

X-CAL RESOURCES LTD.

Annual Information Form

as at June 29, 2006

for the year ended March 31, 2006

In this Annual Information Form (“AIF”), the “Company” or “X-Cal” refers to X-Cal Resources Ltd. Unless otherwise indicated, the information in this Annual Information Form is given as of March 31, 2006. All sums of money in this Annual Information Form are expressed in Canadian dollars, unless otherwise specified.

TABLE OF CONTENTS

CORPORATE STRUCTURE	3
NAME AND INCORPORATION	3
INTERCORPORATE RELATIONSHIPS.....	3
GENERAL DEVELOPMENT OF THE BUSINESS.....	4
SIGNIFICANT ACQUISITIONS AND SIGNIFICANT DISPOSITIONS.....	4
DESCRIPTION OF THE BUSINESS.....	6
GENERAL.....	6
SLEEPER GOLD PROJECT	6
Summary – Technical Report (March 2006).....	6
Supplemental Information.....	8
MILL CREEK PROPERTY	11
Summary – Mill Report.....	11
REESE RIVER PROPERTY.....	14
EMPLOYEES.....	14
RISKS AND UNCERTAINTIES.....	14
DIVIDENDS.....	17
DESCRIPTION OF CAPITAL STRUCTURE.....	17
SHARES	17
OPTIONS TO PURCHASE COMMON SHARES	17
WARRANTS TO PURCHASE COMMON SHARES.....	18
MARKET FOR SECURITIES.....	18
DIRECTORS AND OFFICERS.....	18
NAME, ADDRESS, OCCUPATION AND SECURITY HOLDING	18
CORPORATE CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS.....	19
CONFLICTS OF INTEREST.....	20
AUDIT COMMITTEE	20
INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS.....	21
TRANSFER AGENTS AND REGISTRARS	21
MATERIAL CONTRACTS	21
INTERESTS OF EXPERTS	22
ADDITIONAL INFORMATION.....	22
FORWARD LOOKING STATEMENTS.....	23
EXHIBITS.....	24
AUDIT COMMITTEE CHARTER	24

X-CAL RESOURCES LTD.

ANNUAL INFORMATION FORM

CORPORATE STRUCTURE

Name and Incorporation

X-Calibre Resources Ltd. was incorporated in the Province of British Columbia pursuant to the *Company Act* (British Columbia) on April 8, 1981. On December 24, 1984 the Company changed its name to X-Cal Resources Ltd. (the “Company”) and was listed on the Toronto Stock Exchange (Trading Symbol “XCL”) in 1985. Its fiscal year ends on March 31 of each year.

The Company’s registered office is located at 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5. The Company’s administrative offices are located at Suite 750 – 666 Burrard Street, Vancouver, British Columbia, V6C 2X8 and at Suite 550 – 141 Adelaide Street West, Toronto, Ontario, M5H 3L5. (Website: www.x-cal.com ; E-mail: invrel@x-cal.com)

The Company received shareholder approval to increase its authorized capital from 200,000,000 common shares to an unlimited number of common shares on November 30, 2004.

The *Company Act* (British Columbia) was replaced by the *Business Corporations Act* (British Columbia) (the “New Act”), a more modern corporations statute. Each British Columbia company was required to file a transition application containing a Notice of Articles with the Registrar of Companies for British Columbia in order to change its constitutional documents into the forms required by the New Act. Once the transition application had been filed, the Company was able to adopt a new form of Articles in order to reflect and take advantage of various provisions of the New Act. The Company filed its transition application and at the Annual Meeting of Shareholders held on November 30, 2004, the shareholders passed a special resolution whereby the Company altered the Notice of Articles to remove the application of certain provisions described in the New Act as “Pre-existing Company Provisions”; thereafter, to adopt a new form of Articles; and thereafter, to alter the Notice of Articles to change the authorized share structure of the Company from 200,000,000 common shares to an unlimited number of common shares.

The new Articles made various other minor changes to update the Company’s Articles and to make them consistent with the terminology and provisions of the New Act. The only other significant changes are as follows:

- (1) the Company will be permitted to have unlimited authorized capital, which is consistent with other Canadian corporate statutes; and
- (2) the auditors’ remuneration will be set by the directors, without the necessity of a resolution of the shareholders each year to approve that arrangement.
- (3) the required majority for a special resolution has been reduced from three-quarters to two-thirds of the votes cast, which is consistent with other Canadian corporate statutes.

Intercorporate Relationships

The Company has one wholly owned subsidiary, X-Cal U.S.A. Inc., which was incorporated in the State of Nevada, and a 100% interest in New Sleeper Gold, LLC, a Nevada Limited Liability Company. On

May 16, 2006 the Company acquired the other 50% interest in New Sleeper Gold, LLC, which is now 100% owned by the Company. X-Cal also has 100% of the Sleeper Mining Co. LLC, a Delaware Corp.

GENERAL DEVELOPMENT OF THE BUSINESS

The Company is a junior resource exploration company, engaged in the acquisition and exploration of mineral properties. The Company presently holds interests in three gold properties: the Sleeper Gold Property, located in Humboldt County, Nevada and both the Mill Creek Property and the Reese River Property (see Significant Acquisitions and Significant Dispositions) located in Lander County, Nevada, United States. The Company also holds a capped retained royalty interest in a gold property near Fort St. James, British Columbia, Canada. The Company's current focus is exploration activities of the Sleeper Gold Project located in Humboldt County, Nevada.

Over the three most recently completed financial years, the Company advanced the exploration of the Sleeper Gold Property by entering into a joint venture New Sleeper Gold, LLC, a Nevada Limited Liability Company with New Sleeper Gold Corporation and conducted a series of drill programs during the calendar years 2004 and 2005. Upon completion of the 2005 exploration program (August 2005), the Company independently hired a team of independent professionals to review the data collected by the joint venture's exploration activities. Based on the findings of the reports "Exploration Potential of the Sleeper Project, Nevada by Dr. Richard H. Sillitoe and the NI-43-101 Technical Report (March 2006) authored by Mr. Robert E. Thomason, M.Sc., L.Geol., and co-authored by Larry Kornze, B.Sc., P.E. and Mr. Winthrop A. Rowe, M.Sc., C.P.G. (filed to SEDAR and are incorporated herein by reference) the Company determined it was in the best interests of the Company and its shareholders to reach an agreement to acquire the remaining 50% interest in the joint venture (the details of this acquisition are found below under Significant Acquisitions and Significant Dispositions) and continue as the sole operator of the project.

The Company was relatively inactive on the Mill Creek property in the current fiscal year as in the prior fiscal year (2005) the Company completed a drill program on the property and entered into an option agreement with Placer Dome U.S. Inc. (Barrick Gold). The option was not exercised and the Company retained its 100% interest in the property. An application for a Plan of Operations Permit has been underway for Mill Creek since August 2005. The permit will allow exploration to continue at Mill Creek as recommended. The Company is currently focusing the majority of its efforts and resources on the advanced exploration potential of the Sleeper Gold Property.

Significant Acquisitions and Significant Dispositions

Reese River

The Company and Placer Dome Exploration and Placer Dome US completed a detailed agreement to jointly explore the Reese River Pediment properties, located in Lander County, Nevada and announced the same by news release dated December 20, 2005. The detailed agreement confirms the previously announced letter agreement (see news release dated September 15, 2005).

The early stage project was conceived and staked by Placer Dome. The project area is composed of three claim blocks totaling approximately 3,000 acres, located on the western side of the Shoshone Range, near the Horse Mountain Window.

Title to the claims was transferred from Placer Dome to the Company. A work program to be designed jointly will be funded 100% by the Company. The Company has agreed to carry out a minimum of \$US 200,000 of drilling prior to September 30, 2006. The budget for the 2006 program can be increased by mutual agreement.

Upon completion of the year one program, Placer Dome will have a onetime right to triple the Company's expenditures in years two and three to earn a 51% interest in the properties. If Placer Dome triples the Company's expenditures, it will gain the right to earn an additional 19% by covering all costs associated with exploration and development of the properties until a feasibility study has been produced. For clarity, The Company's year one budget could be the only expenditure by the Company until feasibility, at which point the project would be 70% owned by Placer Dome and 30% owned by the Company. A number of default points could vary the ratios. For example, if the Company does not meet its year one minimum, the project will be returned 100% to Placer Dome. If the Company completes year one and Placer Dome does not triple the Company's year one expenditure, then the Company will retain 100% of the project and deliver a 2% NSR to Placer Dome (now Barrick Gold).

Sleeper Gold

The Company reached an agreement and received all regulatory approvals to consolidate the property into a single entity and purchased the joint venture interest held by New Sleeper Gold Corporation. The purchase closed on May 16, 2006 whereby the Company paid \$5,000,000 and delivered 10,000,000 common shares at a deemed value of \$0.32 per share, with two-year resale restrictions attached.

The following is a proforma Balance Sheet prepared by the Company to reflect the effect of the acquisition of the New Sleeper Gold Corporation's interest in the joint venture.

Assets

Cash and cash equivalents	\$	5,291,106
Receivables and prepaids		533,455
Mineral interests		28,650,314
Equipment		71,515
Total Assets	\$	<u>34,546,390</u>

Liabilities

Payables and accruals	\$	235,535
Environmental Obligation		937,898
Total Liabilities	\$	<u>1,173,433</u>

Shareholders' Equity

Capital Stock	\$	46,529,188
Share Issuance Cost		(373,685)
Contributed Surplus		1,965,059
Deficit		(14,747,605)
		<u>33,372,957</u>
Total Liabilities and Shareholders' Equity	\$	<u>34,546,390</u>

DESCRIPTION OF THE BUSINESS

General

The Company is a junior resource exploration company whose principal activities include mineral exploration and development. The Company is currently focused on the gold sector in Nevada. Its operations in Nevada include the Sleeper Gold Project located in Humboldt County, the Mill Creek Property and the Reese River Property located in Lander County.

Sleeper Gold Project

In December 1993 the Company acquired the rights to explore, develop and mine the Sleeper Extension (York Lease) claim group (the "Sleeper Extension") located in Humboldt County, Nevada from Leland L. York ("York"). In order to earn a 100% interest in the Sleeper Extension, the Company issued 225,000 shares and is required to make annual advance royalty payments totalling US\$3,000,000 (of which US\$586,525 has been paid to date). Any commercial production from the Sleeper Extension is subject to a 3% net smelter return royalty, which may be offset in full to the extent of royalties paid in advance. When US\$3,000,000 has been paid, the royalty will be reduced to 0.5%. The Company has the right of first refusal to purchase the remaining 0.5%.

In April 1996 the Company agreed to form a joint venture with Amax Gold Inc. to explore and develop the Sleeper Extension and the adjacent Sleeper property (the "Sleeper Property") owned and operated by Amax Gold Inc. ("Amax") and its subsidiary, Nevada Gold Mining, Inc. In June 1998, Amax amalgamated with Kinross Gold Corporation ("Kinross"). In March 1999, the Company signed an agreement (the "Option Agreement") with Kinross, under which Kinross granted to the Company an option to purchase all of its interest in the Joint Venture. In January 2004, the Company exercised its option on the Kinross portion of the Sleeper Gold Project, which resulted in 100% consolidation of the mineral lands in the Sleeper Gold District, and established a 50/50 joint venture with New Sleeper Gold Corp. to explore the District. The Company contributed all of its Sleeper-area lands to the joint venture while New Sleeper Gold Corp. contributed US\$20million. New Sleeper Gold Corp. became manager of the joint venture. The Sleeper Joint Venture was capitalized independent of both companies. The project was managed by New Sleeper Gold Corp. On May 16, 2006 the Company completed the acquisition of the 50% interest in the joint venture held by New Sleeper Gold Corp and now is the sole owner and operator of the project.

Detailed information on the Sleeper Gold Project is available from report NI-43-101 report dated December 2, 2003, prepared by Richard R. Redfern, M.Sc., C.P.G. and Winthrop A. Rowe, M.Sc., C.P.G. (the "Sleeper Report") and later reports "Exploration Potential of the Sleeper Project, Nevada by Dr. Richard H. Sillitoe and the Technical Report (March 2006) authored by Mr. Robert E. Thomason, M.Sc., L.Geol., and co-authored by Larry Kornze, B.Sc., P.E. and Mr. Winthrop A. Rowe, M.Sc., C.P.G. (the "Technical Report (March 2006)". The Technical Report (March 2006) and the Sleeper Report were prepared in accordance with National Instrument Policy 43-101 *Standards of Disclosure for Mineral Projects* and filed to SEDAR and are incorporated herein by reference. Readers are encouraged to view these Sleeper Reports a copy of which can be obtained from the Company's website at www.x-cal.com or on the SEDAR website located at www.sedar.com. Such information is supplemented and updated with the disclosure contained herein. The following is the writers' Summary excerpted from the Technical Report (March 2006):

Summary – Technical Report (March 2006)

"The Sleeper Gold Property includes a historic open pit mine operated by AMAX Gold from 1986 until 1996, which produced 1.68 million ounces of gold, and 2.3 million ounces of silver. The

property has been the subject of several exploration programs. These programs have produced an extensive database for current exploration targeting and continuing studies.

In January 2006, X-Cal signed a purchase agreement with New Sleeper Gold Corporation to acquire their holdings in the New Sleeper Gold, LLC Joint Venture. Going forward, assuming completion of the purchase, which is subject to regulatory approvals and financing, X-Cal plans to focus on five priority mine scale exploration targets defined by the current studies. The current data has been reviewed by Dr. Richard Sillitoe, who is an independent consultant. He has recommended a program to test the five priority target areas, which are incorporated into this report.

The newly defined targets involve three parallel NNE trending structural corridors. The western fault trend hosts three targets named Southwest Target, West Graben and Northwest Target. The central structural zone includes the historic Sleeper Mine plus the recently defined or Sleeper South Target, which might be a down-dropped portion of the Sleeper trend. The third structural zone is the Range Front Target, which extends 18,000 feet (5.5km) in a NNE direction. Range Front Target contains a number of different drill target areas over the 5.5km strike length of the structural feature.

Each of the five priority target areas are defined by multiple types exploration data, as supported in the text of this report. Detailed three-dimensional modeling of the database in both Gemcom and Gocad driven computer models is part of the compilation and targeting methodology.

The exploration program proposed involves a logical drilling approach, as recommended by Dr. Richard Sillitoe. Each of the five priority exploration targets will be drill tested by fences and/or fans of drill holes. Refinements of the 3D modeling compilation and limited data additions will help set priorities in the proposed drilling program. Other targets of lesser priorities in the project area will continue to be evaluated.

Previous to the current planned program, in 1996, X-Cal Resources Limited secured an exploration agreement to explore the entire AMAX Sleeper property holdings. Including additional lands held by X-Cal the Sleeper Gold District totals approximately 30 square miles which are currently Sleeper Joint Venture land holdings. AMAX amalgamated with Kinross in 1998, and a new option agreement

between Kinross and X-Cal was completed in 1999. In early 2004, a joint venture was established (New Sleeper Gold, LLC) between X-Cal and New Sleeper Gold Corp. An option on the Kinross option was exercised. A reclamation bond was put in place and all reclamation activities and site responsibilities became that of New Sleeper Gold, LLC (Sleeper Joint Venture).

During 2004, 2005 and early 2006, New Sleeper Gold managed the joint venture between X-Cal and New Sleeper and funded exploration. This program emphasized drilling early on with 82,240 feet (25,073m) of core and RC (reverse circulation) drilling in 2004, and 22,524 feet (6,867m) of RC and core drilling by August 7, 2005.

Late in the two year program, extensive exploration targeting studies and surveys were initiated and substantially completed. Detailed studies include Hg and CO₂ soil gas surveys, grid soil sampling surveys, ASD (analytical spectral data) clay species studies of core and RC drill holes, gravity geophysics surveys and data modeling, MT geophysical surveys, IP/Resistivity surveys and compilation studies, structural analysis and studies, aerial photography and photo-geologic studies, ICP multi-element analysis and modeling of drill hole samples, re-logging of selected drill holes to improve 3-dimensional geologic models, build and update MapInfo GIS database for surface data,

and 3-dimensional modeling of all data forms on Gemcom and Gocad computer programs. The result is better definition of targets than any other time in the history of the property. Most of these study results and data modeling were completed after termination of the latest drilling program in August of 2005.

In summary, the property is in the process of being consolidated, assuming completion of the purchase agreement announced by X-Cal. A program is planned for five mine sized exploration targets located proximal to the historic Sleeper Mine. More exploration data and better computer models of the data are available than ever before for definition of these targets. Previous work and drilling programs to date have not tested the five priority targets.

The conclusions of the authors are that the Sleeper Gold Project is well organized and prepared for a substantial exploration program. Data support for each target is based upon high quality state of the art exploration technology, and are stored in MapInfo GIS database and 3-dimensional models of Gemcom and Gocad driven programs. The approach for exploring each target, that includes adequate density of drill hole spacing, is a logical way to search for bonanza grade systems, given the shallow to moderate pediment cover over most of the targets. It is recommended to complete the exploration program, as presented in this Technical Report. Historically, multi-million ounce gold deposits occur in multiples. Dr. Sillitoe's recommendations are in part based on knowledge of successful exploration programs in similar geologic environments. The proposed program is designed to find additional bonanza grade deposits near the historic Sleeper Mine."

Supplemental Information

The Company has become the sole owner and operator of the Sleeper Gold Project. The five priority targets as excerpted from the Technical Report (March 2006):

Southwest Target

"The Southwest Target is a pediment zone discovered in 2005 through Hg vapor and CO₂ soil gas studies, followed by MT geophysical studies. The zone is also marked by airborne magnetic linears and trends. The target zone is 7,900 feet long (2.4km) trending NNE, and up to 1,300 feet (400m) wide.

Southwest Target occurs along two parallel structures identified by C. Tarnocai (Tarnocai, 2000). Overlapping zones of Hg soil gas and CO₂ soil gas anomalies are pronounced in a N20E direction. Coincident with these soil anomalies are multiple lines of Magneto-Telluric geophysical anomalies. The MT geophysical responses are interpreted as finite zones of "possible silicic alteration." Gravity geophysics also suggests a NNE trending linear in this same location.

Pediment depths in this area are expected to be 200 to 400 feet (60-125m) deep, based upon limited previous drill holes and geophysical interpretations (Wright, 2005). Two and possible three fences of angle drill holes are planned for testing this target concept."

West Graben Target

"West Graben Target is a previously untested target extending 4700 feet (1.4km) north northeast from the SW end of the Tailings Pond. This zone is defined by structural mapping and interpretations

by L. Martin (Martin, 2005) and C. Tarnocai (Tarnocai, 2003), as a down-dropped graben feature trending north to northeast. Detailed structural studies in 2004 and 2005 of the Sleeper Mine have shown that the Sleeper Mine gold system follow the east edge of a step-wise down drop structural feature (down to the west). The West Graben is the next down drop feature to the west. Furthermore, the West Graben feature is part of a structural corridor that is parallel to the structural setting hosting the Sleeper Mine. Limited prior drilling to the immediate east of the graben feature has recognized strong alteration in the Sleeper rhyolite host rocks, with sulfide introduction (Redfern and Rowe, 2003). None of the prior drill holes test this target concept.

Airborne magnetic and IP geophysics further confirm and define the West Graben Target. Drill testing is planned as two fences of angle drill holes. The first is south of the Tailing Pond, and the second is north. Based upon water well and limited peripheral drilling in the area, overburden thickness are not expected to be excessive. Estimated depth to bedrock is less than 500 feet (150m) throughout the entire target area (Wright, 2005).”

Northwest Target

“The Northwest Target occurs approximately along the same NNE trending structural corridor as Southwest Target and West Graben Target, as defined by C. Tarnocai (Tarnocai, 2003). It is also crosses and includes the NW trending target named by XCal as Bedrock Casino. This target is defined by intersecting NW and NNE structural trends, airborne magnetic lows and trends, gravity geophysics anomaly interpreted as intense alteration IP geophysics chargeability anomalies, MT geophysics anomalies interpreted as possible silicic alteration, and Hg and CO₂ soil gas anomalies. Limited drilling in 2005 touched the eastern edge of this new target definition. The 2005 drill hole encountered altered Sleeper rhyolite with local banded chalcedonic quartz veins with values up to 1 ppm Au. The location of the 2005 drill holes and alteration assemblages suggest the possibility of footwall splay veinlets, with the best targets remaining untested to the west.

Water well information and limited drilling in this target area suggest the pediment overburden depth may vary from 200 feet (60m) to the north to 300 feet (90m) in the primary target area. Northwest target extends approximately 7000 feet (2.1km) NNE from the Sleeper west waste dump. Drill testing of this target is currently planned as 3 to 4 separate angle drill fences.”

Sleeper South Target

“The Sleeper South Target is based upon recognition of a possible down-drop of the NNE trending Sleeper structural corridor. IP chargeability anomalies, structural mapping (Tarnocai, 2000), deep soil sampling traverses, alteration zones interpreted from gravity geophysics, and alignment of anomalous values in previous shallow drill holes are the definition of this target. Target dimensions are approximately 4,000 feet (1.2km) in length, but open to the south.

Exploration will involve minor additional deep soil sampling, possible additional geophysics, and more advanced modeling of the 3-dimensional data is planned prior to drilling. Drill testing is expected to involve 3 or more angle drill hole fences.

Pediment cover is shallow in this area. Bedrock depths are expected to be 150 feet (45m) or less.”

Range Front Target

“The Range Front Target is a NNE trending fault zone that can be mapped for 18,000 feet (5.5km) in a NNE direction. Structures of this target are parallel to the Sleeper Mine structures and parallel to the South Target-West Graben-Northwest Targets trends (Tarnocai, 2003). The northern two thirds of the Range Front Target is hosted in Mesozoic Auld Lang Syne, and the southern third is hosted in Sleeper rhyolite, or equivalent rocks.

The southern portion of the targeted fault zone is hosted in felsic volcanic rocks as it crosses the Ready Line-Chicken Track target, Breccia Hill and southernmost Gravity Low target. Ready Line and Breccia Hill targets have multiple zones of low grade gold mineralization (Redfern and Rowe, 2003), but the actual Range Front fault target has not yet been tested by a drilling in this vicinity. The Gravity Low target occurs at the south end of the Range Front Target, and is a shallow pediment area in excess of 4,000 feet (1.2km) in length. Drill targets are defined by a pronounced gravity low, IP chargeability high and magnetic low anomaly. The target has not been drill tested.

The northern portion of the Range Front Target is primarily hosted in Mesozoic basement rocks. Detailed mapping by X-Cal in 1997 recognized permissive host rocks in this meta-sedimentary rock package that include limestone, blocky siltstone and quartzite (Redfern and Rowe, 2003). Moreover, multiple gold anomalies are defined along the Range Front Target fault trace. Previously defined targets in this trend include Super Bowl, Stadium, and Northeast Extension targets. In particular, the Super Bowl target had reported a surface selected rock chip sample of 0.12 opt Au (4.1gpt) and 113 opt Ag (3900 gpt) in a chalcedonic quartz vein breccia with banding (Redfern and Rowe, 2003).

Although the fault zone was known since work by AMAX, the Range Front Target was first identified as a priority high grade vein target through detailed geophysics compilation by J. Wright (Wright, 2005). The fault zone has strong geophysical evidence of narrow concentrations of sulfides along the NNE trend. Previous sampling by AMAX and X-Cal found significant gold, silver and trace element anomalies tightly associated with this fault zone, but the significance of the fault zone was not recognized until now. Previous drill holes have not tested the apparently mineralized structure. Drill holes close to the structure at Ready Line and Breccia Hill have strongly elevated gold values, such as drill hole SO-64 with 35 feet (10.7m) of .039 ounces per ton gold, at 295 to 330 feet (90-101m) depth in an angle hole drilled at -45 degrees, trending east (Redfern, 2003).

Planned drill testing of the Range Front Target will involve 5 to 7 angle drill fences and/or drill fans at selected traverses along the altered and mineralized fault trend. Drilling in the northern portion of the Range Front Target will target favorable host horizons of the Auld Lang Syne in intersection with the mineralized fault trend. Drill holes in the southern portion of the Range Front Target will be drill fences targeting geophysical anomalies hosted in Sleeper rhyolite equivalent host rocks in intersection with the mineralized fault trend. Most of the drill holes will have less than 50 feet (15m) of overburden to drill through.”

Future Exploration

A US \$15 million exploration program is recommended for Sleeper to test all five priority areas. The current budget of \$ US 1.5 is for overall compilation and targeting, preliminary drill testing of the range front target and assessment of the near term potential of above ground gold at Sleeper. Options for funding the entire recommended major exploration program are under review, additional share issues or joint ventures are both considerations.

Mill Creek Property

The Mill Creek claims were acquired by staking in 1992. The company owns a 100% interest in this 720 acre group of 36 lode mineral claims. In April 2004, the company received all necessary approvals to commence a drill program on the property and has completed its Phase 1 drill exploration program.

On June 28, 2005 the Company entered into an option agreement with Placer Dome U.S. Inc. The option expired on January 16, 2006.

As part of forward planning for the Mill Creek Property, X-Cal has begun an application for a Plan of Operations type of permit, which will allow for comprehensive drill testing at Mill Creek in 2006. The permitting process which was expected to take 6 months has been more time consuming than predicted. The process is nearing completion at the time of this report. If the Plan of Operations Permit application is successful, it could facilitate continued exploration.

Detailed information on the Mill Property is available from a report dated February 18, 2005 prepared by Richard R. Redfern, M.Sc., C.P.G. (the "Mill Report"). The Mill Report, which was prepared in accordance with National Policy 43-101 Standards of Disclosure for Mineral Projects and filed to SEDAR, is incorporated herein by reference. Readers are encouraged to read the detailed Mill Report, a copy of which can be viewed on the Company's website (www.x-cal.com) or on the SEDAR website www.sedar.com. The following is the writer's "Summary" excerpted from the Mill Report:

Summary – Mill Report

"At the request of X-Cal Resources Inc. ("X-Cal"), this technical report has been made on the Mill Creek property (the "Property"), Lander County, Nevada, U.S.A., following up on work that was conducted by the company on the property during 2004. The report incorporates a summary of previous work and gives an appraisal of and recommendations on how to test the exploration potential of the Property. This report is based on a compilation and analysis of published and unpublished geological reports prepared by cited persons, field data collected by X-Cal Resources and its contractors in 2004, and field examinations by the writer, a "qualified person" within the meaning of National Instrument 43-101 of the Canadian Securities Administrators.

The Mill Creek property comprises a contiguous block of 36 unpatented lode mining claims. All claims have been filed and recorded with Lander County and the U.S. Bureau of Land Management, and are valid until September 1, 2005. The claims total approximately 720 acres and are located in the NW part of the Shoshone Range, 33 kilometres south of Battle Mountain. Access from Battle Mountain is south by paved Highway 305 for 33 Km., then eastward on the graded dirt Mill Creek Road for 10 Km., and then northeast for 3 Km. on a secondary dirt road to the Property. Mill Creek is located 22 Km. northwest of the Pipeline Mine complex of the Cortez Joint Venture (Placer Dome and Kennecott).

The Property is in hilly, grass-, sagebrush-, juniper and pinyon-covered mountain brush high desert terrain, on the lower western slopes of the Shoshone Range. The climate is favorable for year-round mining, with all supplies and services needed for an exploration program available in the Battle Mountain – Elko area.

The Mill Creek property is situated along the Battle Mountain – Cortez –Eureka Trend geologic terrane, a northwest-trending structural zone of Eocene-age that hosts numerous current and past producing gold mines, including several major gold exploration and development projects. The largest of these is the Cortez-Pipeline mine complex owned by the Cortez Joint Venture ("CJV", Placer Dome and Kennecott), which currently is producing gold and has several major gold deposits under exploration and

development such as “Pediment” and the +5,000,000 ounce “Cortez Hills” sediment-hosted, Carlin-style gold deposit.

The Mill Creek property is an early-stage gold exploration prospect that has no published resources or Mineral Reserves. Exploration has been limited to surface prospecting for barite and gold-silver deposits, geological mapping, geophysical surveys, soil sampling, geochemical rock chip sampling of altered, fractured and veined bedrock, and twenty-six exploration drillholes, eleven of which were drilled by X-Cal in 2004. The observed surface and subsurface indications at Mill Creek are similar to features found above structurally controlled high-grade sedimentary-host disseminated gold systems in the Cortez District of the Battle Mountain – Cortez –Eureka Trend. Geophysical surveys conducted on the property are interpreted to be permissive of the property being situated in a favorable structural-, plutonic-, alteration- and mineralization regime in which large, economic sedimentary host gold deposits could occur. In the writer’s opinion, additional drilling exploration of the Mill Creek property is fully warranted by X-Cal Resources Ltd.

The main exploration target on the Mill Creek Property is *Carlin-Style* gold-silver ores found in altered, metamorphosed, and locally skarnified Lower Plate carbonate and limy to dolomitic clastic sedimentary rocks of the Devonian Wenban Limestone, Silurian Roberts Mountain Formation, and the Ordovician Hanson Creek Formations. A secondary target host rock type is mafic volcanic rocks of the Upper Plate rock sequence, similar to at Newmont’s Twin Creeks Mine. The economic Battle Mountain – Cortez – Eureka Trend gold deposits were deposited as mineralized hydrothermal sedimentary-host replacement horizons and breccia zones along major fault structural zones where alteration and anomalous gold-silver-arsenic-antimony-thallium mineralization are present. Marbles in metamorphic aureoles and iron-rich skarns appear to be favored sites for gold mineralization in these deposits, perhaps due to the rheological character, permeability after fracturing, and chemical reactivity of those rocks to alteration by hydrothermal fluids.

The Mill Creek property is located on the northwest flank of the Goat Ridge structural window, in which Lower Plate eastern facies rocks of the Wenban Limestone, Roberts Mountain-, Hanson Creek-, and possibly Comus Formations form the core of the window. Thrusted-in Upper Plate western facies cherty, silty, and mafic volcanic strata of the Valmy (a/k/a Vinini) Formations form a cap that overlies this core of Lower Plate rocks. All these strata were disrupted by low-angle thrusts and possible detachment faults of the Roberts Mountain Thrust system (et.al.) of Mississippian and younger ages. Felsic to dioritic dikes and stocks of Tertiary and Mesozoic ages likely were intruded into all these rock units, and preferentially along fault contacts. Contact metamorphic aureoles were formed in the Goat Ridge Window area and in the Property, with sulfidic skarn lithologies locally present. Renewed faulting took place in Eocene time, forming west-side-down NW- to NNW-trending normal-stepping high angle faults on the west flank of the Goat Ridge Window horst. A further episode of intrusion of felsic plutonic stocks and dikes occurred preceding and during this latter time interval throughout parts of the northern Shoshone Range and elsewhere along the “Trend”. Certain of these intrusive systems, such as the Copper Canyon intrusions south of Battle Mountain, carry syn-intrusion, quasi- “*Porphyry*” - *Style* gold-silver-(copper) mineralization.

Carlin-Style acid-leach alteration (decalcification), arsenic-antimony-thallium metasomatism and gold mineralization also locally impacted certain fractured Upper Plate and Lower Plate rocks present during this time interval, including those on the Mill Creek Property, as deduced from surface outcrops and drilling data. Subsequent post-mineral, down-to-the-west normal faulting related to Basin-and-Range extension reactivated some of the faults in the Property in Miocene time, concurrent with the formation of the Northern Nevada Rift and subsequent thereto. It is possible that the earlier low-angle thrusts and possible detachment faults could have been reactivated during tectonism of Tertiary age, but concrete evidence for this has not yet been demonstrated by the work conducted on the Property. Certain of the high angle faults along the “Trend” are associated with volcanic-related vein-type gold-silver mineralization, as is present at the Buckhorn Mine in the eastern part of the Cortez Joint Venture area,

east of Pipeline, but no such mineralization has as yet been demonstrated to be present on the Mill Creek Property.

The Mill Creek property is an early-stage prospect. Exploration has been limited to surface prospecting and geologic mapping, rock and soil geochemical sampling of soil cover and altered and mineralized bedrock, and 26 holes of reverse-circulation and core drilling by five different exploration companies, including the current program by X-Cal Resources Ltd. A number of soil and rock geochemical anomalies of gold, arsenic, and antimony were delineated by BHP's program in 1993, as described in the report below. One reverse-circulation drillhole by BHP in 1993, number BMC-93-1A, encountered a 3-metre intercept of gold mineralization in dike-transected Upper Plate blackish, altered (faulted?) quartzite that assayed 0.51 ounces per ton (oz/t) Au (17.45 g/t Au), including a 1.5 metre interval of fault gouge that assayed 0.92 oz/t Au (31.7 g/t Au). X-Cal drilled 11 holes and encountered gold values up to 1.045 grams per tonne Au over 1.5 metres of core length, as described below. All of the 2004 X-Cal drillholes carried alteration and low-grade gold mineralization to some extent. The true widths of these intervals are not known. Certain mineralized intervals in the X-Cal drilled intervals also had no return of drill core. X-Cal's drilling verified the geophysical interpretation of one of its consultants that hidden intrusive bodies were present on the property at depth, finding pyrrhotitic sulfide-rich skarns adjacent to dioritic dikes of probable Jurassic age, similar to those present at Goldstrike. Such skarns would likely be excellent host rocks for Carlin-style replacement gold mineralization. The observed surface and subsurface geologic and geophysical indications at Mill Creek are similar to subtle features found above and peripheral to high-grade sediment-hosted gold systems in the Cortez district and additional exploration is fully warranted. Recommendations by geophysicist James Wright and by the writer for further work on the Property, including the proposal to drill an additional ten exploration holes along the prospective "NNW Corridor" on the western side of the Property are presented below".

TABLE 1
SUMMARY OF MINERAL RESERVES
CORTEZ AND CARLIN MINING DISTRICTS
ELKO AND EUREKA COUNTIES, NEVADA

<u>Mining Property</u>	<u>Au (oz.)</u>	<u>Ag (oz.)</u>	<u>Owners</u>
Cortez	>1,000,000	n/r	Cortez Joint Venture
Cortez Hills/Pediment	>6,350,000	n/r	Cortez Joint Venture
Gold Acres	>560,000	n/r	Cortez Joint Venture
Pipeline/Pipeline South	>8,100,000	n/r	Cortez Joint Venture
Hilltop	n/r ("Resource")	n/r	Cortez Joint Venture
Horse Canyon	358,000	n/r	Cortez Joint Venture
Mill Canyon, Hilltop-Slaven	none published, current drilling		Victoria Resource Corp
Mill Creek	none yet	none yet	X-Cal Resources Ltd
Meikle Mine	7,149,400	n/r	Barrick
Goldstrike-Post Bazza	40,473,000	n/r	Barrick/Newmont
Genesis – Deep Star	5,936,000	n/r	Newmont
Carlin-Pete/Lantern-Leeville	8,895,000	n/r	Newmont
Gold Quarry-Tusc-Mac	17,475,000	n/r	Newmont
Carlin Stockpiles	2,673,000	n/r	Newmont
Rain Mine	1,218,000	n/r	Newmont
TOTALS	100,187,400	n/r	

*Mineral Reserves = Past mine production + Proven and Probable Reserves n/r = not reported

From: Teal and Jackson (1997), Placer Dome (2004), White Knight (2004)

Reese River Property

See Significant Acquisitions and Significant Dispositions above.

The early stage project was conceived and staked by Placer Dome. The project area is composed of three claim blocks totaling approximately 3,000 acres, located on the western side of the Shoshone Range, near the Horse Mountain Window.

A detailed Reese River agreement with the Company and Placer Dome has been completed. The work program for the project will be agreed upon based on recommendations of a technical team composed of both Placer Dome and the Company's personnel. The Company has committed to fund a minimum of US \$200,000 of drilling work prior to September 30, 2006. As of the date of this report the work program is being planned for this property.

Employees

As at the date of this AIF, the Company has three full-time employees and a number of contracted employees who devote a significant amount of their time to the Company.

Risks and Uncertainties

The Company is a gold exploration company and is exposed to a number of risks and uncertainties, including, but not limited to, those listed below, that are common to other companies in the mineral exploration business. The exploration for, and of, mineral deposits involves significant financial risks over an extended period of time. There is no guarantee that even with careful geological evaluation, experience and knowledge, that the Company will be successful in its search and that the expenditure of funds will result in the discovery of an economic mineral deposit.

Financial Statements Prepared on a Going Concern Basis

The Company's consolidated financial statements have been prepared on the going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's operations to date have been primarily financed by equity financings. The Company's future operations are dependent upon the identification and successful completion of additional equity or debt financings or the achievement of profitable operations. There can be no assurances that the Company will be successful in completing additional financings or achieving profitability. The consolidated financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

Market Prices and Exchange Rate Fluctuations

The profitability of the Sleeper and Mill Creek Gold Projects and other gold mining projects is dependent upon the market price of gold, silver and other concentrates produced and changes in currency exchange rates and the Canadian and United States dollars. The prices of precious and base metals and currency exchange rates have fluctuated significantly and are affected by numerous factors beyond the Company's control, including but not limited to, international economic and political conditions, global and regional consumption patterns, speculative trading activities, levels of supply and demand, availability and costs of metal substitutes, metal stock levels maintained by producers and others, inventory carrying costs and inflation and interest rates. These factors affect the price of precious and base metals, and therefore the economic viability of the Company's mining interests, and they cannot accurately be predicted.

Operating Hazards and Risks

The development and operation of a mine or mineral property involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These risks include, among other things, ground fall, flooding, environmental hazards and the discharge of toxic chemicals, explosions and other accidents. Such occurrences may result in work stoppages, delays in production, increased production costs, damage to or destruction of mines and other producing facilities, injury or loss of life, damage to property, environmental damage and possible legal liability for such damages. As well, although the Company maintains liability coverage in an amount which it considers adequate for its operations, such occurrences, against which the Company may not be able, or may elect not to insure, may result in a material adverse change in the Company's financial position. The nature of these risks is such that liabilities may exceed policy limits, in which event the Company would incur substantial uninsured losses.

Environmental and Other Regulatory Requirements

The Sleeper Project is subject to reclamation and remediation obligations under the terms of permits granted by the U.S. Bureau of Land Management and the Nevada Division of Environmental Protection in connection with past operations at the Sleeper Project. These obligations include long-term reclamation obligations relating to the supervision and maintenance of the lined drainage ponds that capture and evaporate liquid effluent from the leach pads at the Sleeper Project and long-term remediation obligations associated with the lake in the Sleeper Pit and the pH of the lake water.

All phases of mining and exploration operations are subject to governmental regulation including environmental regulation. Environmental legislation is becoming stricter, with increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and heightened responsibility for companies and their officers, directors and employees. There can be no assurance that possible future charges in environmental regulation will not adversely affect the Company's operations. As well, environmental hazards may exist on a property in which the Company holds an interest that were caused by previous or existing owners or operators of the properties and of which the Company is not aware at present. There is significant environmental reclamation obligations associated with the Sleeper Gold Project, which are offset by an insurance policy. The insurance policy includes sufficient cash which has been set aside for reclamation to be drawn upon by the joint venture as reclamation work occurs.

Government approvals and permits are required to be maintained in connection with the Company's mining and exploration activities. Although the Company currently has all required permits for its operations as currently conducted, there is no assurance that delays will not occur in connection with obtaining all necessary renewals of such permits for the existing operations or additional permits for any possible future changes to the Company's operations, including any proposed capital improvement programs. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, may have a material adverse impact on the Company resulting in increased capital expenditures or production costs, reduced levels of production at producing properties or abandonment or delays in development of properties.

Exploration and Development

The Sleeper Gold Project, the Mill Creek Gold Property and the Reese River Property are in the exploration stages only and are without known bodies of commercial ore. Development of the Sleeper Gold Project or the Mill Creek Gold Property and the Reese River Property will follow only upon obtaining satisfactory exploration results. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration and development programs. Mineral exploration and development are highly speculative businesses, involving a high degree of risk. Few properties which are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial quantities of ore. There is also no assurance that, even if commercial quantities of ore are discovered, a mineral property will be brought into commercial production. Discovery of mineral deposits is dependent upon a number of factors, not the least of which is the technical skill of the exploration personnel involved. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, many of which are beyond the Company's control, such as the particular attributes of the deposit (such as size, grade and proximity to infrastructure), metal prices and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection.

Requirement for Further Capital

The Company is dependent upon equity financing to continue to fund its exploration activities and general operations. The Company believes that the current funds on hand should be sufficient to finance its operations and capital needs until the end of 2006. The Company will seek to raise additional financing to fund the recommendations in the Technical Report (March 2006) as next phase exploration program on the Sleeper Gold Project. However, the Company's funding needs may vary depending upon results obtained from current exploration activities. Further activity at the Sleeper Gold Project, or any other property in which the Company has an interest or acquires an interest in, depends upon the Company's ability to obtain financing through joint ventures, debt and/or equity financing or other means. There can be no assurance that the Company will be able to raise additional financing required or that such financing can be obtained without substantial dilution to shareholders. Failure to obtain additional financing on a timely basis could cause the Company to delay, reduce or terminate its operations. In addition, a lack of funds could cause the Company to default on royalty payments, which in turn could cause the dilution or termination of property interests held by the Company.

Uninsurable Risks

In the course of exploration, development, and mining of mineral properties, certain unanticipated conditions may arise or unexpected or unusual events may occur, including rock bursts, cave-ins, fires, floods, or earthquakes. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or for other reasons. Should such liabilities arise, they may reduce or eliminate any future profitability and may result in a decline in the value of the securities of the Company.

No Assurance of Titles or Boundaries

Although the Company has investigated the right to explore and exploit its properties and obtained records from government offices with respect to all of the mineral claims comprising its properties, this should not be construed as a guarantee of title. Other parties may dispute the title to any of the Company's property or the property may be subject to prior unregistered agreements and transfers or land claims by aboriginal, native, or indigenous peoples. The title may be affected by undetected encumbrances or defects or governmental actions. The Company has not conducted surveys of all of its properties and the precise area and location of claims or the properties may be challenged.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges and power and water supplies are important determinants that affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage or government or other interference in the maintenance or provision of such infrastructure could adversely affect the activities and profitability of the Company.

Dividend Policy

The Company has paid no dividends on its common shares since incorporation and does not anticipate doing so in the foreseeable future.

Dilution

There are a number of outstanding securities and agreements pursuant to which common shares of the Company may be issued in the future which could result in further dilution to the Company's shareholders.

Dependence on Management

The Company currently has a small executive management group, which is sufficient for its present stage of development. The Company has relied, and will continue to rely, upon a large number of consultants and others for operating expertise. Although the Company's development to date has largely depended and in the future will continue to depend upon the efforts of current executive management, the loss of a member of this group could have a material adverse effect on the Company.

DIVIDENDS

The Company has not paid any dividends on its common shares since its incorporation, nor has it any present intention of paying dividends, as it anticipates that all available funds will be used to undertake exploration and development programs on its mineral properties as well as the possible acquisition of additional mineral properties.

DESCRIPTION OF CAPITAL STRUCTURE

Shares

The authorized capital of the Company consists of an unlimited number of common shares of no par value, of which 120,135,255 shares are issued and outstanding as of the date of this AIF (as at March 31, 2006 – 76,135,255). The Company has only one class of shares.

The holders of common shares are entitled to one vote per common share at all meetings of shareholders of the Company, to receive dividends as and when declared by the directors, and to receive a pro rata share of the remaining property and assets of the Company in the event of liquidation, dissolution or winding up of the Company. The common shares have no pre-emptive, redemption, purchase or conversion rights. There are no sinking fund provisions in relation to the common shares and they are not liable to further calls or to assessment by the Company.

Options to Purchase Common Shares

The Company's 10% Rolling incentive stock option plan (the "Stock Option Plan") permits the Company to grant to directors, officers, employees, and consultants of the Company and its subsidiary companies,

incentive stock options to purchase from the Company a designated number of authorized but unissued common shares up to but not exceeding 10% of the issued and outstanding common shares. A total of 6,015,000 stock options granted by the Company to its directors, officers, employees and consultants are outstanding as of the date of this AIF.

Warrants to Purchase Common Shares

The Company has no share purchase warrants outstanding.

MARKET FOR SECURITIES

The common shares of the Company are listed and posted for trading on the Toronto Stock Exchange under the symbol "XCL". The following table sets for the high and low sales prices and volume of trading of the common shares of the Company on the TSE for the most recently completed financial year.

<u>Monthly</u>	<u>High*</u>	<u>Low*</u>	<u>Volume*</u>
April, 2005	\$0.35	\$0.25	38,466
May, 2005	\$0.32	\$0.24	33,638
June, 2005	\$0.35	\$0.26	31,590
July, 2005	\$0.30	\$0.24	27,590
August, 2005	\$0.28	\$0.23	36,722
September, 2005	\$0.30	\$0.23	51,238
October, 2005	\$0.28	\$0.18	20,300
November, 2005	\$0.23	\$0.18	29,672
December, 2005	\$0.26	\$0.19	80,520
January, 2006	\$0.43	\$0.27	114,276
February, 2006	\$0.35	\$0.25	203,455
March, 2006	\$0.40	\$0.26	180,730

*Source -Yahoo Finance

DIRECTORS AND OFFICERS

Name, Address, Occupation and Security Holding

The table below states the name, municipality of residence, positions held by them with the Company and principal occupations in which each of the current directors and executive officers of the Company have been engaged during the preceding five years.

Name, residence and current position(s) held in the Company	Principal occupation for last five years	Served as director or officer since
Shawn M. Kennedy Port Moody, British Columbia, Canada <i>President, Chief Executive Officer and Director</i>	President, X-Cal Resources Ltd. since incorporation.	1981
John M. Arnold Guelph, Ontario, Canada <i>Chief Financial Officer and Director</i>	Mining Executive.	1983

Name, residence and current position(s) held in the Company	Principal occupation for last five years	Served as director or officer since
William E. Bateman ⁽¹⁾ Toronto, Ontario, Canada <i>Corporate Secretary and Director</i>	Barrister and Solicitor in private practice in Toronto.	1989
Derek Bartlett ⁽¹⁾⁽²⁾ Mississauga, Ontario, Canada <i>Director</i>	Natural Resource Executive	November 2003
Robert Preston ⁽¹⁾⁽²⁾ Toronto, Ontario, Canada <i>Director</i>	Managing Partner, Ricketts Harris LLP, a legal firm.	March 2004
Larry Kornze ⁽²⁾ Eagle, Idaho, U.S.A. <i>Director</i>	General Manager Exploration, Mexico & Central America Barrick Gold Corporation until retirement in June, 2001. Natural Resource Consultant since July 2001.	March 2004

Notes:

(1) Member of audit committee.

(2) Member of compensation committee.

With the exception of Mr. Kennedy who devotes all of his time to the affairs of the Company, the other directors and executive officers of the Company have other business interests and do not devote all of their time to the affairs of the Company. See “Conflicts of Interest” below. The Company’s directors will hold office until the next annual general meeting of the Company.

The directors and executive officers of the Company hold beneficially, as a group, 1,881,413 common shares, representing 2.47% of the number of common shares of the Company issued and outstanding as of March 31, 2006. Directors are paid an annual fee of \$3,000 by the Company in their capacity as directors and committee members receive \$2,000 annually for their participation.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No director or officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is, or within the ten years before the date of this AIF, has been a director or officer of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade or similar order, or an order that denied the other issuer access to any statutory exemption under Canadian securities legislation for a period of more than 30 consecutive days, or was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold its assets of that issuer.

No director or officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has within the past ten years, been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanction imposed by a court or regulatory

body that would likely be considered important to a reasonable investor in making an investment decision.

No director or officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, or a personal holding company of any such persons has, within the ten years before the date of this AIF, become bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold the assets of that individual.

Conflicts of Interest

Certain directors and officers of the Company are directors, officers and/or shareholders of other private and publicly listed companies, including companies that compete with the Company. To the extent that such other companies may participate in or be affected by ventures involving the Company, these directors and officers of the Company may have conflicting interests in negotiating and settling terms of such ventures. While there is potential for such conflicts to arise, the Board of Directors of the Company has not received notice from any director or officer of the Company indicating that such a conflict currently exists. Conflicts of interest affecting the directors and officers of the Company will be governed by the *Business Corporations Act* (British Columbia) and other applicable laws. In the event that such a conflict of interest arises at a meeting of the Board of Directors of the Company, a director who has such a conflict must disclose the nature and extent of his interest and abstain from voting for or against matters concerning the venture.

The directors and officers of the Company are aware of the existence of laws governing the accountability of directors and officers for corporate opportunity and requiring disclosures by the directors of conflicts of interest and X-Cal will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors and officers. All such conflicts will be disclosed by such directors or officers in accordance with the Business Corporation Act (British Columbia) and they will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law. The directors and officers of X-Cal are not aware of any such conflicts of interest.

Audit Committee

The audit committee consists of William Bateman, LL.B; Robert D. Preston, LL.B; and Derek Bartlett, P.Eng. The board has determined that the relevant business experience, education and professional standings of all three gentlemen make them suitable to adequately perform their duties as audit committee members.

Audit Committee Charter

The text of the audit committee's charter is attached as an Exhibit;

Independence

Multilateral Instrument 52-110 "Audit Committees" ("MI 52-110") provides that a member of an audit committee is independent if the member has no direct or indirect material relationship with the issuer, which could, in the view of the issuer's board of directors, reasonably interfere with the exercise of the member's independent judgment. All of the members of the audit committee of the Company are "independent" as that term is defined, with the exception of William Bateman who is a partner in a law firm that provides legal services to the Company.

Financial Literacy

MI 52-110 provides that an individual is “financially literate” if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer’s financial statements. All of the directors of the Company are financially literate as that term is defined. The Company considers that, due to academic training and/or experience in the public Company area, all members of the audit committee have an understanding of the accounting principals used by the Company to prepare its financial statements, the ability to assess the general application of such accounting principals and the understanding of internal controls and procedures for financial reporting.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

In March 2004, the Company sold the Snowbird Group mineral property interests to Omineca Gold Ltd. As a director and officer of the Company has an interest in Omineca Gold Ltd., the offer was subjected to a fairness opinion and also to shareholder approval. Total consideration for the sale is \$1,600,000. The Company received the initial purchase payment of \$50,000 in 2004, in 2005 and in 2006 the Company received the minimum annual advance royalty of \$12,000. The minimum advance royalty will be increased to \$24,000 on November 24, 2007 and to \$50,000 on November 24, 2009. The Company thereafter retains a 2% net smelter return royalty on the property until it has received a total of \$1,600,000 comprising the total of the initial cash payment, all advance royalty and net smelter return royalty payments. The Company has a right of first refusal to reacquire any portions of the property that Omineca may intend to abandon and that were previously owned by the Company. This right does not extend to any new claims staked by Omineca.

Except as set out herein, no informed person or proposed director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company’s most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company or its subsidiary.

TRANSFER AGENTS AND REGISTRARS

The transfer agent and registrar for the common shares of the Company is Computershare Investor Services Inc. at its principal offices in Toronto at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1.

MATERIAL CONTRACTS

The Company entered into an Option Agreement (which was filed to SEDAR on June 28, 2005 under Material Change Report and is incorporated herein by reference) with Placer Dome U.S. Inc., which allows Placer the right to purchase the Company’s Mill Creek Gold property, located in the Cortez Area, Lander County, Nevada.

Under the terms of the agreement Placer had until January 16, 2006 to determine if they would exercise the option. The option was not exercised.

The Company entered into an agreement whereby it acquired the 50% interest in the Sleeper Gold Project joint Venture from New Sleeper Gold Corp. The Company paid \$5,000,000 and issued

10,000,000 of its common shares to complete the acquisition on May 16, 2006. With the issuance of the 10,000,000 shares are subject to resale restrictions for a two year period.

X-Cal acquired 100% interest in the Reese River Pediment Property from Placer Dome (now Barrick) in return for paying assessment fees and agreeing to carry out a minimum of \$US 200,000 of work to the property. Barrick has a one time back in right up to 51% by tripling X-Cal's year one investment or revert to a 2% NSR. If Barrick backs in, they can earn an addition 17% by carrying the project to bankable feasibility.

Except for contracts entered into in the ordinary course of business, the Company has not entered into any material contracts during the most recently completed financial year other than those disclosed herein.

INTERESTS OF EXPERTS

During the fiscal year ended March 31, 2006 the Company changed auditors from Grant Thornton LLP the former auditor of the Company to Smythe Ratcliffe Chartered Accountants who have provided their auditors' report on the audited consolidated financial statements of the Company for the financial year ended March 31, 2006. The Change of Auditor Reporting Package has been filed on SEDAR.

During the latest fiscal year, Dr. Richard H. Sillitoe prepared the report "Exploration Potential of the Sleeper Project, Nevada filed on SEDAR is not a National Instrument 43-101 document. Mr. Robert E. Thomason, M.Sc., L.Geo, and co-authored by Larry Kornze, B.Sc., P.E. and Mr. Winthrop A. Rowe, M.Sc., C.P.G. prepared a National Instrument 43-101 technical report on the Sleeper Gold Project during the most recently completed financial year. As of the date hereof, each of the aforementioned companies, and persons, and all directors, officers, employees and partners thereof, beneficially own, respectively, directly or indirectly, less than 1% of the securities of the Company. In addition, no other director, officer, partner or employee of any of the aforementioned company and/or person is currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associates or affiliates of the Company.

ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, securities authorized for issuance under equity compensation plans and interests of insiders in material transactions, where applicable, is contained in the Company's Management Information Circular in respect of its most recent annual meeting of shareholders that involves the election of directors. Additional financial information is available in the Company's comparative audited consolidated financial statements, together with the auditors' report thereon, and the Company's management discussion and analysis for its most recently completed financial year.

A copy of this Annual Information Form, the Company's Information Circular for its most recent annual and special meeting and the financial statements (including any interim statements from the past financial year) may be obtained upon request made to the Secretary of the Company. A reasonable fee for copying may be charged if the request is made by a person who is not a registered security holder of the Company. These documents are also available free of charge from the Internet on the SEDAR website at www.sedar.com under the Company's name.

FORWARD LOOKING STATEMENTS

Certain statements contained in this AIF of the Company or any document filed with the Canadian regulatory authorities, or in any other written or oral communication by or on behalf of the Company that do not directly and exclusively relate to historical facts, may constitute forward-looking statements which reflect management's expectations regarding the Company's future growth, results of operations, performance and business prospects and opportunities. Investors are cautioned that all forward-looking statements involve risks and uncertainties, including, without limitation, changes in market and competition, technological and competitive developments, cooperation and performance of strategic partners, and potential downturns in economic conditions generally. Forward-looking statements are based on management's estimates, beliefs and opinions on the date the statements are made. The Company assumes no obligation to update forward-looking statements if circumstances of management's estimates, beliefs or opinions should change. Additional information on these and other potential factors that could affect the Company's financial results are detailed in documents filed from time to time with the British Columbia, Alberta and Ontario Securities Commissions.

EXHIBIT

Audit Committee Charter

The audit committee is a committee of the board of directors to which the board delegates its responsibilities for the oversight of the accounting and financial reporting process and financial statement audits.

The audit committee will:

- (a) review and report to the board of directors of the Company on the following before they are published:
 - (i) the financial statements and MD&A (management discussion and analysis) (as defined in National Instrument 51-102) of the Company;
 - (ii) the auditors report, if any, prepared in relation to those financial statements,
- (b) review the Company's annual and interim earnings press releases before the Company publicly discloses this information,
- (c) satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assess the adequacy of those procedures,
- (d) recommend to the board of directors:
 - (i) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
 - (ii) the compensation of the external auditor
- (e) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting,
- (f) monitor, evaluate and report to the board of directors on the integrity of the financial reporting process and the system of internal controls that management and the board of directors have established,
- (g) monitor the management of the principal risks that could impact the financial reporting of the Company,
- (h) establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters,

- (i) pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor,
- (j) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company, and
- (k) with respect to ensuring the integrity of disclosure controls and internal controls over financial reporting, understand the process utilized by the Chief Executive Officer and the Chief Financial Officer to comply with Multilateral Instrument 52-109.

Composition of the Committee

The committee will be composed of 3 directors from the Company's board of directors, a majority of whom will be independent. Independence of the board members will be as defined by applicable legislation and as a minimum each committee member will have no direct or indirect relationship with the company which, in the view of the board of directors, could reasonably interfere with the exercise of a member's independent judgment. All members of the committee will be financially literate as defined by applicable legislation. If, upon appointment, a member of the committee is not financially literate as required, the person will be provided a three month period in which to achieve the required level of literacy.

Authority

The committee has the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties and the committee will set the compensation for such advisors. The committee has the authority to communicate directly with and to meet with the external auditors and the internal auditor, without management involvement. This extends to requiring the external auditor to report directly to the committee.

Reporting

The reporting obligations of the committee will include:

1. reporting to the board of directors on the proceedings of each committee meeting and on the committee's recommendations at the next regularly scheduled directors meeting; and
2. reviewing, and reporting to the board of directors on its concurrence with, the disclosure required by Form 52-110F1 in any annual information form prepared by the Company.

