



NOTICE OF ANNUAL GENERAL MEETING

This Document contains: -

- **EXPLANATORY STATEMENT**
- **PROXY FORM**

for the Annual General Meeting of the Company

DATE OF MEETING: Friday 21st November 2008

TIME OF MEETING: 10.00AM (SYDNEY TIME)

**PLACE OF MEETING: York Conference and Function Centre,
Anzac Room, Level 2, 99 York St, Sydney NSW**

PROXY INFORMATION

The proxy form must be completed and lodged with the Company Secretary at:

Integrated Investment Group Limited
Level 3, Suite 305, 10-12 Clarke Street
Crows Nest NSW 2065
Facsimile (02) 9929 8591

not less than two (2) clear business days (48 hours) before the time appointed for holding of the Annual General Meeting.

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his or her stead. A proxy need not be a member of the Company.

If a member wishes to direct a proxy how to vote, an "X" should be inserted in the appropriate space against each resolution to be proposed at the meeting, otherwise the proxy may vote as he or she thinks fit or may abstain from voting.

The form must be signed personally by the member or by his or her attorney. A corporation must sign under its Constitution.

Where the form is signed by an attorney, a copy of the relative Power of Attorney, if not previously exhibited to the Company, must be produced at the address stated above not less than forty eight (48) hours before the time appointed for holding the Annual General Meeting.

Documents may be lodged by post or facsimile to the address or facsimile number stated above.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Company will be held on Friday 21st November, 2008 (Sydney time) at York Conference and Function Centre, Anzac Room, Level 2, 99 York St, Sydney in the State of New South Wales.

AGENDA

ORDINARY BUSINESS

1. ANNUAL FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Directors' Report, Financial Statements and Auditor's Report for the year ended 30 June 2008.

2. ELECTION OF DIRECTOR – MR RICHARD DANIELL (Resolution 1)

To consider and, if thought fit, approve the following as an ordinary resolution of the Company:

That Mr Richard Daniell who retires in accordance with Article 17 of the Company's Constitution and being eligible offers himself for re-election as a Director.

3. REMUNERATION REPORT (Resolution 2)

To consider, and if thought fit, approve the following as an ordinary resolution of the Company:

That the remuneration Report of the Company for the financial year ended 30th June 2007 be adopted.

SPECIAL BUSINESS

1. CHANGE OF CLASSIFICATION OF THE COMPANY (Resolution 3)

To consider and, if thought fit, approve the following as an ordinary resolution of the Company:

That the main business of the Company change from that of a diversified investment company to a resources company engaged in mining exploration, and that the Company apply to Standard & Poors to change its classification from that of a diversified investment company to a diversified metals and mining company in the Resources Sector.

2. CHANGE OF NAME (Resolution 4)

To consider and, if thought fit, approve the following as an Special resolution of the Company:

That the name of the Company be changed from "Integrated Investment Group Limited" to "Integrated Resources Group Limited".

Dated this 21st day of October 2008

BY ORDER OF THE BOARD



John Smith
Company Secretary

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum forms part of a Notice convening an Annual General Meeting of shareholders of the Company to be held on 21st November, 2008.

This Explanatory Memorandum has been prepared to assist Shareholders to consider the Resolutions set out in the Notice of Annual General Meeting. This Explanatory Memorandum is an important document and, should be read carefully and in full.

If you have any questions regarding the matters set out in the Explanatory Memorandum or the Notice of Meeting, please contact the Company, your financial advisor, stockbroker, solicitor or other professional advisor.

ANNUAL FINANCIAL STATEMENTS AND REPORTS

This is a standard presentation for an Annual General Meeting and no further comment is made about it in this Explanatory Memorandum.

RESOLUTION 1 – APPOINTMENT OF DIRECTOR – MR RICHARD DANIELL

Mr Richard Daniell was appointed as a Director of the Company on 22 October, 2004. In accordance with Article 17 of the Company's Constitution Mr Daniell is obliged to retire, and being eligible, offers himself for re-election as a Director.

RESOLUTION 2 – REMUNERATION REPORT

At the Annual General Meeting, Shareholders will be asked to adopt the Remuneration Report of the Company for the financial year ended 30th June 2008. Shareholders will be asked to vote on the adoption of the Remuneration Report. However, in accordance with the Corporations Act, the vote on the Resolution is advisory only and does not bind the Directors or the Company.

RESOLUTION 3 – CHANGE OF CLASSIFICATION OF THE COMPANY

Background

The Company's Shares were first listed on ASX in December 1999. The Company is currently regarded as a diversified investment company which, over time, has held a diversified investment portfolio including interests in a range of different activities.

During the period from mid 2004 until December 2005, the Company divested itself of its various interests. That divestment program was followed by a capital return to Shareholders during March 2006. As a consequence, trading of the Company's Shares on ASX was suspended from 7 March 2006.

The Company was informed by ASX that the suspension of the quotation of the Company's Shares would be lifted subject to the satisfaction of certain requirements of ASX including, in particular:

- approval by Shareholders of the investments which the Company proposed to undertake;
- completion of a capital raising; and
- the Company satisfying ASX's spread requirements.

At the Annual General Meeting of the Company held on 19 December 2006 Shareholders approved an issue of 250 million Shares to raise \$1,500,000. In the Explanatory Statement issued by the Company in connection with that AGM, the Company indicated that the Directors of the Company intended to continue to investigate other investment opportunities which would include areas such as manufacture, technology and the resource industry. Shareholders would be kept informed of the Company's investments through the ASX announcements platform.

Following that AGM, the Company issued a Prospectus to raise \$1,500,000 through the issue of a further 250,000,000 Shares. That issue was successfully undertaken, and following application to ASX, suspension of the quotation of the Company's Shares was lifted and trading in the Company's Shares on ASX recommenced on 28th February 2007.

In the Prospectus the Company stated that it would invest in media content management, travel and tourism and biotechnology and pharmaceuticals and would continue to investigate other sectors of potential investment including investment in areas such as manufacture, technology and resources.

Consistent with the Company's Prospectus, the Company invested in, and currently continues to hold, the securities of publicly traded equities in media, tourism and pharmaceuticals. In the Chairman's Report to Shareholders included in the Company's 2007 Annual Report, the Company said that it had explored many investment opportunities across a wide selection of industries as well as a range of mineral investments. The Company reported that subsequent to 30 June 2007, it had invested in an option to acquire Lionel Diggings, an unexplored and potential high grade gold resource in North Queensland.

Exploration Activities

In August 2007, the Company secured a 100% interest in the under-explored historic Lionel Diggings gold prospect and engaged in a drilling program to explore the mine's prospects which identified a gold/silver bearing, shallow dipping, sheeted vein system and the potential for an open pit gold mine.

EXPLANATORY MEMORANDUM

The Company, together with its consultant geologists, has reviewed some 50 resource tenements during the course of the current year. The Company is in varying stages of negotiations on other potentially high grade gold and mineral projects. The Company's objective is to concentrate on a small number of well researched and under-utilised, mid-sized and potentially high grade resource mining leases and exploration tenements.

On 2 September 2008, the Company announced that it had made an application for an exploration license over the historic Lyndon Station Gold Mine in Western Australia. The Company is currently working through the application process with the Western Australian Department of Industry and Resources and expects the license to be granted in the near future. This particular gold mine is located over a quartz vein system.

These mining exploration activities have been announced through the ASX Announcements Platform so that the market and the Company's Shareholders have at all times been kept fully informed of the Company's activities.

The Company's activities in relation to mining exploration have been clearly foreshadowed and investors have been given every opportunity to understand the Company's business strategy and to debate its activities. In particular, as mentioned above, Shareholders were informed in connection with the Company's Annual General Meeting held in 2006 that its investment activities may include resources. In the Company's Prospectus issued in December 2006 the Directors indicated their intention to continue to investigate various investment opportunities which included the resource industry. In the Chairman's Report accompanying the 2007 Annual Report, Shareholders were told about the Company's investment in Lionel Diggings and a statement was made that "your Board sees this as an exciting opportunity to enter the resource sector and extract value for Shareholders". Shareholders have been regularly updated about the Company's mining exploration activities by way of announcements through the ASX Announcements Platform.

On 12th September 2008, the Company's Board of Directors met and resolved:

That at the next Annual General Meeting of Shareholders, an ordinary resolution be put to the Shareholders of the Company, that the main business of the Company change from that of a diversified investment company to a resources company engaged in mining exploration. If such ordinary resolution is approved by Shareholders then the Company apply to Standard & Poors to change its classification from that of a diversified investment company to a diversified metals and mining company in the Resources Sector.

Modification of Main Business

The Company's Directors believe that the best interests of the Company and its Shareholders will be served by the Company continuing to investigate mining prospects and increasing its focus on mining exploration in preference to its other varied activities.

For this reason, the Company's Directors resolved to seek Shareholder approval to formally change the Company's main business activities from that of a diversified investment company to that of a resources company engaged in mining exploration, and to apply to Standard & Poors to change its classification from that of a diversified investment company to a diversified metals and mining company in the resource sector.

ASX Requirements

Notwithstanding resolutions 3 and 4 of the Notice of Meeting, ASX Limited ("ASX") has advised the Company that it reserves the right to apply listing rule 11.1.3 to any future and significant change in nature and scale of the operations of the Company. A significant change in scale may be caused by, amongst other things, a significant acquisition or capital raising conducted by the Company in connection with its new direction.

This means that the Company may be required to satisfy the requirements of Chapters 1 and 2 of the listing rules (*as if it were a new listing to the official list of ASX*) if ASX forms the view that, a particular acquisition or transaction for instance, required the application of listing rule 11.1.3. The Company's securities would be suspended from official quotation until it satisfied the requirements contained in Chapters 1 and 2 of the listing rules.

The ASX will be asked by the Company to consider the application of listing rule 11.1.3 to all significant acquisitions and transactions that the Company may in the future consider. The Company currently has no plans for such an acquisition but will continue to evaluate and investigate possible acquisition opportunities in the resources sector.

RESOLUTION 4 – CHANGE OF NAME OF THE COMPANY

If Shareholders approve the proposed change of activities of the Company, then the Company's Directors consider that the name of the Company should be changed from Integrated Investment Group Limited to Integrated Resources Group Limited to more clearly describe the nature of the Company's future activities.

PROXY FORM

The Secretary,
 Integrated Investment Group Limited (ACN 080 939 135)
 Level 3, Suite 305, 10-12 Clarke Street
 Crows Nest NSW 2065
 Facsimile (02) 9929 8591

I (the undersigned)..... of
 (FULL NAME) (ADDRESS)

being a member of Integrated Investment Group Limited ACN 080 939 135 hereby appoint:

..... of
 (FULL NAME) (ADDRESS)

or, failing him, the Chairman of the Meeting as my proxy to attend and exercise% of my votes on my behalf at the Annual General Meeting of the Company to be held on Friday 21 November 2008 and at any adjournment thereof.

The Chairman advises that it is his intention to vote in favour of the Resolutions as set out in the Notice of Meeting in respect of any undirected proxies which may be granted in favour of the Chairman. This proxy is to be used as follows in relation to the resolutions to be proposed at the meeting:

| RESOLUTION | FOR | AGAINST | ABSTAIN |
|---|------------|----------------|----------------|
| Ordinary Business | | | |
| 1. Election of Director - Mr Rick Daniell. | [] | [] | [] |
| 2. Remuneration Report. | [] | [] | [] |
| Special Business | | | |
| 3. Change of classification of the Company. | [] | [] | [] |
| 4. Change of Name of the Company. | [] | [] | [] |

NOTE: IF YOU HAVE NOT COMPLETED VOTING INSTRUCTIONS – PLEASE READ BELOW

If you do not wish to direct your proxy how to vote, please place a mark in the box [].

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

If two proxies are being appointed, the proportion of voting rights this proxy is appointed to represent is%.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete One)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the Corporations Act 2001 (Cwlth).