

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

For the Annual and Special Meeting of Shareholders in 2011

The undersigned shareholder of Xtierra Inc. (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 2nd day of June, 2011, 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:

1. FOR____ WITHHOLD ____ the election of the Directors named in the Information Circular (Management favours a vote "FOR");
2. FOR____ WITHHOLD ____ the appointment of McGovern, Hurley, Cunningham, LLP, Chartered Accountants, Toronto, Ontario, as auditor of the Corporation for the ensuing year and authorizing the directors to fix their remuneration (Management favours a vote "FOR");
3. 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
4. Upon such other matters as may properly be brought before the meeting or any and all adjournments thereof.

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 _____, 2011

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. **ALL PROXIES MUST BE SUBMITTED NO LATER THAN 48 HOURS PRIOR TO MEETING TO: EQUITY FINANCIAL TRUST COMPANY, 200 UNIVERSITY AVENUE, SUITE 400, TORONTO, ONTARIO, M5H 4H1**