

FORM 51 – 102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Xtra-Gold Resources Corp. (“Xtra-Gold” or the “Company”)
Shirley Street Plaza, Suite#2150, P.O Box AP59217
Nassau, Bahamas

2. Date of Material Changes

January 9, 2018

3. News Release

A news release with respect to the material changes referred to in this Report was disseminated by Xtra-Gold on January 9, 2018 through the facilities of the Globe newswire disclosure network, a copy of which is attached as Schedule “A”.

4. Summary of Material Changes

The material change is described in the news release attached as Schedule “A”.

5. Full Description of the Material Changes

The material change is described in the news release attached as Schedule “A”.

6. Reliance on Confidentiality Provisions of Subsection 7.1(2) of National Instrument 51-102

Not applicable

7. Omitted Information

Not applicable

8. Executive Officer

James Longshore, President and Chief Executive Officer of Xtra-Gold, may be reached at 416 628-2881.

9. Date of Report

January 9, 2018