



INDEPENDENCE GROUP NL
ABN 46 092 786 306

10 October 2005

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

NO. OF PAGES : (5)

2005 ANNUAL GENERAL MEETING

The 2005 Annual General Meeting of the Company is to be held at 10am on Wednesday 23rd November 2005 at the Woodside Plaza Auditorium in Perth, Western Australia.

The notice of meeting is attached hereto and is currently being forwarded to members.

CHRISTOPHER BONWICK
Managing Director

Notice of Annual General Meeting

NOTICE IS HEREBY given for an Annual General Meeting of Independence Group NL (Company) to be held at Woodside Plaza Auditorium, Mezzanine Level Woodside Building, 240 St Georges Terrace, Perth, Western Australia on Wednesday 23 November 2005 at 10:00am (WST) (Meeting).

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

Ordinary Business

Annual Report

The Company's 2005 Annual Report (including the financial, directors' and auditors' report for the year ended 30 June 2005) will be tabled.

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

Resolution 1. Adoption of the Remuneration Report
The Remuneration Report contained within the 2005 Directors' Report be adopted.

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

Resolution 2. Re election of Mr Rod Marston as a Director
Mr Rod Marston, who retires by rotation in accordance with the Company's Constitution, be re-elected as a director of the Company.

Resolution 3. Re-election of Mr Oscar Aamodt as a Director
Mr Oscar Aamodt, who retires in accordance with section 7.3 (f) the Company's Constitution, and being eligible, be re-elected as a director of the Company.

DATED this 14th day of October 2005

By Order of the Board

Kelly Ross
Company Secretary

EXPLANATORY STATEMENT

RESOLUTION 1. ADOPT THE REMUNERATION REPORT

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

RESOLUTION 2. RE-ELECTION OF DR ROD MARSTON

Dr Marston is a geologist with over 35 years experience in the mineral exploration and mining industry, both in Australia and internationally. He has held senior positions with the Geological Survey of Western Australia and several mineral resource consulting groups, who have provided their services to major Australian mining houses including WMC Resources Ltd and BHP Limited.

Dr Marston played a key role in the discovery, development and management of the multi-million ounce Damang Gold Mine in Ghana, West Africa. Dr Marston was previously a director of Ranger Minerals Ltd (now merged with Perilya Ltd) and is also a director of Southstar Diamonds Limited. Dr Marston has been a director of Independence Group NL since 2001 and has been Chairman since 2003.

In accordance with the Company's Constitution, Dr Marston retires as a director and is seeking re-election. The directors, with Dr Marston abstaining, recommend that Dr Marston be re-elected as a member of the board.

RESOLUTION 3. RE-ELECTION OF MR OSCAR AAMODT

Oscar Aamodt is a member of the Institute of Chartered Secretaries in Australia and has more than 20 years experience in the administration and management of listed mining and exploration companies in Australia and overseas.

He has held a number of directorships in Australian mining companies as well as having held the positions of Chief Financial Officer and Chief Operating Officer of Resolute Limited, a company with mining operations in Australia and Africa.

From February 2002 to June 2004 Mr Aamodt was a director and company secretary of Abelle Limited and was most recently company secretary of Bluestone Tin Limited and Metals Exploration Limited. Mr Aamodt is also currently a director of public company Energy Metals Limited.

In accordance with the Company's Constitution, Mr Aamodt retires as a director and is seeking re-election. The directors, with Mr Aamodt abstaining, recommend that Mr Aamodt be re-elected as a member of the board.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on the following resolutions by any person ("Participating Party") who is, in the case of:-

Resolution 2, Dr Rod Marston;

Resolution 3, Mr Oscar Aamodt;

and any person who for the purposes of Part 1.2 Division 2 of the Corporations Act 2001 would be regarded as a person ("Associate") associated with the Participating Party. However, the Company will not disregard a vote if it is cast by the Participating Party:

- a) as proxy for another person who is entitled to vote in accordance with the directions on the proxy form; or
- b) who is chairing the meeting, as proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

**PROXY FORM
INDEPENDENCE GROUP NL**

Shareholder's Name & Address

Please write your name(s) above

Number & Street/PO Box Number

City/Town

State

Postcode

Appointment of Proxy

I/We appoint as proxy to vote in accordance with the following directions (or if no directions have been given, as the proxy or Chairperson see fit) at the General Meeting of Independence Group NL to be held on 23 November 2005 at 10.00 am WST at Woodside Plaza Auditorium, Mezzanine Level Woodside Building, 240 St Georges Terrace, Perth, Western Australia (and at any adjournment thereof) (Meeting). This proxy empowers the person appointed as proxy to vote on any other motions validly put to the Meeting as the proxy sees fit.

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

OR

the Chairperson of the Meeting*

IF YOU DO **NOT** WISH TO DIRECT YOUR PROXY HOW TO VOTE, PLEASE PLACE A MARK IN THIS BOX *

* The Chairperson intends to vote undirected proxies in favour of all resolutions. By marking this box, you acknowledge that the Chairperson may exercise your proxy even if he/she has an interest in the outcome of the resolution and votes cast by him/her other than as proxy holder will be disregarded because of that interest.

Resolutions

1. Adopt Remuneration Report

For Against Abstain**

2. Re-election of Dr Rod Marston as a Director

3. Re-election of Mr Oscar Aamodt as a Director

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

Appointing a Second Proxy (if applicable)

Contact Telephone Number

or

 %

The number of shares applicable to this proxy form

The percentage of your voting rights

Area Code Telephone Number

Signature(s)

Shareholder 1

Shareholder 2

Shareholder 3

Director

Director/Secretary

Sole Director and Secretary

Company Seal (if required)

Proxies may be lodged either by:-

- **facsimile** to (08) 9367 3288,
- **mail** to PO Box 893, South Perth, Western Australia, 6951, or
- **delivery** to the registered office of the Company at Suite 9, 3rd Floor, PDM House, 72 Melville Parade, South Perth, Western Australia.

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

INSTRUCTIONS FOR COMPLETION OF THE PROXY FORM

Shareholder's Name & Address

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

Appointment of Proxy

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

Vote on Resolutions

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

Appointing a Second Proxy

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

Contact Telephone Number

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

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Signature(s)

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