



Xtra-Gold Resources Corp.

NEWS RELEASE FOR IMMEDIATE RELEASE

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XTRA-GOLD RESOURCES CORP. ANNOUNCES EXPIRATION OF REGULATION S RESTRICTIONS FOR “XTG.S” COMMON SHARES

Toronto, Ontario May 20, 2011 – Xtra-Gold Resources Corp. (TSX: XTG; XTG.S)(the “Company”) is pleased to announce that restrictions imposed pursuant to Regulation S under the United States Act of 1933, as amended, (“Reg S”) on certain common shares issued in connection with the Company’s initial public offering and currently trading under the symbol “XTG.S”, will expire on May 23, 2010.

An additional 8,092,593 common shares of the Company will be listed under the symbol “XTG” and posted for trading at the opening of business on Tuesday, May 24, 2011 in substitution for the presently listed common shares of the Company which are subject to certain restrictions under Reg S. The Reg S common shares will be delisted at that time and the “XTG.S” trading symbol will be discontinued.

Holders of Reg S common shares need not take any action in order to receive the common shares to which they are entitled.

United States Advisory

The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), have been offered and sold outside the United States to eligible investors pursuant to Regulation S promulgated under the U.S. Securities Act, and may not be offered, sold, or resold in the United States or to, or for the account of or benefit of, a U.S. Person (as such term is defined in Regulation S under the United States Securities Act) unless the securities are registered under the U.S. Securities Act, or an exemption from the registration requirements of the U.S. Securities Act is available. Hedging transactions involving the securities must not be conducted unless in accordance with the U.S. Securities Act. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any

securities, nor shall there be any sale of securities in the state in the United States in which such offer, solicitation or sale would be unlawful.

Forward-Looking Statements

The TSX does not accept responsibility for the adequacy or accuracy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein. This News Release includes certain "forward-looking statements". These statements are based on information currently available to the Company and the Company provides no assurance that actual results will meet management's expectations. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results relating to, among other things, results of exploration, project development, reclamation and capital costs of the Company's mineral properties, and the Company's financial condition and prospects, could differ materially from those currently anticipated in such statements for many reasons such as: changes in general economic conditions and conditions in the financial markets; changes in demand and prices for minerals; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological and operational difficulties encountered in connection with the activities of the Company; and other matters discussed in this news release. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.

Contact Information

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