



Village Road Plaza, Suite#2150, P.O Box AP-59217, Nassau, Bahamas

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual and general meeting (the "**Meeting**") of shareholders (the "**Shareholders**") of **XTRA-GOLD RESOURCES CORP.** ("**Xtra-Gold**" or the "**Company**") will be held Friday, June 14th, 2024 at 11:00 AM (Eastern Standard Time). Xtra-Gold will hold the meeting in a virtual only format, which will be conducted via conference call. Shareholders and duly appointed proxyholders can attend the Meeting by dialing the conference call number set forth below:

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)

At the Meeting, Shareholders are being asked to:

1. 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;
2. to re-elect six (6) directors of the Company for the ensuing year;
3. 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; and
4. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular of the Company dated April 30, 2024 (the "**Circular**") which is deemed to form part of this Notice of Meeting and is further accompanied by a form of proxy, a supplemental mailing list and consent for electronic delivery return card.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is April 30, 2024 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

Notice-and-Access

The Company is utilizing the notice-and-access mechanism (the "**Notice-and-Access Provisions**") that came into effect on February 11, 2013 under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer and National Instrument 51-102 – Continuous Disclosure Obligations, for distribution of Meeting materials to registered and beneficial Shareholders.

The Company has found that using notice-and-access for delivery to all Shareholders directly benefits the Company through a substantial reduction in both postage and material costs and also promotes environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

Shareholders with questions about notice-and-access can call the Company's transfer agent, Marrelli Trust

Company Limited, at 1-844-682-5888 (toll-free).

Websites Where Meeting Materials are Posted

The Notice-and-Access Provisions are a new set of rules that allows reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular, financial statements of the Company for the year ended December 31, 2023 (“Financial Statements”) and management’s discussion and analysis of the Company’s results of operations and financial condition for 2023 (“**MD&A**”) may be found on the Company’s SEDAR+ profile at www.sedarplus.ca, on the SEC’s website at www.sec.gov and also on the Company’s website at www.xtragold.com. The Company will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions.

Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

Obtaining Paper Copies of Materials

Shareholders may also obtain paper copies of this Circular, the Financial Statements and the MD&A free of charge: (1) during the Meeting cycle; or (2) after the Meeting for a one (1) year period, upon request to the Corporate Secretary of the Company by calling 242-363-3862, or by e-mail at info@xtragold.com. Meeting materials will be sent to such Shareholders within three (3) business days of their request if such requests are made before the Meeting, or any adjournments or postponements thereof.

Voting at the Virtual Meeting

All Shareholders are invited to attend the Conference Call. A “beneficial” or “non-registered” Shareholder will not be recognized directly on the conference call for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the conference call as proxyholder for the registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote during the conference call. Shareholders who are unable to attend the conference call, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided.

To be effective, the enclosed form of proxy or voting instruction form must be mailed, faxed, e-mailed or submitted online so as to reach or be deposited with the Company’s transfer agent, Marrelli Trust Company Limited (in the case of registered holders) at Proxy Department, at its office at 82 Richmond Street East, 2nd Floor, Toronto, Ontario M5C 1P1 or by internet at <https://linkstar.marrellitrust.ca/pxlogin> not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the “Proxy Deadline”), failing which such votes may not be counted, or with your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline. Further instructions for beneficial holders with respect to how to they can deposit their proxy are contained in the voting instruction form. **SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.**

DATED at Toronto, Ontario this 30th day of April, 2024.

By order of the Board of Directors

(*signed*) James Longshore
President and Chief Executive Officer