



Monte Carlo #07
Bayview Drive, Paradise Island
Nassau, Bahamas

NOTICE OF ANNUAL AND GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual general meeting (the "**Meeting**") of shareholders (the "**Shareholders**") of **XTRA-GOLD RESOURCES CORP.** ("**Xtra-Gold**" or the "**Company**") will be held at the Ontario Bar Association, 20 Toronto Street, 2nd Floor, Conference Rooms A and B, Toronto, Ontario, M5C 2B8 at 11:00 a.m. (Toronto time) on Wednesday, June 28, 2019 for the following purposes:

1. to appoint RBSM LLP, 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 elect five (5) directors of the Company for the ensuing year;
3. to transact such other business as may properly come before the Meeting, or any adjournments 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 May 17, 2019 (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 May 17, 2019 (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.

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, 2018 ("**Financial Statements**") and management's discussion and analysis of the Company's results of operations and financial condition for 2018 ("**MD&A**") may be found on the Company's SEDAR profile at www.sedar.com, 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

The Company anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Company through a substantial reduction in both postage and material costs, and also promote 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 Computershare Investor Services Inc. ("**Computershare**") toll-free at 1-866-964-0492. Shareholders may also obtain paper copies of the Circular, Financial Statements and MD&A free of charge by contacting Computershare at the same toll-free number or upon request to the Company's Corporate Secretary by telephone at 1.416.628.2881 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

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A "beneficial" or "non-registered" Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting 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 at the Meeting. Shareholders who are unable to attend the Meeting in person, 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 Computershare (in the case of registered holders) at Proxy Department, 100 University Avenue, 8th floor, Toronto, Ontario M5J 2Y1, Fax number 1-866-249-7775 or 416-263-9524 or by internet at www.investorvote.com 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
May 1, 2019



James Longshore
President and Chief Executive Officer