No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering (as defined herein) may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

These securities have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. "United States" and "U.S. person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

Offering Document under the Listed Issuer Financing Exemption **December 6, 2024**

OMINECA
MINING AND METALS LTD.

(the "**Company**" or "**Omineca**")

SUMMARY OF OFFERING

What are we offering?

Offering:	Up to 43,636,363 flow-through units of the Company (the "**FT Units**") at a price of CDN$0.055 per FT Unit (the "**Offering Price**"), for gross proceeds of CDN$2,400,000 (the "**Offering**"). There is no minimum Offering. Each FT Unit shall consist of one common share of the Company (a "**FT Share**") that will qualify as a "flow-through share" within the meaning of subsection 66(15) the Income Tax Act (Canada) (the "**ITA**") and one (1) common share purchase warrant (each, a "**Warrant**") that will qualify as a "flow-through share" within the meaning of subsection 66(15) the ITA. Each Warrant entitles the holder thereof to purchase one common share of the Company (a "**Warrant Share**") at an exercise price of CDN$0.10 per Warrant Share for a period of 36 months following the Closing Date (as hereinafter defined). Warrant Shares will not be issued on a flow-through basis. In the event that the volume weighted average trading price of the Common Shares on the TSX Venture Exchange ("**TSXV**"), or other principal exchange on which the Common Shares are listed, is equal to or greater than $0.20 for any 20 consecutive trading days, the Company may, within 10 business days of the occurrence of such event, deliver a notice to the holders of Warrants accelerating the expiry date of the Warrants to the date that is 30 days following the date of such notice (the "**Accelerated Exercise Period**"). Any unexercised Warrants shall automatically expire at the end of the Accelerated Exercise Period. In addition, the Company will grant the Agent an option to conduct a concurrent commercially reasonable efforts basis, private placement of FT Units ("**Concurrent Private Placement**"), to be issued under the "accredited investor" exemption, offered to certain select institutional investors and/or insiders of the Company on the same terms and price pursuant to the Offering. If elected, the size of the Concurrent Private Placement will be determined in the context of the market, subject to mutual satisfaction between the Company and the Agent.

Offering Price:	CDN$0.055 per FT Unit.
Significant Attributes:	The Company will use an amount equal to the gross proceeds received by the Company from the sale of the FT Units, pursuant to the provisions in the ITA, to incur eligible "Canadian exploration expenses" that qualify as "flow-through mining expenditures" as both terms are defined in the ITA (the "**Qualifying Expenditures**") related to the Company's projects in British Columbia, on or before December 31, 2025, and to renounce all the Qualifying Expenditures in favour of the subscribers of the FT Units effective December 31, 2024. In the event the Company is unable to renounce Qualifying Expenditures effective on or prior to December 31, 2024 for each FT Unit purchased in an aggregate amount not less than the gross proceeds raised from the issue of the FT Units, the Company will indemnify each FT Unit subscriber for the additional taxes payable by such subscriber as a result of the Company's failure to renounce the Qualifying Expenditures as agreed. Warrant Shares will not be issued on a flow-through basis.
Agent:	Research Capital Corporation as the sole agent and sole bookrunner (the "**Agent**").
Closing Date	On or about December 20, 2024 or such date as the Agent and the Company may agree upon (the "**Closing Date**").
Exchange:	The common shares in the capital of the Company (the "**Common Shares**") are listed on the TSXV under the trading symbol "OMM". The Warrants will not be listed on any stock exchange.
Last Closing Price:	The closing price of the Common Shares on the TSXV on December 5, 2024, was CDN$0.05.

Omineca is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with this Offering, the Company represents the following is true:

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed CDN$5,000,000.**
- **The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the Offering.**
- **The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Except for statements of historical fact, information contained herein constitutes "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian securities legislation. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "planned", "expect", "project", "predict", "potential", "estimate", "targeting", "intends", "believe", and similar expressions, or describes a "goal", or variation of such words and phrases or states that certain actions, events or results "may", "should", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking information and forward-looking statements herein include, but are not limited to, those relating to: the Company's expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering and Concurrent Private Placement, if elected; the completion of the Offering and Concurrent Private Placement, if elected, and the expected Closing Date; the Agent's election to conduct the Concurrent Private Placement; renouncing the

Qualifying Expenditures; tax treatment in respect of the FT Shares and Warrants; the deposits and properties the Company intends to target for future exploration and development; potential expansion of mineralization; development of potential mineral resource estimates, including the potential quantity and/or grade of minerals; the types of precious metals being targeted for exploration by the Company; changes in project parameters as plans continue to be refined; the Company's ability to continue as a going concern; and the Company's going-forward strategy.

Forward-looking statements and forward-looking information are not guarantees of future performance and are based upon a number of estimates and assumptions of management at the date the statements are made. Such factors and assumptions may include, but are not limited to: the future prices of precious metals, the price of other commodities such as, fuel and electricity; currency exchange rates and interest rates; favourable operating conditions, political stability, timely receipt of governmental approvals, licences and permits (and renewals thereof); access to necessary financing; stability of labour markets and market conditions in general; availability of equipment; estimates of costs and expenditures to complete the Company's programs and goals; the reliability of historical data and the accuracy of publicly reported information regarding past and historic mines in British Columbia; the Company's ability to raise sufficient capital to fund planned exploration activities and maintain corporate capacity; stability in financial and capital markets; the reliability and performance of the Company's joint venture partners; and there being no significant disruptions affecting the development and operation of the Company's project.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, and without limitation: the Company could lose title and ownership of its properties, which would have a negative effect on its operations and valuation; the Company may be unable to obtain the substantial funds required to continue its operations; the Company may fail to obtain required permits and licenses which could adversely impact the Company's operations and profitability; the Company's joint venture partners may fail to fulfill their contractual obligations to the Company; the market of the Common Shares is subject to volume and price volatility which could negatively affect a shareholder's ability to buy or sell the Company's Common Shares; the price of the Common Shares may be adversely affected by declines in the prices of certain minerals; the loss of key personnel could adversely affect the Company's operations; the Company operates in the resource industry, which is highly speculative, and has certain inherent exploration risks which could have a negative effect on its operations; the Company may be unable to successfully identify suitable acquisition candidates and partners, negotiate acceptable terms or integrate their operations with the Company's operations; the Company may be unable to protect its information systems or prevent cyber-attacks and security breaches; the inability to access adequate infrastructure for the Company's exploration, development and processing activities could negatively affect its business, financial condition, results of operations, cash flows or prospects; the Company is subject to political regulatory risks which may adversely affect its ability to continue to explore, develop and operate its properties; the Company is subject to substantial environmental requirements which could cause a restriction or suspension of its operations; the Company's mineralization estimates may be inaccurate, which could negatively impact the Company's ability to obtain the necessary capital to operate; the Company may be subject to a variety of civil or other legal proceedings, which may adversely affect its business, operating results or financial condition; the Company may be unable to continue as a going concern; the Company is subject to general global risks arising from epidemic diseases, the ongoing war in Ukraine and the Middle East, rising inflation and interest rates and the impact they will have on the Company's operations, supply chains, ability to access mining projects or procure equipment, supplies, contractors and other personnel on a timely basis or at all is uncertain; as well as other risk factors in the Company's other public filings available at www.sedarplus.ca. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. The Company cannot guarantee future results, performance, or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information. The Company undertakes no duty to update any of the forward-looking information to conform such information to actual results or to changes in the Company's expectations, except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information. The forward-looking information contained in this offering document is expressly qualified by this cautionary statement.

Scientific and Technical Information

The scientific and technical information contained in this offering document relating to the Company's mineral properties has been reviewed and approved by Steven Kocsis., P.Geo., a "qualified person" ("**QP**") within the meaning of National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* ("**NI 43-101**").

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Omineca (OMM: TSXV) is a junior resource company focused on its flagship Wingdam gold exploration and placer recovery project (the "**Wingdam Gold Project**") located along the Barkerville Highway 45 km east of the town of Quesnel, British Columbia in the Cariboo gold district. The Wingdam Gold Project includes hard rock mineral tenures totaling 61,329 contiguous hectares (the "**Wingdam Hard Rock Properties**") and a 50% interest in approximately 15 linear kilometers of placer claims (the "**Wingdam Placer Properties**").

Wingdam Placer Properties

The Wingdam Placer Properties are held through the Company's 50% interest in a joint venture (the "**Wingdam Paleo-placer JV**") with D and L Mining Corp. Omineca is the operator of the Wingdam Paleo-placer JV.

Underground mining operations continue on the Wingdam Placer Properties. After significant delays during the unseasonably high rainfall this summer, the Wingdam Paleo-placer JV has successfully reached the interior of the paleochannel at the Wingdam Placer Properties. The interior of the paleochannel has been found to be devoid of significant water. Importantly, the dry condition of the paleochannel allows for the use of conventional mining and excavation methods using steel tunnel liner sections for ground support in place of the more complex and time consuming grouted spiling technique. The ability to use traditional mining methods is transformational for the Wingdam Placer Properties, allowing for significantly faster advancement, wider crosscuts, and lower costs without compromising safety. Tunnelling operations are focused on the open crosscut drift where coarse placer gold was recovered in the most recent breakthrough into the paleochannel.

Pursuant to a contract mining agreement, a third party will supply all labour, equipment, material, supplies and services necessary to carry out underground development and bulk sampling operations and paleo-placer material processing at a fixed rate of CDN$1,000 per ounce of gold recovered.

Wingdam Hard Rock Properties

Since 2020, with the significant move in gold prices, the Company has been conducting extensive exploration on the Wingdam Hard Rock Properties. Significant ground and airborne exploration programs were completed in fiscal 2020, which was followed up with a large hard rock drilling program completed in 2020 and 2021. The Company completed the initial stage of a 27-hole hard rock drilling program, which is targeting 8,000 meters of total drilling. Commencing in September 2024 a 10 hole program consisting of approximately 4,000 meters in close proximity, but importantly downstream of the Wingdam Placer Properties. The exploration program is aimed at locating the hard rock source of the rich underground paleoplacer gold found beneath Lightning Creek at the Wingdam Placer Properties. With hard rock tenures totaling over 65,000 hectares, the Wingdam hard rock project is one of the largest continuous gold exploration projects in Canada.

Currently, a 4,000 meter, 10 diamond drill hole program is underway on the Wingdam Hard Rock Properties. With the early results received to date, Omineca has extended the drill program and mobilized additional drill rigs to ensure the program remains on schedule (see news release of December 5, 2024).

Recent Developments

There are no material recent developments in respect of the Company that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

What are the business objectives that we expect to accomplish using the available funds?

The Company intends to use the gross proceeds from the sale of FT Units to incur Qualifying Expenditures related to the Company's projects in British Columbia, on or before December 31, 2025. This includes programs and expenditures to advance the hard rock exploration activities towards defining a mineral resource on the Wingdam Hard Rock Properties. The Company's plans include an expansion-focused targeted diamond drill campaign to identify potential lode gold on the 100% owned Wingdam Hard Rock Properties, which is believed to be the source of the placer gold found at the Wingdam Placer Properties. In order to achieve these business objectives the Company will identify drill targets using data from its ground and airborne surveys, and plan and permit a drill program. It is expected that the drill program will be conducted by a qualified third party in the Winter 2024 - 2025 for a cost of approximately CDN$3,000,000.

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

The Company's available funds following completion of the Offering is estimated to be CDN$3,407,726, assuming the Offering is fully subscribed but not including the exercise of the Agent's Option. There is no minimum Offering.

		Assuming 100% of Offering (CDN$)
A	Amount to be raised by the Offering.	$2,400,000
B	Selling commissions and fees.	$168,000
C	Estimated Offering costs (e.g., legal, accounting, audit).	$100,000
D	Net proceeds of the Offering: D = A – (B+C).	$2,132,000
E	Working capital as at most recent month end (deficiency).	$1,275,726
F	Additional sources of funding.	$N/A
G	**Total available funds: G = D+E+F.**	$3,407,726

How will we use the available funds?

Description of intended use of available funds listed in order of priority	**Assuming 100% of Offering (CDN$)**
Exploration and expansion drilling of the hard rock tenures comprising the Wingdam Hard Rock Properties.	$3,000,000
Working capital and general corporate purposes.	$407,726
Total	$3,407,726

The above noted allocation of capital and anticipated timing represents the Company's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Company intends to spend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors,

including the Company's ability to execute on its business plan. See the "Cautionary Statement Regarding Forward-Looking Information" section above.

The most recent audited annual financial statements and interim financial report of the Company included a going-concern note. The Company is still in the exploration stage and the Company has not yet generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to continue to explore its properties and conduct additional drilling with the goal of defining mineral resource estimates, and is not expected to affect the decision to include a going -concern note in the next annual financial statements of the Company.

How have we used the other funds we have raised in the past 12 months?

Previous financings within 12 months	Intended use of available funds or proceeds	Use of funds to December 6, 2024
Rights offering closed November 27, 2024 for gross proceeds of $1,523,335.	Accelerate and continue the Company's lode gold exploration and drilling program currently underway at the Wingdam project located in the Cariboo Mining District of south central British Columbia and for general corporate purposes.	CDN$90,696 used in exploration expenditures. CDN$101,221 used for working capital and general corporate purposes.

FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?

Agent:	Research Capital Corporation as the sole agent and sole bookrunner.
Compensation Type:	Cash Fee and Broker Warrants (each as defined herein).
Cash Commission:	Cash fee equal to 7% (3.5% in respect of orders on the President's List) of the gross proceeds of the Offering and the Concurrent Private Placement, if elected (the "**Cash Fee**").
Broker Warrants:	The Company will issue to the Agent that number of broker warrants (each a "**Broker Warrant**"), equal to 7% of the number of FT Units sold pursuant to the Offering and the Concurrent Private Placement, if elected (3.5% in respect of orders on the "President's List"). Each Broker Warrant shall entitle the holder thereof to acquire one unit of the Company (a "**Unit**") at an exercise price of $0.055 per Unit for a period of three (3) years from the Closing Date. Each Unit will consist of one Common Share and one Warrant.

Does the Agent have a conflict of interest?

To the knowledge of the Company, it is not a "related issuer" or "connected issuer" of or to the Agent, as such terms are defined in National Instrument 33-105 Underwriting Conflicts.

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right:

(a) to rescind your purchase of these securities with the Company, or

(b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION

Where can you find more information about us?

The Company's continuous disclosure filings are available on SEDAR+ at www.sedarplus.ca under the Company's profile.

For further information regarding the Company, visit our website at: https://ominecaminingandmetals.com/.

Investors should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of Offered Securities.

A subscriber who places an order to purchase FT Units with the Agent will be deemed to have authorized the Agent to execute and deliver, on the subscriber's behalf, an agreement respecting the renunciation of the Qualifying Expenditures by the Company in favour of the subscribers of the FT Units.

CERTIFICATE OF THE COMPANY

Dated: December 6, 2024

This offering document, together with any document filed under Canadian securities legislation on or after December 6, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

OMINECA MINING AND METALS LTD.

By: (signed) *"Tom MacNeill"*	**By:** (signed) "Andrew Davidson"
Tom MacNeill, President and Chief Executive Officer	Andrew Davidson, Chief Financial Officer