
MINING GROUP LIMITED

ACN 149 230 811

ADDENDUM TO NOTICE OF GENERAL MEETING

Mining Group Limited (ACN 149 230 811) (**Company**), hereby gives notice to shareholders of the Company that, in relation to the Notice of General Meeting dated 27 March 2013 (**Notice of Meeting**) in respect of a general meeting of members to be held at 10.00am (WST) on 10 May 2013 at Suite 1, Ground Floor, 83 Havelock Street, West Perth, Western Australia (**Meeting**), the Directors have determined to amend Resolutions 2 and 3 and Schedule 1 as set out below and supplement the information contained in the Explanatory Statement provided to Shareholders in relation to the matters set out in this Addendum to the Notice of Meeting.

Definitions in this Addendum to the Notice of Meeting have the same meaning in the Notice of Meeting unless otherwise updated in this Addendum to the Notice of Meeting. This Addendum is supplemental to the original Notice of Meeting and should be read in conjunction with the original Notice of Meeting. Save for the amendments to Resolutions 2 and 3 and Schedule 1 set out below, all other resolutions proposed and information contained in the original Notice of Meeting remain unchanged.

To vote by proxy, please complete and signed the Proxy Form enclosed with the Notice of Meeting in accordance with the instructions set out in the Proxy Form. If you have previously provided a completed Proxy Form to the Company and the information in this Addendum to the Notice of Meeting results in you wanting to change your voting preferences, you may lodge another Proxy Form with your new voting preferences. In such cases, the later Proxy Form will be your valid Proxy Form for the purpose of voting at the Meeting.

Resolution 3 in the original Notice of Meeting is amended by deleting the existing Resolution 3 and replacing that Resolution with the below new Resolution 3:

3. Resolution 3 – ISSUE OF SHARES AND OPTIONS TO CYGNET CAPITAL PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 5,105,120 Shares and up to 2,552,560 Options to Cygnet Capital Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any 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 securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a 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.

Section 2.1 of the Explanatory Statement outlined in the Notice of Meeting is deleted and replaced with the following:

2. RESOLUTION 2 – ISSUE OF OPTIONS TO CYGNET CAPITAL PTY LTD

2.1 General

As announced on 23 April 2013, the Company has restructured its fully underwritten non-renounceable entitlement issue. The revised entitlements issue is of 85,085,655 new Shares (**New Shares**) on the basis of four (4) New Shares for every five (5) Shares held by those Shareholders registered at the record date at an issue price of \$0.025 per New Share, to raise up to \$2,127,141 (together with one (1) free attaching new Option (**New Option**), exercisable at \$0.05 each on or before 30 June 2015, for every two (2) new Shares subscribed for and issued (**Entitlements Issue**).

The Company previously announced a fully underwritten non-renounceable rights issue, to raise up to approximately \$2.48 million which was based on an issue price of \$0.035 per New Share. Due to the Company's Share price trading below this issue price, the Company, in conjunction with the underwriter, Cygnet Capital Pty Ltd (**Cygnet Capital**), decided to restructure the offer. As such, the previous entitlements issue was withdrawn (refer to ASX announcement dated 18 April 2013) and the underwriting agreement has been terminated and a new underwriting agreement has been signed.

Other than as outlined above, the revised Entitlements Issue is on the same terms as the previous entitlements issue. The funds raised, albeit a lesser amount, will still be applied, with existing funds and after meeting the expenses of the entitlements issue, towards exploration and drilling programs at the Comval Copper - Gold Project, target generation and reconnaissance field work at the Teutonic Project, to assess other opportunities which may fit the Company's strategy and for general working capital.

Furthermore, Cygnet Capital remains as the lead manager and underwriter to the Entitlement Issue. The consideration payable to Cygnet Capital remains as a 5% capital raising fee and 1% management fee calculated on total funds raised under the Entitlements Issue, which at Cygnet Capital's election (and subject to shareholder approval), can be taken as cash or converted to Shares at the same price as the New Shares. Cygnet Capital will also receive a success fee of 22,500,000 Options on the same terms as the New Options (assuming successful completion of the offer and subject to Shareholder approval).

Resolution 2 seeks Shareholder approval to issue the abovementioned 22,500,000 Options pursuant to ASX Listing Rule 7.1.

A summary of ASX Listing Rule 7.1 is set out in Section 1.1 of the Explanatory Memorandum.

The effect of Resolution 2 will be to allow the Directors to grant the Options pursuant to Resolution 2 during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Section 3 of the Explanatory Statement outlined in the Notice of Meeting is deleted and replaced with the following:

RESOLUTION 3 – ISSUE OF SHARES AND OPTIONS TO CYGNET CAPITAL PTY LTD

3.1 General

As announced on 23 April 2013, the Company has restructured its Entitlement Issue, the terms of which are set out in the explanatory wording for Resolution 2.

In consideration for its appointment as lead manager and underwriter to the Entitlement Issue, Cygnet will be entitled to a 5% capital raising fee and 1% management fee calculated on total funds raised under the Entitlements Issue. At Cygnet's election, those fees can be taken as cash or converted to Shares and free attaching Options on the same terms as those offered pursuant to the Entitlement Issue, including a free attaching Option on the same terms as the New Options, exercisable at 5 cents on or before 30 June 2015, on the basis of one New Option for every two New Shares issued.

The total funds to be raised pursuant to the Entitlement Issue will be \$2,127,141 and therefore Cygnet will be entitled to a cash fee of approximately \$127,628. If Cygnet elects to convert this fee to equity, it will be entitled to be issued up to 5,105,120 New Shares and up to 2,552,560 New Options.

Resolution 3 seeks Shareholder approval to issue the abovementioned Shares and Options pursuant to ASX Listing Rule 7.1.

A summary of ASX Listing Rule 7.1 is set out in Section 1.1 above.

The effect of Resolution 3 will be to allow the Directors to grant the Shares and Options pursuant to Resolution 3 during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

3.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the maximum number of New Shares and New Options to be issued is up to 5,105,120 New Shares and up to 2,552,560 New Options;
- (b) the Shares and Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is proposed that the Shares and Options will be allotted on one date (on or about the date of completion of the Entitlement Issue);
- (c) the Shares and Options will be issued for nil cash consideration as they will be issued in consideration for management and underwriting services in relation to the Entitlement Issue;
- (d) the Shares and Options will be issued to Cygnet Capital Pty Ltd (or its nominee), who is not a related party of the Company;
- (e) the Shares will be fully paid ordinary shares in the capital of the Company and issued on the same terms and conditions as the Company's existing Shares and the Options will be issued on the terms and conditions set out in Schedule 1; and

- (f) no funds will be raised from the issue as they are being issued in consideration for the provision of services.

Schedule 1 to the Notice of Meeting is deleted and replaced with the following, to effect a change in the exercise price to 5 cents per Option:

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

(a) Exercise Price

The exercise price of each Option is 5 cents.

(b) Entitlement

Each Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company.

(c) Option Period

The Options will expire at 5.00pm WST on 30 June 2015. Subject to clause (g), Options may be exercised at any time prior to the expiry date and Options not so exercised shall automatically expire on the expiry date.

(d) Ranking of Share Allotted on Exercise of Option

Each Share allotted as a result of the exercise of any Option will, subject to the Constitution of the Company, rank in all respects *pari passu* with the existing Shares in the capital of the Company on issue at the date of allotment.

(e) Voting

A registered owner of an Option (**Option Holder**) will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being an Option Holder, a member of the Company.

(f) Transfer of an Option

Options are transferable at any time prior to the expiry date. This right is subject to any restrictions on the transfer of Options that may be imposed by the ASX in circumstances where the Company is listed on the ASX.

(g) Method of Exercise of an Option

- (i) The Company will provide to each Option Holder a notice that is to be completed when exercising the Options (**Notice of Exercise of Options**). Options may be exercised by the Option Holder by completing the Notice of Exercise of Options and forwarding the same to the Company Secretary to be received prior to the expiry date. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of ordinary Shares in the capital of the Company to be allotted; which number of Options must be a multiple of 2,500 if only part of the Option Holder's total Options are exercised, or if the total number of Options held by an Option Holder is less than 2,500, then the total of all Options held by that Option Holder must be exercised.
- (ii) The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of 5 cents (\$0.05) per Share.

- (iii) Subject to paragraph (g)(i) above, the exercise of less than all of an Option Holder's Options will not prevent the Option Holder from exercising the whole or any part of the balance of the Option Holder's entitlement under the Option Holder's remaining Options.
- (iv) Within 14 days from the date the Option Holder properly exercises options held by the Option Holder, the Company shall issue and allot to the Option Holder that number of Shares in the capital of the Company so subscribed for by the Option Holder.
- (v) If the Company is listed on the ASX, the Company will within 3 business days from the date of issue and allotment of Shares pursuant to the exercise of an Option, apply to the ASX for, and use its best endeavours to obtain, Official Quotation of all such Shares, in accordance with the Corporations Act and the Listing Rules of the ASX.
- (vi) The Company will generally comply with the requirements of the Listing Rules in relation to the timetables imposed when quoted Options are due to expire. Where there shall be any inconsistency between the timetables outlined herein regarding the expiry of the Options and the timetable outlined in the Listing Rules, the timetable outlined in the Listing Rules shall apply.

(h) ASX Listing

The Company will apply for Quotation of the Options on the ASX.

(i) Reconstruction

In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option Holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.

(j) Participation in New Share Issues

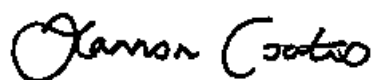
There are no participating rights or entitlements inherent in the Options and the Option Holder will not be entitled to participate in any new issues of capital which may be made or offered by the Company to its Shareholders from time to time prior to the expiry date unless and until the Options are exercised. The Company will ensure that during the exercise period, the record date for the purposes of determining entitlements to any new such issue, will be at least six (6) business days after such new issues are announced (or such other date if required under the Listing Rules) in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder.

(k) No Change of Options' Exercise Price or Number of Underlying Shares

Subject to clause (i), there are no rights to change the exercise price of the Options or the number of underlying Shares

DATED 26 APRIL 2013

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Shannon Coates', written in a cursive style.

Ms Shannon Coates
Company Secretary
Mining Group Limited

Enquiries: Shareholders are required to contact the Company Secretary, Ms Shannon Coates, on +61 8 9322 4328 if they have any queries in respect of the matters set out in this Addendum to the Notice of Meeting.