

INTERRA RESOURCES LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 197300166Z)

MINUTES OF THE ANNUAL GENERAL MEETING OF INTERRA RESOURCES LIMITED (THE "COMPANY") HELD ON THE 29TH DAY OF APRIL 2021 AT 11:00 A.M. VIA ELECTRONIC MEANS

ATTENDANCE LIST ATTACHED.

1. CHAIRMAN

- 1.1. Mr. Marcel Tjia (the "Chairman") took the Chair and declared the Annual General Meeting (the "Meeting") open.

2. QUORUM AND INTRODUCTION

- 2.1. It was noted that the Company Secretary had confirmed that a quorum was present for the Meeting.
- 2.2. On behalf of the Board of Directors, the Chairman extended a warm welcome to the persons attending the Meeting by audio-visual webcast and audio only means.
- 2.3. The Chairman informed the shareholders of the Company (the "Shareholders") present that in line with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "COVID-19 Order"), all Shareholders must have duly appointed the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting if such member wished to exercise his/her/its voting rights at the Meeting, and as such, the Chairman had been appointed as proxy by a number of Shareholders and will vote in accordance with the specific instructions of those Shareholders.
- 2.4. T S Tay Public Accounting Corporation was the appointed scrutineer for the Meeting.

3. NOTICE

- 3.1. The Chairman informed the Shareholders that the notice of this Annual General Meeting dated 14 April 2021 was released on SGXNet and the Company's corporate website together with the Annual Report 2020 on the same date in line with the COVID-19 Order. The notice was taken as read.

4. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 TOGETHER WITH THE DIRECTORS' STATEMENT AND THE AUDITOR'S REPORT THEREON (RESOLUTION 1)

- 4.1. The audited financial statements for the financial year ended 31 December 2020 together with the Directors' Statement and the Auditor's Report was taken as read.
- 4.2. The Chairman proposed the following Ordinary Resolution 1:

"That the audited financial statements for the financial year ended 31 December 2020 together with the Directors' Statement and the Auditor's Report thereon be and are hereby received and adopted."
- 4.3. The total number of valid votes cast for Ordinary Resolution 1 was 195,889,609. The number of votes cast "For" was 195,889,129, representing 100.00% of the total votes cast. The number of votes cast "Against" was 480, representing 0.00% of the total votes cast.
- 4.4. The Chairman declared Ordinary Resolution 1 carried by a majority vote.

5. RE-ELECTION OF MR. MARCEL HAN LIONG TJIA (RESOLUTION 2)

- 5.1. The Chairman informed the Shareholders that Ordinary Resolution 2 relates to the re-election of himself, Mr. Marcel Han Liong Tjia, who was retiring pursuant to Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**Listing Manual**"). The Chairman informed the Shareholders that he will, if elected, remain an Executive Director and the Chief Executive Officer the Company.
- 5.2. The Chairman proposed the following Ordinary Resolution 2:
 "That Mr. Marcel Han Liong Tjia be and is hereby re-elected as a Director of the Company."
- 5.3. The total number of valid votes cast for Ordinary Resolution 2 was 195,889,609. The number of votes cast "For" was 195,889,129, representing 100.00% of the total votes cast. The number of votes cast "Against" was 480, representing 0.00% of the total votes cast.
- 5.4. The Chairman declared Ordinary Resolution 2 carried by a majority vote.

6. RETIREMENT OF MR. LIM HOCK SAN

- 6.1. The Chairman informed the Shareholders that Mr. Lim Hock San was retiring by rotation pursuant to Regulation 100 of the Company's Constitution, and will not be seeking re-election.
- 6.2. On behalf of the Board, the Chairman thanked Mr. Lim Hock San for his invaluable contributions during his tenure as Director of the Company.

7. RE-ELECTION OF MR. LOW SIEW SIE BOB (RESOLUTION 3)

- 7.1. The Chairman informed the Shareholders that Ordinary Resolution 3 relates to the re-election of Mr. Low Siew Sie Bob, who is retiring by rotation pursuant to Regulation 100 of the Company's Constitution. Mr. Low, if re-elected, will remain Lead Independent Director of the Company subject to the passing of Ordinary Resolutions 4 and 5 below, the Chairman of the Audit Committee, and a member of the Nominating Committee and the Remuneration Committee.
- 7.2. The Chairman proposed the following Ordinary Resolution 3:
 "That Mr. Low Siew Sie Bob be and is hereby re-elected as a Director of the Company."
- 7.3. The total number of valid votes cast for Ordinary Resolution 3 was 195,889,609. The number of votes cast "For" was 195,889,129, representing 100.00% of the total votes cast. The number of votes cast "Against" was 480, representing 0.00% of the total votes cast.
- 7.4. The Chairman declared Ordinary Resolution 3 carried by a majority vote.

8. APPROVAL OF MR. LOW SIEW SIE BOB'S CONTINUED APPOINTMENT AS AN INDEPENDENT DIRECTOR (RESOLUTION 4)

- 8.1. The Chairman informed the Shareholders that Ordinary Resolution 4 relates to the approval of the continued appointment of Mr. Low Siew Sie Bob as an Independent Director by all members in accordance with Rule 210(5)(d)(iii) of the Listing Manual, which will take effect on 1 January 2022.
- 8.2. The Chairman proposed the following Ordinary Resolution 4:
 "That Mr. Low Siew Sie Bob's continued appointment as an Independent Director be and is hereby approved by all members."

8.3. The total number of valid votes cast for Ordinary Resolution 4 was 195,889,609. The number of votes cast "For" was 195,889,129, representing 100.00% of the total votes cast. The number of votes cast "Against" was 480, representing 0.00% of the total votes cast.

8.4. The Chairman declared Ordinary Resolution 4 carried by a majority vote.

9. APPROVAL OF MR. LOW SIEW SIE BOB'S CONTINUED APPOINTMENT AS AN INDEPENDENT DIRECTOR (RESOLUTION 5)

9.1. The Chairman informed the Shareholders that Ordinary Resolution 5 relates to the approval of the continued appointment of Mr. Low Siew Sie Bob as an Independent Director by all members, excluding the Directors, Chief Executive Officer and associates of such Directors and Chief Executive Officer, in accordance with the same Rule 210(5)(d)(iii) of the Listing Manual.

9.2. The Chairman proposed the following Ordinary Resolution 5:

"That Mr. Low Siew Sie Bob's continued appointment as an Independent Director be and is hereby approved by all members, excluding the Directors, Chief Executive Officer and associates of such Directors and Chief Executive Officer."

9.3. The total number of valid votes cast for Ordinary Resolution 5 was 118,069,009. The number of votes cast "For" was 118,068,529, representing 100.00% of the total votes cast. The number of votes cast "Against" was 480, representing 0.00% of the total votes cast.

9.4. The Chairman declared Ordinary Resolution 5 carried by a majority vote.

10. APPROVAL OF MR. ALLAN CHARLES BUCKLER'S CONTINUED APPOINTMENT AS AN INDEPENDENT DIRECTOR (RESOLUTION 6)

10.1. The Chairman informed the Shareholders that Ordinary Resolution 6 relates to the approval of the continued appointment of Mr. Allan Charles Buckler as an Independent Director by all members in accordance with the same Rule 210(5)(d)(iii) of the Listing Manual.

10.2. The Chairman proposed the following Ordinary Resolution 6:

"That Mr. Allan Charles Buckler's continued appointment as an Independent Director be and is hereby approved by all members."

10.3. The total number of valid votes cast for Ordinary Resolution 6 was 189,971,209. The number of votes cast "For" was 189,970,729, representing 100.00% of the total votes cast. The number of votes cast "Against" was 480, representing 0.00% of the total votes cast.

10.4. The Chairman declared Ordinary Resolution 6 carried by a majority vote.

11. APPROVAL OF MR. ALLAN CHARLES BUCKLER'S CONTINUED APPOINTMENT AS AN INDEPENDENT DIRECTOR (RESOLUTION 7)

11.1. The Chairman informed the Shareholders that Ordinary Resolution 7 relates to the approval of the continued appointment of Mr. Allan Charles Buckler as an Independent Director by all members, excluding the Directors, Chief Executive Officer and associates of such Directors and Chief Executive Officer, in accordance with the same Rule 210(5)(d)(iii) of the Listing Manual.

11.2. The Chairman proposed the following Ordinary Resolution 7:

"That Mr. Allan Charles Buckler's continued appointment as an Independent Director be and is hereby approved by all members, excluding the Directors, Chief Executive Officer and associates of such Directors and Chief Executive Officer."

11.3. The total number of valid votes cast for Ordinary Resolution 7 was 118,069,009. The number of votes cast "For" was 118,068,529, representing 100.00% of the total votes cast. The number of votes cast "Against" was 480, representing 0.00% of the total votes cast.

11.4. The Chairman declared Ordinary Resolution 7 carried by a majority vote.

12. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021 (RESOLUTION 8)

12.1. The Chairman proposed the following Ordinary Resolution 8:

"That the sum of up S\$350,000 as Directors' fees for the financial year ending 31 December 2021, be and is hereby approved."

12.2. The total number of valid votes cast for Ordinary Resolution 8 was 195,889,609. The number of votes cast "For" was 195,889,129, representing 100.00% of the total votes cast. The number of votes cast "Against" was 480, representing 0.00% of the total votes cast.

12.3. The Chairman declared Ordinary Resolution 8 carried by a majority vote.

13. RE-APPOINTMENT OF AUDITOR (RESOLUTION 9)

13.1. The Chairman proposed the following Ordinary Resolution 9:

"That Messrs Nexia TS Public Accounting Corporation, be and are hereby re-appointed as the Auditor of the Company for the ensuing year and the Directors be authorised to fix the remuneration of the Auditor."

13.2. The total number of valid votes cast for Ordinary Resolution 9 was 195,889,609. The number of votes cast "For" was 195,889,129, representing 100.00% of the total votes cast. The number of votes cast "Against" was 480, representing 0.00% of the total votes cast.

13.3. The Chairman declared Ordinary Resolution 9 carried by a majority vote.

14. SPECIAL BUSINESS

14.1. The Chairman proceeded to the special business of the Meeting.

15. AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT AND THE SGX-ST LISTING RULES (SHARE ISSUE MANDATE) (RESOLUTION 10)

15.1. Ordinary Resolution 10 was taken as read.

15.2. The Chairman proposed the following Ordinary Resolution 10:

"That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "CA") and Rule 806 of the Listing Manual (the "Listing Manual") of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), 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 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 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 the earlier."

15.3. The total number of valid votes cast for Ordinary Resolution 10 was 195,889,609. The number of votes cast "For" was 195,889,129, representing 100.00% of the total votes cast. The number of votes cast "Against" was 480, representing 0.00% of the total votes cast.

15.4. The Chairman declared Ordinary Resolution 10 carried by a majority vote.

16. AUTHORITY TO ALLOT AND ISSUE SHARES AS MAY BE REQUIRED TO BE ISSUED PURSUANT TO THE EXERCISE OF THE OPTIONS UNDER THE INTERRA SHARE OPTION PLAN 2017 (RESOLUTION 11)

16.1. Ordinary Resolution 11 was taken as read.

16.2. The Chairman proposed the following Ordinary Resolution 11:

"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 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."

16.3. The total number of valid votes cast for Ordinary Resolution 11 was 195,889,609. The number of votes cast "For" was 195,889,129, representing 100.00% of the total votes cast. The number of votes cast "Against" was 480, representing 0.00% of the total votes cast.

16.4. The Chairman declared Ordinary Resolution 11 carried by a majority vote.

17. ANY OTHER BUSINESS

17.1. No other business arising as ordinary or routine business was transacted.

18. CLOSE

18.1. There being no further business, the Meeting closed at 11:20 a.m..

Confirmed by



MARCEL TJIA
CHAIRMAN OF THE MEETING

Attachment**Attendance****PRESENT**

BOARD OF DIRECTORS	:	Mr. Marcel Tjia Mr. Ng Soon Kai Ms. Lany Wong Mr. Bob Low Mr. Lim Hock San	Executive Director & CEO Non-Executive Director Alternate Director Lead Independent Director Independent Director
INDEPENDENT AUDITOR	:	Ms. Meriana Ang Mr. Andy Ng Mr. Chee Choon Chin	Nexia TS Public Accounting Corporation Nexia TS Public Accounting Corporation Nexia TS Public Accounting Corporation
COMPANY SECRETARY	:	Ms. Megan Ho	Lee & Lee
SHARE REGISTRAR	:	Ms. Corin Fok Ms. May Wee Mr. Iskander Namazie	M&C Services Private Limited M&C Services Private Limited M&C Services Private Limited
SCRUTINEER	:	Mr. Andrew Khoo	T S Tay Public Accounting Corporation
BY INVITATION	:	Mr. Foo Say Tain Ms. Andrea Choo Ms. Lydia Lim Ms. Choo Wei Ling	Interra Resources Limited Interra Resources Limited Interra Resources Limited Interra Resources Limited

SHAREHOLDERS PRESENT VIA LIVE WEBCAST OR AUDIO BROADCAST ARE SET OUT IN ATTENDANCE RECORDS MAINTAINED BY THE COMPANY.