

Orogen Shareholder's Overwhelmingly Approve Plan of Arrangement with Triple Flag Precious Metals at Annual General and Special Meeting

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[Orogen Royalties Inc.](#) ("Orogen" or the "Company") (TSXV:OGN) (OTCQX:OGNRF) is pleased to announce the voting results for its Annual General and Special Meeting (the "Meeting") of shareholders held today.

A total of 153,248,045 shares were voted by proxy, representing 75.95% of the issued and outstanding shares of the Company. Shareholders approved all matters presented at the Meeting, including the special resolution approving the plan of arrangement (the "Arrangement") between the Company and [Triple Flag Precious Metal Corp.](#) ("Triple Flag"). Under the terms of the Arrangement, holders of common shares of Orogen (each a "Company Share") will receive, subject to proration, \$1.63 in cash or 0.05355 of a common share in the capital of Triple Flag, and 0.25 of a common share of 1537944 B.C. Ltd. ("SpinCo") (each, a "SpinCo Share") for each Company Share held.

Shareholders approved all matters presented at the Meeting as follows:

Resolution	Votes			%
	For	Votes Against Withheld/ Abstain Non Vote		
Approval of the Statutory Plan of Arrangement	137,247,455	890,901	0	15,109,689 99.3
Number of Directors	153,165,203	82,842	0	99.9
J. Patrick Nicol	136,943,634	0	1,194,722	15,109,689 99.1
Justin Quigley	137,994,326	0	144,030	15,109,689 99.9
Roland Butler	138,028,913	0	109,443	15,109,689 99.9
Samantha Shorter	137,975,336	0	163,020	15,109,689 99.8
Timothy Janke	138,023,900	0	114,456	15,109,689 99.9
Appointment of Auditors	153,167,598	0	80,447	99.9
Approval of the SpinCo Omnibus Equity Incentive Plan	137,632,403	505,953	0	15,109,689 99.6

The Arrangement remains subject to approval of the Supreme Court of British Columbia (the "Court") and the TSX Venture Exchange, and to the satisfaction of other customary conditions. The Court hearing for the final order is scheduled to take place on July 2, 2025, and closing of the Arrangement is expected to occur on July 9, 2025. Following the close of the Arrangement, the Company Shares will be delisted from the TSX Venture Exchange and SpinCo (which will be re-named [Orogen Royalties Inc.](#)) will commence trading under the symbol TSX.V:OGN.

About Orogen Royalties Inc.

Orogen Royalties is focused on organic royalty creation and royalty acquisitions on precious and base metal discoveries in western North America. The Company's royalty portfolio includes the Ermitaño gold and silver

Mine in Sonora, Mexico (2.0% NSR royalty), operated by [First Majestic Silver Corp.](#) and the Arthur Gold Project (formerly the Expanded Silicon gold project) in Nevada, U.S.A (1.0% NSR royalty), being advanced by [AngloGold Ashanti plc](#). The Company is well financed, with several projects actively being developed by joint venture partners.

On April 21, 2025, the Company and Triple Flag signed a definitive arrangement agreement (the "Agreement"), whereby Triple Flag agreed to acquire all of the issued and outstanding common shares of Orogen pursuant to a plan of arrangement for total consideration of approximately \$421 million, or \$2.00 per Company Share (the "Transaction"). The total consideration consists of approximately \$171.5 million in cash, approximately \$171.5 million in Triple Flag shares, and shares of Spinco with an implied value of approximately \$78 million.

Orogen and Triple Flag have also agreed to the formation of a generative exploration alliance in the western United States, whereby Triple Flag will provide funding to Spinco for generating gold and silver targets considered geologically similar to the Expanded Silicon project. The initial US\$435,000 budget will focus on identifying prospective exploration opportunities for incoming exploration partners, in exchange for cash, equity and retained royalty.

On Behalf of the Board, OROGEN ROYALTIES INC.

Paddy Nicol
President & CEO

To find out more about Orogen, please contact Paddy Nicol, President & CEO at 604-248-8648, and Marco LoCascio, Vice President, Corporate Development at 604-248-8648. Visit our website at www.rogenroyalties.com.

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Forward Looking Information

This news release includes certain statements that may be deemed "forward looking statements". All statements in this presentation, other than statements of historical facts, that address events or developments that Orogen Royalties Inc. (the "Company") expect to occur, are forward looking statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur.

Although the Company believe the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward looking statements include market prices, exploitation and exploration successes, and continued availability of capital and financing, and general economic, market or business conditions.

Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

SOURCE: Orogen Royalties Inc.

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