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**Notice of Availability of Proxy Materials for  
XTRA-GOLD RESOURCES CORP Annual and Special Meeting**

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**Meeting Date and Location:**

**When:** June 22, 2015  
10:00 am (Eastern Time)

**Where:** Ontario Bar Association, Rooms C & D, 2nd  
Floor, 20 Toronto Street, Toronto, ON M5C 2B8

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You are receiving this notice to advise that the proxy materials for the above noted securityholders' meeting are available on the Internet. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We remind you to access and review all of the important information contained in the information circular and other proxy materials before voting.

The information circular and other relevant materials are available at:

**[www.xtragold.com](http://www.xtragold.com)**

**OR**

**[www.sedar.com](http://www.sedar.com)**

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**How to Obtain Paper Copies of the Proxy Materials**

Securityholders may request to receive paper copies of the current meeting materials by mail at no cost. Requests for paper copies may be made using your Control Number as it appears on your enclosed Voting Instruction Form or Proxy. To ensure you receive the materials in advance of the voting deadline and meeting date, all requests must be received no later than June 12, 2015. If you do request the current materials, please note that another Voting Instruction Form/Proxy will not be sent; please retain your current one for voting purposes.

**For Holders with a 15 digit Control Number:**

Request materials by calling (416) 366-4227.

To obtain paper copies of the materials after the meeting date, please contact (416) 366-4227

**For Holders with a 16 digit Control Number:**

Request materials by calling (416) 366-4227.

To obtain paper copies of the materials after the meeting date, please contact (416) 366-4227

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# Securityholder Meeting Notice

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The resolutions to be voted on at the meeting are listed below along with the Sections within the Information Circular where disclosure regarding the matter can be found.

1. **Election of Directors** - Matters to be Acted Upon at the Meeting - on page 5
2. **Appointment of Auditors** - Matters to be Acted Upon at the Meeting - page 5
3. **Amendment to Stock Options** - Matters to be Acted Upon at the Meeting - page 14

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## Voting

**PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your securities you must vote using the methods reflected on your enclosed Voting Instruction Form or Proxy.

**PLEASE VIEW THE INFORMATION CIRCULAR PRIOR TO VOTING**

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Annual Financial statement delivery

- No Annual Report (or Annual Financial Statements) is (are) included in this mailing