

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

XALI GOLD Corp.
(“Xali Gold” or the “Company”)
1111 Melville Street, Suite 1100
Vancouver, British Columbia V6E 3V6

Item 2 Date of Material Change

September 17, 2024

Item 3 News Release

A news release dated September 18, 2024 was disseminated via GlobeNewswire and filed on SEDAR with applicable securities commissions.

Item 4 Summary of Material Change

The Company appointed Mr. Mario Chirinos to the Company’s Board of Directors effective immediately.

Item 5.1 Full Description of Material Change

The Company appointed Mr. Mario Chirinos to the Company’s Board of Directors effective September 17, 2024.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Joanne Freeze, President, CEO, Corporate Secretary, email: admin@xaligold.com

Item 9 Date of Report

September 20, 2024