

XTIERRA INC.
NOTICE OF ANNUAL AND SPECIAL
MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the shareholders of Xtierra Inc. (the "**Corporation**") will be held in Suite 700, 220 Bay Street, Toronto, Ontario M5J 2W4 on Monday, June 16, 2014 at 2:30 P.M. (Toronto time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the financial year ended December 31, 2013, together with the report of the auditors thereon;
2. to fix the number of directors of the Company at five (5);
3. to elect directors;
4. to appoint auditors and to authorize the directors to fix their remuneration;
5. to consider and, if thought advisable, to approve an ordinary resolution, as more particularly set forth in the accompanying Information Circular prepared for the purposes of the Meeting ratifying the Corporation's existing Stock Option Plan;
6. to consider and, if thought fit, to approve an ordinary resolution to confirm By-Law No. 2 of the Corporation which amends the Corporation's general By-Laws to ensure the Corporation may make use of the "notice-and-access" method for sending meeting materials to shareholders, as more particularly described in the accompanying information circular; and
7. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

DATED at Toronto, Canada as of the May 7, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

"Neil J.F. Steenberg"

Neil J.F. Steenberg
Director & Secretary

NOTES: Shareholders are entitled to vote at the Meeting in person or by proxy. If it is not your intention to be present at the Meeting, please exercise your right to vote by promptly signing, dating and returning the enclosed form of proxy in the envelope provided for that purpose to the Corporation's transfer agent and registrar, TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, no later than 2:30 p.m. (Toronto time) on June 13, 2014.

The accompanying 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. Also accompanying this notice is a form of proxy and a financial statement and MD&A request form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only holders of common shares of record at the close of business on May 7, 2014 will be entitled to receive notice of and vote at the Meeting. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.

As provided under the *Business Corporation Act*, (Ontario) the directors have fixed a record date of May 7, 2014. Accordingly, shareholders registered on the books of the Corporation at the close of business on May 7, 2014 are entitled to Notice of the Meeting.

A copy of the consolidated financial statements of the Corporation for the financial year ended December 31, 2013 will be mailed to shareholders of the Corporation who requested same and are available under the Corporation's profile on SEDAR at www.sedar.com and on the Corporation's website at www.xtierra.ca

If you are a beneficial shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or intermediary.