



OMAI GOLD MINES CORP.

Condensed Interim Consolidated Financial Statements

for the three months ended March 31, 2023 and 2022

Notice to Reader

The accompanying unaudited condensed interim consolidated financial statements have been prepared by and are the responsibility of management. The unaudited condensed interim consolidated financial statements have not reviewed by the Company's auditors.

Omai Gold Mines Corp.

Consolidated Statements of Financial Position

(Expressed in United States Dollars)

| As at, | Notes | March 31, 2023 | December 31, 2022 |
|---|-------|---------------------|----------------------|
| ASSETS | | | |
| Current assets | | | |
| Cash and cash equivalents | | \$ 2,294,933 | \$ 2,983,524 |
| Amounts receivable and prepayments | 3 | 257,463 | 398,764 |
| | | 2,552,396 | 3,382,288 |
| Non-current assets | | | |
| Equipment | 4 | 230,967 | 67,428 |
| Mineral exploration properties | 5 | 3,259,624 | 3,259,624 |
| Total assets | | \$ 6,042,987 | \$ 6,709,340 |
| LIABILITIES AND EQUITY | | | |
| Current liabilities | | | |
| Trade payables and accrued liabilities | 10 | \$ 713,194 | \$ 788,588 |
| Total liabilities | | \$ 713,194 | \$ 788,588 |
| Shareholders' Equity | | | |
| Share capital | 6 | 24,841,109 | 24,840,952 |
| Share-based payments | 7 | 2,632,468 | 2,165,615 |
| Warrants | 8 | 3,989,221 | 3,989,221 |
| Accumulated other comprehensive income | | 27,193 | 13,909 |
| Deficit | | (26,160,198) | (25,088,945) |
| Total shareholders' equity | | 5,329,793 | 5,920,752 |
| Total liabilities and shareholders' equity | | \$ 6,042,987 | \$ 6,709,340 |
| Nature of operations and going concern | 1 | | |
| Subsequent event | 11 | | |

Approved by the Board

(signed) "Elaine Ellingham" _____ Director

(signed) "Lon Shaver" _____ Director

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Omai Gold Mines Corp.

Consolidated Statements of Loss and Comprehensive Loss
(Expressed in United States Dollars)

| | | For the three months ended March 31, | |
|--|-------|---|---------------------|
| | Notes | 2023 | 2022 |
| Expenses | | | |
| Exploration and evaluation expenditures | | \$ 458,513 | \$ 554,739 |
| General and administrative | 9,10 | 127,676 | 280,901 |
| Amortization | 4 | 24,570 | 11,209 |
| Share-based compensation | 7,10 | 466,921 | 244,436 |
| Foreign exchange loss | | 2,537 | 4,563 |
| Interest income | | (8,964) | (1,200) |
| Net loss | | 1,071,253 | 1,094,648 |
| Other comprehensive loss (income) | | | |
| Items that subsequently will be reclassified to operations: | | | |
| Currency translation adjustment | | 13,284 | (36,402) |
| Comprehensive loss | | \$ 1,084,537 | \$ 1,058,246 |
| Net loss per share, basic and diluted | | \$ (0.00) | \$ (0.00) |
| Weighted average number of common shares outstanding, basic and diluted | | 377,845,754 | 271,711,599 |

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Omai Gold Mines Corp.

Consolidated Statements of Cash Flows
(Expressed in United States Dollars)

| | For the three months ended | |
|--|----------------------------|---------------------|
| | March 31, | |
| | 2023 | 2022 |
| Cash flow used in operating activities | | |
| Net loss for the period | \$ (1,071,253) | \$ (1,094,648) |
| Items not affecting cash: | | |
| Share-based payments | 466,921 | 244,436 |
| Amortization | 24,570 | 11,209 |
| Foreign exchange | - | 4,563 |
| Change in non-cash working capital items: | | |
| Amounts receivable and prepayments | 141,301 | 5,889 |
| Trade payables and accrued liabilities | (75,394) | (213,657) |
| Net cash used in operating activities | (513,855) | (1,042,208) |
| Cash flow from (used in) financing activities | | |
| Proceeds from the exercise of stock options | 89 | - |
| Repayment of long-term liability | - | (295,000) |
| Net cash from (used in) financing activities | 89 | (295,000) |
| Cash flow used in Investing activities | | |
| Purchase of equipment | (188,109) | - |
| Payment of prospecting license payable | - | (500,000) |
| Net cash used in investing activities | (188,109) | (500,000) |
| Foreign exchange effect on cash | 13,284 | (40,966) |
| Net change in cash and cash equivalents | (688,591) | (1,878,174) |
| Cash and cash equivalents, beginning of year | 2,983,524 | 3,565,712 |
| Cash and cash equivalents, end of period | \$ 2,294,933 | \$ 1,687,538 |

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Omai Gold Mines Corp.

Consolidated Statements of Changes in Shareholders' Equity

For the three months ended March 31, 2023 and 2022

(Expressed in United States Dollars)

| | Share Capital | | Share-based payments | Warrants | Other Comprehensive Income | Deficit | Total |
|-----------------------------------|---------------------|----------------------|-------------------------|---------------------|----------------------------------|------------------------|---------------------|
| | Number of Shares | Amount | | | | | |
| Balance, December 31, 2021 | 271,711,599 | \$ 20,549,708 | \$ 1,642,791 | \$ 3,384,540 | \$ 81,783 | \$ (20,210,468) | \$ 5,448,354 |
| Share-based payments | - | - | 244,436 | - | - | - | 244,436 |
| Comprehensive loss | - | - | - | - | (36,402) | (1,094,648) | (1,131,050) |
| Balance, March 31, 2022 | 271,711,599 | \$ 20,549,708 | \$ 1,887,227 | \$ 3,384,540 | \$ 45,381 | \$ (21,305,116) | \$ 4,561,740 |
| Balance, December 31, 2022 | 377,844,932 | \$ 24,840,952 | \$ 2,165,615 | \$ 3,989,221 | \$ 13,909 | \$ (25,088,945) | \$ 5,920,752 |
| Shares issued for cash | 1,000 | 157 | (68) | - | - | - | 89 |
| Share-based payments | - | - | 466,921 | - | - | - | 466,921 |
| Comprehensive loss | - | - | - | - | 13,284 | (1,071,253) | (1,057,969) |
| Balance, March 31, 2023 | 377,845,932 | \$ 24,841,109 | \$ 2,632,468 | \$ 3,989,221 | \$ 27,193 | \$ (26,160,198) | \$ 5,329,793 |

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Omai Gold Mines Corp.

Notes to the Consolidated Financial Statements
For the three months ended March 31, 2023 and 2022
(Expressed in United States Dollars)

1. Nature of operations and going concern

Omai Gold Mines Corp. ("Omai" or the "Company") was incorporated under the Business Corporations Act (Ontario) on March 22, 1962 and its activities are focused on exploring and evaluating mineral assets. The primary office of the Company is located at Suite 2704, 401 Bay Street, Toronto, Ontario M5H 2Y4, Canada. The Company's shares trade on the TSX Venture Exchange under the symbol "OMG". Through its subsidiary Avalon Gold Exploration Inc. ("AGE"), a company registered in Guyana, the Company holds a prospecting licence to perform mineral exploration in Guyana.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that planned exploration and evaluation programs will result in profitable mining operations. The continuance of the Company is dependent upon completion of the acquisition of the exploration and evaluation properties, the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development and future profitable production or, alternatively, upon disposition of such property at a profit. Changes in future conditions could require material write downs of the carrying values of the Company's assets.

Although the Company has taken steps to verify title to its exploration and evaluation properties, in accordance with industry standards for the current stage of exploration of such property, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and noncompliance with regulatory and environmental requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions and political uncertainty.

These condensed interim consolidated financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which contemplates the realization of assets and the settlement of liabilities in the normal course of business rather than through a process of forced liquidation. The financial statements do not reflect adjustments to the carrying amounts of assets and liabilities, the reported expenses and the statement of financial position classification used that would be necessary if the going concern assumption were not appropriate. Such adjustments could be material. To date, the Company has not earned revenue, and has an accumulated deficit of \$26,160,198 as at March 31, 2023. At March 31, 2023, the Company had cash and cash equivalents of \$2,294,933 and working capital of \$1,839,202. The Company has historically relied on financings to fund its operations and repay its liabilities; while the Company has been successful in the past, there can be no assurance that it will be able to raise sufficient funds in the future. These consolidated financial statements do not include adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue operations. Such adjustments could be material. These conditions and events indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

2. Basis of Presentation

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standard IAS 34 Interim Financial Reporting. As such these statements do not contain all the explanatory notes, descriptions or accounting policies or other disclosures that can be found in the Company's 2022 audited annual consolidated financial statements. The accounting policies used in the preparation of these condensed interim consolidated financial statements are consistent with the 2022 audited annual consolidated financial statements.

These condensed interim consolidated financial statements were approved and authorized for issuance by the Board on May 29, 2023.

Omai Gold Mines Corp.

Notes to the Consolidated Financial Statements
For the three months ended March 31, 2023 and 2022
(Expressed in United States Dollars)

3. Amounts receivable and prepayments

| | March 31, 2023 | December 31, 2022 |
|---|-------------------|----------------------|
| Sales tax recoverable and other receivables | \$ 114,892 | \$ 98,739 |
| Prepayments | 142,571 | 300,025 |
| | \$ 257,463 | \$ 398,764 |

4. Equipment

| | Field Equipment | Vehicles | Total |
|---------------------------------|-----------------|-----------|------------|
| Cost | | | |
| Balance, December 31, 2022 | \$ 101,019 | \$ 48,360 | \$ 149,379 |
| Additions | 188,109 | - | 188,109 |
| Balance, March 31, 2023 | \$ 289,128 | \$ 48,360 | \$ 337,488 |
| Accumulated Amortization | | | |
| Balance, December 31, 2022 | \$ 60,831 | \$ 21,120 | \$ 81,951 |
| Amortization | 22,526 | 2,044 | 24,570 |
| Balance, March 31, 2023 | \$ 83,357 | \$ 23,164 | \$ 106,521 |
| Carrying Value | | | |
| Balance, December 31, 2022 | \$ 40,188 | \$ 27,240 | \$ 67,428 |
| Balance, March 31, 2023 | \$ 205,771 | \$ 25,196 | \$ 230,967 |

5. Mineral exploration properties

| | Omai Property |
|--|------------------|
| Balance, March 31, 2023, and December 31, 2022 | \$ 3,259,624 |

Omai Property

The Company, through AGE, holds a 100% interest in the Omai prospecting license (the "Prospecting License") in the Potaro Mining District in Guyana, which includes the site of the past producing Omai Gold Mine. The Prospecting License provides for the right of occupation and exploration for gold, precious minerals and precious stones and to use certain existing infrastructure at the Omai Gold Mine for any future mining operations, subject to entering into specific lease agreements therefor.

The Guyana Geology & Mines Commission ("GGMC") granted the Prospecting License to AGE on April 26, 2019 and with renewals is now set to expire on April 27, 2024. In consideration for the license, AGE has paid an aggregate of \$4 million over the period since the original grant. The Company paid annual license rental fees to GGMC of approximately \$5,000 during the first four years of the license, escalating to approximately \$16,000 in 2022 and 2023.

In addition to any government royalties that may become payable with respect to the sale of material extracted from the Omai Gold Project, Sandstorm Gold Ltd. holds a 1% net smelter returns royalty on the sale of all economic marketable material.

On July 13, 2020, the Company entered into an exclusivity agreement with Guyana Sunrise Mining Inc. ("Sunrise"), whereby the Company obtained the exclusive right to perform due diligence on the property located adjacent to the Omai Gold Mine ("Eastern Flats") with a view to potentially acquire the property in the future (the "Exclusivity Agreement"). Pursuant to the terms of the Exclusivity Agreement, the Company issued 6,000,000 common shares valued at \$600,000

Omai Gold Mines Corp.

Notes to the Consolidated Financial Statements
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which were included as an exploration and evaluation expense. The Company entered into a prospecting and license management agreement dated April 16, 2021 to acquire the prospecting and mining rights on the Eastern Flats property in exchange for a further cash payment of US\$1. This property is adjacent to the Omai Property and considered a part of that project.

Kaburi South

On December 24, 2018, AGE entered into an option deed and prospecting agreement (the "Option Agreement") with certain vendors for five (5) prospecting permits owned by the vendors in the Mazruni Mining District No. 3, Guyana. The option period expires on December 23, 2028. AGE issued an aggregate of 600,000 common shares to the vendors (valued at \$60,000) and paid a further \$50,000 on execution of the Option Agreement. AGE has the sole right to explore and prospect on the five prospecting permits. AGE may exercise its rights to acquire one or more of the five prospecting permits at any time during the option period by paying the consideration of \$1.00 per prospecting permit.

Grenfell Property

The Company has a 100% ownership interest in the Grenfell Gold property in Kirkland Lake, Ontario that was acquired as a part of the reverse take over transaction in 2020.

6. Share capital

(a) Authorized share capital

The Company is authorized to issue an unlimited number of common shares without par value.

(b) Common shares issued

The continuity of common shares issued is as follows:

| | Number of common shares | Amount |
|--|-------------------------------|---------------|
| Balance, December 31, 2022 | 377,844,932 | \$ 24,840,952 |
| Shares issued for cash (<i>note 7</i>) | 1,000 | 157 |
| Balance, March 31, 2023 | 377,845,932 | \$ 24,841,109 |

7. Share-based payments

The continuity of stock options outstanding is as follows:

| | Number of stock options | Weighted average exercise price (C\$) |
|----------------------------|----------------------------|--|
| Balance, December 31, 2022 | 17,900,000 | \$ 0.13 |
| Granted | 17,550,000 | 0.08 |
| Exercised | (1,000) | 0.08 |
| Expired or cancelled | - | - |
| Forfeited | - | - |
| Balance, March 31, 2023 | 34,449,000 | \$ 0.104 |

Omai Gold Mines Corp.

Notes to the Consolidated Financial Statements
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(Expressed in United States Dollars)

In connection with the application process for listing the Company's shares on an exchange in the United States, on January 16, 2023, 1,000 stock options were exercised at C\$0.12 for gross proceeds of C\$120 and 1,000 common shares were issued and made available for the U.S. listing.

On January 25, 2023, the Company granted 17,550,000 stock options to certain directors, officers, employees, and consultants of the Company with an exercise price of C\$0.08 and expiring five years from the date of grant. The options vest 1/3 on each of January 25, 2023, January 25, 2024 and January 25, 2024. The options granted were assigned a value of C\$1,282,222 using the Black-Scholes valuation model with the following assumptions: exercise price of C\$0.08, share price of C\$0.08, expected dividend yield of 0%, expected volatility of 150% (based on comparable companies), risk-free rate of return of 2.99%, and an expected life of 5 years.

The following table reflects the stock options outstanding and exercisable on March 31, 2023:

| Expiry date | Exercise price (C\$ unless otherwise indicated) | Weighted average remaining contractual life (years) | Number of options outstanding | Number of options vested (exercisable) |
|--------------------|--|--|--------------------------------------|---|
| September 23, 2023 | US\$ 0.10 | 0.5 | 300,000 | 300,000 |
| September 23, 2023 | 0.21 | 0.5 | 500,000 | 500,000 |
| September 23, 2023 | 0.11 | 0.5 | 600,000 | 600,000 |
| March 12, 2025 | US\$ 0.10 | 2.0 | 1,000,000 | 1,000,000 |
| December 3, 2025 | 0.21 | 2.7 | 2,150,000 | 2,150,000 |
| March 18, 2026 | 0.19 | 3.0 | 550,000 | 550,000 |
| July 20, 2026 | 0.14 | 3.3 | 1,000,000 | 1,000,000 |
| September 3, 2026 | 0.13 | 3.4 | 1,190,000 | 793,333 |
| October 19, 2026 | 0.12 | 3.6 | 2,000,000 | 1,333,333 |
| November 29, 2026 | 0.11 | 3.7 | 250,000 | 166,667 |
| March 7, 2027 | 0.11 | 3.9 | 4,510,000 | 3,006,667 |
| April 4, 2027 | 0.12 | 4.0 | 749,000 | 249,000 |
| June 8, 2027 | 0.075 | 4.2 | 1,000,000 | 333,333 |
| June 22, 2027 | 0.075 | 4.2 | 500,000 | 166,666 |
| August 9, 2027 | 0.085 | 4.4 | 300,000 | 100,000 |
| September 12, 2027 | 0.07 | 4.5 | 1,300,000 | 433,333 |
| January 25, 2028 | 0.08 | 4.8 | 17,550,000 | 5,850,000 |
| | 0.104 | 4.1 | 35,449,000 | 18,532,332 |

8. Warrants

There were no changes during the period to purchase warrants outstanding.

Omai Gold Mines Corp.

Notes to the Consolidated Financial Statements
For the three months ended March 31, 2023 and 2022
(Expressed in United States Dollars)

9. General and administrative expenses

| | Three months ended March 31, | |
|-----------------------------|---------------------------------|-------------------|
| | 2023 | 2022 |
| Management fees | \$ 37,572 | \$ 43,171 |
| Legal and professional fees | 10 | 31,958 |
| Consultancy fees | 33,834 | 108,072 |
| General expenses | 3,575 | 6,656 |
| Travel | 7,784 | - |
| Investor relations | 30,733 | 35,186 |
| Reporting issuer costs | 8,022 | 47,786 |
| Insurance | 6,146 | 8,072 |
| | \$ 127,676 | \$ 280,901 |

10. Related party transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the party in making financial or operating decisions or by virtue of common ownership. Related parties include the Board of Directors, officers, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions. In accordance with IAS 24 - Related Party Disclosure, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executives and non-executive) of the Company.

Key management personnel receive compensation in the form of short-term employee benefits. The remuneration of key management personnel during the period is as follows:

| | Three months ended March 31, | |
|----------------------|---------------------------------|-------------------|
| | 2023 | 2022 |
| Management fees | \$ 113,250 | \$ 110,165 |
| Share-based payments | 414,937 | 194,118 |
| | \$ 528,187 | \$ 304,283 |

During the three month period ended March 31, 2023, a total of 16,200,000 (year ended December 31, 2022 – 7,600,000) stock options were granted to the key management personnel.

As at March 31, 2023, the Company owed \$101,250 (December 31, 2022 - \$110,458) to the Company's key management personnel or related companies identified above, and this balance is included in trade payables and accrued liabilities. The amounts are unsecured, non-interest bearing and due on demand.

11. Subsequent event

On April 27, 2023, the Company granted 1,200,000 stock options to a director and a consultant of the Company with an exercise price of C\$0.08 and expiring five years from the date of grant. The options vest 1/3 on each of April 27, 2023, April 27, 2024 and April 27, 2025.