



CSE: IMCX

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INTERRA COPPER ANNOUNCES ADDITIONAL FLOW-THROUGH SHARE ISSUANCES AND SECURITIES FOR DEBT SETTLEMENT

December 19, 2023, VANCOUVER, British Columbia – **Interra Copper Corp. (CSE: IMCX) (FSE: 3MX)** ("**Interra**" or the "**Company**") announces that, further to its news releases of December 7, 2023, and December 15, 2023, and due to additional demand for flow-through shares of the Company (each, an "**FT Share**"), the Company intends to issue a further 880,000 FT Shares at a price of \$0.29 per FT Share on a non-brokered private placement basis for aggregate gross proceeds of \$255,200 (the "**Private Placement**").

There are no warrants associated with the FT Shares and, subject to the receipt of all necessary regulatory and other approvals, the Company anticipates closing the Private Placement prior to yearend.

Each FT Share will constitute a "flow-through share" within the meaning of the *Income Tax Act* (Canada) (the "**Tax Act**") and the gross proceeds of the Private Placement will be used by the Company for exploration and related programs, which qualify as "Canadian exploration expenses" and "flow-through critical mineral mining expenditures", as such terms are defined in the Tax Act, in connection with Interra's projects in British Columbia. Subject to compliance with the policies of the Canadian Securities Exchange (the "**CSE**") and applicable securities legislation, the Company may pay finder's fees in connection with the Private Placement.

All securities issued pursuant to the Private Placement will be subject to a statutory hold period under applicable Canadian securities laws of four months and one day from the date of closing of the Private Placement.

The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws, and may not be offered or sold absent registration or compliance with an applicable exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

In addition, the Company announces that it has entered into a securities for debt settlement agreement dated December 18, 2023 (the "**Agreement**") with a consultant of the Company.

Pursuant to the Agreement, the Company has agreed to settle debt in the amount of \$70,537.00 through the issuance of 282,148 units (each, a "**Unit**") at a deemed price of \$0.25 per Unit, whereby each Unit shall be comprised of one (1) common share in the capital of the Company (each a "**Share**") and one half (1/2) of one (1) Share purchase warrant (each whole, being a "**Warrant**"). Each Warrant will be convertible into an additional Share (a "**Warrant Share**") at an exercise price of \$0.35 per Warrant Share and will expire on the date that is three (3) years following the date of issuance (the "**Expiry Date**"). The Expiry Date shall be subject to acceleration where the volume-weighted average trading price of the Company's common shares on the CSE is equal to or greater than \$0.45 for a continuous 30-day period at any time after that date which is four (4) months following the date of issuance, in which case the Expiry Date of the Warrants shall automatically accelerate and the Warrants will expire on that date which is 30 days after the date on which notice of such acceleration event is provided to the holder.

The Agreement and the issuance of the securities thereunder are subject to the approval of the CSE. The securities will be subject to a hold period of four months and one day pursuant to CSE policies and applicable securities laws.

On behalf of the Board of Interra Copper Corp.

Rick Gittleman
Interim CEO & Chairman

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Forward Looking Information

This news release contains certain "forward-looking information" and "forward-looking statements" (collectively "forward-looking statements") within the meaning of applicable securities legislation. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible", and similar expressions, or statements that events, conditions, or results "will", "may", "could", or "should" occur or be achieved. All statements, other than statements of historical fact, included herein, without limitation, statements relating to the Private Placement and the debt settlement

transaction, the receipt of all necessary regulatory and other approvals, and the use of proceeds from the Private Placement are forward-looking statements. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements reflect the beliefs, opinions and projections on the date the statements are made and are based upon a number of assumptions and estimates that, while considered reasonable by Interra, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors, both known and unknown, could cause actual results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements and the parties have made assumptions and estimates based on or related to many of these factors. Such factors include, without limitation, the ability of the Company to obtain the necessary approvals in connection with the Private Placement and the Agreement and the transactions contemplated thereby, the ability to complete exploration work, the results of exploration, continued availability of capital, and changes in general economic, market and business conditions. Readers should not place undue reliance on the forward-looking statements and information contained in this news release concerning these items. Interra does not assume any obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by applicable securities laws.

The Canadian Securities Exchange has not reviewed, approved or disapproved the contents of this press release, and does not accept responsibility for the adequacy or accuracy of this release.