OREX MINERALS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the Annual and Special General Meeting of the shareholders of Orex Minerals Inc. (the "Company") will be held at Suite 1700 – 666 Burrard Street, Vancouver, British Columbia, on Thursday, October 20, 2016, at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Company for the year ended April 30, 2016, 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.

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.

An Information Circular accompanies this Notice. The Information 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 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 18, 2016 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 Information Circular.

DATED at Vancouver, British Columbia, this 14th day of September, 2016.

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ Gary Cope

Gary Cope, President