

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

(Pursuant to Part 7 of National Instrument 51-102 - Continuous Disclosure Obligations)

**1. Name and Address of Issuer:**

Omineca Mining and Metals Ltd. (the “**Issuer**”, the “**Company**” or “**Omineca**”)  
602 – 224 4<sup>th</sup> Avenue South  
Saskatoon, Saskatchewan S7K 5M5

**2. Date of Material Change:**

November 16, 2022

**3. Press Release:**

A press release was distributed through Cision on November 16, 2022.

**4. Summary of Material Changes:**

The Company has closed a non-brokered private placement financing (the “**Private Placement**”), issuing 9,374,999 units of the Company (the “**Units**”) at a price of \$0.08 per Unit for gross proceeds of \$750,000. Each Unit consisted of one common share of the Company (each, a “**Common Share**”) and one (1) full Common Share purchase warrant (each, a “**Warrant**”). Each Warrant is exercisable to acquire one Common Share at a price of \$0.12 until November 16, 2024.

**5. Full Description of Material Change:**

The Company has completed a non-brokered private placement offering (the “**Offering**”) of 9,374,999 units of the Company (the “**Units**”) at a price of \$0.08 per Unit for gross proceeds of \$750,000. Each Unit consists of one common share of the Company (a “**Unit Share**”) and one (1) common share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.12 until November 16, 2024.

The net proceeds of the Offering will be used to accelerate and continue the Company’s hard rock gold exploration and drilling activity at its exploration projects in the Cariboo Mining District in south-central British Columbia and for general working capital purposes.

The Units, and the underlying securities comprising the Units issued under the Offering are subject to a statutory hold period expiring March 17, 2023. In connection with the Offering, the Company has paid certain finders a cash finder fee of 7% of applicable subscription price.

Omineca advises that insiders of the company participated in the Offering, which was completed pursuant to available related party exemptions under Multilateral Instrument 61-101.

**6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102:**

This report is not being filed on a confidential basis.

**7. Omitted Information:**

There are no significant facts required to be disclosed herein which have been omitted.

**8. Executive Officer:**

For further information contact:

Tom MacNeill  
Chief Executive Officer  
Phone: 306-653-2692

**9. Date of Report:**

November 17, 2022

**Forward Looking Information:**

*This material change report includes forward-looking statements regarding Omineca and its business. Such statements are based on the current expectations and views of future events of Omineca's management. In some cases, the forward-looking statements can be identified by words or phrases such as "may", "will", "expect", "plan", "anticipate", "intend", "potential", "estimate", "believe" or the negative of these terms, or other similar expressions intended to identify forward-looking statements. The forward-looking events and circumstances discussed in this material change report may not occur and could differ materially as a result of the failure to consummate the Offering, the economic feasibility of the Wingdam project, known and unknown risk factors and uncertainties affecting Omineca, including risks regarding the resource industry, economic factors and the equity markets generally and many other factors beyond the control of Omineca. No forward-looking statement can be guaranteed. Forward-looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statement or information. Accordingly, readers should not place undue reliance on any forward-looking statements or information. Forward-looking statements speak only as of the date on which they are made and Omineca undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as required by applicable securities laws.*