

ISSUER INFORMATION AND DISCLOSURE STATEMENT  
PURSUANT TO  
RULE 15c2-11(a)(5)

FEBRUARY 29, 2012

Xtra Energy Corporation.

4737 N. Ocean Drive  
Ft. Lauderdale, Florida 33308  
Tel: (954) 366-2932  
Fax: (954)366-2931

Federal I.D. No.

CUSIP No.

32-0149818

98419D 10 0

ISSUER'S EQUITY SECURITIES

COMMON STOCK

.0001 Par Value  
Unlimited Common Shares Authorized  
201,351,500 Shares Issued and Outstanding

**Item I            The exact name of the issuer and its predecessor (if any).**

- Formerly=X-tra Petroleum Inc.until 11-2010
- Formerly=HLV Trading Corp. until 8-06
- Note=1-25-05 State of Incorporation Nevada changed to Wyoming
- Formerly=AutoAuction.com, Inc. until 3-05
- Formerly=Turner Group, Inc. until 5-99

**Item II            The address of the issuer's principal executive offices.**

4737 N. Ocean Drive  
Ft. Lauderdale, Florida 33308  
Tel: (954) 366-2932  
Fax: (954)366-2931

**Item III           The jurisdiction(s) and date of the issuer's incorporation or organization.**

Wyoming – May 22, 1997

**Part B            Share Structure**

**Item IV           The exact title and class of securities outstanding.**

- Outstanding shares:201,351,500
- CUSIP – 98419D 10 0
- Ticker – XTPT.PK

**Item V            Par or stated value and description of the security.**

A. Our only outstanding security is our Common Stock \$.0001 par value. The Company is authorized to issue 20,000,000 shares of Preferred Stock \$.0001 par value of which none are outstanding. The Company has designated three classes of Preferred Stock as follows:

- i. Ten Million (10,000,000) Series A Preferred;
- ii. Nine Million Nine Hundred and Ninety Thousand (9,990,000) Series B Preferred;
- iii. Ten Thousand (10,000) Series C Preferred.

B. Each holder of Common Stock is entitled to one vote for each share held of record on each matter submitted to vote to stockholders, including election of directors. Stockholders do not have any right to cumulate votes on the election of directors. Each holder of Common Stock is entitled to share ratably in distributions to stockholders and to receive ratably such dividends as may be declared by the Board of Directors out of funds legally available therefore. In the event of our liquidation, dissolution or winding up, the holders of Common Stock will be entitled to receive, after payment of all of our debts and liabilities and of all sums to which holders of any outstanding preferred stock, if any, may be entitled, the distribution of any of our remaining assets. Holders of our Common Stock have no conversion, exchange, sinking fund, redemption or appraisal rights (other than such as may be determined by the Board of Directors in its sole discretion) and have no preemptive rights to subscribe for any of our securities. There are no provisions in our Articles of Incorporation or By-Laws that would delay, defer or prevent a change of control of the Company.

C. The Series A and Series B Preferred Stock have no voting rights. The Series A and B Preferred Stock entitles a holder to share ratably in distributions to stockholders and to receive ratably such dividends as may be declared by the Board of Directors out of funds legally available therefore. In the event of our liquidation, dissolution or winding up, the holders of Series A and B Preferred Stock will share on a pro rata basis, after payment of all of our debts and liabilities in the distribution of any of our remaining assets. Holders of our Series A and B Preferred Stock have no conversion, exchange, sinking fund, redemption or appraisal rights (other than such as may be determined by the Board of Directors in its sole discretion) and have no preemptive rights to subscribe for any of our securities.

D. The Series C Preferred Stock shall be entitled to vote fifty percent (50%) of the Company's stockholders' voting rights. The Series C Preferred Stock entitles a holder to share ratably in distributions to stockholders and to receive ratably such dividends as may be declared by the Board of Directors out of funds legally available therefore. In the event of our liquidation, dissolution or winding up, the holders of Series C Preferred Stock will share on a pro rata basis, after payment of all of our debts and liabilities in the distribution of any of our remaining assets. Holders of our Series C Preferred Stock have no conversion, exchange, sinking fund, redemption or appraisal rights (other than such as may be determined by the Board of Directors in its sole discretion) and have no preemptive rights to subscribe for any of our securities.

**Item VI      The number of shares or total amount of the securities  
outstanding for each class of securities authorized.**

(i) As of February 24, 2012, the Company had 201,351,500 shares of Common Stock issued and outstanding. As of the end of its most recent fiscal year (December 31,

2011) the Company had 1,351,500 shares of its Common Stock outstanding. The Company has no Preferred Stock outstanding.

(ii) The number of shares of Common Stock the Company is authorized to issue is unlimited. The Company has 20,000,000 authorized shares of Preferred Stock of which none are outstanding.

(iii) As of February 24, 2012, there are 201,351,500 shares of Common Stock issued and outstanding and no shares of Preferred Stock issued and outstanding.

(iv) As of February 24, 2012, the Company had 90,517,964 free trading shares of Common Stock. As of the end of its most recent fiscal year (December 31, 2011) the Company had 517,964 free trading shares of Common Stock.

(v) As of February 24, 2012, the Company estimates that there are approximately 900 beneficial shareholders. As of the end of its most recent fiscal year (December 31, 2011) the Company had approximately 900 beneficial shareholders.

(vi) As of February 24, 2012, the Company had 772 shareholders of record. As of the end of its most recent fiscal year (December 31, 2011) the Company had 759 shareholders of record.

## Part C Business Information

### **Item VII The name and address of the transfer agent:**

Our transfer agent is:

Signature Stock Transfer  
2632 Coachlight Court  
Plano, Texas 75093  
Tel. No. (972) 612-4120  
Facsimile No. (972) 612-4122

The transfer agent is registered under the Exchange Act and its regulatory authority is the United States Securities & Exchange Commission.

### **Item VIII The nature of the issuer's business.**

A. Business Development.

Xtra Energy Corporation is a corporation formed under the laws of the State of Wyoming. It was formed on May 22, 1997 and its fiscal year ends December 31. During the past three years the Company has not been in bankruptcy, receivership or involved in any similar proceeding. On December 20th, 2011 the Company acquired all of the issued and outstanding shares of Anglo-African Gold Corp. ("Anglo-African") in exchange the Company issued an aggregate of 110,000,000 shares of its common stock to the Shareholders of Anglo-African. As a result of this transaction there was a change of control resulting in the shareholders of Anglo-African owning approximately 55% of the Company.

The Company is not in default in the terms of any note, loan, lease or other indebtedness or financing arrangement requiring the Company to make payments. We were originally incorporated in Nevada, under the name Turner Group, Inc. (the "Company"). In April, 1999 we entered into an Agreement and Plan of Reorganization with AutoAuction.com, Inc. ("AutoAuction") and its shareholders. As a result of this transaction AutoAuction became a wholly-owned subsidiary of the Company and the Company changed its name to AutoAction.com, Inc. In March 2005 the Company sold AutoAuction and simultaneously the Company acquired a controlling interest in HLV Trading Corp. a Wyoming corporation. Pursuant to this transaction the Company issued a controlling interest in the Company to the shareholders of HLV Trading Corp., Inc. and simultaneously the Company changed its name to HLV Trading Corp. In January, 2005 the Shareholders of the Company approved an Agreement and Plan of Merger, whereby the Company merged into HLV Trading Corp. a Wyoming corporation, which became the surviving entity. In August, 2006 the Company changed its name to X-tra Petroleum Inc. to reflect management's plan to acquire businesses within the oil and gas industry as well as other businesses both inside and outside the oil and gas industry. To that end, on December 20, 2011 the Company acquired all of the issued and outstanding shares of Anglo-African Gold Corp., LLC a corporation formed under the laws of the the Country of Belize, with offices located in the Democratic Republic of Congo ("DRC") and engaged in the exploration, mining and distribution of a gold and other mined metal products. As consideration the Company issued an aggregate of 110,000,000 shares of its common stock to the shareholders of Anglo-African. On November 5, 2010 the Company effectuated a 1000- 1 reverse split of its common stock thereby decreasing the number of shares outstanding from approximately 1,351,500,000 to 1,351,500. Except as described herein, the Company has not during the past three years had any other stock splits, stock dividends, mergers, reorganization or similar transactions. The Company has not been the subject of any delisting by a securities exchange or a deletion from the OTC Bulletin Board. There is no current, pending or threatened legal proceedings or administrative actions against the Company nor has there been for the past three years.

B. Business of Issuer.

The Company's Standard Industrial Code (SIC) is 1040, the Company currently is conducting operations and has never been a "shell company". The Company has no subsidiaries.

### **Business Overview**

Anglo-African Gold Corp., LLC is a newly formed gold exploration and development company, focused on acquisitions of properties and permits in Africa.

We create value for shareholders by being self-sufficient in early project development funding through operating small mining opportunities. Anglo-African Gold believes Africa to be highly prospective and has identified some exciting projects in under-explored areas.

We have set out to build a company that is focused on quality, growth and a strong financial position. We recognize the need to invest in projects that understand and abide by national laws, take cognizance of local social needs, and to minimize impacts on the environment while retaining full leverage to gold prices.

Our management team is comprised of individuals experienced with African gold exploration and mining and extensively knowledgeable of the complex African geopolitical environment.

Our initial focus will be on the Malimbu projects in The Democratic Republic of Congo, which we believe is an attractive opportunity due to its existing history of gold exploration and recovery by artisanal miners.

### **The Gold Market**

Gold is used primarily for fabrication and bullion investment. Fabricated gold has a wide variety of uses including jewelry (the largest fabrication use for gold), electronics, dentistry, decorations, medals, medallions and official coins. Some purchasers of official gold coins and of high-carat, low mark-up jewelry may be motivated by investment, so that the net private gold bullion purchases alone do not necessarily represent the total investment activity in gold. Central banks buy, sell and hold gold bullion as part of their national investment strategies.

The gold bullion market is deep and liquid. Purchase and sales of gold take place around the globe in all sizes and forms. In London, gold trading is conducted by a number of bullion houses, with prices set twice daily by the five members of the "ring". The ring was originally established to determine the price that represents the benchmark for trades and contracts. The price set is the one at which orders to buy and sell are perfectly matched. Prices are determined in the morning and afternoon, the so called A.M. and P.M. fixes, for each trading day.

This market provides the foundation for many derivative instruments, including futures, options, warrants and swaps. Substantial producers and purchasers use these markets to hedge their respective positions. The process for a producer involves the use of forward contracts and derivative instruments to hedge part of the production against falls in the gold price. Although hedging exposes us to risks, it is intended to help us secure a predictable cash flow which assists in planning and forecasting future revenues, therefore helping to ensure that financial commitments and other undertakings can be met.

## **Mining**

The Malimba mining concession consists of two mining production permits numbered 133 and 134 covering 72 mining blocks and 61 sq. kilometers located in Lubutu lands, Province of Maniema. This location is in the heart of the Kibara Metallogenic Belt approximately 300 kilometers northwest of Lake Kivu. Maniema is rich in rivers and three-quarters of the province is covered by forest. The Congo River runs from the south to north, draining the water of its tributaries spread throughout the province.

The permits give us the right to develop and exploit the properties for gold. Up until now, they have been in production through artisanal mining. Our business plan envisages feasibility studies to determine the most effective way to put the properties into full-scale production and a subsequent financing to enable this to be done.

<b>Exploitation Permits</b>	<b>Number of mining blocks</b>	<b>Area in Km<sup>2</sup></b>
Malimbu #1 EP 133	36	30,5838
Malimbu #2 EP 134	36	30,5838
<b>TOTAL</b>	<b>72</b>	<b>61,1676</b>

## **Roads**

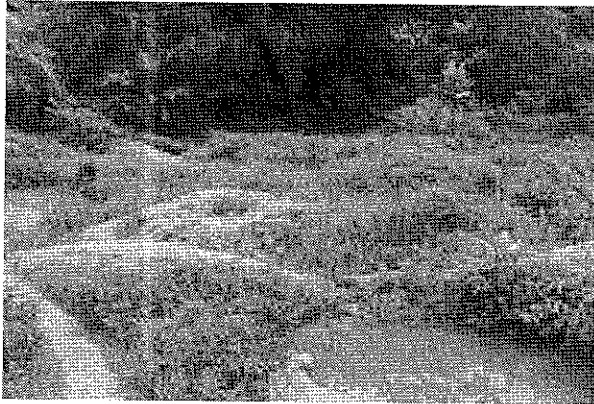
Four major roads cross the Province of Maniema; all of them are linked one way or another to the cities of Punia and Lubutu. The center of the concessions is located in Malimba approximately 40km S.O of the town of Lubutu. The project is connected to the major roads via 40 km of dirt roads and tracks

Artisanal mineral extraction took off in the colonial era. As a rich tin-mining zone, Maniema attracted several Belgian private companies such as the Empain Group's Symetain and Cobel mines.

As production rose throughout the 1940s and early 1950s, the companies scaled up to industrial exploitation, fuelling a further rise in production that lasted until the end of the 1960s.

From 1976, mining activities in Maniema (and Kivus) were dominated by Sominki (Société Minière du Kivu), a State owned company. Sominki was unable to withstand the global tin price crash of 1985. Further crises in 1987 and 1991 led Sominki to confine its operations to the commercialization of minerals extracted from its concessions by artisanal miners. Sominki, however, paid the “creuseurs” very little for their ore, reducing incentives and causing further falls in output.

In 1996, Banro Corp. and Cluff Mining bought a large chunk of Sominki. The same year, Banro and Cluff announced their merger consolidating a 72% stake in Sominki, while the government of Zaire holds 28%. In 1997, Banro bought Cluff’s mining shares, and then liquidated Sominki to create Sakima, a Congolese subsidiary. In 1998, the Congolese state stripped Banro of its mining titles for reasons of irregularities in the liquidation of Sominki. Sakima remains dormant to this date.



Old shaft exploited by Symetain

Industrial exploitation has still not revived although many exploration permits have been issued. Mineral exploitation in Maniema remains exclusively artisanal. The few existing production figures indicate that mineral production has been rising in recent years. This is due to the growing number of artisanal miners, who have been encouraged by improved security since the end of the war.

## **Exploitation Program**

### **Phase I: Planning**

The current exploration at Malimba commenced recently in 2011. The company intends to develop the Malimbu projects in phases, commencing with the reconstruction of roads, bridges and infrastructure development near the mining site.

- Establish a camp for Anglo-African Gold in one of the existing surrounding miner camps;

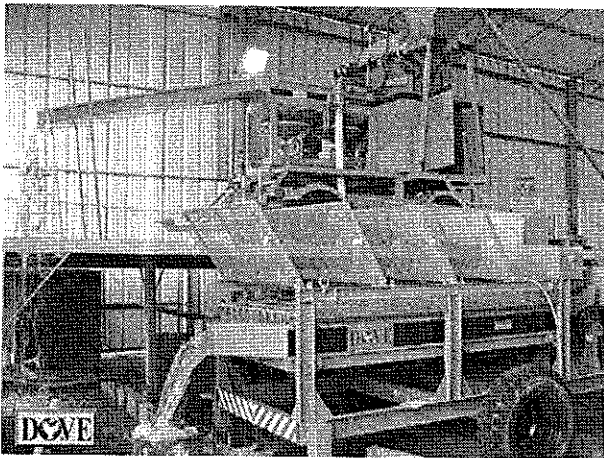
- Reconstruction of the old road and bridges connecting the 2 concessions to the existing Lubutu-Puni Road;
- Installation of solar panels at mining camps and sites;
- Equipment purchase: drills and thermo Scientific x-ray fluorescence analyzers;
- Topographic equipment purchase (GPS);
- Logistic equipment purchase;
- Geologist training to the automation of geological data.

### **Phase II: Exploration**

Then, we will be designing a geophysical program of ground gravity and magnetics to further evaluate the target areas for gold deposits. A drilling program will be designed upon interpretation of the geophysical data.

- Produce the topographic map of the area;
- Produce the fractures map of the area that will be used in complement of the geochemical information to identify most promising area able to represent exploration target;
- Set up drilling program.

### **Phase III: Production**



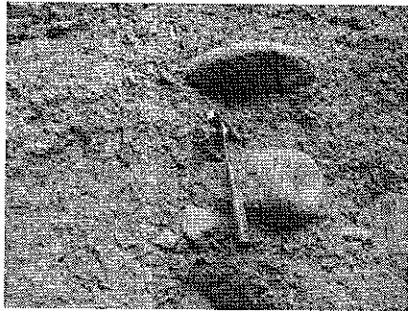
Gold concentrator and crusher to be purchased to start semi-industrial production.

Finally, within a few months, we will start the production using a semi-industrial production approach.

- Remediate mining pollution 'hotspots' by introducing a new, modern mining approach and to formalize the artisanal mining sector to introduce better environmental and occupational health standards;

- Purchase of modern mining equipment: Gold concentrators, crushers, conveyors, pipes, generators...
- Hire and train local artisanal miners to new mining techniques and use of the equipment;
- Organize a semi-industrial mining production;
- Move to a full-scale industrial production to increase revenues.

## Geology & Mineralization



Conglomerate sandstone boulder

Maniema has a considerable mining potential. According to the Congolese government, **the province's sub-soil is the country's fourth richest**. Years of light prospecting from the Symetain until 1976 (Belgium private mining company) and artisanal miners show that the two Malimbu mining concessions have a considerable mining potential of untapped mineral reserves. The most important minerals found are gold, diamonds and silver but gold is the main mineralization found on the concessions. The gold concentration is estimated to be from 0,29 g/m<sup>3</sup> to 1 g/m<sup>3</sup>.

The area is mainly composed of Lindian (Neoproterozoic) formations and granites. In Malimba (SW of the town of Lubutu), gold occurrence was firstly found in alluvial settings. Gold seems to be linked to granitic intrusion of the NNW-SSE Ruzizian/Ante-Ruzizian folded anticline core.

### THE GOLD BELT

The DR Congo deposit and occurrences map below shows a gold belt (the Lubutu gold belt), passing crosswise both exploitations permits 133 and 134. That gold belt follows a NNW-SSE Ruzizian folded anticline belt and is crossed by the Lubutu River. The Lubutu gold belt covers a big area of the exploitation permits 133 and 134. According to the map below, the Lubutu gold belt passes across the Lubutu permo-carboniferous sedimentary basin and overflows slightly on the Neoproterozoic–early Paleozoic Lindian sedimentary succession (Aruwimi and Lokoma Formations). According to a 2009 geological report and archived data on the two concessions, the belt perfectly stands in the continuity of the NNW-SSE Ruzizian/Ante-Ruzizian folded anticline. The core of that anticline is underlying by granitic intrusion that is one of the most potential sets for Gold, Lithium, and Tin mineralization

## **Politics / Economy**

### **Politics**

Since 2001, the country has been recovering from a series of conflicts that occurred through most of the 1990s. Since the signing of the Lusaka Peace Accords, which established a transitional government, the country has made significant political progress, culminating in the peaceful holding of the presidential elections in 2006. For the first time after more than 40 years, the Country has chosen a new government through Democratic Elections widely described as free and fair by the international community. Joseph Kabila was democratically elected the President of the Republic. New institutions, such as Parliament, the Senate and provincial assemblies, are now operational. The next presidential elections will be held in November 2011.

### **Economy**

Being the second largest country in Africa with immense economic resources, the Democratic Republic of Congo (DR Congo) has been at the center of what could be termed Africa's world war.

The Democratic Republic of the Congo is a nation endowed with vast potential wealth relying heavily on mining. Since 2005, its economy is slowly recovering from decades of decline, in part due to renewed activity in the mining sector, source of most exports, boosting the country's GDP growth. The global recession cut economic growth in 2009 to less than half its 2008 level, but growth returned to 6% in 2010

### **Mining Situation**



Artisanal miners on one of the Malimbu concessions.

Gold was first discovered at Namoya in 1931 and production from alluvial operations continued through to 1947. Gold mining commenced from an open pit in 1951. It is estimated that about 128 000 oz of gold was recovered from quartz veins grading 10 g/t until civil disturbance, due to the DRC's newly achieved independence from Belgium in 1960, resulted in operations being closed and expatriates leaving the country. The country has huge mineral resources, much of which remains untapped.

The mining industry is regulated through national legislation and regulations issued by the DRC parliament and the DRC executive branch and mainly by the Mining Code adopted in 2002 and its ancillary Mining Regulation, adopted in 2003. These norms are of general application throughout the entire country. This new Mining Code has been designed and implemented with the assistance of the World Bank.

The DRC has the largest artisanal mining workforce in the world (around two million people) but a lack of controls have led to land degradation and pollution.

In the last few years, a large number of mining companies like ours operating in the DR Congo are introducing modern mining approaches while promoting social and environmental responsibilities.

### **Competition**

We compete with mining and other companies on a global basis to attract and retain key human resources at all levels with appropriate technical skills and operating and managerial experience necessary to continue to operate our business. This is further exacerbated in the current environment of increased mining activity across the globe, combined with the global shortage of key mining industry human resource skills, including geologists, mining engineers, metallurgists and skilled artisans.

### **Research and Development**

The Company has not spent any monies on research and development during the last two fiscal years, nor has the Company had any costs or effects relate to federal, state or local environmental laws.

### **Employees**

The Company has 6 full time employees.

### **Item IX      The nature of products or services offered.**

See Item VIII

### **Item X      The nature and extent of the issuer's facilities.**

The Company's principal corporate office is located at 4737 N. Ocean Drive, Ft. Lauderdale, Florida 33308 where it rents an office at an Executive Suite on a month to month basis. The monthly rent including the building's operating expenses is \$99.00 per month. The Company believes that this space is adequate for its current operations and does not anticipate any expansion or leasehold improvements.

## Part D Management Structure and Financial Information

### **Item XI The name of the chief executive officer, members of the board of directors, as well as control persons.**

#### A. Officers and Directors

Members of the Board serve until the next annual meeting of shareholders and until their successors are elected and qualified. Officers are appointed by and serve at the discretion of the Board.

<b>Elaine Affleck</b>	—	<b>President and Chairman of the Board</b>
<b>Athena Hamm</b>	—	<b>Secretary</b>

#### **ELAINE AFFLECK**

Elaine Affleck was elected to the Company's Board of Directors on February 10, 2010 and appointed President on that same date, Ms Affleck has extensive experience in business. She joined the founding group of National Healthcare Manufacturing Corporation, as accountant in 1995. Ms. Affleck is currently the CFO of Elite Automotive Group Inc. Ms. Affleck has served on the board of several public companies.

#### **ATHENA HAMM**

Ms Hamm was elected to the Company's Board of Directors in April 2007. She has experience in Business and has extensive experience in administration and accounting. In the past Ms. Hamm has served on the board of several public companies.

#### **KEY EMPLOYEES**

**Louis-Blaise Londole Lokoy**  
*DRC President of Anglo-African Gold*

Mr. Londole is Congolese born and also a Canadian citizen, he has been in the mining industry for the last 10 years in DRC, and has studied in Canada where he got a bachelor degree in marketing and business administration in 2000. He has ten years of experience in dealing with the realities of the mining sector in DRC. He has been connecting investors with different mining projects located in multiples DRC regions for the past 10 years. Namely in Katanga province in 2007 (southern east DRC), in Kasai province (central DRC) in 2010 and he has recently introduced Anglo African Gold corp into the Maniema province (Eastern DRC) and Orientale province (northern-east DRC).

#### B. Legal/Disciplinary History

1. During the past five (5) years neither of the Company's officers or directors has a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding.
2. During the past five(5) years neither of the Company's officers or directors has the entry of an order, judgment, or decree by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities.
3. During the past five (5) years neither of the Company's officers or directors has a finding or judgment by a court of competent jurisdiction ( in a civil action), the SEC, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law.
4. During the past five (5) years neither of the Company's officers or directors has the entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Disclosure of Family Relationships. None

D. Disclosure of Related Party Transactions. None

E. Disclosure of Conflicts of Interest. None

**Item XII Financial information for the issuer's most recent fiscal period.**

The unaudited financial statements of the issuer as of December 31, 2011 are hereby incorporated by reference and can be found on [www.Pinksheets.com](http://www.Pinksheets.com)

**Item XIII Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

The unaudited financial statements of the issuer as of December 31, 2011 and December 31, 2010 are hereby incorporated by reference and can be found on [www.Pinksheets.com](http://www.Pinksheets.com)

**Item XIV Beneficial Owners.**

**The following table outlines the ownership and management and anyone known to the issuer to own beneficially more than five (5%) of the outstanding shares as of the date hereof:**

<u>Shareholder</u>	<u>Position with Issuer</u>	<u>Amount of Beneficial Ownership</u>	<u>Percentage</u>
Louis-Blaise Londole Lokoy(1)	Shareholder and Key Employee	90,000,000	44.7%
Janice Shasavar	Shareholder	20,000,000	9.36%
Athena Hamm(2)	Director and Secretary	466,083	.023%
Elaine Affleck	Chairman and President	0	--
<b>All Officers &amp; Directors as a Group (2 persons)</b>		466,083	.023%

1. These shares are registered in the name of Anglo-African Gold Corp., LLC Mr. Londole is the President of Anglo-African Gold Corp., LLC.

2. These shares are registered in the name of Athena Hamm & Company. Ms Hamm is the President of Athena Hamm & Company.

**Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:**

Sommer & Schneider LLP  
595 Stewart Avenue  
Garden City, NY 11530  
(516) 228-8181  
[schneiderjoel6@gmail.com](mailto:schneiderjoel6@gmail.com)

**Item XVI Management's Discussion and Analysis or Plan of Operation.**

We are engaged in the mining and processing of gold ores and the exploration and development of gold properties in Africa and in hedging activities in connection with our gold production.

Among the factors that could cause actual future results to differ materially are the risks and uncertainties discussed in this quarterly report. While it is not possible to identify all factors, we continue to face many risks and uncertainties including, but not limited to, the following:

- environmental hazards;
- metallurgical and other processing problems;
- unusual or unexpected geological formations;
- global economic and political conditions;
- disruptions in credit and financial markets;
- global productive capacity;
- changes in product costing; and

competitive technology positions and operating interruptions (including, but not limited to, labor disputes, leaks, fires, flooding, landslides, power outages, explosions, unscheduled downtime, transportation interruptions, war and terrorist activities).

Mining operations are subject to a variety of existing laws and regulations relating to exploration, permitting procedures, safety precautions, property reclamation, employee health and safety, air and water quality standards, pollution and other environmental protection controls, all of which are subject to change and are becoming more stringent and costly to comply with. Should one or more of these risks materialize (or the consequences of such a development worsen), or should the underlying assumptions prove incorrect, actual results could differ materially from those expected. We disclaim any intention or obligation to update publicly or revise such statements whether as a result of new information, future events or otherwise.

During the next twelve months, the Company plans to finance its growth through traditional bank financing sources as well as additional potential debt and equity private placements. There can be no assurance that financing sufficient to enable us to expand and grow our business will be available to us in the future. The failure to obtain future financing or to produce levels of revenue to meet our financial needs could result in our inability to operate, grow and expand our business.

## Part E Issuance History

### **Item XVII List of securities offerings and shares issued for services in the past two years.**

On January 19, 2012 the Company completed the acquisition of all the issued and outstanding shares of Anglo-African Gold Corp.. As consideration for the acquisition of Anglo-African, the Company issued 110,000,000 shares of its Common Stock to the shareholders of Anglo-African. The shares were issued in reliance upon the exemptions from the registration requirements of Section 5 of the Securities Act of 1933, as amended (the "Act"), pursuant to Section 4(2) of the Act. The certificates evidencing the above mentioned shares contain a legend (1) stating that the shares have not been registered under the Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Act.

On January 19, 2012 the Company issued an aggregate of 90,000,000 shares of its Common Stock to 9 unaffiliated entities upon the conversion of \$25,000 of outstanding indebtedness. The lenders loaned the Company the monies in 2009. The certificates evidencing the above mentioned shares were issued without legend in that Rule 144

permits the lenders or their assignees to tack back to the date of the debt which was more than one year prior to issuance.

## Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

### **Item XVIII Material Contracts.**

Stock Purchase and Exchange Agreement dated as of December 20, 2011

### **Item XIX Articles of Incorporation and Bylaws.**

1. Articles of Incorporation dated May 22, 1997
2. Certificate of Amendment to the Articles of Incorporation dated April 30, 1999
3. Articles of Incorporation of HLV Trading Corp. (Wyoming) dated January 27, 2005
4. Articles of Merger dated February 10, 2005
5. Articles of Amendment dated June 29, 2006
6. Certificate of Name Change dated May 19, 2010
7. Bylaws

### **Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

- None

### **Item XXI Issuer's Certifications.**

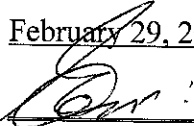
I, Elaine Affleck, President of the issuer certify that:

1. I have reviewed this information and disclosure statement of Xtra Energy Corporation;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

February 29, 2012:



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Elaine Affleck  
President