

INTEGRATED RESOURCES

GROUP LIMITED

ABN 23 080 939 135

NOTICE OF ANNUAL GENERAL MEETING

This Document contains:

- **EXPLANATORY MEMORANDUM**
- **PROXY FORM**

DATE OF MEETING: Friday 11th November 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 OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Company will be held on Friday 11th November, 2011 commencing at 10.00 am (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 2011.

2. ELECTION OF DIRECTOR - MR JOHN RICHARDS (Resolution 1)

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

That Mr Richards who retires in accordance with Article 16.5 (b) (ii) 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 2011 be adopted.

Dated this 28th day of September, 2011

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 30th November, 2011. 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.

1. RESOLUTION 1 APPOINTMENT OF DIRECTOR - MR JOHN RICHARDS

That Mr Richards who retires in accordance with Article 16.5 (b) (ii) of the Company's Constitution and being eligible offers himself for re-election as a Director.

2. 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 2011. 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.

PROXY FORM

The Secretary,
Integrated Resources Group Limited (ACN 080 939 135)
Suite 2003, 109 Pitt Street
Sydney NSW 2000
Facsimile (02) 9475 1060

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 Annual General Meeting of the Company to be held on Friday 11th November 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:

RESOLUTION	FOR	AGAINST	ABSTAIN
Ordinary Business			
1. Election of Director - Mr John Richards.	[]	[]	[]
2. Remuneration Report.	[]	[]	[]

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 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

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).

PROXY INFORMATION

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

Integrated Resources Group Limited

Suite 2003, 109 Pitt Street

Sydney NSW 2000

Facsimile (02) 9475 1060

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.