

Omineca Mining and Metals Ltd.

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
NOTICE-AND-ACCESS NOTICE**

Registered holders that have consented to the delivery of proxy-related materials from the Corporation electronically (“**Consenting Registered Owners**”) and non-registered (beneficial) shareholders (“**Beneficial Owners**”), and collectively with Consenting Registered Owners “**Eligible Shareholders**”) of the common shares of Omineca Mining and Metals Ltd. (the “**Corporation**”) are receiving this notice as the Corporation has elected to take advantage of the provisions of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* which came into force on February 11, 2013 (“**Notice-and-Access**”). Notice-and-Access is a set of rules that reduces the volume of materials that must be physically mailed to shareholders of reporting issuers by allowing companies to deliver proxy-related materials electronically by providing shareholders with access to these materials online. Notice-and-Access will be used to deliver the proxy-related materials to Eligible Shareholders. The Corporation will be using the procedure known as ‘stratification’ and deliver a paper copy of the proxy-related materials with this notice package to any non-Eligible Shareholders.

Under Notice-and-Access, Consenting Registered Owners still receive a form of proxy and Beneficial Owners receive either a form of proxy or voting instruction form enabling them to vote at the shareholders’ meeting. However, instead of a paper copy of the Notice of Meeting and Information Circular, Eligible Shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the cost of printing and mailing proxy-related materials.

MEETING DATE AND LOCATION:

WHEN: Monday, September 23, 2019, commencing at 10:00 a.m. (Saskatoon time)

WHERE: McKercher LLP, 374 Third Avenue South, Saskatoon, Saskatchewan

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

Financial Statements: Although no vote is required, shareholders will receive and consider the Corporation’s consolidated financial statements for the years ended December 31, 2016, December 31, 2017 and December 31, 2018, together with the report of the auditors thereon.

Number of Directors: Shareholders will be asked to fix the number of directors to be elected at the Meeting.

Election of Directors: Shareholders will be asked to elect directors for the ensuing year. Information respecting the election of directors may be found in the “Election of Directors” section of the Information Circular.

Appointment of Auditors: Shareholders will be asked to appoint Crowe MacKay LLP as the Corporation’s auditor for the ensuing year, and authorize the Corporation’s directors to fix their remuneration. Information respecting the appointment of Crowe MacKay LLP may be found in the “Appointment of Auditors” section of the Information Circular.

Stock Option Plan: Shareholders will be asked to consider and approve the Corporation’s existing stock option plan for the ensuing year. Information respecting the stock option plan approval may be found in the “Annual Approval of Stock Option Plan Resolution” section of the Information Circular.

Other Business: Shareholders may be asked to consider other items of business that may be properly brought before the meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the Information Circular.

Shareholders are reminded to view the meeting materials, including the Information Circular, prior to completing the proxy or voting instruction form.

WEBSITES WHERE MEETING MATERIALS ARE POSTED

Material can be viewed online under the Corporation's SEDAR profile at www.sedar.com and at the following internet address: <http://alliancetrust.ca/shareholders/>.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Shareholders may request that a paper copy of the meeting materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR by:

- Visiting the following internet address: <http://alliancetrust.ca/shareholders/>
- Calling 1-877-537-6111; or
- Sending an email to inquiries@alliancetrust.ca.

Requests should be received at least five (5) business days in advance of the proxy return date and time set out in the proxy or voting instruction form in order to receive the meeting materials in advance of such date and the meeting date. Additional information respecting how to obtain paper copies of the meeting materials may be found in the Information Circular.

VOTING:

Beneficial shareholders who have received a voting instruction form from Broadridge Financial Solutions Inc. ("**Broadridge**") must deposit the completed voting instruction form with Broadridge by mail or facsimile at the address or facsimile number noted thereon.

Shareholders who have received a proxy form directly from Alliance Trust Corporation are asked to return their proxies using one of the following methods at least forty-eight (48) hours (excluding Saturdays, Sundays and holidays) in advance of the proxy deposit date set out in the accompanying form of proxy:

INTERNET:	http://alliancetrust.ca/shareholders/
FACSIMILE:	403-237-6181
MAIL:	ALLIANCE TRUST COMPANY SUITE 1010, 407 – 2ND STREET S.W. CALGARY, ALBERTA T2P 2Y3

Additional information with respect to voting may be found in the Information Circular