

**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 15, 2024

Item 3 News Release

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Stockwatch on July 15, 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 10,950,000 units (the “**Units**”) of the Company. An aggregate of 10,486,666 of the Units were sold at a price of \$0.075 per Unit raising proceeds of \$786,500, and an aggregate of 463,334 of the Units were issued in satisfaction of debt. Each 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 15, 2025 (the “**Expiry Date**”), 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 the appointment of Tony Barresi, Ph.D., P.Geo., and John Fleishman as technical advisors to the Company. The Company also announced that, further to its news release dated July 4, 2024, it has closed its Private Placement issuing an aggregate of 10,950,000 Units. The Private Placement initially consisted of an offering of 10,000,000 Units but was increased by 950,000 Units.

Technical Advisor Appointments

Tony Barresi, Ph.D., P.Geo., is a seasoned exploration geologist and corporate executive who has led successful exploration campaigns and corporate development activities for multiple junior exploration companies during transformative periods in their history. He is the past President and Director of QuestEx Gold & Copper Ltd., and Triumph Gold Corp. and he has been exploring for mineral deposits in the Canadian Cordillera for more than twenty years. In 2006 he was awarded the prestigious Mary-Claire Ward Geoscience Award by the Prospectors and Developers Association of Canada (PDAC) for his Ph.D. thesis, which focused on the interplay between island-arc evolution and metallogenies in British Columbia

John Fleishman started his career working at Blackdome Mining Corp. and Ashworth Explorations Ltd. in the 1980s. He was part owner of Reliance Geological Ltd. from 1990 to 1993. From 1993 to 2006 John worked in South America, Mexico, Canada, and the USA for Canabrava Diamonds Corp. and Southwestern Gold Corp. before staking the Blackwater Davidson property which he sold the NSR to New Gold, now

owned by Artemis Gold. Mr. Fleishman was a director of West Cirque Resources that taken over by Kaizen Discovery Ltd. and also served as Technical Advisor for Questex that was taken over by Skenna Resources.

Private Placement

The Company issued an aggregate of 10,950,000 Units, of which 10,486,666 were sold at a price of \$0.075 per Unit raising proceeds of \$786,500, and 463,334 Units were issued in satisfaction of 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 the Expiry Date). The Expiry Date is subject to acceleration in the event the closing price of the Shares on the Canadian Securities Exchange is equal to or greater than \$0.35 for a period of 15 consecutive trading days at any time after that date which is four (4) months following the date of issuance of the Warrants, in which case the Company may reduce the exercise period to 30 days from the date on which notice of such accelerated expiry is announced by way of news release.

Proceeds from the Private Placement are intended for exploration activities and general working capital purposes. The securities issued under the Private Placement will be subject to a statutory hold period expiring November 16, 2024.

In connection with the Private Placement, one insider of the Company, Mark Cruise (Director), purchased an aggregate of 333,333 Units for total consideration of \$25,000. In addition, two insiders of the Company settled outstanding debt owed by the Company for an aggregate of 463,334 Units with a total deemed value of \$34,750.05, as follows: (i) Richard Gittleman, Director of the Company, received 163,334 (deemed value \$12,250.05), and (ii) Jason Nickel, Director of the Company, received 300,000 Units (deemed value \$22,500). 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 Units issued to the insiders, nor the consideration for/deemed value of the 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.

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

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.

Stock Options

The Company has granted an aggregate of 3,475,000 options (the “**Options**”) each exercisable at \$0.12 into a Share until July 12, 2029, to certain directors, officers, advisors and consultants of the Company, in accordance with the Company’s Equity Incentive Plan. The Options are subject to vesting over a period of 18 months.

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.

Item 9 Date of Report

August 5, 2024