

**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 Thursday, June 2, 2011 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, 2010, together with the report of the auditors thereon;
2. to elect directors;
3. to appoint auditors and to authorize the directors to fix their remuneration;
4. to consider and, if thought advisable, to approve an ordinary resolution, as more particularly set forth in the Information Circular prepared for the purposes of the Meeting ratifying the Corporation's existing Stock Option Plan; and
5. 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 26<sup>th</sup> day of April, 2011.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Terence N. McKillen"*

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Terence N. McKillen  
President and Chief Executive Officer

NOTES: Shareholders eligible to vote but unable to attend in person are requested to complete, sign and return to the Corporation the enclosed form of proxy in the envelope provided for that purpose.

1. A Management Information Circular and a Proxy for holders of common shares accompany this Notice of Meeting. Shareholders who are unable to be present at the Meeting are kindly requested to specify on the accompanying form of proxy the manner in which the shares represented thereby are to be voted and to sign, date and return same in accordance with the instructions set out in the Proxy and the Management Information Circular.

2. As provided under the Business Corporation Act, (Ontario) the directors have fixed a record date of April 14, 2011. Accordingly, shareholders registered on the books of the Corporation at the close of business on April 14, 2011 are entitled to Notice of the Meeting.

3. A copy of the consolidated financial statements of the Corporation for the financial year ended December 31, 2010 will be mailed to shareholders of the Corporation who requested same and are available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Corporation's website at [www.xtierra.ca](http://www.xtierra.ca)

4. 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.