



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

PROPOSED PRIVATE PLACEMENT

Vancouver, B.C., X-Terra Resources Corporation (the “Company”) announces today that it is proposing, subject to regulatory approval, to carry out a non-brokered private placement of up to 3,000,000 Units at a price of \$0.75 per Unit. Each Unit consists of one common share of the Company and one transferable share purchase warrant, with each warrant entitling the holder to acquire one common share of the Company at a price of \$1.00 per share for two years. Finders’ fees may be paid in connection with the private placement. All securities issued will be subject to a 4-month hold period from the date of closing.

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 and Lindsay properties recently acquired.

BY THE ORDER OF THE BOARD OF DIRECTORS

“Wayne J. Roberts”

Wayne J. Roberts
V-P, Exploration

For further information:

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

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