

**FORM 13-502F1**  
**CLASS 1 AND CLASS 3B REPORTING ISSUERS - PARTICIPATION FEE**

**MANAGEMENT CERTIFICATION**

**Joanne Freeze**

I, \_\_\_\_\_, an officer of the reporting issuer noted below have examined this Form 13-502F1 (the Form) being submitted hereunder to the Ontario Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

**"Joanne Freeze"**

(s) \_\_\_\_\_

Name: **Joanne Freeze**

Date: **July 29, 2022**

Title: **President and CEO**

**Xali Gold Corp.**

Reporting Issuer Name: \_\_\_\_\_

End date of previous financial year: **March 31, 2022**

Type of Reporting Issuer:  Class 1 Reporting Issuer  Class 3B Reporting Issuer

Highest Trading Marketplace: **TSX Venture Exchange**

(refer to the definition of "highest trading marketplace" under OSC Rule 13-502 Fees)

**Market value of listed or quoted equity securities:**

(in Canadian Dollars -- refer to section 7.1 of OSC Rule 13-502 Fees)

Equity Symbol **XGC**

**1st Specified Trading Period**

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

**01/04/21**

(DD/MM/YY)

to

**30/06/21**

(DD/MM/YY)

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ **0.07** (i)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

**119,206,923** (ii)

Market value of class or series

(i) x (ii) \$ **8,344,484.61** (A)

**2nd Specified Trading Period**

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

**01/07/21**

(DD/MM/YY)

to

**30/09/21**

(DD/MM/YY)

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ **0.07** (iii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

**122,160,494** (iv)

Market value of class or series

(iii) x (iv) \$ **8,551,234.58** (B)

**3rd Specified Trading Period**

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

**01/10/21**

(DD/MM/YY)

to

**31/12/21**

(DD/MM/YY)

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ **0.12** (v)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

**131,676,190** (vi)

Market value of class or series

(v) x (vi) \$ **15,801,142.80** (C)

