OREX MINERALS INC.
INTERIM REPORT TO SHAREHOLDERS
For the Six Months Ended October 31, 2020
(Expressed in Canadian Dollars)

MANAGEMENT DISCUSSION AND ANALYSIS ("MD&A")
FOR THE SIX MONTHS ENDED OCTOBER 31, 2020

Dated: December 17, 2020

Management's Responsibility for Financial Reporting:

The accompanying interim financial report for the six months ended October 31, 2020 has been prepared by management using accounting policies consistent with International Financial Reporting Standards ("IFRS"). Other information contained in this document has also been prepared by management and is consistent with the data contained in the interim financial report.

The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that the interim financial report and interim Management Discussion and Analysis (together the "interim filings") do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these interim filings, and the interim financial report together with the other financial information included in these interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented in these interim filings.

The Board of Directors approves the interim financial report together with the other financial information included in the interim filings and ensures that management has discharged its financial responsibilities. The Board's review is accomplished principally through the Audit Committee, which meets periodically to review all corporate filings prior to filing.

Certain statements in this report may constitute forward-looking statements that are subject to risks and uncertainties. A number of important factors could cause actual outcomes and results to differ materially from those expressed in these forward-looking statements. Consequently, readers should not place any undue reliance on such forward-looking statements. In addition, these forward-looking statements relate to the date on which they were made.

In particular, forward looking comments regarding both the Company's plans and operations included in the "Description of Business" with respect to management's planned exploration and other activities, and in "Liquidity", "Commitments" and "Corporate Summary" regarding management's estimated ability to fund its projected costs of exploration work and general corporate costs of operations, and its ability to raise additional funding through placement of the Company's common shares, are plans and estimates of management only and actual results and outcomes could be materially different.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economics, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time.

Description of Business:

The Company is engaged primarily in the acquisition and exploration of "exploration and evaluation assets".

SANDRA PROJECT, MEXICO – (Previous name Sandra Escobar Project)

The Sandra Project is situated north of the town of Tepehuanes, Durango, in the heart of the "Mexican Silver Trend", midway between the mining districts of Tovar and Guanacevi and is 75 km west of SSR Mining's La Pitarrilla. This prolific trend hosts some of the world's largest silver camps and deposits, including Fresnillo, Guanajuato, La Pitarrilla, La Preciosa, Real de Angeles, and Zacatecas. Excellent infrastructure exists in the Sandra area, including paved road access, electrical power, water and manpower from nearby communities.

Description of Business (cont'd…):

SANDRA PROJECT, MEXICO – (Previous name Sandra Escobar Project) (cont'd…):

The Sandra Project consists of 6,976 hectares of mineral concessions and covers multiple mineralized epithermal quartz veins, stockwork, disseminations and breccia structures. These veins form a high level silver-gold-base metals system, hosted in andesitic and rhyolitic rocks, centered on a large rhyolite dome complex in the north and silver systems in smaller rhyolite dome complexes to the southeast. Intense alteration zones and fluid flooding in permeable formations may also indicate the presence of bulk tonnage silver targets.

On September 15, 2015, the Company announced that it had entered into an option agreement with Canasil Resources Inc. (TSX-V: CLZ) ("Canasil"), with respect to Canasil's Sandra Project in Durango, Mexico. Pursuant to the terms of the Option Agreement, Orex had a right to earn up to a 65% ownership interest in the Project.

The Option Agreement provides that Orex may earn a 55% ownership interest (the "First Option") in the Project by making a payment of $500,000 to Canasil upon execution of the Option Agreement and completing US$ 2,000,000 in exploration and development expenditures (the "Expenditures") on the Project within three years of entering into the Option Agreement. In connection with the First Option, Orex must incur a minimum of US$ 675,000 in Expenditures in the first year of the Option Agreement and US$ 500,000 in Expenditures in the second year of the Option Agreement. Provided that Orex exercises the First Option, Orex may earn an additional 10% ownership interest (the "Second Option", and together with the First Option, the "Options") in the Project, for a total 65% ownership interest, by completing a further US$ 2,000,000 in Expenditures within two years of exercising the First Option and by making a payment to Canasil of $500,000 in cash and/or Orex shares, at the option of Orex. In connection with the Second Option, Orex must incur a minimum of US$ 675,000 in Expenditures during the first year of the Second Option.

Upon exercise of the Options, Orex and Canasil will enter into a joint venture with respect to the development of the Project based on their respective interests in the Project. If Orex exercises the Second Option, Orex's interest in the joint venture would be increased to 65%.

On October 15, 2015, the Company initiated a surface exploration program on the Sandra Project the results of which were announced in a news release dated November 9, 2015.

On December 9, 2015, the Company initiated a Phase – I diamond drilling program in the southeastern region of the Sandra mineral concessions. Drilling of the first three holes was completed before the year-end work stoppage on December 21, 2015. Drilling recommenced during the second week of January 2016. By the end of February 2016, 17 drill holes totalling 2,003 metres had been completed.

Results for the first hole SA-15-001, were announced in a news release dated January 25, 2016. This hole yielded an intercept of 61 metres (true thickness 43.1 metres) grading 359 g/t silver. Within this intercept was a subinterval of 3 metres (true thickness 2.12 Metres) grading 2,271 g/t silver. Highlighted drilling intercepts also included SA-16-006 yielding 37 metres (true thickness 33.5 metres) grading 328 g/t silver (news release 23 February 2016).

Phase-II diamond drilling commenced in March 2016 consisting of 21 drill holes totalling 2,354.6 metres. Highlights included SA-16-019 yielding 60 metres (true thickness 49.15 metres) grading 205 g/t silver and SA-16-023 yielding 46 metres (true thickness 40.5 metres) grading 218 g/t silver (news release 9 May and 24 May 2016).

Phase-III diamond drilling program commenced in July 2016, consisting of 24 drill holes totalling 4,014.65 metres. Highlights included SA-16-041 yielding 67 metres (true thickness 58 metres) grading 192 g/t silver and SA-16-048 yielding 65 metres (true thickness 56 metres) grading 114 g/t silver (news releases 29 August and 12 September 2016).

Phase-IV diamond drilling program commenced in November 2016, consisting of 3 holes totalling 1,580.35 metres. These were reconnaissance holes north of the main zone of the Boleras Deposit area.

Description of Business (cont'd…):

SANDRA PROJECT, MEXICO – (Previous name Sandra Escobar Project) (cont'd…):

Total diamond drilling by the Company in the first four Phases to date on the Sandra Project equals 9,952.60 metres in 65 drill holes.

On October 31, 2016, Orex announced the results from the first resource estimate on the Boleras Silver Deposit of the Sandra Project. This study was conducted by Mining Plus Consultants Ltd, serving as "Independent Qualified Persons" as defined in National Instrument 43-101. At a "Base Case" of 45 g/t Ag cut-off, the Inferred Resource Estimate yielded 9.8 million tonnes grading 106 g/t Ag for a total of 33.3 million ounces of silver. The "Effective Date" is October 25, 2016 and the Technical Report has been filed on www.sedar.com. (News releases October 31, 2016 and December 15, 2016)

On December 15, 2016, the Company announced the preliminary metallurgical results for the Boleras Main Zone of the Sandra Project. Early tests by hydrochloric acid, or sulphur dioxide pre-treatment before cyanidation demonstrated that a portion of the mineralization is refractory and more investigation will be required. The silver recovery is grade dependent, with percentage recovery values between 6.1% and 93.0%. (News release December 15, 2016) On January 16, 2017, Orex announced the completion of the terms of the "First Option" payments and work expenditures for the Sandra Project and has earned a 55% ownership interest in the project. A joint-venture committee between Orex and Canasil will be formed to manage ongoing exploration. Orex also notified Canasil that it would not be proceeding with the "Second Option". (News release January 16, 2017)

No exploration activities were conducted on the Sandra Project during the second to the fourth quarters of 2017, 2018 and 2019 due to negotiations between the respective joint-venture parties. Mineral concessions are being maintained in good standing with taxes paid as well as general overhead costs.

On December 19, 2017 the Company announced the signing of a "Letter of Intent" with Pan American Silver Corp. and Canasil Resources Inc. to combine their respective mineral concessions in the Sandra District into a single joint venture project to advance the exploration of the properties.

Through various stages, the planned joint venture would allow Pan American to acquire an undivided 51% of the resultant project following an aggregate expenditure of US$ 5 million. The Company would retain an undivided 26.95% of the resultant project and Canasil would retain an undivided 22.05% of the resultant project following an aggregate Orex/Canasil expenditure of US$ 1 million.

On October 24, 2018, Canasil announced the signing of a separate "Letter of Intent" to sell their interest in the Sandra Project to Pan American's Mexican subsidiary Plata Panamericana S.A. de C.V.. On June 28, 2019, Canasil Resources Inc. issued a news release announcing the signing of a definitive agreement providing for Pan American Silver to acquire Canasil's interest in the Sandra Project.

On July 8, 2019, the Company announced the signing of a "Letter Agreement" with Pan American Silver Corp., through its subsidiary Plata Panamericana SA de CV, regarding a restructured Sandra project. This followed on the news that Pan American had acquired all of the interest of Canasil in the project.

On March 9, 2020 the Company entered into a Joint Venture Letter Agreement to form a joint venture with Pan American to further explore the Sandra Property. The Company will have a 40% interest and Pan American will have a 60% interest in a new joint venture company that will be formed for the Sandra Property. Pan American and the Company will make their proportionate share of contributions. The Company will be the operator. The joint venture will be formed when a shareholder agreement is formed.

On October 19, 2020, the Company initiated a field based geological mapping and geochemical sampling program on the Sandra Property to consolidate the two groups of mineral concessions. (News release October 19, 2020)

Total diamond drilling to date on the Sandra Project by both Orex and Canasil equals 11,801.35 metres in 76 holes.

Description of Business (cont'd…)

SANDRA PROJECT, MEXICO – (Previous name Sandra Escobar Project) (cont'd…):

Ben Whiting, P.Geo, is the Qualified Person, as defined in National Instrument 43-101, and takes responsibility for the technical disclosure in this report with regards to the Sandra property.

CONETO, MEXICO:

On July 16, 2009, the Company signed a letter of intent to purchase 100% of the core mineral concessions within the Coneto silver-gold mining camp in Durango State, Mexico, in exchange for 2,200,000 common shares of the Company. The definitive purchase agreement, signed on September 1, 2009, was subject to the approval of the TSX Venture Exchange. After receiving TSX Venture Exchange approval, on April 15, 2010, the Company issued 2,200,000 shares to the vendors of the Coneto concessions, valued at $2,090,000. The Coneto Property is subject to a 2.5% NSR royalty payable to the vendors.

Located in the Mesa Central on the eastern flank of the Sierra Madre Occidental Mountains, Coneto is centrally positioned in the "Mexican Silver Trend". This silver trend, stretching from Guanajuato in the southeast, through the states of Zacatecas and Durango, hosts some of the world's largest silver deposits, including Real de Angeles, Zacatecas, Fresnillo, La Preciosa, and La Pitarilla mining camps.

The Coneto mining camp has a history going back over 400 years. More than 40 epithermal silver-gold quartz veins have been documented in a window of exposed Tertiary Lower Volcanic andesites. Past underground production was achieved on three of the veins down to the water table. Prior to Orex, very little diamond drilling had been carried out within the property in spite of its long history of episodic production.

The Coneto mining camp historically consisted of approximately 3,300 hectares of claims. During 2010, the Company announced its successful applications to locate new mineral concessions called Lomas 3 and Lomas 4, which surround the historical claims. With the addition of these new mineral concessions, the total area of the Coneto Property increased to 16,346 hectares.

The initial work program on this property consisted of detailed structural geology mapping and geochemical sampling in the areas around Calaveras, Colemanito, Promontorio, Loma Verde, Durazno and Impulsora. This program was designed to guide a diamond drilling program. As of December 2009, regional geology mapping at 1:10,000 scale covered 35 sq km and detailed structural geology mapping at 1:500 scale covered 15 sq km. Forty-nine line-kilometres of geochemical sampling, both for soil and rock channel/chip/grab, total 1,794 samples. The Loma Verde, Promontorio and Impulsora sectors yielded multiple anomalous values for gold and silver.

The Phase-I drilling campaign of approximately 5,000 metres of HQ and NQ diameter core commenced in May 2010 and was performed by Major Drilling de Mexico, S.A. de C.V. utilizing a surface UDR-200 rig. A total of 21 holes were completed in the Loma Verde, Durazno, Promontorio, Impulsora, Estrella-Calaveras and Sauce-Palma areas. Over 2,000 drill core samples were submitted for analyses to SGS Mineral Services in Durango, Mexico. The assay results of the drilling campaign were announced by news releases on July 6, 2010, August 9, 2010 and November 1, 2010. Nine holes yielded high values for gold and silver, especially in the Loma Verde and Impulsora areas.

During fiscal 2011, the Company signed a non-binding letter of intent with Fresnillo PLC ("Fresnillo") to jointly explore the contiguous mineral concessions held by the Company and Fresnillo in the Coneto mining district. A definitive Association Agreement was signed on February 2, 2012. The principal terms of the Association Agreement are:

(a) Fresnillo will spend a minimum of US$2,000,000 on exploration during the first year after the necessary exploration permits are obtained (Fresnillo fulfilled this commitment during fiscal 2013). A minimum of 70% of this exploration must be conducted on the Company's concessions. (Note 6)

Description of Business (cont'd…):

CONETO, MEXICO (continued):

(b) Fresnillo will have the option to spend an additional US$2,000,000 per year on exploration for each of the following two years. A minimum of 70% of this exploration must also be conducted on the Company's concessions.

(c) Upon Fresnillo spending an aggregate of US$6,000,000 on exploration activities, the Company and Fresnillo will each contribute their respective Coneto mining concessions to a new company ("NewCo") that initially would be owned 55% by Fresnillo and 45% by the Company.

(d) Fresnillo will have the right to increase its ownership of NewCo to 70% by either completing a prefeasibility study or spending up to an additional US$21,000,000 in the process of preparing a prefeasibility study.

If Fresnillo chooses to not exercise the right to increase its ownership of NewCo to 70%, the costs incurred to complete a prefeasibility study will be shared by Fresnillo and the Company in proportion to their ownership of NewCo; 55% by Fresnillo and 45% by the Company.

(e) Any additional funding required by NewCo will be provided by the Company and Fresnillo in proportion to their respective ownership interests in NewCo at that time.

(f) Fresnillo will have a right of first refusal to acquire the Company's ownership interest in NewCo if the Company receives an offer for its interest in NewCo that it proposes to accept.

(g) During the life of the Association Agreement, in the event that the Company, or any of its subsidiaries, enters into a transaction to acquire an interest in any additional mineral properties in Mexico and then later decides to sell or option out that interest to a third party, Fresnillo will have a right of first refusal to participate in such transaction on the same terms and conditions as offered to the third party.

In conjunction with entering the Association Agreement with Fresnillo, on February 8, 2012, the Company issued 2,500,000 units to Fresnillo at $0.80 per unit for gross proceeds of $2,000,000 under a non-brokered private placement. Each unit consisted of one common share and one half of one transferable share purchase warrant. Each whole share purchase warrant entitles the holder thereof to purchase one additional common share for 24 months from the date of closing at a price of $1.00 per common share.

A Phase-II diamond drilling program of 31 holes, totalling 11,998 metres, commenced in late August 2012 and a second drill was added in October 2012. The contracted drilling company, Kluane Drilling Ltd., utilized modularized mobile drilling equipment that minimizes the need to construct roads on the property. The total cost for the Phase II drilling program, including pre-drilling geological and geophysical mapping, was $3.3 million, an amount which was entirely funded by Fresnillo per the terms of the Association Agreement.

The results from the 31 diamond drill holes in the Loma Verde, Central Zone, Impulsora, Promontorio and La Bufa areas of the Phase-II program, yielded high grade intercepts of gold and silver in the Loma Verde and La Bufa areas, with results announced in news releases dated November 7, 2012, January 7 and March 25, 2013.

Also in fiscal 2013, a detailed surface trench channel sampling program was initiated on various mineralized structures at Coneto. Results for the Loma Verde, Santo Nino and Impulsora were announced in news releases dated July 10, 2013, August 20, 2013, and October 7, 2013.

On July 2, 2014, a Phase – III diamond drilling program commenced for 30 holes, totalling 11,744 metres. Kluane Drilling Ltd. was awarded the drilling contract and three drilling rigs were utilized.

Description of Business (cont'd…):

CONETO, MEXICO (continued):

The results from the Phase – III 30 diamond drill holes in the Promontorio, Impulsora, Loma Verde, La Bufa, and Central areas yielded high-grade intercepts in the Loma Verde and Promontorio areas. Results were announced in news releases dated October 7, November 18 and December 8, 2014.

In August 2014, Fresnillo confirmed that they have met the exploration expenditures of the First Investment Option Stage of $US 4,000,000 and are proceeding directly to the Second Investment Option Stage on the Coneto Project.

In March 2015, plans for a Phase-IV diamond drilling program were prepared, totaling approximately 4,656 metres in 11 holes. This program commenced in 2nd quarter 2015 and was completed in the 3rd quarter 2015. Results were announced in a news release drafted August 10, 2015.

In a news release on September 24th, 2015, the Company announced that the Coneto project earn-in expenditures of US$ 6 million had been reached by Fresnillo. Orex and Fresnillo will now proceed on the basis of a 45% : 55% respective ownership.

On July 1, 2016, the Company and Fresnillo, pursuant to the definitive agreement have contributed their respective Coneto mining concessions to a new company, Exploracions y Desarrollos Mineros Coneto S.A.P.I. de C.V. ("EDMC"). The ownership is 55% Fresnillo, 45% by the Company.

In November 2016, a Phase-V diamond drilling program commenced and was completed in February 2017. A total of 11 holes were drilled in 5 target areas for 5,215 metres. These included La Bufa-Santo Nino, Loma Verde Durazno, Promontorio and Descubridora. (News release March 24, 2017)

No exploration activities were conducted on the Coneto Project during the calendar year 2019 and 2020, due to a review of Fresnillo's exploration portfolio and strategic planning. Mineral concessions are being maintained in good standing. Project negotiations are continuing for future exploration technical programs.

Total diamond drilling to date on the Coneto Project equals 38,613 metres in 104 holes.

Ben Whiting, P.Geo., is the Qualified Person, as defined in National Instrument 43-101, and takes responsibility for the technical disclosure in this report with regards to the Coneto Property.

BARSELE, SWEDEN:

On October 27, 2010, the Company signed a letter of intent with Barsele Guld A.B. ("Barsele Guld"), a wholly-owned subsidiary of Northland Resources S.A. ("Northland") to purchase all of the issued and outstanding shares of two Swedish companies, Gunnarn Mining A.B. ("Gunnarn Mining") and its wholly-owned subsidiary, Gunnarn Exploration A.B. ("Gunnarn Exploration"). The primary assets of Gunnarn Mining are mining claims for the Barsele Central, Avan, Skiråsen and Norra resource areas located in northern Sweden, collectively known as the Barsele Property.

The Company and Barsele Guld completed the final agreement on April 29, 2011 and as the initial consideration, the Company paid $1,958,230 (US$2,000,000) and issued 1,153,997 common shares valued at $1,015,517 to the vendor. The Company also issued 250,000 common shares valued at $220,000 as a finder's fee. In addition, the Company agreed to make the following deferred consideration payments to Barsele Guld, in cash and issuances of common shares of the Company, with a total value on the acquisition date, after applying a 7.5% discount rate, of $4,428,940 (US$5,500,000, undiscounted):

Description of Business (cont'd…):

BARSELE, SWEDEN (continued):

(a) On the first anniversary of completing the final agreement, US$1,000,000 in cash plus the lesser of 1,000,000 common shares or the number of common shares valued at US$500,000 (on April 29, 2012, the Company paid $996,200 (US$1,000,000) and issued 852,764 common shares valued at $492,400 to Barsele Guld);

(b) On the second anniversary of completing the final agreement, US$2,000,000 in cash.

(c) On the third anniversary of completing the final agreement, the lesser of 2,000,000 common shares or the number of common shares valued at US$1,000,000. If the value of the common shares issued is less than US$1,000,000, the balance shall be paid in cash;

(d) On the fourth anniversary of completing the final agreement, the lesser of 2,000,000 common shares or the number of common shares valued at US$1,000,000. If the value of the common shares issued is less than US$1,000,000, the balance shall be paid in cash.

In addition, the Company agreed to make direct exploration expenditures as follows:

(a) Before the first anniversary of completing the final agreement, US$1,000,000 of exploration expenditures (the Company fulfilled this requirement during fiscal 2012).

(b) Before the second anniversary of completing the final agreement, an additional US$2,000,000 of exploration expenditures (the Company fulfilled this requirement during fiscal 2013).

Barsele Guld retained a 2 percent net smelter royalty on the Barsele Property, which the Company could purchase at any time for US$2,000,000 per percentage point, or a total of US$4,000,000. On October 15, 2014, the Company purchased the remaining 2% net smelter royalty for cash in the amount of US$500,000 (CDN $549,800).

The Barsele Property is located 40 km southeast of the town of Storuman in Västerbottens Län, a regional district of northern Sweden approximately 600 km due north of Stockholm. Exploration in the project area has been ongoing for more than 30 years. From 1985 to 2010, a total of 398 diamond drill holes (43,609 metres) have been drilled and in 2006, Northland completed a National Instrument 43-101 technical report which contained resource estimates of both indicated and inferred resources and was filed on SEDAR by Northland on April 13, 2006.

The Central-Avan-Skiråsen (CAS) Zone at Barsele contains most of the documented gold in the 2006 resource report with a grade similar to other gold deposits in the area. In the CAS Zone, gold mineralization is predominantly within a granodiorite that has been deformed, sheared and intruded by late stage quartz veins and ranges in width from 200 to 500 metres, with a strike-extent in excess of eight kilometres. The Central and Skiråsen Zones have a combined strike length of 1,350 metres and a width of 250 metres. The Avan Zone has a strike length of 1,400 metres and a width varying from 200 to 500 metres. Base metal content of this deposit is typically low.

The Norra Zone, a small massive sulphide deposit, contains the balance of the gold reported in the 2006 resource report although the overall grade for this deposit is higher than at the CAS Zone. In the Norra Zone, sulphide mineralization is exposed in two open trenches in the centre of the drilled zone. Based on drilling, the footprint of the main mineralized body at Norra is 300 metres in strike-length and 50 metres in width.

Description of Business (cont'd…):

BARSELE, SWEDEN (continued):

On February 28, 2011, the Company reported that an independently verified mineral resource estimate had been completed on the Barsele Property. A new estimate was also prepared at this time for the Norra volcanogenic massive sulphide deposit. On April 27, 2011, the Company filed a National Instrument 43-101 compliant technical report on SEDAR.

In May 2011, the Company initiated a 2,500 line-kilometre airborne geophysical survey of the Barsele Property, performed by SkyTEM Surveys ApS ("SkyTEM") of Denmark. SkyTEM used a helicopter-borne Time-Domain Electromagnetic (TDEM) System which had a transmitter moment of 500,000 NIA to maximize the depth of penetration. The airborne survey yielded high resolution maps of the apparent resistivity/conductivity, total magnetic field, and vertical magnetic derivatives. Following interpretation of the airborne results, in July 2011, the Company reported that there were a significant number of new anomalous targets outside of the known mineralized zones.

In August 2011, the Company engaged Finland-based Suomen MalmiOy ("SMOY") and LeBel Geophysics to conduct ground follow-up surveys. The majority of the new anomalous targets lie outside of the known mineralized zones. Initially 12 gold targets and 25 VMS targets were outlined as warranting follow-up by way of geological examination, and ground magnetic and induced polarization (IP) and electromagnetic (EM) surveying. SMOY carried out IP surveying, toward detection of the disseminated-style of mineralization associated with the Central, Avan and Skiråsen Zones at Barsele, wherein, gold mineralization is associated with non-magnetic dioritic intrusive rocks, indicated by magnetic lows. A total of 30 line kilometres was completed in four areas.

In addition, 9 VMS targets were surveyed by LeBel Geophysics, utilizing a very low frequency (VLF) EM method, which has proved efficient and successful in characterizing the airborne EM VMS targets. A total of 30 line-kilometres was completed. Preliminary analysis of the VLF-EM surveying suggests an extension of the Norra base/precious metal deposit and shows other VMS targets with favourable geophysical signatures with respect to VMS-style mineralization. Examination of government archives revealed a historic high-grade float boulder discovered within the property grading 33 g/t gold and 7% zinc, which is believed to be associated with one of the anomalies located up-ice within the claims.

After completing the initial phase of ground geophysics, in November 2011, the Company commenced diamond drilling to test both the strike extensions and depth potential of the deposits outlined to date. ProtekNorr AB of Skeleton, Sweden, was retained to conduct a 6,200 metre diamond drill program. In this first phase of drilling, 16 holes were completed; 12 in the Central Zone and 4 in the Avan Zone. The assay results from the Central Zone expanded the boundaries of the known mineralization, both laterally and vertically. (Drilling results were announced in news releases dated 14 March, 26 April, 29 May, 19 July and 10 August 2012)

On November 7, 2012, the Company reported that an independent updated resource estimate had been completed on the Barsele Property by the consulting firm, Mining Plus. The study concluded that drilling to date on the Central-Avan-Skiråsen Zones, at a 0.6g/t cut-off, outlined an Indicated Resource of 14.1 million tonnes grading 1.21 g/t gold or 547,000 contained ounces of gold. In addition, the study estimated additional Inferred Resources of 20.2 million tonnes grading 0.97 g/t gold or 627,000 contained ounces of gold. The resource estimate was performed to a depth of 300 metres, although gold mineralization is known to occur below this depth.

A new estimate was not prepared for the Norra volcanogenic massive sulphide deposit. In February 2011, a resource estimate at a 0.6g/t Au cut-off outlined an Indicated Resource of 110,000 tonnes grading 3.13 g/t gold, 30.27 g/t silver, 0.53% copper and 0.72% zinc. The study also estimated additional Inferred Resources of 310,000 tonnes grading 1.62 g/t gold, 12.69 g/t silver, 0.26% copper and 0.42% zinc.

At least three other target areas of known gold and/or base metal mineralization have been reported from the various generations of regional exploration outside the CAS Zone and Norra Zone. Further exploration is also warranted in these zones.

Description of Business (cont'd…):

BARSELE, SWEDEN (continued):

In fiscal 2013, the Company reached an alternative payment arrangement with Barsele Guld with regards to its outstanding deferred consideration obligations. The amended payment terms were as follows:

(a) Upon receipt of TSX Venture Exchange approval, US$250,000 in cash and 4,000,000 common shares.

(b) On or before December 31, 2013, US$1,750,000 in cash.

Finally, on October 21, 2013, the terms were altered in that the deferred consideration valued at $3,974,406 was settled. The value of $3,974,406 was an increase of $150,374 from April 30, 2013 due to interest expense of $64,833 and foreign exchange of $85,541. The balance was settled with the issuance of 7,500,000 shares of the Company valued at $1,912,500, and cash of $257,615 (USD 250,000). As a result the Company recorded a gain on settlement of deferred consideration in the amount of $1,804,291.

Closure of this amended agreement, giving the Company 100% ownership of the Barsele Project, was announced in a news release dated October 21, 2013.

Total drilling to date prior to transfer on the Barsele Project equals 49,809 metres in 414 drill holes.

As at April 30, 2015, the Company transferred acquisition costs of $8,161,407 to Assets Held for Sale

On June 11, 2015, the Company closed the joint venture transaction with Agnico Eagle Mines Limited ("Agnico Eagle") with respect to the development of the Company's Barsele Project located in Sweden (the "Project"). Pursuant to the Transaction, Agnico Eagle acquired a 55% interest in the corporate entity which owns the Project in consideration of an initial payment to Orex of US $6 million, with an additional US $2 million payable by Agnico Eagle in cash or shares at Agnico Eagle's election to Orex on each of the first and second anniversaries of the closing. As part of the Transaction, Agnico Eagle has committed to spend US $7 million on Project expenditures over three years and will earn an additional 15% interest in the corporate entity which owns the Project if it completes a pre-feasibility study. Pursuant to the Transaction, Orex was also granted a 2% net smelter royalty on production from the Project which may be repurchased by Agnico at any time for US $5 million. Agnico will have a majority of board seats and will be the operator of the Project for customary compensation.

On August 6th, 2015, the Company announced the intention to spin-out the Barsele Project to a wholly owned subsidiary, Barsele Minerals Corp, by plan of arrangement. This spin-out was completed, with a vote in favour by 99.87% of the votes cast by ordinary shareholders and 100% of the votes cast by warrant holders, as announced on September 23, 2015.

Orex has received the first and second anniversary cash allocations from Agnico Eagle as they became due. The Company also retains the aforementioned 2% net smelter royalty on the Barsele Project.

Ben Whiting, P.Geo., is the Qualified Person, as defined in National Instrument 43-101, and takes responsibility for the technical disclosure in this report with regards to the Barsele Property.

Description of Business (cont'd…):

SAN LUIS DEL CORDERO, MEXICO:

The San Luis del Cordero Silver-Copper-Zinc Project ("Cordero Project") is located 155 kilometers north-northeast of the City of Durango and immediately north of the town of San Luis del Cordero, in the "Mexican Silver Trend", Durango State, Mexico.

The Cordero Project is a skarn and epithermal vein hosted silver-copper-zinc district. Old mine workings and mineralized showings wrap around a quartz-feldspar-porphyry intrusive. Contact metasomatic skarn mineralization has occurred along the north, east and south sides of the intrusive, with the western boundary marked by a fault contact. Epithermal quartz-sulphide veins also emanate from the intrusive stock. The mineral concessions total 2,825 hectares and cover the full extent of the known mineralization in the district.

On December 4, 2017, Orex Minerals Inc. announced the signing of a "Letter of Intent" to acquire a 100% interest in the San Luis del Cordero Project in northern Durango State, Mexico, from Exploraciones del Altiplano SA de CV.

On January 26, 2018 the Company signed an agreement to acquire 100% of the San Luis del Cordero Project. The terms of the agreement include:

a) On signing: issue 100,000 common shares (issued at a value of $17,000) and pay US$100,000 (paid - CAD$123,210)

b) On January 26, 2019: issue 200,000 common shares and pay US$150,000

c) On January 26, 2020: issue 300,000 common shares and pay US$200,000

d) On January 26, 2021: issue 400,000 common shares and pay US$550,000

e) On January 26, 2022: pay US$1,500,000 (of which 30% can be issued in shares)

In order to acquire the Cordero Project, Orex is also required to satisfy work commitments for the first two years of US$400,000 in the first year and US$600,000 in the second year. Excess expenditures from year one can be applied to year two. There is no residual net smelter return (NSR).

However, on December 13, 2018 the Company amended the terms of the original agreement, on July 10, 2019 a second amendment was reached, and in October, 2019 a third amendment was reached. The Company amended the terms of the original agreement to defer cash payments as follows:

a) On signing: issue 100,000 common shares (issued at a value of $17,000) and pay US$100,000 (paid - CAD$123,210)

b) On January 26, 2019: issue 200,000 common shares (issued at a value of $14,000) and pay US$25,000 (paid - CAD$32,860)

c) On April 26, 2019 pay US$12,500 (paid - CAD$16,701)

d) On October 26, 2019 pay US$112,500. In October, 2019 this was amended to July 26, 2020.

e) On January 26, 2020 issue 300,000 common shares (issued at a value of $25,500).

f) On July 26, 2020 pay US$200,000

g) On January 26, 2021 issue 400,000 common shares

Description of Business (cont'd…):

SAN LUIS DEL CORDERO, MEXICO (continued):

h) On July 26, 2021 pay US$550,000

i) On July 26, 2022 pay US$1500,000 (of which 30% can be issued in shares)

In order to acquire the Cordero Project, the Company is also required to satisfy work commitments of US$400,000 by July 26, 2019 and a further US$600,000 by July 26, 2020. Excess expenditures from year one can be applied to year two.

Altiplano has the right to cancel the option if the Company does not start a drilling program by February 26, 2020. Exploraciones del Altiplano SA de CV has been informed that as of February 26, 2020, the Company will not be continuing with the option on the San Luis del Cordero Project.

Following preliminary data evaluations, the Company commenced negotiations with Ejido councils and individual ranchers for surface access agreements. A formal environmental impact application, authorized by Ing. Ramon Hernandez, to SAMARNAT was submitted in August, 2018.

On September 10, 2018, the Company announced the commencement of surface fieldwork on the San Luis del Cordero Project. Community Relations activities were also initiated, including the construction of public access toilets for the Plaza de Armas (central square).

On January 21, 2019, the Company announced the awarding of an airborne geophysical contract to Geotech Ltd. to be scheduled for late March, 2019.

In April, 2019, a helicopter-borne Versatile Time Domain Electromagnetic (VETEM-Plus) and Horizontal Magnetic Gradiometer and Gamma-Ray Spectrometry geophysical survey was conducted by Geotech Ltd., over the San Luis del Cordero property. The results were available in June, 2019. A total of 278 line-kilometres of geophysical data were acquired during the survey, covering an area of 24 square kilometres.

At present as there are no current or future planned exploration activities on the Cordero Project the Company has returned the Cordero Project to Altiplano and has reduced the carrying value to $Nil at April 30, 2020. The Company fulfilled its commitment to pay the mineral concession taxes on the Cordero Project of $12,523 in July 2020.

Total diamond drilling to date on the San Luis del Cordero Project equals 16,400 metres in 62 holes.

Ben Whiting, P.Geo. Vice President of Exploration for Orex Minerals Inc., is the Qualified Person as defined in National Instrument 43-101 and takes responsibility for the technical disclosure in this report with regards to the San Luis del Cordero property.

TRANSACTION WITH ASTRAL MINING CORPORATION:

On October 15, 2012, the Company announced that it had agreed to acquire Astral Mining Corporation ("Astral") by way of a plan of arrangement or other business combination, in which the Company would acquire all of the issued and outstanding common shares of Astral and its wholly-owned subsidiary, Astral Mexico S.A. de C.V. The Company completed the acquisition of Astral on February 12, 2013 and its operating results were recognized in the consolidated statements of operations and comprehensive loss beginning February 12, 2013. The transaction was accounted for as an asset acquisition.

Upon closing of the transaction, the Company acquired from the shareholders of Astral, 100% of the outstanding common shares of Astral in exchange for common shares of the Company. A total of 2,083,795 common shares of the Company were issued to Astral shareholders, valued at $1,083,573. In conjunction with the closing of the transaction, certain creditors and holders of notes of Astral converted debt owed to them into common shares of the Company in settlement of the debt. A total of 840,425 common shares of the Company were issued, valued at $437,021.

The transaction provided the Company with a new gold-silver-copper project in Mexico named Los Crestones, as well as a new gold project in British Columbia named Jumping Josephine. Exploration on Los Crestones project proved inconclusive and the project was returned to the original vendors.

JUMPING JOSEPHINE, CANADA:

The Jumping Josephine Property is a prospective exploration property with the potential to host an economic gold deposit and warrants further advanced exploration work. It is a large contiguous claim holding which covers 11,200 ha in the West Kootenay region of Southeastern British Columbia. The property is located close to existing infrastructure and approximately 40 km north of Teck-Cominco's smelting operation in Trail. Astral initially had a 60% joint venture interest with Kootenay Silver Inc. in the Jumping Josephine Project.

In 2011, Astral contracted the services of Apex Geoscience Ltd. to conduct a N.I. 43-101 compliant Initial Resource Estimate. The technical report was released on June 24, 2011.

The JJ-Main Zone yielded the following resource estimate at a cut-off grade of 0.5 g/t gold. Indicated resources consist of 363,000 tonnes grading 2.95 g/t gold for 34,000 ounces of gold. Inferred resources consist of 448,000 tonnes grading 2.08 g/t gold for 30,000 ounces of gold.

On February 3, 2014, Orex announced the acquisition of the remaining 40% ownership from Kootenay Silver Inc. and now controls 100% of the project with the issuance of 1,000,000 shares of Orex valued at $230,000.

A 5,000 metres diamond drilling program commenced on July 23, 2014. Phase-I consisted of deep holes testing the down-plunge extension of the Jumping Josephine main zone, and Phase -II testing additional exploration targets on the property.

The Jumping Josephine Project drilling contract was awarded to Dorado Drilling Ltd. A total of 8,115 metres in 25 holes were drilled in the JJ-Main area and six other target areas. In addition, trenching and sampling was performed on the JJ-Main Zone, with results announced in news releases dated November 14, 2014, and December 19, 2014.

Total drilling to date on the Jumping Josephine Project equals 26,115 metres in 165 drill holes.

Assessment credits have been filed to keep the claims in good standing. The Jumping Josephine project was written down to $1 during fiscal 2018.

Ben Whiting, P.Geo., is the Qualified Person, as defined in National Instrument 43-101, and takes responsibility for the technical disclosure in this report with regards to the Jumping Josephine Property.

Results of Operations for the Three Month Periods Ended October 31, 2020 and 2019

During the second quarter of fiscal 2021, the Company incurred exploration expenses amounting to $171,276 which was lower than the $267,155 incurred in the second quarter of fiscal 2020. Exploration expenses in the second quarter of fiscal 2021 consisted of geological costs of $110,902 and other general exploration costs of $60,374. This decrease was mainly due to decreased activity on the Cordero Project.

General operating costs totalled $252,277 for the second quarter of fiscal 2021 and $240,028 for the second quarter of fiscal 2020. General expenses during the three months ended October 31, 2020 consisted mainly of consulting fees of $5,250 (2019 - $7,500), investor relations of $44,927 (2019 - $51,176), management fees of $60,720 (2019 - $60,720), office and administrative of $64,648 (2019 - $49,671), professional fees of $17,791 (2019 - $36,904), rent of $20,400 (2019 - $15,000) share-based payments of $11,495 (2019 -$Nil) and transfer agent and filing fees of $25,273 (2019 – 16,694). General expenses were comparable other than investor relations, office and administrative, professional fees and share-based payments. Investor relations decreased from $51,176 in the three months ended October 31, 2019 to $44,927 in the three months ended October 31, 2020 due to the Company incurring less travel costs to in person conferences as a result of COVID-19. Office and administration fees increased from $49,671 in the three months ended October 31, 2019 to $64,648 in the three months ended October 31, 2020 due to less cost sharing. Professional fees decreased from $36,904 in three months ended October 31, 2019 to $17,791 in the three months ended October 31, 2020 due to decreased legal fees incurred in the three month period. During the three months ended October 31, 2020 options were granted and vested resulting in a fair value of $11,495 in share-based payments recognized using the Black-Scholes Model. Share-based payments of $Nil for the three months October 31, 2019 was due to no options granted or vested in the period

In summary, the loss in the second quarter of fiscal 2021 amounted to $424,407 or $0.00 per share compared to a loss of $722,897 or $0.01 per share in the second quarter of fiscal 2020. The Company has an equity investment, which resulted in a foreign currency translation loss of $34,871 in the three months ended October 31, 2020 (2019 – gain of $26,842).

Results of Operations for the Six Month Periods Ended October 31, 2020 and 2019

During the first half of fiscal 2021, the Company incurred exploration expenses amounting to $348,562 which was lower than the $637,058 incurred in the first half of fiscal 2020. Exploration expenses in the second half of fiscal 2021 consisted of geological costs of $202,980 and other general exploration costs of $145,582. This decrease was mainly due to decreased activity on the Cordero Project.

General operating costs totalled $527,097 for the first half of fiscal 2021, which was higher than the $442,613 incurred in the second half of fiscal 2020. General expenses during the six months ended October 31, 2020 consisted mainly of consulting fees of $58,800 (2019 - $24,750), investor relations of $85,980 (2019 – $80,244), management fees of $121,440 (2019 - $121,440), office and administrative of $123,398 (2019 - $104,620), professional fees of $34,342 (2019 - $58,357), rent of $39,650 (2019 - $30,000), share-based payments of $20,638 (2019 - $Nil) and transfer agent and filing fees of $39,304 (2019 - $18,476). General expenses were comparable other than consulting fees, office and administrative, professional fees and share based payments. Consulting fees increased during the six months ended October 31, 2020 to $58,800 compared to $24,750 for the six months ended October 31, 2019 due to increased needs from third party consultants. Office and administration fees increased from $104,620 in the six months ended October 31, 2019 to $123,398 in the six months ended October 31, 2020 due to less cost sharing. Professional fees decreased from $58,357 in six months ended October 31, 2019 to $34,342 in the six months ended October 31, 2020 due to decreased legal fees incurred in the period. During the six months ended October 31, 2020 options were granted and vested resulting in a fair value of $20,638 in share-based payments recognized using the Black-Scholes Model. Share-based payments of $Nil for the six months October 31, 2019 was due to no options granted or vested in the period

The Company recognized an impairment loss on exploration and evaluation assets of $Nil for the six months ended October 31, 2020 (2019 - $203,770) on its Cordero Project.

(Expressed in Canadian Dollars)

Results of Operations (cont'd…)

In summary, the loss in the first half of fiscal 2021 amounted to $860,989 or $0.01 per share compared to a loss of $1,286,830 or $0.01 per share in the first half of fiscal 2020. The Company has an equity investment, which resulted in a foreign currency translation loss of $62,073 in the six months ended October 31, 2020 (2019 – gain of $42,072).

Property Acquisition Costs:

	Cordero Project, Mexico	Sandra Project, Mexico	Jumping Josephine, Canada	Total
Balance, as at April 30, 2018	$ 140,210	$ 500,000	$ 1	$ 640,211
Acquisition costs	63,561	-	-	63,561
Balance, as at April 30, 2019	203,771	500,000	1	703,772
Impairment	(203,771)	-	-	(203,771)
Balance, as April 30, 2020	-	500,000	1	500,001
Balance, as October 31, 2020	$ -	$ 500,000	$ 1	$ 500,001

On February 12, 2013, the Company completed the acquisition of all of the issued and outstanding shares of two companies, Astral Mining Corporation and its wholly-owned subsidiary, Astral Mining S.A. de C.V. The primary assets of these two companies are mining claims, primarily the Jumping Josephine Property located in British Columbia, Canada and the Los Crestones Property, located in Sinaloa State, Mexico. Of the total purchase cost, the Company allocated $500,000 to their 60% interest in the Jumping Josephine Property and $1,804,228 to the Los Crestones Property. On February 3, 2014, the Company acquired the remaining 40% of their Jumping Josephine Property from Kootenay Silver Inc. by issuing 1,000,000 common shares of the Company valued at $230,000. There are no current or future planned exploration activities on the Jumping Josephine Property. Accordingly, the Company reduced the value of the Property to $1.

During the year ended April 30, 2015, the Company paid $434,842 (US$385,000) to the optionors of the Los Crestones Property. The Company has earned a 100% interest in the Los Crestones Property. Due to poor exploration results, the Los Crestones Property was relinquished.

On September 15th, 2015, the Company entered into an option agreement with Canasil Resources Inc. ("Canasil"), with respect to Canasil's Sandra Project in Durango, Mexico. The Company has a right to earn up to a 65% ownership interest in the Project.

The Option Agreement provides that the Company may earn a 55% ownership interest (the "First Option") in the Project by making a payment of $500,000 (paid) to Canasil upon execution of the Option Agreement and completing US$ 2,000,000 in exploration and development expenditures (the "Expenditures") on the Project within three years of entering into the Option Agreement. In connection with the First Option, the Company must incur a minimum of US$ 675,000 in Expenditures in the first year of the Option Agreement and US$ 500,000 in Expenditures in the second year of the Option Agreement. Provided that the Company exercises the First Option, the Company may earn an additional 10% ownership interest (the "Second Option", and together with the First Option, the "Options") in the Project, for a total 65% ownership interest, by completing a further US$2,000,000 in Expenditures within two years of exercising the First Option and by making a payment to Canasil of $500,000 in cash and/or the Company shares, at the option of the Company. In connection with the Second Option, the Company must incur a minimum of US$675,000 in Expenditures during the first year of the Second Option. During the year ended April 30, 2017, the Company completed the First Option, and has earned a 55% ownership interest. The Company did not proceed with the Second Option.

Property Acquisition Costs (cont'd…):
On June 27, 2019 the Company signed a letter agreement with Pan American Silver Corp, (the "Letter Agreement"), through its subsidiary Plata Panamericana SA de CV ("Pan American"). Pan American previously acquired all of the interests of Canasil in the Sandra Property, including the rights and obligations of Canasil under the option agreement. Pursuant to the Letter Agreement, Pan American and the Company have agreed to negotiate a formal joint venture agreement to replace the option agreement, and will suspend the operation of the option agreement until the new agreement is entered into, or until December 31, 2019, whichever is earlier. During the suspension period, the parties will contribute pro-rata towards the cost of maintaining the Sandra Property in good standing.

On March 9, 2020 the Company entered into a Joint Venture Letter Agreement to form a joint venture with Pan American to further explore the Sandra Property. The Company will have a 40% interest and Pan American will have a 60% interest in a new joint venture company that will be formed for the Sandra Property. Pan American and the Company will make their proportionate share of contributions. The Company will be the operator.

On January 26, 2018 the Company signed an agreement to acquire 100% of the San Luis del Cordero Project. On December 13, 2018, July 10, 2019, and in October, 2019 the terms of the agreement were amended. The terms of the agreement include:

a) On signing: issue 100,000 common shares (issued at a value of $17,000) and pay US$100,000 (paid - CAD$123,210)

b) On January 26, 2019: issue 200,000 common shares (issued at a value of $14,000) and pay US$25,000 (paid – CAD$32,860)

c) On April 26, 2019 pay US$12,500 (paid- CAD$16,701)

d) On October 26, 2019 pay US$112,500. In October, 2019 this was amended to July 26, 2020.

e) On January 26, 2020 issue 300,000 common shares (issued at a value of $25,500).

f) On July 26, 2020 pay US$200,000

g) On January 26, 2021 issue 400,000 common shares

h) On July 26, 2021 pay US$550,000

i) On July 26, 2022 pay US$1,500,000 (of which 30% can be issued in shares)

In order to acquire the Cordero Project, the Company is also required to satisfy work commitments of US$400,000 by July 26, 2019 and a further US$600,000 by July 26, 2020. Excess expenditures from year one can be applied to year two.

Altiplano has the right to cancel the option if the Company does not start a drilling program by February 26, 2020.

As of October 31, 2019, there were no current or future planned exploration activities on the Cordero Project and accordingly the Company has returned the Cordero Project to Altiplano and has reduced the carrying value to $Nil. Any necessary subsequent payments will be expensed. The Company fulfilled its commitment to pay the mineral concession taxes on the Cordero Project of $12,523 in July 2020.

(Expressed in Canadian Dollars)

Property Exploration Expenditures for the Six Months Ended October 31, 2020 and 2019:

Total Expenditures for the six months ended October 31, 2020	**Cordero Project, Mexico**	**Sandra Project, Mexico**	**Coneto, Mexico**	**Jumping Josephine, Canada**	**Other Properties**	**Total**
	$	$	$	$	$	$
Geological	-	140,359	58,908	-	3,713	202,980
General exploration	12,523	124,686	-	8,300	-	145,582
	12,523	265,045	58,908	8,300	3,713	348,562

Total Expenditures for the six months ended October 31, 2019	**Cordero Project Mexico**	**Sandra Project, Mexico**	**Coneto, Mexico**	**Jumping Josephine, Canada**	**Other Properties**	**Total**
	$	$	$	$	$	$
Geological	24,037	83,070	45,518	-	6,748	159,373
General exploration	374,824	95,061	-	7,800	-	477,685
	398,861	178,131	45,518	7,800	6,748	637,058

(Expressed in Canadian Dollars)

Investment in Associate

Coneto, Mexico:

During the year ended April 30, 2017, the Company and Fresnillo, pursuant to a definitive agreement contributed their respective Coneto mining concessions to a new company, EDMC by way of merger. The ownership of EDMC is 55% Fresnillo, 45% by the Company.

The Company has a minority position on the technical committee and board of directors of EDMC, and does not control operational decisions. The Company's judgement is that it has significant influence, but not control and accordingly equity accounting is appropriate.

As at October 31, 2020, EDMC's aggregate assets, aggregate liabilities and net losses are as follows:

		October 31, 2020		April 30, 2020
Current assets	$	231,082	$	151,476
Non-current assets		1,601,119		1,484,105
Current liabilities		(116,334)		(85,028)
Net assets		1,715,867		1,550,553
The Company's ownership %		45%		45%
The Company's share of net assets	$	772,140	$	697,749

		October 31, 2020		April 30, 2020
Loss for the period	$	(50,713)	$	(88,789)
Other comprehensive income (loss)– currency translation		(137,939)		333,547
Total comprehensive income/loss		(188,652)		244,758
The Company's ownership %		45%		45%
The Company's share of comprehensive income/loss	$	(84,893)	$	110,141

		October 31, 2020		April 30, 2020
Net investment, opening	$	2,160,177	$	1,979,528
Additional investment		35,561		70,508
Equity loss for the period		(22,820)		(39,955)
Other comprehensive income (loss) - currency translation		(62,073)		150,096
Net investment, closing	$	2,110,845	$	2,160,177

(Expressed in Canadian Dollars)

Selected Annual Financial Information:

		For the Year Ended April 30, 2020	For the Year Ended April 30, 2019	For the Year Ended April 30, 2018
Total revenues		Nil	Nil	Nil
Income/(Loss) and comprehensive income/(loss) for the year:				
(i)	total for the year	$ (2,169,572)	$ (2,132,629)	$ (3,433,168)
(ii)	loss per share – basic	(0.02)	(0.02)	(0.03)
(ii)	loss per share – diluted	(0.02)	(0.02)	(0.03)
Net loss:				
(i)	total for the year	$ (2,319,668)	$ (2,107,434)	$ (3,378,987)
(ii)	loss per share – basic	(0.02)	(0.02)	(0.03)
(ii)	loss per share – diluted	(0.02)	(0.02)	(0.03)
Total assets		3,151,792	4,269,008	6,324,690
Total long-term financial liabilities		-	-	-
Cash dividends declared per-share		Nil	Nil	Nil

In fiscal 2020, exploration expenses of $984,973 primarily were incurred on the Sandra Project and Cordero Projects. General operating costs were $1,075,439.

In fiscal 2019, exploration expenses of $1,138,665 primarily were incurred on the Sandra Project and Cordero Projects. General operating costs were $920,331.

In fiscal 2018, exploration expenses of $942,625 primarily were incurred on the Sandra Project. General operating costs were $1,539,893. The Company recognized an impairment loss of $729,999 on its Jumping Josephine property during fiscal 2018.

Selected Quarterly Financial Information:

	Revenues	(Loss) Gain for the period	(Loss) Gain per share
2nd Quarter ended October 31, 2020	$Nil	($424,407)	($0.00)
1st Quarter ended July 31, 2020	$Nil	($436,582)	($0.00)
4th Quarter ended April 30, 2020	$Nil	($386,227)	($0.00)
3rd Quarter ended January 31, 2020	$Nil	($646,611)	($0.01)
2nd Quarter ended October 31, 2019	$Nil	($722,897)	($0.01)
1st Quarter ended July 31, 2019	$Nil	($563,933)	($0.00)
4th Quarter ended April 30, 2019	$Nil	($493,364)	($0.01)
3rd Quarter ended January 31, 2019	$Nil	($705,709)	($0.01)

During the second quarter of fiscal 2021 the Company incurred exploration expenditures of $171,276 which was lower than in the first quarter of 2021 of $177,286, mainly due to decreased activity on the Cordero Project. General expenses in the second quarter of 2021 were lower than the first quarter of 2021 and were $252,277 and $274,820 respectively, the decrease was mainly due to decreases in consulting in the second quarter of 2021.

During the first quarter of fiscal 2021 the Company incurred exploration expenditures of $177,286 which was higher than in the fourth quarter of 2020 of $143,559, mainly due to increased activity on the Sandra Project. General expenses in the first quarter of 2021 were higher than the fourth quarter of 2020 and were $274,820 and $196,872 respectively, the increase was mainly due to increases in consulting and investor relations in the first quarter of 2021.

Selected Quarterly Financial Information (cont'd…):

During the fourth quarter of fiscal 2020 the Company incurred exploration expenditures of $143,559 which was lower than in the third quarter of 2020 of $204,356, mainly due to decreased activity on the Cordero Project and Sandra Project. General expenses in the fourth quarter of 2020 were lower than the third quarter of 2020 and were $196,872 and $435,954 respectively, the decrease was mainly due to share-based compensation of $220,440 in the third quarter of 2020.

During the third quarter of fiscal 2020 the Company incurred exploration expenditures of $204,356 which was lower than in the second quarter of 2020 of $267,155, mainly due to decreased activity on the Cordero Project and Sandra Project. General expenses in the third quarter of 2020 were higher than second quarter of 2020 and were $435,954 and $240,028 respectively, the increase was mainly due to share-based compensation of $220,440 in the third quarter of 2020.

During the second quarter of fiscal 2020 the Company incurred exploration expenditures of $267,155 which was lower than in the first quarter of 2020 of $369,903, mainly due to decreased activity on the Cordero Property. General expenses in the second quarter of 2020 and the first quarter of 2020 were comparable at $240,028 and $202,585 respectively.

During the first quarter of fiscal 2020 the Company incurred exploration expenditures of $369,903 which was higher than in the fourth quarter of 2019 of $297,981, mainly due to increased activity on the Cordero Property. General expenses in the first quarter of 2020 and the fourth quarter of 2019 were comparable at $202,585 and $223,311 respectively.

The fourth quarter of fiscal 2019 incurred exploration expenditures of $297,981 which 34% higher than the to the fourth quarter of 2018 which was $221,661, mainly due to a geophysical survey partially completed in the fourth quarter of 2019. Operating expenses were comparable in the fourth quarter of 2019 to the fourth quarter of 2018.

The third quarter of fiscal 2019 incurred exploration expenditures of $416,082 and general operating expenses of $234,833. General operating expenses for the third quarter of 2018 were $251,953, which are comparable to general operating costs of $234,833 in the third quarter of 2019. Exploration expenditures in the third quarter of 2018 were $336,638 and were 19% lower than exploration expenditures in the third quarter of 2019.

The second quarter of fiscal 2019 incurred exploration expenditures of $230,485 and general operating expenses of $268,660. General operating expenses for the second quarter of 2018 were $377,095. General operating expenses were lower than the second quarter of 2018 due to increased cost sharing with other companies.

The first quarter of fiscal 2019 incurred exploration expenditures of $194,118 which was lower than the comparable prior year quarter. Exploration expenditures were comparable to the fourth quarter of fiscal 2018. Operating expenses were lower than that of the comparable prior year due to the Company sharing overhead expenditures with other companies. No options were granted or vested in the first quarter of fiscal 2019 therefore share-based payments were $Nil versus $358,226 in the first quarter of fiscal 2018.

The fourth quarter of fiscal 2018 incurred exploration expenditures of $221,661 which was lower than the comparable prior year quarter. Exploration expenditures were down from the third quarter of fiscal 2018. Operating expenses were lower than that of the comparable prior year due to the Company sharing overhead expenditures with other companies. The Company wrote-off its Jumping Josephine Property in the fourth quarter of 2018 resulting in an impairment loss of $729,999.

The third quarter of fiscal 2018 incurred exploration expenditures of $336,638 which was lower than the comparable prior year quarter. Exploration expenditures were up from the second quarter of fiscal 2018 due to the Company completing its acquisition of the Cordero Project which included geological fees and claim maintenance fees. Operating expenses were lower than that of the comparable prior year due to the Company sharing overhead expenditures with other companies.

Outstanding Share Data:

(a) As of December 17, 2020, the Company had 187,398,044 shares outstanding.

(b) Share capital and reserves

On December 19, 2019, the Company granted 3,425,000 (2019 – 500,000) stock options to officers, directors, employees and consultants of the Company. The weighted average fair values of options granted are calculated using the Black-Scholes option pricing model. During the year ended April 30, 2020, the weighted average fair value of each option granted was $0.08 (2019 - $0.08).

The Company completed a private placement on November 19, 2019 and raised gross proceeds of $800,000 through the sale of 8,000,000 units at a price of $0.10 per unit. Each unit consisted of one common share of the Company and one half of one share purchase warrant. Each whole warrant is exercisable into one common share of the Company at a price of $0.15 per share for a period of two years. Using the residual value method, the value assigned to the warrants was $80,000.

The Company completed the first tranche of its non-brokered private placement on June 23, 2020 and raised gross proceeds of $989,000 through the sale of 12,362,500 units at a price of $0.08 per unit. Each unit consisted of one common share of the Company and one half of one share purchase warrant. Each whole warrant is exercisable into one common share of the Company at a price of $0.20 per share for a period of two years.

The Company completed the final tranche of its non-brokered private placement on July 17, 2020 and raised gross proceeds of $1,111,000 through the sale of 13,887,500 units at a price of $0.08 per unit. Each unit consisted of one common share of the Company and one half of one share purchase warrant. Each whole warrant is exercisable into one common share of the Company at a price of $0.20 per share for a period of two years.

The Company completed a non-brokered private placement on August 19, 2020 and raised gross proceeds of $5,500,000 through the sale of 36,666,666 units at a price of $0.15 per unit. Each unit consisted of one common share of the Company and one half of one share purchase warrant. Each whole warrant is exercisable into one common share of the Company at a price of $0.20 per share for a period of two years. In connection with the private placement the Company paid a finders' fee to Mackie Research Capital Corporation by issuing 2,199,999 units with the same price and terms as the private placement.

On January 26, 2019, the Company issued 200,000 shares for the Cordero Project valued at $14,000.

On January 26, 2020, the Company issued 300,000 shares for the Cordero Project valued at $25,500.

(c) Stock options and warrants

The Company has a plan to grant stock options to directors, officers, employees and consultants of the Company. Under the plan, the board of directors has the discretion to issue the equivalent of up to 10% of the issued and outstanding shares of the Company from time to time. Stock options are generally for a term of up to five years from the date granted and are exercisable at a price that is not less than the market price on the date granted. Vesting terms are determined at the discretion of the board of directors. Options issued to consultants providing investor relations services must vest in stages over a minimum of 12 months with no more than one-quarter of the options vesting in any three-month period.

(Expressed in Canadian Dollars)

Stock options and warrants (cont'd…):

The following stock options to acquire common shares of the Company were outstanding at December 17, 2020:

	Number of Shares	Exercisable	Exercise Price	Expiry Date
Options				
	3,000,000	3,000,000	0.35	January 29, 2021
	150,000	150,000	0.55	May 13, 2021
	2,100,000	2,100,000	0.17	May 3, 2022
	400,000	400,000	0.10	September 10, 2023
	2,925,000	2,925,000	0.10	December 19, 2024
	250,000	125,000	0.10	May 26, 2023*
	8,825,000	8,700,000		

*25% vest on August 26, 2020, November 26, 2020, February 26, 2021 and May 26, 2021

The following warrants to acquire common shares of the Company were outstanding at December 17, 2020:

Number of Warrants	Exercise Price	Expiry Date
4,000,000	$0.15	November 19, 2021
6,181,250	$0.20	June 23, 2022
6,943,750	$0.20	July 17, 2022
18,333,333	$0.20	August 19, 2022
35,458,333		

Liquidity:

The Company ensures that there is sufficient capital in order to meet annual business requirements, after taking into account administrative, property holding and exploration budgets. As the Company does not have operating cash flow, the Company has relied primarily on equity financings to meet its capital requirements.

The Company is in the exploration stage and commodity prices are not reflected in operating financial results. However, fluctuations in commodity prices may influence financial markets and may indirectly affect the Company.

The operating loss for the period of $860,989, after adjustments for non-cash items and changes in other working capital balances, cash used in operating activities amounting to $819,585.

The Company spent $35,561 on its equity investment during the six months ended October 31, 2020.

The Company received cash of $7,521,062 from financing activities during the six months ended October 31, 2020 which consisted of proceeds from private placement, net of share issue costs of $7,496,062 and proceeds from an exercise of options of $25,000.

As a consequence, the Company's cash position increased from the opening level of $242,385 at the beginning of the period to $6,908,301.

Management believes it will be able to raise equity capital as required in the long term, but recognizes the risks attached thereto. The Company continues to use various strategies to minimize its dependence on equity capital, including the securing of joint venture partners where appropriate.

(Expressed in Canadian Dollars)

Corporate Summary:

While there has been great volatility in the stock markets, which may raise questions about the Company's ability to raise new capital and thereby sustain or expand its operations, as mentioned above, the Company succeeded in raising in excess of $8 million during fiscal 2014 and $2 million during fiscal 2015 based on the strength of its mineral property holdings, and in 2015, the successful sale of the 55% Barsele JV interest and initial receipt of US$7 million and subsequent receipt of US$4,000,000 in 2016 and in June 2017. In the current period the Company has raised gross proceeds of $7,600,000. However, there is no certainty that the Company will continue to be successful in its efforts to raise new capital, which would cause the Company to reconsider its viability as a going concern at that time and how best to sustain a reduced level of operations, pending a return to better market conditions when a financing could be completed.

Capital Resources:

The Company considers its capital structure to be shareholders' equity. Management's objective is to ensure that there is sufficient capital to minimize liquidity risk and to continue as a going concern. As an exploration stage company, the Company is unable to finance its operations from cash flow and has relied primarily on equity financings to meet its capital requirements.

Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future, or that the terms of such financings will be favorable.

The Company's share capital is not subject to any external restriction and the Company did not change its approach to capital management during the period.

Related Party Transactions:

The financial statements include the financial statements of Orex Minerals Inc. and its subsidiaries listed in the following table:

Name of Subsidiary	Country of Incorporation	Proportion of Ownership Interest	Principal Activity
OVI Exploration de Mexico S.A. de C.V.	Mexico	100%	Mineral exploration
Servicios Mineros Orex Silver S.A. de C.V.	Mexico	100%	Mineral exploration
Astral Mining Corporation	Canada	100%	Mineral exploration
Astral Mining S.A. de C.V.	Mexico	100%	Mineral exploration

During the three months ended July 31, 2020, the Company entered into the following transactions with related parties, directors and key management personnel. Key management personnel are individuals responsible for planning, directing and controlling the activities of the Company and include all directors and officers.

(Expressed in Canadian Dollars)

Related Party Transactions (cont'd…):

Compensation paid or payable to key management personnel for services rendered are as follows:

		Six Months Ended October 31, 2020		Six Months Ended October 31, 2019
Management fees (Gary Cope – 683192 BC Ltd.; Ross Wilmot – Cedarwoods Group)	$	121,440	$	121,440
Geological consulting fees (Arthur Freeze – Stillwater Enterprises Ltd.; Velia Ledezma – 683192 BC Ltd.)		80,098		73,098
Total	$	201,538	$	194,538

		Six Months Ended October 31, 2020		Six Months Ended October 31, 2019
Investor relations*	$	14,962	$	32,104
Office and administrative*		87,793		69,621
Rent*		39,650		30,000
Total	$	142,405	$	131,725

*Fees paid to a management service company controlled by the Chief Executive Officer and director of the Company that provides a corporate secretary, and accounting and administration staff to the Company, on a shared cost basis.

Included in accounts payable and accrued liabilities as at October 31, 2020 is $Nil (April 30, 2020 - $42,063) paid to directors or officers or companies controlled by directors.

Off Balance Sheet Arrangements:

The Company has no material off balance sheet arrangements in place.

Changes in Accounting Policies Including Initial Adoption:

New Standards Adopted:

IFRS 16 Leases ("IFRS 16")

IFRS 16, published on January 13, 2016, supersedes IAS 17 – Leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless a lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. IFRS 16 applies to reporting periods beginning on or after January 1, 2019.

The Company adopted IFRS 16 effective May 1, 2019 using the modified retrospective method. Under this method, financial information will not be restated and will continue to be reported under the accounting standards in effect for those periods. The Company will recognize lease obligations related to its lease commitments for its office lease. It will be measured at the present value of the remaining lease payments, discounted using the Company's incremental borrowing rate as at May 1, 2019. The associated right of use asset will be measured at the lease obligation amount, less prepaid lease payments, resulting in no adjustment to the opening balance of retained earnings. The Company applied the following practical expedients permitted under the new standard:

- leases of low dollar value will continue to be expensed as incurred; and
- the Company will not apply any grandfathering practical expedients.

As at May 1, 2019 IFRS 16 did not have any impact on the amount recognized in the condensed consolidated interim financial statements. The Company has elected not to recognize the right-of-use assets and lease liabilities for short-term leases that have a lease term of twelve months or less. For the six months ended October 31, 2020, rent expense included in rent of $39,650 and in general exploration of $7,015 has been incurred.

Financial and Capital Risk Management:

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are described below.

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair value of financial instruments

The Company has various financial instruments including cash, receivables, accounts payable and accrued liabilities. Cash is carried at fair value using a level 1 fair value measurement. The carrying values of receivables and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

Financial and Capital Risk Management (cont'd…):

Concentrations of business risk

The Company maintains a majority of its cash with a major Canadian financial institution and the remainder of its cash with a major Mexican financial institution. Deposits held with these institutions may exceed the amount of insurance provided on such deposits.

As the Company operates in an international environment, some of the Company's transactions are denominated in currencies other than the Canadian dollar. Fluctuations in the exchange rates between these currencies and the Canadian dollar could have a material effect on the Company's business, financial condition and results of operations. The Company does not engage in any hedging activity.

Credit risk

The Company is exposed to credit risk only with respect to uncertainties as to timing and amount of collectability of receivables. The Company believes its credit risk arises from input value-added tax (IVA) and goods and services tax (GST), which are recoverable from the governing body in Mexico and Canada, respectively. As the Company's exploration operations are conducted in Mexico and Canada, the Company's operations are also subject to the economic risks associated with these countries.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure. The Company is subject to liquidity risk.

Accounts payable and accrued liabilities are due within the current operating period.

Foreign exchange risk

A portion of the Company's operational transactions are originally or effectively denominated in US dollars. As well, because the Company's operations are in Mexico, some costs are denominated in Mexican Pesos. Accordingly, the results of the Company's operations and comprehensive loss as stated in Canadian dollars will be impacted by exchange rate fluctuations. The Company does not hedge its exposures to movements in the exchange rates at this time.

The Company's exposure to foreign currency risk is on its cash, receivables, accounts payable and accrued liabilities. At October 31, 2020, a hypothetical change of 10% in the foreign exchange rate between the Canadian dollar and US dollar would have an effect of $700 on loss and comprehensive loss; a hypothetical change of 10% in the foreign exchange rate between the Canadian dollar and the Mexican Peso would have an effect of $17,000 on loss and comprehensive loss.

Interest rate risk

The Company limits its exposure to interest rate risk by holding cash deposits at major Canadian financial institutions and accordingly is not subject to significant interest rate risk.

Price risk

Mineral prices, in particular gold and silver, are volatile, and have fluctuated sharply. The prices are subject to market supply and demand, political and economic factors, and commodity speculation, all of which can interact with one another to cause significant price movement from day to day and hour to hour. These price movements can affect the Company's ability to operate and to raise financing through the sale of its common shares.

Subsequent Events:

Subsequent to the period ended October 31, 2020 the Company announced that Gary Cope had resigned as President, CEO and Director of the Company, and that B.H. (Ben) Whiting was appointed as President and CEO and as a Director of the Company.

Additional Information:

Additional information relating to the Company may be accessed on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.