



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders of common shares of Xander Resources Inc. (the “**Company**”) will be held on **Monday, November 23, 2020 at 11:00 am PST** for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended March 31, 2020, the auditor’s report thereon and the management’s discussion and analysis for the financial year ended March 31, 2020;
2. To fix the number of directors for the ensuing year at four (4);
3. To elect directors of the Company for the ensuing year;
4. To re-appoint Dale Matheson Carr-Hilton Labonte LLC, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration;
5. To re-approve the 10% rolling stock option plan of the Company, as more particularly described in the accompanying management information circular (the “**Circular**”);
6. To approve the creation and adoption of new Articles of the Company in substitution for and cancellation of the existing Articles, as more particularly described in the accompanying Circular; and
7. To transact such other business as may properly come before the Meeting or at any adjournment thereof.

Accompanying this notice is the Circular. The Circular contains details of matters to be considered at the Meeting.

To ensure the safety of our shareholders and other stakeholders entitled to attend the Meeting amidst the ongoing COVID-19 pandemic, there will be no physical location for the Meeting. The Meeting will be deemed to be held at the Company’s head office located at Suite 804, 750 West Pender Street, British Columbia, Canada; however, the Meeting will be held in **virtual only format**, which will be conducted via telephone conference. Registered shareholders who attend the virtual Meeting will have an equal opportunity to participate at the Meeting, regardless of their geographic location.

Due to the COVID-19 pandemic and issues related to the verification of shareholder identity via teleconference, in-person voting will not be permitted at the Meeting. If you are a registered shareholder and wish to have your vote counted, you will be required to complete, date, sign and return, in the envelope provided for that purpose, the accompanying Proxy for use at the Meeting or any adjournment thereof. To be effective, the Proxy must be received by our transfer agent, Endeavor Trust Corporation (“**Endeavor Trust**”), by no later than **11:00 a.m. (Vancouver time)** on **Thursday, November 19, 2020** or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned or postponed. Alternatively, you may vote by telephone or via the internet following the instructions provided on the Proxy and in the Circular.

If you are a beneficial holder and have received this Notice of Meeting and accompanying materials through an intermediary, such as an investment dealer, broker, custodian, administrator or other nominee, or a clearing agency in which the intermediary participates, please complete and return the voting instruction form provided to you in accordance with the instructions provided therein.

DATED at Vancouver, British Columbia, this 22nd day of October, 2020.

XANDER RESOURCES INC.

“Dwayne Yaretz”

Dwayne Yaretz
Corporate Secretary

These Meeting materials are being sent to both registered and beneficial/non-registered owners of common shares. If you are a beneficial or non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Whether or not you expect to attend the Meeting via telephone conference, please complete, date, sign and return the Proxy or voting instruction form at your earliest convenience. The Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this Notice of Meeting.