



NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 14, 2022

You are receiving this notification as Xali Gold Corp. (“**Xali Gold**” or the “**Company**”) has decided to use the notice and access model (“**Notice and Access**”) provided for under recent amendments to National Instrument 54-101 for the delivery of meeting materials to its shareholders for its annual general meeting of shareholders to be held on December 14, 2022 (the “**Meeting**”). Under Notice and Access, instead of receiving printed copies of the Company’s management information circular (“**Information Circular**”), financial statements for the year ended March 31, 2022 and management’s discussion and analysis (collectively, the “**Meeting Materials**”), shareholders are receiving this notice with information on how they may access such Meeting Materials electronically. However, together with this notice, shareholders continue to receive a proxy (in the case of registered shareholders) or voting instructions form (in the case of non-registered shareholders), enabling them to vote at the Meeting. The Company has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs. This notice serves as notice of meeting under section 169 of the *Business Corporations Act* (British Columbia).

Meeting Date, Location and Purposes

The meeting will be held on Wednesday, December 14th, 2022 (“**Meeting Date**”), at 11:00 a.m. (Pacific Time) on the 3rd Floor Boardroom, 633 Kinghorne Mews, Vancouver, Canada, V6Z 3H5 for the following purposes:

1. to receive the report of the directors;
2. to receive the audited consolidated financial statements of the Company for the fiscal year ended March 31, 2022 and the auditor’s report thereon. For detailed information regarding the matter, please refer to the subsection in the Information Circular under the heading “**ADDITIONAL INFORMATION**”;
3. to fix the number of directors at 5 (five). For detailed information regarding the matter, please refer to the subsection in the Information Circular under the heading “**ELECTION OF DIRECTORS**”;
4. to elect the directors of the Company for the ensuing year. For detailed information regarding the matter, please refer to the subsection in the Information Circular under the heading “**ELECTION OF DIRECTORS**”;
5. to appoint Davidson & Company LLP, Chartered Professional Accountants, as the Company’s auditors for the ensuing year and authorize the directors to fix their remuneration. For detailed information regarding the matter, please refer to the subsection in the Information Circular under the heading “**APPOINTMENT OF AUDITOR**”;
6. to approve the Company’s Omnibus Equity Incentive Plan. For detailed information regarding this matter, please refer to the subsection in the Information Circular under the heading “**PARTICULARS OF MATTERS TO BE ACTED UPON – Approval of Omnibus Equity Incentive Plan**”, and
9. to transact such other business as may properly come before the Meeting or any adjournment thereof.

Xali Gold urges shareholders to review the Information Circular before voting.

Accessing Meeting Materials Online

The Meeting Materials (and the financial statement request card) can be viewed online under the Company’s website: http://www.xaligold.com/s/shareholder_meeting_documents.asp or under the Company’s profile at www.sedar.com.

Requesting Printed Meeting Materials

Any registered shareholder who wishes to receive a paper copy of the Information Circular prior to the date of the Meeting should contact the Company at info@xaligold.com, or at (604) 689-1957 or at the following toll-free number 1-877-689-1964. The Company will send the Information Circular to such shareholders within three business days of their request. Any NOBO (as defined in the Information Circular) or beneficial holder who wishes to receive a paper copy of the Information Circular prior to the date of the Meeting should contact Broadridge Investor Communications Solutions, Canada (“Broadridge”) at 1-877-907-7643. To obtain additional information about the Notice & Access Provisions, a shareholder



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may contact the Company at the following toll-free number: 1-877-689-1964. To obtain a paper copy of the Information Circular after the date of the Meeting, please contact Joanne Freeze, the President, CEO, Director and Corporate Secretary of the Company, at (604) 689-1957 or by email at info@xaligold.com.

Stratification

The Company has determined that those registered and beneficial shareholders with existing instructions on their account to receive printed materials.

Voting Process

Registered Shareholders at the close of business on November 4, 2022 may vote in person at the Meeting or by proxy as follows:

By telephone: Call the toll-free number indicated on the proxy form and follow the instructions. If you choose to vote by telephone, you cannot appoint any person other than the directors/officers named on the form of proxy as your proxy holder.

On the internet: Go to the website indicated on the proxy form and follow the instructions on the screen. If you return your proxy via the internet, you can appoint another person, who need not be a shareholder, to represent you at the Meeting by inserting such person's name in the blank space provided on the form of proxy. Complete your voting instructions and date and submit the form. Make sure that the person you appoint is aware that he or she has been appointed, and attends the Meeting.

By mail: Complete the form of proxy and return it in the envelope provided. If you return your proxy by mail, you can appoint another person, who need not be a shareholder, to represent you at the Meeting by inserting such person's name in the blank space provided in the form of proxy. Complete your voting instructions and date and sign the form. Make sure that the person you appoint is aware that her or she has been appointed, and attends the Meeting.

The deadline for receiving duly completed and executed forms of proxy or submitting your proxy by telephone or over the internet is by 11:00 a.m. (Pacific Time) on Monday, December 12, 2022 or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment(s) thereof.

Non-Registered Shareholders may vote or appoint a proxy using their voting instruction form at least one business day in advance of the proxy deposit deadline noted on the form. You should carefully follow the instructions of your intermediary, including those regarding when and where the proxy of voting instruction form is to be delivered.

For Any Questions

Shareholders with questions about Notice and Access can contact the Company at 1-877-689-1964.

In compliance with the current government orders and guidelines aimed at ensuring public safety in the face of the COVID-19 pandemic, Xali Gold Corp. strongly encourages shareholders to vote in advance of the meeting using the Form of Proxy. The meeting will be broadcast live online via Zoom. To participate please pre-register by email to info@xaligold.com. Please be sure to vote in advance of the meeting prior to the 11:00 a.m., Pacific Time deadline on Monday, December 12, 2022.

Dated at Vancouver, British Columbia on November 7, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

"Joanne C. Freeze" (signed)

Chief Executive Officer, President and Director