

**OMAI GOLD MINES CORP.  
82 RICHMOND STREET EAST  
TORONTO, ONTARIO M5C 1P1**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL AND SPECIAL MEETING** (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Omai Gold Mines Corp. (the “**Corporation**”) will be held at the offices of Garfinkle Biderman LLP, at 1 Adelaide St. East, 8th Floor, Suite 801, Toronto, Ontario M5C 2V9, and broadcast via teleconference at (416) 874-8100, conference code 5640789 on Thursday, December 16, 2021 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial years ended December 31, 2020, and 2019 and the auditor’s reports thereon;
2. to consider and, if deemed advisable, to approve, with or without variation, a special resolution to (i) amend the articles of the Corporation (the “**Articles**”) to change the size of the board of directors of the Corporation (the “**Board**”) to a minimum of one director and a maximum of 10 directors, and (ii) authorize the Board to determine the number of directors of the Corporation within the minimum and maximum numbers set forth in the Articles and the number of directors to be elected at the Corporation’s annual meeting of Shareholders, as more particularly set forth in the accompanying proxy and management information circular dated November 10, 2021, and prepared for the purpose of the Meeting (the “**Management Information Circular**”);
3. to elect the directors of the Corporation for the ensuing year, as more particularly set forth in the Management Information Circular;
4. to re-appoint Ernst & Young LLP as the auditors of the Corporation for the ensuing year and to authorize the Audit Committee of the Board to fix the auditors’ remuneration, as more particularly set forth in the Management Information Circular;
5. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution of the Shareholders repealing and replacing the Corporation’s current stock option plan (the “**Existing Option Plan**”) with the proposed stock option plan (the “**Proposed Stock Option Plan**”), as more particularly set forth in the Management Information Circular;
6. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution of Shareholders to approve the Existing Option Plan, in the event the Proposed Stock Option Plan does not receive the required approval of the Shareholders at the Meeting and, subsequently the TSX Venture Exchange, as more particularly set forth in the Management Information Circular; and
7. to transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

This notice of meeting (this “**Notice of Meeting**”) should be read together with the Management Information Circular and form of proxy (the “**Form of Proxy**”) or a voting instruction form (“**VIF**”), as applicable.

Shareholders may attend the Meeting in person, by teleconference, or may be represented by proxy. Shareholders unable to attend the Meeting or any adjournment(s) thereof in person are requested to date, sign and return the enclosed Form of Proxy to the Corporation’s registrar and transfer agent, Computershare Investor Services Inc., located at: 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1. To be effective, a proxy must be received not later than 10:00 a.m. (Toronto time) on December 14, 2021, or in the event that the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) immediately preceding any adjournment(s) or postponement(s) thereof. Instead of mailing your proxy, Shareholders may choose to vote using the Internet in accordance with the instructions set out in the Form of Proxy.

The Management Information Circular and all additional materials have been posted in full online under the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com). **Shareholders are reminded to carefully review the Management Information Circular and any additional materials prior to voting on the matters being transacted at the Meeting.** Copies of: (i) this Notice of Meeting; (ii) the Management Information Circular; (iii) the Form of Proxy and VIF; and (iv) the audited consolidated financial statements of the Corporation and accompanying management discussion and analysis, may be obtained free of charge by contacting Computershare Investor Services Inc., Proxy Dept. at: (a) 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1. In order to ensure that a paper copy of the Management Information Circular and additional materials can be delivered to a Shareholder in time for such Shareholder to review the Management Information Circular and return a Form of Proxy (or a VIF) prior to the deadline to receive proxies, it is strongly suggested that Shareholders ensure their request is received no later than December 1, 2021.

### **COVID -19**

This year, out of an abundance of caution, to proactively deal with the unprecedented public health impact of COVID-19, and to mitigate the risks to the health and safety of our communities, Shareholders, employees and other stakeholders, although we plan to hold an in-person meeting, we strongly recommend that you DO NOT attend the Meeting in person, particularly if you are experiencing any of the described COVID-19 symptoms or if you or someone with whom you have been in close contact has travelled to/from outside Ontario within the 14 days prior to the Meeting. We intend to quickly deal with the business at hand and there will be no refreshments or additional presentations at the Meeting. COVID-19 is causing unprecedented social and economic upheaval and we want to ensure that no one is unnecessarily exposed to any risks.

**Public health restrictions and recommendations in place at the time of the Meeting may require the Corporation to restrict the number of people in attendance at the Meeting and therefore physical attendance by a Shareholder or appointed proxyholder may not be possible. In order to attend the Meeting in person, valid proof of vaccination will be required to be presented prior to attendance.**

The Board has fixed the close of business on November 10, 2021, as the record date (the “**Record Date**”) for the determination of the Shareholders entitled to notice of, and to vote at, the Meeting, and any adjournment or postponement thereof. Only Shareholders of record at the close of business on the Record Date will be entitled to vote at the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion. The Chairman is under no obligation to accept or reject any particular late proxy. If you vote by the Internet, do not mail back your proxy. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the management nominees named on the Form of Proxy. Non-registered Shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a VIF.

DATED this 10<sup>th</sup> day of November 2021.

### **BY ORDER OF THE BOARD OF DIRECTORS**

/s/ Elaine Ellingham

Elaine Ellingham

Chief Executive Officer and Director