



Interra Copper Corp.
Registered Office
2501 - 550 Burrard Street, Bentall 5
Vancouver, British Columbia
V6C 2B5 Canada

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the **Annual General Meeting** (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of **INTERRA COPPER CORP.** (the “**Company**”) will be held at **2501 – 550 Burrard Street, Bentall 5, Vancouver, British Columbia, V6C 2B5**, on **Friday, September 20, 2024**, at **10:00 a.m. (Pacific Time)** for the following purposes:

1. to receive and consider the audited financial statements of the Company, together with the notes thereto and the auditor’s report thereon, for the financial year ended December 31, 2023;
2. to fix the number of directors to be elected at the Meeting at three (3);
3. to elect directors of the Company to hold office until the next annual general meeting of Shareholders;
4. to appoint D&H Group LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditor;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution ratifying, confirming, and approving the Company’s “20% rolling” equity incentive plan, including all unallocated awards thereunder, as more particularly described in the Management Information Circular of the Company dated August 9, 2024 (the “**Circular**”); and
6. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Although no other matters are contemplated, the Meeting may also consider the transaction of such other business, and any permitted amendment to or variation of any matter identified in this Notice, as may properly come before the Meeting and any adjournment thereof.

This Notice is accompanied by the Circular, a form of proxy or voting instruction form, and a financial statements request form. The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Shareholders are advised to review the Circular before voting.

The board of directors of the Company (the “**Board**”) has fixed the close of business on August 9, 2024, as the record date (the “**Record Date**”) for the determination of the Shareholders entitled to receive notice of, and to vote at, the Meeting. Only Shareholders of record at the close business on the Record Date, or authorized proxyholders, will be entitled to vote at the Meeting or any adjournment thereof.

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer

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agent, Odyssey Trust Company, Attention: Proxy Department, Trader's Bank Building, 702 – 67 Yonge Street, Toronto, Ontario, Canada M5E 1J8, no later than 10:00 a.m. on Wednesday, September 18, 2024, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

If you are a non-registered Shareholder and received this Notice and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf, please complete and return the materials in accordance with the instructions provided to you by your intermediary.

DATED at Vancouver, British Columbia, this **9th** day of **August, 2024**.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Brian Thurston _____
Brian Thurston
Chief Executive Officer and Director