

Omineca Mining and Metals Ltd.
Proxy for Annual and Special Meeting of Shareholders

The undersigned holder, or authorized proxy of a holder, of common shares in the capital of Omineca Mining and Metals Ltd. (the “Corporation”) hereby appoints **Tom MacNeill, President and Chief Executive Officer of the Corporation, or, failing him, Andrew Davidson, the Chief Financial Officer and Secretary of the Corporation**, or instead of either of the foregoing _____ as proxyholder of the undersigned, with full power of substitution, to attend and vote for and on behalf of the undersigned at the **Annual and Special Meeting of the Shareholders of the Corporation (the “Meeting”), to be held on Monday, September 23, 2019** and at any adjournment or adjournments thereof, and on every ballot that may take place in consequence thereof to the same extent and with the same power as if the undersigned were personally present at the Meeting with authority to vote at the said proxyholder's discretion, except as otherwise specified below. Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxyholder to vote the shares represented by this Proxy in the following manner:

1. **FOR ()** or **AGAINST ()** fixing the number of directors to be elected at the Meeting at three;
2. To votes as follows with respect to the election of directors, as proposed in the Corporation’s Information Circular dated August 13, 2019:

Tom MacNeill	TO VOTE FOR () or WITHHOLD FROM VOTING FOR ()
Andrew Davidson	TO VOTE FOR () or WITHHOLD FROM VOTING FOR ()
Sylvain Laberge	TO VOTE FOR () or WITHHOLD FROM VOTING FOR ()
3. **FOR ()** or **WITHHOLD ()** with respect to the appointment of Crowe MacKay LLP, as auditors of the Corporation for the ensuing year and authorizing the directors to fix their remuneration;
4. **FOR ()** or **AGAINST ()** an ordinary resolution approving the continuation of the existing stock option plan of the Corporation; and
5. To vote in the discretion of the proxyholder on any amendments or variations to matters identified in the Notice of Meeting accompanying the Information Circular or other matters which may properly come before the Meeting or any adjournment thereof.

This Proxy is solicited on behalf of the management of the Corporation. The shares represented by this Proxy will be voted by the management nominees above on any ballot called for and, where the shareholder has specified a choice with respect to the above matters, will be voted as directed above or, if no direction is given, will be voted FOR the respective resolutions by the management nominees.

Each shareholder has the right to appoint a proxyholder other than the management nominees above, who need not be a shareholder of the Corporation, to attend and to act for the shareholder and on the shareholder’s behalf at the Meeting. To exercise such right, the names of the nominees of management above should be crossed out and the name of the shareholder's nominee should be legibly printed in the blank space provided for that purpose.

The undersigned hereby revokes any proxies heretofore given.

DATED this _____ day of _____, 2019.

Name of person giving this Proxy (*please print*)
(see Notes)

Signature

(see Note 1)

Notes:

1. If the person granting this Proxy is a corporation, this Proxy must be signed by an officer or attorney thereof duly authorized who should indicate, below his name, his title or position and, if signed by an attorney of a corporation, must be accompanied by proof satisfactory to the Corporation that such attorney has been duly appointed and is authorized to sign this Proxy. Likewise, persons signing as executors, administrators, trustees or in some similar capacity should so indicate and give their title as such.
2. 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).
3. No Proxy shall be valid after the expiration of twelve (12) months from the date of its execution.
4. If this Proxy is not dated in the space provided, it will be deemed to be dated as of the date on which it was received by or on behalf of the Corporation.
5. Reference is made to the Information Circular for further information regarding completion and use of this Proxy and other information pertaining to the Meeting.