

NOTICE OF MEETING

Notice is hereby given that a General Meeting of the shareholders of Integrated Resources Group Limited ("Company") will be held at 10:00am on Friday 23 April 2010, 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 resolutions, as ordinary resolutions.

1. Approval of placement

That the issue on 19 March 2010, of 30 million fully paid ordinary shares in the Company at \$0.013 per share, together with one free option for each such share, being a total of 30 million options, exercisable at \$0.02 per share, at any time until 31 March 2013, is ratified for the purposes of ASX Listing Rule 7.4. The terms and conditions applicable to those shares and options are described in the Explanatory Memorandum which is included in this Notice of Meeting.

2. Approval of proposed issue

That, for the purpose of ASX Listing Rule 7.1, the Company approves the proposed issue of a further 40 million fully paid ordinary shares in the company at \$0.013 per share, together with one free option for each such share, being a total of 40 million further options, exercisable at \$0.02 per share, at any time until 31 March 2013. The terms and conditions applicable to those shares and options are described in the Explanatory Memorandum, which is included in this Notice of Meeting.

3. Voting exclusion statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on the above resolutions, by any person who participated in the issue referred to in Resolution 1 or who may participate in the proposed issue referred to in Resolution 2, and any associates of those persons. However, the Company need not disregard a vote if:

- 3.1. 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
- 3.2. 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
23 March 2010

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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 is 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 appropriate space against each 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.

EXPLANATORY MEMORANDUM

Background

On 3 March 2010, offers closed for the Company's Share Purchase Plan (SPP) in terms of which each of the shareholders of the Company were given the opportunity to subscribe for up to \$10,000 worth of new shares in the Company at an issue price of \$0.013 per share. The SPP was for a maximum of 119,472,400 shares which would have enabled the Company to raise approximately \$1,553,000. In the result, the Company received application pursuant to the SPP for 22,684,641 shares raising a total of \$294,900.

The Company indicated that it would use the funds raised from the SPP to establish drill targets, to commence drilling and for the Company's working capital requirements. As insufficient funds were raised pursuant to the SPP to meet the Company's abovementioned purposes, the Board has determined that it is in the interests of the Company to undertake the share placements which are the subject of this Notice of Meeting.

Tranches

The Share Placements referred to in Resolutions 1 and 2 are referred to in this Explanatory Memorandum as Tranches 1 and 2 respectively. Tranche 1 refers to the shares and options issued by the Company on 19 March 2010, which are the subject of Resolution 1. Tranche 2 refers to the proposed issue of a further 40 million fully paid ordinary shares and attaching options which the Company proposes to issue on or about 26 April 2010, subject to approval by shareholders in terms of Resolution 2.

Number of securities

30 million shares together with 30 million attaching option were issued by the Company for the purpose of Tranche 1 on 19 March 2010.

The Company proposes to issue a further 40 million shares, and 40 million attaching options for the purpose of Tranche 2, subject to shareholder approval in terms of resolution 2.

Dates

The shares and options which are the subject of Resolution 1 were issued on 19 March 2010.

If shareholders approve Resolution 2 then the Company proposes to issue the shares and options which are the subject of Resolution 2 on or about 26 April 2010.

Issue price

The issue price (which is payable in full) in respect of all of the shares which are the subject of Tranches 1 and 2 is \$0.013 per share. The options are issued for no consideration. The exercise price in respect of all of the options which are the subject of Tranches 1 and 2 is \$0.02 per share.

Allottees

The persons to whom shares and options have been and will be allotted pursuant to Tranches 1 and 2 (the same persons participate in each Tranche) are clients of Veritas Securities Limited, who satisfy the requirements under the Corporations Act, for this investment.

Terms applicable to shares

All of the shares which are the subject of Tranches 1 and 2 are ordinary shares which will be fully paid and will rank equally in all respects with all of the other issued ordinary shares in the share capital of the Company from the time of issue.

Terms applicable to the options

Each option will entitle the option holder at any time on or before 31 March 2013, by exercising the option, to subscribe for one ordinary share in the Company at a subscription price of \$0.02 per share payable in full upon exercise of the option. Those shares will rank equally with the other issued ordinary shares in the Company from the time of issue. The detailed terms and conditions which apply to the options is set out in the Appendix at the end of this Explanatory Memorandum.

Use of funds

The Company expects to raise a total of \$910,000 pursuant to the abovementioned share placements. If all of the options which will be issued simultaneously with the share placements are exercised then, this will result in the Company raising a further \$1,400,000.

The funds raised by the company pursuant to the issue of the shares and options (if exercised) will be applied to working capital and to accelerate gold exploration on the Company's 100% owned Lyndon Station Gold Tenements.

The immediate program for Lyndon Station following the above successful capital raisings will be as follows:

- Drilling of Lyndon Station Mine and Eric's Find prospects after detailed mapping
- Location and sampling of the unlocated prospects followed by drilling if warranted
- Further sampling around Government Well and at Thirty Bob Well South
- Reconnaissance sampling of surrounding covered areas using the geochemical signature recognized, and
- Further exploration of the hydrothermal system north of the Lyndon Station Mine (the skarn).

This works program is subject to prevailing weather conditions, statutory requirements and the availability of drilling rigs at commercial rates. The above program is expected to be completed in the second quarter of calendar 2010.

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APPENDIX

INTEGRATED RESOURCES GROUP LIMITED ("Company") OPTION TERMS AND CONDITIONS

1. Entitlement

Each Option entitles the option holder to subscribe for one ordinary fully paid share in the capital of the Company at a subscription price of \$0.002 per share.

2. Exercise

The Options must be exercised by no later than 31 March 2013 by written notice to the Company which must be accompanied by payment in full of the subscription price for all shares in respect of which the Options are exercised. Options which are not exercised by 31 March 2013 lapse.

3. No listing

None of the Options will be listed for quotation on ASX.

4. Reorganisation

In the event of a reorganisation of the capital of the Company, the rights of the Options holders will be changed to the extent necessary to comply with the ASX Listing Rules applying to reorganisation of capital at the time of such reorganisation.

5. Non participation

Option holders cannot participate in new issues of shares without exercising their Options.

6. No changes

Neither the option exercise price nor the number of shares in respect of which the Options may be exercised can be changed except as provided in these terms and conditions.

7. Pro rata issues

If there is a pro rata issue (except a bonus issue) to the holders of the ordinary shares in the company, the exercise price of an Option may be reduced according to the formula set out in ASX Listing Rule 6.22.2.

8. Bonus issues

If there is a bonus issue to the holders of the ordinary shares, the number of shares over which the Options are exercisable may be increased by the number of shares which the holder of the Option would have received, if the Option had been exercised before the record date for the bonus issue.

9. Other changes

Save as provided in these terms and conditions, the rights attaching to the Options may not be changed except as expressly permitted by the provisions set out in the ASX Listing Rules.

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 General Meeting of the Company to be held on Friday 23rd April, 2010 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 30 million shares with 30 million attaching options. [] [] []
2. Approval of issue of 40 million shares with 40 million attaching options. [] [] []

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.

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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