

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

**Item 1            Name and Address of Company**

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

**Item 2            Date of Material Change**

October 29, 2021

**Item 3            News Release**

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Globe Newswire on October 29, 2021, and a copy was subsequently filed on SEDAR.

**Item 4            Summary of Material Change**

The Company announced it has closed a non-brokered private placement issuing an aggregate of 925,000 flow-through units (“**FT Units**”) at a price of \$0.20 per FT Unit and 110,000 non-flow-through units (“**Non-FT Units**”) at a price of \$0.15 per Non-FT Unit for gross proceeds of \$201,500.

**Item 5            Full Description of Material Change**

**5.1                Full Description of Material Change**

The Company announced that it has closed a non-brokered private placement (the “**Private Placement**”) issuing an aggregate of 925,000 flow-through units (“**FT Units**”) at a price of \$0.20 per FT Unit and 110,000 non-flow-through units (“**Non-FT Units**”) at a price of \$0.15 per Non-FT Unit for gross proceeds of \$201,500.

Each FT Unit consists of one common share in the capital of the Company that qualifies as a “flow-through share” for the purposes of the Income Tax Act (*Canada*) and one non-flow-through warrant (“**Warrant**”) exercisable at \$0.30 for 24 months from the date of issuance into a common share in the capital of the Company (a “**Share**”). Each Non-FT Unit consists of one Share and one Warrant exercisable at \$0.30 for 24 months from the date of issuance into a Share.

Proceeds from the sale of the FT Units will be used before December 31, 2022, to fund exploration programs on the Company’s Thane Property in north-central British Columbia that qualify as Canadian exploration expenses and flow-through mining expenditures”, as those terms are defined in the Income Tax Act (Canada), and as “BC flow-through mining expenditures” as defined the Income Tax Act (British Columbia). Proceeds from the sale of the Non-FT Units will be used for general working capital purposes.

All securities issued pursuant to the Private Placement are subject to a hold period under applicable Canadian securities laws of four months and one day from the date of closing of the Private Placement.

Greg Hawkins, Chairman of the Board of Directors of the Company, Jason Nickel, Chief Executive Officer and Director of the Company, and ACB Services Inc., a private company held by Jason Nickel, participated

in the Private Placement by purchasing 250,000 FT Units, 125,000 FT Units, and 50,000 Non-FT Units, respectively. As such, the transaction constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security holders in Special Transactions (“**MI 61-101**”). The Company has relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of related party participation in the Private Placement as neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involves the related parties, exceeded 25% of the Company’s market capitalization. The Company did not file a material change report more than 21 days before the closing of the Private Placement as the details of the participation therein by related parties of the Company had not been determined until shortly prior to closing of the Private Placement.

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.

**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**

Jason Nickel  
Chief Executive Officer and Director  
Telephone: 604-588-2110

**Item 9 Date of Report**

October 29, 2021