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. (YYYY-MM-DD)
ITEM 2 - PARTY CERTIFYING	THE REPORT
section 1.1 of National Instrument 81-10	elect only one). For guidance regarding whether an issuer is an investment fund, refer to in Investment Fund Continuous Disclosure and the companion policy to NI 81-106 (in vestment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting und)
ITEM 3 - ISSUER NAME AND (OTHER IDENTIFIERS
Provide the following information about	the issuer, or if the issuer is an investment fund, about the fund.
Full legal name	Interra Copper Corp. / Interra Copper Corp.
Previous full legal name	INTERRA COPPER CORP. (FORMERLY IMC INTERNATIONAL MINING CORP.)
If the issuer's name changed in	the last 12 months, provide most recent previous legal name.
Website	www.interracoppercorp.com (if applicable)
If the issuer has a legal entity identifier, p	rovide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".
Legal entity identifier	549300NR50PFIQLXLI56
If two or more issuers distributed a single above.	e security, provide the full legal name(s) of the co-issuer(s) other than the issuer named
Full legal name(s) of co-issuer(s)	(if applicable)
ITEM 4 - UNDERWRITER INFO	RMATION
If an underwriter is completing the report	t, provide the underwriter's full legal name, firm NRD number, and SEDAR+ profile number.
Full legal name	
Firm NRD number	(if applicable)

SEDAR+ profile number
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 212233
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
Provide the issuer's SEDAR+ profile number
000047101
ITEM 6 - INVESTMENT FUND ISSUER INFORMATION
If the issuer is an investment fund, provide the following information.
a) Investment fund manager information
Full legal name
Firm NRD number (if applicable)
SEDAR+ profile number
b) Type of investment fund
Type of investment fund that most accurately identifies the issuer (select only one).
☐ Money market ☐ Equity ☐ Fixed income ☐ Balanced

☐ Alternative strategies	Cryptoasset	Other (descri	be)	
Indicate whether one or both of the		nvestment fund.		
☐ Is a UCITs Fund ¹ ¹ Undertaking for the Collective Investme that allow collective investment schemes	to operate throughout the EU o	on a passport basis on a	-	-
c) Net asset value (NAV) of the investment fu	und		
Select the NAV range of the investi	ment fund as of the date c	of the most recent NA	V calculation (Canac	dian \$).
☐ Under \$5M	S5M to under \$	\$25M	o under \$100M	Date of NAV calculation:
☐ \$100M to under \$500M	\$500M to unde	er \$1B 🔲 \$1B or	over	YYYY MM DD
ITEM 7 - INFORMATION	ABOUT THE DIST	RIBUTION		
If an issuer located outside of Can information about purchasers res commissions or finder's fees, in co ltem 7 must reconcile with the info	ident in that jurisdiction of the control of the co	of Canada only. Do no ution, which must be	ot include in Item 7 s disclosed in Item 8.	securities issued as payment of
a) Currency				
Select the currency or currencies i dollars.	n which the distribution w	vas made. All dollar d	mounts provided in	the report must be in Canadian
✓ Canadian dollar US	dollar 🗌 Euro O	ther (describe)		
b) Distribution dates				
State the distribution start and en the distribution date as both the s include the start and end dates fo	start and end dates. If the	report is being filed f	for securities distribu	·
Start date 20	23 12 15	Enc	d date 2023	12 15
YY	YY MM DD		YYYY	MM DD
c) Detailed purchaser i	nformation			
Complete Schedule 1 of this for	m for each purchaser an	nd attach the sched	ule to the complete	ed report.
d) Types of securities d	istributed			
Provide the following information to indicate the security code. If prodistributed.				

					Canadian \$	
Security code	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
FTS	46072A202	Flow-through shares at a price of \$0.29 per flow-through share.	3,041,397.0000	0.2900		882,005.1300

e) Details of rights and convertible/exchangeable securities

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	Underlying security code		se price dian \$)	Expiry date (YYYY-MM-	Conversion ratio	Describe other terms (if applicable)	
security code	security code	Lowest	Highest	DD)		аррисавіе)	

f) Summary of the distribution by jurisdiction and exemption

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.

Province or country	Exemption relied on	Number of unique purchasers ^{2a}	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	4	239,004.9500
Ontario	NI 45-106 2.3 [Accredited investor]	1	493,000.0000
Ontario	NI 45-106 2.10 [Minimum amount investment]	1	150,000.1800
	Total dollar a	mount of securities distributed	\$882,005.1300
	Total number of unique purchasers ^{2b}	6	

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

^{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.

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.

ITEM 8 - COMPENSATION INFORMATION Provide information for each person (as defined in NI 45-106) (in Québec, Regulation 45-106 respecting Prospectus Exemptions) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated. Indicate whether any compensation was paid, or will be paid, in connection with the distribution. ☐ No **V** Yes If yes, indicate number of persons compensated. 4 a) Name of person compensated and registration status Indicate whether the person compensated is a registrant. □ No **✓** Yes If the person compensated is an individual, provide the name of the individual. Full legal name of individual Family name First given name Secondary given names If the person compensated is not an individual, provide the following information. VALEURS MOBILIERES BANQUE LAURENTIENNE INC. / LAURENTIAN Full legal name of non-individual BANK SECURITIES INC. 410 Firm NRD number (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal **V** No Yes b) Business contact information If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. Street address Municipality Province/State Postal code/Zip code Country Email address Telephone number 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 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) for the purposes of completing this section. ☐ Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) $\hfill \square$ Director or officer of the investment fund or investment fund manager ☐ Employee of the issuer or investment fund manager ✓ None of the above

Provide details of all compensation paid, or to be paid, to Provide all amounts in Canadian dollars. Include cash con compensation. Do not report payments for services incider services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issu	nmissions, securities ntal to the distribut or report on, intern	s-based compensat ion, such as clerica	ion, gifts, discounts o l, printing, legal or ac	or other counting
Cash commissions paid	32112.6700			
Value of all securities distributed as compensation ⁴	110733.0000			
Security codes	Security code 1 WNT	Security code 2	Security code 3	
Describe terms of warrants, options or other rights	thereof to acquire	varrants entitling to one non-flow-the ise price of C\$0.29	ough common	
Other compensation ⁵ Describe				
Total compensation paid	142845.67		」 ᄀ	
Check box if the person will or may receive any def		on (describe the te	erms below)	
⁴ Provide the aggregate value of all securities distributed as compensation securities of the issuer. Indicate the security codes for all securities distributed additional securities of the issuer. ⁵ Do not include deferred compensation		_	·	

d) Compensation details

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compensation. Do not report payments for services incide services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issuer.	or report on, intern		
Cash commissions paid	10500.0000		
Value of all securities distributed as compensation ⁴	36206.0000		
Security codes	Security code 1	Security code 2	Security code 3
Security codes	WNT		
Describe terms of warrants, options or other rights	to acquire one no	arrants entitling th on-flow-through co of C\$0.29 until De	ommon share at
Other compensation ⁵			
Describe			
Total compensation paid	46706		
Check box if the person will or may receive any def	ferred compensati	on (describe the te	erms below)
⁴ Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities disacquire additional securities of the issuer.	•	_	•
⁵ Do not include deferred compensation.			

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other

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Provide details of all compensation paid, or to be paid, to Provide all amounts in Canadian dollars. Include cash con compensation. Do not report payments for services incider services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issu	nmissions, securities ntal to the distributi or report on, intern	s-based compensati on, such as clerical	ion, gifts, discounts , printing, legal or c	or other accounting
Cash commissions paid	17255.0000			
Value of all securities distributed as compensation ⁴	59500.0000			
Security codes	Security code 1	Security code 2	Security code 3	
Security codes	WNT			
Describe terms of warrants, options or other rights Other compensation ⁵ Describe	to acquire one no	errants entitling th on-flow-through co of C\$0.29 until De	mmon share at	
Total compensation paid				
Check box if the person will or may receive any def	erred compensatio	on (describe the te	rms below)	
⁴ Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities dis acquire additional securities of the issuer. ⁵ Do not include deferred compensation.		_	·	

d) Compensation details

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Provide details of all compensation paid, or to be paid, to Provide all amounts in Canadian dollars. Include cash con compensation. Do not report payments for services incide services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issu	nmissions, securitie ntal to the distribut or report on, intern	s-based compensat ion, such as clerica	ion, gifts, discounts l, printing, legal or (or other accounting
Cash commissions paid	857.6800			
Value of all securities distributed as compensation ⁴	2957.0000			
Security codes	Security code 1	Security code 2	Security code 3	
	WNT			
Describe terms of warrants, options or other rights	to acquire one no	rrants entitling the on-flow-through co of C\$0.29 until De	ommon share at	
Other compensation ⁵				
Describe			<u></u>	
Total compensation paid	3814.68			
Check box if the person will or may receive any def	erred compensati	on (describe the te	erms below)	
⁴ Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities disacquire additional securities of the issuer.		_		
⁵ Do not include deferred compensation.				
ITEM 9 - DIRECTORS, EXECUTIVE OFFICE	RS AND PRO	OTERS OF T	HE ISSUER	
If the issuer is an investment fund, do not complete It	em 9. Proceed to I	tem 10.		
Indicate whether the issuer is any of the following (select the	he one that applies	– If more than one	applies, select only	one).
Reporting issuer in a jurisdiction of CanadaForeign public issuer				
☐ Wholly owned subsidiary of a reporting issuer in ar	ny jurisdiction of C	anada ⁶		
Provide name of reporting issuer				
☐ Wholly owned subsidiary of a foreign public issuer	6			
Provide name of foreign public issuer				
Issuer distributing only eligible foreign securities ar	nd the distribution	is to permitted cli	ents only ⁷ .	
If the issuer is at least one of the above, do not compl	ete Item 9(a) – (c).	Proceed to Item 1	10.	
⁶ An issuer is a wholly owned subsidiary of a reporting issu	ıer or a foreign pub	lic issuer if all of th	e issuer's outstandi	ng 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.
☐ If the issuer is none of the above, check this box and complete Item 9(a) – (c).
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

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.

Organization or company name	Family name	First given	Secondary given names	Secondary or residential jurisdiction of (s		ationship to issuer lect all that apply)		
		name		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	Family		Secondary given	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)		
company name	name	name	names	Province or country	D	0	

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.

to file a completed report By completing the inform securities regulatory aut	ires an issuer or underwriter the of exempt distribution. nation below, I certify, on beh hority or regulator, as applica igence, the information provid	alf of the issuer/ ble, that I have r	underwriter/in	nvestm	nent fui and to	nd manager, to the my knowledge, hav	ing
Name of Issuer/ investment fund manager/agent	Interra Copper Corp.						
Full legal name	GITTLEMAN	Rich	ard				
	Family name	First give	en name	•	Seconda	ry given names	
Title	Interim Chief Executive Offic	er and Director					
Telephone number	+1 (778) 949-1829	Email address	rgittleman@i	an@interracoppercorp.com			
Signature	/s/ Rick Gittleman	Date	2023	12	18		
			YYYY	MM	DD		

TEM 11 - CONTAC	T PERSON				
	•		regulatory authority or regulator maj ividual certifying the report in Item 1		
Same as individual c	ertifying the report				
Full legal name	TILLEY	Annika			
	Family name	First given name	Secondary given names		
Title	Corporate Secretary				
Name of company	KEYSTONE CORPORATE SERVICES INC.				
Telephone number		Email address ann	ika@keystonecorp.ca		

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.

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 Schedule 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.