

**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

May 3, 2021.

Item 3: News Release

A news release was issued and disseminated on May 3, 2021 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that it has issued 467,000 common shares (the “**Shares**”) at a price of \$0.20 per Share to Silverwater Capital Corp. (“**Silverwater Capital**”) pursuant to the option to purchase letter agreement (the “**Agreement**”) dated January 8, 2021 with respect to 35 mineral claims located in Waswanipi, Quebec (known as the “**Bachelor North Property**”). See Item 5 for full details.

Item 5: Full Description of Material Change

The Company announced that it has that it has issued 467,000 Shares at a price of \$0.20 per Share to Silverwater Capital pursuant to the Agreement dated January 8, 2021 with respect the Bachelor North Property.

Pursuant to the Agreement, Silverwater Capital granted the Company an exclusive option to purchase a 100% interest in the Bachelor North Property in exchange for a combination of Shares and cash. The first issuance of 100,000 Shares to Silverwater Capital was completed on February 4, 2021. The issuance of the 467,000 Shares represents the second payment to Silverwater Capital, which Shares are subject to a four month hold period pursuant to securities laws in Canada.

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

James Hirst, CEO
Tel: (778) 998-9257
Email: jimh@xanderresources.ca

Item 9: Date of Report

May 3, 2021.