

NOTICE OF CHANGE IN CORPORATE STRUCTURE
(Pursuant to section 4.9 of NI 51-102)

1. The names of the parties to the Transaction

PowerOre Inc. ("**PowerOre**") and OreFinders Resources Inc. ("**OreFinders**").

2. Description of the Transaction

OreFinders completed a "spin-out" of PowerOre whereby:

- 1) OreFinders transferred its Mann property and MacMurphy property to PowerOre (a wholly-owned subsidiary of OreFinders) in consideration for PowerOre issuing 11,000,000 common shares to OreFinders (the "**Consideration Shares**"); and
- 2) Pursuant to a plan of arrangement (the "**Arrangement**") under the *Business Corporations Act* (British Columbia) involving OreFinders, its shareholders, and PowerOre, as approved by the Supreme Court of British Columbia on May 30, 2018, each existing shareholder of OreFinders exchanged their shares of OreFinders for: (a) one new common share of OreFinders for each one existing share of OreFinders held; and (b) such shareholder's pro rata portion of 5,500,000 of the Consideration Shares (being approximately one common share of PowerOre for every 17 shares of OreFinders held on the effective date of the Arrangement).

After completion of the Arrangement, OreFinders continues to hold 5,500,000 of the Consideration Shares, representing approximately 18% of the issued and outstanding shares of PowerOre.

A full description of the transaction can be found in the management information circular of OreFinders dated April 2, 2018, available on OreFinders' SEDAR profile.

3. Effective Date of Transaction

June 1, 2018.

4. Reporting Issuer Status

OreFinders continues to be a reporting issuer in British Columbia, Alberta and Ontario. As a result of the Arrangement, PowerOre became a reporting issuer in British Columbia, Alberta and Ontario. PowerOre is a "venture issuer", as such term is defined in NI 51-102.

5. Financial Year and Financial Markets

The date of PowerOre's first financial year-end subsequent to the Arrangement is October 31, 2018. The annual financial statements of PowerOre for the year ended October 31, 2018 will cover the period from March 21, 2018 to October 31, 2018. The periods of the interim financial reports to be filed during this year are: March 21, 2018 to April 30, 2018; and May 1, 2018 to July 31, 2018.

6. Documents filed

The management information circular of OreFinders dated April 2, 2018 is available on SEDAR (www.sedar.com) under OreFinders' SEDAR profile.

DATED this 1st day of June, 2018.

POWERORE INC.

Per:

"Alexander Stewart"

Alexander Stewart

Director