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*These securities have not been registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.*

## **OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION**

**February 3, 2025**

**Xander Resources Inc.**  
**(“Xander Resources” or the “Company”)**

### **PART 1: SUMMARY OF OFFERING**

#### **What are we offering?**

Securities offered:	Up to 663,600 common shares (“ <b>Shares</b> ”) of the Company are being offered (the “ <b>Offering</b> ”) pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – Prospectus Exemptions (“ <b>NI 45-106</b> ”).
Offering price per security:	\$0.19 per Share.
Minimum offering:	\$114,000, for a total of 600,000 Shares.
Maximum offering:	\$126,084, for a total of 663,600 Shares.
Payment terms:	Wire transfer, electronic funds transfer, bank draft or certified cheque.
Proposed closing date:	The closing of the Offering may take place in one or more tranches, the first of which is expected to close on or about February 17, 2025 (the “ <b>Closing Date</b> ”).
Exchange:	The Company’s Shares are listed on the TSX Venture Exchange (the “ <b>TSXV</b> ”) (TSXV: XND) and trade on the OTCPK (OTCPK: XNDRF) and the Frankfurt Stock Exchange (FSE: WKN: A40KCL   Symbol: 1XI).
Last closing price:	The closing price of the Shares on the TSXV as at February 3, 2025 was \$0.25.

#### **Description of Common Shares**

Holder of Shares are entitled to receive notice of, attend and vote at, all meetings of the shareholders of the Company and are entitled to one vote for each Share held on all matters to be voted on by shareholders at meetings of the shareholders of the Company. Holders of Shares are entitled to receive such dividends, if, as and when declared by the board of directors of the Company, in their sole discretion. All dividends which the board of directors of the Company may declare shall be declared and paid in equal amounts per Share on all Shares at the time outstanding. On liquidation, dissolution or winding up of the Company, the holders of Shares will be entitled to receive the property of the Company remaining after payment of all outstanding debts on a pro rata basis, but subject to the rights, privileges, restrictions and conditions of any other class of shares issued by the Company. There are no pre-emptive, redemption or conversion rights attached to the Shares. All Shares, when issued, are and will be issued as fully paid and non-assessable Shares without liability for further calls or assessment.

*No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.*

*The Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, any U.S. person or any person in the United States, absent an exemption from the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. The Warrants will not be exercisable by, or on behalf of, a person in the United States or a U.S. person unless exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws are available at the time of exercise. Securities issued to, or for the account or benefit of, a U.S. person or a person in the United States pursuant to exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws will be “restricted securities” within the meaning of Rule 144 under the U.S. Securities Act subject to certain restrictions on transfer set forth therein, and may be represented by definitive certificates or other instruments bearing a legend regarding such restrictions.*

All references in this Offering Document to “dollars” or “\$” are to Canadian dollars, unless otherwise stated.

The Company is conducting a listed issuer financing under section 5A.2 of NI 45-106. In connection with this Offering, the Company represents the following are true:

- the Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing;
- the Company has filed all periodic and timely disclosure documents that it is required to have filed;
- the total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$5,000,000;
- the Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution; and
- the Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.

#### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This offering document contains “forward-looking information” within the meaning of applicable Canadian securities laws, which is based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document is made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning: future exploration plans at the Company’s mineral properties, including exploration timelines and anticipated costs; the Company’s plans regarding its Projects; the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the completion of the Offering, if it is to be completed at all; the expected Closing Date of the first tranche of the Offering; and completion of the Company’s business objectives, and the timing, costs, and benefits thereof. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements or forward-looking information include statements about the future and are inherently uncertain, and the Company’s actual achievements or other future events or conditions may differ materially from those reflected in such forward-looking statements and forward-looking information due to a variety of risks,

uncertainties and other factors, including, without limitation, actual results of the Company's exploration activities being different than those expected by management, delays in obtaining or failure to obtain required government or other regulatory approvals, the ability to obtain adequate financing to conduct its planned exploration programs, inability to procure labour, equipment, and supplies in sufficient quantities and on a timely basis, equipment breakdown, impacts of the current coronavirus pandemic, bad weather, and those risk factors referred to in the Company's filings available at [www.sedarplus.ca](http://www.sedarplus.ca). This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements or forward-looking information.

The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's annual filings that are available at [www.sedarplus.ca](http://www.sedarplus.ca). Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

## **PART 2: SUMMARY DESCRIPTION OF BUSINESS**

### **What is our business?**

The Company is focused on exploration and advancing towards discovery on its mineral properties located in Ontario and Quebec, Canada.

#### **Senneville Gold-Copper Property, Quebec**

The Company currently owns a 100% interest in 173 mineral claims in the Senneville Project ("**Senneville**") located in the eastern part of the Abitibi greenstone belt, approximately 25 kilometres northeast of the gold mining centre of Val d'Or, Que.

Historic work has focused around the Gustave Cere showing in the Senneville South claim group where historical grab samples have yielded up to 49.5 g/t Au, channel samples of up to 6.5 g/t Au over 1.8 metres and drilling has identified up to 18.15 g/t Au over approximately 0.9 metre. This showing has been defined by drilling for approximately 361 metres along strike but other areas of the project have not been systematically explored for gold as the focus of historical work was largely on the property's volcanogenic massive sulphide potential.

Senneville is underlain primarily by the Garden Island sediments in the south and in the north by the Lanaudiere group of basalts, mafic volcanics, and narrow units of komatiite and ultramafic to gabbroic sills. All of these units trend west-northwest and their contacts are usually dextral or reverse dextral faults with steep northerly dips. Gold-bearing zones in the area are associated with shear zones, faults, tension fractures and tectonic breccias and generally associated with syn-volcanic intrusions.

On June 12, 2024, the Company entered into an option agreement ("**Original Senneville Option**") with Troubadour Resources Inc. ("**Troubadour**") for the right for Troubadour to acquire a 100% interest in Xander's Senneville Project. The Original Senneville Option was subsequently amended on May 31, 2024 ("**Senneville Option**"). Pursuant to the Senneville Option, Troubadour has the right to acquire Senneville by issuing an aggregate of 5,000,000 Shares to Xander and completing \$2,000,000 in work expenditures at Senneville over a twenty-four-month period as follows: 2,500,000 Shares issued within five days of receipt of TSXV approval (completed); and 2,500,000 Shares within six (6) months of TSXV approval (completed).

## Timmins Nickel Property, Ontario

The Company executed an option for the right to purchase an undivided 100% interest in 393 mineral claims in Timmins, Ontario that comprise the Timmins Nickel Property (“**Timmins**”). The Timmins Property consists of two (2) separate mineral claim blocks. The “North Block” consists of 343 claims, whereas the “South Block” consists of 50 claims.

The Company completed its maiden drill program in 2023-2024. In total, 3,730 metres were drilled across the two phases of the maiden drill program. Eight drill holes, NKV22-01 to 06 and NKV23-01 to 03, were advanced within the “North Block” of claims, three drill holes NKV23-04 to 06, were advanced within the “South Block” of claims.

Highlights included:

- NKV22-05 returned 11.5 metres of 0.15% Ni from a depth of 244 to 255.5 metres.
- NKV23-04 returned intervals of 0.14% over 3 metres, 0.21% over 2.7 metres, and 0.19% over 4.5 metres within at least 77 metres of ultramafic (gabbro/peridotite) beginning at 178 metres. Infill sampling is required to determine the exact grade, but visually the mineralization appears consistent with grades ranging from 0.14% - 0.22% in the 7 samples taken suggesting that a potential 43.5-metre mineralized zone is present.
- NKV23-05 returned multiple intervals of 0.18% over 3 metres and an interval of 0.14% over 30 metres within at least 202 metres of ultramafic (gabbro/peridotite) beginning at 50.4 metres. Infill sampling is required to determine the exact grade of this interval, but visually the mineralization appears consistent with grades ranging from 0.09% - 0.19% in the 48 samples taken suggesting that a potential 161-metre mineralized zone is present.

### **Qualified Person (QP)**

The technical content of this offering document has been reviewed and approved by Deepak Varshney, P.Geo., a qualified person as defined by National Instrument 43-101 Standards of Disclosure for Mineral Projects.

### **Recent Developments**

On November 8, 2024, the Company consolidated its capital on a one-new-for-10-old basis.

On June 12, 2024, the Company completed a non-brokered financing for gross proceeds of \$175,000 at a price of \$0.50 per unit (“**Unit**”) (post-consolidated). Each Unit consisted of one Share in the capital of the Company and one common share purchase warrant (“**Warrant**”). Each Warrant entitled the holder to purchase one additional Share at a price of \$0.70 (post-consolidated) for a period of two years from the closing of the offering.

On June 12, 2024, the Company entered into the **Original Senneville Option** with Troubadour for the right for Troubadour to acquire a 100% interest in Xander’s Senneville Project. The Original Senneville Option was subsequently amended on May 31, 2024. Pursuant to the Senneville Option, Troubadour has the right to acquire Senneville by issuing an aggregate of 500,000 Shares (post-consolidated) to Xander and completing \$2,000,000 in work expenditures at Senneville over a twenty-four-month period as follows: 250,000 Shares (post-consolidated) issued within five days of receipt of TSXV approval (completed); and 250,000 Shares (post-consolidated) within six (6) months of TSXV approval (completed).

### **Material facts**

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

### **What are the business objectives that we expect to accomplish using the available funds?**

The Company intends to use the proceeds raised from the Offering to increase its working capital.

**PART 3: USE OF AVAILABLE FUNDS**

**What will our available funds be upon the closing of the Offering?**

		<b>Assuming Minimum Offering Only (\$)</b>	<b>Assuming 100% of Offering (\$)</b>
A	Amount to be raised by this Offering	114,000	126,084
B	Selling commissions and fees	0	0
C	Estimated Offering costs (e.g., legal, accounting, audit)	3,000	3,000
D	Net proceeds of Offering: D = A - (B+C)	111,000	123,084
E	Working capital as at most recent month end (deficiency)	232,000	232,000
F	Additional sources of funding <sup>(1)</sup>	57,850	57,850
G	Total available funds: G = D+E+F	400,850	412,934
<b>Note:</b>			
1. The Company presently has 150,000 warrants and 72,500 stock options priced at \$0.26 per Share that are “in the money” and available for exercise.			

**How will we use the available funds?**

We will use the available funds as follows:

<b>Description of intended use of available funds listed in order of priority</b>	<b>Assuming Minimum Offering Only (\$)</b>	<b>Assuming 100% of Offering (\$)</b>
Exploration Activities in Canada	100,000	100,000
General corporate and administrative expenses	200,000	200,000
Unallocated working capital	105,850	112,934
<b>Notes:</b>		
<p>1. The above noted allocation of capital and anticipated timing represents the Company’s current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Company intends to expend the proceeds from the Offerings as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company’s ability to execute on its business plan. See the “Cautionary Statement Regarding Forward-Looking Information” section above.</p> <p>2. The most recent unaudited interim financial statements of the Company included a going concern note. Management is aware, in making its going concern assessment, of recurring losses, on-going negative cash flow and an ongoing dependence on financing activities that may cast significant doubt on the Company’s ability to continue as a going concern. The Company is in the process of exploring its mineral properties and has not yet determined whether the properties contain reserves that are economically recoverable. The business of mining and exploration involves a high degree of risk and there can be no assurance that the Company’s exploration programs will result in profitable mining operations. The Company’s continued existence is dependent upon the discovery of economically recoverable reserves</p>		

and resources, securing and maintaining title and beneficial interest in its properties, making the required payments pursuant to mineral property option agreements and/or securing additional financing, all of which are uncertain. The Offering is intended to permit the Company to continue its operations, with the goal of advancing its exploration activities and is not expected to affect the decision to include a going concern note in the next financial statements of the Company.

3. The available funds will not be paid to an insider, associate, or affiliate of the Company, except for normal course salaries or consulting fees currently paid by the Company to its officers and/or directors.

**How have we used the other funds we have raised in the past 12 months?**

<b>Financing Details</b>	<b>Proposed Use of Proceeds</b>	<b>Actual Use of Proceeds / Explanation of Variance</b>	<b>Impact of Variances</b>
Private placement financing closed June 10, 2024 for aggregate gross proceeds of \$175,000.	Exploration work and general working capital, including payment of finder's fees.	The funds were used as planned.	N/A

**PART 4: FEES AND COMMISSION**

**Who are the dealers or finders (“Agent(s)”) that we have engaged in connection with this Offering, if any, and what are their fees?**

- a) **the name of the dealer, finder, or other person**

The Company may pay finder’s fees to investment dealers and eligible finders (each, a “**Finder**”) in respect of subscribers introduced by the Finder. Further information will be provided in subsequent news releases, once available.

- b) **a description of each type of compensation and the estimated amount to be paid for each type**

The Company may pay a Cash Fee (as defined below) and may issue Finder’s Warrants (as defined below) to Finders.

- c) **if a commission is being paid, the percentage that the commission will represent of the gross proceeds of the offering (assuming both the minimum and maximum offering)**

The Company may pay a cash fee up to 10% of the gross proceeds raised in the Offering (the “**Cash Fee**”) to Finders.

- d) **details of any broker’s warrants or agent’s option (including number of securities under the warrants or option, exercise price and expiry date)**

The Company may issue the Finders such number of finder’s warrants (each a “**Finder’s Warrant**”) as is equal to 10% of the number of Shares sold pursuant to the Offering. Each Finder’s Warrant will entitle the holder thereof to acquire one (1) additional Share of the Company at a price of \$0.19 per Share for a period of two (2) years from the Closing Date.

- e) **if any portion of the compensation will be paid in securities, details of the securities (including number, type and, if options or warrants, the exercise price and expiry date)**

See Item 4(d) above.

**Do the Agent(s) have a conflict of interest?**

To the knowledge of the Company, the Company is not a “related issuer” or “connected issuer” of or to any Agent(s), as such terms are defined in National Instrument 33-105 *Underwriting Conflicts*.

## **PART 5: PURCHASERS' RIGHTS**

### **Rights of Action in the Event of a Misrepresentation**

If there is a misrepresentation in this offering document, you have a right:

- a) to rescind your purchase of these securities with the Company, or
- b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

## **PART 6: ADDITIONAL INFORMATION**

**Where can you find more information about us?**

Additional information about the Company (including its continuous disclosure documents) may be found under the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca), as well as on the Company's website at [www.xanderresources.ca](http://www.xanderresources.ca).

## **PART 7: DATE AND CERTIFICATE**

**This offering document, together with any document filed under Canadian securities legislation on or after July 2, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

**Dated: February 3, 2025**

*"Deepak Varshney"*

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Deepak Varshney  
CEO

*"Khalid Naeem"*

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Khalid Naeem  
CFO