

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

July 28, 2022

Item 3 News Release

The Company disseminated a news release in respect of the material change referred to in this report on July 28, 2022, through the news dissemination services of Stockwatch and Baystreet and a copy was subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced that it has closed its non-brokered private placement (“**Private Placement**”) issuing an aggregate of 220,000 common shares in its capital (the “**Shares**”) at a price of \$0.50 per Share for gross proceeds of \$110,000. Proceeds from the sale of the Shares will be used for general corporate purposes (working capital) and to maintain a strong treasury balance for the balance of 2022. All securities issued in connection with the Private Placement are subject to a hold period expiring November 29, 2022, being the date that is four months and one day from the date of closing of the Private Placement in accordance with applicable Canadian securities laws.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that, further to its news release of July 22, 2022, it has closed its non-brokered private placement (“**Private Placement**”) issuing an aggregate of 220,000 common shares in its capital (the “**Shares**”) at a price of \$0.50 per Share for gross proceeds of \$110,000.

Proceeds from the sale of the Shares will be used for general corporate purposes (working capital) and to maintain a strong treasury balance for the balance of 2022.

All securities issued in connection with the Private Placement are subject to a hold period expiring November 29, 2022, being the date that is four months and one day from the date of closing of the Private Placement in accordance with applicable Canadian securities laws.

Jason Nickel, Chief Executive Officer and Director of the Company, participated in the Private Placement by purchasing 20,000 Shares. 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 party, 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 a related party 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. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

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 28, 2022