

## NOTICE OF MEETING

NOTICE IS GIVEN that an annual general and special meeting (the “**Explorex Meeting**”) of the holders of common shares (“**Explorex Shareholders**”) of Explorex Resources Inc. (“**Explorex**”) will be held at the offices of Miller Thomson LLP, Suite 400 - 725 Granville Street, Vancouver, British Columbia, V7Y 1G5, on Monday March 9, 2020 at 10:00 a.m. (Pacific time) for the following purposes:

1. to receive Explorex’s audited financial statements for the financial year ended March 31, 2019 and the auditor’s report thereon;
2. to appoint Davidson & Company, Chartered Professional Accountants, as Explorex’s auditor for the ensuing fiscal year and to authorize the directors to set the auditor’s remuneration;
3. to set the number of directors at six;
4. to elect the directors of Explorex for the ensuing year;
5. to approve Explorex’s stock option plan;
6. to consider pursuant to an Explorex 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 Management Information Circular (the “**Circular**”);
7. 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; and
8. 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;
9. to approve the stock option plan of Spinco (Origen Resources Inc.); and
10. to transact such further or other business as may properly come before the Explorex Meeting or any adjournments thereof.

The Circular provides additional information relating to the matters to be addressed at the Explorex Meeting, including the Arrangement, the Fundamental Change and the Continuation and is deemed to form part of this Notice.

Registered Explorex Shareholders are entitled to vote at the Explorex Meeting either in person or by proxy. Registered Explorex Shareholders who are unable to attend the Explorex Meeting in person are encouraged to read, complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Circular. In order to be valid for use at the Explorex Meeting, proxies must be received by AST Trust Company (Canada), P.O. Box 721, Agincourt, ON M1S 0A1 by mail or fax to 416-368-2502 or toll free in Canada and the United States to 1-866-781-3111 or scan and email to [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com) or online voting at

<https://astvotemyproxy.com> or call toll free (in Canada and United States) (1-888-489-7352) and follow the voice instructions, not less than 48 hours (excluding Saturdays, Sundays, and holidays) before the scheduled time of the Explorex Meeting or any adjournment. The Chair of the Explorex Meeting may waive the proxy cut-off time at his discretion without notice. Please advise Explorex of any change in your mailing address.

If you are a non-registered shareholder, please refer to the section in the Circular entitled “*General Proxy Information - Non-Registered Holders*” for information on how to vote your Explorex Shares.

Take notice that, pursuant to the Continuation, each registered Explorex Shareholder, has been granted the right to dissent in respect of the Continuation and, if the Continuation becomes effective, to be paid the fair value of the Explorex Shares in respect of which such registered Explorex Shareholder dissents against the Continuation, in accordance with the dissent procedures contained in the *Business Corporations Act* (British Columbia). To exercise such right, (a) a written notice of dissent with respect to the Continuation from the registered Explorex Shareholder must be received by Explorex at Suite 488 – 625 Howe Street, Vancouver, British Columbia, V6C 2T6, Attention: Corporate Secretary, with a copy to its legal counsel at, Miller Thomson LLP, Suite 400 – 725 Granville Street, Vancouver, British Columbia, V7Y 1G5, Attention: Kathy Tang, by not later than 10:00 a.m. (Pacific time) on March 5, 2020, or two Business days prior to any adjournment of the Explorex Meeting, and (b) the registered Explorex Shareholder must have otherwise complied with the dissent procedures. The right to dissent regarding the Continuation is described in the Circular and as set forth in Appendix “L” to the Circular.

Failure to strictly comply with the requirements set forth in the Explorex Interim Order may result in the loss of any right of dissent.

The CSE has neither reviewed nor approved the disclosure in this Circular. The application for listing of Spinco’s Shares on the CSE will be subject to Spinco meeting the initial listing requirements of the CSE. In addition, the completion of the Fundamental Change is subject to receipt of CSE approval.

DATED at Vancouver, British Columbia this 3<sup>rd</sup> day of February, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
EXPLOREX RESOURCES INC.**

*“Gary Schellenberg”*  
CEO and Director