

OREX MINERALS INC.

**300 – 1055 West Hastings Street
Vancouver, BC V6E 2E9
Phone: 604-687-8566**

INFORMATION CIRCULAR

(As at October 3, 2024, except as otherwise indicated)

MANAGEMENT SOLICITATION

This information circular (the "Circular") is furnished to you in connection with the solicitation of proxies by management of Orex Minerals Inc. ("we", "us", "Orex" or the "Company") for use at the annual general and special meeting (the "Meeting") of shareholders of the Company ("Orex Shareholders") to be held at 11:00 a.m. (Pacific time) on Friday, November 15, 2024, and at any adjournment of the Meeting. It is expected that the solicitation of proxies will be primarily by mail using the notice and access provisions described below but our officers, directors and employees may also, without receiving special compensation, contact Orex Shareholders by telephone, electronic means, or other personal contact. We will not specifically engage employees or soliciting agents to solicit proxies. We do not reimburse Orex Shareholders, nominees, or agents for their costs of obtaining authorization from their principals to sign forms of proxy. We will pay the expenses of this solicitation.

GENERAL PROXY INFORMATION

Notice and Access Provisions

Pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101"), and in an effort to reduce printing and mailing costs, we are using the notice and access provisions under NI 54-101 to deliver the Circular, management's discussion and analysis and annual audited financial statements for the year ended April 30, 2024, and other materials (collectively, the "**meeting materials**") for the Meeting. Instead of receiving printed copies of the meeting materials, you will receive a notice with information on the meeting date, where it is being held and when, as well as information on how you may access the meeting materials electronically. The Company is providing paper copies of the Circular only to those registered shareholders and beneficial shareholders that have previously requested to receive paper materials. You can access electronic copies of the meeting materials on our website, <https://orexminerals.com/investors/annual-general-meeting/>, and on our SEDAR+ profile at www.sedarplus.ca. You can also request printed copies of the meeting materials in advance of the Meeting, however your request should be sent to the Company so we receive it by Friday, November 1, 2024 in order to allow sufficient time for you to receive the printed copies and return your proxy or voting instruction form to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia) prior to the time set for the Meeting or any adjournments or postponements thereof. To receive free printed copies of the meeting materials, please contact our Corporate Secretary by: (i) email: sandi@belcarragroup.com; or (ii) mail: Suite 300, 1055 West Hastings Street, Vancouver, BC V6E 2E9.

Appointment of Proxyholders

The persons named as proxyholders in the enclosed form of proxy are the Company's directors or officers. **As an Orex Shareholder, you have the right to appoint a person or company (who need not be a shareholder) in place of the persons named in the form of proxy to attend and act on your behalf at the Meeting. To exercise this right, you must either insert the name of your representative in the blank space provided in the form of proxy and strike out the other names or complete and deliver another appropriate form of proxy.**

A proxy will not be valid unless it is dated and signed by you or your attorney duly authorized in writing or, if you are a corporation, by an authorized director, officer, or attorney of the corporation.

Voting by Proxy

The persons named in the accompanying form of proxy will vote or withhold from voting the shares represented by the proxy in accordance with your instructions, provided your instructions are clear. If you have specified a choice on any matter to be acted on at the Meeting, your shares will be voted or withheld from voting accordingly. If you do not specify a choice or where you specify both choices for any matter to be acted on, your shares will be voted in favour of all matters.

The enclosed form of proxy gives the persons named as proxyholders discretionary authority regarding amendments to or variations of matters identified in the Notice of Meeting and any other matter that may properly come before the Meeting. As of the date of this Circular, our management is not aware of any such amendment, variation or other matter proposed or likely to come before the Meeting. However, if any amendment, variation or other matter properly comes before the Meeting, the persons named in the form of proxy intend to vote on such other business in accordance with their judgment.

You may indicate the manner in which the persons named in the enclosed proxy are to vote on any matter by marking an "X" in the appropriate space. If you wish to give the persons named in the proxy a discretionary authority on any matter described in the proxy, then you should leave the space blank. **In that case, the proxyholders nominated by management will vote the shares represented by your proxy in accordance with their judgment.**

Completion and Return of Proxy

You must deliver the completed form of proxy to the office of the Company's registrar and transfer agent, Computershare Investor Services Inc. (contact information below), or to the Company's head office at the address listed on the cover page of this Circular, by Wednesday, November 13, 2024 at 11:00 a.m. (Pacific time), which is not less than 48 hours (Saturdays, Sundays, and holidays excepted) before the scheduled time of the Meeting (or any adjournment, as applicable).

Mail:

Computershare Investor Services Inc.
Proxy Dept.
100 University Avenue, 9th Floor
Toronto, Ontario M5J 2Y1

Fax:

Within North America: 1-866-249-7775
Outside North America: 1-416-263-9524

Non-Registered Holders

Only Orex Shareholders whose names appear on our records or validly appointed proxyholders are permitted to vote at the Meeting. Most Orex Shareholders are "non-registered" Orex Shareholders because their shares are registered in the name of a nominee, such as a brokerage firm, bank, trust company, trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan or a clearing agency such as CDS Clearing and Depository Services Inc. (a "**Nominee**"). If you purchased your shares through a broker, you are likely a non-registered Orex Shareholder.

Non-registered Orex Shareholders who have not objected to their Nominee disclosing certain ownership information about themselves to us are referred to as "**NOBOs**". Those non-registered Orex Shareholders who have objected to their Nominee disclosing ownership information about themselves to us are referred to as "**OBOs**".

Pursuant to NI 54-101, the Corporation will distribute copies of the meeting materials pursuant to the notice and access provisions described above. Nominees are required to forward the Meeting Materials to each OBO unless the OBO has waived the right to receive them. Management does not intend to pay for intermediaries to forward to OBOs under NI 54-101 the proxy-related materials, and Form 54-101F7 - *Request for Voting Instructions Made by Intermediary* and that in the case of an OBO, the objecting beneficial owner will not receive these materials unless the OBO's intermediary assumes the cost of delivery.

Orex Shares held by Nominees can only be voted in accordance with the instructions of the non-registered shareholder. Meeting Materials sent to non-registered shareholders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a "**VIF**"). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered shareholder is able to instruct the registered shareholder (or Nominee) how to vote on behalf of the non-registered shareholder. VIFs, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit non-registered shareholders to direct the voting of the shares they beneficially own. Should a non-registered holder who receives a VIF wish to attend the Meeting or have someone else attend on his or her behalf, the non-registered holder may request a legal proxy as set forth in the VIF, which will grant the non-registered holder or his/her nominee the right to attend and vote at the Meeting. Non-registered holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.

Revocability of Proxy

If you are a registered Orex Shareholder who has returned a proxy, you may revoke your proxy at any time before it is exercised. In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by either:

- (a) signing a proxy bearing a later date; or
- (b) signing a written notice of revocation in the same manner as the form of proxy is required to be signed as set out in the notes to the proxy.

The later proxy or the notice of revocation must be delivered to the office of the Company's registrar and transfer agent or to the Company's head office at any time up to and including the last business day before the scheduled time of the Meeting or any adjournment or postponement thereof.

If you are a non-registered Orex Shareholder who wishes to revoke a proxy authorization form or VIF or to revoke a waiver of your right to receive Meeting Materials and to give voting instructions, you must give written instructions to your Nominee in accordance with such Nominee's instructions.

Advance notice of the Meeting was posted on the Company's SEDAR+ profile on September 6, 2024.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as set out herein, none of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of common shares without par value (each, an "**Orex Share**"), of which 27,540,513 Orex Shares were issued and outstanding as of the record date, being October 2, 2024 (the "**Record Date**"). The Company has only one class of shares, the Orex Shares, which effective September 27, 2023, were consolidated at a ratio of ten (10) pre-consolidation Orex Shares to one (1) post-consolidation Orex Share. All references to Orex Shares and other securities of Orex in this Circular are therefore on a post-consolidation basis.

Persons who are registered Orex Shareholders at the close of business on the Record Date will be entitled to receive notice of, attend, and vote at the Meeting. On a show of hands, every shareholder and proxyholder will have one vote and, on a poll, every shareholder present in person or represented by proxy will have one vote for each Orex Share. In order to approve a motion proposed at the meeting, a majority of more than 50% of the votes cast will be required to pass an ordinary resolution.

To the knowledge of the directors and executive officers of the Company, as of the Record Date, no person or company beneficially owns directly or indirectly, controls, or directs shares carrying 10% or more of the voting rights attached to all outstanding Orex Shares, except Eric Sprott, who indirectly through his holding Company, 2176423 Ontario Ltd. ("**217 Ltd.**"), has control and direction over 3,666,667 Orex Shares, representing approximately 13.3% of the voting rights attached to all of the issued and outstanding Orex Shares as of the Record Date.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Compensation, Philosophy and Objectives

The Company has appointed a Compensation Committee and adopted a Compensation Committee Charter in order that the Compensation Committee may guide the compensation program. See Appendix B of this Circular for a full copy of the Compensation Committee Charter. The Orex board of directors (the "**Orex Board**") meets to discuss and determine management compensation, upon recommendation by the Compensation Committee, without reference to formal objectives, criteria or analysis.

The general objectives of the Company's compensation strategy are to:

- (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value;
- (b) align management's interests with the long-term interests of Orex Shareholders;
- (c) provide a compensation package that is commensurate with other junior mineral exploration companies to enable the Company to attract and retain talent; and
- (d) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is a natural resource company without a history of earnings.

The Orex Board, as a whole, ensures that total compensation paid to all Named Executive Officers (as hereinafter defined) is fair and reasonable. The Orex Board relies on the experience of its members as officers and directors with other junior mining companies in assessing compensation levels.

The Orex Board considered the risks associated with the current compensation program but did not note any potential material adverse effects. No director or Named Executive Officer is permitted to purchase financial instruments that are designed to hedge or offset a decrease in the market value of the Company's equity securities held directly or indirectly.

Analysis of Elements

Base compensation is used to provide the Named Executive Officers a set amount of money during the year with the expectation that each Named Executive Officer will perform his responsibilities to the best of his ability and in the best interests of the Company. The Company considers the granting of incentive stock options to be a significant component of executive compensation as it allows the Company to reward each Named Executive Officer's efforts to increase value for Orex Shareholders without requiring the Company to use cash from its treasury. Stock options are generally awarded to directors, officers, consultants and employees periodically at the discretion of the Orex Board. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Company's 2017 Amended and Restated Stock Option Plan as most recently approved by Orex Shareholders at the annual general and special meeting held on October 25, 2023 (the "**Stock Option Plan**"). The Orex Board may choose to grant a cash bonus to a Named Executive Officer during the year at its sole discretion. The amount and timing of such bonus will depend on the needs of the Company, the amount of cash in the treasury, and the relative amounts each member of management or consultant earns in consulting fees each month.

Long-Term Compensation and Option-Based Awards

The Company has no long-term incentive plans other than the Stock Option Plan. The Company's directors, officers, employees and consultants are entitled to participate in the Stock Option Plan. The Stock Option Plan is designed to encourage share ownership and entrepreneurship on the part of senior management, employees and other consultants. The Orex Board believes that the Stock Option Plan aligns the interests of the Named Executive Officers and the Orex Board with Orex Shareholders by linking a component of executive compensation to the longer-term performance of the Orex Shares.

Options to purchase Orex Shares under the terms of the Stock Option Plan (each, an "**Orex Option**") are granted by the Orex Board. In monitoring or adjusting the option allotments, the Orex Board takes into account its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous option grants and the objectives set for the Named Executive Officers and the Orex Board. In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Orex Board also makes the following determinations:

- the parties who are entitled to participate in the Stock Option Plan;
- the exercise price of each Orex Option granted;
- the date on which each Orex Option is granted;
- the vesting period, if any, for each Orex Option;
- the other material terms and conditions of each Orex Option grant; and
- any re-pricing or amendment to an Orex Option grant.

The Orex Board makes these determinations subject to and in accordance with the provisions of the Stock Option Plan. The Orex Board reviews and approves grants of Orex Options periodically during the financial year.

Pursuant to the Stock Option Plan, the Orex Board grants Orex Options to directors, officers, employees and consultants as incentives. The number of Orex Options awarded to a Named Executive Officer is determined by his position and his potential future contributions to Orex. The exercise price of Orex Options is determined by the Orex Board but will in no event be less than the closing trading price of the Orex Shares on the TSX Venture Exchange (the "**TSX-V**") on the day before an Orex Option is granted.

The executive officers and Orex Board refer to the Compensation Committee with respect to setting or amending any equity incentive plans under which share-based or option-based awards are granted. The Compensation Committee carries out these responsibilities in accordance with the Compensation Committee Charter which is included as Appendix B.

Summary of Compensation

For the purposes of this Circular, "**Named Executive Officer**" ("**NEO**") means each of the following individuals:

- (a) the chief executive officer ("**CEO**") of the Company;
- (b) the chief financial officer ("**CFO**") of the Company;
- (c) the most highly compensated executive officer, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for the financial year ended April 30, 2024; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer, nor acting in a similar capacity, on April 30, 2024.

Compensation Excluding Compensation Securities

During the financial year ended April 30, 2024, the Company had two Named Executive Officers, being Messrs. Whiting, and Wilmot. On September 17, 2024, Bernard Whiting resigned as President, CEO and Director and was succeeded by John Eren on September 19, 2024. For information concerning compensation related to previous years, please refer to the Company's previous management information circulars available on its SEDAR+ profile at www.sedarplus.ca. The following table sets forth all direct and indirect compensation for, or in connection with, services provided to the Company and its subsidiaries for the financial year ended April 30, 2024.

Table of Compensation Excluding Compensation Securities							
Name and Position	Year	Salary, Consulting Fee, Retainer, or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all Other Compensation (\$)	Total Compensation (\$)
Bernard Whiting ¹ President, CEO and Director	2024	272,400	Nil	Nil	Nil	Nil	272,400
	2023	272,400	43,834	Nil	Nil	Nil	316,234
Ross Wilmot CFO and Director	2024	140,400	Nil	Nil	Nil	Nil	140,400
	2023	140,400	22,917	Nil	Nil	Nil	163,317
Art Freeze ² Director	2024	139,200	Nil	Nil	Nil	Nil	139,200
	2023	139,200	22,917	Nil	Nil	Nil	162,117
David Gunning ³ Director	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
William (Harry) White ⁴ Director	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil

(1) On September 17, 2024, Bernard Whiting resigned as President, CEO and director and was succeeded by John Eren on September 19, 2024.

(2) On September 17, 2024, Art Freeze resigned as a director and was succeeded by Chris Beltgens on September 19, 2024.

(3) David Gunning resigned as director and was replaced by Adam Cegielski on March 25, 2024.

(4) William White resigned as director on April 2, 2024.

No director was compensated for their services as director during the financial years ended April 30, 2024, or 2023.

INCENTIVE PLAN AWARDS

Stock Options and Compensation Securities

The Company did not grant any Orex Options or other compensation securities during the year ended April 30, 2024. All Orex Options granted to directors or Named Executive Officers vest immediately upon granting and are non-transferrable.

Compensation Securities – Exercised During the Year

There were no exercises of option-based awards by any director or Named Executive Officer during the most recently completed financial year ended April 30, 2024.

Pension Plan Benefits

The Company does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following, or in connection with retirement.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Under the terms of the Wilmot Agreement, the Whiting Agreement and the Freeze Agreement (each as defined below in the section entitled "*Management Contracts*"), in the event of death or as a result of termination due to disability (as defined in each of the foregoing agreements), the Company will pay and provide Cedarwoods Group (for the Wilmot Agreement), Whiting Geological Consulting Inc. (for the Whiting Agreement) or Stillwater Enterprises Ltd. (for the Freeze Agreement), as applicable, any accrued consulting fees through to the date of termination and reimbursement for any unreimbursed expenses incurred through to the date of death or termination due to disability.

In the event of a Change of Control (as defined in the Whiting Agreement, the Wilmot Agreement, or the Freeze Agreement) where employment is terminated absent an Event of Default (as defined in each agreement) in the 12-month period following the Change of Control, Cedarwoods Group, Whiting Geological Consulting Inc. or Stillwater Enterprises Ltd., as applicable, is entitled to receive a lump sum, payable within 30 days of the date of termination as laid out in the table below. If the Company terminates the Whiting Agreement, the Wilmot Agreement, or the Freeze Agreement other than for an Event of Default, Whiting Geological Consulting Inc., as applicable, maybe entitled to receive a lump sum payment of up to twenty-four months' consulting fee, and Cedarwoods Group or Stillwater Enterprises Ltd., as applicable, may be entitled to receive a lump sum payment of up to twelve months' consulting fee.

The following table shows the estimated compensation that would have been payable assuming termination and/or Change of Control events occurred on April 30, 2024:

Name	Payment Upon Retirement, Death or Disability Termination ¹	Payment Upon Termination After Change of Control Absent Event of Default ²	Payment Upon Termination Other than Change of Control or Event of Default
Bernard Whiting ³	Nil	\$550,000	\$272,400
Ross Wilmot	Nil	\$275,000	\$140,400
Art Freeze ⁴	Nil	\$275,000	\$139,200

- (1) This amount assumes no consulting fees accrued through to the date of termination and no expenses that have not been reimbursed.
 (2) These amounts do not include applicable GST.
 (3) On September 17, 2024, Bernard Whiting resigned as President, CEO and director and was succeeded by John Eren on September 19, 2024.
 (4) On September 17, 2024, Art Freeze resigned as a director and was succeeded by Chris Beltgens on September 19, 2024.

Other than as set out above, there are no compensatory plans or arrangements, with respect to any Named Executive Officer or director, resulting from the resignation, retirement or any other termination of employment of the officer or from a change in control of the Company or a change of any Named Executive Officer's responsibilities following a Change of Control.

The only significant conditions of the Wilmot Agreement, the Whiting Agreement or the Freeze Agreement that apply to the receipt of payments or benefits is the enduring confidentiality clause regarding confidential information, as defined in each respective agreement, and the signing of a mutual release. The provision for breach of the applicable clause is subject to the laws of British Columbia and the laws of Canada applicable therein. There are no other significant factors.

DIRECTOR COMPENSATION

As at the Record Date, the Company had five directors, two of whom are also Named Executive Officers. The Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services as directors, for committee participation, or for involvement in special assignments during the most recently completed financial year except for the granting from time to time of incentive stock options in accordance with the policies of the TSX-V. None of the Company's directors received any cash compensation for services provided in their capacity as directors during the Company's most recently completed financial year.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information as of April 30, 2024, regarding the number of Orex Shares to be issued pursuant to the Stock Option Plan. The Company does not have any equity compensation plans that have not been approved by Orex Shareholders.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	847,500	\$1.24	1,373,647
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	847,500	\$1.24	1,373,647

INDEBTEDNESS TO COMPANY OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

No person who is or at any time since the commencement of the Company's last completed financial year was a director, executive officer or senior officer of the Company, and no associate of any of the foregoing persons has been indebted to the Company at any time since the commencement of the Company's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person, other than amounts not exceeding \$50,000 for travel advances.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Company, no proposed nominee for election as a director of the Company, and no associate or affiliate of any of these persons, has any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company, other than as disclosed in this Circular. An "informed person" means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company if it has purchased, redeemed, or otherwise acquired any of its securities, so long as it holds any of its securities.

MANAGEMENT CONTRACTS

Management functions of the Company are substantially performed by directors or executive officers of the Company and not to any substantial degree by any other person with whom the Company has contracted, other than the following:

1. Pursuant to the consulting agreement between the Company and Cedarwoods Group, a company wholly owned by Ross Wilmot, dated June 1, 2021, replacing any prior agreements including ones dated January 1, 2017, May 1, 2013, and March 11, 2011, (the "**Wilmot Agreement**"), Cedarwoods Group, of Surrey, BC provides financial consulting services to the Company. Under the terms of the Wilmot Agreement, the Company paid Cedarwoods Group a monthly consulting fee of \$11,700 plus applicable GST. Either of the Company or Cedarwoods Group may terminate the Wilmot Agreement at any time in accordance with the terms and conditions of the Wilmot Agreement provided reasonable notice has first been provided to either the Company or Cedarwoods Group, as applicable.
2. Pursuant to the consulting agreement between the Company and Whiting Geological Consulting Inc., a company wholly owned by Bernard Whiting, dated June 1, 2021, replacing any prior agreements including ones dated January 1, 2017, and May 1, 2013, which replaced an agreement from 2004, (the "**Whiting Agreement**") Whiting Geological Consulting Inc. provides geological consulting services to the Company. Whiting Geological Consulting Inc. is engaged in the business of mineral exploration and geological consulting. Under the terms of the Whiting Agreement, the Company paid Whiting a monthly consulting fee of \$22,700 plus GST. Either of the Company or Whiting Geological Consulting Inc. can terminate the Whiting Agreement at any time in accordance with the terms, provided reasonable notice has first been provided. Effective September 17, 2024, Bernard Whiting resigned as President, CEO and director.
3. Pursuant to the consulting agreement between the Company and Stillwater Enterprises Ltd., a company wholly owned by Art Freeze, dated June 1, 2021, replacing any prior agreements including ones dated January 1, 2017, May 1, 2013, and March 1, 2011, which replaced an agreement from 2007, (the "**Freeze Agreement**"), Stillwater Enterprises Ltd. of Vancouver, BC provides geological consulting services to the Company. Under the terms of the Freeze Agreement, the Company paid Stillwater Enterprises Ltd. a monthly consulting fee of \$11,600 plus applicable GST. The Company or Stillwater Enterprises Ltd. may terminate the Freeze Agreement at any time in accordance with the terms and conditions of the Freeze Agreement provided reasonable notice has first been provided to either the Company or Stillwater Enterprises Ltd., as applicable. Effective September 17, 2024, Art Freeze resigned as director.
4. Pursuant to the shared services agreement between the Company and Belcarra Group Management Ltd. ("**Belcarra**") dated January 1, 2017 and amended January 1, 2021, a company wholly owned by a former director of the Company, Belcarra provides management, administrative, office facilities and other related services including the provision of personnel as may be required by the Company from time to time, with costs allocated on a shared and proportional basis with certain other companies that have also engaged Belcarra to provide these services, including an accountant and Corporate Secretary to the Company in exchange for a variable monthly fee of the total costs incurred by Belcarra for the applicable month (the "**Belcarra Agreement**"). During the year ended April 30, 2024, Belcarra provided services to the Company, as well as to two other publicly traded companies, being Silver Viper Minerals Corp. and First Nordic Metals Corp., and the cost of such services was allocated on a proportional basis among the three companies at 33.3% per company. Pursuant to the terms of the Belcarra Agreement, as amended January 1, 2021, the Company will pay Belcarra a fee of \$1,000,000 in the event of a Change of Control (as such term is defined in the Belcarra Agreement) of the Company. Such fee will be due and payable on the date of the Change of Control and will be in addition to any other fees due by the Company to Belcarra under the Belcarra Agreement.

CORPORATE GOVERNANCE

The following is a summary of the Company's corporate governance disclosure required by Form 58-101F2 of National Instrument 58-101 - *Disclosure of Corporate Governance Practices*.

Orex Board

The Orex Board, at present, is composed of five directors, two of whom are executive officers of the Company and three of whom are considered to be "independent," as that term is defined in applicable securities legislation. Messrs. Adam Cegielski, Chris Beltgens and Steve Cope are considered to be independent directors. Mr. John Eren, President and CEO, and Mr. Ross Wilmot, CFO, by reason of their respective offices, are not. In determining whether a director is independent, the Orex Board chiefly considers whether the director has a relationship which could, or could be perceived to, interfere with the director's ability to objectively assess the performance of management.

The Orex Board is responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. Orex Board consideration and approval is also required for material contracts and business transactions, and all debt and equity financing transactions.

The Orex Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing the Company's cash flow, evaluating new business opportunities, recruiting staff, and complying with applicable regulatory requirements. The Orex Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans, and annual operating plans.

Directorships

Certain of the directors of the Company are also directors of other reporting issuers (or the equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Name of Director	Name of Other Reporting Issuer (or Equivalent in Foreign Jurisdiction)
Ross Wilmot	First Nordic Metals Corp.; Silver Viper Minerals Corp.; Burrell Resources Inc.
Steve Cope ¹	Silver Viper Minerals Corp.
Chris Beltgens ²	Somerset Energy Partners Corp.; Kingfisher Metals Corp.; Intertidal Capital Corp.; J2 Metals Inc.

(1) Steve Cope was appointed to the Board of Directors on June 3, 2024.

(2) Chris Beltgens was appointed to the Board of Directors on September 19, 2024.

Orientation and Continuing Education

The Company has not yet developed an official orientation or training program for new directors. As required, new directors will have the opportunity to become familiar with the Company by meeting with the other directors and with officers and employees. Orientation activities are tailored to the particular needs and experience of each director and the overall needs of the Orex Board.

Ethical Business Conduct

The Orex Board monitors the ethical conduct of the Company and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges. The Orex Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Orex Board in which the director has an interest, have been sufficient to ensure that the Orex Board operates independently of management and in the best interests of the Company. Prior to each quarterly Audit Committee meeting, the Governance Committee requires that each member of management and each director read the Ethical Conduct, Insider Trading, Conflicts of Interest, and Discrimination, Harassment, and Bullying Prevention policies implemented by the Company and sign an acknowledgment form confirming that they understand the policies, have abided by the policies during the prior fiscal quarter, and will continue to do so.

Nomination of Directors

The Orex Board has not appointed a nominating committee because the Orex Board fulfills these functions. The Orex Board periodically reviews suggestions from existing directors regarding potential changes to the Orex Board.

Compensation

All compensation matters are dealt with by the Orex Board, based upon recommendations by the Compensation Committee.

To determine compensation payable, the Compensation Committee reviews compensation paid to directors, CEOs and CFOs of companies of similar size and stage of development. The Compensation Committee determines appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management, while taking into account the financial and other resources of the Company. In setting the compensation, the independent directors annually review the performance of the CEO and CFO in light of the Company's objectives and consider other factors that may have impacted the success of the Company in achieving its objectives.

In terms of specific experience of the Compensation Committee relevant to the determination of executive compensation, each of Adam Cegielski, Steve Cope and Chris Beltgens have an extensive history in resource and related industries.

The Company is a small junior resource company with limited financial resources. The compensation program for senior management of the Company is designed within this context with a view that the level and form of compensation achieves certain objectives including attracting and retaining qualified executives, motivating the short and long-term performance of the executives, and aligning the interests of the executives with those of the Orex Shareholders.

The Compensation Committee may seek independent compensation advice where appropriate from external consultants in order to assist it in assessing executive remuneration levels and aligning directors and executive remuneration packages with comparable market compensation. The Compensation Committee has not yet engaged such external advice.

Committees of the Orex Board

The Orex Board has appointed an Audit Committee, a Compensation Committee, and a Corporate Governance Committee, the members of which are as follows:

Audit Committee	Compensation Committee	Corporate Governance Committee
*Adam Cegielski *Steve Cope John Eren	*Adam Cegielski *Steve Cope *Chris Beltgens	*Adam Cegielski *Steve Cope *Chris Beltgens

*Independent

A description of the function of the Audit Committee can be found in this Circular under "Audit Committee." A description of the function of the Corporate Governance Committee can be found under Appendix C.

Assessments

The Orex Board has not, as yet, adopted formal procedures for assessing the effectiveness of the Orex Board, its committees or individual directors. The Orex Board discusses the performance of the Orex Board as a whole for the preceding year at the Q4 Board Meeting. The relatively small size of the Company enables the Orex Board to satisfy itself that individual directors are performing effectively. As the Company grows, the Orex Board will consider adopting formal procedures for evaluating director and committee performance.

AUDIT COMMITTEE

As at the date of this Circular, the Audit Committee is composed of Adam Cegielski, Steve Cope and John Eren. Each of Messrs. Cegielski and Cope are "independent", and all members of the Audit Committee are "financially literate". Under this heading, the Company is including the disclosure required by Form 52-110F2 of National Instrument 52-110 – *Audit Committees* ("NI 52-110"). The text of the Audit Committee Charter is attached in Appendix A.

The Orex Board and management will ensure that the Audit Committee has adequate funding to fulfill its duties and responsibilities.

Relevant Education and Experience

Member	Independent/ Not Independent ¹	Financially Literate/ Not Financially Literate ¹	Relevant Education and Experience
John Eren	Not Independent	Financially Literate	President and CEO of Orex Minerals Inc.; A corporate development advisor with 20 years of professional experience financing premier resource companies and has been instrumental in the raising of considerable risk capital for Canadian & US publicly listed companies.
Adam Cegielski	Independent	Financially Literate	CDO of First Nordic Metals Corp.; Over 20 years of experience in the venture capital industry ranging from mineral exploration, technology, health care and education.
Steve Cope	Independent	Financially Literate	President, CEO and director of Silver Viper Minerals Corp. Over 15 years' experience in the mining sector and has worked in corporate development for Orko Silver Corp, First Nordic Metals Corp., Orex Minerals Inc and Timmins Gold Corp.

(1) As defined in NI 52-110.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Orex Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in Sections 2.4 or Part 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total amount of fees payable to the auditor in the financial year in which the non-audit services were provided. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Under s. 5 (b)(c) and (d) of Form 52-110F2, the Company has not relied on any of the following exemptions:

- (b) the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*),
- (c) the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*),
- (d) the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*).

Pre-Approval Policies and Procedures

The Company has not adopted specific policies and procedures for the engagement of non-audit services. The Audit Committee will review the engagement of non-audit services as required.

External Auditor Service Fees (By Category)

Audit Fees

The aggregate fees billed by the Company's external auditor for the financial year ended April 30, 2024, for audit and assurance and related services were approximately \$38,000 (\$38,000 – 2023).

Audit-Related Fees

The aggregate fees billed by the Company's external auditor for the financial year ended April 30, 2024, for audit related services were Nil (Nil – 2023).

Tax Fees

The aggregate fees billed for tax compliance, tax advice, and tax planning services by the Company's external auditor for the financial year ended April 30, 2024, were \$6,000 (\$6,000 – 2023).

All Other Fees

The aggregate fees billed by the Company's external auditor for the financial year ended April 30, 2024, for review of unaudited interim financial statements, compilation of consolidated financial statements, and related services were Nil (Nil – 2023).

Exemption

The Company is relying on the exemption provided in Section 6.1 of NI 52-110 by virtue of the fact that it is a venture issuer. Section 6.1 exempts the Company from the requirements of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of NI 52-110 and allows for the short form of disclosure of audit committee procedures set out in Form 52-110F2 *Disclosure by Venture Issuers* and disclosed in this Circular.

PARTICULARS OF MATTERS TO BE ACTED UPON

Number of Directors

Under the Company's articles, the number of directors may be fixed or changed from time to time by ordinary resolution but must not be fewer than three. Management intends to propose for adoption an ordinary resolution that the number of directors of the Company be fixed at five (5), subject to such increase as may be permitted by the articles of the Company. In connection with Orex Shareholder approval for setting the number of directors of the Company, management will place the following proposed resolution before the Orex Shareholders at the Meeting for their consideration:

"**BE IT RESOLVED**, as an ordinary resolution, that the number of directors of the Company be set at five."

The persons named in the accompanying proxy instrument (if named and absent contrary directions) intend to vote the shares represented thereby **FOR** the resolution fixing the number of directors of the Company at five.

Election of Directors

Directors are elected for a term of one year. The term of office of each of the nominees proposed for election as a director will expire at the Meeting, and each of them, if elected, will serve until the close of the next annual general meeting, unless he resigns or otherwise vacates office before that time.

Nominations and Voting

Unless you provide other instructions, the enclosed proxy will be voted for the nominees listed below, all of whom are presently members of the Orex Board. Management does not expect that any of the nominees will be unable to serve as a director. If before the Meeting any vacancies occur in the list of nominees listed below, the person named in the proxy will exercise his or her discretionary authority to vote the Orex Shares represented by the proxy for the election of any other person or persons as directors.

The articles of the Company include rules regarding the requirement for advance notice for the nomination of directors (the "**Advance Notice Provisions**"). The purpose of the Advance Notice Provisions is to provide Orex Shareholders, directors and management of the Company with direction on the procedure for shareholder nomination of directors. Pursuant to the Advance Notice Provisions, Orex Shareholders can nominate individuals to become eligible for election to the Orex Board (each, a "**Proposed Nominee**") by submitting a written notice, accompanied by a duly signed consent of the Proposed Nominee to stand for election and to act as a director if elected, to the secretary of Orex (by physical delivery, facsimile or email) at the Company's principal executive offices within the following timelines: (i) in the case of an annual meeting of shareholders, not less than 30 days or more than 65 days prior to the date of such annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made (the "**Meeting Notice Date**"), no later than the close of business on the 10th day following the Meeting Notice Date; and (ii) in the case of a special meeting of shareholders (which is not also an annual meeting) called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th day following the day on which public announcement of the date of such special meeting is first made.

The written notice must set out: (a) for each Proposed Nominee: (i) their name, address, and principal occupation for the last five years; (ii) the number of Orex Shares he or she owns or controls; (iii) a statement regarding their independence, pursuant to NI 52-110; and (iv) any other information that would be required in a dissident proxy circular; and (b) for each nominating Orex Shareholder, any information about such shareholder equivalent to what is required in a dissident proxy circular, including the number of Orex Shares he, she or it owns or controls.

The Chairman of the Meeting, in his or her sole discretion, shall have the power and duty to determine whether a nomination was made in accordance with the Advance Notice Provisions and may determine that notices and consent above be accepted in person at the Meeting for nomination of a Proposed Nominee.

Management Nominees

Management proposes to nominate the persons named in the table below for election as director. The information concerning the proposed nominees has been furnished by each of them as of the date of this Circular:

Name, Jurisdiction of Residence, and Present Office Held	Director Since	Number of Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction Is Exercised	Principal Occupation During the Past Five Years
John Eren ¹ Chief Executive Officer, President and Director BC, Canada	September 19, 2024	Nil	Past VP Corporate Development at Gold Line Resources Ltd.; Past corporate development executive for Crystal Exploration Inc.; and CEO of the Company
N. Ross Wilmot Chief Financial Officer and Director BC, Canada	May 24, 2001	106,980	Financial Consultant of Cedarwoods Group (financial consulting); Chief Financial Officer of Barsele Minerals Corp.; past director and officer of several listed companies

Name, Jurisdiction of Residence, and Present Office Held	Director Since	Number of Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction Is Exercised	Principal Occupation During the Past Five Years
Adam Cegielski ^{1,2,3} Director ON, Canada	March 25, 2024	Nil	CDO of First Nordic Metals Corp.; Past Co-founder, CEO and director of Gold Line Resources Corp.; Past Director of Cayden Resources
Steve Cope ^{1,2,3} Director BC, Canada	June 3, 2024	Nil	President, CEO and director of Silver Viper Minerals Corp.; Manager of corporate development for publicly traded mineral exploration companies, investor relations for a mining company
Chris Beltgens ^{2,3} Director BC, Canada	September 19, 2024	Nil	President and Director of Somerset Energy Partners Corp.; Chief Financial Officer of Cranstown Capital Corp.; Past Vice President of Corporate Development for TAG Oil Ltd.

(1) Denotes a member of the Audit Committee.

(2) Denotes a member of the Corporate Governance Committee.

(3) Denotes a member of the Compensation Committee.

No proposed director is or has been, within the past 10 years, a director or executive officer of any company that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days.

No proposed director of the Company is or has been, within the past 10 years, a director or executive officer of any company that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager, or trustee appointed to hold its assets. No proposed director of the Company has, within the past 10 years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager, or trustee appointed to hold the assets of the proposed director.

No proposed director is or has been, within the past 10 years, subject to any penalties or sanction imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

Appointment of Auditor

Unless otherwise instructed, the proxies solicited by management will be voted for the appointment of Davidson & Company LLP, Chartered Professional Accountants, of 1200 – 609 Granville Street, Vancouver, British Columbia, as the Company's auditor to hold office until the next annual general meeting. We propose that the Orex Board be authorized to fix the remuneration to be paid to the auditor. Davidson & Company LLP was first appointed the Company's auditor by the Orex Board on July 1, 2008.

The Audit Committee recommends the appointment of Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as the Company's auditor to hold office until the Company's next annual general meeting.

The persons named in the accompanying proxy instrument (if named and absent contrary directions) intend to vote the shares represented thereby **FOR** the resolution appointing the auditor of the Company.

Approval of the Stock Option Plan

The only equity compensation plan which the Company currently has in place is the Stock Option Plan which was most recently approved by Orex Shareholders on October 25, 2023.

The intention of management with the Stock Option Plan is to give Eligible Persons (defined below) the opportunity to participate in the success of the Company by granting them Orex Options, thereby giving them an ongoing proprietary interest in the Company. The Stock Option Plan requires the approval of Orex Shareholders each year in the annual general and special meeting of Orex Shareholders in accordance with Policy 4.4 – "Security Based Compensation" ("Policy 4.4") of the TSXV Corporate Finance Manual (the "**Exchange Manual**").

In addition, on October 3, 2024, the Orex Board approved the following amendments (the "**Amendments**") to the Stock Option Plan, being the deletion of the following provision to ensure that the Stock Option Plan does not potentially conflict with the requirements of Policy 4.4:

6.6 Notwithstanding anything contained in this Article 6, the Board may when granting an Option to a Consultant impose specific rules respecting the cessation of participation of such Consultant, which rules may vary from, and will supersede, those contained in this Article 6.

The Stock Option Plan is a rolling plan, with the Company authorized to reserve a maximum of 10% of the issued and outstanding share capital at the time of the grant. As a result, any increase in the number of issued and outstanding Orex Shares will result in an increase in the number of Orex Shares available for issuance under the Stock Option Plan.

Terms of the Stock Option Plan

A full copy of the Stock Option Plan, as amended by the Amendments, will be available at the Meeting for review by Orex Shareholders. Orex Shareholders may also obtain copies of the Stock Option Plan from the Company before the Meeting on written request. The following is a summary of the material terms of the Stock Option Plan, as amended by the Amendments, which summary is qualified in its entirety by the complete text of the Stock Option Plan, as amended by the Amendments, a copy of which is attached to this Circular as Appendix D. Capitalized terms used in the summary but not otherwise defined in the Circular shall have the meanings given to them in the Stock Option Plan.

Number of Shares Reserved: The number of Orex Shares reserved for issuance under the Stock Option Plan will not exceed 10% of the number of Orex Shares outstanding (on a non-diluted basis) at any given time.

Administration: The Stock Option Plan will be administered by the Orex Board.

Eligible Persons: Stock options may only be issued to directors, senior officers, employees of Orex or any of its subsidiaries; consultants engaged by Orex or any of its subsidiaries at the time a stock option is granted; or a company that is wholly-owned by any of the foregoing. Such persons and entities are referred to herein as "**Eligible Persons**".

Orex Board Discretion: The number of Orex Shares subject to each stock option, the exercise price, the expiry time, the extent to which such stock option is exercisable, and other terms and conditions relating to such stock option will be determined by the Orex Board.

Maximum Term of Options: Stock options granted under the Stock Option Plan will be for a term not exceeding five years from the date of grant.

Vesting: A Orex Option will vest and may be exercised (in each case to the nearest full Share) in whole or in part at any time during the term of such Orex Option after the date of the grant as determined by the resolution of the Board granting the Orex Option. Notwithstanding the foregoing, in the case of a Orex Option issued to a Person retained to provide Investor Relations Activities must vest in stages over a period of not less than 12 months with no more than $\frac{1}{4}$ of such Orex Option vesting in less than a three-month period within the first 12 months after such Orex Option is issued.

Maximum Options to any Person or a Consultant: The number of Orex Shares reserved for issuance to any one option holder pursuant to stock options granted under the Stock Option Plan during any 12-month period may not exceed 5%, in the case of any consultant, 2%) of the issued and outstanding Orex Shares at the time of grant. The number of Orex Shares reserved for issuance to option holders who are engaged in Investor Relations Activities is limited to an aggregate of 2% of the issued and outstanding Orex Shares at the time of grant.

Maximum Options to Insiders: The number of Orex Shares reserved for issuance to Insiders (as a group) pursuant to Orex Options granted under the Stock Option Plan during any 12-month period may not exceed 10% of the Issued Shares at the time of grant of a Orex Option to an Insider (unless the Company has obtained the requisite disinterested shareholder approval pursuant to section 5.3 of Policy 4.4 of the Exchange Manual). In addition, the aggregate number of Shares that are issuable under all Security Based Compensation Plans granted or issued in any 12-month period to Insiders as a group shall not exceed 10% of the Issued Shares, calculated on the date a Orex Option is granted to an Insider (unless the Company has obtained the requisite disinterested shareholder approval pursuant to section 5.3 of Policy 4.4 of the Exchange Manual). In addition, an extension of the Expiry Date of a Orex Option held by an Optionee that is an Insider at the time of the proposed extension will be subject to approval by disinterested shareholders of the Company in accordance with the Exchange Manual.

Investor Relations: The number of Orex Shares reserved for issuance to all Orex Option holders who are engaged in Investor Relations Activities is limited to an aggregate of 2% of the Issued Shares at the time of grant. In addition, Persons retained to provide Investor Relations Activities to the Company may not receive any Security Based Compensation other than Orex Options. The vesting terms of Orex Options granted to Persons retained to perform Investor Relation Activities may not be amended without the prior approval of the TSXV.

No Assignment or Transfer: Orex Options may not be assigned or transferred.

Termination Before Expiry: Generally, stock options will expire and terminate on a date stipulated by the Orex Board at the time of grant. If the employment of an option holder who is an Eligible Person is terminated without cause, such option holder's stock options (vested or unvested) will terminate 90 days following notice of termination or on the expiry of such stock options, whichever is earlier. If the employment of an option holder who is an Eligible Person is terminated for cause, such option holder's stock options (vested or unvested) will terminate on the day of termination. If the employment of an option holder who is engaged in Investor Relations Activities is terminated, such option holder's stock options (vested or unvested) will terminate 30 days following notice of termination or on the expiry of such stock options, whichever is earlier. If an option holder dies, the vested stock options of the deceased option holder will be exercisable by his/her estate for a period not exceeding 12 months following the date of the deceased option holder's death or on the expiry of such vested stock options, whichever is earlier. If an option holder ceases to become an Eligible Person by virtue of disability, the Orex Board may allow such option holder to exercise any vested stock options for a period not exceeding 12 months following the date such option holder ceased to be an Eligible Person or on the expiry of such vested stock options, whichever is earlier. Upon any attempt to transfer, assign, pledge, hypothecate or otherwise dispose of a stock option, such stock option will, at the election of the Company, cease and terminate.

Exercise Price: Subject to any adjustments made pursuant to the Stock Option Plan, stock options granted under the terms of the Stock Option Plan will be exercisable at a price that is not less than the market price of the Orex Shares as of the date of grant, being the closing sale price of the Orex Shares on the TSX-V on the last day that Orex Shares were traded before the date of grant.

Full Payment for Orex Shares: Orex will not issue Orex Shares pursuant to stock options granted under the Stock Option Plan unless and until those Orex Shares have been fully paid for.

Certain Adjustments: Any adjustment to a Orex Option granted or issued under the Stock Option Plan (except in relation to a consolidation or stock split) is subject to the prior approval of the TSXV.

Dividends: If a holder of a Orex Option is entitled to receive additional Orex Shares on an exercise of Orex Options as a result of a stock dividend and the Company does not have sufficient Orex Shares available under the Stock Option Plan to issue such additional Orex Shares, such additional Orex Shares so due on an exercise of Orex Options shall not be issued by the Company and the stock dividends must instead be settled in cash on the same terms and in the same manner as the stock dividends so issued by the Company.

Change of Control: If a Change of Control Event (as defined in the Stock Option Plan) occurs, then the Orex Board may authorize and implement one or more of the following actions: (a) accelerate the vesting of any stock options and any stock options that are not exercised or surrendered by the effective time of the Change of Control Event will be deemed to be expired; (b) offer to acquire from each Orex Option holder his or her stock options for a cash payment equal to the In the Money Amount (as defined in the Stock Option Plan) and any stock options that are not so surrendered by the effective time of the Change of Control Event will be deemed to be expired; and/or (c) deem that a stock option granted under the Stock Option Plan be exchanged for an option to acquire, for the same exercise price, that number and type of securities as would be distributed to a holder of stock options in respect of the Orex Shares issued to such option holder had he or she exercised the stock options before the effective time of the Change of Control Event, provided that any such replacement option must provide that it survives for a period of not less than one year from the effective time of the Change of Control Event, regardless of the continuing directorship, officership or employment of the option holder.

Termination of Plan: The Stock Option Plan will terminate when it is terminated by Orex. Any stock options outstanding when the Stock Option Plan is terminated will remain in effect until they are exercised, or they expire.

At the Meeting, Orex Shareholders will be asked to pass an ordinary resolution approving the amended Stock Option Plan in the following form:

"**BE IT RESOLVED**, as an ordinary resolution, that the Company's amended 10% rolling stock option plan is ratified, confirmed and approved, 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 the Company, subject to regulatory approval, all as more particularly described in the Company's information circular dated October 3, 2024."

The persons named in the accompanying proxy instrument (if named and absent contrary directions) intend to vote the shares represented thereby **FOR** the resolution re-approving the Stock Option Plan.

OTHER MATTERS

Management does not know of any other matters to come before the Meeting other than those referred to in the Notice of Meeting and further described in this Circular. Should any other matters properly come before the Meeting, the Orex Shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on its SEDAR+ profile at www.sedarplus.ca. Orex Shareholders may contact the Company at 604-687-8566 to request copies be sent to them by mail of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative annual financial statements and MD&A for its most recently completed financial year, which are filed on SEDAR+.

DATED this 3rd day of October 2024.

ON BEHALF OF THE OREX BOARD

"John Eren"

CEO, President and Director

APPENDIX A AUDIT COMMITTEE CHARTER

The purpose of the Audit Committee (the "**Committee**") is to assist the Orex Board of Directors in fulfilling its oversight responsibilities by reviewing the financial information which will be provided to the shareholders and others; reviewing the systems of internal controls which management and the Orex Board of Directors have established; appointing, retaining and overseeing the performance of independent accountants; and overseeing the Company's accounting and financial reporting processes and the audits of the Company's financial statements. Details of the responsibilities are laid out in National Instrument 52-110 Audit Committees ("**NI 52-110**").

The Committee will fulfill these responsibilities by carrying out the activities defined below under "Duties and Responsibilities." The Committee shall be given full and direct access to the Orex Board Chairman, Company executives, and independent accountants as necessary to carry out these responsibilities. However, the Committee's function is one of oversight only and shall not relieve the Company's management of its responsibilities for preparing financial statements which accurately and fairly present the Company's financial results and condition, or the responsibilities of the independent accountants relating to the audit or review of financial statements.

1. COMPOSITION OF THE AUDIT COMMITTEE

The Committee shall be comprised of at least three directors, each of whom will be independent to the extent possible and as regulated. No member of the Committee, to the extent possible, shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the preceding year. Each appointed Committee member shall be subject to annual reconfirmation after the Annual General Meeting and may be removed by the Orex Board of Directors at any time.

All members of the Committee shall be "financially literate" as defined in NI 52-110, meaning that they are able to read and understand fundamental financial statements, including a statement of financial position and statements of operations and comprehensive loss, shareholders' equity and cash flow statements. At least one member of the Committee shall have been employed previously in finance or accounting, or possess current or former certification in accounting, or any other comparable experience or background, which would result in financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

2. DUTIES AND RESPONSIBILITIES

To fulfill its duties and responsibilities, the Committee shall:

- a. Review annually the Audit Committee Charter for adequacy and recommend any changes to the Orex Board of Directors.
- b. Review the significant accounting principles, policies and practices followed by the Company in accounting for and reporting its financial results of operations in accordance with International Financial Reporting Standards ("**IFRS**").
- c. Review the financial, investment and risk management policies followed by the Company in operating its business activities.
- d. Review the Company's annual audited financial statements, related disclosures, including the MD&A portion of the Company's filings, and discuss with the independent accountants the matters required to be discussed by auditing standards, including (a) the quality as well as acceptability of the accounting principles applied in the financial statements, and (b) new or changed accounting policies; significant estimates, judgments, uncertainties or unusual transactions; and accounting policies relating to significant financial statement items. Also review with Management the results of the Company's review of Internal Controls over Financial Reporting for each quarter, and more generally its disclosure controls and procedures.

- e. Review any management letters or internal control reports prepared by the independent accountants or auditors and responses to prior management letters, and review with the independent accountants or auditors the Company's internal financial controls.
- f. Review the effectiveness of the independent audit effort, including approval of the scope of, and fees charged in connection with, the annual audit, quarterly reviews and any non-audit services being provided.
- g. Be directly responsible for the appointment, determination of the compensation for, retention and oversight of the work of the independent accountants employed to conduct the audit (including resolution of disagreements between the independent accountants and management regarding financial reporting) or other audit, review or attest services. The independent accountants shall report directly to the Audit Committee.
- h. Pre-approve all audit services and permissible non-audit services by the independent accountants. The Committee may establish pre-approval policies and procedures for the engagement of independent accountants to render services to the Company, including but not limited to policies that would allow the delegation of preapproval authority to one or more members of the Committee, provided that any preapprovals delegated to one or more members of the Committee are reported to the Committee at its next scheduled meeting.
- i. Review the hiring policies for any employees or former employees of the independent accountants.
- j. Obtain on an annual basis a formal written statement from the independent accountants delineating all relationships between the accountants and the Company, and review and discuss with the accountants any disclosed relationships or services the accountants have with the Company which may affect the accountants' independence and objectivity. The Committee is responsible for taking or recommending that the full Orex Board of Directors take appropriate action to oversee the independence of the independent accountants.
- k. For each of the first three fiscal quarters and at year end, at a Committee meeting, review with management the financial results, any proposed earnings press release and any formal guidance which the Company may plan to offer.
- l. Review management's analysis of any significant accounting issues, changes, estimates, judgments or unusual items relating to the financial statements and the selection, application and effects of critical accounting policies applied by the Company (including an analysis of the effect of alternative methods permitted under IFRS) and review with the independent accountants the reports on such subjects delivered.
- m. Review the disclosure required in Form 52-110F2 to be included in the annual management information circular in connection with the Annual General Meeting.
- n. Following completion of the annual audit, review separately with the independent accountants and management any significant difficulties encountered during the course of the audit.
- o. Engage and determine funding for such independent professional advisers and counsel as the Committee determines are appropriate to carry out its functions hereunder. The Company shall provide appropriate funding to the Committee, as determined by the Committee, for payment of (1) compensation to the independent accountants for services approved by the Committee, (2) compensation to any outside advisers retained by the Committee, and (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- p. Report to the Orex Board of Directors at a subsequent Board meeting on the major events covered by the Committee and make recommendations to the Orex Board of Directors and management concerning these matters.

- q. Perform any other activities consistent with this charter, the Company's Bylaws and governing law as the Committee or the Orex Board of Directors deems necessary or appropriate, including but not limited to the Company's legal and regulatory compliance.
- r. Approve all related party transactions, as defined by regulation to which the Company is a party.
- s. Establish procedures for:
 - i. the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

3. AUDIT COMMITTEE MEETINGS

The Committee will meet on a regular basis at least four times each year and will hold special meetings as circumstances require. The timing of the meetings to be scheduled for an upcoming fiscal year shall be determined by the Committee prior to the beginning of such fiscal year. A calendar of proposed meetings will be reviewed by the Committee at the same time as the annual Audit Committee Charter review. The calendar shall include appropriate meetings to be held separately with representatives of the independent accountants and management. In addition, the Committee will meet at any time that the independent accountants believe communication to the Committee is required.

At all Committee meetings a majority of the total number of members shall constitute a quorum. Minutes shall be taken at each meeting of the Committee and retained.

APPENDIX B COMPENSATION COMMITTEE CHARTER

The Compensation Committee, (the "**Committee**") of Orex Minerals Inc. under the direction of the Orex Board of Directors, has overall responsibility for recommending levels of executive compensation in order to attract, hire, retain and motivate the Company's Chief Executive Officer, Chief Financial Officer, and other executive officers (collectively, the "**Management**") and certain key employees and non-executive officers below the vice-president level (collectively, the "**Non-Management Officers**") and for recommending compensation of directors. The Committee shall also have such other powers and duties as may be delegated to it by the Orex Board of Directors from time to time.

The term "compensation" shall include: contractual cash payments, cash, performance bonuses, stock options, contract termination arrangements, and any other compensatory rights or benefits, direct or indirect, as applicable.

1. COMPOSITION OF THE COMPENSATION COMMITTEE

The Committee shall be comprised of a minimum of three (3) members, each of whom, to the extent possible, shall be "independent" directors, as defined in section 1.4 of NI 52-110. Upon resignation of a member of the Committee, the vacancy shall be filled by appointment by the Orex Board of Directors as soon as practical.

2. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Orex Board of Directors, the Orex Board of Directors hereby delegates to the Committee the following powers and duties to be performed by and on behalf of and for the Orex Board of Directors.

The Committee shall:

- a) Review from time to time as required and recommend to the Orex Board of Directors for approval as necessary the performance targets and corporate goals relevant to Management compensation and evaluate the performance of Management based on such goals.
- b) Review from time to time as required and recommend to the Orex Board of Directors for approval the proposed appointment of any person to Management.
- c) Review from time to time as required and recommend to the Orex Board of Directors for approval the compensation of Management, considering all relevant matters including the long-term and short-term goals of the Company, and the effectiveness of Management in achieving those goals, the skills, qualifications, and level of responsibility of Management, and compensation provided by comparative companies.
- d) Review as necessary from time to time and recommend to the Orex Board of Directors for approval the compensation of Non-Management Officers, considering all relevant matters including the long-term and short-term goals of the Company and the effectiveness of such Non-Management Officers in achieving those goals, the skill, qualifications and level of responsibility of the Non-Management Officers, and compensation provided by comparative companies, provided that such determination shall be subject to any applicable Orex Board of Directors policies.
- e) Administer the Company's stock option plan, and other compensatory plans adopted by the Company and review and recommend to the Orex Board of Directors for approval all benefits to be granted under such plans to Management and Non-Management Officers as applicable, in accordance with any guidelines established by the Orex Board of Directors.
- f) With the assistance of Management, monitor trends in compensation of directors and management, review and recommend to the Orex Board of Directors for approval as necessary the Company's compensation policies and plans.

- g) Review and recommend to the Orex Board of Directors for approval all of the Company's executive compensation disclosure, including compensation philosophy, before it is publicly disclosed.
- h) Review and recommend to the Orex Board of Directors for approval all disclosure regarding the Company's stock option plans, and other compensatory plans adopted by the Company that are submitted for shareholder approval.
- i) Review from time to time as required and recommend to the Orex Board of Directors for approval the compensation of directors who serve on the Orex Board of Directors or its committees, considering all relevant matters including the goals of the Company, the effectiveness of the Orex Board of Directors, each committee, and each director in achieving their mandates, time commitments of directors, compensation provided by companies comparable to the Company, and levels of responsibility.

The Committee shall have authority to engage outside consultants to review the Company's compensation program.

3. COMPENSATION COMMITTEE MEETINGS

The Committee will meet on a regular basis at least annually and will hold special meetings as circumstances require. The timing of the meetings to be scheduled for an upcoming fiscal year shall be determined by the Committee prior to the beginning of such fiscal year. A calendar of proposed meeting(s) will be reviewed by the Committee at the same time as the annual Governance review. In addition, the Committee will meet at any time that any Committee member believes is necessary. At all Committee meetings a majority of the total number of members shall constitute a quorum. Minutes shall be taken at each meeting and retained.

The Committee shall conduct a portion of each meeting without the presence of either Management or Non-Management Officers as the Committee deems necessary.

The Committee shall conduct an annual assessment of the Committee Charter for adequacy and recommend any changes to the Orex Board of Directors.

APPENDIX C GOVERNANCE COMMITTEE CHARTER

The purpose of the Governance Committee, (the “Committee”) is to assist the Board of Directors of Orex Minerals Corp. 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’s operations on behalf of its shareholders, including the appointment of executives, the strategy and risk management, and the Company’s compliance with all legal and regulatory requirements, including those specified in National Instrument 58-201, *Corporate Governance Principles* (“NI 58-201”).

1. 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 BC Business Corporations 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.

2. 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 all current and proposed company policies, 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 Governance Committee. The Agenda will be determined by the Chairman, with input from the Committee members and the assistance of the Corporate Secretary.

APPENDIX D
STOCK OPTION PLAN
(see attached)