



News Release

X-TERRA RESOURCES ANNOUNCES FIRST CLOSING OF PRIVATE PLACEMENT

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Rouyn-Noranda, Québec, December 23, 2019 – X-Terra Resources Inc. (TSXV: XTT) (FRANKFURT: XTR) is pleased to announce that it has held a first closing of a non-brokered private placement at which it issued 1,000,000 Quebec “flow-through” common shares at a price of \$0.125 per share and 400,833 units at a price of \$0.12 per unit, for aggregate gross proceeds to X-Terra Resources of \$173,100. Each of the 400,833 units is comprised of one federal “flow-through” common share and one common share purchase warrant. Each warrant entitles its holder to acquire one additional common share of X-Terra Resources at a price of \$0.17 for a period of 18 months from the closing date. X-Terra Resources intends to use the proceeds from the private placement for exploration on certain of its mining exploration properties in Québec and New Brunswick.

Additional closings of the private placement may be held until December 31, 2019, subject to a maximum of 4,166,666 additional units at a price of \$0.12 per unit and a maximum of 3,200,000 additional Quebec “flow-through” common shares at a price of \$0.125 per share, for total maximum gross proceeds of \$900,000.

Michael Ferreira, President and Chief Executive Officer of X-Terra states, “This top up financing will strengthen X-Terra’s cash position as we move towards the inaugural drill program over the Northwest and Grog properties scheduled to begin in early January. It will also enable X-Terra to move forward with a more aggressive exploration campaign over its Québec properties, more specifically, its 100% owned Troilus East property located adjacent to Troilus Gold’s property which hosts a new mineral resource estimate of 4.71 million indicated AuEq (gold equivalent) ounces and 1.76 million inferred AuEq ounces (see Troilus Gold’s news release dated Nov. 12, 2019)”.

In connection with the private placement, X-Terra Resources paid cash commissions to two securities dealers in an aggregate amount of \$10,098. In addition, X-Terra granted finders’ options to Gravitass Securities Inc. entitling it to acquire up to 32,067 additional common shares of X-Terra Resources at a price of \$0.12 per share for a period of 18 months.

As a result of the first closing of the private placement, there are 55,595,053 common shares of X-Terra Resources 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 21, 2020.

About X-Terra Resources Inc.

X-Terra Resources is a resource company focused on acquiring and exploring precious metals and energy properties in Canada.

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 additional closings 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, 2018, 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.

For further information:

X-Terra Resources Inc.

Michael Ferreira, President and Chief Executive Officer

139 Québec Avenue, Suite 202

Rouyn-Noranda, Québec, J9X 6M8

Telephone: 819-762-4101 | Fax: 819-762-0097

E-mail: info@xterraresources.com

Website: www.xterreresources.com