



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 Thursday, June 24th, 2021 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, 2020, together with the report of the auditors thereon;
2. to elect Directors;
3. to appoint auditors;
4. to ratifying the Corporation's existing Stock Option Plan; 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 IN ACCORDANCE WITH GOVERNMENT RESTRICTIONS ON PUBLIC GATHERINGS AND GUIDANCE ON SOCIAL DISTANCING DUE TO THE COVID-19 PANDEMIC.

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 and 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.

NO VOTES WILL BE ACCEPTED AT THE TELECONFERENCE 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 7, 2021 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, at 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 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, 2020.

Xtierra inc.

ATTEND THE MEETING BY TELECONFERENCE

To mitigate potential risks to 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 follow the conduct of 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: Thursday, June 24, 2021

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

Participants Telephone Numbers:

Teleconference Only
Canada: 416-764-8607
Toll Free: 1-888-886-8047
Guest Code: 0009330#

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

DATED at Toronto, Canada as of May 20, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

"Tim Gallagher"

Tim Gallagher, Chief Executive