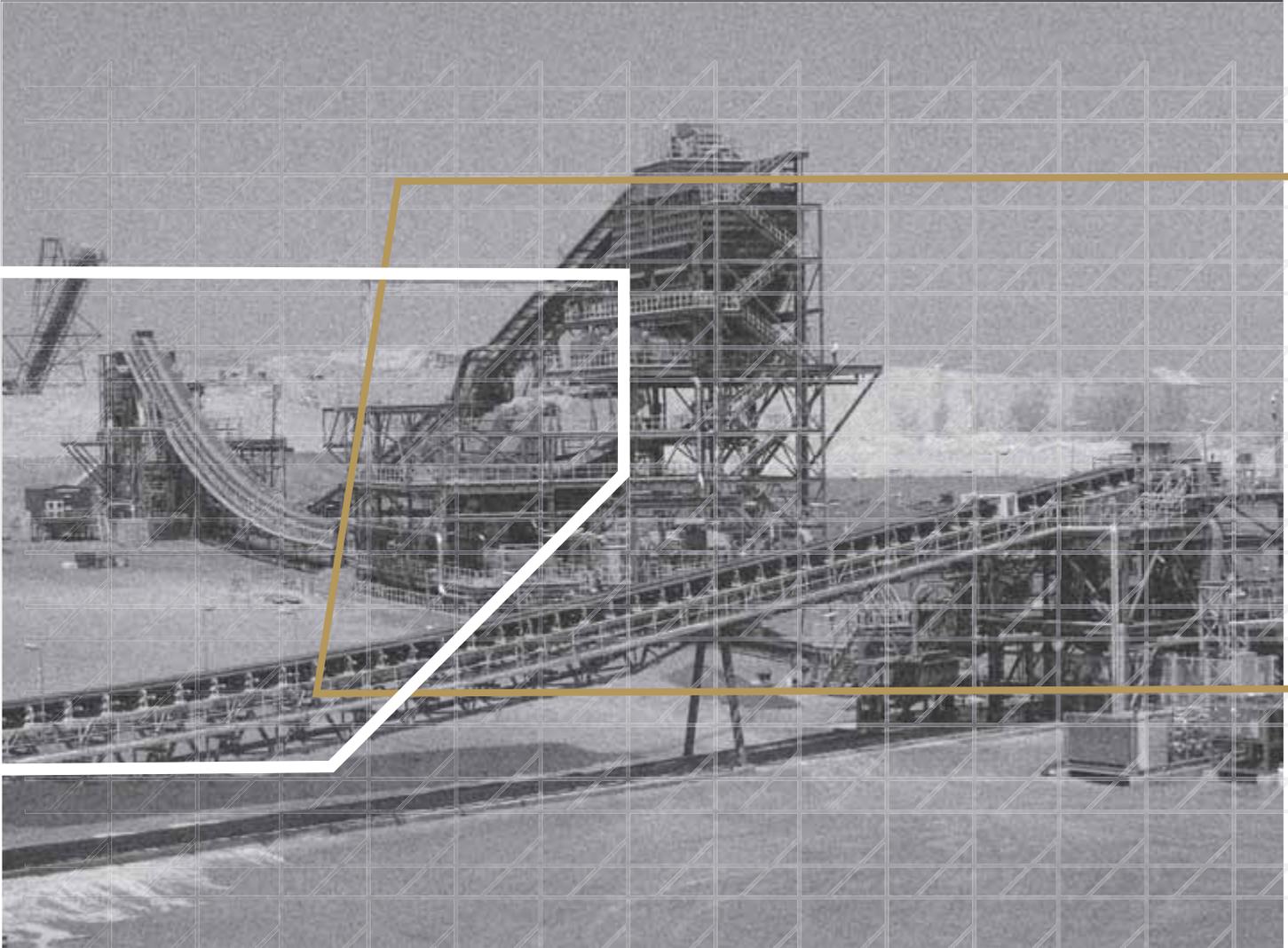


NOTICE OF ANNUAL
GENERAL MEETING AND
EXPLANATORY
MEMORANDUM TO
SHAREHOLDERS



Independence Group

ABN 46 092 786 304



Date: 27 November 2013

Time: 10:00am WST

Place: Perth Concert Hall
Wardle Room
5 St Georges Terrace, Perth
Western Australia

A PROXY FORM IS ENCLOSED

Please read the Notice and Explanatory Memorandum carefully.

If you are unable to attend the meeting, please complete and return the enclosed proxy form in accordance with the specified instructions.

 **TO BUILD A
GREAT AUSTRALIAN
MINING COMPANY**

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2013 annual general meeting of the Company will be held at the Perth Concert Hall, Wardle Room, 5 St Georges Terrace, Perth, Western Australia on Wednesday, 27 November 2013 at 10:00am WST.

AGENDA ITEMS

ORDINARY BUSINESS

Financial report

To receive and consider the financial report of the Company and the reports of the directors and auditors for the financial year ended 30 June 2013.

Resolution 1 – Re-election of Mrs Kelly Ross

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Mrs Kelly Ross, being a director of the Company who retires by rotation under rule 7.3(a) of the Company's constitution, and being eligible, be re elected as a director of the Company.”

Resolution 2 – Election of Mr Geoffrey Clifford

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr Geoffrey Clifford, being a director of the Company who was appointed since the last general meeting of shareholders, retires under rule 7.3(f) of the Company's constitution, and being eligible, be elected as a director of the Company.”

Resolution 3 - Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That the remuneration report for the year ended 30 June 2013, which is contained in the Annual Report for the year ended 30 June 2013, be adopted.”

Note: the vote on Resolution 3 is advisory only and does not bind the directors or the Company.

SPECIAL BUSINESS

Resolution 4 – Issue of Performance Rights to Mr Christopher Bonwick

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for all purposes including for the purposes of Listing Rule 10.14, approval be given to grant Performance Rights to Mr Christopher Bonwick (the Company's Managing Director) in respect of the financial year ending 30 June 2013 on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting.”

Resolution 5 – Approval of New Constitution

To consider, and if thought fit, to pass the following resolution as a special resolution:

“That, the new Constitution tabled at the Meeting and signed by the Chairman for identification purposes, be approved and adopted as the Constitution of the Company in substitution for and to the exclusion of the existing Constitution of the Company.”

EXPLANATORY MEMORANDUM

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

ENTITLEMENT TO VOTE

Snapshot date

It has been determined that, under regulation 7.11.37 of the Corporations Regulations 2001 (Cth), for the purposes of the Meeting, shares will be taken to be held by the persons who are the registered holders at 7:00pm (Sydney time) on 25 November 2013. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting exclusion statements

Resolution 3 – Remuneration Report

The Company will disregard any votes cast on Resolution 3 (in any capacity) by or on behalf of:

- a member of the Key Management Personnel named in the Company's 2013 Remuneration Report; or
- a Closely Related Party of those persons,

unless the vote is cast as proxy for a person entitled to vote on Resolution 3:

- in accordance with a direction on the Proxy Form; or
- by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy.

Resolution 4 – Approval of Issue of Performance Rights to Mr Christopher Bonwick

The Company will disregard any votes cast on Resolution 4:

- by or on behalf of any Director or an associate of a Director; or
- as a proxy by a member of the Key Management Personnel or a Closely Related Party of a member of the Key Management Personnel,

unless the vote is cast as proxy for a person entitled to vote on Resolution 4:

- in accordance with a direction in the Proxy Form; or
- by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy and the shareholder has ticked the box in Section A of the Proxy Form acknowledging that the Chairman of the Meeting may vote as he decides.

PROXIES

A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

If such evidence is not received before the Meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

Any directed proxies that are not voted on a poll at the Meeting by a shareholder's appointed proxy will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed on a poll.

Members of the Key Management Personnel (which includes each of the directors) or a Closely Related Party of a member of the Key Management Personnel will not be able to vote as proxy on Resolutions 3 or 4 unless the shareholder tells them how to vote, or in the case of the Chairman of the Meeting, unless the shareholder expressly authorises him to do so. If a shareholder intends to appoint a member of the Key Management Personnel (other than the Chairman) or a Closely Related Party of a member of the Key Management Personnel as their proxy, the shareholder should ensure that they direct the member of the Key Management Personnel or a Closely Related Party of a member of the Key Management Personnel how to vote on Resolutions 3 and 4.

If a shareholder intends to appoint the Chairman of the Meeting as their proxy for Resolutions 3 and 4, shareholders can direct the Chairman how to vote by marking one of the boxes for Resolutions 3 and 4 (for example, if the shareholder wishes to vote 'for', 'against' or to 'abstain' from voting).

If a shareholder appoints the Chairman as their proxy and the shareholder does not direct the Chairman how to vote on Resolutions 3 and 4, please note that:

- by completing and returning the proxy form you will be expressly authorising the Chairman of the Meeting to exercise your undirected proxy on Resolution 3 and 4 even though they are connected with the remuneration of Key Management Personnel; and
- the Chairman of the Meeting will not be able to vote your proxy on Resolution 4 unless you also tick the box in Section A of the Proxy Form acknowledging that the Chairman of the Meeting may vote as he decides.

A Proxy Form accompanies this Notice and to be effective must be received at the Company's share registry:

By mail:

Security Transfer Registrars Pty Ltd
PO Box 535, Applecross, Western Australia 6953

OR by hand:

Security Transfer Registrars
Alexandrea House, Suite 1
770 Canning Highway,
Applecross, Western Australia

OR by facsimile: +61 8 9315 2233

OR by electronic address: registrar@securitytransfer.com.au

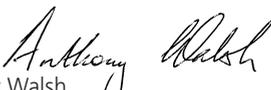
by no later than 10:00am WST on 25 November 2013 (being 48 hours before the time appointed for the Meeting).

Lodging your Proxy Form online

You are now able to lodge your Proxy Form online by visiting Security Transfer Registrars' website, www.securitytransfer.com.au, logging into the Investor Centre and following the prompts and instructions on the website. To use the online lodgement facility, Shareholders will need their Securityholder Reference Number or Holder Identification Number and their Online Proxy ID, which are shown on the front page of the personalised Proxy Form enclosed with this Notice. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions on the website.

You must lodge your Proxy Form online **by no later than 10:00am WST on 25 November 2013** (being 48 hours before the time appointed for the Meeting).

By Order of the Board


Tony Walsh
Company Secretary
18 October 2013

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

This Explanatory Memorandum has been prepared to help shareholders understand the business to be put to shareholders at the forthcoming Meeting.

ORDINARY BUSINESS

Annual financial report

The Corporations Act requires:

- the reports of the directors and auditors; and
- the annual financial report, including the financial statements of the Company for the year ended 30 June 2013, to be laid before the Meeting. The Corporations Act does not require a vote of shareholders on the reports or statements. However, shareholders will be given ample opportunity to raise questions or comments on the management of the Company.

The financial report for consideration at the Meeting will be the full financial report. The financial report is set out in the Company's 2013 Annual Report and is also available on the Company's website (www.igo.com.au). Any shareholder wishing to receive a copy should contact the Company's share registry and a copy will be provided.

Also, a reasonable opportunity will be given to members as a whole at the Meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's Auditor about the content of the Auditor's report and the conduct of the audit may be submitted no later than 5 business days before the date of the Meeting to the Company Secretary at the Company's registered office, Suite 4, Level 5, South Shore Centre, 85 South Perth Esplanade, South Perth, WA 6151, Australia.

Resolution 1 – Retirement and re-election of Mrs Kelly Ross

Mrs Kelly Ross retires by rotation and offers herself for re-election.

The experience, qualifications and other information about Mrs Ross appears below:

Kelly Ross BBus, CPA, ACSA - Non-executive Director

Kelly Ross is an accountant with 30 years experience in the mineral exploration and mining industry. Mrs Ross was with the Resolute group from 1987 to 2000, during which time Resolute grew from being a small exploration company to become a major multi-national gold producer. Mrs Ross has held positions with National Resources Exploration Pty Ltd, the Kimseed Group, Murchison United NL and the Department of Mineral & Petroleum Resources. Mrs Ross was the Company Secretary of Independence Group NL until 23 August 2011. Mrs Ross is currently a director of Musgrave Minerals Limited.

The Board (with Mrs Ross abstaining) recommends that shareholders vote in favour of the re-election of Mrs Ross.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

Resolution 2 – Retirement and Election of Mr Geoffrey Clifford

Having been appointed since the last Annual General Meeting, Mr Geoffrey Clifford retires and offers himself for election as a director of the Company.

The experience, qualifications and other information about Mr Clifford appears below:

Geoffrey Clifford BBus, FCPA, FCIS, FAICD - Non-executive Director

Mr Geoffrey T Clifford was appointed as a Non-executive Director of the Company in December 2012.

From 2007 until 2011 Mr Clifford was a Non-executive Director of Atlas Iron Limited, Centaurus Metals Limited and Fox Resources Limited. From December 2008 to July 2011 he was Non-executive Chairman of Atlas Iron Limited. During that time Geoff presided over a period of exceptional growth in production and shareholder wealth. From 2005 to 2007 Geoff was a Non-executive Director of, and consultant to, Aztec Resources Limited and, prior to his time at Aztec, he was General Manager Administration and Company Secretary of Portman Limited for 8 years.

Mr Clifford holds a Bachelor of Business degree from Curtin University and undertook post graduate studies in Administrative and Secretarial Practice. He has more than 35 years experience in senior accounting, finance, administration and company secretarial roles in the mining, retail and wholesale industries. He was admitted as a Fellow of the Australian Society of Certified Practising Accountants in 1989 and as a Fellow of the Institute of Chartered Secretaries and Administrators in 1995. He was also admitted as a Fellow of the Australian Institute of Company Directors in March 2011.

The Board (with Mr Clifford abstaining) recommends that shareholders vote in favour of the election of Mr Clifford.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

Resolution 3 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its shareholders the Remuneration Report as disclosed in the Company's 2013 Annual Report. The vote is advisory only and is not binding on the directors or the Company.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to the Company's Key Management Personnel (including the Directors), sets out details of the remuneration and service agreements for each member of the Key Management Personnel and sets out the details of any share-based compensation.

Subject to the rules set out in Division 9 of Part 2G.2 of the Corporations Act described below, Resolution 3 need only be an advisory vote of shareholders and does not bind the Directors or the Company. Of itself, a failure of shareholders to pass Resolution 3 will not require the Directors to alter any of the arrangements in the Remuneration Report. However, the Board will take the outcome of the vote very seriously when considering the Company's future remuneration policy.

Consequence of voting against Resolution 3

If at least 25% of the votes cast on Resolution 3 are against the adoption of the Remuneration Report, and at least 25% of the votes cast at the next annual general meeting of the Company (2014 AGM) on a resolution that the 2014 Remuneration Report be adopted is against the adoption of the report, then the Company will be required under section 250V of the Corporations Act to convene another general meeting within 90 days of the 2014 AGM (the Spill Meeting) where:

- (a) all the Directors of the Company who were directors at the time of the 2014 AGM (other than the Managing Director) will cease to hold office immediately before the end of the Spill Meeting; and
- (b) a resolution to re-elect the Directors referred to in (a) will be put to the vote at the Spill Meeting.

A reasonable opportunity will be given to shareholders as a whole to ask questions about, or make comments on, the Remuneration Report. The Remuneration Report is set out in the Company's 2013 Annual Report and is also available within the 2013 Financial Report on the Company's website (www.igo.com.au).

For the voting exclusions applicable to this Resolution 3, please refer to the 'Entitlement to vote' section of the Notice of Meeting.

The Board recommends that shareholders vote in favour of adopting the Remuneration Report.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3.

SPECIAL BUSINESS

Resolution 4 – Issue of Performance Rights to Mr Christopher Bonwick

Background

Resolution 4 seeks shareholder approval for the grant of Performance Rights to Mr Christopher Bonwick, the Company's Managing Director, pursuant to the Company's Performance Rights Plan (PRP), and otherwise on the terms and conditions set out in this Explanatory Memorandum.

The Company's remuneration policy is to ensure that executive remuneration is competitive in attracting, motivating and retaining executives of a high calibre and properly reflects the duties and responsibilities of each relevant executive. The remuneration structure used by the Company to achieve these objectives includes the combination of fixed annual remuneration and performance-related remuneration (including participation in the PRP).

ASX requires, under Listing Rule 10.14, that shareholders approve the grant of securities to a director.

Accordingly, shareholder approval is sought for the grant of Performance Rights to Mr Bonwick as set out below.

Number of Performance Rights

The number of Performance Rights to be granted to Mr Bonwick will be 187,032. This number was set by the Board's Remuneration Committee in the context of considering Mr Bonwick's remuneration package, of which Performance Rights form a part. The Committee resolved that the value of Mr Bonwick's remuneration package for the year ending 30 June 2014 should remain unchanged from that of the year ended 30 June 2013.

Terms of Performance Rights

All Performance Rights granted will be on terms consistent with the rules of the PRP, which was approved by shareholders at the Company's 2011 annual general meeting. A summary of the key terms of the PRP is contained in Attachment A, and a full copy is available to shareholders from the Company's share registry on request.

No consideration is payable by Mr Bonwick at the time of grant of the Performance Rights or upon the allocation of ordinary shares to which Mr Bonwick may become entitled upon Performance Rights vesting. Each Performance Right will entitle the holder to one fully paid ordinary share in the Company at no cost, subject to satisfaction of the performance hurdles described below.

Performance hurdles

The Performance Rights will vest and convert into ordinary shares if over the 3 year measurement period (being 1 July 2013 to 30 June 2016), the following performance hurdles are achieved.

Shareholder return

The vesting of 75% of the Performance Rights at the end of the third year will be based on measuring the actual shareholder return over the 3-year period compared with the change in the S&P ASX 300 Metals and Mining Index over that same period (Index Change). The portion of Performance Rights (75% of the total) that will vest based on the comparative shareholder return will be:

Shareholder return	Level of vesting
100% of the Index Change	25%
Between 100% and 115% of the Index Change	Pro-rata straight line percentage
115% of the Index Change or greater	100%

Return on equity

The vesting of the remaining 25% of the Performance Rights at the end of the third year will be based on the average return on equity over the 3-year period compared with the average target return on equity as set by the Board for the same period.

Return on equity (ROE) for each year will be calculated in accordance with the following formula:

$$\text{ROE} = \text{Net profit after tax} / \text{Total shareholders' equity}$$

The target ROE will be set each year by the Board as part of the budget approval process for the following year. The target ROE for the financial year ending 30 June 2014 is 10%.

The portion of the Performance Rights (25% of the total) that will vest based on comparative return on equity will be:

Actual ROE	Level of vesting
100% of average target ROE	25%
Between 100% and 115% of average target ROE	Pro-rata straight line percentage
115% of average target ROE or greater	100%

The shares issued to Mr Bonwick on vesting of the Performance Rights will not be subject to any further escrow restrictions.

Continuing employment

If Mr Bonwick's employment or position as a director ceases because of an Uncontrollable Event (see the 'Definitions' at the end of this Explanatory Memorandum), then, at the discretion of the Board, unvested Performance Rights will vest.

If Mr Bonwick's employment or position as a director ceases because of a Controllable Event (see the 'Definitions' at the end of this Explanatory Memorandum), then the Board may determine the extent to which unvested Performance Rights may vest.

ASX Listing Rule 10.15 information requirements

ASX Listing Rule 10.15 requires the following information regarding the PRP to be included in this Explanatory Memorandum:

- Subject to shareholder approval being obtained, the maximum number of Performance Rights (and hence ordinary shares) that the Company may issue to Mr Bonwick will be 187,032.
- No consideration is payable by Mr Bonwick at the time of grant of the Performance Rights or upon the allocation of the ordinary shares to which Mr Bonwick may become entitled upon vesting of the Performance Rights.
- Since the PRP was approved by shareholders at the 2011 annual general meeting, Mr Bonwick has been granted a total of 343,060 Performance Rights, following approvals by shareholders at the 2011 and 2012 annual general meetings. As for the Performance Rights the subject of Resolution 4, no consideration was payable by Mr Bonwick for the grant of the 343,060 Performance Rights, nor will any consideration be payable upon the allocation of the ordinary shares to which Mr Bonwick may become entitled upon vesting of those Performance Rights. No other Directors or their associates have received securities under the PRP since the last approval.
- The other directors of the Company (being Messrs Bilbe and Clifford, Dr Marston and Mrs Ross) are entitled to participate in the PRP, though they have not received any securities under the PRP to date and it is the current intention of the Board that non-executive directors will not participate in the PRP.
- The voting exclusion statement in relation to Resolution 4 is included in the 'Entitlement to vote' section of the Notice of Meeting.
- No loans will be made by the Company in connection with the acquisition of Performance Rights or ordinary shares upon the vesting of Performance Rights by Mr Bonwick.
- The Company will issue the Performance Rights to Mr Bonwick as soon as practicable following the Meeting and no later than 12 months after the Meeting.

Corporate governance

Mr Bonwick is an executive director of the Company. Recommendation 8.3 of ASX's Corporate Governance Principles and Recommendations encourages ASX listed companies to establish remuneration packages that involve a balance between short term and long term performance objectives. In the Board's view, the issue of Performance Rights to Mr Bonwick is an appropriate means of providing these long term performance objectives. The Board also considers that the retention of high quality and well-credentialed executive directors, like Mr Bonwick, is essential to the ongoing development and success of the Company and its projects.

Dilution

The Performance Rights to be issued to Mr Bonwick will have a diluting effect on the percentage interest of existing shareholders' holdings. The diluting effect of these Performance Rights is less than 0.1% of the Company's current share capital.

The Board has formed the view that remuneration in the form of the Performance Rights to be granted to Mr Bonwick is reasonable given the Company's circumstances, and Mr Bonwick's circumstances (including his responsibilities). The Board is of the opinion that the terms of issue of the Performance Rights to Mr Bonwick are reasonable.

The Board (with Mr Bonwick abstaining) recommends that shareholders vote in favour of Resolution 4.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 4.

RESOLUTION 5 – APPROVAL OF A NEW CONSTITUTION

Background

The Company's Constitution has remained unchanged since 2000. There have been a number of developments in corporate governance principles and general corporate and commercial practice for ASX companies since that time. The Board wishes to ensure that the Company's Constitution reflects best market practice.

Resolution 5 seeks shareholder approval for the adoption of a new Constitution. It is proposed that the current Company constitution be updated to reflect compliance with current law and to contain sufficient flexibility as relevant practices change. The proposed Constitution has been approved by ASX as required under the ASX Listing Rules.

Resolution 5 seeks shareholder approval for the adoption of a new Constitution in accordance with section 136 of the Corporations Act. Resolution 5 is a special resolution.

A copy of the proposed Constitution will be sent to any shareholder upon request and will also be available for inspection at Independence Group NL, Suite 4, Level 5, South Shore Centre, 85 South Perth Esplanade, South Perth, WA 6151 during normal business hours prior to the Annual General Meeting and available for inspection at the Annual General Meeting. A copy of the proposed Constitution will be available for review on the Company's website during the notice period.

The new Constitution will become effective from the passing of this Resolution.

A summary of the major differences between the existing Constitution and the new Constitution is set out in Attachment B. It is intended that the new Constitution includes proportional takeover provisions and the information the Corporations Act requires the Company to provide for adoption of the proportional takeover provisions is included in Attachment B.

The Board recommends that shareholders vote in favour of Resolution 5.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 5.

Action to be taken by shareholders

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions. A Proxy Form is attached to the Notice. This is to be used by shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions provided. Lodgement of a Proxy Form will not preclude a shareholder from attending and voting at the Meeting in person.

DEFINITIONS

In the Notice of Meeting and this Explanatory Memorandum (including Attachment A and Attachment B):

ASX	means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange operated by it, as the context requires.
Board	means the board of directors of the Company.
Closely Related Party	has the meaning as defined in section 9 of the Corporations Act and includes in respect of a member of the Key Management Personnel: <ul style="list-style-type: none"> • a spouse or child of the member a child of the member's spouse, • a dependant of the member or of the member's spouse, • anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company, or • a company the member controls.
Company or Independence	means Independence Group NL (ABN 46 092 786 304).
Controllable Event	means cessation of employment or position other than by an Uncontrollable Event.
Constitution	means the constitution of the Company.
Corporations Act	means the Corporations Act 2001 (Cth).
Director	means a director of the Company.
Eligible Person	a full-time or permanent part-time employee of a Group Company or a director of the Company who the Company determines in its absolute discretion may participate in the PRP.
Explanatory Memorandum	means this Explanatory Memorandum accompanying the Notice of Meeting.
Group Company	means the Company or any of its subsidiaries.
Index	means the S&P ASX 300 Metals and Mining Index.
Invitation	means an invitation issued by the Board to an Eligible Person to participate in the PRP.
Key Management Personnel or KMP	means the key management personnel of the Company as defined in AASB Standard 124.
Listing Rules	means the Listing Rules of the ASX.
Meeting	means the annual general meeting of the Company convened by the Notice of Meeting.
Notice of Meeting	means the notice convening the Meeting that accompanies this Explanatory Memorandum.
Performance Rights	means the performance rights issued to Eligible Persons under the Performance Rights Plan.
Performance Rights Plan or PRP	means the Independence Group NL Employee Performance Rights Plan, as approved by shareholders for the purposes of Exception 9(b) in Listing Rule 7.2 at the Company's 2011 annual general meeting.
Proxy Form	means the proxy form included with the Notice of Meeting.
ROE	means return on equity.
Uncontrollable Event	means death, serious injury, disability or illness which renders a participant in the PRP incapable of continuing employment or position with a Group Company, forced early retirement, retrenchment or redundancy, or such other circumstances which result in the participant leaving the employment or position of a Group Company and which the Board determines is an Uncontrollable Event.
WST	means Western Standard Time, being the time in Perth, Western Australia.

ATTACHMENT A – SUMMARY OF PRP

The following is a summary of the key terms of the PRP:

- (a) Participation: The Board retains complete discretion to make offers of Performance Rights to Eligible Persons.
- (b) Not transferable: Except with the approval of the Board, Performance Rights may not be transferred, assigned or novated.
- (c) Vesting: Performance Rights may vest in the following ways:
 - if each of the applicable performance hurdles has been satisfied or waived prior to the relevant expiry date and the participant remains an Eligible Person;
 - if the participant's employment or position as a director of a Group Company ceases because of an Uncontrollable Event (being death, serious injury, disability or illness which renders a participant incapable of continuing employment or position with a Group Company, forced early retirement, retrenchment or redundancy, or such other circumstances which result in the participant leaving the employment or position of a Group Company and which the Board determines is an Uncontrollable Event), the Board may determine the extent to which Performance Rights vest;
 - if the participant's employment or position as a director of a Group Company ceases because of a Controllable Event (being cessation of employment or position other than by an Uncontrollable Event), the Board may determine the extent to which Performance Rights vest; and
 - where the Company is de-listed as a result of a change in control of the Company, all of the participant's Performance Rights will vest.
- (d) Escrow: Shares issued or transferred to a participant upon vesting of Performance Rights may be subject to escrow restrictions, which will be detailed in the Invitation. At this point, given the vesting of Performance Rights will be subject to performance hurdles, the Board does not intend to impose additional escrow restrictions on shares issued as a result of the vesting of Performance Rights.
- (e) Automatic issue or transfer of shares: As noted above, upon vesting of Performance Rights, shares will automatically be issued or transferred to the participant for nil consideration, unless the issue would be in breach of the insider trading provisions of the Corporations Act, the Listing Rules or any other applicable law.
- (f) Lapse: A Performance Right will lapse in the following ways:
 - where the performance hurdles have not been satisfied or waived by the expiry date; or
 - if the participant's employment or position as a director of a Group Company ceases because of an Uncontrollable Event or Controllable Event, and the Board does not determine that such Performance Right vests.
- (g) Issue limitations: The Board is not entitled to make an invitation to an Eligible Person if offers of Performance Rights (or other securities of the Company) under the PRP or under similar plans (but excluding offers outside of Australia, offers under a disclosure document and offers that do not require the use of a disclosure document) in the previous 5 years would exceed 5% of the issued capital of the Company.
- (h) Amendment of PRP: The Board may by resolution alter the PRP at any time. The Board also retains the discretion to suspend or terminate the Plan without notice to participants. However, the suspension or termination of the Plan will not affect any existing grants of Performance Rights already made under the Plan, and the terms of the Plan will continue to apply to such grants.

ATTACHMENT B – SUMMARY OF THE PROVISIONS OF THE NEW CONSTITUTION

The main differences between the current Constitution and the proposed new Constitution are outlined below:

- (a) **Definitions:** The proposed new Constitution updates the definitions used to reflect current terminology and, where possible relies on terms defined in the Corporations Act, the ASX Listing Rules and the ASX Settlement and Operating Rules.
- (b) **Dividends:** Rule 5 broadens the method by which the Company may distribute or deal with dividends. In particular, it removes the requirement that dividends be paid out of profits, so the Company's ability to pay dividends is as provided by the Corporations Act. Under the proposed new Constitution, directors have the discretion to pay dividends where the financial position of the Company justifies payment.
- Rule 5.1(e)(1) provides for dividends to be payable in proportion to the number of shares held, irrespective of the amount paid up or credited as paid up. This reflects the position at law that in a no liability company, partly paid shareholders and fully paid shareholders have equal rights to dividends. The Company does not currently have partly paid shares on issue.
- (c) **General meetings:** The proposed new Constitution includes changes to assist with the orderly conduct of general meetings of the Company.
- Rule 8.2(c) affords members who have relied on a notice of meeting when deciding to appoint a proxy to vote on their behalf greater protection, by providing that no business may be transacted at a general meeting unless the general nature of the business is stated in the notice of meeting. Resolutions may still be amended (for example, to remedy technical deficiencies) with the consent of the chairperson.
- Rule 8.5(d) expressly provides that the chairperson at a general meeting will be able to nominate an acting chairperson to take the chair for specific items of business. Proxies in the chairperson's favour will be deemed to be in favour of the acting chairperson. This confirms the usual common law position.
- Rule 8.6(g) makes the chairperson's right to adjourn, postpone or suspend a general meeting exclusive and so, unlike in the current Constitution, members cannot adjourn the meeting by ordinary resolution. The power is given exclusively to the chairperson with the intention of ensuring that adjournments, postponements or suspensions cannot be used to disrupt the orderly conduct of the meeting and can only occur when necessary.
- Rule 8.7(j) gives the directors discretion to allow for direct voting at a general meeting or class meeting. A direct vote includes a vote delivered to the Company by post, fax or other electronic means before the meeting. The rule leaves it to the directors to prescribe regulations and procedures setting out the details for valid direct voting, such as the form, method and timing of giving a direct vote.
- (d) **Directors:** Rules 9.1(f) and (g) align the requirement for directors to retire under the Constitution with the requirements under ASX Listing Rule 14.4, avoiding the possibility that directors would be required to retire, in some circumstances, more frequently than is required under the ASX Listing Rules.
- Rule 9.3 clarifies that in calculating the maximum fees payable, any premium paid in relation to directors' insurance is excluded, and remuneration may be paid in non-cash form (eg. shares and superannuation contributions).
- (e) **Indemnity:** Rule 11 clarifies the circumstances in which an indemnity will be provided by the Company to its officers. Under the new Constitution, the indemnity extends to directors and executive officers of the Company and, if the directors determine, to officers of the Company's related bodies corporate.
- (f) **Notice:** Rule 15.4 sets out the general notice requirements under the Constitution in more detail and provides that, for all shareholders, notices from the Company are deemed to be received one business day after posting.

- (g) Proportional takeover provisions: As part of the proposal to adopt a new constitution, it is intended to insert rule 7, which contains proportional takeover approval provisions. The Corporations Act sets out the terms of the relevant provisions to be included in the new Constitution. The Corporations Act also requires that the Company provide you with sufficient information to make an informed decision on whether to support or oppose the resolution.

Why do we need the proportional takeover approval provisions?

In a proportional takeover bid, the bidder offers to buy a proportion only of each shareholder's shares in the target company. This means that control of the company may pass without shareholders having the chance to sell all their shares to the bidder. The bidder may take control of the company without paying an adequate amount for gaining control.

In order to deal with this possibility, a company may provide in its constitution that if a proportional takeover bid is made for shares in the company, shareholders must vote on whether to accept or reject the offer and that decision will be binding on all the shareholders.

The benefit of the provision is that shareholders are able to decide collectively whether the proportional offer is acceptable in principle and it may ensure that any partial offer is appropriately priced.

What is the effect of the proportional takeover approval provisions?

If a proportional takeover bid is made, the directors must ensure that shareholders vote on a resolution to approve the bid more than 14 days before the bid period closes.

The vote is decided on a simple majority.

Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote, but the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn.

If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's constitution.

The directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on.

However, if the resolution is not voted on, the bid will be taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids and will only apply for 3 years after the date of adoption of the new Constitution. The provisions may be renewed, but only by a special resolution.

No person to acquire or increase its substantial interest

At the date this statement was prepared, no director is aware of a proposal by a person to acquire, or to increase, a substantial interest in the Company.

Potential advantages and disadvantages

The directors consider that the proportional takeover approval provisions have no potential advantages or disadvantages for them. They remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover approval provisions for shareholders of the Company are:

- you will have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- the provisions may help shareholders avoid being locked in as a minority;
- the provisions may result in an increase in the bargaining power of shareholders (which may ensure that any partial offer is adequately priced); and
- knowing the view of the majority of shareholders may help each individual shareholder assess the likely outcome of the proportional takeover bid and to decide whether to accept or reject that offer.

The potential disadvantages for shareholders of the Company include:

- proportional takeover bids for shares in the Company may be discouraged;
- shareholders may lose an opportunity to sell some of their shares at a premium; and
- the chance of a proportional takeover bid being successful may be reduced.

The Board considers that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

REGISTERED OFFICE: SUITE 4, LEVEL 5 SOUTH SHORE PIAZZA 85 SOUTH PERTH ESPLANADE SOUTH PERTH WA 6151

INDEPENDENCE GROUP NL

ABN: 46 092 786 304

SHARE REGISTRY: Security Transfer Registrars Pty Ltd All Correspondence to: PO BOX 535, APPLECROSS WA 6953 AUSTRALIA 770 Canning Highway, APPLECROSS WA 6153 AUSTRALIA T: +61 8 9315 2333 F: +61 8 9315 2233 E: registrar@securitytransfer.com.au W: www.securitytransfer.com.au

Code: IGO

Holder Number:

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

Input box for Chairperson appointment

OR

Input box for name of person appointed

The meeting Chairperson (mark with an "X")

The name of the person you are appointing (if this person is someone other than the Chairperson of the meeting).

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10.00am (WST) on Wednesday, 27 November 2013 at the Perth Concert Hall, Wardle Room, 5 St Georges Terrace, Perth, Western Australia and at any adjournment of that meeting.

Chairperson authorised to exercise undirected proxies on remuneration related resolutions: Where we/I have appointed the Chairperson of the Meeting as my/our Proxy (or the Chairperson becomes my/our Proxy by default), by completing and returning this form I/we expressly authorise the Chairperson to exercise my/our Proxy on Resolutions 3 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairperson.

Important Note: For Resolution 4, this express authority is also subject to you marking the box below. The Chairperson of the Meeting intends to vote all available undirected proxies in favour of all items of business.

Important Note: Exercise of proxies by the Chairperson of the Meeting on Resolution 4 By marking this box, I/we acknowledge that the Chairperson of the Meeting may exercise my/our Proxy even if the Chairperson of the Meeting has an interest in the outcome of Resolution 4 and that votes cast by him, other than as a proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your Proxy how to vote, the Chairperson of the Meeting will not cast your votes on Resolution 4 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 4.

SECTION B: Voting Directions to your Proxy

Please mark "X" in the box to indicate your voting directions to your Proxy.

Table with columns: Resolution, For, Against, Abstain*. Rows include: 1.Re-election of Mrs Kelly Ross, 2. Election of Mr Geoffrey Clifford, 3. Remuneration Report, 4. Issue of Performance Rights to Mr Christopher Bonwick, 5. Approval of New Constitution

If no directions are given my Proxy may vote as the Proxy thinks fit or may abstain.

* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

The Chairperson of the Meeting intends to vote undirected proxies in favour of all resolutions

SECTION C: Please Sign Below

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Signature lines for Individual or Security Holder, Security Holder 2, Security Holder 3, Sole Director and Sole Company Secretary, Director, Director / Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 10.00am (WST) on Monday, 25 November 2013.

ONLINE PROXY SERVICE

You can lodge your proxy online at www.securitytransfer.com.au

- 1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

Online Proxy ID: [Input box]

