

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 28 April 2017 at 10:00 a.m. at RELOC International Hotel, Tanglin 1, Level 1, 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 financial statements for the financial year ended 31 December 2016 together with the Directors' Statement and the Auditor's Report thereon. **Resolution 1**
2. To re-elect the following directors of the Company (the "Directors") who will retire by rotation under Article 89 of the Constitution of the Company and who, being eligible, offer themselves for re-election:
 - (a) Mr Edwin Soeryadjaya **Resolution 2(a)**
 - (b) Mr Low Siew Sie Bob **Resolution 2(b)**
3. To approve the Directors' fees for the financial year ending 31 December 2017 ("FY2017") as follows:
 - (a) The sum of up to an aggregate of S\$350,000 (2016: S\$420,000), of which up to 50% may be paid in ordinary shares in the capital of the Company (the "Remuneration Shares") that are listed and quoted on the Mainboard of the Singapore Exchange Securities Trading Limited (the "SGX-ST") to the Directors including any Directors who are also substantial shareholders (as defined in the Companies Act, Chapter 50 of Singapore (the "CA")) of the Company. **Resolution 3(a)**
 - (b) The number of Remuneration Shares to be allotted and issued to the Directors shall be calculated based on the weighted average price for trades done on the SGX-ST for the full market day on which the additional listing application is submitted to the SGX-ST, or if trading in the Company's shares is not available for a full market day, the weighted average price shall be based on the trades done on the preceding market day up to the time the additional listing application is submitted to the SGX-ST. **Resolution 3(b)**
 - (c) Authority be and is hereby given to the Directors to allot and issue the Remuneration Shares, which shall rank in all respects *pari passu* with the then existing ordinary shares in the capital of the Company, and authority be and is hereby given to any Director or the Company Secretary to do all things necessary or desirable to give effect to the allotment and issuance of the Remuneration Shares. **Resolution 3(c)**
4. 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 the remuneration of the Auditor. **Resolution 4**

SPECIAL BUSINESS

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

5. That pursuant to Section 161 of the CA and Rule 806 of the Listing Manual of the SGX-ST (the "Listing Manual"), 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 (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall be limited as follows:
 - (A) without prejudice to sub-paragraph (1)(B) below, the aggregate number of shares to be issued shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (4) 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) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below) (the "General Limit");
 - (B) in addition to the General Limit, the aggregate number of shares to be issued by way of renounceable rights issues on a pro-rata basis (the "Renounceable Rights Issues") shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below) (the "Additional Limit");
 - (C) where an issue of shares is to be issued by way of Renounceable Rights Issues, that issue shall first use the Additional Limit, and in the event that the Additional Limit has been fully used and is insufficient to satisfy that issue, that issue may use the General Limit, but only to the extent of the then remaining General Limit;
 - (D) where an issue of shares is to be issued otherwise than by way of Renounceable Rights Issues, that issue may only use the General Limit, but only to the extent of the then remaining General Limit;
 - (E) an issue of shares that is not for a financing purpose may only use the General Limit, but the number of such shares that may be issued shall be limited to the numerical number of the then remaining Additional Limit;
 - (2) the General Limit and the Additional Limit shall not, in aggregate, exceed 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below);
 - (3) no shares shall be issued pursuant to this Resolution after 31 December 2018, if on that date the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) exceeds 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below);
 - (4) (subject to such 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-paragraphs (1)(A) and (1)(B) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, 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 which are outstanding or subsisting at the time of the passing of this Resolution; and
 - (C) any subsequent bonus issue, consolidation or subdivision of shares;
 - (5) 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
 - (6) 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. **Resolution 5**
6. To transact any other business that may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Adrian Chan Pengee
Company Secretary
13 April 2017

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 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 AGM.

EXPLANATORY NOTES ON BUSINESS TO BE TRANSACTED

Resolution 2(a)

Mr Edwin Soeryadjaya, if re-elected, will remain non-executive Chairman 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 2016 ("AR2016"). Mr Soeryadjaya is also a controlling shareholder (as defined in the CA) of the Company. Please refer to the Shareholder Demographics – Substantial Shareholders section of the AR2016 for details.

Resolution 2(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 AR2016.

Resolutions 3(a), 3(b) and 3(c)

The proposed Resolutions 3(a), 3(b) and 3(c), if passed, will authorise the Directors to allot and issue ordinary shares in the capital of the Company that are listed and quoted on the Mainboard of the SGX-ST to pay up to 50% of the Directors fees for FY2017 to the Directors. Such Remuneration Shares will, upon allotment and issue, rank *pari passu* in all respects with the then existing ordinary shares in the capital of the Company as at the date of their allotment and issue, save that they shall not be entitled to such dividends, rights, allotments or other distributions, the record date of which falls before the date of allotment and issue of the Remuneration Shares.

The actual number of Remuneration Shares to be allotted and issued to each Director holding office at the time of the payment will be determined by reference to the weighted average price for trades done on the SGX-ST, in accordance with Rule 811 of the Listing Manual. In the event Shareholders do not approve the proposed allotment and issue of Remuneration Shares to the Directors at this AGM, then the Directors' fees for FY2017 shall be paid fully in cash.

The Directors who will be, subject to Shareholders' approval, allotted and issued the Remuneration Shares, will abstain from voting and will procure their associates to abstain from voting in respect of Resolutions 3(a), 3(b) and 3(c).

Resolution 5

The proposed 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 a number not exceeding the aggregate of: (i) 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to Shareholders (the General Limit); and (ii) additional 50% for Renounceable Rights Issues, of the total number of issued shares (excluding treasury shares) in the capital of the Company (the Additional Limit), provided that the total number of shares which may be issued pursuant to (i) and (ii) shall not exceed 100% of the issued shares (excluding treasury shares) 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 authority for the Additional Limit is proposed pursuant to SGX-ST Practice Note 8.3 which became effective on 13 March 2017 until 31 December 2018 by which date no further shares shall be issued pursuant to this Resolution, if on that date the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) exceeds 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (the "Enhanced Rights Issue Limit"). The Enhanced Rights Issue Limit is aimed at helping companies raise funds expediently for expansion activities or working capital. It is subject to the condition that the Company complies with applicable legal requirements including but not limited to provisions in the CA requiring the Company to seek Shareholders' approval and disclosure requirements under the Listing Manual on the use of the proceeds as and when the funds are materially disbursed and a status report on the use of proceeds in the annual report; and limitations in any existing mandate from Shareholders.

The Board of Directors is of the view that the Enhanced Rights Issue Limit is in the interests of the Company and its Shareholders as it will help the Company raise funds expediently for expansion activities or working capital. The Enhanced Rights Issue Limit will be exercised only if the Directors believe that to do so would be likely to promote the success of the Company for the benefit of Shareholders as a whole.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed 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) 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), 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) 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.