

**XTIERRA ANNUAL MEETING OF SHAREHOLDERS**

Toronto, Ontario, June 26, 2018, Xtierra Inc. (TSXV: XAG) (“Xtierra” or the “Company”) held its Annual Meeting of Shareholders in Toronto, Canada on June 25, 2018.

At the Annual Meeting, the Chairman, John Kearney, reminded shareholders that in the first quarter of 2018 Xtierra had significantly improved the Company’s financial position. In addition, Pacific Roads’ control block of shares was distributed to other and new shareholders.

The debt previously due to Pacific Road Funds was discharged in full by the issuance of shares, while the debt due to Buchans Resources Limited was deferred for two years, interest free, but with put and call provisions whereby Xtierra can repay the debt in cash at any time, or in kind at maturity.

The settlement of outstanding secured debt with Xtierra’s former major shareholder, combined with a two-year support and standstill agreement with Buchans for the balance of secured debt, was a major step forward towards enhancing the flexibility to pursue new opportunities, including mineral exploration and development projects, and the acquisition of mineral and other royalties.

Xtierra has begun the process of developing a strategy for realizing some value on the Bilbao and its other Mexican projects in the context of the current resource cycle, as well as identifying potential new mineral and royalty acquisition opportunities.

**MATTERS OF THE AGM**

***Election of Directors***

All of the nominees for election as director: Messrs. Mr. Kearney, Gallagher, McKillen, Gauthier and Steenberg, were unanimously re-elected as directors by a show of hands, to serve until the next annual general meeting of shareholders or until their successors are elected or appointed. The detailed results of the proxies submitted for the vote on the election of directors are as follows:

Director	Votes For	% of Votes For	Votes Withheld	% of Votes Withheld
John F. Kearney	92,659,724	99.8%	160,000	0.001
Timothy Gallagher	92,659,724	99.8%	160,000	0.001
Terence McKillen	92,659,724	99.8%	160,000	0.001
Gerald Gauthier	92,659,724	99.8%	160,000	0.001
Neil J.F. Steenberg	92,659,724	99.8%	160,000	0.001

***Re-Appointment of Auditors***

UHY McGovern Hurley LLP Chartered Accountants were re-appointed as the Company's Auditors for the current year and the directors were authorized to fix the remuneration of the Auditors.

***Ratification of the Corporation’s Stock Option Plan***

By a unanimous vote on a show of hands, the Corporation’s existing Stock Option Plan was ratified.

**About Xtierra Inc.**

Xtierra is a natural resource company with precious and base metal deposits on its mineral properties located in the Central Silver Belt of Mexico in the State of Zacatecas.

For further information contact Xtierra Inc. at [info@xtierra.ca](mailto:info@xtierra.ca).

John F. Kearney Chairman (416) 362-6686	Tim Gallagher President & Director (416) 925-0090
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