



COMPANY ANNOUNCEMENT

MPJ secures additional key nickel and gold assets in W.A.

- **MPJ executes a binding Heads of Agreement with Oroya Mining Limited to complete two Joint Ventures to farm-in into two prospective tenement positions located in the Kambalda nickel and Lake Wells Regions of Western Australia**
- **Talc Lake tenement package is located approximately 50km North West of Nova Nickel discovery**
- **Four Ni-Cu intersections at Talc Lake from previous drilling programs returned low-grade Ni-Cu mineralisation over 150m with high grade intercepts up to 0.5m @ 6.15% Ni.**
- **Down hole electromagnetic surveys found conductive targets for further drill testing along the mineralised zone**
- **The Mt Barrett gold project is in a highly prospective greenstone belt north of the Tropicana deposit**
- **\$1.6m capital raising to be completed through CPS Securities and Melbourne Capital in conjunction with this agreement and to fund working capital**
- **Mr Joshua Wellisch will join the board of MPJ as nominated by Oroya with a further independent nomination to be considered**

21 December 2012

Mining Projects Group Limited (ASX:MPJ) (“the Company”) announces it has executed a binding Heads of Agreement (“HoA”) to establish of two separate joint ventures with Oroya Mining Limited (ASX: ORO) (“Oroya”) in respect of two exploration tenement packages prospective for Nickel and Gold, the Roe Hills\ Talc Lake Project (“Talc Lake”) and the Mt Barrett Project (“Mt Barrett”). Talc Lake is located in the Kambalda nickel region and provides further expansion to the existing Company’s tenement position within the Fraser Range. The Mt Barrett Project is located in the Lake Wells Region and is an underexplored greenstone belt north of the Tropicana deposit (refer to figure 1).

Roe Hills/Talc Lake nickel

The Roe Hills nickel project covers a 30km belt of ultramafic rocks, 85 kms east of the Kambalda nickel mining centre in Western Australia. Oroya holds 5 exploration licences covering the ultramafic sequences. Previous work includes regional geochemistry, air core, RC and diamond drill testing, electromagnetic geophysical surveys and IP (Induced Polarisation) surveys. Gossans, geochemistry, geophysics, petrology and known nickel sulphide positions suggest strong potential for Kambalda-type komatiite nickel deposits. Previous drill intersections at the Talc Lake prospect include 0.5 metres of 6.15% nickel and 0.38% copper from 155 metres hole depth in diamond drill hole ROE 114.

The mineralisation conforms to the Kambalda style where nickel sulphides are characteristically located in embayment's or troughs under the channel flow facies' of the host komatiite. A review of the project data has identified numerous nickel and gold targets to be evaluated.

Mt Barrett gold

The Mt Barrett Project is located in the Lake Wells Region on a highly prospective greenstone belt. Recent drilling on the immediately adjacent tenement (Goldphyre Limited's -Axford Prospect) returned several high grade gold intercepts. Gold Road Limited has discovered significant resources on the belt to the south of Oroya's tenement, and the Tropicana gold deposit containing over 7.8 million tonnes of gold is under development by AngloGold Ashanti and Independence Group.

Joint Venture Agreement

The Heads of Agreement provide that the establishment of the joint ventures is conditional upon:

- each of the parties successfully completing due diligence investigations by 31 March 2013;
- \$1.6 million is raised through clients of CPS Securities Limited and Melbourne Capital Limited
- the Company obtaining all necessary shareholder and regulatory approvals; and
- the parties entering into formal joint venture agreements by not later than 31 March 2012.

Subject to satisfactory completion of due diligence and the Company obtaining all necessary shareholder and regulatory approvals, the HoA provides for the establishment of a joint venture for Talc Lake and Mt Barrett Projects. The key terms are as follows:

- MPJ will issue Oroya 50,000,000 fully paid ordinary shares in MPJ and 30,000,000 options with an exercise price of 1 cent and an expiry date at 30 June 2016, subject to shareholder approval. This is to reimburse for expenditure undertaken at Talc Lake and Mt Barrett thus far.
- MPJ will hold the right to earn a 75% participating interest in the Talc Lake Project by expending a minimum of \$800,000 during the initial 12 month period from signing and then continue to solely fund Talc Lake until completion of a Bankable Feasibility or decision to mine.

- MPJ will hold the right to earn an 80% participating interest in Mt Barrett by completing all required expenditure until completion of a Bankable Feasibility Study.
- MPJ may, at its discretion, withdraw from either or both Joint Ventures at any time prior to earning its participating interest. Upon withdrawal the Company will have no further expenditure obligations or commitments in respect of the either or both Joint Ventures
- Once MPJ has earned a participating interest in either or both Joint Ventures, MPJ and Oroya will thereafter contribute to expenditure in proportion to their respective participating interests.

Capital Raising

In addition to this transaction the Company intends to raise, subject to shareholder approval, up to \$1,600,000 via a private placement of 200,000,000 fully paid ordinary shares in MPJ at 0.8 cents per share (\$0.008) to professional and sophisticated investors of CPS Securities and Melbourne Capital Limited. The purpose of the issue is to undertake initial exploration programs at Talc Lake and Mt Barrett as well as existing recently acquired Fraser Range tenements and also for working capital requirements. A free attaching option will be issued for every two shares subscribed in the placement, each attaching option having an exercise price of 1 cents (\$0.01) and an expiry date of 30 June 2016. Each option, upon exercise, will entitle the holder to one ordinary share in MPJ. Under the executed capital raising mandates, CPS Securities and Melbourne Capital earn a 6% capital raising fee on monies raised. In addition CPS and Melbourne Capital will each receive 25,000,000 MPJ shares and 30 million options exercisable at 1 cent with an expiry of 30 June 2016 for introducing, structuring and advising on the transaction.

A notice of meeting will be sent to shareholders in anticipation of completion of this transaction and will contemplate the various equity issues set out below;

ORDINARY SHARES	
Existing MP Shares on issue	257,623,154
MPJ Shares to be issued under the contemplated Capital Raising	200,000,000
Issue to Oroya Mining Limited	50,000,000
Issue to Advisors	50,000,000
Total	557,623,154*

OPTIONS	
Existing	
(a) Exercisable at \$0.02, expiring 28 February 2013 and entitling the holder, upon exercise, to one ordinary share and one further option exercisable at \$0.03 and expiring on 28 February 2014. (MPJO)	(a) 54,616,588
(b) Exercisable at \$0.10, expiring 6 July 2014 (MPJOA).	(b) 41,299,175
(c) Exercisable at \$0.015, expiring 30 November 2014 (MPJOB).	(c) 105,282,868
(d) Exercisable at \$0.10, expiring 5 October 2015.	(d) 400,000
(e) Exercisable at \$0.25, expiring 5 October 2015.	(e) 500,000
(f) Exercisable at \$0.50, expiring 5 October 2015.	(f) 500,000
(g) Exercisable at \$0.03, expiring 28 February 2014.	(g) 20,000
Total Existing Options	202,618,631
Capital Raising	100,000,000
Issue to Oroya	30,000,000
Issue to Advisors	70,000,000
Total Options	402,618,631

**Table does not include 25,000,000 consideration shares to be issued to the Delcarmen vendors for the acquisition of EPC's 2527 and 2528*

Board Restructure

As part of this transaction the Board of MPJ will also undertake restructure with Messers Revelins, Babbage and Hains standing down on completion.

Mr Joshua Wellich has been nominated by Oroya to join the board and become Managing Director post the completion of this transaction. Mr Wellisch is currently Executive Director of Oroya and has held several private and public board positions over the past 7 years. Mr Wellisch has a breadth of experience in capital raisings, corporate structuring and public company transactions in the resource exploration sector.

In addition there will be a further independent director nominated in due course.

The board of MPJ looks forward to making further announcements in relation to this agreement and beginning work on its increasing tenement holding within the prospective Fraser Range.

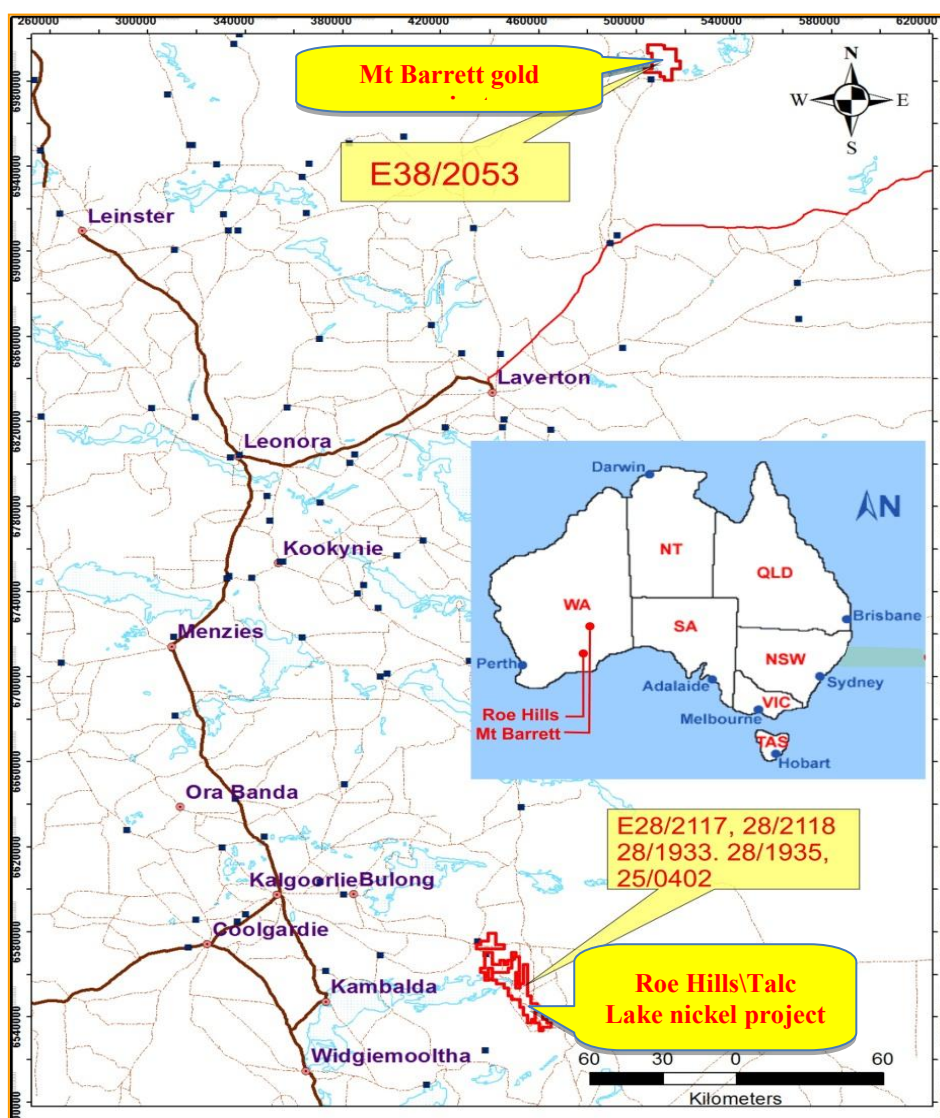


Figure 1: Roe Hills\Talc Lake and Mt Barrett geographical locations.

For And On Behalf Of The Board

Bryan Frost
Chairman
Mining Projects Group Limited

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

DECLARATION OF COMPETENCY

The information in this report that relates to exploration results is based on information compiled by Dr Kevin Moriarty, a member of the Australasian Institute of Mining and Metallurgy. Dr Moriarty is a consultant geologist and Chairman of Oroya Mining Limited. Dr Moriarty has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Dr Moriarty consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.