

**ORIGINCLEAR, INC.
CONVERSION NOTICE**

Reference is made to the Certificate of Designation of Rights, Powers, Preferences, Privileges and Restrictions of the Series P Convertible Preferred Stock of OriginClear, Inc. (the “**Certificate of Designation**”). In accordance with and pursuant to the Certificate of Designation, the undersigned hereby elects to convert the number of shares of Series P Convertible Preferred Stock (the “**Preferred Shares**”), of OriginClear, Inc., a Nevada corporation (the “**Company**”), indicated below into shares of common stock (the “**Common Stock**”), of the Company, as of the date specified below.

Date of Conversion: _____

Number of Preferred Shares to be converted: _____

Tax ID Number (If applicable): _____

Number of shares of Common Stock to be issued and calculation of amount _____

Please issue the shares of Common Stock into which the Preferred Shares are being converted in the following name and to the following address:

Issue to: _____

Address: _____

Telephone Number: _____

Facsimile Number: _____

Holder: _____

By: _____

Title: _____

Dated: _____

Account Number (if electronic book entry transfer): _____

Transaction Code Number (if electronic book entry transfer): _____