

Form 51 – 102F3

Material Change Report

1. Name and Address of Company

X-Terra Resources Inc. (“**X-Terra Resources**”)
139 Québec Avenue
Suite 202
Rouyn-Noranda, Québec
J9X 6M8

2. Date of Material Change

December 30, 2019.

3. News Release

X-Terra Resources issued a news release with respect to the material change described below on December 30, 2019 via CNW Telbec.

4. Summary of Material Change

X-Terra Resources completed a second and final closing of a non-brokered private placement at which it issued 3,200,000 Quebec “flow-through” common shares at a price of \$0.125 per share, for aggregate gross proceeds to X-Terra Resources of \$400,000.

5. Full Description of Material Change

5.1. Full Description of Material Change

X-Terra Resources completed a second and final closing of a non-brokered private placement at which it issued 3,200,000 Quebec “flow-through” common shares at a price of \$0.125 per share, for aggregate gross proceeds to X-Terra Resources of \$400,000. X-Terra Resources intends to use the proceeds from the private placement for exploration on certain of its mining exploration properties in Québec.

In connection with the private placement, X-Terra Resources paid cash commissions to two securities dealers in an aggregate amount of \$24,000. As a result of the second and final closing of the private placement, there are 58,795,053 common shares of X-Terra Resources issued and outstanding. Under applicable securities legislation, the common shares issued in the second and final closing of the private placement are subject to a four-month hold period, expiring on May 1, 2020.

5.2. Disclosure required for a “Restructuring Transaction”

Not applicable.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

The executive officer who can answer questions regarding this report is Mr. Michael Ferreira, President and Chief Executive Officer of X-Terra Resources. Mr. Ferreira can be reached at (819) 762-4101.

9. Date of Report

December 30, 2019.