

OMINECA MINING AND METALS LTD.

**NOTICE OF ANNUAL AND SPECIAL MEETING OF THE SHAREHOLDERS
MONDAY, SEPTEMBER 23, 2019**

TAKE NOTICE THAT the annual and special meeting (the “**Meeting**”) of the shareholders “**Shareholders**”) of **OMINECA MINING AND METALS LTD.** (the “**Corporation**”) will be held at McKercher LLP, 374 Third Avenue South, Saskatoon, Saskatchewan, on Monday, September 23, 2019 at 10:00 a.m. (Saskatoon time) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation as at and for the years ended December 31, 2016, December 31, 2017 and December 31, 2018 and the report of the auditors thereon;
2. fixing the number of directors to be elected at the Meeting at three;
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;
5. to consider and, if deemed advisable, adopt, with or without variation, an ordinary resolution approving the continuation of the existing stock option plan of the Corporation;
6. to transact such other business as may properly come before the Meeting.

Information relating to matters to be acted upon by the Shareholders at the Meeting is set forth in the accompanying Information Circular of the Corporation dated August 13, 2019.

A Shareholder may attend the Meeting in person or may be represented at the Meeting by proxy. Shareholders who are unable to attend the Meeting in person and wish to be represented by proxy are requested to date, sign and return the accompanying form of proxy, or other appropriate proxy form in accordance with the instructions set forth in the accompanying Information Circular and form of proxy. **Proxies will not be valid unless deposited at the offices of the Corporation’s registrar and transfer agent, Alliance Trust Company at #1010, 407 – 2nd Street SW, Calgary, Alberta, T2P 2Y3, in the enclosed self-addressed envelope, by not later than 10:00 a.m. (Calgary time) on Thursday, September 19, 2019 (or, in the case of an adjournment of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned Meeting).** A person appointed as proxy holder need not be a Shareholder.

Only Shareholders of record as at the close of business on August 12, 2019 are entitled to receive notice of the Meeting.

DATED at Saskatoon, Saskatchewan as of the 13th day of August, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

signed “*Tom MacNeill*”
President and Chief Executive Officer