



11 November 2010

38 Pages

**Australian Stock Exchange Limited
Company Announcements
Level 10, 20 Bond Street
SYDNEY NSW 2000**

Despatch of Offer Document and Entitlement and Acceptance Form

Please find attached copies of the following documents that were today despatched to retail shareholders of Independence Group NL (**Independence**) who are eligible to participate in the non-renounceable entitlement offer (**Retail Entitlement Offer**) announced on 4 November 2010:

- Offer Booklet; and
- Entitlement and Acceptance Form.

Also attached is a copy of a letter sent to retail shareholders of Independence who are ineligible to participate in the Retail Entitlement Offer.

Yours faithfully,

Christopher Bonwick
Managing Director



INDEPENDENCE GROUP NL
ABN 46 092 786 304

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ABN 46 092 786 304

Retail Entitlement Offer Booklet

For an accelerated pro rata non-renounceable entitlement offer of 1 New Share for every 15 Shares held at the Record Date at an issue price of \$6.65 per New Share to raise approximately \$50.6 million before costs.

Lead Manager and Underwriter
Bell Potter Securities Limited

This Retail Entitlement Offer opens on 12 November 2010 and closes at 5.00 pm (Perth time) on 26 November 2010 (unless extended). Valid acceptances must be received before that time.

THIS IS AN IMPORTANT DOCUMENT WHICH IS ACCOMPANIED BY AN ENTITLEMENT AND ACCEPTANCE FORM FOR YOU TO SUBSCRIBE FOR NEW ORDINARY SHARES IN INDEPENDENCE GROUP NL.

IF YOU DO NOT UNDERSTAND THESE DOCUMENTS, OR ARE IN DOUBT AS TO HOW TO ACT, YOU SHOULD CONSULT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISOR.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES.

IMPORTANT INFORMATION

This Offer Booklet is issued pursuant to section 708AA of the Corporations Act (as notionally modified by ASIC class orders [CO 07/571] and [CO 08/35]) for the offer of New Shares without disclosure to investors under Part 6D.2 of the Corporations Act. This Offer Booklet was lodged with the ASX on 11 November 2010. ASX takes no responsibility for the content of this Offer Booklet.

This Offer Booklet is not a prospectus and does not contain all of the information that an investor would find in a prospectus or which may be required by an investor in order to make an informed investment decision regarding, or about the rights attaching to, New Shares. The information in this Offer Booklet does not constitute a securities recommendation or financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. Nevertheless, this Offer Booklet contains important information and requires your immediate attention.

Before you decide whether to take up your offer to subscribe for New Shares, you should:

- read this Offer Booklet in its entirety; and
- conduct your own independent review, investigation and analysis of the Company and the New Shares which are the subject of the Retail Entitlement Offer, considering whether they are a suitable investment for you in light of your own investment objectives, financial circumstances and particular needs (having regard to the merits or risks involved).

If you are in any doubt as to how to deal with this Offer Booklet, you should consult your professional advisor as soon as possible. The New Shares offered are of a speculative nature.

By returning an Entitlement and Acceptance Form or lodging an Entitlement and Acceptance Form with your stockbroker or otherwise arranging for payment for your New Shares in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have received and read this Offer Booklet, you have acted in accordance with the terms of the Retail Entitlement Offer detailed in this Offer Booklet and you agree to all of the terms and conditions as detailed in this Offer Booklet.

Overseas shareholders

This Offer Booklet and the Entitlement and Acceptance Form do not, and are not intended to, constitute an offer or invitation in the United States or to any person acting for the account or benefit of a person in the United States, or in any other place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

No offer is being made to retail Shareholders with a registered address outside Australia and New Zealand. The distribution of this Offer Booklet and the Entitlement and Acceptance Form (including electronic copies) outside Australia and New Zealand may be restricted by law. If you come into possession of these documents, you should observe such restrictions and should seek your own advice about such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. The Directors reserve the right to treat as invalid any Entitlement and Acceptance Form that appears to the Directors or the Company's agents to have been submitted in violation of any applicable securities laws. Please refer to section 1.9.

Eligible Shareholders holding Shares on behalf of persons who are resident outside Australia and New Zealand, (including nominees, custodians and trustees) are responsible for ensuring that any dealing with New Shares issued does not breach the laws and regulations in the relevant overseas jurisdiction, and should seek independent professional advice and observe any applicable restrictions relating to the taking up of Entitlements or the distribution of this Offer Booklet or the Entitlement and Acceptance Form. The making of an application (whether by the return of a duly completed Entitlement and Acceptance Form, the making of payment or otherwise) will constitute a representation that there has been no breach of such laws or regulations. Shareholders who are nominees, custodians or trustees are therefore advised to seek independent advice as to how they should proceed. The New Shares may only be offered outside the United States to persons who are not acting for the account or benefit of persons in the United States.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand).

The New Shares in the Retail Entitlement Offer are not being offered or sold to the public in New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand).

United States

This Offer Booklet does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this Offer Booklet nor the Entitlement and Acceptance Form may be distributed in the United States.

The New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. The entitlements may not be taken up by persons in the United States or by persons who are acting for the account or benefit of a person in the United States. The New Shares may not be offered, sold or resold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and the applicable securities laws of any state or other jurisdiction in the United States.

Information publicly available

Information about the Company is publicly available and can be obtained from ASIC and ASX (including its website: www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Offer Booklet and do not constitute part of the Retail Entitlement Offer. This Offer Booklet is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in New Shares or the Company. Some of the risk factors that should be considered by potential investors are outlined in section 4 of this Offer Booklet.

No representations other than as set out in this Offer Booklet

No person is authorised to give any information or make any representation in connection with the Retail Entitlement Offer which is not contained in this Offer Booklet. Any such extraneous information or representation may not be relied upon.

The Lead Manager and Underwriter has not authorised, permitted or caused the issue, lodgement, submission, despatch or provision of this Offer Booklet. The Lead Manager and Underwriter does not make, or purport to make, any statement in this Offer Booklet, and there is no statement in this Offer Booklet which is based on any statement by the Lead Manager and Underwriter. To the maximum extent permitted by law, the Lead Manager and Underwriter expressly disclaims all liability in respect of, makes no representations regarding, and takes no responsibility for, any part of this Offer Booklet.

Forward looking statements

This Offer Booklet 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 many of which are outside the control of the Company and that could cause those acts, events and circumstances to differ materially from the expectations described in such forward looking statements. Neither the Company nor any other person guarantees the repayment of capital or the payment of income. Investors should note that the past performance of the Company provides no guidance to its future performance.

No rights trading

Entitlements are non-renounceable and cannot be traded on the ASX or any other exchange, nor can they be privately transferred. You cannot withdraw your application for New Shares once it has been accepted by the Company.

Eligibility

This Offer Booklet and the Entitlement and Acceptance Form sets out the Entitlement of an Eligible Retail Shareholder to participate in the Retail Entitlement Offer.

Please read the instructions in this Offer Booklet and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your Entitlement.

Entire agreement

The terms contained in this Offer Booklet constitute the entire agreement between the Company and you as to the Retail Entitlement Offer and your participation in the Retail Entitlement Offer to the exclusion of all prior representations, understandings and agreements between the Company and you.

Governing law

This Offer Booklet, the Retail Entitlement Offer and the contracts formed on acceptance of the Applications are governed by the laws applicable in Western Australia. Each Applicant for New Shares submits to the non-exclusive jurisdiction of the courts of Western Australia.

Glossary

Please refer to the glossary in section 6 for definitions of terms and abbreviations used in this Offer Booklet.

CHAIRMAN'S LETTER

11 November 2010

Dear Shareholder

On behalf of Independence Group NL (**Independence** or **Company**), I am pleased to invite you to participate in the retail component of a fully underwritten 1 for 15 non-renounceable pro rata entitlement offer (**Retail Entitlement Offer**) at an issue price of \$6.65 per share to raise approximately \$21.1 million.

On 4 November 2010, Independence announced its intention to undertake an equity raising of approximately \$164.3 million via an institutional placement (**Institutional Placement**) to raise approximately \$113.8 million and an accelerated, non-renounceable pro-rata entitlement offer (**Entitlement Offer**) to all eligible shareholders to raise approximately \$50.6 million. The Entitlement Offer consists of an institutional entitlement offer (**Institutional Entitlement Offer**) to raise approximately \$29.5 million and the Retail Entitlement Offer to raise approximately \$21.1 million.

The Institutional Placement and the Institutional Entitlement Offer were completed on 5 November 2010.

Bell Potter Securities Limited is the Sole Lead Manager and Underwriter of the Entitlement Offer and Sole Lead Manager of the Institutional Placement.

Proceeds from the raising will be used to partly fund Independence's current estimated share of costs for the Tropicana Joint Venture project. As announced in the Company's recent quarterly report, the Bankable Feasibility Study for Tropicana is expected to be completed in November and Independence currently estimates capital costs for the project of approximately \$600 - \$620 million, and working capital requirements of \$100 - \$120 million. Independence's 30% share of these costs is therefore currently estimated at approximately \$210 - \$220 million.

The Company's existing cash balance of approximately A\$137 million will be used to fund additional near term expenditure for exploration and development around the Long Nickel mine, other regional exploration (including Tropicana Joint Venture exploration) and potential mine development. Further details of the Company's expected future expenditure are provided in the Investor Presentation included in this Offer Booklet.

Under the Retail Entitlement Offer, Eligible Retail Shareholders are being given the opportunity to subscribe for 1 New Share for every 15 Independence ordinary shares held at 5.00 pm Perth time on 9 November 2010 at the issue price of A\$6.65 per New Share.

The issue price represents a discount of 7.5% to the closing share price on 3 November, being the day before the raising was announced and a 6.3% discount to the theoretical ex-entitlement price calculated on that date.

Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up all or any part of their Entitlements will not receive any payment or value in respect of those Entitlements and their percentage shareholding in the Company will be diluted.

This Offer Booklet contains important information about the Retail Entitlement Offer, including:

- Details of the Offer, including Key Dates;
- ASX Announcement and Investor Presentation;
- Actions to be taken by Eligible Retail Shareholders;
- Additional information; and
- A personalised Entitlement and Acceptance Form which details your Entitlement.

This Offer Booklet and personalised Entitlement and Acceptance Form should be read carefully and in their entirety before deciding whether or not to participate in the Retail Entitlement Offer. In particular, you should consider the key risk factors outlined in section 4 of this Offer Booklet and the Investor Presentation (included at section 2 in this Offer Booklet).

Retail shareholders who have any queries about the Entitlement Offer should contact Security Transfer Registrars on +618 9315 2333 at any time from 9.00 am to 5.00 pm Perth time during the Retail Entitlement Offer period.

On behalf of the Board of Independence, I invite you to consider this investment opportunity and thank you for your ongoing support of our company.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'Oscar Aamodt', with a stylized flourish at the end.

Oscar Aamodt
Chairman and Non-executive Director

1. DETAILS OF THE OFFER

1.1 The Entitlement Offer

Independence is making a fully underwritten accelerated non-renounceable pro rata entitlement offer (**Entitlement Offer**) of fully paid ordinary shares in the capital of the Company (**New Shares**) to Eligible Shareholders. Eligible Shareholders who are on the Company's share register at 5.00 pm (Perth time) on 9 November 2010 (**Record Date**) will be entitled to apply to subscribe for 1 New Share for every 15 Shares held at an issue price of \$6.65 each per New Share. The issue price is payable in full on application.

In conjunction with the Entitlement Offer, Independence has also placed a total of approximately 17.1 million shares to Institutional Investors (**Placement**).

Please refer to the ASX Announcement and Investor Presentation in section 2 for information regarding the purpose of the Entitlement Offer, the use of funds raised under the Entitlement Offer, and for information on the Company's business, performance and strategy. Please refer to section 1.11 for information on the effect of the Entitlement Offer on the Company's capital structure. You should also consider other publicly available information about the Company available at www.asx.com.au and www.igo.com.au.

Institutional Entitlement Offer

On 8 November 2010, the Company announced that it had successfully completed the institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) raising approximately \$29.5 million.

Settlement of the Institutional Entitlement Offer is expected to occur on 19 November 2010. New Shares are expected to be allotted under the Institutional Entitlement Offer on 22 November 2010.

Retail Entitlement Offer

Eligible Retail Shareholders are invited to subscribe for all or part of their Entitlement under the Entitlement Offer (**Retail Entitlement Offer**) and are being sent this Retail Entitlement Offer Booklet with a personalised Entitlement and Acceptance Form.

The Retail Entitlement Offer is open to Eligible Retail Shareholders. Eligible Retail Shareholders are persons who:

- were registered as Shareholders on the Record Date;
- have a registered address in Australia or New Zealand;
- did not receive an offer to participate (other than as nominee) or were otherwise ineligible to participate under the Institutional Entitlement Offer;
- are not Eligible Institutional Shareholders or Ineligible Institutional Shareholders and do not hold Shares on behalf of Eligible Institutional Shareholders or Ineligible Institutional Shareholders (to that extent);
- are not in the United States or acting for the account or benefit of a person in the United States; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

The Retail Entitlement Offer opens at 9.00 am (Perth time) on 12 November 2010 and closes at 5.00 pm (Perth time) on 26 November 2010.

A maximum of 7,604,236 New Shares will be issued under the Entitlement Offer and the Company will raise approximately \$50.6 million before costs. The number of New Shares to which you are entitled is shown on the accompanying Entitlement and Acceptance Form.

The New Shares will be fully paid and will rank equally with the Company's existing issued Shares.

1.2 Key dates

The Retail Entitlement Offer is open for acceptance until 5.00 pm (Perth time) on the Closing Date or such other date as the Directors, in conjunction with the Lead Manager and Underwriter, shall determine, subject to the Listing Rules. Other key dates for the Retail Entitlement Offer are as follows:

Announcement of Entitlement Offer	4 November 2010
Institutional Entitlement Offer and Placement	4 to 5 November 2010
Record Date for determining Entitlements	9 November 2010 (5.00 pm Perth time)
Despatch of Offer Booklet and Entitlement and Acceptance Forms	12 November 2010
Retail Entitlement Offer opens	12 November 2010 (9.00 am Perth time)
Retail Entitlement Offer closes	26 November 2010 (5.00 pm Perth time)
Notification of Shortfall	1 December 2010
Allotment of New Shares under the Retail Entitlement Offer	6 December 2010
Despatch of holding statements in relation to New Shares issued under the Retail Entitlement Offer	6 December 2010
Normal trading of New Shares issued under the Retail Entitlement Offer expected to commence on ASX	7 December 2010

The timetable outlined above is indicative only and subject to change. The Directors, in conjunction with the Lead Manager and Underwriter, reserve the right to vary these dates, including the Closing Date, without prior notice but subject to the Corporations Act and the Listing Rules. The Directors also reserve the right not to proceed with the whole or part of the Retail Entitlement Offer at any time prior to allotment. In that event, Application Money will be returned without interest. See section 1.8 for further details.

1.3 Entitlements

Each Eligible Shareholder who is registered as the holder of Shares at 5.00 pm (Perth time) on the Record Date is entitled to participate in the Retail Entitlement Offer. The number of New Shares to which you are entitled is shown on your Entitlement and Acceptance Form accompanying this Offer Booklet.

As a result of this Retail Entitlement Offer, Shareholders who do not take up all of their Entitlement will have their percentage shareholding in the Company diluted.

If you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. It is the responsibility of Applicants to determine their allocation prior to trading in the New Shares. The sale by Applicants of New Shares prior to the receipt of a holding statement is at the Applicant's own risk.

1.4 Opening and closing dates

The Retail Entitlement Offer will be open for receipt of acceptances on 12 November 2010.

The Company will accept Entitlement and Acceptance Forms until 5.00 pm (Perth time) on 26 November 2010, subject to the Directors, in their absolute discretion, varying the Closing Date in accordance with the Corporations Act and the Listing Rules.

1.5 Non-Renounceable

The Retail Entitlement Offer is non-renounceable. This means that Eligible Shareholders are unable to sell or transfer their Entitlements to subscribe for New Shares. Any New Shares not subscribed for by Eligible Shareholders who take up their Entitlement will form part of the Shortfall and will be subscribed for by the Underwriter or sub-underwriters pursuant to the underwriting agreement.

1.6 Underwriting

The New Shares to be issued under the Retail Entitlement Offer are fully underwritten by the Underwriter. Any New Shares which are not subscribed for by Eligible Shareholders who take up their Entitlement will form part of the Shortfall to be taken up by the Underwriter.

A summary of the Underwriting Agreement, including the events whereby the Underwriter may be released from its obligations under the Underwriting Agreement, are set out in section 5.1.

1.7 ASX listing

The Company has made an application to ASX for Official Quotation of the New Shares. If ASX does not grant quotation for the New Shares, the Company will not allot any New Shares and all Application Money will be refunded without interest.

1.8 Application Money

Application Money will be held in trust in a subscription account established and held by the Company on behalf of each Eligible Shareholder until the New Shares are issued. If necessary, Application Money will be refunded as soon as reasonably practicable, without interest. Interest earned on any Application Money will be for the benefit of the Company and will be retained by the Company regardless of whether New Shares are issued under the Retail Entitlement Offer.

1.9 Excluded Shareholders

The Company will not make a Retail Entitlement Offer to Retail Shareholders with a registered address outside Australia or New Zealand (**Excluded Shareholders**). The Company has decided that it is unreasonable to extend the Retail Entitlement Offer to Excluded Shareholders having regard to:

- (a) the number of Retail Shareholders outside Australia and New Zealand;
- (b) the number and value of New Shares that would be offered to Retail Shareholders outside of Australia and New Zealand; and
- (c) the cost of complying with the legal requirements, and requirements of regulatory authorities, in the overseas jurisdictions.

1.10 Use of proceeds

The Company intends to use the proceeds of the Entitlement Offer to partly fund its current estimated share of the Tropicana Joint Venture project expenses. Please refer to the ASX Announcement and Investor Presentation in section 2 for further information regarding the proposed use of proceeds of the Entitlement Offer.

1.11 Effect of the Entitlement Offer on the Company

Financial effect of the Entitlement Offer on the Company

The financial effect of the Entitlement Offer and the Institutional Placement is summarised in the Investor Presentation included in section 2 of this Offer Booklet.

Effect of the Entitlement Offer on the capital structure of the Company

The principal effect of the Entitlement Offer on the Company's capital structure will be to increase the total number of issued Shares. The following table sets out the number of issued Shares at the date of announcement of the Entitlement Offer and the total number of issued Shares at the completion of the Entitlement Offer based on the maximum number of New Shares that may be issued under the Entitlement Offer:

Shares	Number
Issued Shares at 4 November 2010, the date of announcement of the Entitlement Offer	114,063,539
Maximum number of Shares to be issued to Institutional Investors pursuant to the Placement	17,109,530
Maximum number of New Shares that may be issued pursuant to the Entitlement Offer *	7,604,236
Maximum number of issued Shares upon completion of the Entitlement Offer	138,777,305

* Assumes that no options that have been issued by the Company are exercised prior to the Record Date.

The percentage shareholding of all Shareholders that either do not subscribe for their full Entitlement, or who are not eligible to participate in the Entitlement Offer, will decrease.

The Entitlement Offer is not expected to materially impact on the control of the Company.

In addition to the Shares listed above, the Company has the following securities not listed on ASX:

Options	Number
Unlisted options exercisable at \$4.85 and expiring on 30 June 2011	112,500
Unlisted options exercisable at \$4.64 and expiring on 30 June 2011	225,000
Unlisted options exercisable at \$4.44 and expiring on 30 June 2011	500,000

Existing optionholders will not be entitled to participate in the Entitlement Offer unless they:

- have become entitled to exercise their existing options under the terms of their issue and do so prior to the Record Date; and
- participate in the Entitlement Offer as a result of being a holder of Shares registered on the register of the Company on the Record Date.

1.12 Enquiries

If you have any enquiries in relation to the Entitlement and Acceptance Form or your Entitlement, please contact the Share Registry by telephone on +61 8 9315 2333 at any time from 9.00 am to 5.00 pm Perth time, or consult your professional advisor.

2. ASX ANNOUNCEMENT AND INVESTOR PRESENTATION



4 November 2010

Australian Stock Exchange Limited
Company Announcements
Level 10, 20 Bond Street
SYDNEY NSW 2000

NO. OF PAGES : (2)

NOT FOR DISTRIBUTION OR RELEASE INTO THE UNITED STATES OR TO,
OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS

Independence Group NL announces A\$164.3 million equity capital raising to partly fund its current estimated share of the Tropicana Project development

Independence Group NL (“Independence”) today announced an equity capital raising of A\$164.3 million to be completed by way of an accelerated non-renounceable pro-rata entitlement offer and institutional share placement.

Use of funds

Proceeds from the raising will be used to partly fund Independence’s current estimated share of costs for the Tropicana Joint Venture project. As announced in the company’s recent quarterly report, the Bankable Feasibility study for Tropicana is expected to be completed in November and Independence currently estimates capital costs for the project of approximately \$600 - \$620 million and working capital requirements of \$100 - \$120 million. Independence’s 30% share of these costs is therefore currently estimated at approximately \$210 - \$220 million.

The Company’s existing cash balance of approximately A\$137 million will be used to fund additional near term expenditure for exploration and development around the Long Nickel mine, other regional exploration (including Tropicana Joint Venture exploration) and potential mine development. Further details of the Company’s expected future expenditure are provided in the Equity Raising Presentation accompanying this announcement.

Offer details

Independence is undertaking an equity offer to raise approximately A\$164.3 million, comprising:

- a A\$113.8 million institutional share placement (“Institutional Placement”) at an issue price of A\$6.65; and
- a A\$50.6 million 1 -for-15 accelerated non-renounceable pro-rata entitlement offer (“Entitlement Offer”) at an issue price of A\$6.65 per new share

The issue price under the Institutional Placement and Entitlement Offer represents a discount of 7.5% to the closing price on 3 November and 6.3% to the theoretical ex-rights price.

Full details of the retail component of the Entitlement Offer (“Retail Entitlement Offer”) will be set out in a Retail Entitlement Offer booklet which is expected to be lodged with the ASX on 11 November 2010 and dispatched to shareholders on or around 12 November 2010. Any eligible retail shareholder who wishes to acquire new shares under the Retail Entitlement Offer will need to complete the personalised entitlement and acceptance form that will accompany the Retail Entitlement Offer booklet.

Retail shareholders who have any queries about the Entitlement Offer should contact Security Transfer Registrars on +61 8 9315 2333 at any time from 9:00am to 5:00pm Perth time during the Retail Entitlement Offer period.

The Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up their Entitlements in full will not receive any value in respect of those Entitlements that they do not take up. Shareholders who are not eligible to receive Entitlements will not receive any value in respect of Entitlements they would have received had they been eligible.

Timetable

Institutional Entitlement Offer Opens	Thursday, 4 November
Institutional Entitlement Offer Closes	10.00am Sydney time, Friday 5 November
Ordinary Shares Recommence Trading	Monday, 8 November
Record Date to Determine Entitlements	5.00pm Perth time, Tuesday 9 November
Retail Entitlement Offer Opens	Friday, 12 November
Institutional Settlement Date	Friday, 19 November
Institutional Trading Date	Monday, 22 November
Retail Entitlement Offer Closes	5.00pm Perth time, Friday, 26 November
Retail Entitlement Offer Settlement Date	Friday, 3 December
Retail Allotment Date	Monday, 6 December
Retail Trading Date	Tuesday, 7 December

Bell Potter Securities Limited (“**Bell Potter**”) is sole Lead Manager to the Institutional Placement and the Entitlement Offer and Sole Underwriter of the Entitlement Offer. Euroz Securities Limited has been appointed Co-manager to the Institutional Placement and Institutional Entitlement Offer. Clayton Utz is acting as legal advisers to Independence Group NL.



CHRISTOPHER BONWICK
Managing Director



INTERNATIONAL OFFER RESTRICTIONS cont'd

SWITZERLAND

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange ("SIX") or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this document nor any other offering material relating to the New Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA). This document is personal to the recipient only and not for general circulation in Switzerland.

SINGAPORE

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined under section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately; you may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to on-sale restrictions in Singapore and comply accordingly.

UNITED KINGDOM

Neither the information in this document nor any other document relating to the offer has been delivered for approval to the Financial Services Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares. This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of FSMA). This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of s.21 FSMA) received in connection with the issue or sale of the New Shares has only been communicated, and will only be communicated, in the United Kingdom in circumstances in which s.21(1) FSMA does not apply to the Company. In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"); (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO; or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

5



INTERNATIONAL OFFER RESTRICTIONS cont'd

HONG KONG

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies Ordinance (Cap. 32) of Hong Kong (the "Companies Ordinance"), nor has it been authorised by the Securities and Futures Commission (the "SFC") in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong by means of any document, other than:

- to "professional investors" (as defined in the SFO and any rules made under that ordinance); or
- in other circumstances that do not result in this document being a "prospectus" (as defined in the Companies Ordinance) or that do not constitute an offer to the public within the meaning of that ordinance.

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be, in the possession of any person for the purpose of offering the New Shares in Hong Kong (whether by direct or indirect means) which (i) is directed at, or (ii) is intended to be directed at, any person (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only by means of a private arrangement outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allocated New Shares may sell, or offer to sell, such shares in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such shares.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

6



AGENDA

	<i>Pages</i>
Summary & Independence Overview	8 - 12
Tropicana Joint Venture	13 - 21
Long Nickel Mine	22 - 29
Regional Exploration	30 - 36
Corporate Goals	37
Equity Raising Overview	38 - 40
Key Risks	41 - 45
Additional Information	46 - 49

7



SUMMARY & INDEPENDENCE OVERVIEW

Independence is undertaking an equity raising to partly fund its share of the expected Tropicana JV project costs

- The Tropicana JV project is Independence's primary near term growth driver**
 - a 3.3M oz Au PFS open cut reserve in a new Australian gold province
 - Independence holds 30% of the joint venture, with AngloGold Ashanti Australia Limited holding the remaining 70%
- Based on current information, Independence now expects:**
 - the Tropicana JV bankable feasibility study ("BFS") to be received in November 2010
 - Tropicana capital costs to be A\$600m – A\$620m
 - working capital requirements of A\$100m - A\$120m
 - Independence's share of total costs to be approximately A\$210m – A\$220m
- Independence has announced a A\$164.3m equity raising to partly fund its estimated costs for Tropicana**
 - a A\$113.8m institutional placement at A\$6.65 per share ("Institutional Placement")
 - a A\$50.6m fully underwritten, accelerated, non-renounceable 1 for .15 entitlement offer at A\$6.65 per share ("Entitlement Offer")
 - Bell Potter Securities Ltd has been appointed Sole Lead Manager of the Institutional Placement and Underwriter of the Entitlement Offer
 - Euroz Securities Ltd has been appointed Co-Manager of the Institutional Offer

8



SUMMARY & INDEPENDENCE OVERVIEW

Independence is undertaking an equity raising to partly fund its share of the expected Tropicana JV project costs

- Total cash reserves following the equity raising expected to be approximately A\$295.1m:
 - A\$137.3m cash (30 September 2010)
 - A\$157.8m net cash raised through the equity raising
- Near term expenditure estimated at approximately A\$272m – A\$282m
 - Tropicana JV - A\$210m – A\$220m
 - Long Nickel Mine - A\$29.4m
 - Regional exploration - A\$19.3m
 - Tropicana exploration, Boston Shaker and Havana Deeps feasibility studies - A\$13.1m
- Independence continues to build a great Australian mining company through mineral discoveries and mine development
 - ongoing production from the 100% owned Long Nickel Mine with the potential for further exploration and development upside
 - the potential near-term commencement of the Tropicana project
 - a suite of regional exploration opportunities

9



INDEPENDENCE OVERVIEW - CORPORATE

Tight share structure and no debt

Capital Structure:

ASX 200 Code: IGO
 114.1M shares and 0.8M staff options pre equity raising
 138.8M shares and 0.8M staff options post equity raising
 Market Cap. (01/11/10): A\$820M
 Daily turnover (6 month average) – 0.4M

Substantial Shareholders: (pre equity raising)

JF Capital: 11.6M shares
 Orion: 7.1M shares
 NAB: 6.8M shares
 Australian Institutions: 47%, O/S Inst: 17%
 67 Institutions in top 100

Financials: (pre equity raising)

2009/10 Profit: A\$28.7M
 2009/10 EPS (dil.): A25.3c
 Cash: A\$137.3M (as at 30.9.10)
 Debt: Nil
 Dividends paid 2009/10: 2c interim + 3c final

10



INDEPENDENCE OVERVIEW - ASSETS

Multiple growth opportunities

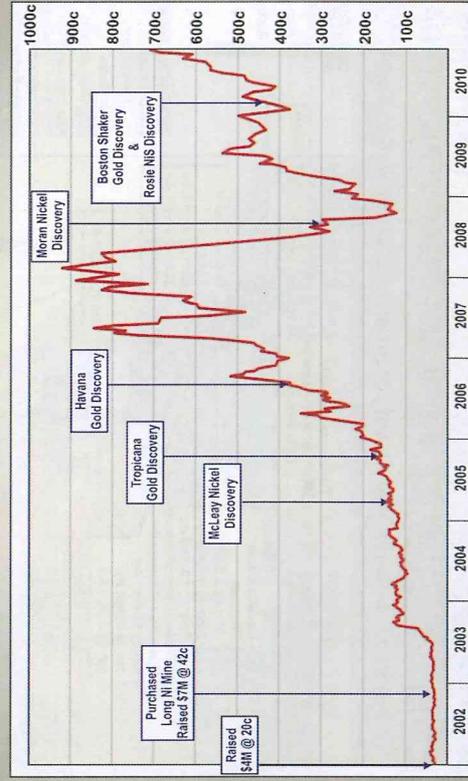
LONG NICKEL MINE ✓ Production	<p>2009/10 Cash Costs: without royalty A\$4.01/lb Ni with royalty A\$4.44/lb Ni</p> <p>2009/10 Revenue: A\$9.60/lb Ni</p> <p>Jun 10 Resources: 91,500t Ni @ 5.4% Ni 53,400t Ni @ 4.1% Ni</p> <p>Extending mine life – New Moran discovery June 2010 resource: 546,000t @ 7.2% Ni (39,400t Ni)</p>
TROPICANA ✓ Potential Near Term Growth	<p>PFS Open Cut Resource: 30% of 5.01M oz Au PFS Open Cut Reserve: 30% of 45Mt @ 2.3g/t Au (3.3M oz Au)</p> <p>Significant underground & regional potential</p>
REGIONAL EXPLORATION ✓ Growth	<p>7 high quality Ni, Au, Sn and Cu-Pb-Zn projects. Exclusive 292,000 sample geochemical database.</p> <p>Unique exploration targeting & technology</p>

11



IGO HISTORY AND SHARE PRICE

Five ore bodies discovered to date Monthly Average Share Price to 01.11.10



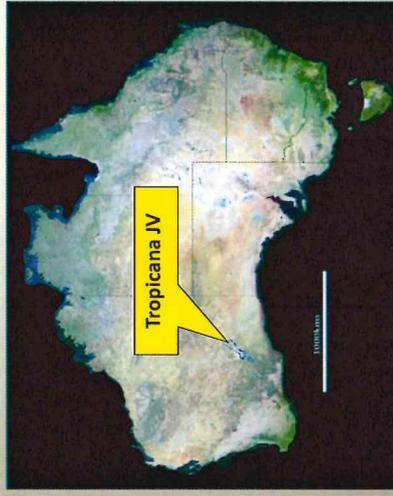
12



TROPICANA JV – (IGO – 30%) IGO'S SECOND POTENTIAL CASH GENERATOR

A New Australian Gold Province

AngloGold Ashanti – 70% (Manager)

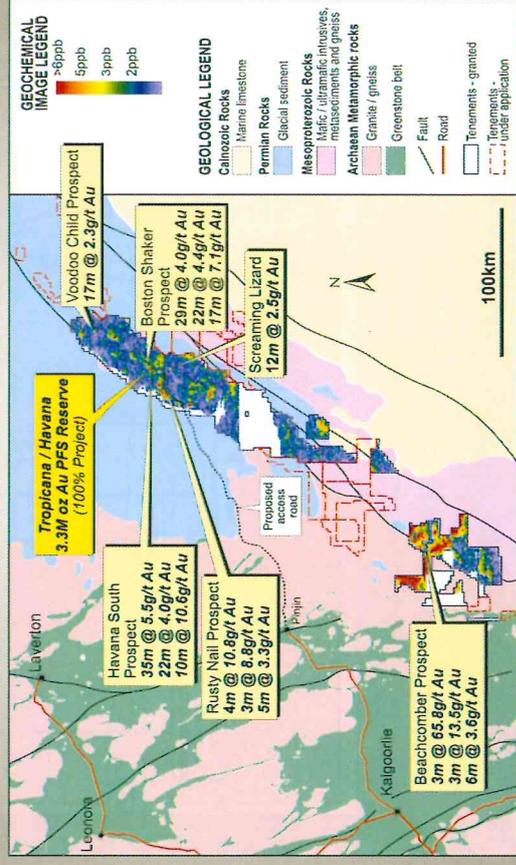


"New Gold Province under sand"



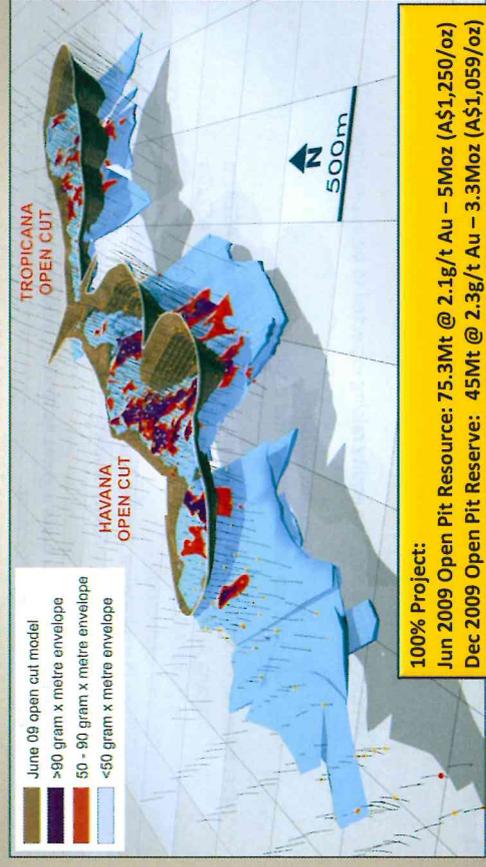
TROPICANA JV SIGNIFICANT DISCOVERIES TO DATE

Numerous gold anomalies and potential for other gold discoveries



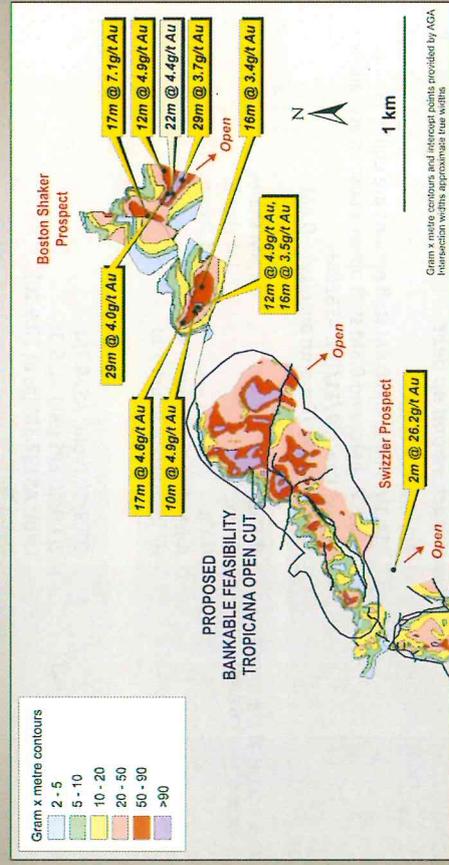
TROPICANA JV PRE-FEASIBILITY RESOURCE & RESERVE

PFS Resources/Reserves estimated using owner-operator costs



TROPICANA JV NEW BOSTON SHAKER DISCOVERY

Boston Shaker will not be included in BFS



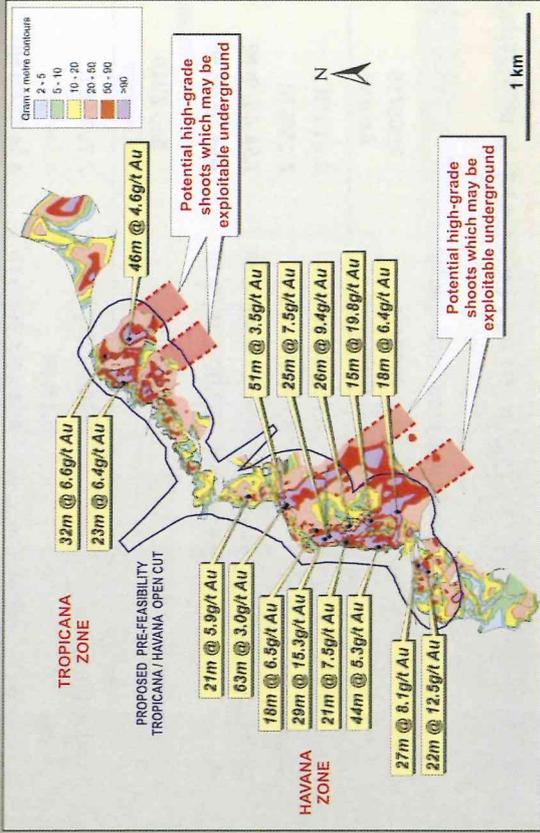
Gram x metre contours and intercept points provided by AGA. Intersect widths approximate true widths.

Tropicana gold system still growing along-strike and down-dip.

TROPICANA JV UNDERGROUND POTENTIAL



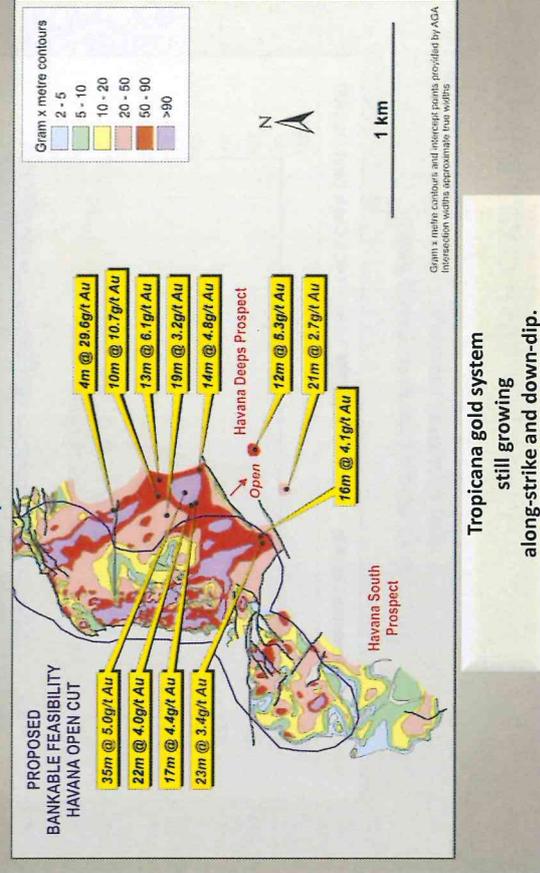
High-grade, true width in-pit gold intercepts suggest underground potential



TROPICANA JV HAVANA DEEPS INTERCEPTS



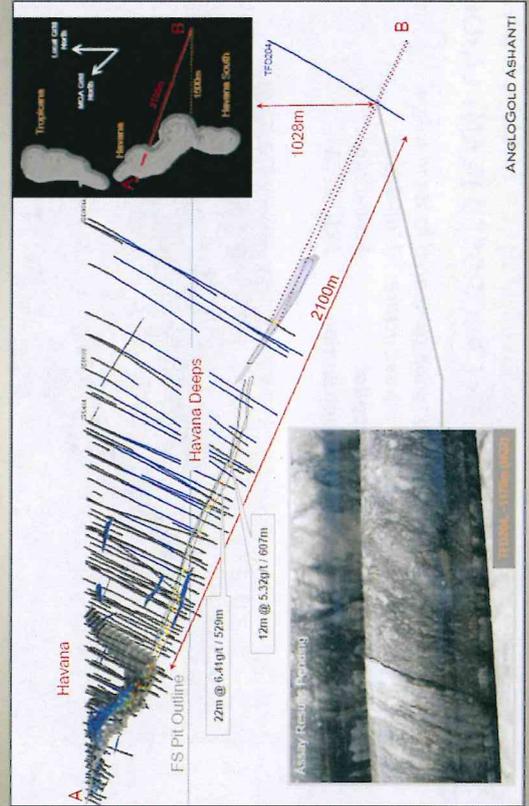
Havana Deeps will not be included in BFS



TROPICANA JV HAVANA DEEPS CROSS-SECTION



Tropicana JV Havana Deeps Step Out Hole



TROPICANA JV PRE-FEASIBILITY OUTCOME (100% PROJECT)



Open-cut Resource:	75.3 Mt @ 2.07g/t Au (5.01 M oz Au) at June 2009
Mining Reserve:	45 Mt @ 2.3g/t Au (3.3 M oz Au) – Owner Operator costing (A\$1059/oz Au, US\$103/barrel oil & 15% discount rate assumptions)
Infrastructure:	5.5 Mt pa treatment plant
Gold Production:	330,000 - 410,000 oz Au pa (recovered) over 8-10 years
Indicative BFS Timetable:	
- BFS Completion	November 2010 (Contract mining costing)
- Decision to proceed	November 2010
- First gold pour	2013



TROPICANA JV CURRENT PROPOSED PLANT LAYOUT

Designed to reduce energy consumption compared to standard gold plants

Estimated BFS plant and infrastructure \$600-620M

Estimated BFS working capital \$100-120M

Current estimated IGO contribution \$210-220M



21



LONG NICKEL MINE – IGO 100%

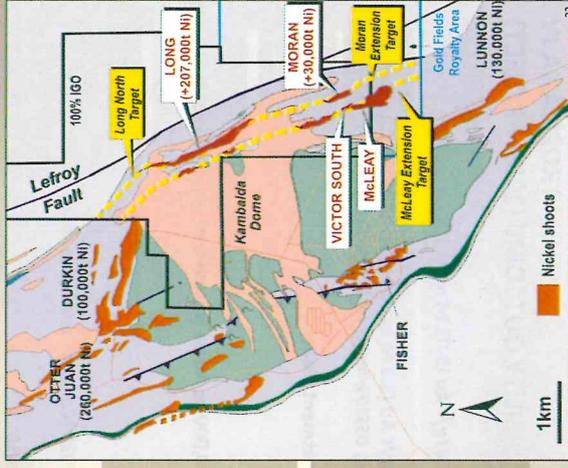
Moran, McLeay and Long nickel ore bodies yet to be closed off

HISTORY

- IGO Starting Reserve = 26,800 Ni t
- IGO Production to date = 66,801 Ni t
- June 2010 Resource = 91,500 Ni t
- June 2010 Reserves = 53,400 Ni t

GOALS

- Sustainable 9,000t Ni pa in bottom 3rd of world-wide nickel production cash costs.
- Low cost nickel producer.
- New Reserves to increase mine life.



PRODUCTION FORECAST & HEDGING

History of exceeding production guidance

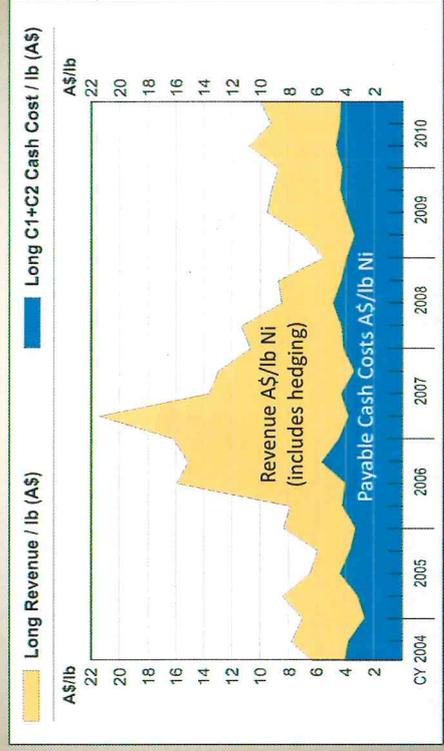
	2009/10 Guidance	2009/10 Actual	Sep 2010 Quarter
• Production	8,000-8,400 Ni t	8,615 Ni t	2,702 Ni t
• Grade	4.0% Ni	4.25% Ni	4.5% Ni
• Cash Costs (payable) - with royalty	A\$4.20-4.40/lb Ni	A\$4.44/lb Ni	A\$4.36/lb Ni
• Cash Costs (payable) - without royalty	A\$3.90-4.10/lb Ni	A\$4.01/lb Ni	A\$3.73/lb Ni
• Production	8,800-9,200 Ni t		
• Grade	4.1% Ni		
• Cash Costs (payable) - with royalty	A\$4.40-4.60/lb Ni		
• Cash Costs (payable) - without royalty	A\$4.00-4.20/lb Ni		
• Hedging Oct 2010 - Jun 2013	5,160 Ni t @ A \$22,464/t (A\$10.19/lb)		

23



QUARTERLY CASH COSTS & REVENUE

High operating margins
and consistent low cash costs over 6 years



24



LONG MINE NICKEL DEPOSITS & TARGETS LONGITUDINAL PROJECTION

Largest Reserve since IGO reopened the mine (mine life extended to at least 2016)

June 2010 Mineral Resources*: 1,702,000t @ 5.4% Ni (91,500t Ni)
 June 2010 Ore Reserves: 1,315,000t @ 4.1% Ni (53,400t Ni)

* Resource Ni t are inclusive of Reserves



Drill hole intercepts outside June 2010 Reserves & Resources (drill intercepts are quoted as down hole width, not true width)

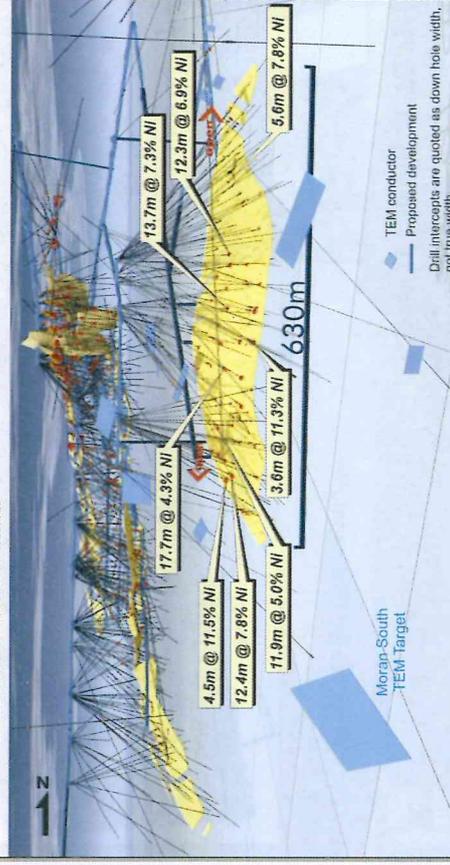


MORAN NICKEL DEPOSIT

Moran remains open to the south

June 2010 Mineral Resources*: 546,000t @ 7.2% Ni (39,400t Ni)
 June 2010 Ore Reserves: 739,000t @ 4.4% Ni (32,700t Ni)

* Resource Ni t are inclusive of Reserves

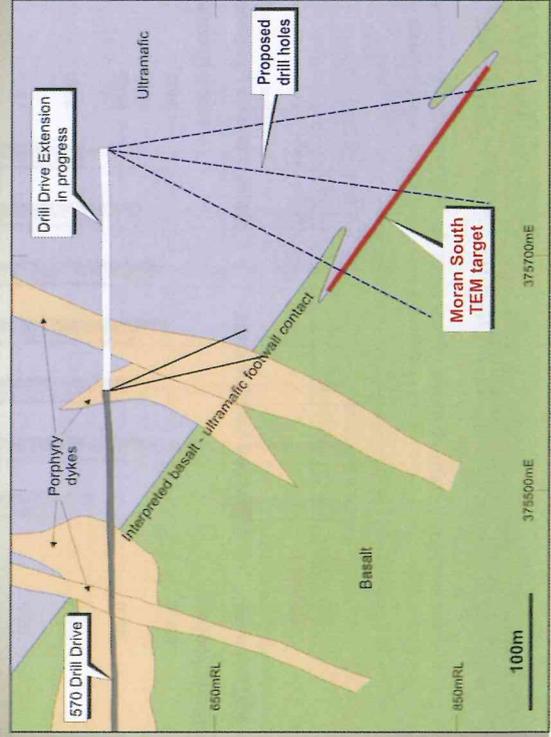


Drill intercepts are quoted as down hole width, not true width



MORAN SOUTH CROSS-SECTION

Moran remains open to the south

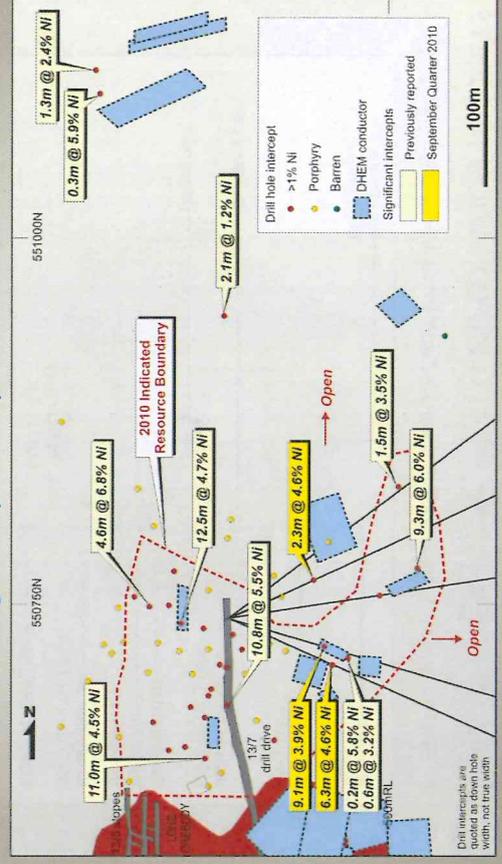


Drill intercepts are quoted as down hole width, not true width



LONG NORTH

Long ore body remain open to the north



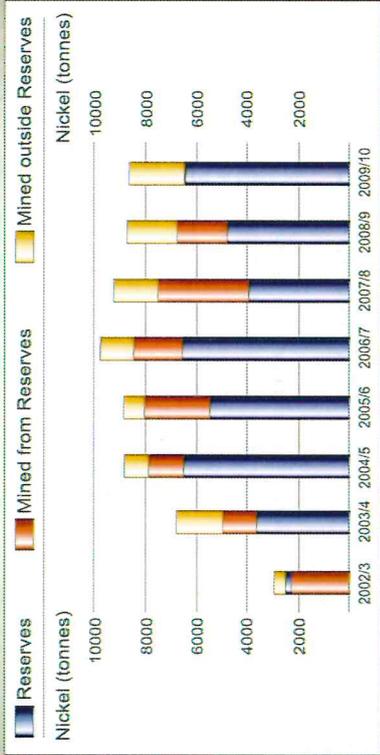
Drill intercepts are quoted as down hole width, not true width

LONG MINE COMPLEX PRODUCTION / ORE RESERVE COMPARISON

Consistently mining more nickel than Reserve estimate

Oct 2002 – Jun 2010 PRODUCTION SUMMARY

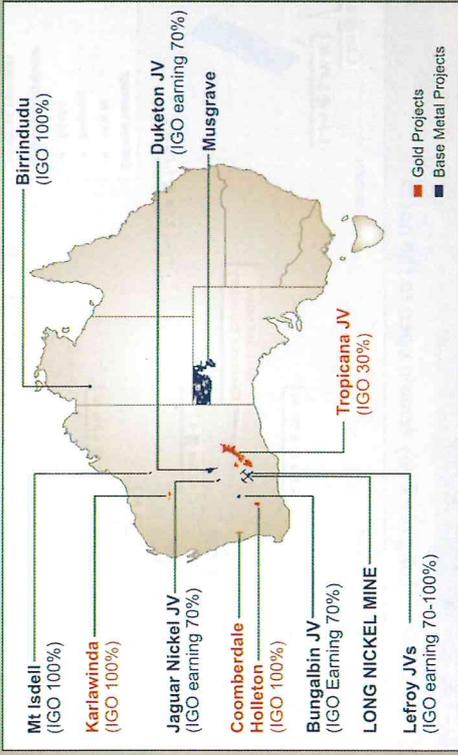
Initial Ore Reserve Estimate: 40,373 Ni t
 Mined from Ore Reserve: 52,665 Ni t (+30%)
 Mined outside Ore Reserve: 11,444 Ni t (+28%)
TOTAL: 64,109 Ni t (+58%)



29

IGO GOLD & BASE METAL EXPLORATION PROJECTS

High quality nickel, gold, copper-lead-zinc and tin exploration projects



30

DUKETON JV – ROSIE PROSPECT MASSIVE NICKEL SULPHIDES (IGO earning 70%)



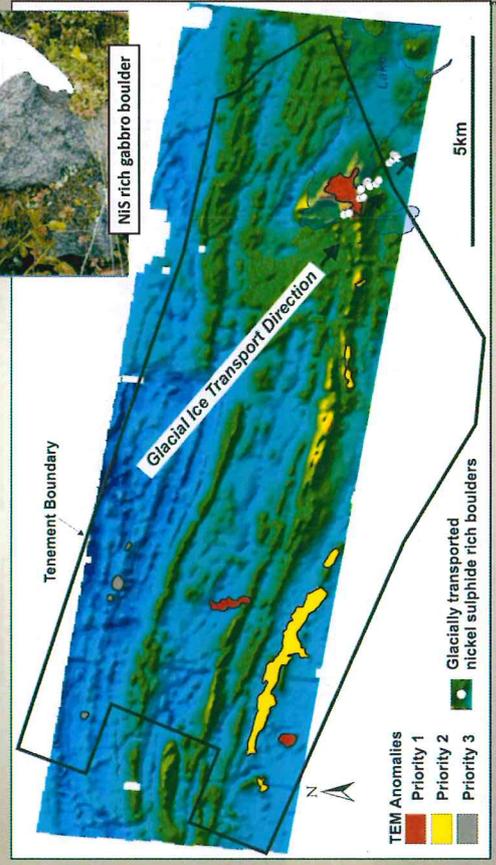
High value ore - potential
for significant
bi-product credits

Rosie Prospect massive nickel sulphides assaying:
 5.2m @ 9.1% Ni,
 1.1% Cu,
 0.2% Co,
 7.1g/t PGE's
 (2.2g/t Pt, 1.7g/t Pd,
 1.8g/t Ru & 0.8g/t Rh)

31

ORRBACKEN PROJECT - SWEDEN (JV: IGO EARNING UP TO 73%)

Numerous concealed TEM anomalies



INDEPENDENCE CORPORATE GOALS

To improve shareholder returns by growing a great multi commodity Australian mining company

Focus on:

Low cash costs

Mine longevity

Innovative exploration

Strong balance sheet

37

EQUITY RAISING OVERVIEW

Timetable

Institutional Entitlement Offer Opens	Thursday, 4 November 2010
Institutional Entitlement Offer Closes	7.00am Perth time, Friday 5 November 2010
Ordinary Shares Recommendation Trading	Monday, 8 November 2010
Record Date to Determine Entitlements	5.00pm Perth time, Tuesday 9 November 2010
Retail Entitlement Offer Opens	Friday, 12 November 2010
Institutional Settlement Date	Friday, 19 November 2010
Institutional Trading Date	Monday, 22 November 2010
Retail Entitlement Offer Closes	Friday, 26 November 2010
Retail Entitlement Offer Settlement Date	Friday, 3 December 2010
Retail Allotment Date	Monday, 6 December 2010
Retail Trading Date	Tuesday, 7 December 2010

39



EQUITY RAISING OVERVIEW

Equity raising:

- An Equity raising of A\$164.3m, consisting of:
- a A\$113.8m Institutional Placement
 - a A\$50.6m underwritten accelerated non-renounceable pro-rata 1-for-15 Entitlement Offer

Use of funds:

- Funds used to partly finance estimated Tropicana JV project expense
- Based on current information, IGO's share of expenses estimated at approximately A\$210m - A\$220m

Offer price:

- Offer price of A\$6.65 for the Placement and Entitlement Offer
- 7.5% discount to the closing price on 3 November 2010
 - 6.0% discount to the 5 day VWAP
 - 6.3% discount to the TERP

Management & Underwriting:

- Bell Potter Securities Ltd has been appointed:
- Sole Lead Manager to the Institutional Offer
 - Underwriter of the Entitlement Offer
- Euroz Securities Ltd has been appointed:
- Co-Manager of the Institutional Offer

38



PRO-FORMA BALANCE SHEET

	30 September 2010 (\$m) ¹	Adjustments (\$m) ²	Pro-forma (\$m)
Current Assets			
Cash & cash equivalents	137.3	157.8	295.1
Trade & other receivables	29.3		29.3
Other financial assets	8.6		8.6
Other current assets	0.3		0.3
Non-Current Assets			
Exploration, eval. & devel. expenditure	94.9		94.9
Property, plant & equipment	7.2		7.2
Deferred tax assets	7.3		7.3
Other financial assets	4.4		4.4
Intangible assets	0.9		0.9
Total Assets	290.2	157.8	448.0
Current Liabilities			
Trade & other payables	18.9		18.9
Current tax payable	5.0		5.0
Other financial liabilities	18.8		18.8
Non-Current Liabilities			
Deferred tax liabilities	20.3		20.3
Other financial liabilities	5.2		5.2
Provisions	1.4		1.4
Total Liabilities	69.6	-	69.6
Net Assets	220.6	157.8	378.4
Equity			
Share capital	29.6	157.8	187.3
Reserves	(2.5)		(2.5)
Retained earnings	193.5		193.5
Total Equity	220.6	157.8	378.4

- Figures are unaudited as at 30 September 2010. The last audited financial statements were as at 30 June 2010
- Adjustments reflect net capital raising proceeds, being gross proceeds of \$164.3 million less the payment of transaction costs associated with the issue of fully paid shares amounting to \$6.6 million which is being recognised against issued share capital

40



KEY RISKS

Activities in the Company and its controlled entities, as in any business, are subject to risks which may impact on the Company's future performance. There are a number of factors, both specific to the Company and of a general nature, which may affect the future operating and financial performance and position of the Company and the outcome of an investment in the Company. Some of these risks can be adequately mitigated by the use of safeguards and appropriate systems but many are beyond the control of the Company and its Directors and cannot be mitigated.

Prior to deciding whether to take up their Entitlements, Shareholders should read this entire Investor Presentation and review announcements made by the Company to ASX (at www.asx.com.au, ASX:IGO) in order to gain an appreciation of the Company, its activities, operations, financial position and prospects. Shareholders should also consider the summary risk factors set out below which the Directors believe represent some of the general and specific risks that Shareholders should be aware of when evaluating the Company and deciding whether to increase their shareholding in the Company. The risk factors set out below are not intended to be an exhaustive list of all of the risk factors to which the Company is exposed.

SPECIFIC RISKS

The risk factors set out below have been identified as being key risks specific to an investment in Independence.

- **Tropicana JV Gold Project**

Independence holds a 30% interest in the Tropicana Joint Venture, with AngloGold Ashanti Australia Limited ("AngloGold") holding the remaining 70%.

Independence currently expects results from the bankable feasibility study for the Tropicana Project ("BFS") to be received in November 2010. There is a risk that the outcome of the BFS may result in either or both of independence or AngloGold deciding not to proceed with the development of the Tropicana Project or the project being delayed. In addition, there is a risk that the BFS may indicate that the anticipated value or returns from the Tropicana Project may be less than currently expected, and the estimated costs of proceeding with the project to production and costs of production will be more than Independence's current cost estimates.

AngloGold, as the manager and operator of the Tropicana Joint Venture, is responsible for running the Tropicana Project, in accordance with its mandate as provided in the Joint Operating Agreement. However, in this capacity, AngloGold will act in the best interests of its own shareholders and may not always act in the best interests of Independence.

- **Gold and Nickel prices**

The gold and nickel mining industry is competitive. There can be no assurance that gold and nickel prices will be such that the Company can mine its deposits at a profit. Gold prices and nickel prices fluctuate due to a variety of factors including supply and demand fundamentals, international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns and speculative activities. Similarly, demand and supply of capital and currencies, forward trading activities, relative interest rates and exchange rates and relative economic conditions can impact exchange rates.

The Company has put in place hedging contracts for part of its expected nickel production in order to reduce its exposure to potential falls in future nickel prices, however, the Company is still exposed to spot prices for the remainder of its anticipated future nickel production. These factors may have a positive or negative effect on the Company's project development and production plans and activities together with the ability to fund those plans and activities.

- **Foreign exchange rates**

The Company receives payments from its sales of nickel and gold in United States dollars. The Company converts the majority of these funds into Australian dollars, hence the Company is exposed to movements in exchange rates, the impact of which cannot be predicted reliably. The Company has put in place some derivative financial instruments—in an attempt to mitigate some of its exposure to foreign exchange rate risk. However, the Company is still exposed to the risk on the currency received that has not been hedged.



KEY RISKS (cont'd)

- **Mining and development risks**

Profitability depends on successful financial management. Mining and development operations can be hampered by force majeure circumstances, environmental considerations and cost overruns for unforeseen events. In respect of its business activities, the Company has made estimates of capital expenses, operating costs and working capital requirements based on current circumstances, and its current understanding of those matters, in particular relating to the Tropicana Project and Long Nickel Mine. There is a risk that these estimates may differ from the Company's actual requirements and results.

- **Future capital requirements**

The Company's ongoing activities may require substantial further financing in the future for its business activities. In addition to amounts raised pursuant to the Entitlement Offer, any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the current market price (or Entitlement Offer price) or may involve restrictive covenants which limit the Company's operations and business strategy. Although the Directors believe that additional capital can be obtained, no assurance can be made that appropriate capital or funding, if and when needed, will be available on the terms, in the amount, or at all, if the Company is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend its operations and this could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.

GENERAL RISKS

Mineral exploration and mining may be hampered by circumstances beyond the control of the Company and are speculative operations which by their nature are subject to a number of inherent risks. These include the general risk factors set out below.

- **Exploration risks**

The success of the Company depends on the delineation of economically minable reserves and resources, access to required development capital, movement in the prices of commodities, securing and maintaining title to the Company's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities.

Exploration on the Company's existing exploration and mining tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of the exploration and mining tenements. The Company may also experience unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

- **Resource estimates**

Resource estimates are expressions of judgement based on knowledge, experience and industry practice. These estimates were appropriate when made, but may change significantly when new information becomes available.

There are risks associated with such estimates. Resource estimates are necessarily imprecise and depend to some extent on interpretations, which may ultimately prove to be inaccurate and require adjustment. Adjustments to resource estimates could affect the Company's future plans and ultimately its financial performance and value. Gold and nickel price fluctuations, as well as increased production costs or reduced throughput and / or recovery rates, may render resources containing relatively lower grades uneconomic and may materially affect resource estimations.



KEY RISKS (cont'd)

- **Regulatory risks**

The Company's operations are subject to various Federal, State and local laws and plans, including those relating to mining, prospecting, development permit and licence requirements, environmental, heritage, royalties, water, native title and cultural heritage, mine safety and occupational health. Approvals, licences and permits are subject to the discretion of the applicable government officials. No assurance can be given that the Company will be successful in obtaining any or all of the various approvals, licences and permits or maintaining such authorisations in full force and effect without modification or proceeding with production and exploration.

- **Ability to exploit successful discoveries**

It may not always be possible for the Company to exploit successful discoveries which may be made in areas in which the Company has an interest. Such exploitation would involve obtaining the necessary licences or clearances from relevant authorities that may require conditions to be satisfied and/or the exercise of discretions by such authorities which may not be possible in such conditions to be satisfied. Further, the decision to proceed to further exploration may require participation of other companies whose interests and objectives may not be the same as the Company's.

- **Environmental risk**

The operations and activities of the Company are subject to the environmental laws and regulations of Australia. As with most exploration projects and mining operations, the Company's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company attempts to conduct its operations and activities to the highest standard of environmental obligation, including compliance with all environmental laws and regulations.

The Company is unable to predict the effect of additional environmental laws and regulations which may be adopted in the future, including whether any such laws or regulations could materially increase the Company's costs of doing business or affect its operations in any area. However, there can be no assurance that new environmental legislation could be implemented, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments which could have material adverse effect on the Company's business, financial condition and performance.

- **Title risks**

The Native Title Act 1993 (Ch) (NTA) recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. Native title may impact on the Company's operations and future plans. Native title is not generally extinguished by the grant of exploration and mining tenements, as they are not generally considered to be grants of exclusive possession. However, a valid exploration or mining tenement prevails over native title to the extent of any inconsistency for the duration of the title.

If invalid because of native title, tenements granted prior to 1 January 1994 have been validated by the NTA. Tenements granted between 1 January 1994 and 23 December 1996, if invalid because of native title, are also likely to have been validated subject to satisfying criteria established in the NTA. For tenements that may still be subject to native title to be validly granted (or renewed) after 23 December 1996 the "right to negotiate" regime established by the NTA must be followed resulting in an agreement with relevant native title parties or a determination by an independent tribunal as to whether the tenement can be granted from a native title perspective.

Alternatively, an Indigenous Land Use Agreement may be entered into between the Company and relevant native title parties. An expedited regime not requiring agreement or determination by an independent tribunal may apply to some exploration tenements subject to satisfying criteria established in the NTA.

The Company must also comply with Aboriginal heritage legislation requirements which require heritage survey work to be undertaken after the commencement of mining and exploration operations.



KEY RISKS (cont'd)

- **Joint venture parties, agents and contractors**

There is a risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

- **Key personnel**

A number of key personnel are important to attaining the business goals of the Company. One or more of these key employees could leave their employment, and this may adversely affect the ability of the Company to conduct its business and, accordingly, affect the financial performance of the Company and its Share price. Recruiting and retaining qualified personnel are important to the Company's success. The number of persons skilled in the exploration and development of mining properties is limited and competition for such persons is strong.

- **Economic factors**

The operating and financial performance of the Company is influenced by a variety of general economic and business conditions, including levels of consumer spending, oil prices, inflation, interest rates and exchange rates, supply and demand, industrial disruption, access to debt and capital markets and government fiscal, monetary and regulatory policies. Changes in general economic conditions may result from many factors including government policy, international economic conditions, significant acts of terrorism, hostilities or war or natural disasters. A prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have an adverse impact on the Company's operating and financial performance and financial position.

The Company's future possible revenues and Share prices can be affected by these factors, which are beyond the control of the Company. Competition

The Company competes with other companies, including major mining companies in Australia and internationally. Some of these companies have greater financial and other resources than the Company. As a result, they may be in a better position to compete for future business opportunities. There can be no assurance that the Company can compete effectively with these companies.

- **Insurance risks**

The Company will endeavour to maintain insurance within ranges of coverage in accordance with industry practice. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance of risks associated with minerals exploration and production is not always available and, where available, the costs can be prohibitive. There is a risk that insurance premiums may increase to a level where the Company considers it is reasonable or not in its interests to maintain insurance cover or not to a level of coverage which is in accordance with industry practice. The Company will use reasonable endeavours to insure against the risks it considers appropriate for the Company's needs and circumstances. However, no assurance can be given that the Company will be able to obtain such insurance coverage in the future at reasonable rates or that any coverage it arranges will be adequate and available to cover claims.



KEY RISKS (cont'd)

- **Stock market conditions**

As with all stock market investments, there are risks associated with an investment in the Company. Share prices may rise or fall and the price of Shares might trade below or above the issue price for the New Shares.

General factors that may affect the market price of Shares include economic conditions in both Australia and internationally, investor sentiment and local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

- **Liquidity risk**

There can be no guarantee that there will continue to be an active market for Shares or that the price of Shares will increase. There may be relatively few buyers or sellers of Shares on ASX at any given time. This may affect the volatility of the market price of Shares and also affect the realisation of the price at which the Company's shares are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is less or more than the price paid under the Offer.

- **Securities investment risk**

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining companies, may be subject to increased extreme price and volume fluctuations that have often been unrelated to the operating performance of such companies. These factors may materially affect the market price of the securities regardless of the Company's performance. The past performance of the Company is not necessarily an indication as to future performance of the Company as the trading price of Shares can go up or down. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

- **Other**

Other risk factors include those normally found in conducting business, including litigation resulting from the breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of services of key management or operational personnel, non-insurable risks, delay in resumption of activities after reinstatement following the occurrence of an insurable risk and other matters that may interfere with the business or trade of independence.

45



Perth Office

Managing Director – Chris Bonwick

Ground Floor, Suite 1

183 Great Eastern Highway,

Belmont, Western Australia

Postal: PO Box 496, South Perth,

Western Australia 6951

Telephone: +61 8 9479 1777

Facsimile: +61 8 9479 1877

Email: contact@igo.com.au

Website: www.igo.com.au

ASX Code: IGO



IGO CONTACT DETAILS

46



LONG NICKEL MINE JUNE 2010 RESOURCES AND RESERVES

RESOURCES Undiluted at 1% Ni Cut-off ^{1,2} as at 30 June 2010		MINING RESERVE as at 30 June 2010						
		Tonnes	NI %	NI Tonnes	NI Tonnes			
LONG	Measured	26,000	5.6	1,500	Proven	15,000	2.8	400
	Indicated	215,000	4.8	10,300	Probable	98,000	2.9	2,900
	Inferred	105,000	4.4	4,600	Sub-Total	113,000	2.9	3,300
	Sub-Total	346,000	4.7	16,400				
MORAN	Measured	484,000	7.2	35,700	Proven	739,000	4.4	32,700
	Indicated	52,000	7.1	3,700	Probable	739,000	4.4	32,700
	Inferred	546,000	7.2	39,400	Sub-Total	739,000	4.4	32,700
	Sub-Total	1,700,000	7.0	1,200				
VICTOR SOUTH	Measured	232,000	2.7	6,300	Proven	24,000	4	1,000
	Indicated	131,000	1.7	2,200	Probable	55,000	5.1	2,800
	Inferred	380,000	2.6	9,700	Sub-Total	79,000	4.8	3,800
	Sub-Total	85,000	8.1	6,900				
McLEAY	Measured	248,000	5.7	14,200	Proven	121,000	3.9	4,700
	Indicated	94,000	5.1	4,800	Probable	261,000	3.4	8,800
	Inferred	427,000	6.1	25,900	Sub-Total	382,000	3.5	13,500
	Sub-Total	3,000	4.0	100				
BROKEN STOCKS	Measured	3,000	4.0	100	Proven	2,000	3.0	100
	Sub-Total	3,000	4.0	100	Sub-Total	2,000	3.0	100
TOTAL		1,702,000	5.4	91,500		1,315,000	4.1	53,400

Reserves are included in resources

Notes:

1. The cut-off grade used for the Victor South resource is 0.6% Ni.
2. Ore tonnes have been rounded to the nearest thousand tonnes and nickel tonnes have been rounded to the nearest hundred tonnes.

47



TROPICANA JV 2009 PRE-FEASIBILITY RESOURCES AND RESERVES

Owner Operator Costs

June 2009 Open Pit Resources		December 2009 Open Pit Reserves		
Tonnes (Mt)	Grade (g/t) ¹	Tonnes (Mt)	Grade (g/t) ³	Contained Gold (Moz) ⁴
Measured	24.2	2.3	2.4	1.7
Indicated	39.8	2.0	2.1	1.6
Inferred	11.3	1.8		
TOTAL	75.3	2.1	2.3	3.3

1. Cut-offs: 0.6g/t Au oxide, 0.7g/t Au fresh ore.

2. AS1,250/oz Au optimisation.

3. Cut-off: 0.7g/t Au oxide ore, 0.8g/t Au fresh ore.

4. AS1,059/oz optimisation

5. See final slide for JORC required competent person sign-off.

48



COMPETENT PERSON STATEMENT

Note: The information in this presentation that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Mr Christopher M Bonwick who is a full-time employee of the Company and is a member of the Australasian Institute of Mining and Metallurgy. Christopher Bonwick has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Christopher Bonwick consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

3. ACTION REQUIRED BY SHAREHOLDERS

All Applications for New Shares must be made by Eligible Retail Shareholders in accordance with the instructions in this Offer Booklet and on the Entitlement and Acceptance Form. By returning the Entitlement and Acceptance Form or paying any Application Money for New Shares by BPAY®, you offer to acquire the New Shares on the terms and conditions set out in this Offer Booklet. The Directors reserve the right to reject any Applications for New Shares that are not made in accordance with the terms of this Offer Booklet or the instructions on the Entitlement and Acceptance Form. The Company also reserves the right (in its absolute discretion) to reduce the number of New Shares allocated to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if their claims prove to be overstated or if they or their nominees fail to provide information to substantiate their claims.

3.1 Options for Eligible Retail Shareholders

Eligible Retail Shareholders may do one of the following:

- **Taking up all or part of your Entitlement**

If you wish to take up all or part of your Entitlement, submit an Application in accordance with the instructions in this Offer Booklet and on the Entitlement and Acceptance Form. Please refer to section 3.2.

- **Allow all or part of your Entitlement to lapse**

If you decide not to accept all or part of your Entitlement to New Shares, or fail to accept by the Closing Date, your Entitlement will lapse. The New Shares not subscribed for will form part of the Shortfall.

3.2 Applying for New Shares

If you wish to take up all or part of your Entitlement, you have two options:

Option 1 - Payment by BPAY®

For payment by BPAY® please follow the instructions on the personalised Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please note that should you choose to pay by BPAY®:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to make the declarations on that Entitlement and Acceptance Form; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Money.

It is your responsibility to ensure that your BPAY® payment is received by the Company Share Registry by no later than 5.00 pm (Perth time) on 26 November 2010. Practically, given that BPAY® closes at 3.00 pm (Perth time), you will need to ensure that your payment is received by that time. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.

Any Application Money received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Retail Entitlement Offer. No interest will be paid to Applicants on any Application Money received or refunded.

Option 2 - Payment by cheque, bank draft or money order

For payment by cheque, bank draft or money order, you should complete your Entitlement and Acceptance Form in accordance with the instructions on the Form and return it to the Share Registry (refer below for details) accompanied by a cheque, bank draft or money order in

Australian currency for the amount of the Application Money, payable to “Independence Group NL” and crossed “Not Negotiable”.

Your cheque, bank draft or money order must be:

- for an amount equal to A\$6.65 multiplied by the number of New Shares that you are applying for; and
- in Australian currency drawn on an Australian branch of a financial institution.

Your completed Entitlement and Acceptance Form and cheque, bank draft or money order must reach the Share Registry at the following address by no later than 5.00 pm (Perth time) on the Closing Date:

Postal address:

Security Transfer Registrars Pty Limited

PO Box 535

Applecross WA 6953 Australia

Hand deliveries:

Security Transfer Registrars Pty Limited

770 Canning Highway

Applecross WA 6153 Australia

Entitlement and Acceptance Forms (and Application Money) will not be accepted at the Company's registered office or corporate offices, or other offices of the Share Registry.

Cash payments will not be accepted. Receipts for payment will not be issued.

You should ensure that sufficient funds are held in relevant account(s) to cover the Application Money as your cheques will be processed on the day of receipt. If the amount of your cheque for Application Money (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Shares you have applied for in your personalised Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Shares as your cleared Application Money will pay for (and to have specified that number of New Shares on your Entitlement and Acceptance Form). Alternatively, your Application will not be accepted.

Any Application Money received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Retail Entitlement Offer. No interest will be paid to Applicants on any Application Money received or refunded.

Implications of making an Application

Submitting an Application constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Offer Booklet and, once lodged, cannot be withdrawn. The Entitlement and Acceptance Form does not need to be signed to be binding.

If an Application is not completed or submitted correctly it may still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend, complete or submit the Application is final.

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Money or making a payment by BPAY®, you:

- agree to be bound by the terms of this Offer Booklet and the provisions of the Company's constitution;
- authorise the Company to register you as the holder(s) of the New Shares allotted to you;
- declare that all details and statements made in the Entitlement and Acceptance Form are complete and accurate;

- declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Retail Entitlement Offer;
- acknowledge that once the Company receives the Entitlement and Acceptance Form or your payment by BPAY®, you may not withdraw it except as allowed by law;
- agree to apply for, and be issued with up to, the number of New Shares that you apply for at the issue price of \$6.65 per New Share;
- authorise the Company and its officers or agents to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Company's Share Registry upon using the contact details set out in the Entitlement and Acceptance Form;
- declare that you are the current registered holder(s) of the Shares in your name at the Record Date;
- acknowledge that the information contained in this Offer Booklet is not investment advice or a recommendation that New Shares are suitable for you, given your investment objectives, financial situation or particular needs;
- represent and warrant that the law of any other place does not prohibit you from being given this Offer Booklet or making an application for New Shares;
- represent and warrant that you are an Eligible Retail Shareholder and have read and understood this Offer Booklet and the Entitlement and Acceptance Form and that you acknowledge the matters, and make the warranties and representations and agreements contained in this Offer Booklet and the Entitlement and Acceptance Form; and
- will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:
 - you are not in the United States, are not acting for the account or the benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Retail Entitlement Offer;
 - you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws; and
 - you have not and will not send any materials relating to the Retail Entitlement Offer to any person in the United States.

4. RISKS

Activities in the Company and its controlled entities, as in any business, are subject to risks which may impact on the Company's future performance. There are a number of factors, both specific to the Company and of a general nature, which may affect the future operating and financial performance and position of the Company and the outcome of an investment in the Company. Some of these risks can be adequately mitigated by the use of safeguards and appropriate systems but many are beyond the control of the Company and its Directors and cannot be mitigated.

Prior to deciding whether to take up their Entitlement, Shareholders should read the entire Investor Presentation set out at section 2 of this Offer Booklet and review announcements made by the Company to ASX (at www.asx.com.au, ASX: IGO) in order to gain an appreciation of the Company, its activities, operations, financial position and prospects.

Shareholders should also consider the summary risk factors set out in the Investor Presentation at section 2 of this Offer Booklet which the Directors believe represent some of the general and specific risks that Shareholders should be aware of when evaluating the Company and deciding whether to increase their shareholding in the Company. The risk factors

set out in the Investor Presentation are not intended to be an exhaustive list of all of the risk factors to which the Company is exposed.

5. ADDITIONAL INFORMATION

5.1 Underwriting Agreement

The Company and Bell Potter have entered into the Underwriting Agreement pursuant to which Bell Potter has agreed to manage and fully underwrite the Entitlement Offer on the terms and conditions contained in that agreement.

As is customary in these types of arrangements:

- the Company has agreed to pay fees and expenses of the Underwriter and indemnify the Underwriter and its respective directors, officers, employees, agents and advisers against losses they may suffer or incur in connection with the Entitlement Offer;
- the Underwriter may, at any time up to completion of the Retail Entitlement Offer (expected to occur on 6 December 2010), terminate the underwriting agreement and be released from its obligations under it on the occurrence of certain events, including if:
 - Shares are suspended for a period or the Company is delisted;
 - there are material disruptions in financial conditions or markets or certain declines in financial markets;
 - there is a specified delay in the timetable for the Entitlement Offer; and
 - there are certain changes in the senior management or the board of directors of the Company; and
- the Underwriter will be remunerated by the Company at market rates.

Please note that the above is not an exhaustive list of the termination events in the Underwriting Agreement.

The Underwriter reserves the right, at any time, to appoint co-managers and/or sub-underwriters in respect of any part of the Entitlement Offer. Any co-manager and/or sub-underwriters appointed by the Underwriter may be paid a fee determined by negotiation with the relevant co manager or sub-underwriter (as the case may be).

5.2 Consents

The Lead Manager and Underwriter has not authorised or caused the issue of, and takes no responsibility for, the information in this booklet, and to the maximum extent permitted by law, disclaims all liability in connection with the Entitlement Offer and the information in this booklet.

5.3 Tax

You should be aware that there may be taxation implications associated with participating in the Retail Entitlement Offer and receiving New Shares.

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under the Retail Entitlement Offer, or the disposal of any New Shares allotted and issued. The Company does not accept any responsibility in this regard, and Shareholders should consult with their professional tax advisor.

5.4 Privacy

The Entitlement and Acceptance Form requires you to provide information that may be personal information for the purpose of the Privacy Act 1988 (Cth). The Company (and the Share Registry on its behalf) collects, holds and uses personal information in order to assess applications for New Shares, service the needs of Shareholders, provide facilities and services and to administer the Company.

Access to information may also be provided to the Company's related bodies corporate, agents and service providers, regulatory bodies, mail houses and the Share Registry.

If you do not provide the information requested of you in the Entitlement and Acceptance Form, the Share Registry will not be able to process your application for New Shares or administer your holding of Shares appropriately.

5.5 Continuous disclosure

The Company is a 'disclosing entity' under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules, including the preparation of annual reports and half yearly reports.

The Company is required to periodically and on a continuous basis notify the ASX of information about specific events and matters as they arise for the purposes of the ASX making that information available to the stock markets conducted by the ASX. In particular, the Company has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify the ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of its shares. That information is available to the public from the ASX.

The Company is required to prepare and lodge with ASIC and ASX yearly and half-yearly financial statements accompanied by a Directors' declaration and report, and an auditor's report. The Company is also required to prepare and lodge with ASX quarterly reports in accordance with the ASX Listing Rules.

ASIC maintains records in respect of documents the Company has lodged with ASIC, and these may be obtained from or inspected at any ASIC office.

5.6 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot, in most circumstances, withdraw your Application once it has been accepted.

5.7 Rounding of Entitlements

Where fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Shares.

5.8 ASX Waivers

The Company sought certain waivers from the ASX Listing Rules to conduct the Entitlement Offer. ASX has granted the Company waivers from ASX Listing Rules 3.20, 7.1, 7.40 and 10.11, subject to a number of customary conditions.

The waivers also allow the Company to ignore, for the purposes of determining those entitled to receive Entitlements, transactions occurring after the announcement of the trading halt in Shares (other than registrations of ITS (Integrated Trading System) transactions which were effected before the announcement (**post ex-date transactions**)). Transactions ignored under this provision are to be ignored in determining holders and holdings of Shares as at the Record Date, and references to such holders and holdings are to be read accordingly. Therefore, if you have acquired Shares in a post ex-date transaction, you will not be entitled to receive an Entitlement in respect of those Shares.

5.9 Other information

This Offer Booklet (including the ASX Announcement and Investor Presentation produced in it) and enclosed personalised Entitlement and Acceptance Form have been prepared by the Company. The information in this Offer Booklet is dated 11 November 2010 (other than the ASX Announcement and Investor Presentation produced in it).

No party other than the Company has authorised or caused the issue of the information in this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in the information in this Offer Booklet.

Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by the Company, or its related bodies corporate in connection with the Retail Entitlement Offer. Except as required by law, and only to the extent so required, none of the Company, or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to the information in this Offer Booklet.

6. GLOSSARY

In this Offer Booklet:

\$ and Dollar means Australian dollars, unless otherwise specified.

Applicant means a person who has applied to subscribe for New Shares by submitting an Application.

Application means an application for New Shares under the Retail Entitlement Offer using an Entitlement and Acceptance Form (with Application Money) or the payment of Application Money by BPAY®.

Application Money means monies received from Applicants in respect of their Applications.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 trading as the Australian Securities Exchange.

ASX Announcement means the ASX announcement in section 2.

Bell Potter means Bell Potter Securities Limited (ABN 25 006 390 772).

Closing Date means the last day for payment and return of Entitlement and Acceptance Forms, being 26 November 2010 at 5.00 pm (Perth time).

Company or Independence means Independence Group NL (ABN 46 092 786 304).

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company.

Eligible Institutional Shareholder means a Shareholder at the Record Date who is an Institutional Investor, who the Company and the Lead Manager agree should be treated as an Eligible Institutional Shareholder and who the Lead Manager determines has received an offer on behalf of the Company under the Institutional Entitlement Offer.

Eligible Retail Shareholder means an eligible retail shareholder as described in section 1.1.

Eligible Shareholder means an Eligible Institutional Shareholder and an Eligible Retail Shareholder.

Entitlement means the number of New Shares that an Eligible Shareholder is entitled to apply to subscribe for under the Retail Entitlement Offer, as determined by the number of Shares held by that Eligible Shareholder on the Record Date.

Entitlement and Acceptance Form means the Entitlement and Acceptance Form accompanying this Offer Booklet.

Entitlement Offer means an accelerated non-renounceable pro rata entitlement offer to subscribe for New Shares on the basis of 1 New Share for every 15 Shares for which the Shareholder is the registered holder as at the Record Date at the issue price of \$6.65 per New Share pursuant to the Offer Booklet, which comprises of the Institutional Entitlement Offer and the Retail Entitlement Offer.

Excluded Shareholder means a Retail Shareholder as at the Record Date whose registered address is not situated in Australia or New Zealand.

Excluded Shares means the number of New Shares which would be offered to Excluded Shareholders if those Shareholders were not resident outside Australia or New Zealand.

Ineligible Institutional Shareholder means a Shareholder as at the Record Date who is not an Eligible Institutional Shareholder and who the Company and the Lead Manager agree that although:

- an Institutional Investor, should not receive an offer under the Institutional Entitlement Offer in accordance with ASX Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act; or
- not an Institutional Investor, is a person to whom offers and issues of New Shares could lawfully be made in Australia without the need for disclosure under Chapter 6D of the Corporations Act if that Shareholder had received the offer in Australia, and who should be treated as an Ineligible Institutional Shareholder for the purposes of the Entitlement Offer.

Institutional Entitlement Offer means the component of the Entitlement Offer made to Eligible Institutional Shareholders as referred to in section 1.1.

Institutional Investor means a person:

- who the Lead Manager reasonably believes to be a person to whom offers of New Shares may lawfully be made without the issue of a prospectus under Chapter 6D of the Corporations Act or any other lodgement, registration or approval with or by a government agency (other than one with which the Company is willing to comply), and subject to the foregoing, may include brokers bidding on behalf of their Australian retail clients; or
- to whom an offer of New Shares may be made outside Australia without registration, lodgement of a formal disclosure document or other formal filing in accordance with the laws of that particular foreign jurisdiction (except to the extent to which the Company is willing to comply with such requirements),

in each case who is not in the United States.

Investor Presentation means the investor presentation in section 2.

Lead Manager means Bell Potter Securities Limited

Listing Rules means the official listing rules of ASX.

New Share means a new Share to be issued under the Retail Entitlement Offer.

Offer Booklet means this retail entitlement offer booklet dated 11 November 2010.

Official Quotation means "quotation" (as that term is used in the Listing Rules) of all of the New Shares on ASX when allotted which if conditional may only be conditional on customary pre-quotation conditions.

Placement means the \$113.8 million placement to Institutional Investors.

Record Date means 5.00 pm (Perth time) on 9 November 2010 or such other date as may be determined by the Directors.

Retail Entitlement Offer means the component of the Entitlement Offer made to Eligible Retail Shareholders as referred to in section 1.1.

Share means a fully paid ordinary share in the capital of the Company.

Share Registry means the Company's share registry, Security Transfer Registrars Pty Limited.

Shareholder means a holder of Shares.

Shortfall means the number of New Shares offered under the Retail Entitlement Offer for which valid applications have not been received from Eligible Shareholders before the Closing Date.

Underwriter means Bell Potter Securities Limited.

US Securities Act means the US Securities Act of 1933 (as amended).

ENTITLEMENT AND ACCEPTANCE FORM

LODGEMENT INSTRUCTIONS

PAYMENT INSTRUCTIONS

<p>Biller Code: 117226</p>

BPAY® this payment via internet or phone banking.
Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

You do not need to return this form if you have made payment via BPAY.

Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such New Shares for which you have paid.

**CHEQUE/MONEY ORDER**

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Registrars Pty Ltd
PO Box 535, APPLECROSS WA 6953.

Applications must be received by Security Transfer Registrars Pty Ltd no later than 5.00pm WST on 26 November 2010.

The making of an application (whether by the return of a duly completed Entitlement and Acceptance Form or by making a BPAY® payment or otherwise) is irrevocable and cannot be withdrawn.

EXPLANATION OF ENTITLEMENT

1. The front of this form sets out the number of New Shares and the price payable on acceptance of each New Share.
 2. Your entitlement may be accepted either in full or in part. There is no minimum acceptance.
-

ENQUIRIES

All enquiries should be directed to the Company's share registry:

Security Transfer Registrars Pty Ltd

PO Box 535, Applecross WA 6953 AUSTRALIA

770 Canning Highway, Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.



5 November 2010

Dear Shareholder

Accelerated non-renounceable entitlement offer – Notification to excluded retail shareholders

On 4 November 2010, Independence Group NL (**Independence**) (ASX Code: IGO) announced that it was conducting an accelerated non-renounceable entitlement offer (**Entitlement Offer**), to eligible shareholders, of one ordinary share in Independence (**New Share**) for every 15 ordinary shares in Independence at an issue price of A\$6.65 each.

In conjunction with the Entitlement Offer, Independence also announced a placement to institutional investors of 17,109,530 New Shares (**Placement**).

The Entitlement Offer will comprise:

- an entitlement offer to eligible institutional shareholders (**Institutional Entitlement Offer**); and
- an entitlement offer to eligible retail shareholders (**Retail Entitlement Offer**).

The Entitlement Offer is being made without a prospectus or product disclosure document in accordance with section 708AA of the Corporations Act 2001 (Cth) (**the Act**) as modified by ASIC Class Order 08/35.

The Entitlement Offer is expected to raise A\$50,568,169.40. The Entitlement Offer is fully underwritten by Bell Potter Securities Limited. Further information in relation to the Entitlement Offer has been disclosed to the ASX.

This letter is to inform you that you are not an Eligible Retail Shareholder (defined below) for the purposes of the Retail Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation to apply for New Shares. You are not required to do anything in response to this letter.

Shareholders who are eligible to participate in the Retail Entitlement Offer (**Eligible Retail Shareholders**) are those persons who:

- a) are registered as a holder of ordinary shares in Independence as at 5.00pm (Perth time), 9 November 2010;
- b) have a registered address in Australia or New Zealand;
- c) are not in the United States;

- d) did not receive an offer to participate (other than as nominee) or were otherwise ineligible to participate under the Institutional Entitlement Offer; and
- e) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Independence has determined, pursuant to 9A of the Act and Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers to shareholders in all countries outside Australia and New Zealand in connection with the Retail Entitlement Offer. The securities laws of many countries require the use of offer documents specific to that country or compliance with local laws for the Retail Entitlement Offer to be made in those countries. Having regard to the number of retail shareholders in particular countries and the cost of compliance with local laws to make the Retail Entitlement Offer in those countries, Independence has limited the countries in which the Retail Entitlement Offer will be made. According to our records, you do not satisfy the eligibility criteria for an Eligible Retail Shareholder stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b), Independence wishes to advise you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for New Shares under the Retail Entitlement Offer. You will not be sent the documents relating to the Retail Entitlement Offer or be able to subscribe for New Shares under the Retail Entitlement Offer.

Notwithstanding the above, Independence and Bell Potter may agree to extend the Retail Entitlement Offer to certain institutional shareholders who did not participate in the Institutional Entitlement Offer or to other retail shareholders, subject to compliance with applicable laws.

As the Retail Entitlement Offer is non-renounceable, you will not receive any payment or value for entitlements in respect of any New Shares that would have been offered to you if you were eligible to participate in the Retail Entitlement Offer.

If you have any questions in relation to any of the above matters, please contact Security Transfer Registrars on +61 8 9315 2333 from 9.00 am to 5.00 pm (Perth time) during the Retail Entitlement Offer period.

For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

On behalf of the Board and Management of Independence, we regret that you are not eligible to participate in the Retail Entitlement Offer and thank you for your continued support.

Yours faithfully



Christopher Bonwick
Managing Director