

FORM 13-501F1
CLASS 1 AND CLASS 3B REPORTING ISSUERS - PARTICIPATION FEE

MANAGEMENT CERTIFICATION

I, Joanne Freeze, an officer of the reporting issuer noted below have examined this Form 13-501F1 (the **Form**) being submitted hereunder to the Alberta Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

(s) "Joanne Freeze"
 Name: Joanne Freeze Date: July 29, 2022
 Title: President and CEO

Reporting Issuer Name: Xali Gold Corp.
 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

Market value of listed or quoted equity securities:

Equity Symbol XGC

1st Specified Trading Period 01/04/21 to 30/06/21
(DD/MM/YY) (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 01/07/21 to 30/09/21
(DD/MM/YY) (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 01/10/21 to 31/12/21
(DD/MM/YY) (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)

4th Specified Trading Period	01/01/22	to	31/03/22
	(DD/MM/YY)		(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			\$ <u>0.10</u> (vii)
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			<u>133,691,620</u> (viii)
Market value of class or series	(vii) x (viii)		\$ <u>13,369,162</u> (D)

5th Specified Trading Period	_____	to	_____
	(DD/MM/YY)		(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			\$ _____ (ix)
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			_____ (x)
Market value of class or series	(ix) x (x)		\$ _____ (E)

Average Market Value of Class or Series (Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. A through E above))			\$ <u>11,516,506</u> (1)
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 (Repeat the above calculation for each other class or series of equity securities of the reporting issuer (and a subsidiary, if applicable) that was listed or quoted on a marketplace at the end of the previous financial year)

Fair value of outstanding debt securities			\$ _____ (2)
(Provide details of how value was determined)			
Capitalization for the previous financial year	(1) + (2)		\$ <u>11,516,506</u>
Participation Fee			\$ <u>500.00</u>
Late Fee, if applicable			\$ <u>0</u>
Total Fee Payable (Participation Fee plus Late Fee)			\$ <u>500.00</u>