

FORM 45-102F1

**Notice of Intention to Distribute Securities under Section 2.8 of
NI 45-102 *Resale of Securities***

Reporting issuer

1. Name of reporting issuer: **Xtierra Inc.**

Selling security holder

2. Your name: Pacific Road Resources Fund A, Pacific Road Resources Fund B, Pacific Road Holdings S.a.r.l. and Pacific Road Resources Fund L.P., funds managed or advised by Pacific Road Capital Management Pty Ltd.
3. The offices or positions you hold in the reporting issuer: 10% Securityholder
4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer? No
5. Number and class of securities of the reporting issuer you beneficially own: 65,708,375 common shares (including shares issuable by Xtierra as specified in the Selling Security Holder's early warning report filed on January 17, 2018), as follows: Pacific Road Resources Fund A (6,524,657), Pacific Road Resources Fund B (6,524,657), Pacific Road Holdings S.a.r.l. (42,305,870) and Pacific Road Resources Fund L.P. (10,353,191).

Distribution

6. Number and class of securities you propose to sell: Up to 65,708,375 Common Shares
7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name. Either privately or through the facilities of the TSX Venture Exchange (TSXV: XAG). The Common Shares may also be sold through other eligible exchanges or alternative trading systems if necessary in order to achieve best execution.

Warning

It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I certify that

- (1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and
- (2) the information given in this form is true and complete.

Date January 23, 2017

**PACIFIC ROAD RESOURCES FUND A by its trustee,
PACIFIC ROAD CAPITAL A PTY LTD.**

Your name (Selling security holder)

(S) Greg Dick

Your signature (or if a company, the signature of your authorized signatory)

Greg Dick

Name of your authorized signatory

**PACIFIC ROAD RESOURCES FUND B by its trustee,
PACIFIC ROAD CAPITAL B PTY LTD.**

Your name (Selling security holder)

(S) Michael H. Stirzaker

Your signature (or if a company, the signature of your authorized signatory)

Michael H. Stirzaker

Name of your authorized signatory

**PACIFIC ROAD RESOURCES FUND L.P. by its
general partner, PACIFIC ROAD CAPITAL
MANAGEMENT GP LIMITED**

Your name (Selling security holder)

(S) Evan C. Burton

(S) Inderjit Singh

Your signature (or if a company, the signature of your
authorized signatory)

Evan C. Burton

Inderjit Singh

Name of your authorized signatory

PACIFIC ROAD HOLDINGS S.A.R.L.

Your name (Selling security holder)

(S) Sharon Callahan

(S) Paul Clarke

Your signature (or if a company, the signature of your
authorized signatory)

Sharon Callahan

Paul Clarke

Name of your authorized signatory