

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**

Integrated Resources Group Limited ABN 23 080 939 135

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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.