

Explorex Resources Inc.



Appointment of Proxyholder

I/We, being holder(s) of common shares of Explorex Resources Inc. (“**Explorex**” or the “**Company**”), hereby appoint: **Gary Schellenberg, Chief Executive Officer, or, failing him, Mike Sieb, President, OR**

Print the name of the person you are appointing if this person is someone other than the individuals listed above as proxy of the undersigned, to attend, act and vote on behalf of the undersigned in accordance with the below direction (or if no directions have been given, as the proxy sees fit) on all the following matters and any other matter that may properly come before the Annual General and Special Meeting of Shareholders of the Company to be held at 10:00 a.m. (Vancouver Time) on March 9, 2020, at 400 - 725 Granville Street, Vancouver, BC V7Y 1G5 (the “Meeting”), and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution.

Please use a dark black pencil or pen when completing.

1. Appointment of Auditor

To appoint Davidson & Company LLP, Chartered Professional Accountants, as Explorex’s auditor for the ensuing fiscal year and to authorize the directors to set the auditor’s remuneration

<i>FOR</i>	<i>WITHHOLD</i>
<input type="checkbox"/>	<input type="checkbox"/>

2. Number of Directors

To set the number of directors at six

<i>FOR</i>	<i>AGAINST</i>
<input type="checkbox"/>	<input type="checkbox"/>

3. Election of Directors

1. William E.A. Wishart

<i>FOR</i>	<i>WITHHOLD</i>
<input type="checkbox"/>	<input type="checkbox"/>

2. Gary Schellenberg

<input type="checkbox"/>	<input type="checkbox"/>
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3. James Mustard

<input type="checkbox"/>	<input type="checkbox"/>
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4. Jerry Bella

<input type="checkbox"/>	<input type="checkbox"/>
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5. Mike Sieb

<input type="checkbox"/>	<input type="checkbox"/>
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6. Mike Zhou

<input type="checkbox"/>	<input type="checkbox"/>
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4. Explorex’s Stock Option Plan

To consider, and if thought fit, pass an ordinary resolution to approve Explorex’s Stock Option Plan, as more particularly described in the accompanying Information Circular (the “Circular”)

<i>FOR</i>	<i>AGAINST</i>
<input type="checkbox"/>	<input type="checkbox"/>

5. Arrangement

To consider pursuant to an Interim Order of the Supreme Court of British Columbia dated February 4, 2020 (the “**Explorex Interim Order**”) and, if thought advisable, to pass, with or without amendment, a special resolution (the “**Arrangement Resolution**”) approving an arrangement (the “**Arrangement**”) under Section 288 of the *Business Corporations Act* (British Columbia), the full text of which resolution is set forth in Appendix “A” to the accompanying Circular

<i>FOR</i>	<i>AGAINST</i>
<input type="checkbox"/>	<input type="checkbox"/>

6. Continuation

To consider and if thought advisable, to pass, with or without variation, a special resolution (the “**Continuation Resolution**”) approving the continuation of Explorex to the Cayman Islands under the *Companies Law (as revised) of the Cayman Islands* (the “**Continuation**”) with the adoption of the revised memorandum and articles of association for Explorex upon completion of the Continuation, as more particularly set out in the accompanying Circular

<i>FOR</i>	<i>AGAINST</i>
<input type="checkbox"/>	<input type="checkbox"/>

7. Fundamental Change

To consider and if thought advisable, to pass, with or without variation, an ordinary resolution (the “**Fundamental Change Resolution**”) approving the “fundamental change” of Explorex through the acquisition of Raffles, as more particularly set out in the accompanying Circular

<i>FOR</i>	<i>AGAINST</i>
<input type="checkbox"/>	<input type="checkbox"/>

8. Spinco’s Stock Option Plan

To consider, and if thought fit, pass an ordinary resolution to approve the Stock Option Plan of Origen Resources Inc., as more particularly described in the accompanying Circular

<i>FOR</i>	<i>AGAINST</i>
<input type="checkbox"/>	<input type="checkbox"/>

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted FOR a matter by Management’s appointees or, if you appoint another proxyholder, as that other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/We authorize you to vote as you see fit.**

Signature(s) _____
Date

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. All proxies must be received by **10:00 a.m. March 5, 2020 PST.**

Proxy Form – Annual General and Special Meeting of Shareholders of Explorex Resources Inc. to be held on March 9, 2020 (the “Meeting”)

Notes to Proxy

1. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.

2. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other holder must be attached to this proxy.

3. Some holders may own securities as both a registered and a beneficial holder; in which case you may receive more than one Circular and will need to vote separately as a registered and beneficial holder. Beneficial holders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of securities they beneficially own. Beneficial holders should follow instructions for voting conveyed to them by their intermediaries.

4. If a security is held by two or more individuals, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote at the Meeting. However, if one or more of them are present or represented by proxy, they must vote together the number of securities indicated on the proxy.

All holders should refer to the Proxy Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

This proxy is solicited by and on behalf of Management of the Company.



How to Vote

INTERNET

- Go to <https://astvotemyproxy.com>
- Cast your vote online
- View Meeting documents

TELEPHONE

Use any touch-tone phone, call toll free in Canada and United States **1-888-489-7352** and follow the voice instructions

To vote by telephone or Internet you will need your control number. If you vote by Internet or telephone, do not return this proxy.

MAIL, FAX or EMAIL

- Complete and return your signed proxy in the envelope provided or send to:

AST Trust Company (Canada)
P.O. Box 721
Agincourt, ON M1S 0A1
- You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and United States to 1-866-781-3111 or scan and email to proxyvote@astfinancial.com.

An undated proxy is deemed to be dated on the day it was received by AST Trust Company (Canada).

If you wish to receive investor documents electronically in future, please visit <https://ca.astfinancial.com/edelivery> to enrol.

All proxies must be received by 10:00 a.m. March 5, 2020 PST.