

# NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS OF OROGEN ROYALTIES INC.

Thursday, October 27, 2022 at 10:00 a.m. (Vancouver time)  
1015-789 West Pender Street, Vancouver, British Columbia, V6C 1H2

**NOTICE IS HEREBY GIVEN** that the annual and special general meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Shares**”) of Orogen Royalties Inc. (the “**Company**” or “**Orogen**”) will be held at the head offices of the Company located at 1015-789 West Pender Street, Vancouver, British Columbia, V6C 1H2 on Thursday, October 27, 2022 at 10:00 a.m. (Vancouver time), for the following purposes:

1. To receive and consider the consolidated financial statements of the Company for the financial period ended December 31, 2021, together with the auditors’ report thereon;
2. To fix the number of directors of the Company at five (5);
3. To elect the directors of the Company for the ensuing year;
4. To appoint the auditors of the Company for the ensuing year;
5. To authorize the directors to fix the auditors’ remuneration for the ensuing year;
6. To consider and if thought appropriate, pass, an ordinary resolution to adopt and approve the Omnibus Equity Incentive Compensation Plan of the Company, as more particularly described in the Information Circular; and
7. To transact any such further business as may properly come before the meeting or any adjournment(s) or postponement(s) thereof.

## **Notice-and-Access**

The Company has adopted the “notice-and-access” mechanism (“**Notice and Access Provisions**”) under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

## **Website Where Meeting Materials are Posted**

The Notice-and-Access Provisions are a set of rules that allows reporting issuers to post electronic versions of proxy-related materials and annual financial statements (including the Information Circular) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one (1) other website, rather than mailing paper copies of such materials to Shareholders. All Meeting materials will be posted on SEDAR ([www.sedar.com](http://www.sedar.com)) and the Company’s website ([www.rogenroyalties.com](http://www.rogenroyalties.com)). Any Shareholder may request a copy of the Information Circular by telephone toll-free 1-855-240-3727, facsimile (604) 248-8663 or email [info@rogenroyalties.com](mailto:info@rogenroyalties.com). The request must include a delivery address for the printed materials. Such a request should be received by the Company no later than October 5, 2022,

to ensure that you receive the printed materials in time to exercise your vote. Materials will be mailed within 3 business days if requested prior to the meeting date and within 10 business days if received after the meeting date. If you wish to receive annual and interim financial statements and MD&A for the Company, you can request these in the same way or by completing and returning the enclosed request form.

**IF YOU REQUIRE ADDITIONAL INFORMATION ABOUT THE NOTICE-AND-ACCESS PROVISIONS YOU CAN CALL 1-855-240-3727 EXT. "0". A REPRESENTATIVE OF THE COMPANY WILL BE PLEASED TO ASSIST YOU.**

Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and deposit the enclosed form of proxy by mail to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"). To be effective, the form of proxy must be deposited with Computershare, Attention: Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, by 10:00 a.m. (Vancouver time) on Tuesday, October 25, 2022 (or before 48 hours, excluding Saturdays, Sundays and bank holidays before any adjournment of the meeting at which the proxy is to be used).

Non-registered holders of Shares should complete and return the voting instruction form or other authorization provided to them in accordance with the instructions provided therein. Failure to do so may result in your Shares not being voted at the Meeting.

DATED this 14<sup>th</sup> day of September, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

(Signed) "*J. Patrick Nicol*"

**J. Patrick Nicol**

President, Chief Executive Officer and Director