

**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**

December 30, 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 January 9, 2025, and a copy was subsequently filed on SEDAR+.

**Item 4 Summary of Material Change**

The Company announced that subject to regulatory approval it has completed the purchase of mineral claims from Aurwest Resources Corporation (“**Aurwest**”) and has acquired 100% right, title, and interest in the Stars Property, a post-discovery porphyry copper-molybdenum project, covering 3,761 hectares in central British Columbia (the “**Acquisition**”).

In connection with the Acquisition, the Company made cash payments aggregating \$100,000 and issued 10,000,000 common shares of the Company and 2,500,000 common share purchase warrants of the Company, exercisable for 24 months at \$0.15 per common share of the Company, to Aurwest. The securities are subject to a statutory hold period of four months from the date of issuance as well as contractual time-based restrictions on transfer of up to 24 months from the date of issuance.

In addition, the Company announced that Cameron MacDonald, Chief Executive Officer of Aurwest, has joined the board of directors of the Company.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced that subject to exchange approval it has completed the purchase of mineral claims from Aurwest and has acquired the 100% right, title, and interest in the Stars Property (the “**Property**”), a post discovery porphyry copper-molybdenum project, covering 3,761 hectares (“**ha**”) in central British Columbia (the “**Acquisition**”).

*Terms of Acquisition*

The Company made cash payments aggregating \$100,000 and issued 10,000,000 common shares of the Company and 2,500,000 common share purchase warrants of the Company, exercisable for 24 months at \$0.15 per common share of the Company, to Aurwest. The securities are subject to a statutory hold period of four months from the date of issuance as well as contractual time-based restrictions on transfer of up to 24 months from the date of issuance. There is a grant to underlying third parties of a 2% net smelter return royalty (the “**NSR**”) on all minerals produced from the Property. The Company retains the right to re-

purchase at any time one per cent of the NSR (1.0%) for consideration of \$2,000,000 based on the terms of the underlying royalty agreements.

#### *New Board Member*

Cameron MacDonald, CEO of Aurwest, has joined the board of directors of the Company. Mr. MacDonald has over 18 years of Capital Markets public company experience as founder and CEO of the Macam Group of Companies specializing in Capital Markets, M&A, banking, financial management, and operations. He has been investing in start-up companies since 2002 and has helped raise over \$300 million in equity and over \$650 million in debt financings. Mr. MacDonald is currently the President and CEO of Tenth Avenue Petroleum Corp., Director of Pacific Bay Minerals Ltd., and serves as an investor and board member for several other businesses.

#### *Stock Options*

The Company has granted stock options to a Director of the Company to acquire an aggregate of 200,000 common shares in the capital of the Company, pursuant to the Company's Equity Incentive Plan. The stock options are each convertible into a common share of the Company at an exercise price of \$0.12 until December 30, 2029.

#### **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**

January 9, 2025