



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

### NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as Xtierra Inc. (the "Corporation") is using the notice and access method for delivery of meeting materials to its beneficial shareholders. Under notice and access beneficial shareholders will receive a proxy form enabling them to vote at the Corporation's meeting. However, instead of a paper copy of the Management Information Circular, beneficial shareholders receive this notice with information on how they may access such materials electronically.

#### MEETING DATE AND LOCATION:

<b>WHEN:</b>	Monday, June 19, 2017 11:00 a.m. Eastern Daylight Time	<b>WHERE:</b>	55 University Avenue Suite 1805, Toronto, Ontario
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#### SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

**ELECTION OF DIRECTORS:** Information respecting the election of directors may be found in the "Election of Directors" section of the Management Information Circular.

**APPOINTMENT OF AUDITORS:** Shareholders will be asked to appoint UHY McGovern Hurley, LLP as the Corporation's auditors for the ensuing year and to authorize the directors to fix their remuneration. Information respecting the appoint of UHY McGovern Hurley, LLP may be found in the "Appointment of Auditors" section of the Management Information Circular.

**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.

**OTHER BUSINESS:** Shareholders may be asked to consider other items of business that may be properly brought before the meeting.

#### 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 647-728-4106 or by email to [proxyvoting@xtierra.ca](mailto:proxyvoting@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 mail using the enclosed envelope 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)

**FACSIMILE:** 416-368-5344

**MAIL:** Xtierra Inc.  
1805-55 University Avenue  
Toronto, Ontario M5J 2H7

Shareholders with questions about notice and access can call + 1- 647-728-4106.