

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

MINING PROJECTS GROUP LIMITED

ABN

84 006 189 331

We (the entity) give ASX the following information.

Part 1 - All issues

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

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | (a) Ordinary Shares
(b) New Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 105,289,176 Ordinary Shares
(b) 105,289,176 New Options |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | (a) Fully paid Ordinary Shares
(b) Options with an expiry date of 30 November 2014 and exercise price of 1.5 cents each to acquire, upon exercise, one ordinary share. |

4	Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	(a) The ordinary shares will rank equally with current quoted ordinary shares from the date of allotment. (b) The New Options are a proposed new class of options. Shares issued on the exercise of the New Options will be ordinary shares that will rank equally with the then current quoted ordinary shares from the date of issue.											
5	Issue price or consideration	(a) 1 cent per share (b) Nil per option, free-attaching											
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issue pursuant to an underwritten non-renounceable rights issue of: ▪ 4 new Shares for every 5 ordinary shares held; and ▪ 1 New Option for every 1 New Share subscribed under the rights issue.											
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	7 August 2012											
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable)	<table><thead><tr><th>Number</th><th>⁺Class</th></tr></thead><tbody><tr><td>236,900,646</td><td>Ordinary Shares</td></tr><tr><td>59,616,588</td><td>(MPJO) Options with an expiry date of 28 February 2013 and exercise price of 2 cents each to acquire, upon exercise, one ordinary share and one further option which further option shall be exercisable at 3 cents on, or before, 28 February 2014.</td></tr><tr><td>41,299,175</td><td>(MPJOA) Options to acquire ordinary shares with an expiry date of 6 July 2014 and an exercise price of 10 cents.</td></tr><tr><td>105,289,176</td><td>New Options to acquire ordinary shares with an expiry date of 30 November 2014 and an exercise price of 1.5 cents (\$0.015).</td></tr></tbody></table>	Number	⁺ Class	236,900,646	Ordinary Shares	59,616,588	(MPJO) Options with an expiry date of 28 February 2013 and exercise price of 2 cents each to acquire, upon exercise, one ordinary share and one further option which further option shall be exercisable at 3 cents on, or before, 28 February 2014.	41,299,175	(MPJOA) Options to acquire ordinary shares with an expiry date of 6 July 2014 and an exercise price of 10 cents.	105,289,176	New Options to acquire ordinary shares with an expiry date of 30 November 2014 and an exercise price of 1.5 cents (\$0.015).	
Number	⁺ Class												
236,900,646	Ordinary Shares												
59,616,588	(MPJO) Options with an expiry date of 28 February 2013 and exercise price of 2 cents each to acquire, upon exercise, one ordinary share and one further option which further option shall be exercisable at 3 cents on, or before, 28 February 2014.												
41,299,175	(MPJOA) Options to acquire ordinary shares with an expiry date of 6 July 2014 and an exercise price of 10 cents.												
105,289,176	New Options to acquire ordinary shares with an expiry date of 30 November 2014 and an exercise price of 1.5 cents (\$0.015).												

⁺ See chapter 19 for defined terms.

		Number	+ Class
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	400,000	(MPJAI) Options to acquire ordinary shares with an expiry date of 5 October 2015 and an exercise price of 10 cents.
		500,000	(MPJAI) Options to acquire ordinary shares with an expiry date of 5 October 2015 and an exercise price of 25 cents.
		500,000	(MPJAI) Options to acquire ordinary shares with an expiry date of 5 October 2015 and an exercise price of 50 cents.
		20,000	(MPJAK) Options to acquire ordinary shares with an expiry date of 28 February 2014 and an exercise price of 3 cents (\$0.03).
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-Renounceable Rights Issue
13	Ratio in which the +securities will be offered	Four (4) new shares for every five (5) shares held
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	11 July 2012
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	All countries other than Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	27 July 2012
20	Names of any underwriters	Peregrine Corporate Limited [ABN 40 062 478 997]
21	Amount of any underwriting fee or commission	Underwriting fee of 6% of the total underwritten amount, being \$63,174.
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A

+ See chapter 19 for defined terms.

25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	13 July 2012
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	3 July 2012
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	7 August 2012

Part 3 - Quotation of securities

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

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders **[TO BE PROVIDED AFTER CLOSING AND ALLOTMENT]**

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over **[TO BE PROVIDED AFTER CLOSING AND ALLOTMENT]**

37 ☐ A copy of any trust deed for the additional +securities [Not applicable]

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)**[NOT APPLICABLE]**

38 Number of securities for which
+quotation is sought

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39 Class of +securities for which
quotation is sought

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

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

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

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41 Reason for request for quotation
now

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

(if issued upon conversion of
another security, clearly identify that
other security)

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42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	Number	+Class

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Director & Company Secretary

Date: Tuesday, 3rd July 2012

Print name:

Phillip Hains

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+ See chapter 19 for defined terms.