



Interra Copper Corp.
Suite 2200, 885 West Georgia Street
Vancouver, British Columbia
Canada V6C 3E8

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON JULY 23, 2021**

NOTICE IS HEREBY GIVEN that the **Annual General and Special Meeting** (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Interra Copper Corp. (the “**Company**”) will be held virtually via teleconference call on **Friday, July 23, 2021, at 10:00 a.m. (Pacific Time)**. Shareholders are invited to attend the Meeting remotely for the following purposes:

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;
2. to fix the number of directors to be elected at the Meeting at six (6);
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 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 (as defined below); 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.

The accompanying management information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Although no other matters are contemplated, the Meeting may also consider the transaction of such further or other business, and any permitted amendment to or variation of any matter identified in this Notice, as may properly come before the Meeting or at any continuation of the Meeting following an adjournment or postponement thereof. Accompanying this Notice is a (i) form of proxy or voting instruction form, and (ii) financial statements request form.

VIRTUAL MEETING ADVANCE REGISTRATION PROCESS

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. 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 Beneficial Shareholders (Non-Registered Shareholders)” sections of the Information Circular for additional information.

VIRTUAL MEETING ADVANCE REGISTRATION

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 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 virtual meeting advance registration process using the instructions provided above.

The board of directors of the Company (the “**Board**”) has fixed the close of business on June 7, 2021, as the record date for the determination of the Shareholders entitled to receive notice of, and to vote at, the Meeting. Only Shareholders whose names have been entered in the register of Shareholders as at the close of business on June 7, 2021, will be entitled to receive notice of, and to vote at, the Meeting. Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Information Circular under the heading “*Section 2 – Proxies and Voting Rights*”. For information with respect to Shareholders who own their shares through an intermediary, see “*Section 2 – Proxies and Voting Rights – Advice to Beneficial Shareholders (Non-Registered Shareholders)*” in the Information Circular.

In order to streamline the Meeting process, the Company encourages Shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form provided with the Meeting materials and submitting them no later than July 21, 2021, at 10:00 a.m. (Pacific Time), the cut-off time for deposit of proxies prior to the Meeting, or such earlier time as may be directed in the form.

DATED at Vancouver, British Columbia, this 7th day of **June, 2021**.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ David McMillan

David McMillan

Interim Chief Executive Officer and Director