

X-TERRA RESOURCES INC.

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
December 12, 2018**

TAKE NOTICE that an Annual and Special Meeting of shareholders (the “**Meeting**”) of X-TERRA RESOURCES INC. (the “**Corporation**”) will be held:

Place: Best Western Plus Hotel Albert
Raglan Hall
84 Principale Avenue.
Rouyn-Noranda, Québec
J9X 4P2

Date: December 12, 2018

Time: 10:00 a.m.

The purposes of the Meeting are to:

1. Receive and consider the consolidated financial statements of the Corporation for the fiscal year ended December 31, 2017 and the auditors’ report thereon;
2. Elect directors;
3. Appoint auditors and authorize the directors to fix their remuneration;
4. Consider, and if deemed advisable to adopt, a resolution in the form annexed as Schedule B to the Management Information Circular, ratifying and confirming the Stock Option Plan of the Corporation; and
5. Transact such other business as may properly be brought before the Meeting.

Only persons registered as shareholders on the records of the Corporation as of the close of business on November 12, 2018 are entitled to receive notice of, and to vote or act at, the Meeting. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.

If you are unable to attend the Meeting in person, please date, complete and sign the enclosed form of proxy and deliver it to Computershare Investor Services Inc. (i) by mail or hand delivery to Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or (ii) by facsimile to 416-263-9524 or 1-866-249-7775. A shareholder may also vote using the Internet at www.investorvote.com or by telephone at 1-866-732-8683. In order to be valid and acted upon at the Meeting, the form of proxy must be received no later than 5:00 p.m. (eastern time) on December 12, 2018 or be deposited with the Secretary of the Corporation before the commencement of the Meeting or any adjournment thereof.

DATED at Rouyn-Noranda, Québec
November 15, 2018

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Michael Ferreira

Michael Ferreira
President and Chief Executive Officer