



## ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS FOR XTIERRA INC.

### NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are invited to the Annual Meeting of the Shareholders (the "Meeting") of **Xtierra Inc** (the "Corporation" or "Xtierra"). The Meeting will be held:

<b>When</b>	<b>Time</b>	<b>Where</b>
Thursday June 20, 2022	11:00 a.m. (Toronto time)	Zoom Link <a href="https://us02web.zoom.us/j/84775003194">https://us02web.zoom.us/j/84775003194</a>
When prompted, please state your First and Last Name, and whether you are a shareholder or a guest		

We are using "Notice and Access" to provide you with easy electronic access to our Management Information Circular (the "Circular"), other meeting materials and with copies of our audited consolidated financial statements for the year ended December 31, 2021 and the auditor's report thereon together with the associated management's discussion and analysis, rather than mailing paper copies. This shift to electronic delivery is environmentally friendly and saves money.

The purpose of the Meeting is to:

1. Receive the Audited Financial Statements of the Corporation for the year ended December 31, 2021 and the report of the auditors thereon;
2. Elect the Directors for the ensuing year;
3. Appoint McGovern Hurley LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditors;
4. Ratification of The Corporation's Existing Stock Option Plan: Shareholders will be asked to ratify the Corporation's existing stock option plan found in the "Ratification of Stock Option Plan" section of the Management Information Circular.
5. To transact such further and other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The Circular provides additional information relating to the above items for consideration at the Meeting under the heading "Particulars of Matters to Be Acted Upon at the Meeting" beginning on page 7.

### SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIAL PRIOR TO VOTING

#### WEBSITES WHERE MEETING MATERIALS ARE POSTED:

Materials can be viewed online under the Corporations' profile at [www.sedar.com](http://www.sedar.com) or at the Corporation's website at [www.xtierra.ca](http://www.xtierra.ca)

#### HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS:

Beneficial shareholders may request paper copies of the meeting materials be sent to them by postal delivery at no cost. Requests should be received at least 7 business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of such date and the meeting date. Requests can be made by telephone at 416-925-0090 or by email to [info@xtierra.ca](mailto:info@xtierra.ca). Requests for meeting materials may also be made at any time up to one year from the date the Management Information Circular was filed on SEDAR.

#### VOTING:

Beneficial shareholders are asked to return their Proxy Form by email or mail to be received at least one business day in advance of the proxy deposit date noted on the Proxy Form:

**EMAIL:** [proxyvoting@xtierra.ca](mailto:proxyvoting@xtierra.ca)

**MAIL:** Xtierra Inc., Investor Communications – AGM Proxy,  
1805-55 University Avenue, Toronto, Ontario, M5J 2H7

Shareholders with questions about notice and access can call + 1- 416-925-0090.