
OREX EXPLORATION INC.

MANAGEMENT INFORMATION CIRCULAR ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 18, 2009

A. PROXY SOLICITATION INFORMATION

Solicitation of Proxies

This management information circular is furnished in connection with the solicitation by the management of Orex Exploration Inc. (the «Corporation») of proxies to be used at the General Annual and Special Meeting of shareholders of the Corporation (the «Meeting») to be held at the time, place and for the purposes set forth in the enclosed Notice of Meeting (the «Notice») and any adjournment thereof. While management intends to solicit most proxies by mail, some proxies may be solicited by telephone, email or other personal contact by directors or officers of the Corporation. The cost of such solicitation will be borne by the Corporation.

Appointment of Proxies

The persons named in the accompanied proxy form are directors of the Corporation. A shareholder has the right to appoint a proxy (who does not need to be a shareholder of the Corporation) other than the persons designated in the accompanied proxy form. To exercise this right, a shareholder should strike out the names printed on the proxy form and insert the name of the proxy of his or her own choice in the space provided for this purpose on the proxy form.

Proxies must be delivered to Computershare, Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by facsimile transmission to number 1-866-249-7775, in each case no later than December 16, 2009, or filed with the Chairman of the Meeting, on the day of the Meeting but prior to the Meeting, or any adjournment thereof.

A Non-Registered Shareholder who wishes to appoint another person to represent him at the Meeting shall carefully follow the instructions of its intermediary, including those regarding when and where to send the voting instruction form or proxy is to be delivered with directions concerning the appointment of another person to represent him at the Meeting.

Right of Revocation of Proxies

A registered shareholder giving a proxy may revoke the proxy by instrument in writing executed by the shareholder or its agent duly authorized in writing or, if the shareholder is a corporation, by an officer duly authorized in writing, and deposited either (i) at the head office of the Corporation, the last business day before the Meeting or the date of resumption in case of adjournment, or (ii) at the office of the registrar and transfer agent of the Corporation, Computershare, Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, at the latest on December 16, 2009 or the last business day preceding the date of resumption if the Meeting is adjourned, or (iii) hand over to the Chairman of the Meeting before the Meeting or any adjournment thereof.

Only registered shareholders may revoke a proxy in the manner described above. Non-registered holders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective intermediaries to revoke the proxy on their behalf.

Discretionary Power Conferred by Proxies

The common shares represented by the enclosed proxy form will be voted or withheld from voting in accordance with the instructions of the shareholder indicated on the proxy form. In the absence of any specific instructions, the common shares represented by proxies received by management will be voted «**FOR**» the election of the persons nominated for election as directors, as indicated under «Election of Directors», «**FOR**» the appointment of the Auditors and the authorization to the Board of Directors to fix their remuneration and «**FOR**» an amendment to the stock option plan of the Corporation.

The enclosed proxy form confers discretionary authority upon the persons named therein with respect to amendment or variation to matters identified in the Notice of Meeting, and with respect to any other matter which may properly come before the Meeting. At the date of this management information circular, the directors of the Corporation are not aware of any such amendment, variation or other matter proposed or likely to come before the Meeting. However, if any such amendment, variation or other matter properly comes before the Meeting, the persons named in the enclosed proxy form will vote on such other business in accordance with their judgment.

Exercise of Voting Rights by Non-Registered Shareholders

If you are a Non-Registered Shareholder (that is, if your shares are registered in the name of an intermediary such as a securities broker, clearing agency, financial institution, trustee or custodian), **you should carefully follow the instructions on the request for voting instructions or proxy form that you receive from the intermediary, in order to vote the shares of the Corporation that you hold with that intermediary.**

The Non-Registered Shareholder, who wishes to attend the Meeting and vote in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), should insert his own name (or such other person's name) in the blank space provided in the request for voting instructions or proxy form to appoint himself (or such other person) as proxy holder and then follow his intermediary's instructions for returning the request for voting instructions or proxy form.

Interest of Certain Persons in Matters to be Acted Upon

At the date of this management information circular, to the best of its knowledge, the management of the Corporation is not aware of any person who may have an interest in any matter to be acted upon whether such interest is by way of beneficial ownership of securities or otherwise, except that such persons may be directly involved in the normal business of the Meeting or the general affairs of the Corporation, with the exception that directors and officers have been or might be granted options pursuant to the stock option plan of the Corporation.

Voting Shares and Principal Holders Thereof

As at November 16, 2009, 154,933,787 common shares of the Corporation were issued and outstanding. Each common share entitles the holder thereof on record as of November 16, 2009 (the "record date"), to one vote.

To the knowledge of the management of the Corporation, as at the date hereof, no person exercises control or direction over more than 10 % of the issued and outstanding common shares of the Corporation, except Jacques Levesque, holding directly or indirectly, 16,822,060 common shares (10.86%). On November 11, 2009, Osisko Mining Corporation has closed a subscription of 13,000,000 common shares of the Corporation, representing approximately 8.4% of the outstanding common shares of the Corporation and 13,000,000 share purchase warrants. Giving effect to the exercise of these warrants, Osisko would held approximately 15.5% of the outstanding common shares of the Corporation (but before the exercise of any other warrants or convertible securities of the Corporation).

B. MATTERS TO BE ACTED UPON AT THE MEETING

Financial Statements

The audited financial statements of the Corporation for the fiscal year ended June 30, 2009 and the Report of the Auditors thereon, will be placed before the Meeting but will not be subject to a vote. These financial statements are filed on SEDAR (www.sedar.com). Additional copies of the financial statements may be obtained from the Corporation on request.

Election of Directors

Directors serve one year terms with the full board being elected at each annual meeting. **The persons named in the enclosed proxy form intend to vote FOR the election of the nominees whose names are listed below, unless the shareholder has specified on his or her proxy form that his or her shares are to be withheld from voting in regard to the election of directors.** Management does not anticipate that any of the nominees for election as directors will, for any reason, become unable or unwilling to serve as a director. If that should occur for any reason prior to the Meeting, the persons named in the enclosed proxy form reserve the right to vote for another nominee of their choice.

Management proposes that the following nominees be elected as directors of the Corporation. The information on nominees has been furnished by respective nominees individually. The nominees indicated below have been elected as directors at a previous annual meeting for which an information circular including the complete description of their occupation was sent to shareholders.

NAME AND OFFICE HELD WITH THE CORPORATION	PRINCIPAL OCCUPATION	DATE OF ELECTION TO THE BOARD OF DIRECTORS	NUMBER OF COMMON SHARES ON WHICH CONTROL WAS EXERCISED AS OF NOVEMBER 16, 2009
Mark Billings ⁽¹⁾ Montreal (Quebec) President, CEO, CFO and Director	President, CEO and CFO of the Corporation CFO of Argex Silver Capital inc.	October 2007	1,000,000
Ali Abbas Al Hazeem Dubai, United Arab Emirates President of Amarium Commodities DMCC	Director and Chairman	March 2008	0
David Hachette Dartmouth (Nova Scotia) Director	Quality Assurance Team Leader Research in Motion (RIM)	October 2004	149,000
Michael A. Dehn Oakville (Ontario) Director	President of the consultant firm Avanti Management & Consulting Inc.	December 2008	0
Louis Lapointe ⁽¹⁾ Laval (Quebec) Director	President of Power Split International Inc.	October 2007	0
Claude Poulin ⁽¹⁾ Rouyn-Noranda (Quebec) Director	Chartered Accountant and Income Tax Specialist	December 1999	511,000

(1) Member of the Audit Committee.

Penalties, Sanctions, Cease Trade Orders or Bankruptcies: No proposed director is as at the date hereof, or has been within the last ten years of the date hereof, a director or executive officer of any Corporation (including the Corporation or a personal holding Corporation) that, while he was acting in such capacity: (i) was the subject of a cease trade or similar order, or an order that denied the relevant Corporation access to any exemption under securities legislation for a period of more than 30 consecutive days; (ii) was subject to an event that resulted, after the director or officer ceased to be a director or officer, in the Corporation being the subject of a cease trade or similar order or an order that denied the relevant Corporation access to any exemption under securities legislation, for a period of more than 30 consecutive days; (iii) 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; (iv) was subject to penalties or sanctions 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 (v) was subject to any other penalties or sanctions imposed by a court or regulatory body. No proposed director has, within ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become 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.

Appointment of Auditors

Raymond Chabot Grant Thornton LLP, Chartered Accountants of Val d'Or, Quebec, are the auditors of the Corporation since its financial year ended June 30, 2005. **The persons named in the enclosed proxy form intend to vote FOR the appointment of Raymond Chabot Grant Thornton LLP, Chartered Accountants, as auditors of the Corporation and the authorization to the Board of Directors to fix their remuneration unless the shareholder specifies that his or her proxy form be withheld from voting thereon.**

Amendment to the Corporation's Stock Option Plan

Following a resolution adopted November 13, 2009, the Board of Directors of the Company agreed to increase the number of common shares that may be issued under its 2008 stock option plan ("the 2008 Plan") from 9,900,000 to 14,000,000. Refer to page 7 of this circular for more information on the 2008 Plan.

The amendment of the 2008 Plan to increase the number of common shares that may be issued at 14,000,000 is subject to the approval of the TSX Venture Exchange. The Board of Directors wishes to obtain approval of its shareholders along this line. To be authorized, this resolution must be adopted by a majority of votes cast at the Meeting.

The persons named in the enclosed proxy form intend to vote for of the resolution authorizing the amendment to the 2008 Plan as mentioned above, unless the shareholder giving the proxy has indicated his will to vote against with respect to such resolution.

Other Business

The management of the Corporation is not aware of any other matters to come before the Meeting, other than those set out in the Notice of the Meeting or in this Circular. If other matters come before the Meeting, it is the intention of the person's name in the accompanied form of Proxy to vote the same in accordance with their best judgment.

C. STATEMENT OF EXECUTIVE COMPENSATION

For the year ended June 30, 2009, the Corporation had only one "Named Executive Officers" ("NEO") as this term is defined in *Form 51-102F6 Statement of Executive Compensation* under *Regulation 51-102 respecting continuous disclosure obligations*, being: Mark Billings, acting as President, Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO").

The Board of directors of the Corporation (the "Board") has no compensation committee. Considering its actual small size, the Board assumes the responsibility to establish the objectives of the Corporation's executive compensation program which are to attract, motivate, engage and retain qualified, high performance individuals and to meet performance objectives designed to increase shareholder returns. The Board: (i) establishes the objectives that will govern the Corporation's compensation program for the NEO and the directors; (ii) oversees and approves the compensation and benefits to the NEO; (iii) oversees the Corporation's stock option plan; and (iv) promotes the clear and complete disclosure to shareholders of material information regarding executive compensation.

Compensation Process and Objectives

The Board relies on the knowledge and experience of its members to set appropriate levels of compensation for the NEO. The Board reviews the NEO compensation on an annual basis and, in doing such task, it evaluates the NEO achievements during the preceding year. The Corporation has not retained any third party advisors to conduct compensation reviews of its competitors' pay levels and practices.

The Corporation is an exploratory stage mining Corporation and is not generating revenues from operations. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Board to be appropriate in the evaluation of corporate or NEO performance. The compensation of the senior officers is based, in substantial part, on compensation practices and fees payable to external consultants in the industry, trends in the mining industry as well as achievement of the Corporation's business plans. An important element of the compensation is the grant of stock options, which does not require cash disbursement from the Corporation.

Currently, the compensation arrangements for the Corporation's NEO are composed of two components: (i) the payment of an amount in cash to the CEO as consulting fees; and (ii) the grant of stock options. A competitive remuneration is aimed to attract and retain skilled persons necessary to achieve corporate objectives. The grant of stock options is aimed to motivate and reward senior officers to increase shareholder value by the achievement of long-term corporate strategies and objectives.

The Corporation does not offer benefit programs, such as life insurance and health and dental benefits. Where NEOs receive other perquisites (such as car allowances), they reflect competitive practices, business needs and objectives.

Consulting Fees

The cash amount paid to the CEO on a consulting fee basis is reviewed annually by the Board to ensure it reflects a balance of market conditions, the level of responsibilities, the skill and competencies of the individual, retention considerations as well as the level of demonstrated performance. The basic rate payable for professional services payable to the CEO is set by the Board on the basis of its opinion as to a fair and responsible compensation package, taking into account the contribution of the President and CEO to the Corporation's long-term growth and the Board members' knowledge of remuneration practices in Canada.

Stock Options

The Corporation has implemented a stock option plan (see "Securities Authorized for Issuance under Equity Compensation Plans" elsewhere in this Information Circular) to provide its officers, including NEO, directors, employees and consultants with a long-term incentive for performance and commitment to the Corporation. All options currently issued to directors and officers under the stock option plan to directors and officers vest four months following the date of the grant and expire five years from the date of grant.

The Corporation believes that participation by the NEO and directors in the stock option plan aligns their interests with those of the Corporation's shareholders, as the NEO and directors are rewarded for the Corporation's performance as evidenced by share price appreciation. In determining the number of options to be granted, the number and term of options previously granted, individual and team responsibilities and functions, position, individual performance and projected contribution are considered. Management proposes the number of options and names of the optionees and the Board reviews and approves the grant and sets the exercise price (based on the current market price of the Corporation's shares on the TSX Venture Exchange Inc.) and the expiry date.

Summary Compensation Table

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation, in Canadian dollars, to the Corporation's NEO.

Name and Principal Position	Year ended June 30	Salary ⁽¹⁾ (\$)	Share-based awards ⁽²⁾ (\$)	Option-based awards ⁽³⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension Value ⁽⁶⁾ (\$)	All other compensation ⁽⁷⁾ (\$)	Total compensation (\$)
					Annual incentive plans ⁽⁴⁾ (\$)	Long-term incentive plans ⁽⁵⁾ (\$)			
Mark Billings CEO & CFO	2009	99,000	N/A	47,500	Nil	N/A	N/A	0	146,500

Notes:

- (1) This amount represents the total amounts paid to a private corporation controlled by the CEO, as management consultant fees. In October 24, 2007, the Company signed an agreement with a private company owned by Mark Billings, president, chief executive officer and chief financial officer of the Company, for management and supervision of the affairs of the Company. Monthly payments of \$6,500 were payable. This agreement was for a term of one year and has been renewed on January 1, 2009 for a term of one year at \$10,000 per month.
- (2) The Corporation does not currently have any share-based award plans.
- (3) Option-based award amounts are fair value estimates of options granted during the year, calculated using the Black-Scholes pricing model, whereby the fair value of stock options is determined on the grant date and recorded as compensation expense over the period that the stock options vest. The Black-Scholes model is an industry accepted valuation method.
- (4) There were no bonuses earned or paid for year ended June 30, 2009 to the NEO.
- (5) The Corporation does not currently have any non-equity long-term incentive plans
- (6) The Corporation does not currently have a Pension and Retirement Plan.
- (7) The value of perquisites and other personal benefits received by the NEO was not in aggregate worth more than \$50,000 or 10% of the total annual salary of the NEO for the financial year.

Incentive Plan Awards

The following table sets forth, for the NEO, all option-based and share-based awards outstanding as at June 30, 2009.

Name	Option-based Awards ⁽¹⁾				Share-based Awards ⁽²⁾	
	Number of securities underlying unexercised options ⁽³⁾ (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽⁴⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Mark Billings	250,000	0.105	February 11, 2013	7,500	N/A	N/A
	1,000,000	0.15	March 31, 2013	0	N/A	N/A
	500,000	0.16	May 19, 2014	0	N/A	N/A

Notes:

- (1) All options granted to the NEO have been granted pursuant to the Corporation's stock option plan. See "Securities Authorized for Issuance under Equity Compensation Arrangements" elsewhere in this Information Circular.
- (2) The Corporation does not currently have any share-based award plans for its NEO.
- (3) All options vest upon their grant, subject to a four-month sale restriction from the date of the grant.
- (4) As at June 30, 2009, the market value of the Corporation's common shares was \$0.135, based on the closing market price of the Corporation's common shares on the TSX-Venture Exchange.

Pension and Retirement Plans

The Corporation does not have any pension plan that provides for payments or benefits at, following, or in connection with retirement of any officer.

Termination and Change of Control Benefits

There are no contract, agreement, plan or arrangement that provides for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or a change in the NEO's responsibilities.

Compensation of Directors

During the financial year ended June 30, 2009, the Corporation did not pay any cash remuneration to its directors for their services in such capacity

The following table sets forth for each director, other than a director that is an NEO, all option-based and share-based awards outstanding as at June 30, 2009.

Name	Option-based Awards ⁽¹⁾				Share-based Awards ⁽²⁾	
	Number of securities underlying unexercised options ⁽³⁾ (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽⁴⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Ali Abbas Al Hazeem	250,000	0.15	March 31, 2013	0	N/A	N/A
	150,000	0.16	May 19, 2014	0	N/A	N/A
David Hachette	150,000	0.17	February 13, 2010	0	N/A	N/A
	250,000	0.15	March 13, 2013	0	N/A	N/A
	150,000	0.16	May 19, 2014	0	N/A	N/A
Michael A. Dehn	250,000	0.10	December 11, 2013	7,500	N/A	N/A
	150,000	0.16	May 19, 2014	0	N/A	N/A
Louis Lapointe	100,000	0.105	February 11, 2013	3,000	N/A	N/A
	250,000	0.15	March 31, 2013	0	N/A	N/A
	150,000	0.16	May 19, 2014	0	N/A	N/A
Claude Poulin	250,000	0.15	March 31, 2013	0	N/A	N/A
	100,000	0.10	December 11, 2013	3,000	N/A	N/A
	150,000	0.16	May 19, 2014	0	N/A	N/A

Notes:

- (1) All options granted to the directors have been granted pursuant to the Corporation's stock option plan.
- (2) The Corporation does not currently have any share-based award plans for its directors.
- (3) All options vest upon their grant, subject to a four-month sale restriction from the date of the grant.
- (4) As at June 30, 2009, the market value of the Corporation's common shares was \$0.135, based on the closing market price of the Corporation's common shares on the TSX-Venture Exchange.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth securities of the Corporation that are authorized for issuance under equity compensation plans as at the end of the Corporation's most recently completed financial year.

Plan Category	Number of Securities to be issued upon exercise of outstanding options	Weighted average exercise price of outstanding options	Number of securities remaining available for issuance under equity compensation plans (excluding outstanding securities reflected in Column ⁽¹⁾)
Equity compensation plans approved by securityholders	9,600,000	\$0.1471	300,000
Equity compensation plans not approved by securityholders	N/A	N/A	N/A

Pursuant to its Stock Option Plan, the Corporation may, from time to time, grant to eligible directors, officers, employees and consultants of the Corporation, options to acquire common shares of the Corporation in such number, at such exercise prices, and for such terms as may be determined by the Board. The maximum number of common shares that may be issued under the Stock Option Plan was of 9,900,000 as at June 30, 2009. The Board of directors has resolved to increase this number to 14,000,000, subject to TSX Venture and shareholders approvals.

The exercise price shall not be less than the price permitted by the TSX Venture Exchange or other regulatory body having jurisdiction. The maximum number of common shares which may be reserved for issuance to any one person pursuant to stock options during a twelve-month period may not exceed 5% of the common shares outstanding at the time of grant (on a non-diluted basis). No more than 2 % of the issued shares of the Corporation may be granted to any one consultant in any 12 month period. No more than 2 % of the issued shares of the Corporation may be granted to a person conducting investor relations activities in any 12 month period. The Board may determine the time during which Options shall vest and the method of vesting, or that no vesting restriction shall exist, provided that options issued to consultants performing investor relations activities must vest in stages over 12 months with no more than ¼ of the options vesting in any three month period.

All options must be exercised no later than 5 years from the date of the grant and they are not transferable other than by will or by the laws of descent and distribution. Unless otherwise decided by the Board, if a director, employee or consultant ceases to act as such for any reason other than death, each option held by such person will be exercisable during 90 days following the date on which such person ceased to be a participant under the Stock Option Plan but only up to and including the original option expiry date. Options granted to a person engaged in investor relations activities must expire within 30 days after this person ceases to be employed to provide such services.

Indebtedness of Directors and Executive Officers

No director, officer, employee or previous directors, officers or employees of the Corporation was indebted to the Corporation at any time in its last completed financial year in connection with the purchase of securities of the Corporation or for any other reason.

Director's and Officer's Liability Insurance

The Corporation maintains directors' and officers' liability insurance coverage against liability incurred by the directors and officers of the Corporation serving in such capacity. The current annual coverage limit for the Corporation is \$5,000,000. There is generally a deductible of \$25,000 or \$50,000 for a claim relating to securities. The most recent annual premium paid by the Corporation under this coverage was \$18,500, no part of which is payable by the directors or officers of the Corporation.

Interests of Management of the Corporation and Others in Material Transactions

The directors, officers and principal shareholders of the Corporation have no direct or indirect interest in any material transaction involving the Corporation other than as otherwise disclosed herein.

During the financial year, the Corporation paid vehicle rental expenses of \$12,000, professional fees of \$120,000, shares issuing fees of \$9,480, rental of certain immovable assets on the Goldboro Property of \$48,000 and rental of office and equipment and corporate services of \$96,000 to companies controlled by the largest shareholder of the Corporation. This shareholder was also the president and a director of the Corporation up to the end of October 2007. During the financial year, the Corporation also incurred management fees of \$99,000 to a company controlled by its actual president and chief executive officer and consultation fees in geology of \$12,000 to a company controlled by a director.

Management Agreement

Since October 2007, 2541-8203 Quebec inc., a private company controlled by Jacques Levesque, has provided management services that are required for the ongoing operation of the Corporation in return for a monthly payment of \$10,000. Those services include general accounting, follow-up of the exploration expenses and preparation for submission to the Board of Directors or Audit Committee of the documentation required to satisfy the financial continuous disclosure obligations and day-to-day financial operations of the Corporation. Jacques Levesque ceased to act as director and officer of the Corporation in October, 2007.

D. AUDIT COMMITTEE INFORMATION

Regulation 52-110 respecting Audit Committees ("Regulation 52-110") requires the Corporation, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

Audit Committee Mandate and Terms of Reference for Chair

The mandate and responsibilities of the audit committee of the Corporation (the “Audit Committee”) is attached hereto as Schedule “A”.

Composition and Relevant Education

The Audit Committee is presently composed of Mark Billings, chartered financial analyst and holder of an MBA, Claude Poulin, chartered accountant and income tax specialist and Louis Lapointe, who holds a BA in business administration.

The Board of Directors has determined that Claude Poulin and Louis Lapointe are independent members of the Audit Committee in accordance with Regulation 52-110 and that Mark Billings is a non-independent member due to his role as President, Chief Executive Officer and Chief Financial Officer of the Corporation. A director is “independent” if he has no direct or indirect material relationship with the issuer, that is, a relationship which could, in the view of the Board of Directors, reasonably be expected to interfere with the exercise of the member’s independent judgment.

The Board of Directors has determined that each of the three members of the Audit Committee is “financially literate” within the meaning of Regulation 52-110, that is, each member has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

Audit Committee Oversight

At no any time since the commencement of the Corporation’s financial year ended June 30, 2009, a recommendation of the Audit Committee to nominate or compensate an external auditor was adopted by the Board of Directors of the Corporation.

Pre-Approval of Policies and Procedures

The Audit Committee shall review and pre-approve all non-audit services to be provided to the Corporation by its external auditors.

Reliance on Certain Exemptions

As a venture issuer, the Corporation is relying upon the exemption in section 6.1 of the Regulation 52-110 in respect of the composition of its Audit committee and in respect of its reporting obligations under the Regulation 52-110.

External Auditor Service Fees

		Financial Years ended June 30,	
		2009	2008
a)	Audit Fees ⁽¹⁾	\$29,000	\$26,000
b)	Audit-related Fees ⁽²⁾	\$0	\$0
c)	Tax Fees ⁽³⁾	\$0	\$0
d)	All Other Fees ⁽⁴⁾	\$0	\$0

(1) Corresponds to the aggregate fees billed by the Corporation’s external auditor for audit services provided to the Corporation.

(2) Corresponds to the aggregate fees billed by the Corporation’s external auditor for assurance and related services provided to the Corporation that are reasonably related to the performance of the audit or review of the Corporation’s financial statements and are not reported under item « Audit Fees».

(3) Corresponds to the aggregate fees billed by the Corporation’s external auditor for professional services provided to the Corporation regarding tax compliance, tax advice and tax panning.

(4) Corresponds to the aggregate fees billed by the Corporation’s external auditor for products and services provided to the Corporation other than the services reported under items « Audit Fees», « Audit-Related Fees » and « Tax Fees».

E. CORPORATE GOVERNANCE PRACTICES

The following table describes the Corporation's approach to corporate governance with reference to *Regulation 58-101 respecting Disclosure of Corporate Governance Practices* ("the Regulation 58-101") for venture issuers. The Corporation believes that its practices are adequate and efficient for its organization as well as for its "junior" exploration Corporation status. The matters pertaining to the corporate governance practices are studied by the Board of Directors.

Composition of the Board	The Board of Directors (the "Board") consists of a majority of independent directors as this term is defined in Regulation 58-101. The only directors considered not to be independent are Mark Billings due to his position as President and CEO and Ali Abbas Al Hazeem due to his position as Chairman. David Hatchette, Louis Lapointe, Claude Poulin and Michael Dehn are all considered independent pursuant to Regulation 58-101.
Directorships	The only directors that are presently also directors of other reporting issuers are Mark Billings, director of Argex Silver Capital Inc., Caldera Resources Inc., Canamex Silver Corp., Bonaventure Enterprises Inc., Litewave Corp. and Impact Medical Solutions Inc., Michael Dehn, director of NWM Mining Corp., Puget Ventures Inc. and Metalore Resources Limited and Ali Abbas Al Hazeem who is director of Odyssey Petroleum Corporation and Uragold Bay Resources Inc.
Orientation and Continuing Education	The Board does not currently have a formal orientation program for new directors. The Board briefs all new directors on the policies of the Board and other relevant corporate and business information.
Ethical Business Conduct	The Board does not have a written code of ethics and conduct for the directors and officers. The Corporation has no employees. All of the directors are required to act and carry out their duties honestly and in good faith with a view to the best interest of the Corporation. The Corporation requests that all its directors act according to the laws and rules where they are governed. Directors with an interest in a material transaction are required to declare their interest and abstain from voting on such transactions. All Board members have solid track records in spheres ranging from finance to exploration in order to ensure a culture of ethical business conduct.
Nomination of Directors	The Board does not have a nominating committee. The current size and composition of the Board allow the entire Board to take the responsibility for finding and nominating new directors, taking into consideration the competencies, skills, experiences and ability to devote the required time.
Compensation Committee	The Board does not have a compensation committee. The current size of the Board allows the entire Board to take responsibility for considering compensation for the Corporation's executive officers and directors. Except for the issuance of incentive stock options from time to time, the Corporation does not presently compensate its directors for their capacity as such. Since October 2007, a monthly amount has been paid to a private Corporation related to the President, Chief Executive Officer and Chief Financial Officer for his services. The Corporation may also pay fees to some directors for professional services (as geological expertise) rendered to the Corporation.
Other Board Committees	The Corporation does not have any standing committees other than the Audit Committee.
Board Assessments	The Board is responsible for assessing its effectiveness as well as that of individual directors. The Board considers the mix of skills and experience that directors bring to the Corporation to assess whether they have the necessary skills to perform their function effectively.

DIRECTORS' APPROVAL

The contents and the sending of this circular have been approved by the Board of Directors of the Corporation.

November 16, 2009.

(S) Mark Billings

Mark Billings,
President

SCHEDULE "A"
OREX EXPLORATION INC. (the « Company »)

AUDIT COMMITTEE CHARTER

This Charter was adopted in conformity with *Regulation 52-110 respecting Audit Committees* (« Rule 52-110 »). The Audit Committee Charter sets out the mandate and responsibilities of the Audit Committee (hereinafter described as the "Audit Committee" or the "Committee") and describes the qualifications and status required to become a member. The Committee reviews its charter annually and, as required, makes recommendations to the Board of Directors (hereinafter described as the "Board of Directors" or the "Board") as to any changes to be made.

1. Overall Purpose - Role of Audit Committee

The Committee is a committee of the Board to whom the Board has delegated the responsibility of reviewing the financial reporting process. The Audit Committee has a general mandate to assist the Board in fulfilling its responsibilities with regard to the financial information of the Company and its accounting practices, mainly in the process of reporting and disclosure. In this context, the Committee:

- ensures the reliability and the integrity of the Company's financial statements and financial information, as well as other information made public by the Company;
- supervises the management of accounting systems and internal controls;
- assists in ensuring proper communications between the directors and the external auditors;
- supports the independence of the external auditors;
- supports the duties of the external directors in facilitating in-depth discussions between the director members of the Audit Committee, Management and the external auditors;
- supervises the activities of the external auditors appointed to carry out an audit or to perform other related services; and
- recommends to the Board the appointment of the external auditors and their remuneration.

The Committee has the authority to examine and make recommendations on any question brought to its attention. The Committee, in carrying out this mandate, has access, upon request, to all relevant information concerning the Company's operations, whether this information is in the hands of the Company, a subsidiary or a related person.

The Committee may, at his own discretion, use the services of outside consultants.

2. Committee Responsibilities - Audit

In general, the Committee's mandate is to supervise the reporting and disclosure processes of the Company and to report on its activities to the Board.

The Committee must ascertain that adequate procedures are in place to review the public disclosure by the Company of financial information extracted or derived from its financial statements and must periodically assess the adequacy of these procedures.

The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and the confidential, anonymous submission by employees of the Company, if any, of concerns regarding questionable accounting or auditing matters.

And, more particularly,

2.1 Financial Statements, Notes, Management Reports and Press Releases

- 2.1.1 The Committee examines the interim financial statements and the audited financial statements at year-end before making them public, as well as the documents prepared for electronic deposit with regulatory authorities. The Committee may make whatever changes it deems necessary to the financial statements. Otherwise, the Committee recommends the approval of these financial statements by the Board.
- 2.1.2 The Committee examines the notes to the financial statements and all management reports accompanying the financial statements distributed to the shareholders and/or to the regulatory authorities, as well as press releases issued along with the financial statements, notes and related comments. The Committee makes all the modifications deemed necessary to these documents. Otherwise, it recommends the approval of these documents by the Board.

2.2 External auditors

- 2.2.1 The Committee makes recommendations to the Board with regard to the selection of external auditors, their remuneration and their reappointment, as the case may be. It reviews the audit plan with the external auditors and defines the specific needs of the Committee. The Committee receives the auditors' report with the accompanying notes.
- 2.2.2 The Committee meets with the external auditors before the beginning of their mandate and, at this meeting, examines and approves the scope of the audit plan as well as the audit fees allocated to the work to be done.
- 2.2.3 At that time, the Committee analyzes the external auditors' independence, reviews services other than audit services to be performed by the external auditors and determines if the nature and extent of these services may or may not be prejudicial to their independence.
- 2.2.4 The Committee also meets with the external auditors at the meeting planned for the examination of the year-end audited financial statements and, on this occasion, receives the post-audit report that will mainly deal with:
- The acceptability and quality of the Company's accounting principles;
 - The quality of the accounting systems and internal controls put in place by Management to ensure the integrity of the accounting and financial information;
 - The recommendations made by the auditors to Management with respect to the accounting systems and internal controls, and Management's response thereto;
 - The assessment of the measures put in place to deal with the risks faced by the Company when, in the auditors' opinion, certain factors could have a material impact on the results of the Company; and
 - The difficulties encountered by the external auditors in the course of their mandate, in particular any restrictions imposed by Management or serious accounting questions over which they disagreed with Management.
- 2.2.5 At these meetings, the Audit Committee may meet with the auditors, out of the presence of the Company's Management and the internal directors. In fact, the Committee has direct access to the external auditors and Management and may hold private and informal discussions with each of the parties, whenever deemed opportune in carrying out their mandate.

- 2.2.6 Also, the Management of the Company and the external auditors may, if necessary, ask to meet the members of the Committee to review with them all transactions, procedures or other questions which, in their opinion, are relevant to the mandate of the Committee.
- 2.2.7 The Audit Committee must approve, in advance, all the services that are not related to the audit that the external auditors do for the Company and its subsidiaries.
- 2.2.8 The Committee examines the conditions of the mandate of the external auditors and verifies that the fees are appropriate and reasonable for the audit and approves unpaid fees.

3. Responsibilities of the Committee - Conflicts of Interest

Every year or more often, as required, the Committee examines

- 3.1 Any situation that has been brought to its attention that may cause a conflict of interest and, more particularly, the approval of the financial conditions applicable within the framework of contracts with persons or companies related to or affiliated with the Company, to ensure that these contracts are as advantageous to the Company as if they had been negotiated with other parties.
- 3.2 Any eventual violation of a contract that is brought to its attention and which could have an impact on the financial statements.

4. Appointment of Auditors - Other Resources

In performing its duties, the Committee may hire all necessary resources.

Each year, after having verified the qualifications of the incumbent or potential auditors, the Committee must recommend to the Board the appointment of external auditors. At its first meeting of the year in March, the Committee must consider whether it is appropriate, for the next fiscal year, to proceed with a call for tenders from various auditing firms or to renew the mandate of the auditors in place.

If Management proposes a change of external auditors, the Committee must be informed of the reasons for such a change and, in all cases, approve the information to be made public in accordance with the regulations.

5. Composition

The Audit Committee consists of a minimum of three directors appointed by the Board at the first meeting following the annual general meeting of the shareholders.

The members of the Committee must be in majority independent directors, as defined by Rule 52-110. All members of the Committee must be financially literate.

The majority of the members of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices.

For the purposes of this Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements.

6 Chairman of the Committee

The Chairman of the Committee is selected by the members of the Committee unless he is appointed by the Board; in the case of absence, unavailability or if he vacates his post, the chairmanship will be assumed by a member chosen by the Committee.

7. Number of Meetings

The Committee will meet at least four times per year or more, if necessary. If necessary, meetings can be held by conference call.

Any member of the Committee may convene a special meeting.

8. Organization

The Committee appoints a Secretary.

Before each Committee meeting, the Secretary distributes a written agenda to the members. The Secretary will also maintain minutes of each meeting.

9. Quorum and Decisions

A majority of Committee members shall constitute a quorum.

Provided there is a quorum, decisions are made by a vote of the majority of the members present.

10. Report

The Committee reports to the Board of Directors. The minutes of a Committee meeting constitute a report in itself.