

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

June 30, 2022

Item 3 News Release

The Company disseminated a news release in respect of the material change referred to in this report on July 6, 2022, through Globe Newswire and a copy was subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced the voting results from its Annual General and Special Meeting of Shareholders that was held on June 30, 2022. Shareholders were asked to vote on several items of business as described in the Company’s Management Information Circular dated May 12, 2022, and all proposals put forward to the Company’s shareholders were approved. Shareholders elected incumbent directors Jason Nickel and David McAdam and new directors Thomas Hawkins and Scott Young.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced the voting results from its Annual General and Special Meeting of Shareholders that was held on June 30, 2022 (the “**Meeting**”). Shareholders were asked to vote on several items of business as described in the Company’s Management Information Circular dated May 12, 2022 (the “**Circular**”), and all proposals put forward to the Company’s shareholders were approved. A total of 1,931,743 Common shares representing approximately 23.03% of the Company’s issued and outstanding shares were voted in person or by proxy at the Meeting.

Shareholders fixed the number of directors to be elected at the Meeting at four and elected incumbent directors Jason Nickel and David McAdam and new directors Thomas Hawkins and Scott Young.

Thomas Hawkins is a registered professional geologist (APEGBC) and Qualified Person as defined by National Instrument 43-101. Mr. Hawkins is President of Vanmin Development Corp., a company founded in 2018 to identify greenfields exploration targets. He also serves as Vice President of Exploration at Pacific Empire Minerals Corp. and previously as Vice President of Exploration at Northway Resources Corp. and Vice President of Exploration at Kenorland Minerals Ltd.

Scott Young was an investment advisor holding both Canadian and U.S. securities licenses up until 2000. He has worked as a corporate governance and communications consultant since 2000 in the technology, mining and pharmaceutical industries, with clients trading on both Canadian and American stock exchanges. During the 2020 Winter Olympics he was an in-house consultant with Alda Pharmaceuticals which was the infection control sponsor for the games. The Company was also named in the TSXV Top 50 listed companies the same year. Previously, he was the Managing Director of Sonoma Resources Inc.,

which completed a reverse takeover of Element Lifestyle Retirement Inc. in December 2015. Over the last five years, he has provided consulting services and has held directorships with issuers listed on the TSX Venture Exchange and Canadian Securities Exchange.

The Company extended special thanks to past Chairman T. Greg Hawkins. Mr. Hawkins has had a distinguished career in the mineral exploration industry. He was a key figure in the establishment of at least seven public companies and the discovery and definition of mineral resources that drove billions of dollars in value into those ventures. In 1990, Mr. Hawkins started CME Consultants Inc., an international full-service consultancy and contracting firm which grew to serve over 100 clients in 25 countries and employ thousands of people. He was instrumental in assembling the core assets of Interra - the Thane group of claims - over the past decade and advancing Thane's geological model and database. Interra extends the very best wishes for retirement to Greg and his family.

Interra also thanked Samir Patel, Gordon Neal, and Chris Naas for their past services to the Company and wished them well in their future pursuits.

At the Meeting, shareholders also supported the re-appointment of D&H Group LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorized the directors of the Company to fix the remuneration to be paid to the auditor. In addition, shareholders ratified the Company's 20% rolling equity incentive plan with the proposed amendment therein.

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

For further information, please contact Jason Nickel, Chief Executive Officer and Director of the Company, at 604-245-0054.

Item 9 Date of Report

July 20, 2022