

NOTICE OF ANNUAL GENERAL MEETING

INTERRA RESOURCES LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 197300166Z)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“**AGM**”) of Interra Resources Limited (the “**Company**”) will be convened and held on 29 April 2022 at 10:00 a.m. by electronic means, to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2021 together with the Directors’ Statement and the Auditor’s Report thereon.

Resolution 1
2. To re-elect Mr Edwin Soeryadjaya, who will retire by rotation under Regulation 100 of the Constitution of the Company and who, being eligible, offers himself for re-election.

Resolution 2
3. To note the retirement of Mr Ng Soon Kai, who will retire pursuant to Regulation 100 of the Constitution of the Company and will not be seeking re-election.
4. To elect Mr Zhang Jing, who will cease to hold office under Regulation 106 of the Constitution of the Company and who, being eligible, offers himself for election.

Resolution 3
5. To approve the sum of up to S\$101,000 (2021: S\$350,000) as Directors’ fees for the financial year ending 31 December 2022.

Resolution 4
6. 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 its remuneration.

Resolution 5

SPECIAL BUSINESS

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

7. That pursuant to Section 161 of the Companies Act 1967 (the “**CA**”) and Rule 806 of the Listing Manual of 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,

NOTICE OF ANNUAL GENERAL MEETING

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.

Resolution 6

8. 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.

Resolution 7

9. 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 2022

NOTICE OF ANNUAL GENERAL MEETING

NOTES:

- (1) The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will not be sent to Members. Instead, this Notice will be sent to Members by electronic means via publication on SGXNet and the Company's website at the URL <http://www.interraresources.com/investorctr.asp>.
- (2) Alternative arrangements relating to attendance at the AGM by electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions received and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the accompanying announcement dated 13 April 2022 entitled "Annual General Meeting to be held via Electronic Means on 29 April 2022". This announcement may be accessed on SGXNet and the Company's website at the URL <http://www.interraresources.com/investorctr.asp>.
- (3) Due to the current COVID-19 situation in Singapore, a Member will not be able to attend the AGM in person. A Member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such Member wishes to exercise his/her/its voting rights at the AGM. The accompanying proxy form for the AGM may be accessed on SGXNet and the Company's website at the URL <http://www.interraresources.com/investorctr.asp>.

Where a Member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators at least seven (7) working days before the AGM. Investors who hold shares through nominee accounts should also approach their depository agents or relevant intermediaries.

- (4) The Chairman of the AGM, as proxy, need not be a Member.
- (5) The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:
 - (a) by post to be lodged at the registered office of the Company at 1 Grange Road, #05-04 Orchard Building, Singapore 239693; or
 - (b) by email to be received at agm@interraresources.com,in either case not less than seventy-two (72) hours before the time appointed for holding the AGM.

EXPLANATORY NOTES ON BUSINESS TO BE TRANSACTED

Resolution 1 – The audited financial statements together with the Directors' Statement and the Auditor's Report thereon are contained in the Company's Annual Report for the financial year ended 31 December 2021 ("AR2021"). The AR2021 will be made available on SGXNet and the Company's website at www.interraresources.com on 13 April 2022.

Resolution 2 – Mr Edwin Soeryadjaya, if re-elected, will remain non-executive Chairman of the Company. The appointment of Ms Lany Djuwita Wong as the Alternate Director to Mr Edwin Soeryadjaya shall continue upon re-election of Mr Edwin Soeryadjaya as a Director of the Company. The profile and curriculum vitae of Mr Edwin Soeryadjaya are respectively set out in the Board of Directors and Corporate Governance Report sections of the AR2021. Mr Edwin Soeryadjaya is also a substantial shareholder (as defined in the CA) of the Company. Please refer to the Shareholder Demographics – Substantial Shareholders section of the AR2021 for further details.

Resolution 3 – Mr Zhang Jing, if elected, will remain non-executive Director of the Company. The profile and curriculum vitae of Mr Zhang Jing are respectively set out in the Board of Directors and Corporate Governance Report sections of the AR2021.

Resolution 6, 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 an aggregate number not exceeding 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to Shareholders at the time the proposed Resolution 6 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 6 is passed and any subsequent bonus issue, consolidation or subdivision of shares.

The term "**subsidiary holdings**" has the meaning given to it in the Listing Manual.

NOTICE OF ANNUAL GENERAL MEETING

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 2017, provided 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.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM and/or any adjournment thereof, a Member 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 the appointment of the Chairman of the AGM as proxy 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

PROXY FORM

Annual General Meeting

INTERRA RESOURCES LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 197300166Z)

IMPORTANT:

1. The Annual General Meeting (“AGM”) is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. As the AGM will be held via electronic means, a member will not be able to attend the AGM in person. A Member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such Member wishes to exercise his/her/its voting rights at the AGM.
3. This Proxy Form is not valid for use by investors whose shares are held under Central Provident Fund (CPF), Supplementary Retirement Scheme (SRS) or relevant intermediaries, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors who wish to appoint the Chairman of the AGM as proxy should contact their respective CPF agent banks, SRS operators or relevant intermediaries.

I/We, _____ (Name)

_____ (NRIC/Passport/Company Registration Number)

of _____ (Address)

being a Member/Members of Interra Resources Limited (the “Company”), hereby appoint the Chairman of the Annual General Meeting of the Company (“AGM”) as my/our proxy to attend and vote on my/our behalf at the AGM to be convened and held on 29 April 2022 at 10:00 a.m. by electronic means, and at any adjournment thereof.

I/We direct my/our proxy to vote for, against and/or abstain from voting on the Resolutions to be proposed at the AGM as indicated hereunder.

Ordinary Resolutions		Number of Votes		
		For*	Against*	Abstain*
Ordinary Business				
1	To receive and adopt the audited financial statements for FY2021			
2	To re-elect Mr Edwin Soeryadjaya as a Director			
3	To elect Mr Zhang Jing as a Director			
4	To approve the sum of up to S\$101,000 as Directors’ fees for FY2022			
5	To re-appoint Nexia TS Public Accounting Corporation as the Auditor			
Special Business				
6	Authority to issue shares pursuant to the general mandate			
7	Authority to allot and issue shares pursuant to the ISOP 2017			

* Voting will be conducted by poll. If you wish to exercise all your votes with respect to a resolution, please put a tick (✓) in the relevant box. Alternatively, you may indicate the number of votes as appropriate in the relevant box. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.

Dated this _____ day of April 2022

Number of Shares	
Depository Register	
Register of Members	
Total	

Signature(s) or Common Seal of Member(s)

NOTES:

- (1) Please insert the total number of ordinary shares (“**Ordinary Shares**”) held by you. If you have Ordinary Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Ordinary Shares. If you have Ordinary Shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of Ordinary Shares. If you have Ordinary Shares entered against your name in the Depository Register and Ordinary Shares registered in your name in the Register of Members, you should insert the aggregate number of Ordinary Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument of proxy shall be deemed to relate to all the shares held by you.
- (2) The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of AGM and this proxy form will not be sent to Members. Instead, the Notice of AGM and this proxy form will be sent to Members by electronic means via publication on SGXNet and the Company’s website at the URL <http://www.interraresources.com/investorctr.asp>.
- (3) Alternative arrangements relating to attendance at the AGM by electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions received and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the accompanying announcement dated 13 April 2022 entitled “Annual General Meeting to be held via Electronic Means on 29 April 2022”. This announcement may be accessed at SGXNet and the Company’s website at the URL <http://www.interraresources.com/investorctr.asp>.
- (4) Due to the current COVID-19 restriction orders in Singapore, a Member will not be able to attend the AGM in person. A Member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such Member wishes to exercise his/her/its voting rights at the AGM. This proxy form may be accessed at SGXNet and the Company’s website at the URL <http://www.interraresources.com/investorctr.asp>.
Where a Member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators at least seven (7) working days before the general meeting. Investors who hold shares through nominee accounts should also approach their depository agents or relevant intermediaries.
- (5) The Chairman of the AGM, as proxy, need not be a Member.
- (6) The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company on the following manner:
 - (a) by post to be lodged at the registered office of the Company at 1 Grange Road, #05-04 Orchard Building, Singapore 239693; or
 - (b) by email to be received at agm@interraresources.com,in either case not less than seventy-two (72) hours before the time appointed for holding the AGM.
- (7) The instrument of proxy shall be in writing and (i) in the case of an individual, shall be signed by the appointor or his attorney duly authorised in writing; or (ii) in the case of a corporation, shall be executed under its common seal or signed on behalf by its attorney or duly authorised officer. Where such instrument is signed or authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- (8) In the case where a Member is a Depositor, the Company shall be entitled (i) to reject the instrument of proxy lodged if that Depositor’s name does not appear in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) seventy-two (72) hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company; and (ii) for the purpose of a poll, to treat the instrument of proxy lodged as representing the number of shares equal to the number of shares appearing against his name in the Depository Register referred to in (8)(i) above, notwithstanding the number of shares actually specified in the relevant instrument of proxy.

GENERAL

The Company shall be entitled to reject the instrument appointing a proxy/proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions specified in the relevant instrument of proxy.

PERSONAL DATA PRIVACY

By submitting an instrument of proxy, the Member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 13 April 2022.

INTERRA RESOURCES LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 197300166Z)

13 April 2022

Dear Shareholder

INTERRA RESOURCES LIMITED (the "Company")

ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 ("AR2021")

We are pleased to inform you that the electronic edition of the AR2021, which contains the audited financial statements together with the Directors' Statement and the Auditor's Report thereon, is now available on the Company's website at www.interraresources.com (click on the "ANNUAL REPORTS" icon).

Should you wish to receive a printed edition of the AR2021, please complete and return the request form below by 29 April 2022.

Yours faithfully

For and on behalf of

INTERRA RESOURCES LIMITED

Adrian Chan Pengee

Company Secretary

PERSONAL DATA PRIVACY

By submitting a request form, a Shareholder consents to the collection, use and disclosure of the Shareholder'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 the said request.

REQUEST FORM

To: Interra Resources Limited

Post: 1 Grange Road
#05-04 Orchard Building
Singapore 239693

Fax: +65 67381170

Email: interra@interraresources.com

Please tick the relevant boxes and fill in the form accordingly. Incomplete or improperly completed form will not be processed.

Please send me/us a printed edition of the AR2021.

My/Our shares are held under:

CDP securities a/c no. _____ Share certificate no(s). _____

CPFIS/SRS a/c no. _____ Other relevant intermediary _____

Name of Shareholder: _____

NRIC/Passport/Company
Registration Number: _____

Mailing Address: _____

Signature: _____ Date: _____