

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES
(or securities convertible or exchangeable into listed securities¹¹)

Name of Listed Issuer:

Symbol(s):

Interra Copper Corp. (the "Issuer")	IMCX
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Date: **February 2, 2023** Is this an updating or amending Notice: ☐ Yes ☒ No

If yes, provide date(s) of prior Notices: **Not applicable**

Issued and Outstanding Securities of Issuer Prior to Issuance: **8,643,424 common shares**

Pricing

Date of news release announcing proposed issuance: _____ or

Date of confidential request for price protection: **November 30, 2022 (as subsequently extended)**

Closing Market Price on Day Preceding the news release: _____ or

Day preceding request for price protection: **\$0.60**

Closing

Number of securities to be issued: **An aggregate of 5,656,122 subscription receipts of the Issuer (the "Subscription Receipts"), whereby each Subscription Receipt shall be exchanged, without payment of any additional consideration, for one common share in the capital of the Issuer (each a "Common Share") and one-half of one Common Share purchase warrant of the Issuer, upon the satisfaction of certain escrow release conditions in connection with the acquisition of Alto Verde Copper Inc. (the "Acquisition"). Each whole Common Share purchase warrant (a "Warrant") shall be exercisable at \$0.75 into an additional Common Share for a period of 36 months from the date of issuance, subject to an accelerated expiry provision (as further detailed herein). The terms and conditions of the Subscription Receipts shall be governed by the subscription receipt agreement and should the escrow release conditions not be satisfied pursuant to the terms and conditions of the subscription receipt agreement, the subscription receipt agent shall return the subscription proceeds to the holders of the Subscription Receipts and the Subscription Receipts shall be cancelled.**

Issued and outstanding securities following issuance: **8,643,424 Common Shares (no Common Shares are being issued at this time; however, Common Shares and Warrants are the underlying securities of the Subscription Receipts. Upon conversion, 5,656,122 Common Shares will be added to the Issuers' issued and outstanding Common Shares)**

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction.
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL places.

¹ An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security (CDN\$)	Total dollar value (CDN\$) raised in the jurisdiction
Alberta	2	\$0.50 per Subscription Receipt	\$80,000.00
British Columbia	26	\$0.50 per Subscription Receipt	\$1,021,611.00
Ontario	33	\$0.50 per Subscription Receipt	\$737,200.00
Australia	1	\$0.50 per Subscription Receipt	\$25,000.00
Belgium	1	\$0.50 per Subscription Receipt	\$5,000.00
Germany	7	\$0.50 per Subscription Receipt	\$149,500.00
Nicaragua	1	\$0.50 per Subscription Receipt	\$15,500.00
Paraguay	3	\$0.50 per Subscription Receipt	\$160,000.00
Thailand	1	\$0.50 per Subscription Receipt	\$400,000.00
Turks & Caicos Islands	1	\$0.50 per Subscription Receipt	\$25,000.00
United Kingdom	1	\$0.50 per Subscription Receipt	\$176,500.00
United States	1	\$0.50 per Subscription Receipt	\$32,750.00
Total number of purchasers:	78		
Total dollar value of distribution in all jurisdictions:			\$2,828,061.00

Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date ⁽¹⁾	Describe relationship to Issuer
Jason Nickel Kamloops, BC	22,222 Subscription Receipts	\$0.50/ Subscription Receipt	Not applicable	NI 45-106, Section 2.3	47,778 Common Shares	February 2, 2023	CEO and Director of the Issuer

⁽¹⁾ An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

- Total amount of funds to be raised: **\$2,828,061.00 from the closing of the non-brokered private placement offering of Subscription Receipts**
- Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. **Upon release from escrow, proceeds from the sale of the securities are intended to fund the Issuer's development of its exploration assets, including its business following completion of the Acquisition and for general corporate purposes.**

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **Not applicable**
4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) and/or the agreement(s) to exchange the debt for securities. **Not applicable**
5. Description of securities to be issued:
- (a) Class: **Subscription Receipts**
 - (b) Number: **5,656,122 Subscription Receipts (underlying securities consist of an aggregate of 5,656,122 Common Shares and 2,828,061 Warrants)**
 - (c) Price per security: **\$0.50 per Subscription Receipt**
 - (d) Voting rights: **The Subscription Receipts do not provide voting rights. Each Common Share entitles the holder to one vote**
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number: **No Warrants are being issued at this time; however, securities underlying the Subscription Receipts include an aggregate of 2,828,061 Warrants**
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): **Upon issuance of the Warrants, an aggregate of 2,828,061 Common Shares are eligible to be purchased on exercise of the Warrants.**
 - (c) Exercise price: **\$0.75**
 - (d) Expiry date: **36 months from date of issuance, subject to an accelerated expiry provision that will allow the Issuer to reduce the exercise period to 30 days from the date on which notice of such accelerated expiry to the holders of Warrants is provided should the closing price of the Common Shares be \$1.25 or greater for a period of ten consecutive trading days.**
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount: **Not applicable**
 - (b) Maturity date: **Not applicable**
 - (c) Interest rate: **Not applicable**
 - (d) Conversion terms: **Not applicable**
 - (e) Default provisions: **Not applicable**

8. 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 placement (including warrants, options, etc.):²
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): (i) Echelon Wealth Partners Inc.; (ii) Canaccord Genuity Corp.; and (iii) PI Financial Corp.
 - (b) Cash: (i) \$24,000.00 to Echelon Wealth Partners Inc.; (ii) \$62,200.00 to Canaccord Genuity Corp.; and (iii) \$5,440.00 to PI Financial Corp.
 - (c) Securities: (i) 48,000 finders warrants to be issued to Echelon Wealth Partners Inc.; (ii) 181,920 finders warrants and 57,520 finders shares to be issued to Canaccord Genuity Corp.; and (iii) 10,880 finders warrant to be issued to PI Financial Corp.
 - (d) Other: Not applicable
 - (e) Expiry date of any options, warrants, etc.: 36 months from the date of issuance
 - (f) Exercise price of any options, warrants, etc.: \$0.75 per Warrant Exercised
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship: Not applicable
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.). Not applicable
11. State whether the private placement will result in a change of control. Not applicable
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. Not applicable
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

Not applicable

2. Provide details of the acquisition including the date, parties to and type of agreement (e.g.: sale, option, license, etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

Not applicable

² All finders' fees are payable upon release of funds from escrow by the subscription receipts agent

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: **Not applicable**
 - (b) Cash: **Not applicable**
 - (c) Securities (including options, warrants, etc.) and dollar value: **Not applicable**
 - (d) Other: **Not applicable**
 - (e) Expiry date of options, warrants, etc., if any: **Not applicable**
 - (f) Exercise price of options, warrants, etc., if any: **Not applicable**
 - (g) Work commitments: **Not applicable**
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation, etc.).
- Not applicable**
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:
- Not applicable**
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Not applicable						

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:
- Not applicable**
8. 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 acquisition (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and, 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) Securities: **Not applicable**

- (d) Other: **Not applicable**
- (e) Expiry date of any options, warrants, etc.: **Not applicable**
- (f) Exercise price of any options, warrants, etc.: **Not applicable**
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. **Not applicable**
10. If applicable, indicate whether the acquisition 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**

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 on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
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 CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated February 2, 2023

Jason Nickel

Name of Director or Senior Officer

/s/ Jason Nickel

Signature

Chief Executive Officer and Director

Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents.

The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.