

**EXPLOREX CAPITAL LTD.**

**NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING**

**NOTICE** is hereby given that the Annual and Special General Meeting (the "Meeting") of **EXPLOREX CAPITAL LTD.** (the "Company") will be held on **Friday, April 13, 2012 at Suite 300, 576 Seymour Street, Vancouver, B.C. at the hour of 9:00 a.m. (Vancouver time)** for the following purposes:

1. To receive and consider the Report of the Directors.
2. To receive and consider the audited financial statements of the Company for the fiscal year ended March 31, 2011 together with the auditor's report thereon.
3. To appoint auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditors.
4. To elect directors to hold office until the next Annual General Meeting and to fix the number of directors at 3.
5. To approve the proposed Stock Option Plan of the Company more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Plan and the policies of the TSX Venture Exchange.
6. To authorize on a disinterested basis:
  - (a) the issuance of a number of shares to any one insider upon the exercise of stock options within a one year period that exceeds 5% of the outstanding listed shares; and
  - (b) the grant to insiders, within a 12 month period, a number of options exceeding 10% of the number of outstanding listed shares.
7. To consider and, if thought fit, approve an ordinary resolution to ratify, approve and confirm all lawful acts, contracts, proceedings, appointments and payments of money of and by the directors of the Company since the date of the Company's last annual general meeting.
8. To transact such other business as may properly come before the meeting.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. The report of the auditor and the audited financial statements of the Company for the year ended March 31, 2011 with related management discussion and analysis can be found on [www.sedar.com](http://www.sedar.com).

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Information Circular. Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Information Circular to ensure that their shares will be voted at the Meeting.

DATED at Vancouver, British Columbia, March 5, 2012.

**BY ORDER OF THE BOARD OF DIRECTORS OF EXPLOREX CAPITAL LTD.**

Per: "*William E.A. Wishart*"

William E.A. Wishart, President, CEO and Director