

Form 62-103F1

Required Disclosure under the Early Warning Requirements

Item 1 – Security and Reporting Issuer

- 1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common shares (“**Common Shares**”) in the capital of Xtierra Inc. (the “**Company**”) – 55 University Avenue, Suite 1805, Toronto, Ontario, M5J 2H7.

- 1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

See item 2.2 below.

Item 2 – Identity of the Acquiror

- 2.1 State the name and address of the acquiror.

Timothy Gallagher – 55 University Avenue, Suite 1805, Toronto, Ontario, M5J 2H7.

- 2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On November 30, 2022, the Company completed the acquisition (the “**Acquisition**”) of a royalty stream of entertainment-based royalties through the purchase of two million common shares (the “**MRI Shares**”) of Music Royalties Inc. (“**MRI**”). The Acquisition was completed pursuant to the terms of an asset purchase agreement dated September 30, 2022. MRI is a Canadian-based private company that acquires passive music royalties from rightsholders.

The Company acquired the MRI Shares from Timothy Gallagher. As consideration for the MRI Shares, the Company issued 20 million Common Shares to Mr. Gallagher at a price of \$0.05 per Common Share.

Prior to the Acquisition, Mr. Gallagher owned or controlled, directly or indirectly, 10,775,000 Common Shares and stock options exercisable to purchase an additional 3,600,000 Common Shares, which represented approximately 6.1% of the issued and outstanding Common Shares on an undiluted basis. Upon closing of the Acquisition, Mr. Gallagher beneficially owns or controls, directly or indirectly, 30,775,000 Common Shares and options to acquire an additional 3,600,000 Common Shares, representing approximately 15.7% of the issued and outstanding Common Shares on an undiluted basis.

The Acquisition has been entered into in connection with the Company’s proposed change of business from a mineral resource exploration company to a company focused on seeking cash flow generating royalty opportunities in various industries, as described in the press release of the Company dated September 23, 2022.

- 2.3 State the names of any joint actors.

There were no joint actors involved.

Item 3 – Interest in Securities of the Reporting Issuer

- 3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

See item 2.2 above.

- 3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

Timothy Gallagher acquired ownership of 20,000,000 Common Shares of the Company, which triggered the requirement to file this report.

- 3.3 If the transaction involved a securities lending arrangement, state that fact.

The Acquisition did not involve a securities lending arrangement.

- 3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See item 2.2 above.

- 3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,
- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and
- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

See item 2.2 above. All securities noted in item 2.2 are owned by the acquiror.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

The 20,000,000 Common Shares issued to the acquiror were issued as consideration for the MRI Shares acquired pursuant to the Acquisition. The value of the Common Shares issued by the Company in connection with the Acquisition was \$0.05 per Common Share for a total amount equal to \$1,000,000.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

See item 4.1 above.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

See item 4.1 above.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

Mr. Gallagher currently does not have any plan to acquire or dispose of additional securities of the Company. However, Mr. Gallagher may acquire additional securities of the Company, dispose of some or all of the existing or additional securities he holds or will hold, or may continue to hold his current position, depending on market conditions, reformulation of plans and/or other relevant factors. See also item 2.2 above.

Item 6 – Agreements, Arrangements, Commitments or Understandings with Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent’s best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

The certificate must state the following:

I, as the acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: December 10, 2022

“Timothy Gallagher”

Name: Timothy Gallagher
Title: President, Chief Executive Officer and Director