



July 5, 2024

Notice of Change of Auditors

Pursuant to National Instrument 51-102

TO: Davidson & Company LLP

Saturna Group LLP

AND TO: British Columbia Securities Commission, Alberta Securities Commission, Manitoba Securities Commission, New Brunswick Financial and Consumer Services Commission, Office at the Superintendent of Securities Services at Newfoundland and Labrador, Ontario Securities Commission, Prince Edward Island Financial and Consumer Services Division and Saskatchewan Securities Commission

Dear Sirs/Mesdames:

RE: Notice Regarding Change of Auditor Pursuant to National Instrument 51-102

Notice is hereby given, pursuant to section 4.11 of National Instrument 51-102 – Continuous Disclosure Obligations (“NI 51-102”), of a change of auditor of Xali Gold Corp. (the “Company”).

1. The Audit Committee has recommended and the Board of Directors has approved, subject to the applicable regulations, the resignation of Davidson & Company, Chartered Professional Accountants, of Vancouver, Canada (“Former Auditors”) and the appointment of Saturna Group, Chartered Professional Accountants LLP (the “New Auditors”) as auditors of the Company to provide audit services to the Company for the year ending March 31, 2024 and to hold office as auditors of the Company until the next annual meeting of shareholders of the Company.
2. There were no reservations contained in the Former Auditors’ independent auditor’s reports on the financial statements of the Company for the two most recently completed financial years of the Company.
3. In the opinion of the Audit Committee and the Board of Directors of the Company, there are no reportable events to declare as defined in subparagraph 4.11(1) of NI-51-102.

XALI GOLD CORP.

Per: /s./ “Sheri Rempel”

Sheri Rempel

Chief Financial Officer

cc: TSX Venture Exchange