

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

Item 1 Name and Address of Company

XALI GOLD CORP. (the “Company”)
Suite 801 – 1112 West Pender Street
Vancouver, BC, Canada, V6E 2S1

Item 2 Date of Material Change

October 20, 2022

Item 3 News Release

A news release dated October 20, 2022 was disseminated to the TSX Venture and through various other approved public media and filed on SEDAR with applicable securities commissions.

Item 4 Summary of Material Change(s)

The Company had a change in Board of Directors.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that George Elliott joined the Board of Directors of the Company and Ian Ward ceased as Director of the Company.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Joanne Freeze, CEO, President and Corporate Secretary
Telephone: (604) 689-1957

Item 9 Date of Report

October 20, 2022