

XTRA-GOLD RESOURCES CORP.

ANNUAL GENERAL MEETING OF SHAREHOLDERS

HELD ON JUNE 25, 2020

PREPARED BY



COMPUTERSHARE TRUST COMPANY OF CANADA  
TORONTO

**XTRA-GOLD RESOURCES CORP.**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**HELD ON JUNE 25, 2020**

**FINAL SCRUTINEER'S REPORT**

<u>    0    </u> SHAREHOLDER IN PERSON, REPRESENTING	<u>          0    </u> SHARES
<u>   59   </u> SHAREHOLDERS BY PROXY, REPRESENTING	<u>  32,504,948  </u> SHARES
<u>   59   </u> TOTAL SHAREHOLDERS, HOLDING	<u>  32,504,948  </u> SHARES

TOTAL ISSUED AND OUTSTANDING AS AT RECORD DATE:	<u>          46,527,117    </u>
---	---------------------------------

PERCENTAGE OF OUTSTANDING SHARES REPRESENTED AT THE MEETING:	<u>          69.86    </u> %
--	------------------------------




---

**MATTHEW GEMMELL**  
**SCRUTINEER**

The figures reported by Computershare in its capacity as Scrutineer represent our tabulation of proxies returned to us by registered securityholders and, if Computershare 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 cumulative reports of beneficial holder voting compiled and submitted by one or more third parties. As such, Computershare is only responsible for, and warrants the accuracy of our own tabulation of proxies and VIFs. Computershare is not responsible for and does not warrant the accuracy of the cumulative reports of beneficial holder voting submitted by any third party.

If Computershare has mailed voting instruction forms directly to NOBOs on behalf of the issuer, these have been distributed on the basis of electronic files received by Computershare from intermediaries or their agents. Although Computershare 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, if 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, Computershare 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, Computershare 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, Computershare 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, Computershare 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 MEETING OF SHAREHOLDERS**  
**HELD ON JUNE 25, 2020**

**LIST OF SHAREHOLDERS ATTENDING IN PERSON**

<b>NAME</b>	<b>SHARES VOTED IN PERSON</b>	<b>SHARES VOTED BY PROXY</b>
JAMES LONGSHORE	0	900,000
<b>TOTAL</b>	<b>0</b>	<b>900,000</b>
<b>TOTAL APPOINTEES AT MEETING:</b>		<b>0</b>
<b>TOTAL SHAREHOLDERS VOTED IN PERSON:</b>		<b>0</b>
<b>TOTAL SHAREHOLDERS IN ATTENDANCE:</b>		<b>1</b>

**XTRA-GOLD RESOURCES CORP.**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**HELD ON JUNE 25, 2020**

**REPORT ON BALLOT**

**MOTION #1**  
**ELECTION OF DIRECTORS**

We, the undersigned scrutineers, hereby report that the result of the vote by ballot with respect to the above matter is as follows:

<b>NAME</b>	<b>VOTES IN FAVOR</b>	<b>%</b>	<b>VOTES WITHHELD</b>	<b>%</b>
Peter Minuk	30,585,933	99.86%	41,930	0.14%
James Harold Schweitzer	30,544,933	99.73%	82,930	0.27%
James Longshore	30,585,933	99.86%	41,930	0.14%
Denis Laviolette	30,498,603	99.58%	129,260	0.42%




---

**Matthew Gemmell**  
**Scrutineer**

The figures reported by Computershare in its capacity as Scrutineer represent our tabulation of proxies returned to us by registered securityholders and, if Computershare 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 cumulative reports of beneficial holder voting compiled and submitted by one or more third parties. As such, Computershare is only responsible for, and warrants the accuracy of our own tabulation of proxies and VIFs. Computershare is not responsible for and does not warrant the accuracy of the cumulative reports of beneficial holder voting submitted by any third party.

If Computershare has mailed voting instruction forms directly to NOBOs on behalf of the issuer, these have been distributed on the basis of electronic files received by Computershare from intermediaries or their agents. Although Computershare 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, if 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, Computershare 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, Computershare 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, Computershare 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, Computershare 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 MEETING OF SHAREHOLDERS**  
**HELD ON JUNE 25, 2020**

**REPORT ON BALLOT**

**MOTION #2**

**Appointment of Auditors**

We, the undersigned scrutineers, hereby report that the result of the vote by ballot with respect to the above matter is as follows:

	<b>NUMBER OF VOTES</b>	
FOR the motion	32,470,148	99.89%
WITHHELD from the motion	34,800	0.11%
Total	32,504,948	




---

**Matthew Gemmell**  
**Scrutineer**

The figures reported by Computershare in its capacity as Scrutineer represent our tabulation of proxies returned to us by registered securityholders and, if Computershare 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 cumulative reports of beneficial holder voting compiled and submitted by one or more third parties. As such, Computershare is only responsible for, and warrants the accuracy of our own tabulation of proxies and VIFs. Computershare is not responsible for and does not warrant the accuracy of the cumulative reports of beneficial holder voting submitted by any third party.

If Computershare has mailed voting instruction forms directly to NOBOs on behalf of the issuer, these have been distributed on the basis of electronic files received by Computershare from intermediaries or their agents. Although Computershare 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, if 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, Computershare 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, Computershare 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, Computershare 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, Computershare 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 MEETING OF SHAREHOLDERS**  
**HELD ON JUNE 25, 2020**

**REPORT ON BALLOT**

**MOTION #3**  
**Stock Option Plan**

We, the undersigned scrutineers, hereby report that the result of the vote by ballot with respect to the above matter is as follows:

	<b>NUMBER OF VOTES</b>	
FOR the motion	30,060,033	98.15%
AGAINST the motion	567,830	1.85%
Total	30,627,863	




---

**Matthew Gemmell**  
**Scrutineer**

The figures reported by Computershare in its capacity as Scrutineer represent our tabulation of proxies returned to us by registered securityholders and, if Computershare 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 cumulative reports of beneficial holder voting compiled and submitted by one or more third parties. As such, Computershare is only responsible for, and warrants the accuracy of our own tabulation of proxies and VIFs. Computershare is not responsible for and does not warrant the accuracy of the cumulative reports of beneficial holder voting submitted by any third party.

If Computershare has mailed voting instruction forms directly to NOBOs on behalf of the issuer, these have been distributed on the basis of electronic files received by Computershare from intermediaries or their agents. Although Computershare 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, if 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, Computershare 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, Computershare 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, Computershare 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, Computershare 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 MEETING OF SHAREHOLDERS**  
**HELD ON JUNE 25, 2020**

**REPORT ON PROXIES**

MOTIONS	NUMBER OF SHARES					PERCENTAGE OF VOTES CAST		
	FOR	AGAINST	WITHHELD/ ABSTAIN	SPOILED	NON VOTE	FOR	AGAINST	WITHHELD/ ABSTAIN
Elect Peter Minuk as Director	30,585,933	0	41,930	0	1,877,085	99.86%	0.00%	0.14%
Elect James Harold Schweitzer as Director	30,544,933	0	82,930	0	1,877,085	99.73%	0.00%	0.27%
Elect James Longshore as Director	30,585,933	0	41,930	0	1,877,085	99.86%	0.00%	0.14%
Elect Denis Laviolette as Director	30,498,603	0	129,260	0	1,877,085	99.58%	0.00%	0.42%
Elect Hans Julian Morsches as Director	30,585,933	0	41,930	0	1,877,085	99.86%	0.00%	0.14%
Appointment of Auditors	32,470,148	0	34,800	0	0	99.89%	0.00%	0.11%
Stock Option Plan	30,060,033	567,830	0	0	1,877,085	98.15%	1.85%	0.00%

**TOTAL SHAREHOLDERS VOTED BY PROXY:** 59  
**TOTAL SHARES ISSUED & OUTSTANDING:** 46,527,117  
**TOTAL SHARES VOTED:** 32,504,948  
**TOTAL % OF SHARES VOTED:** 69.86%



\_\_\_\_\_  
MATTHEW GEMMELL  
SCRUTINEER

**XTRA-GOLD RESOURCES CORP.  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
HELD ON JUNE 25, 2020**

**GUEST ATTENDANCE REGISTER**

<b>NAME</b>	<b>REPRESENTING/FIRM</b>
ALLISTAIR AVARD	
KEVIN COOMBS	
PETER MINUK	DIRECTOR
JIM SCHWEITZER	

**NUMBER OF GUESTS PRESENT:** 4