

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

**Item 1: Name and Address of Reporting Issuer**

Xander Resources Inc. (the “Company”)  
Suite 400 – 1681 Chestnut Street  
Vancouver, BC V6J 4M6

**Item 2: Date of Material Change**

November 23, 2021 and November 30, 2021.

**Item 3: News Release**

A news release was issued and disseminated on December 1, 2021 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced the appointment of Adrian Smith and resignation of Marsha Panar from the board of directors and the sale of the Senneville claims.

**Item 5: Full Description of Material Change**

The Company announced the appointment of Adrian Smith as a director of the Company, effective immediately.

Mr. Smith is currently the CEO of ArcPacific Resources Corp. and President, director of M3 Metals Corp., director of Go Metals Corp. and a director of Usha Resources Ltd. Mr. Smith is a professional geologist with over a decade of experience in the capital markets and mineral exploration and development sector. He has successfully executed multiple exploration programs and corporate strategies, including the acquisition, development and optioning of the Mohave Gold project in Arizona, USA during his time as CEO of M3 Metals Corp.

The Company also announces the resignation of Marsha Panar as a director of the Company. The Company wishes to thank Ms. Panar for her contributions to the Company and wishes her the best in her future endeavors.

**Property Transaction**

The Company also announces that, further to its news release of August 20, 2021, it has entered into a mineral property purchase and sale agreement (the “**Agreement**”) with QL Minerals Inc., of Toronto, Ontario (the “**Purchaser**”) whereby the Company has agreed to sell to Purchaser 100% of its rights title and interest of 39 claims located in the township of Senneville, Quebec, Canada (the “**Property**”).

The Purchaser plans on listing its common shares for trading on a Canadian stock exchange in the coming months and, to this effect, following execution of the Agreement, has signed a separate agreement with PetroCorp Group Inc. as part of its go-public transaction.

As consideration for the purchase of the Property, the Purchaser has agreed to issue the Company 400,000 common shares in the capital of the Purchaser (the “**Consideration Shares**”) at a deemed price of \$0.25 per Consideration Share for aggregate consideration of \$100,000.

**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**

Deepak Varshney, P.Geo., President and CEO

For more information please phone Dan Samartino, Investor Relations at 778-962-0234, email: [ir@xanderresources.ca](mailto:ir@xanderresources.ca) or visit [info@xanderresources.ca](mailto:info@xanderresources.ca)

**Item 9: Date of Report**

December 2, 2021.