



## 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 Monday, June 20<sup>th</sup>, 2022 at 11:00 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, 2021, together with the report of the auditors thereon;
2. to elect Directors;
3. to appoint auditors;
4. to ratify 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 ZOOM CALL.**

**NO VOTES WILL BE ACCEPTED AT THE ZOOM CALL 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](http://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](http://www.sedar.com).

Only Shareholders as of the close of business on the record date of May 4, 2022 are entitled to vote at the Meeting 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](mailto: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, 2021.