

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“**AGM**”) of Interra Resources Limited (the “**Company**”) will be held on 28 April 2016 at 10:30 a.m. at Tanglin 1, Level 1, RELC International Hotel, 30 Orange Grove Road, Singapore 258352, to transact the following business:

ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2015 together with the Directors’ Statement and the Auditor’s Report thereon. **Resolution 1**
2. To re-elect Mr Ng Soon Kai who will retire by rotation under Article 89 of the Constitution of the Company and who, being eligible, offer himself for re-election as a Director. **Resolution 2**
3. To note the retirement of Mr Sandiaga Salahuddin Uno, who will also retire by rotation under Article 89 of the Constitution of the Company and who, although eligible, has decided not to seek re-election.
4. To re-appoint Mr Subianto Arpan Sumodikoro as a Director, who was previously re-appointed to hold office until the conclusion of next AGM pursuant to the former Section 153(6) of the Companies Act, Chapter 50 (the “**CA**”). **Resolution 3**
5. To approve the sum of up to S\$420,000 as Directors’ fees for the financial year ending 31 December 2016 (2015: S\$420,000). **Resolution 4**
6. To re-appoint Nexia TS Public Accounting Corporation as the Auditor of the Company for the ensuing year and to authorise the Directors to fix the remuneration of the Auditor. **Resolution 5**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. That pursuant to Section 161 of the CA and the rules, guidelines and measures issued by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), authority be and is hereby given to the Directors to issue:
 - (a) shares in the capital of the Company; or
 - (b) convertible securities; or
 - (c) additional convertible securities issued pursuant to adjustments; or
 - (d) shares arising from the conversion of the securities in (b) and (c) above,

(whether by way of rights, bonus or otherwise or in pursuance of any offer, agreement or option made or granted by the Directors during the continuance of this authority or thereafter) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit (notwithstanding that the authority conferred by this Resolution may have ceased to be in force),

provided that:

 - (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) does not exceed fifty percent (50%) of the total number of issued shares excluding treasury shares in the capital of the Company as calculated in accordance with sub-paragraph (2) below (“**Issued Shares**”), of which the aggregate number of shares to be issued, other than on a pro rata basis to existing shareholders (including shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution), does not exceed twenty percent (20%) of the total number of Issued Shares;
 - (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of Issued Shares shall be based on the total number of issued shares excluding treasury shares in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of convertible securities;
 - (ii) (where applicable) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
 - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
 - (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is the earlier. **Resolution 6**
8. That pursuant to Section 161 of the CA, authority be and is hereby given to the Directors, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the Interra Share Option Plan (the “**ISOP**”), provided always that the aggregate number of shares to be issued pursuant to the ISOP shall not exceed five percent (5%) of the total number of issued shares including treasury shares at any time and from time to time. **Resolution 7**
9. To transact any other business that may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Adrian Chan Pengee
Company Secretary
13 April 2016

NOTE:

A member of the Company entitled to attend and vote at the AGM may appoint not more than two (2) proxies to attend and vote at the AGM in his stead. A proxy need not be a member of the Company. Where a member appoints more than one (1) proxy, he must specify the proportion of his holdings to be represented by each proxy. The instrument of proxy, duly executed, must be lodged at the registered office of the Company at 1 Grange Road, #05-04 Orchard Building, Singapore 239693 not less than forty-eight (48) hours before the time appointed for holding the AGM.

EXPLANATORY NOTES ON BUSINESS TO BE TRANSACTED

Resolution 2

Mr Ng Soon Kai, if re-elected, will remain a non-executive Director, and a member of the Nominating Committee and the Remuneration Committee. The profile of Mr Ng is set out in the Board of Directors section of the Company’s Annual Report for the financial year ended 31 December 2015 (“**AR2015**”).

Mr Sandiaga Salahuddin Uno, upon retirement, will cease to be the Deputy Chairman of the Board, a non-executive Director, and a member of the Audit Committee, the Nominating Committee and the Remuneration Committee.

Resolution 3

Mr Subianto Arpan Sumodikoro, who is over the age of 70, was re-appointed as a Director to hold office from the date of the last AGM (held on 28 April 2015) until this AGM pursuant to Section 153(6) of the CA. Section 153(6) of the CA was repealed when the Companies (Amendment) Act 2014 came into effect on 3 January 2016. As his appointment will lapse at this AGM, he will have to be re-appointed to continue in office. Upon his re-appointment at the conclusion of this AGM, going forward, Mr Sumodikoro’s re-appointment will no longer be subject to shareholders’ approval because Section 153(6) of the CA has been repealed. He will then be subject to retirement by rotation under the Company’s Constitution. Mr Sumodikoro, if re-appointed, will remain a non-executive Director of the Company. The profile of Mr Sumodikoro is set out in the Board of Directors section of the AR2015. Mr Sumodikoro is also a substantial shareholder of the Company. Please refer to the Shareholding Statistics – Substantial Shareholders section of the AR2015 for details.

Resolution 6

The proposed Resolution 6, if passed, will empower the Directors, from the date of this AGM until the next AGM, to issue shares in the capital of the Company, to make or grant convertible securities, and to issue shares in pursuance of such convertible securities, without seeking any further approval from shareholders in general meeting, up to a number not exceeding fifty percent (50%) of the total number of Issued Shares, of which up to twenty percent (20%) of the total number of Issued Shares may be issued other than on a pro rata basis to shareholders.

Resolution 7

The proposed Resolution 7, if passed, will authorise the Directors, from time to time, to allot and issue shares pursuant to the exercise of options under the ISOP not exceeding five percent (5%) of the total number of issued shares including treasury shares at any time.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.