



**Notice of Availability of Proxy Materials
for
INTERRA COPPER CORP.
(the “Company”)**

Annual General Meeting

Meeting Date and Time: Tuesday, June 27, 2023, at 10:00 a.m. (Eastern Time)

Location: 100 King Street West, Suite 1600, Toronto, Ontario, M5X 1G5

Please be advised that the proxy materials for the above noted shareholder meeting are available for viewing and downloading online. This document provides an overview of these materials, but you are reminded to access and review the information circular and other proxy materials available online prior to voting. These materials are available at:

www.interracoppercorp.com/investors/shareholders-meeting/

www.sedar.com

Obtaining Paper Copies of the Proxy Materials: Shareholders may request to receive paper copies of the proxy materials related to the above referenced meeting by mail at no cost. Requests for paper copies must be received by 5:00 p.m. (Eastern Time) on Tuesday, June 20, 2023, in order to receive the paper copy in advance of the meeting. Shareholders may request to receive a paper copy of the materials for up to one year from the date the materials were filed on www.sedar.com.

For more information regarding notice-and-access or to obtain a paper copy of the materials you may contact our transfer agent, Odyssey Trust Company, via www.odysseycontact.com or by telephone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

Notice of Meeting

The resolutions to be voted on at the meeting, described in detail in the Company’s Management Information Circular dated May 15, 2023 (the “**Information Circular**”), are as follows:

1. to receive and consider the audited financial statements of the Company, together with the notes thereto and the auditor’s report thereon, for the financial year ended December 31, 2022 (see the section entitled “*Section 4 - Particulars of Matters to be Acted Upon – Financial Statements*” on page 9 of the Information Circular);
2. to fix the number of directors to be elected at the Meeting at six (6) (see the section entitled “*Section 4 - Particulars of Matters to be Acted Upon – Fixing the Number of Directors*” on page 9 of the Information Circular);
3. to elect directors of the Company to hold office until the next annual meeting of shareholders, as more particularly described in the Information Circular (see the section entitled “*Section 4 - Particulars of Matters to be Acted Upon – Election of Directors*” on pages 10-12 of the Information Circular);
4. to appoint D&H Group LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid



to the auditor (see the section entitled “*Section 4 - Particulars of Matters to be Acted Upon – Appointment of Auditor*” on page 12 of the Information Circular); and

5. to transact such further or other business as may be properly brought before the meeting or at any continuation of the meeting following an adjournment or postponement thereof (see the section entitled “*Section 8 – Other Information – Other Business*” on page 26 of the Information Circular).

Voting: The Company reminds shareholders that it is important to review the Information Circular before voting.

To vote your securities, please refer to the instructions on the enclosed Proxy or Voting Instruction Form. Your Proxy or Voting Instruction Form must be received by **10:00 a.m. (Eastern Time) on Friday, June 23, 2023.**

Stratification: The Company is providing paper copies of its Information Circular only to those registered shareholders and beneficial shareholders that have previously requested to receive paper materials.

Annual Financial Statements: The Company is providing paper copies or emailing electronic copies of its annual financial statements to registered shareholders and beneficial shareholders that have opted to receive annual financial statements and have indicated a preference for either delivery method.