



MAJORITY VOTING POLICY IN DIRECTOR ELECTIONS

The Directors of Xtra-Gold Resource Corp. (the "Corporation") are elected each year at the Corporation's annual meeting of shareholders (the "Annual Meeting") whereby Management proposes nominees to the shareholders for election to the Board.

The Board believes that each Director should have the confidence and support of the shareholders of the Corporation. To this end, the Board has unanimously adopted this policy and future nominees for election to the Board will be required to confirm that they will abide by this policy.

Proxy forms for the election of directors will permit a shareholder to vote "For" or "Withheld" for each nominee. The Chairman of the Annual Meeting will ensure that the number of shares voted "For" or "Withheld" for each nominee is recorded and promptly made public after the meeting. If the vote was by a show of hands, the Corporation will disclose the number of shares voted by proxy "For" or "Withheld" for each nominee.

If a nominee receives a greater number of "Withheld" votes than "For" votes, he or she will be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law. Such a nominee is expected to promptly following the date of the Annual Meeting at which the election occurred, to submit his or her resignation to the Chairman of the Board, with the resignation to take effect upon acceptance by the Board. The Board shall determine whether or not to accept the resignation within 90 days after the Annual Meeting.

Absent of exceptional circumstances, the Board must accept the Directors resignation. A copy of the news release with the Board's decision will be provided to the TSX. If the Board determines not to accept the resignation, then the news release must fully state the reasons for their decision.

A director who tenders his or her resignation will not participate in any meetings to consider whether the resignation will be accepted.

This policy does not apply where an election involves a proxy battle (i.e., where proxy material is circulated in support of one or more nominees who are not part of the director nominees supported by the Board).