

XTRA-GOLD RESOURCES CORP.
ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS
HELD ON JUNE 14, 2024

Prepared by: Kate Mkheidze, Scrutineer

XTRA-GOLD RESOURCES CORP.
ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS HELD ON

JUNE 14, 2024

FINAL SCRUTINEERS REPORT

5	SHAREHOLDER IN PERSON, REPRESENTING	3,081,151	SHARES
38	SHAREHOLDERS BY PROXY, REPRESENTING	23,545,077	SHARES
43	TOTAL SHAREHOLDERS, HOLDING	26,626,228	SHARES
			SHARES
	TOTAL ISSUED AND OUTSTANDING AS AT RECORD DATE:	46,095,917	SHARES
	PERCENTAGE OF OUTSTANDING SHARES REPRESENTED AT THE MEETING:	57.763%	SHARES

There were 5 shareholders in person. Below shares were voted online by two shareholders.
 - JAMES H SCHWEITZER 358,000 MARK MCGINNIS 2,384,151



Kate Mkheidze
 Scrutineer

The figures reported by Marrelli Trust Company Limited ("Marrelli Trust") in its capacity as Scrutineer represent our tabulations of proxies returned to us by registered securityholders and, if Marrelli Trust has mailed voting instruction forms ("VIFs") directly to non-objecting beneficial owners ("NOBOs") on behalf of the issuer, VIFs returned directly to us by NOBOs, combined with the cumulative reports of beneficial holder voting compiled and submitted by one or more third parties. As such, Marrelli Trust is only responsible for, and warrants the accuracy of our own tabulation of proxies and VIFs. Marrelli Trust is not responsible for and does not warrant the accuracy of the cumulative reports of beneficial holder voting submitted by any third party.

If Marrelli Trust has mailed VIFs directly to NOBOs on behalf of the Issuer, these have been distributed on the basis of electronic files received by Marrelli Trust

from intermediaries or their agents. Although Marrelli Trust reconciles these records to the Form 54-101F4 Omnibus Proxy delivered to us as required under National Instrument 54-101, in some cases insufficient securities may be held within intermediary positions at The Canadian Depository for Securities, Limited as at record date to support all securities represented. In these cases, the situation cannot be rectified, over voting rules are applied as directed by the Chair.

Upon receipt of any cumulative reports of beneficial holder voting compiled and submitted by one or more third parties, Marrelli Trust reviews the total votes received for each intermediary and reconciles the number to the position available to the intermediary on any omnibus proxy or supplemental omnibus proxy received. In the event the intermediary's position is insufficient to allow for the tabulation of the entire vote, Marrelli Trust may, but shall not be required to, take steps to rectify the situation. In the event the situation is not rectified, over voting rules are applied as directed by the Chair.

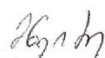
Acting on the direction of the Chair of the meeting, Marrelli Trust may have included in our reports, the details of beneficial holders attending in person, whose ownership or previous voting status we cannot confirm or verify but whose identity may be supported by documentation, such as a VIF issued by a third party. In such cases, Marrelli Trust makes no warranty or representation as to the accuracy of the numbers included as a result of the direction from the Chair, and assumes no liability or responsibility whatsoever for their inclusion in our report as Scrutineer.

XTRA-GOLD RESOURCES CORP.
ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS HELD ON JUNE 14, 2024

REPORT ON PROXIES

Motion	Number of Shares					Percentage of Votes Cast		
	For	Against	Withheld/Abstain	Spoiled	Non Vote	For	Against	Withheld/Abstain
APPOINTMENT OF AUDITORS	26,625,965	0	263		0	99.999%	0%	0.001%
PETER MINUK AS DIRECTOR	24,821,422	0	263		1,804,543	99.999%	0%	0.001%
JAMES HAROLD AS DIRECTOR	24,520,622	0	301,063		1,804,543	98.787%	0%	1.231%
JAMES LONGSHORE AS DIRECTOR	24,821,422	0	263		1,804,543	99.999%	0%	0.001%
DENIS LAVIOLETTE AS DIRECTOR	24,520,622	0	301,063		1,804,543	98.787%	0%	1.231%
HANS JULIAN MORSCHES AS DIRECTOR	24,520,622	0	301,063		1,804,543	98.787%	0%	1.231%
TODD GIBSON AS DIRECTOR	24,821,422	0	263		1,804,543	99.999%	0%	0.001%
APPROVAL OF STOCK OPTION PLAN	24,262,542	559,143	0		1,804,543	97.747%	2.253%	0%

TOTAL SHAREHOLDERS VOTED BY PROXY: 43
TOTAL SHARES ISSUED AND OUTSTANDING: 46,095,917
TOTAL SHARES VOTED: 26,626,228
TOTAL % OF SHARES VOTED: 57.763%



Kate Mkheidze
Scrutineer