

**XTIERRA INC**  
**("Corporation")**

**FORM OF PROXY ("PROXY")**

**Annual and Special Meeting**  
**June 18, 2013 at 2:30 p.m. (Toronto Time)**  
**Suite 700, 220 Bay Street**  
**Toronto, Ontario**  
**("Meeting")**

**RECORD DATE:** April 29, 2013

**CONTROL NUMBER:**

**SEQUENCE #:**

**FILING DEADLINE FOR PROXY:** June 14, 2013 at 2:30 p.m. (Toronto Time)

VOTING METHODS	
INTERNET	Go to <a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a> and enter the 12 digit control number above
FACSIMILE	(416) 595-9593
MAIL or HAND DELIVERY	EQUITY FINANCIAL TRUST COMPANY 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **John F. Kearney**, Chairman of the Corporation, whom failing **Neil J.F. Steenberg**, ("Management Nominees"), or instead of any of them, the following Appointee

*Please print appointee name*

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) thereof in accordance with voting instructions, if any, provided below.

**\* SEE VOTING GUIDELINES ON REVERSE \***

**RESOLUTIONS - MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES**

**1. Election of Directors**

- a) John F. Kearney
- b) Terence N. McKillen
- c) Neil J.F. Steenberg
- d) Lee Graber
- e) Tim Gallagher

**FOR** **WITHHOLD**

<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>

**2. Appointment of Auditors**

Appointment of **McGovern Hurley Cunningham, LLP** as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

**FOR** **WITHHOLD**

<input type="checkbox"/>	<input type="checkbox"/>
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**3. Stock Option Plan**

Passing an ordinary resolution in the form set forth in the Information Circular ratifying the Corporation's Stock Option Plan.

**FOR** **AGAINST**

<input type="checkbox"/>	<input type="checkbox"/>
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This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED.**

*Signature of Registered owner(s)*

*Date (MM/DD/YYYY)*

## Proxy Voting - Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each shareholder has the right to appoint a person other than Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Corporation.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its being mailed to the shareholders of the Corporation.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and before the **Filing Deadline for Proxies**, noted overleaf or in the case of any adjournment of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the shareholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the shareholder may be required to provide documentation evidencing the signatory's power to sign the proxy.

## Investor inSite

Equity Financial Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit [www.equityfinancialtrust.com/online services](http://www.equityfinancialtrust.com/online services)

Click on, "Login to Investor inSite" and complete the registration form under "Register Online Now". Call us toll free at 1-866-393-4891 with any questions.

## Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

**Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at [www.sedar.com](http://www.sedar.com).**

I HEREBY CERTIFY that I am a security holder of the Corporation, and as such, request that you provide me with the following:

☐ Annual Financial Statement with MD&A    ☐ Interim Financial Statements with MD&A

**If you are casting your vote online and wish to receive financial statements, please fax this side to (416) 595-9593.**

**XTIERRA INC.**  
FISCAL YEAR – 2013