

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

Interra Copper Corp. (the “**Company**”)
(formerly *IMC International Mining Corp.*)
Suite 2200, 885 West Georgia Street
Vancouver, British Columbia
Canada V6C 3E8

Item 2. Date of Material Change

May 27, 2021

Item 3. News Release

The Company disseminated a news release in respect of the material change referred to in this report on May 27, 2021, through Stockwatch and Baystreet and a copy was subsequently filed on SEDAR.

Item 4. Summary of Material Change

The Company announced it will begin operating under its new name of Interra Copper Corp. effective Monday, May 31, 2021.

In addition, the Company announced that, further to its news releases of April 16, 2021, and May 19, 2021, it re-opened its private placement offering financing due to late receipt of a subscription agreement.

Item 5: Full Description of Material Change

The Company announced it will begin operating under its new name of Interra Copper Corp. effective Monday, May 31, 2021. This rebranding strategy reflects both the evolution of the Company as well as its vision for the future.

The Canadian Securities Exchange (“**CSE**”) will publish a bulletin announcing when the common shares of the Company will commence trading under its new name of Interra Copper Corp. The CUSIP number and ISIN will change to 46072A103 and CA46072A1030, respectively. The Company’s trading symbol will remain as “**IMCX**” on the CSE. No action is required to be taken by shareholders with respect to the name change. Outstanding share and warrant certificates are not affected by the name change and do not need to be exchanged.

Private Placement Financing

In addition, the Company announced that, further to its news releases of April 16, 2021, and May 19, 2021, it re-opened its private placement offering (the “**Offering**”) financing due to late receipt of a subscription agreement.

The third and final tranche of the Company’s Offering closes May 28, 2021, subject to acceptance of the CSE, and the Company will be issuing an aggregate of 166,667 units (“**Units**”) at \$0.15 per Unit for gross proceeds of \$25,000.05. Net proceeds will be used for working capital.

Each Unit consists of one common share in the capital of the Company (“**Share**”) and one Share purchase warrant exercisable at \$0.30 until May 28, 2023, into an additional Share. All securities to be issued

pursuant to the third and final tranche of the Offering are subject to a hold period under applicable Canadian securities laws of four months and one day expiring September 29, 2021.

In connection with the third and final tranche of the Offering, finder's fees of \$1,750.00 (cash) and 11,666 finder's warrants are applicable. Each finder's warrant shall entitle the holder thereof to purchase one Share at an exercise price of \$0.20 until May 28, 2023.

From the three tranches of the Offering, the Company raised total gross proceeds of \$2,701,452.95 through the sale of an aggregate of 8,873,740 flow-through units and 6,178,033 Units.

The securities offered have not been registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws and may not be offered or sold absent registration or compliance with an applicable exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

This report is not being filed on a confidential basis.

Item 7. Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8. Executive Officer

Dave McMillan, Interim Chief Executive Officer
Telephone: 778-773-4560

Item 9. Date of Report

June 1, 2021