

## NOTICE OF MEETING

**DATE OF MEETING: 29TH APRIL 2011**

**TIME OF MEETING: 10:00AM (SYDNEY TIME)**

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

Notice is hereby given that a General Meeting of the Shareholders of Integrated Resources Group Limited (**Company**) will be held at 10am on 29th April 2011, at York Conference and Function Centre, Anzac Room, level 2, 99 York Street, Sydney NSW for the purpose of considering and, if thought fit, passing the following ordinary resolution:

### **Issue of Equity Performance Rights**

That approval be given for the grant by the Company to John Richards (**JR**), of Equity Performance Rights (**EPRs**) in accordance with and on the basis described in the Explanatory Statement included with the Notice of this Meeting.

### **Voting Exclusion Statement**

A vote may not be cast on the proposed resolution by JR and any associate of JR.

The Company will disregard any votes cast on the resolution by JR and any associate of JR. However, the Company need not disregard a vote if:

- 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.

By order of the Board.



John Smith  
Company Secretary  
25th March 2011

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# INTEGRATED RESOURCES

GROUP LIMITED

## EXPLANATORY MEMORANDUM

Approval of Shareholders is sought for the grant to John Richards (**JR**) (who has recently been appointed as a director of the Company) of up to seven million Equity Performance Rights (**EPRs**). EPRs will be issued to JR for no consideration within thirty days following approval by Shareholders of the resolution approving the grant of the EPRs (**Resolution**).

The Directors of the Company propose to issue the EPRs to JR so that he can share in the future growth of the Company. The Directors believe that the EPRs will link JR's rewards with the strategic long term goals and performance of the Company, and with the maximization of total Shareholder wealth.

Each EPR requires the Company to allot and issue to JR an ordinary share in the Company (**IRG Share**) for no consideration, if the performance hurdles referred to below and the other conditions to which the EPRs are subject are met (**Vesting Conditions**). In the meantime, EPRs do not confer the right to vote or to receive dividends.

The EPRs expire on the fifth anniversary of the passing of the Resolution. If prior to such expiry the share price of the IRG Shares reach the Hurdle Price in column I of the Table below, then within five days thereafter, the Company will allot and issue to JR the number of IRG Shares (credited as fully paid up) in column II, opposite the relevant Share Price Hurdle. Such IRG Shares will have the value set out in column III in the Table. Those IRG Shares will rank equally with the other IRG Shares in the Company:

<b>I Hurdle Price/Share</b>	<b>II Number of Shares Granted</b>	<b>III Future Value</b>
\$0.02	2,000,000	\$40,000
\$0.03	2,000,000	\$60,000
\$0.05	3,000,000	\$150,000
	<b>Total:</b>	<b><u>\$250,000</u></b>

The issue of IRG Shares derived from EPRs will only take place if JR is a director of the Company at the time that each Hurdle Price is achieved. If JR ceases to be a director of the Company, then all remaining EPRs automatically lapse.

A Share Price Hurdle will only be achieved if the volume weighted average price (rounded to two decimal places) of IRG Shares during any 10 successive Trading Days, arrived at by dividing the aggregate of the total value of trades in IRG Shares on such Trading Days, by the number of IRG Shares so traded. For that purpose, a Trading Day means a day on which the Australian Stock Exchange Limited (**ASX**) is open for trading.

The EPRs will be personal to JR, will not be transferable and may not be encumbered.

In the event of a re-organisation of the issued share capital of the Company, the number of EPRs and the number of IRG Shares to which JR will become entitled if the Vesting Conditions are met will be adjusted so that JR will not receive a benefit or be subject to a disadvantage which might otherwise arise but for such adjustment. The adjustment shall take place in a manner which is consistent with the ASX Listing Rules and otherwise as the Board of Directors of the Company directs.

The Directors of the Company (other than JR) unanimously recommend that Shareholders approve the resolution. JR, who has a material personal interest in the resolution, has abstained from making a recommendation.

# PROXY FORM

The Secretary,  
Integrated Resources Group Limited (ACN 080 939 135)  
Level 11, 54 Miller Street  
North Sydney NSW 2060  
Facsimile (02) 9929 8591

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

being a member of Integrated Resources 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 Extraordinary General Meeting of shareholders of the Company to be held on 29th April, 2011 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:

## RESOLUTIONS

**FOR    AGAINST    ABSTAIN**

### Ordinary Business

1. Approval of placement of shares to John Richards as per the explanatory memorandum attached to the notice of this meeting.    [   ]    [   ]    [   ]

### 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 this 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 resolutions and votes cast by him other than as 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

Security Holder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Security Holder 2 (Individual)

Director/Company Secretary (Delete One)

Joint Security Holder 3 (Individual)

Director

This form should be signed by the security holder. If a joint holding, either security holder may sign. If signed by the security holder'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 security holder's constitution and the Corporations Act 2001 (Cwlth).

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## **PROXIES**

A member who is entitled to attend and vote at the General Meeting is entitled to appoint not more than two persons to attend and vote in their stead. A proxy need not be a member of the Company. A proxy form and a reply paid envelope are included for Shareholders together with this Notice of Meeting.

The proxy form must be completed and lodged not less than two business days before the time appointed for the holding of the meeting, by post, delivery or fax to the Company at:

Level 11, 54 Miller Street,  
North Sydney NSW 2060  
Facsimile: (02) 9929 8591

If a member wishes to direct the proxy how to vote, then an "X" should be inserted in the space against the resolution to be considered at the Meeting, otherwise the proxy may vote as the proxy thinks fit, or may abstain from voting.

The proxy form must be signed personally by the member or by their attorney. A corporation must sign in accordance with its constitution. If the proxy form is signed by an attorney then a copy of the relevant power of attorney (if not previously exhibited to the Company) must be produced at the above address not less than two business days before the time appointed for the Meeting.

### **Corporate representatives**

A corporate shareholder may appoint a person to act as its representative at the Meeting. Any such person should be provided with written authority (executed in accordance with the appointor's constitution) or with a copy of a resolution appointing the representative.

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