



# INTERRA RESOURCES LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 197300166Z)  
(Australian Business No. 37 129 575 275)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Interra Resources Limited (the “**Company**”) will be held at Tanglin Room 1, Level 1, RELC International Hotel, 30 Orange Grove Road, Singapore 258352 on 28 April 2011 at 11:00 a.m. (or such time immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10:00 a.m. on the same day and at the same place) for the purposes of considering and, if though fit, passing (with or without modifications) the following ordinary resolution:

### **ORDINARY RESOLUTION 1: PROPOSED AMENDMENTS TO THE RULES OF THE INTERRA SHARE OPTION PLAN (THE “PLAN”)**

THAT the proposed amendments to the existing Rules of the Plan in accordance with the proposed amendments as set out in Appendix 1 to the Circular dated 12 April 2011 are hereby approved and adopted, and any of the Directors be and is hereby authorised to do all such acts as may be necessary or expedient in order to give full effect to this resolution.

For the purposes of this resolution, “**Market Price**” means in relation to a Share, a price equal to the average of the last dealt prices for a Share, as determined by reference to the daily official list or other publication published by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) for five (5) consecutive days on which the SGX-ST is open for trading of securities immediately preceding the date of offer to grant an Option, rounded up to the nearest whole cent in the event of fractional prices.

### BY ORDER OF THE BOARD

Adrian Chan Pengee  
Company Secretary

Singapore  
12 April 2011

### **NOTE:**

A member of the Company entitled to attend and vote at the EGM 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 1 Grange Road, #05-04 Orchard Building, Singapore 239693 not less than forty-eight (48) hours before the time appointed for holding the EGM.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor (“Sponsor”), Collins Stewart Pte. Limited, for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”). Collins Stewart Pte. Limited has not independently verified the contents of this notice. This notice has not been examined or reviewed by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.*

*The contact person for the Sponsor is Mr Alex Tan, Managing Director, Corporate Finance, Collins Stewart Pte. Limited, at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.*

**PROXY FORM**  
**Extraordinary General Meeting**

**INTERRA RESOURCES LIMITED**

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 (Company Registration No. 197300166Z)  
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**IMPORTANT:**

1. For investors who have used their CPF monies to buy shares of Interra Resources Limited, this Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No.)  
 of \_\_\_\_\_ (Address)  
 being a Shareholder/Shareholders of Interra Resources Limited (the “**Company**”), hereby appoint:

Name	Address	NRIC / Passport No.	Proportion of Shareholdings to be Represented by Proxy
and/or (delete as appropriate)			

or failing him/them, the Chairman of the Extraordinary General Meeting (“**EGM**”) as my/our proxy/proxies to attend and to vote on my/our behalf and, if necessary, to demand a poll, at the EGM of the Company to be held at Tanglin Room 1, Level 1, RELC International Hotel, 30 Orange Grove Road, Singapore 258352 on 28 April 2011 at 11:00 a.m. (or such time immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10:00 a.m. on the same day and at the same place).

I/We direct my/our proxy/proxies to vote for or against the resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, my/our proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the EGM and at any adjournment thereof.

Ordinary Resolution 1	For	Against
Proposed amendments to the Rules of the Interra Share Option Plan		

(Please indicate the number of votes as appropriate in the space provided.)

Dated this \_\_\_\_ day of April 2011

<b>Total Number Of Shares Held</b>

\_\_\_\_\_  
 Signature(s) or Common Seal of Shareholder(s)

**IMPORTANT: Please read notes overleaf**

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## NOTES

1. A Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a Shareholder appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
2. A Shareholder should insert the total number of shares held by him. If he has shares entered against his name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50), he should insert that number of shares. If he has shares registered in his name in the Register of Members, he should insert that number of shares. If he has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares entered against his name in the Depository Register and registered in his name in the Register of Members. If no number is inserted, the instrument of proxy shall be deemed to relate to all the shares held by him.
3. The instrument of proxy must be under the hand of the Shareholder or his attorney duly authorised in writing. Where the Shareholder is a corporation, the instrument of proxy must be executed under its common seal or under the hand of its attorney duly authorised in writing.
4. The instrument of proxy (together with the power of attorney, if any, under which it is signed or a duly certified copy thereof) must be lodged at the registered office of the Company at 1 Grange Road, #05-04 Orchard Building, Singapore 239693 not less than forty-eight (48) hours before the time appointed for holding the EGM.
5. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
6. The Company shall be entitled to reject the instrument of proxy if it is incomplete, improperly completed or illegible or where the true intentions of the Shareholder are not ascertainable from the instructions specified in the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument of proxy lodged if the Shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register forty-eight (48) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

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### **INTERRA RESOURCES LIMITED**

1 Grange Road  
#05-04 Orchard Building  
Singapore 239693

# PROXY FORM

## Extraordinary General Meeting

### INTERRA RESOURCES LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 197300166Z)

(Australian Business No. 37 129 575 275)

**IMPORTANT:**

Holders of CHESS Depositary Interests (“CDIs”) relating to shares in Interra Resources Limited (the “Company”) do not have an automatic right to attend and vote at this Extraordinary General Meeting (“EGM”) of the Company. If a CDI holder wishes to personally attend and vote at the EGM, the CDI holder MUST sign/execute Part VI and lodge this Proxy Form in accordance with the instructions in the Notes to this Proxy Form. If the CDI holder wishes to appoint a proxy/proxies to attend and vote at the EGM on his/its behalf, the CDI holder MUST complete Part III and Part IV (in each case where relevant), sign/execute Part VI, and lodge 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** CHESS Depositary Nominees Pty Ltd (“CDN”) of 20 Bridge Street, Sydney NSW 2000, Australia, a holder of shares in Interra Resources Limited, hereby appoints:

<b>II</b>	<b>Name of CDI Holder</b>	<b>Address</b>	<b>Securityholder Reference Number (SRN)</b>

<b>Total Number of CDIs Held</b>	
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**OR failing him/it**, the person whose details are given in Part III below provided that such details have been verified in Part VI below by 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 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>	<b>Name</b>	<b>Proportion of CDIs (%) OR Number of CDIs to be Represented by Proxy</b>		
		%	OR	

**OR failing the person referred to in this Part III OR if no person is appointed in this Part III, the Chairman of the EGM** 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 and vote on our behalf and, if necessary, to demand poll, at the EGM of the Company to be held at Tanglin Room 1, Level 1, RELC International Hotel, 30 Orange Grove Road, Singapore 258352 on 28 April 2011 at 11:00 a.m. (or as soon as thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10:00 a.m. on the same day and at the same place), and at any adjournment thereof. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the EGM and at any adjournment thereof.

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

The appointment 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 APPOINTED BY HIM/THEM HOW TO VOTE, PLEASE MARK AN 'X' IN THIS BOX.

The Chairman of the EGM 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 (PLEASE SEE ALSO THE INSTRUCTIONS IN PART IV OF THE NOTES ATTACHED)**

Ordinary Resolution 1	For	Against	Abstain
Approval of proposed amendments to Interra Share Option Plan			

**V CHESS DEPOSITARY NOMINEES PTY LTD**

Adrian Chan Pengee  
Company Secretary  
Interra Resources Limited  
For CHESS Depositary Nominees Pty Ltd

(Please also see Part V of the Notes attached)

**VI TO BE COMPLETED BY A CDI HOLDER IF HE/IT WISHES TO PERSONALLY ATTEND AND VOTE AT THE EGM, OR WISHES TO APPOINT 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**

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

**Individual 2**

**Signature of Director**

**Individual 3**

**Signature of Director/  
Secretary**

Dated this \_\_\_\_ day of April 2011

\_\_\_\_\_  
Daytime contact number

## NOTES – How to Complete the Proxy Form

- III** 1. A CDI holder may appoint not more than two (2) proxies (including the Chairman of the EGM) to attend and vote at the EGM in his/its place as proxy for CDN in respect of his/its CDIs. A proxy need not be a member of the Company.
2. If a CDI holder leaves Part III of the Proxy Form blank or the proxy/proxies appointed by the CDI holder in Part III does/do not attend the EGM, the Chairman of the EGM 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 EGM in person.
3. If a CDI holder wishes to appoint 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 (within Australia) or 61 3 9415 4000 (outside Australia), or the CDI holder may copy this form.

To appoint a second proxy a CDI holder must:

- (a) indicate that he/it wishes to appoint 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) lodge both Proxy Forms together in the same envelope.

A CDI holder who wishes to appoint more than one proxy to attend the EGM 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% of the CDIs of his appointor and the proxy named in the second Proxy Form shall be deemed to be appointed as the alternate.

- IV** A CDI holder who wishes to appoint a proxy/proxies to attend and vote at the EGM 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 lodged 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** **CDI HOLDERS DO NOT HAVE AN AUTOMATIC RIGHT TO ATTEND AND VOTE AT THE EGM. A CDI HOLDER WHO WISHES TO ATTEND AND VOTE AT THE EGM IN PERSON OR BY PROXY MUST COMPLETE (WHERE RELEVANT), SIGN/EXECUTE AND LODGE THE PROXY FORM IN ACCORDANCE WITH THE INSTRUCTIONS IN THESE NOTES.**

The Proxy Form, duly executed, must be lodged by the CDI holder not later than forty-eight (48) hours before the time appointed for the EGM 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 1800 783 447 (within Australia) or 61 3 9473 2555 (outside Australia).

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

- VI** If a CDI holder wishes to attend and vote at the EGM, or wishes to appoint 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 to reject the Proxy Form if the person first named in the Proxy Form, being the CDI holder, is not shown to have any CDIs credited to a CDN account in the records of CDN forty-eight (48) hours before the time appointed for the EGM, as supplied by CDN to the Company.

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

Interra Resources Limited

c/o Computershare Investor Services Pty Limited

Posting: GPO Box 242, Melbourne VIC 3001, Australia

Delivery: Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067, Australia

Facsimile: 1800 783 447 (within Australia) or 61 3 9473 2555 (outside Australia)

## **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 (within Australia) or 61 3 9415 4000 (outside Australia).