



**Notice of Availability of Proxy Materials  
for  
INTERRA COPPER CORP.  
(the “Company”)**

**Annual General and Special Meeting**

**Meeting Date and Time: Thursday, June 30, 2022, at 10:00 a.m. (Pacific Time)**

**Location: Meeting is being held via teleconference**

**TELECONFERENCE REGISTRATION**

Registered Shareholders and proxyholders who have completed the Company’s teleconference registration process will be able to attend the Meeting via teleconference. Non-registered Shareholders who have appointed themselves as proxyholder through their intermediary will also be permitted to attend the Meeting via teleconference. Non-registered Shareholders who have not duly appointed themselves as proxyholder will not be permitted to attend the Meeting. This procedure is in place to ensure that the Company and its transfer agent can verify the identity of attending Shareholders. The Company and its transfer agent do not have a record of the Company’s non-registered Shareholders and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder. Please refer to the “Appointment of Proxy” and “Advice to Non-Registered Shareholders” sections of the Information Circular for additional information.

**TELECONFERENCE REGISTRATION PROCESS**

Advance registration for the Meeting is required by emailing the following information to [janet@keystonecorp.ca](mailto:janet@keystonecorp.ca):

- (a) the name of the Shareholder in which common shares of the Company are held; and
- (b) an email address and/or telephone number at which a Company representative may contact such Shareholder in order to provide the teleconference number, Meeting ID and passcode, or request additional information, as necessary.

The teleconference number will be provided only to Shareholders and proxyholders who complete the teleconference registration process.

Please be advised that the proxy materials for the above noted shareholder meeting are available for viewing and downloading online. This document provides an overview of these materials, but you are reminded to access and review the information circular and other proxy materials available online prior to voting. These materials are available at:

[www.interracopper.com/investors/shareholders-meeting/](http://www.interracopper.com/investors/shareholders-meeting/)

OR

[www.sedar.com](http://www.sedar.com)

**Obtaining Paper Copies of the Proxy Materials:** Shareholders may request to receive paper copies of the proxy materials related to the above referenced meeting by mail at no cost. Requests for paper copies must be received by 5:00 p.m. (Pacific Time) on Monday, June 20, 2022, in order to receive the paper copy in advance of the meeting. Shareholders may request to receive a paper copy of the materials for up to one year from the date the materials were filed on [www.sedar.com](http://www.sedar.com).



For more information regarding notice-and-access or to obtain a paper copy of the materials you may contact our transfer agent, Odyssey Trust Company, via [www.odysseycontact.com](http://www.odysseycontact.com) or by telephone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

### **Notice of Meeting**

The resolutions to be voted on at the meeting, described in detail in the Company's Management Information Circular dated May 12, 2022 (the "**Information Circular**"), are as follows:

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, 2021 (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Financial Statements*" on pages 9-10 of the Information Circular);
2. to fix the number of directors to be elected at the Meeting at four (4) (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Fixing the Number of Directors*" on page 10 of the Information Circular);
3. to elect directors of the Company to hold office until the next annual meeting of shareholders, as more particularly described in the Information Circular (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Election of Directors*" on pages 10-13 of the Information Circular);
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 (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Appointment of Auditor*" on page 13 of the Information Circular);
5. to consider and, if deemed advisable, to pass an ordinary resolution approving an amendment to the equity incentive plan of the Company to allow for a reduced exercise period of stock options in certain circumstances and approving continuation of the equity incentive plan of the Company, as amended, as more particularly described in the Information Circular (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Approval of an Amendment to the Equity Incentive Plan and Continuation of Equity Incentive Plan, As Amended*" on pages 13-15 of the Information Circular); and
6. to transact such further or other business as may be properly brought before the meeting or at any continuation of the meeting following an adjournment or postponement thereof (see the section entitled "*Section 8 – Other Information – Other Business*" on page 30 of the Information Circular).

**Voting:** The Company reminds shareholders that it is important to review the Information Circular before voting.

To vote your securities, please refer to the instructions on the enclosed Proxy or Voting Instruction Form. Your Proxy or Voting Instruction Form must be received by **10:00 a.m. (Pacific Time) on Tuesday, June 28, 2022.**

**Stratification:** The Company is providing paper copies of its Information Circular only to those registered shareholders and beneficial shareholders that have previously requested to receive paper materials.

**Annual Financial Statements:** The Company is providing paper copies or emailing electronic copies of its annual financial statements to registered shareholders and beneficial shareholders that have opted to receive annual financial statements and have indicated a preference for either delivery method.