

**XTIERRA INC.  
PROXY SOLICITED BY THE MANAGEMENT OF THE CORPORATION**

**For the Annual and Special Meeting of Shareholders in 2011**

The undersigned shareholder of Conquest Resources Limited (the "Corporation") hereby appoints Terence N. McKillen, President of the Corporation, or failing him, John F. Kearney or Neil J.F. Steenberg, or in lieu of the foregoing persons, \_\_\_\_\_, as proxy of the undersigned to attend and act at the Annual and Special Meeting of Shareholders of the Corporation to be held at Suite 700, 220 Bay Street, Toronto, Ontario, on the 6<sup>nd</sup> day of June, 2012, at 2:30 o'clock in the afternoon (Toronto time) and at any adjournment or adjournments thereof and to vote the number of shares in the Corporation's capital that the undersigned would be entitled to vote if personally present:

The directors and management recommend shareholders VOTE FOR the matters set out in items (a), (b) and (c) below.

The undersigned specifies that all of the voting shares owned by him and represented by this form of proxy shall be:

(a) VOTED FOR or WITHHELD FROM VOTING in respect of the election of the following directors:

		For	Withhold
1	John F. Kearney	<input type="radio"/>	<input type="radio"/>
2	Terence N. McKillen	<input type="radio"/>	<input type="radio"/>
3	Neil J.F. Steenberg	<input type="radio"/>	<input type="radio"/>
4	Lee Graber	<input type="radio"/>	<input type="radio"/>
5	Tim Gallagher	<input type="radio"/>	<input type="radio"/>

(b) VOTED FOR ( ☐ ) WITHHELD FROM VOTING ( ☐ ) in respect of the appointment of McGovern Hurley Cunningham, LLP, Chartered Accountants, as auditors of the Company and authorizing the directors to fix their remuneration; and

(c) VOTED FOR ( ☐ ) AGAINST ( ☐ ) passing an ordinary resolution in the form set forth in the Information Circular ratifying the Corporation's Stock Option Plan (Management favours a vote "FOR"); and

(d) VOTED on such other business as may properly come before the Meeting or any adjournment thereof; hereby revoking any proxy previously given.

**THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS SPECIFIED. IF NO CHOICE IS SPECIFIED, THE PROXY WILL BE VOTED "FOR" ALL ITEMS WHERE PERMITTED.**

DATED this                day of                                2012

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Print Name of Shareholder

**NOTES:**

1. THIS PROXY MUST BE SIGNED BY THE SHAREHOLDER OR HIS/HER ATTORNEY DULY AUTHORIZED IN WRITING, OR, IF THE SHAREHOLDER IS A CORPORATION, UNDER ITS CORPORATE SEAL OR BY AN OFFICER OR ATTORNEY THEREOF DULY AUTHORIZED.
2. THE SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON, WHO NEED NOT BE A SHAREHOLDER, OTHER THAN THE PERSONS NAMED, AS HIS/HER NOMINEE TO ATTEND AND ACT AT THE ANNUAL MEETING OF SHAREHOLDERS, AND SUCH RIGHT MAY BE EXERCISED BY INSERTING THE NAME OF SUCH PERSON IN THE BLANK SPACE IN THE PROXY FORM.
3. COMPLETED FORMS OF PROXY SHOULD BE RETURNED IN THE ENVELOPE PROVIDED TO THE CORPORATION'S TRANSFER AGENT AND REGISTRAR, EQUITY FINANCIAL TRUST COMPANY ("EQUITY"), 200 UNIVERSITY AVENUE, SUITE 400, TORONTO, ONTARIO, M5H 4H1 NO LATER THAN 2:30 A.M. (LOCAL TIME, TORONTO, ONTARIO) ON JUNE 4, 2012 (OR THE LAST BUSINESS DAY PRECEDING ANY ADJOURNMENT OF THE MEETING).