

**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

July 29, 2021

Item 3. News Release

The Company disseminated a news release in respect of the material change referred to in this report on July 29, 2021, through Accesswire and a copy was subsequently filed on SEDAR.

Item 4. Summary of Material Change

The Company announced the appointment of Mr. Gordon Neal as an Independent Director and the grant of 600,000 stock options thereto.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced the appointment of Mr. Gordon Neal to its board of directors effective immediately.

Mr. Neal is currently President of Neal & Company Consultants, having provided more than 30 years of capital markets and corporate governance advisory services to public and private companies. Neal & Company have raised more than \$700,000,000 for companies across many sectors including precious metals, oil and gas, forestry, and clean tech industries. From August 2017 to March 2021, Gordon was President of New Pacific Metals Corp., with prior positions as VP Corporate Development at Silvercorp Metals, and for 9 years was VP Corporate Development at Mag Silver Corp. in the 1990s, Gordon was also the founder and president of Neal McInerney Investor Relations, which at the time, was the second largest investor relations firm in Canada. During the 1980s, Mr. Neal was Communications Special Assistant to the Prime Minister of Canada and Immigration Special Assistant to the Minister of Employment and Immigration. Mr. Neal holds a Bachelor of Science degree from Dalhousie University, Halifax, Nova Scotia.

Mr. Neal will also join the Audit and Corporate Governance Committees, which will then be comprised of four Independent Directors. Mr. Neal has also been granted 600,000 options exercisable for five years at \$0.22 in accordance with the Company’s equity incentive plan and are subject to vesting over a period of 18 months.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

July 29, 2021