

OFFICER'S CERTIFICATE

Section 2.20 of National Instrument 54-101

TO: British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Securities Commission
Manitoba Securities Commission
Ontario Securities Commission
New Brunswick Securities Commission
Nova Scotia Securities Commission
Prince Edward Island Securities Commission
Newfoundland Securities Commission

RE: Annual General Meeting of Shareholders of Xali Gold Corp. (the "Corporation") to be held on December 14, 2021(the "Meeting")

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 a personal capacity, that:

- a) arrangements have been made to have the proxy-related materials for the Meeting delivered in compliance with the applicable timing requirements in Sections 2.9 and 2.12 of National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer ("NI 54-101");
- b) the Corporation has made arrangements to carry out all of the requirements of NI 54-101 in addition to those described in paragraph (a) above; and
- c) the Corporation is relying on Section 2.20(c) of NI 54-101 to abridge the time periods described by Sections 2.2(1) and 2.5(1) of NI 54-101 applicable to the Meeting.

DATED as of November 3, 2021.

XALI GOLD CORP.

"Joanne Freeze"

Joanne Freeze,
President, Chief Executive Officer & Director