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*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**

**March 9, 2023**



(the “Company” or “Omineca”)

**SUMMARY OF OFFERING**

**What are we offering?**

<p><b>Offering:</b></p>	<p>Up to 25,454,545 flow-through units of the Company (the “<b>FT Units</b>”) at a price of CDN\$0.11 per FT Unit (the “<b>Offering Price</b>”), for gross proceeds of up to approximately CDN\$2,800,000 (the “<b>Offering</b>”). There is no minimum Offering. Each FT Unit shall consist of one common share of the Company (a “<b>FT Share</b>”) that will qualify as a “flow-through share” within the meaning of subsection 66(15) the Income Tax Act (Canada) (the “<b>ITA</b>”) and one (1) common share purchase warrant (each, a “<b>Warrant</b>”) 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 “<b>Warrant Share</b>”) at an exercise price of CDN\$0.14 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.</p> <p>The Agent (as defined herein) shall have the option (the “<b>Agent’s Option</b>”), exercisable in whole or in part, up to 48 hours prior to the Closing Date (as defined herein) to increase the size of the Offering by up to 15% of the number of FT Units. If the Agent’s Option is exercised in full, the aggregate gross proceeds to the Company will be approximately \$3,220,000.</p>
<p><b>Offering Price:</b></p>	<p>CDN\$0.11 per FT Unit.</p>
<p><b>Significant Attributes:</b></p>	<p>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 “<b>Qualifying Expenditures</b>”) related to the Company's projects in British Columbia, on or before December 31, 2024, and to renounce all the Qualifying Expenditures in favour of the subscribers of the FT Units effective December 31, 2023. In the event the Company is unable to renounce Qualifying Expenditures effective on or prior to December 31, 2023 for each FT Unit</p>

	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.
<b>Agent:</b>	Research Capital Corporation as the sole agent and sole bookrunner (the " <b>Agent</b> ").
<b>Closing Date</b>	On or about March 22, 2023 or such date as the Agent and the Company may agree upon (the " <b>Closing Date</b> ").
<b>Exchange:</b>	The common shares in the capital of the Company (the " <b>Common Shares</b> ") are listed on the TSX Venture Exchange (the " <b>TSXV</b> ") under the trading symbol "OMM". The Warrants will not be listed on any stock exchange.
<b>Last Closing Price:</b>	The closing price of the Common Shares on the TSXV on March 8, 2023, was CDN\$0.155.

**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; the completion of the Offering and the expected Closing Date; the exercise of the Agent's Option; 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, 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.sedar.com](http://www.sedar.com). 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 65,218 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 102107047 Saskatchewan Ltd. Omineca is the operator of the Wingdam Paleo-placer JV.

Underground development and bulk sampling activities are now underway on the Wingdam Placer Properties. The current bulk sampling program envisages 300 meters of advance down the paleo-channel which was bulk sampled successfully in 2012. The 2012 bulk sampling program recovered 173.4 ounces of placer gold from a single 2.4-metre by 2.4-metre by 23.4-metre-long drift across the gold-bearing paleo-channel located approximately 50 metres beneath Lightning Creek.

The Wingdam Paleo-placer JV will work to complete the current bulk sampling program over the course of the next 18 months, with multiple and continual cross-cuts across the gold bearing paleo-channel which underlies Lightning Creek. 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\$850 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 has completed the initial stage of a 27-hole hard rock drilling program, which is targeting 8,000 meters of total drilling. Since the completion of a geophysical program in 2018, Omineca has continued to both advance exploration activities on its hard rock tenures at Wingdam, and expand its hard rock footprint in the area. 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.

#### Other

In the third quarter of 2020, Omineca optioned the Mouse Mountain porphyry copper property, located near the Wingdam Gold Project, from Canalaska Uranium Ltd. Under the terms of the option agreement, Omineca earned a 50% interest in the Mouse Mountain porphyry copper property following the completion of a 2,000-meter diamond drilling program in the first quarter of 2021.

#### **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, 2024. 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 Spring of 2023 for a cost of approximately CDN\$1,800,000.

## 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\$2,840,444, assuming the Offering is fully subscribed but not including the exercise of the Agent's Option. There is no minimum Offering.

		<b>Assuming 100% of Offering (CDN\$)</b>
A	Amount to be raised by the Offering.	\$2,800,000
B	Selling commissions and fees.	\$182,000
C	Estimated Offering costs (e.g., legal, accounting, audit).	\$100,000
D	Net proceeds of the Offering: $D = A - (B+C)$ .	\$2,518,000
E	Working capital as at most recent month end (deficiency).	\$(277,556)
F	Additional sources of funding <sup>1</sup> .	\$600,000
G	<b>Total available funds: <math>G = D+E+F</math>.</b>	<b>\$2,840,444</b>

<sup>1</sup> The Company will receive additional funding from gold sales generated from the bulk sampling activities currently underway on the Wingdam Placer Properties (CDN\$396,000) and from the exercise of stock options (CDN\$204,000).

### How will we use the available funds?

<b>Description of intended use of available funds listed in order of priority</b>	<b>Assuming 100% of Offering (CDN\$)</b>
Exploration and expansion drilling of the hard rock tenures comprising the Wingdam Hard Rock Properties.	\$2,840,444
<b>Total</b>	<b>\$2,840,444</b>

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?**

<b>Previous financings within 12 months</b>	<b>Intended use of available funds or proceeds</b>	<b>Use of funds to March 9, 2023</b>
Non-brokered private placement closed November 16, 2022 for gross proceeds of \$750,000.	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.	CDN\$150,000 used in exploration expenditures.  CDN\$600,000 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?**

<b>Agent:</b>	Research Capital Corporation as the sole agent and sole bookrunner.
<b>Compensation Type:</b>	Cash Fee and Broker Warrants (each as defined herein).
<b>Cash Commission:</b>	Cash fee equal to 6.5% (3.25% in respect of orders on the President’s List) of the gross proceeds of the Offering (the “ <b>Cash Fee</b> ”).
<b>Broker Warrants:</b>	The Company will issue to the Agent that number of broker warrants (each a “ <b>Broker Warrant</b> ”), equal to 6.5% of the number of FT Units sold pursuant to the Offering (3.25% 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 “ <b>Unit</b> ”) at an exercise price of \$0.11 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.sedar.com](http://www.sedar.com) 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: March 9, 2023

**This offering document, together with any document filed under Canadian securities legislation on or after March 9, 2022, 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"**  
Tom MacNeill, President and Chief  
Executive Officer

**By: (signed) "Andrew Davidson"**  
Andrew Davidson, Chief  
Financial Officer