



602 – 224 4th Avenue South
Saskatoon, SK S7K 5M5

August 13, 2019

Dear Shareholder:

We are pleased to invite you to the annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares in the capital of Omineca Mining and Metals Ltd. which will be held on Monday, September 23, 2019 starting at 10:00 a.m. at McKercher LLP, 374 Third Avenue South, Saskatoon, Saskatchewan. Where permitted by law, Omineca Mining and Metals Ltd. is utilizing certain provisions of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* that reduces the volume of materials that must be physically mailed to Shareholders for the purposes of the Meeting by providing Shareholders with access to these materials online (“**Notice-and-Access**”).

As a result, you will be receiving with this letter a Notice-and-Access Notice, which explains and sets forth important information with respect to how you may access the Information Circular for the Meeting, which outlines and explains the business to be conducted at the Meeting as well as other important information about Omineca Mining and Metals Ltd. Also enclosed is your form of proxy or voting instruction form, as applicable.

If you are unable to attend the Meeting in person, we encourage you to cast your vote on the business matters to be conducted at the Meeting by completing and submitting the form of proxy or voting instruction form. For advice as to how to deliver your proxy or voting instruction form please see the discussion at page 7 of the Information Circular under the heading Voting Securities and Principal Holders of Common Shares.

Yours Truly,

signed “*Tom MacNeil*”

President and Chief Executive Officer
Omineca Mining and Metals Ltd.