

OREX MINERALS INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual general meeting (the "**Meeting**") of the shareholders of Orex Minerals Inc. ("**Orex**") will be held at 1130 – 1055 W. Hastings Street, Vancouver, British Columbia, on Wednesday, October 22, 2014, at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements of Orex for the year ended April 30, 2014, together with the auditor's report thereon.
2. To appoint the auditor for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
3. To elect the directors of Orex for the ensuing year.
4. To consider and, if thought advisable, to approve an ordinary resolution authorizing, ratifying and confirming Orex's 2014 amended and restated stock option plan, including the reserving for issuance under the stock option plan at any time of a maximum of 10% of the issued and outstanding common shares of Orex.

In addition, shareholders will be asked to consider any amendment to 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.

An information circular (the "**Circular**") accompanies this Notice. The Circular contains details of matters to be considered at the Meeting.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with Computershare Investor Services Inc., at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 not later than 10:00 a.m. (Vancouver time) on October 20, 2014 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.

DATED at Vancouver, British Columbia, this 19th day of September, 2014.

ON BEHALF OF THE BOARD OF DIRECTORS

"Gary Cope"

Gary Cope
President, CEO and Director