



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 2010 at 1:00 p.m. at Function Room 5.1, Level 5, School of Information Systems, Singapore Management University, 80 Stamford Road, Singapore 178902, 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 accounts for the financial year ended 31 December 2009 together with the reports of the Directors and the Auditors thereon. Resolution 1
2. To approve the sum of S\$328,000 as Directors' fees for the financial year ended 31 December 2009 (FY 2008: S\$328,000). Resolution 2
3. To re-elect the following Directors who will retire by rotation under Article 89 of the Articles of Association of the Company and who, being eligible, offer themselves for re-election:
(a) Mr Sandiaga Salahuddin Uno Resolution 3(a)
(b) Mr Allan Charles Buckler Resolution 3(b)
4. To re-elect Mr Marcel Han Liong Tjia who will cease to hold office under Article 95 of the Articles of Association of the Company, Mr, being eligible, offers himself for re-election. Resolution 4
5. To re-appoint Nexia TS Public Accounting Corporation as Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 5

SPECIAL BUSINESS

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

- 6. That pursuant to Section 161 of the Companies Act, Chapter 50 (the "CA") and the rules, guidelines and measures issued by the Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the Directors to issue:
(a) shares in the capital of the Company; or
(b) convertible securities; or
(c) additional convertible securities issued pursuant to adjustments; or
(d) shares arising from the conversion of the securities in (b) and (c) above,
(whether by way of rights, bonus or otherwise or in pursuance of any offer, agreement or option made or granted by the Directors during the continuance of this authority or thereafter) 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 (notwithstanding the authority conferred by this Resolution may have ceased to be 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 convertible securities made or granted pursuant to this Resolution) does not exceed one hundred per cent (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company as calculated in accordance with sub-paragraph (2) below ("Issued Shares"), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of Issued Shares;
(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 percentage of Issued Shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
(i) new shares arising from the conversion or exercise of convertible securities;
(ii) (where applicable) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the SGX-ST Listing Manual - Section B: Rules of Catalyst (the "Rules of Catalyst"); and
(iii) any subsequent bonus issue, consolidation or subdivision of shares;
(3) in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier. Resolution 6
7. That subject to and pursuant to the share issue mandate in Resolution 6 above being obtained, authority be and is hereby given to the Directors to issue new shares in the capital of the Company other than on a pro rata basis to shareholders of the Company at an issue price per new share which shall be determined by the Directors in their absolute discretion in accordance to the requirements of the SGX-ST and during the period up to 31 December 2010 or such other date as may be determined by the SGX-ST, such price may represent up to a twenty per cent (20%) discount to the weighted average price per share determined in accordance with the requirements of the SGX-ST. Resolution 7
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 (the "Plan"), provided always that the aggregate number of shares to be issued pursuant to the Plan shall not exceed five per cent (5%) of the total number of issued shares including treasury shares at any time and from time to time. Resolution 8
9. That authority be and is hereby given to Directors to make purchases from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of ordinary shares up to ten per cent (10%) of the issued ordinary share capital of the Company as at the date of this Resolution or as at the date of the last AGM of the Company (whichever is the higher) at any price up to but not exceeding the Maximum Price (as defined in the Addendum dated 8 April 2010 to shareholders of the Company, being an addendum to the Annual Report of the Company for the year ended 31 December 2009), and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date on which the next AGM is held or is required by law to be held, whichever is the earlier (the "Share Purchase Mandate"). Resolution 9
10. To transact any other business that may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Adrian Chan Pengee
Company Secretary

Singapore
8 April 2010

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 in his stead. A proxy need not be a member of the Company. The instrument of proxy must be lodged at the registered office of the Company at 61 Stamford Road, #04-06 Stamford Court, Singapore 178892 not less than forty-eight (48) hours before the time appointed for holding the AGM.

EXPLANATORY NOTES ON BUSINESS TO BE TRANSACTED

Resolution 3(a)

Mr Sandiaga Salahuddin Uno, if re-elected, will remain as the Deputy Chairman of the Company and a member of the Audit Committee, Nominating Committee and Remuneration Committee.

Resolution 3(b)

Mr Allan Charles Buckler, if re-elected, will remain as an Independent Director of the Company, Chairman of the Audit Committee and Nominating Committee and a member of the Remuneration Committee.

Resolution 4

Mr Marcel Han Liong Tjia, if re-elected, will remain as an Executive Director and the Chief Executive Officer of the Company.

Resolution 6

The proposed Ordinary Resolution 6, if passed, will empower the Directors, from the date of the above AGM until the next AGM, to issue shares in the capital of the Company and to make or grant convertible securities, and to issue shares in pursuance of such convertible securities, without seeking any further approval from shareholders in general meeting, up to a number not exceeding one hundred per cent (100%) of the total number of Issued Shares, of which up to fifty per cent (50%) of the total number of Issued Shares may be issued other than on a pro rata basis to shareholders.

Resolution 7

Contingent on the passing of Resolution 6, the proposed Ordinary Resolution 7, if passed, will authorise the Directors, from time to time, to determine up to twenty per cent (20%) discount to the price per new share pursuant to the share issue mandate, and in accordance with the requirements of the SGX-ST.

Resolution 8

The proposed Ordinary Resolution 8, if passed, will authorise the Directors, from time to time, to allot and issue shares pursuant to the exercise of options under the Plan not exceeding five per cent (5%) of the total number of issued shares including treasury shares at any time.

Resolution 9

The proposed Ordinary Resolution 9, if passed, renews the Share Purchase Mandate and will authorise the Directors, from time to time, to purchase shares subject to and in accordance with the Articles of Association of the Company, the Rules of Catalyst, and such other laws and regulations as may for the time being be applicable. The Company intends to use internal sources of funds or external borrowings or a combination of both to finance its purchase or acquisition of shares. An illustration on the financial impact of a purchase or acquisition of shares by the Company pursuant to the Share Purchase Mandate on the audited accounts of the Company for the financial year ended 31 December 2009 is set out in Section 5 of the Addendum.

This notice and its contents have been reviewed by the Company's Sponsor, Collins Stewart Pte. Limited, for compliance with the relevant rules of the SGX-ST. It has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this document including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Mr Alex Tan, CEO of Collins Stewart Pte. Limited, address 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.