

Form 51-102F3
Material Change Report

Item 1. **Name and Address of Company**

ORIGEN RESOURCES INC.
488 – 625 Howe St.
Vancouver, B.C. V6C 2T6

Item 2. **Date of Material Change**

Sept 1, 2020

Item 3. **News Release**

A press release dated September 1, 2020 disseminated through news wire services and subsequently posted on the CSE at thecse.com and filed via SEDAR with the securities commissions of British Columbia, Alberta, Ontario, and Yukon Territory.

Item 4. **Summary of the Material Change**

Item 5. The Company entered into a purchase agreement with Crest Resources Inc. (“Crest”) to purchase additional shares of Exploits Gold Corp. (“Exploits”). Origen will purchase 3,000,000 shares of Exploits from Crest in exchange for 4,200,000 Origen shares.

Item 6. Full Description of the Material Change

A full description is attached as Schedule “A”

Item 7. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not Applicable.

Item 8. **Omitted Information**

Not Applicable.

Item 9. **Executive Officer**

Gary Schellenberg,
CEO
Phone: (604) 681-0221

Item 10. **Date of Report**

September 1 2020

SCHEDULE "A"

Origen Makes Further Strategic Investment in Newfoundland Focused Exploits Gold Corp.

Vancouver, B.C. September 1, 2020. Origen Resources Inc. (the "Company" or "Origen") (CSE:ORGN) is pleased to announce that it has entered into a purchase agreement with Crest Resources Inc. ("Crest") to purchase additional shares of Exploits Gold Corp. ("Exploits"). Origen will purchase 3,000,000 shares of Exploits from Crest in exchange for 4,200,000 Origen shares. Exploits is a private exploration company engaged in exploring for district scale high-grade gold deposits in the Central Newfoundland Gold Belt. Recent discoveries in the Central Newfoundland Gold Belt include New Found Gold Corp.'s Queensway discovery and this investment by Origen expands its position in Exploits and exposure to a great opportunity in an emerging gold district. In the Company's June 11, 2020 news release it announced its initial strategic investment into Exploits. Upon completion of this transaction Origen will own a total of 3,666,667 shares representing 19.5% of Exploits outstanding shares.

About Exploits

Exploits Gold Corp. holds a strategic land position, with its core mineral land holdings predating the 2019 New Found Gold Corp. discovery. The two projects are known as the Mt. Peyton and Jonathan's Pond gold projects. The Mt. Peyton and Jonathans Pond properties are located two and twenty-five kilometers west and northeast respectively of New Found Gold's Queensway Discovery. Both projects are easily accessible via the Trans Canada Highway and together consist of 939 mineral claims encompassing a land area totalling 234.75 km² in the Exploits Subzone Camp.

CEO Blake Morgan comments, "We have watched the development of exploration in the Exploits Subzone and the team running exploration at Exploits, and we are pleased to have this opportunity to further invest in Exploits Gold Corp. This investment will provide a financial base for Origen as well as a window into opportunity in this exciting gold play. "

Exploits Highlights

- The Mt. Peyton project is situated on a **15 km strike length airborne magnetic anomaly**, coincident with the anomalous gold float grab samples.
- The Jonathan's Pond project hosts **visible gold bearing quartz veins up to 3m wide, with a current strike length of 450m and open in all directions.**
- Both projects contain high priority exploration targets and are **fully permitted for mechanical trenching, geochemical sampling, and geophysical surveys.**

The Transaction

Origen currently holds 666,667 shares of Exploits. Origen will purchase 3,000,000 shares of Exploits from Crest in exchange for 4,200,000 Origen shares. On the close of this transaction Origen will hold 3,666,667 shares in Exploits, representing a 19.5% interest in Exploits Gold Corp. The transaction is

deemed to be a non-arm's length transaction as Michael Collins, a Director of Origen is also an Officer and Director of Exploits.

Michael Collins, P Geo., a Qualified Person as that term is defined in NI 43-101 has prepared, supervised the preparation or approved the scientific and technical disclosure in the news release.

About Origen

Origen is an exploration company engaged in generating, acquiring and advancing base and precious metal properties. The Company currently holds a property portfolio of four 100% owned precious and base metal projects in southern British Columbia and recently acquired a 100% interest in the 26,771 ha LGM project and an option to acquire a 100% interest in the 3,971 ha Wishbone property in the mineral rich Golden Triangle of British Columbia.

On behalf of Origen,

Blake Morgan

President

For further information, please contact Blake Morgan, President at 236-878-4938 or Gary Schellenberg, CEO at 604-681-0221.

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this press release.