

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "EGM") of Interra Resources Limited (the "Company") will be held on 24 October 2014 at 10.00 a.m. at RELC International Hotel, Tanglin 1, Level 1, 30 Orange Grove Road, Singapore 258352, for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolution:

ORDINARY RESOLUTION 1: PROPOSED ISSUE OF BONUS WARRANTS AND PIGGYBACK WARRANTS

That approval be and is hereby given for the issue of up to 45,343,035 free warrants (the "Bonus Warrants"), each Bonus Warrant carrying the right to subscribe for one (1) new ordinary share in the capital of the Company (the "New Exercised Share") at an exercise price of S\$0.235 for each New Exercised Share, on the basis of one (1) Bonus Warrant for every ten (10) existing ordinary shares in the capital of the Company (the "Shares") held by shareholders of the Company (the "Shareholders") as at such books closure date to be determined by the Directors and announced by the Company at a later date (the "Books Closure Date"), fractional entitlements to be disregarded, and the issue of up to 22,671,517 free warrants (the "Piggyback Warrants"), each Piggyback Warrant carrying the right to subscribe for one (1) New Exercised Share at an exercise price of S\$0.175 for each New Exercised Share, on the basis of one (1) Piggyback Warrant for every two (2) Bonus Warrants that are validly and concurrently exercised, fractional entitlements (if any) to be disregarded (collectively, the "Proposed Warrants Issue"), and authority be and is hereby given to the Directors to:

- (a) create and issue:
- (i) up to 45,343,035 Bonus Warrants in registered form to be issued free, each Bonus Warrant to entitle the holder thereof to subscribe for one (1) New Exercised Share at an exercise price of S\$0.235 for each New Exercised Share and which may be exercised commencing on and including the date of issue of the Bonus Warrants and expiring at 5.00 p.m. (Singapore time) on the date immediately preceding the first (1st) anniversary of the date of issue of the Bonus Warrants unless such date is a date on which the Register of Members of the Company is closed or is not a Market Day, in which event the exercise period shall expire on the date prior to the closure of the Register of Members of the Company or the immediately preceding Market Day, but excluding such period(s) during which the register of Bonus Warrant holders of the Company may be closed pursuant to the terms and conditions of the deed poll constituting the Bonus Warrants to be executed by the Company (the "Bonus Warrants Deed Poll"), subject to the terms and conditions of the Bonus Warrants Deed Poll and on such other terms and conditions as the Directors may think fit;
 - (ii) up to 22,671,517 Piggyback Warrants in registered form to be issued free, each Piggyback Warrant to entitle the holder thereof to subscribe for one (1) New Exercised Share at an exercise price of S\$0.175 for each New Exercised Share and which may be exercised commencing on and including the date of issue of the Piggyback Warrants and expiring at 5.00 p.m. (Singapore time) on the day falling twenty-one (21) calendar days after the date immediately preceding the first (1st) anniversary of the date of issue of the Bonus Warrants unless such date is a date on which the Register of Members of the Company is closed or is not a Market Day, in which event the exercise period shall expire on the date prior to the closure of the Register of Members of the Company or the immediately preceding Market Day, but excluding such period(s) during which the register of Piggyback Warrant holders of the Company may be closed pursuant to the terms and conditions of the deed poll constituting the Piggyback Warrants to be executed by the Company (the "Piggyback Warrants Deed Poll"), subject to the terms and conditions of the Piggyback Warrants Deed Poll and on such other terms and conditions as the Directors may think fit; and
 - (iii) such further Bonus Warrants and/or Piggyback Warrants, as the case may be, as may be required or permitted to be issued in accordance with the terms and conditions of the Bonus Warrants Deed Poll and/or the Piggyback Warrants Deed Poll, as the case may be (any such further Bonus Warrants and/or Piggyback Warrants to rank *pari passu* with the Bonus Warrants and/or Piggyback Warrants respectively and for all purposes to form part of the same respective series, save as may otherwise be provided in the terms and conditions of the Bonus Warrants Deed Poll and/or the Piggyback Warrants Deed Poll); and
- (b) allot and issue, notwithstanding that the issue thereof may take place after the next or any ensuing annual or other general meeting of the Company:
- (i) up to 45,343,035 New Exercised Shares upon the exercise of the Bonus Warrants, subject to and otherwise in accordance with the terms and conditions of the Bonus Warrants Deed Poll, such New Exercised Shares (when issued and paid) to rank *pari passu* in all respects with the then existing Shares of the Company (save as may otherwise be provided in the terms and conditions of the Bonus Warrants Deed Poll) save for any dividends, rights, allotments or other distributions the record date for which falls before the relevant exercise date of the Bonus Warrants;
 - (ii) up to an additional 22,671,517 New Exercised Shares upon the exercise of the Piggyback Warrants, subject to and otherwise in accordance with the terms and conditions of the Piggyback Warrants Deed Poll, such New Exercised Shares (when issued and paid) to rank *pari passu* in all respects with the then existing Shares of the Company (save as may otherwise be provided in the terms and conditions of the Piggyback Warrants Deed Poll) save for any dividends, rights, allotments or other distributions the record date for which falls before the relevant exercise date of the Piggyback Warrants; and
 - (iii) on the same basis as paragraphs (b)(i) and (b)(ii) above, such further New Exercised Shares as may be required to be allotted and issued on the exercise of any of the Bonus Warrants and/or Piggyback Warrants issued in accordance with paragraph (a)(iii) above,

on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may think fit:

- (1) the issue of the Bonus Warrants under the Proposed Warrants Issue shall be made to Shareholders whose names appear in the Register of Members of the Company or the records of The Central Depository (Pte) Limited ("CDP") as at the Books Closure Date with registered addresses in Singapore or who have, at least three (3) market days prior to the Books Closure Date, provided to CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents;
- (2) no issue of the Bonus Warrants shall be made in favour of Shareholders with registered addresses outside Singapore as at the Books Closure Date or who have not, at least three (3) market days prior thereto, provided to CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents (the "Foreign Shareholders");
- (3) the issue of Bonus Warrants which would otherwise accrue to Foreign Shareholders shall be disposed of by the Company in such manner and on such terms and conditions as the Directors shall deem fit and to pool and thereafter distribute the net proceeds thereof, if any (after deducting all expenses), proportionately among such Foreign Shareholders in accordance with their respective shareholdings as at the Books Closure Date provided that if the amount to be distributed to any single Foreign Shareholder is less than S\$10.00, such amount shall instead be retained or dealt with for the sole benefit of the Company; and
- (4) the issue of Bonus Warrants not allotted for any reason (other than allotments to Foreign Shareholders referred to above) shall be allotted or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company,

and the Directors and each of them be and are hereby authorised to implement, effect and complete and do all acts and things (including executing all such documents as may be required) as the Directors or any of them may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 1 as they or he may think fit.

BY ORDER OF THE BOARD

MARCEL HAN LIONG TJIA
Executive Director and Chief Executive Officer

Singapore
9 October 2014

NOTES:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote 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 shareholdings to be represented by each proxy.
2. The instrument of proxy 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 the EGM.
3. Investors whose shares are held under their Central Provident Fund (CPF) Investment Accounts or Supplementary Retirement Scheme (SRS) Accounts and who wish to attend the EGM as observers are to register with their respective CPF agent banks or SRS operators.