

## CERTIFICATE

Pursuant to Section 2.20 of National Instrument 54-101

**TO:** Ontario Securities Commission  
Alberta Securities Commission  
British Columbia Securities Commission

**RE:** Annual General Meeting of Shareholders of **XAU RESOURCES INC.** (the "**Corporation**")  
to be held on September 16, 2024 (the "**Meeting**")

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In connection with the Meeting, the undersigned, being an officer of the Corporation, hereby certifies for and on behalf of the Corporation, and not in his personal capacity, that:

- (a) the Corporation has made arrangements to have proxy-related materials for the Meeting sent in compliance with the applicable timing requirements of National Instrument 54-101 – "Communication with Beneficial Owners of Securities of a Reporting Issuer" (the "**Instrument**");
- (b) the Corporation has arranged to have carried out all of the requirements of the Instrument in addition to those described in paragraph (a) above; and
- (c) the Corporation is relying upon section 2.20 of the Instrument to abridge the time periods prescribed by sections 2.2(1) and 2.5(1) of the Instrument applicable to the Meeting.

DATED the 21<sup>th</sup> day of August, 2024.

**XAU RESOURCES INC.**

Per: "Gairat Gary Bay"  
Gairat Gary Bay  
Chief Executive Officer