AMENDED AND RESTATED
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 MacMurchy 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. PowerOre was incorporated on February 1, 2018 and is required to file:

- interim financial reports in respect of the Q2 period ended April 30, 2018, which will be due June 29, 2018 (from incorporation February 1, 2018) (year-to-date and current quarter under review) (no MD&A or CEO/CFO Certificates are required for this period only);
- interim financial reports in respect of the Q3 period ended July 31, 2018 (from incorporation February 1, 2018) (year-to-date and current quarter under review); and
- audited annual financial statements for year ended October 31, 2018 (from incorporation February 1, 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 6th day of June, 2018.

POWERORE INC.
Per:

"Alexander Stewart"
Alexander Stewart
Director