

# XTRA-GOLD RESOURCES CORP. (the "Company")

## Form of Proxy ("Proxy")

Record Date: April 30, 2024

Control Number:

Meeting Date: June 14, 2024

Proxy Deadline: June 12, 2024

Shares to Vote:

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The Company is holding its Annual General and Special Meeting of shareholders (the "Meeting") on Friday, June 14, 2024, at 11:00 a.m.(Eastern Standard Time), via conference call. Toll free Dial in number from anywhere in North America outside of Toronto: 1 (866) 440-8936 Local Dial in number: (416) 343-2655. Conference ID: 3306600 (Participants: Press "#" after entering ID)

Please vote your shares prior to the Proxy Deadline listed above using one of the following options:

1. Online at [www.voteproxy.ca](http://www.voteproxy.ca) and by registering using your control number provided above;
2. By fax by sending your voting instructions to 416-360-7812; or
3. By emailing [info@marrellitrust.ca](mailto:info@marrellitrust.ca); or
4. By returning the completed proxy form via letter mail to Marrelli Trust Company Limited, c/o Marrelli Transfer Services Corp. 82 Richmond Street East, 2nd Fl., Toronto, Ontario M5C 1P1.

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### Appointment of Proxy:

The undersigned hereby appoints James Longshore Chief Executive Officer, whom failing, William Asiedu, Chief Financial Officer, or instead of any of them, the following appointee:

Please Print Name of Appointed Proxy

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below. If you wish to attend the Meeting and vote your shares thereat, please print your name in the box provided above.

### Resolutions to be approved at the Meeting:

*Please see following page for voting instructions*

**1. Appointment of Auditors**

To appoint Reliant CPA PC, as independent auditors of Xtra-Gold to hold office until the next annual general meeting at a remuneration to be fixed by the board of directors of the Company.

<b>For</b>	<input type="checkbox"/>	<b>Withhold</b>	<input type="checkbox"/>
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**2. Election of Directors**

- a) Peter Minuk
- b) James Harold
- c) James Longshore
- d) Denis Laviolette
- e) Hans Julian Morsches
- f) Todd Gibson

<b>For</b>	<input type="checkbox"/>	<b>Withhold</b>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**3. Stock Option Plan**

To consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution approving an amendment to the Company's stock option plan.

<b>For</b>	<input type="checkbox"/>	<b>Against</b>	<input type="checkbox"/>
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**This Proxy MUST BE SIGNED. This signed Proxy revokes and supersedes all previously dated and signed proxies.**

Signature of Registered Holder

Please Print Name

Date (mm/dd/yyyy)

## Proxy Voting Rules and Guidelines

### **NOTICE AND ACCESS**

The Canadian securities regulators have adopted rules which permit the use of notice-and-access for proxy solicitation instead of delivering printed copies of proxy materials to each shareholder. This new process provides the Corporation the ability to post meeting related materials including management information circulars and financial statements and management's discussion and analysis on a website in addition to SEDAR+. Under notice-and-access, proxy materials will be available for viewing up to one (1) year from the date of posting and a paper copy of the materials can be requested at any time during this period.

Disclosure regarding each matter or group of matters to be voted on is in the information circular in the section with the same title as each Resolution found on the previous page. You should review the information circular before voting.

**Xtra-Gold Resources Corp has elected to utilize notice-and-access and provide you with the following information:**

**1. Meeting materials are available electronically at [www.sedarplus.ca](http://www.sedarplus.ca) and also at <http://www.xtragold.com/>**

**2. If you wish to receive a paper copy of the proxy materials or have questions about notice-and-access, please call 242-363-3862 or email [info@xtragold.com](mailto:info@xtragold.com). In order to receive a paper copy in time to vote before the meeting, your request should be received no later than June 1, 2024.**

**1. THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**

**2. THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**

**3. If you appoint the Management Nominees to vote your shares, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution on the previous page. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**

4. This Proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to matters identified in the Notice of Meeting accompanying the Proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.

5. Each securityholder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof. Such right may be exercised by inserting in the space labeled "Please print appointee name", the name of the person to be appointed, who need not be a securityholder of the Corporation.

6. To be valid, this Proxy must be signed and dated. If the Proxy is not dated, it is deemed to bear the date of its mailing to the securityholders of the Corporation.

7. To be a valid Proxy, this form must be filed using one of the voting instructions provided on Page 1 of this proxy and must be received by Marrelli Trust Company Limited before the Filing Deadline for Proxies, noted on page 1 of this Proxy, or in the case of any adjournment or postponement of the Meeting, not less than 48 business hours before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his or her discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

8. If the securityholder is a corporation, this Proxy must be executed by an officer or attorney thereof duly authorized, and the securityholder may be required to provide documentation evidencing the signatory's power to sign the Proxy.

9. For further information on the proper execution of the proxies, please visit [www.stac.ca](http://www.stac.ca). Please refer to the Proxy Protocol.