



NOTICE OF 2014 ANNUAL GENERAL MEETING

Including Explanatory Memorandum and Proxy Form

To be held on:

26 November 2014

To be held at:

11.00am Australian Eastern Daylight Saving Time (AEDST)

Registration commencing 15 minutes earlier (TBC)

Location:

Level 14, 31 Queen Street, Melbourne, Victoria, 3000

This is an important document. It should be read in its entirety.
If you are in doubt as to the course you should follow, consult your financial or other professional adviser.

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MINING PROJECTS GROUP LIMITED

ACN 006 189 331

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2014 Annual General Meeting (**Meeting**) of Mining Projects Group Limited (**the Company** or **MPJ**) will be held at Level 14, 31 Queen Street, Melbourne, Victoria, 3000 on 26 November 2014 at 11.00am (Melbourne, Victorian, daylight saving time), for the purposes of considering and, if thought fit, passing each of the resolutions referred to in this Notice of Annual General Meeting.

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.

Please read this Notice of Annual General Meeting carefully and, if intending to vote by way of proxy, consider directing your proxy on how to vote on each resolution by marking the appropriate box on the proxy form included with this Notice of Annual General Meeting. Shareholders who intend to appoint the Chairman as proxy (including appointment by default) should have regard to Proxy and Voting Instructions on page 4 of this Notice of Annual General Meeting.

GENERAL BUSINESS

2014 Annual Financial Statements

To receive and consider the 2014 Annual Financial Statements of the Company for the financial year ended 30 June 2014 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

Resolution 1 – Non-binding Resolution to Adopt Remuneration Report

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

“THAT for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report for the financial year ended 30 June 2014 as disclosed in the Directors' Report is adopted.”

Voting Note – Resolution 1

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report, or any of that person's closely related parties (such as close family members and any controlled companies of those persons) (collectively referred to as a **Restricted Voter**). However, the Company need not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the meeting (**Chair**) as your proxy and you are not a Restricted Voter by marking the box on, and submitting, the Proxy Form you authorise the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Company's key management personnel and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you have appointed the Chair as your proxy and you do not want your vote exercised in favour of Resolution 1, you should not mark the box on the Proxy Form or otherwise direct the Chair to vote “against” or to “abstain” from voting on Resolution 1.

Please refer to the Proxy and Voting Instructions on page 4.

Resolution 2 – Election of a Director – Mr Neil Hutchison

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

“THAT Mr Neil Hutchison, a Director who was appointed on 15 April 2014 to fill a casual vacancy (as permitted under the Company’s Constitution), being eligible for election as a Director of the Company and offering himself for election, be and hereby is elected as a Director of the Company.”

Further details in respect of this Resolution 2 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 3 – Re-Election of a Director – Mr Angus Edgar

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

“THAT Mr Angus Edgar 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.”

Further details in respect of this Resolution 3 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 4 – Approval of 10% Share Placement Facility (Special Resolution)

To consider, and if thought fit, pass the following as a **special resolution**:

“THAT, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, shareholders approve the Company having the capacity to issue equity securities in the capital of the Company up to the maximum number permitted by ASX Listing Rule 7.1A at an issue price which is not less than the minimum issue price calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.3 and on the terms and conditions described in the Explanatory Memorandum of this Notice of Annual General Meeting.”

Voting Note - Resolution 4

If as at the time of the Annual General Meeting, the Company is included in the S&P/ASX 300 Index and/or has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of greater than AU\$300 million then Resolution 4 will be withdrawn.

Voting Exclusion Statement - Resolution 4

The Company will, in accordance with ASX Listing Rule 14.11, disregard any votes cast on Resolution 4 by a person who may participate in the 10% placement issue and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities, if this resolution is passed), and any associates of those persons. However, the Company need not disregard a vote cast on this Resolution 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.

Resolution 5 – Approval for Issue of Shares to Director – Neil Hutchison

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

“THAT for the purposes of ASX Listing Rule 10.11 and for all other purposes shareholders approve the issue of 7,933,334 ordinary fully paid shares to Mr Neil Hutchison, a Director of the Company (or his nominee/s) as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

NOTICE OF ANNUAL GENERAL MEETING

Voting Exclusion Statement – Resolution 5

The Company will disregard any votes cast on Resolution 5 by:

- Neil Hutchison or any or his associates;
- as a proxy by a member of the Company's key management personnel (including the Directors) or any of those persons' closely related parties (such as close family members and any controlled companies of those persons) (collectively referred to as a "Restricted Voter") where the proxy is undirected.

However, the Company need not disregard a vote on Resolution 5 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, pursuant to an express authorisation on the proxy form.

Voting Note - Resolution 5

If you appoint the Chair as your proxy by marking the box on, and submitting, the Proxy Form you authorise the Chair to exercise the proxy even though Resolution 5 is connected directly or indirectly with the remuneration of a member of the Company's key management personnel, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 5. If you have appointed the Chair as your proxy he can only cast your votes in Resolution 5 if you expressly authorise him to do so by marking the box on the proxy form or directing the Chair how to vote by marking either 'for', 'against' or 'abstain' for Resolution 5.

By the order of the Board;



Adrien Wing
Company Secretary

Dated: 21 October 2014

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

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A shareholder of the Company (**Shareholder**) who is entitled to vote at a meeting may appoint:

- (a) one proxy if the Shareholder is only entitled to one vote; and
- (b) one or two proxies if the Shareholder 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 Shareholder'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 Level 17, 500 Collins Street, Melbourne, Victoria, 3000 or sent by facsimile transmission to the Company's secretary on (03) 9614 0550 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 Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act 2001. 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 of Annual General Meeting

If you sign the proxy form and do not specify a proxy, you will have appointed the Chair of the Meeting as your proxy.

Directing your proxy for Resolution 1 (Remuneration Report) and Resolution 5

If you appoint the person chairing the meeting as your proxy (and, in the case of Resolution 1, provided you are not a Restricted Voter) by marking the box on, and submitting, the Proxy Form you authorise the person chairing the meeting (**Chair**) to exercise the proxy even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of the Company's key management personnel, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolutions 1 and 5.

If you have appointed the Chair as your proxy he or she can only cast your votes on Resolutions 1 and 5 if you expressly authorise him or her to do so by marking the box on the proxy form or if you direct the Chair how to vote by marking either 'for', 'against' or 'abstain' for that item of business

Directors of the Company (other than the Chair, per the above) any other of the Company's key management personnel or any of their closely related parties will not be able to vote undirected proxies held by them on Resolutions 1 and 5. Key management personnel of the Company comprise the Directors of the Company and those other persons actually having authority and responsibility for planning, directing and controlling the activities of the Company, directly and indirectly. The Remuneration Report identifies key management personnel for the year ending 30 June 2014. Their closely related parties are defined in the Corporations Act 2001 and include specified family members, dependents and companies they control.

Corporate Representatives

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

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with constitution of the Company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 5.00pm on 25 November 2014 (Melbourne, Victorian, daylight savings time) 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.

Special Resolution

For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution. Resolution 4 is a special resolution.

MINING PROJECTS GROUP LIMITED [ACN 006 189 331]

(the Company)

2014 Annual General Meeting

PURPOSE OF INFORMATION

This Explanatory Memorandum (**this Memorandum**) accompanies and forms part of the Company's Notice of 2014 Annual General Meeting to be held at Level 14, 31 Queen Street, Melbourne, Victoria, 3000 on 26 November 2014 at 11.00am (Melbourne, Victorian, daylight savings time).

The Notice of 2014 Annual General Meeting incorporates, and should be read together with, this Memorandum.

GENERAL BUSINESS

2014 Annual Financial Statements

The 2014 Annual Financial Statements (comprising of the Financial Report, declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report) for the year ended 30 June 2014 will be laid before the meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2014 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 2014 Annual Financial Statements.

The Company's 2014 Annual Financial Statements are set out in the Company's 2014 Annual Report which can be obtained from the Company's website, www.miningprojectsgroup.com.au or upon request to the Company Secretary at Level 17, 500 Collins Street, Melbourne, Victoria, 3000 (phone: (03) 9614 0600, facsimile: (03) 9614 0550).

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 to adopt Remuneration Report

The Company is required, pursuant to the Corporations Act 2001 (Cth) (**Corporations Act**), to propose at each annual general meeting a non-binding resolution regarding the adoption of the Remuneration Report (which forms part of the Directors' Report in the Annual Financial Statements).

The purpose of Resolution 1 is to lay before shareholders the Company's Remuneration Report for the year ended 30 June 2014 so that shareholders attending the 2014 Annual General Meeting of the Company will have the opportunity to discuss and put forward questions in respect of the Remuneration Report and the management of the Company and vote on an advisory and non-binding resolution to adopt 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 annual general meetings (**AGMs**), 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 vote on the Remuneration Report contained in the Company's 2013 Annual Financial Statements was passed with the support of more than 75% of the votes thus a spill resolution will not be required in the event that 25% or more of votes that are cast are against the adoption of the 2014 Remuneration Report. However, in the event that 25% or more of votes that are cast on Resolution 1 are against the adoption of the 2014 Remuneration Report shareholders should be aware that if there was a 'no' vote of 25% or more on the same resolution at the 2015 AGM a spill resolution would be required.

If you appoint the Chair of the meeting as your proxy (or if he may be appointed by default) and do not either: (a) direct him how to vote on Resolution 1; or (b) provide your express consent to the Chair voting your undirected proxy on Resolution 1, the Chair will not vote your proxy on those items of business. Accordingly, if you appoint the Chair of the meeting as your proxy (or the Chair may be appointed by default) and you want your shares to be voted on that item of business, you should either direct the Chair how to vote on Resolution 1 or tick the box on the proxy form to confirm your consent to the Chair voting your undirected proxy on this Resolution.

Other Directors of the Company, any other of its key management personnel or any of their closely related parties, will not be able to vote undirected proxies held by them on Resolution 1. 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 ended 30 June 2014. Their closely related parties are defined in the Corporations Act and include specified family members, dependents and companies they control.

Resolution 2 – Election of a Director – Mr Neil Hutchinson

Resolution 2 is a resolution to confirm the appointment of Mr Neil Hutchinson as a Director of the Company.

Mr Hutchison joined Poseidon Nickel in 2007 as the General Manager of Geology. During his tenure he made a significant green-fields nickel discovery only 12 months after joining Poseidon. As a non-executive director (Dec 2012-Feb 2014) of Pilbara Commodities he was instrumental in successfully building a portfolio of quality iron ore tenements in the Pilbara region of Western Australia which is surrounded by major iron ore players. Furthermore, Mr Hutchison has a proven track record as playing a key role in the discovery and delineation of ore deposits, as well as successfully bringing them through to mining.

The Directors, excluding Mr Hutchinson, unanimously recommend shareholders vote in favour of Resolution 2.

Resolution 3 – Re-Election of a Director – Mr Angus Edgar

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 (but excluding the Managing Director) are required to retire by rotation at each AGM.

Additionally, under ASX Listing Rule 14.4, a director must not hold office without re-election past the third AGM following the director's appointment, or three years whichever is longer. A director who retires in accordance with these provisions is eligible for re-election.

Accordingly, one Director is required to retire by rotation at the 2014 AGM.

Resolution 3 is a resolution for the election of Mr Angus Edgar a director who retires by rotation and is standing for re-election.

Mr Edgar has over 25 years' experience in the finance and stockbroking industry. He has been directly involved with providing corporate advisory and fund raising services to private and Australian Securities Exchange listed companies via Melbourne Capital Limited, where he has been a director for 13 years.

The Directors, excluding Mr Angus Edgar, unanimously recommend shareholders vote in favour of Resolution 2.

Resolution 4 – Approval of 10% Share Placement Facility (Special Resolution)

1. General

The ASX has introduced fund raising rules to provide more flexibility for smaller companies to raise additional capital in an easier and potentially less costly manner. ASX Listing Rule 7.1A enables eligible entities to issue equity securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued share capital through placements over a 12 month period after an annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is, at the date of the Notice of Annual General Meeting, an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 2(c) below). The Company may use funds raised from any 10% Placement Facility for funding of existing projects or new projects and/or general working capital. It may also use the 10% Placement Facility for non-cash consideration purposes such as in connection with joint venture agreements or arrangements, as payments to consultants or contractors or in connection with the acquisition of new projects (although the Company presently has no proposal to do so).

The Company obtained shareholder approval to make issues under ASX Listing Rule 7.1A at its 2013 AGM and seeks to refresh this shareholder approval so as to continue to be able to make issues under the 10% Placement Facility after the 2014 AGM in accordance with ASX Listing Rule 7.1A.

The Company issued 100,728,749 ordinary fully paid shares under the capacity available to it under Listing Rule 7.1A pursuant to the approval obtained at its 2013 AGM.

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

2. Description of ASX Listing Rule 7.1A

(a) Shareholder approval

The ability to issue equity securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an AGM.

(b) Equity securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has three classes of quoted equity securities, ordinary shares (MPJ) and listed options (MPJO and MPJOB).

(c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may, during the 10% Placement Period (defined in section 2(f) below), issue a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

where:

A is the number of shares on issue 12 months before the date of the issue or agreement to issue:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
- (iv) less the number of fully paid shares cancelled in the 12 months.

Note: "A" is has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this Memorandum, the Company has on issue 1,252,954,149 ordinary shares and therefore would have the capacity to issue:

- (i) 187,943,122 ordinary shares under Listing Rule 7.1 (15% capacity); and
- (ii) subject to shareholders approving this Resolution 4, 125,295,414 ordinary shares under Listing Rule 7.1A (10% capacity).

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 2(c) above).

(e) Minimum Issue Price

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of equity securities in the same class calculated over the 15 trading days immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed;
or
 - (ii) if the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- (f) 10% Placement Period
Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires (and ceases to be valid) on the earlier to occur of:
- (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or
 - (ii) the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (**10% Placement Period**).
- (g) ASX Listing Rule 7.1A
The effect of Resolution 4 will be to allow the Directors of the Company to issue the equity securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

3. Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) Any equity securities issued will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 trading days immediately before:
 - (i) the date on which the price at which the equity securities are to be issued is agreed;
or
 - (ii) if the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- (b) If Resolution 4 is approved by the Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table (in the case of options, only if the options are exercised). There is a risk that:
 - (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the 2014 Annual General Meeting; and
 - (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The table below shows the dilution of existing shareholders on the basis of the current market price of the Company's ordinary shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of the Notice. The table also shows:

- Two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting.
- Two examples of where the price of ordinary securities has decreased by 50% and increased by 50% as against the current market price (being \$0.009 the closing price of the Company's ordinary shares at close of trading on 14 October 2014).

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.0045 cents 50% decrease in Deemed Price	\$0.009 Deemed Price	\$0.0135 50% Increase in Deemed Price
Current Variable A 1,252,954,149 shares	10% Voting Dilution	125,295,414 shares	125,295,414 shares	125,295,414 shares
	Funds raised	\$563,829	\$1,127,658	\$1,691,488
50% increase in current Variable A 1,879,431,223 shares	10% Voting Dilution	187,943,122 shares	187,943,122 shares	187,943,122 shares
	Funds raised	\$845,744	\$1,691,488	\$2,537,232
100% increase in current Variable A 2,505,908,298 shares	10% Voting Dilution	250,590,829 shares	250,590,829 shares	250,590,829 shares
	Funds raised	\$1,127,658	\$2,255,317	\$3,382,976

The table has been prepared on the following assumptions:

- The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting.*
- No options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A.*
- The table does not demonstrate an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting.*
- The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule".*

- (v) *The price of ordinary securities is deemed for the purposes of the table above to be \$0.009 cents, being the closing price of the Company's listed securities on ASX on 14 October 2014 (Deemed Price). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at.*
- (vi) *The table does not demonstrate the effect of listed options being issued under ASX Listing Rule 7.1A, it only considers the issue of the fully paid ordinary securities.*
- (c) The Company will only issue and allot the equity securities during the 10% Placement Period. The approval under Resolution 4 for the issue of the equity securities will cease to be valid in the event that shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the equity securities for the following purposes:
 - (i) Non-cash consideration including in connection with joint venture arrangements or agreements, payment of contractors or consultants or in connection with the acquisition of new projects (although the Company presently has no proposal to do so). In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.
 - (ii) Cash consideration. In such circumstances, the Company intends to use the funds raised towards advancing existing Company projects, the acquisition of new projects and/or general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any equity securities.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the equity securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice of Annual General Meeting but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

- (f) The Company has previously obtained shareholder approval under ASX Listing Rule 7.1A at its 2013 AGM. During the 12 month period preceding the proposed date of the 2014 AGM, being on and from 27 November 2013, the Company issued a total of 1,171,231,751 equity securities (comprising 682,787,309 ordinary shares and 488,444,442 listed and unlisted options) which represents approximately 117% of the total number of equity securities on issue in the Company as at 27 November 2013.

Further details of the issues of all equity securities made by the Company during the 12 month period preceding the proposed date of the 2014 AGM are set out in Annexure A.

- (g) A voting exclusion statement is included in the Notice of Annual General Meeting to which this Memorandum relates. At the date of that Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The directors of the Company unanimously recommend shareholders vote in favour of Resolution 4.

Resolution 5 – Approval for Issue of Shares to Director – Mr Neil Hutchison

Resolution 5 is proposed to seek shareholder approval for the issue of 7,933,334 ordinary fully paid shares to Mr Neil Hutchison a Director (non-executive) of the Company. The shares are proposed to be issued to Mr Hutchison (or his nominee) in lieu of a cash payment for geological consultancy services provided by Mr Hutchison comprising a total of 34 separate days work at a daily rate of \$2,100 per day. Details of Mr Hutchison's qualifications and experience as a geologist are set out in the notes to Resolution 2 in this Memorandum

In lieu of a cash payment Mr Hutchison has agreed to accept an issue of ordinary shares at a deemed issue price of 0.009 per share, being a price equal to the current market price as at the close of business on 14 October 2014. In addition, Mr Hutchison has agreed to enter into a voluntary escrow agreement which will prevent him trading the shares issued to him under this Resolution 5 for a period of 12 months.

Mr Hutchison currently has an interest in 5,000,000 ordinary shares and 15,000,000 unlisted options.

ASX Listing Rule 10.11 requires a company to obtain shareholder approval by ordinary resolution prior to the issue of equity securities (e.g. shares) to a related party of the company. For the purposes of Listing Rule 10.11, a related party includes a Director of the Company.

ASX Listing Rule 7.2 states that approval pursuant to ASX Listing Rule 7.1 is not required if approval is being obtained pursuant to ASX Listing Rule 10.11. Accordingly, as shareholder approval is being sought under ASX Listing Rule 10.11, a further approval is not required under ASX Listing Rule 7.1.

ASX Listing Rule 10.13 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 10.11 must include the following information:

- Mr Neil Hutchison (or his nominee/s) will receive the shares the subject of Resolution 5.
- The maximum number of securities to be issued will be 7,933,334 ordinary fully paid shares.

- The Company will issue shares the subject of Resolution 5 within one (1) month of the date of Meeting to which this Memorandum relates.
- Mr Hutchison is a Director of the Company and therefore a related party for the purposes of ASX Listing Rule 10.11.
- The ordinary shares issued under the approval sought through Resolution 5 will rank equally with the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the ordinary shares issued for quotation on ASX.
- No funds will be raised through the issue of the shares which will be issued in lieu of services.
- A voting exclusion statement applies to Resolution 5 on the terms set out in the Notice of General Meeting.

Under Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions to the section applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company as remuneration and to give the remuneration would be reasonable given:

- the circumstances of the company; and
- the related party's circumstances (including the responsibilities involved in the office or employment).

In addition section 210 of the Corporations Act, provides that a member approval is not needed to give a financial benefit on terms that would be reasonable in the circumstances if the public company and the related party were dealing at arm's length.

The Company considers the proposed issue of shares the subject of Resolution 5 is reasonable remuneration, as such, falls within the exception set out in section 211 of the Corporations Act. Further, to the extent that the issue of shares as issued outside Mr Hutchison's capacity as a Director, the services and agreement for the issue of shares in lieu of a cash payment were provided by and agreed with Mr Hutchison on terms which would be reasonable if Mr Hutchison and the Company were dealing with each other on arm's length (or are less favourable to Mr Hutchison than arm's length terms). In reaching this view, the Company has considered:

- the terms under which consultant geologists with Mr Hutchison's expertise and experience would typically be engaged;
- that the shares are being issued at market price and that a party negotiating at arm's length would typically seek to negotiate a discount to market where it was to receive shares in lieu of cash payment; and
- that Mr Hutchison has voluntarily agreed to escrow the shares for a period of 12 months.



NOTICE OF ANNUAL GENERAL MEETING

**ANNEXURE A
Issues of Equity Securities since 2013 AGM (Resolution 4)**

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable)	Form of consideration (cash/non-cash)
24 January 2014	80,000,000	MPJ	Issued to professional, sophisticated or otherwise exempt investors in a capital raising without shareholder approval and subsequently ratified by shareholders at a general meeting on 16 May 2014.	\$0.003. Market Price at time of issue \$0.004 (25% discount).	Cash (\$240,000). Funds raised were applied to the working capital requirements of the Company including development of existing projects.
27 May 2014	53,333,333	MPJO	Issued to professional, sophisticated or otherwise exempt investors who subscribed for ordinary shares in the capital raising referred to above (24/01/2014), as free-attaching options, with shareholder approval obtained at general meeting on 16 May 2014.	N/A	Issued as free attaching options in connection with capital raising. Current value of the options based on a market price of \$0.004 is \$213,333.
27 May 2014	100,000,000	MPJ	Issued to vendors of Coal First Pty Ltd (holder of Dingo Range Tenements), with shareholder approval obtained at general meeting on 16 May 2014.	Deemed issued price of \$0.003 (aggregate of \$300,000). Market Price \$0.004 (25% discount).	Non-cash, issued in consideration of acquisition of Coal First Pty Ltd which holds the rights to the Dingo Range Tenements (for further details refer to Notice of Meeting dated 16 April 2014. Current value of the shares issued based on a market price of \$0.009 is \$900,000.
27 May 2014	25,000,000	MPJO	Issued to vendors of Coal First Pty Ltd (holder of Balladonia Tenements), with shareholder approval obtained at general meeting on 16 May 2014.	N/A	Non-cash issued in consideration of acquisition of Next Commodities Pty Ltd which holds the rights to the Balladonia Tenements (for further details refer to Notice of Meeting dated 16 April 2014. Current value of the options based on a market price of \$0.004 is \$100,000.
27 May 2014	50,000,000	MPJ	Issued to vendors of Next Commodities Pty Ltd (holder of Dingo Range Tenements), with shareholder approval obtained at general meeting on 16 May 2014.	Deemed issued price of \$0.003 (aggregate of \$300,000). Market Price \$0.004 (25% discount).	Non-cash, issued in consideration of acquisition of Next Commodities Pty Ltd which holds the rights to the Balladonia Tenements (for further details refer to Notice of Meeting dated 16 April 2014. Current value of the shares issued based on a market price of \$0.009 is \$900,000
27 May 2014	25,000,000	MPJO	Issued to vendors of Next Commodities Pty Ltd (holder of Balladonia Tenements), with shareholder approval obtained at general meeting on 16 May 2014.	N/A	Non-cash issued in consideration of acquisition of Coal First Pty Ltd which holds the rights to the Dingo Range Tenements (for further details refer to Notice of Meeting dated 16 April 2014. Current value of the options based on a market price of \$0.004 is \$100,000.
27 May 2014	130,000,000	MPJ	Issued to professional, sophisticated or otherwise exempt investors in a capital raising with shareholder approval obtained at general meeting on 16 May 2014.	\$0.003. Market Price \$0.004 (25% discount).	Cash (\$390,000). Funds raised were applied to the working capital requirements of the Company including development of existing projects.

EXPLANATORY MEMORANDUM

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable)	Form of consideration (cash/non-cash)
27 May 2014	86,666,666	MPJO	Issued to professional, sophisticated and otherwise exempt investors who subscribed for ordinary shares in capital raising completed 27 May 2014, as free-attaching options, with shareholder approval obtained at general meeting on 16 May 2014.	N/A	Issued as free attaching options in connection with capital raising. Current value of the options based on a market price of \$0.004 is \$346,666.
27 May 2014	666,663	MPJ	Issued to professional, sophisticated or otherwise exempt investors in a capital raising without shareholder approval and subsequently ratified by shareholders at a general meeting on 1 October 2014.	\$0.003. Market Price at time of issue \$0.004 (25% discount).	Cash (\$2,000). Funds raised were applied to the working capital requirements of the Company.
27 May 2014	444,443	MPJO	Issued to professional, sophisticated and otherwise exempt investors who subscribed for ordinary shares in capital raising completed 27 May 2014, as free-attaching options, and subsequently ratified by shareholders at a general meeting on 1 October 2014.	N/A	Issued as free attaching options in connection with capital raising. Current value of the options based on a market price of \$0.004 is \$1,333.
27 May 2014	5,000,000	MPJ	Issued to Neil Hutchinson (Director) with shareholder approval obtained at general meeting on 16 May 2014.	Deemed issue price of \$0.003. Market Price at time of issue \$0.004 (25% discount).	Non-cash, issued as part of Director's remuneration package. Current value of the shares issued based on a market price of \$0.009 is \$45,000.
27 May 2014	7,500,000	Options Unlisted	Issued to Neil Hutchinson (Director) with shareholder approval obtained at general meeting on 16 May 2014.	N/A	Non-cash, issued as part of Director's remuneration package.
27 May 2014	7,500,000	Options Unlisted	Issued to Neil Hutchinson (Director) with shareholder approval obtained at general meeting on 16 May 2014.	N/A	Non-cash, issued as part of Director's remuneration package.
27 May 2014	10,000,000	MPJ	Issued to [redacted] t/a StocksDigital without shareholder approval and subsequently ratified by shareholders at a general meeting on 1 October 2014.	Deemed issue price \$0.003. Market Price \$0.00 (25% discount).	Non-cash, issued in lieu of cash payment for investor relations services provided to the Company. Current value of the shares issued based on a market price of \$0.009 is \$90,000.
27 May 2014	2,000,000	MPJ	Issued to Proactive Investors Australia Pty Ltd without shareholder approval and subsequently ratified by shareholders at a general meeting on 1 October 2014.	Deed issue price of \$0.003. Market Price \$0.004 (25% discount).	Non-cash, issued in lieu of cash payment for investor relations services provided to the Company. Current value of the shares issued based on a market price of \$0.009 is \$18,000.
23 July 2014	22,120,646	MPJ	Issued to Newexo Services Pty Ltd with shareholder approval obtained at general meeting	Deemed issue price \$0.003. Market Price \$0.007 (57.15% discount).	Non-cash, issued in lieu of cash payments for geological consulting services provided to the Company. Current value of the shares

EXPLANATORY MEMORANDUM

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable)	Form of consideration (cash/non-cash)
23 July 2014	233,000,000	ORD	on 16 May 2014. Issued to professional, sophisticated or otherwise exempt investors in a capital raising without shareholder approval and subsequently ratified by shareholders at a general meeting on 1 October 2014	\$0.006. Market Price \$0.07 (14.29% discount).	issued based on a market price of \$0.009 is \$199,085. Cash (\$1,398,000). Funds raised were applied to the working capital requirements of the Company including development of existing projects.
9 October 2014	233,000,000	MPJO	Issued to professional, sophisticated or otherwise exempt investors who subscribed for ordinary shares in the capital raising referred to above (23/07/2014), as free-attaching options, with shareholder approval obtained at general meeting on 16 May 2014.	N/A	Non-cash. Issued as free attaching options in connection with capital raising. Current value of the options based on a market price of \$0.004 is \$932,000.
9 October 2014	50,000,000	MPJO	Issued for Alignment Capital Pty Ltd (or its nominees/s)	N/A	Issued, issued as part of fees payable in connection with capital raising services provided to the Company. Current value of the options based on the market price of \$0.004 is \$200,000.

Notes to table:

1. The date of issue set out in the table above is the date that the Appendix 3B was announced to ASX. The date of issue may be different. Refer to Item 7 of the relevant Appendix 3B for the specific date of issue.
2. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the earlier of the trading day prior to the date on which the issue was first announced or made.

NOTICE OF ANNUAL GENERAL MEETING



**PROXY FORM
MINING PROJECTS GROUP LIMITED
PROXY FORM**

Name of Shareholder:	
Address of shareholder:	
No of votes:	

I/We being a member/s of Mining Projects Group Limited ("Company") and entitled to attend and vote at the meeting of the Company to be held at Level 14, 31 Queen Street, Melbourne, Victoria, 3000 on 26 November 2014 at 11.00am AEDST appoint:

the Chair of the meeting. OR
(mark box) (mark box)

.....
(Full name of proxy or the office of the proxy)

or if the person or body corporate named above fails to attend the meeting, or if no person/body corporate is named, the Chair of the meeting as my/our proxy to attend that meeting and vote on my/our behalf at that meeting and any adjournment or postponement of that meeting in accordance with the following directions (or if no directions have been given, as the proxy sees fit). If two proxies are appointed, the proportion of voting rights this proxy represents is%.

IMPORTANT: Directing the Chair how to vote on Resolutions 1 and 5.

If you appoint the Chair as your proxy (or he is appointed in default) and you do not mark this box, and you have not directed your proxy how to vote on Resolutions 1 and 5, the Chair will not cast your votes on Resolutions 1 and 5 and your votes will not be counted in calculating the required majority if a poll is called on these Resolutions. If you appoint the Chair of the meeting as your proxy you can direct the Chair how to vote on Resolutions 1 and 5 by either marking the relevant box below (for example if you wish to vote "against" or "abstain" from voting) or by marking the box to the left (in which case the Chair will vote in favour of Resolutions 1 and 5). **I/We (except where I/we have indicated a different voting intention below):**

- a) direct the Chair of the meeting to vote in accordance with the Chair's voting intentions on Resolutions 1 and 5 to vote in favour of those Resolutions.
- b) authorise, in respect of Resolutions 1 and 5 the Chair of the meeting to vote as described even though Resolutions 1 and 5 are connected (or may be connected) directly or indirectly with the remuneration of a member of key management personnel for the Company group; and
- c) acknowledge that the Chair of the meeting may exercise my proxy in respect of Resolutions 1 and 5 even though the Chair may have an interest in the outcome of that Resolution 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.

VOTING DIRECTIONS FOR YOUR PROXY

To instruct your proxy how to vote, insert 'X' in the appropriate column against each resolution set out below. If you appoint the Chair as your proxy (or he is appointed in default) you should note that, subject to the notes above, the Chair intends to vote undirected proxies in favour of all Resolutions. 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	ADOPTION OF REMUNERATION REPORT			
Resolution 2	ELECTION OF DIRECTOR – MR NEIL HUTCHISON			
Resolution 3	RE-ELECTION OF DIRECTOR – MR ANGUS EDGAR			
Resolution 4	APPROVAL OF 10% SHARE PLACEMENT FACILITY			
Resolution 5	APPROVAL FOR ISSUE OF SHARES TO DIRECTOR – MR NEIL HUTCHISON			

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 Level 17, 500 Collins Street, Melbourne, Victoria, 3000, or by facsimile on (03) 9614 0550 by no later than 48 hours before the time for holding the meeting or adjourned meeting as the case may be.

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