

Omineca Announces \$2.4 Million Brokered Financing of Flow-Through Units to Expand the Lode Gold Drilling Program at Wingdam

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SASKATOON, Dec. 6, 2024 - [Omineca Mining and Metals Ltd.](#) ("Omineca" or the "Company") (TSXV:OMM) (OTCQB: OMMSF) is pleased to announce that it has entered into an agreement with Research Capital Corporation as the sole agent and sole bookrunner (the "Agent") in connection with a brokered, best-efforts basis, private placement offering (the "Offering") of flow-through units of the Company (each, a "FT Unit") at a price of \$0.055 per FT Unit, for gross proceeds of up to \$2,400,000.

The gross proceeds will be used for the ongoing drilling and exploration program currently underway at Wingdam located in the Cariboo Mining District of south central British Columbia. The exploration program is aimed at locating the lode source of the rich placer gold found 50 meters underground, beneath Lightning Creek. The host rock and mineralization resemble the gold-bearing vein type mineralization at the recently permitted, neighbouring Cariboo Gold Project operated by [Osisko Development Corp.](#)

As a joint venture unrelated to the 100% owned hard rock exploration program, D&L Mining is currently assembling the tunneling crew and equipment to recommence the mining of placer gold bearing gravels within the underground paleochannel at Wingdam. The original 2019 joint venture agreement has been amended such that the Company will now pay D&L CDN \$1,000 per ounce of gold produced (previously CDN \$850), with D&L incurring all costs associated with the placer gold production.

Each FT Unit shall be comprised of one common share of the Company (a "Common Share") that will qualify as "flow-through shares" within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the "Tax Act") and one purchase warrant of the Company (a "Warrant"). Each Warrant shall entitle the holder thereof to purchase one Common Share at an exercise price of \$0.10 for a period of 36 months from Closing (as defined herein). In the event that the volume weighted average trading price of the Common Shares on the TSX Venture Exchange ("Exchange"), or other principal exchange on which the Common Shares are listed, is equal to or greater than \$0.20 for any 20 consecutive trading days, the Company may, within 10 business days of the occurrence of such event, deliver a notice to the holders of Warrants accelerating the expiry date of the Warrants to the date that is 30 days following the date of such notice (the "Accelerated Exercise Period"). Any unexercised Warrants shall automatically expire at the end of the Accelerated Exercise Period.

The Offering will be conducted pursuant to the amendments to National Instrument 45-106 - Prospectus Exemptions ("NI 45-106") set forth in Part 5A thereof (the "Listed Issuer Financing Exemption") to purchasers resident in Canada, except Québec. The FT Units offered under the Listed Issuer Financing Exemption will not be subject to resale restrictions pursuant to applicable Canadian securities laws.

The gross proceeds from the sale of FT Units will be used for exploration expenses on the Company's Lode Gold Drilling and Exploration program at Wingdam, in British Columbia as Canadian exploration expenses as defined in paragraph (f) of the definition of "Canadian exploration expense" in subsection 66.1(6) of the Tax Act and "flow through mining expenditures" as defined in subsection 127(9) of the Tax Act that will qualify as "flow-through mining expenditures" and "BC flow-through mining expenditures" as defined in subsection 4.721(1) of the Income Tax Act (British Columbia) (the "Qualifying Expenditures"), which will be incurred on or before December 31, 2025 and renounced with an effective date no later than December 31, 2024 to the initial purchasers of FT Units.

There is an offering document related to the Offering that can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website at www.ominecaminingandmetals.com. Prospective investors should read this offering document before making an investment decision.

The Offering is anticipated to close on or about December 20, 2024 ("Closing"), or such later date as the Agent and the Company may determine. The Closing is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and other approvals, including the approval of the TSX Venture Exchange. Omineca advises that the insiders of the Company may participate in the Offering, which will be completed pursuant to available related party exemptions under Multilateral Instrument 61-101.

At Closing, the Company will pay to the Agent a 7% cash commission based on the aggregate gross proceeds arising from the Offering. The Company will also grant the Agent, on the date of Closing,

non-transferable broker warrants (the "Broker Warrants") equal to 7% of the total number of FT Units sold pursuant to the Offering. Each Broker Warrant shall entitle the holder thereof to purchase one unit of the Company (comprising of a Common Share and a Warrant) at an exercise price of \$0.055 per unit for a period of 36 months following the Closing.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

About Omineca Mining and Metals Ltd.

Omineca Mining and Metals Ltd.'s flagship Wingdam gold exploration and placer recovery projects are located along the Barkerville Highway 45 km east of the City of Quesnel. The Wingdam Property includes mineral tenures totaling over 61,392 hectares (613 square kms) and in excess of 15 linear kilometers of placer claims, both encompassing the Lightning Creek valley where topographic conditions created thick layers of overburden, which preserved a large portion of a buried paleochannel containing placer gold-bearing gravels. Omineca also has an exploration and diamond drill program currently underway exploring for the potential multiple hard rock sources of the placer gold at Wingdam.

Qualified Person

All scientific and technical information in this document has been prepared by, or approved by Stephen Kocsis, P.Geo., Lead Geologist. Mr. Kocsis is a qualified person for the purposes of National Instrument 43-101 - Standards of Disclosure for Mineral Projects.

Forward Looking Statements

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. "Forward-looking information" includes, but is not limited to, statements with respect to the activities, events or developments that the Company expects or anticipates will or may occur in the future, including the expectation that the Offering will close in the timeframe and on the terms as anticipated by management. Generally, but not always, forward-looking information and statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negative connotation thereof or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative connotation thereof. These forward-looking statements or information relate to, among other things: the intended use of proceeds from the Offering, the expected closing date of the Offering, and the incurrence of Qualifying Expenditures.

Such forward-looking information and statements are based on numerous assumptions, including among others, that the Company will complete Offering in the timeframe and on the terms as anticipated by management. Although the assumptions made by the Company in providing forward-looking information or making forward-looking statements are considered reasonable by management at the time, there can be no assurance that such assumptions will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

Important factors that could cause actual results to differ materially from the Company's plans or expectations include risks relating to the failure to complete the Offering in the timeframe and on the terms as anticipated by management, market conditions and timeliness regulatory approvals. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information or implied by forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

SOURCE Omineca Mining and Metals Ltd.

Contact

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