



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.

**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 CHESS Depository Interests ("CDIs") relating to shares in Interra Resources Limited (the "Company") do not have an automatic right to attend, speak and vote at this Annual General Meeting ("AGM") of the Company. If a CDI holder wishes to personally attend, speak and vote at the AGM, 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 AGM 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. One CDI represents one ordinary share in the capital of the Company.

**I** 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:

| <b>II</b> | Name | Address | Securityholder Reference Number (SRN) |
|-----------|------|---------|---------------------------------------|
|           |      |         |                                       |

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|---|--|
| <b>CHESS Depository Interests ("CDIs") relating to shares in the Company in respect of which the proxy is appointed</b> |  |
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**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:

| <b>III</b> | 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 Annual General Meeting ("AGM")** 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 AGM of the Company to 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, 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 AGM.

**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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The Chairman of the AGM intends to vote undirected proxies held by him in favour of all the resolutions.

**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)**

| Ordinary Resolutions |  | For | Against | Abstain* |
|----------------------|--|-----|---------|----------|
|                      | <b>Ordinary Business</b>   |     |         |          |
| 1                    | Adoption of audited accounts   |     |         |          |
| 2                    | Approval of Directors' fees  |     |         |          |
| 3(a)                 | Re-election of Mr Sandiaga Salahuddin Uno  |     |         |          |
| 3(b)                 | Re-election of Mr Allan Charles Buckler  |     |         |          |
| 4                    | Re-election of Mr Marcel Han Liong Tjia  |     |         |          |
| 5                    | Re-appointment of Nexia TS Public Accounting Corporation   |     |         |          |
|                      | <b>Special Business</b>  |     |         |          |
| 6                    | Authority to issue shares pursuant to share issue mandate  |     |         |          |
| 7                    | Authority to issue new shares pursuant to share issue mandate at discount of up to 20% (contingent on passing of Resolution 6) |     |         |          |
| 8                    | Authority to allot and issue shares under the Interra Share Option Plan  |     |         |          |
| 9                    | 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 AGM, 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 & 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 2010

\_\_\_\_\_  
 Daytime contact 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 AGM) to attend, speak and vote at the AGM 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 AGM, the Chairman of the AGM 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 AGM 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 787 272 or 61 3 9415 4000 outside Australia, or the CDI holder may copy this form.

To nominate a second proxy a CDI holder must:

- 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;
- on the first Proxy Form state the proportion or number of CDIs applicable to the first proxy;
- on the second Proxy Form state the proportion or number of CDIs applicable to the second proxy; and
- return both Proxy Forms together in the same envelope.

A CDI holder who wishes to nominate more than one proxy to attend the AGM 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 AGM 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 AGM 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 2500.

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

**CDI HOLDERS DO NOT HAVE AN AUTOMATIC RIGHT TO ATTEND, SPEAK AND VOTE AT THE AGM. A CDI HOLDER WHO WISHES TO ATTEND, SPEAK AND VOTE AT THE AGM 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 AGM, 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. In addition, 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 AGM 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  
Posting: GPO Box 242, Melbourne VIC 3001, Australia  
Delivery: Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067, Australia  
Facsimile: 61 3 9473 2500

## **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 787 272 or 61 3 9415 4000 outside Australia.