

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 29 April 2014 at 11:00 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 accounts for the financial year ended 31 December 2013 together with the reports of the Directors and the Auditor thereon. **Resolution 1**
2. To approve the remuneration of the Directors as follows:
 - (a) An aggregate of 3,180,000 ordinary shares in the capital of the Company (the “**Remuneration Shares**”) for the non-executive Directors as a one-time bonus as part of their remuneration for the financial year ending 31 December 2014 (“**FY2014**”) based on 60,000 Remuneration Shares for each past year of his service as a Director, and for this purpose:
 - (i) the Directors be and are hereby authorised to allot and issue the Remuneration Shares as bonus shares for which no consideration is payable, for the account of:
 - (1) Mr. Edwin Soeryadjaya in respect of 540,000 Remuneration Shares;
 - (2) Mr. Sandiaga Salahuddin Uno in respect of 600,000 Remuneration Shares;
 - (3) Mr. Subianto Arpan Sumodikoro in respect of 540,000 Remuneration Shares;
 - (4) Mr. Ng Soon Kai in respect of 480,000 Remuneration Shares;
 - (5) Mr. Low Siew Sie Bob in respect of 120,000 Remuneration Shares;
 - (6) Mr. Allan Charles Buckler in respect of 540,000 Remuneration Shares; and
 - (7) Mr. Lim Hock San in respect of 360,000 Remuneration Shares; and
 - (ii) any Director or the Company Secretary be authorised to do all things necessary or desirable to give effect to the above; and **Resolution 2(a)**
 - (b) Directors’ fees of up to an aggregate of S\$420,000 for FY2014 (2013: S\$420,000). **Resolution 2(b)**
3. To re-elect the following Directors who will retire by rotation under Article 89 of the Articles of Association of the Company and who, being eligible, offer themselves for re-election:
 - (a) Mr. Edwin Soeryadjaya **Resolution 3(a)**
 - (b) Mr. Low Siew Sie Bob **Resolution 3(b)**
4. To re-appoint Mr. Subianto Arpan Sumodikoro Section pursuant to 153(6) of the Companies Act, Chapter 50 (the “**CA**”) as a Director to hold office until the conclusion of next AGM of the Company. **Resolution 4**
5. To re-appoint Nexia TS Public Accounting Corporation as the Auditor of the Company 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:

6. 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 Articles of Association 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 of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier. **Resolution 6**
7. 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**
8. To transact any other business that may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Adrian Chan Pengee
Company Secretary
Singapore
11 April 2014

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 shareholder appoints two (2) proxies, he must specify the proportion of his shareholdings 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(a)

The proposed Resolution 2(a), if passed, will authorise the Directors to issue ordinary shares in the capital of the Company to the non-executive Directors as a one-time bonus as part of their remuneration for FY2014 in appreciation of their years of dedicated service on the Board and to align the interests of the non-executive Directors with the interests of the shareholders.

The non-executive Directors who are eligible for and will, subject to shareholders’ approval, receive the award of the Remuneration Shares as part of their remuneration for FY2014 are Mr. Edwin Soeryadjaya, Mr. Sandiaga Salahuddin Uno, Mr. Subianto Arpan Sumodikoro, Mr. Ng Soon Kai, Mr. Low Siew Sie Bob, Mr. Allan Charles Buckler and Mr. Lim Hock San.

Each non-executive Director will be awarded the Remuneration Shares based on the length of his service on the Board of the Company. It is proposed that 60,000 Remuneration Shares be issued to each non-executive Director named for each past full year of his service on the Board. In relation to Mr. Lim Hock San, the number of Remuneration Shares proposed to be issued to him includes his previous full years of service on the Board from 2005 to 2009. The proposed award of the Remuneration Shares is in addition to the Director’s fees in cash proposed under Resolution 2(b). Each of the non-executive Directors who will, subject to shareholders’ approval, be awarded the Remuneration Shares as part of their remuneration for FY2014, have agreed that they shall not sell, transfer, assign, dispose or realise or otherwise create any encumbrance over such ordinary shares at any time during the period of one (1) year from the date of issue of such Remuneration Shares.

The issue of the Remuneration Shares under the proposed Resolution 2(a) will be made by way of the issue of bonus shares for which no consideration is payable. Such Remuneration Shares will, upon issue, rank *pari passu* with the existing ordinary shares in the capital of the Company. The SGX-ST has given in-principle approval for the listing and quotation of such new Remuneration Shares. Such approval is subject to (a) compliance with the SGX-ST’s listing requirements and guidelines; and (b) shareholders’ approval at this AGM in relation to the proposed issue of the Remuneration Shares. The SGX-ST’s in-principle approval is not to be taken as an indication of the merits of the Remuneration Shares, the Company and/or its subsidiaries. The SGX-ST assumes no responsibility for the correctness of any of the statements or opinions made in this explanatory note to Resolution 2(a).

The non-executive Directors who will be, subject to shareholders’ approval, awarded the Remuneration Shares as part of their remuneration for FY2014, will abstain from voting and will procure their associates to abstain from voting in respect of Resolution 2(a).

Resolution 3(a)

Mr. Edwin Soeryadjaya, if re-elected, will remain Chairman (non-executive) of the Company. The profile of Mr. Soeryadjaya is set out in the Board of Directors section of the Company’s Annual Report for the financial year ended 31 December 2013 (“**AR2013**”). Mr. Soeryadjaya is also a controlling shareholder of the Company. Please refer to the Shareholder Information – Substantial Shareholders section of the AR2013 for details.

Resolution 3(b)

Mr. Low Siew Sie Bob, if re-elected, will remain Lead Independent Director of the Company, Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee. The profile of Mr. Low is set out in the Board of Directors section of the AR2013.

Resolution 4

Mr. Subianto Arpan Sumodikoro, if re-elected, 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 AR2013. Mr. Sumodikoro is also a substantial shareholder of the Company. Please refer to the Shareholder Information – Substantial Shareholders section of the AR2013 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.

The Company had on 28 March 2014 announced a proposed issue of bonus warrants and piggyback warrants on the terms set out in the announcement (the “**Proposed Warrants Issue**”). The Proposed Warrants Issue is subject to, *inter alia*, shareholders’ approval of the general share issue mandate set out in the proposed Resolution 6.

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.