

**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

January 24, 2024

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 January 24, 2024, and a copy was subsequently filed on SEDAR+.

Item 4 Summary of Material Change

The Company announced that it has distributed an aggregate of 138,892 units (each, a “Unit”) at a deemed price of \$0.25 per Unit in connection with a securities for debt settlement agreement dated January 15, 2024, with a professional advisor of the Company (the “Agreement”), pursuant to which the Company has agreed to settle debt in the amount of \$34,723.05.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that, further to its news release of January 16, 2024, the Company has distributed an aggregate of 138,892 Units at a deemed price of \$0.25 per Unit in connection with a securities for debt settlement agreement dated January 15, 2024 with a professional advisor of the Company, pursuant to which the Company has agreed to settle debt in the amount of \$34,723.05.

Each Unit is comprised of one (1) common share in the capital of the Company (each a “Share”) and one half (1/2) of one (1) Share purchase warrant (each whole, being a “Warrant”). Each Warrant is convertible into an additional Share (a “Warrant Share”) at an exercise price of \$0.35 per Warrant Share and will expire on the date that is three (3) years following the date of issuance (the “Expiry Date”). The Expiry Date is subject to acceleration where the volume-weighted average trading price of the Company’s common shares on the CSE is equal to or greater than \$0.45 for a continuous 30-day period at any time after that date which is four (4) months following the date of issuance, in which case the Expiry Date of the Warrants shall automatically accelerate and the Warrants will expire on that date which is 30 days after the date on which notice of such acceleration event is provided to the holder.

The securities issued under the Agreement are subject to a statutory hold period of four months and one day pursuant to applicable securities laws.

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.

Item 9 Date of Report

January 25, 2024