

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION  
(not involving an issuance or potential issuance of a listed security)<sup>1</sup>

Name of Listed Issuer: Interra Copper Corp. (formerly IMC International Mining Corp.) (the "Issuer")

Trading Symbol: IMCX

Issued and Outstanding Securities of the Issuer Prior to Transaction: 74,460,903 (as at May 31, 2021)

Date of News Release Fully Disclosing the Transaction: May 25, 2021

**1. Transaction**

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (e.g.: sale, option, license, contract for Investor Relations Activities, etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

On January 12, 2021, the Issuer entered into an investor relations and online marketing agreement with Freeform Communications Inc. ("Freeform") (the "Freeform Agreement"), an unrelated party to the Issuer, pursuant to which Freeform provides investor and public relations services (the "Freeform Services") to the Issuer. The Freeform Agreement was effected for a period of six months ending July 12, 2021. The terms of the Freeform Agreement provides that the Issuer pays Freeform a monthly fee of \$4,000.00 and grants incentive stock options to purchase 250,000 common shares of the Issuer. The stock options were granted on January 12, 2021, as previously disclosed. In May 2021, the Issuer and Freeform agreed to extend the term of the Freeform Agreement by six months to now expire January 12, 2022.

On May 12, 2021, the Issuer entered into an online advertising and marketing agreement with Investing News Network ("INN") (the "INN Agreement"), an unrelated party, pursuant to which INN will create and provide an advertising, marketing and lead generation campaign (the "INN Services") to the Issuer for a period ending on June 12, 2022. The terms of the INN Agreement provide that the Issuer will pay INN a fee of \$58,000.00.

On May 14, 2021, the Issuer entered into marketing strategy agreement with Stockhouse ("Stockhouse") (the "Stockhouse Agreement"), an unrelated party, pursuant to which Stockhouse will develop and establish a marketing program and build core marketing materials (the "Stockhouse Services") for the Issuer for a period of one year ending on May 14, 2022. The terms of the Stockhouse Agreement provide that the Issuer will pay Stockhouse a fee of \$75,000.00.

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<sup>1</sup> If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

On May 21, 2021, the Issuer entered into a marketing agreement with 2686362 Ontario Corporation dba CanaCom Group (“CanaCom”) (the “CanaCom Agreement”), an unrelated party, pursuant to which CanaCom will provide an awareness campaign (the “CanaCom Services”) to the Issuer for a period of eight months. The terms of the CanaCom Agreement provide that the Issuer will pay CanaCom a fee of \$100,000.00.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: \$233,000.00 (one-time payments), plus \$4,000.00 per month
- (b) Cash:
- |                   |                                |
|-------------------|--------------------------------|
| <u>Freeform</u>   | <u>- \$4,000.00 per month</u>  |
| <u>INN</u>        | <u>- \$58,000.00 flat fee</u>  |
| <u>Stockhouse</u> | <u>- \$75,000.00 flat fee</u>  |
| <u>CanaCom</u>    | <u>- \$110,000.00 flat fee</u> |
- (c) Other: Not Applicable
- (d) Work commitments:  
Freeform will provide the Freeform Services for an additional period of six months;  
INN will provide the INN Services for a period of one year;  
Stockhouse will provide the Stockhouse Services for a period of one year; and  
CanaCom will provide the CanaCom Services for a period of eight months.
3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm’s-length negotiation, independent committee of the Board, third party valuation, etc.). The terms of each of the above mentioned agreements were negotiated by arm’s length negotiation based on prevailing market rates for such services.
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: Not applicable
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: Not applicable
6. Provide the following information for any agent’s fee, commission, bonus or finder’s fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):  
Not applicable
- (b) Cash: Not applicable
- (c) Other: Not applicable

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7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. **Not applicable**

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. **Not applicable**

**2. Development**

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: **Not applicable**

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### 3. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated May 31, 2021

Janet Francis  
Name of Director or Senior Officer

/s/ Janet Francis  
Signature

Corporate Secretary  
Official Capacity