

Appendix 3B

New Issue Announcement, Application for Quotation of Additional Securities and Agreement

*Information or documents not available now must be given to ASX as soon as available.
Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity:

Mining Projects Group Limited (ASX: MPJ)

ABN:

84 006 189 331

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | <ul style="list-style-type: none"> a) Options – to be listed (“MPJOC” – TBC) b) Unlisted Options (“New Class”) c) Unlisted Options (“New Class”) d) Unlisted Options (“New Class”) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ul style="list-style-type: none"> a) 4,300,000 b) 20,000,000 c) 20,000,000 d) 20,000,000 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <ul style="list-style-type: none"> a) Options exercisable at \$0.01 per option, expiring 30 June 2016 (“MPJOC” - TBC) b) Unlisted Options exercisable at \$0.01 per option, expiring 22 August 2017 (“New Class”) c) Unlisted Options exercisable at \$0.02 per option, expiring 22 August 2017 (“New Class”) d) Unlisted Options exercisable at \$0.025 per option, expiring 22 August 2017 |

4	Do the ⁺ securities rank equally in all respects from the date of allotment with an existing ⁺ class of quoted ⁺ securities?	a-d) Yes, upon exercise to Ordinary Shares
	If the additional securities do not rank equally, please state: the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	
5	Issue price or consideration	a) \$4,300 b-d) Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	a) As per Resolution 2 approved by shareholders at the General Meeting of the Company held on 20 th August 2013 b-d) As per Resolution 3 approved by shareholders at the General Meeting of the Company held on 20 th August 2013
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A?	Yes
	If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i> , and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	29 th November 2012
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	Nil
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Nil
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	a) 4,300,000 Options (“MPJOC” - TBC) b) 20,000,000 Unlisted Options (“New Class”) c) 20,000,000 Unlisted Options (“New Class”) d) 20,000,000 Unlisted Options (“New Class”) General Meeting 20 th August 2013
6f	Number of securities issued under an exception in rule 7.2	Nil

6g If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.

N/A

6h If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements

N/A

6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements

Refer to the attached Annexure 1

7 Dates of entering +securities into uncertificated holdings or despatch of certificates

Friday 23rd August 2013

	Number	+Class
8	550,166,840*	Ordinary Shares (MPJ) *reduced by 50,000,000 post share buy-back
	41,299,175	Listed Options exercisable at \$0.10 per option on, or before 6 July 2014. (MPJOA)
	105,282,868	Listed Options exercisable at \$0.015 per option on, or before, 30 November 2014. (MPJOB)
	204,300,000*	Listed Options exercisable at \$0.01 per option on, or before, 30 June 2016. ("New Class" previously MPJAM) * reduced by 30,000,000 post share buy-back

9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)

Number	+Class			
	Amount	Exercise Price	Expiration Date	ASX Code
	400,000	\$0.10	5 Oct 2015	MPJAI
	500,000	\$0.25	5 Oct 2015	MPJAI
	500,000	\$0.50	5 Oct 2015	MPJAI
	63,686	\$0.03	28 Feb 2014	MPJAK
	20,000,000	\$0.01	21 Aug 2017	"New Class"
	20,000,000	\$0.02	21 Aug 2017	"New Class"
	20,000,000	\$0.025	21 Aug 2017	"New Class"
	61,463,686	Total		

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the *securities will be offered

14 *Class of *securities to which the offer relates

15 *Record date to determine entitlements

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

17 Policy for deciding entitlements in relation to fractions

18 Names of countries in which the entity has *security holders who will not be sent new issue documents
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.

19 Closing date for receipt of acceptances or renunciations

20 Names of any underwriters

21 Amount of any underwriting fee or commission

22 Names of any brokers to the issue

23 Fee or commission payable to the broker to the issue

- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders
- 25 If the issue is contingent on *security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do *security holders sell their entitlements *in full* through a broker?
- 31 How do *security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do *security holders dispose of their entitlements (except by sale through a broker)?
- 33 *Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now (if issued upon conversion of another security, clearly identify that other security)

Example: In the case of restricted securities, end of restriction period

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<input type="text"/>	<input type="text"/>

Quotation Agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign Here:

Company Secretary

Date: Friday, 23rd August 2013

Print Name:

Phillip Hains



The CFO Solution

23 August 2013

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for ⁺ eligible entities

Introduced 01/08/12

Part 1

*All calculations are based on a post consolidation basis.

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
<i>Insert</i> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	242,616,846
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>342,549,994 (LR 7.3)</p> <p>Nil</p>
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	50,000,000
“A”	535,166,840

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<i>Multiply “A” by 0.15</i>	80,275,026

Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	15,000,000
“C”	15,000,000

Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	80,275,026
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	15,000,000
<p>Total [“A” x 0.15] – “C”</p>	<p>65,275,026</p> <p>[Note: <i>this is the remaining placement capacity under rule 7.1]</i></p>

Part 2

Rule 7.1A – Additional placement capacity for eligible entities

Step 1: Calculate “A”, the base figure from which the placement capacity is calculated

“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	535,166,840
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Step 2: Calculate 10% of “A”

“D”	0.10 <i>Note: This value cannot be changed</i>
Multiply “A” by 0.10	53,516,684

Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used

Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	Nil
“E”	Nil

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A

“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	53,516,684
Subtract “E” <i>Note: Number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	53,516,684 <i>Note: This is the remaining placement capacity under rule 7.1A</i>

Distribution of holders in option class (MPJAM)

Spread of holdings	No. of Optionholders
1 – 1,000	0
1,001 – 5,000	0
5,001 – 10,000	0
10,001 – 100,000	40
100,001 -	24
Total	64

Top 20 Optionholders (MPJAM)

Optionholders	Number	%
1 Redcliffe Coal Project Pty Ltd	55,000,000	26.92%
2 Melbourne Capital Ltd	39,500,000	19.33%
3 The CFO Solution Team Pty Ltd*	20,000,000	9.79%
4 Foreign Dimensions Pty Ltd*	12,500,000	6.12%
5 Altime Nominees Pty Ltd	12,000,000	5.87%
6 Richsham Nominees Pty Ltd*	12,000,000	5.87%
7 Mikado Corporation Pty Ltd	6,250,000	3.06%
8 InterCorp Pty Ltd*	6,250,000	3.06%
9 Mungala Investments Pty Ltd*	5,000,000	2.45%
10 Cunningham Peterson Sharbanee*	5,000,000	2.45%
11 Queensland MM Pty Ltd	3,500,000	1.71%
12 Vision Tech Nominees Pty Ltd*	3,225,000	1.58%
13 Transol Corporation Ltd	3,125,000	1.53%
14 Inverness Capital Pty Ltd	3,000,000	1.47%
15 Bridun Pty Ltd*	2,000,000	0.98%
16 Selby Arlo Murray	2,000,000	0.98%
17 Seefeld Investments Pty Ltd	2,000,000	0.98%
18 Dalext Pty Ltd	2,000,000	0.98%
19 Darontack Pty Ltd	1,500,000	0.73%
20 St Barnabas Investments Pty Ltd	1,500,000	0.73%
	197,350,000	96.59%

* Denotes merged holdings