

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 29 April 2009 at 3:00 pm at Room 503, Level 5, RELC International Hotel, 30 Orange Grove Road, Singapore 258352, 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:

- To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2008 together with the Auditors' Report thereon. **Resolution 1**
- To approve the sum of S\$328,000 as Directors' fees for the financial year ended 31 December 2008 (FY 2007: S\$205,000). **Resolution 2**
- To re-elect the following Directors, each of whom will retire by rotation pursuant to Article 89 of the Articles of Association of the Company and who, being eligible, will offer themselves for re-election:
(a) Subianto Arpan Sumodikoro **Resolution 3(a)**
(b) Ng Soon Kai **Resolution 3(b)**
- To re-appoint Nexia TS Public Accounting Corporation as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **Resolution 4**

SPECIAL BUSINESS

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

- That pursuant to Section 161 of the Companies Act, Chapter 50 ("CA") and the rules, guidelines and measures issued by the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to issue:

- shares in the capital of the Company; or
- convertible securities; or
- additional convertible securities issued pursuant to adjustments; or
- shares arising from the conversion of the securities in (ii) and (iii) 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:

- 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 (i) in the case of a renounceable rights issue, 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"); and (ii) in all other cases, exceed fifty per cent (50%) of the total number of Issued Shares provided that 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 twenty per cent (20%) of the total number of Issued Shares;
- (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;
- (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 Listing Manual; and
- any subsequent bonus issue, consolidation or subdivision of shares;
- 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
- (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 5**
- That subject to and pursuant to the share issue mandate in Resolution 5 above being obtained, authority be and is hereby given to the Directors of the Company 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 provided that such price shall not represent more than a twenty per cent (20%) discount to the weighted average price per share determined in accordance with the requirements of the SGX-ST. **Resolution 6**
- That pursuant to Section 161 of the CA, authority be and is hereby given to the Directors of the Company, 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 7**
- That authority be and is hereby given to Directors of the Company 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 14 April 2009 to shareholders of the Company, being an addendum to the Annual Report of the Company for the year ended 31 December 2008), 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 of the Company is held or is required by law to be held, whichever is the earlier (the "Share Purchase Mandate"). **Resolution 8**
- To transact any other business as may be properly transacted at an AGM of the Company.

BY ORDER OF THE BOARD

Adrian Chan Pengee
Company Secretary

Singapore
14 April 2009

NOTES:

- A member entitled to attend and vote at the AGM is entitled to 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)

Subianto Arpan Sumodikoro, if re-elected, will remain as a Non-Executive Director of the Company and Crescento Hermawan will remain as his Alternate Director.

Resolution 3(b)

Ng Soon Kai, if re-elected, will remain as an Independent Director of the Company, a Member of the Nominating Committee and a Member of the Remuneration Committee.

Resolution 5

The Ordinary Resolution 5 proposed above, if passed, will empower the Directors of the Company, 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 of the Company in general meeting, up to a number not exceeding in total, (i) in the case of a renounceable rights issue, one hundred per cent (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company; (ii) in all other cases, fifty per cent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, provided that the total number of issued shares (excluding treasury shares) which may be issued other than on a pro rata basis to shareholders does not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares).

Resolution 6

Contingent on the passing of Resolution 5 above, the Ordinary Resolution 6 proposed above, if passed, will authorise the Directors of the Company, 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 7

The Ordinary Resolution 7 proposed above, if passed, will authorise the Directors of the Company, 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 8

The Ordinary Resolution 8 proposed above, if passed, renews the Share Purchase Mandate and will authorise the Directors of the Company, from time to time, to purchase shares subject to and in accordance with the Articles of Association of the Company, SGX-ST Listing Manual 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 2008 is set out in Section 5 of the Addendum.

PROXY FORM
Annual General Meeting

INTERRA RESOURCES LIMITED

(Incorporated in the Republic of Singapore)
 (Company Registration No. 197300166Z)
 (Australian Registered Body No. 129 575 275)

IMPORTANT:
 Holders of CHESSE Depository Interests (“CDIs”) relating to shares in Interra Resources Limited (the “Company”) do not have an automatic right to attend, speak and vote at the Annual General Meeting of the Company to be held on 29 April 2009 at 3:00 pm at Room 503, Level 5, RELC International Hotel, 30 Orange Grove Road, Singapore 258352 (the “Meeting”). If a CDI holder wishes to personally attend, speak and vote at the Meeting, the CDI holder **MUST** sign/execute Part VI, and return this Proxy Form in accordance with the instructions in the Notes to this Proxy Form. If the CDI holder wishes to nominate a proxy/proxies to attend, speak and vote at the Meeting on his/its behalf, the CDI holder **MUST** complete Part III and Part IV (in each case where relevant), sign/execute Part VI, and return this Proxy Form in accordance with the instructions in the Notes to this Proxy Form.

To complete this Proxy Form, please see the instructions in the Notes attached to this form and refer to the accompanying documents for details of each Resolution to be proposed at the Meeting.

I CHESSE Depository Nominees Pty Ltd (“CDN”) of 20 Bridge Street, Sydney NSW 2000, Australia, a holder of shares in INTERRA RESOURCES LIMITED (the “Company”), hereby appoints:

II Name: _____
 Address: _____

Securityholder Reference Number (SRN)

CHESSE Depository Interests (“CDIs”) relating to shares in the Company in respect of which the proxy is appointed

OR failing him/her, the person whose details are given in Part III below provided that such details have been verified in Part VI below by the affixing of the seal or the signature of or on behalf of the person named in Part II and on the basis that such person is authorised to vote in respect of the proportion or number of the CDIs referred to in this Part II shown in Part III below or if no proportion or number is so shown, in respect of the whole of the said CDIs:

III Name

Proportion of CDIs (%)
 OR the number of CDIs
 for this Proxy Form

%

OR

OR failing the person referred to in this Part III OR if no person is nominated in this Part III, the Chairman of the Meeting in respect of the relevant CDIs specified in this Part III (or if no proportion or number is so shown, in respect of the whole of the CDIs referred to in Part II above), as our proxy/proxies to attend, speak and vote for us on our behalf and, if necessary to demand poll, at the Annual General Meeting of the Company to be held on 29 April 2009 at 3:00 pm at Room 503, Level 5, RELC International Hotel, 30 Orange Grove Road, Singapore 258352 (the “Meeting”) and at any adjournment thereof. If no specific direction as to voting is given, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the Meeting.

IF A CDI HOLDER IS NOMINATING A SECOND PROXY PLEASE MARK AN ‘X’ IN THIS BOX.

The nomination of a second proxy **must** be effected in accordance with the instructions in Part III of the Notes attached. A CDI holder must only mark this box on the first Proxy Form and must leave this box blank on the second Proxy Form.

IV IF A CDI HOLDER DOES NOT WISH TO DIRECT THE PROXY/PROXIES NOMINATED BY HIM/IT ON HOW TO VOTE, PLEASE MARK AN 'X' IN THIS BOX.

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By marking this box, the CDI holder acknowledges that where the Chairman of the Meeting (whether nominated or by default) is proxy in respect of the CDI holder's CDIs, the Chairman of the Meeting may exercise this proxy even if he has an interest in the outcome of a Resolution which carries a voting exclusion and votes cast by him, other than as proxyholder, will be disregarded because of that interest. The Chairman of the Meeting intends to vote undirected proxies in favour of all the Resolutions.

If a CDI holder does **NOT** mark an 'X' in this box and the Chairman of the Meeting (whether nominated or by default) is proxy in respect of the CDI holder's CDIs, the Chairman of the Meeting will not be able to exercise this proxy on a Resolution which carries a voting exclusion if he has an interest in the outcome of the Resolution, and votes cast by him as proxyholder in respect of this proxy on the Resolution will be disregarded unless the CDI holder has directed the Chairman of the Meeting as proxy how to vote below on the Resolution.

VOTING DIRECTIONS TO PROXY – A CDI HOLDER SHOULD MARK AN 'X' IN THE APPROPRIATE BOX TO INDICATE HOW THE CDI HOLDER WISHES THE PROXY/PROXIES TO VOTE ON EACH RESOLUTION (SEE ALSO THE INSTRUCTIONS IN PART IV OF THE NOTES ATTACHED)

Securityholder Reference Number (SRN)

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Ordinary Resolutions		For	Against	Abstain*
	Ordinary Business			
1	Adoption of Directors' Report and Audited Financial Statements			
2	Approval of Directors' fees			
3(a)	Re-election of Subianto Arpan Sumodikoro as Director			
3(b)	Re-election of Ng Soon Kai as Director			
4	Re-appointment of Nexia TS Public Accounting Corporation as Auditors			
	Special Business			
5	Authority to issue shares pursuant to share issue mandate			
6	Authority to issue new shares pursuant to share issue mandate at discount of up to 20% (contingent on the passing of Resolution 5)			
7	Authority to allot and issue shares under the Interra Share Option Plan			
8	Renewal of Share Purchase Mandate			

* If a CDI holder marks the 'Abstain' box for a particular Resolution, the CDI holder is directing the proxy nominated by him/it not to vote on behalf of CDN on a show of hands or a poll.

V CHESS DEPOSITARY NOMINEES PTY LTD

Adrian Chan Pengee
 Company Secretary
 Interra Resources Limited
 (Agent for CHESS Depository Nominees Pty Ltd)

(Please also see Part V of the Notes section attached)

VI TO BE COMPLETED BY A CDI HOLDER IF HE/IT WISHES TO PERSONALLY ATTEND, SPEAK AND VOTE AT THE MEETING, OR WISHES TO NOMINATE A PROXY/PROXIES TO DO SO ON HIS/ITS BEHALF UNDER PART III ABOVE. THIS PART MUST BE SIGNED IN ACCORDANCE WITH THE INSTRUCTIONS IN PART VI OF THE NOTES ATTACHED.

Individual 1

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**Signature of CDI Holder/
Sole Director and Sole Secretary**

Individual 2

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Signature of Director

Individual 3

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Signature of Director/Secretary

Dated this _____ day of April 2009

_____ Daytime Telephone Number

NOTES – How to Complete the Proxy Form

- III** 1. A CDI holder may nominate not more than two proxies (including the Chairman of the Meeting) to attend, speak and vote at the Meeting in his/its place as proxy for CDN in respect of his/its CDIs. A proxy need not be a member of the Company.

If a CDI holder leaves Part III of the Proxy Form blank or the proxy/proxies nominated by the CDI holder in Part III does/do not attend the Meeting, the Chairman of the Meeting will be the CDI holder's proxy by default and will vote as proxy for CDN in respect of the CDI holder's CDIs if the CDI holder does not attend the Meeting in person.

2. If a CDI holder wishes to nominate a second proxy, an additional Proxy Form may be obtained by telephoning the Company's Australian registry, Computershare Investor Services Pty Limited, at 1300 850 505 or 61 3 9415 5000 outside Australia, or the CDI holder may copy this form.

To nominate a second proxy a CDI holder must:

- (a) indicate that he/it wishes to nominate a second proxy by marking an 'X' in the box at the end of Part III on the first Proxy Form. A CDI holder must leave the box at the end of Part III blank on the second Proxy Form;
- (b) on the first Proxy Form state the proportion or number of CDIs applicable to the first proxy;
- (c) on the second Proxy Form state the proportion or number of CDIs applicable to the second proxy; and
- (d) return both Proxy Forms together in the same envelope.

A CDI holder who wishes to nominate more than one proxy to attend the Meeting must specify the proportion or number of CDIs to be represented by each proxy. If no proportion or number of CDIs is specified, the proxy named in the first Proxy Form shall be deemed to be entitled to vote in respect of 100 per cent (100%) of the CDIs of his nominator and the proxy named in the second Proxy Form shall be deemed to be appointed in the alternate.

- IV** A CDI holder who wishes to nominate a proxy/proxies to attend, speak and vote at the Meeting should mark an 'X' in the appropriate box to indicate how he/it wishes the proxy/proxies to vote on each Resolution. If the Proxy Form is returned without any indication as to how the proxy/proxies must vote, subject as otherwise provided in Part IV of the Proxy Form, the proxy/proxies may vote as he thinks/they think fit. If a CDI holder marks more than one box on a Resolution, his/its vote on that Resolution will be invalid.

- V** The Proxy Form, duly executed, must be lodged by the CDI holder not less than 48 hours before the time appointed for the Meeting at the office of the Company's Australian registry, Computershare Investor Services Pty Limited, at Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067, Australia or GPO Box 242, Melbourne VIC 3001, Australia or facsimile number 61 3 9473 2555.

Any Proxy Form received after that time will not be valid for the scheduled Meeting.

CDI HOLDERS DO NOT HAVE AN AUTOMATIC RIGHT TO ATTEND, SPEAK AND VOTE AT THE MEETING. A CDI HOLDER WHO WISHES TO ATTEND, SPEAK AND VOTE AT THE MEETING IN PERSON OR BY PROXY MUST COMPLETE (WHERE RELEVANT), SIGN/EXECUTE, AND RETURN THE PROXY FORM IN ACCORDANCE WITH THE INSTRUCTIONS IN THESE NOTES.

- VI** If a CDI holder wishes to attend, speak and vote at the Meeting, or wishes to nominate a proxy/proxies, this Proxy Form must be signed by the CDI holder or his attorney duly authorised in writing or, if the CDI holder is a corporation, executed under its common seal or by a duly authorised officer of the corporation or under the hand of its attorney duly authorised in writing. In the case of joint CDI holders, all joint CDI holders must sign the Proxy Form.

If the Proxy Form is being signed on behalf of a CDI holder by an attorney duly authorised in writing, then the CDI holder must have already lodged the power of attorney or a duly certified copy of the power of attorney with the Company or, alternatively, must attach the power of attorney or a certified copy of the power of attorney to the Proxy Form to be lodged with the Company.

GENERAL

The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the CDI holder are not ascertainable from the CDI holder's instructions specified in the Proxy Form.

The Company shall be entitled and bound to reject the Proxy Form if the person first named in the Proxy Form, being the CDI holder, is not shown, in the records of CDN as at a time not earlier than 48 hours prior to the time appointed for the Meeting supplied by CDN to the Company, to have any CDIs credited to a CDN account.

Documents may be lodged by posting, delivery or facsimile to:

Interra Resources Limited Share Registry
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001, Australia
Delivery: Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067, Australia
Facsimile: 61 3 9473 2555

COLLECTION AND DISCLOSURE STATEMENT

Your Personal Information and the Role of the Securities Registrar

Computershare Investor Services Pty Limited (ABN 48 078 279 277) ("CIS") understands that your privacy is important to you.

In its capacity as registrar for securities issuers ("our clients"), CIS collects personal information. Such information may include your name, address, securityholding balance, tax file number and bank account details. The primary purpose of collection of personal information is for the maintenance of our clients' registers of securityholders, facilitating distribution payments and other corporate actions and communications. If you do not provide complete and accurate information, we may not be able to effectively maintain your securityholding.

The Corporations Act 2001, Privacy Act 1988 and rules such as the ASTC Settlement Rules govern the collection, use and disclosure of your personal information.

Your personal information may be disclosed to the securities issuer, persons inspecting securities registers, bidders for your securities in the context of take-overs, regulatory bodies, including the Australian Tax Office, and authorised securities brokers. Your personal information may also be disclosed to contracted external service providers for the purpose of paying distributions and mailing corporation communication such as notice of meetings, proxy forms, annual reports and other information that our clients may wish to communicate to their securityholders. These disclosures are either required or permitted by the Corporations Act 2001, the ASTC Settlement Rules or other legislation.

Under the National Privacy Principles, you can access personal information that we hold about you although there are some exceptions to this. You also have the right to request that we correct information about you which is inaccurate, incomplete or out of date. If you wish to do so, please contact the relevant CIS office at the address set out on the documentation sent to you in relation to your securityholding. If your securityholding is broker sponsored, you need to contact that broker to update your registered name or address.

To ensure the integrity and safety of securityholders' personal information, CIS will only disclose to securityholders such information if our internal procedures are satisfied. In certain cases we may charge you a fee for access to information but we will inform you at that time.

In accordance with the Corporations Act 2001 and subject to compliance with the requirements of the Privacy Act 1988, you may be sent material (including marketing material) approved by the securities issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS at 1300 850 505 or 61 3 9415 5000 outside Australia.