Form 45-106F1 Report of Exempt Distribution

ITEM 1 - REPORT TYPE										
New report										
Amended report If amended, provide filing date of report that is being amended 2023 02 09 (YYYY-MM-DD)										
ITEM 2 - PARTY CERTIFYII	NG THE	REPOR	Г							
Indicate the party certifying the re Instrument 81-106 Investment Fu									restment fund, refer to sec	tion 1.1 of National
Investment fund iss					F ·					
✓ Issuer (other than a	an invest	iment fui	nd)							
Item 3 - Issuer Name a	ND OTI	HER IDEI	NTIFIE	RS						
Provide the following information	n about the	e issuer, or	if the is	suer is a	n invest	tment fu	nd, aboı	ut the fund.		
Full lega	al name	Interra	Сорре	er Corp).					
Previous full lega	Previous full legal name									
If the issuer's name chang	ged in the	last 12 ma	onths, pi	rovide m	ost rece	ent previ	ous lega	ıl name.		
v	Website https://interracopper.com/ (if applicable)									
If the issuer has a legal entity ider	ntifier <u>,</u> pro	vide below	. Refer t	to Part B	of the	Instructio	ons for t	he definition	of "legal entity identifier".	
Legal entity id	lentifier	549300	NR50	PFIQL	XLI56	5				
If two or more issuers distributed	a single se	ecurity, pro	vide the	e full lego	al name	e(s) of the	e co-issi	uer(s) other th	an the issuer named abov	e.
Full legal name(s) of co-is	ssuer(s)							(if applicabl	e)	
Item 4 - Underwriter I	NFORM	ATION								
If an underwriter is completing th	ne report, p	provide the	underw	vriter's fu	ıll legal	name al	nd firm l	NRD number.		
Full legal name										7
Firm NRD number	Firm NRD number (if applicable)									
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.										
Street address										7
Municipality							Prov	ince/State		
Country						Post	tal code	e/Zip code]
Telephone number								Website		(if applicable)

ITEM 5 - ISSUER INFORMATION									
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.									
a) Primary industry									
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.									
NAICS industry code 2 1 2 2 3 3									
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.									
Exploration Development Production									
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.									
Mortgages Real estate Commercial/business debt Consumer debt Private companies									
Cryptoassets									
b) Number of employees									
Number of employees: 🗹 0 - 49 🗌 50 - 99 🗌 100 - 499 🗌 500 or more									
c) SEDAR profile number									
Does the issuer have a SEDAR profile?									
No Ves If yes, provide SEDAR profile number 0 0 0 4 7 1 0 1									
If the issuer does not have SEDAR profile complete item 5(d) - (h).									
d) Head office address									
Street address Province/State									
Municipality Postal code/Zip code									
Country Telephone number									
e) Date of formation and financial year-end									
Date of formation Financial year-end									
YYYY MM DD MM DD									
f) Reporting issuer status									
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes									
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.									
AII AB BC MB NB NL NT									
NS NU ON PE QC SK YT									
g) Public listing status									
If the issuer has a CUSIP number, provide below (first 6 digits only)									
CUSIP number									
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.									
Exchange name									
h) Size of issuer's assets									
Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.									

\$0 to under \$5M	\$5M to under \$25M	□ \$25M to under \$100M
S100M to under \$500M	S500M to under \$1B	S1B or over

If the issue is an investment fund, provide the following information: a) Investment fund manager information Full legal name								
Full legal name								
Firm NRD number (if applicable) If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality Province/State								
If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality County Postal code/Zip code County Telephone number Postal code/Zip code Do Type of investment fund Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Do Type of investment fund that most accurately identifies the issuer (select only one). Do Money market De Quity De County De C								
Street address Municipality Country Postal code/Zip code Telephone number Website (if applicable) b Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most mestment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive and objective Investment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive and objective Investment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive Investment fund issuers Is a UCITS Fund' Under the investment fund issuers Is a UCITS Fund' VYYY MM DD Is the investment fund a reporting issuer in any jurisdication of Canada? NO Yes If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. NI NI NI ON Pe QC SK YI It the investment fund as a CUSIP number, provide below (first 6 digits only) CUSIP number It the investment fund is seukite the name of the exchange on which the investment fund's								
Municipality Province/State Country Postal code/Zip code Telephone number Website (if applicable) b) Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Anternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers Is a UCITS Fund' 'Undertaking for the Collective Investment fund issuers Is a UCITS Fund' 'Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state. c) Date of formation and financial year-end of the investment fund b the investment fund a reporting issuer status of the investment fund c) Date of formation c) Date of formation c) No c) Paste of canada in which the investment fund is a reporting issuer. a All b BC b MB b NL c) NT c) Public listing status of the investment fund is a ceporting issuer. c) Public listing status of the investment fund is a ceporting issuer. a All a AB b C b MB b NL c) NT c) Public listing status of the investment fund c) Different fund has a CUSIP number c) Public listing status of the investment fund is digits only: c) CUSIP number c) Finded the number provide below (first 6 digits only: c) CUSIP number c) Finded the number provide below (first 6 digits only: c) CusiP number c) Finded the number provide the name of the exchange on which the investment fund is sec								
Country Postal code/Zip code Telephone number Website (if applicable) b) Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers Is a UCITs Fund* 'Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment of the investment fund. O bate of formation and financial year-end of the investment funds Is a UCITs of formation and financial year-end of the investment fund. Security MM DD Financial year-end								
Telephone number Website (if applicable) Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Indicate with the root or both of the Equity Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment of the investment fund Undertaking for the Collective investment of the investment fund Date of formation and financial year-end of the investment fund Date of formation and financial year-end of the investment fund Security MM DD Financial year-end MM DD MM DD MM DD Key, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All All All AB BC MB NB NL NT O Public listing status of the investment fund If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number CUSIP number, provide below (first 6 digits only) CUSIP number, provide below (first 6 digits only) Indication of the investment fund If the investment fund is publicly listed, provide the name of the exchange on which the i								
b) Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Money market Equity Alternative strategies Cryptoasset Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers Is a UCITs Fund ¹ 'Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state. c) Date of formation								
Type of investment fund that most accurately identifies the issuer (select only one). Money market Equity Fixed income Alternative strategies Cryptoasset Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers Is a UCITs Fund* ''Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state. c) Date of formation Date of formation YYYY MM DD (Intervention function and financial year-end of Canada? No YYYY MM DD MM DD MD Class of Canada in which the investment fund is a reporting issuer. All All AB BC MB NB NL NT Public listing status of the investment fund If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. ON PE QC SK YT </td								
Money market Equity Fixed income Balanced Alternative strategies Cryptoasset Other (describe)								
Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers Is a UCITs Fund ¹ 'Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state. c) Date of formation and financial year-end of the investment fund Date of formation and financial year-end of the investment fund Is the investment fund a reporting issuer status of the investment fund is a reporting issuer. If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All AB BC MB MB NB NL NT NS NU ON PE QC SK YT e) Public listing status of the investment fund If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number								
Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers Is a UCITs Fund ¹ Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state. c) Date of formation and financial year-end of the investment fund Date of formation and financial year-end of the investment fund d) Reporting issuer status of the investment fund Is the investment fund a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All AB BC BC MB NB NL NT PE QC SK YT If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the								
Invests primarily in other investment fund issuers Is a UCITs Fund ¹ "Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state. c) Date of formation and financial year-end of the investment fund Date of formation and financial year-end of the investment fund Date of formation and financial year-end of the investment fund Bate of formation and financial year-end of the investment fund d) Reporting issuer status of the investment fund Is the investment fund a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All All AB BC MB NB NL NT Public listing status of the investment fund If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number If yes, securities primarily trade, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the								
Is a UCITs Fund 'Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state. c) Date of formation and financial year-end of the investment fund Date of formation and financial year-end of the investment fund Date of formation Pate of formation YYYY MM DD Financial year-end MM DD d) Reporting issuer status of the investment fund Is the investment fund a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All All AB NS NS NS ND Public listing status of the investment fund If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number, provide below (first 6 digits only) If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the								
''Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state. c) Date of formation and financial year-end of the investment fund Date of formation and financial year-end of the investment fund 0 Reporting issuer status of the investment fund Is the investment fund a reporting issuer in any jurisdication of Canada? No If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All AB NS NU ON PE QC SK YT e) Public listing status of the investment fund If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number								
(EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state. c) Date of formation and financial year-end of the investment fund Date of formation and financial year-end of the investment fund Date of formation YYYY MM MM DD d) Reporting issuer status of the investment fund Is the investment fund a reporting issuer in any jurisdication of Canada? No If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All AB NS NU ON PE QC SK YT e) Public listing status of the investment fund If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the								
Date of formation Financial year-end YYYY MM Financial year-end MM MM DD MM DD MM Pes MB NB NL NT MN MI MI MI MI MI MI MI MI DD MI Pes QC SK YT Provide below (first 6 digits only) CUSIP number, provide below (first 6 digits only) CUSIP number, provide below (first 6 digits only) CUSIP number The provide below (first 6 digits only) CUSIP number MI								
d) Reporting issuer status of the investment fund Is the investment fund a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All AB BC MB NB NL NS NU ON PE QC SK YT If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the								
d) Reporting issuer status of the investment fund Is the investment fund a reporting issuer in any jurisdication of Canada? Is the investment fund a reporting issuer in any jurisdication of Canada? No If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All AB NS NU ON PE QC SK If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the								
Is the investment fund a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All AB BC MB NB NL NT NS NU ON PE QC SK YT e) Public listing status of the investment fund If the investment fund has a CUSIP number, provide below (first 6 digits only) If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the								
If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. Image: All AB BC MB NB NL NT NS NU ON PE QC SK YT e) Public listing status of the investment fund If the investment fund has a CUSIP number, provide below (first 6 digits only) If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the								
All AB BC MB NB NL NT NS NU ON PE QC SK YT e) Public listing status of the investment fund If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the								
e) Public listing status of the investment fund If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the								
If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the								
If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the								
CUSIP number								
name of an exchange and not a trading facility such as, for example, an automated trading system								
name of an exchange and not a trading facility such as, for example, an automated trading system.								
Exchange name								
f) Net asset value (NAV) of the investment fund								
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).								
L L \$\the under \$\mathbf{S}M \qquad L \qquad \mathbf{S}M \text{ to under \$\mathbf{S}M \qquad to								
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M \$100M to under \$500M \$500M to under \$1B \$1B or over Date of NAV calculation:								

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.									
a) Curren	су								
Select the curr	ency or cui	rencies	in which the dist	ribution was made.	All dollar amounts provid	ded in the repor	t must be	in Canadia	an dollars.
✓ Canadiar	n dollar		US dollar	Euro	Other (describ	be)			
b) Distribu	ition date	(s)							
•			nd dates. If the re	eport is being filed fo	or securities distributed o	n onlv one distr	ibution da	te, provide	the distribution date
State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.									
		Start da	^{ite} 2023	02 02	End da	^{ate} 2023	02	02	
			YYYY	MM DD		YYYY	MM	DD	
c) Detaile	d purchas	er info	rmation						
Complete S	chedule 1	of thi	s form for eac	ch purchaser and	attach the schedule	e to the comp	leted rep	oort.	
d) Types of	of securiti	es dist	ributed						
					er security basis. Refer to CUSIP number assigned				w to indicate the
							(Canadian \$	
	Security CUSIP number Description of security. Number of Single or Invest Highest price Total amount								Total amount
S U B 46072A Subscription Receipts 5,656,122.00 0.5000 2,828,061.00									
e) Details									
	If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.								
Convertible / exchangeable security code	Underl security			ise price adian \$) Highest	Expiry date (YYYY- MM-DD)	Conversion ratio	Desc	ribe other it	ems (if applicable)
S U B	U B	S	0.0000						onvert into one and one-half of on satisfaction se conditions. Irrant will entitle urchase one
f) Summa	ry of the o	listribu	tion by jurisdic	tion and exemption	on				
State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within Canada, state the province or territory, otherwise state the country.									
	vince or			Exemption relie	don	Number of unio		Total an	nount (Canadian \$)
C	ountry								
Δ			NI 45-106 2	·		puronacon			105.000.00
	berta	a		.3 [Accredited in	nvestor]		3		105,000.00
British		a	NI 45-106 2	·	nvestor] nvestor]				105,000.00 996,611.00 712,200.00

Australia	NI 45-106 2.3 [Accredited investor]	1	25,000.00						
Belgium	NI 45-106 2.3 [Accredited investor]	1	5,000.00						
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	25,000.00						
Germany	NI 45-106 2.3 [Accredited investor]	7	149,500.00						
Nicaragua	NI 45-106 2.3 [Accredited investor]	1	15,500.00						
Paraguay	NI 45-106 2.3 [Accredited investor]	3	160,000.00						
Thailand	NI 45-106 2.3 [Accredited investor]	1	400,000.00						
Turks and Caicos Islands	NI 45-106 2.3 [Accredited investor]	1	25,000.00						
United Kingdom	NI 45-106 2.3 [Accredited investor]	1	176,500.00						
	2,828,061.00								
	Total number of unique purchasers ^{2b} 78								

^{2a} In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

^{2b} In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)

Ітем 8 - Со	MPENSATIO	N INFORMATION		
		rson (as defined in NI 45-106) to whom the issuer directly provides, o itional copies of this page if more than one person was, or will	,	
Indicate whet	her any compens	ation was paid, or will be paid, in connection with the distribution.		
🗌 No	✓ Yes	If yes, indicate number of persons compensated.	3	

a) Name of person compe	ensated and regis	stration	status							
Indicate whether the person com	npensated is a regist	rant.		🗌 No		✓ Y	es			
If the person compensated is an individual, provide the name of the individual.										
Full legal name of individual										
		Family na	ame		First giv	ven nam	e	Sec	ondary given n	ames
If the person compensated is not	t an individual, prov	ide the f	ollowing info	rmation.						
Full legal name	Full legal name of non-individual Echelon Wealth Partners Inc.									
Fi	rm NRD number	3	2 4	2	0		(if	applicable)		
Indicate whether the person con	npensated facilitated	l the dist	tribution thro	ough a fundi	ng portal o	or an in	ternet-bo	sed portal.	✓ No) 🗌 Yes
b) Business contact inform	mation									
If a firm NRD number is not pro	vided in Item 8 (a), p	orovide t	he business o	contact info	mation of	the per	son being	compensated.		
Street address										
Municipality						Prov	vince/St	ate		
Country				1	Pos	stal cod	le/Zip co	ode		
Email address				1	Te	elepho	ne num	per		
c) Relationship to issuer of	or investment fun	d mana	ger							
	Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.									
Connect with the issue	er or investment fun	d mana	ger		🗌 Ins	ider of t	the issue	r (other than a	n investment	fund)
Director or officer of th	e investment fund o	or invest	ment fund m	nanager	☐ Em	nployee	of the is	suer or investm	nent fund mar	nager
None of the above					_					
d) Compensation details										
Provide details of all compensation Canadian dollars. Include cash co incidental to the distribution, suc allocation arrangements with the	ommissions, securiti h as clerical, printin	es-based g, legal d	l compensati or accounting	on, gifts, dis 9 services. A	counts or o n issuer is	other co not requ	ompensat uired to c	ion. Do not rep sk for details a	ort payments	for services
Cash commissions pai	id 24,0	00.00				So	curity code	e 1 Security of	odo 2 Soci	urity code 3
Value of all securities	s				مامم	W	N	T Security (
distributed as compensation	1 ⁴			Security co	aes					
Describe terms of warrants, options or other rights 48,000 common share purchase warrants each exercisable at \$0.75 into one (1) common share for a period of three years from the date of issuance.										
Other compensation	1 ⁵		Describe							
Total compensation pai	d									
Check box if the per	son will or may rece	eive any	deferred co	mpensation	(describe	e the ter	ms below	/)		
The above describ following satisfaction				elease of	funds fro	m escr	row by t	ne subscriptio	on receipts a	agent
⁴ Provide the aggregate value o additional securities of the issue rights exercisable to acquire ag ⁵ Do not include deferred competi- security of the security of the se	er. Indicate the secu Iditional securities c	urity cod	les for all sec							

a) Name of person comp	ensated and regis	tration	status									
Indicate whether the person co	npensated is a regist	rant.		🗌 No		✓ Y	es					
If the person compensated is an individual, provide the name of the individual.												
Full legal name of indiv	idual											
		Family na	ime		First giv	ven nam	е	I	Seco	ondary giv	ven name:	6
If the person compensated is no	t an individual, prov	ide the fo	ollowing info	rmation.								
Full legal name	of non-individual	PI Fina	ancial Corp	./Corporat	ion Finar	ncière l	PI					
F	irm NRD number	5	2 9	0				(if appli	cable)			
Indicate whether the person co	npensated facilitated	the dist	ribution thro	ugh a fundi	ng portal o	or an in	ternet-l	based p	ortal.	\checkmark	No 🗌	Yes
b) Business contact infor	mation											
If a firm NRD number is not pro	ovided in Item 8 (a), p	orovide ti	he business c	ontact infor	mation of	f the per	rson bei	ing com	pensated.			
Street address												
Municipality						Prov	vince/\$	State				
Country					Pos	stal cod	le/Zip	code				
Email address				1	Т	elepho	ne nur	mber				
c) Relationship to issuer	or investment fun	d mana	ger]
	Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.											
Connect with the issu	er or investment fun	d manag	ger		lns	sider of t	the issu	uer (othe	er than an	investr	nent fund)
Director or officer of t	he investment fund o	or invest	ment fund m	anager	🗌 Em	nployee	of the	issuer o	or investm	ent fund	manage	r
✓ None of the above												
d) Compensation details												
Provide details of all compensat Canadian dollars. Include cash o incidental to the distribution, su allocation arrangements with th	ommissions, securiti ch as clerical, printin	es-based g, legal c	l compensation for accounting	on, gifts, dis 1 services. Al	counts or o n issuer is	other co not req	ompens uired to	ation. D o ask for	o not repo	ort paym	ents for s	ervices
Cash commissions pa	id 5,4	40.00				Se	curity co	ode 1	Security c	ode 2	Security of	ode 3
Value of all securitie	es			Security co	doo	W	N	Т				
distributed as compensatio	n ⁴			Security co	ues							
Describe t	Describe terms of warrants, options or other rights 10,800 common share purchase warrants each exercisable at \$0.75 into one (1) common share for a period of three years from the date of issuance.											
Other compensatio	n ⁵		Describe									
Total compensation pa	id			<u> </u>								
Check box if the pe	rson will or may rece	eive any	deferred cor	mpensation	(describe	e the ter	ms bel	ow)				
The above descril following satisfact				elease of	funds fro	om escr	row by	the su	bscriptio	n recei	pts ager	nt
⁴ Provide the aggregate value of additional securities of the issu- rights exercisable to acquire an ⁵ Do not include deferred comp	ier. Indicate the secu dditional securities o	irity cod	es for all sec									ner

a) Name of person compe	ensated and regis	stration	status							
Indicate whether the person com	Indicate whether the person compensated is a registrant. No Ves									
If the person compensated is an individual, provide the name of the individual.										
Full legal name of indivi	Full legal name of individual									
		Family na	ame			First given	name		Secondary given names	
If the person compensated is not	an individual, prov	ide the fo	ollowing i	nforn	nation.					
Full legal name	of non-individual	Canac	cord Ge	nuity	/ Corp./Corp	ooration	Canacc	ord Ger	nuity	
Fi	m NRD number	9	0	0				(if app	licable)	
Indicate whether the person com	ppensated facilitated	l the dist	ribution t	hroug	gh a funding į	portal or a	an interne	et-based	portal. 🖌 No 🗌 Yes	
b) Business contact inforr	nation									
If a firm NRD number is not pro	vided in Item 8 (a), p	provide ti	he busine:	ss coi	ntact informa	tion of the	e person	being cor	mpensated.	
Street address										
Municipality							Provinc	e/State		
Country						Postal	code/Z	ip code		
Email address						Tele	phone r	number		
c) Relationship to issuer of	c) Relationship to issuer or investment fund manager									
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.										
Connect with the issue	Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)									
Director or officer of th	Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager									
None of the above										
d) Compensation details										
Canadian dollars. Include cash co	ommissions, securiti h as clerical, printin	es-based g, legal c	l compens or account	ation ting s	n, gifts, discou services. An iss	nts or oth suer is no	er compe t required	ensation. I to ask fo	stribution. Provide all amounts in Do not report payments for services or details about, or report on, internal	
Cash commissions pai		00.00				<i>p</i>	-			
Value of all securities							Security C N	/ code 1	Security code 2 Security code 3 W N T	
distributed as compensation		16.00		S	ecurity codes	6				
Describe te	erms of warrants, op	otions or	other righ	nts					I \$0.80/share (closing market te of issuance)	
181,920 common share purchase warrants each exercisable at \$0.75 into one (1) common share for a period of three years from the date of issuance.										
Other compensation	5		Descri	be						
Total compensation pai	d									
Check box if the per	son will or may rec	eive any	deferred	com	pensation (de	escribe th	e terms t	pelow)		
	The above described compensation is payable upon release of funds from escrow by the subscription receipts agent following satisfaction of certain release conditions.									
⁴ Provide the aggregate value of additional securities of the issue										

rights exercisable to acquire additional securities of the issuer. ⁵Do not include deferred compensation.

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER									
If the issuer is an investment fund, do not complete Item 9. Procced to Item 10.									
Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).									
✓ Reporting issuer in any jurisdiction of Canada									
Foreign public issuer									
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶									
Provide name of reporting issuer									
Wholly owned subsidiary of	a foreign public iss	uer ⁶							
Provide name of	foreign public issue	er							
Issuer distributing only eligible foreign securities and the distribution is to permitted clients only ⁷								_	
If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.									
⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. ⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.									
a) Directors, executive officers and promoters of the issuer									
Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.								or	
Organization or company name	Family name	First given name	Secondary given names	non-individu resident jurisdictio	Business location of non-individual or residentail jurisdiction of individual		Relationship to issuer (select all that apply)		
				Province or	country	D	0	Р	
b) Promoter information									
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.									
Organization or company name	Family name First given	First given name	e Secondary given names	Residential jurisdiction of individual	jurisdiction of individual (select of		ationship to promoter one or both if applicable)		
				Province or country	D		C)	
c) Residential address of each individual									

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exemt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/ investment fund manager/agent	Interra Copper Corp.						
Full legal name	Francis	Janet					
	Family name	First given name		Secondary given names			
Title	Corporate Secretary						
Telephone number	6046122111	Email address	janet@keystonecorp.ca				
Signature	s/ Janet Francis Date		2023	04	06		
			YYYY	MM	DD	-	

ITEM 11- CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name				Title	
	Family name	First given name	Secondary given names		
Name of company					
Telephone number		Er	nail address		

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information
 pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory
 authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of
 the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and
 business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the
 security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.