

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual Meeting (the “**Meeting**”) of the shareholders of Xtierra Inc. (“**Xtierra**” or the “**Corporation**”) will be held on Friday, June 26th, 2020 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the report of the Directors and the financial statements of the Corporation for the financial year ended December 31, 2019, 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 ratifying the Corporation’s existing Stock Option Plan, as more particularly set forth in the accompanying Information Circular prepared for the purposes of the Meeting; and
5. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

IMPORTANT

THE CORPORATION WILL HOLD THIS ANNUAL MEETING BY TELECONFERENCE ONLY DUE TO THE COVID-19 PANDEMIC, GUIDANCE ON SOCIAL DISTANCING AND GOVERNMENT RESTRICTIONS ON PUBLIC GATHERINGS.

NO VOTES WILL BE ACCEPTED AT THE TELECONFERENCE MEETING.

Amid ongoing concerns about the Coronavirus (COVID-19) outbreak, the Corporation remains mindful of the well-being of shareholders and their families, and other stakeholders as well as the communities in which we operate. COVID-19 is a rapidly evolving situation, the Corporation will continue to monitor and review provincial and federal governmental guidance in order to assess and implement measures to reduce the risk of spreading the virus, which may include potentially adjourning or postponing the Meeting.

Shareholders are encouraged to complete, date, sign and return the enclosed form of proxy in accordance with the instructions set out in the proxy and in the attached Management Information Circular (the “**Circular**”).

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 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.

Only Shareholders as of the close of business on the record date of May 8, 2020 are entitled to vote at the Meeting either in person or by proxy. In order to be valid for use at the Meeting, proxies must be received by the Corporation, 1805-55 University Avenue, Toronto, Ontario M5J 2H7 at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting. The time limit for deposit of proxies may be waived or extended by the Chairman of the Meeting at his discretion, without notice.

If you are a registered shareholder, you will have received this Notice of Meeting and a form of Proxy (the “**Proxy**”) from the Corporation. Registered shareholders are requested to read the notes included in the form of Proxy, then complete, date, sign and mail the Proxy, in accordance with the instructions set out in the Proxy.

If you are a non-registered (beneficial) shareholder, you will have received this Notice and a form of Proxy through your broker or another intermediary. Please complete and return the Proxy in accordance with the instructions provided to you by your broker or intermediary, and by the deadline, set out therein.

A shareholder may also contact the Corporation by sending an email to info@Xtierra.ca 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, 2019.

ATTEND THE MEETING BY TELECONFERENCE

In the context of the effort to mitigate potential risks to the health and safety associated with COVID-19 Pandemic, and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, the shareholders of Xtierra Inc. are being discouraged from attending the Meeting in-person. All shareholders are encouraged to vote on the matters before the meeting by proxy in the manner set out in the Notice of Meeting and Circular.

To allow the Shareholders to participate in the Meeting, the Corporation is providing a teleconference facility that can be used by Shareholders to follow the conduct of the Meeting in real time and to ask questions during the question period.

Teleconference Details:

Date: Friday, June 26, 2020

Time: 10:00 a.m. (Toronto Time)

Participants Telephone Numbers:

Teleconference Only
 Canada: 416-764-8610
 North America Toll Free: 1-888-884-4539
 Guest Code: 3656604#

When prompted, please provide your name, and whether you are a shareholder or a guest.

DATED at Toronto, Canada as of May 8, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

“John F. Kearney”

 John F. Kearney, Chairman