite the Offer, the payment of any such fees will be the obligation of the Underwriter and not the Company.

As at the date of this Prospectus, the Underwriter has entered into sub-underwriting agreements with sub-underwriters towards subscriptions for up to \$935,000 of the Shortfall Shares not otherwise taken up. Assuming that the Underwriter does not obtain any additional sub-underwriting commitments, if there is a shortfall in subscriptions and the Underwriter is required to subscribe for the full amount of its underwriting commitment (other than the amount taken up by sub-underwriters), the aggregate percentage interest held by the Underwriter in the voting shares of the Company would increase to a maximum of 6.01% (from 1.87% currently).

Entities associated with Bryan Frost and Richard Revelins, Directors of the Company and Directors of the Underwriter, have agreed to sub-underwrite shortfall of up to \$200,000 and \$100,000 of the Offer respectively. Details of the current shareholdings and optionholdings of each of the Company's Directors are set out in section 11.1 of this Prospectus. Details of fees agreed to be paid by the Underwriter to Mr Frost and Mr Revelins in connection with their agreement to sub-underwrite the issue are also set out in section 11.1 of this Prospectus. Subject to certain exceptions, no shareholder, including a shareholder who is also a Director, may accept their Rights Issue entitlement if to do so would result in a breach of the restrictions on obtaining or increasing relevant interests of greater than 20% of the Company's issued voting shares under Chapter 6 of the Corporations Act 2001. Mr Frost and Mr Revelins (and their associated entities) have each indicated that they will not be taking up their entitlements to shares under the Rights Issue however have agreed to sub-underwrite the Offer up to the amounts described above.

In the event that there is a shortfall in subscriptions, and each sub-underwriter is required to subscribe for the full amount of its sub-underwriting commitment, the aggregate percentage interest held by Mr Frost (and entities associated with Mr Frost) in the voting shares of the Company would increase to a maximum of 24.02% (from 19.09% currently) and the aggregate percentage voting interest held by Mr Revelins (and entities associated with Mr Revelins) would increase to a maximum of 13.52% (from 7.79% currently). These percentages include the relevant interest which would be obtained by Mr Frost and Mr Revelins in the shares that would be issued to the Underwriter in the event that the Underwriter does not obtain additional sub-underwriting commitments for the balance of the underwritten amount not sub-underwritten at the date of this Prospectus.

Mr Frost (and entities associated with Mr Frost) hold 23,797,217 existing options. If entities associated with Mr Frost are required to subscribe for the full amount of their sub-underwriting commitments, they will be issued with up to 31,789,100 Options under this Prospectus. In these circumstances, if subsequent to the Rights Issue Mr Frost (and entities associated with Mr Frost) were to exercise all their existing options (including piggy-back options issued on exercise of MPJO options) and all Options that may be issued to them under this Prospectus the aggregate voting interest held by Mr Frost (and entities associated with Mr Frost) would increase to a maximum of 41.69%. This assumes no other shareholder exercises any options. It is important to note that the exercise of any existing options or any of the Options issued under this Prospectus which would result in Mr Frost increasing his relevant interest in the voting shares of the Company from: (i) 20% or below to more than 20%; or (ii) from a starting point that is above 20% and below 90%; may only be made in accordance with Chapter 6 of the Corporations Act, which include, for example, where shareholder approval is obtained for the exercise.

Mr Revelins (and entities associated with Mr Revelins) hold 11,027,420 existing options. If entities associated with Mr Revelins are required to subscribe for the full amount of their sub-underwriting commitments, they will be issued with up to 21,789,100 Options under this Prospectus. In these circumstances, if subsequent to the Rights Issue Mr Revelins (and entities associated with Mr Revelins) were to exercise all their existing options (including piggy-back options issued on exercise of MPJO options) and all the Options that may be issued to them under this Prospectus the aggregate voting interest held by Mr Revelins (and entities associated with Mr Revelins) would increase to a maximum of 26.43%. This assumes no other shareholder exercises any options. As noted above, it is important to note that the exercise of any existing options or any of the Options issued under this Prospectus is subject to compliance with Chapter 6 of the Corporations Act.

Mr Frost and Mr Revelins and their associated entities have indicated that they will not exercise any existing options prior to the Record Date.

Based on a review of its share register, the Company has identified that the following sub-underwriters may obtain a substantial holding in the Company (being a holding of 5% or more of the voting shares of the Company) as a result of their respective sub-underwriting commitments: Talex Investments Pty Ltd (up to 6.74%), Murdoch Capital Pty Ltd (up to 6.33%) and Syracuse Capital Pty Ltd (up to 6.33%). The above assumes that none of the sub-underwriters exercise any existing options which they may hold and does not account for the relevant interests which may be held by associates of the sub-underwriters (if any). Each sub-underwriter who obtains a substantial holding in the Company will be required to lodge a notification of

that holding with ASX. None of the sub-underwriters named above are associates of either Mr Frost or Mr Revelins.

2. Purpose of the Offer

Funds raised by the Offer will be used to fund:

- the payments due to the vendors of Delcarmen Energy Limited (\$400,000) upon receipt of confirmation of the grant of Exploration Permit for Coal ("EPC") 2527 and EPC 2528 (for further information on EPC 2527 and EPC 2528 and the terms of the Company's acquisition of Delcarmen Energy Limited shareholders should refer to the Company's prior ASX announcements, including the Company's Notice of General Meeting dated 17 April 2012);
- exploration and expenditure requirements in respect of EPC 2527 and EPC 2528 including annual rental payments due upon, or prior to, the grant of the permits and the engagement of independent consultants to develop conceptual targets and initial drill programs; and
- exploration expenditure in respect of EPC 1992 including engagement of independent consultants to conduct a further desktop study, interpret aerial and sensing images, and complete a 2D seismic survey to develop the Company's understanding of the prospectively of EPC 1992 and enable the finalisation of an initial drill program.

Otherwise funds raised through the Offer will be applied to maintenance and administration of Company's other existing tenements and the general working capital requirements of the Company.

3. Risks

The Company's activities, as in any business, are subject to risks which may impact the Company's future performance. The following is a summary of the more material matters to be considered and should be read in conjunction with any specific matters which have or may be referred to in the Company's ASX announcements. The summary below is not exhaustive, rather represents some of the major risk factors which you need to be aware of in evaluating the Company's business and the risks of increasing your investment in the Company. You should examine the contents of this Prospectus in its entirety before deciding whether to apply for Shares and Options.

3.1 Specific Risks

(A) Grant and Renewal of Permits

The Company has an interest in Exploration Permits for Coal (EPCs) which have been applied for but not granted to Delcarmen Energy Limited (EPC 2527 and EPC 2528). While the Company has no reason to believe otherwise, it can not guarantee that these EPCs, which are still in the application stage, will ultimately be granted in whole or in part. Furthermore, there is also no guarantee that the EPCs will be granted without undue delay. The Company's exploration activities are dependent upon the maintenance (including renewal) of the EPCs applied for by Delcarmen Energy Limited and any other EPC or tenement in which the Company has or acquires an interest. Although the Company has no reason to think that the EPCs in which it currently has an interest will not be renewed, there is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed by the relevant granting authority.

(B) Land Access

There is a substantial level of regulation and restriction on the ability of exploration and mining companies to have access to land in Australia. The Company currently has an interest in various EPC's located in Queensland. Queensland has implemented restrictions affecting land access in areas deemed to be subject to certain protective overlays and zoning classifications, including areas containing sites of indigenous cultural heritage significance, areas of urban development and land located within potential strategic cropping zones. In some instances the protective overlays and zoning classifications may restrict mining and exploration activities completely, more commonly however they will affect the procedure required for access and may impose obligations in respect of compensation, land rehabilitation and/or land impact management. This may, for example, necessitate the completion of impact assessment studies and/or require the negotiation of access or compensation arrangements with landowners and indigenous groups. Inability to access, or delays experienced in accessing, the land may impact on the Company's activities. Queensland in particular

has seen an increase in political and media focus on the ability of exploration and mining companies to have access to land. Any future changes in legislation and regulations, whether in response to this increased political and media attention or otherwise, may impose significant obligations or restrictions on the Company which cannot be predicted.

(C) Operating Risks

The Company is in the early stages of resource exploration activity. The prospects of the Company must be considered in light of the considerable risks, costs and difficulties frequently encountered by companies in a similar stage of resource exploration. The amounts and timing of exploration expenditures will depend on the progress of ongoing exploration, the results of consultants' analyses and recommendations and other factors, many of which are beyond the Company's control.

The development of the new and current projects will require the commitment of substantial resources and the Company expects to incur losses unless and until any new or current projects enter into commercial production and generate sufficient revenues to fund their continuing operations. There can be no assurance that exploration of the projects the Company currently has an interest in will result in the discovery of an economic mineral deposit. Accordingly, there can be no assurance that the Company will generate any revenues or achieve profitability.

Furthermore, if the Company made a discovery, there can be no assurance that any logistical, technical, financial and regulatory hurdles would be satisfied and profitable, commercial production achieved. For example, the Company has identified that the existing rail infrastructure within the area the subject of the EPC 2527 and EPC 2528 is currently disused. In the event of a discovery, the existing rail infrastructure would need to be upgraded in order to be suitable for coal haulage if it were to be used. The cost of any upgrade or the availability and suitability of alternative transport infrastructure would be one of many factors which would need to be assessed to determine if a discovery within EPC 2527 or EPC 2528 was economic and therefore suitable for commercial production.

(D) Options

As noted in section 1.2 of this Prospectus, official quotation of Options will be conditional upon there being a sufficient number of holders of the Options to satisfy the requirements of ASX for the creation of a new class of listed security. No application monies will be repaid if the Options offered under this Prospectus are not admitted to official quotation. If the Options are not admitted to official quotation there will be no ready market in which to offer the Options for sale.

No guarantee can be given that the Company's share price will be greater than the exercise price of the Options during the period up to the expiry of the Options on 30 November 2014. Accordingly, there is a risk that the Options will be out of the money during the exercise period, which would affect the value of the Options.

(E) Dilution

As noted in section 5.1, the percentage shareholding in the Company of shareholders who do not take up all of their rights pursuant to the Rights Issue will be diluted.

(F) Underwriting

There is a risk that the Underwriter may terminate its agreement to underwrite the Offer in the event that one or more of the events summarised in section 7 of this Prospectus occur. If the Underwriter terminated its agreement to underwrite the Offer, the Company would make an announcement to this effect to ASX and give all shareholders who had accepted the Offer the right to withdraw their applications.

3.2 General Risks

(A) Environment

The proposed activities of the Company are subject to both Australian Federal and State laws and regulations concerning the environment. The Company may require approval from relevant regulatory authorities before undertaking activities that are likely to impact on the environment. If the Company fails to obtain such approvals it may be prevented from undertaking those activities.

Delays in obtaining any required approvals may also adversely affect the Company's proposed activities. Furthermore, future legislation and regulations may impose significant environmental obligations on the Company which cannot be predicted. This is particularly relevant to the Company given the recent increase in political and media focus on the environmental impact of exploration and mining activities on land in Queensland.

(B) Availability of Personnel

The Company is reliant on technical consultants and other resource industry specialists engaged on a consultancy basis to provide analyses and recommendations on, and carry out, exploration activities in respect of its projects. The availability of suitable technical consultants and resource industry specialists may be limited and there may be delays in securing equipment and personnel required to carry out the Company's planned activities. This may result in cost and time overruns which may have a material adverse effect on the Company.

(C) Additional Funding

The Company's funding requirements depend on numerous factors including the Company's ability to generate income from its projects, the outcome of future exploration and work programs and the acquisition of any new projects. The Company may require further funding in addition to current cash reserves to fund exploration activities or the acquisition of new projects. Additional equity financing, if available, may be dilutive to shareholders and/or occur at prices lower than the market price. Debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed it may be required to reduce the scope of its exploration operations.

(D) Government Policy

In addition to the effect of legislative or regulatory changes in the specific areas of land access and environment discussed in section 3.1 above, changes in government, financial policy, taxation and other laws (including legislation which regulates the resource industry) may affect the ability of the Company to carry on its proposed activities, restrict the Company in achieving its objectives or may result in increased compliance costs or complexities in managing the Company's proposed operations and activities. Changes to State or Commonwealth government, government policies or legislation cannot be predicted and could have a materially adverse effect on the Company.

(E) Market Conditions

The market price of the Company's securities may be subject to a variety of unpredictable influences on the market for equities in general and resources stocks in particular. These market conditions may affect the value of the Company's securities regardless of the Company's performance. Lack of liquidity may also affect the value of the Company's securities. The trading price of the Shares, the Options (if admitted to official quotation on ASX) and any shares issued upon exercise of the Options, may fall as well as rise.

4. Effect of the Offer on Mining Projects Group

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

- provide the funds to undertake the activities described in section 2; and
- alter the capital structure of Mining Projects Group as described in section 5.

5. Effect on the Capital Structure of Mining Projects Group

5.1 Shares and Options

The tables below set out the existing capital structure of the Company and the effect on the Company's capital structure of issuing the securities offered under this Prospectus (assuming that none of the holders of the Company's existing options exercise their options prior to the Record Date and assuming also that full acceptances are received for all Shares and Options offered under this Prospectus).

SHARES

Existing issued ordinary shares	131,611,470
Shares offered under this Prospectus (maximum)	105,289,176
TOTAL	236,900,646

OPTIONS

Existing options (summarised below)	102,335,763
Options offered under this Prospectus (maximum)	105,289,176
TOTAL	207,624,939

SUMMARY OF EXISTING OPTIONS

<i>Description</i>	<i>Expiry date</i>	<i>Number of shares into which options convert</i>	<i>Exercise price (\$)</i>
Listed Options (MPJOA)	6 July 2014	41,299,175	\$0.10 (10 cents)
Listed Options (MPJO)	28 February 2013	59,616,588 *	\$0.02 (2 cents)
Unlisted Options	5 October 2015	400,000	\$0.10 (10 cents)
Unlisted Options	5 October 2015	500,000	\$0.25 (25 cents)
Unlisted Options	5 October 2015	500,000	\$0.50 (50 cents)
Unlisted Options	28 February 2014	20,000	\$0.03 (3 cents)
TOTAL:		42,699,175	

* *Each MPJO option will, upon exercise, entitle the holder to one ordinary share per option exercised plus a further additional option exercisable at 3 cents (\$0.03) and expiring on 28 February 2014.*

The percentage shareholding in the Company of shareholders who do not take up all of their rights pursuant to the Rights Issue will be diluted.

5.2 Pro-Forma Balance Sheets of Mining Projects Group

Set out below is the pro-forma Balance Sheet of Mining Projects Group Limited as at 31 May 2012.

The financial information has been extracted from the audited accounts of the Company to 31 December 2011 and unaudited management accounts to 31 May 2012. The Pro Forma Balance Sheet assumes the Offer is fully subscribed (refer further below for Pro Forma adjustments) and raises \$1,052,891 less the estimated costs of the Offer.

	31 Dec 2011 (Audited)	31 May 2012 (Unaudited)	Pro-Forma 31 May 2012 (Unaudited) Post Capital Raising
<u>Current Asset</u>			
Cash and cash equivalents	\$825,969	\$176,001	\$1,132,827
Trade and other receivables	\$83,390	\$69,318	\$69,318
Other financial assets	\$1,074,567	\$758,192	\$758,192
Current tax assets	\$947	\$947	\$947
Other	\$14,296	\$62,784	\$62,784
Total Current Assets	\$1,999,169	\$1,067,242	\$2,024,068
<u>Non-Current Assets</u>			
Trade and other receivables	\$58,144	\$53,068	\$53,068
Other financial assets	\$489,633	\$375,239	\$375,239
Plant and equipment	\$44,450	\$36,103	\$36,103
Exploration and evaluation costs	\$958,635	\$1,081,826	\$1,081,826
Total Non-Current Assets	\$1,550,862	\$1,546,236	\$1,546,236
	\$3,550,031	\$2,613,478	\$3,570,304
<u>Current Liabilities</u>			
Trade and other payables	\$204,763	\$241,443	\$241,443
Provisions	\$3,603	\$3,627	\$3,627
Total Current Liabilities	\$208,366	\$245,070	\$245,070
	\$208,366	\$245,070	\$245,070
	\$3,341,665	\$2,368,408	\$3,325,234
Issued capital	\$32,109,102	\$32,361,068	\$33,317,894
Foreign currency translation reserve	(\$71,456)	(\$82,685)	(\$82,685)
Prior Year Accumulated Profit/(Loss)	(\$28,685,406)	(\$29,898,693)	(\$29,898,693)
Parent entity interest	\$3,352,240	\$2,379,690	\$3,336,516
Minority interest	(\$10,575)	(\$11,282)	(\$11,282)
	\$3,341,665	\$2,368,408	\$3,325,234

The above assumes receipts of \$1,052,891 comprising gross proceeds from the issue of Shares and Options under the Offer less estimated costs associated with the Offer of \$93,174. The Company's total issued ordinary shares, assuming the Offer is fully subscribed, would be 236,900,646.

5.3 Costs of the Offer

The anticipated costs of the Offer are as follows:

Particulars	Amount (\$)
Legal, administrative and regulatory	\$20,000
Printing, postage and despatch	\$10,000
Underwriting Fee	\$63,174
TOTAL	\$93,174

6. Acceptance Instructions

Eligible Shareholders may:

- exercise their rights to participate in the Rights Issue in full; or
- exercise their rights to participate in the Rights Issue in part; or
- exercise their rights to participate in the Rights Issue in full and apply for Shortfall Shares as described in section 1; or
- take no action under this Offer, thereby allowing their rights to lapse (as the offer is non-renounceable there is no trading of rights allowed).

If paying by cheque or money order:

To apply and pay by cheque or money order, you should:

- read this Prospectus and the attached Entitlement and Acceptance Form in their entirety and seek appropriate professional advice if necessary; and
- complete 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); and
- return the completed Entitlement and Acceptance Form together with a cheque or money order for the applicable amount (being the offer price of 1 cent (\$0.01) per Share multiplied by the number of Shares you are applying for) to:

IN AUSTRALIA

Mining Projects Group Limited
c/- Security Transfer Registrars Pty Ltd
PO Box 535, Applecross, Western Australia, 6953
Australia

IN NEW ZEALAND

Mining Projects Group Limited
c/- Goodman Tavendale Reid
PO Box 442
Christchurch 8140
New Zealand

so that it is received by no later than 5:00pm (Perth, Western Australia time ("WST")) on the closing date (which is set out in the timetable on page 1 of this Prospectus) ("Closing Date"), or such later date as the Company may specify. The Company, Security Transfer Registrars Pty Ltd ("the Share Registrar") and Goodman Tavendale Reid accept no responsibility for delayed or misdelivered Entitlement and Acceptance Forms or payments.

If you choose to pay by cheque or money order you must submit the completed Entitlement and Acceptance Form.

Cheques should be made payable to "Mining Projects Group Limited Share Application A/C" and crossed "Not Negotiable". Cheques must be payable in Australian dollars, drawn on an Australian branch of an Australian bank.

If paying by BPAY®:

To apply and pay via BPAY, you should:

- read this Prospectus and the Entitlement and Acceptance Form in their entirety and seek appropriate professional advice if necessary; and
- make your payment via BPAY for the number of Shares you wish to subscribe for (being the offer price of 1 cent (\$0.01) per Share multiplied by the number of Shares you are applying for) so that it is received no later than 5:00pm (WST) on the Closing Date, or such later date as the Company may specify. You can only make a payment via BPAY if you are the holder of an account with an Australian financial institution.

If you choose to pay via BPAY you are not required to submit the Entitlement and Acceptance Form.

If your BPAY payment is received by 5:00pm (WST) on the Closing Date or such later date as the Company may specify, Shares (offered on a 4 for 5 basis) up to the payment amount received and attaching Options (issued on a 1 for 1 basis) are anticipated to be allotted to you on the despatch date (as set out in the timetable on page 1 of this Prospectus, which date may change without notice). The issue of any Shortfall Shares and attaching Options for which payment is received is dependent upon sufficient Shortfall Shares being available. Any payment made by BPAY for an amount greater than the amount of an applicant's entitlement under the Rights Issue, will be taken to amount to an application for Shortfall Shares for the total of that additional amount.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit.

If you have multiple holdings you will have multiple BPAY reference numbers. To ensure that you receive your entitlement in respect of each holding, you must use the customer reference number shown on each personalised Entitlement and Acceptance Form when paying for any Shares that you wish to apply for in respect of that holding.

For payments by cheque, money order or BPAY:

Your application or payment may not be accepted if received after 5:00pm (WST) on the Closing Date or such later date as the Company may specify, in which case no Shares or Options would be issued to you in respect of that application or payment, and any payment received will be refunded to you after the date of allotment in accordance with the Corporations Act, without interest.

The amount payable on application will be deemed not to have been received until the Company is in receipt of cleared funds. Payments in cash will not be accepted.

If the amount of payment received is insufficient to pay in full for the number of Shares you have applied or is more than required for the number of Shares you have applied for you will be taken to have applied for such whole number of Shares (together with free attaching Options) which is covered in full by your payment. Alternatively, the Company may in its discretion reject your application, in which case any payment will be refunded to you after the date of allotment in accordance with the Corporations Act, without interest.

If you apply for Shortfall Shares in excess of your entitlement and you are not allocated all or some of the Shortfall Shares (together with free attaching Options) applied for, the relevant payment will be refunded to you after the date of allotment in accordance with the Corporations Act, without interest.

If you have any questions about your entitlement, please contact the Company's Share Registry on 08 9315 2333 (within Australia) or +61 8 9315 2333 (outside Australia). Alternatively, contact your stockbroker or other professional adviser.

* ® Registered to Bpay Pty Ltd ABN 69 079 137 518

The issue of Shares and Options will occur as soon as practicable after the Offer has closed. Thereafter, statements of Share and Option holdings will be despatched. It is the responsibility of recipients to determine their allocation prior to trading in Shares or Options. Recipients trading Shares or Options before they receive their statements will do so at their own risk. 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 rights, issue Shares and Options in response to the acceptance and recover outstanding application monies from the recipient.

Subject to the requirements of the Corporations Act and the ASX Listing Rules, the Directors may (at their discretion) issue Shortfall Shares to third-party investors who may or may not be existing 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 and New Zealand 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 acquire Shares and 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.

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 and Options or other securities of the Company.

7. Underwriting Arrangements

Pursuant to an agreement executed between Peregrine Corporate Limited, as Underwriter, and the Company on 21 June 2012 ("the Underwriting Agreement"), the Underwriter has agreed to underwrite the shortfall in subscriptions for Shares and Options under the Offer up to the sum \$1,052,891. The number of shares underwritten by the Underwriter will not be affected by the issue of any new shares by the Company prior to the Record Date as a result of the exercise by shareholders of existing options (if any).

The Company has agreed to pay the Underwriter an underwriting fee of \$63,174 being 6% of the underwritten amount. The Underwriter shall also be entitled to reimbursement of all direct costs and reasonable expenses associated with the underwriting.

The Underwriting Agreement is subject to the following events having occurred prior to the date of lodgement of this Prospectus:

- a legal sign-off letter prepared by the Company's solicitors being provided to the Underwriter and the Company; and
- the Underwriter being satisfied with the form of this Prospectus and giving its consent to being named in this Prospectus.

As noted in section 1.3, the Underwriter has entered into sub-underwriting arrangements for \$935,000 of the underwritten amount.

The obligation of the Underwriter to underwrite the Offer is subject to certain events of termination. The Underwriter may terminate its obligations under the Underwriting Agreement on the occurrence of any of the following specified events where, in the opinion of the Underwriter reached in good faith and acting reasonably, the event has or could have a material adverse effect on the Rights Issue:

- **(Material Event)** Except in the case of a restructure to achieve objectives agreed with the Underwriter as necessary to facilitate the Rights Issue, there is a material adverse change in the condition, management or financial position, business, operations or prospects of the Company or a subsidiary.

- **(Breach of Law)** There is a contravention by the Company of any provision of the Company's Constitution or any other legislation of the Commonwealth of Australia or any State or Territory relating to the securities industry or taxation or a breach of the ASX Listing Rules.
- **(Outbreak of Hostilities)** There is an outbreak of hostilities or new act of terrorism after the date of the Underwriting Agreement involving any of Australia, Japan, the United Kingdom, the United States of America, any member of the European Union, Afghanistan, Iraq, Iran, North Korea, Canada, Indonesia, any member of the Organisation of Petroleum Exporting Countries or any other country of the Middle East, People's Republic of China, Russia or other countries of the Commonwealth of Independent States which, in the reasonable opinion of the Underwriter, would have a material adverse effect on the Offer.
- **(Indices Fall)** Any of: (i) the Australian All Ordinaries Index; (ii) the S & P ASX 200; (iii) the Dow Jones Industrial Average; or (iv) the Nikkei Dow; close at values which are 5% or more below their closing values as at the date of the Underwriting Agreement on any two or more days (consecutive or non-consecutive) after the date of the Underwriting Agreement.
- **(Share Price)** The share price of the Company as listed on ASX Limited closes below \$0.006 on any two or more days (consecutive or non-consecutive).
- **(Change in Act or Policy)** Any law being introduced into the Parliament of the Commonwealth of Australia or any of the legislatures of the States or Territories or any prospective law or other measure being passed or becoming effective, having the effect of restricting capital issue or company profits or imposing any excess profits tax or any other measure which, in the reasonable opinion of the Underwriter, is likely to have adverse effect on the success of the Rights Issue, the underwriting of the Rights Issue of the financial position or prospects of the Company.
- **(Change in Fiscal Policy)** Any law or budget being introduced into the Parliament of the Commonwealth of Australia or any of the legislatures of the States or Territories or any prospective law or other measure being passed or becoming effective, or there being adopted by any government authority a major change in fiscal or monetary policy which, in the reasonable opinion of the Underwriter, is likely to have an adverse effect on the success of the Rights Issue, the underwriting of the Rights Issue of the financial position or prospects of the Company.
- **(Insolvency Events)** Except in the case of a restructure to achieve objectives agreed with the Underwriter as necessary to facilitate the Rights Issue, the Company or any subsidiary: (i) are wound up, or suffer an act whereby any of them may be wound up; (ii) have proceedings brought against them which would materially impact upon or inhibit the relevant company carrying on its business; (iii) becomes externally administered (within the meaning of the Corporations Act).
- **(Failure to Comply with Statutory Demand)** The Company or a subsidiary fails to comply with a valid statutory demand in accordance with the Corporations Act.
- **(Interest Rate Increase)** An increase in the interest rate for the issue of Australian Government or semi-Government securities by more than one and a half per cent above that prevailing on the date of signing of the Underwriting Agreement.
- **(Breach of Warranty)** There is any material breach of warranty given by the Company to the Underwriter.
- **(Stop Order or Non-Compliance)** ASIC makes any stop order or gives notice of an intention to hold a hearing in relation to the Rights Issue prospectus, or concludes that the Rights Issue prospectus does not comply with the Corporations Act or any other applicable law.
- **(Quotation of Securities)** Unconditional approval or conditional approval (provided such conditions would not, in the reasonable opinion of the Underwriter, have a material adverse effect on the success of the Issue or the underwriting of the Rights Issue) by the ASX for quotation of the shares issued under the Rights Issue is refused, or is not granted prior to 5pm on a date which is within 7 days after the Closing Date or such approval is granted but then withdrawn.
- **(Due Diligence)** In the opinion of the Underwriter, the Company has not (i) taken all necessary steps to satisfactorily complete its due diligence program and a review of any associated documentation; or (ii)

taken all necessary steps to satisfactorily complete ongoing due diligence during the period of the Rights Issue.

- **(Breach of Law)** In the sole opinion of the Underwriter, there has been any breach of the law which may effect the Company's share price, which includes but is not limited to market misconduct and/or other prohibited conduct as described in Chapter 7 of the Corporations Act.

The Underwriting Agreement also contains a number of indemnities and representations and warranties from the Company to the Underwriter and other provisions of the kind commonly included in an agreement of this nature.

8. 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 or options offered to acquire securities under that prospectus are continuously quoted securities within the meaning of the Corporations Act. 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.

In summary, special prospectuses are required to contain information in relation to the effect of the offer of 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.

For the purpose of satisfying section 713(5) of the Corporations Act a prospectus must incorporate information if such information:

- (a) has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
- (b) is information that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
 - the assets and liabilities, financial position and performance, profit and losses and prospects of the Company; and
 - the rights and liabilities attaching to the securities being offered.

The Prospectus must contain this information only to the extent to which it is reasonable for investors and their professional advisors to expect to find such information in the Prospectus. The Company is not aware of any matters that need to be disclosed under this section of the Corporations Act that have not been previously disclosed or which have not been set out in this Prospectus.

The Company seeks and engages in discussions on an ongoing basis in respect of potential opportunities for the establishment of new and the expansion of existing activities and joint ventures. While the Company continues to seek and negotiate potential commercial opportunities in this respect, there is no certainty that any arrangement(s) will be finalised on particular terms, at a specific time, or at all. The Company will make further announcements in respect of any such discussions or negotiations in accordance with its disclosure obligations as developments occur.

As a disclosing entity under the Corporations Act, the Company is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to the Company 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:

- (a) the financial statements of the Company for the financial year ended 30 June 2011 (lodged with ASX on 30 September 2011), being the most recent annual financial report of the Company lodged with ASIC before the lodgement of this Prospectus with ASIC;
- (b) the half yearly financial report of the Company for the period ending 31 December 2011; and
- (c) any continuous disclosure notices given by the Company since the lodgement of the annual financial report referred to in (a) 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 9 of this Prospectus.

9. ASX Announcements

The following announcements (continuous disclosure notices) have been made by the Company to ASX since lodging its Annual Report for the year ended 30 June 2011:

Date	Headline
21/06/2012	Capital Raising Update
19/06/2012	Appendix 3Y - PH
18/06/2012	Appendix 3Y - PH
07/06/2012	Ceasing to be a substantial holder
07/06/2012	Ceasing to be a substantial holder
07/06/2012	Appendix 3Y - PH
07/06/2012	Appendix 3Y - RR
07/06/2012	Appendix 3Y - BF
31/05/2012	Appendix 3Y - RR
31/05/2012	Appendix 3Y - BF
24/05/2012	Becoming a substantial holder
24/05/2012	Appendix 3Y - RR
24/05/2012	Appendix 3Y - BF
24/05/2012	Appendix 3B
18/05/2012	Results of Meeting
17/05/2012	Change of Director's Interest Notice - RR
17/05/2012	Change of Director's Interest Notice - BJB
09/05/2012	Coal permit granted with target of up to 155m tonnes
30/04/2012	Quarterly Activities and Cash flow Report
20/04/2012	Notice of General Meeting/Proxy Form
17/04/2012	Acquisition Update
27/03/2012	Acquisition Update
16/03/2012	Appendix 3B
14/03/2012	Appendix 4D - Half Yearly Report and Accounts
29/02/2012	Further coal exploration permit acquisition
28/02/2012	Acquisition Update
22/02/2012	Ceasing to be a substantial holder
22/02/2012	Ceasing to be a substantial holder
21/02/2012	Top 20 Equity Holders
09/02/2012	Appendix 3B and Section 708A Notice

Date	Headline
07/02/2012	MPJ to acquire coal tenements in Queensland
31/01/2012	Quarterly Activities and Cashflow Report
25/01/2012	Appendix 3X - PH
25/01/2012	Appointment of Director and Company Secretary
21/12/2011	Becoming a substantial holder
21/12/2011	Change in substantial holding
21/12/2011	Appendix 3Y - RR
21/12/2011	Appendix 3Y - BF
20/12/2011	Appendix 3B
09/12/2011	Change of Director's Interest Notice - BJJ
08/12/2011	Appendix 3B
06/12/2011	Results of Annual General Meeting
05/12/2011	Rights Issue - Closure, Acceptances and Shortfall
18/11/2011	Dispatch of Prospectus
11/11/2011	Replacement Prospectus
08/11/2011	Notice of Annual General Meeting/Proxy Form
07/11/2011	Letter to Shareholders - Non-Renounceable Rights Issue
04/11/2011	Letter to Optionholders - Non-Renounceable Pro-Rata Issue
04/11/2011	Prospectus
04/11/2011	Appendix 3B
28/10/2011	Quarterly Activities and Cashflow Report
25/10/2011	Capital Raising
21/10/2011	Final Director's Interest Notice - CT
21/10/2011	Resignation of Director

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 the Company.

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 and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

10. Terms of Securities Offered

10.1 Shares

The Shares including the Shortfall Shares will be 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 of the kind 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.

10.2 Options

Rights attaching to the Options offered under this Prospectus are set out below:

- Each option, upon exercise, entitles the holder to acquire one ordinary fully paid share in the capital of the Company.
- Each option is exercisable at any time on or before 5:00 pm Melbourne time on 30 November 2014 ("the Exercise Period") by completing the option exercise form and delivering it together with the payment for the number of shares in respect of which the options are exercised to the registered office of the Company. Any option that is not exercised during the Exercise Period automatically lapses.
- The exercise price of the options is 1.5 cents (\$0.015) per option payable in full on exercise.
- Subject to the Corporations Act, the ASX Listing Rules, and the Constitution of the Company, options are freely transferable. All shares issued upon exercise of options will rank equally 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 options.
- The options will not give any right to participate in dividends until shares are issued pursuant to the exercise of the relevant options.
- There are no participation rights or entitlements inherent in the options. Option holders are not entitled to participate in new issues of securities offered to shareholders without first exercising the options. Subject to any waiver granted by ASX, the Company will send notices to 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 options.
- In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the expiry of the Exercise Period, the number of options or the exercise price of the 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 Options will be fully paid ordinary shares and will have the same voting and other rights as the existing shares of the Company.

11. Directors' Interests

11.1 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:

<i>Director</i>	<i>Shares</i>	<i>% Shareholding</i>	<i>Options</i>
Bryan Frost	25,123,928	19.09	23,797,217
James Babbage	150,000	0.11	125,000
Richard Revelins	10,252,832	7.79	11,027,420
Phillip Hains	1,047,620	0.80	287,048

Participation by Directors in the Rights Issue

The Directors are entitled, but not obliged, to participate in the Rights Issue without the need for shareholder approval. Shareholder approval would however be required for the Directors to apply for any Shortfall Shares. The Directors' capacity to accept the Rights Issue or apply for any Shortfall Shares is also subject to the restrictions on obtaining or increasing relevant interests of greater than 20% of the Company's issued voting shares under Chapter 6 of the Corporations Act 2001. As noted in section 1.3 of this Prospectus, Mr Frost and Mr Revelins have each indicated that they will not be taking up their entitlements under the Rights Issue but entities associated with Mr Frost and Mr Revelins have agreed to sub-underwrite the Offer.

If each of the Directors, other than Mr Frost and Mr Revelins, (being James Babbage and Phillip Hains) participate to the maximum extent permissible then their respective direct and indirect interests will upon issue of the Shares and Options be as set out below:

Director	Entitlement under the Rights Issue (shares)	Entitlement under the Rights Issue (options)	Total interest if full entitlement taken up (shares)	Total interest if full entitlement taken up (options)	% shareholding on completion of Rights Issue if full entitlement taken up	Maximum % shareholding (if all existing options and Options are exercised) **
James Babbage*	120,000	120,000	270,000	245,000	0.11	0.22
Phillip Hains*	838,096	838,096	1,339,267	1,125,144	0.80	1.15

Notes:

*

Table above assumes none of the Company's existing options held by Mr Babbage or Mr Hains are exercised prior to the Record Date.

**

Assumes that, in the case of each Director (and his associates), all existing options (including piggy-back options issued upon exercise of MPJO options) and Options issued under the Rights Issue are exercised, and that no other shareholder or Director exercises any existing option or Option issued under this Prospectus.

Participation by Directors in Sub-Underwriting

Entities associated with Mr Frost and Mr Revelins have each agreed to sub-underwrite the Offer up to the sum of \$200,000 and \$100,000 respectively. Section 1.3 of this Prospectus, sets out the maximum aggregate percentage voting interest which may be acquired by Mr Frost and Mr Revelins (and their respective associates) assuming each are required to subscribe for their full sub-underwriting commitment. In connection with their agreement to sub-underwrite the Offer, entities associated with Mr Frost and Mr Revelins will receive fees from the Underwriter of \$10,000 and \$5,000 respectively (being 5% of the amounts sub-underwritten by them). Sub-underwriting fees payable by the Underwriter to Mr Frost and Mr Revelins are calculated on the same basis, and at the same rate, as the sub-underwriting fees payable to the other sub-underwriters secured by the Underwriter at the date of this Prospectus. All sub-underwriting fees are payable by the Underwriter from, rather than in addition to, the underwriting fee of \$63,174 payable by the Company.

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.

11.2 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 2011 are set out in the financial statements of the Company for the financial year ended 30 June 2011.

The total amounts payable (exclusive of GST) to current Directors as fees and executive service remuneration in the 2 year period prior to lodgement of this Prospectus are:

Director	July 2010- June 2011	July 2011- June 2012
Bryan Frost	\$249,996	\$249,996 ¹
James Babbage	\$40,000 ²	\$40,000 ^{3,4}
Richard Revelins	\$180,000	\$180,000 ⁵
Phillip Hains (appointed January 2012)	N/A	\$Nil ⁶

Notes:

¹ The sum of \$187,497 has been paid, balance remains owing.

^{28,3} Excludes payments of \$6,500 paid to Babbage & Co Pty Ltd, an entity controlled by James Babbage, in connection with consulting services provided to the Company.

⁴ The sum of \$25,000 has been paid, balance remains owing.

⁵ The sum of \$93,716 has been paid, balance remains owing.

⁶ Mr Hains does not receive any Directors fees as remuneration however for the period January 2012 to June 2012 the sum of \$140,000 was paid to CFO Solution HQ Pty Ltd ("CFO Solutions"), a company in which Mr Hains is a director and shareholder, in connection with corporate secretarial and consulting services provided to the Company. For the same period, a further sum of \$21,336 has been paid and an additional \$10,668 remains payable to CFO Solutions in connection with office services shared between CFO Solutions and the Company at its registered office.

It is noted that the fees payable to Mr Frost and Mr Revelins for the financial year 2012-2013 have been reduced to \$175,000 in the case of Mr Frost and \$80,000 in the case of Mr Revelins.

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.

11.3 Payments to Entities Associated with Directors

As noted in section 1.3 of this Prospectus Bryan Frost and Richard Revelins, Directors of the Company, are also Directors of the Underwriter, Peregrine Corporate Limited. Peregrine Corporate Limited will receive a fee of \$63,174 in connection with its agreement to underwrite the Offer (from this fee Peregrine Corporate Limited has current obligations to pay sub-underwriters \$46,750). In the past two years, the Company has also paid Peregrine Corporate Limited an underwriting fee of \$59,564 (plus GST) in respect of the rights issue conducted by the Company in November 2011.

12. Taxation

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

13. Overseas Shareholders

13.1 New Zealand Regulatory Requirements

This Rights Issue to New Zealand investors is a regulated Rights Issue made under Australian and New Zealand Law. In Australia, this is Chapter 8 of the Corporations Act 2001 and Regulations. In New Zealand, this is Part 5 of the Securities Act 1978 and the Securities (Mutual Recognition of Securities Offerings - Australia) Regulations 2008. This Rights Issue and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 and Regulations (Australia) set out how the Rights Issue must be made.

There are differences in how securities are regulated under Australian law. For example, the disclosure of fees for collective investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian securities may differ from the rights, remedies and compensation arrangements for New Zealand securities.

Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to this Rights Issue. If you receive this Offer in New Zealand and need to make a complaint about this Rights Issue, please contact the Securities Commission, Wellington, New Zealand. The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian securities is not the same as for New Zealand securities.

If you are uncertain as to whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial advisor.

The Rights Issue may involve a currency exchange risk. The currency for the securities is not New Zealand dollars. The value of the securities will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant. If you expect the securities to pay any

amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the securities are able to be traded on a financial market and you wish to trade the securities through that market, you will have to make arrangements for a participant in that market to sell the securities on your behalf. If the securities market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the securities and trading may differ from markets that operate in New Zealand.

This Prospectus does not constitute an offer for securities in any place where, or to any person whom, it would be unlawful to make such an offer. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law, and persons outside Australia and New Zealand who comes into possession of this Prospectus should seek advice on, and observe any, such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the Shares and Options or the Rights Issue or otherwise to permit a public offering of the securities in any jurisdiction outside Australia and New Zealand. The Shares and Options have not been, and will not be, registered under the United States Securities Act of 1933 and should not be offered or sold within the USA. Any person accessing the electronic version of this Prospectus for the purpose of investing in the Company must only access it from within Australia or New Zealand.

14. 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 by telephone on 08 9315 2333 (within Australia) or +61 8 9315 2333 (outside Australia) or at the address shown in the Corporate Directory on page 1 of this Prospectus. 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. Recipients can also request access to, or corrections of, personal information held by the Company by writing to the Company.

15. Electronic Prospectus

This Prospectus is available in electronic format at www.miningprojectsgroup.com.au. Offers constituted by this Prospectus in electronic form (if any) are only available to Eligible Shareholders 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 08 9315 2333 (within Australia) or +61 8 9315 2333 (outside Australia), or alternatively the Company on +61 3 9671 4888. Acceptances for Shares and Options 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.

16. Consents

Peregrine Corporate Limited has given and, as at the date hereof, not withdrawn, its written consent to being named as underwriter to the Offer in the form and context in which it is named. Peregrine Corporate Limited has had no involvement in the preparation of any part of the Prospectus other than being named the underwriter of the Offer. Peregrine Corporate Limited has not authorised or caused the issue of any part of the Prospectus and, to the extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus.

Security Transfer Registrars Pty Ltd has given and, as at the date hereof, not withdrawn, its written consent to be named as share registry in the form and context in which it is named. Security Transfer Registrars Pty Ltd has had no involvement in the preparation of any part of the Prospectus other than being named as share registry to the Company. Security Transfer Registrars Pty Ltd has not authorised or caused the issue of any part of the Prospectus and, to the extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus.

Goodman Tavendale Reid Limited has given, and, as at the date hereof, not withdrawn, its written consent to be named as New Zealand agent to the Rights Issue in the form and context in which it is named. Goodman Tavendale Reid Limited has had no involvement in the preparation of any part of the Prospectus other than being named as New Zealand agent to the Rights Issue. Goodman Tavendale Reid Limited has not authorised or caused the issue of any part of the Prospectus and, to the extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus.

Each of the sub-underwriters named in section 1.3 of this Prospectus, being Talex Investments Pty Ltd, Murdoch Capital Pty Ltd and Syracuse Capital Pty Ltd has given, and, as at the date hereof, not withdrawn its written consent to being named as a sub-underwriter of the Offer. None of these sub-underwriters have had any involvement in the preparation of any part of the Prospectus other than being named as a sub-underwriter to the Offer. These sub-underwriters have not authorised or caused the issue of any part of this Prospectus and, to the extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus.

17. Enquiries

If you have any questions regarding the content of this Prospectus or how to complete the Entitlement and Acceptance Form, please contact the Company's Share Registry on 08 9315 2333 (within Australia) or +61 8 9315 2333 (outside Australia). Alternatively, 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 Mining Projects Group Limited on +61 3 9824 8166.

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 Limited in connection with this Prospectus.

Directors' Responsibility Statement

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



Bryan Frost
Director – Chairman