



Notice of Annual General Meeting

NOTICE IS HEREBY given for an Annual General Meeting of Independence Group NL (Company) to be held at Playhouse Theatre, Corner Pier Street and St Georges Terrace, Perth, Western Australia on Wednesday, 25 November 2009 at 10:00am (Western Standard Time) (Meeting).

The Explanatory Statement and Proxy Form accompanying this Notice of Annual General Meeting are hereby incorporated in and comprise part of this Notice of Meeting.

Ordinary Business

Annual Report

The Company's 2009 Annual Report (including the financial, directors' and auditors' report for the year ended 30 June 2009) will be tabled.

That members consider, and, if thought fit, pass the following resolution as a non-binding resolution in accordance with section 250R(2) of the Corporations Act 2001:-

Resolution 1. Adoption of the Remuneration Report

The Remuneration Report contained within the 2009 Directors' Report be adopted.

That members consider, and, if thought fit, pass the following resolutions as ordinary resolutions:-

Resolution 2. Re-election of Mr Peter Bilbe as a Director

Mr Peter Bilbe, who retires in accordance with section 7.3(f) of the Company's Constitution, and being eligible for re-election, be re-elected as a director of the Company.

Resolution 3. Re-election of Mr John Christie as a Director

Mr John Christie, who retires in accordance with section 7.3(a) of the Company's Constitution, and being eligible for re-election, be re-elected as a director of the Company.

Dated this 8th day of October 2009

By Order of the Board

Kelly Ross

Company Secretary

Explanatory Statement

Annual Report

Shareholders will be given an opportunity to ask questions of the directors of the Company (Directors) and the Auditors in relation to the accounts of the Company at the Annual General Meeting.

Resolution 1. Adoption of the Remuneration Report

One of the requirements introduced by the Corporate Law Economic Reform Program (Audit Reform and Corporate Disclosure) Act (CLERP 9) is that the Remuneration Report to be adopted must be put to a vote. The vote is advisory only and is not binding on the Directors or the Company.

Resolution 2. Re-Election of Mr Peter Bilbe as a Director

The Directors appointed Mr Peter Bilbe to the board on 31 March 2009.

Mr Bilbe is a Mining Engineer with considerable experience at the operational, managerial and board levels. Mr Bilbe has held senior positions at Mount Gibson Iron Limited, Aztec Resources Limited, Portman Limited, Aurora Gold Limited and Kalgoorlie Consolidated Gold Mines Pty Ltd.

Mr Bilbe is also a past member of the Executive Council of Chamber of Minerals and Energy. Mr Bilbe is currently a director of RMA Energy Limited, Aurox Resources Limited, Northern Iron Limited and Norseman Gold plc.

In accordance with clause 7.3(f) of the Company's Constitution, Mr Bilbe retires as a Director and is seeking re-election. The Directors, with Mr Bilbe abstaining, recommend that Mr Bilbe be re-elected as a member of the board of Directors.

Resolution 3. Re-Election of Mr John Christie as a Director

Mr John Christie was appointed as a director of the Company on 21 October 2002. Mr Christie is an accountant with over 40 years experience in the resource and construction industries. He spent 16 years with Anaconda Australia Inc, including seven years as Vice President and Treasurer.

Mr Christie is a member of the Audit and Hedging Committees and is an independent non-executive director.

In accordance with clause 7.3(a) of the Company's Constitution, Mr Christie retires as a Director and is seeking re-election. The Directors, with Mr Christie abstaining, recommend that Mr Christie be re-elected as a member of the board.



Proxy Form

Shareholder's Name & Address

Please write your name(s) above

Number & Street/PO Box Number

City/Town

State

Post Code

Country (if not Australia)

Appointment of Proxy

I/We appoint as proxy to vote in accordance with the following directions (or if no directions have been given, as the proxy or Chairperson see fit) at the Annual General Meeting of Independence Group NL to be held on Wednesday, 25 November 2009 at 10.00 am Western Standard Time at Playhouse Theatre, Corner Pier Street and St Georges Terrace, Perth, Western Australia (and at any adjournment thereof) (Meeting):

 OR

Name of person you are appointing (if not the Meeting Chairperson)

*** The Chairperson intends to vote undirected proxies in favour of all resolutions.**

Resolutions

- 1. Adoption of the Remuneration Report
- 2. Re-election of Mr Peter Bilbe as a Director
- 3. Re-election of Mr John Christie as a Director

	For	Against	Abstain**
1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This proxy empowers the person appointed as proxy to vote on any other motions validly put to the Meeting as the proxy sees fit.

****If you mark the "Abstain" box for a particular item, you are directing your proxy not to vote on that item.**

Appointing a Second Proxy (if applicable)

or %

The number of shares applicable to this proxy form

The percentage of your voting rights

Contact Telephone Number

Area Code

Telephone Number

Signature(s)

Shareholder 1

Director

Shareholder 2

Director/Secretary

Shareholder 3

Sole Director and Secretary

Company Seal (if required)

Proxies may be lodged either by:-

- facsimile to +61 8 9479 1877,
- mail to PO Box 496, South Perth, Western Australia, 6951,
- email to contact@igo.com.au,
- delivery to the Company's registered office, or
- delivery to the Company's share registry at 770 Canning Highway, Applecross, Western Australia.

To be valid, a proxy form must be received by the Company not less than 48 hours before the time appointed for the Meeting. For assistance in completing this form, please refer to the accompanying Instructions for Completion of the Proxy Form.

Instructions for Completion of the Proxy Form

Shareholder's Name & Address

This is the name and address of the shareholder as it appears on the Company's share register. For the purposes of the Meeting, shares will be taken to be held by those persons who are the registered holders thereof 48 hours before the time appointed for the commencement of the Meeting.

Appointment of Proxy

A shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than two other persons (whether shareholders or not) as proxy or proxies to attend in the shareholder's place at the Meeting. The proxy has the same right as the shareholder to speak and vote at the Meeting. If you leave this section blank, the Chairperson of the Meeting will be your proxy to vote your shares even if you attend the Meeting (unless you revoke your proxy before the Meeting).

Vote on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the resolution/s you wish to direct your proxy to vote on. If you do so, all your shares will be voted in accordance with your direction. You can split your vote on any resolution/s by inserting the number/s of shares you wish to vote in the appropriate box/s. Please ensure you clearly mark the box in black or blue ink by placing a mark or the number of shares you are voting.

Appointing a Second Proxy

If a shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes.

Contact Telephone Number

This will help us if there are any problems with your proxy form.

Signature(s)

Each shareholder must sign this form. If your shares are held in joint names, all shareholders must sign in the boxes. If you are signing as an Attorney, then the Power of Attorney must have been noted by the Company or be duly stamped and accompany this form. Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided which state the office held by the signatory.