

NOTICE OF ANNUAL GENERAL MEETING

INTERRA RESOURCES LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 197300166Z)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“**AGM**”) of Interra Resources Limited (the “**Company**”) will be convened and held on 29 April 2021 at 11:00 a.m. by electronic means, to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2020 together with the Directors’ Statement and the Auditor’s Report thereon.

Resolution 1

2. To re-elect Mr Marcel Han Liong Tjia, who will retire pursuant to Rule 720(5) of the Listing Manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and who, being eligible, offers himself for re-election.

Resolution 2

3. To note the retirement of Mr Lim Hock San, who will retire pursuant to Regulation 100 of the Constitution and will not be seeking re-election.

4. To re-elect Mr Low Siew Sie Bob, who will retire by rotation under Regulation 100 of the Constitution of the Company and who, being eligible, offers himself for re-election.

Resolution 3

5. That subject to and contingent upon the passing of Resolution 3 above, Members to approve the continued appointment of Mr Low Siew Sie Bob as an Independent Director, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST.

Resolution 4

6. That subject to and contingent upon the passing of Resolution 4 above, Members (excluding the Directors and the Chief Executive Officer of the Company (“**CEO**”) and associates of such Directors and CEO), to approve the continued appointment of Mr Low Siew Sie Bob as an Independent Director, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST.

Resolution 5

7. To approve the continued appointment of Mr Allan Charles Buckler as an Independent Director, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST.

Resolution 6

8. That subject to and contingent upon the passing of Resolution 6 above, Members (excluding the Directors and CEO and associates of such Directors and CEO), to approve the continued appointment of Mr Allan Charles Buckler as an Independent Director, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST.

Resolution 7

9. To approve the sum of up to S\$350,000 (2020: S\$350,000) as Directors’ fees for the financial year ending 31 December 2021.

Resolution 8

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10. 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 its remuneration.

Resolution 9

SPECIAL BUSINESS

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

11. That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**CA**”) and Rule 806 of the Listing Manual of the SGX-ST, the Directors be authorised and empowered to:

- (a) (i) issue shares in the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

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; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while this Resolution was 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 the Instruments, made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company (“**Shareholders**”) shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company;
- (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 total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:
- (A) new shares arising from the conversion or exercise of any convertible securities;
- (B) new shares arising from exercising share options or vesting of share awards; and
- (C) any subsequent bonus issue, consolidation or subdivision of shares;

adjustments in accordance with (A) or (B) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time this Resolution is passed.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) such authority 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.

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Resolution 10

12. 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 2017 (the “**ISOP 2017**”), provided always that the aggregate number of shares issued and to be issued pursuant to the ISOP 2017 shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at any time and from time to time.

Resolution 11

13. To transact any other business that may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Adrian Chan Pengee
Company Secretary

14 April 2021

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NOTES:

- (1) The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will not be sent to Members. Instead, this Notice will be sent to Members by electronic means via publication on SGXNet and the Company's website at the URL <http://www.interraresources.com/investorctr.asp>.
- (2) Alternative arrangements relating to attendance at the AGM by electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions received and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the accompanying announcement dated 14 April 2021 entitled "Annual General Meeting to be held via Electronic Means on 29 April 2021". This announcement may be accessed on SGXNet and the Company's website at the URL <http://www.interraresources.com/investorctr.asp>.
- (3) Due to the current COVID-19 situation in Singapore, a Member will not be able to attend the AGM in person. A Member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such Member wishes to exercise his/her/its voting rights at the AGM. The accompanying proxy form for the AGM may be accessed on SGXNet and the Company's website at the URL <http://www.interraresources.com/investorctr.asp>.

Where a Member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators at least seven (7) working days before the AGM. Investors who hold shares through nominee accounts should also approach their depository agents or relevant intermediaries.

- (4) The Chairman of the AGM, as proxy, need not be a Member.
- (5) The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:
 - (a) by post to be lodged at the registered office of the Company at 1 Grange Road, #05-04 Orchard Building, Singapore 239693; or
 - (b) by email to be received at agm@interraresources.com,in either case not less than seventy-two (72) hours before the time appointed for holding the AGM.

EXPLANATORY NOTES ON BUSINESS TO BE TRANSACTED

Resolution 1 – The audited financial statements together with the Directors' Statement and the Auditor's Report thereon are contained in the Company's Annual Report for the financial year ended 31 December 2020 ("AR2020"). The AR2020 will be made available on SGXNet and the Company's website at www.interraresources.com on 14 April 2021.

Resolution 2 – Mr Marcel Han Liong Tjia, if re-elected, will remain an Executive Director and CEO. The profile and curriculum vitae of Mr Marcel Han Liong Tjia are respectively set out in the Board of Directors and Corporate Governance Report sections of the AR2020.

Resolution 3 – Mr Low Siew Sie Bob, if re-elected, will remain a Lead Independent Director of the Company, the Chairman of the Audit Committee, and a member of the Nominating Committee and the Remuneration Committee (these appointments may change pursuant to the outcome of Resolutions 4 and 5 below). The profile and curriculum vitae of Mr Low Siew Sie Bob are respectively set out in the Board of Directors and Corporate Governance Report sections of the AR2020.

Resolutions 4, 5, 6 and 7 – Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022, Mr Low Siew Sie Bob and Mr Allan Charles Buckler, having served on the Board beyond an aggregate period of nine (9) years from the dates of their first appointments, will not be considered Independent Directors on 1 January 2022 unless their appointments as Independent Directors are approved in separate resolutions by (A) all Shareholders and (B) Shareholders, excluding the Directors, CEO and their respective associates. The Company is seeking at this AGM to obtain the required approvals in separate resolutions by (A) all Shareholders and (B) Shareholders, excluding the Directors, CEO and their respective associates prior to 1 January 2022 as required for their continued appointments as Independent Directors.

Resolutions 4 and 5, if passed, will enable Mr Low Siew Sie Bob to continue his appointment as Lead Independent Director until the earlier of his retirement or resignation, or the conclusion of the third AGM following the passing of these resolutions. Resolution 4 is conditional upon Resolution 5 being duly approved, else the aforesaid director will be designated as Non-Independent Director with effect from 1 January 2022.

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Resolutions 6 and 7, if passed, will enable Mr Allan Charles Buckler to continue his appointment as an Independent Director until the earlier of his retirement or resignation, or the conclusion of the third AGM following the passing of these resolutions. Resolution 6 is conditional upon Resolution 7 being duly approved, else the aforesaid director will be designated as Non-Independent Director with effect from 1 January 2022. The profile and curriculum vitae of Mr Allan Charles Buckler are respectively set out in the Board of Directors and Corporate Governance Report sections of the AR2020.

Resolution 10, if passed, will empower the Directors, effective until the conclusion of the next AGM or the date by which the next AGM is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such Instruments, up to an aggregate number not exceeding 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to Shareholders at the time the proposed Resolution 10 is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when the proposed Resolution 10 is passed and any subsequent bonus issue, consolidation or subdivision of shares.

The term “**subsidiary holdings**” has the meaning given to it in the Listing Manual.

Resolution 11, if passed, will authorise the Directors, from time to time, to allot and issue shares pursuant to the exercise of options under the ISOP 2017, provided that the aggregate number of shares issued and to be issued pursuant to the ISOP 2017 shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at any time.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM and/or any adjournment thereof, a Member consents to the collection, use and disclosure of the Member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.