

**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

August 3, 2023

Item 3 News Release

A news release dated August 3, 2023 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 provided an update on both exploration opportunities in South America including Peru and on the Mexican assets.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company advised that it has decided to review options to resume exploration in Peru and other countries in South America. The Company still maintains some properties in Peru including the Lucero Gold Property acquired several years ago.

The Company also advised that apart from the El Oro Property, they are no longer incurring any costs to maintain exploration assets in Mexico. The Company is focused on building local partnerships for the two assets in Mexico that have strong potential to provide near-term cash flow.

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

August 3, 2023