

**FORM 51-102F3**  
**Material Change Report**

**1. Name and Address of Company**

Xander Resources Inc. (the “**Company**”)  
#200-905 W. Pender Street  
Vancouver, BC V6C 1L2

**2. Date of Material Change**

November 14, 2017

**3. News Release**

The news release was disseminated through Stockwatch on November 14, 2017.

**4. Summary of Material Change**

The Company announced that, following the Annual General and Special Meeting of the Company held on October 25, 2017, the board of directors and a member of the audit committee of the Company appointed Mr. Dwayne Yaretz as an additional director of the Company, effective October 25, 2017. The appointment of Mr. Yaretz filled the vacancy created by the prior resignation of Carlo Nigro on November 29, 2016.

**5. Full Description of Material Change**

*5.1 Full Description of Material Change*

See Item 4 above and the attached news release for a full description of the material change.

*5.2 Disclosure for Restructuring Transactions*

Not applicable.

**6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**7. Omitted Information**

None.

**8. Executive Officer**

Bryce Clark, Chief Executive Officer, 604-683-0343

**9. Date of Report**

November 14, 2017

**XANDER RESOURCES INC.**  
#200 – 905 W. Pender Street  
Vancouver, BC V6C 1L2

FOR IMMEDIATE RELEASE

November 14, 2017

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**XANDER RESOURCES INC. ANNOUNCES APPOINTMENT OF NEW DIRECTOR  
AND MEMBER OF THE AUDIT COMMITTEE**

**Xander Resources Inc.** (TSX-V: XND) (the “**Company**”) is pleased to announce that, following the Annual General and Special Meeting of the Company held on October 25, 2017, the board of directors and a member of the audit committee of the Company appointed Mr. Dwayne Yaretz as an additional director of the Company, effective October 25, 2017. The appointment of Mr. Yaretz filled the vacancy created by the prior resignation of Carlo Nigro on November 29, 2016.

Thirty three years ago, Mr. Yaretz commenced his career identifying and buying distressed businesses which he then restructured, turned profitable, and ultimately, sold. Subsequently, Mr. Yaretz has aided numerous companies to re-structure, capitalize, identify and recruit key personnel, enhance their management teams, and maximize business/sales opportunities, thereby enabling them to operate as on-going, profitable concerns.

Mr. Yaretz’ experience spans many industries including power generation in China and mining exploration in North and South America as well as Asia. In addition, Mr. Yaretz has worked with North and South American, European and Asian companies involved in the design and development of multiple technologies including software development, hi-tech development and manufacturing, environmental technologies, agri-business and bio-pharmaceutical.

Mr. Yaretz has acted for both private and public companies in various capacities and has, concurrently, acted as a Director, President and CEO, Corporate Secretary and CFO.

On behalf of the Board of Directors,

*“Bryce Clark”*

Bryce Clark, Chief Executive Officer

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