



XANDER RESOURCES INC.
INTERIM CONDENSED FINANCIAL STATEMENTS
Nine Months Ended December 31, 2023 and 2022
(With Comparative Audited Figures as at March 31, 2023)
(Unaudited – Prepared by Management)
(EXPRESSED IN CANADIAN DOLLARS)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim condensed financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim condensed financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor Dale Matheson Carr-Hilton Labonte LLP has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim condensed financial statements by an entity's auditor.

February 29, 2024



XANDER RESOURCES INC.

Interim Condensed Statements of Financial Position

As at December 31, 2023 and 2022

(Expressed in Canadian dollars)

		As at December 31 2023	March 31 2023
	Note		
ASSETS			
Current assets			
Cash		\$ 114,475	\$ 995,097
Taxes receivable		70,055	82,287
Prepaid expenses		5,000	83,993
Subscription receivable	10	-	10,500
Investment In QL Minerals	5	36,000	58,000
Total current assets		225,530	1,229,877
Total assets		\$ 225,530	\$1,229,877
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	6	\$ 100,973	\$ 74,881
Due to related parties	7	2,672	120,066
Liability for FT share premium	8	-	228,545
Total liabilities		103,645	423,492
EQUITY			
Share capital	10	7,942,480	7,865,123
Reserves	11	850,605	1,019,077
Deficit		(8,671,200)	(8,077,815)
Total equity		121,885	806,385
Total liabilities and equity		\$ 225,530	\$1,229,877

Nature of operations and going concern (Note 1)

Commitments and Contingencies (Note 16)

Subsequent Events (Note 17)

Approved and authorized for issue by the Board of Directors on February 29, 2024:

"Deepak Varshney"

"Adrian Smith"

Deepak Varshney, Director

Adrian Smith, Director

Accompanying notes are an integral part of these interim condensed financial statements.



XANDER RESOURCES INC.

Interim Condensed Statements of Comprehensive Loss
For the Periods Ended December 31, 2023 and 2022
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

		Three months ended		Nine Months Ended	
		December 31,	December 31,	December 31,	December 31,
	Note	2023	2022	2023	2022
Expenses:					
Exploration and Evaluation Expenditures	4	\$ 412,798	\$ 896,537	\$ 676,563	\$ 1,258,499
Share-based payments	7, 10	-	103,700	-	431,364
Consulting and Management fees	7	22,500	260,471	124,050	494,765
Business promotion		-	26,136	442	172,066
Transfer agent and filing fees		2,063	39,817	30,714	89,846
Professional fees	7	21,300	35,316	67,642	95,946
Office and miscellaneous		18,037	23,243	70,992	47,950
Property investigation		-	-	-	3,650
Travel expense		59	1,581	628	4,507
Loss before other expenses		(476,757)	(1,386,801)	(971,031)	(2,598,593)
Other income (expenses):					
Other income	8	139,408	84,444	228,546	173,962
Unrealized gain/ loss on Investment	5	14,000	(12,000)	(22,000)	32,000
Interst income		-	-	2,628	233
Interest expenses	9	-	-	-	(499)
Interest accretion	9	-	-	-	(63)
Net and comprehensive loss		\$ (323,349)	\$ (1,314,357)	\$ (761,857)	\$ (2,392,960)
Net loss per share, basic and diluted		\$ (0.00)	\$ (0.02)	\$ (0.01)	\$ (0.04)
Weighted average number of shares outstanding		75,420,010	78,189,451	112,615,641	66,104,965

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XANDER RESOURCES INC.

Interim Condensed Statements of Changes in Equity
For the Periods Ended December 31, 2023 and 2022
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

	Share capital			Reserves				Deficit	Total
	Number of shares	Amount	Shares to be issued	Share- based payment reserve	Warrants reserve	Equity component of convertible debentures			
							(Note 10)		
Balance, March 31, 2022	31,240,206	\$ 4,232,884	\$ 104,655	\$ 417,537	\$ 104,478	\$ 901	\$ (5,032,789)	\$ (172,334)	
Net and comprehensive loss	-	-	-	-	-	-	(2,392,960)	(2,392,960)	
Shares issued for Private Placement, net of issuance cost	66,565,772	2,757,023	-	-	506,012	-	-	3,263,035	
Subscriptions received for Private Placement, net of issuance cost	1,581,700	104,655	(104,655)	-	-	-	-	-	
Shares issued for exploration and evaluation assets	11,000,000	455,000	-	-	-	-	-	455,000	
Shares issued for conversion of debentures	122,247	13,125	-	-	-	(901)	-	12,224	
Fair value of warrants expired	-	-	-	-	(13,295)	-	13,295	-	
Fair value of stock options expired	-	-	-	(65,435)	-	-	65,435	-	
Fair value of stock options cancelled	-	-	-	(100,488)	-	-	100,488	-	
Fair value of options vested	-	-	-	431,364	-	-	-	431,364	
Balance, December 31, 2022	110,509,925	\$ 7,562,687	\$ -	\$ 682,978	\$ 597,195	\$ -	\$ (7,246,531)	\$ 1,596,329	
Balance, March 31, 2023	110,509,925	\$ 7,865,123	\$ -	\$ 659,319	\$ 359,758	\$ -	\$ (8,077,815)	806,385	
Net and comprehensive loss	-	-	-	-	-	-	(761,857)	(761,857)	
Shares issued for debt settlement	2,210,198	77,357	-	-	-	-	-	77,357	
Fair value of stock options expired	-	-	-	(77,289)	-	-	77,289	-	
Fair value of warrants expired	-	-	-	-	(91,183)	-	91,183	-	
Balance, December 31, 2023	112,720,123	\$ 7,942,480.00	\$ -	\$ 582,030	\$ 268,575	\$ -	\$ (8,671,200)	\$ 121,885	

Accompanying notes are an integral part of these interim condensed financial statements.



XANDER RESOURCES INC.

Interim Condensed Statements of Cash Flows
For the Periods Ended December 31, 2023 and 2022
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

	Nine months ended	
	December 31, 2023	December 31, 2022
Cash Provided By (Used In)		
Operating Activities		
Net and comprehensive loss for the period	\$ (761,857)	\$ (2,392,960)
Items not affecting cash:		
Shares Issued for mineral property	-	455,000
Share-based payments	-	431,364
Accrued consulting contract termination fees	-	120,000
Flow-through income	(228,545)	(65,000)
Interest expenses	-	361
Interest accretion	-	63
Unrealized gain/ loss on Investment	22,000	(32,000)
Changes in working capital:		
(Increase) decrease in taxes receivable	12,232	(63,576)
(Increase) decrease in accounts receivable	10,500	-
(Increase) decrease in prepaid expenses	78,993	(28,578)
Increase (decrease) in accounts payable and accrued liabilities	26,092	(129,401)
Increase (decrease) in due to related parties	(40,037)	(136,370)
Net cash used in operating activities	(880,622)	(1,841,097)
Financing Activities		
Proceeds from issuance of common shares, net of share issuance cost	-	3,948,184
Proceeds subscriptions received in advance, net of share issuance cost	-	(320,540)
Net cash provided by financing activities	-	3,627,644
Increase (decrease) in cash	(880,622)	1,786,547
Cash, beginning of the period	995,097	124,572
Cash, end of the period	\$ 114,475	\$ 1,911,119

Additional cash flow information (Note 13)

Accompanying notes are an integral part of these interim condensed financial statements



XANDER RESOURCES INC.

Notes to the Interim Condensed Financial Statements

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

As at and for the periods ended December 31, 2023 and 2022

1. NATURE OF OPERATIONS AND GOING CONCERN

Xander Resources Inc. (the "Company") was incorporated under the Business Corporations Act of British Columbia, Canada on December 9, 2010. The head office, principal address and records office of the Company are located at Suite 1400, 1125 Howe Street, Vancouver, BC V6Z 2K3. The Company's shares are listed on the TSX Venture Exchange (the "Exchange") under the symbol "XND.V", the OTC Markets under the symbol XNDRF, and the Frankfurt Stock Exchange under the symbol "1XI".

The Company is engaged in the exploration and development of mineral resources, currently focusing on projects in Quebec and Ontario. At this time, the Company does not own any operating mines and has no operating income from mineral production. Funding for operations is raised primarily through public and private share offerings. It is not known whether the Company's mineral properties contain reserves that are economically recoverable.

These financial statements have been prepared with the assumption that the Company will realize its assets and discharge its liabilities in the normal course of business. The Company's ability to meet its obligations and maintain its current operations through the ensuing twelve-month period and thereafter is contingent upon successful completion of additional financing arrangements and ultimately upon the discovery of proven reserves and generating profitable operations.

Management expects to be successful in arranging sufficient funding to meet operating commitments for the ensuing year. However, the Company's future capital requirements will depend on many factors, including the costs of exploring and developing its resource properties, operating costs, the current capital market environment and global market conditions.

As at December 31, 2023, the Company has a working capital of \$121,885 (March 31, 2023 – \$806,385) and a cumulative deficit of \$8,671,200 (March 31, 2023 – 8,077,815). For significant expenditures and resource property development, the Company will depend almost exclusively on outside capital. Such outside capital will include the issuance of additional equity shares. There can be no assurance that capital will be available, as necessary, to meet the Company's operating commitments and further exploration and development plans. The issuance of additional equity securities by the Company may result in significant dilution to the equity interests of current shareholders. The continued operations of the Company are dependent on its ability to develop a sufficient financing plan, receive continued financial support from related parties, complete sufficient public equity financing, and ultimately generate profitable operations in the future. The Company has no assurance that it will be successful in its efforts. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the future success of the business could be adversely affected.

These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

2. BASIS OF PRESENTATION

The financial statements were authorized for issue on February 29, 2024, by the directors of the Company.

Statement of compliance to International Financial Reporting Standards

The Financial statements of the Company, including comparative disclosure, have been prepared in accordance with International Accounting Standards ("IASs") 34 'Interim Financial Reporting' issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"), and in accordance with the same accounting policies and methods of computation as compared with the most recent annual financial statements, being for the year ended March 31, 2023.

Basis of preparation

The Company's financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value, as explained in Note 14, and are presented in Canadian dollars except where otherwise indicated.

The functional currency of the Company is the Canadian dollar.

Significant accounting estimates and assumptions

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Areas requiring a significant degree of estimation relate to the recoverability and measurement of deferred tax asset, and provisions for restoration and environmental obligations. Actual results may differ from current estimates.

Significant accounting judgments

Information about critical judgments, apart from those involving estimates, in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statement are discussed below:

Going Concern

The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding availability for its exploration projects and working capital requirements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**Cash**

Cash consists of cash on hand, deposits held at banks.

Impairment of assets

The carrying amount of the Company's assets is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount; however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Exploration and evaluation assets

Pre-exploration costs are expensed as incurred. Costs related to the acquisition and exploration of mineral properties are expensed by property.

Any option payments received by the Company from third parties or tax credits refunded to the Company are recognised as income in statement of loss and comprehensive loss.

Restoration and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the related asset along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. These changes are recorded directly to the related asset with a corresponding entry to the provision.

The increase in the restoration provision due to the passage of time is recognized as interest expense. The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to the statement of comprehensive loss in the period incurred.

The costs of restoration projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

Flow-through shares

On the issuance of flow-through shares, any premium received in excess of the market price of the Company's common shares is initially recorded as a liability ("flow-through tax liability"). Provided that the Company has renounced the related expenditures, or that there is a reasonable expectation that it will do so, the flow-through tax liability is reduced on a pro-rata basis as the expenditures are incurred. If such expenditures are capitalized, a deferred tax liability is recognized. To the extent that the Company has suitable unrecognized deductible temporary differences, an offsetting recovery of deferred income taxes would be recorded.

Income (loss) per share

Basic income (loss) per share is calculated by dividing the income (loss) attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the income (loss) attributable to common shareholders equals the reported income (loss) attributable to owners of the Company. Diluted income (loss) per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted income (loss) per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. As the Company has reported losses for the years presented, the effect of stock options and warrants is anti-dilutive; therefore, basic loss per share equals diluted loss per share.

Share-based payments

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of

options is determined using a Black–Scholes Pricing Model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Income taxes

Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive loss or equity is recognized in other comprehensive loss or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:

Deferred income tax is provided using the asset and liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Financial instruments

i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

Cash is classified as FVTPL. Accounts payable, due to related parties and convertible debentures are classified as amortized cost.

ii) Measurement

Financial assets at FVTOCI

Elected investments in equity investments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transactions costs expensed in the statements of net income (loss). Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of net income (loss) in the period in which they arise.

iii) Impairment of financial assets at amortized cost

The Company recognized a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the credit risk of the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of net income (loss), as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

iv) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of net income (loss). However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of net income (loss).

Foreign currency translation

The functional currency of the Company is Canadian Dollar, which is the currency of the primary economic environment in which the Company operates.

Transactions in foreign currencies are translated at rates in effect at the time of the transaction. Monetary assets and liabilities are translated at period end rates. Gains and losses are included in profit and loss.

Valuation of equity units issued in private placements

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the most reliably measurable component based on fair value and then the residual value, if any, to the less reliably measurable component.

Leases

Effective April 1, 2019, the Company adopted IFRS 16, "Leases". This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors. Other areas of the lease accounting



XANDER RESOURCES INC.

Notes to the Interim Condensed Financial Statements

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

As at and for the periods ended December 31, 2023 and 2022

model have been impacted, including the definition of a lease. The Company had no leases that qualified under IFRS 16 as at December 31, 2023 and 2022.

Accounting standards issued but not yet effective

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.



XANDER RESOURCES INC.

Notes to the Interim Condensed Financial Statements

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

As at and for the periods ended December 31, 2023 and 2022

4. EXPLORATION AND EVALUATION EXPENDITURES

As of December 31, 2023, and March 31, 2023, the Company has incurred following exploration and evaluation expenditures:

	Senneville Properties	Blue Ribbon Property	Bachelor North Property	CNC Property	Total
Balance March 31, 2022	\$ 1,303,359	\$ 222,430	\$ 106,548	\$ 192,118	\$ 1,824,455
Acquisition cost:					
Shares issued	-	-	-	455,000	455,000
Cash payment	-	-	-	150,000	150,000
	-	-	-	605,000	605,000
Exploration and evaluation expenditures:					
Consulting and labour	45,669	650	-	1,129,909	1,176,228
Staking and permits	761	-	-	-	761
Travel	2,321	-	-	3,554	5,875
Equipment rentals	-	-	-	-	-
Supplies and other	1,249	-	-	229	1,478
	50,000	650	-	1,133,692	1,184,342
Balance March 31, 2023	\$ 1,353,359	\$ 223,080	\$ 106,548	\$ 1,930,810	\$ 3,613,797
Acquisition cost:					
Shares issued	-	-	-	-	-
Cash payment	-	-	-	-	-
	-	-	-	-	-
Exploration and evaluation expenditures:					
Consulting and labour	657,922	-	-	15,756	673,678
Staking and permits	-	85	-	-	85
Equipment rentals	-	-	-	2,800	2,800
	657,922	85	-	18,556	676,563
Balance December 31, 2023	\$ 2,011,281	\$ 223,165	\$ -	\$ 1,949,366	\$ 4,183,812

**XANDER RESOURCES INC.**

Notes to the Interim Condensed Financial Statements

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

As at and for the periods ended December 31, 2023 and 2022

4. EXPLORATION AND EVALUATION EXPENDITURES (continued)**Val-d'Or Senneville Property**

The Val-d'Or Senneville Property is a 100% owned project assembled and acquired through the following:

- Cash payment of \$89,600, issue 1,510,000 common shares of the Company and incur \$625,000 of exploration expenditure in three years for 80 claims owned by North American Exploration Ltd. (the "Senneville West Property"). These claims are subject to a Net Smelter Royalty (NSR) of 2% to the optionor.
- Cash payment of \$45,400, issue 1,090,000 common shares of the Company and incur \$625,000 of exploration expenditure in three years for 62 claims owned by Silverwater Capital Corp. (the "Senneville East Property, Block #1"). These claims are subject to a Net Smelter Royalty (NSR) of 2% to the optionor.
- Cash payment of \$1,340 and issue 400,000 common shares of the Company for 20 claims owned by Silverwater Capital Corp. (the "Senneville East Property, Block #2"). These claims are subject to a Net Smelter Royalty (NSR) of 2% to the optionor.
- Cash payment of \$40,000, issue 165,000 common shares of the Company and incur \$75,000 of exploration expenditures in three years for 9 claims owned by Terrance Coyle / 9093-6725 Quebec Inc. (the "Senneville South Property"). These claims are subject to a Net Smelter Royalty (NSR) of 2% to the optionor.

On July 6, 2021, the Company staked additional 39 claims contiguous to its Senneville West property. On November 23, 2021, the Company entered into an agreement with QL Minerals Inc. ("QL minerals") to sell 100% of the rights, title and interest to and into these 39 additional mineral claims located in the Val-d'Or Senneville West Property. Pursuant to the agreement, QL minerals issued 400,000 common shares at a price of \$0.25 for an aggregate consideration of \$100,000 (Note 5).

The Company has agreed that in the event of abandonment of any of the claims, the Company will provide North American Exploration Ltd and Silverwater Capital Corp. six months notice of the intended abandonment, and in the event of a third party sale of the claims that North American Exploration Ltd. and Silverwater Capital Corp. will be entitled to receive 20% of the sale proceeds, such percentage reducing to 15% if the Company spends \$250,000 in qualified exploration expenditures on the property, and to 10% by the Company spending \$500,000 in qualified exploration expenditures on the property. The claims remain subject to a 2% NSR.

The company spent \$657,922 in qualified exploration expenditures for the nine months ended December 31, 2023.

Blue Ribbon Property

On May 15, 2020, the Company entered into an agreement with Silverwater Capital Corp. to acquire 100% interest in the Blue Ribbon Property. Pursuant to the agreement, the Company issued 200,000 common shares of the Company and paid cash of \$2,652. The property is subject to a 2% Net Smelter Royalty upon commencement of commercial production and the Company will have the right to purchase 0.50% of the Net Smelter Royalty at any time for the aggregate amount of \$500,000. The Company has met all the conditions per option agreement and the title of the property has been transferred to the Company.

In October 2021, the Company staked an additional 14 claims contiguous to its Blue Ribbon Property.

During the nine months ended December 31, 2023, the Company decided not to proceed with the option agreement for Blue Ribbon Property. Therefore, the property has been impaired and no further exploration activities will be conducted on this property.

**XANDER RESOURCES INC.**

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CNC Timmins Property

On October 19, 2021, the Company entered into an agreement with North American Exploration Ltd and Jonathon Deluce to acquire 100% interest in 286 mineral claims in Timmins, Ontario (the “CNC Timmins property”). Pursuant to the agreement, the Company will issue 3,500,000 common shares and pay \$150,000 in cash in two (2) years as follows:

- i. Issued 600,000 common shares of the Company and cash payment of \$50,000 payable within 90 days of closing date;
- ii. Issue 1,000,000 common shares of the Company within 90 days of closing date;
- iii. Issue 1,000,000 common shares of the Company and cash payment of \$50,000 on or before one year after the closing date; and
- iv. Issue 900,000 common shares of the Company and cash payment of \$50,000 on or before two years after the closing date.

The Company is required to incur a total of \$1,250,000 exploration and evaluation expenditures on the property within two years as follows:

- i. Incur \$120,000 in exploration and expenditure within six months after the Closing;
- ii. Incur \$380,000 in exploration and evaluation and complete 1,500 metres of diamond drilling within one year after the closing date; and
- iii. \$750,000 and 1,500 metres of diamond drilling within two years after the closing date.

The Company will have acquired a 100% interest in the property once conditions under the option agreement have been met, subject to the grant of Net Smelter Royalty of 3% to the optionor. Furthermore,

On October 13, 2022, the Company entered into a second agreement with North American Exploration Ltd. and Silverwater Capital Corp. (the ‘Optionors’) to acquire 100% interest in 100 mineral claims located adjacent to the west of the claims comprising the “north block” of the CNC Timmins property. Pursuant to the agreement, the Company will issue 9,000,000 common shares and pay \$450,000 in cash as follows:

- v. Pay \$50,000 cash (paid) upon the execution of the agreement;
- vi. Issue 9,000,000 shares within five days of Exchange approval (October 26, 2022);
- vii. Pay \$100,000 on or before 6 months of the execution of this agreement, in cash or shares at the election of the Company;
- viii. Pay \$100,000 on or before 12 months of the execution of this agreement, in cash or shares at the election of the Company;
- ix. Pay \$100,000 on or before 18 months of the execution of this agreement, in cash or shares at the election of the Company; and
- x. Pay \$100,000 on or before 24 months of the execution of this agreement, in cash or shares at the election of the Company.

The Company is also required to incur \$500,000 of qualified exploration expenditures including 1,500 metres of diamond drilling on CNC West within two years of the execution of the agreement, of which not less than \$50,000 will be incurred within one year. Out of this \$500,000 expenditure, \$400,000 expenditure obligation can be satisfied by payment in cash or stock at the election of the Company.

The Company will have acquired a 100% interest in the property once the conditions under the option agreement have been met, subject to the grant of Net Smelter Royalty of 3% to the Optionors of which the Company has the option to buy back one-third of the NSR Royalty with a cash payment of \$1,000,000.

Pursuant to the agreement, the Company has agreed to pay the Optionors 20% of the proceeds received on the sale of the property to a third party once the option is complete and 100% ownership is obtained.

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As of December 31, 2023, the Company had drilled a total of 3,730 metres at the Property.

5. INVESTMENT IN QL MINERALS

Pursuant to the agreement entered November 23, 2021, QL minerals issued 400,000 common shares at a price of \$0.25 for a fair market value consideration of \$20,000 (Note 4).

On July 28, 2022, First Lithium Minerals Corp. closed a reverse takeover (“RTO”) of PetroCorp Group Inc. by First Lithium Minerals Inc. and QL Minerals Inc. In connection with the RTO transaction, all of the outstanding shares of First Lithium Minerals Inc. and QL Minerals Inc. were exchanged for shares of PetroCorp Group Inc., and PetroCorp Group Inc. changed its name to First Lithium Minerals Inc. Hence the Company received 400,000 shares from First Lithium Minerals Inc. as replacement for the 400,000 shares previously received from QL Minerals Inc.

As at December 31, 2023, the shares are valued at \$36,000 (March 31, 2023 - \$58,000). The loss in fair value of the shares of \$22,000 is recognized in the statement of loss and comprehensive loss.

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	December 31, 2023	March 31, 2023
Accounts payable	\$ 82,973	\$ 48,882
Accrued liabilities	18,000	25,999
	\$ 100,973	\$ 74,881

7. RELATED PARTY TRANSACTIONS

The amounts due to related parties are due to directors and officers of the Company. The balances are unsecured, non-interest bearing and have no specific terms for repayment.

Related party balances

As at December 31, 2023, \$2,672 (March 31, 2023 - \$120,066) was due to related parties as follows:

	December 31, 2023	March 31, 2023
Company controlled by the CEO	\$ 2,672	\$ 66
Former CEO		60,000
Former Corporate Secretary	-	60,000
	\$ 2,672	\$ 120,066

During the nine months ended December 31, 2023 and 2022, the Company incurred the following amounts through transactions with the directors and officers of the Company:

	December 31, 2023	December 31, 2022
Expenses paid or accrued to directors of the Company, senior officers and companies with common directors:		
Management fees	\$ 67,500	\$ 214,500
Accounting fees	27,000	24,493
Consulting contract termination fees	-	120,000
	\$ 94,500	\$ 358,993

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Management fees consists of the following:

	December 31, 2023	December 31, 2022
Company controlled by the CEO	\$ 67,500	\$ 132,500
Former CFO	-	32,000
Former Corporate Secretary	-	50,000
	\$ 67,500	\$ 214,500

During the nine months ended December 31, 2023, the Company paid \$27,000 (2022 – \$24,493) in accounting fees to the CFO.

Share-based compensation consists of the following:

	December 31, 2023		December 31, 2022	
	Number of options	Share-based payment	Number of options	Share-based payment
		- \$ -		- \$ -
CEO	-	-	1,800,000	91,073
Directors	-	-	2,000,000	92,216
Former CEO	-	-	700,000	44,394
	-	-	4,500,000	227,683

Related party transactions and key management compensation

On May 3, 2022, the Company granted 4,490,377 stock options to certain directors, officers and consultants of the Company. Out of this, 2,500,000 stock options were granted to the CEO, directors and former director of the company and recorded \$158,550 as share-based compensation expense (Note 10).

8. FLOW-THROUGH PREMIUM LIABILITY

On December 22, 2022, the Company issued 11,427,273 Quebec flow-through shares for gross proceeds of \$628,500 (Note 10) and recognized a deferred flow-through premium of \$228,545, non-cash, as the difference between the amounts recognized in common shares and the amounts the investors paid for the shares.

As at December 31, 2023, the flow-through premium liability outstanding relating to these flow-through shares was \$nil (March 31, 2023 – \$228,545) and recognized flow-through income of \$228,546 (2022 – \$19,656).

9. CONVERTIBLE DEBENTURES

On May 20, 2020, the Company closed a non-brokered private placement of 10% unsecured convertible debentures for total gross proceeds of up to \$75,000 at a price of \$1,000 each. The Convertible Debentures bear interest at 10% per annum, from the date of issuance, payable in arrears annually until the earlier of the maturity date, two years from the issuance date, or any conversion thereof. Each Convertible Debenture is convertible into one common share at a price of \$0.05 per share, at any time prior to the maturity date. At the time of the interest payment, such interest may be paid, at the option of the Company, in cash or by the issuance of shares at the price equal to the market price.

The Company may prepay, in cash, any or all of the Convertible Debentures at any time prior to the maturity date upon, not less than thirty business days prior written notice, for an amount equal to the principal amount of the Convertible Debentures then outstanding, plus any accrued but unpaid interest.

The liability component of these debentures was calculated at \$68,245, at the date of issuance, as the present value of the principal and interest, at a rate approximating the interest rate that would have been

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applicable to non-convertible debt at the date the note was issued. The liability component was recorded at amortized cost and is accreted to the principal amount over the term of the convertible note by charges to accretion expense using an effective interest rate of 15%.

The conversion component of these debentures was calculated at \$6,755, as the residual value of the gross proceeds of the Convertible Debentures.

During the year ended March 31, 2021, the Company issued 1,333,443 common shares for conversion of \$67,831 in Convertible Debentures. The fair value of the conversion component of the debentures exercised was \$5,854 resulting in a transfer of \$5,854 from reserves to share capital.

On May 20, 2022, the convertible debentures matured and the outstanding balance of \$10,000 including the interest of \$2,122 as of period end became due and demandable. The debentures were converted to 122,247 common shares (Note 10).

On conversion, the carrying value of the liability component was \$nil as at December 31, 2023 (March 31, 2023 – \$nil). The carrying value of the conversion component amounts to \$nil as at December 31, 2023 (March 31, 2023 – \$nil). During the year ended December 31, 2023, the Company recorded accretion expense of \$nil (March 31, 2023 – \$63) and interest expense of \$nil (March 31, 2023 – \$361) in relation to the convertible debentures.

10. SHARE CAPITALAuthorized:

The authorized share capital of the Company consists of unlimited common shares without par value.

Issued:

As at December 31, 2023, there were 112,720,123 (March 31, 2023 – 110,509,925) issued and fully paid common shares.

Transactions during the nine months ended December 31, 2023

On April 17, 2023, the Company issued a total of 2,210,198 of its common shares at a deemed price of \$0.035 per share for an aggregate amount of \$77,356 pursuant to the settlement of the debt owed to two former officers and/or directors of the Company as part of their severance packages.

Transactions during the year ended March 31, 2023

On April 29, 2022, the Company issued 1,500,000 common shares of the Company at a price of \$0.08 per share with respect to CNC Timmins Property (Note 4). On the same date, the Company closed a non-brokered private placement issuing an aggregate of 30,903,770 units of the Company at a price of \$0.07 per unit and received gross proceeds of \$2,163,264 off of which \$104,645 was received in advance during year end March 31, 2022. The Company also issued 6,500,000 flow-through (FT) units at \$0.08 per FT Unit for gross proceeds of \$520,000 (Note 8). Each unit consists of one common share and one transferable share purchase warrant of the Company exercisable at \$0.10 per share for a period of 3 years from the date of closing of the Private Placement.

In connection with the April 29, 2022 private placement, the Company paid a finder's fees of \$207,914 and other share issuance fees of \$34,379 in cash and issued a total of 269,945 finder's warrants and 2,911,000 broker's warrants.

Each finder's warrant is exercisable into common shares of the Company at prices of \$0.07 per share for a period of three years. Each broker's warrant is exercisable to purchase one unit (a "Broker Unit") at an exercise price of \$0.07 per Broker Unit until the expiry date. Each Broker Unit consists of one share and one non-transferable warrant exercisable to purchase one share of the Company at \$0.10 per share for a period of three years.

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On August 10, 2022, the Company issued shares pursuant to the conversion of a Convertible Debenture issued on May 20, 2020 and matured on May 20, 2022. An aggregate of 122,247 common shares were issued at the price of \$0.10 per share (Note 9).

On November 10, 2022, the Company issued 500,000 common shares of the Company at a price of \$0.04 per share with respect to CNC Timmins property option agreement dated October 19, 2021. (Note 4).

On November 17, 2022, the Company issued 9,000,000 common shares of the Company at a price of \$0.035 per share with respect to the acquisition of 100% interest in certain mineral claims located in Timmins, Ontario (Note 4).

On December 22, 2022, the Company issued 17,602,143 flow-through units at a price of \$0.035 per flow-through unit for aggregate proceeds of \$616,075 (Note 8). Each flow-through unit consists of one common share of the Company and one transferable common share purchase warrant. Each of the common share purchase warrants is exercisable into one common share of the Company at a price of \$0.07 per common share for two years from the date of closing.

On December 22, 2022, the Company issued 11,427,273 Quebec flow-through shares at a price of \$0.055 per flow-through share for aggregate proceeds of \$628,500 (Note 8).

On December 22, 2022, the Company issued 1,714,286 units at a price of \$0.035 per private placement unit for aggregate proceeds of \$60,000. Each unit consists of one common share of the Company and one transferable common share purchase warrant. Each of the common share purchase warrants is exercisable into one common share of the Company at a price of \$0.07 per common share for three years from the date of closing.

In connection with the December 22, 2022 private placements above, the Company paid \$84,311 cash, issued 1,252,309 finder's warrants, and 713,714 broker warrants. 332,400 finder's warrant entitles the holder to purchase one common share of the Company at a price of \$0.07 per share for a period of two years from the closing date. 919,909 finder's warrant entitles the holder to purchase one common share of the Company at a price of \$0.07 per share for a period of three years from the closing date. Broker's warrants are exercisable into broker units at a price of \$0.035 per broker unit for a period of two years from the date of closing. The broker units consist of one share on common share purchase warrant. The common share purchase warrant is exercisable into a common share of the Company at \$0.07 per share for a period of two years from the date of closing.

Share Options

The Company adopted a share option plan (the "Share Option Plan") under which it may grant options to employees, officers, directors, or consultants for up to 10% of the issued and outstanding common shares. In connection with the foregoing, the number of common shares reserved for issuance to any one optionee in a 12-month period is limited to 5% of the issued shares of the Company.

Under the plan, the exercise price of an option may not be less than the discounted market price. The options can be granted for a maximum term of 5 years and vest at the discretion of the board of directors. For share options granted to employees, directors, and consultants, the Company recognizes as an expense, the estimated fair value of the share options granted. The fair value of each share option granted was estimated on the date of grant using the Black-Scholes option-pricing model.

Transactions during the nine months ended December 31, 2023

During the nine months ended December 31, 2023, 1,066,666 of the outstanding stock options expired unexercised. The corresponding amount of \$77,289 was transferred from share-based payment reserve to deficit.

Transactions during the year ended March 31, 2023

On April 22, 2022, the Company granted 319,021 incentive stock options to certain consultants of the Company. Each stock option entitles its holder to buy one common share of the Company at a price of \$0.065 for a period of 5 years. The options vest immediately. The resulting fair value of \$17,398 was

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estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 124.33%; a risk-free interest rate of 0.86%, and an expected average life of 5 years.

On May 3, 2022, the Company granted 4,490,377 stock options to certain directors, officers and consultants of the Company. Each stock option entitles its holder to buy one common share of the Company at a price of \$0.07 for a period of 5 years. The options vest immediately. The resulting fair value of \$284,778 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 124.41%; a risk-free interest rate of 1.07%, and an expected average life of 5 years.

On May 9, 2022, the Company granted 400,000 incentive stock options to certain consultants of the Company. Each stock option entitles its holder to buy one common share of the Company at a price of \$0.07 for a period of 5 years. The options vest immediately. The resulting fair value of \$23,548 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 124.57%; a risk-free interest rate of 1.16%, and an expected average life of 5 years.

On July 20, 2022, the Company granted 100,000 incentive stock options to a consultant of the Company. Each stock option entitles its holder to buy one common share of the Company at a price of \$0.06 for a period of 2 years. The options vest immediately. The resulting fair value of \$1,940 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 130%; a risk-free interest rate of 3.76%, and an expected average life of 2 years.

On December 22, 2022, the Company granted 3,000,000 incentive stock options to certain officers, directors and consultants of the Company. Each stock option entitles its holder to buy one common share of the Company at a price of \$0.04 for a period of 5 years. The options vest immediately. The resulting fair value of \$103,700 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 130%; a risk-free interest rate of 3.15%, and an expected average life of 5 years.

During the year ended March 31, 2023, 850,000 of the outstanding stock options expired unexercised and 675,000 of the outstanding options were cancelled. The corresponding amount of \$189,582 was transferred from share-based payment reserve to deficit.

	Options outstanding	Weighted average exercise price	Weighted average years to expiry
Balance, March 31, 2022	2,805,000	\$ 0.14	2.91
Options granted	8,309,398	\$ 0.05	4.93
Options cancelled	(675,000)	1.99	-
Options expired	(850,000)	0.79	-
Balance, March 31, 2023	9,589,398	\$ 0.03	2.54
Options expired	(1,066,666)	0.11	-
Balance, December 31, 2023	8,522,732	\$ 0.05	3.43



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Details of options outstanding as at December 31, 2023 are as follows:

Outstanding and exercisable	Weighted average exercise price	Expiry date	Weighted average contractual life in years
125,000	-	May 4, 2025	0.02
75,000	-	November 23, 2025	0.02
200,000	-	December 29, 2025	0.05
150,000	-	September 15, 2026	0.05
220,000	-	October 13, 2026	0.07
10,000	-	December 1, 2026	-
319,021	-	April 22, 2027	0.12
4,323,711	0.04	May 3, 2027	1.69
100,000	-	July 20, 2024	0.01
3,000,000	0.01	December 22, 2027	1.40
8,522,732	0.05		3.43

Warrants

Transactions during nine months ended December 31, 2023

During the nine months ended December 31, 2023, 7,747,890 of the outstanding warrants expired unexercised.

Transactions during the year ended March 31, 2023

On April 29, 2022, the Company granted 37,403,770 share warrants as a part of the units issued in the non-brokered private placement. Each warrant entitles the holder to purchase one common share of the Company at a price of \$0.10 for a period of three years.

The Company also granted 2,911,000 and 269,945 broker and finder's warrants with respect to the above-mentioned private placement with an exercise price of \$0.07 and \$0.10 respectively. These finder's warrants are exercisable for a period of three years. The estimated fair value of the warrants was \$212,330. The warrants were fair valued using Black-Scholes Option Pricing Model with the following assumptions: average risk-free rate - 0.93%; expected life – 3 years; expected volatility – 155.96%; forfeiture rate – Nil and expected dividends – Nil.

On December 22, 2022, the Company granted 1,714,285 share warrants as a part of the non-flow through units issued in the brokered private placement. Each warrant entitles the holder to purchase one common share of the Company at a price of \$0.07 for a period of three years. The Company granted 17,602,143 share warrants as a part of the flow through units issued in the brokered private placement. Each warrant entitles the holder to purchase one common share of the Company at a price of \$0.07 for a period of two years.

The Company also granted 1,252,309 finder's warrants, and 713,714 broker warrants as a part of the units issued in the brokered private placement. 332,400 finder's warrant for the flow through units entitles the holder to purchase one common share of the Company at a price of \$0.07 per share for a period of two years from the closing date. The estimated fair value of the warrants was \$8,332. The warrants were fair valued using Black-Scholes Option Pricing Model with the following assumptions: average risk-free rate – 3.82%; expected life – 2 years; expected volatility – 147%; forfeiture rate – Nil and expected dividends – Nil. 919,909 finder's warrant from the flow-through shares entitles the holder to purchase one common share of the Company at a price of \$0.07 per share for a period of three years from the closing date. The



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estimated fair value of the warrants was \$26,989. The warrants were fair valued using Black-Scholes Option Pricing Model with the following assumptions: average risk-free rate – 3.57%; expected life – 3 years; expected volatility – 143%; forfeiture rate – Nil and expected dividends – Nil. Broker's warrants are exercisable into broker units at a price of \$0.035 per broker unit for a period of two years from the date of closing. 713,714 broker units consist of one share on common share purchase warrant. The common share purchase warrant is exercisable into a common share of the Company at \$0.07 per share for a period of two years from the date of closing. The estimated fair value of the warrants was \$20,924. The warrants were fair valued using Black-Scholes Option Pricing Model with the following assumptions: average risk-free rate – 3.82%; expected life – 2 years; expected volatility – 147%; forfeiture rate – Nil and expected dividends – Nil

As at December 31, 2023, the Company had 61,867,167 share warrants outstanding (March 31, 2023 – 69,615,057). A summary of changes in outstanding warrants is as follows:

	Warrants outstanding	Weighted Average Exercise Price	Weighted Average Years to Expiry
Balance, March 31, 2022	11,861,801	\$ 0.24	1.01
Warrants issued	61,867,167	0.06	1.37
Warrants expired	(4,113,911)	0.24	-
Balance, March 31, 2023	69,615,057	\$ 0.09	1.86
Warrants expired	(7,747,890)	-	-
Balance, December 31, 2023	61,867,167	\$ 0.08	1.25

Details of warrants outstanding as at December 31, 2023, are as follows:

Outstanding and exercisable	Weighted average exercise price	Expiry date	Weighted average contractual life in years
37,403,770	0.06	April 29, 2025	0.80
2,911,000	-	April 29, 2025	0.06
269,945	-	April 29, 2025	0.01
1,714,286	-	December 22, 2025	0.05
17,602,143	0.02	December 22, 2024	0.28
332,400	-	December 22, 2024	0.01
919,909	-	December 22, 2025	0.03
713,714	-	December 22, 2024	0.01
61,867,167	0.08		1.25

The Company announced on August 5, 2022, the 1-year extension of these warrants that will originally set to expire on August 23, 2023, and December 22, 2023.

11. RESERVES

Share-based payment reserve

The share-based payment reserve records items recognized as share-based payments expense until such time that the share options are exercised, at which time the corresponding amount will be transferred to share capital. If the options expire or are forfeited, the corresponding amount previously recorded remains in share-based payment reserve. The balance in the share-based payment reserve as on December 31, 2023, was \$582,030 (March 31, 2023 – \$659,319)

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Warrants reserve

The warrant reserve records items recognized as warrants until such time that the warrants are exercised, at which time the corresponding amount will be transferred to share capital. If the warrants expire unexercised, the amount previously recorded remains in warrant reserves. The balance in the warrant reserve as on December 31, 2023, was \$268,575 (March 31, 2023 – \$359,758).

12. CAPITAL DISCLOSURE

The Company considers its capital structure to include cash and shareholders' equity. The Company's objectives when managing capital are to (i) maintain financial flexibility in order to preserve its ability to meet financial obligations and continue as a going concern; (ii) maintain a capital structure that allows the Company to finance its operations using internally-generated cash flow and debt capacity; and (iii) optimize the use of its capital to provide an appropriate investment return to its shareholders commensurate with risk.

The Company's financial strategy is formulated and adapted according to market conditions in order to maintain a flexible capital structure that is consistent with its objectives and the risk characteristics of its underlying assets. The Company manages its capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire, or dispose of assets, or adjust the amount of cash and cash equivalents and receivables.

The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the year.

13. ADDITIONAL CASH FLOW INFORMATION

During the nine months ended December 31, 2023, and 2022, the Company incurred non-cash financing activities as follows:

	December 31, 2023		December 31, 2022
Non-cash financing activities:			
Fair value of options vested	\$	-	\$ 431,364
Fair value of options expired		77,289	65,435
Fair value of options cancelled		-	100,488
Fair value of warrants expired		91,183	13,295
Shares issued for exercise of conversion of debentures		-	13,125
Non-cash investing activities:			
Shares issued for exploration and evaluation assets	\$	-	\$ 455,000



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14. FINANCIAL INSTRUMENTS AND RISKS

Fair Values

The Company's financial instruments consist of cash, investment in QL Minerals, accounts payable and accrued liabilities, and the liability component on convertible debentures. These financial instruments are classified as financial assets at FVTPL and financial liabilities at amortized cost. The fair values of these financial instruments approximate their carrying values at December 31, 2023, due to their short-term nature.

The following table presents the Company's financial instruments, measured at fair value on the statements of financial position as at December 31, 2023 and March 31, 2023 and categorized into levels of the fair value hierarchy:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
December 31, 2023				
Assets:				
Cash	\$ 114,475	\$ -	\$ -	\$ 114,475
Investments	36,000	-	-	36,000
Taxes Receivable	-	70,055	-	70,055
Liabilities:				
Accounts payable	-	82,973	-	82,973
Due to related parties	-	2,672	-	2,672
March 31, 2023				
Assets:				
Cash	\$ 995,097	\$ -	\$ -	\$ 995,097
Investments	58,000	-	-	58,000
Taxes Receivable	-	82,287	-	82,287
Liabilities:				
Accounts payable	-	48,882	-	48,882
Due to related parties	-	120,066	-	120,066

*The fair value of the Company's financial assets and liabilities approximates the carrying amount.

Change in level 3 investment

	Investment in QL Minerals
Fair value at March 31, 2022	\$20,000
Fair value adjustment	38,000
Fair value at March 31, 2023	\$58,000
Fair value adjustment	-22,000
Fair value at December 31, 2023	\$36,000

Risks

The Company's financial instruments are exposed to certain financial risks, including credit risk, interest rate risk, market risk, liquidity risk and currency risk.

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a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is exposed to credit risk by holding cash. This risk is minimized by holding cash in large Canadian financial institutions. This risk is assessed as low.

b) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to any interest rate risk.

c) Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. The Company manages this risk by management of its working capital to ensure its expenditures will not exceed available resources. This risk is assessed as high.

d) Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company does not have foreign currency denominated financial instruments and is not exposed to foreign exchange risk.

e) Price risk

Price risk is the risk that the risk of a decline in the value of the Company's financial instruments. Although price risk can be mitigated by hedging, the Company currently doesn't apply any hedging techniques as the Company doesn't have securities that are subject to price fluctuation.

15. SEGMENTED INFORMATION

The Company currently operates in a single reportable operating segment, the acquisition, exploration and development of mineral properties. All of the Company's assets and expenditures are located in Canada.

16. COMMITMENTS AND CONTINGENCIES

The Company has certain commitments in connection with its mineral properties (Note 4).

On December 22, 2022, the Company entered into Flow-through Share Subscription Agreements whereby it was committed to incur the qualifying Canadian Exploration Expenses ("CEE") as described in the Income Tax Act of Canada until December 31, 2023, from the date of the subscription agreement. As at December 31, 2023, the Company has incurred the qualifying CEE and fulfilled the commitment (note 8).

The Company has certain commitments with manager consultants related to key management compensation per month equivalent to \$15,000 (Note 7). Further, the Company has commitments with these managers in case they are terminated without just cause, due to disability, due to death, or due to a change in control. The Company is liable to pay any amount accrued for the managers' services that remain unpaid up to the date termination, any bonus approved by Board prior to the termination, and the replacement value equal to 24 months of insurance benefits that the director is receiving at the time of the termination. In addition, the Company is obligated to pay the sum equal to \$300,000 respectively.

17. SUBSEQUENT EVENTS

On January 14, 2024, the Company announced its intention to consolidate its outstanding common shares on the basis of one new common share of the company for 10 existing common shares. Furthermore, concurrently with the consolidation, the company also announced its intention to complete a non-brokered private placement offering of up to 20 million post-consolidation units at a price of five cents per unit for gross proceeds of up to \$1-million with each unit consisting of one fully paid common share and one common share purchase warrant that would entitle the holder to acquire an additional common share at a price of 10 cents for a period of two years.



XANDER RESOURCES INC.

Notes to the Interim Condensed Financial Statements

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

As at and for the periods ended December 31, 2023 and 2022

The Company also announced that it had entered into an Amendment to its mineral property option agreement dated October 20, 2021 (Agreement “A”) and October 13, 2022 (Agreement “B”) with the Optionors with respect to the CNC Timmins Property to alter the following:

Agreement “A”:

- i) amend the payment owing to the Optionors from \$100,000 cash and 900,000 pre-consolidated common shares of the Company to 20,000,000 pre-consolidated common shares, and
- ii) extend the period of the work expenditures to be completed from two (2) years to four (4) years and by a further \$500,000 to be completed by the end of the fourth year.

Agreement “B”:

- i) extend the dates of the payments owed from the date of 6, 12, 18, and 24 months from the date of the agreement to 24, 30, 36, and 42 months from the date of the agreement.

The Company issued 20,000,000 shares at a deemed price of \$0.01 per share to the Optionors of CNC Timmins Property as per the Amended Agreement. These shares are subject to a four-month hold period as per securities legislation and the Exchange Hold Period.

On February 5, 2024, the Company cancelled 4,733,711 stock options which were issued to directors and consultants.

On February 8, 2024, the Company consolidated its common shares, with a ratio of 10 existing shares for 1 new share.