



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

22nd Floor
20 Queen Street West
Toronto ON M5H 3S8

22e étage
20, rue Queen ouest
Toronto ON M5H 3S8

RECEIPT

XAU Resources Inc.

This is the receipt of the **Ontario Securities Commission** for the **CPC Prospectus** of the above Issuer dated **February 27, 2019** (the prospectus).

The prospectus has been filed under Multilateral Instrument 11-102 *Passport System* in **Alberta and British Columbia**. A receipt for the prospectus is deemed to be issued by the regulator in each of those jurisdictions, if the conditions of the Instrument have been satisfied.

March 1, 2019

Sonny Randhawa

Sonny Randhawa
Acting Director, Corporate Finance Branch

SEDAR Project # **2854162**