



PROXY SOLICITED BY THE MANAGEMENT OF THE CORPORATION

For the Annual and Special Meeting of Shareholders in 2020

The undersigned shareholder of Xtterra Inc. (the "**Corporation**") hereby appoints John F. Kearney, Chairman, or failing him, Timothy Gallagher, President or instead 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 by **Teleconference only, due to the COVID-19 Pandemic and Government orders to maintain social distancing** on **Friday, the 26th day of June 2020, at 10:00 a.m.** (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:

Management recommend shareholders VOTE FOR the matters set out in items (a) (b) and (c) below.

The undersigned specifies that all of the voting shares owned by the undersigned and represented by this form of Proxy shall be:

(a) VOTED FOR or WITHHELD FROM VOTING in respect of the election of the following directors:

		For	Withhold
1	John F. Kearney	()	()
2	Timothy Gallagher	()	()
3	Gerald Gauthier	()	()
4	Terence N. McKillen	()	()

(b) VOTED FOR () OR WITHHOLD () in respect of the appointment of McGovern Hurley LLP, Chartered Professional Accountants, as auditors of the Corporation and authorizing the directors to fix their remuneration;

(c) VOTED FOR () OR AGAINST () in respect of the Ratification of the Corporation's Stock Option Plan; and

(d) At the discretion of the said Proxyholder, to vote upon any amendments or variation of the above matters or any other matter that may properly be brought before the Meeting or any adjournment thereof.

This Proxy is solicited on behalf of the Management of the Corporation and will be voted as directed in the space provided above or, if no direction is given, it will be voted FOR each resolution. The persons named in this Proxy are officers of the Corporation. Each shareholder has the right to appoint a person, who need not be a shareholder, to attend and to act for and on behalf of such shareholder at the Meeting, other than the persons designated above. To exercise such rights, the names of the persons designated by Management to act should be crossed out and the name of the shareholder's appointee should be legibly printed in the blank space provided.

DATED this _____ day of _____, 2020

Signature of Shareholder

Shareholder's Name (Please Print)

NOTES

1. In the event that the date is not completed, this Proxy will be deemed to be dated upon the day that it is mailed by the Corporation to the securityholder.
2. This Proxy will not be valid and will not be acted upon or voted unless it is signed and delivered to **Xtterra Inc., Investor Communications – AGM Proxy, 1805-55 University Avenue, Toronto, Ontario, M5J 2H7 no later than 10:00 a.m. on June 24, 2020. An enclosed envelope is included with this Proxy.**
3. In addition to any revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing executed by the securityholder or his attorney duly authorized in writing or, if the securityholder is a company, under its corporate seal by an officer or attorney thereof duly authorized and deposited at the registered office of the Corporation, at any time up to and including 10:00 a.m. on the last Business Day preceding the day of the Meeting, or any adjournment thereof, at which the Proxy is to be used, or with the Chairman at the Meeting on the date of the Meeting, or any adjournment thereof, and upon such deposit, the Proxy is revoked.
4. If the appointee is a corporation, the Proxy must be exercised under its corporate seal or signed by an officer or attorney duly authorized. Persons signing as executors, administrators, trustees, etc. should so indicate.