

OREFINDERS RESOURCES INC.
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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "**Meeting**") of the shareholders of Orefinders Resources Inc. (the "**Company**" or "**Orefinders**") will be held at Suite 2500, 120 Adelaide Street, West, Toronto, Ontario, on Thursday, May 24, 2018, at 10:00 a.m. (Eastern Time), for the following purposes:

1. to receive and consider the financial statements of the Company, together with the auditor's report thereon, for the financial year ended October 31, 2017;
2. to fix the number of directors at five (5);
3. to elect directors for the ensuing year;
4. to appoint the auditor for the ensuing year;
5. to consider and, if thought fit, to pass an ordinary resolution approving and ratifying the Company's stock option plan, subject to regulatory approval, as more fully set forth in the information circular accompanying this notice;
6. to consider and, if thought fit, to pass a special resolution (the "**Arrangement Resolution**") approving an arrangement (the "**Arrangement**") under section 288 of the *Business Corporations Act* (British Columbia) among the Company, its securityholders and PowerOre Inc. ("**PowerOre**"), pursuant to which the Company's shareholders will receive shares of PowerOre; and
7. to transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the information circular (the "**Circular**") accompanying this notice.

This notice is accompanied by the Circular, a form of proxy and a supplemental mailing list return card.

Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and to return it in the envelope provided for that purpose.

The board of directors of the Company (the "**Board**") has by resolution fixed the close of business on April 2, 2018 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

Proxies to be used at the Meeting must be deposited with the Company, c/o the Company's transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 no later than 10:00 a.m. (Eastern Time) on May 22, 2018, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the date on which the Meeting or any adjournment(s) thereof is held.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

AND TAKE NOTICE that dissenting shareholders in respect of the proposed Arrangement are entitled to be paid the payout value of their shares in accordance with section 238 of the *Business Corporations Act* (British Columbia) (the "**Act**"). Pursuant to the Interim Order of the Supreme Court of British Columbia dated April 24, 2018 and the Act, a registered holder of common shares of the Company may until 10:00 a.m. (Pacific Time) on the day which is two days immediately preceding the date of the Meeting give the

Company a notice of dissent in the manner provided for in the Interim Order with respect to the Arrangement Resolution. As a result of giving a notice of dissent, a shareholder may, on receiving a notice of implementation of the Arrangement Resolution, require the Company to purchase all of the common shares held by such shareholder in respect of which the notice of dissent was given. These dissent rights are described in the Circular.

DATED at Toronto, Ontario, this 2nd day of April, 2018.

BY ORDER OF THE BOARD

"Stephen Stewart"

Stephen Stewart
Chief Executive Officer