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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 17, 2026

Meeting Date, Location and Purposes

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of holders of common shares of Xali Gold Corp. ("**Xali Gold**" or the "**Company**") will be held on Thursday, December 17, 2026 ("**Meeting Date**"), at 11:00 a.m. (Pacific Time) in the 11th Floor Boardroom, 1111 Melville Street, Vancouver, Canada, V6E 3V6 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, 2026, and the auditors' report thereon;
3. to fix the number of directors at six (6)
4. to elect the directors of the Company for the ensuing year;
5. to appoint Charlton & Company, Chartered Professional Accountants, as the Company's auditor for the ensuing year and authorize the directors to fix its remuneration;
6. to approve the Company's Omnibus Equity Incentive Plan, as more particularly described in the accompanying management information circular dated November 3, 2026 (the "**Information Circular**"); and
7. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

For detailed information with respect to each of the above matters, please refer to the sub-section bearing the corresponding title under "Particulars of Matters to be acted on at the Meeting" in the Information Circular.

Accompanying this Information Circular, are the Notice Document, the Form of Proxy (the "Proxy") and Financial Statement Request Form. The Information Circular provides additional information relating to the matters to be addressed at the Meeting. Xali Gold recommends that shareholders review the Information Circular before voting.

Voting Process

Registered Shareholders at the close of business on November 3, 2026, 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 the telephone, you cannot appoint any person other than the 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. Ensure 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. Ensure that the person you appoint is aware that he 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 Tuesday, December 15, 2026, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding 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. Please follow the instructions of your intermediary, including those regarding when and where the Proxy or voting instruction form is to be delivered.

Xali Gold Corp. strongly encourages shareholders to vote in advance of the meeting using the Form of Proxy. Please be sure to vote in advance of the meeting prior to the 11:00 am, Pacific Standard Time deadline on Tuesday, December 15, 2026.

Dated at Vancouver, British Columbia this 3rd day of November 2026.

BY ORDER OF THE BOARD OF DIRECTORS

"Joanne C. Freeze"
Chief Executive Officer
President and Director