

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. (the “Issuer”)**

Trading Symbol: **IMCX**

Issued and Outstanding Securities of the Issuer Prior to Transaction: **29,598,037**

Date of News Release Fully Disclosing the Transaction: **February 23, 2024 and March 14, 2024**

**1. Transaction**

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: 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: **The Issuer has entered into a revolving credit facility with a lender (the “Lender”). The terms of the facility are as follows: Principal amount of up to C\$400,000, with an interest rate of 9% annually, for a term of two (2) years, unsecured. At any time, the Lender may notify the Issuer that any outstanding debt, plus accrued interest, shall be converted into equity and paid in common shares of the Issuer (“Common Shares”), the price per Common Share for such conversion shall be determined based on the 5-day volume weighted average market price of the Common Shares as reported on the Canadian Securities Exchange (the “CSE”) for the 5 consecutive trading days preceding the issuance, subject to the minimum price per Common Share permitted pursuant to applicable securities laws and the requirements of the CSE. No part of any loan drawn from the facility is callable by the Lender for cash. The Issuer has the right to pay any amount drawn from the facility, plus accrued interest, in cash without a notice period.**
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: **Up to C\$400,000**
  - (b) Cash: **Up to C\$400,000**
  - (c) Other: **Nil**
  - (d) Work commitments: **None**
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):

---

<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.

**The terms of the revolving credit facility were determined based on arm's length negotiations between the Issuer and the Lender, and review and approval from the Issuer's board of directors.**

4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: **None**
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**
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: **This transaction was entered into to help fund the Issuer's exploration activities and for general working capital or corporate purposes.**

*[The remainder of this page intentionally left blank.]*

### 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: March 19, 2024

Richard Gittleman

Name of Director or Senior Officer

/s/ Richard Gittleman

Signature

Chief Executive Officer

Official Capacity