

MINING PROJECTS GROUP LIMITED

ACN 006 189 331

("the Company")



NOTICE OF 2011 ANNUAL GENERAL MEETING

Notice is given that the 2011 Annual General Meeting of Mining Projects Group Limited ("the **Company**" or "**MPJ**") will be held at Giorgios Restaurant, 1235 High Street, Armadale, Victoria on Tuesday 6th December 2011 at 10.00am, with registration commencing from 9.45am Australian Eastern Daylight Saving Time (AEDT).

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

BUSINESS

2011 Annual Financial Statements

To lay before the Meeting and consider the 2011 Annual Financial Statements of the Company in respect of the year ended 30 June 2011 and comprising the Annual Financial Report, the Directors' Report and the Auditor's Report.

Resolution 1 – Non-binding resolution to adopt Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"That the Company approve the adoption of the Remuneration Report, included in the Director's Report, for the year ended 30 June 2011".

Voting Note:

Any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on this Resolution. Please refer to the Proxy and Voting Instructions on Page 2 of this Notice of Annual General Meeting. The Corporations Act provides votes must not be cast on this Resolution by directors or other key management personnel or any of their closely related parties themselves (whether directly or by appointing a proxy).

Resolution 2 – Re-Election of Mr. Richard Revelins as a Director

To consider and, if thought fit, pass as an ordinary resolution, the following:

"That Mr. Richard Revelins 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."

OTHER BUSINESS

To consider any other business that may be brought before the Meeting in accordance with the Constitution of the Company and the Corporations Act.

By the order of the Board:

A handwritten signature in black ink, appearing to be 'R. Revelins'.

Mr Richard Revelins
Company Secretary
Mining Projects Group Limited

Dated:

The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice of Meeting.

Please note that this page has been left blank intentionally.

2011 ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum ("this **Memorandum**") accompanies and forms part of the Company's Notice of the 2011 Annual General Meeting ("**AGM**") to be held at Giorgios Restaurant, 1235 High Street, Armadale, Victoria on Tuesday 6th December 2011 at 10.00am, with registration commencing from 9.45am, Australia Eastern Daylight Saving Time (AEDT). The Notice of the 2011 Annual General Meeting incorporates, and should be read together with, this Memorandum.

BUSINESS

2011 Annual Financial Statements

The 2011 Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2011 will be laid before the meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2011 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 2011 Annual Financial Statements.

The Company's 2011 Annual Financial Statements are set out in the Company's 2011 Annual Report which can be obtained from the Company's website, www.miningprojectsgroup.com.au or upon request to the Secretary at the Company's registered office, Suite 1, 1233 High Street, Armadale, Victoria, 3143, Australia (telephone +61 (0)3 9824 5254).

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 - Remuneration Report

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

Shareholders attending the 2011 Annual General Meeting of the Company will have an opportunity to discuss and put questions in respect of the Remuneration Report.

The resolution is advisory only and does not bind the Company or its directors. 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 AGMs (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 outcome of the vote on the Remuneration Report contained in the Company's 2010 Annual Financial Statements is not considered on this occasion and thus a spill resolution will not be required in the event that 25% or more of votes that are cast at the 2011 Annual General Meeting are against the adoption of the 2011 Remuneration Report.

Any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on this Resolution.

'Closely related parties' are defined by the Corporations Act 2001 (Cth), and include specified family members, dependants and companies they control.

If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on this Resolution by marking either "For", "Against" or "Abstain" on the proxy form for this Resolution. If the Chairman of the meeting is appointed as your proxy by default and you do not direct your proxy how to vote on this Resolution, the Chairman will not vote your proxy on this Resolution and your votes will not be counted.

Resolution 2: Re-Election of Director – Mr. Richard Revelins

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, not exceeding one third, are required to retire by rotation at each Annual General Meeting. Accordingly, one director is required to retire by rotation at the 2011 Annual General Meeting.

Mr. Revelins was first appointed to the Board of the Company in 1991.

Mr. Revelins has held senior executive positions in merchant banking and stockbroking firms including Kleinwort Benson Australia Limited, Morgan Grenfell Australia Limited and McIntosh Corporate Ltd (now Merrill Lynch Australia), and has acted as an advisor to a number of public companies in such matters as takeover, mergers and acquisitions, sale of businesses, debt and equity raisings and strategic financial advice.

Mr. Revelins also has in depth knowledge of ASX Listing Rules and Corporations Law requirements.

Mr. Revelins was recently re-appointed as a member of the Company's Audit, Risk and Compliance Committee.

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

MINING PROJECTS GROUP LIMITED

ABN: 84 006 189 331

REGISTERED OFFICE: SUITE 2 1233 HIGH STREET ARMADALE VIC 3143

SHARE REGISTRY: Security Transfer Registrars Pty Ltd

All Correspondence to: Mining Projects Group Limited Suite 1, 1233 High Street, Armadale Victoria 3143, Australia

Code: MPJ

Holder Number:

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

Input box for Chairperson

OR

Input box for name of person appointing

The meeting Chairperson (mark with an "X")

The name of the person you are appointing (if this person is someone other than the Chairperson of the meeting).

or in his/her absence, the Chairman of the meeting as my/our proxy to vote on my/our behalf at the 2011 Annual General Meeting of the Company to be held at Giorgios Restaurant, 1235 High Street, Armadale, Victoria on Tuesday 6th December 2011 at 10.00am Australian Eastern Daylight Saving Time (AEDT) and at any adjournment of that meeting.

SECTION B: Voting Directions to your Proxy

Please mark "X" in the box to indicate your voting directions to your Proxy.

Table with columns: Resolution, For, Against, Abstain*. Rows include: 1. Adoption of Remuneration Report, 2. Re-Election of Director - Mr. Richard Revelins

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

* 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.

By marking this box you acknowledge that the Chairman may exercise your proxy (other than on Resolution 1) even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.1

The Chairman intends voting undirected proxies in favour of the resolutions on which he is permitted to vote. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

1. Note: If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each item of business. The Chairman of the meeting, Directors and other Key Management Personnel of the Company and their closely related parties (see the Notice of Meeting) will not cast any votes in respect of Resolution 1 (Adoption of Remuneration Report) that arise from any undirected proxy that they hold.

SECTION C: Please Sign Below

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

Signature lines for Individual or Security Holder, Security Holder 2, and Security Holder 3.

1655533367 Reference Number:

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MPJ 1

