

OREX MINERALS INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual general and special meeting (the "**Meeting**") of the shareholders of Orex Minerals Inc. (the "**Company**") will be held at Suite 1130 – 1055 W Hastings Street, Vancouver, British Columbia, on Thursday, October 29, 2020, at 11:00 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the year ended April 30, 2020, together with the auditor's report thereon.
2. To appoint the auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors.
3. To elect the directors for the ensuing year.
4. To consider, and if thought advisable, to approve an ordinary resolution authorizing, ratifying and confirming the Company's Stock Option Plan, as more particularly described in the accompanying information circular (the "**Circular**").
5. To consider, and if thought advisable, to approve an ordinary resolution of disinterested shareholders authorizing the creation of a new Control Person of the Company (as such term is defined in the policies of the TSX Venture Exchange), as more particularly described in the Circular.

In addition, shareholders will be asked to consider any amendment or variation of a matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof.

While as of the date of this Notice, we are intending to hold the Meeting in physical face to face format, we are continuously monitoring the current coronavirus (COVID-19) outbreak. In light of the rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, shareholders follow, among other things, the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local instructions. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. All shareholders are strongly encouraged to vote prior to the Meeting by any of the means described on pages 1 and 2 of the Circular accompanying this Notice.

We reserve the right to take any additional precautionary measures we deem appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak including, if we consider necessary or advisable, providing a webcast version of the Meeting and/or hosting the Meeting solely by means of remote communication. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. Please monitor our press releases as well as our website at www.orexminerals.com for updated information. We advise you to check our website one week prior to the Meeting date for the most current information. We do not intend to prepare or mail an amended Circular in the event of changes to the Meeting format.

The Circular accompanying this Notice contains details of matters to be considered at the Meeting. A copy of the annual financial statements of the Company for the financial year ended April 30, 2020, together with the auditors' report thereon and the corresponding management discussion and analysis, are available on the Company's SEDAR profile at www.sedar.com and copies may be mailed to those shareholders who request a copy.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his duly executed form of proxy with Computershare Investor Services Inc., at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 not later than 11:00 a.m. (Vancouver time) on October 27, 2020 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person are requested to date, complete, sign and return the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Circular.

Non-registered shareholders who would like to attend the Meeting should complete and return the materials they received in accordance with the instructions from their broker or other intermediary to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered shareholder.

DATED at Vancouver, British Columbia, this 29th day of September 2020.

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ Gary Cope

Gary Cope, President