



NOTICE OF 2015 ANNUAL GENERAL MEETING

Including Explanatory Memorandum and Proxy Form

Mining Projects Group Limited

ACN 006 189 331

Date:	26 November 2015
Time:	12.00 pm (AEDT)
Location:	The Institute of Chartered Accountants Level 3, 600 Bourke Street Melbourne, VIC 3000

This is an important document. It should be read in its entirety.

If you are in doubts as to the course you should follow, please consult your financial or professional adviser.

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MINING PROJECTS GROUP LIMITED

ACN 006 189 331

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Mining Projects Group Limited ("the **Company**" or "**MPJ**") will be held at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, VIC 3000 on 26 November 2015 at 12.00pm (AEDT).

Further details in respect of each of the resolutions proposed in this Notice of General Meeting are set out in the Explanatory Memorandum accompanying this Notice of General Meeting. The details of the resolutions contained in the Explanatory Memorandum should be read together with, and form part of, this Notice of General Meeting.

BUSINESS OF THE MEETING

	2015 Annual Financial Statements
Description	To lay before the Meeting and consider the 2015 Annual Financial Statements of the Company in respect of the year ended 30 June 2015 and comprising the Annual Financial Report, the Directors' Report and the Auditor's Report.
Resolution 1	Non-binding resolution to Adopt Remuneration Report
Description	To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution: <i>"THAT the Company approve the adoption of the Remuneration Report, included in the Director's Report, for the year ended 30 June 2015."</i>
Voting Exclusion	A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons: <ul style="list-style-type: none">• a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or• a closely related party of such a member. However, a person (the voter) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1.
Voting Note	Former directors of the Company who are key management personnel whose remuneration details are included in the 2015 remuneration report, any other key management personnel whose remuneration details are included in the 2015 remuneration report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1.
Resolution 2	Re-election of a Director – Mr Dehong Yu
Description	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>"THAT Mr Dehong Yu, 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."</i>

Resolution 3	Ratification of prior issue of options - Alignment Capital and Associates
Description	To consider and, if thought fit, to pass the following as an ordinary resolution: <i>"THAT for the purpose of ASX Listing Rule 7.4, shareholders ratify the prior issue of 20,000,000 listed [MPJO] options to acquire ordinary fully paid shares (each option having an exercise price of \$0.01 and expiry date of 30 June 2016) to Alignment Capital Pty Ltd [ACN 167 124 754] and associates, which are not related parties of the Company, on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting."</i>
Voting Exclusion	The Company will disregard any votes cast on Resolution 3 by: <ul style="list-style-type: none"> • a person who participated in the issue; or • any associate of those persons. <p>However, the Company need not disregard a vote on Resolution 3 if:</p> <ul style="list-style-type: none"> • 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 4	Ratification of prior issue of shares and options – Steven Vallance
Description	To consider and, if thought fit, to pass the following as an ordinary resolution: <i>"THAT for the purpose of ASX Listing Rule 7.4, shareholders ratify the prior issue of 8,000,000 ordinary fully paid shares and 8,000,000 listed [MPJO] options to acquire ordinary fully paid shares (each option having an exercise price of \$0.01 and expiry date of 30 June 2016) to Steven Vallance, who is not a related party of the Company, on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting."</i>
Voting Exclusion	The Company will disregard any votes cast on Resolution 4 by: <ul style="list-style-type: none"> • a person who participated in the issue; or • any associate of those persons. <p>However, the Company need not disregard a vote on Resolution 4 if:</p> <ul style="list-style-type: none"> • 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	Ratification of prior issue of shares – Exempt Investors
Description	To consider and, if thought fit, to pass the following as an ordinary resolution: <i>'THAT for the purpose of ASX Listing Rule 7.4, shareholders ratify the prior issue of 200,000,000 ordinary fully paid shares to the clients of Alignment Capital Pty Ltd [ACN 167 124 754] who are investors exempt from the disclosure requirements of Chapter 6D of the Corporations Act 2001 that are not a related party of the Company on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting.'</i>
Voting Exclusion	The Company will disregard any votes cast on Resolution 5 by: <ul style="list-style-type: none"> • a person who participated in the issue; or • any associate of those persons. <p>However, the Company need not disregard a vote on Resolution 5 if:</p> <ul style="list-style-type: none"> • 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 6	Approval for issue of options – Exempt Investors
Description	<p>To consider and, if thought fit, to pass the following resolution as an ordinary resolution:</p> <p><i>"THAT for the purposes of ASX Listing Rule 7.1, shareholders approve the issue of up to 100,000,000 listed [MPJO] options to acquire ordinary fully paid shares (each option having an exercise price of \$0.01 and expiry date of 30 June 2016) to the clients of Alignment Capital Pty Ltd [ACN 167 124 754] who are investors exempt from the disclosure requirements of Chapter 6D of the Corporations Act 2001 that are not a related party of the Company on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on Resolution 6 by:</p> <ul style="list-style-type: none"> • a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; or • any associate of those persons. <p>However, the Company need not disregard a vote on Resolution 6 if:</p> <ul style="list-style-type: none"> • 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 7	Approval for issue of options – Exempt Investors
Description	<p>To consider and, if thought fit, to pass the following resolution as an ordinary resolution:</p> <p><i>"THAT for the purposes of ASX Listing Rule 7.1, shareholders approve the issue of up to 24,000,000 listed [MPJO] options to acquire ordinary fully paid shares (each option having an exercise price of \$0.01 and expiry date of 30 June 2016) to the clients of Alignment Capital Pty Ltd [ACN 167 124 754] who are investors exempt from the disclosure requirements of Chapter 6D of the Corporations Act 2001 that are not a related party of the Company on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on Resolution 7 by:</p> <ul style="list-style-type: none"> • a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; or • any associate of those persons. <p>However, the Company need not disregard a vote on Resolution 7 if:</p> <ul style="list-style-type: none"> • 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 8	Approval of Share Placement Facility
Description	<p>To consider, and if thought fit, pass with or without amendment the following resolution as a special resolution:</p> <p><i>“THAT for the purposes of ASX Listing Rule 7.1A, shareholders approve the Company having the capacity to issue fully paid ordinary shares in the capital of the Company up to the maximum number permitted under ASX Listing Rule 7.1A.2 at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company’s ordinary shares calculated over the last fifteen (15) days on which trades of the Company’s ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made as described in the Explanatory Memorandum which accompanied and forms part of this Notice of Annual General Meeting.”</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on Resolution 8 by:</p> <ul style="list-style-type: none"> • persons who may participate in the proposed issue and persons who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; and • an associate of those persons. <p>However, the Company need not disregard a vote on Resolution 8 if:</p> <ul style="list-style-type: none"> • 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.
Voting Note	<p>If as at the time of the Annual General Meeting, the Company:</p> <ul style="list-style-type: none"> • 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, <p>then Resolution 8 will be withdrawn.</p>

Dated: 21 October 2015

By the order of the Board



Adrien Wing
Company Secretary

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 member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member 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 member'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 the registered office of the Company or sent by facsimile transmission to the Company's registered office 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 member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. 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.

CORPORATE REPRESENTATIVES

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

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 2015 (Melbourne 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.

Subject to the restriction set out above, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

HOW THE CHAIR WILL VOTE UNDIRECTED PROXIES

Subject to the restrictions set out below, The Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

PROXIES THAT ARE UNDIRECTED ON RESOLUTION 1 (REMUNERATION REPORT)

The Remuneration Report identifies key management personnel for the year ending 30 June 2015. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

Former directors of the Company who are key management personnel whose remuneration details are included in the 2015 remuneration report, any other key management personnel whose remuneration details are included in the 2015 remuneration report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolutions 1.

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 8 is a special resolution.

MINING PROJECTS GROUP LIMITED
ACN 006 189 331
("the Company")

ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum ("**this Memorandum**") accompanies and forms part of the Company's Notice of Annual General Meeting to be held at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, Victoria, 3000 on 26 November 2015 at 12.00 pm (AEDT). The Notice of Annual General Meeting incorporates, and should be read together with, this Memorandum.

BUSINESS

2015 Annual Financial Statements

The 2015 Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2015 will be laid before the meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2015 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 2015 Annual Financial Statements.

The Company's 2015 Annual Financial Statements are set out in the Company's 2015 Annual Report which can be obtained from the Company's website, www.miningprojectsgroup.com.au or upon request to the Secretary at the office of the Company office, Level 2, 43 Ventnor Avenue, West Perth WA 6005 (telephone (03) 9614 0600).

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
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The Company is required, pursuant to the Corporations Act 2001 (Cth) ("**the Corporations Act**"), to propose a non-binding resolution regarding the 2015 Remuneration Report, which forms part of the Director's Report in the 2015 Annual Financial Statements. The vote is advisory only and does not bind the Directors or the Company.

Shareholders attending the 2015 Annual General Meeting of the Company will have an opportunity to discuss and put questions in respect of the Remuneration Report.

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 ("**AGM**") (treating this AGM as the first such meeting), 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 2014 Annual Financial Statements was passed with the support of more than 75% of 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 2015 Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the 2015 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more at the same resolution at the 2016 AGM the consequences are that it may result in the re-election of the Board.

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, former Directors and other member of the key management personnel details of whose remuneration are included in the Remuneration Report or a closely related party of the key management personnel details of whose remuneration are included in the Remuneration Report must not vote on Resolution 1 and must not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote.

Resolution 2	Re-election of a Director – Mr Dehong Yu
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Resolution 2 is a resolution for the re-election of Mr Dehong Yu as a Director of the Company.

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 disregarding the Managing Director, are required to retire by rotation at each AGM. The Company has three directors, one of whom is the Managing Director. Accordingly, a director other than the Managing Director is required to retire by rotation at the 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.

Mr Yu, who was elected to the Board of the Company on 15 July 2013, retires by rotation and, being eligible, offers himself for re-election.

Resolution 3	Ratification of prior issue of options – Alignment Capital and Associates
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Resolution 3 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 20,000,000 listed [MPJO] options to acquire ordinary fully paid shares (each option having an exercise price of \$0.01 and expiry date of 30 June 2016) to Alignment Capital Pty Ltd [ACN 167 124 754] and associates who are not a related party of the company. The options were the subject of an Appendix 3B lodged 27 August 2015.

The options the subject of Resolution 3 were issued without shareholder approval under ASX Listing Rule 7.1. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that twelve (12) month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of options issued is 20,000,000 listed [MPJO] options.
- There was no issue price. The options were issued in lieu of cash fees payable in respect of capital raising services rendered to the Company.
- The options have the same terms and rights as the Company's existing listed [MPJO] options, the key terms being an exercise price of one cent (\$0.01) and an expiry date of 30 June 2016.
- The options were issued to Alignment Capital Pty Ltd [ACN 167 124 754] who is not a related party of the Company.
- No funds were raised by issue of the shares. Shares were issued in lieu of a cash payment for services provided to the Company. Any funds raised upon exercise of the options will be applied to working capital.
- A voting exclusion statement is contained in the Notice of Annual General Meeting accompanying this Explanatory Memorandum.

Resolution 4	Ratification of prior issue of shares and options – Steven Vallance
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Resolution 4 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 8,000,000 fully paid ordinary shares and 8,000,000 listed [MPJO] options to acquire ordinary fully paid shares (each having an exercise price of \$0.01 and expiry date of 30 June 2016) to Steven Vallance. Each share was issued at a deemed issue price of \$0.006 (total deemed consideration \$48,000) in lieu of cash consultancy fees. The options were issued as free-attaching options. These shares and options were the subject of an Appendix 3B lodged 27 August 2015.

The shares and options the subject of Resolution 4 were issued without shareholder approval under ASX Listing Rule 7.1. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that twelve (12) month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of securities issued was 8,000,000 fully paid ordinary shares and 8,000,000 [MPJO] options.
- The deemed price at which the shares were issued was \$0.006 per share (total deemed consideration \$48,000). The options were issued as free-attaching options.
- The shares have the same rights as the Company's existing ordinary fully-paid shares.
- The 8,000,000 [MPJO] options having an exercise price of one cent (\$0.01) and expiring 30 June 2016. All shares (including those received upon exercise of [MPJO] options) have the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares.
- The shares and options were issued to Steven Vallance.
- No funds were raised upon issue of the shares and options which were issued in lieu of a cash payment for services provided to the Company. Any funds raised upon exercise of the options will be applied to working capital.
- A voting exclusion statement is contained in the Notice of Annual General Meeting accompanying this Explanatory Memorandum.

Resolution 5	Ratification of prior issue of shares – Exempt Investors
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Resolution 5 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 200,000,000 fully paid ordinary shares to clients of Alignment Capital Pty Ltd [ACN 167 124 754] who are exempt investors that are not related parties of the Company. Each share was issued at an issue price of \$0.006 (total consideration \$1,200,000). The shares were the subject of an Appendix 3B lodged 27 August 2015.

A portion of the shares (33,436,496 fully paid ordinary shares) the subject of Resolution 5 were issued without shareholder approval under ASX Listing Rule 7.1. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that twelve (12) month period.

The remainder of the shares (166,503,504 fully paid ordinary shares) the subject of Resolution 5 were issued without shareholder approval under ASX Listing Rule 7.1A. ASX Listing Rule 7.1A provides that in addition to the issue permitted without shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to during the period the approval is valid a number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at commencement of that twelve (12) month period as adjusted in accordance with the formula in Listing Rule 7.1.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 and 7.1A (provided that the previous issue of securities did not breach ASX Listing Rule 7.1 and 7.1A) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and 7.1A. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1 and 7.1A.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of shares issued was 200,000,000 fully paid ordinary shares in the Company.
- The price at which the shares were issued was \$0.006 per share (aggregate value \$1,200,000).
- The shares have the same terms and rights as, and will rank equally with, the Company's existing fully paid ordinary shares.
- The shares were issued to clients of Alignment Capital Pty Ltd [ACN 167 124 754] who are exempt investors that are not related parties of the Company.
- Funds raised through the issue have (or will) be used to advance the Company's Roe Hill nickel project and for working capital.
- A voting exclusion statement is contained in the Notice of Annual General Meeting accompanying this Explanatory Memorandum.

Resolution 6	Approval for issue of options – Exempt Investors
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Resolution 6 seeks shareholder approval for the issue of up to 100,000,000 listed MPJO options (with an exercise price of \$0.01 and expiry date of 30 June 2016) to clients of Alignment Capital Pty Ltd [ACN 167 124 754] who are exempt investors that are not related parties of the Company. The options are proposed to be issued as 1:2 free attaching options in connection with the recent share placement undertaken by the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

ASX Listing Rule 7.3 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

- The maximum number of options which will be issued under the approval sought through this Resolution is 100,000,000 MPJO options.
- The options will have the same terms as the Company's existing listed MPJO options, the key terms being an exercise price of 1 cent (\$0.01) and an expiry date of 30 June 2016.
- The options will be issued to clients of Alignment Capital Pty Ltd who are exempt investors that are not related parties of the Company.
- The options will be issued as soon as practical following the meeting and in any event no later than 3 months from the date of the meeting.
- Shares issued as a result of exercise of the options will rank equally in all respects with the Company's existing ordinary shares.
- No funds will be raised upon issue of the options. Funds raised upon the exercise of the options will be used by the Company for working capital requirements of the Company at the time.

A voting exclusion statement is contained in the Notice of Annual General Meeting accompanying this Explanatory Memorandum.

Resolution 7	Approval for issue of options – Exempt Investors
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Resolution 7 seeks shareholder approval for the issue of up to 24,000,000 listed MPJO options (with an exercise price of \$0.01 and expiry date of 30 June 2016) to clients of Alignment Capital Pty Ltd [ACN 167 124 754], who are exempt investors that are not related parties of the Company. The options are proposed to be issued to clients of Alignment Capital in consideration of fees associated with the recent Placement.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

ASX Listing Rule 7.3 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

- The maximum number of options which will be issued under the approval sought through this Resolution is 24,000,000 MPJO options.
- The options will have the same terms as the Company's existing listed MPJO options, the key terms being an exercise price of \$0.1 cent (\$0.01) and an expiry date of 30 June 2016.
- The options will be issued to clients of Alignment Capital Pty Ltd who are exempt investors that are not related parties of the Company.
- The options will be issued as soon as practical following the meeting and in any event no later than 3 months from the date of the meeting.
- Shares issued as a result of exercise of the options will rank equally in all respects with the Company's existing ordinary shares.
- No funds will be raised upon issue of the options. Funds raised on the exercise of the options will be used by the Company to advance the Company's Roe Hills nickel project and for working capital.
- A voting exclusion statement is contained in the Notice of Annual General Meeting accompanying this Explanatory Memorandum.

Resolution 8	Approval of share placement facility (special resolution)
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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 2014 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 2015 AGM in accordance with ASX Listing Rule 7.1A.

The Company issued 166,563,504 ordinary fully paid shares under the capacity available to it under Listing Rule 7.1A pursuant to the approval obtained at its 2014 AGM, issue of such shares subject to the ratification resolution contained in resolution 5.

The Directors of the Company believe that Resolution 8 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 1,888,292,547 ordinary shares and therefore would have the capacity to issue:

- (i) 283,243,882 ordinary shares under Listing Rule 7.1 (15% capacity); and
- (ii) subject to shareholders approving this Resolution 8, 188,829,254 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 8 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 8 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 8 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 2015 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 \$0.004 the closing price of the Company's ordinary shares at close of trading on 29 September 2015).

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.002 cents 50% decrease in Deemed Price	\$0.004 Deemed Price	\$0.006 50% Increase in Deemed Price
Current Variable A 1,888,292,547 shares	10% Voting Dilution	188,829,254 shares	188,829,254 shares	188,829,254 shares
	Funds raised	\$377,658	\$755,317	\$1,132,975
50% increase in current Variable A 2,832,438,821 shares	10% Voting Dilution	283,243,882 shares	283,243,882 shares	283,243,882 shares
	Funds raised	\$566,487	\$1,132,975	\$1,699,463
100% increase in current Variable A 3,776,585,094 shares	10% Voting Dilution	377,658,509 shares	377,658,509 shares	377,658,509 shares
	Funds raised	\$755,317	\$1,510,634	\$2,265,951

The table has been prepared on the following assumptions:

- (i) 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.
 - (ii) No options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A.
 - (iii) 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.
 - (iv) 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 \$0.004 cents, being the closing price of the Company's listed securities on ASX on 29 September 2015 (**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 8 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 2014 AGM. During the 12 month period preceding the proposed date of the 2014 AGM, being on and from 26 November 2014, the Company issued a total of 1,181,408,783 equity securities (comprising 734,338,392 ordinary shares and 447,070,391 listed and unlisted options) which represents approximately 71% of the total number of equity securities on issue in the Company as at 26 November 2014.

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 believe that Resolution 8 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of Resolution 8.

NOTE:

Unless otherwise specified, all monetary amounts are expressed in Australian dollars.

ANNEXURE A

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable)	Form of consideration (cash/non-cash)
3 December 2014	7,933,334	MPJ	Issued to Mr N. Hutchinson with Shareholder approval obtained at annual general meeting on 26 November 2014	Deemed issue price of \$0.009 (aggregate of \$71,400). Market Price at date of issue was \$0.006. Percentage premium: 50%	Issued in lieu of cash payment for geological consultancy services provided by Mr. N. Hutchinson. Current value based on market price of \$0.004 is \$31,733.
24 February 2015	100,000,000	MPJO	Issued to professional, sophisticated or otherwise exempt investors in a share placement.	N/A	Issued as free attaching options in connection with share placement. Current value of the MPJO options based on market price of \$0.001 is \$100,000.
24 February 2015	100,000,000	MPJ	Issued to professional, sophisticated or otherwise exempt investors in a share placement.	Deemed price of \$0.006 (aggregate of \$600,000). Market price at date of issue was \$0.006. No discount.	Cash (\$600,000). The funds raised as a result of the share issue are to be used by the Company to fund exploration and development and the Company's working capital.
24 February 2015	3,437,500	MPJ	Issued to S3 Consortium Pty Ltd t/as Stocks Digital.	Deemed price of \$0.008 (aggregate of \$27,500). Market price at date of issue was \$0.006. Percentage premium of 33%.	Non-cash, issued in lieu of cash payment for consultancy services provided to the Company. Current value of shares based off current market price of \$0.004 is \$13,750.
24 February 2015	426,973	MPJ	Issued upon exercise of existing options to acquire fully-paid ordinary shares	Exercise price of \$0.015 (aggregate of \$6,405).	Issued upon exercise of options at \$0.015 per share.
15 April 2015	22,749,404	MPJ	Issued pursuant to rights issue acceptance to acquire fully-paid ordinary shares with one [MPJO] option attaching to each share purchased.	Issue price of \$0.006 (aggregate of \$136,496). Market price at date of issue was \$0.005. Percentage premium of 20%	Cash (\$136,496). The funds raised as a result of the share issue are to be used by the Company to develop its Roe Hill nickel project and for working capital.
15 April 2015	22,749,404	MPJO	Issued pursuant to rights issue acceptance to acquire fully-paid ordinary shares with one [MPJO] option attaching to each share purchased.	N/A	Issued as free attaching under terms of rights issue with record date of 23 March 2015. The options have an exercise price of \$0.01. Current value of the options based on a market price of \$0.001 is \$22,749.
29 April 2015	250,200,987	MPJ	Issue of rights issue shortfall pursuant to underwriting	Issue price of \$0.006 (aggregate of \$1,501,205). Market price at	Cash (\$1,501,205). The funds raised as a result of the share issue are to be used by the Company to develop its Roe Hill nickel project and for working capital.

29 April 2015	250,200,987	MPJO	agreement in connection with rights issue.	date of issue was \$0.006. No discount.	Issued as free attaching upon underwriting rights issue with record date of 23 March 2015. The options have an exercise price of \$0.01. Current value of the options based on a market price of \$0.001 is \$250,200.
29 April 2015	15,000,000	MPJ	Issued of rights issue pursuant to shortfall agreement in connection with rights issue.	N/A	Non-cash, issued in lieu of cash payment for investor relations and consultancy services provided to the Company. Current value of shares based off current market price of \$0.004 is \$60,000.
29 April 2015	5,100,000	MPJ	Issued to Alignment Capital Pty Ltd.	Deemed issue price of \$0.006 (aggregate of \$90,000). Market Price at date of issue was \$0.006. No discount.	Non-cash, issued in lieu of cash payment for consultancy services provided to the Company. Current value of shares based off current market price of \$0.004 is \$20,400.
29 April 2015	6,120,000	MPJ	Issued to S3 Consortium Pty Ltd t/as Stocks Digital.	Deemed issue price of \$0.006 (aggregate of \$30,600). Market Price at date of issue was \$0.006. No discount.	Non-cash, issued in lieu of cash payment for consultancy services provided to the Company. Current value of shares based off current market price of \$0.004 is \$24,480.
29 April 2015	16,370,194	MPJ	Issued to Vision Tech Nominees Pty Ltd.	Deemed issue price of \$0.007 (aggregate of \$114,591). Market Price at date of issue was \$0.006. Percentage premium of 16.6%.	Non-cash, issued in lieu of cash payment for exploration services provided to the Company. Current value of shares based off current market price of \$0.004 is \$65,480.
27 August 2015	20,000,000	MPJO	Issued to clients of Alignment Capital Pty Ltd and Associates	N/A	Issued in lieu of capital raising fees. Current value of the options based on a market price of \$0.001 is \$20,000.
27 August 2015	40,000,000	MPJO	Issued to Alignment Capital Pty Ltd and Associates.	N/A	Issued in lieu of capital raising fees. Current value of the options based on a market price of \$0.001 is \$40,000.
27 August 2015	200,000,000	MPJ	Issued to professional, sophisticated or otherwise exempt investors in a share placement.	Issue price of \$0.006 (aggregate of \$120,000) Market Price at date of issue was \$0.006. No discount.	Cash (\$120,000). The funds raised as a result of the share issue are to be used by the Company to develop its Roe Hill nickel project and for working capital.
27 August 2015	6,120,000	MPJO	Issued to Vision Tech Nominees Pty Ltd.	N/A	Issued as free attaching options in connection with consultancy services provided. Current value of the options based on a market price of \$0.001 is \$6,120.
27 August 2015	8,000,000	MPJ	Issued to Steven Vallance.	Deemed issue price of \$0.006 (aggregate of \$48,000). Market Price at date of issue was \$0.006. No discount.	Non-cash, issued in lieu of cash payment for consultancy services provided to the Company. The value of shares based on a current market price of \$0.006 is \$48,000.
27 August 2015	8,000,000	MPJO	Issued to Steven Vallance.	N/A	Issued as free attaching options in connection with consultancy services provided. Current value of the options based on a market price of \$0.001 is \$8,000.
27 August 2015	22,000,000	Performance rights	Issued to Northern Star Nominees Pty Ltd pursuant to performance rights plan.	N/A	Issued pursuant to the terms of the performance rights plan adopted at the general meeting held 28 July 2015.

27 August 2015	55,000,000	Performance rights	Issued to LTJ Investments Pty Ltd pursuant to performance rights plan.	N/A	Issued pursuant to the terms of the performance rights plan adopted at the general meeting held 28 July 2015.
27 August 2015	11,000,000	Performance rights	Issued to Mr Neil Armstrong Hutchinson & Ms Joyce Odeh Hutchinson pursuant to performance rights plan.	N/A	Issued pursuant to the terms of the performance rights plan adopted at the general meeting held 28 July 2015.
27 August 2015	11,000,000	Performance rights	Issued to Redcliffe Coal Project Pty Ltd pursuant to performance rights plan.	N/A	Issued pursuant to the terms of the performance rights plan adopted at the general meeting held 28 July 2015.

MINING PROJECTS GROUP LIMITED

ACN 006 189 331

("the Company")

PROXY FORM

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at The Institute of Chartered Accountants on Thursday 26 November 2015 at 12.00pm (AEDT), and at any adjournment thereof.

This proxy is authorized to exercise votes/ % of my/our total voting rights.

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 Resolution 1, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on that Resolution. If you appoint the Chair of the meeting as your proxy you can direct the Chair how to vote on Resolution 1 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 Resolution 1). The Chair intends to vote all available proxies in favour of Resolution 1. **I/We (except where I/we have indicated a different voting intention below):**

- direct the Chair of the meeting to vote in accordance with the Chair's voting intentions on Resolution 1 to vote in favour of that Resolution;
- authorise, in respect of Resolution 1, the Chair of the meeting to vote as described even though Resolution 1 are connected (or may be connected) directly or indirectly with the remuneration of a member of key management personnel for the Company group; and
- acknowledge that the Chair of the meeting may exercise my proxy in respect of Resolution 1 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 that Resolution, 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 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	Remuneration Report			
Resolution 2	Re-election of Director – Mr Dehong Yu			
Resolution 3	Ratification of prior issue of options – Alignment Capital and Associates			
Resolution 4	Ratification of prior issue of shares and options – Steven Vallance			
Resolution 5	Ratification of prior issue of shares – Exempt Investors			
Resolution 6	Approval for issue of options – Exempt Investors			
Resolution 7	Approval for issue of options – Exempt Investors			
Resolution 8	Approval for share placement facility (special resolution)			

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 12.00 pm (AEDT) on 24 November 2015, being not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be.