



X-Terra Resources Corporation
(Formerly Canadian Empire Exploration Corp.)
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TSX Venture Exchange: XT

PRIVATE PLACEMENT CLOSED

Vancouver, B.C., X-Terra Resources Corporation (the “Company”) announces that it closed on May 28, 2007 a non-brokered private placement of 1,000,000 Units at a price of \$0.56 per Unit for gross proceeds of \$560,000. Each Unit consists of one common share of the Company and one non-transferable share purchase warrant, with each warrant entitling the holder to acquire one additional common share of the Company at a price of \$0.70 per share until May 28, 2009. Finders’ fees of \$22,400 are due in connection with the private placement. All securities issued are subject to a 4-month hold period expiring September 29, 2007.

The Company intends to use the proceeds of the private placement for general working capital and to fund the proposed exploration and development work on the Villedieu Township mineral claims.

BY THE ORDER OF THE BOARD OF DIRECTORS

“John S. Brock”

John S. Brock
President

For further information, contact Blaine Monaghan, Manager, Investor Relations at 604-687-4951 or toll-free 1-800-403-2988, or email ir@badgerandco.com

The TSX Venture Exchange has not reviewed and does not accept responsibility for the accuracy or the adequacy of this press release.