FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Xander Resources Inc. (the "**Company**")
Suite 804-750 West Pender Street
Vancouver, BC V6C 2T7

Item 2: Date of Material Change

June 11, 2020.

Item 3: News Release

A news release was issued and disseminated on May 27, 2020 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced the issuance of common shares (the "**Shares**") pursuant to a debt settlement.

See Item 5 for full details.

Item 5: Full Description of Material Change

The Company announced that a creditor has agreed to accept an aggregate of 236,842 Shares of the Company, at a deemed value of $0.19 per Share for a portion of outstanding management fees owed totaling $45,000 (the "**Debt Settlement**").

Dwayne Yaretz, Corporate Secretary and a director of the Company will receive 236,842 Shares pursuant to the Debt Settlement transaction. As a result, the Debt Settlement transaction is a related party transaction (as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The Company relied upon section 5.7(a) the "Fair Market Value Not More than $2,500,000" and exemptions from the formal valuation and minority shareholder approval requirements, respectively, under MI 61-101.

The Shares are subject to a statutory four month hold period.

The Company received the approval of the TSX Venture Exchange for the Debt Settlement on June 10, 2020.

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 Fairbairn, CFO
T: 416□729□9344

Item 9: Date of Report

June 12, 2020.