



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OMAI GOLD MINES CORP.

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the “Meeting”) of the holders (the “Shareholders”) of common shares (“Shares”) of Omai Gold Mines Corp. (the “Corporation”) will be held at Suite 1900 (19th Floor), The Exchange Tower, 130 King Street West, Toronto, ON, M5X 1E3 on **Wednesday, December 6, 2023, at 11:00 am** (EDT), for the following purposes:

- Financial Statements:** To receive the Corporation’s audited 2022 financial statements and auditor’s report;
- Fix the Number of Directors:** To fix the number of Directors of the Corporation to five (5) for the ensuing year
- Election of Directors:** To elect the Directors of the Corporation for the ensuing year;
- Appointment of Auditors:** To re-appoint McGovern Hurley LLP as the Auditors (the “Auditors”) of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix their remuneration;
- Incentive Stock Option Plan:** To consider, and if thought fit, pass an ordinary resolution to approve the Corporation’s 2023 Incentive Stock Option plan;
- Share Consolidation:** To consider and, if thought appropriate, to pass the special resolution authorizing the Board, to consolidate the Common Shares on the basis of up to one (1) new Common Share for every nine (9) old Common Shares (the “Consolidation
- 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 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 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

You are receiving this notification as Omai Gold Mines Corp has decided to use the notice and access model (“Notice and Access”), provided for under recent amendments to National Instrument 54-101, for the delivery of meeting materials to its shareholders. In respect to the Corporation’s annual general & special meeting of shareholders to be held on December 6, 2023, instead of receiving paper copies of the Corporation’s management information circular, audited annual consolidated financial statements and MD&A for the year ended December 31 2022 and other meeting materials (the “Meeting Materials”), shareholders are receiving this notice with information on how they may access the Meeting Materials electronically. However, together with this notification, shareholders continue to receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivering Meeting Materials is more environmentally friendly and will reduce the Corporation’s printing and mailing costs.

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

#### WEBSITES WHERE MEETING MATERIALS ARE POSTED:

Meetings Materials can be viewed online at [www.SEDARplus.ca](http://www.SEDARplus.ca) and at [www.agmconnect.com/omg2023](http://www.agmconnect.com/omg2023)

#### HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

#### CORPORATE CONTACT



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](http://www.sedarplus.ca) and at [www.agmconnect.com/omg2023](http://www.agmconnect.com/omg2023). 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 or +1.416.222.4202.

**In order to receive the Meeting Materials in advance of the Meeting, requests should be received by 11:00am on November 22, 2023 .**

### VOTING INSTRUCTIONS FOR REGISTERED SHAREHOLDERS

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

- (i) Online voting: [www.agmconnect.com/omg2023](http://www.agmconnect.com/omg2023)
- (ii) Email to [voteproxy@agmconnect.com](mailto:voteproxy@agmconnect.com);
- (iii) Facsimile at +1.416.222.4202; or
- (iv) Mail to AGM Connect at 401 Bay Street, Suite 2704, BOX 04, Toronto, Ontario M5H 2Y4.

prior to 11:00 a.m. (EST) on December 4, 2023, 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 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: [voteproxy@agmconnect.com](mailto:voteproxy@agmconnect.com) or telephone: +1.416.222.4202.

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 23, 2023, 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, 401 Bay St. Suite 2704, Box 04 Toronto, ON M5H 2Y4, on or before 11:00 a.m. (EST) on December 4, 2023. Shareholders who are unable to attend the 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 at Toronto, Ontario, as of November 6, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(Signed) "Elaine Ellingham"*

**Elaine Ellingham**  
Chief Executive Officer

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### CORPORATE CONTACT

401 Bay St. Suite 2704  
Toronto, ON M5H 2Y4 CANADA

1-416-471-5351  
[www.omaigoldmines.com](http://www.omaigoldmines.com)