

**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): _____

EXHIBIT II

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: