



## Quarterly Activities Report for the 3 Months Ended 31<sup>st</sup> March 2013

### Review of Operations

Mining Projects Group Limited (ASX : MPJ) (“MPJ” or “the Company”) over the quarter completed two joint venture (“JV”) agreements with Oroya Mining Limited (“Oroya”) and successfully completed an associated capital raising.

The primary focus over the next quarter will be the prospective tenement package at the Roe Hills Nickel Project (“Roe Hill”). Roe Hill is located in Western Australia’s Kambalda nickel region and provides further expansion to the Company’s existing nickel portfolio which is located within the Fraser Range (see Figure 2). MPJ also joint ventured the Mt Barrett Gold Project (“Mt Barrett”) which is located in the Lake Wells Region containing a relatively underexplored greenstone belt prospective for gold and base metals.

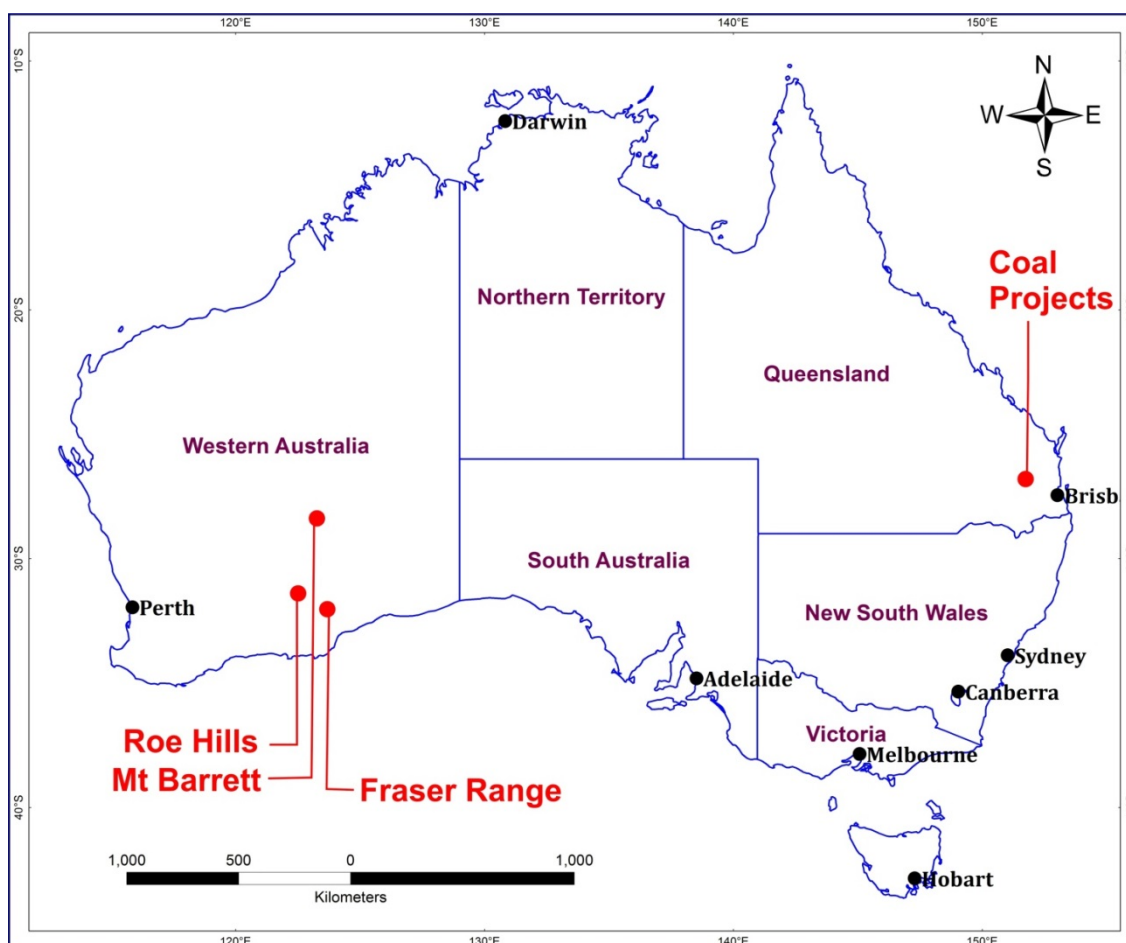


Figure 1. Project location map

+ See chapter 19 for defined terms.

As part of executing the JV agreements the Company completed a \$1.6 million capital raising enabling MPJ to begin initial exploration programs at Roe Hill and Fraser Range. In addition the Company is continuing to progress the Delcarmen Coal Project (Murgon, Queensland) and has received expressions of interest from a number of strategic parties to engage in the next stage of development.

The Company raised \$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. A free attaching option was also issued for every two shares subscribed in the placement, which had an exercise price of 1 cent (\$0.01) and an expiry date of 30 June 2016.

On completion of the JV agreements, MPJ issued to Oroya 50,000,000 fully paid ordinary shares in MPJ and 30,000,000 options with an exercise price of 1 cent (\$0.01) and an expiry date of 30 June 2016, as reimbursement for expenditure undertaken at Roe Hill and Mt Barrett. MPJ now holds the right to earn a 75% participating interest in Roe Hill by expending a minimum of \$800,000 within 12 months of commencement and then continuing to solely fund Roe Hill until completion of a Bankable Feasibility or decision to mine. MPJ now also holds 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 JV's 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 JV's.

**Nickel Projects**

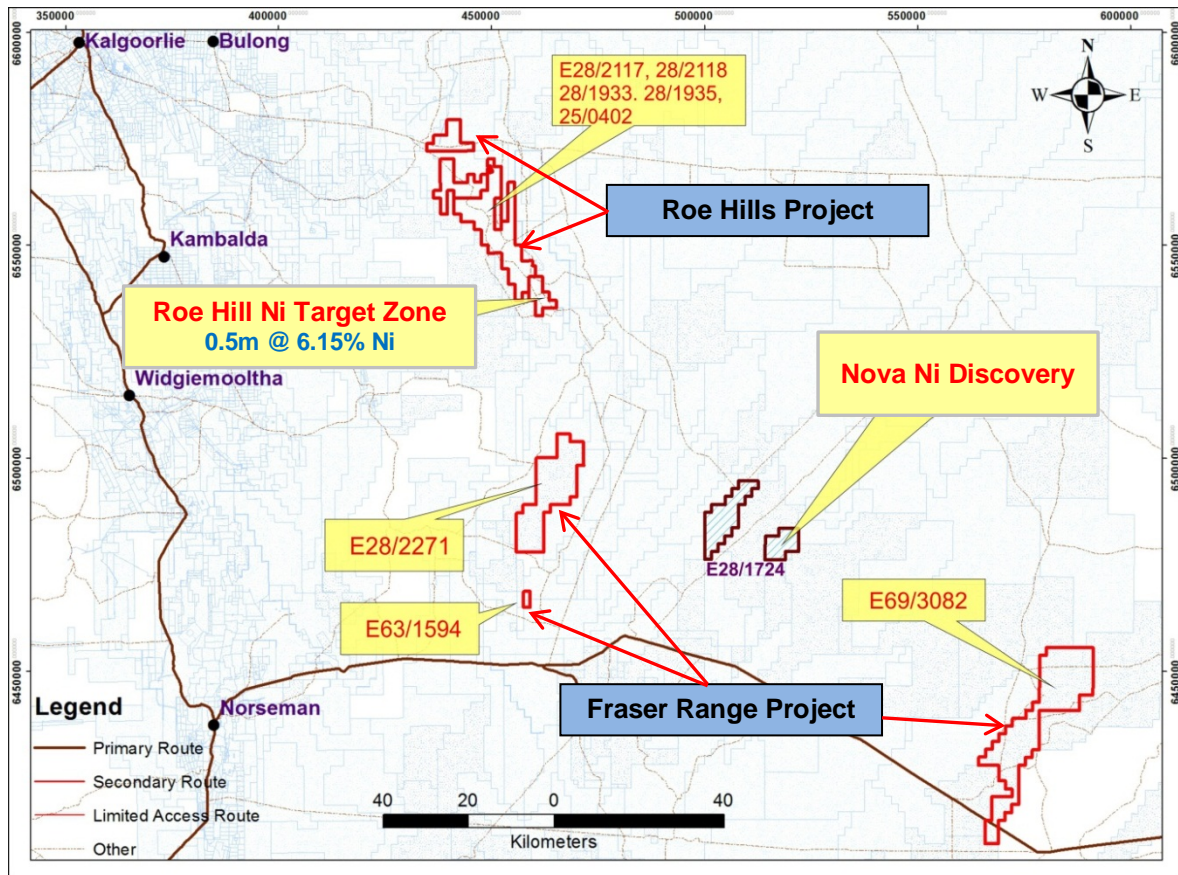


Figure 2. Roe Hill and Fraser Range tenement locations

**Roe Hills Project, Nickel – Western Australia (Earning 75%)**

The Company has commenced earning its 75% interest in the Roe Hill project under its JV with Oroya. Roe Hills consists of 23 blocks across three tenements and covers an area of approximately 360km<sup>2</sup>. MPJ has engaged the services of HGS Australia (HGS) as exploration managers for the Roe Hill, Fraser Range and Mt Barrett tenements. The priority focus of MPJ's upcoming exploration program will be further drilling at Roe Hill planned for Q2 2013. A program of works has been submitted to the Western Australian Department of Mines and Petroleum (W.A. DMP) for up to 4000m of Reverse Circulation (RC) drilling.

There is strong evidence of the Kambalda style of nickel mineralisation occurring within the ultramafic rock types at Roe Hill, this is confirmed through previous drilling by WMC Resources, Inco and Oroya.

The historical drill intersections include:

- **0.5m @ 6.15% nickel from 155m in diamond hole ROE 114; and**
- **1.9m @ 1.65% nickel from 131.5m in diamond hole ORTL-1;**

+ See chapter 19 for defined terms.

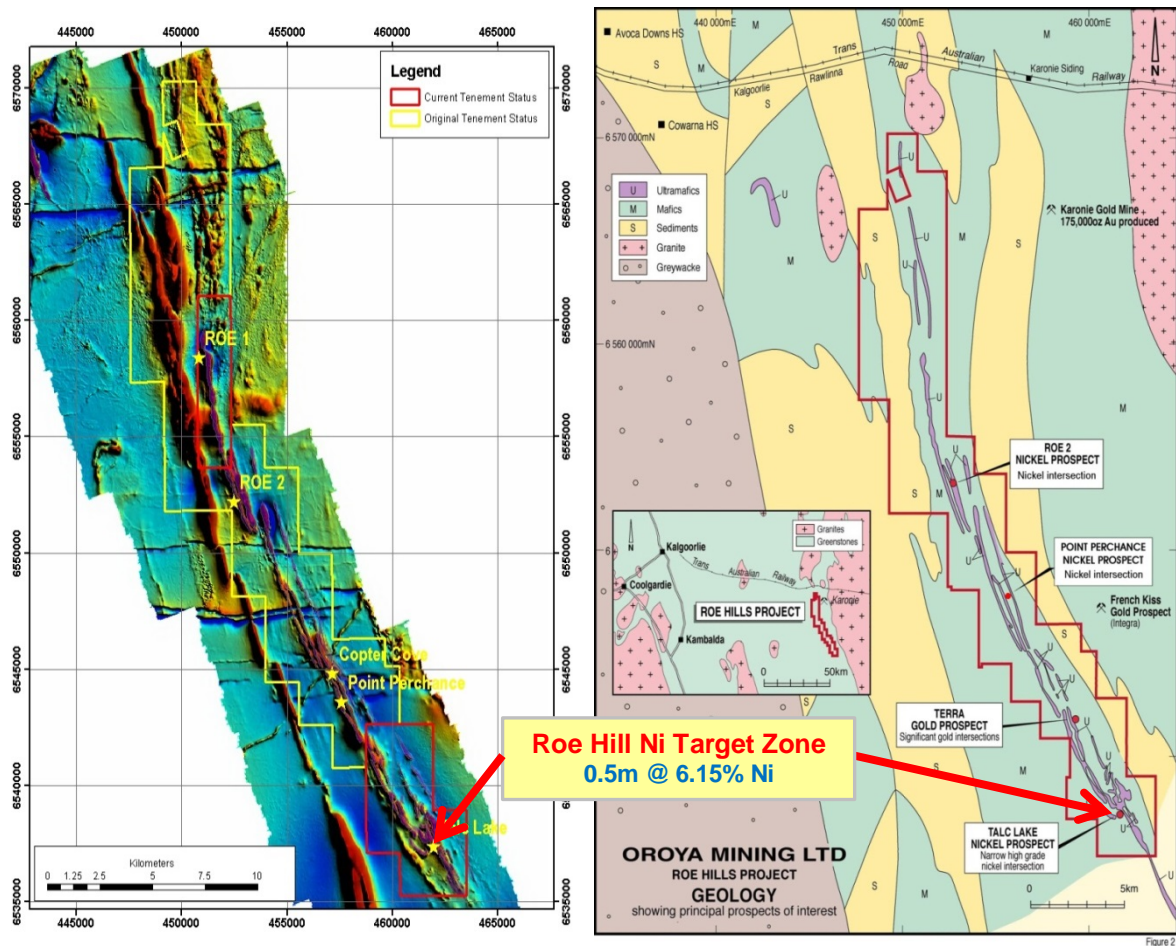


Figure 3. Roe Hill magnetics and regional geology

Encouraging drill intersections combined with the down-hole electro-magnetic targets and the 3D analysis of Roe Hill will underpin the Company's commitment to a substantial follow up drill program.

HGS has been conducting an intensive review of the historical data from previous exploration at Roe Hill using modern 3D analysis techniques. Due to such extensive historical data being available for Roe Hill, HGS will define the lithochemistry in 3D and establish a 3D model to delineate the ultramafic rock types hosting the high tenor massive nickel sulphide mineralisation at Roe Hill.

A fresh analysis and interpretation of the exploration data using modern techniques will help focus the 2013 proposed drilling program towards the most prospective zones and ensure the most cost effective exploration methodology.

+ See chapter 19 for defined terms.

**Fraser Range Project, Nickel - Western Australia (Option to acquire 70%)**

MPJ may exercise an option to acquire a 70% interest in the project. The exploration lease applications, EL28/2271, EL69/1594 and EL69/3082, cover approximately 566km<sup>2</sup> in this prospective nickel-copper and gold province in south-east Western Australia.

The areas of interest occur along the south-east margin of the Archean Yilgarn Craton within the Albany-Fraser Province. Recent nickel discoveries have been made in the Fraser Range through drilling programs following up on prospective targets identified from extensive geo-physics and soil geochemistry. This will be the process used for identifying prospective drilling targets within the exploration lease applications.

EL28/2271 and EL63/1594 are located 60 kilometres south-east of Kambalda and EL69/3082 is located in the heart of the Fraser Range Orogeny.

HGS is recommending, as part of the first exploration phase, a limited geochemical understanding of these tenements to define areas of significance. Mobile metal ion (MMI) geochemistry is the preferred option due to the ability of the mobile ions to penetrate through transported cover, and to complete the analysis of 52 elements to assist with recognition of precious and base metals, REE, and radioactive elements.

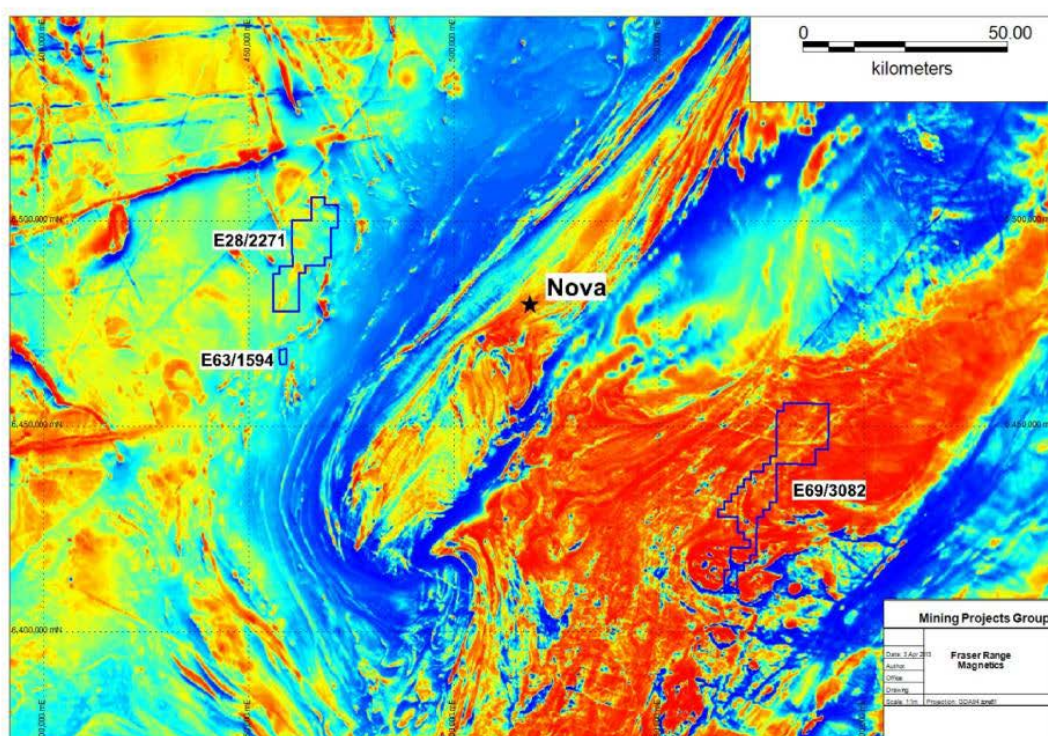


Figure 4. Fraser Range regional magnetics

+ See chapter 19 for defined terms.

**Delcarmen Project, Coal – Murgon, Queensland (Owned 100%)**

On 30 January 2013, MPJ announced exploration for coal permit (“EPC”) 2527 had been granted. EPC2527 and EPC2528 are collectively referred to as the Delcarmen Coal Project (“Delcarmen”). EPC2528 remains in the process of being granted but the Company does not anticipate any impediments to its grant. Delcarmen holds two prospective EPCs north and east of Kingaroy, Queensland, which are located approximately 170kms west of Brisbane and cover a combined area of 1,030 km<sup>2</sup>. Historical rail infrastructure exists within the Delcarmen tenements, several major deposits sit in close proximity and 85kms south within the Tarong Basin lies the major Meandu mine and the Tarong and Tarong North Power stations.

In addition to the granting of EPC2527 an independent geological report assessing the prospectivity of Delcarmen established an exploration target range of between 30 and 140 million tonnes of which up to 60 million tonnes has been identified as potentially semi soft coking coal. The report identified the project area as demonstrating potential for coal deposits of potentially high energy thermal or a semi-soft coking coal product, located within the Triassic-age Esk and Gayndah Formations, and suggests previous exploration 35 years ago was neither extensive nor intensive enough to confirm the existence of economic coal and further exploration is warranted. The tenures underlie formations in the Triassic Esk Basin or Esk Trough and the Tarong Basin. The prospective coal-bearing units, in descending stratigraphic order, are the:

- Main Range Volcanics (lignite);
- Tarong Beds;
- Gayndah Formation; and
- Esk Formation.

Based on exploration drilling conducted by New Hope Collieries and Mobil Energy, and coal intersections encountered in registered water bores, exploration targets for the three main coal target formations have been calculated using conservative values for coal thickness and density.

Predictions about coal quality have been based on historical analysis, however a drilling program following the outcrop of the north-west-trending Esk Formation has been recommended. An initial exploration plan will be based on rotary chip holes, followed by down-hole logging using the standard geophysical tools: density, gamma, sonic and caliper. This information will allow the correlation of the seams, the precise thickness of the coal seams, and can indicate the relative quality of the coal seams. A total of seventeen (17) holes have been recommended with three (3)

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+ See chapter 19 for defined terms.

holes in the southwest corner of the EPC, designed to contribute to a possible Inferred Resource tonnage after databasing and modelling. Several holes are planned in the northeast of the EPC to establish coal intersections recorded in registered water bores.

Before initial exploration programs are undertaken the Company will wait for EPC2528 to be granted thus allowing for an inclusive program over the entire project area. The Company is in consultation with the department in order to help facilitate the granting of EPC2528.

The board has received a number of inquiries from strategic parties interested in playing a role in the development of Delcarmen. These inquiries are being assessed as received with a number of discussions now initiated.

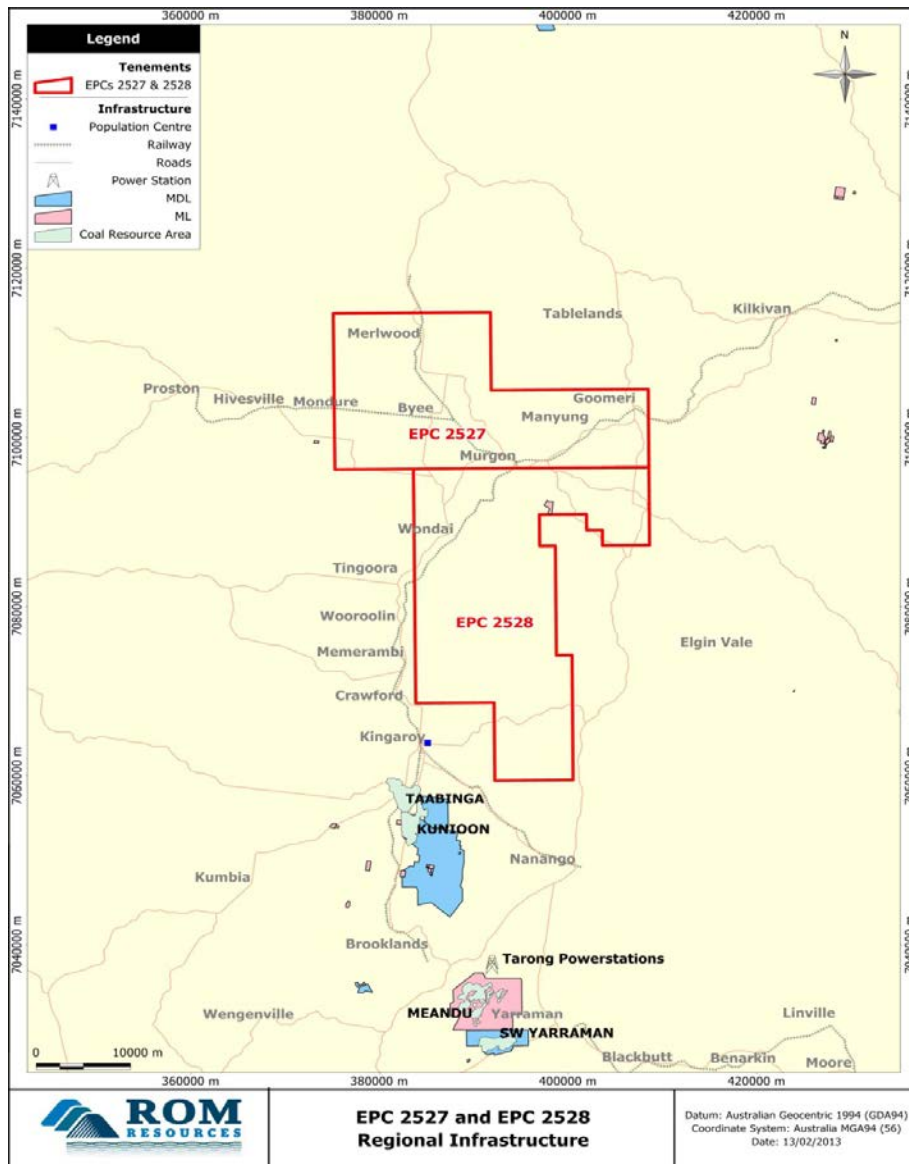


Figure 5. Delcarmen project location

+ See chapter 19 for defined terms.

**Mt Barrett Project, Gold – Western Australia (Earning 80%)**

The Mt Barrett Project is located in the Lake Wells Region on a highly prospective and relatively unexplored 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.

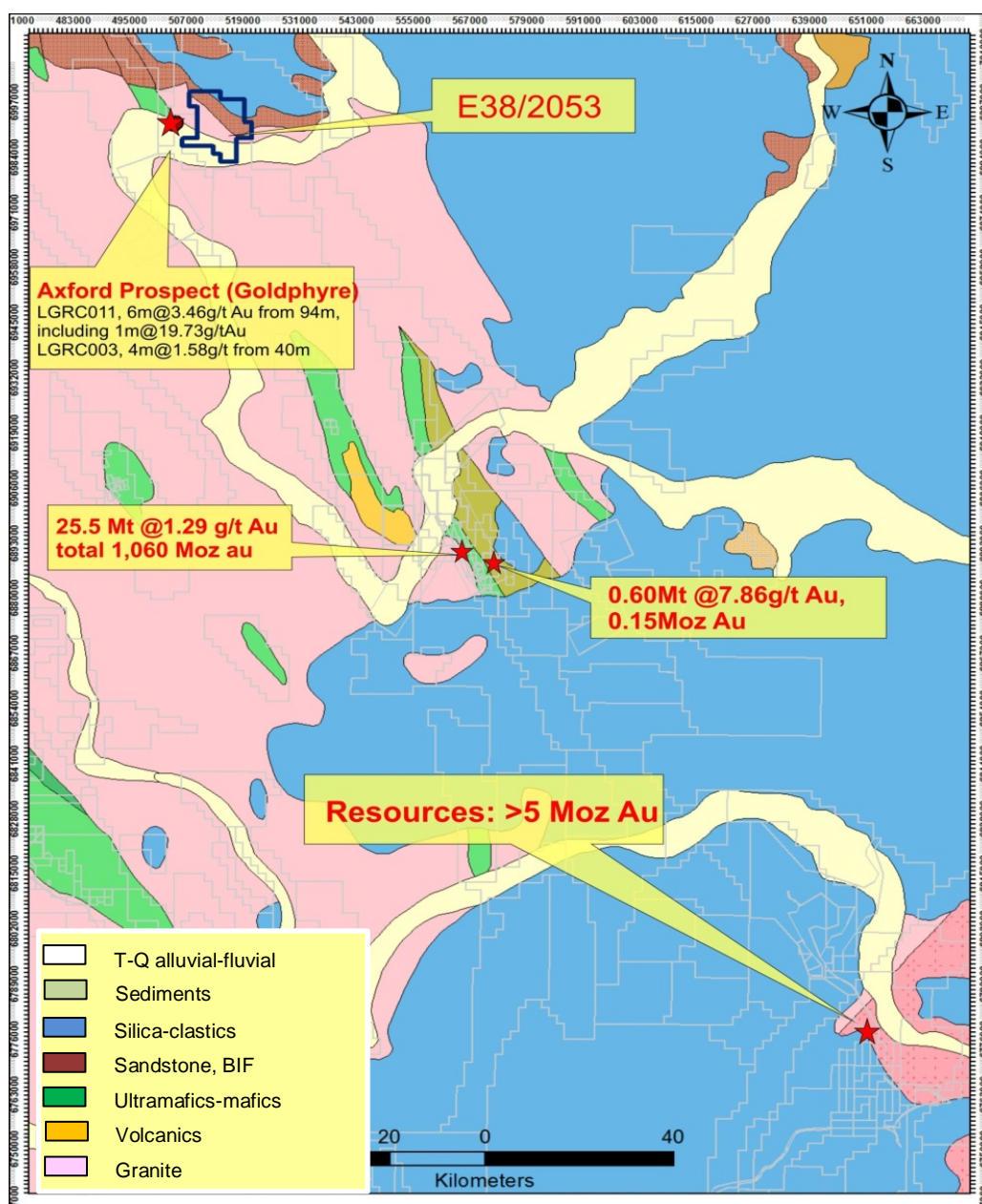


Figure 6. Mt Barrett regional geology

+ See chapter 19 for defined terms.



**Board Restructure**

As part of the Oroya transaction the Board of MPJ also undertook a restructure with Messers Revelins, Babbage and Hains standing down.

Mr Joshua Wellisch was nominated by Oroya to join the board and become Managing Director. Mr Wellisch is a corporate professional and company director whose career has included acquisition and management of mineral geological projects in the energy and minerals sector. He has been an Executive Director of Oroya since 2009, and has now moved to a Non-Executive Director role for Oroya following his appointment as the Managing Director of MPJ. Mr Wellisch was also an Executive Director of Kingston Resources Limited (ASX:KSN) from 2009 until 2011.

Mr Wellisch is a Director of NRG Capital a Corporate Advisory Firm and has held several private and public board positions in various capacities over the past 8 years. He has a breadth of experience in capital raisings, corporate structuring and public company transactions predominantly in the mining and exploration sector.

Mr Wellisch holds a Bachelor of Science in Information Technology and Post Graduate Diploma in Project Management. Mr Wellisch brings his substantial Finance and Project Management experience to the Board and the operations of Mining Projects Group Limited.

In addition Mr Angus Edgar also joined the board. Mr Edgar has Mr Edgar has 27 years experience in the finance and stockbroking industry. He has been directly involved with providing corporate advisory services to private and ASX listed companies and the listing of several new companies onto ASX. Mr Edgar is the Managing Director of Transol Corporation Limited and a Director of Regal Resources Limited, which are both ASX listed companies. He is also a Director of Melbourne Capital Limited, a corporate advisory company.

For And On Behalf Of The Board



Joshua Wellisch  
Managing Director

*'Principal Geologist at HGS Australia, Andrew Hawker, has over 30 years' experience in underground and surface mining, resource evaluation and exploration geology. The geological team at HGS Australia has direct experience in the Roe Hill region and the company has active field exploration programs in the Yilgarn region in 2013.'*

**COMPETENT PERSON STATEMENT:**

The information in this announcement that relates to Exploration Results and Mineral Resources is based on information compiled by Andrew Hawker of Hawker Geological Services Pty Ltd. Mr Hawker is a member of the Australasian Institute of Mining and Metallurgy 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. This qualifies Mr Hawker as a "Competent Person" as defined in the 2004 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Hawker consents to the inclusion of information in this announcement in the form and context in which it appears.

Rule 5.3

# Appendix 5B – 3<sup>rd</sup> Quarter

## Mining Exploration Entity Quarterly Report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001.

**Name of Entity:**

Mining Projects Group Limited (ASX:MPJ)

**ABN:**

84 006 189 331

**Quarter Ended ('Current Quarter')**

31<sup>st</sup> March 2013

### Consolidated Statement of Cash Flows

Cash Flows Related to Operating Activities		Current Quarter \$A'000	Year-to-Date (9 months) \$A'000
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for:		
	(a) exploration and evaluation	(88)	(137)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(89)	(235)
	(e) contract services	(225)	(662)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	1	7
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other (provide details if material)	-	-
<b>Net Operating Cash Flows</b>		<b>(401)</b>	<b>(1,027)</b>
Cash Flows Related to Investing Activities			
1.8	Payment for purchases of:		
	(a) prospects	-	(24)
	(b) equity investments	-	(50)
	(c) other fixed assets	-	-
	(d) physical non-current assets	-	-
	(e) other non-current assets	(201)	(204)
1.9	Proceeds from sale of:		
	(a) prospects	-	-
	(b) equity investments	214	135
	(c) other fixed assets	-	-
1.10	Loans to other entities	-	(4)
1.11	Loans repaid by other entities	-	62
1.12	Option Fee on Tenements	-	-
<b>Net Investing Cash Flows</b>		<b>13</b>	<b>(85)</b>
<b>1.13</b>	<b>Total Operating and Investing Cash Flows</b>	<b>(388)</b>	<b>(1,112)</b>

+ See chapter 19 for defined terms.

		Current Quarter \$A'000	Year-to-Date (9 months) \$A'000
<b>1.13</b>	<b>Total Operating and Investing Cash Flows (Carried Forward)</b>	(388)	(1,112)
<b>Cash Flows Related to Financing Activities</b>			
1.14	Proceeds from issues of shares, options, etc.	1,601	2,654
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other – Capital Raising Costs	-	(100)
<b>Net Financing Cash Flows</b>		<b>1,601</b>	<b>2,554</b>
<b>Net Increase / (Decrease) in Cash Held</b>		<b>1,213</b>	<b>1,442</b>
1.20	Cash at beginning of quarter/year to date	429	204
1.21	Exchange rate adjustments to item 1.20	3	(1)
<b>1.22</b>	<b>Cash at End of Quarter</b>	<b>1,645</b>	<b>1,645</b>

**Payments to Directors of the Entity and Associates of the Directors  
Payments to Related Entities of the Entity and Associates of the Related Entities**

		Current Quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	192
1.24	Aggregate amount of loans to the parties included in item 1.10	-
1.25	Explanation necessary for an understanding of the transactions	
	Salaries, Directors' fees, corporate advisory & consulting fees at normal commercial rates	

**Non-Cash Financing and Investing Activities**

2.1	<p>Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows</p> <p>During the period the 12,500,000 fully paid ordinary MPJ shares were issued as approved by shareholders at the May 2012 General Meeting.</p> <p>During the period the Company also issued the following securities as approved by shareholders at the March 2013 General Meeting:</p> <ul style="list-style-type: none"> <li>- 30,000,000 ordinary shares and 30,000,000 unlisted options were issued to directors and consultants;</li> <li>- 46,000,000 ordinary shares and 30,000,000 unlisted options were issued to Oroya Mining Limited;</li> <li>- 25,000,000 ordinary shares and 35,000,000 unlisted options were issued to Melbourne Capital Ltd;</li> <li>- 25,000,000 ordinary shares and 35,000,000 unlisted options were issued to CPS Securities Ltd;</li> </ul>
2.2	<p>Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest</p> <p style="text-align: center;">-</p>

+ See chapter 19 for defined terms.

### Financing Facilities Available

Add notes as necessary for an understanding of the position.

		Amount Available \$A'000	Amount Used \$A'000
3.1	Loan facilities	-	-
3.2	Credit standby arrangements	-	-

### Estimated Cash Outflows for Next Quarter

		\$A'000
4.1	Exploration and evaluation	100
4.2	Development	-
4.3	Production	-
4.4	Administration	120
4.5	Contract Services	150
<b>Total:</b>		<b>370</b>

### Reconciliation of Cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.		Current Quarter \$A'000	Previous Quarter \$A'000
5.1	Cash on hand and at bank	1,645	429
5.2	Deposits at call	-	-
5.3	Bank overdraft	-	-
5.4	Other (provide details)	-	-
<b>Total: Cash at End of Quarter (item 1.22)</b>		<b>1,645</b>	<b>429</b>

### Changes in Interests in Mining Tenements

	Tenement Reference	Nature of Interest (note (2))	Interest at Beginning of Quarter	Interest at End of Quarter
6.1		-	-	-
6.2	EPC 2527	Via the acquisition of Delcarmen Energy Limited	Granted	Granted
	EPC 2528	Via the acquisition of Delcarmen Energy Limited	Pending	Pending

+ See chapter 19 for defined terms.

### Issued and Quoted Securities at End of Current Quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

		<b>Total Number</b>	<b>Number Quoted</b>	<b>Issue Price Per Security (cents)</b> (see note 3)	<b>Amount Paid Up Per Security (cents)</b> (see note 3)
7.1	<b>Preference +Securities</b> <i>(Description)</i>	-	-	-	-
7.2	Changes During Quarter				
	(a) Increases through issues	-	-	-	-
	(b) Decreases through returns of capital, buy-backs, redemptions	-	-	-	-
7.3	<b>+Ordinary Securities</b>	596,166,840	596,166,840	-	-
7.4	Changes during quarter				
	(a) Increases through issues	12,500,000	12,500,000	\$0.02	\$0.02
		30,000,000	30,000,000	\$0.008	\$0.008
		43,686	43,686	\$0.02	\$0.02
		200,000,000	200,000,000	\$0.008	\$0.008
		46,000,000	46,000,000	\$0.008	\$0.008
		50,000,000	50,000,000	\$0.008	\$0.008
	(b) Decreases through returns of capital, buy-backs	-	-	-	-
7.5	<b>+Convertible debt securities</b> <i>(Description)</i>	-	-	-	-
7.6	Changes during quarter				
	(a) Increases through issues	-	-	-	-
	(b) Decreases through securities matured, converted	-	-	-	-
7.7	<b>Options</b> <i>(Description and Conversion Factor)</i>	41,299,175	41,299,175	Exercisable @ \$0.10	-
		105,282,868	105,282,868	Exercisable @ \$0.015	-
7.8	Issued during quarter	230,000,000	-	Exercisable @ \$0.01 before 30/06/2016	-
		43,686	-	Exercisable @ \$0.03 before 28/02/2014	-
7.9	Consolidation during quarter	-	-	-	-
	Exercised during quarter	(43,686)	(43,686)	\$0.02	\$0.02
7.10	Expired during quarter	59,572,902	59,572,902	-	-
7.11	Debentures (totals only)	-	-	-	-
7.12	Unsecured notes (totals only)	-	-	-	-

+ See chapter 19 for defined terms.

## Compliance Statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).
- 2 This statement does give a true and fair view of the matters disclosed.



Sign Here:

Executive Director

Date: Monday 29<sup>th</sup> April 2013

Print Name:

**Bryan Frost**

## Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities**  
The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 1022: Accounting for Extractive Industries* and *AASB 1026: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards**  
ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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The CFO Solution

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29.04.2013

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+ See chapter 19 for defined terms.