

Re: Rule 144 Representation Letter

Gentlemen:

In connection with the request for the removal of the restrictive legend from the stock certificates owned by the undersigned (“Seller”), which represent \_\_\_\_\_ shares (the “Shares”) of the Common Stock, par value \$0.0001 per share, of OriginClear Inc., a Nevada corporation (the “Company”), pursuant to Rule 144 of the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Act”), Seller hereby represents, warrants and confirms to you as follows:

1. I acquired and fully paid for the Shares as follows:

<u>Date of Acquisition</u>	<u>Manner of Acquisition</u> (e.g. “Purchased from Company”)	<u>Date of payment</u> (if same as Date of Acquisition state "same")
_____	_____	_____
_____	_____	_____
_____	_____	_____

2. I am not now, and have not been during the preceding three months, an officer, director, or more than 10% shareholder of the Company or in any other way an “affiliate” of the Company as that term is defined in Rule 144(a)(1).

3. None of the following persons is an affiliate of the Company and has not been an affiliate of the Company for the past three (3) months:

(a) Neither my spouse nor any relative of mine who shares the same residence as I;

(b) Any trust or estate in which I or any of the persons described in 3(a) collectively own 10% or more of the beneficial interest or in which I or any such person serves as a fiduciary; or

(c) Any corporation, limited liability company, partnership or other entity in which I or any of the persons described in 3(a) and (b) collectively are the beneficial owners of 10% or more of any class of equity securities or 10% or the equity interest.

4. I do not know of any material adverse information about the Company or its prospects which has not been publicly disclosed, and, if, at any time before I sell the Shares, I acquire such information, I will refrain from making any sales of the Shares as long as I am in possession of non-public material adverse information.

5. I acknowledge that notwithstanding the removal of the legend on my stock certificates:

(a) In the event that because of a failure by the Company to meet the current public information requirements of Rule 144(c), I may not be able to sell my Shares until such time that the Company is in compliance with the requirements of Rule 144(c), and

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(b) In the event that Company shall meet the “shell” company definition as set forth under Rule 144(i)(1)(i), I will not be able to sell my Shares until such time that the Company is in compliance with the requirements of Rule 144(i)(2).

For purposes of this Section, Rule 144(i)(2) states that securities in an issuer, who meets the requirements of Rule 144(i)(1), may only be resold provided the following conditions are met:

- The company has ceased to be a shell company
- becomes subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934 (that is it is required to file all periodic, quarterly and annual reports, as well as subject itself to the proxy and insider reporting provisions of the Exchange Act);
- has filed all reports and material required to be filed under Section 13 or 15(d) of the Exchange Act, as applicable, during the preceding 12 months (or for such shorter time that the issuer was required to file such reports and materials), other than Form 8-K reports; and
- At least one year has elapsed from the time that the issuer filed current Form 10 type information with the Commission reflecting its status as an entity that it is not a shell company.

“Form 10 information” means the information than an issuer would be required to file if it were registering a class of securities under the Securities Exchange Act of 1934, as amended. Further, the Form 10 information is deemed to be filed on the date the information is initially provided to the SEC.

I acknowledge that the Company and its counsel will rely upon the completeness and accuracy of the information and representations contained in this letter. Accordingly, I agree to indemnify and hold harmless the Company, its officers, directors and counsel for any loss they or any of them may sustain arising out of a breach of my representation set forth in this letter or any violation of the Act, the Securities Exchange Act of 1934, as amended, or any other applicable laws or regulations by me or by anyone acting on my behalf.

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

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Email: \_\_\_\_\_

Fax: \_\_\_\_\_