

Orex Minerals Inc.
GOVERNANCE COMMITTEE CHARTER

(August, 2019)

The purpose of the Governance Committee is to assist the Board of Directors of Orex Minerals Inc. in fulfilling its oversight responsibilities with respect to corporate governance in general, and specifically to ensure that the requirements for the Board of Directors and its activities conform to the Company's corporate governance policy, as set out below, the requirements of the Business Corporations Act (British Columbia) and all relevant regulatory bodies.

The shareholders' interest in the business and affairs of the Company are managed through its elected directors, chosen at the annual general and special meeting by shareholder vote. The Board of Directors has the designated responsibility to oversee all aspects of the Company on behalf of the shareholders, including the appointment of executives, the strategy and risk management, and the Company's compliance with legal and regulatory requirements including National Instrument NI 58-201 *Corporate Governance Principles* ("**NI 58-201**").

COMPOSITION OF THE GOVERNANCE COMMITTEE

The Governance Committee shall be comprised of not less than three directors, all of whom, to the extent possible, are independent, as defined by the Companies Act and applicable regulations. Each member of the Governance Committee shall be appointed annually, for a term not to exceed one year and ending at the Annual General and Special Meeting of the Company. The Governance Committee may seek the counsel of outside experts, when necessary and reasonable, at the Company's expense.

GOVERNANCE COMMITTEE MEETINGS

The Governance Committee will meet at least once a year for the purposes of reviewing its mandate for the ensuing year, and to review the activities and effectiveness of the Board of Directors as these relate to the Board Charter, to determine the selection of Board of Directors member nominees to stand for election for the ensuing year, to review the Articles and all current and proposed company Policies, the disclosure and executive compensation information to be included in the management information circular, review the 10% rolling stock option plan, to review the contents of the other committee mandates, and to deliberate on any other business which is properly brought before the committee at that time.

At all Governance Committee meetings, a majority of the total number of committee members shall constitute a quorum for the purposes of transacting business, and minutes of each meeting shall be taken and retained. Meetings may be held in person or by teleconference or any combination that the members of the Committee agree to.

An agenda, and materials in support of the items on the agenda, will be circulated at least two days in advance to the members of the Committee. The Agenda will be determined by the Chairman, with input from the Committee members and the assistance of the Corporate Secretary.