

**LETTER OF TRANSMITTAL
FOR REGISTERED HOLDERS OF COMMON SHARES OF
INTERRA COPPER CORP.
("INTERRA" or the "Issuer")**

This letter of transmittal (the "**Letter of Transmittal**") is for use by registered holders ("**Interra Shareholders**") of INTERRA Shares for the purpose of the Consolidation referenced in the news release (the "News Release") of INTERRA dated April 20, 2022, available under INTERRA's profile on SEDAR at www.sedar.com. Capitalized terms used but not otherwise defined herein have the respective meanings ascribed thereto in the News Release.

The Consolidation Resolution was approved by INTERRA's board of directors and INTERRA has made the necessary filings to give effect to the Consolidation.

In order to receive the New INTERRA Shares to which an INTERRA Shareholder is entitled pursuant to the Consolidation, on the basis of one (1) New INTERRA Share ("**New INTERRA Share**") for every nine (9) pre-consolidated INTERRA Shares, each INTERRA Shareholder must forward by personal delivery or by registered mail a properly completed Letter of Transmittal accompanied by the share certificate(s) representing their existing INTERRA Shares, if applicable, to Odyssey Trust Company (the "**Transfer Agent**"). Where existing INTERRA Shares are held in the Direct Registration System ("**DRS**"), a copy of the INTERRA Shareholder's last DRS Transaction Statement is not required, but is preferred.

The instructions accompanying this Letter of Transmittal specify certain signature guarantees and additional documents that INTERRA Shareholders may be required to provide with this Letter of Transmittal. INTERRA Shareholders may, upon request, be required to execute any additional documents deemed by the Transfer Agent, at their discretion, to be reasonably necessary or desirable to complete the deposit and cancellation of their existing INTERRA Shares in exchange for the applicable New INTERRA Shares. It is recommended that INTERRA Shareholders complete, sign and return this Letter of Transmittal, with any accompanying certificate(s) representing their existing INTERRA Shares, if applicable, to the Transfer Agent as soon as practicable following receipt of such Letter of Transmittal.

Until surrendered, each certificate or DRS position which immediately prior to the effective time of the Consolidation represented pre-Consolidation INTERRA Shares will be deemed, at any time after the effective time of the Consolidation, to represent the number of whole New INTERRA Shares to which such INTERRA Shareholder is entitled as a result of the Consolidation.

This Letter of Transmittal is for use by registered INTERRA Shareholders only and is not to be used by beneficial (non-registered) holders of INTERRA Shares ("Beneficial Holders"). Beneficial Holders do not have INTERRA Shares registered in their name, but hold their INTERRA Shares through an intermediary, which include, among others, banks, trust companies, securities dealers, brokers or financial advisors. If you are a Beneficial Shareholder, you should contact your Intermediary for instructions and assistance in depositing your INTERRA Shares.

No fractional New INTERRA Shares will be issued, and no cash consideration will be paid in lieu thereof, in connection with the Consolidation. If, as a result of the Consolidation, an INTERRA Shareholder would otherwise become entitled to a fractional New INTERRA Share, such fraction will be rounded up to the nearest whole number if the fractional entitlement is greater than or equal to 0.5 and rounded down to the nearest whole number if the fractional entitlement is less than 0.5 and each INTERRA Shareholder who would otherwise have been entitled to receive a fractional New INTERRA Share will have no further interest in INTERRA with respect to its fractional New INTERRA Shares.

TO: ODYSSEY TRUST COMPANY

AND TO: INTERRA COPPER CORP.

In connection with the Consolidation, the undersigned hereby irrevocably deposits with the Transfer Agent the enclosed certificate(s) representing INTERRA Shares, details of which are as follows:

Certificate Number(s) if applicable*	Number of INTERRA Shares	Registered in the Name of

**if shares are held in the Direct Registration System (DRS), please indicate DRS (and account number if known). (Please print or type. If space is insufficient, please attach a list to this Letter of Transmittal in the above form.)*

It is understood that, upon receipt of the certificate(s) representing the INTERRA Shares deposited herewith (the “**Deposited Shares**”), this Letter of Transmittal, duly completed and signed, and all other required documents, if any, the Transfer Agent will deliver DRS Statements or certificate(s) representing the New INTERRA Shares that the undersigned is entitled to receive under the Consolidation or hold such New INTERRA Shares for pick-up in accordance with the instructions set out below, and the certificate(s) representing the Deposited Shares will forthwith be cancelled.

The undersigned INTERRA Shareholder hereby represents, warrants, covenants, acknowledges and agrees in favour of INTERRA that: (i) the undersigned is the registered holder of the Deposited Shares; (ii) such Deposited Shares are owned by the undersigned free and clear of all liens, charges, and encumbrances; (iii) the undersigned has full power and authority to execute and deliver this Letter of Transmittal and to deposit and deliver the Deposited Shares for cancellation and exchange for New INTERRA Shares pursuant to the Consolidation and that none of INTERRA, or any successor thereto will be subject to any adverse claim in respect of the deposit of such Deposited Shares; (iv) the surrender of the Deposited Shares complies with all applicable laws; (v) all information inserted by the undersigned into this Letter of Transmittal is complete, true and accurate; (vi) the undersigned irrevocably constitutes and appoints the Transfer Agent, each officer and director of INTERRA and any other person designated by INTERRA in writing, the true and lawful agent, attorney and attorney-in-fact of the undersigned with respect to the Deposited Shares and any distributions on such securities with full power of substitution (such power of attorney, being coupled with an interest, being irrevocable) in the name of and on behalf of the undersigned, to register or record the cancellation and exchange of such Deposited Shares for New INTERRA Shares; and (vii) the issuance and delivery of the appropriate number of New INTERRA Shares in accordance with the instructions set out below and the information contained in the Circular will completely discharge any and all obligations of INTERRA and the Transfer Agent with respect to the matters contemplated by this Letter of Transmittal. These representations, warranties, covenants, acknowledgements and agreements shall survive the completion of the Consolidation.

The instructions accompanying this Letter of Transmittal specify certain signature guarantees and additional documents that the undersigned may be required to provide with this Letter of Transmittal. Additionally, the undersigned may, upon request, be required to execute any additional documents deemed by the Transfer Agent or INTERRA in their discretion to be reasonably necessary or desirable to complete the deposit and cancellation of the Deposited Shares in exchange for the applicable New INTERRA Shares contemplated by this Letter of Transmittal. The undersigned hereby acknowledges that the delivery of the Deposited Shares shall be effected and the risk of loss of such Deposited Shares shall pass only upon proper receipt thereof by the Transfer Agent.

Each authority conferred or agreed to be conferred by the undersigned in this Letter of Transmittal shall survive the death or incapacity of the undersigned and any obligation of the undersigned hereunder shall be binding upon the heirs, personal representatives, legal representatives, successors and assigns of the undersigned.

The undersigned instructs INTERRA and the Transfer Agent to, upon receipt of a properly completed and signed Letter of Transmittal, the applicable INTERRA Share certificate(s), if any, and all other required documentation, if any, issue or cause to be issued DRS Statements or certificate(s) representing the New INTERRA Shares to which the undersigned is entitled pursuant to the Consolidation and mail such DRS Statements or certificate(s) by first-class insured mail, postage prepaid, or hold such DRS Statements or certificate(s) for pick-up, all in accordance with the instructions set out below. If a certificate representing Deposited Shares has any restrictive legends on the back thereof, the new DRS Statement or share certificate will be issued with the same restrictive legends, if any.

It is understood that the undersigned will not receive the New INTERRA Shares in respect of the Deposited Shares until the certificate(s) or a copy of the DRS statement representing the Deposited Shares owned by the undersigned are received by the Transfer Agent at the address set forth on the back of this Letter of Transmittal, together with a duly completed and signed Letter of Transmittal and all other required documents, if any, and until the same are processed by the Transfer Agent.

The undersigned authorizes and directs the Transfer Agent to issue a DRS Transaction Statement representing New INTERRA Shares to which the undersigned is entitled as indicated below and to mail such DRS Statement to the address indicated below or, if no instructions are given, in the name and to the address if any, of the undersigned as appears on the share register maintained by the Transfer Agent.

A. ISSUANCE OF NEW INTERRA SHARES

DRS Transaction Statement representing New INTERRA Shares is to be registered as follows:

Name: _____

Address: _____

Postal (Zip) Code: _____

Please issue a physical share certificate instead of a DRS Transaction Statement

<p>B. DELIVERY</p> <p><input type="checkbox"/> Mail or make available for delivery DRS Transaction Statement or certificate representing New INTERRA Shares as follows:</p> <p>Name: _____</p> <p>Address: _____</p> <p>_____</p> <p>Postal (Zip) Code: _____</p> <p><input type="checkbox"/> Make available for pick-up at the office of the Transfer Agent, against a counter receipt, by:</p> <p>Name: _____</p> <p>Address: _____</p> <p>_____</p> <p><input type="checkbox"/> Deliver DRS Transaction Statement by email to the following address:</p> <p>_____ ¹</p>	<p>C. SIGNATURE GUARANTEE</p> <p>IMPORTANT: This box must be completed fully if the name in which any New INTERRA Shares is to be issued differs from the name of the registered holder appearing on the existing INTERRA Share certificate(s). (See instruction 3)</p> <p>Date: _____</p> <p>Signature: _____</p> <p>Name: _____</p> <p>Address: _____</p> <p>_____</p> <p>Postal (Zip) Code: _____</p> <p>Signature Guaranteed by:</p> <p>_____</p>
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IMPORTANT: THIS LETTER OF TRANSMITTAL MUST BE DATED AND SIGNED

Dated: _____

Signature(s) of Registered Shareholder(s)

Name of Shareholder

Name of authorized representative, if applicable

If the signature is by a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or any other person acting in a fiduciary or representative capacity, proof of signing authority dated within 6 months is required. See instructions 4 for full details.

¹ By providing their email address, the undersigned consents to electronic delivery by the Transfer Agent.

INSTRUCTIONS

1. Use of Letter of Transmittal

- (a) Unless defined in this Letter of Transmittal, capitalized terms have the meaning ascribed thereto in the News Release. INTERRA Shareholders should refer to the News Release for particulars of the Consolidation.
- (b) Each INTERRA Shareholder holding certificate(s) or DRS position(s) representing INTERRA Shares must send or deliver this Letter of Transmittal duly completed and signed together with the share certificate(s) described herein to the Transfer Agent at the office listed herein. The method of delivery to the Transfer Agent is at the option and risk of the INTERRA Shareholder. It is recommended that such documents be delivered by hand to the Transfer Agent and a receipt obtained. If mail is used, courier or registered mail, properly insured with acknowledgement of receipt requested, is suggested. Delivery will be effected only when documents are actually received by the Transfer Agent at the office set out below.
- (c) INTERRA shareholders whose INTERRA Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee should contact that nominee for instructions and assistance in depositing those INTERRA Shares.
- (d) All questions as to the validity, form and acceptance of any INTERRA Shares will be determined by INTERRA in its absolute discretion and such determination shall be final and binding. INTERRA reserves the right if it so elects in its absolute discretion to instruct the Transfer Agent to waive any defect or irregularity contained in any Letter of Transmittal and/or any accompanying documents received by it.

2. Signatures

- (a) If this Letter of Transmittal is signed by the registered owner(s) of the accompanying certificate(s) representing INTERRA Shares, such signature(s) on this Letter of Transmittal must correspond with the name(s) as registered or as written on the face of such certificate(s) without any change whatsoever, and the certificate(s) need not be endorsed.
- (b) If any of the Deposited Shares are owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal.
- (c) If this Letter of Transmittal is signed by a person other than the registered owner(s) of the accompanying certificate(s) representing INTERRA Shares, or if a certificate(s) representing New INTERRA Shares is to be issued to a person other than the registered owner(s), the registered INTERRA Shareholder must fill in Part C as well as Parts A and B of this Letter of Transmittal and:
 - (i) such deposited certificate(s) must be endorsed or be accompanied by appropriate share transfer power(s) of attorney duly and properly completed by the registered owner(s); and
 - (ii) the signature(s) on such endorsement or share transfer power(s) of attorney must correspond exactly to the name(s) of the registered owner(s) as registered or as appearing on the certificate(s) and must be guaranteed as noted in Instruction 3 below.

3. Guarantee of Signatures

- (a) No signature guarantee is required on this Letter of Transmittal if it is signed by the registered holder(s) of the INTERRA Shares deposited therewith, unless this Letter of Transmittal is signed by a person other than the registered owner(s) of the accompanying certificate(s) representing INTERRA Shares, or if a certificate(s) representing New INTERRA Shares is to be issued to a person other than the registered owner(s).
- (b) If this Letter of Transmittal is signed by a person other than the registered owner(s) of the INTERRA

Shares, or if the Consolidation is not completed and the accompanying certificate(s) are to be returned to a person other than such registered owner(s), or sent to an address other than the address of the registered owner(s) as shown on the registers of the transfer agent of INTERRA, or if the New INTERRA Shares are to be issued in a name other than the registered owner(s), such signature must be guaranteed by an Eligible Institution (as defined below), or in some other manner satisfactory to the Transfer Agent (except that no guarantee is required if the signature is that of an Eligible Institution). See also Instruction 2.

An “**Eligible Institution**” means a member of the Securities Transfer Agents Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada and/or the United States, members of the Investment Industry Regulatory Organization of Canada, members of the Financial Industry Regulatory Authority or banks and trust companies in the United States. A signature guarantee will also be accepted from a Canadian Schedule 1 chartered bank that is not participating in a Medallion Signature Guarantee Program and makes available its list of authorized signing officers to the Transfer Agent. Currently signature guarantees are accepted from Bank of Nova Scotia, Royal Bank of Canada and TD Bank.

4. Fiduciaries, Representatives and Authorizations

Where the Letter of Transmittal is executed on behalf of a corporation, partnership or association or by an agent, executor, administrator, trustee, guardian or any person acting in a representative capacity, the Letter of Transmittal must be accompanied by satisfactory evidence of their proof of appointment and authority to act within six months from the date of submission. INTERRA and the Transfer Agent may, at their discretion, require additional evidence of appointment or authority or additional documentation.

5. Lost Certificates

If a share certificate has been lost or destroyed, the Letter of Transmittal must be completed as fully as possible and forwarded to the Transfer Agent together with a letter stating the loss. The Transfer Agent will respond with the replacement requirements, which must be properly completed and returned prior to effecting the exchange.

6. Privacy Notice

As Transfer Agent, Odyssey Trust Company takes your privacy seriously. In the course of providing these services, we receive non-public, personal information about you. We receive this information through transactions we perform for you and through other communications with you. We may also receive information about you by virtue of your transactions with affiliates of Odyssey Trust Company or other parties. This information may include your name, social insurance number, stock/unit ownership information and other financial information. With respect to both to current and former securityholders, Odyssey Trust Company does not share non-public personal information with any non-affiliated third party except as necessary to process a transaction, service your account or as permitted by law. Our affiliates and outside service providers with whom we share information are legally bound not to disclose the information in any manner, unless permitted by law or other governmental process. We strive to restrict access to your personal information to those employees who need to know the information to provide our services to you, and we maintain physical, electronic and procedural safeguards to protect your personal information. Odyssey Trust Company realizes that you entrust us with confidential personal and financial information and we take that trust very seriously. By providing your personal information to us and signing this form, we will assume, unless we hear from you to the contrary, that you have consented and are consenting to this use and disclosure. A complete copy of our Privacy Policy may be accessed at www.odysseytrust.com or you may request a copy in writing to 350 – 409 Granville St., Vancouver, BC, V6C 1T2.

7. Miscellaneous

Additional copies of the Letter of Transmittal may be obtained from the Transfer Agent at the office listed below. Any questions should be directed to the Transfer Agent by e-mail to corp.actions@odysseytrust.com.

By Mail, Hand Trader's Bank Building
or Courier: 702 – 67 Yonge Street Toronto
 ON M5E 1J8
 Attention: Corporate Actions

You may also contact your broker, investment dealer, commercial bank, trust company manager, bank manager, lawyer or other professional advisor for assistance concerning the completion of this Letter of Transmittal.