



News Release

X-TERRA RESOURCES ANNOUNCES A NON-BROKERED PRIVATE PLACEMENT

Rouyn-Noranda, Québec, May 8, 2017 – X-Terra Resources Inc. (TSXV: XTT) and (FRANKFURT: XTR) announces that it will effect a non-brokered private placement in a maximum amount of \$1,175,000 by issuing a maximum of 4.7 million units at a price of \$0.24 per unit. Each of the units will consist of one common share in the capital of X-Terra Resources and one-half of a common share purchase warrant. Each full warrant will entitle its holder to purchase one additional common share of X-Terra Resources at an exercise price of \$0.35 for a period of 24 months from the closing date of the private placement. The closing of the private placement is expected to take place on or about May 24, 2017.

The private placement is subject to approval of the TSX Venture Exchange.

For further information:

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About X-Terra Resources Inc.

X-Terra Resources is a resource company focused on acquiring and exploring precious metals and energy properties in Canada. X-Terra Resources currently has 17,836,123 common shares issued and outstanding.

Forward-Looking Statements

This news release contains statements that may constitute “forward-looking information” within the meaning of applicable Canadian securities legislation. Forward-looking information may include, among others, statements regarding the future plans, costs, objectives or performance of X-Terra Resources, or the assumptions underlying any of the foregoing. In this news release, words such as “may”, “would”, “could”, “will”, “likely”, “believe”, “expect”, “anticipate”, “intend”, “plan”, “estimate” and similar words and the negative form thereof are used to identify forward-looking statements. Forward-looking statements should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether, or the times at or by which, such future performance will be achieved. No assurance can be given that any events anticipated by the forward-looking information will transpire or occur, including the closing of the private placement. Forward-looking information is based on information available at the time and/or management's good-faith belief with respect to future events and are subject to known or unknown risks, uncertainties, assumptions and other unpredictable factors, many of which are beyond X-Terra Resources' control. These risks, uncertainties and assumptions include, but are not limited to, those described under “Financial Instruments” and “Risk and Uncertainties in X-Terra Resources' Annual Report for the fiscal year ended December 31, 2016, a copy of which is available on SEDAR at www.sedar.com, and could cause actual events or results to differ materially from those projected in any forward-looking statements. X-Terra Resources does not intend, nor does X-Terra Resources undertake any obligation, to update or revise any forward-looking information contained in this news release to reflect subsequent information, events or circumstances or otherwise, except if required by applicable laws.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of the release.