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# INDEPENDENCE GROUP NL

## Equity Raising Presentation

**27 July 2016**

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# Contents

# 1. Overview

# Overview

## IGO is raising up to A$280 million via an institutional placement and SPP

### Equity Raising

- Fully underwritten placement to sophisticated, professional and other institutional investors to raise approximately A$250 million (“**Placement**”)
- Share purchase plan to raise up to A$30 million (“**SPP**”)

(together “**Equity Raising**”)

### Use of Funds

- Strengthen the balance sheet and provide enhanced flexibility to fund IGO’s growth projects
- Reduces debt drawdown to fund the remaining A$140-150 million capital expenditure to complete the Nova Project
- Fund residual acquisition related costs (stamp duty) of between A$50-55 million(1)
- Funding for debt repayment and general corporate purposes including working capital

### Quality Investment

- Leading Australian diversified mining company with suite of operating and development assets
- Strong June 2016 quarterly results with FY2016 results within guidance(2)
- World-class Nova Project (Ni-Cu-Co); currently 93% complete(3), on schedule and on budget. Optimisation has continued to enhance project economics(4)
- Continuing to unlock full potential of Tropicana Gold Mine with de-bottlenecking, exploration and Long Island Study(5)

1) As provisioned for in the IGO financial accounts and disclosed in the Quarterly Activities Report for the period ending 30 September 2016. Estimated to be payable in 2Q FY17 (timing and final amount subject to change)
2) As presented in the Quarterly Activities Report for the period ending 30 June 2016 (ASX Release – 27 July 2016) and referencing guidance that was restated in the Quarterly Activities Report for the period ending 31 March 2016 (ASX Release – 28 April 2016)
3) % completion relates to the physical work completed through to Project Practical Completion
4) Refer to Accelerated Bollinger Decline at Nova Project (ASX Release – 21 July 2016)
5) Refer to Tropicana – Delineation of new high grade shoot (ASX Release – 25 July 2016)

# 2. Offer Details

# Placement overview

## Placement to raise A$250 million

| | |
|---|---|
| **Placement** | • Fully underwritten Placement to institutional and sophisticated investors to raise approximately A$250 million<br>• Approximately 66.7 million shares (“**New Shares**”) will be issued (approximately 13.0% of issued capital) within IGO’s 15% placement capacity under listing rule 7.1 |
| **Placement Price** | • The Placement is being offered at a fixed price of A$3.75 per New Share (“**Placement Price**”)<br>• The Placement Price represents a:<br>  • 8.1% discount to the last closing price of A$4.08 per share prior to the Placement(1); and<br>  • 6.9% discount to the 5-day VWAP of A$4.03 per share prior to the Placement(2) |
| **Ranking** | • New Shares issued under the Placement will rank equally from allotment of those shares in all respects with existing fully paid ordinary IGO shares |
| **Syndicate and underwriting** | • Macquarie Capital (Australia) Limited is acting as Sole Lead Manager, Underwriter(3) and Bookrunner to the Placement<br>• Euroz Securities Limited is acting as Co-Lead Manager to the Placement |

1) Last traded price of IGO ordinary shares on the ASX on 26 July 2016
2) Volume weighted average trading price of IGO shares on the ASX for the 5 day period commencing 20 July 2016 and concluding on 26 July 2016 inclusive
3) The Underwriting Agreement is subject to conditions precedent, termination events, representations and warranties customary for a transaction of this nature

# Share purchase plan overview

## Share purchase plan to raise up to A$30 million

| | |
|---|---|
| **Share purchase plan** | • Non-underwritten SPP, subject to an overall cap of A$30 million<br>• Eligible IGO shareholders with registered addresses in Australia and New Zealand will be invited to invest up to a maximum of A$15,000 in new IGO shares per shareholder<br>• IGO reserves the right (at its absolute discretion) to scale-back the maximum participation amount per shareholder |
| **Record Date** | • Open to eligible shareholders as at the Record Date of 26 July 2016<br>• An SPP offer booklet will be mailed to eligible shareholders shortly and released on the ASX |
| **Share purchase plan price** | • Shares issued under the SPP will be issued at the Placement Price |
| **Ranking** | • Shares issued under the SPP will rank equally from allotment of those shares in all respects with existing fully paid ordinary IGO shares |

# Source and uses of funds

## Equity raising to strengthen the balance sheet, enhance flexibility to fund IGO's growth projects, repay debt and working capital

| Sources | A$M | Uses | A$M |
|---|---|---|---|
| Cash on hand (as at 30 June 2016)(1) | 46 | Nova development remaining capital expenditure | 140 – 150 |
| Proceeds from the Placement(2) | 250 | Residual acquisition related costs (stamp duty)(3) | 50 – 55 |
| | | Funding for debt repayment and general corporate purposes including working capital | 91 – 106 |
| **Total sources** | **296** | **Total uses** | **296** |
| Proceeds from the SPP | Up to 30 | Additional funding for general corporate purposes including working capital | Up to 30 |

1) Unaudited as stated in the Quarterly Activities Report for the period ending 30 June 2016 (ASX Release - 27 July 2016)
2) Gross proceeds from A$250 million fully-underwritten placement (excluding transaction costs)
3) As provisioned for in the IGO financial accounts and disclosed in the September 2015 Quarterly Report. Estimated to be payable in 2Q FY17 (timing and final amount subject to change)

Note: figures presented on this slide have been rounded to the nearest whole number

# Position post Equity Raising

## The Equity Raising will ensure a strong and stable capital structure as IGO completes the development of Nova

### Proforma unaudited liquidity position pre/post the Placement

| Item | Units | Proforma position |
|---|---|---|
| Unaudited cash (as at 30 June 2016)(1) | A$M | 46 |
| Unaudited total debt (as at 30 June 2016)(1) | A$M | 271 |
| **Unaudited net debt pre Equity Raising (as at 30 June 2016)** | **A$M** | **225** |
| Proceeds from Placement(2) | A$M | 250 |
| Estimated residual acquisition costs (stamp duty)(3) | A$M | 50 – 55 |
| Remaining FY17 Nova development capital expenditure(1) | A$M | 140 – 150 |
| **Proforma unaudited net debt post Placement (ND)** | **A$M** | **165 – 180** |
| Potential additional funds from SPP | A$M | up to 30 |

### Proforma unaudited gearing pre/post Placement

| Item | Units | Proforma position |
|---|---|---|
| Market capitalisation pre Placement(4) | A$M | 2,088 |
| Proforma market capitalisation post Placement(5) | A$M | 2,338 |
| Proforma enterprise value post Placement (EV)(6) | A$M | 2,503 – 2,518 |
| **Proforma market gearing (ND/EV) post Placement** | **%** | **6.6% - 7.1%** |

1) As presented in the IGO June 2016 Quarterly Report
2) Gross proceeds from A$250 million fully-underwritten placement (excluding transaction costs)
3) As provisioned for in the IGO financial accounts and disclosed in the September 2015 Quarterly Report. Estimated to be payable in 2Q FY17 (timing and final amount subject to change)
4) Based on last traded price of IGO shares on the ASX on 26 July 2016
5) Proforma market capitalisation assumes pre Equity Raising market capitalisation plus assumed Placement proceeds (pre Equity Raising costs) only
6) Enterprise value (EV) equals market capitalisation post Placement plus net debt (ND) post Placement

Note: certain figures presented on this slide have been rounded to the nearest whole number

# Well positioned post Equity Raising

## Strong balance sheet and greater financial flexibility

- Proceeds from the Equity Raising will help to reduce IGO's gearing to a comfortable 6.6% - 7.1%[(1)]
- Ensures strong financial flexibility during the final stages of Nova development

## Enhances IGO's ability to pursue its portfolio of growth projects

- **Nova**
  - Funding to provide for remaining A$140-150 million capital expenditure to develop Nova (including the accelerated Bollinger development [(2)]). Reduces need for further debt draw down
- **Tropicana**
  - Optimisation project expected to increase plant throughput capacity up to 7.5Mtpa
  - Studies to covert ~3Moz of existing resource outside current reserves into the mine plan
  - Resources extension definition drilling (refer recent announcement of successful Havana South exploration results[(4)])
- **Jaguar**
  - Continued exploration work to extend the defined resource following recent Flying Spur drilling

## Further working capital buffer

- Prudent capital management

1) Refer to previous page for calculations and notes in relation to this gearing measure
2) Refer to Accelerated Bollinger Decline at Nova Project (ASX Release – 21 July 2016)
3) Refer to Tropicana – Delineation of new high grade shoot (ASX Release – 25 July 2016)

# Equity Raising timetable

## Placement Timetable

| Event | Date[1],[2] |
|---|---|
| Placement bookbuild | Wednesday, 27 July 2016 |
| Announcement of completion of Placement | Thursday, 28 July 2016 |
| Settlement of New Shares issued under the Placement | Tuesday, 2 August 2016 |
| Allotment and trading of New Shares issued under the Placement | Wednesday, 3 August 2016 |

## SPP Timetable

| Event | Date[1],[2] |
|---|---|
| SPP record date | 7pm (AEST) Tuesday, 26 July 2016 |
| Announcement date of SPP | Wednesday, 27 July 2016 |
| Opening date of SPP | Friday, 5 August 2016 |
| Closing date of SPP | Friday, 19 August 2016 |
| Allotment date | Monday, 29 August 2016 |
| Anticipated quotation of New Shares on ASX | Tuesday, 30 August 2016 |

1. Timetable is subject to change. IGO reserves the right to alter the above dates at its discretion and without notice, subject to the ASX Listing Rules and Corporations Act.
2. All dates and time refer to Australian Eastern Standard Time

# 3. Investment Highlights

# Investment highlights

## QUALITY DIVERSIFIED ASSETS

- Three operating mines with commodity diversification through exposure to gold, nickel, zinc, copper, cobalt and silver
- All located in Western Australia
- High-margin operating assets with proven cash flow generation through the commodity cycle

## LEADING GROWTH PORTFOLIO

- Development of the world-class Nova Ni-Cu-Co Project which is on time and budget for first concentrate in December 2016
- Tropicana Gold Mine mill expansion nearing completion reaching 7.3Mtpa annualised run rate (May and June 2016)
- High-grade gold mineralisation intersected as part of the Long Island Study aimed at unlocking the upside potential of the Tropicana Gold Mine
- Consolidated ground position in three emerging belt scale exploration opportunities

## STRONG AND CONSISTENT OPERATIONAL PERFORMANCE

- Focus on optimising and maximising our assets through operational excellence
- Track record of delivery and value creation
- Proven and experienced management team and Board – with disciplined approach

# Investment risks

There are various risks associated with an investment in Independence Group and many of these are outside the control of the Company. Please refer to Appendix B - Key Risks for further details.

## Key Risks

### General Risks

- Commodity price volatility
- Foreign exchange rates
- Tax risk
- Share market conditions
- Dividends
- Accounting
- Insurance

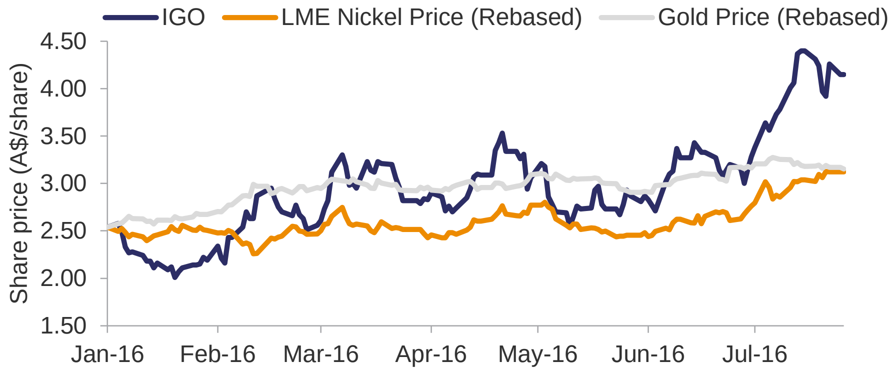
### Operational Risks

- Operational uncertainties
- Exploration risk
- Ability to achieve production guidance
- Joint venture and other arrangements
- Customer concentration
- Financial risks and capital requirements
- Mineral Resource and Ore Reserve estimates
- Infrastructure, transportation and remoteness of operations
- Energy costs
- Environmental risks and hazards
- Security of tenure
- Regulatory requirements including exploration and mining permits and licences
- Environment, rehabilitation and restoration
- Export and import regulations
- Key personnel and labour
- Key contractor
- Litigation

# 4. IGO Overview

# Corporate overview

## IGO vs key commodity prices[1]




## Key information

| | | Pre-Offer | Post-Offer[4] |
|---|---|---|---|
| Share price[2] | A$ | 4.08 | n/a |
| 52 week high/low | A$ | 4.40/2.01 | n/a |
| Shares outstanding[3] | M | 511.6 | 578.3 |
| Market Capitalisation[5] | A$M | 2,088 | 2,338 |
| Cash[6] | A$M | 46 | 296[7] |
| Debt[6] | A$M | 271 | 271 |

## Top shareholders (30 June 2016)

| Investor | Shares held (M) | % of total shares |
|---|---|---|
| Mark Creasy | 96.6 | 18.9 |
| Fidelity | 50.7 | 9.9 |
| Van Eck | 49.2 | 9.6 |
| Australian Super | 30.9 | 6.0 |
| **Top 20** | **313.3** | **61.2** |

## Key financials FY2016[6]

| | | |
|---|---|---|
| Revenue | A$M | 417.1 |
| Underlying EBITDA | A$M | 135.7 |
| Profit (Loss) After Tax | A$M | (58.9) |
| Operating cash flow | A$M | 92.6 |
| Total assets | A$M | 1,989 |

1. Nickel and gold prices rebased to IGO share price
2. Last traded price of IGO shares on the ASX on 26 July 2016
3. Existing shares plus ~66.7 million shares issued under the fully-underwritten Placement
4. Pro-forma reflects A$250 million raised through the fully-underwritten Placement only
5. Theoretical proforma market capitalisation assumes Pre Placement market capitalisation plus Placement proceeds (excluding transaction costs)
6. Unaudited financials as at 30 June 2016, as presented in June 2016 Quarterly Report
7. Pro-forma post-Placement cash (excluding transaction costs)

Note: certain figures on this slide have been rounded to the nearest whole number

# IGO assets

## Consistent high-margin production with platform for growth


**DISCOVERY**

- Emerging belt scale regional exploration opportunities
  - Albany Fraser/ Tropicana
  - Lake Mackay
  - Bryah Basin
- Significant near mine / brownfields potential

**DEVELOPMENT & CONSTRUCTION**

- Construction of the world-class Nova Ni-Cu-Co Project
- Tropicana Long Island Study – likely to deliver material step-change to the Tropicana Gold Mine

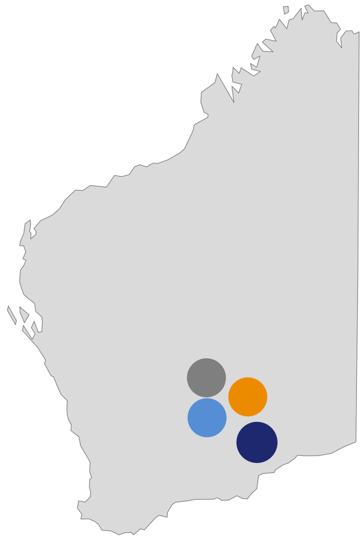
**CURRENT OPERATIONS**

- Tropicana (Au)
- Long (Ni)
- Jaguar (Zn- Cu)

**A leading Australian growth platform**

# Snapshot of IGO asset base

| Nova | Ni, Cu, Co |
|---|---|
| **World-class development project** | |
| Status | Under construction |
| Est. Mine Life | 10+ years |
| Est. cash cost | FY17: A$4.00 – $4.50/lb(1)<br>FY18: A$1.50 – $2.00/lb |
| Current Resources (2) | 325,000 Ni t<br>134,000 Cu t |
| Estimated production | FY17: 9,000 – 10,000t Ni<br>FY18: 27,000 – 30,000t Ni |
| Growth potential | In-mine exploration and resource extensions<br>Regional exploration opportunities |



Western Australia

| Long | Ni |
|---|---|
| **Cash flow positive throughout nickel cycle** | |
| Status | Producing |
| Est. Mine Life | 2 years |
| Est. cash cost (FY17) | A$3.50 – $3.90/lb(1) |
| Current Resources (2) | 66,000t Ni |
| Estimated production (FY17) | 7,400 – 8,200t Ni |
| Growth potential | In mine exploration opportunities under review |

| Tropicana JV (30%) | Au |
|---|---|
| **Long mine life with potential to increase** | |
| Status | Producing |
| Est. Mine Life | 7+ years |
| Est. cash cost (FY17) | A$850 – 950/oz(1) |
| Current Resources (2) | 2.1Moz Au (IGO share) |
| Estimated production (FY17) | 117koz – 129koz Au pa (IGO share) |
| Growth potential | Plant capacity increase from 5.8 to 7.5Mtpa complete H1FY17<br>Long Island open pit study to complete in H1FY17<br>Underground potential<br>Expansion potential<br>Large tenement package<br>Regional exploration upside |

| Jaguar | Zn, Cu, Ag |
|---|---|
| **Restructured management, significant exploration potential** | |
| Status | Producing |
| Est. Mine Life | 3+ years |
| Est. cash cost (FY17) | A$0.70 – 0.80/lb Zn(1) |
| Current Resources (2) | 290,000t Zn<br>67,000t Cu<br>15.4 Moz Ag |
| Estimated production (FY17) | 39,000 – 43,000t Zn<br>4,600 – 5,100t Cu<br>0.4 – 0.5 Moz Ag |
| Growth potential | Bentley deeps remains open<br>Potential VMS clusters |

| Projects/Exploration Opportunities | |
|---|---|
| Stockman<br>(Cu, Zn, Ag, Au) | Final permitting process<br>Considering strategic ownership options<br>Resource 294,000 Cu t, 598,0000 Zn t, 17.0 Moz Ag, 0.4 Moz Au(2) |
| Fraser Range Project & Salt Creek JV (Ni, Cu) (70%) | Regional geochemical sampling, moving loop electromagnetic surveying and/or drilling<br>Aircore programs identified anomalous results requiring additional exploration |
| Lake Mackay (Gold/Base metals) (70%) | Unlocking new underexplored mineral province<br>Drilling at Bumblebee has confirmed proof of concept |
| Bryah Basin (Cu, Au) (70%) | Follow up drilling of targets within a 2km strike of previously delineated zone of geochemical anomalism and electromagnetic conductors |
| De Beers Database | Unique sample database |

1) For further information see ASX release 27 July 2016 - June 2016 Quarterly Activities Report and Presentation
2) Resources shown are inclusive of Reserves, For further information on Mineral Resources and Ore Reserves refer to Appendix A

# Tropicana Gold Mine

## One of Australia's leading open-pit gold mines

| | | | |
|---|---|---|---|
| **Overview** | JV IGO 30% with AngloGold Ashanti 70%<br>Open pit with potential for expansion<br>7+ years current LOM | | |
| **Resource**<br>**Reserve**<br>**30 June 2015** (1) | 7.04Moz (100%)<br>3.01Moz (100%) | 2.1Moz (30%)<br>0.9Moz (30%) | |
| **Production Guidance FY17** | (100%)<br>390 to 430koz pa | (30%)<br>117 to 129koz pa | |
| **Operating cost Guidance FY17** | Cash cost<br>A$850 to 950/oz | All-in Sustaining cost<br>A$1,150 to 1,250/oz | |
| **Capital Guidance FY17** | Sustaining<br>A$2 to 3M | Improvement<br>A$2 to 3M | Waste Stripping<br>A$29 to 36M |
| **Exploration Budget Guidance FY17** | A$6 to 8M (30%) | | |

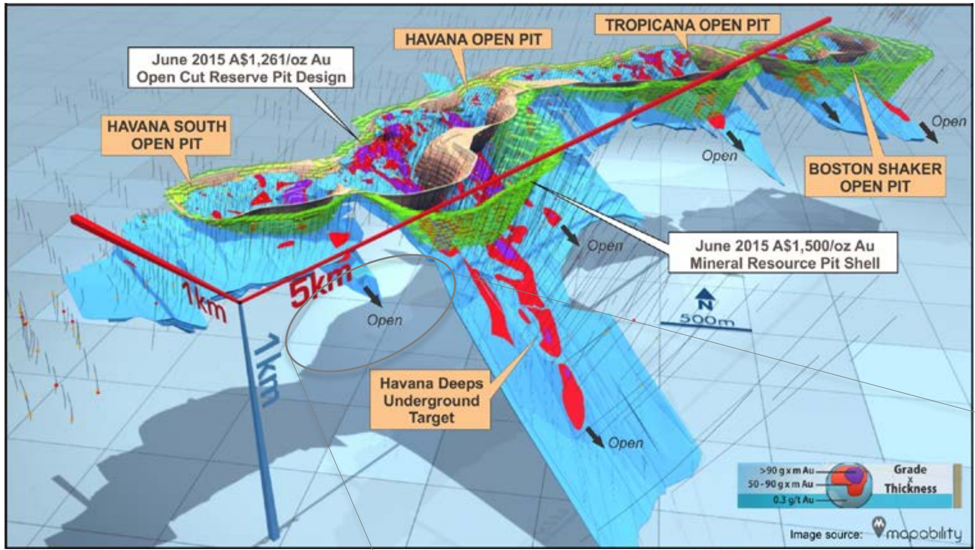
### Key developments and potential

- Converted to gas power generation in January 2016
- Plant expansion nearing completion from 5.8Mtpa to 7.0 – 7.5Mtpa processing rates
- Resource drilling identifying significant extensions to mineralisation. Technical study (Long Island Project) targeted at delivering material step-change opportunities (2)

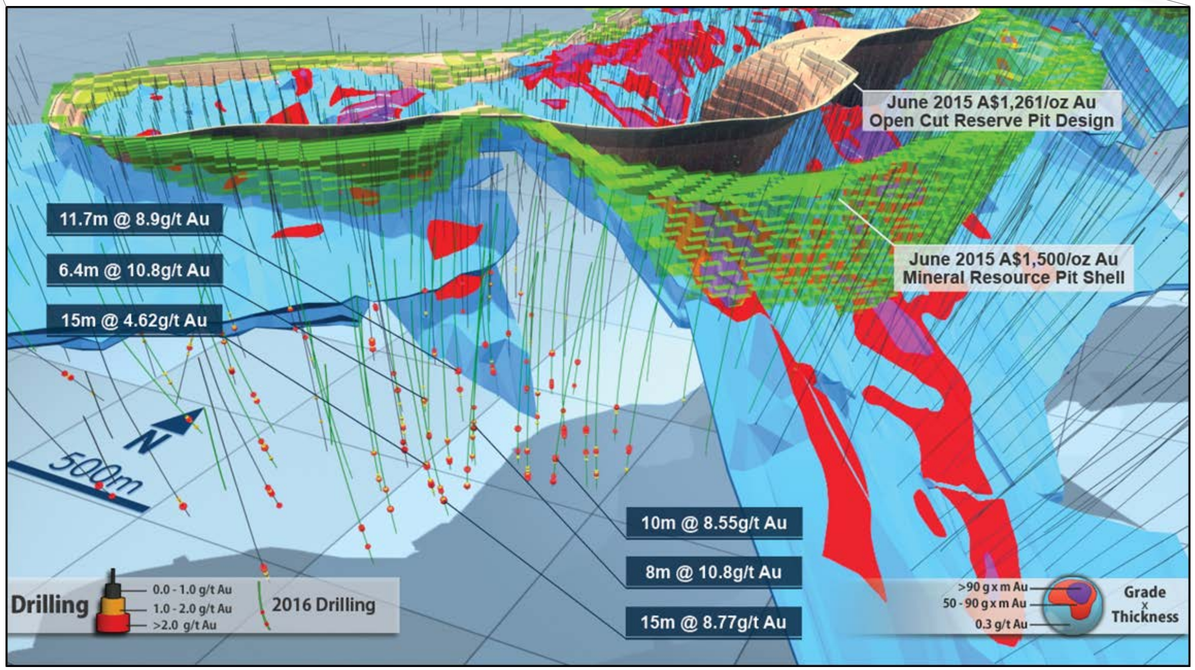
1) For further information on Mineral Resources and Ore Reserves refer to Appendix A
2) For further information see ASX release 25 July 2016 – Tropicana – Delineation of new high-grade shoot

# Tropicana Gold Mine

## Long Island - Likely to deliver material step-change




- Long Island Study designed to unlock full potential of Tropicana including:
  - Completion of extensive resource extension exploration program with significant intersections outside current Mineral Resource
  - Development of favourable economic business case funded through operational cash flow
- Mineral Resource and Study to be completed end of CY16




For further information see ASX release 25 July 2016 Tropicana – Delineation of new high-grade shoot

# Nova Project

## World class Ni-Cu-Co project in construction

| | | |
|---|---|---|
| **Overview** | IGO 100% magmatic Ni – Cu<br>1.5Mtpa underground mine<br>Construction 93% complete<br>On time and on budget for first production in December 2016 | |
| **Resource 30 June 2015 (1)**<br>**Reserve 14 December 2015(2)** | 325,000t Ni, 134,000t Cu<br>275,000t Ni, 112,000t Cu | |
| **Production Guidance FY17** | 9,000 to 10,000t Ni,<br>3,900 to 4,400t Cu | |
| **Operating Cost Guidance FY17** | A$4.00 to 4.50/lb | |
| **Initial Capital Remaining** | A$140 to 150M (including working capital) | |
| **Capital Guidance FY17** | Sustaining<br>A$3 to 5M | Development<br>A$22 to 25M |
| **Exploration Budget Guidance FY17** | A$3.5 to 4.5M | |

### Key developments and potential

- IGO has delivered 50% improvement in NPV since acquisition (3)
- Acceleration of Bollinger development
- A number of other value enhancement opportunities include increasing mining and processing rates
- Large scale, low cost production

1) For further information on Mineral Resources and Ore Reserves refer to Appendix A
2) For further information see ASX release 14 December 2015 Nova Project Optimisation Study
3) For further information see ASX release 21 July 2016 Accelerated Bollinger Decline at Nova Project

# Nova Project

## Construction is on time and on budget

- Preliminary operating guidance for Nova provided through to FY19
- Additional opportunities exist to improve mining production and processing rates
- These further enhancements will be pursued following commissioning and ramp up

| | Units | FY17 (1) | FY18 | FY19 |
|---|---|---|---|---|
| Nickel Production | tonnes | 9,000 to 10,000 | 27,000 to 30,000 | 27,000 to 30,000 |
| Copper Production | tonnes | 3,900 to 4,400 | 12,000 to 13,000 | 12,000 to 13,000 |
| Cobalt Production | tonnes | 280 to 320 | 900 to 1,000 | 900 to 1,000 |
| Cash costs (real) (2) | A$/lb Ni | 4.00 to 4.50 | 1.50 to 2.00 | 1.50 to 2.00 |
| Remaining Initial Capital Cost (3) | A$M | 140 to 150 | 0 | 0 |
| Sustaining Capex | A$M | 3 to 5 | 25 to 30(4) | 5 to 7(4) |
| Development Capex | A$M | 22 to 25 | | |
| Exploration expenditure | A$M | 3.5 to 4.5 | | |

1) FY17 excludes production achieved during commissioning
2) Cash costs includes C1 cash costs + royalty per pound of payable nickel (after by-product credits)
3) Remaining Initial Capital Costs includes the key capital activities (outstanding from the $443M Project Capital Costs) outlined in the company's 28 June 2016 release titled "First Ore Mine in Development at Nova" including but not limited to capital on, the power station, plant piping/ electronical, past plant and decline development. The amount also includes capital required for the Bollinger Decline as outlined in this ASX release
4) Sustaining capex includes Development capex

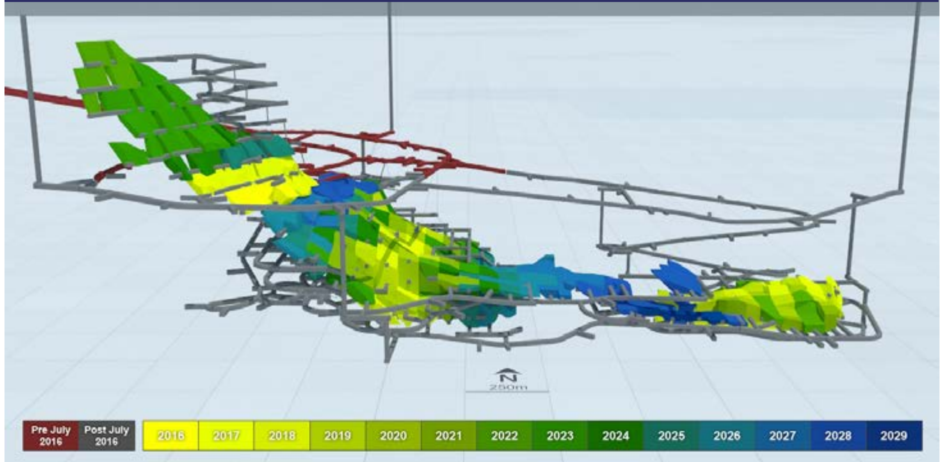
Note: for further information on Nova production guidance see ASX release 21 July 2016 Accelerated Bollinger Decline at Nova Project and also refer to Important notices and disclaimer

# Nova Project

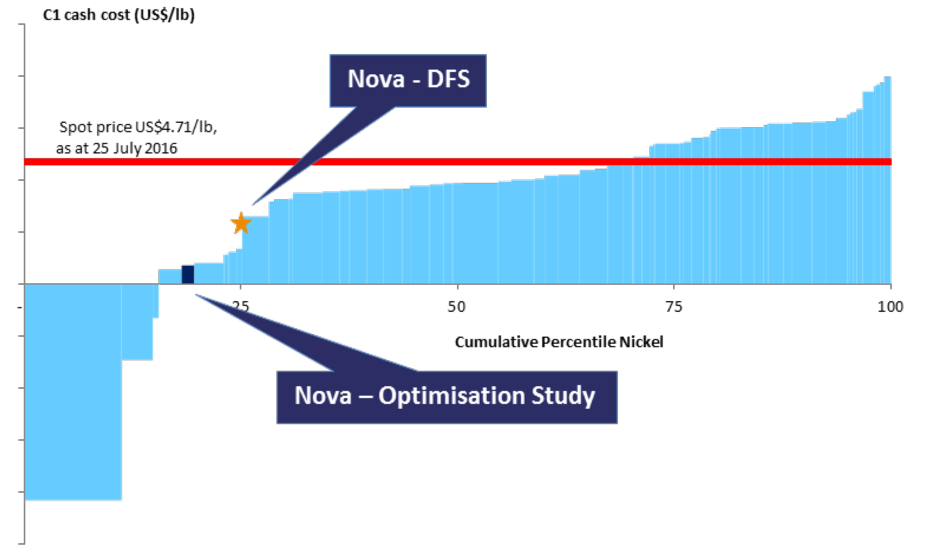
## Improved mining schedule delivers significant benefits

- IGO has delivered significant enhancement in project value compared to the DFS
- Optimisation Study completed in December 2015 moved Nova down the cost curve
- Optimisation Study delivered 36% improvement in NPV(1)
- FY17 LOM realised an additional 14% improvement in NPV by accelerating Bollinger development(2)
- Optimisation study generated increases of 41%, 108% and 83% of free cash flow in CY17, CY18 and CY19 when compared to the DFS (1)
- FY17 LOM increased FY18 cash flow by an additional A$134M(2)

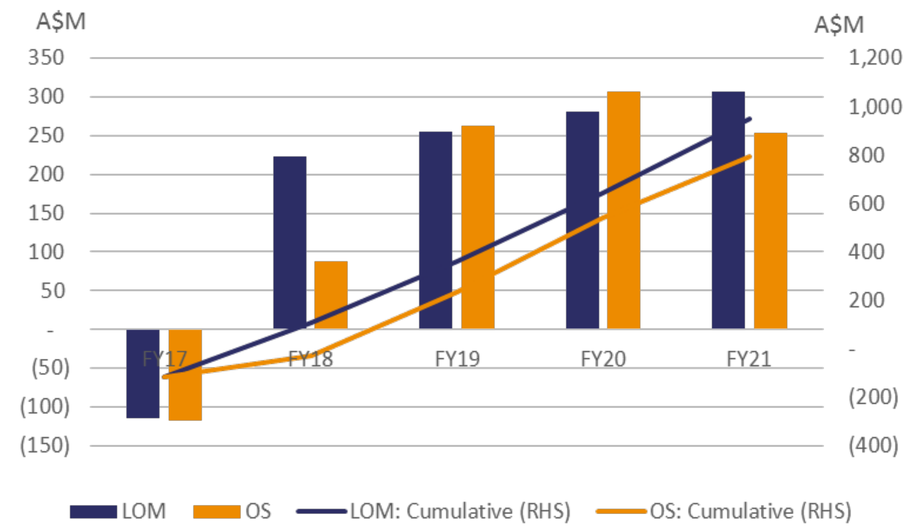
### Nova Mining Schedule




### Nickel Cost Curve




### FY17 LOM free cash flow relative to Optimisation Study(2)




1) For further information see ASX release 14 December 2015, Nova Project Optimisation Study
2) For further information see ASX release 21 July 2016, Accelerated Bollinger Decline at Nova Project

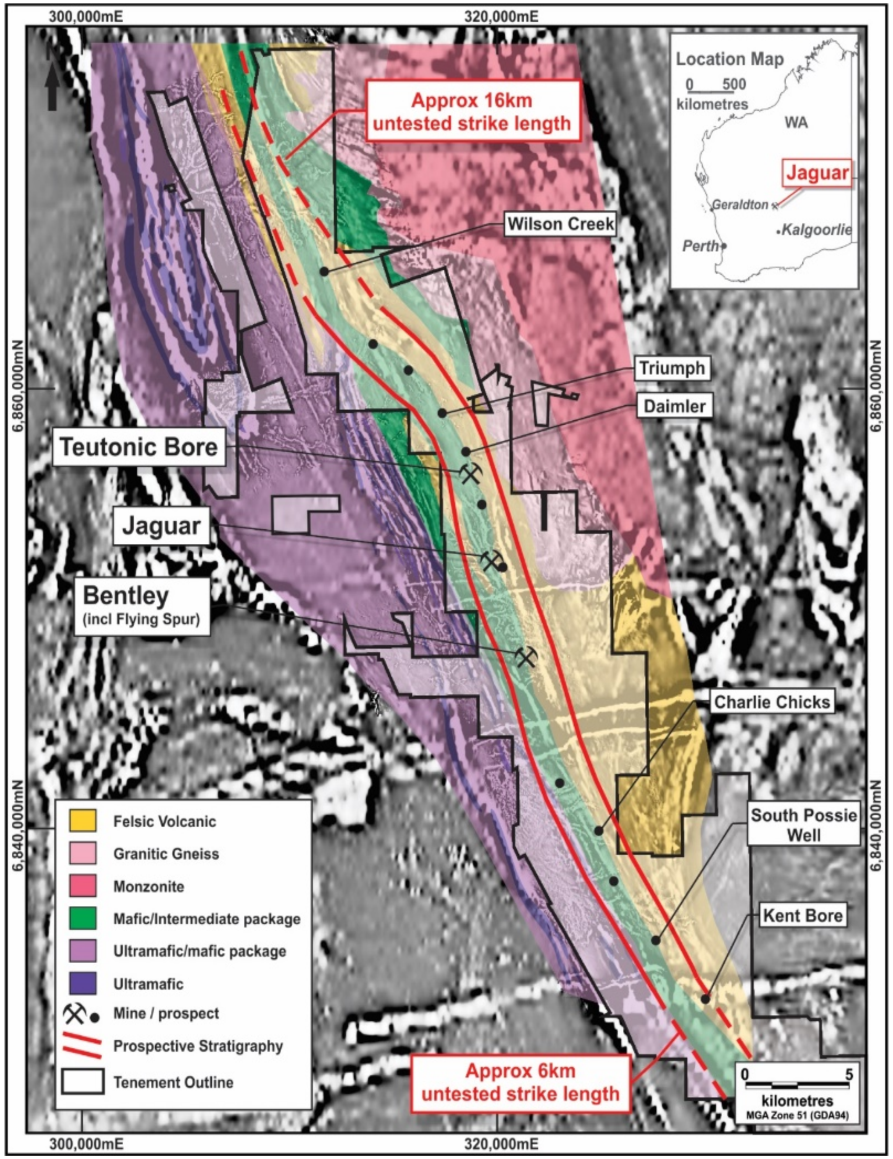
# Jaguar Mine

## VMS Corridor with cluster of orebodies

| | | |
|---|---|---|
| **Overview** | IGO 100% High grade Underground Cu – Zn VMS | |
| **Resource**<br>**Reserve**<br>**30 June 2015 (1)** | 67,000t Cu, 294,000t Zn & 15.4Moz Ag<br>20,000t Cu, 88,000t Zn & 4.7Moz Ag | |
| **Production Guidance FY17** | 39,000 to 43,000t Zn in concentrate<br>4,600 to 5,100t Cu in concentrate | |
| **Operating cost Guidance FY17** | Payable Cash cost<br>A$0.70 to 0.80/lb Zn | |
| **Capital Guidance FY17** | Sustaining<br>A$8 to 9M | Development<br>A$12 to 13M |
| **Exploration Budget Guidance FY17** | A$3 to 4M | |

### Key developments and potential

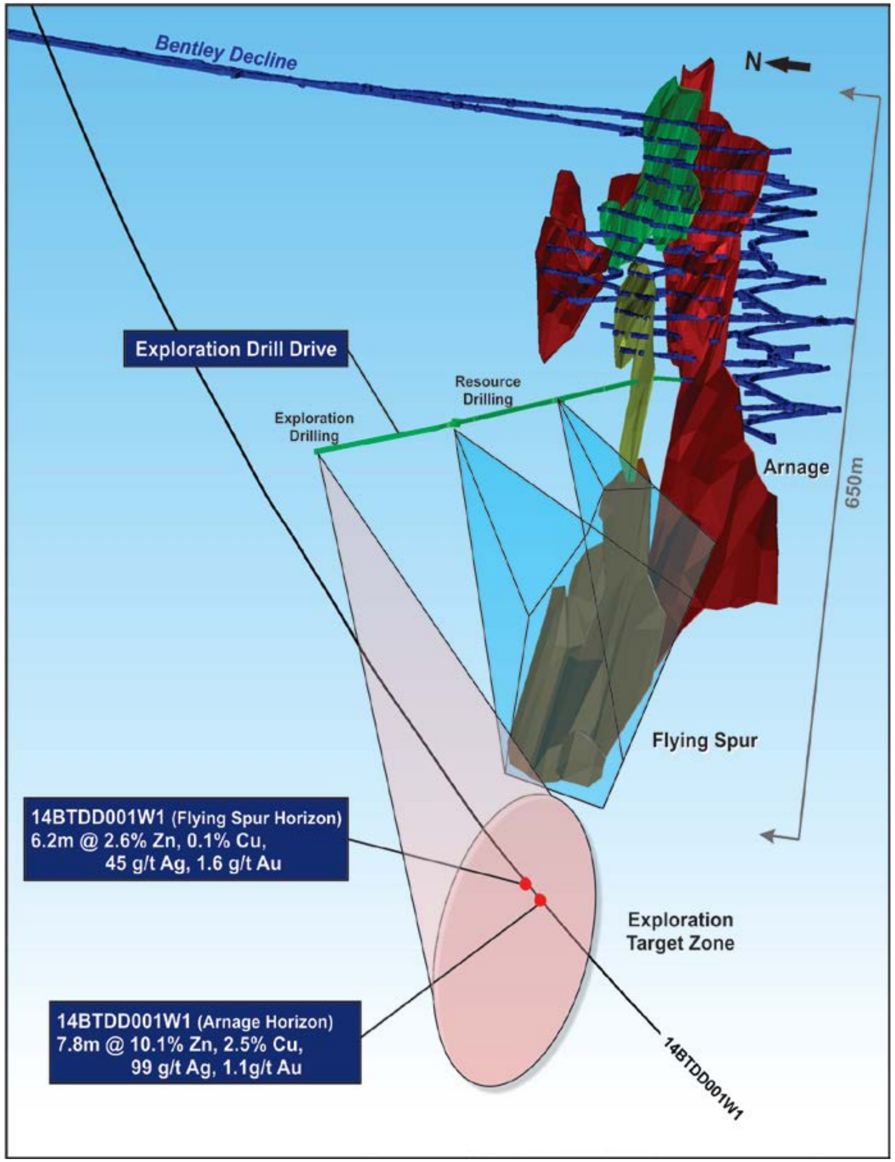
- Record mining and milling rates since project inception achieved in FY16
- Bentley Mineral Resources open down plunge
- Opportunities to extend and test new areas of prospective stratigraphy identified



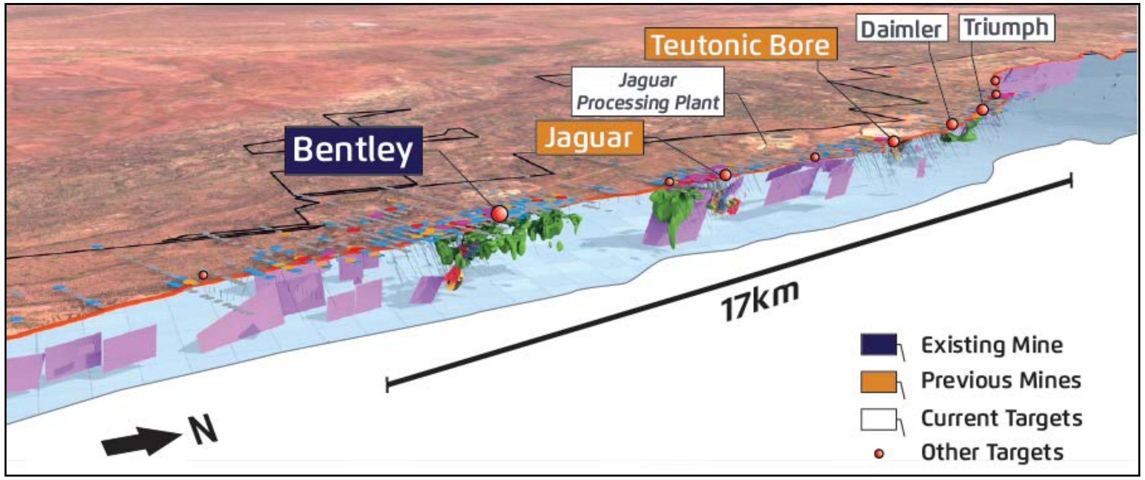

1) For further information on Mineral Resources and Ore Reserves refer to Appendix A

# Jaguar Mine

## Resource extension and regional opportunities




- Opportunities to extend mineralisation and Resources down plunge at the Bentley mine
- 50km long prospective corridor
- Potential to discover VMS mineralisation under cover along strike from known deposits

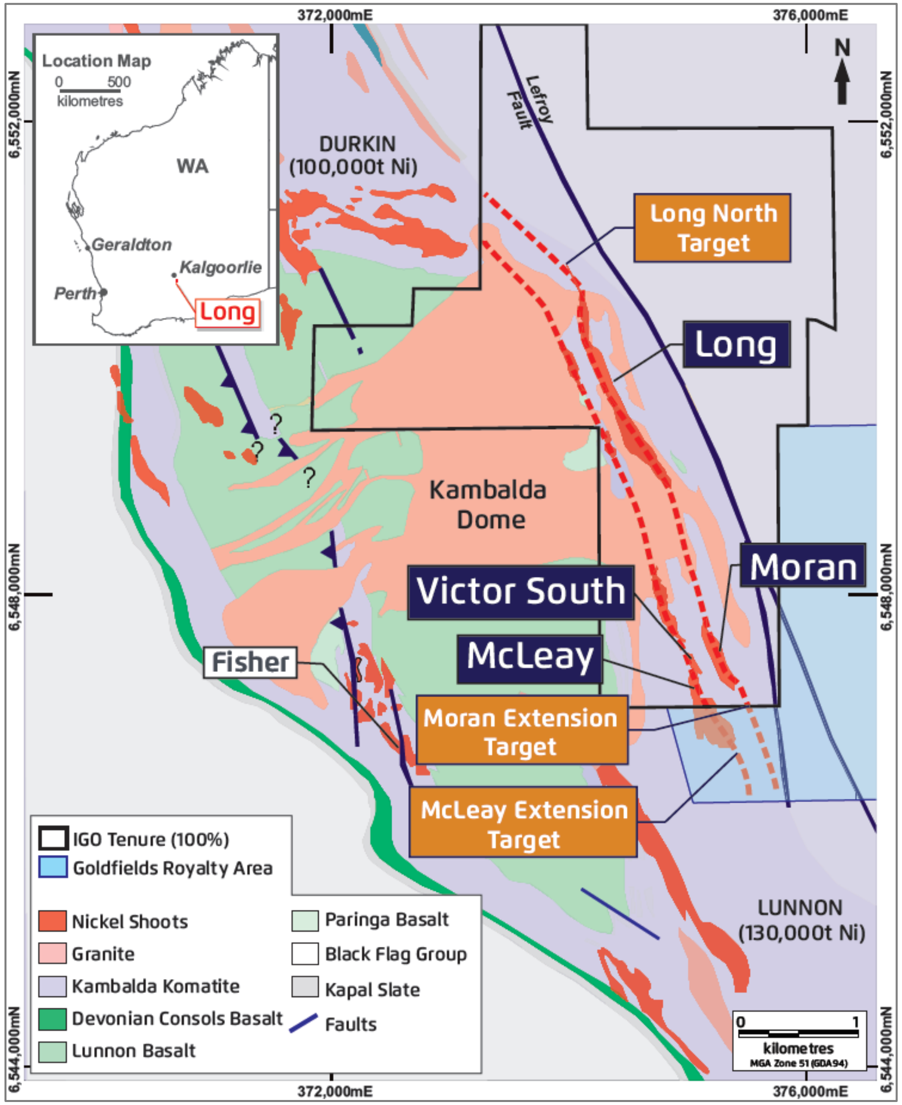



1) For further information see ASX announcement – Significant new drill results at Jaguar project dated 22 September 2014

# Long Mine

## High grade underground nickel on the Kambalda dome

| | |
|---|---|
| **Overview** | IGO 100% high-margin underground nickel<br>Average grade project to date of 3.8% Ni<br>Consistent low cost producer |
| **Resource<br>Reserve<br>30 June 2015 (1)** | 66,000 Ni t<br>22,000 Ni t |
| **Production Guidance FY17** | 7,400 to 8,200 Ni t |
| **Operating cost Guidance FY17** | A$3.50 to 3.90/lb |
| **Capital Guidance FY17** | A$1M |
| **Exploration Budget Guidance FY17** | A$2 to 3M |




### Key developments and potential

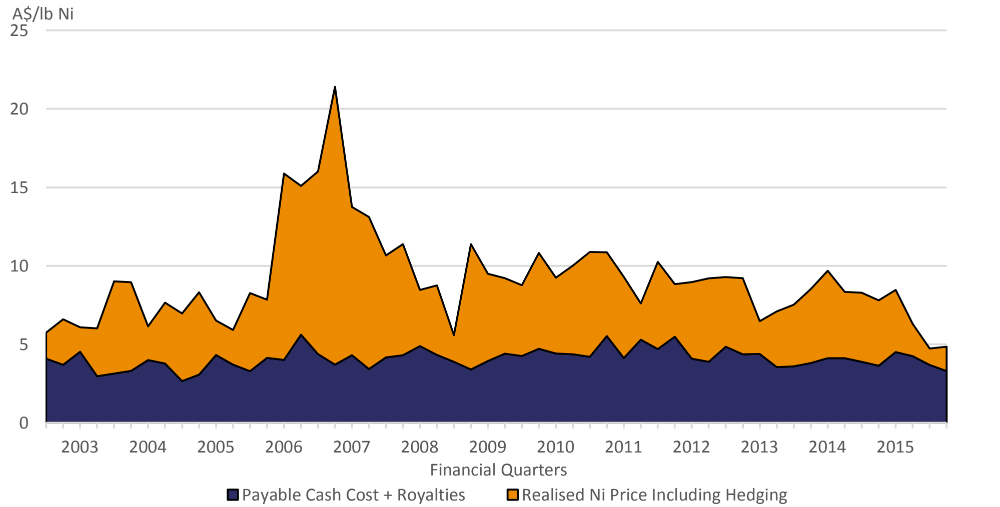
- Operations restructured in response to challenging nickel prices during FY16
- Successfully transitioned to new operating plan
- Consistently delivering higher operating margins and improved productivity
- Recommenced in-mine exploration

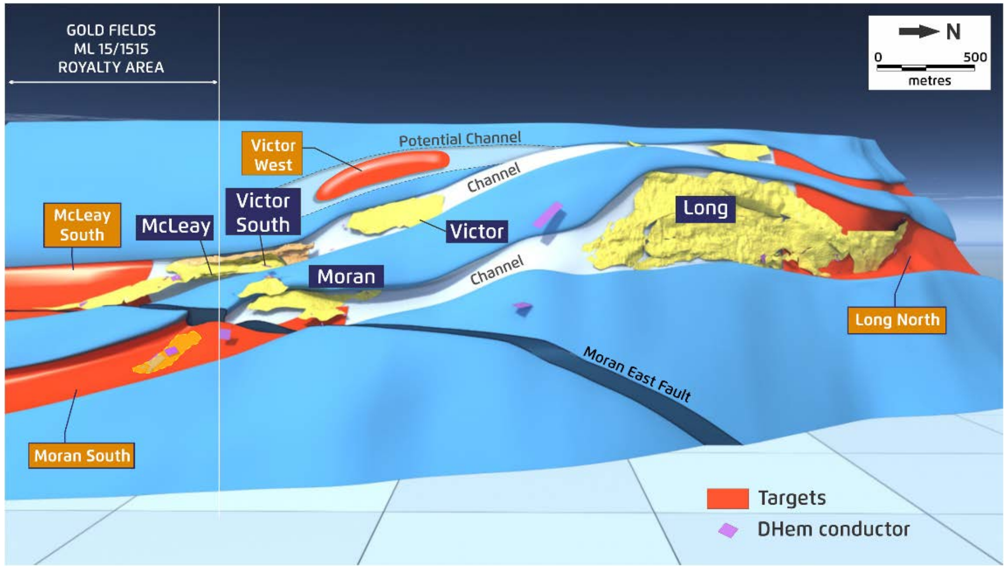
1) For further information on Mineral Resources and Ore Reserves refer to Appendix A

# Long Mine

## Consistent low cash cost production

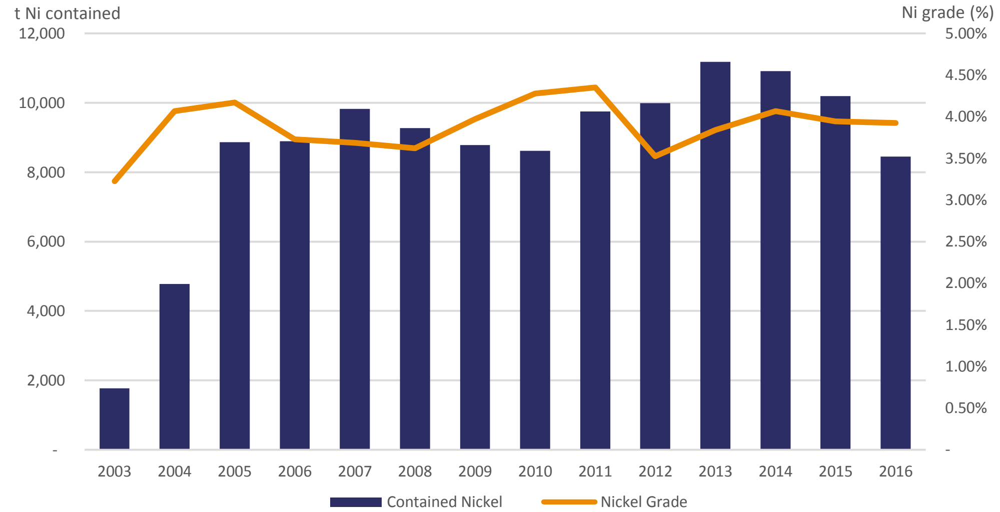
Historical Quarterly Cash Cost & Realised Price




- History of increasing reserve and mine life
- TEM geophysical technology
    - Discoveries of Moran and McLeay using technology
- Recommenced in-mine exploration at Long targeting extensions to Life of Mine

Historical Annual Contained Nickel Mined & Nickel Grade



# IGO and Equity Raising summary

## Strong balance sheet provides greater financial flexibility to fund growth portfolio

| | |
|---|---|
| EQUITY RAISING | • A$250 million fully underwritten institutional Placement<br>• Share purchase plan to raise up to A$30 million |
| USE OF PROCEEDS | • Strengthen the balance sheet and provide enhanced flexibility to fund IGO's growth projects<br>• Reduces debt drawdown to fund the remaining A$140-150 million capital expenditure to complete the Nova Project<br>• Fund residual acquisition related costs (stamp duty) of between A$50-55 million(1)<br>• Funding for debt repayment and general corporate purposes including working capital |
| QUALITY INVESTMENT POSITIONED FOR GROWTH | • Leading Australian diversified mining company with suite of operating and development assets<br>• Strong June 2016 quarterly results with FY2016 results within guidance(2)<br>• World-class Nova Project (Ni-Cu-Co); currently 93% complete(3), on schedule and on budget. Optimisation has continued to enhance project economics(4)<br>• Continuing to unlock full potential of Tropicana Gold Mine with de-bottlenecking, exploration and Long Island Study(5) |

1) As provisioned for in the IGO financial accounts and disclosed in the Quarterly Activities Report for the period ending 30 September 2016. Estimated to be payable in 2Q FY17 (timing and final amount subject to change)
2) As presented in the Quarterly Activities Report for the period ending 30 June 2016 (ASX Release – 27 July 2016) and referencing guidance that was restated in the Quarterly Activities Report for the period ending 31 March 2016 (ASX Release – 28 April 2016)
3) % completion relates to the physical work completed through to Project Practical Completion
4) Refer to Accelerated Bollinger Decline at Nova Project (ASX Release – 21 July 2016)
5) Refer to Tropicana – Delineation of new high grade shoot (ASX Release – 25 July 2016)

# 5. Snapshot of June 2016 Quarter

# June 2016 quarterly highlights

## Delivery of strong quarterly performance

### Corporate (June quarter 2016)

- Cash of A$46.3M and debt of A$271M as at 30 June 2016
- A$39.7M operating cash flow after expenditure of A$3.6M on exploration and A$0.7M on finance costs
- Unaudited underlying EBITDA of A$38.9M and profit after tax of A$16.4M

### Long Mine (Ni)

- Consistently delivering to new plan
- 2,018t contained Ni produced
- C1 cash cost of A$3.51/lb of payable Ni (incl. Royalties)

### Jaguar Mine (Zn-Cu)

- 149% increase in copper production quarter on quarter
- 8,937t Zn and 3,235t Cu concentrate produced
- C1 cash cost of A$0.02/lb of payable Zn (incl. Royalties)

### Tropicana Mine (Au)

- Continued to increase production rate beyond 7Mtpa
- 28,540oz Au (IGO share) produced
- Cash cost of A$895/oz Au
- AISC of A$1,135/oz Au
- Plant debottlenecking upgrades completed
- 7.3Mtpa annualised run rate achieved through May and June

### Nova Project (Ni-Cu-Co)

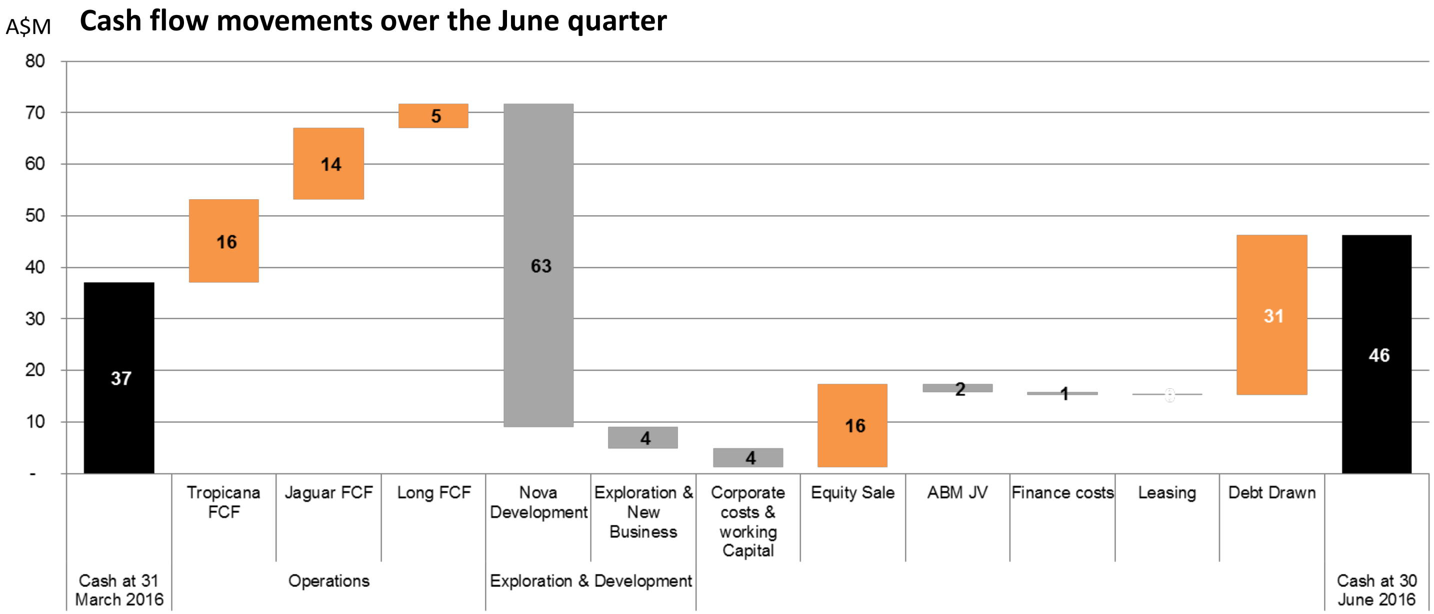
- Project 93% complete at quarter end
- First concentrate production on schedule for December 2016
- On time and on budget with A$140M to A$150M capital spend remaining to project completion
- Expected to deliver additional early cashflow and improved project economics with acceleration of Bollinger decline
- First ore mined during the quarter

Note for further information see ASX announcement 27 July 2016 June Quarterly Results Presentation and Activities Report

# June 2016 quarterly highlights

## June quarter cash flow – strong cash management

| Unaudited (A$'million) | Q4 FY16 | Q3 FY16 | Q4 FY15 | FY16 |
|---|---|---|---|---|
| Revenue | **105.9** | 88.5 | 118.7 | **417.1** |
| Underlying EBITDA[1] | **38.9** | 28.7 | 38.0 | **135.7** |
| Net Profit After Tax | **16.4** | 2.8 | 7.5 | **(58.9)** |
| Net Cash Flow From Operating Activities | **39.7** | 4.1 | 47.3 | **92.6** |
| Underlying Free Cash Flow[2] | **(36.3)** | (61.6) | 30.8 | **(141.6)** |
| Cash (at end of period) | **46.3** | 37.0 | 121.3 | **46.3** |
| Marketable Securities (at end of period) | **5.0** | 17.3 | 15.6 | **5.0** |
| Refined bullion (at end of period) | **0** | 3.8 | 0.2 | **0** |
| Debt (at end of period) | **271.0** | 240.0 | 0.5 | **271.0** |




- As at 30 June A$140M to A$150M capital spend remained to complete the Nova Project
- Undrawn debt facilities of A$279M out of a total of A$550M
- Continued Tropicana capital investment on plant debottlenecking and Long Island Study
- A$16M was realised from the sale of an equity investment

1) Underlying EBITDA are non-IFRS measure (refer to important notices and disclaimer page).
2) Free Cash Flow comprises Net Cash Flow from Operating Activities and Net cash Flow from Investing Activities

Note see IGO ASX announcement on 27 July 2016 – June Quarterly Activities Results Presentation

# APPENDIX

# Appendix A. Mineral Resources & Ore Reserves

# Mineral resource & ore reserve

## Tropicana Operation

| Mineral Resource 30 June 2015 100% Basis (IGO 30% Interest) | Classification | Tonnes Mt | Au g/t | Contained Au Moz |
|---|---|---|---|---|
| OPEN PIT | Measured | 12.8 | 2.09 | 0.86 |
| | Indicated | 75.3 | 1.85 | 4.47 |
| | Inferred | 5.8 | 2.54 | 0.48 |
| | Sub Total | 93.9 | 1.92 | 5.80 |
| UNDERGROUND | Measured | - | - | - |
| | Indicated | 2.4 | 3.58 | 0.27 |
| | Inferred | 5.8 | 3.14 | 0.59 |
| | Sub Total | 8.2 | 3.26 | 0.86 |
| STOCKPILES | Measured | 13.6 | 0.87 | 0.38 |
| TOTAL TROPICANA | Measured | 26.4 | 1.46 | 1.24 |
| | Indicated | 77.7 | 1.9 | 4.74 |
| | Inferred | 11.7 | 2.84 | 1.06 |
| GRAND TOTAL | | 115.7 | 1.89 | 7.04 |

***Notes:***

1. For the open pit Mineral Resource estimate, mineralisation in the Havana, Havana South, Tropicana and Boston Shaker areas was calculated within a US$1,550/oz pit optimisation at an AUD:USD exchange rate of 1.03 (A$1,500/oz).
2. The open pit Mineral Resources have been estimated using the geostatistical technique of Uniform Conditioning, using a cut-off grade of 0.3g/t Au for all material types.
3. The Havana Deeps Underground Mineral Resource estimate has been reported outside the US$1,550/oz pit optimisation at a cut-off grade of 2.0g/t Au, which was calculated using a gold price of US$1,600/oz (AUD:USD 1.02) (A$1,566/oz).
4. The Havana Deeps underground Mineral Resource was estimated using the geostatistical technique of Ordinary Kriging using average drill hole intersections.
5. The Mineral Resource is estimated from the 2012 Mineral Resource model and stockpile volumes at 30 June 2015. Mining as at 30 June 2015 has been removed from the 2015 Resource estimate.
6. Resources are inclusive of Reserves.
7. The Competent Persons statement is incorporated in the JORC Code (2012) Competent Persons Statements section of the ASX Release dated 28 October 2015.
8. JORC (2012) Table 1 Parameters are in Appendix B of the ASX Release dated 28 October 2015.

***Reference:*** *ASX Release dated 28 October 2015 for Resources and Reserves.*

| Ore Reserve 30 June 2015 100% Basis (IGO 30% Interest) | Classification | Tonnes Mt | Au g/t | Contained Au Moz |
|---|---|---|---|---|
| OPEN PIT | Proved | 11.1 | 2.27 | 0.81 |
| | Probable | 29.0 | 2.05 | 1.91 |
| | Stockpiles | 8.4 | 1.09 | 0.29 |
| GRAND TOTAL | | 48.5 | 1.93 | 3.01 |

**Notes:**

1. The Proved and Probable Ore Reserve (30 June 2015) is reported above economic break-even gold cut-off grades for each material type at nominated gold price US$1,100/oz and exchange rate 0.87 AUD:USD (equivalent to A$1,261/oz Au).
2. The 30 June 2015 Reserve estimate is updated using the end of June 2015 surveyed surface topography and end of June 2015 stockpile balances. The final pit designs, cut-off grades and the Resource model used are unchanged from the December 2014 estimate reported by AngloGold Ashanti (ASX:AGG) on their website (2014 Mineral Resource and Ore Reserve Report). The cut-off grades reported were 0.5g/t Au for oxide material and 0.7g/t Au for transitional and fresh material.
3. The Competent Persons statement is incorporated in the JORC Code (2012) Competent Persons Statements section in the ASX Release dated 28 October 2015.
4. JORC (2012) Table 1 Parameters are in Appendix B of the ASX Release dated 28 October 2015.

***Reference:*** *ASX Release dated 28 October 2015 for Resources and Reserves.*

# Mineral resource & ore reserve

## Long Operation

| Mineral Resource 30 June 2015 | | | | |
|---|---|---|---|---|
| | Classification | Tonnes | Ni% | Ni Tonnes |
| LONG | Measured | 65,000 | 5.4 | 3,500 |
| | Indicated | 287,000 | 5.1 | 14,600 |
| | Inferred | 355,000 | 4.7 | 16,700 |
| | Sub Total | 707,000 | 4.9 | 34,800 |
| VICTOR SOUTH | Measured | - | - | - |
| | Indicated | 147,000 | 2.1 | 3,100 |
| | Inferred | 33,000 | 1.5 | 500 |
| | Sub Total | 180,000 | 2.0 | 3,600 |
| McLEAY | Measured | 63,000 | 6.3 | 4,000 |
| | Indicated | 71,000 | 4.9 | 3,500 |
| | Inferred | 21,000 | 6.7 | 1,400 |
| | Sub Total | 155,000 | 5.7 | 8,900 |
| MORAN | Measured | 234,000 | 6.6 | 15,500 |
| | Indicated | 51,000 | 3.3 | 1,700 |
| | Inferred | 52,000 | 3.7 | 1,900 |
| | Sub Total | 337,000 | 5.7 | 19,100 |
| STOCKPILES | - | - | - | - |
| TOTAL | | 1,379,000 | 4.8 | 66,400 |

***Notes:***

1. Mineral Resources are reported using a 1% Ni Cut-off grade except for the Victor South disseminated Mineral Resource, which is reported using a cut-off grade of 0.6% Ni.
2. Block modelling used the ordinary-kriging grade-interpolation method on 1m composites within wireframes for all elements and density for the Victor South, McLeay and Moran deposits. For the Long mineralisation, ordinary-kriging was used to estimate metal accumulation and horizontal width variables for each drill hole intercept into a two-dimensional block model. The final block grades were back-calculated and the block model was converted to a conventional three-dimensional block model using nearest neighbour assignment.
3. Mining as at 30 June 2015 has been removed from the 2015 Resource estimate.
4. Resources are inclusive of Reserves.
5. Ore tonnes have been rounded to the nearest thousand tonnes and nickel tonnes have been rounded to the nearest hundred tonnes. This may result in slight rounding differences in the total values in the table above.
6. The Competent Persons statement is incorporated in the JORC Code (2012) Competent Persons Statements section of the ASX Release dated 28 October 2015
7. JORC Code (2012) Table 1 Parameters are in Appendix C of the ASX Release Dated 28 October 2015

***Reference:*** ASX Release dated 28 October 2015 for Resources and Reserves.

| Ore Reserve 30 June 2015 | | | | |
|---|---|---|---|---|
| | Classification | Tonnes | Ni% | Ni Tonnes |
| LONG | Proved | 28,000 | 3.6 | 1,000 |
| | Probable | 94,000 | 2.8 | 2,600 |
| | Sub Total | 122,000 | 3.0 | 3,600 |
| VICTOR SOUTH | Proved | 7,000 | 3.0 | 200 |
| | Probable | 15,000 | 2.2 | 300 |
| | Sub Total | 22,000 | 2.5 | 500 |
| McLEAY | Proved | 22,000 | 3.5 | 800 |
| | Probable | 24,000 | 3.1 | 700 |
| | Sub Total | 46,000 | 3.3 | 1,500 |
| MORAN | Proved | 380,000 | 4.0 | 15,200 |
| | Probable | 38,000 | 3.0 | 1,200 |
| | Total | 418,000 | 3.9 | 16,400 |
| STOCKPILES | - | - | - | - |
| TOTAL | | 608,000 | 3.6 | 22,000 |

***Notes:***

1. Ore Reserves are reported above an economic Ni Cut-off value as at 30 June.
2. A Net Smelter Return (NSR) value of $169 per ore tonne has been used in the evaluation of the 2015 Reserve.
3. Mining as at 30 June 2015 has been removed from the 2015 Reserve estimate.
4. Ore tonnes have been rounded to the nearest thousand tonnes and nickel tonnes have been rounded to the nearest hundred tonnes.
5. Revenue factor inputs (US$): Ni $19,678/t, Cu $6,323/t. Exchange rate AU$1.00 : US$0.77.
6. The Competent Persons statement is incorporated in the JORC Code (2012) Competent Persons Statements section of the ASX Release dated 28 October 2015
7. JORC Code (2012) Table 1 Parameters are in Appendix C of the ASX Release Dated 28 October 2015

***Reference***: ASX Release dated 28 October 2015 for Resources and Reserves.

# Mineral resource & ore reserve

## Jaguar Operation

| Mineral Resource 30 June 2015 | | | | | | |
|---|---|---|---|---|---|---|
| | Classification | Tonnes | Cu% | Zn% | Ag g/t | Au g/t |
| **BENTLEY** | **Measured** | **529,000** | **2.1** | **11.5** | **159** | **0.8** |
| | **Indicated** | **1,252,000** | **1.6** | **7.3** | **118** | **0.8** |
| | **Inferred** | **1,113,000** | **1.0** | **8.8** | **149** | **1.1** |
| | **Stockpiles** | **13,000** | **1.1** | **9.2** | **121** | **0.6** |
| | **Sub Total** | **2,907,000** | **1.5** | **8.6** | **138** | **0.9** |
| | Mineral Resources 2009 | | | | | |
| **TEUTONIC BORE** | **Measured** | **-** | **-** | **-** | **-** | **-** |
| | **Indicated** | **946,000** | **1.7** | **3.6** | **65** | **-** |
| | **Inferred** | **608,000** | **1.4** | **0.7** | **25** | **-** |
| | **Sub Total** | **1,554,000** | **1.6** | **2.5** | **49** | **-** |
| **GRAND TOTAL** | | **4,461,000** | **1.5** | **6.5** | **107** | **-** |

***Notes:***

1. Mineral Resources include massive sulphide and stringer sulphide mineralisation. Massive sulphide Resources are geologically defined; stringer sulphide Resources for 2015 are reported above a cut-off grade of 0.7% Cu.
2. Block modelling mainly used ordinary-kriging grade-interpolation methods within wireframes for all elements and density. The Flying Spur lens, part of the Bentley deposit, was estimated using the Inverse Distance Squared Weighting method (IDW2).
3. Mining as at 30 June 2015 has been removed from the 2015 Resource estimate for Bentley. Historic mining was removed from the 2009 Resource estimate for Teutonic Bore.
4. Resources are inclusive of Reserves.
5. The Teutonic Bore Resource estimate is reported in accordance with JORC Code 2012 reporting guidelines. The model is unchanged from the 2009 model.
6. The Competent Persons statement is incorporated in the JORC Code (2012) Competent Persons Statements section of the ASX Release dated 28 October 2015
7. JORC Code (2012) Table 1 Parameters are in Appendices D and E of the ASX Release dated 28 October 2015

***Reference:*** *ASX Release dated 28 October 2015 for Resources and Reserves.*

| Ore Reserve 30 June 2015 | | | | | | |
|---|---|---|---|---|---|---|
| | Classification | Tonnes | Cu% | Zn% | Ag g/t | Au g/t |
| **BENTLEY** | **Proved** | **323,000** | **2.0** | **10.8** | **155** | **0.8** |
| | **Probable** | **821,000** | **1.6** | **6.3** | **115** | **0.7** |
| | **Sub Total** | **1,144,000** | **1.7** | **7.6** | **126** | **0.7** |
| **STOCKPILES** | | **13,000** | **1.1** | **9.2** | **121** | **0.6** |
| **GRAND TOTAL** | | **1,157,000** | **1.7** | **7.6** | **126** | **0.7** |

***Notes:***

1. Cut-off values were based on Net Smelter Return (NSR) values of $163 per ore tonne for direct mill feed and $80 per ore tonne for marginal feed.
2. Revenue factor inputs (US$): Cu $6,417/t, Zn $2,686/t, Ag $18.00/troy oz, Au $1,225/troy oz. Exchange rate AU$1.00 : US$0.77.
3. Metallurgical recoveries – 86% Cu, 57% Ag, and 40% Au in Cu concentrate; 86% Zn and 20% Ag in Zn concentrate.
4. Longitudinal sub-level long hole stoping is the primary method of mining used at Bentley.
5. All Measured Resource and associated dilution was classified as Proved Reserve. All Indicated Resource and associated dilution was classified as Probable Reserve. No Inferred Resource has been converted into Reserve
6. Mining as at 30 June 2015 has been removed from the 2015 Reserve estimate.
7. The Competent Persons statement is incorporated in the JORC Code (2012) Competent Persons Statements section of the ASX Release dated 28 October 2015
8. JORC Code (2012) Table 1 Parameters are in Appendices D of the ASX Release dated 28 October 2015

***Reference:*** *ASX Release dated 28 October 2015 for Resources and Reserves.*

# Mineral resource & ore reserve

## Nova Project

| Mineral Resource 30 June 2015 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Classification | Tonnes (Mt) | Ni% | Cu% | Co% | Ni Kt | Cu Kt | Co Kt |
| NOVA | Measured | - | - | - | - | - | - | - |
| | Indicated | 9.1 | 2.5 | 1.0 | 0.08 | 230 | 94 | 7.3 |
| | Inferred | 1.0 | 1.4 | 0.6 | 0.05 | 14 | 6 | 0.5 |
| | Sub Total | 10.1 | 2.4 | 1.0 | 0.08 | 244 | 100 | 7.7 |
| BOLLINGER | Measured | - | - | - | - | - | - | - |
| | Indicated | 2.4 | 2.7 | 1.1 | 0.11 | 64 | 26 | 2.6 |
| | Inferred | 1.8 | 1.0 | 0.4 | 0.04 | 17 | 8 | 0.7 |
| | Sub Total | 4.2 | 2.0 | 0.8 | 0.08 | 82 | 34 | 3.3 |
| TOTAL | Indicated | 11.5 | 2.6 | 1.0 | 0.09 | 294 | 120 | 9.8 |
| | Inferred | 2.8 | 1.1 | 0.5 | 0.04 | 31 | 14 | 1.2 |
| GRAND TOTAL | | 14.3 | 2.3 | 0.9 | 0.08 | 325 | 134 | 11.0 |

***Notes:***

1. Mineral Resources are reported above a 0.6% NiEq Cut-off grade, NiEq% = ((Cu % x 0.95) x ($7,655/$16,408)) + (Ni % x 0.89).
2. Resources are inclusive of Reserves.
3. No depletion has occurred during the period.
4. Ore tonnes have been rounded to the nearest hundred thousand tonnes.
5.Contained metal tonnes have been rounded to the nearest thousand. This may result in slight rounding differences in the total values in the table above.

*Reference: ASX Release dated 28 October 2015 for Resources*

| Ore Reserve December 2015 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Classification | Tonnes (Mt) | Ni% | Cu% | Co% | Ni Kt | Cu Kt | Co Kt |
| NOVA | Proved | - | - | - | - | - | - | - |
| | Probable | 2.7 | 2.2 | 0.9 | 0.09 | 59 | 24 | 2.0 |
| | Sub Total | 2.7 | 2.2 | 0.9 | 0.09 | 59 | 24 | 2.0 |
| BOLLINGER | Proved | - | - | - | - | - | - | - |
| | Probable | 10.9 | 2.0 | 0.8 | 0.06 | 216 | 89 | 7.0 |
| | Sub Total | 10.9 | 2.0 | 0.8 | 0.06 | 216 | 89 | 7.0 |
| TOTAL | Proved | - | - | - | - | - | - | - |
| | Probable | 13.6 | 2.0 | 0.8 | 0.07 | 275 | 112 | 9.0 |
| GRAND TOTAL | | 13.6 | 2.0 | 0.8 | 0.07 | 275 | 112 | 9.0 |

***Notes:***

1. Ore tonnes have been rounded to the nearest hundred thousand tonnes.
2. Contained metal tonnes have been rounded to the nearest thousand tonnes for Ni and Cu. This may result in slight rounding differences in the total values in the table above.
3. An NSR cut-off value of $64/t of stope ore has been used in the evaluation of the Ore Reserve, which includes mining and G&A operating costs. Processing costs is captured as a variable to the NSR block value.
4. No depletion occurred during the period.
5. Revenue factor inputs are as follows (US$): Ni $14,038/t, Cu $6,550/t, Co $22,633/t. Exchange rate AU$1.00 : US$0.77.
6. Metallurgical recoveries vary depending on material type however average 88% Ni in Ni concentrate with Co; 89% Cu in Cu concentrate with Ag post ramp-up i.e. in steady state operations.
7. Sub-level open-stoping with paste backfill is the primary method of mining to be used at Nova.
8. The Ore Reserve has been estimated as part of the Optimisation Study. The Probable Ore Reserve underpins the Life of Mine plan.

*Reference: ASX Release dated 14 December 2015 for Reserves*

# Mineral resource & ore reserve

## Stockman Project

| Mineral Resource 30 June 2015 | | | | | | |
|---|---|---|---|---|---|---|
| | Classification | Tonnes Mt | Cu% | Zn% | Ag g/t | Au g/t |
| **CURRAWONG** | **Measured** | - | - | - | - | - |
| | **Indicated** | 9.5 | 2.0 | 4.2 | 42 | 1.2 |
| | **Inferred** | 0.8 | 1.4 | 2.2 | 23 | 0.5 |
| | **Sub Total** | **10.3** | **2.0** | **4.0** | **40** | **1.1** |
| **WILGA** | **Measured** | - | - | - | - | - |
| | **Indicated** | 3.0 | 2.0 | 4.8 | 31 | 0.5 |
| | **Inferred** | 0.7 | 3.7 | 5.5 | 34 | 0.4 |
| | **Sub Total** | **3.7** | **2.3** | **4.9** | **32** | **0.5*** |
| **GRAND TOTAL** | | **14.0** | **2.1** | **4.3** | **38** | **1.0*** |

***Notes:***

1. All Resource tonnes have been rounded to the nearest one hundred thousand tonnes and grade to the nearest 1/10th percentage/gram per tonne.
2. The Mineral Resource estimate is unchanged since 2012.
3. Mineral Resources include massive sulphide and stringer sulphide mineralisation. Massive sulphide Resources are geologically defined; stringer sulphide Resources are reported above cut-off grades of 0.5% Cu.
4. *Au grades for Wilga are all Inferred due to paucity of Au data in historic drilling.
5. Block modelling used ordinary-kriging grade-interpolation methods w ithin w ireframes for all elements and density.
6. Mining as at end of historic mine life (1996) has been removed from the Resource estimate for Wilga.
7. Resources are inclusive of Reserves.
8. The Competent Persons statement is incorporated in the JORC Code (2012) Competent Persons Statements section of the ASX Release dated 28 October 2015.
9. JORC Code (2012) Table 1 Parameters are in Appendix F of the ASX Release dated 28 October 2015.

***Reference:*** *ASX Release dated 28 October 2015 for Resources and Reserves.*

| Ore Reserve 30 June 2015 | | | | | | |
|---|---|---|---|---|---|---|
| | Classification | Tonnes Mt | Cu% | Zn% | Ag g/t | Au g/t |
| **CURRAWONG** | **Proved** | - | - | - | - | - |
| | **Probable** | 7.4 | 2.1 | 4.3 | 40 | 1.2 |
| | **Sub-Total** | **7.4** | **2.1** | **4.3** | **40** | **1.2** |
| **WILGA** | **Proved** | - | - | - | - | - |
| | **Probable** | 1.6 | 2.1 | 5.6 | 31 | 0.5* |
| | **Sub Total** | **1.6** | **2.1** | **5.6** | **31** | **0.5*** |
| **GRAND TOTAL** | | **9.0** | **2.1** | **4.5** | **39** | **1.1*** |

***Notes:***

1. All Reserve tonnes have been rounded to the nearest one hundred thousand tonnes and grade to the nearest 1/10th percentage/gram per tonne.
2. *Gold (Au) grades are Inferred at Wilga due to a paucity of gold assays in historic drilling. Revenue from gold in the Wilga ore w as included in the estimation of the Ore Reserve. The contribution to Revenue of this gold w as estimated to be $8.65 per gram of gold in situ. This inclusion w as not material to the value of the mining envelopes considered and did not w arrant dow ngrading of any portion of the Ore Reserve attributable to Wilga. The contribution from Wilga represents 18% of the Total Ore Reserve.
3. The Ore Reserve w as estimated using the Net Smelter Return (NSR) method. The NSR value represents unit revenue per tonne net of all off-site costs. These off-site costs included road transport, sea transport, treatment charges, refining costs and state royalties. The NSR value did not include site costs such as mining, geology, processing and site administration. These site costs w ere applied in the form of an NSR cut-off, used to guide the limits of a practical and economic mining envelope. For 2015, the Curraw ong NSR cut-off w as $97/t and for Wilga it w as $105/t.
4. Revenue factor inputs (US$): Cu $6,591/t, Zn $2,979/t, Ag $20.17/oz, Au $1,146/oz. Exchange rate AU$1.00 : US$0.84.
5. Metallurgical recoveries – 81.5% Cu, 40.7% Ag, and 20.4% Au in Cu concentrate; 76.4% Zn and 18.5% Ag in Zn concentrate.
6. Long hole open stoping w ith cemented paste backfill is the primary method of mining proposed at Stockman.
7. Historic mining at Wilga has been removed from the Reserve estimate.
8. The Ore Reserve estimate includes Inferred and unclassified material in the form of mining dilution estimated to be approximately 780,000t at 0.31 Cu%, 1.0 Zn%, 5.2g/t Ag and 0.1g/t Au.
9. The Competent Persons statement is incorporated in the JORC Code (2012) Competent Persons Statements section of the ASX Release dated 28 October 2015.
10. JORC Code (2012) Table 1 Parameters are in Appendix F of the ASX Release dated 28 October 2015

***Reference:*** *ASX Release dated 28 October 2015 for Resources and Reserves.*

# Appendix B. Key Risks

# Key risks

There are various risks associated with investing in IGO, both because of the nature of stock market investments and specifically because of the nature of IGO's mining business and operations. The following slides identify some of the key risks relevant to an investment in IGO, many of which are outside IGO's control. However, they are not an exhaustive list of the risks relevant to an investment in IGO. Additional risks not currently known to IGO may also have a material effect on its business and operations. Before investing or increasing an investment in IGO, investors should consider whether the investment is suitable for them having regard to the risk factors set out below, publicly available information, their investment objectives, financial situation and needs and following consultation with their professional advisors.

## Operational risks

| | |
|---|---|
| **Operational uncertainties** | IGO's assets and mining operations, as any others, will be subject to uncertainty with respect to (among other things): ore tonnes, mine grade, ground conditions, metallurgical recovery or unanticipated metallurgical issues (which may affect extraction costs), in fill resource drilling, mill performance, the level of experience of the workforce, operational environment, funding for development, regulatory changes, accidents and other unforeseen circumstances such as unplanned mechanical failure of plant or equipment, storms, floods, bushfires or other natural disasters.<br><br>The occurrence of any of these circumstances could result in IGO not realising its operational, development or commissioning plans, or such plans costing more than expected or taking longer to realise than expected. Any of these outcomes could have an adverse effect on IGO's financial and operational performance. |
| **Exploration risk** | As mining activities will deplete IGO's reserves and resources, the ability to continually find or replace reserves and resources is important for the ongoing stability of IGO's operations. However, exploration activities are speculative by nature, require substantial expenditure and can take several years before it is known whether they will result in additional mines being developed.<br><br>Exploration on IGO'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 IGO and possible relinquishment of the exploration and mining tenements.<br><br>In addition, it may not always be possible for IGO to exploit successful discoveries which may be made in areas in which IGO has an interest. Such exploitation would involve obtaining the necessary licences or clearances from relevant authorities that may require conditions to be satisfied and the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploitation may require participation of other companies whose interests and objectives may not be the same as IGO's interests and objectives. |
| **Ability to achieve production guidance** | IGO has provided production guidance for its Nova, Tropicana, Long and Jaguar mines. While IGO considers that it has a reasonable basis for this guidance, actual future production may vary from the guidance for various reasons, many of which cannot be foreseen and are beyond the control of IGO. These factors may cause the production guidance not to be achieved or to be achieved later than expected, or to be achieved at a higher cost than anticipated. |

# Key risks (continued)

| | |
|---|---|
| **Joint venture and other arrangements** | IGO may hold assets, developments or undertake projects through incorporated and unincorporated joint ventures with third parties. There is a risk of financial failure or default by a participant in any joint venture to which IGO is or may become a party. Disagreements between co-venturers or a failure of co-venturer to adequately manage a project poses a further risk of financial loss or legal or other disputes with the other participants in such a joint venture.<br><br>Projects held and run through joint ventures impose a number of restrictions on IGO's ability to sell its interest in any assets held through such a structure and may require prior approval of the other joint venture partner or may be subject to pre-emptive rights. |
| **Customer concentration** | IGO relies in part on a contracted customer base to generate its revenue. The Long operation has a high customer concentration, with revenue being derived from one customer (BHPB Nickel West). BHPB Nickel West will also be a key customer of the Nova Project. If key customers default, exercise termination rights or cease dealing with IGO in the future, the ability of IGO to generate revenue from its produced commodities may be adversely impacted.<br><br>IGO has policies in place to ensure that sales of products are made to customers with an appropriate credit history. IGO has further sought to manage the risk of customer concentration by generating a diversified customer base and making contractual arrangements to guarantee the receipt of a majority percentage of expected payments. |
| **Financing risks and capital requirements** | IGO's capital requirements will depend on a number of factors. While every care has been taken in estimating the capital cost and future operating costs for IGO's projects, including contingency, the actual costs experienced in developing and operating mines may vary from current estimates. Any variations could adversely affect IGO's financial position and performance.<br><br>Following the Placement, IGO expects to have sufficient funding (based on existing estimates of funding requirements) in relation to its existing operations. However, further financing may be required in the future for IGO's exploration, development or ongoing activities.<br><br>IGO may be required to seek alternative or further financing (either in the form of debt or equity). Any debt financing, if available, may involve restrictions on IGO's financing and operating activities, or its business strategy, and additional equity financing may dilute shareholders and may be undertaken at lower prices than the current market price. No assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to IGO or at all.<br><br>In the ordinary course of operations and development, IGO is required to issue financial assurances, particularly insurances and bond/bank guarantee instruments, to secure statutory and environmental performance undertakings and commercial arrangements. IGO's ability to provide such assurances is subject to external financial and credit market assessments, and its own financial position. |

# Key risks (continued)

| | |
|---|---|
| **Mineral Resource and Ore Reserve estimates** | The volume and quality of the commodities that IGO recovers may be less than the estimates previously provided to shareholders. While IGO's Mineral Resources and Ore Reserves estimates are prepared in accordance with the JORC Code, they are expressions of judgement based on knowledge, experience and industry practice, and may ultimately prove to be inaccurate and require adjustment. In addition, estimates which were valid when originally calculated may alter significantly when new information, market conditions or techniques are available including during the process of mine development. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. Adjustments to estimates could affect the future development and mining plans of IGO and, in turn, its operations and financial performance.<br><br>Estimates of recoverable quantities of proven and probable reserves include assumptions regarding commodity prices, exchange rates, discount rates, production and transportation costs for future cash flows. Estimates also require interpretation of complex and difficult geological and geophysical models in order to make an assessment of the size, shape, depth and quality of reserves and their anticipated recoveries. The economic, geological and technical factors used to estimate reserves may change from period to period. 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. If IGO's actual Mineral Resources and Ore Reserves are less than current estimates, IGO's prospects, value, business, results of operations and financial condition may be materially adversely affected.<br><br>Contained metal (tonnes and grades) are normally estimated annually and published in resource and reserve statements, however actual production in terms of tonnes and grade often vary as ore bodies can be complex and inconsistent. |
| **Infrastructure, transportation and remoteness of operations** | The commodities expected to be produced by IGO will be required to be transported to customers internationally. Each stage of the transportation process poses risks, including the initial remoteness of IGO's projects. Fuel costs, unexpected delays and accidents could materially impact upon IGO's financial position.<br><br>Further, there are risks associated with the availability of adequate trucking, rail and port facilities and the process for obtaining approvals to access these facilities (including the timing and conditions on which access may be granted). If IGO is not able to access the required infrastructure within a certain time period or at a reasonable cost, this could adversely affect IGO's operations and financial performance.<br><br>The price of sea freight, smelting and refining charges are market driven and can vary throughout the life of each project. These will also impact on the overall profitability of IGO. |
| **Energy costs** | While IGO puts in place hedging arrangements in relation to diesel, IGO is still exposed to price fluctuations for the unhedged portion of its diesel requirements. |
| **Environmental risks and hazards** | The operations of IGO may be materially affected by adverse weather conditions and other environmental hazards such as fires, floods and water ingress and seismic activity which may delay or prevent operations from taking place and cause IGO to incur significant costs to rectify any damage or consequences arising from those hazards.<br><br>In particular, mining-induced and regional seismicity is an inherent risk at the Long Operation where the ore bodies are, to a varying degree, disrupted by cross-cutting porphyries, some of which are stressed. IGO currently has in place procedures to monitor this seismic activity but no assurance can be given that these procedures will prevent any delay in operations taking place, or that significant costs will not be required to manage such activity. |

# Key risks (continued)

| | |
|---|---|
| **Security of tenure** | IGO cannot guarantee that all or any licences or permits in which IGO has interests will be renewed. Such renewals are at the discretion of relevant government bodies and ministries in the jurisdiction, and often depends on IGO being successful in obtaining other required statutory approvals for its proposed activities. There is no assurance that such renewals or grants will be granted, nor that they will be granted without different or further conditions attached.<br><br>There may be areas in relation to tenements which IGO has an existing interest in, or will acquire an interest in the future, over which common law Native Title rights exist, or may be found to exist, which may preclude or delay exploration, development or production activities. IGO must also comply with Aboriginal heritage legislation requirements which require heritage survey work to be undertaken ahead of the commencement of mining and exploration operations. |
| **Regulatory requirements including exploration and mining permits and licences** | IGO's operations are subject to various Federal, State and local laws and regulations, including those relating to mining, prospecting, development permit and licence requirements, industrial relations, environment, land use, royalties, water, native title and cultural heritage, mine safety and occupational health. These laws and regulations may become more restrictive, impose stricter standards and increase penalties for non-compliance, which may adversely affect IGO's financial performance. Additional capital may be required to ensure compliance with such laws and regulations, and operational activities may be delayed or prevented entirely.<br><br>In addition, approvals, licences and permits required to comply with such rules are subject to the discretion of the applicable government officials. IGO may be required to obtain government permits to commence or expand operations, which can be a costly and time-consuming process that can be cross-jurisdictional and may involve public hearings and costly undertakings. No assurance can be given that IGO 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 revocation. To the extent such approvals are required and not retained or obtained in a timely manner or at all, IGO may be curtailed or prohibited from continuing or proceeding with production and exploration. |
| **Environment, rehabilitation and restoration** | The operations and activities of IGO will be subject to the environmental laws and regulations of Australia and the other jurisdictions in which IGO may conduct business. As with most exploration projects and mining operations, IGO's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. IGO will attempt to conduct its operations and activities to the highest standard of environmental obligation, including compliance with all environmental laws and regulations.<br><br>Climate change regulation is not currently expected to change significantly in the sectors or jurisdictions in which IGO operates. However, the nature of the activities of IGO are highly energy intensive and depend on the use of fossil fuels. Any changes to government regulation or policy relating to climate change, including relating to greenhouse gas emissions or energy intensive assets, may directly or indirectly impact IGO's costs and operational efficiency.<br><br>The provision for rehabilitation and restoration costs to which IGO is subject is based on the net present value of the estimated cost of restoring the environmental disturbance caused by operations that has occurred up to the reporting date. IGO's provision is necessarily an estimate only, based on the information available at the reporting date and it is not possible to predict with certainty rehabilitation and restoration costs. Also, IGO 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 would materially increase IGO's cost of doing business or affect its operations in any area. |

# Key risks (continued)

| | |
|---|---|
| **Export and import regulations** | The import and export policies of any jurisdiction in which IGO operates or sells product to may change in the future. As the revenues of IGO depend upon the process of exporting commodities, the profitability and financial position of IGO may be adversely affected by any such adverse import and export regulations. |
| **Key personnel and labour** | A number of key personnel are important to attaining the business goals of IGO. One or more of these key employees could leave their employment, and this may adversely affect the ability of IGO to conduct their business and, accordingly, affect the financial performance of IGO and the price of IGO shares. Recruiting and retaining qualified personnel are important to the success of IGO. The number of persons skilled in the exploration and development of mining properties is limited and competition for such persons can be strong, depending on market conditions.<br>Any disputes with employees (through personal injuries, industrial matters or otherwise) change in labour regulations, or other developments in the area may cause labour disputes, work stoppages or other disruptions in production that could adversely impact IGO. |
| **Key contractors** | IGO may use external contractors or service providers for many of its activities, and as such the failure of any current or proposed contractors, subcontractors or other service providers to perform their contractual obligations may negatively impact the business of IGO. IGO cannot guarantee that such parties will fulfil their contractual obligations and there is no guarantee that IGO would be successful in enforcing any of its contractual rights through legal action. Further, the insolvency or managerial failure by any such contractors or other service providers may pose a significant risk to IGO's operating and financial performance and financial position. |
| **Litigation** | As at the date of this presentation, IGO is not aware of any material disputes or litigation being undertaken. However, like any mining company operating in a commercial setting, it is possible that IGO may be involved in disputes and litigation in the course of its future operations. There is a risk that any material or costly dispute or litigation and compensation or damages could adversely impact the financial position or performance of IGO. |

# Key risks (continued)

| General risks | |
|---|---|
| **Commodity price volatility** | IGO's revenues and cash flows are largely derived from the sale of a variety of commodities, including nickel, copper, zinc, silver and gold. IGO's financial performance will be exposed to fluctuations in the prices of these commodities.<br><br>Commodity prices may be influenced by numerous factors and events which are beyond the control of IGO, including supply and demand fundamentals, currency exchange rates, interest rates, general economic, political and regulatory conditions, the policies of domestic and foreign governments, speculative activities and other factors. These factors may have a positive or negative effect on IGO's production plans and activities, as well as the ability to fund those plans and activities.<br><br>IGO puts in place hedging contracts for part of its expected production in order to reduce its exposure to potential falls in the prices of these commodities. However, IGO is still exposed to spot prices for the remainder of its anticipated future production of these and other commodities. IGO cannot provide any assurance as to the prices that it will achieve for its commodities in the future. |
| **Foreign exchange rates** | IGO is an Australian business that reports in Australian dollars. IGO's revenue is derived from the sale of commodities that are typically priced in US dollars, and the majority of its costs are usually denominated in Australian dollars. Therefore, IGO will be exposed to movements in foreign exchange rates (in particular, the USD/AUD exchange rate), the impact of which cannot be predicted reliably.<br><br>IGO has put in place certain derivative financial instruments in an attempt to mitigate some of its exposure to foreign exchange rates, including forward contracts and the purchase of Australian dollar call options. However, IGO will still be exposed to foreign exchange risk in relation to currency that has not been hedged. |
| **Tax risk** | Changes to income tax (including capital gains tax), GST, duty or other revenue legislation, case law, rulings or determinations issued by the Commissioner of Taxation or other practices of tax authorities may change following the Placement or the SPP and may adversely affect IGO's profitability, net assets and cash flow. In particular, both the level and basis of taxation may change.<br><br>There is additional exposure to risk for IGO as it operates in the resources sector, and as such is often required to pay government royalties and other indirect taxes and levies. Any changes in government policies relating to the taxation, royalties or other levies imposed on the resources sector, or the interpretation thereof, may adversely impact the financial position of IGO. |
| **Share market conditions** | There are risks associated with any investment in securities. Publicly listed securities and, in particular, securities of mining and exploration companies, have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. 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.<br><br>These factors may materially affect the market price of IGO shares regardless of IGO's performance. The past performance of IGO is not necessarily an indication as to the future performance of IGO. There can be no guarantee that there will continue to be an active market for IGO shares or that the price of IGO shares will increase. Neither IGO nor the IGO board warrants the future performance of IGO or any return on an investment in IGO. |

# Key risks (continued)

| | |
|---|---|
| **Dividends** | IGO's dividend policy is to maintain a minimum dividend payout ratio of 30% of NPAT (excluding non-recurring items), rounded to the nearest whole cent. However, the payment of dividends (if any) by IGO is determined by the IGO board from time to time at its discretion, and is dependent upon factors including the profitability and cash flow of IGO's business at the relevant time.<br><br>Any dividends paid by IGO in the future will be subject to similar considerations. IGO operates in a cyclical sector, in which financial characteristics (such as commodity prices, foreign exchange rates and energy costs) vary and as a result will have an impact on profit and cash flow generation. This may result in variations in the capability of IGO to make dividend payments to shareholders through varying business cycles. |
| **Accounting** | IGO makes estimates and assumptions about its business and revenues concerning the future. The resulting accounting estimates will form the basis of accounting estimates for IGO, and will, by definition, seldom reflect the related actual results. These estimates and assumptions have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, and include trade receivables, impairment of assets, reserve estimates, rehabilitation and restoration costs, derivative financial instruments, and share based payments.<br><br>Any changes in accounting policies may have an adverse impact on IGO. There are no current plans for any material changes in accounting policies. |
| **Insurance** | IGO will endeavour to maintain insurance for IGO within ranges of coverage in accordance with industry practice. However, in certain circumstances, this 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 IGO's operating and financial performance and financial position.<br><br>Insurance of risks associated with minerals exploration and production (including accidents, pollution and other hazards) 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 IGO considers it is unreasonable or not in its interests to maintain insurance cover to a level of coverage which is in accordance with industry practice. IGO will use reasonable endeavours to insure against the risks it considers appropriate for its needs and circumstances. However, no assurance can be given that IGO 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. |

# Appendix C. International Offer Restrictions

# International offer restrictions

This document does not constitute an offer of new ordinary shares ("New Shares") of Independence Group NL (the “Company”) in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

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| **Canada (British Columbia, Ontario and Quebec provinces)** | This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces") and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such New Shares. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 – *Prospectus and Registration Exemptions*, of the Canadian Securities Administrators.<br><br>No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of New Shares and any representation to the contrary is an offence.<br><br>No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the New Shares outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the New Shares.<br><br>The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.<br><br>Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.<br><br>*Statutory rights of action for damages and rescission*<br><br>Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.<br><br>*(Continued on next slide)* |

# International offer restrictions (continued)

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| **Canada (British Columbia, Ontario and Quebec provinces) (Continued)** | The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the New Shares purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against the Company if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the Company. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the New Shares during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against the Company, provided that (a) the Company will not be liable if it proves that the purchaser purchased the New Shares with knowledge of the misrepresentation; (b) in an action for damages, the Company is not liable for all or any portion of the damages that the Company proves does not represent the depreciation in value of the New Shares as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the New Shares were offered.<br><br>Section 138 of the *Securities Act* (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.<br><br>*Certain Canadian income tax considerations.* Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.<br><br>*Language of documents in Canada.* Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.* |

# International offer restrictions (continued)

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| **France** | This document is not being distributed in the context of a public offering of financial securities (offre au public de titres financiers) in France within the meaning of Article L.411-1 of the French Monetary and Financial Code (Code monétaire et financier) and Articles 211-1 et seq. of the General Regulation of the French Autorité des marchés financiers ("AMF"). The New Shares have not been offered or sold and will not be offered or sold, directly or indirectly, to the public in France.<br><br>This document and any other offering material relating to the New Shares have not been, and will not be, submitted to the AMF for approval in France and, accordingly, may not be distributed (directly or indirectly) to the public in France. Such offers, sales and distributions have been and shall only be made in France to qualified investors (investisseurs qualifiés) acting for their own account, as defined in and in accordance with Articles L.411-2-II-2, D.411-1, L.533-16, L.533-20, D.533-11, D.533-13, D.744-1, D.754-1 and D.764-1 of the French Monetary and Financial Code and any implementing regulation.<br><br>Pursuant to Article 211-3 of the General Regulation of the AMF, investors in France are informed that the New Shares cannot be distributed (directly or indirectly) to the public by the investors otherwise than in accordance with Articles L.411-1, L.411-2, L.412-1 and L.621-8 to L.621-8-3 of the French Monetary and Financial Code. |
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# International offer restrictions (continued)

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| **Hong Kong** | WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission 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 other than to "professional investors" (as defined in the SFO).<br><br>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 issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (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 to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.<br><br>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. |
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| **Norway** | This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.<br><br>The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation). |

# International offer restrictions (continued)

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| **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 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 or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to regulated financial intermediaries such as banks, securities dealers, insurance institutions and fund management companies as well as institutional investors with professional treasury operations.<br><br>Neither this document nor any other offering or marketing 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).<br><br>This document is personal to the recipient only and not for general circulation in Switzerland. |

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