

**EXPLOREX RESOURCES INC.**  
 (“Company”)



**FORM OF PROXY (“PROXY”)**

**Annual and Special General Meeting**  
**April 15, 2013, 10:00 a.m. (Vancouver time)**  
**Suite 300, 576 Seymour Street,**  
**Vancouver, B.C.**  
**(“Meeting”)**

**RECORD DATE:** March 5, 2013

**CONTROL NUMBER:**

**SEQUENCE #:**

**FILING DEADLINE FOR PROXY:** April 12, 2013, 10:00 a.m. (Vancouver time)

**VOTING METHODS**

|                              |  |
|------------------------------|--|
| <b>INTERNET</b>              | Go to <a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a> and enter the 12 digit control number above |
| <b>FACSIMILE</b>             | (416) 595-9593   |
| <b>MAIL or HAND DELIVERY</b> | EQUITY FINANCIAL TRUST COMPANY<br>200 University Avenue, Suite 400,<br>Toronto, Ontario, M5H 4H1                       |

The undersigned shareholder (“Registered Shareholder”) of EXPLOREX RESOURCES INC. (the “Company”) hereby appoints **William E.A. Wishart**, a director of the Company, or failing him/her **Paul M. Zdebiak**, a director of the Company, or instead of the foregoing, the following Appointee

*Please print appointee name*

as proxyholder for and on behalf of the Registered Shareholder with the power of substitution to attend, act and vote for and on behalf of the Registered Shareholder in respect of all matters that may properly come before the Meeting of the Registered Shareholders of the Company and at every adjournment thereof, to the same extent and with the same powers as if the undersigned Registered Shareholder were present at the said Meeting, or any adjournment thereof.

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**.

**\* SEE VOTING GUIDELINES ON REVERSE \***

**RESOLUTIONS - MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES**

|   |                          |                          |
|---|--------------------------|--------------------------|
| <b>1. NUMBER OF DIRECTORS</b>   | <b>FOR</b>               | <b>AGAINST</b>           |
| To set the number of Directors at <b>3</b>  | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>2. ELECTION OF DIRECTORS</b>   | <b>FOR</b>               | <b>WITHHOLD</b>          |
| a. William E.A. Wishart   | <input type="checkbox"/> | <input type="checkbox"/> |
| b. Paul M. Zdebiak  | <input type="checkbox"/> | <input type="checkbox"/> |
| c. Gary Schellenberg  | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>3. APPOINTMENT OF AUDITORS</b>   | <b>FOR</b>               | <b>WITHHOLD</b>          |
| Appointment of <b>Davidson &amp; Company, Chartered Accountants</b> as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration   | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>4. STOCK OPTION PLAN</b>   | <b>FOR</b>               | <b>AGAINST</b>           |
| Approval of 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 | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>5. RATIFICATION OF LAWFUL ACTS</b>   | <b>FOR</b>               | <b>AGAINST</b>           |
| Approval of an ordinary resolution to ratify, approve and confirm all lawful acts, contracts, proceeding, appointments and payments of money of and by the directors of the Company since the date of the Company's last annual general meeting         | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>6. OTHER BUSINESS</b>  | <b>FOR</b>               | <b>AGAINST</b>           |
| Approval of such other business as may properly come before the meeting as the proxyholder, in his sole discretion, may see fit   | <input type="checkbox"/> | <input type="checkbox"/> |

Signature of Registered owner(s)
Date (MM/DD/YYYY)

## Proxy Voting - Guidelines and Conditions

1. This Proxy is solicited by the Management of the Company.
2. This form of proxy ("Instrument of Proxy") must be signed by you, the Registered Shareholder, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and if executed by an attorney, officer, or other duly appointed representative, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Instrument of Proxy.
3. If this Instrument of Proxy is not dated in the space provided, authority is hereby given by you, the Registered Shareholder, for the proxyholder to date this proxy seven (7) calendar days after the date on which it was mailed to you, the Registered Shareholder, by the Company.
4. A Registered Shareholder who wishes to attend the Meeting and vote on the resolutions in person, may simply register with the scrutineers before the Meeting begins.
5. A Registered Shareholder who is not able to attend the Meeting in person but wishes to vote on the resolutions, may do the following:
  - (a) appoint one of the management proxyholders named on the Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). Where no choice is specified by a Registered Shareholder with respect to a resolution set out in the Instrument of Proxy, a management appointee acting as a proxyholder will vote in favour of each matter identified on this Instrument of Proxy and for the nominees of management for directors and auditor as identified in this Instrument of Proxy; OR
  - (b) **appoint another proxyholder, who need not be a Registered Shareholder of the Company, to vote according to the Registered Shareholder's instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the Meeting in the space provided for an alternate proxyholder. If no choice is specified, the proxyholder has discretionary authority to vote as the proxyholder sees fit.**
6. *The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any poll of a resolution that may be called for and, if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit.*

If a Registered Shareholder has submitted an Instrument of Proxy, *the Registered Shareholder may still attend the Meeting and may vote in person.* To do so, the Registered Shareholder must record his/her attendance with the scrutineers before the commencement of the Meeting and revoke, in writing, the prior votes.

To be represented at the Meeting, this proxy form must be received at the office of the Transfer Agent of the Company, **EQUITY FINANCIAL TRUST COMPANY, 1185 West Georgia Street, Suite 1620, Vancouver, B.C. V6E 4E6** by mail or by fax no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting.

## Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

**Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at [www.sedar.com](http://www.sedar.com).**

I HEREBY CERTIFY that I am a security holder of the Corporation, and as such, request that you provide me with the following:

Annual Financial Statement with MD&A     Interim Financial Statements with MD&A

**If you are casting your vote online and wish to receive financial statements, please fax this side to (416) 595-9593.**

EXPLOREX RESOURCES INC.  
FISCAL YEAR 2013

## Investor inSite

Equity Financial Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit [www.equityfinancialtrust.com/onlineservices](http://www.equityfinancialtrust.com/onlineservices)

Click on, "Login to Investor inSite" and complete the registration form under "Register Online Now". Call us toll free at 1-866-393-4891 with any questions.