

**FORM 62-103F1**

**REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS**

**1. Security and Reporting Issuer**

**1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

Common shares (“**Common Shares**”) of Origen Resources Inc. (the “**Issuer**”) of 488-625 Howe Street, Vancouver, BC V6C 2T6.

**1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

Not applicable.

**2. Identity of the Acquiror**

**2.1 State the name and address of the Acquiror**

1323398 BC Ltd. whose control person is Emma Fairhurst (the “**Acquiror**”)  
151-1350 Burrard Street  
Vancouver, BC V6Z 0C2

**2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On November 10, 2022 the Acquiror acquired 8,000,000 Common Shares of the Issuer through a private transaction (the “**Transaction**”).

**2.3 State the name of any joint actors**

Emma Fairhurst (“**Fairhurst**”) and Aeternum Asset Advisors Inc. (“**Aeternum**”).

**3. Interest in Securities of the Reporting Issuer**

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the Acquiror’s securityholding percentage in the class of securities.**

On November 10, 2022 the Acquiror acquired 8,000,000 Common Shares of the Issuer which represents 21.19% of the issued and outstanding Common Shares of the Issuer. Prior to the acquisition the Acquiror did not hold any Common Shares of the Issuer.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.**

The Acquiror acquired ownership of the Common Shares that triggered the requirement to file the report.

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the Acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

Prior to the Transaction, the Acquiror held no securities of the Issuer.

Subsequent to the Transaction, the Acquiror owned and controlled 8,000,000 Common Shares of the Issuer representing 21.19% of the issued and outstanding Common Shares of the Issuer based on a total of 37,763,654 Common Shares outstanding as of November 10, 2022.

**3.5 State the designation and number or principal amount of securities and the Acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

**(a) the Acquiror, either alone or together with any joint actors, has ownership and control,**

Prior to the Transaction, the Acquiror together with Fairhurst and Aeternum owned and controlled 1,000,000 Common Shares of the Issuer representing 2.65% of the then issued and outstanding Common Shares of the Issuer based on a total of 37,763,654 outstanding as at November 10, 2022; or 1,125,000 Common Shares of the Issuer representing 2.97% assuming exercise of the 125,000 incentive stock options.

Subsequent to the Transaction the Acquiror together with Fairhurst and Aeternum owned and controlled 9,000,000 Common Shares of the Issuer representing 23.84% of the then issued and outstanding Common Shares of the Issuer based on a total of 37,763,654 outstanding as at November 10, 2022; or 9,125,000 Common Shares of the Issuer representing 24.09% assuming exercise of the incentive stock options.

**(b) the Acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the Acquiror or any joint actor, and**

Not applicable.

**(c) the Acquiror, either alone or together with any joint actors, has exclusive or shared control by does not have ownership.**

Not applicable.

**3.6 If the Acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the Acquiror's securityholdings.**

Not applicable.

**3.7 If the Acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the**

arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the Acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the Acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### **4. Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The 8,000,000 Common Shares were acquired as a loan at a deemed value of \$1,480,000..

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the Acquiror.**

On November 10, 2022 the Acquiror acquired 8,000,000 Common Shares as a loan at a deemed value of \$1,480,000.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

See section 4.2 above.

#### **5. Purpose of the Transaction**

**State the purpose or purposes of the Acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the Acquiror and any joint actors may have which relate to or would result in any of the following:**

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**

The Acquiror is a party to a letter of intent, as amended by a term sheet, with Crest Resources Inc. providing for the acquisition of a majority interest in WitchiMag Pty Ltd. by Crest. Consideration includes payment of \$2,500,000 and issuance of 30,000,000 Common Shares of Crest, subject to satisfaction of certain conditions. The Common Shares of the

Issuer were held by Crest and are advanced to the Acquiror as a loan in connection with the payment of \$2,500,000.

- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**

Not applicable

- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**

Not applicable.

- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**

Not applicable.

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**

Not applicable.

- (f) a material change in the reporting issuer's business or corporate structure;**

Not applicable.

- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**

Not applicable.

- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**

Not applicable.

- (i) the issuer ceasing to be a reporting issuer in any jurisdiction in Canada;**

Not applicable.

- (j) a solicitation of proxies from securityholders;**

Not applicable.

- (k) An action similar to any of those enumerated above;**

Not applicable.

Except as otherwise disclosed herein, the Acquiror currently has no plans or proposal which would relate to or would result in any of the matters described in Items 5(a)-(k) above; however, as part of her ongoing evaluation of this investment and investment alternatives, the Acquiror may consider such matters and, subject to applicable law, may formulate a plan with respect to such matters and, from time to time, may hold discussions with or make formal proposals to management or the Board of the Issuer, other shareholders of the Issuer or other third parties regarding such matters.

**6. Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

**Describe the material terms of any agreements, arrangements, commitments or understandings between the Acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.**

The Acquiror is a party to a letter of intent, as amended by a term sheet, with Crest Resources Inc. providing for the acquisition of a majority interest in WitchiMag Pty Ltd. by Crest. Consideration includes payment of \$2,500,000 and issuance of 30,000,000 Common Shares of Crest, subject to satisfaction of certain conditions. The Common Shares of the Issuer were held by Crest and are advanced to the Acquiror as a loan in connection with the payment of \$2,500,000.

**7. Change in Material Fact**

**If applicable, describe any change in a material fact set out in a previous report filed by the Acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.**

Not applicable.

**8. Exemption**

**If the Acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for this transaction, state the exemption being relied on and describe the facts supporting that reliance.**

Not applicable.

**9. Certification**

**I, as the Acquiror, certify, or I, as the agent filing the report on behalf of an Acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.**

**DATED** as of the 14<sup>th</sup> day of November, 2022.

*“Emma Fairhurst”*

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**EMMA FAIRHURST**