

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Interra Copper Corp. (the “**Company**”)  
Suite 1100 - 1111 Melville Street  
Vancouver, BC  
Canada V6E 3V6

**Item 2 Date of Material Change**

December 22, 2023

**Item 3 News Release**

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Newsfile Corp. on December 22, 2023, and a copy was subsequently filed on SEDAR+.

**Item 4 Summary of Material Change**

The Company announced that it has closed the final round of its flow-through private placement financing issuing an aggregate of 880,000 flow-through shares of the Company (the “**FT Shares**”, and each, an “**FT Share**”) at a price of \$0.29 per FT Share for aggregate gross proceeds of \$255,200 (the “**Final Round**”).

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced that further to its news releases of December 7th, 15th, and 19th, 2023, it has closed the Final Round of its flow-through private placement financing issuing an aggregate of 880,000 FT Shares at a price of \$0.29 per FT Share for aggregate gross proceeds of \$255,200. This Final Round was part of a larger offering, of which the first round closed December 15, 2023, at which time an aggregate of 3,041,397 FT Shares were issued generating proceeds of \$882,005 (the “**First Round**”). Together, the First Round and Final Round issuances have raised an aggregate of \$1,137,205 in gross proceeds (the “**Proceeds**”).

Each FT Share constitutes a “flow-through share” within the meaning of the *Income Tax Act* (Canada) (the “**Tax Act**”) and the Proceeds will be used by the Company for exploration and related programs, which qualify as “Canadian exploration expenses” and “flow-through critical mineral mining expenditures”, as such terms are defined in the Tax Act, in connection with Interra's projects in British Columbia.

All securities issued pursuant to the Final Round are subject to a statutory four month hold period expiring April 23, 2024.

The securities described herein 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 material change report 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**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

For further information, please contact Rick Gittleman, Interim Chief Executive Officer and Director, at 778-949-1829 or via email to [investors@interracoppercorp.com](mailto:investors@interracoppercorp.com).

**Item 9 Date of Report**

December 22, 2023