

Form 51 – 102F3

Material Change Report

Item 1 Name and Address of Company

X-Terra Resources Inc. (“X-Terra”)
147 avenue Québec (back door)
Rouyn-Noranda, Québec
J9X 6M8

Item 2 Date of Material Change

December 22, 2022.

Item 3 News Release

X-Terra issued a news release with respect to the material change described below on December 22, 2022 via CNW Telbec.

Item 4 Summary of Material Change

X-Terra closed a non-brokered private placement in an aggregate amount of \$1,248,500 by issuing 7,566,667 Quebec “flow-through” common shares at a price of \$0.09 per share for gross proceeds of \$681,000 and 7,566,668 units at a price of \$0.075 per unit, for gross proceeds of \$567,500.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

X-Terra closed a non-brokered private placement in an aggregate amount of \$1,248,500 by issuing 7,566,667 Quebec “flow-through” common shares at a price of \$0.09 per share for gross proceeds of \$681,000 and 7,566,668 units at a price of \$0.075 per unit, for gross proceeds of \$567,500. Each of the 7,566,668 units is comprised of one federal “flow-through” common share and one-half of a common share purchase warrant. Each whole warrant entitles its holder to acquire one additional common share of X-Terra at a price of \$0.12 for a period of 24 months from the closing date. X-Terra intends to use the proceeds from the private placement for exploration on certain of its mining exploration properties in Québec and New Brunswick.

In connection with the private placement, X-Terra paid cash commissions to three securities dealers in an aggregate amount of \$85,820. In addition, X-Terra granted finders’ options to EDE Asset Management Inc., Glores Securities Inc., Marquest Asset Management Inc. and Qwest Investment Fund Management Ltd., entitling them to acquire up to (i) 322,000 additional common shares of X-Terra at a price of \$0.075 per share period of 24 months; and (ii) 716,333 additional common shares of X-Terra at a price of \$0.09 per share for a period of 24 months.

As a result of the closing of the private placement, there are 114,585,054 common shares of X-Terra issued and outstanding. Under applicable securities legislation, the securities

issued in the private placement are subject to a four-month hold period, expiring on April 23, 2023.

5.2 Disclosure required for a “Restructuring Transaction”

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The executive officer who can answer questions regarding this report is Mr. Sylvain Champagne, Chief Financial Officer of X-Terra. Mr. Champagne can be reached at (819) 762-4101.

Item 9 Date of Report

December 30, 2022.