



INTERRA RESOURCES LIMITED

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

NOTICE OF EXPIRY OF WARRANTS

TO ALL HOLDERS OF WARRANTS TO SUBSCRIBE FOR NEW SHARES IN INTERRA RESOURCES LIMITED (the "Company")

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Holders of the Company's Warrants ("Warrantheolders") who have sold their Warrants should immediately upon receipt of a copy of this notice, send it to the purchaser or the bank, stockbroker or agent through whom the sale was effected for onward transmission to the purchaser.

In this Notice, the term "Warrants" refers to all warrants issued by the Company, the terms of which are constituted in the deed poll executed by the Company on 24 November 2014 and the term "Piggyback Warrants" refers to all additional free warrants issued by the Company pursuant to the exercise of the Warrants, the terms of which are constituted in the deed poll also executed by the Company on 24 November 2014.

EXPIRY OF WARRANTS ON TUESDAY, 8 DECEMBER 2015 AT 5.00 P.M.

Warrantheolders are reminded that in accordance with the terms and conditions of the Warrants, the rights to subscribe for new ordinary shares in the capital of the Company (the "New Shares") comprised in the Warrants will expire at **5.00 p.m. on Tuesday, 8 December 2015 after which time, any subscription rights comprised in the Warrants which have not been exercised will lapse and the Warrants will cease to be valid for any purpose whatsoever.**

In addition, Warrantheolders are reminded that when a Warrantheolder exercises Warrants in accordance with the terms and conditions of the Warrants, the Company shall further despatch within seven (7) days, to such Warrantheolder a certificate in respect of the relevant number of Piggyback Warrants (the "Piggyback Warrant Certificate") arising from the exercise of such Warrants. Hence, Warrantheolders should exercise their Warrants in a timely manner in view of the above if they wish to ensure that they may be in receipt of the Piggyback Warrant Certificate and the relevant exercise notice to exercise the relevant Piggyback Warrants prior to the expiry of the Piggyback Warrants at 5.00 p.m. on Tuesday, 29 December 2015.

EXERCISE PRICE

The exercise price of the Warrants is S\$0.235 for each New Share (the "Exercise Price").

The exercise price of the Piggyback Warrants is S\$0.175 for each New Share.

PROCEDURE FOR EXERCISE OF WARRANTS

Warrantheolders who wish to exercise their subscription rights must do so in accordance with the terms and conditions of the Warrants. In order to exercise the Warrants, a Warrantheolder must complete and sign the exercise notice relating to the Warrants in the prescribed form (the "Exercise Notice").

The completed Exercise Notice must be delivered to the Warrant Agent not later than **5.00 p.m. on 8 December 2015** together with the following:-

1. (a) where the Warrants are not registered in the name of The Central Depository (Pte) Limited ("CDP"), the relevant Warrant Certificate(s); or
(b) where the Warrants are registered in the name of CDP, Warrantheolders should note that the exercise of their Warrants is conditional upon, *inter alia*, the number of Warrants so exercised being credited to the "Free Balance" of their securities accounts with CDP.
2. such evidence (if any, including evidence of nationality) as the Warrant Agent may require to determine the due execution of the Exercise Notice by or on behalf of the exercising Warrantheolder (including any joint Warrantheolder);

3. payment of:

- (a) any fees or expenses payable to CDP and of any stamp, issue, registration or other similar taxes or duties arising on the exercise of the relevant Warrants; and
 - (b) the expenses for, and the submission of any necessary documents required in order to effect, the registration of the New Shares in the name of the exercising Warrantholder or CDP (as the case may be) and the delivery of the certificate(s) for such New Shares and any property or other securities to be delivered upon exercise of the relevant Warrants to the place specified by the exercising Warrantholder in the Exercise Notice or to CDP (as the case may be); and
4. a remittance (in Singapore currency) by banker's draft or by cashier's order drawn on a bank operating in Singapore, in favour of **"INTERRA RESOURCES LIMITED"**, for the full amount (free of any foreign exchange commissions, remittance charges or other deductions) equal to the aggregate Exercise Price payable in respect of the Warrants exercised.

The name of the exercising Warrantholder, the number of Warrants being exercised and where the relevant Warrant certificate is registered in the name of a person other than the CDP, the certificate number of the relevant Warrant certificate, or where the relevant Warrant certificate is registered in the name of CDP, the securities account number of the exercising Warrantholder which is to be debited with the number of Warrants being exercised, as the case may be, should be clearly written on the reverse side of the banker's draft or cashier's order.

If the Warrantholders are not in Singapore, the person exercising the Warrants on behalf of such Warrantholders must produce to the Warrant Agent, a Power of Attorney from such Warrantholder authorising the due execution of the Exercise Notice by such person for and on behalf of such Warrantholder (including every joint holder, if any).

Any New Shares arising from such exercise of the Warrants shall rank *pari passu* in all respects with the then existing ordinary shares of the Company save for any dividends, rights, allotments or other distributions, the record date for which falls before the relevant exercise date of the Warrants. Record date in this context means, in relation to any dividends, rights, allotments or other distribution, the date at the close of business (or such other time as may have been notified by the Company) on which shareholders of the Company must be registered in order to participate in such dividends, rights, allotments or other distributions.

Copies of the Exercise Notice have been sent to all Warrantholders whose names appear in the Register of Warrantholders or in the Depository Register as at **30 October 2015**. Copies of the Exercise Notice are also obtainable from the Warrant Agent, M & C Services Private Limited, as follows:-

M & C SERVICES PRIVATE LIMITED
Address: 112 Robinson Road #05-01 Singapore 068902
Telephone Numbers: 6228 0507 / 6228 0597
Business Hours: 8.45 a.m. to 5.45 p.m. from Mondays to Fridays
(Closed on Saturdays, Sundays and Public Holidays)

Warrant certificate(s) registered in the name of a person other than the CDP shall no longer be acceptable for deposit with CDP for registration purpose, after 24 November 2015.

Where the Warrants are not registered in the name of CDP, purchasers of Warrants who have not been registered as holders of Warrants and who wish to exercise the Warrants must lodge with the Warrant Agent the relevant Warrant certificate(s), the relevant transfer(s) duly executed, the registration fee, the duly completed and signed Exercise Notice and other relevant documents together with the requisite payment for the aggregate Exercise Price payable in respect of the Warrants exercised in the manner above before **5.00 p.m. on 8 December 2015**.

LAST DAY FOR TRADING IN WARRANTS

The last day for trading in the Warrants on the Singapore Exchange Securities Trading Limited ("SGX-ST") will be 1 December 2015, and trading will cease with effect from 9.00 a.m. on 2 December 2015. The Warrants will then be de-listed from Official List of the SGX-ST on 9 December 2015.

BY ORDER OF THE BOARD

Adrian Chan Pengee
Company Secretary
5 November 2015