

INTEGRATED RESOURCES GROUP LIMITED
ACN 080 939 135

NON-REOUNCEABLE RIGHTS ISSUE
OFFER MEMORANDUM

For a pro- rata non-renounceable rights issue of one (1) New Share for every Share held by Shareholders on the Record Date at an issue price of \$0.002 per New Share to raise up to \$1,008,500 before costs (**Offer**)

The Offer is partially underwritten to the amount of \$175,000.

CLOSING DATE: 5.00pm Sydney time on 15 August 2012, unless extended or withdrawn

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO HOW TO DEAL WITH THIS DOCUMENT, YOU SHOULD CONSULT YOUR FINANCIAL, LEGAL OR OTHER PROFESSIONAL ADVISER. THE NEW SHARES OFFERED UNDER THIS DOCUMENT SHOULD BE CONSIDERED AS SPECULATIVE.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OF AMERICA OR TO U.S. PERSONS.

IMPORTANT NOTICES

This Offer Document is dated 18 July 2012.

The Offer is made in accordance with section 708AA of the Corporations Act. This Offer Memorandum is not a prospectus. It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered by this document. The information in this Offer Memorandum does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs. This Offer Memorandum should be read in its entirety before you decide to participate in the Offer.

No person is authorised to give any information or to make any representation in connection with Integrated Resources Group Limited ACN 080 939 135 (**IRG** or **Company**) or the Offer which is not contained in this Offer Memorandum. Any such information or representation not so contained may not be relied on as having been authorised by IRG or any of its directors or officers.

Forward Looking Statements

This Offer Memorandum includes forward looking statements that have been based on current expectations about future acts, events and circumstances. These forward looking statements are, however, subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in such forward looking statements. These factors include, among other things, commercial and other risks associated with the meeting of objectives and other investment considerations, as well as other matters not yet known to the Company or not currently considered material by the Company.

Not an Offer in Certain Jurisdictions

No offer is made by this Offer Memorandum in any jurisdiction outside of Australia and New Zealand. The distribution of this Offer Memorandum within jurisdictions outside Australia and New Zealand may be restricted by law and persons into whose possession this Offer Memorandum comes should inform themselves about and observe any such restrictions.

No responsibility for contents of Offer Memorandum

To the maximum extent permitted by law, no representation, warranty or undertaking, express or implied, is made and, to the maximum extent permitted by law, no responsibility or liability is accepted by IRG or any of its officers, employees, agents or advisers or any other person as to the adequacy, accuracy, completeness or reasonableness of this Offer Memorandum. To the maximum extent permitted by law, no responsibility for any errors in or omissions from this Offer Memorandum whether arising out of negligence or otherwise is accepted.

Privacy Act

If you complete an application for New Shares, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Offer Memorandum.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASTC Settlement Operating Rules. You should note that if you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your application.

Defined Terms

Terms used in this Offer Memorandum are defined in Section 7.

CORPORATE DIRECTORY

Directors

Mr Timothy Moore – Chairman
Mr Glenn Parker – Non-executive Director
Mr John Richards – Non-executive Director

Auditor

Duncan Dovico
90 Arthur Street
North Sydney, NSW 2060

Secretary

Mr John Smith

Registered Office

Suite 2003, Level 20,
109 Pitt Street
Sydney NSW 2000

Telephone: +61 2 9962 8053

Facsimile: +61 2 9475 1060

E-mail: info@integratedresources.com.au

Web: www.integratedresources.com.au

Share Registrar

Link Market Services Limited
Level 12, 680 George Street
Sydney, NSW 2000

CHAIRMAN'S LETTER

18 July 2012

Dear Shareholder,

On behalf of the directors of Integrated Resources Group Limited (**IRG**), I am pleased to invite you to participate in a partially underwritten pro-rata non-renounceable rights issue of up to 504,249,664 New Shares in total (based on IRG's undiluted share capital without taking into account the impact of rounding) to raise up to \$1,008,500 (before costs).

The rights issue offers you the right to take up one (1) New Share for every Share you hold as at 5.00pm Sydney time on 26 July 2012 at an issue price of \$0.002 per New Share (**Offer**).

The Offer has been partially underwritten by each of the directors of IRG, being Timothy Moore, Glenn Parker and John Richards, Company Secretary John Smith and a sophisticated investor, to a total amount of \$175,000. Details of the underwriting are included in this Offer Memorandum.

The underwritten amount is considered to be the minimum amount required to fund administration and related costs over a 12 month period and assumes that fees to Directors and Officers, which have not been paid since February 2012 to conserve funds, continue to be accrued.

The amount raised above the underwritten level will be applied to exploration at the Lyndon prospect as described in the ASX announcement released on 18 July 2012 and to a continuation of IRG's search for new exploration properties.

This Offer Memorandum sets out the details of the Offer. You are encouraged to read this Offer Memorandum and the accompanying Entitlement and Acceptance Form in full. To accept your invitation to subscribe for the New Shares under this Offer please use the personalised Entitlement and Acceptance Form accompanying this Offer Memorandum. If you have any queries in relation to the Offer, you should consult your stockbroker or other professional adviser.

Yours sincerely,

Timothy J Moore
Chairman

KEY DATES

The indicative timetable for the Offer is as follows:

EVENT	DATE
Announcement of Rights Issue - Announcement of offer and ASX Appendix 3B, Offer memorandum and initial Cleansing Notice lodged with ASX.	Wednesday, 18 July 2012
Notice Date - Notice sent to shareholders containing Appendix 3B Details and an Indicative Timetable	Thursday, 19 July 2012
Ex date – The date on which IRG shares commence trading without the entitlement to participate in the Offer	Friday, 20 July 2012
Record date – the date for determining entitlements of Shareholders to participate in the Offer	Thursday, 26 July 2012
Offer Memorandum sent to Shareholders – dispatch of Offer Memorandum and Entitlement and Acceptance Forms, and lodgement of Cleansing Notice – Offer opens	Wednesday, 01 August 2012
Closing Date – The last day for receipt of Entitlement and Acceptance Forms (5.00pm Sydney time)	Wednesday, 15 August 2012
Shortfall notification date	Thursday, 16 August 2012
Despatch date – Allotment of New Shares under the Rights Issue and despatch of holding statements	Tuesday, 21 August 2012
Expected commencement of normal trading in New Shares on ASX	Wednesday, 22 August 2012

Subject to the ASX Listing Rules, the Directors reserve the right to vary the dates for the Offer at their discretion. Should this occur, then the extension will have a consequential effect on the anticipated date of issue and normal trading of the New Shares.

SECTION 1: DETAILS OF THE OFFER

1. Offer

IRG offers for subscription approximately 504,249,664 New Shares under a pro-rata non-renounceable rights issue of one (1) New Share for every Share held by Eligible Shareholders on the Record Date at an issue price of \$0.002 per New Share. The Offer will raise up to \$1,008,500 (before costs) and there will be no minimum subscription.

The New Shares will be fully paid and will rank equally in all respects with IRG's existing Shares on issue and application has been made for the New Shares to be admitted to the official list of ASX.

2. Use of Funds

Completion of the Offer will result in an increase in cash in hand of up to \$1,008,500 (before the payment of costs associated with the Offer).

The Company intends to apply the funds raised from the Offer as follows:

- i) in respect of the underwritten amount:
 - provide working capital for the Company; and
 - pay the costs associated with the Offer;

and

- ii) in respect of amounts raised in excess of the underwritten amount:
 - to fund exploration at the Company's Lyndon gold prospect in the Gascoyne Region Western Australia as described in the Company's announcement to ASX on [date]; and
 - to continue the Company's search for new exploration projects.

3. Who is entitled to participate in the Offer?

Each Shareholder who:

- (a) is registered as a holder of existing Shares on the Record Date; and
- (b) has a registered address in Australia or New Zealand; and
- (c) is not in the United States and is not a U.S. Person and is not acting for the account or benefit of a U.S. Person,

is entitled to participate in the Offer.

4. What is my entitlement?

The number of New Shares to which you are entitled is shown on the accompanying Entitlement and Acceptance Form.

You can elect:

- to subscribe for all of your Entitlement;
- to subscribe for Shortfall Shares, if you subscribe for your maximum Entitlement;
- to subscribe for part of your Entitlement; or
- to not take up any of your Entitlement.

Detailed instructions on how to accept all or part of your Entitlement are set out in Section 3.

Please note that if you choose not to accept your Entitlement under the Offer, your shareholding in IRG will be diluted to the extent that the Offer is taken up by other Shareholders or the Underwriters.

5. **Shortfall Shares**

In addition to being able to apply for New Shares in the manner described above, Shareholders who subscribe for their full Entitlement will also will have the opportunity to apply for New Shares that are not subscribed for in the Offer (**Shortfall Shares**), subject to the limitations set out in Section 4.

If you do not wish to take up any part of your Entitlement, you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall.

6. **Opening and closing dates**

The Offer opens for receipt of Entitlement and Acceptance Forms and payments on 1 August 2012. The closing date and time for receipt of Entitlement and Acceptance Forms and payments is 5.00pm Sydney time on 15 August 2012, subject to the Directors' ability to vary the Closing Date in accordance with the Listing Rules.

7. **Offer not made to Excluded Shareholders**

IRG has decided that it is unreasonable to make the Offer to Shareholders who have a registered address in a country outside of Australia and New Zealand having regard to the number of Shareholders in such places, the number and value of the New Shares they would be offered and the substantial costs of complying with the legal and regulatory requirements in those jurisdictions.

This Offer Memorandum is, therefore, not being sent to those Shareholders (**Excluded Shareholders**). New Shares to which Excluded Shareholders would otherwise be entitled will form part of the Shortfall.

This Offer Memorandum and accompanying Entitlement and Acceptance Form do not constitute an offer for securities in any place in which, or to any person to whom, it would not be lawful to make such an offer.

Shareholders holding Shares on behalf of persons who are resident outside of Australia and New Zealand are responsible for ensuring that subscribing for the New Shares under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will constitute a representation that there has been no breach of such regulations.

Where the Offer Memorandum has been dispatched to Shareholders domiciled in a country outside Australia or New Zealand and where that country's securities code or legislation prohibits or restricts in any way the making of the offer contemplated in this Offer Memorandum, the Offer Memorandum and accompanying Entitlement and Acceptance Form are provided for information purposes only.

8. **Effect on share capital**

The effect of the Offer on the capital structure of IRG will be as follows:

Ordinary Shares	Number
Number on issue at 18 July 2012	504,249,664
Maximum number to be issued under the Offer	504,249,664
Maximum number on issue following the Offer	1,008,499,328

The figures in the table above are based on the undiluted share capital of IRG. At the date of this Offer Memorandum, there are 59,176,924 unlisted options, each exercisable at \$0.02 per option, to subscribe for Shares on issue, all of which are currently exercisable. If any of these 59,176,924 options are exercised prior to the Record Date this will also impact the maximum number of New Shares to be issued under the Offer.

At the date of this Offer Memorandum, there are also 7,000,000 unlisted Equity Performance Rights on issue. They are held by John Richards (one of the Directors).

Subject to satisfaction of the vesting conditions attached to the Equity Performance Rights, the Company must issue one Share for no consideration following the exercise of them. The vesting conditions have not yet been satisfied and are not capable of being satisfied to prior to the Closing Date.

9. No rights trading

The Offer is non-renounceable. This means that your right to subscribe for New Shares under the Offer is not transferable. Any New Shares not taken up by Shareholders will be dealt with in accordance with Section 4 of this Offer Memorandum.

10. Taxation Implications

The Directors do not consider that it is appropriate to give Shareholders advice regarding the taxation consequences of applying for New Shares under this Offer Memorandum or the subsequent disposal of any New Shares. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders. Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the New Shares offered under this Offer Memorandum.

11. Underwriting

The Offer is partially underwritten by each of Timothy Moore (Chairman), Glenn Parker and John Richards (Non-Executive Directors), John Smith (Company Secretary) and Chris Zwolinski (Sophisticated Investor). These underwriters have agreed to underwrite the Offer to the total amount of \$175,000 (being for a total of 87,500,000 New Shares) as follows:

Underwriter	Underwriting Amount	Number of Shortfall Shares Underwritten	Relevant Interest in Shares PRIOR to the Offer	Voting Power PRIOR to the Offer	Relevant Interest in Shares AFTER the Issue of Shortfall Shares	Voting Power AFTER the Issue of Shortfall Shares
Timothy J Moore Chairman	\$50,000	25,000,000	47,053,114	9.33%	72,053,114	12.18%
Glenn Parker Non-Executive Director	\$50,000	25,000,000	19,315,154	3.83%	44,315,154	7.49%
John Richards Non-Executive Director	\$25,000	12,500,000	NIL	NIL	6,250,000	1.06%
John Smith Company Secretary	\$25,000	12,500,000	22,200,000	4.40%	34,700,000	5.86%
Chris Zwolinski	\$25,000	12,500,000	NIL	NIL	6,250,000	1.06%
TOTAL	\$175,000	87,500,000	88,568,268	17.56%	163,568,268	27.64%

Under the terms of the Underwriting Agreement, the Underwriters have agreed to take up Shortfall Shares at \$0.002 per Share up to the respective amounts specified adjacent to their names in column 2 in the table above. The total number of Shortfall Shares underwritten by each Underwriter is set out adjacent to his name in column 3 in the table above.

The total number of Shortfall Shares underwritten by the Underwriters (87,500,000) represents approximately 17.35% of the total number of Shares on issue as at the date of this Offer Memorandum and approximately 14.79% of the total number of Shares that would be on issue following the issue of those Shortfall Shares and no other Shares, whether under the Offer or otherwise.

As at the date of this Offer Memorandum, each Underwriter has a relevant interest in the number of Shares (if any) set out opposite his name in column 4 in the table above, which is equal to the Voting Power in IRG as at that date set out opposite his name in column 5 in the table above.

In accordance with the Listing Rules, the Underwriters will receive the Shortfall Shares for which they apply in accordance with the terms of the Underwriting Agreement within 15 business days after the Closing Date.

Under the terms of the Underwriting Agreement, the Underwriters can terminate their respective obligations under the Agreement up to the last day on which the Underwriters are obliged to deliver up their applications for Shortfall Shares if any of the following events occur:

- For personal use only
- (a) if IRG becomes insolvent;
 - (b) the S&P All Ordinaries Share Price Index closes at a level that is 10% or more below the level of the S&P Index as at the close of trading on the last business day before the date of the Underwriting Agreement on 3 consecutive business days;
 - (c) the price of gold falls below US\$1,500 per ounce on 3 consecutive business days;
 - (d) IRG defaults under the Underwriting Agreement and the default is either incapable of remedy, or is not remedied within 5 business days after it occurs;
 - (e) a director of IRG is charged with an indictable offence relating to a financial or corporate matter;
 - (f) the Company passes or takes any steps to pass a resolution under section 260A of the Corporations Act to give financial assistance in connection with the acquisition of its shares without the consent of all of the Underwriters ;
 - (g) the Company alters its capital structure without the consent of the Underwriters ;
 - (h) the Company:
 - (i) ceases or threatens to cease to carry on its business; or
 - (ii) disposes or agrees to dispose of a substantial part of its business (other than where the disposal is in relation to a transaction which has been announced to the market prior to the date of the Underwriting Agreement);
 - (i) a new law is announced, introduced or adopted which does or is likely to prohibit or restrict, or have a materially adverse effect on, the Offer;
 - (j) IRG fails to comply, in a manner which is material to the rights and interests of the Underwriters , with:
 - (i) a provision of its Constitution;
 - (ii) a law;
 - (iii) a requirement of the Listing Rules; or
 - (iv) a requirement, order or request made by or on behalf of the ASIC or another government authority;
 - (k) there is a major outbreak or escalation of hostilities (whether or not war has been declared) involving Australia or the United States of America;
 - (l) a materially adverse change occurs in the financial or trading position of IRG; or
 - (m) any other event occurs which has, or is likely to have, a materially adverse effect on the Offer.

No underwriting fee or commission is payable to any of the Underwriters.

12. Issue of New Shares

IRG expects that the New Shares will be issued by no later than 21 August 2012. The issue of New Shares will only be made after permission for their quotation on ASX has been granted.

SECTION 2: PURPOSE OF THE OFFER

1. Purpose of the Offer

The purpose of the Offer is to fund exploration at the Company's Lyndon (WA) gold project, provide working capital for the Company and to pay the costs associated with the Offer.

SECTION 3: HOW TO ACCEPT THE OFFER

1. How to take up all or part of your Entitlement

To subscribe for New Shares offered to you, please complete the accompanying Entitlement and Acceptance Form according to the instructions on the form for all, or that part of your Entitlement you wish to subscribe for.

If you only wish to accept part of your Entitlement, fill in the number of Shares you wish to accept in the space provided on the Entitlement and Acceptance Form and make payment for the appropriate application monies (at \$0.002 per New Share subscribed) as indicated in paragraph 5 below.

If you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

Completed Entitlement and Acceptance Forms, together with a cheque or bank draft in payment for all New Shares you wish to subscribe for, must be sent to IRG's registered office (Suite 2003, 109 Pitt Street, Sydney NSW 2000) in the reply paid envelope so that they reach the Company by no later than 5.00pm Sydney time on 15 August 2012.

Acceptances will not be valid if they are received after the Closing Date.

2. How to apply for Shortfall Shares

If you wish to accept your Entitlement in full and apply for Shortfall Shares complete the Entitlement and Acceptance Form and also fill in the number of Shortfall Shares you wish to apply for in the space provided on the Entitlement and Acceptance Form. You must make payment for the appropriate application monies (at \$0.002 per New Share subscribed) as provided in paragraph 5 below.

Shortfall Shares will only be issued if the Offer is undersubscribed and will only be issued to the extent necessary to make up any Shortfall in subscriptions. If IRG receives applications for Shortfall Shares that would result in the Offer being oversubscribed then the Company will not accept such oversubscriptions and will reject applications at its absolute discretion.

The Directors reserve the right to reject any application for Shortfall Shares or to allot a lesser number of Shortfall Shares than applied for. Application monies received but not applied towards subscriptions for Shortfall Shares will be refunded as soon as practicable. No interest will be paid on application monies held and returned. Furthermore, IRG will not issue Shortfall Shares where to do so would result in a breach of the Corporations Act or the Listing Rules.

3. Minimum Subscription

There is no minimum subscription in respect of the Offer.

4. Lapse of rights

If you decide not to accept all or part of your Entitlement to New Shares or fail to do so by the Closing Date, your Entitlement will lapse.

5. Payment

Entitlement and Acceptance Forms must be accompanied by payment in full of \$0.002 per New Share subscribed for.

Payments must be made by 5.00pm Sydney time on 15 August 2012 and must be in Australian currency and by:

- (a) cheque drawn on and payable at any Australian bank;
- (b) bank draft drawn on and payable at any Australian bank;

Cheques or bank drafts must be made payable to Integrated Resources Group Limited and crossed '**Not Negotiable**'. Cash payments will not be accepted and receipts for payment will not be provided.

SECTION 4: SUBSCRIPTION SHORTFALL

Under an exception to the Listing Rule 7.1 requirement for shareholder approval to an issue of securities in excess of 15% of the company's issued share capital, the directors of IRG reserve the right to issue any Shortfall Shares (being the number of New Shares for which subscriptions are not received before the Closing Date and which are not covered by the Underwriting Agreement) at their discretion. The price at which the Shortfall Shares are issued must not less than the issue price for the New Shares under the Offer and the Shortfall Shares must be issued within 3 months of the Closing Date.

If there are any Shortfall Shares, for which Shareholders do not subscribe for and that are not covered by the Underwriting Agreement, IRG reserves the right to:

- (a) seek bids from institutions and other prospective investors for Shortfall Shares; and
- (b) determine the issue price and allot the New Shares on the basis of those bids.

SECTION 5: RISK FACTORS

There are numerous risk factors involved with the Company's business. Some of the risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which securities will trade.

Shareholders should consider the risk factors described below, together with information contained elsewhere in this Offer Memorandum, before deciding whether to apply for New Shares. Shareholders should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

1. Law, regulatory and policy risk

Changes in government legislation, regulation and policy in jurisdictions in which the Company operates may adversely affect the operations of the Company, future earnings of the Company, asset values held by the Company, the timing of revenues and the market value of Shares quoted on the ASX.

2. Economic Conditions

Economic conditions in Australia and globally, may affect the performance of the Company. Factors such as currency fluctuations, inflation, interest rates, supply and demand and industrial disruption may have an impact on operating costs and share market prices. The Company's future possible revenue and the Share price can be affected by these factors all of which are beyond the control of the Company or its Directors. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company. In addition, the Company's ability to raise additional capital, may be affected.

3. Drilling and Operating Risks

Drilling activities are subject to numerous risks, many of which are beyond the Company's control. The Company's operations may be curtailed, delayed or cancelled as a result of such risks. Hazard incident to the exploration and development of oil and gas properties such as unusual or unexpected formations, pressures, or other factors are inherent in drilling and operating wells and may be encountered by the Company.

Industry operating risks include the risk of fire, explosions, blow-outs, pipe failure, abnormally pressured formations and environmental hazards, the occurrence of any of which could result in substantial losses to the Company. Although the Company believes that it or the operator will carry adequate insurance with respect to its operations in accordance with industry practice, in certain circumstances the Company's or the operator's insurance may not cover or be adequate to cover the consequences of such events. In addition, the Company may be subject to liability for pollution, blow-outs or other hazards against which the Company or the operator does not insure or against which it may elect not to insure because of high premium costs or other reasons.

4. Exploration Risks

The Company's exploration and evaluation of its exploration tenure, and such additional tenure as it may acquire, is subject to the usual risks associated with such exploration and may not result in the discovery of economically recoverable ore deposits. The Company's existing exploration tenure is at an early stage of evaluation.

5. Ability to Exploit Successful Discoveries

It may not always be possible for the Company to participate in the exploitation of successful discoveries made in any areas in which the Company has an interest. Such exploitation will involve the need to obtain the necessary licences or clearances from the relevant authorities, which may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. The infrastructure requirements around a successful discovery may also impact on the exploitation of a discovery. Further the decision to proceed to further exploitation may require the participation of other companies whose interests and objectives may not be the same as the Company. As described above, such further work may require the Company to meet or commit to financing obligations for which it may not have planned.

6. Market conditions

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities and in particular, resources stocks. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

7. Security Investments

Shareholders should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the securities regardless of the Company's performance.

Exploration in itself is a speculative endeavour, while mining operations can be hampered by force majeure circumstances and cost overruns for unforeseen events.

8. Reliance on Key Personnel and Employees

The Company's prospects depend in part on the ability of its executive officers, senior management and key consultants to operate effectively, both independently and as a group.

9. Future Capital Requirements

The future capital requirements of the Company will depend on many factors, including the exploration for, and production of gold, silver and copper prospects. The Company believes that its available cash, cash flow from production, and the net proceeds of this Offer will be adequate to satisfy its anticipated current working capital and other requirements. Should the Company require additional funding, there can be no assurance that additional funding will be available on acceptable terms or at all.

Any additional equity financing may be dilutive to the Company's existing Shareholders and any debt financing, if available, may involve restrictive covenants, which limit the Company's operations and business strategy. The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

10. Title risk

Gold, copper and silver interests in Australia are governed by both Commonwealth and State legislation and are evidenced by the granting of permits. Each permit is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, IRG could lose title to a permit if licence conditions are not met.

Permits have specific conditions to be met within a specified timeframe, if the permit conditions are not met within the specified timeframe, or an extension not given, then the permit might be revoked by the relevant Department.

SECTION 6: ADDITIONAL INFORMATION

1. Reliance on Offer Memorandum

This Offer Memorandum has been prepared in accordance with section 708AA of the Corporations Act. In general terms, section 708AA relates to rights issues by certain companies that do not require the provision of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Memorandum is considerably less than the level of disclosure required in a prospectus.

In deciding whether or not to accept the Offer, you should rely on your own knowledge of IRG, refer to disclosures made by IRG to ASX (which are available for inspection on the ASX website at www.asx.com.au and on IRG's website at www.integratedresources.com.au) and seek the advice of your professional adviser.

2. Further information

If you have any questions about your entitlement to New Shares, please contact either:

- (a) IRG's share registry, Link Market Services Ltd, on +61 (2) 8280 7454; or
- (b) your stockbroker or professional adviser.

SECTION 7: DEFINED TERMS

In this Offer Memorandum, the following words have the following meanings unless the context requires otherwise:

ASX	ASX Limited (ACN 008 624 691) or the Australian Securities Exchange as required.
IRG or Company	Integrated Resources Group Limited ACN 080 939 135.
Closing Date	the last date for accepting the Offer, being 5.00pm Sydney time on 15 August 2012 or such late date as may be determined by the Directors.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	the directors of IRG.
Dollar, A\$, \$	the legal currency of Australia.
Eligible Shareholder	means any Shareholder who: <ol style="list-style-type: none">(a) is registered as a holder of existing Shares as at 5.00pm Sydney time on the Record Date (being 26 July 2012); and(b) has a registered address in Australia or New Zealand; and(c) is not in the United States and is not a U.S. Person and are not acting for the account or benefit of a U.S. Person.
Entitlement	the entitlement to subscribe for New Shares under the Offer, as set out in the personalised Entitlement and Acceptance Form

accompanying this Offer Memorandum.

Entitlement and Acceptance Form	the form accompanying this Offer Memorandum, which is particularised for each Shareholder.
Excluded Shareholder	a registered holder of Shares with a registered address in a country outside of either Australia or New Zealand.
Listing Rules	the official listing rules of the ASX.
New Share	a new Share to be issued under this Offer Memorandum at an issue price of \$0.002 per Share.
Offer or Rights Issue	the pro-rata non-renounceable offer made under this Offer Memorandum of 1 New Share for every 10 Shares held by an Eligible Shareholder on the Record Date.
Offer Memorandum	this memorandum under which the Offer is being made.
Record Date	5.00pm Sydney time on 26 July 2012.
Share	a fully paid ordinary share in the capital of IRG.
Shareholder	a registered holder of Shares.
Shortfall Shares	those New Shares offered under the Offer not applied for by Shareholders under their Entitlement by the Closing Date.
Underwriting Agreement	the agreement between the Underwriters and IRG dated 18 July 2012
Underwriters	those persons or entities set out in the table in paragraph 11 section 1 of this Offer Memorandum.
U.S. Person	the meaning given to that term in Regulation S of under the United States Securities Act of 1933.
Voting Power	the meaning given to that term by section 610 of the Corporations Act.