X-TERRA RESOURCES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
May 19, 2023

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

Place: X-Terra Resources Inc.
147 Avenue Quebec (back door)
Rouyn-Noranda, Québec J9X 6M8

Date: May 19, 2023

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, 2022 and the auditor's report thereon;

2. Elect directors;

3. Appoint the auditor and authorize the directors to fix its remuneration;

4. Consider, and if deemed advisable to adopt, a resolution in the form annexed as Schedule B to the accompanying management information circular of the Corporation dated April 20, 2023 (the "**Circular**"), ratifying, approving and confirming the Corporation's equity incentive compensation plan, as more particularly described in the Circular;

5. Consider and if deemed advisable adopt, with or without amendment, a special resolution in the form annexed as Schedule C to the Circular, approving an amendment to the Articles of the Corporation so as to change its corporate name to "Comet Lithium Corp. / Corp. Comète Lithium", as more particularly described in the Circular; and

6. 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 April 14, 2023 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 May 17, 2023 or be deposited with the Secretary of the Corporation before the commencement of the Meeting or any adjournment thereof.

DATED at Rouyn-Noranda, Québec
April 20, 2023

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Michael Ferreira

Michael Ferreira
President and Chief Executive Officer