



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

Annual General and Special Meeting

Meeting Date and Time: Friday, July 23, 2021, at 10:00 a.m., Pacific Time

Location: Meeting is being held virtually via teleconference call

VIRTUAL MEETING ADVANCE REGISTRATION

Registered shareholders and proxyholders who have completed the Company’s virtual meeting advance 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.

Advance registration for the meeting is required by emailing the following information to the Corporate Secretary of the Company at janet@keystonecorp.ca:

- (a) the name of the registered shareholder in which common shares of the Company are held;
- (b) the proxy control number given in respect of such common shares of the Company (unless the person is registering as a proxyholder); and
- (c) an email address and/or telephone number at which a Company representative may contact such shareholder or proxyholder in order to provide the teleconference number, Meeting ID and passcode, or request additional information, as necessary.

This procedure is in place to ensure to verify the identity of attending shareholders and entitlement to vote.

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:

<https://interracopper.com/investors/>

OR

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, July 12, 2021, 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.

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 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 June 7, 2021 (the "**Information Circular**"), are as follows:

1. to receive and consider the audited financial statements of the Company for the financial year ended December 31, 2020, together with the auditor's report thereon (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Financial Statements*" on page 8 of the Information Circular);
2. to fix the number of directors to be elected at the meeting at six (6) (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Election of Directors*" on page 9 of the Information Circular);
3. to elect directors of the Company to hold office until the next annual general 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 page 9 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 12 of the Information Circular);
5. to consider and, if deemed appropriate, to pass an ordinary resolution approving the continuation of the equity incentive plan of the Company, as more particularly described in the Information Circular (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Equity Incentive Plan*" on page 12 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 27 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 Wednesday, July 21, 2021.**

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.