



## Notice of Annual General Meeting

**NOTICE IS HEREBY given for an Annual General Meeting of Independence Group NL (Company) to be held at Playhouse Theatre, Corner Pier Street and St Georges Terrace, Perth, Western Australia on Wednesday 19 November 2008 at 10:00am (Western Daylight Time) (Meeting).**

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

### Ordinary Business

#### Annual Report

The Company's 2008 Annual Report (including the financial, directors' and auditors' report for the year ended 30 June 2008) 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 2008 Directors' Report be adopted.

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

#### Resolution 2. Re-election of Mr John Christie as a Director

Mr John Christie, who retires by rotation in accordance with the Company's Constitution, be re-elected as a director of the Company.

DATED this 3rd day of October 2008

By Order of the Board

Kelly Ross

Company Secretary

## **Explanatory Statement**

### **Annual Report**

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

### **Resolution 1. Adoption of the Remuneration Report**

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

### **Resolution 2. Re-election of Mr John Christie as a Director**

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

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

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



## Instructions for Completion of the Proxy Form

### Shareholder's Name & Address

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

### Appointment of Proxy

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

### Vote on Resolutions

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

### Appointing a Second Proxy

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

### Contact Telephone Number

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

### Signature(s)

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

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