

Form 45-106F6 AMENDED
British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;
- the issuer's website address; and
- the address, telephone number and email address of the issuer's head office.

Xtra-Gold Resources Corp.
Suite 902, 357 Bay Street, Toronto ON M5H 2T7
Tel: (416) 366-4227

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

Not Applicable

Item 2: Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

British Columbia, Alberta, Ontario

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

Not Applicable

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

☐ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ securitized products issuers

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☒ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
Not Applicable			

Details of distribution**Item 5: Distribution date**

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

May 25, 2016.

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

Type of Securities	Amount or Number of Securities Distributed	Exemption Relied Upon
Units consist of 1 common share & 1/2 of a transferable share purchase warrant, each whole warrant is exercisable at \$0.65 per share on or before August 25, 2017 ("Units")	2,500,000 Units	Section 2.3

- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

Not Applicable.

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Ontario	13	\$0.40 (Units)	\$300,000.00
British Columbia	3	\$0.40 (Units)	\$50,000.00
Alberta	1	\$0.40 (Units)	\$12,000.00
Foreign	7	\$0.40 (Units)	\$638,000.00
Total number of Purchasers	24		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,000,000.00

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

Item 8: Information about purchasers*Instructions*

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
JJ Wilkinson Holdings Ltd. 2403-183 Wellington St W Toronto ON M5V 0A1 647-287-8631		200,000 Units	80,000.00	s. 2.3 of NI 45-106	May 25, 2016
Merohiry Ontario Ltd. 14 Lapointe Fairway Pembroke ON K8A 8K8 Phone number not available		50,000 Units	20,000.00	s. 2.3 of NI 45-106	May 25, 2016
Coquitlam Family Chiropractic 210-2885 Barnett Hwy. Coquitlam BC V3B 1C1 Phone number not available		25,000 Units	10,000.00	s. 2.3 of NI 45-106	May 25, 2016
Ruthless Industries Ltd. 137 Tuscany Springs Way NW Calgary AB T3L 2N4 403-831-9911		30,000 Units	12,000.00	s. 2.3 of NI 45-106	May 25, 2016
ABC Capital Holdings Ltd. APS Nyhavn 16 3rd Floor Copenhagen Danish Capital Region 1051 Denmark 0045-308-03098		75,000 Units	30,000.00	s. 2.3 of NI 45-106	May 25, 2016
Palisade Global Investments Ltd New Horizon Building Ground Floor 3 1/2 Miles Philip S.W. Goldson Highway, Belize City Phone number not available		570,000 Units	228,000.00	s. 2.3 of NI 45-106	May 25, 2016
321 Gold Ltd. #3 Kaibo Crescent North Side Grand Cayman Cayman Islands 345-914-4098		125,000 Units	50,000.00	s. 2.3 of NI 45-106	May 25, 2016

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Haywood Securities Inc. Brookfield Place 181 Bay Street, Ste. 2910 Toronto, ON M5J 2T3	R	\$66,500	138,250 Finder's Warrants (1)	\$0.40	Section 2.3 of NI 45-106 May 25, 2016	\$66,500
Canaccord Genuity Corp. Brookfield Place 161 Bay Street, Ste. 3000 P.O. Box 516 Toronto, ON M5J 2S1	R	\$3,500	8,750 Finder's Warrants (1)	\$0.40	Section 2.3 of NI 45-106 May 25, 2016	\$3,500

Note (1): Each Finder's Warrant entitles the holder to acquire one common share of the Issuer at an exercise price of \$0.65 on or before August 25, 2017.

Certificate

On behalf of the [issuer/underwriter], I certify that the statements made in this report are true.

Date: June 13, 2016

Xtra-Gold Resources Corp.
Name of [issuer/underwriter] (please print)
James Longshore, Chief Executive Officer
Tel: 416-366-4227

Print name, title and telephone number of person signing

/s/ James Longshore
Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: (604) 899-6500
Toll free across Canada: 1-800-373-6393
Facsimile: (604) 899-6581