

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Reporting Issuer

Xander Resources Inc. (the “Company”)
Suite 804-750 West Pender Street
Vancouver, BC V6C 2T7

Item 2: Date of Material Change

November 23, 2020.

Item 3: News Release

A news release was issued and disseminated on November 23, 2020 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced the appointment of a new director and stock option grants. See Item 5 for full details.

Item 5: Full Description of Material Change

The Company announced that following conclusion of the Company’s annual general and special meeting (the “**Meeting**”) held on today’s date, Benoit Chotard has been appointed to the Company’s board of directors effective immediately.

All resolutions presented at the Company’s Meeting were approved, including the election of James H. Hirst, Dwayne Yaretz, Marsha Panar and Benoit Chotard to the board of directors, re-appointment of Dale Matheson Carr-Hilton Labonte LLC, Chartered Professional Accountants, as auditors of the Company, re-approval of the stock option plan of the Company and adoption of new articles of incorporation.

Mr. Chotard, has over 25 years of international corporate finance, management and public market expertise. Mr. Chotard is a Member of “Ordre des ingénieurs du Québec” since 1989. He obtained a bachelor’s degree in Chemical Engineering in 1989 and a MBA in 1993, both from the University of Sherbrooke. Since December 2013, Mr. Chotard is Managing Partner for Capital Force United, a corporate finance advisory corporation that delivers focused advice and transaction expertise, and he was a Partner at Capital Force from January 2011 to November 2013. Since February 2018, Mr. Chotard as also acted as President & CEO and Director of Orletto Capital II Inc., a listed company on the TSX-V. From December 2013 to May 2017, Mr. Chotard acted as President & CEO, and Director of Orletto Capital Inc., a company listed on the TSX-V. Also, he was Director of Nouveau Monde Mining Enterprises Inc., from April 2012 to November 2012 and of Tetra Bio Pharma Inc., from September 2016 to July 2017, and from June 2018 to June 2019. During his career, Mr. Chotard spent eight years as Head of the Technology Investment Group of National Bank Financial Inc.

Additionally, the Company announces that it has granted incentive stock options to purchase a total of 425,000 common shares at an exercise price of \$0.15 per share for a period of five years to certain directors and officers in accordance with the provisions of its stock option plan.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

James H. Hirst, CEO
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Item 9: Date of Report

November 24, 2020.