



**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF
SHAREHOLDERS OF
OMAI GOLD MINES CORP.**

NOTICE IS HEREBY GIVEN THAT the annual general & special meeting (the “Meeting”) of the holders (the “Shareholders”) of Omai Gold Mines Corp. (the “Corporation”) will be held at 372 Bay Street, Suite 1800, Toronto, Ontario on **Wednesday, November 27, 2024, at 4:30 pm (Toronto time)**, for the following purposes:

1. Financial Statements: To receive the Corporation’s audited financial statements for the fiscal year ended December 31, 2023.
2. Fix the Number of Directors: To fix the number of Directors of the Corporation to six (6) for the ensuing year
3. Election of Directors: To elect the directors of the Corporation for the ensuing year.
4. Appointment of Auditors: To appoint McGovern Hurley LLP to act as auditors of the Corporation until the next annual meeting of shareholders.
5. Incentive Stock Option Plan: To consider, and if deemed advisable, to approve with or without variation, an ordinary resolution approving the Plan for the ensuing year.
6. Restricted Share Unit Plan: To consider, and if deemed advisable, to approve with or without variation, an ordinary resolution approving the Restricted Share Unit Plan.
7. Deferred Share Unit Plan: To consider, and if deemed advisable, to approve with or without variation, an ordinary resolution approving the Deferred Share Unit Plan.
8. Advance Notice By-Law: To consider, and if deemed advisable, to approve with or without variation, an ordinary resolution confirming and ratifying the Advance Notice By-Law.
9. Other Business: To transact such further and other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The Meeting Materials can be accessed through www.agmconnect.com/omg2024

The accompanying information circular provides additional information relating to the matters to be dealt with at the meeting and is deemed to form part of this notice.

Shareholders who are unable to attend the meeting are requested to complete, date and sign the enclosed form of proxy, and to return it in the envelope provided for that purpose.

NOTICE-AND-ACCESS

The Company has elected to use for the Meeting the notice-and-access provisions under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”) and National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102” and together with NI 54-101, the “Notice-and-Access Provisions”) of the Canadian Securities Administrators (the “CSA”). The Notice-and-Access Provisions are a set of rules developed by the CSA that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post its Information Circular and any additional materials online.

Shareholders are reminded to view the meeting materials PRIOR to voting.



WEBSITES WHERE MEETING MATERIALS ARE POSTED:

Meeting Materials can be viewed online at www.SEDARPLUS.ca and at www.agmconnect.com/omg2024

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Registered holders or non-registered holders may request paper copies 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 of the Meeting. Materials are posted on www.sedarplus.ca and at www.agmconnect.com/omg2024. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please call 1 855-839-3715.

In order to receive the Meeting Materials in advance of the Meeting, requests should be received by 5:00pm on Friday, November 15, 2024.

VOTING INSTRUCTIONS FOR REGISTERED SHAREHOLDERS

Completed proxies for Registered Shareholders must be submitted to AGM Connect by:

- (i) Online voting: www.agmconnect.com/omg2024
- (ii) Email to voteproxy@agmconnect.com;
- (iii) Facsimile at +1.416.222.4202; or
- (iv) Mail to AGM Connect at 372 Bay Street, Suite 1800, Toronto, Ontario M5H 2W9.

prior to Monday, November 25, 2024 at 4:30pm (Toronto time), or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) before the time of any adjourned or postponed Meeting (the "Proxy Deadline").

VOTING INSTRUCTION FORMS FOR NON-REGISTERED SHAREHOLDERS

Non-Registered Shareholders, who have not waived the right to receive the Proxy-Related Materials will either:

- (i) Receive a Proxy Form from AGM Connect;
- (ii) receive a Voting Instruction Form ("VIF") from an intermediary; or
- (iii) be given a proxy, which has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted to the number of Shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed.

Non-Registered Shareholders should carefully follow the instructions that accompany the VIF or the Proxy, including those indicating when and where the VIF, or the Proxy is to be delivered. Voting instructions must be deposited by the Proxy Deadline; however, your voting instruction form may require an earlier date in order to process your votes by the Proxy Deadline. A VIF permits the completion of the VIF online or by telephone.

A Non-Registered Shareholder wishing to attend and vote at the virtual Meeting should follow the corresponding instructions on the VIF and then **MUST CONTACT AGM CONNECT** to obtain a Voter ID and Meeting Access Code by email: support@agmconnect.com or telephone: 1-855-839-3715.

In the case of a Proxy Form, strike out the names of the persons named in the proxy, insert the Non-Registered Shareholder's name AND EMAIL ADDRESS in the space provided and supply to AGM Connect as directed.

OTHER INFORMATION

The Board of Directors of the Corporation has by resolution fixed the close of business on October 11, 2024, as the record date (the "Record Date"), being the date for the determination of the registered holders of Shares of the Corporation entitled to notice of, and to vote at, the Meeting or any adjournment thereof.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit a duly executed form of proxy with AGM Connect, 372 Bay Street, Suite 1800, Toronto, ON M5H 2W9, on or before Monday, November 25, 2024 at 4:30pm (Toronto time). Shareholders who are unable to attend the virtual Meeting are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

DATED as of October 21, 2024

BY ORDER OF THE BOARD OF DIRECTORS

"Signature"

Elaine Ellingham

President & CEO