



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 at Suite 400 – 1681 Chestnut Street, Vancouver, British Columbia V6J 4M6 on Friday, June 16, 2023 at 10:00 am PST for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended March 31, 2022, the auditor’s report thereon and the management’s discussion and analysis for the financial year ended March 31, 2022;
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 LLP, 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 consider and, if thought advisable, pass an ordinary resolution of disinterested shareholders approving the proposed omnibus incentive plan of the Company (the “**Omnibus Plan**”), as more particularly described in the accompanying management information circular (the “**Circular**”);
6. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution to approve the existing stock option plan of the Company, as more particularly described in the accompanying Circular, in the event the Omnibus Plan does not receive the requisite approval of the disinterested shareholders of the Company at the Meeting; 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.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it by hand, by mail or by fax in accordance with the instructions set out in the form of proxy and in the Circular accompanying this Notice.

Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Circular to ensure that their shares will be voted at the Meeting.

DATED at Vancouver, British Columbia, this 1st day of May, 2023.

XANDER RESOURCES INC.

“Deepak Varshney”

Deepak Varshney
CEO