



## STATEMENT OF EXECUTIVE COMPENSATION

### Xander Resources Inc. (the "Company")

(for the financial year ended March 31, 2022)

In this section "Named Executive Officer" ("NEO") means the CEO, the CFO and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation was more than \$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Company at the end of the most recently completed financial year.

The total compensation awarded, paid to or earned by the NEOs from the Company for the three most recently completed years of the Company is set out below in the Summary Compensation Table.

During the financial year ended March 31, 2022, the Company had the following NEOs:

Name of NEO:	Position:	Dates Served:
Deepak Varshney	President and CEO	September 1, 2021 - present
Zara Kanji	CFO and Treasurer	February 23, 2021 – present
Dwayne Yaretz	Corporate Secretary	April 13, 2020 – present
James H. Hirst	President and CEO	September 25, 2020 – September 1, 2021

The total compensation awarded, paid to or earned by the NEOs from the Company for the three most recently completed years of the Company is set out below in the Summary Compensation Table.

## COMPENSATION DISCUSSION AND ANALYSIS

The Company does not have a formal Compensation Committee. The Company's board of directors (the "Board") informally discusses and approves the compensation to the NEOs, ensuring that total compensation paid to all NEOs is fair and reasonable and is consistent with the Company's compensation philosophy.

The Company does not generate operating cash flows and relies on equity financings to fund its exploration and corporate activities. Therefore, as the Company seeks to attract, retain and motivate highly skilled and experienced executive officers, it must at the same time consider current market and industry circumstances and the Company's liquidity and ability to raise further capital.

### *Executive Compensation Philosophy and Objectives*

The Company's principal goal is to create value for its shareholders. The Company's compensation philosophy reflects this goal, and is based on the following fundamental principles:

- 1 *Compensation programs align with shareholder interests* – the Company aligns the goals of executives with maximizing long term shareholder value;
- 2 *Performance sensitive* – compensation for executive officers should be linked to operating and market performance of the Company and fluctuate with the performance; and
- 3 *Offer market competitive compensation to attract and retain talent* – the compensation program should provide market competitive pay in terms of value and structure in order to retain existing employees who are performing according to their objectives and to attract new individuals of the highest calibre.

The Company does not have a formal compensation program with set benchmarks; however, the Company does have an informal program designed to encourage, compensate and reward employees on the basis of individual and corporate performance, both in the short and the long term, and to align the interests of executive officers with the interest of the Company's shareholders. This alignment of interests is achieved by making long term equity-based incentives through the granting of stock options, a significant component of executive compensation (on the assumption that the performance of the Company's common share price over the long term is an important indicator of long-term performance).

The objectives of the compensation program in compensating the NEOs are derived from the above-mentioned compensation philosophy and are as follows: to attract, motivate and retain highly skilled and experienced executive officers; to align the interests of executive officers with shareholders' interests and with the execution of the Company business strategy; and, to tie compensation directly to measurements and rewards based on achieving and exceeding performance expectations.

#### *Competitive Compensation*

The Company is dependent on individuals with specialized skills and knowledge related to the exploration for and development of mineral prospects, corporate finance and management. Therefore, the Company seeks to attract, retain and motivate highly skilled and experienced executive officers by providing competitive compensation. The Board reviews data related to compensation levels and programs of various companies that are similar in size to the Company and operate within the mining exploration and development industry. The Board also relies on the experience of its members as officers and/or directors at other companies in similar lines of business as the Company in assessing compensation levels.

The purpose of this process is to:

- understand the competitiveness of current pay levels for each executive position relative to companies with similar revenues and business characteristics;
- identify and understand any gaps that may exist between actual compensation levels and market compensation levels; and
- establish a basis for developing salary adjustments and short-term and long-term incentive awards.

#### *Elements of Executive Compensation*

A combination of fixed and variable compensation is used to motivate executives to achieve overall corporate goals. For the financial year ended March 31, 2022, the three basic components of executive officer compensation were:

- base salary;
- annual incentives (cash bonus); and
- option-based awards (long term compensation).

Base salary comprises the portion of executive compensation that is fixed, whereas annual incentives and option based compensation represent compensation that is "at risk" and thus may or may not be paid to the respective executive officer depending on: (i) whether the executive officer is able to meet or exceed his or her applicable performance expectations; (ii) market performance of the Company's common shares; and, (iii) the Company's liquidity and ability to raise further capital in the prevailing economic environment.

No specific formulae have been developed to assign a specific weighting to each of these components. Instead, the Board reviews each element of compensation for market competitiveness, and it may weigh a particular element more heavily based on the NEO's role and responsibilities within the Company. The focus is on remaining competitive in the market with respect to 'total compensation' as opposed to within any one component of executive compensation.

The Board reviews and approves on an annual basis the cash compensation, performance and overall compensation package of each NEO, with appropriate abstentions for conflict, if applicable.

### *Base Salary*

The Board of directors approve the salary ranges for the NEOs. Base salaries are set with the goal of being competitive with corporations of a comparable size and at the same stage of development, thereby enabling the Company to compete for and retain executives critical to the Company's long-term success. In determining the base salary of an executive officer, the Board places equal weight on the following criteria:

- the particular responsibilities related to the position;
- salaries paid by comparable businesses;
- the experience level of the executive officer; and
- his or her overall performance or expected performance (in the case of a newly hired executive officer).

The Board makes an assessment of these criteria, and using this information together with budgetary guidelines and other internally generated planning and forecasting tools, performs an annual assessment of the compensation of all executive officer and employee compensation levels. To date, comparative data for the Company's peer group has been accumulated internally, without the use of any external independent consultants or compensation specialists.

For employees of the Company, management is responsible for preparing an individual evaluation process for each employee and then conducting reviews on an annual basis. The evaluation framework is objective where a number of factors are judged for each employee.

### *Annual incentives (Cash Bonus)*

Executive officers are eligible for an annual discretionary bonus, payable in cash. The Board approves such annual incentives and assesses each active NEO's performance and his or her respective contribution to the Company's success, and after taking into account the financial and operating performance of the Company, makes a decision.

### *Option based awards (Long-Term Compensation)*

The Company believes that it is important to award incentive stock options as part of an overall compensation package. Encouraging its executive officers and employees to become shareholders of the Company is the best way to align their interests with those of the Company's shareholders.

Equity participation is accomplished through the Company's stock option plan ("**Stock Option Plan**"), which is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Company to attract and retain individuals with experience and ability, and to reward individuals for current performance and expected future performance.

The Company considers stock option grants when reviewing executive officer compensation packages as a whole. Stock options granted to NEOs during the most recently completed financial year, are disclosed below under the heading, "*Executive Compensation - Summary Compensation Table*".

### *Option-Based Awards*

The Company's Stock Option Plan provides for the grant of stock options to directors, executive officers and key employees and consultants of the Company and its subsidiaries for the purpose of advancing the interests of the Company and its shareholders through the motivation, attraction and retention of these individuals. It is generally recognized that stock option plans aid in attracting, retaining and encouraging these individuals due to the opportunity offered to them to acquire a proprietary interest in the Company.

The Company determines the ranges of stock option grants for each level of executive officer, the key employees to whom it recommends that grants be made, and the terms and conditions of the options forming part of such grants, and makes recommendations to the Board accordingly. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of the position and contribution to the Company. The existing number and terms of the outstanding options are taken into account when granting new options. The exercise price, the term, and vesting provisions, if any, will be determined by the directors of the Company, subject to the applicable policies of the TSX Venture Exchange.

## Summary Compensation Table

During the financial year-ended March 31, 2022, the most recently completed financial year of the Company, the Company had the following NEOs, whose names and positions held within the Company are set out in the summary compensation table below.

The compensation for the NEOs for the Company’s three most recently completed financial years is as set out below:

Name and principal position	Year <sup>(1)</sup>	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation <sup>(3)</sup> (\$)		Pension value <sup>(3)</sup> (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans <sup>(2)</sup>	Long-term incentive plans <sup>(2)</sup>			
<b>Deepak Varshney</b> <sup>(4)</sup> President & CEO	2022	71,000	Nil	37,955	Nil	Nil	Nil	Nil	71,000
	2021	N/A	Nil	Nil	Nil	Nil	Nil	Nil	N/A
	2020	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<b>Dwayne Yaretz</b> <sup>(5)</sup> Corporate Secretary	2022	51,000	Nil	12,521	Nil	Nil	Nil	Nil	51,000
	2021	42,000	Nil	37,335	Nil	Nil	Nil	Nil	79,335
	2020	42,000	Nil	Nil	Nil	Nil	Nil	Nil	42,000
<b>Zara Kanji</b> <sup>(6)</sup> CFO and Treasurer	2022	31,500	Nil	Nil	Nil	Nil	Nil	Nil	31,500
	2021	2,500	Nil	Nil	Nil	Nil	Nil	Nil	2,500
	2020	N/A	Nil	Nil	Nil	Nil	Nil	12,804	26,304
<b>James H. Hirst</b> <sup>(7)</sup> Former President & CEO	2022	51,000	Nil	12,521	Nil	Nil	Nil	Nil	63,521
	2021	21,000	Nil	58,068	Nil	Nil	Nil	Nil	79,068
	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

- (1) Financial years ended March 31.
- (2) These amounts include annual non-equity incentive plan compensation, such as bonuses and discretionary amounts for the year end.
- (3) These amounts include all compensation relating to defined benefit or contribution plans and include all service costs and other compensatory items.
- (4) Deepak Varshney has served as President and CEO of the Company since September 1, 2021.
- (5) Dwayne Yaretz has served as Corporate Secretary of the Company since April 13, 2020.
- (6) Zara Kanji has served as CFO and Treasurer of the Company since February 23, 2021. Ms. Kanji also served as CFO and Corporate Secretary from December 9, 2010 to January 1, 2019.
- (7) James H. Hirst served as President and CEO of the Company from September 25, 2020 to September 1, 2021.

## Long-Term Incentive Plan Awards

Long term incentive plan awards (“LTIP”) means “a plan providing compensation intended to motivate performance over a period greater than one financial year”. LTIP awards do not include option or SAR plans or plans for compensation through shares or units that are subject to restrictions on resale. No LTIP awards were made to the NEOs during the most recently completed financial year.

## Outstanding Option-based Awards

### Stock Options

The Company has a formal Stock Option Plan, previously approved by the shareholders of the Company. The Company does not have any outstanding share—based awards. During the financial year ended March 31, 2022 the following stock options were outstanding to the NEOs:

Name and Principal Position	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options <sup>(1)</sup> (\$)
<b>Deepak Varshney</b> President & CEO	300,000	0.12	July 12, 2023	Nil
	120,000	0.13	October 13, 2026	Nil
<b>Dwayne Yaretz</b> Corporate Secretary	125,000	0.05	May 4, 2025	2,500
	75,000	0.15	November 23, 2025	Nil
	200,000	0.15	December 29, 2025	Nil
	100,000	0.13	October 13, 2026	Nil

Name and Principal Position	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options <sup>(1)</sup> (\$)
<b>Zara Kanji</b> CFO and Treasurer	Nil	N/A	N/A	N/A
<b>James H. Hirst</b> Former President & CEO	125,000	0.26	September 28, 2025	Nil
	75,000	0.15	November 23, 2025	Nil
	200,000	0.15	December 29, 2025	Nil
	100,000	0.13	October 13, 2026	Nil

(1) This amount is based on the difference between the market value of the securities underlying the options on March 31, 2022, which was \$0.07, being the last trading day of the common shares for the financial year and the exercise price of any outstanding options.

### Aggregated Options – Value Vested or Earned during the Most Recently Completed Financial Year

The following table sets forth details of the value of option-based awards that vested or were earned during the most recently completed financial year ended March 31, 2022:

Name	Option-based awards - Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
<b>Deepak Varshney</b> President & CEO	37,955	N/A	N/A
<b>Dwayne Yaretz</b> Corporate Secretary	12,521	N/A	N/A
<b>Zara Kanji</b> CFO and Treasurer	Nil	N/A	N/A
<b>James H. Hirst</b> Former President & CEO	12,521	N/A	N/A

### Outstanding Option-based Awards

The following table sets forth for each director, other than those who are also NEOs of the Company, all awards outstanding at the end of the most recently completed financial year ended March 31, 2022, including awards granted before the most recently completed financial year.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option Expiration Date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)
James Walker <sup>(2)</sup>	150,000	0.13	September 15, 2026	Nil
Adrian Smith <sup>(3)</sup>	150,000	0.115	October 1, 2023	Nil
Marsha Panar <sup>(4)</sup>	125,000	0.05	May 4, 2025	2,500
	75,000	0.15	November 23, 2025	Nil
	25,000	0.13	October 13, 2026	Nil
	10,000	0.14	December 1, 2026	Nil
Benoit Chotard <sup>(5)</sup>	200,000	0.15	November 23, 2025	Nil

(1) This amount is based on the difference between the market value of the securities underlying the options on March 31, 2022, which was \$0.07, being the last trading day of the common shares for the financial year and the exercise price of any outstanding options.

(2) James Walker has served as a director of the Company since September 15, 2021.

(3) Adrian Smith has served as a director of the Company since November 30, 2021.

(4) Marsha Panar served as a director of the Company from October 22, 2013 to November 30, 2021.

(5) Benoit Chotard served as a director of the Company from November 23, 2020 to August 20, 2021.

**Aggregated Options – Value Vested or Earned during the Most Recently Completed Financial Year**

The following table sets forth, for each director, other than those who are also NEOs of the Company, the value of all incentive plan awards vested during the financial year ended March 31, 2022:

<b>Name</b>	<b>Option-based awards- Value vested during the year (\$)</b>	<b>Share-based awards - Value vested during the year (\$)</b>	<b>Non-equity incentive plan compensation - Value earned during the year (\$)</b>
James Walker	15,894	N/A	N/A
Adrian Smith	16,188	N/A	N/A
Marsha Panar	3,937	N/A	N/A
Benoit Chotard	Nil	N/A	N/A

**ADDITIONAL INFORMATION**

Additional information concerning the Company can be found on SEDAR at <http://www.sedar.com> and on the Company's website at <https://xanderresources.ca>.

Financial information relating to the Company is provided in the Company's audited financial statements and the management discussion and analysis for the financial year ended March 31, 2022.