

# ORIGEN RESOURCES INC.

Suite 488 – 625 Howe Street  
Vancouver, British Columbia, V6C 2T6, Canada

## **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS GIVEN** that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of **ORIGEN RESOURCES Inc.** (the “**Company**”) will be held on **Friday October 25, 2024**, at Suite 488 – 625 Howe Street, Vancouver, British Columbia, V6C 2T6, Canada, at 11:00 am (Pacific Time) for the following purposes:

1. To receive the audited annual consolidated financial statements of the Company for its financial years ended March 31, 2023, and March 31, 2024, together with the Auditor's report thereon;
2. To set the number of directors of the Company at three (3);
3. To elect the directors of the Company for the coming year;
4. To appoint Davidson & Company LLP, as the Company's auditor for the ensuing financial year and to authorize the directors to set the auditor's remuneration;
5. To consider, and if thought fit, to ratify and approve, with or without amendment, an ordinary resolution of shareholders providing for the approval of the Company's Incentive Stock Option Plan (the “**Stock Option Plan**”) wherein the Company will allocate and reserve up to 10% of its issued common shares from time to time for the purpose of granting options under the Stock Option Plan. The full text of the resolution is set forth in the Information Circular accompanying this Notice;
6. To consider, and if thought fit, to pass, with or without amendment, an ordinary resolution of disinterested shareholders authorizing and approving the issuance of the Second Tranche Shares (as defined in the Information Circular), including the possible creation of Integra Capital Business S.A. as a control person, as required pursuant to the policies of the Canadian Securities Exchange. The full text of the resolution is set forth in the Information Circular accompanying this Notice; and
7. To transact such other business as may properly come before the Meeting and any adjournments or postponements thereof.

This Notice is accompanied by an Information Circular (the “**Circular**”), either a form of Proxy for registered shareholders or a Voting Instruction Form (“**VIF**”) for beneficial (non-registered) shareholders and Financial Statement Request Form. Please review the accompanying Circular before voting as it contains important information about the Meeting and is deemed to form part of this Notice.

The Company's Board of Directors has fixed the close of business on August 26, 2024, as the record date for the determination of shareholders who are entitled to receive notice of, and to vote at, the Meeting. Only shareholders of the Company as of August 26, 2024, are entitled to receive notice of and to vote at the Meeting, and any adjournment or postponement.

If you are a *registered shareholder* of the Company, you may attend the Meeting in person or be represented by proxy. Shareholders of the Company who are unable to attend the meeting in person are requested to complete, sign and date the enclosed Proxy/Voting Instruction Form and to mail it to or deposit it with, Olympia Trust Company, PO Box 128, STN M, Calgary, AB T2P 2H6 Attention Proxy Dept by mail or fax to 1(403) 668-8307 or toll free number indicated on the proxy form (in Canada and United States) or go to the website indicated on the proxy form and follow the instructions on the form. Telephone and Internet voting can also be completed 24 hours a day, 7 days a week by following the instructions in the accompanying Proxy/Voting Instruction Form. Duly completed forms of Proxy must be received or vote

using the telephone or over the internet must be completed no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, being 11:00 a.m. (Pacific Time) on Friday October 25, 2024, or any adjournments or postponements thereof, unless the chairman of the Meeting chooses to exercise his discretion to accept late proxies.

If you are a *non-registered shareholder* of the Company, you should complete and return the VIF or other authorization provided to you by your broker, investment dealer, trust company or other intermediary in accordance with the instructions provided. If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to have your Shares voted at the Meeting.

If you do not vote, or do not instruct your broker, investment dealer, bank, trust company or other intermediary how to vote, you will not be considered to be represented by proxy for the purpose of voting. Shares represented by a properly executed proxy will be voted on any ballot that may be conducted at the Meeting in accordance with your instructions and, if you specify a choice with respect to any matter to be acted upon, your Shares shall be voted accordingly. In the absence of instructions your Shares will be voted FOR each of the matters referred to in the proxy.

DATED the 27<sup>th</sup> day of September, 2024.

**By Order of the Board of Directors of**

**ORIGEN RESOURCES INC.**

*“Gary Schellenberg”*

**Gary Schellenberg**  
**Chief Executive Officer & Director**