

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of Interra Resources Limited (the “Company”) will be held on 28 April 2017 at RELC International Hotel, Tanglin 1, Level 1, 30 Orange Grove Road, Singapore 258352, at 11:00 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10:00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions set out below.

*All capitalised terms used below which are not defined herein shall have the same meaning ascribed to them in the Circular dated 6 April 2017 to the Shareholders (the “Circular”), unless otherwise defined herein or where the context otherwise requires.*

**RESOLUTION 1: ORDINARY RESOLUTION****THE PROPOSED ADOPTION OF THE INTERRA SHARE OPTION PLAN 2017**

That:-

- (a) a new share option plan to be known as the “Interra Share Option Plan 2017”, under which Options may be granted to directors of the Group, Employees, Controlling Shareholders and/or their Associates to subscribe for Shares in the capital of the Company, details of which are set out in the Company’s Circular to Shareholders, be and is hereby approved; and
- (b) the Directors be and are hereby authorised:
  - (i) to establish and administer the ISOP 2017;
  - (ii) to modify and/or amend the ISOP 2017 from time to time provided that such modification and/or amendment is effected in accordance with the rules of the ISOP 2017 as set out in Appendix A to the Circular and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ISOP 2017;
  - (iii) to offer and grant Options in accordance with the rules of the ISOP 2017 and 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 under the ISOP 2017, provided that the aggregate number of Shares to be issued and issuable pursuant to the ISOP 2017 shall not exceed fifteen (15) per cent. of the total issued share capital of the Company excluding treasury shares at any time and from time to time; and
  - (iv) to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient for the purposes of or to give effect to this resolution as they think fit and in the interests of the Company.

**RESOLUTION 2: ORDINARY RESOLUTION****THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AT A DISCOUNT UNDER THE INTERRA SHARE OPTION PLAN 2017**

That subject to and contingent upon the passing of Ordinary Resolution 1, the Directors be and are hereby authorised to offer and grant Options in accordance with the rules of the ISOP 2017 with Exercise Prices set at a discount to the Market Price, provided that such discount does not exceed twenty (20) per cent. of the Market Price.

**RESOLUTION 3: ORDINARY RESOLUTION****THE PROPOSED PARTICIPATION OF CONTROLLING SHAREHOLDERS AND THEIR ASSOCIATES IN THE INTERRA SHARE OPTION PLAN 2017**

That subject to and contingent upon the passing of Ordinary Resolution 1, approval be and is hereby given for the participation by Controlling Shareholders and their Associates in the ISOP 2017 in accordance with the rules of the ISOP 2017.

**RESOLUTION 4: SPECIAL RESOLUTION****THE PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY**

That the regulations contained in the New Constitution submitted to this meeting and, for the purpose of identification, subscribed to by the Company Secretary, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution.

By Order of the Board

Adrian Chan Pengee  
Company SecretarySingapore  
6 April 2017**NOTE**

A member of the Company entitled to attend and vote at the EGM may appoint not more than two (2) proxies to attend and vote at the EGM 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 EGM.

**EXPLANATORY NOTE:****Resolution 4**

The proposed Resolution 4, if passed, will approve the adoption of a New Constitution in substitution for, and to the exclusion of, the Company’s Existing Constitution. The New Constitution will consist of the memorandum and articles of association of the Company which are currently in force and incorporate amendments to take into account, among other things, the changes to the Companies Act introduced pursuant to the Company (Amendment) Act 2014 and the prevailing rules of the SGX-ST. The Company is also taking the opportunity to incorporate certain other general changes. Please refer to the Company’s Circular to Shareholders for more details.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 (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.