



**Origin Gold Corporation
Notice of Annual Meeting of
Shareholders And
Management Proxy Circular**

Origin Gold Corporation annual meeting of shareholders will be held on Tuesday, June 18, 2019 at 10:30 a.m., at 1, Place Ville Marie, 40th Floor, Montréal, Québec H3B 4M4.

Shareholders may exercise their rights by attending the Meeting or by completing a Form of Proxy.

YOUR VOTE AS A SHAREHOLDER IS IMPORTANT



**950 – 1801, McGill College Avenue
Montréal, Québec
H3A 2N4**

NOTICE is hereby given that an annual meeting of the shareholders of Origin Gold Corporation (the “**Corporation**” or “**Origin**”) will be held at the offices of Lavery, de Billy, L.L.P., 40th Floor, 1 Place Ville Marie, Montréal, Québec H3B 4M4, on Tuesday, June 18, 2019 at 10:30 a.m.. (Eastern Daylight Time) (the “**Meeting**”), for the following purposes:

1. to receive the Audited Consolidated Financial Statements of the Corporation for the fiscal year ended December 31, 2018, together with the Report of the Auditors thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint Raymond Chabot Grant Thornton LLP, as auditors of the Corporation for the fiscal year 2019 and to authorize the board of directors of the Corporation (“**Board of Directors**”) to fix their remuneration; and
4. to transact such further and other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

The Management Proxy Circular and a Proxy Form for the Meeting are enclosed herewith. Additional information relating to the matters to be put before the Meeting is set forth in the Management Proxy Circular which accompanies this notice.

DATED at Montréal, Québec, this 14th day of May, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(s) Réjean Gosselin
Réjean Gosselin
President and Chief Executive Officer

IMPORTANT

Holders of shares may exercise their rights by attending the Meeting or by completing a Proxy Form. Those who are unable to attend the Meeting in person are urged to complete and sign the enclosed Proxy Form and return it to Computershare Investor Services Inc. by mail, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 before 10:00 a.m. on Monday, June 17, 2019. A person appointed as proxy need not be a shareholder of the Corporation. Holders of shares may also exercise their voting rights (i) by calling the toll-free number 1-866-732-8683 or any other number indicated on the Proxy Form or the voting instruction form or (ii) by going to the following website: www.investorvote.com. For any additional information concerning this matter, please contact Computershare by calling at no charge at 1-800-564-6253 (within North America) and at 514-982-7555 (outside North America) or by e-mail at service@computershare.com.

The Corporation urges shareholders to review the meeting materials before voting.

Management Proxy Circular Annual Meeting of Shareholders

REGISTERED SHAREHOLDERS

You will have received a form of proxy (“**Proxy Form**”) from Origin Gold Corporation's (the “**Corporation**”) transfer agent, Computershare Investor Services Inc. (“**Computershare**”). Complete, sign and mail your Proxy Form in the postage prepaid envelope provided to the number indicated on the form.

NON-REGISTERED SHAREHOLDERS

Your shares are held in the name of an intermediary (securities broker, trustee or other financial institution). You will have received a request for voting instructions from such intermediary. Follow the instructions on your voting instruction form to vote by telephone or Internet, or complete, sign and mail the voting instruction form in the postage prepaid envelope provided. **To vote in person at the meeting, see the box on page 3 of this management proxy circular (the “Management Proxy Circular”).**

PROXY VOTING

Who is soliciting my proxy?

The enclosed Proxy Form is being solicited by the management of the Corporation in connection with the annual meeting of shareholders (the “**Meeting**”) to be held on June 18, 2019 and at every adjournment thereof, and the associated costs will be borne by the Corporation. The solicitation of proxies will be primarily by mail, but may be by telephone or other personal contact by directors of the Corporation (the “**Directors**”), such Directors receiving no compensation for the solicitation of proxies. The Corporation shall, upon request, reimburse brokerage firms and other custodians for their reasonable expenses in forwarding proxies and related material to beneficial owners of shares of the Corporation.

How do I vote?

If you are a registered shareholder, you may vote in person at the Meeting or you may sign the enclosed Proxy Form appointing the named persons or some other person you choose, who need not be a shareholder, to represent you as proxyholder and vote your common shares in the capital of the Corporation (“**Common Shares**”) at the Meeting. Holders of Common Shares may also exercise their voting rights (i) by calling the toll-free number 1-866-732-8683 or any other number indicated on the proxy form or the voting instruction form or (ii) by going to the following website: www.investorvote.com. If your Common Shares are held in the name of an intermediary, please see the box on page 3 for voting instructions.

What if I plan to attend the Meeting and vote in person?

If you are a registered shareholder and plan to attend the Meeting on June 18, 2019 and wish to vote your Common Shares in person at the Meeting, do not complete or return the Proxy Form. Your vote will be taken and counted at the Meeting. Please register with the transfer agent, Computershare, upon arrival at the Meeting. If your Common Shares are held in the name of an intermediary, please see the box on page 3 for voting instructions.

What am I voting on?

Shareholders will be asked to vote on the following matters:

1. **the election of Directors to the Board of Directors of the Corporation for the ensuing year;**
2. **the appointment of auditors for the Corporation for the ensuing year and on the authorization for the Directors to fix their remuneration; and**
3. **any such other business as may properly be brought before the Meeting or at any adjournment thereof.**

For further information, please refer to the heading “Agenda for Shareholders’ Meeting”.

Other than as specifically discussed under the heading “Agenda for Shareholders’ Meeting”, no Director or executive officer, past, present or nominated hereunder, or any associate or affiliate of such persons, or any person on behalf of whom this solicitation is made, has any interest, direct or indirect, in any matter to be acted upon at the Meeting,

except that such persons may be directly involved in the normal business of the Meeting or the general affairs of the Corporation.

What if I sign the Proxy Form enclosed with this Management Proxy Circular?

Signing the enclosed Proxy Form gives authority to the Directors of the Corporation, or to another person you have appointed, to vote your Common Shares at the Meeting.

Can I appoint someone other than these Directors to vote my Common Shares?

Yes. Write the name of this person, who need not be a shareholder, in the blank space provided in the Proxy Form. It is important to ensure that any other person you appoint is attending the Meeting and is aware that he or she has been appointed to vote your Common Shares. Proxy holders should, upon arrival at the Meeting, present themselves to a representative of Computershare.

What do I do with my completed Proxy Form?

Return it to the Corporation's transfer agent, Computershare, by mail at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, **no later than 10:00 a.m. (Eastern Daylight Time) on June 17, 2019.** This will ensure that your vote is recorded.

If I change my mind, can I take back my proxy once I have given it?

Yes. If you change your mind and wish to revoke your proxy, prepare a written statement to this effect. The statement must be signed by you or your attorney as authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney of the corporation duly authorized. This statement must be delivered at the above-mentioned registered office of Computershare, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, and upon either of such deposits the proxy is revoked.

How will my Common Shares be voted if I give my proxy?

The Common Shares represented by your Proxy Form will be voted or withheld from voting in accordance with your instruction on the Proxy Form on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. If you have not specified how to vote on a particular matter, or if any amendments are proposed to any matter, or if other matters are properly brought before the Meeting, then, in each case, your proxyholder can vote your Common Shares as your proxyholder sees fit. Management knows of no such amendments or other matters to come before the Meeting other than the matters referred to in the notice of annual meeting ("**Notice**").

If you properly complete and return your Proxy Form appointing representatives of management of the Corporation as your proxy but do not specify how you wish the votes to be cast, your Common Shares will be voted:

- a) **FOR the election of directors nominated by management;**
- b) **FOR the appointment of Raymond Chabot Grant Thornton LLP as auditors for 2019 and the authorization of the directors to fix their remuneration; and**
- c) **at the discretion of management, on any other matter which may properly come before the Meeting.**

How many Common Shares are entitled to vote?

As of May 14, 2019 (the "**Record Date**"), there are 47,224,191 Common Shares issued and outstanding, each of which is entitled to one vote at the Meeting. Only shareholders registered at the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting unless after that date a shareholder of record transfers his Common Shares and the transferee, upon producing properly endorsed certificates evidencing such Common Shares or otherwise establishing that he owns the Common Shares, requests no later than 10 days before the Meeting that the transferee's name be included on the list of shareholders entitled to vote, in which case such transferee is entitled to vote such Common Shares at the Meeting.

Who counts the votes?

The Corporation's transfer agent, Computershare, counts and tabulates the proxies. This is done independently of the Corporation. Proxies are referred to the Corporation only in cases where a shareholder clearly intends to communicate with management or when it is necessary to do so to meet the requirements of applicable law.

If I need to contact the transfer agent, how do I reach them?

For general shareholder enquiries, you can contact the transfer agent:

by mail: Computershare Investor Services Inc.
100 University Avenue, 8th Floor
Toronto, Ontario M5J 2Y1

or by email: service@computershare.com

or by fax: within Canada and the United States at no charge at 1-866-249-7775 or 416-263-9394

or by telephone: within Canada and the United States at no charge at 1-800-564-6253 or 514-982-7555

If my Common Shares are not registered in my name but are held in the name of an intermediary (a bank, trust corporation, securities broker, trustee or other), how do I vote my Common Shares?

These beneficial owners of Common Shares (the "**Beneficial Owners**") must be aware of the fact that only proxies filed by shareholders whose names appear in the Corporation's book as registered holders of Common Shares may be recognized and may benefit from the right to vote at the Meeting. The voting rights attached to the Common Shares held by an intermediary may be exercised by the intermediary, on behalf of the Beneficial Owner, only according to the Beneficial Owner's specific instructions, which must be obtained before the Meeting. Each Intermediary has its own rules concerning the mailing and forwarding of voting instruction forms, notices of meeting, proxy circulars as well as all other documents sent to shareholders for a meeting. The intermediary is prohibited from exercising the voting rights attached to the Common Shares of its clients without specific voting instructions.

In accordance with the requirements of *Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, the Corporation has elected to send the notice of Meeting, this Management Proxy Circular and the Proxy Form directly to the non-objecting Beneficial Owners (the "**NOBOs**"). The intermediaries are responsible for forwarding these documents to each NOBO who has objected to his intermediary disclosing ownership information about himself (the "**OBO**"), unless that OBO has waived the right to receive them.

There are two ways you can vote your Common Shares held by your intermediary. As required by Canadian securities legislation, you will have received from your intermediary either a request for voting instructions or a form of proxy for the number of Common Shares you hold. For your Common Shares to be voted for you, please follow the voting instructions provided by your intermediary. Since the Corporation has limited access to the names of its Beneficial Owners, if you attend the Meeting, the Corporation may have no record of your shareholdings or your entitlement to vote unless your intermediary has appointed you as proxyholder. Therefore, if you wish to vote in person at the Meeting, insert your own name in the space provided on the request for voting instructions or form of proxy and return same by following the instructions provided. You can also write the name in the space provided thereof of someone else whom you wish to attend the Meeting and vote on your behalf. Do not otherwise complete the form as your vote will be taken at the Meeting. Please register with the transfer agent, Computershare, upon arrival at the Meeting.

PRINCIPAL HOLDERS OF VOTING SECURITIES

To the knowledge of the Directors and officers of the Corporation, as at the Record Date, the only persons who beneficially own, or control or direct, directly or indirectly, over voting securities of the Corporation carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation, are as follows:

Shareholder's Name	Number of Common Shares	Percentage of Issued Common Shares
Jean Depatie	6,094,983	12.9%
Rejean Gosselin	5,709,791	12.1%

AGENDA FOR SHAREHOLDERS' MEETING

1. ELECTION OF DIRECTORS

The board of directors (the “**Board of Directors**” or the “**Board**”) of the Corporation currently consists of three members. The number of directors will be increased to five at the Meeting.

The election of five nominees named hereunder will be proposed for election as Directors of the Corporation. Management does not contemplate that any nominee will be unable or unwilling to serve as a director. Each Director elected will hold office until the next annual meeting of shareholders or until a successor is duly elected or appointed, unless he ceases to hold office pursuant to the *Canada Business Corporations Act*, or his office is vacated earlier pursuant to the By-laws of the Corporation.

The following table sets forth certain information concerning the five nominees as Directors of the Corporation, including their beneficial ownership of Common Shares of the Corporation as at the Record Date. Unless otherwise indicated, each nominee holds sole voting and investment power over his Common Shares.

Name and Municipality of Residence	Positions and Offices held within the Corporation	Director Since	Principal Occupation	Number and Percentage of Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly
Jean Depatie ⁽²⁾ St-Bruno, Québec	Chairman of the Board	August 2017	Chairman of the Board of the Corporation	6,094,983 12.9%
Réjean Gosselin ⁽²⁾ Montréal, Québec	Chief Executive Officer, President and Director	August 2017	President and Chief Executive Officer of the Corporation	5,709,791 12.1%
Jacques Authier ⁽¹⁾ Boucherville, Québec	Director	August 2017	CPA, CA and financial consultant for several high wealth groups	634,783 1.3%
Gaétan Martel Magog, Québec	Proposed Director		Retired	375,000 0.8%
Guy Lord Westmount, Québec	Proposed Director		Retired	203,000 0.4%

Notes:

- (1) Chairman of the Audit Committee
(2) Member of the Audit Committee

The total number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, by the nominees as Directors of the Corporation as a group, to our knowledge, is 13,017,557 or approximately 27.6% of the Common Shares issued and outstanding as at the Record Date.

All of the proposed nominees were elected to their present term of office by the shareholders of the Corporation at a meeting in respect of which the Corporation circulated to shareholders a management proxy circular, except for Gaétan Martel and Guy Lord.

In 1978, Gaétan Martel joined RCR International, a manufacturer of weather stripping in Boucherville, Québec, when he, along with his partner and a venture capital firm, purchased the company. They launched an expansion plan, which included the purchase of Jacobs & Thompson of Toronto which opened up the industrial side of the business. In 1996, they expanded in the USA. Mr. Martel retired in 2008 and was inducted to the Hall of Fame of the Canadian Hardware and Housewares Manufacturers Association in 2009.

Guy Lord is a lawyer focused on the strategic aspects of tax and business law and business transactions. Mr. Lord's five decades of tax /public policy experience span the private sector, law, government and academic. He held senior positions with the Federal Department of Finance and the Department of Justice in tax policy and legislation. He also served as senior Vice-President, Corporate affairs and Secretary at Biochem Pharm Inc. In 2001, he joined Osler, Hoskin & Harcourt LLP until his retirement in 2015. He has been on the boards of several companies and institutions. He has also taught tax and public law in Canada and Europe. He was a member of several professional associations including the Canadian Bar association and the International tax Foundation. He has been a member of the Quebec Bar from 1963 to 2017. Guy Lord holds a B.A and L.LL (Law) from the University of Montréal and a D.Phil from the University of Oxford, England.

Unless such authority is withheld, the persons named in the enclosed proxy form intend to vote at the Meeting FOR the election of these nominees.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the best of the Corporation's knowledge, after having made due inquiry, the Corporation confirms that no proposed Director of the Corporation:

- (a) is, as at the date hereof, or has been, within the 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company, including the Corporation, that while that person was acting in that capacity:
 - (i) was subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
 - (ii) was subject to an event that resulted, after the proposed director ceased to be a director, chief executive officer or chief financial officer, in the company being the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) is, as at the date hereof, or has been, within the 10 years before the date hereof, a director or executive officer of any company, including the Corporation, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (c) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; and
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, nor has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in deciding whether to vote for a proposed Director.

2. REAPPOINTMENT OF AUDITORS

Management proposes Raymond Chabot Grant Thornton LLP, as auditors of the Corporation for the current financial year to hold office until the next annual meeting of shareholders of the Corporation and to authorize the Directors to fix their remuneration. Raymond Chabot Grant Thornton LLP have been auditors of the Corporation since August 25, 2017.

The proposal requires the approval of a majority of the votes cast by the holders of Common Shares present in person or represented by proxy at the Meeting.

Unless instructions are given to abstain from voting with regard to the appointment of the auditors, the persons named in the enclosed Proxy Form intend to vote at the Meeting FOR the appointment of Raymond Chabot Grant Thornton LLP, as auditors of the Corporation for the current financial year and authorize the Directors to fix their remuneration.

3. OTHER MATTERS

Management of the Corporation knows of no other matters to come before the Meeting other than those referred to in the Notice. Should any other matters properly come before the Meeting, the Common Shares represented by the Proxy Form solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Named Executive Officer and Director Compensation, excluding Compensation Securities

As of the end of its most recently completed financial year, the Corporation was a “venture issuer”, as defined under Regulation 51-102 *respecting Continuous Disclosure Obligations* (“**Regulation 51-102**”). Accordingly, the following table sets forth information required under Form 51-102F6V – Statement of Executive Compensation – Venture Issuers (the “**Form 51-102F6V**”) of Regulation 51-102 concerning all compensation paid, made payable, awarded, granted, gave or otherwise provided for the two most recently completed financial years to all persons acting as Named Executive Officers (as defined herein) and Director for services provided to the Corporation and its subsidiaries during the financial year ended December 31, 2018. These amounts include the annual base remuneration and certain other forms of remuneration, the payment having been made or postponed. “Named Executive Officers” means the following persons:

- a) the Chief Executive Officer;
- b) the Chief Financial Officer;
- c) the most highly compensated executive officer, other than the Chief Executive Officer and Chief Financial Officer, who was serving as executive officer at the end of the most recently completed financial year and whose total compensation exceeded \$150,000; and
- d) each individual for whom disclosure would have been provided under (c), except that the individual was not serving as an executive officer of the Corporation at the end of the most recently completed financial year.

Table of Compensation excluding Compensation Securities							
Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all Other Compensation (\$)	Total Compensation (\$)
Réjean Gosselin ⁽¹⁾ Chief Executive Officer, President and Director	2017	\$35,000	-	-	-	-	\$35,000
	2018	\$120,000	-	-	-	-	\$120,000
Vatché Tchakmakian ⁽⁴⁾ Chief Financial Officer and Secretary	2017	\$25,524 ⁽⁵⁾	-	-	-	-	\$25,524
	2018	\$78,619 ⁽⁵⁾	-	-	-	-	\$78,619
Jean Depatie ⁽¹⁾ Chairman of the Board	2017	-	-	-	-	-	n/a
	2018	-	-	-	-	-	n/a
Jacques Authier ⁽¹⁾ Director	2017	-	-	-	-	-	n/a
	2018	-	-	-	-	-	n/a
Jacques Trottier Former Director ⁽²⁾	2017	-	-	-	-	-	n/a
	2018	-	-	-	-	-	n/a
Pierre Colas ⁽³⁾ Former Director	2017	-	-	-	-	-	n/a
	2018	-	-	-	-	-	n/a

Notes:

- (1) Jean Depatie, Réjean Gosselin and Jacques Authier serve as Directors of the Corporation since August 25, 2017.
- (2) Jacques Trottier was Director of the Corporation from August 25, 2017 to October 26, 2017.
- (3) Pierre Colas was Director of the Corporation from August 25, 2017 to December 13, 2018.
- (4) Vatché Tchakmakian serves as Chief Financial Officer and Secretary of the Corporation since August 25, 2017.
- (5) This amount does not include the fees paid to a private corporation controlled by Mr. Tchakmakian for its support staff in respect of bookkeeping and accounting services of \$24,570 in 2018 (\$4,289 in 2017).

Stock Options and Other Compensation Securities

No stock options nor other compensation securities were granted or issued to the Named Executive Officers and Directors of the Corporation in the most recently completed financial year ended December 31, 2018.

No Named Executive Officers or Directors exercised any compensation securities, being solely comprised of stock options, during the most recently completed financial year ended December 31, 2018.

Stock Option Plan and Other Incentive Plans

Stock Option Plan

On May 14, 2018, the Board of Directors established the Stock Option Plan pursuant to which options may be granted in favour of directors, officers, employees and consultants providing ongoing services to the Corporation, up to a maximum of 4,090,000 Common Shares. The exercise price, terms and conditions of the options are established by the Board of Directors, subject to the rules of the regulatory authorities having jurisdiction over the securities of the Corporation. The exercise price at the time of the grant of the options shall not be less than the closing market price of the Common Shares on the day prior to their grant. The options granted may be exercised during a period not exceeding ten years. The options are non transferable. For any option granted under the Stock Option Plan, the Board of Directors may, at its sole discretion, determine whether such option shall vest immediately or be subject to such vesting schedule as the Board of Directors may deem appropriate in the circumstances.

The number of common shares reserved for issuance to any individual officer and non-independent director will not exceed 5% of the issued and outstanding common shares, and the number of common shares reserved for issuance to any independent director will not in aggregate exceed 1% of the issued and outstanding common shares.

The number of common shares reserved for issuance to all consultants and persons employed in investor relations activities on behalf of the Corporation will not exceed 2% of the issued and outstanding common shares.

Employment, Consulting and Management Agreements with the Named Executive Officers

The President and Chief Executive Officer receives a compensation of \$10,000 per month.

A corporation controlled by the Chief Financial Officer and Secretary receives a compensation based on hourly rates for professional fees and for the support staff in respect of accounting, bookkeeping and administrative support.

They are not entitled to receive any compensation in case of change of control or termination.

Oversight and Description of Director and Named Executive Officer Compensation

Determination of Compensation

The Corporation has not created a compensation committee. The Board of Directors establishes executive and senior officer compensation, the general compensation structure, policies and programs of the Corporation. The Board of Directors reviews the adequacy and form of the compensation of Directors and ensures that such compensation realistically reflects the responsibilities and risk involved in being an effective director.

General Principles of Executive Compensation

The goal of the Corporation's executive compensation program is to attract, retain and motivate high quality executives and to encourage them to meet shareholders' expectations by preserving and growing the business. The objective of the compensation program established by the Board of Directors is to also promote long-term shareholder value creation by fostering greater alignment of interests between the senior officers and the shareholders of the Corporation. The compensation program is designed to communicate and focus the executives on critical business issues which ultimately increase long-term shareholder value.

The Corporation's executive compensation program adequately achieves the desired goal by offering the executive officers a competitive cash-based remuneration package comprised of base remuneration and stock options and discretionary bonuses.

In summary, the Corporation's compensation program is designed to:

- Motivate superior performance;
- Align rewards to the time horizon of the position;
- Align executive officers' economic interest with those of the shareholders;
- Reflect the particular characteristics of Origin's operations;
- Focus on key performance measures that drive value growth for shareholders; and
- Be consistent with prevailing views of good governance.

Components of the Corporation's Compensation Program

The compensation program consists of the following components:

Base remuneration

Base remuneration of executive officers are determined by referencing remuneration levels in the mining and resource industry, and specifically the exploration sector in which the Corporation operates. The Board of Directors reviews information drawn from a variety of sources, including proxy statements of competitive companies of comparable size and complexity, and, when appropriate, surveys conducted by compensation consultants. In reviewing comparative data, the Board of Directors refers to public information on executive compensation but does not engage in benchmarking for the purpose of establishing compensation levels relative to any predetermined level. Criteria included in the determination of remuneration levels include the individual's experience level, the scope and complexity of the position held, and salaries being paid for similar positions at other Canadian companies of similar size and complexity. The Board of Directors takes into account in any year and period, the change and actions of management towards enhancing the economic value to the shareholders of their ownership in Corporation.

Stock options

The stock option component of the compensation package is provided to focus management attention on corporate performance over a period of time longer than one year in recognition of long-term horizons for return on investments and strategic decisions in the mining industry. The level of stock option awards given to each executive and Directors is determined by his position, his potential future contributions to the Corporation and the number and terms of stock option awards previously granted to the executive. All stock option awards are approved by the Board of Directors. The Board of Directors determines a meaningful level of award for employees ranging from key employees to the Chief Executive Officer. The level of stock option awards is also influenced by the number of executives and key employees in the current year and the likelihood of grants in future years to executives and key employees since the total number of stock options available under the Stock Option Plan is fixed.

Bonuses

In addition to the above compensation elements, the Board of Directors is empowered to grant cash bonuses to executive officers in order to reward exceptional performance.

Other

The Corporation's compensation policies have not been changed or modified during the most recently completed financial year, and it is not expected that any significant changes will be made in the next financial year.

Pension Plan Benefits

The Corporation does not offer any pension plan benefits to any of its Directors or Named Executive Officers.

Equity Compensation Plan Information

The following table set forth, as of December 31, 2018, the Stock Option Plan under which equity securities of the Corporation were authorized for issuance:

Plan Category	Number of Common Shares to be Issued Upon Exercise of Outstanding Options	Weighted Average Exercise Price of Outstanding Options	Number of Common Shares Remaining Available for Future Issuance Under the Equity Compensation Plans
Equity Compensation Plans of the Corporation approved by the shareholders	2,829,565	\$0.17	1,260,435
Equity Compensation Plans of the Corporation not approved by the shareholders	N/A	N/A	N/A
Total:	2,829,565	\$0.17	1,260,435

Indebtedness to the Corporation of Directors and Executive Officers

As at the Record Date, there is no indebtedness outstanding with any Directors, executive officers, employees or former directors, executive officers or employees of the Corporation or its subsidiaries which is owing to the Corporation or a subsidiary of the Corporation, or to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or its subsidiaries, in connection with a purchase of securities or for any other matter.

To the knowledge of the Corporation, during the fiscal year ended December 31, 2018, none of the Directors or executive officers of the Corporation, proposed nominees for election as a director, or any associate of the foregoing was indebted to the Corporation or any subsidiary of the Corporation.

Certain Relationships and Related Transactions and Interest of Informed Persons in Material Transactions

To the knowledge of the Corporation, no informed person of the Corporation, proposed directors of the Corporation, or any associate or affiliate of said officials has had any material interest, direct or indirect, in a transaction having been concluded since the beginning of the most recently completed fiscal year or in any proposed transaction which has or would affect in a material manner the Corporation or one of its subsidiaries.

AUDIT COMMITTEE INFORMATION

Charter of the Audit Committee

The Charter of the Audit Committee is annexed to this Management Proxy Circular as Schedule A.

Role and Composition of Audit Committee

The Audit Committee assists the Board of Directors in fulfilling its responsibilities for oversight of financial and accounting matters. The Audit Committee recommends the auditors to be nominated and reviews the compensation of the auditors. The Audit Committee is directly responsible for overseeing the work of the auditors, must pre-approve non-audit services, be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and must establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. In 2018, the three Directors comprising the Audit Committee were Messrs. Jacques Authier (Chairman), Pierre Colas and Jean Depatie, all of whom are "financially literate", have the ability to read and understand a set of financial statements and were independent under *Regulation 52-110 respecting Audit Committees ("Regulation 52-110")*.

Name	Independent	Financially Literate
Jacques Authier (Chairman)	Yes	Yes
Pierre Colas	Yes	Yes
Jean Depatie	Yes	Yes

Relevant Education and Experience

Mr. Jacques Authier is a Chartered Professional Accountant, holding a M.Sc. Comm from the University of Sherbrooke, offering consulting services in the areas of tax planning, wealth management and corporate finance. Mr. Authier was a partner at the international accounting firm Ernst & Young, from 1988 to 2009, where he developed extensive expertise in audit services, corporate finance and tax planning. Since then, he has acted as financial consultant for high net worth families and he has been involved in several privately owned enterprises, as partner and director.

Mr. Pierre Colas is a retired Quebec based investment banker and was Vice-President & Managing Director Investment banking at Industrielle Alliance Securities Inc. ("IAS"). Prior to his appointment at IAS, he was First Vice-President Investment Banking at Desjardins Securities Inc. Mr. Colas was a member of the Advisory Committee on the small and midcap companies for the Autorité des marchés financiers ("AMF") in Québec and was a member of the TSX Venture Exchange Advisory Committees until recently. Mr. Colas holds a Bachelor degree in Commerce from the University of Concordia, Montreal.

Internationally recognised expert in the mining world in financing, takeovers, and mergers and acquisitions, Jean Depatie has been at the forefront of the mining industry for the past 45 years. He has been a director of Glamis Gold Ltd. that was sold to Goldcorp Inc., creating a \$21.3-billion entity, a past Director of Novicourt Inc. (acquired by Xstrata plc, now Glencore plc), and a past Director of Consolidated Thomson Iron Mines Ltd. (acquired by Cliffs Natural Resources Inc. in a \$4.9-billion transaction in 2011). As the Vice-President of Exploration for Sullivan Mines, Mr. Depatie was directly involved in the reactivation of the Win-Eldrich gold mine. As the President and CEO of

Louvem Mines Inc. he was instrumental in the discovery of the Louvicourt base metal mine and the development of the Beaufor gold mine in Québec (later sold to Richmond Mines Inc.). In Peru, as a Director of Gold Hawk Resources Inc. Mr. Depatie was involved in the acquisition and reactivation of the Cobre San Juan base metal mine located in San Mateo (later sold to Nyrstar NV, a Dutch Company). Jean Depatie put the world's largest graphite mine into production, the Stratmin Lac-des-Îles Graphite Mine in Québec (now Timcal of Imrey's SA), for which he was awarded the Prix d'Excellence by the Government of Québec. Mr. Depatie has served many public companies at the highest levels and has been actively involved in exploration and economic geology; including, Vice-President of Exploration for SNC-Lavalin Group Inc. for 7 years. A past President of the Association professionnelle des géologues et des géophysiciens du Québec (the Professional Association of Geologists and Geophysicists of Québec), Mr. Depatie holds a Bachelor of Arts degree in Mathematics and Physics from the University of Montréal, and both Bachelor of Science and Master of Science degrees in Geology from Laval University.

The Audit Committee meets generally on a quarterly basis. The Audit Committee held two meetings in 2018.

Pierre Colas resigned as director of the Corporation on December 13, 2018 and was replaced by Réjean Gosselin on the Audit Committee on April 8, 2019.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Corporation's external auditors not been adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of Regulation 52-110 (*De Minimis Non-Audit Services*) or an exemption from Regulation 52-110, in whole or in part, granted under Parts 6 and 8 of Regulation 52-110, other than the exemption granted under Section 6.1 of Regulation 52-110, which exempts issuers whose shares are listed only on the TSX Venture Exchange from the requirements of Part 3 (*Composition of Audit Committee*) and Part 5 (*Reporting Obligations*).

Pre-Approval Policies and Procedures

The Audit Committee approves the engagement terms for all audit and non-audit services to be provided by the Corporation's auditors before such services are provided to the Corporation or any of its subsidiaries.

External Auditor Service Fees

The fees charged to the Corporation by its external auditor in each of the last two financial years are as follows:

	2017	2018
Audit Fee ⁽¹⁾	\$11,760	\$24,151
Audit-Related Fees ⁽²⁾	-	-
Tax Fees ⁽³⁾	-	\$13,967
Other ⁽⁴⁾	\$43,575	-
Total	\$55,335	\$38,118

Notes:

- (1) Audit fees include fees for services related to the audit of the Corporation's financial statements or other services that are normally provided by the external auditors in connection with statutory or regulatory filings or engagements. These fees also include fees for comfort letters, statutory audits, attest services, consents and assistance with the preparation and review of documents filed with regulators, as well as in connection with the interpretation of accounting and financial reporting standards.

- (2) Audit-related fees include assurance and related services that are performed by the Corporation's auditors. These services also include accounting consultations in connection with IFRS implementation.
- (3) Tax fees include fees for assistance with tax planning, during restructurings and when taking a tax position, as well as preparation and review of income and other tax returns and tax opinions.
- (4) Other fees include fees for financial services (business recovery), risk management services, legislative and/or regulatory compliance services and merger integration services.

CORPORATE GOVERNANCE PRACTICES

The Board of Directors of the Corporation considers good corporate governance to be important to the effective operations of the Corporation and to ensure that the Corporation is managed so as to enhance shareholder value. The Board of Directors is responsible for ensuring that the Corporation addresses all relevant corporate governance issues in compliance with the corporate governance guidelines set forth in Policy Statement 58-201 - *Corporate Governance Guidelines* of the Canadian Securities Administrators.

Board of Directors

The Board delegates to management the responsibility for the development of these strategies and holds itself responsible for the approval of the strategies finally adopted. In addition to those matters which must by law be approved by the Board, management is required to seek Board approval for significant acquisitions, divestitures and capital expenditures. Other matters of strategic importance to the Corporation or which impact significantly on the operations of the Corporation are brought to the Board's attention for its input, consideration and approval.

The Board oversees the identification of the principal risks of the Corporation's business and the implementation by management of appropriate systems to manage such risks. The Board reviews from time to time organizational matters such as succession planning. Given current management's tenure, their vast experience and low turnover, succession planning is not seen as critical at the present time by the Board.

Messrs Jean Depatie and Jacques Authier are "independent" in that they are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Corporation, other than interests and relationships arising from shareholding. Mr. Réjean Gosselin is not independent, being President and Chief Executive Officer.

Directorships

Directors of the Corporation are also directors of other reporting issuers, as follows:

Director	Reporting Issuers
Jean Depatie	N/A
Réjean Gosselin	N/A
Jacques Authier	N/A
Guy Lord	N/A
Gaétan Martel	N/A

Orientation and Continuing Education

The Board of Directors of the Corporation takes the following steps to ensure that all new directors receive orientation regarding the role of the Board, its committees and its Directors, and the nature and operation of the Corporation.

Reports and other documentation relating to the Corporation's business and affairs are provided to new Directors. Board meetings are held at the Corporation's main site to give the Directors additional insight into the Corporation's business and operations.

Orientation and education of Directors is an ongoing matter. As such, ongoing informal discussions between management and members of the Board are encouraged and visits to the Corporation's operations are organized.

Ethical Business Conduct

The Corporation is committed to promote the highest standard of ethic and integrity in the pursuance of all of its activities. Furthermore, the Directors, officers and employees of the Corporation are expected to act and to hold their office within the best interests of the Corporation. The Corporation expects that all Directors shall act in compliance of all laws and regulations applicable to their office as Director of the Corporation.

In the event any transactions or agreements occur in respect of which a Director or executive officer has a material interest, the matter must be initially reviewed by the Corporate Governance Committee and is then submitted to the Board of Directors. The Board may implement any measures that it finds necessary in order to ensure the exercise of independent judgment. In the event a Director has a material interest in any transaction or agreement, such Director will abstain from voting in that regard.

Nomination of Directors

The Board of Directors of the Corporation has decided to increase at five the number of Directors on the Board.

The Nomination Committee of the Corporation seek qualified candidates to be considered for nomination as Directors. Proposed nominations are subject to review and approval by the Board.

Any new appointees or nominees to the Board of Directors must have a favourable track record in general business management, special expertise in areas of strategic interest to the Corporation, the ability to devote the time required and a willingness to serve as a Director.

Compensation

On an annual basis, the Board of Directors evaluates the adequacy of compensation of the Directors and executive officers.

Assessments

The Board reviews and assesses the performance of the Board or its committees and members.

AVAILABILITY OF DOCUMENTS

The Corporation will provide to any person, upon request to the Secretary of the Corporation at 950 – 1801, McGill College Avenue, Montréal, Québec H3A 2N4.

- A copy of the annual financial statements of the Corporation for the year ended December 31, 2018 with the accompanying report of the auditors thereon, a copy of the related management's discussion and analysis as well as a copy of all interim financial statements of the Corporation to December 31, 2018 and related management's discussion and analysis; and
- A copy of this Management Proxy Circular.

Additional information relating to the Corporation is available on the web site of the System for Electronic Document Analysis and Retrieval (SEDAR), at the following address: www.sedar.com.

The financial information is provided in the Corporation's financial statements and the management's discussion and analysis for the year ended December 31, 2018.

APPROVAL OF CIRCULAR

The Board of Directors of the Corporation has approved the contents of the Management Proxy Circular and its sending to the shareholders.

DATED at Montréal, Québec, this 14th day of May, 2019.

ORIGIN GOLD CORPORATION

Per: (s) Réjean Gosselin
Réjean Gosselin
President and Chief Executive Officer

SCHEDULE A

AUDIT COMMITTEE CHARTER

ORIGIN GOLD CORPORATION (the “Corporation”)

The following charter is adopted in compliance with *Regulation 52-110 respecting Audit Committees (“52-110”)*.

1. COMPOSITION

The Committee shall be comprised of at least three directors as determined by the Board. A majority of the members of the Committee must not be executive officers, employees or control persons of the Corporation or of an affiliate of the Corporation.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee shall be financially literate.

For the purposes of this charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation’s financial statements.

The appointment of members to the Committee shall take place annually at the first meeting of the Board after a meeting of shareholders at which directors are elected. If the appointment of members of the Committee is not so made, the directors who are then serving as members of the Committee shall continue to serve as members until their successors are validly appointed. The Board may appoint a member to fill a vacancy that occurs in the Committee between annual elections of directors.

Unless a chairman is appointed by the Board, the members of the Committee may designate a chairman by a majority vote of all Committee members.

2. MEETINGS AND PROCEDURES

The Committee shall meet at least annually, or more frequently if required.

At all meetings of the Committee, every item brought to resolution shall be decided by a majority of the votes cast. In the case of an equality of votes, the chairman shall not be entitled to a second vote.

Quorum for meetings of the Committee shall be a majority of its members and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing meetings of the Board.

The powers of the Committee may be exercised at a meeting at which a quorum of the Committee is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Committee.

Each member (including the chairman of the Committee) is entitled to one vote in Committee proceedings.

The Committee may meet separately with senior management and may request that any member of the Corporation’s senior management or the Corporation’s outside counsel or independent auditors to attend meetings of the Committee or other meetings with any members of, or advisors to, the Committee.

Furthermore, the Committee has the authority to hire the services of outside advisors, from time to time, when it is necessary to do so for carrying out its mandate.

The Committee shall, at the meeting of the Board following its own meeting, report to the directors on its work, activities and recommendations.

3. DUTIES AND RESPONSIBILITIES

The following are the general duties and responsibilities of the Committee:

3.1 Financial Statements and Disclosure Matters

- 3.1.1 review the Corporation's financial statements, management's discussion and analysis and annual and interim profit and loss press releases, before the Corporation publicly discloses such information.
- 3.1.2 To be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the public disclosure referred to in section 3.1.1, and must periodically assess the adequacy of those procedures.

3.2 Independent Auditors

- 3.2.1 recommend to the Board the selection and, where applicable, the replacement of the independent auditors to be appointed annually as well the compensation of such independent auditors;
- 3.2.2 determine that the independent auditors appointed are a Public Accounting Firm that has entered into a Participation Agreement as such terms are defined in *Regulation 52-108 respecting Auditor Oversight* and that at the time of their report on the annual financial statements of the Corporation, they are in compliance with any restrictions or sanctions imposed by the Canadian Public Accountability Board;
- 3.2.3 oversee the work and review annually the performance and independence of the independent auditors;
- 3.2.4 on an annual basis, review and discuss with the independent auditors all significant relationships they may have with the Corporation that may impact their objectivity and independence;
- 3.2.5 consult with the independent auditors about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements;
- 3.2.6 review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former independent auditors of the Corporation;
- 3.2.7 review the audit plan for the year-end financial statements and intended template for such statements;
- 3.2.8 review and pre-approve all audit and audit-related services and the fees and others compensations related thereto, as well as any non-audit services provided by the independent auditors to the Corporation or its subsidiary entities. The pre-approval requirement is satisfied with respect to the provision of non-audit services if:
 - 3.2.8.1 the aggregate amount of all such non-audit services provided to the Corporation constitutes no more than 5% of the total amount of fees paid by the Corporation and its subsidiary entities to its independent auditors during the fiscal year in which the non-audit services are provided;
 - 3.2.8.2 such services were not recognized by the Corporation or its subsidiary entities as non-audited services at the time of the engagement; and
 - 3.2.8.3 such services are promptly brought to the attention of the Committee by the Corporation and approved, prior to the completion of the audit, by the Committee or by one or more of

its members to whom authority to grant such approvals has been delegated by the Committee.

The Committee may delegate to one or more independent members of the Committee the aforementioned authority to pre-approve non-audited services, provided the pre-approval of the non-audit services is presented to the Committee at its first scheduled meeting following such approval.

3.3 Financial Reporting Processes

- 3.3.1 review with management, in consultation with the independent auditors, the integrity of the Corporation's financial reporting process, both internal and external;
- 3.3.2 consider the independent auditor's judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting;
- 3.3.3 consider and report to the Board changes to the Corporation's auditing and accounting principles and practices as suggested by the independent auditors and management;
- 3.3.4 review any significant disagreement among management and the independent auditors in connection with the preparation of the financial statements;
- 3.3.5 review, with the independent auditors and management, the extent to which changes and improvements in financial or accounting practices have been implemented;
- 3.3.6 establish procedures for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters and the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters.

3.4 Risk Management

- 3.4.1 oversee the identification, prioritisation and management of the risks faced by the Corporation;
- 3.4.2 direct the facilitation of risk assessments and measurement to determine the material risks to which the Corporation may be exposed and to evaluate the strategy for managing those risks;
- 3.4.3 monitor the changes in the internal and external environment and the emergence of new risks;
- 3.4.4 review the adequacy of insurance coverage;
- 3.4.5 monitor the procedures to deal with and review disclosure of information to third parties insofar as these disclosure represent a risk for the Corporation.

3.5 Whistleblowing Policy

- 3.5.1 monitor and review compliance with the Corporation's Whistleblowing Policy;
- 3.5.2 establish a procedure for the receipt and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters.

3.6 Reporting Responsibilities

- 3.6.1 the Committee shall report to the Board on a regular basis, and in any event:

- 3.6.1.1 at least annually, with an assessment of the performance of management in the preparation of financial statements and Auditors in conducting the annual audit of the Corporation and discuss the report with the full Board following the end of each fiscal year;
- 3.6.1.2 before the public disclosure by the Corporation of its financial statements, management's discussion and analysis and any press releases regarding annual and interim profit or loss and any reports or other financial information which are submitted to any governmental body or to the public; and
- 3.6.1.3 as required by applicable legislation, regulatory requirements and policies of the Canadian Securities Administrators.

3.7 Annual Evaluation

- 3.7.1 annually, the Committee shall, in a manner it determines to be appropriate:
 - 3.7.1.1 conduct a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this charter; and
 - 3.7.1.2 review and assess the adequacy of this charter and the position description for the chairman of the Committee and recommend to the Board any improvements to this charter or the position description that the Committee determines to be appropriate, except for minor technical amendments to this charter, authority for which is delegated to the Corporate Secretary, who will report any such amendments to the Board at its next regular meeting.