

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis of the consolidated financial conditions and results of operations for the years ended December 31, 2015, 2014, and 2013 of Xtra-Gold Resources Corp. ("Xtra-Gold" or the "company") should be read in conjunction with the consolidated financial statements and the related notes to our consolidated financial statements and other information presented in our annual report on Form 20-F which has been filed with the Securities and Exchange Commission (the "SEC") and can be viewed at [www.sec.gov](http://www.sec.gov) and has also been filed with SEDAR and can be viewed at [www.sedar.com](http://www.sedar.com). Our consolidated audited financial statements are stated in United States Dollars and are prepared in accordance with United States Generally Accepted Accounting Principles ("US GAAP").

Additional information relating to our company, including our consolidated audited financial statements and the notes thereto for the years ended December 31, 2015, 2014 and 2013 and our annual report on Form 20-F, can be viewed on SEDAR at [www.sedar.com](http://www.sedar.com) and on EDGAR at [www.sec.gov](http://www.sec.gov).

The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to those discussed below and elsewhere in our 20-F annual report, particularly in the item entitled "Risk Factors" beginning on page 8 of our 20-F annual report.

### ***Highlights for the Year Ended December 31, 2015***

During the year ended December 31, 2015:

in connection with our gold recovery operations, we produced 1,865 ounces of raw gold. We sold 1,754 fine ounces of gold at an average price of US\$1,147 per ounce.

we repurchased 149,000 shares for US\$18,901 and cancelled them.

we advanced our knowledge of the Cobra Creek zone on the Kibi concession toward drill ready targets.

### ***Overview***

We are engaged in the exploration of gold properties exclusively in Ghana, West Africa in the search for mineral deposits and mineral reserves which could be economically and legally extracted or produced. Our exploration activities include the review of existing data, grid establishment, geological mapping, geophysical surveying, trenching and pitting to test the areas of anomalous soil samples and reverse circulation (RC) and/or diamond drilling to test targets followed by infill drilling, if successful, to define a mineral reserve.

Our mining portfolio currently consists of 225.87 square kilometers comprised of 33.65 square kilometers for our Kibi project, 51.67 square kilometers for our Banso project, 55.28 square kilometers for our Muoso project, 44.76 square kilometers for our Kwabeng project, and 40.51 square kilometers for our Pameng project, or 55,873 acres, pursuant to the leased areas set forth in our mining leases.

### ***Technical Disclosure***

The hardrock, lode gold exploration technical information relating to our mineral properties contained in this MD&A is based upon information prepared by or the preparation of which was supervised by Yves Clement, P.Geo., our Vice-President, Exploration. Mr. Clement is a Qualified Person as defined by Canadian Securities National Instrument 43-101 concerning standards of disclosure for mineral projects.

### ***Plan of Operations***

Our strategic plan is, with respect to our mineral projects, to conduct an exploration program, consisting of the following:

at our Kibi project:

an exploration program consisting of additional outcrop stripping / trenching followed by detailed geological mapping and channel sampling to further investigate the auriferous occurrences discovered by the latest prospecting efforts and to further define the strike-extensions of the known gold-bearing shear zones;  
prospecting / reconnaissance geology of the additional prospective IP/Resistivity targets present along the 2.2 km long Zone 5 grid is also planned; and  
a drill program of approximately 2000 to 3000 meters at an estimated cost of \$500,000.

at our Kwabeng project:

ongoing geological compilation, prospecting, soil geochemical sampling, and scout trenching to identify and/or further advance grassroots targets; and

the continuation of placer gold recovery operations at this project (commenced in March 2013);

at our Pameng project:

ongoing geological compilation, prospecting, soil geochemical sampling, and scout trenching to identify and/or further advance grassroots targets; and

at our Banso and Muoso projects:

commenced placer gold recovery operations at these projects in 2015. No further exploration activity is planned at these projects until the Buccaneer litigation is resolved.

As at the date of this annual report, we have estimated \$400,000 for the cost for soil sampling and trenching at our Kibi, Kwabeng and Pameng projects.

As part of our current business strategy, we plan to continue engaging technical personnel under contract where possible as our management believes that this strategy, at its current level of development, provides the best services available in the circumstances, leads to lower overall costs and provides the best flexibility for our business operations.

We anticipate that our ongoing efforts will continue to be focused on the exploration and development of our projects and completing acquisitions in strategic areas. We will look to acquire further interests in gold mineralized projects that fall within the criteria of providing a geological basis for development of drilling initiatives that can enhance shareholder value by demonstrating the potential to define reserves.

We continued with our recovery of placer gold operations at our Kwabeng Banso and Muoso properties in 2016. We contract out as many services as possible on our placer gold recovery operations to local Ghanaians in order to maximize cost efficiencies.

Our fiscal 2016 budget to carry out our plan of operations is approximately \$800,000 to \$1,100,000 comprised of \$500,000 to \$700,000 for our 2016 exploration program (\$180,000) and planned drilling program on our Kibi gold project (\$300,000 to \$500,000) as disclosed in our 20-F annual report under Item 4.B – Information on Xtra-Gold – Business Overview and approximately \$400,000 for general and administrative expenses, (which excludes approximately \$100,000 in non-cash stock-based compensation expense). These expenditures are subject to change if management decides to scale back or accelerate operations. Until the gold price and share price recovers from continued weakness, the drilling program will be deferred.

Our company has historically relied on equity and debt financings to finance its ongoing operations. Existing working capital, possible debt instruments, further private placements and anticipated cash flow from placer gold recovery operations are expected to be adequate to fund our company's operations over the next year. During the current year and subsequent to 2017, we will require additional capital to implement our plan of operations. We anticipate that these funds primarily will be raised through equity and debt financing or from other available sources of financing. If we raise additional funds through the issuance of equity or convertible debt securities, it may result in the dilution in the equity ownership of investors in our common stock. There can be no assurance that additional financing will be available upon acceptable terms, if at all. If adequate funds are not available or are not available on acceptable terms, we may be unable to take advantage of prospective new opportunities or acquisitions, which could significantly and materially restrict our operations, or we may be forced to discontinue our current projects.

**Trends**

Gold prices slid during 2013, 2014 and again in 2015. Gold opened 2013 at \$1,694 and closed 2015 at \$1,060. The 2016 year opened with historically high levels of volatility in the face of global economic uncertainty and gold has responded to this volatility with a price increase. The most significant affect on gold prices was U.S. dollar strength against most currencies, as economic reports reflected a U.S. economic recovery in progress.

|         | <u>2015</u> | <u>2014</u> | <u>2013</u> |
|---------|-------------|-------------|-------------|
| High    | 1,295       | 1,385       | 1,693       |
| Low     | 1,049       | 1,142       | 1,192       |
| Average | 1,160       | 1,266       | 1,411       |

The tone for the precious metals market in the near future will depend on whether the U.S. dollar will be supported and if the central banks will continue to maintain interest rates at low levels to support economic growth. The continued global easing of monetary policy could lead to higher inflation and further U.S. dollar volatility. This dollar volatility could have a positive impact on gold prices in the future. Conversely, subdued inflation rates and the recovering global economy could put downward pressure on the gold price. Additionally, recent economic events could have a positive effect on the gold price.

Overall, a lower U.S. dollar should lead to higher costs in U.S. dollar terms to identify and explore for gold but could be more than offset by higher gold prices, resulting in greater interest in gold exploration companies. Conversely, if the U.S. dollar strengthens further, interest in the gold exploration sector could be reduced.

**Summary of the last five fiscal years ending December 31**

|   | <b>2015</b> | <b>2014</b> | <b>2013</b> | <b>2012</b> | <b>2011</b> |
|---|-------------|-------------|-------------|-------------|-------------|
|   | \$          | \$          | \$          | \$          | \$          |
| Operating revenues  | Nil         | Nil         | Nil         | Nil         | Nil         |
| Consolidated loss for the period  | (391,723)   | (687,057)   | (750,942)   | (7,631,636) | (5,794,927) |
| Net loss (gain) attributable to non-controlling interest                    | (35,642)    | (6,842)     | 8,849       | 466,378     | 470,170     |
| Net loss Xtra-Gold Resources Corp.  | (427,365)   | (693,899)   | (742,093)   | (7,165,258) | (5,324,757) |
| Basic and diluted loss attributable to common shareholders per common share | (0.01)      | (0.02)      | (0.02)      | (0.16)      | (0.12)      |
| Total current assets  | 1,049,334   | 1,124,733   | 1,717,195   | 2,692,522   | 7,374,906   |
| Total assets  | 2,491,603   | 2,713,212   | 3,616,752   | 4,836,377   | 9,823,316   |
| Total current liabilities   | 391,750     | 327,193     | 311,904     | 404,507     | 745,860     |
| Total liabilities   | 391,750     | 327,193     | 515,299     | 931,491     | 917,255     |
| Working capital   | 657,584     | 797,540     | 1,405,291   | 1,948,426   | 6,629,046   |
| Capital stock   | 45,622      | 45,811      | 46,264      | 46,540      | 44,569      |
| Total equity  | 2,099,853   | 2,386,019   | 3,101,453   | 3,904,866   | 8,906,061   |
| Total Xtra-Gold Resources Corp. equity                                      | 3,039,127   | 3,360,935   | 4,083,211   | 4,877,795   | 9,412,592   |
| Dividends declared per share  | Nil         | Nil         | Nil         | Nil         | Nil         |
| Basic and diluted weighted average number of common shares outstanding      | 45,721,507  | 45,996,481  | 46,481,748  | 44,698,113  | 43,815,678  |

## **Results of Operations for the Year Ended December 31, 2015 as Compared to the Year Ended December 31, 2014 and December 31, 2013**

Our company's loss for the year ended December 31, 2015 was \$391,723 (December 31, 2014 - \$687,057, December 31, 2013 - \$750,942). Our company's basic and diluted loss per share for the year ended December 31, 2015 was \$0.01 (December 31, 2014 - \$0.02, December 31, 2013 - \$0.02). The exploration program was scaled back in each of 2015 and 2014 to conserve cash. Gains from gold recovery increased in 2015 because of volume sold as compared to 2014. Costs related to the gold program in 2015 increased compared to 2014 and 2013. In 2013, gold recovery reflected more ounces sold at higher prices as compared with 2014.

The weighted average number of shares outstanding was 45,721,507 (December 31, 2014- 45,996,481, December 31, 2013 - 46,481,748). Average shares outstanding were reduced in 2015 and 2014 due to share repurchases. The weighted average number of shares outstanding in 2013 increased due to the issue of 1,929,000 shares late in 2012.

We incurred expenses of \$909,555 in the year ended December 31, 2015 (December 31, 2014 - \$1,055,203, December 31, 2013 - \$1,698,704). Exploration has decreased each year due to reduced funds and uncertainty about the recovery of gold equity markets. We expense all exploration costs. Amortization decreased each year as no new equipment was purchased. General and administrative expense was mostly consistent over the three year period. However, costs in 2015 and 2014 reflect an increased non-cash stock based compensation expense compared to 2013. Efforts to lower legal, audit and regulatory fees in 2014 and 2015 resulted in a reduced cash G&A costs in 2015 and 2014 as compared to 2013.

Exploration efforts for the current fiscal year focused on surface work designed to advance the Cobra Creek gold zone (i.e. formerly known as "Zone 5") on our Kibi project to the drilling stage and to identify and/or further advance grassroots targets on the Apapam concession.

Exploration work on the Cobra Creek target during the 2015 year concentrated on outcrop stripping and detailed geological mapping / channel sampling to follow up on auriferous occurrences discovered by 2014 prospecting efforts, and to further define the strike-extensions of the known auriferous structures hosted by the Cobra Creek gold corridor. A total of 506 saw-cut channel samples totalling approximately 387 linear-meters were collected from approximately 5,510 square meters of stripped / power washed bedrock exposure, including approximately 1,860 square meters of manual stripping and approximately 3,650 square meters of mechanical stripping. Compilation of the geological and assay result data is in progress and the 2015 Cobra Creek sampling results will be reported upon the completion of the ongoing outcrop stripping / detailed geological mapping / channel sampling program. Cobra Creek gold zone work also included the collection of 54 rock composite chip prospecting samples and approximately 7 line-kilometers (245 samples) of infill soil geochemical sampling (completed January 2016) to further ground proof high priority IP/Resistivity geophysical targets along the approximately 1.8 kilometer long Cobra Creek anomalous gold-in-soil trend.

Additional exploration efforts on our Kibi project for the 2015 fiscal year included the collection of 62 rock composite chip samples as part of an ongoing, concession-wide prospecting program targeting gold-in-soil anomalies and lode gold prospective, geophysically inferred, litho-structural geology settings.

In connection with our Kwabeng project, a total of 30 rock composite chip samples were collected during the 2015 year as part of a prospecting program focusing on the ground proofing of geophysical and structural geology targets. A scout soil geochemistry grid (67 samples) was also implemented on the Kwabeng concession to follow up on an anomalous gold occurrence discovered by the ongoing grassroots target generation program.

We did not conduct any exploration activities on our Pameng project during the 2015 fiscal year. Exploration efforts for the 2014 fiscal year focused on geological compilation and surface work designed to identify and/or further advance grassroots targets on our Kwabeng and Pameng projects; with soil geochemical sampling and reconnaissance geology / prospecting activities yielding totals of 80.5 line-kilometers of grid lines, 2,853 soil geochemical samples, and 449 rock composite chip samples.

Exploration work on our Kibi project during the 2014 year was limited to Cobra Creek gold corridor reconnaissance geology / prospecting totalling 144 rock composite chip samples and geological – geophysical modelling geared towards trenching / outcrop stripping target selection. Exploration efforts for the 2013 year focused on surface work designed to further advance the Cobra Creek zone on our Kibi project and to identify and/or further advance grassroots targets on our Kwabeng project. On our Kibi project we conducted outcrop stripping / trenching, geological mapping, and channel sampling to further delineate the Cobra Creek gold corridor; including 886 bedrock saw-cut channel samples totalling 550 meters and 825 saprolite trench channel samples totalling 957 meters. A

total of 199 rock composite chip samples and 511 soil geochemical samples were collected from grassroots prospecting efforts on our Kwabeng project.

We recognized gains related to other items of \$517,832 in 2015 (2014 - \$368,146, 2013 - \$947,762). The gains can mostly be attributed to the recovery of gold. During the year ended December 31, 2015, we sold 1,754 ounces of gold at an average price of \$1,147 for net proceeds of \$745,538 (2014 - 1,159 ounces of gold for net proceeds of \$411,152, 2013 - 1,506 ounces of gold for net proceeds of \$1,015,203). Lower gold prices and reduced ounces of gold sale negatively affected revenue from gold recoveries in 2014. Gold sales relating to our share of gold is not recognized until the risks and rewards of ownership passed to the buyer. These placer gold recovery operations were contracted to local Ghanaian groups. We pay a 5% government royalty on our gold sales. Using local contractors promotes the local economy while avoiding illegal workings on our projects.

There was a theft of cash totaling \$130,000 during the year ended December 31, 2013.

A warrant recovery of \$992 was recognized in 2014 (2013 - \$338,597, 2012 - expense \$339,589). Canadian dollar denominated warrants were issued with the December 2012 financing. These warrants were deemed to be embedded derivatives since our company's functional currency is the U.S. dollar. The warrants are marked to market in each period with the change in value recognized in other items of the Statement of Operations and Comprehensive Loss. The warrants expired unexercised in 2014.

A provision for doubtful debts of \$97,493 was recorded in 2015, related to a balance receivable from a company which is engaged in litigation with us.

During the year ended December 31, 2015, our company had a foreign exchange loss of \$110,873 (2014 - loss of \$19,592, 2013 - loss of \$93,155) due to strength in the U.S. dollar and comparative weakness in the Ghana cedi and Canadian dollar.

Our company's portfolio of marketable securities had an unrealized loss of \$27,248 (2014 - \$35,268, 2013 - \$193,612). The 2015 and 2014 losses resulted from decreased prices related to equity investments. Most of the 2013 unrealized loss resulted from holding shares received from companies which optioned certain of our properties. Our company recognized an \$11,885 realized gain on sale of securities in the year ended December 31, 2015 (2014 - gain of \$9,051, 2013 - gain of \$21,440). Unrealized gains and losses reflect mark-to-market changes in the investment portfolio during a period. A realized gain is recognized when securities are sold from the investment portfolio, being the difference between the selling price and the purchase price of the security sold. At the time of the sale, any mark-to-market gain or loss which was related to the security sold, previously recognized in unrealized gains and losses, is reversed.

Other income of \$6,239 (2014 - \$9,980, 2013 - \$342) mostly relates to dividends on investment portfolio assets.

### **Liquidity and Capital Resources**

Our activities, principally the exploration and acquisition of properties for gold and other metals, may be financed through joint ventures or through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants. During the year ended December 31, 2015, our company repurchased 149,000 of our shares at a cost of \$18,901 (2014 - 452,500 of our shares at a cost of \$136,679, 2013 - 276,000 shares for \$110,546).

At December 31, 2015, accounts payable and accrued liabilities increased to \$246,721 (December 31, 2014 - \$230,798, December 31, 2013 - \$310,912), due to an increase in costs related to gold sales. Our cash and cash equivalents as at December 31, 2015 were sufficient to pay these liabilities. We believe that our company has sufficient working capital to achieve our 2016 operating plan.

At December 31, 2015, we had total cash and cash equivalents of \$862,552 (December 31, 2014 - \$850,736, December 31, 2013 - \$1,305,281). Working capital as of December 31, 2015 was \$657,584 (December 31, 2014 - \$797,540, December 31, 2013 - \$1,406,283 excluding the warrant liability of \$992). The decrease in working capital mostly reflects the reduced receivables due to the allowance for doubtful debts in 2015. During the year ended December 31, 2015, our company sold \$15,329 in tradable securities and purchased \$62,742 in tradable securities.

We are an exploration company focused on gold and associated commodities and do not have operating revenues; and therefore, we must utilize our current cash reserves, income from placer gold sales, income from investments, funds obtained from the exercise of stock options and warrants and other financing transactions to maintain our capacity to meet the planned exploration programs, or to fund any further development activities. There is no certainty that future financing will be available to us in the amounts or at the times desired on terms acceptable to us, if at all.

Our shares of common stock, warrants and stock options outstanding as at March 30, 2016, December 31, 2015, December 31, 2014 and December 31, 2013 were as follows:

|               | <b>March 30, 2016</b> | <b>December 31, 2015</b> | <b>December 31, 2014</b> | <b>December 31, 2013</b> |
|---------------|-----------------------|--------------------------|--------------------------|--------------------------|
| Common Shares | 45,556,917            | 45,662,417               | 45,811,417               | 46,263,917               |
| Warrants      | -                     | -                        | -                        | 964,500                  |
| Stock Options | 2,235,000             | 2,235,000                | 2,426,000                | 2,489,000                |
| Fully diluted | 47,791,917            | 47,897,417               | 48,237,417               | 49,717,417               |

As of the date of this MD&A, the exercise of all outstanding warrants and options would raise approximately \$0.5 million, however such exercise is not anticipated until the market value of our shares of common stock increases in value.

We remain debt free and our credit and interest rate risk is limited to interest-bearing assets of cash and bank or government guaranteed investment vehicles. Accounts payable and accrued liabilities are short-term and non-interest bearing.

Our liquidity risk with financial instruments is minimal as excess cash is invested with a Canadian financial institution in government-backed securities or bank-backed guaranteed investment certificates.

Our fiscal 2016 budget to carry out our plan of operations is approximately \$1,000,000 as disclosed in our Plan of Operations section above and in our 20-F annual report under Item 4.B – Information on Xtra-Gold – Business Overview”. These expenditures are subject to change if management decides to scale back or accelerate operations.

We believe that we are adequately capitalized to achieve our operating plan for fiscal 2016. As is typical for junior exploration companies, we will require additional funds from equity sources to maintain the current momentum on our projects. At December 31, 2015, there were no borrowings or capital expenditure commitments made by our company.

#### **Recent Capital Raising Transactions**

There were no capital raising transactions in 2015, 2014, or 2013.

#### *Going Concern*

We have incurred net losses of \$26,674,737 since inception through December 31, 2015. The report of our independent registered public accounting firm on our financial statements for the years ended December 31, 2015, 2014 and 2013 contains an explanatory paragraph regarding our ability to continue as a going concern based upon an ongoing history of financial losses and because our company is dependent on our ability to raise additional capital, which may not be available when required, to implement our business plan. These conditions are typical for junior exploration companies. These factors, among others, raise substantial doubt about our ability to continue as a going concern. Our financial statements do not include any adjustments that might result from the outcome of this uncertainty. There are no assurances we will be successful in our efforts to increase our revenues and report profitable operations or to continue as a going concern.

#### **Corporate and Management Changes**

At our Annual General Meeting on June 22, 2015, the following individuals did not stand for re-election; Paul Zyla, Richard Grayston, and Dr. Guy Della Valle. The following individuals were newly elected as Directors; Denis Laviolette and Hans Morsches. Paul Zyla did not continue as CEO and was replaced by Peter Minuk. John Ross did not continue as CFO and was replaced by Victor Nkansa. In August 2015, James Longshore succeeded Peter Minuk as CEO.

In October, Davidson and Company LLP were succeeded by RBSM LLP as our auditor.

#### **Related Party Transactions**

During the years ended December 31, 2015, December 31, 2014 and December 31, 2013, the Company entered into the following transactions with related parties:

|  | December 31,<br>2015 | December 31,<br>2014 | December<br>31, 2013 |
|--|----------------------|----------------------|----------------------|
| Consulting fees paid or accrued to officers or their companies | \$ 495,683           | \$ 472,649           | \$ 458,976           |
| Directors' fees  | 4,692                | 18,845               | 18,535               |
| Stock option grants to officers and directors                  | 250,000              | 108,000              | —                    |
| Stock option grant price range                                 | CAD\$0.20            | \$ CAD\$0.50         | —                    |

Of the total consulting fees noted above, \$201,097 (December 31, 2014 - \$144,394, December 31, 2013 - \$225,365) was paid by the Company to a private company of which a related party is a 50% shareholder and director. The related party was entitled to receive \$100,548 (December 31, 2014 - \$72,197, December 31, 2013 - \$112,683) of this amount. As at December 31, 2015, \$51,096 (December 31, 2014, \$28,974, December 31, 2013 - \$nil) remains payable to this related company and \$10,000 remains payable to the related party. As at December 31, 2015, \$97,493 (December 31, 2014 - \$97,493, December 31, 2013 - \$nil) was due from Buccaneer for services performed by the Company during the periods. The Company has fully provided against this balance due to ongoing litigation between the Company and Buccaneer.

A total of 1,231,000 stock options previously granted to related parties were amended in 2015 by re-pricing these options to CAD\$0.15 per share and a total of 424,000 stock options previously granted to related parties were amended in 2015 by re-pricing these options to CAD\$0.225 per share. A total of 2,147,000 stock options previously granted to related parties were amended in 2014 by re-pricing these options to CAD\$0.50 per share. There were no stock option changes in 2013.

#### ***Material Commitments***

##### **Mineral Property Commitments**

Our company is committed to expend, from time to time fees payable:

to the Minerals Commission of Ghana for:

- an extension of an expiry date of a prospecting license (currently \$15,000 for each occurrence);
- a grant of a mining lease (currently \$100,000);
- an extension of a mining lease (currently \$100,000);
- annual operating permits; and
- the conversion of a reconnaissance license to a prospecting license (currently \$20,000);

to the Environmental Protection Agency of Ghana for:

- processing and certificate fees with respect to EPA permits;
- the issuance of permits before the commencement of any work at a particular concession; or
- the posting of a bond in connection with any mining operations undertaken by our company; and

for a legal obligation associated with our mineral properties for clean up costs when work programs are completed. We are committed to expend an aggregate of less than \$500 in connection with annual ground rent and mining permits to enter upon and gain access to the area covered by our mining leases and future reconnaissance and prospecting licenses for our following concessions and such other financial commitments arising out of any approved exploration programs in connection therewith:

- the Apapam concession (Kibi project);
- the Kwabeng concession (Kwabeng project);
- the Pameng concession (Pameng project);
- the Banso concession (Banso project); and
- the Muoso concession (Muoso project).

Upon and following the commencement of gold production at any of our projects, a royalty of the net smelter returns is payable quarterly to the Government of Ghana as prescribed by legislation.

##### ***Purchase of Significant Equipment***

We consider the availability of equipment to conduct our exploration activities. While we do not expect we will be buying any

equipment in the foreseeable future, we will continue to assess the situation and weigh our program needs against equipment availability.

### ***Off Balance Sheet Arrangements***

Our company has no off balance sheet arrangements.

### ***Significant Accounting Applications***

#### **Application of Critical Accounting Policies**

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our financial statements.

#### **Generally accepted accounting principles**

These condensed consolidated financial statements have been prepared in conformity with generally accepted accounting principles of the United States of America (“US GAAP”).

#### **Principles of consolidation**

These condensed consolidated financial statements include the accounts of our company, our wholly owned subsidiaries, Xtra Energy (from October 31, 2003), XG Exploration (from February 16, 2004), XOG (from October 20, 2005) and XOGG (from March 2, 2006) and our 90% owned subsidiary, XG Mining (from December 22, 2004). All intercompany accounts and transactions have been eliminated on consolidation.

#### **Use of estimates**

The preparation of consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant areas requiring the use of estimates include the carrying value and recoverability of mineral properties, inputs used in the calculation of stock-based compensation and warrants, inputs used in the calculation of the asset retirement obligation, and the valuation allowance applied to deferred income taxes. Actual results could differ from those estimates, and would impact future results of operations and cash flows.

#### **Cash and cash equivalents**

Our company considers highly liquid investments with original maturities of three months or less to be cash equivalents. At December 31, 2015, December 31, 2014 and December 31, 2013, cash and cash equivalents consisted of cash held at financial institutions.

#### **Receivables**

Management has evaluated all receivables and has provided allowances for accounts where it deems collection doubtful. As of December 31, 2015 and December 31, 2014, and December 31, 2013 the Company recorded allowance for doubtful accounts of \$97,493, \$0 and \$0, respectively.

#### **Recovery of gold**

Recovery of gold and other income is recognized when title and the risks and rewards of ownership to delivered bullion and commodities pass to the buyer and collection is reasonably assured.

#### **Trading securities**

Our company’s trading securities are reported at fair value, with realized and unrealized gains and losses included in earnings.



### **Non-Controlling Interest**

The condensed consolidated financial statements include the accounts of XG Mining (from December 22, 2004). All intercompany accounts and transactions have been eliminated upon consolidation. Our company records a non-controlling interest which reflects the 10% portion of the earnings (loss) of XG Mining allocable to the holders of the minority interest.

### **Equipment**

Equipment is recorded at cost and is being amortized over its estimated useful lives using the declining balance method at the following annual rates:

|                         |     |
|-------------------------|-----|
| Furniture and equipment | 20% |
| Computer equipment      | 30% |
| Vehicles                | 30% |
| Exploration equipment   | 20% |

### **Mineral properties and exploration and development costs**

The costs of acquiring mineral rights are capitalized at the date of acquisition. After acquisition, various factors can affect the recoverability of the capitalized costs. If, after review, management concludes that the carrying amount of a mineral property is impaired, it will be written down to estimated fair value. Exploration costs incurred on mineral properties are expensed as incurred. Development costs incurred on proven and probable reserves will be capitalized. Upon commencement of production, capitalized costs will be amortized using the unit-of-production method over the estimated life of the ore body based on proven and probable reserves (which exclude non-recoverable reserves and anticipated processing losses). When our company receives an option payment related to a property, the proceeds of the payment are applied to reduce the carrying value of the exploration asset.

### **Long-lived assets**

Long-lived assets held and used by our company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. For purposes of evaluating the recoverability of long-lived assets, the recoverability test is performed using undiscounted net cash flows related to the long-lived assets. If such assets are considered to be impaired, the impairment recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of their carrying amount or fair value less costs to sell.

### **Asset retirement obligations**

Our company records the fair value of an asset retirement obligation as a liability in the period in which it incurs a legal obligation associated with the retirement of tangible long-lived assets that result from the acquisition, construction, development, and/or normal use of the long-lived assets. Our company also records a corresponding asset which is amortized over the life of the asset. Subsequent to the initial measurement of the asset retirement obligation, the obligation is adjusted at the end of each period to reflect the passage of time (accretion expense) and changes in the estimated future cash flows underlying the obligation (asset retirement cost).

### **Stock-based compensation**

The Company accounts for stock-based compensation under the provisions of ASC 718, "Compensation-Stock Compensation". Under the fair value recognition provisions, stock-based compensation expense is measured at the grant date for all stock-based awards to employees and directors and is recognized as an expense over the requisite service period, which is generally the vesting period. The Black-Scholes option valuation model is used to calculate fair value.

The Company accounts for stock compensation arrangements with non-employees in accordance with ASC 505 which requires that such equity instruments are recorded at their fair value on the measurement date. The measurement of stock-based compensation is subject to periodic adjustment as the underlying equity instruments vest. Non-employee stock-based compensation charges are amortized over the vesting period on a straight-line basis. For stock options granted to non-employees, the fair value of the stock options is estimated using a Black-Scholes valuation model.

## **Warrants**

Our company evaluates all of its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value using the appropriate valuation methodology and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. The warrants are presented as a liability because they do not meet the criteria of Accounting Standard Codification (“ASC”) topic 480 for equity classification. Subsequent changes in the fair value of the warrants are recorded in the consolidated statement of operations.

## **Income taxes**

Our company accounts for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under the asset and liability method the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recognized if it is more likely than not that some portion or all of the deferred tax asset will not be recognized.

## **Loss per share**

Basic loss per common share is computed using the weighted average number of common shares outstanding during the year. To calculate diluted loss per share, the Company uses the treasury stock method and the *if converted* method. As of December 31, 2015, there were nil warrants (December 31, 2014 – nil, December 31, 2013 – 964,500) and 2,235,000 stock options (December 31, 2014 – 2,426,000, December 31, 2013 – 2,489,000) outstanding which have not been included in the weighted average number of common shares outstanding as these were anti-dilutive.

## **Foreign exchange**

Our company’s functional currency is the U.S. dollar. Any monetary assets and liabilities that are in a currency other than the U.S. dollar are translated at the rate prevailing at year end. Revenue and expenses in a foreign currency are translated at rates that approximate those in effect at the time of translation. Gains and losses from translation of foreign currency transactions into U.S. dollars are included in current results of operations.

## **Financial instruments**

Our company’s financial instruments consist of cash and cash equivalents, trading securities, receivables, accounts payable and accrued liabilities. It is management’s opinion that our company is not exposed to significant interest, currency or credit risks arising from its financial instruments. The fair values of these financial instruments approximate their carrying values unless otherwise noted. Our company has its cash primarily in commercial banks in Toronto, Ontario, Canada.

## **Fair value of financial assets and liabilities**

Our company measures the fair value of financial assets and liabilities based on US GAAP guidance which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements.

Our company classifies financial assets and liabilities as held-for-trading, available-for-sale, held-to-maturity, loans and receivables or other financial liabilities depending on their nature. Financial assets and financial liabilities are recognized at fair value on their initial recognition, except for those arising from certain related party transactions which are accounted for at the transferor’s carrying amount or exchange amount.

Financial assets and liabilities classified as held-for-trading are measured at fair value, with gains and losses recognized in net income. Financial assets classified as held-to-maturity, loans and receivables, and financial liabilities other than those classified as held-for-trading are measured at amortized cost, using the effective interest method of amortization. Financial assets classified as available-for-sale are measured at fair value, with unrealized gains and losses being recognized as other comprehensive income until realized, or if an unrealized loss is considered other than temporary, the unrealized loss is recorded in income.

Financial instruments, including cash and cash equivalents, accounts payable and accrued liabilities are carried at cost, which management believes approximates fair value due to the short term nature of these instruments. Investments in trading securities are classified as held for trading, with unrealized gains and losses being recognized in income.

The following table presents information about the assets that are measured at fair value on a recurring basis as of December 31, 2015, and indicates the fair value hierarchy of the valuation techniques our company utilized to determine such fair value. In general, fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets. Fair values determined by Level 2 inputs utilize data points that are observable such as quoted prices, interest rates and yield curves. Fair values determined by Level 3 inputs are unobservable data points for the asset or liability, and included situations where there is little, if any, market activity for the asset:

|                                  | <b>Dec. 31,<br/>2015</b> | <b>Quoted Prices<br/>in Active<br/>Markets<br/>(Level 1)</b> | <b>Significant<br/>Other<br/>Observable<br/>Inputs<br/>(Level 2)</b> | <b>Significant<br/>Unobservable<br/>Inputs<br/>(Level 3)</b> |
|----------------------------------|--------------------------|--|--|--|
| <b>Assets:</b>                   |                          |  |  |  |
| Cash and cash equivalents        | \$ 862,552               | \$ 862,552   | \$ —   | \$ —   |
| Restricted cash                  | 221,322                  | 221,322  | —  | —  |
| Investment in trading securities | 101,214                  | 101,214  | —  | —  |
| Total                            | \$ 1,185,088             | \$ 1,185,088   | \$ —   | \$ —   |

|                                  | <b>December<br/>31,<br/>2014</b> | <b>Quoted Prices<br/>in Active<br/>Markets<br/>(Level 1)</b> | <b>Significant<br/>Other<br/>Observable<br/>Inputs<br/>(Level 2)</b> | <b>Significant<br/>Unobservable<br/>Inputs<br/>(Level 3)</b> |
|----------------------------------|----------------------------------|--|--|--|
| <b>Assets:</b>                   |                                  |  |  |  |
| Cash and cash equivalents        | \$ 850,736                       | \$ 850,736   | \$ —   | \$ —   |
| Restricted cash                  | 221,322                          | 221,322  | —  | —  |
| Investment in trading securities | 81,012                           | 81,012   | —  | —  |
| Total                            | \$ 1,153,070                     | \$ 1,153,070   | \$ —   | \$ —   |

|                                  | <b>December<br/>31,<br/>2013</b> | <b>Quoted Prices<br/>in Active<br/>Markets<br/>(Level 1)</b> | <b>Significant<br/>Other<br/>Observable<br/>Inputs<br/>(Level 2)</b> | <b>Significant<br/>Unobservable<br/>Inputs<br/>(Level 3)</b> |
|----------------------------------|----------------------------------|--|--|--|
| <b>Assets:</b>                   |                                  |  |  |  |
| Cash and cash equivalents        | \$ 1,305,281                     | \$ 1,305,281   | \$ —   | \$ —   |
| Restricted cash                  | 221,322                          | 221,322  | —  | —  |
| Investment in trading securities | 141,030                          | 141,030  | —  | —  |
| Total                            | \$ 1,667,633                     | \$ 1,667,633   | \$ —   | \$ —   |

The fair values of cash and cash equivalents and marketable securities are determined through market, observable and corroborated sources.

### Concentration of credit risk

The financial instrument which potentially subjects the Company to concentration of credit risk is cash. The Company maintains cash in bank accounts that, at times, may exceed federally insured limits. As of December 31, 2015, the Company held \$468,750 (December 31, 2014 - \$635,550, December 31, 2013 - \$1,106,924) in low risk money market funds which are not federally insured. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant risks on its cash in bank accounts. The company has contracted to sell all its recovered gold through a licensed exporter in Ghana.

### Recently Adopted Accounting Pronouncements

Our company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on our company's consolidated financial position, results of operations or cash flows.

### Recent accounting pronouncements

In February 2015, the FASB issued ASU 2015-02, "Consolidation (Topic 810): Amendments to the Consolidation Analysis," which makes changes to both the variable interest model and voting interest model and eliminates the indefinite deferral of FASB Statement No. 167, included in ASU 2010-10, for certain investment funds. All reporting entities that hold a variable interest in other legal entities will need to re-evaluate their consolidation conclusions as well as disclosure requirements. This ASU is effective for annual periods beginning after December 15, 2015, and early adoption is permitted, including any interim period. The Company does not expect the adoption of this guidance to have an impact on the consolidated financial statements.

### Caution Regarding Forward-Looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or our company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

| Forward-Looking Statements  | Assumptions   | Risk Factors   |
|---|---|--|
| Potential of Xtra-Gold's properties to contain economic gold deposits and other mineral deposits and/or to become near-term and/or low-cost producers | <p>Availability of financing for our projects.</p> <p>Actual results of our exploration, resource goals, metallurgical testing, economic studies and development activities will be favourable.</p> <p>Operating, exploration and development costs will be consistent with our expectations.</p> <p>Ability to retain and attract skilled staff.</p> <p>All requisite regulatory and governmental approvals will be received on a timely basis on terms acceptable to Xtra-Gold, including</p> | <p>Changes in the capital markets impacting availability of future financings.</p> <p>Uncertainties involved in interpreting geological data and confirming title to acquired properties.</p> <p>Possibility of future exploration results, metallurgical test work, economic studies and development activities will not be consistent with our expectations.</p> <p>Variations from the technical reports.</p> <p>Increases in costs, environmental compliance and changes in environmental, local legislation and regulation, community support and the political and economic climate.</p> |

| Forward-Looking Statements   | Assumptions   | Risk Factors   |
|--|---|--|
|  | <p>development of any deposit in compliance with Ghanaian mining law.</p> <p>Social engagement and local acceptance of our projects.</p> <p>Economic, political and industry market conditions will be favourable.</p>  | <p>Price volatility of gold and other associated commodities impacting the economics of our projects.</p>  |
| <p>Potential to expand the NI 43-101 resources on Xtra-Gold's existing projects and achieve its growth targets</p>   | <p>Availability of financing.</p> <p>Actual results of our exploration, resource goals, metallurgical testing, economic studies and development activities will be favourable.</p> <p>NI 43-101 technical reports are correct and comprehensive.</p> <p>Operating, exploration and development costs will be consistent with our expectations.</p> <p>Ability to retain and attract skilled staff.</p> <p>All requisite regulatory and governmental approvals will be received on a timely basis on terms acceptable to Xtra-Gold.</p> <p>Social engagement and local acceptance of our projects.</p> <p>Economic, political and industry market conditions will be favourable.</p> <p>Continuance of gold recovery operations.</p> | <p>Changes in the capital markets impacting availability of future financings.</p> <p>Uncertainties involved in interpreting geological data and confirming title to acquired properties.</p> <p>Possibility of future exploration results, metallurgical test work, economic studies and development activities will not be consistent with our expectations.</p> <p>Variations from the technical reports.</p> <p>Increases in costs, environmental compliance and changes in environmental, local legislation and regulation, community support and the political and economic climate.</p> <p>Price volatility of gold and other associated commodities impacting the economics of our projects.</p> <p>Continued cooperation of government bodies to conduct placer operations.</p> |
| <p>Ability to meet working capital needs for fiscal 2015</p>   | <p>Operating and exploration activities and associated costs will be consistent with our current expectations.</p> <p>Capital markets and financing opportunities are favourable to Xtra-Gold.</p> <p>Sale of any investments, if warranted, on acceptable terms.</p> <p>Xtra-Gold continues as a going concern.</p>  | <p>Changes in the capital markets impacting availability and timing of future financings on acceptable terms.</p> <p>Increases in costs, environmental compliance and changes in environmental, other local legislation and regulation.</p> <p>Adjustments to currently proposed operating and exploration activities.</p> <p>Price volatility of gold and other commodities impacting sentiment for investment in the resource markets.</p>   |
| <p>Plans, costs, timing and capital for future exploration and development of Xtra-Gold's properties including the potential impact of complying with existing and proposed laws and regulations</p> | <p>Availability of financing for our exploration and development activities.</p> <p>Actual results of our exploration, resource goals, metallurgical testing, economic studies and development</p>  | <p>Changes in the capital markets impacting availability of future financings.</p> <p>Uncertainties involved in interpreting geological data and confirming title to acquired properties.</p> <p>Possibility of future exploration results,</p>  |

| Forward-Looking Statements                          | Assumptions   | Risk Factors   |
|---|---|--|
|   | <p>activities will be favourable.</p> <p>Operating, exploration and development costs will be consistent with our expectations.</p> <p>Ability to retain and attract skilled staff.</p> <p>All requisite regulatory and governmental approvals will be received on a timely basis on terms acceptable to Xtra-Gold.</p> <p>Economic, political and industry market conditions will be favourable.</p> | <p>metallurgical test work and economic studies will not be consistent with our expectations.</p> <p>Increases in costs, environmental compliance and changes in environmental, local legislation and regulation and political and economic climate.</p> <p>Price volatility of gold and other commodities impacting the economics of our projects.</p>  |
| <p>Management's outlook regarding future trends</p> | <p>Availability of financing.</p> <p>Actual results of our exploration, resource goals, metallurgical testing, economic studies and development activities will be favourable.</p> <p>Prices for gold and other commodities will be favourable to Xtra-Gold.</p> <p>Government regulation in Ghana will support development of any deposit.</p>   | <p>Price volatility of gold and other commodities impacting the economics of our projects and appetite for investing in junior gold exploration equities.</p> <p>Possibility of future exploration results, metallurgical test work, economic studies and development activities will not be consistent with our expectations.</p> <p>Increases in costs, environmental compliance and changes in economic, political and industry market climate.</p> |

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Xtra-Gold's ability to predict or control. Please also make reference to those risk factors listed in the "Risk Factors" section above. Readers are cautioned that the above chart is not exhaustive of the factors that may affect the forward-looking statements, and that the underlying assumptions may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause Xtra-Gold's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. Our company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If our company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

**Dated:** March 30, 2016