

XAU RESOURCES INC.

NOTICE OF ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

TAKE NOTICE THAT an Annual General Meeting (the “**Meeting**”) of the shareholders of XAU RESOURCES INC. (the “**Corporation**”) will be held at 11:00 AM (Toronto time) on October 25, 2022 at the offices of WeirFoulds LLP, 66 Wellington Street West, TD Bank Tower, Suite 4100, Toronto, Ontario M5K 1B7, for the following purposes:

1. to receive the financial statements of the Corporation as at and for the year ended October 31, 2021, together with the report of the auditors thereon;
2. to elect the board of directors of the Corporation to serve until the next annual meeting of the shareholders or until their successors are duly elected or appointed;
3. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;
4. to consider and, if deemed advisable, to pass, with or without variation, a resolution of shareholders of the Corporation, in accordance with the requirements of the TSX Venture Exchange, confirming and approving the stock option plan of the Corporation; and
5. to transact such other business as may properly come before the Meeting.

Information relating to matters to be acted upon by the shareholders at the Meeting is set forth in the accompanying Management Information Circular.

Only shareholders of record as at the close of business on September 16, 2022 (the “**Record Date**”) are entitled to receive notice of the Meeting.

SHAREHOLDERS ARE ENCOURAGED TO VOTE BY PROXY IN ADVANCE OF THE MEETING BY DATING, SIGNING AND RETURNING THE ACCOMPANYING INSTRUMENT OF PROXY in accordance with the instructions set forth in the accompanying Management Information Circular and Instrument of Proxy. An Instrument of Proxy will not be valid unless it is deposited with the Corporate Secretary of the Corporation, c/o TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto Ontario, M5H 4H1, in the enclosed self-addressed envelope, or by facsimile to 416-595-9593 or by email at tsxtrustproxyvoting@tmx.com, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment thereof. A person appointed as proxy holder need not be a shareholder of the Corporation.

If you are a non-registered shareholder of the Corporation and received these materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan, or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

SHAREHOLDERS ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT EACH SHAREHOLDER’S RISK.

DATED this 22nd day of September, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

"Gary Bay"

GARY BAY, CHIEF EXECUTIVE OFFICER AND A DIRECTOR