

**X-Cal Resources Ltd.**  
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Vancouver, BC V7X 1A0  
Tel: (604) 662-8245 Fax: (604) 688-7740

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2009 APR 13 P 12: 58

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

March 31, 2009



**SUPPL**

Office of International Corporate Finance  
Securities & Exchange Commission  
450 5th Street NW  
Mail Stop 3-9  
Washington, DC 20549

**Re: XCL - EXEMPTION # 82-1655**

To Whom It May Concern:

Enclosed please find the most recent news release for X-Cal Resources Ltd. (dated March 31, 2009).

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to be 'Susannah Lam'.

Susannah Lam for X-Cal Resources Ltd.

*Handwritten initials and date: DL 4/14*

# X-Cal Resources Ltd.

TSX/XCL

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MARCH 31, 2009

## News Release

### X-Cal Completes \$1Million Private Placement

X-Cal Resources Ltd. has completed a private placement of 15,348,616 units at \$0.065 per unit. The gross proceeds from the private placement are \$1,000,000.

Each unit consists of one common share and one-half common share purchase warrant. Two half-warrants and \$0.10 entitles the holders to purchase an additional common share until March 30, 2011.

The private placement shares and any shares issued upon exercise of the warrants are subject to a four-month hold period.

A 5% cash commission has been paid and a warrant to purchase 769,231 shares at \$0.065 issued to an agent in consideration of arranging the private placement. The broker's warrant is for shares only and is valid for two years.

The proceeds will be used to continue to advance the Sleeper Gold Project, located in Humboldt County Nevada. A Preliminary Economic Assessment of gold and silver resources at Sleeper is in progress.

In addition to Sleeper, X-Cal has two Cortez Area Gold Properties located in Lander County, Nevada and a property in the Spring Valley Area, Pershing County, Nevada. All properties are 100% owned by X-Cal.

The contents of this release have been reviewed by Larry Kornze, P.Eng., who is a "Qualified Person" as defined by NI 43-101.

Shawn Kennedy  
*President*

#### Caution Concerning Forward-Looking Statements

This release and related documents may contain certain "forward-looking statements" including, but not limited to, statements relating to interpretation of drilling results and potential mineralization, future exploration work at the Sleeper Gold Project, the Mill Creek Gold Project, the Reese River Project and the Spring Valley Area Project and the expected results of this work. Forward looking statements are statements that are not historical facts and are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements, including, without limitation: risks related to fluctuations in gold prices; uncertainties related to raising sufficient financing to fund the planned work in a timely manner and on acceptable terms; changes in planned work resulting from weather, logistical, technical or other

✓ factors; the possibility that results of work will not fulfill expectations and realize the perceived potential of the Sleeper Gold Project, the Mill Creek Gold Project, the Reese River Project and the Spring Valley Area Project; uncertainties involved in the interpretation of drilling results and other tests; the possibility that required permits may not be obtained in a timely manner or at all; risk of accidents, equipment breakdowns or other unanticipated difficulties or interruptions; the possibility of cost overruns or unanticipated expenses in the work program; the risk of environmental contamination or damage resulting from the exploration operations at the Sleeper Gold Project, the Mill Creek Gold Project, the Reese River Project and the Spring Valley Area Project.

Forward-looking statements contained in this release and related documents are based on the beliefs, estimates and opinions of management on the date the statements are made. There can be no assurance that such statements will prove accurate. Actual results may differ materially from those anticipated or projected. X-Cal Resources Ltd. and X-Cal USA, Inc. undertake no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change.

***Visit our Website:*** [www.x-cal.com](http://www.x-cal.com)

***E-Mail:*** [invrel@x-cal.com](mailto:invrel@x-cal.com)

For further information contact: **Shawn Kennedy, President**

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