

**OROGEN ROYALTIES INC.
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Orogen Royalties Inc. (“**Orogen**” or the “**Company**”)
Suite 1015 - 789 West Pender Street
Vancouver, B.C. V6C 1H2

2. Date of Material Change

October 28th, 2022

3. News Release

A news release disclosing the material change was issued through ACCESSWIRE, on October 28th, 2022 and filed on SEDAR.

4. Summary of Material Change

Vancouver, B.C. October 28, 2022 (TSX.V:OGN) (OTCQX:OGNRF) Orogen Royalties Inc. (“Orogen” or the “Company”) is pleased to announce the voting results for its Annual General and Special Meeting (the “Meeting”) of shareholders held October 27, 2022.

A total of 56,588,746 shares were voted representing 31.66% of the issued and outstanding shares of the Company. Shareholders approved all matters presented at the meeting as follows:

5. Full Description of Material Change

Vancouver, B.C. October 28, 2022 (TSX.V:OGN) (OTCQX:OGNRF) Orogen Royalties Inc. (“Orogen” or the “Company”) is pleased to announce the voting results for its Annual General and Special Meeting (the “Meeting”) of shareholders held October 27, 2022.

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	Votes For	Votes Against	Withheld/ Abstain	% For	% Against	% Withheld/ Abstain
Director Nominee						
J. Patrick Nicol	56,487,870	-	100,876	99.82	-	0.18
Justin Quigley	56,515,145	-	73,601	99.87	-	0.13
Timothy Janke	56,515,145	-	73,601	99.87	-	0.13
Roland Butler	56,541,645	-	47,101	99.92	-	0.08
Samantha Shorter	56,531,279	-	57,467	99.90	-	0.10
Appointment of Auditor	56,554,336	-	34,410	99.94	-	0.06
Omnibus Equity Incentive Compensation Plan	56,431,322	157,424	-	99.72	0.28	-

Each of the resolutions approved at the Meeting are described in detail in the Company’s Management Proxy Circular dated September 14, 2022, available on SEDAR at www.sedar.com and the Company’s website at www.rogenroyalties.com.

Corporate Update

In connection with the Meeting, Ms. Samantha Shorter has joined the Company's Board of Directors. Ms. Shorter is a senior finance and accounting professional with over 15 years of experience in the mineral exploration sector and has served as CFO of various junior mining companies. She has international experience with development projects as well as operating assets. Ms. Shorter was also previously employed as an audit manager at a major Canadian accounting firm specializing in the mining industry and has extensive experience providing financial reporting and corporate services to mining and mineral exploration companies. Ms. Shorter is a CPA, CA and CIA and holds a Bachelor of Commerce degree with Honours from the University of British Columbia. Samantha will also take on the role of Chair of the Company's Audit Committee.

Mr. Bob Felder has been appointed as the Company's Technical Advisor. Bob has worked as an exploration geologist and in senior management for major and junior mining companies for the past 40 years. His experience includes involvement in the discovery and resource development of several Nevada gold deposits, and in recent years in leadership roles with junior exploration companies.

"We welcome Ms. Shorter to Orogen's Board," commented Paddy Nicol, CEO of Orogen. "Samantha brings considerable audit and financial experience and will provide sound advice for the financial affairs of the Company, including its producing and developing royalty portfolio."

"We would like to thank Mr. Felder for his contributions to the Company. Bob played an important part in the formation of Orogen and served on its Board of Directors since the merger between Evrim Resources and Renaissance Gold in 2020. We are pleased that Bob will continue to provide technical expertise to our exploration team. With his deep Nevada experience and industry contacts, Bob will help Orogen broaden its scope in Nevada in the generation of high-quality exploration targets."

5.1 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not Applicable.

7. Omitted Information

Not Applicable.

8. Executive Officers

For further information about this material change, please contact John Patrick (Paddy) Nicol, President and Chief Executive Officer, at (604) 816-2852 or by email at paddy@orogenroyalties.com.

9. Date of Report

DATED at the City of Vancouver, in the Province of British Columbia this 28th day of October 2022.

"Paddy Nicol"

John Patrick (Paddy) Nicol
President and CEO