

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 at 55 University Avenue, Suite 1805, Toronto, Ontario M5J 2H7 on Monday, June 19, 2017 at 11:00 A.M. (Toronto time) for the following purposes:

1. to receive the report of the Directors and consider the financial statements of the Corporation for the financial year ended December 31, 2016, together with the report of the auditors thereon;
2. to elect Directors;
3. to appoint auditors for the ensuing year and upon the advice and recommendation of the Audit Committee 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 accompanying 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.

The Circular has been prepared to help you make an informed decision on each of the matters to be voted on at the Meeting. Please review the Circular carefully before voting. The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer (the "**Notice and Access Provisions**") for the Meeting. The Notice and Access Provisions allow the Corporation to post proxy-related materials both on SEDAR and a non-SEDAR website, rather than delivering the materials by mail. Shareholders will still receive this Notice of Meeting and a form of Proxy (or Voting Instruction Form, if applicable) and may choose to receive a paper copy of the Circular.

The Meeting materials, including the Circular, are available on the Corporation's website at www.xtierra.ca and will remain on the website for at least one full year from the date of this Notice. The Meeting materials are also available under the Corporation's profile on SEDAR at www.sedar.com.

Any shareholder who wishes to receive a printed paper copy of this Circular may request a copy from the Corporation by calling (647) 728-4106 or download a copy from the Corporation's website at www.xtierra.ca. If a shareholder requests a printed copy of the Circular prior to the date of the Meeting, the Corporation will send a printed paper copy of the Circular to the requesting shareholder at no cost to them within three business days of the request. If a shareholder requests a printed paper copy of the Circular after the date of the Meeting, the Corporation will send printed paper copies of the Circular to the requesting shareholder at no cost to them within ten calendar days of the request. A shareholder may also contact the Corporation at the contact number or address above to request and receive a copy of the Corporation's Financial Statements and Management's Discussion and Analysis. ("**MD&A**") for the fiscal year ended December 31, 2016. All shareholders are invited to attend the Meeting. Only shareholders at the close of business on May 10, 2017 are entitled to receive notice of and vote at the Meeting.

In order to allow for reasonable time to be allotted for a shareholder to receive and review a paper copy of the Circular prior to the proxy deadline, any shareholder wishing to request a paper copy of the Circular as described above, should ensure such request is received by June 9, 2017.

If you are a registered shareholder, you will have received this Notice of Meeting and a form of Proxy from the Corporation (the "**Proxy**"). Registered shareholders who are unable to attend the Meeting are requested to read the notes included in the form of Proxy enclosed and then to complete, date, sign and mail the enclosed form of Proxy, in accordance with the instructions set out in the Proxy. Completed Proxies must be received by 11:00 a.m. (Eastern Standard Time) on June 15, 2017, unless the Chairman of the Meeting elects to exercise his discretion to accept Proxies received subsequently.

If you are a non-registered (beneficial) shareholder, you will have received this Notice and a form of Proxy. Non-registered shareholders are requested to read the instructions included in the Proxy enclosed and then to complete the Proxy in accordance with the instructions, and by the deadline, set out therein.

DATED at Toronto, Canada as of the May 10, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

"Neil J.F. Steenberg"

Neil J.F. Steenberg
Director & Secretary

NOTES:

1. 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 and return same in accordance with the instructions set out in the Proxy.
2. As provided under the *Business Corporations Act* (Ontario), the Directors have fixed a record date of May 10, 2017. Accordingly, shareholders registered on the books of the Corporation at the close of business on May 10, 2017 are entitled to receive the Notice.
3. A copy of the consolidated financial statements of the Corporation for the financial year ended December 31, 2016 has been mailed to shareholders of the Corporation who have requested it and is also available on SEDAR at www.sedar.com and on the Corporation's website at www.xtierra.ca.