



## 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 **Friday, July 12, 2024** at 11:00 am (Vancouver Time) via Microsoft Teams for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended March 31, 2023, the auditor’s report thereon and the management’s discussion and analysis for the financial year ended March 31, 2023;
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 re-approve the Company’s 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 consolidation of the Company’s common shares on the basis of up to ten (10) old common shares for one (1) new common share, as more particularly described in the accompanying Circular; 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.

The Meeting will be held in **virtual only format**, which will be conducted virtually via Teams. Registered shareholders and validly appointed proxyholders may attend the Meeting at:

Meeting Link: <https://www.microsoft.com/en-ca/microsoft-teams/join-a-meeting>  
Meeting ID: 212 190 403 175  
Passcode: QViXK8

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their common 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 of Meeting.**

**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 common shares will be voted at the Meeting.**

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of Proxy, you should contact Endeavor Trust Corporation at 604-559-8880.

DATED at Vancouver, British Columbia, this 7<sup>th</sup> day of June, 2024.

**XANDER RESOURCES INC.**

*“Deepak Varshney”*

Deepak Varshney  
CEO