

**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

June 16, 2023.

Item 3: News Release

A news release was issued and disseminated on June 19, 2023 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced annual general and special meeting (the “**Meeting**”) results, appointment of a new director and adoption of new omnibus incentive plan (the “**Plan**”). See Item 5 for details.

Item 5: Full Description of Material Change

The Company announced the results of its Meeting held on June 16, 2023. All resolutions presented to the shareholders were approved. As a result.

- Dale Matheson Carr-Hilton Labonte LLC, Chartered Professional Accountants, were re-appointed as auditors of the Company;
- The number of directors was set at four (4) with the following nominees elected as directors: Deepak Varshney, Richard Paolone, James Walker and Adrian Smith; and
- The Plan, which consists of a 10% rolling stock option plan and 10% fixed restricted share unit plan was approved by the disinterested shareholders of the Company. The Plan remains subject to the final approval of the TSX Venture Exchange.

Richard Paolone is a Toronto-based securities lawyer whose focus includes an emphasis on natural resources and diversified industries. Mr. Paolone is the principal lawyer of Paolone Law Professional Corporation. In his private practice, he has developed experience with respect to public companies, capital markets, mergers and acquisitions, and other facets fundamental to the natural resource sector. Mr. Paolone currently serves as a board member of Critical Infrastructure Technologies Inc (CSE: CTTT), SBD Capital Corp (CSE: SBD), and previously was a board member and CEO of Red Pine Petroleum Ltd. (TSXV: RPN).

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, CEO
ir@xanderresources.ca

Item 9: Date of Report

June 19, 2023.