



25th October 2007

The attached Notice of 2007 Annual General Meeting
Incorporating Explanatory Memorandum and Proxy Form
is being dispatched to shareholders today.



NOTICE OF ANNUAL GENERAL MEETING

Incorporating Explanatory Memorandum and Proxy Form

to be held on
Wednesday, the 28th of November 2007 at 11.00am
(registration commencing at 10.45 am)

at
Suite 2, 1233 High Street, Armadale, Victoria, 3143

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.



NOTICE IS HEREBY given for the Annual General Meeting (AGM) of Mining Projects Group Limited (the “Company”) to be held at Suite 2, 1233 High Street, Armadale, Victoria, 3143 on Wednesday, the 28th of November 2007 at 11.00am.

The Explanatory Memorandum and Proxy Form accompanying this Notice of Annual General Meeting are hereby incorporated in and comprise part of this Notice of Annual General Meeting.

If you have elected not to receive a printed copy of the annual report it is available on the Company's website www.miningprojectsgroup.com.au.

BUSINESS

2007 Financial Reports

To receive and consider the Annual Financial Report of the Company and of the economic entity for the year ended 30 June 2007 and the Reports by Directors and Auditors thereon. At the meeting, a representative of the Company's auditors, PKF, will be available to answer any questions of the members.

RESOLUTIONS – ORDINARY BUSINESS

To consider, and if thought fit, to pass, with or without amendment, the following ordinary resolutions:

1. RE-ELECTION OF JAMES BABBAGE

“That, James Babbage, who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.”

Further details in respect of Resolution 1 are set out in the Explanatory Notes accompanying this Notice of Annual General Meeting.

2. NON-BINDING ADOPTION OF REMUNERATION REPORT

“That, members hereby adopt the Remuneration Report for the year ended 30 June 2007.”

The Remuneration Report forms part of the Directors' Report in the Company's 2007 Annual Report. The vote on this resolution is advisory only and does not bind the Company or its Directors.

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RESOLUTIONS – SPECIAL BUSINESS

3. CHANGE OF CONSTITUTION

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

“That clause 29.1, 29.2 and 29.3 of the Constitution, be altered to read:

- 29.1 The Directors may pass a resolution without a Directors meeting being held if all or constituting in number not less than a majority of all the Directors entitled to vote on a resolution sign a document containing a statement that they are in favour of the resolution details of which are set out in the document.
- 29.2 Separate copies of a document may be used for signing by the Directors provided the wording of the resolution and statement is identical in each copy and all or constituting in number not less than a majority of all the Directors entitled to vote on the resolution have signed at least one of the copies of the document.
- 29.3 A resolution passed by the Directors signing a document shall be passed when the last Director or the last of the Directors required to constitute the majority signs the document, as relevant.”

Further details in respect of the above Resolutions are set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.

By the order of the Board



Richard Revelins
Company Secretary
22nd October 2007

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INFORMATION FOR SHAREHOLDERS

Voting Entitlements

For the purpose of voting at the meeting, the Directors have determined that all shares in the Company are taken to be held by the persons who are registered as holding them at 7pm on 23 November 2007. The entitlement of members to vote at the meeting will be determined by reference to that time.

Proxies

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy, who need not be a shareholder of the Company. If a shareholder entitled to cast two or more votes they must appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If a shareholder appoints two proxies and their appointment does not specify the proportion or number of the shareholder's votes the proxy may exercise, each proxy may exercise one half of the shareholder's votes. If a shareholder appoints two proxies, neither may vote on a show of hands.

The proxy form must be signed by the shareholder or the shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act.

The proxy form and the power of attorney (if any) under which it is signed (or certified copy of it) must be received at the Company's office at Suite 2, 1233 High Street, Armadale, VIC 3143, or by facsimile on 03 9824 8161 at least 48 hours before the commencement of the Meeting or any adjournment of that meeting.

If a representative of a corporate shareholder is to attend the meeting pursuant to section 250D of the Corporations Act, a certificate of appointment of the representative must be produced prior to the admission to the Meeting. A form of appointment can be obtained from the Company's share registry, Security Transfer Registrars Pty Ltd.

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of members of Mining Projects Group Limited (the "Company") in connection with the business to be conducted at the Annual General Meeting of members to be held at Suite 2, 1233 High Street, Armadale, Victoria, 3143 on Wednesday, the 28th of November 2007 at 11:00am.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of General Meeting.

Resolution 1. Re-Election of James Babbage

At each Annual General Meeting of the Company, one third of the Directors of the Company (except a Managing Director) must retire from office by rotation, in accordance with the Company's Constitution. No Director (except a Managing Director) shall retain office for a period in excess of three years without submitting himself or herself for re-election. A Director who retires from office by rotation and is eligible for re-election may offer him or herself for re-election.

James Babbage - Non-Executive Director

Director since 1991

Mr Babbage, aged 60, is the Chairman of the Audit Risk & Compliance Committee. He has been a Director of a number of public companies and possesses extensive experience in company and financial management as well as being involved in the operation and management of mining companies.

Resolution 2. Non-Binding Adoption of Remuneration Report

Pursuant to the Corporations Act 2001 the Annual General Meeting of a listed company must propose a resolution that the Remuneration Report be adopted. Also pursuant to the Corporation Act, the vote on this Resolution is advisory only and does not bind either the Directors or the Company.

The purpose of Resolution 2 is to lay before the Shareholders the Company's Non-binding Remuneration Report so that Shareholders may ask questions about or make comments on the management of the Company in accordance with the requirements of the Corporations Act 2001 and vote on a non-binding resolution to adopt the Remuneration Report for the year ended 30 June 2007.

The 2007 Remuneration Report is included in the Directors' Report of the Company's 2007 Annual Report, which is available on the Company's website www.miningprojectsgroup.com.au.

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Resolution 3. Change of Constitution

To assist in managing the affairs of the Company and to accommodate Directors whilst outside Australia and their commitments to other entities other than the Company, Mining Projects Group Limited proposes to alter its constitution as follows:

"Replace the words of clause:

- 29.1 The Directors may pass a resolution without a Directors meeting being held if all the Directors entitled to vote on a resolution sign a document containing a statement that they are in favour of the resolution details of which are set out in the document.
- 29.2 Separate copies of a document may be used for signing by the Directors provided the wording of the resolution and statement is identical in each copy and each Director entitled to vote on the resolution has signed at least one of the copies of the document.
- 29.3 A resolution passed by the Directors signing a document shall be passed when the last Director signs the document."

"With the following words:

- 29.1 The Directors may pass a resolution without a Directors meeting being held if all or constituting in number not less than a majority of all the Directors entitled to vote on a resolution sign a document containing a statement that they are in favour of the resolution details of which are set out in the document.
- 29.2 Separate copies of a document may be used for signing by the Directors provided the wording of the resolution and statement is identical in each copy and all or constituting in number not less than a majority of all the Directors entitled to vote on the resolution have signed at least one of the copies of the document.
- 29.3 A resolution passed by the Directors signing a document shall be passed when the last Director or the last of the Directors required to constitute the majority signs the document, as relevant."

The effect of Resolution 3, if passed, is that a Directors resolution without a meeting being held will be valid where a majority of the all appointed Directors sign the resolution, removing the requirement for all Directors to sign the resolution as is currently required.

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Mining Projects Group Limited

ACN: 006 189 331

PROXY FORM

SAMPLE CUSTOMER
SAMPLE ADDRESS
SAMPLE ADDRESS
SAMPLE ADDRESS
SAMPLE ADDRESS

All correspondence to:
Mining Projects Group Ltd
Suite 2, 1233 High Street
Armadale Victoria 3143
Ph: (03) 9824 8166
Fx: (03) 9824 8161

Appointment of Proxy

I/We being members/s of Mining Projects Group Ltd and entitled to vote hereby appoint

the Chairman of the Meeting (mark with an "X")

OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Mining Projects Group Ltd to be held at Suite 2, 1233 High Street, Armadale Victoria 3143 at 11.00 am on 28 November 2007 and at any adjournment of that meeting.

Voting directions to your proxy – please mark x to indicate your directions

| | | <i>For</i> | <i>Against</i> | <i>Abstain*</i> |
|-----------------------------|--|--------------------------|--------------------------|--------------------------|
| <u>Resolution 1:</u> | Re-election of Mr. James Babbage to serve as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <u>Resolution 2:</u> | Non-Binding Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <u>Resolution 3:</u> | Change of Constitution | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE - This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security holder 1

Security holder 2

Security holder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Telephone Number

Contact Name

Contact Daytime Telephone

Date

How to complete this Proxy Form

1 Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please contact the Company's share registry to arrange for changes to be made.

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the Company.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be noted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is more than one name, all the security holders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at 11.00 am on Wednesday 28 November 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by posting, delivery or facsimile to:

| Registered Office | Share Registry |
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| Suite 2 1233 High Street Armadale Victoria 3143 PO Box 8046 Armadale Victoria 3143 Ph: 03 9824 8166 Fx: 03 9824 8161 | Security Transfer Registrar 770 Canning Highway Applecross Western Australia 6153 Ph: 08 9315 2333 Fx: 08 9315 2233 |