



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

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 27 April 2018 at 09:30 a.m. at RELC International Hotel, Tanglin 1, Level 1, 30 Orange Grove Road, Singapore 258352, to transact the following business:

ORDINARY BUSINESS

- To receive and adopt the audited financial statements for the financial year ended 31 December 2017 together with the Directors' Statement and the Auditor's Report thereon. **Resolution 1**
- To re-elect the following directors of the Company (the "Directors") who will retire by rotation under Regulation 100 of the Constitution of the Company and who, being eligible, offer themselves for re-election:
 - Mr Allan Charles Buckler **Resolution 2(a)**
 - Mr Lim Hock San **Resolution 2(b)**
- To elect Mr Yin Lifeng, 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**
- To approve the sum of up to S\$360,000 (2017: S\$350,000) as Directors' fees for the financial year ending 31 December 2018. **Resolution 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 its remuneration. **Resolution 5**

SPECIAL BUSINESS

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

- 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:
 - issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
 - 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
- (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:
 - 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:
 - 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 and subsidiary holdings) 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 and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below) (the "General Limit");
 - 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 and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below) (the "Additional Limit");
 - where an issue of shares is insufficient by way of Renounceable Rights Issues, that issue may use the General Limit, but only to the extent of the then remaining General Limit;
 - 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;
 - 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;
 - the General Limit and the Additional Limit shall not, in aggregate, exceed 100% 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 (4) below);
 - 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 and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below);
 - (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 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 of the passing of this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities;
 - 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
 - any subsequent bonus issue, consolidation or subdivision of shares;
 - 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
 - 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**
- 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 fifteen percent (15%) of the total issued share capital of the Company (excluding treasury shares and subsidiary holdings) at any time and from time to time. **Resolution 7**
- To transact any other business that may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Adrian Chan Pengee
Company Secretary

12 April 2018

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 2017 ("AR2017") made available on the Company's website at www.interraresources.com on the date of this notice.

Resolution 2(a) – Mr Allan Charles Buckler, if re-elected, will remain a non-executive Independent Director of the Company, Chairman of the Nominating Committee and the Remuneration Committee, and a member of the Audit Committee. The profile of Mr Buckler is set out in the Board of Directors section of the AR2017.

Resolution 2(b) – Mr Lim Hock San, if re-elected, will remain a non-executive Independent Director of the Company, and a member of the Audit Committee, the Nominating Committee and the Remuneration Committee. The profile of Mr Lim is set out in the Board of Directors section of the AR2017.

Resolution 3 – Mr Yin Lifeng, if elected, will remain a non-executive Non-Executive Director of the Company. The profile of Mr Yin is set out in the Board of Directors section of the AR2017. Mr Yin is also the Managing Director of North Petroleum International Company Limited, a substantial shareholder of the Company. Please refer to the Shareholder Demographics – Substantial Shareholders section of the AR2017 for details.

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 a number not exceeding the aggregate of: (i) 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 (the General Limit); and (ii) additional 50% for Renounceable Rights Issues, of the total number of issued shares (excluding treasury shares and subsidiary holdings) 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 and subsidiary holdings) 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 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 and subsidiary holdings) in the capital of the Company (the "Enhanced Rights Issue Limit"). The Enhanced Rights Issue Limit is aimed at helping companies raise funds expeditiously 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 expeditiously 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.

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

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 not exceeding fifteen percent (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) at any time.

NOTES:

- All Resolutions at the AGM (and at any adjournment thereof) shall be voted by poll.
- A Member of the Company ("Member") who is not a relevant intermediary may appoint not more than two (2) proxies to attend and vote at the AGM. Where such Member appoints more than one (1) proxy, the proxy form shall specify the percentage of shares to be represented by each proxy and if no percentage is specified, the first named proxy shall be deemed to represent one hundred percent (100%) of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
 - A Member who is a relevant intermediary may appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to the different shares held by such Member. Where such Member appoints more than two (2) proxies, the proxy form shall specify the number and class of shares to which each proxy has been appointed.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the CA.

- A proxy or representative need not be a Member.

- The instrument of proxy or the power of attorney or other authority must be lodged at the registered office of the Company at 1 Grange Road, #05-04 Orchard Building, Singapore 239693 not less than seventy-two (72) hours before the time appointed for holding the AGM.

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 (i) 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 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 or service providers) 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 or service providers), 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 or service providers) 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.