

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

**Item 1 Name and Address of Company**

Interra Copper Corp. (the “**Company**”)  
Registered Office Address: 2501 - 550 Burrard Street, Bentall 5  
Vancouver, BC  
V6C 2B5 Canada

**Item 2 Date of Material Change**

July 26, 2024

**Item 3 News Release**

The Company disseminated a news release announcing the material change described herein through the news dissemination services of TheNewswire on July 29, 2024, and a copy was subsequently filed on SEDAR+.

**Item 4 Summary of Material Change**

The Company announced that it has closed its non-brokered private placement (the “**Private Placement**”) issuing an aggregate of 999,933 units (the “**Units**”, and each, a “**Unit**”) at a price of \$0.12 per Unit for proceeds of \$119,991.96 and issuing an aggregate of 1,114,424 units (the “**Debt Settlement Units**”) at a deemed value of \$0.12 per Debt Settlement Unit to satisfy an aggregate of \$133,730.88 in bona fide debt.

Each Unit and each Debt Settlement Unit consists of one (1) common share of the Company (a “**Share**”) and one-half (1/2) of one (1) Share purchase warrant, whereby each whole Share purchase warrant (a “**Warrant**”) is convertible into an additional Share (a “**Warrant Share**”) at an exercise price of \$0.15 per Warrant Share. Each Warrant will expire on July 26, 2025, being the date that is one (1) year following the date of issuance.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced that, further to its news release dated July 19, 2024, it has closed its Private Placement issuing an aggregate of 999,933 Units at a price of \$0.12 per Unit for proceeds of \$119,991.96, and issuing an aggregate of 1,114,424 Debt Settlement Units at a deemed value of \$0.12 per Debt Settlement Unit to satisfy an aggregate of \$133,730.88 in bona fide debt.

Each Unit consists of one (1) Share and one-half (1/2) of one (1) Warrant, whereby each whole Warrant is convertible into a Warrant Share at an exercise price of \$0.15 per Warrant Share. Each Warrant will expire on July 26, 2025, being the date that is one (1) year following the date of issuance.

Proceeds from the Private Placement are intended for exploration activities and general working capital purposes. All securities issued in connection with the Private Placement are subject to a statutory hold period expiring November 27, 2024, being the date that is four months and one day from the date of issuance.

No finder’s fees were paid in connection with the Private Placement.

Pursuant to the Private Placement, the Company issued an aggregate of 375,000 of the Debt Settlement Units with a total deemed value of \$45,000 to certain insiders of the Company, namely Brian Thurston, Chief Executive Officer and Director of the Company, Jason Nickel, Director of the Company, and Mark Cruise, Director of the Company, each receiving 125,000 Debt Settlement Units (deemed value of \$15,000). The participation by the insiders of the Company in the Private Placement constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the Debt Settlement Units issued to the insiders, nor the consideration for/deemed value of such Debt Settlement Units exceeds 25% of the Company's market capitalization. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Private Placement, which the Company deems reasonable in the circumstances in order to complete the Private Placement in an expeditious manner.

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. Neither this material change report nor the news release shall 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 Brian Thurston, 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**

August 5, 2024