

**ORIGINCLEAR, INC.  
CONVERSION NOTICE**

Reference is made to the Certificate of Designation of Rights, Powers, Preferences, Privileges and Restrictions of the 0% Series D-1 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 0% Series D-1 Convertible Preferred Stock, \$0.001 par value per share (the “**Preferred Shares**”), of OriginClear, Inc., a Nevada corporation (the “**Company**”), indicated below into shares of common stock, \$0.0001 par value per share (the “**Common Stock**”), of the Company, as of the date specified below.

Date of Conversion: \_\_\_\_\_

Number of Preferred Shares to be converted: \_\_\_\_\_

Share certificate no(s). of Preferred Shares to be converted: \_\_\_\_\_

Tax ID Number (If applicable): \_\_\_\_\_

Conversion Rate: \_\_\_\_\_

Number of shares of Common Stock to be issued: \_\_\_\_\_

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): \_\_\_\_\_

**ACKNOWLEDGMENT**

The Company hereby acknowledges this Conversion Notice and hereby directs \_\_\_\_\_ to issue the above indicated number of shares of Common Stock in accordance with the Irrevocable Transfer Agent Instructions dated \_\_\_\_\_, 2017 from the Company and acknowledged and agreed to by \_\_\_\_\_.

**ORIGINCLEAR, INC.**

By: \_\_\_\_\_

Name:

Title: