

# INTERRA RESOURCES LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 197300166Z)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“AGM”) of Interra Resources Limited (the “Company”) will be convened and held on 29 April 2026 at 10:00 a.m. at RELC International Hotel, Tanglin 1, Level 1, 30 Orange Grove Road, Singapore 258352, to transact the following business:

### ORDINARY BUSINESS

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2025 together with the Directors’ Statement and the Auditor’s Report thereon.  
**Resolution 1**
2. To approve the sum of S\$142,000 (2024: S\$142,157) as Directors’ fees for the financial year ended 31 December 2025.  
**Resolution 2**
3. To re-elect Mr Loh Yu Jun 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**
4. To re-appoint CLA Global TS Public Accounting Corporation as the Auditor of the Company for the ensuing year and to authorise the Directors to fix its remuneration.  
**Resolution 4**

### SPECIAL BUSINESS

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

5. That pursuant to Section 161 of the Companies Act 1967 (the “CA”) and Rule 806 of the Listing Manual of the SGX-ST, the Directors be and are hereby authorised and empowered to:
  - (a) (i) issue shares in the capital of 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 of the SGX-ST 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 earlier.

#### Resolution 5

6. 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 as may be required to be issued pursuant to the exercise of the options ("**Options**") granted 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 6

7. That:

- (a) the Directors be and are hereby authorised and empowered to purchase or otherwise acquire issued and fully-paid shares from time to time (whether by way of Market Purchases or Off-Market Purchases on an equal access scheme) of up to 10% of the total number of issued shares in the capital of the Company (ascertained as at the date of the passing of this Resolution, unless the share capital of the Company has, at any time during the Relevant Period (as hereafter defined), been reduced in accordance with the applicable provisions of the CA, in which event the total number of issued shares shall be taken to be the total number of issued shares as altered after such capital reduction, but always excluding any treasury shares and subsidiary holdings) at the price of up to but not exceeding the Maximum Price and this share purchase mandate ("**Share Purchase Mandate**") shall, unless revoked or varied by the Company in general meeting, continue in force until the earlier of:

- (i) the date on which the next AGM is held or required by law to be held;
- (ii) the date on which purchases or acquisitions of shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked by the Shareholders in a general meeting,

(the "**Relevant Period**").

In this Resolution, "**Maximum Price**" means the maximum price at which the shares can be purchased pursuant to the Share Purchase Mandate, which shall not exceed:

- (1) in the case of a Market Purchase, 105% of the Average Closing Price;
- (2) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price,

where:

"**Average Closing Price**" means (i) the average of the closing market prices of the shares over the last five (5) Market Days, on which transactions in the shares were recorded, before the day on which the Market Purchase was made or, as the case may be, before the day of the making of the offer for an Off-Market Purchase; and (ii) deemed to be adjusted for any corporate action that occurs after the relevant five-day period and the day on which the purchases are made; and

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase of shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

- (b) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

**Resolution 7**

8. 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 2026

**NOTES:**

- (1) The AGM is being convened, and will be held, physically without an option to participate virtually by electronic means. Printed copies of the Addendum dated 14 April 2026 will not be mailed to members of the Company (hereinafter individually referred to as a “Member” and collectively as “Members”). Instead, this Addendum will be sent to Members by electronic means via publication on SGXNet and the Company’s website at [www.interraresources.com](http://www.interraresources.com).
- (2) Written questions relating to the Resolutions may be submitted to the Chairman of the AGM at least seven (7) working days before the AGM in the following manner:
- (a) by post to the registered office of the Company at 1 Grange Road, #05-04 Orchard Building, Singapore 239693; or
- (b) by email to [agm@interraresources.com](mailto:agm@interraresources.com),
- and in either case must be lodged or received **by 10:00 a.m. on 20 April 2026**.
- (3) All Resolutions at the AGM (and at any adjournment thereof) shall be voted by poll. A Member (whether individual or corporate) who wishes to exercise his/her/its voting rights at the AGM may:
- (a) attend and vote in person at the AGM;
- (b) appoint a proxy(ies) (other than the Chairman of the AGM) to attend and vote at the AGM on his/her/its behalf by submitting a proxy form; or
- (c) appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM by submitting a proxy form with specific instructions as to the manner in which votes are to be cast in respect of each Resolution, failing which the appointment of the Chairman of the AGM as proxy for that Resolution will be treated as invalid.
- (4) (a) A Member who is not a relevant intermediary may appoint not more than two (2) proxies to attend and vote at the AGM. Where such Member appoints more than one (1) proxy, the proxy form shall specify the proportion of shareholding to be represented by each proxy and if no proportion is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- (b) A Member who is a relevant intermediary may appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to the different shares held by such Member. Where such Member appoints more than two (2) proxies, the proxy form shall specify the number and class of shares to which each proxy has been appointed.

The term “**relevant intermediary**” has the meaning ascribed to it in Section 181 of the CA.

- (5) CPF or SRS investors may:
- (a) attend and vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions at least seven (7) working days before the AGM.
- (6) A proxy or representative need not be a Member.

- (7) A proxy form must be submitted to the Company in the following manner:
- (a) by post to the registered office of the Company at 1 Grange Road, #05-04 Orchard Building, Singapore 239693;  
or
  - (b) by email to [agm@interraresources.com](mailto:agm@interraresources.com),

and in either case must be lodged or received **by 10:00 a.m. on 26 April 2026**, being 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 2025 (“**AR2025**”). The AR2025 has been made available on SGXNet and the Company’s website at [www.interraresources.com](http://www.interraresources.com) on 14 April 2026.

**Resolution 3** – Mr Loh Yu Jun, if re-elected, will remain an independent Director of the Company, the Chairman of the Audit Committee, a member of the Nominating Committee and a member of the Remuneration Committee. The profile and curriculum vitae of Mr Loh Yu Jun are respectively set out in the Board of Directors and Corporate Governance Report sections of the AR2025.

**Resolution 5**, 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 5 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 5 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 of the SGX-ST.

**Resolution 6**, if passed, will authorise the Directors, from time to time, to allot and issue shares pursuant to the exercise of Options granted 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.

**Resolution 7**, if passed, will empower the Directors to purchase or otherwise acquire shares by way of Market Purchases and/or Off-Market Purchases of up to 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings of the Company) in the capital of the Company at the time of the passing of the proposed Resolution 7 and up to the Maximum Price. Please refer to the Addendum for more information, including the sources of funds to be used for the purchase or acquisition of shares including the amount of financing and its impact on the Company’s financial position. All capitalised terms used in the proposed Resolution 7 which are not defined herein shall have the same meanings ascribed to them in the Addendum, unless otherwise defined herein or where the context otherwise requires.

#### **PERSONAL DATA PRIVACY**

By attending the AGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend and vote at the AGM and/or any adjournment thereof, a Member (i) 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 proxies and/or representatives appointed for the AGM and/or any adjournment thereof and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM and/or 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 (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 or service providers), 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 or service providers) 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.

**To: Interra Resources Limited**

Post: 1 Grange Road  
#05-04 Orchard Building  
Singapore 239693

Email: [interra@interraresources.com](mailto:interra@interraresources.com)

**REQUEST FORM  
INTERRA RESOURCES LIMITED (the "Company")  
ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 ("AR2025")**

I/We, being a shareholder/shareholders of the Company, would like to request a printed edition of the AR2025 and the Addendum to the Notice of Annual General Meeting dated 14 April 2026. Please find below the relevant information for your verification and processing.

Shareholding Type(s):

- CDP Securities Account Holder
- CPFIS/SRS Account Holder
- Scrip-based Holder
- Relevant Intermediary/Depository Agent Account Holder

Full Name: \_\_\_\_\_

NRIC/Passport/Company  
Registration Number: \_\_\_\_\_

Mailing Address: \_\_\_\_\_  
\_\_\_\_\_

*Please tick the relevant boxes and fill in the form accordingly. An incomplete or improperly completed form will not be processed.*

Personal Data Privacy

By submitting this request form, I/we consent to the collection, use and disclosure of my/our 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 said request.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

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**PROXY FORM**  
**Annual General Meeting**

**INTERRA RESOURCES LIMITED**

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

**IMPORTANT:**

*This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF and SRS investors and investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967). Such investors who wish to attend and vote at the AGM should contact their respective CPF agent banks, SRS operators or relevant intermediaries by 5:00 p.m. on 20 April 2026.*

I/We, \_\_\_\_\_ (Name)

\_\_\_\_\_ (NRIC/Passport/Company Registration Number)

of \_\_\_\_\_ (Address)

being a member/members of Interra Resources Limited (the "Company"), hereby appoint:

Name of Proxy	NRIC/Passport Number	Shareholding to be Represented	
		Number of Shares	%
Address			

and/or (delete as appropriate)

Name of Proxy	NRIC/Passport Number	Shareholding to be Represented	
		Number of Shares	%
Address			

or failing whom, the Chairman of the Annual General Meeting of the Company ("AGM"), as my/our proxy/proxies to attend and vote on my/our behalf at the AGM to be convened and held on 29 April 2026 at 10:00 a.m. at RELC International Hotel, Tanglin 1, Level 1, 30 Orange Grove Road, Singapore 258352, and at any adjournment thereof, in the manner indicated hereunder.

Ordinary Resolutions		Number of Votes		
		For*	Against*	Abstain*
<b>Ordinary Business</b>				
1	To receive and adopt the audited financial statements for FY2025			
2	To approve the sum of S\$142,000 as Directors' fees for FY2025			
3	To re-elect Mr Loh Yu Jun as a Director			
4	To re-appoint CLA Global TS Public Accounting Corporation as Auditor			
<b>Special Business</b>				
5	Authority to issue shares pursuant to the general mandate			
6	Authority to allot and issue shares pursuant to the ISOP 2017			
7	To approve the renewal of the Share Purchase Mandate			

\* Voting will be conducted by electronic poll. If you wish to exercise all your votes with respect to a Resolution, please put a tick (✓) or indicate the number of votes as appropriate in the relevant box. In the absence of specific directions in respect of a Resolution, your proxy/proxies may vote or abstain from voting at his/her/their discretion. Where the Chairman of the AGM is appointed as your proxy, specific instructions as to the manner in which votes are to be cast in respect of a Resolution must be given, failing which the appointment of the Chairman of the AGM as proxy for that Resolution will be treated as invalid.

Dated this \_\_\_\_\_ day of April 2026

Number of Ordinary Shares <sup>^</sup>	
Depository Register	
Register of Members	
Total	

<sup>^</sup> See Notes (9) and (10) overleaf

\_\_\_\_\_  
Signature(s) or Common Seal of Member(s)

\_\_\_\_\_  
Email Address or Contact Number

**IMPORTANT: PLEASE READ NOTES OVERLEAF**



## NOTES:

- (1) The AGM is being convened, and will be held, physically without an option to participate virtually by electronic means. Printed copies of the addendum to the Notice of AGM dated 14 April 2026 (“**Addendum**”) will not be mailed to members of the Company (hereinafter individually referred to as a “**Member**” and collectively as “**Members**”). Instead, the Addendum will be sent to Members by electronic means via publication on SGXNet and the Company’s website at [www.interraresources.com](http://www.interraresources.com).
- (2) Written questions relating to the Resolutions may be submitted to the Chairman of the AGM at least seven (7) working days before the AGM in the following manner:
  - (a) by post to the registered office of the Company at 1 Grange Road, #05-04 Orchard Building, Singapore 239693; or
  - (b) by email to [agm@interraresources.com](mailto:agm@interraresources.com),and in either case must be lodged or received **by 10:00 a.m. on 20 April 2026**.
- (3) All Resolutions at the AGM (and at any adjournment thereof) shall be voted by poll. A Member (whether individual or corporate) who wishes to exercise his/her/its voting rights at the AGM may:
  - (a) attend and vote in person at the AGM;
  - (b) appoint a proxy(ies) (other than the Chairman of the AGM) to attend and vote at the AGM on his/her/its behalf by submitting a proxy form; or
  - (c) appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM by submitting a proxy form with specific instructions as to the manner in which votes are to be cast in respect of each Resolution, failing which the appointment of the Chairman of the AGM as proxy for that Resolution will be treated as invalid.
- (4)
  - (a) A Member who is not a relevant intermediary may appoint not more than two (2) proxies to attend and vote at the AGM. Where such Member appoints more than one (1) proxy, the proxy form shall specify the proportion of shareholding to be represented by each proxy and if no proportion is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
  - (b) A Member who is a relevant intermediary may appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to the different shares held by such Member. Where such Member appoints more than two (2) proxies, the proxy form shall specify the number and class of shares to which each proxy has been appointed.

The term “**relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act 1967.

- (5) A corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the AGM in accordance with Section 179 of the Companies Act 1967.
- (6) A proxy or representative need not be a Member.
- (7) A proxy form must be submitted to the Company in the following manner:
  - (a) by post to the registered office of the Company at 1 Grange Road, #05-04 Orchard Building, Singapore 239693; or
  - (b) by email to [agm@interraresources.com](mailto:agm@interraresources.com),and in either case must be lodged or received **by 10:00 a.m. on 26 April 2026**, being seventy-two (72) hours before the time appointed for holding the AGM.
- (8) The proxy form shall be (i) in the case of an individual, signed by the appointor or his attorney duly authorised in writing; or (ii) in the case of a corporation, executed under its common seal or signed on behalf by its attorney or duly authorised officer. Where such instrument is signed or authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must be attached together with the proxy form, failing which the proxy form may be treated as invalid.
- (9) Please insert the total number of ordinary shares held by the Member. If the ordinary shares are entered against the Member’s name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), please insert that number of ordinary shares in the relevant box accordingly. If the ordinary shares are registered in the Member’s name in the Register of Members (maintained by or on behalf of the Company), please insert that number of ordinary shares in the relevant box accordingly. If no number is inserted, the proxy form shall be deemed to relate to all the ordinary shares held by the Member.
- (10) In the case where a Member whose ordinary shares are entered in the Depository Register, the Company shall be entitled (i) to reject the proxy form lodged if that Member’s name does not appear in the Depository Register seventy-two (72) hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company; and (ii) for the purpose of a poll, to treat the proxy form lodged as representing the number of ordinary shares equal to the number of ordinary shares appearing against the Member’s name in the Depository Register, notwithstanding the number of ordinary shares actually specified in the relevant proxy form.

## GENERAL

The Company shall be entitled to reject the instrument appointing a proxy(ies) if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions specified in the relevant instrument of proxy form (including any related attachment). The appointment of a proxy(ies) by a Member does not preclude him/her/it from attending and voting in person at the AGM if he/she/it wishes to do so. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the Member attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.

## PERSONAL DATA PRIVACY

By submitting an instrument of proxy, the Member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 14 April 2026.