

TSXV: OMM

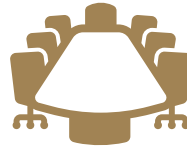


Investor Presentation

December 2024



Experienced Management and Board



- Management team has experience in nearby mines and across British Columbia
- Insiders own over 30% of the company and are aligned to create shareholder value

High Potential Projects



- Wingdam Gold is a joint-venture project with placer gold recovery potential
- Potential to locate the lode source of the rich placer gold found 50m beneath Lightning Creek. The recovered underground placer gold has characteristics of low transport from source
- Drilling has commenced on the Wingdam hard rock exploration project located in the Cariboo Mining

Favourable Geography



- Project is along the Cariboo Mining District and accessible by road
- Deep Lead Channel contains some of the highest placer gold concentrations historically reported in all of the Cariboo Mining District and perhaps British Columbia that remains unmined



President & CEO, Director
CFO, Director
Business Development
QP and Lead Geologist
Manager Investor Relations
Director
Advisory Board
Advisory Board

Tom MacNeill, CFA, CGA
Andrew Davidson, CA, CPA
Dean Nawata
Stephen Kocsis, P. Geo.
Spiro Kletas
Sylvain Laberge
John Kiernan, P.Eng
Len Sinclair

Experienced in B.C.'s Cariboo Mining District

Tom MacNeill Early seed investor in International Wayside Gold Mines (“IWA”) pre-Bonanza Ledge discovery at Barkerville 35km east of Wingdam. IWA became Barkerville Gold Mines (TSXV: BGM) which was bought out by Osisko Gold Royalties in 2019. Under Osisko Developments (TSX: ODV), Barkerville Gold Mines has recently received Provincial permits to begin mining the multi-million-ounce gold resource.

Stephen Kocsis One of the best known published 43-101 geologists in the Cariboo Mining District was also involved in Barkerville Gold Mines in the earliest days, including many other neighboring mineral and placer gold projects and a key member of the team that successfully recovered 174 ounces of placer gold at the test underground crosscut at Wingdam.

Dean Nawata an early investor in IWA, became Vice President of BGM and was instrumental in raising exploration funds and the purchase and recommissioning of the QR Mine and Mill, pouring the first gold dore bars.

Spiro Kletas along with senior management was responsible for raising tens of millions of dollars for BGM

Len Sinclair was the former president of Omineca’s predecessor company that successfully conducted the first underground crosscut at Wingdam.

Capitalization Table and Proceeds TSXV: OMM

Capitalization Table

<i>(\$C millions or millions of shares, except per share figures)</i>	TSXV: OMM
Share Price ⁽¹⁾	\$0.05
Shares Issued & Outstanding	218.1
Warrants	78.5
Options	13.0
Convertible Debentures Warrants	12.5
Fully Diluted Shares Outstanding ⁽¹⁾	322.1
Market Capitalization ⁽¹⁾	\$10.9
Cash	\$1.7
Convertible Debenture	\$1.5
Enterprise Value	\$10.7
Management & Insider Ownership	~31%

Use of Proceeds⁽²⁾

<i>(C\$ millions)</i>	Amount
Exploration and expansion drilling of the hard rock tenures comprising the Wingdam Hard Rock Properties	\$2.4
Total	\$2.4

- ✓ Advance the hard rock exploration activities towards defining a mineral resource on the Wingdam Hard Rock Properties
- ✓ 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
- ✓ Identify drill targets using data from its ground and airborne surveys, and plan and permit a drill program

1) As of December 5, 2024

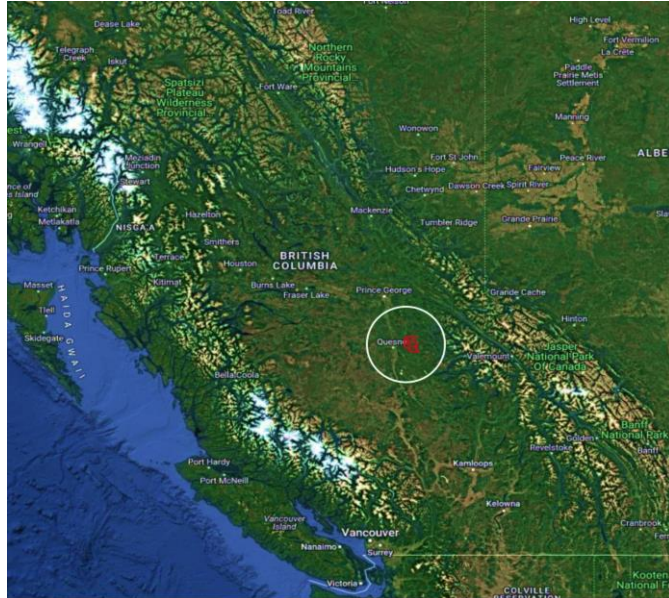
2) See news releases September 13 and November 15th, 2024 for further program details



1. Wingdam Underground Placer Gold Recovery is a 50/50 Joint Venture with D&L Mining that has underground mining operations currently underway to extract and process placer gold bearing gravels buried 50m beneath Lightning Creek within an ancient paleochannel.

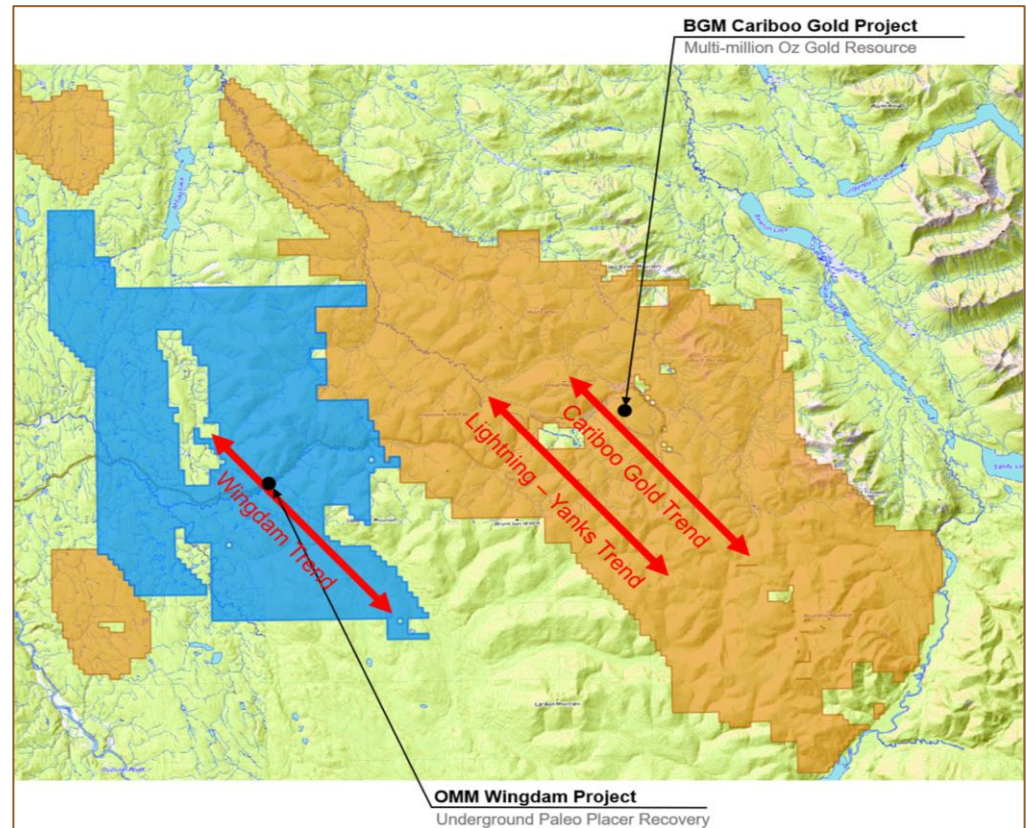


2. Lode Gold Exploration and Drilling
Omineca's ongoing diamond drill program to explore for the potential multiple hard rock sources of the rich placer gold recovered at Wingdam is underway for 2024.



- Located in the Cariboo Mining District of south-central British Columbia
- Close to infrastructure
- Accessible by Provincial Highway
- 1 hour flight from Vancouver
- 30-minute drive from City of Quesnel

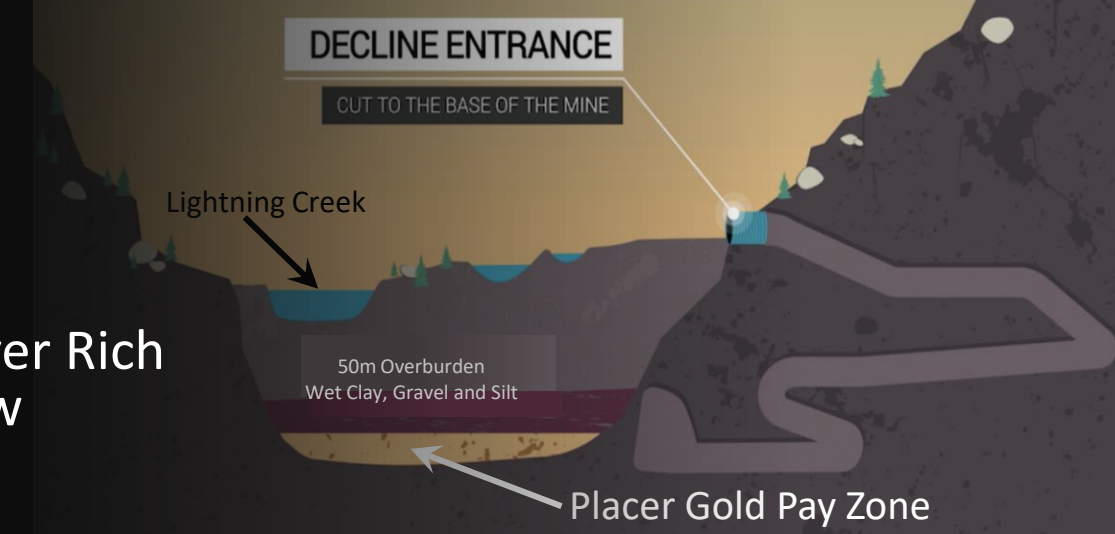
- Large land base - 61,329 Hectare Hardrock and Placer Claims
- Parallel geological trend to Barkerville Gold Mines
- Wingdam is part of the much larger Eureka Thrust Fault trend which includes to the south, the 2.5mm oz Spanish Mountain mine, Karus Gold high grade gold discovery and the recent Golden Cariboo project to the north

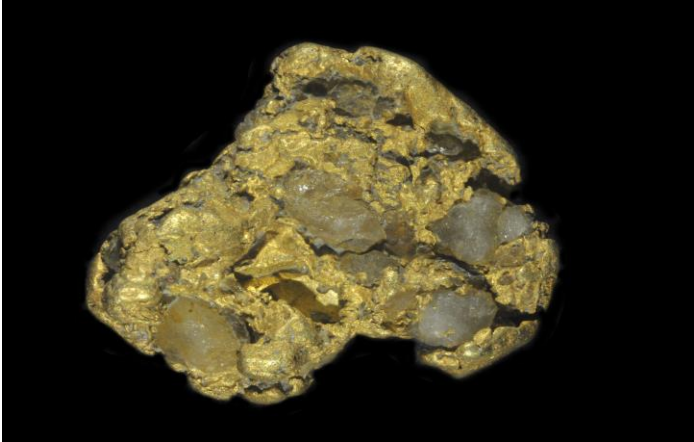


PROOF OF CONCEPT

2012

Using Innovation to Recover Rich Placer Gold Trapped Below Lightning Creek





Recovered from a single, 2.4m x 23.5m crosscut

2024

We are back underground



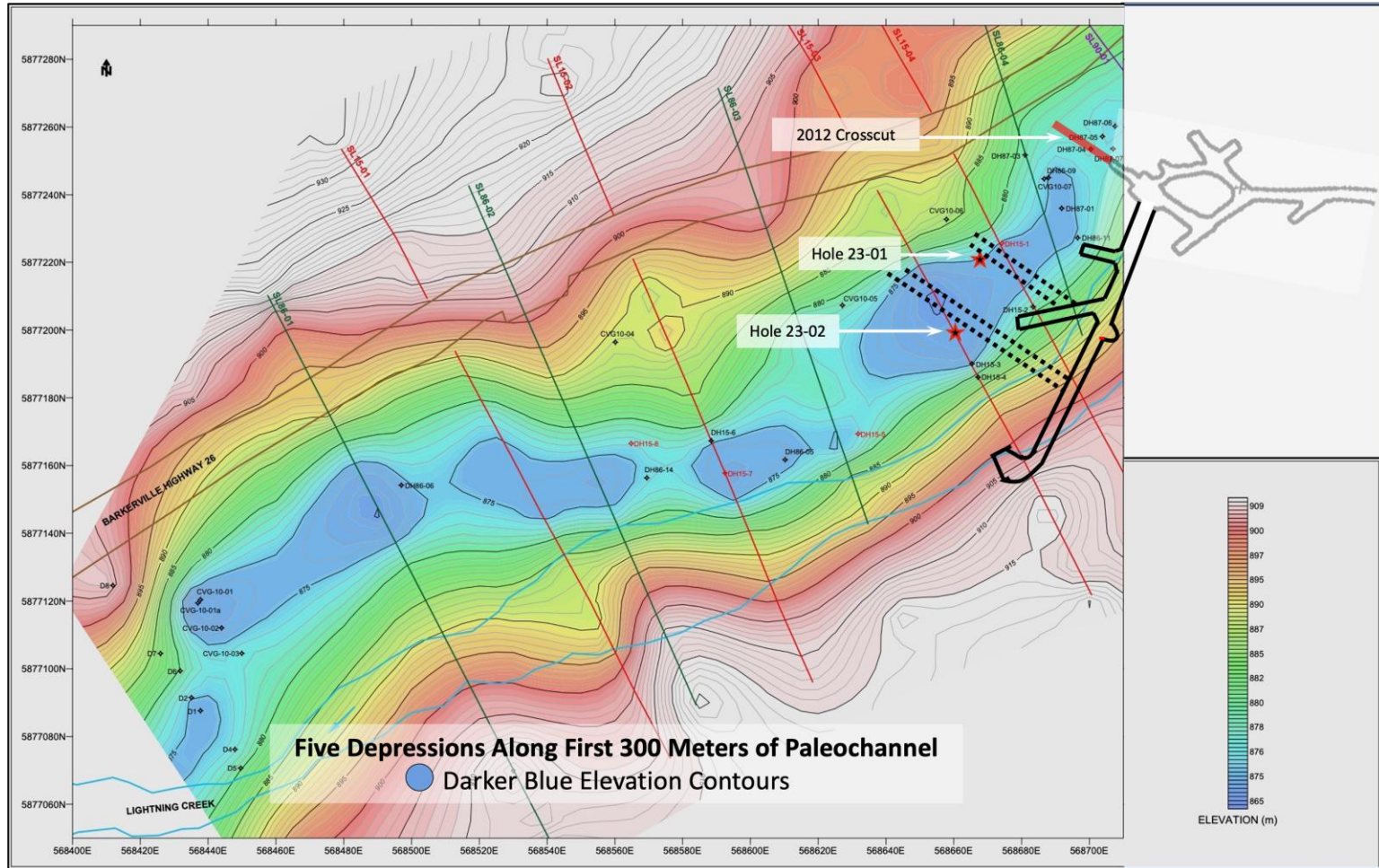


Heading Toward the Central Portion of Channel – Gold at the Bedrock Contact





Haulage Drifting in Bedrock & Crosscut Headings





Underground Drifting

TSXV: OMM

Access/Haulage
Drifting in
Bedrock



Shotcrete and
Grouted Spiling
Ground Support



Crosscut Heading



Conventional
Tunneling into
Paleochannel



Jumbo Underground

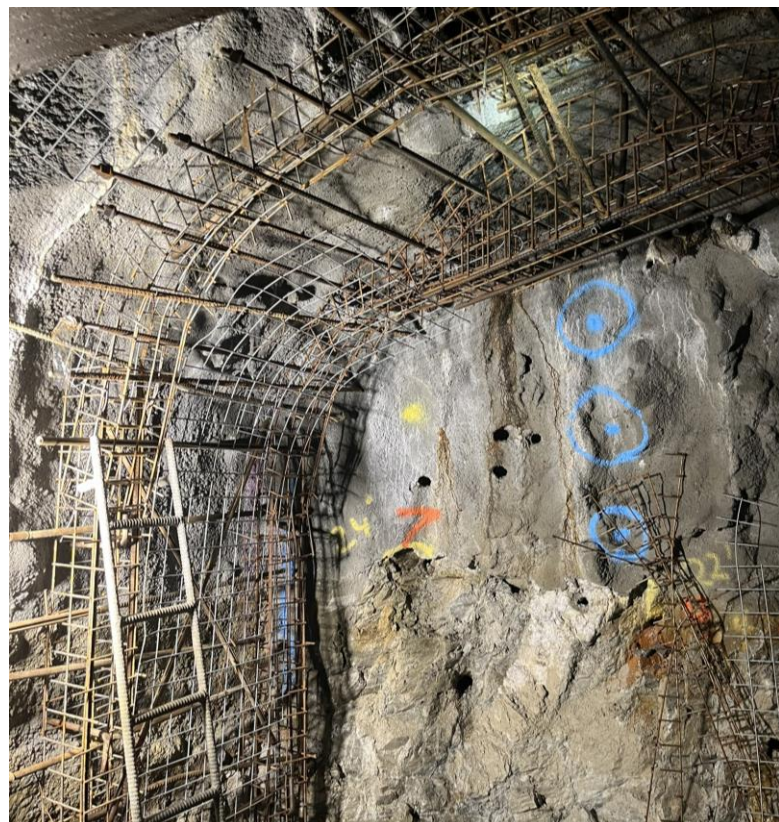
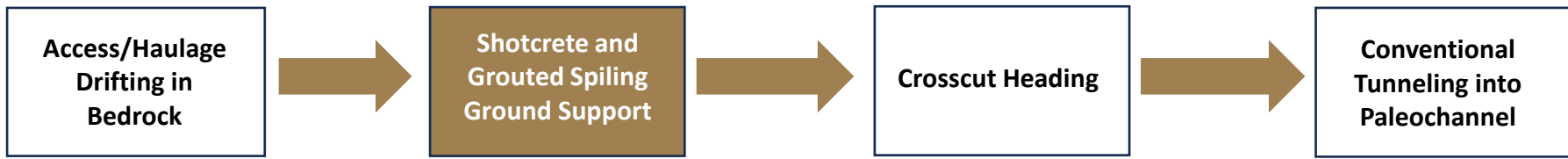


Drifting in Bedrock



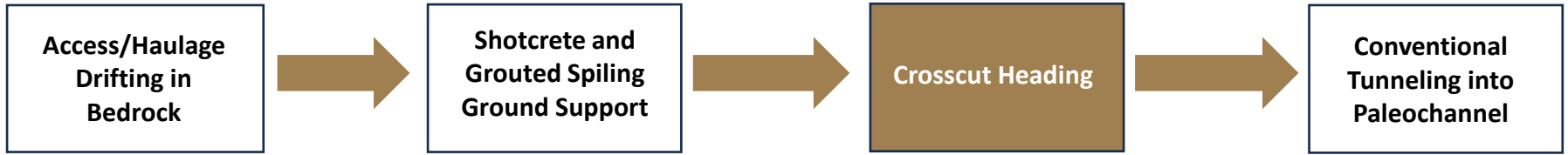
Ground Support

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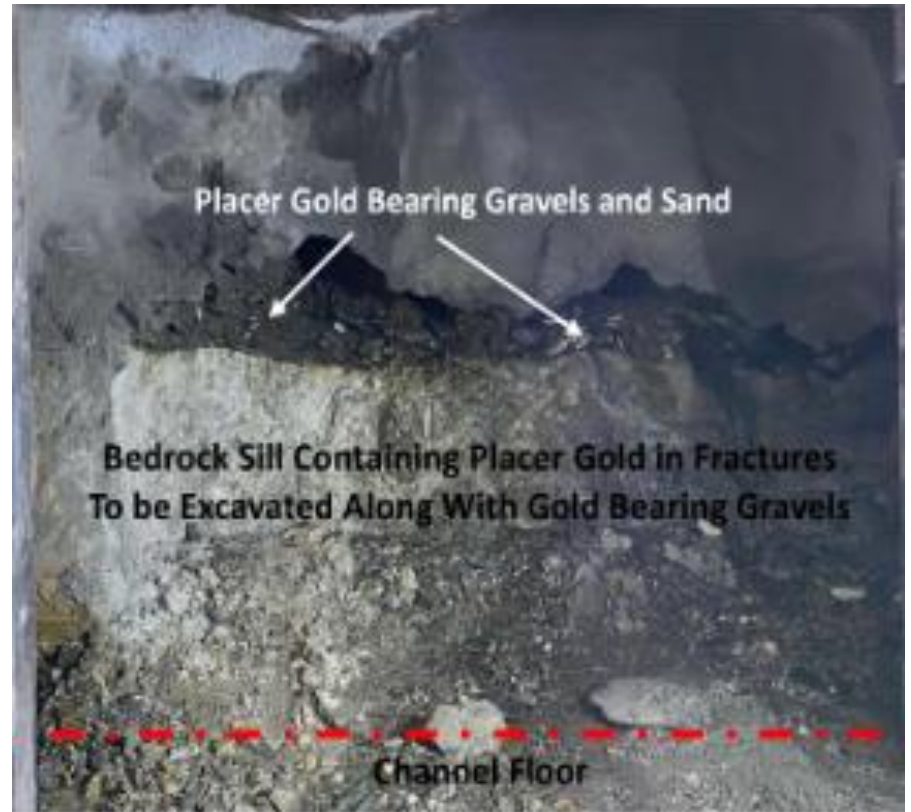


Shotcrete and Spilings at Crosscut Heading

Shotcrete Arch Support



Crosscut Heading

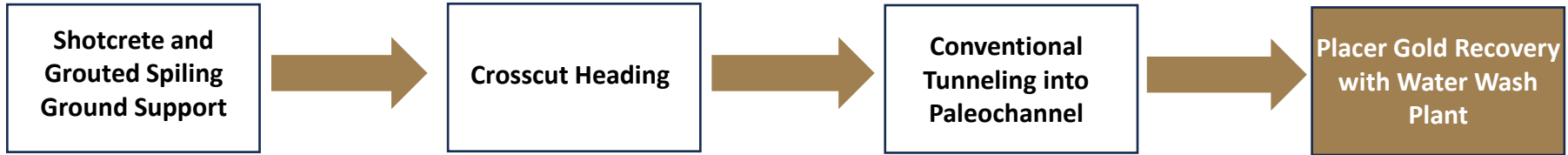


Bedrock Sill & Placer Gold Bearing Gravels

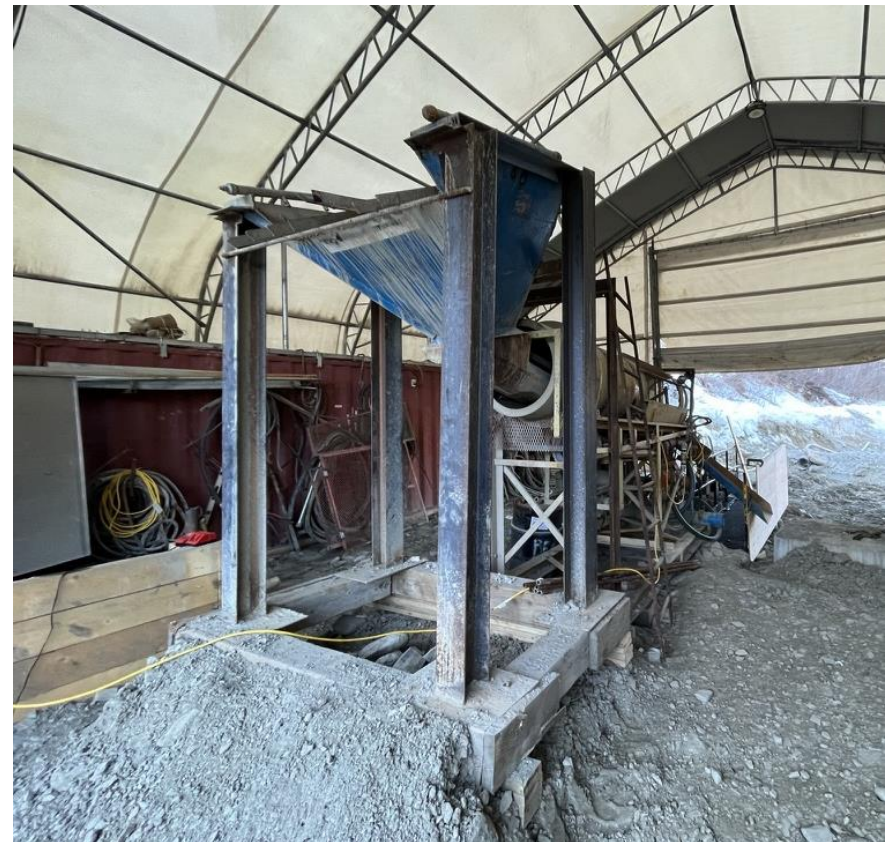


Water Wash Plant

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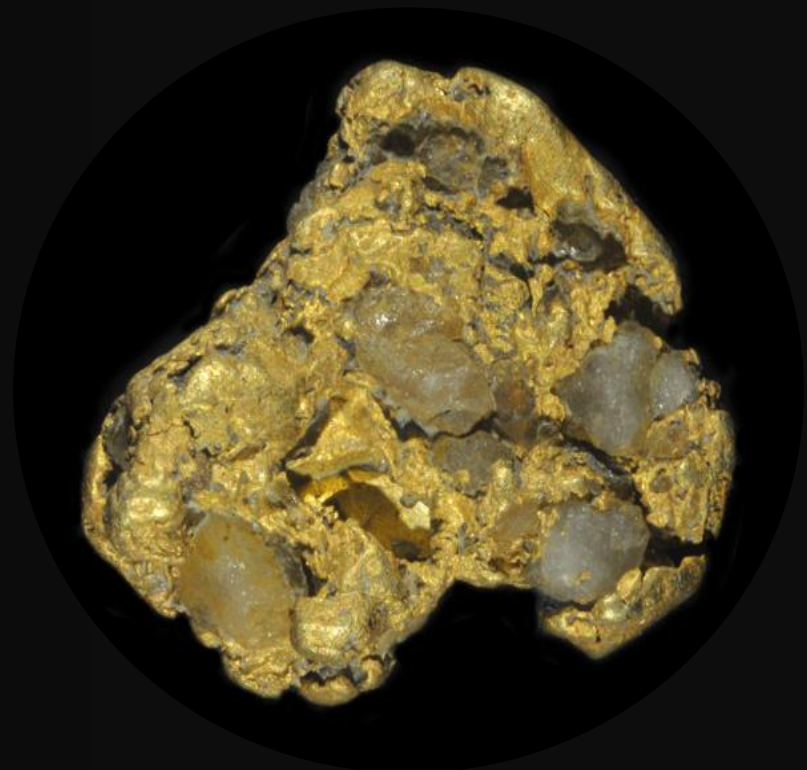


Backend of Wash Plant – Boil Boxes

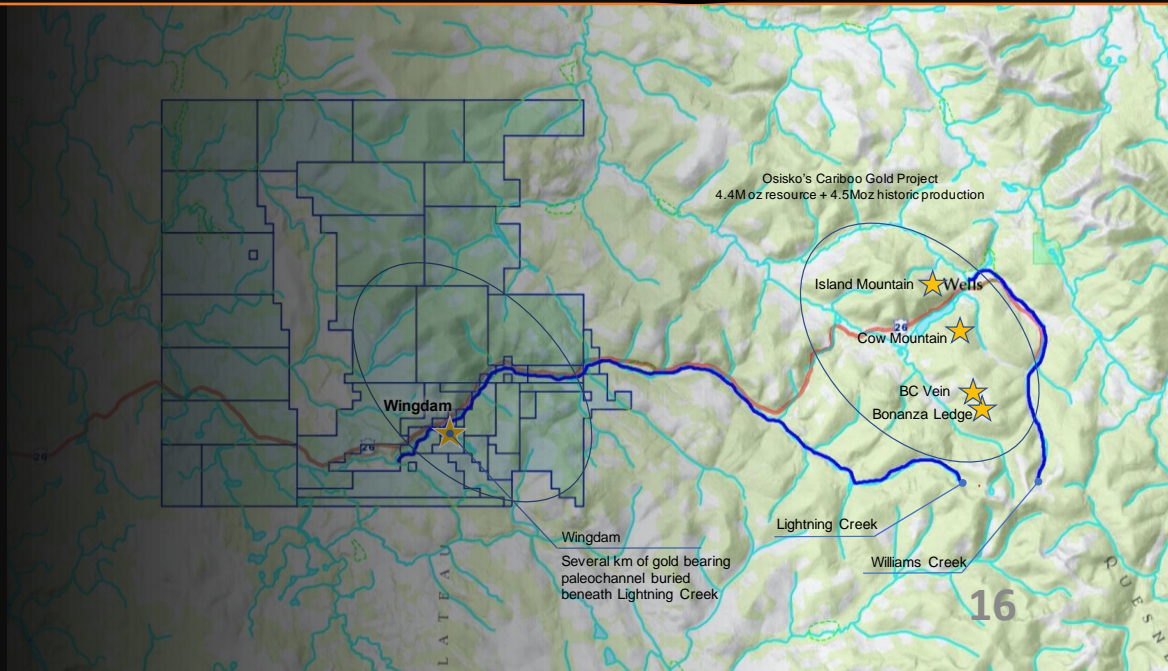


Frontend – Wash Plant Hopper

Where Did This Rich Placer
Gold Beneath Lightning Creek
Come From?



Is it Analogous to Barkerville
and Williams Creek?

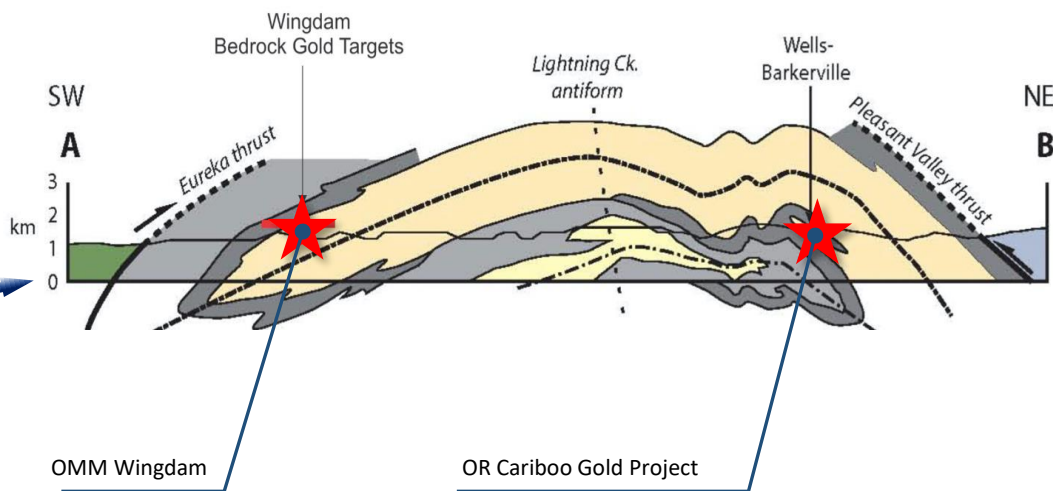
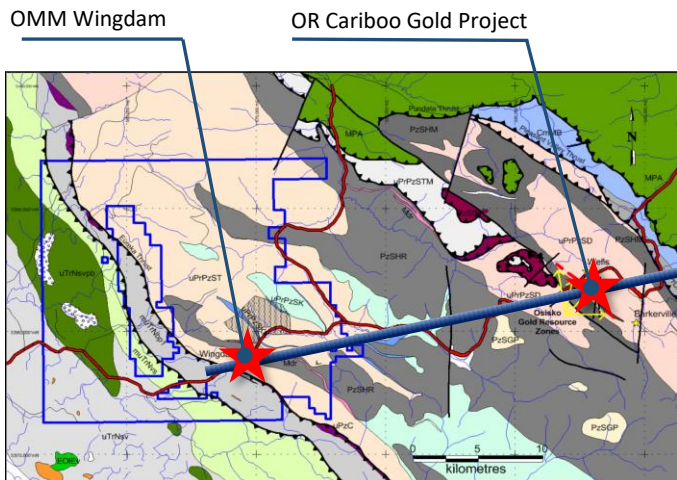




Wingdam & Barkerville Gold Mines (Osisko Developments) 40km Apart

2 Parallel NW-SE Structures

Mirror Image Geology





At and Below the Level Where the Rich Placer Gold is Found Underground

The gold mineralizing system may lie closer to the elevation of the placer gold enriched paleochannel floor. Similar to the deeper zones at Barkerville Gold Mines 33km to the east. The lode gold system may have been only briefly eroded into the paleochannel by an interglacial stream before being covered by glacial sediments and other sediments during postglacial mass wasting events at which time the creek valley floor rose to its current elevation 50m above the paleochannel bedrock floor.

Downstream of the Underground Placer Deposition

This year's groundwork, along with previous exploration and drilling, corroborates the idea of the placer gold possibly being transported to the current upstream location though a combination of historic stream capture and flow reversal along with the movement of glacially transported sediments in a direction opposite to the current flow of water along Lightning Creek.





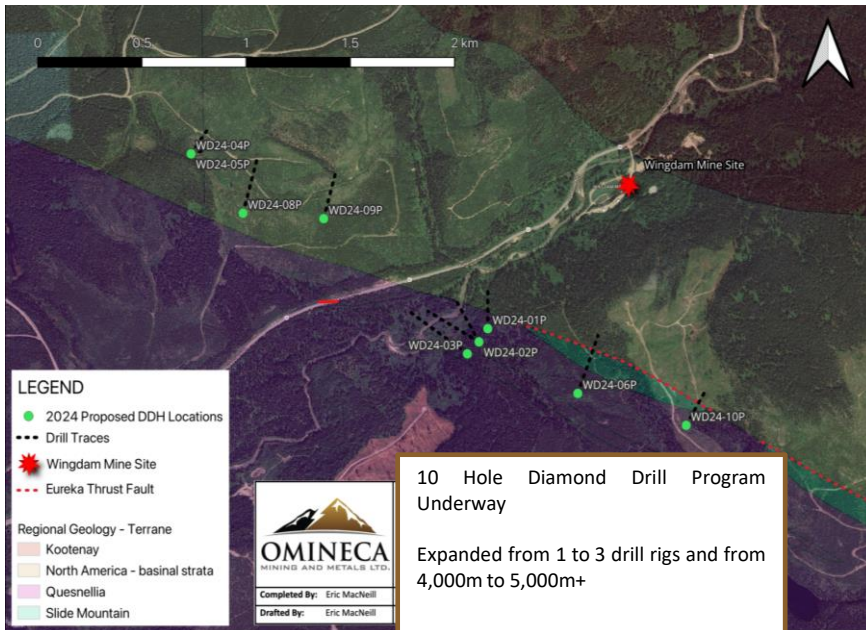
Observed massive and semi massive sulphides, quartz veining



Observed quartz veining shearing and brecciation



Seeking the Hard Rock Lode Source of the Placer Gold Found Beneath Lightning Creek



- ✓ 4,000 meter, 10 diamond drill hole program underway
- ✓ Program has been expanded by about 25% at depth due to observed mineralization in first holes
- ✓ An additional drill rig has been mobilized and employed
- ✓ Targets are along the western side of the Eureka Thrust Fault Trend which includes:
 - Golden Cariboo Resources (CSE: GCC), 50 km to the north where recent drilling has encountered visible gold at their Quesnelle Gold Quartz project
 - Spanish Mountain Gold's 2.34 million oz high grade gold deposit 50 km south of Wingdam
 - Karus Gold's high-grade gold discovery 125 km south along the Eureka Thrust Fault trend.
- ✓ Drill collars have been sighted at lower elevations with drill lengths now anticipated to be in excess of 500 meters targeting bedrock below the depth of the underground gold-enriched paleochannel⁽¹⁾

1) See news releases September 13 and November 15th, 2024 for further program details



This presentation is for information purposes only and does not constitute an offer to sell or a solicitation to buy any securities

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 (as defined in the accompanied offering document); the completion of the Offering and the expected Closing Date (as defined in the accompanied offering document); renouncing the Qualifying Expenditures (as defined in the accompanied offering document); tax treatment in respect of the FT Shares and Warrants (as defined in the accompanied offering document); 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.sedarplus.ca. 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.

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



General

The following statutory rights of action for damages or rescission will only apply to a purchase of securities of Omineca Mining and Metals Ltd (“**OMM**”) in the event that this investor presentation is deemed to be an offering memorandum pursuant to applicable securities legislation in certain provinces of Canada. These remedies, or notice with respect thereto, must be exercised, or delivered, as the case may be, by the purchaser within the time limits prescribed by the applicable provisions of such provincial securities legislation. Purchasers of securities, if any, should refer to such applicable securities legislation for the complete text of these rights or consult with a legal adviser. Where used in the discussion below, “misrepresentation” means an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

THE FOLLOWING SUMMARIES ARE SUBJECT TO THE EXPRESS PROVISIONS OF THE APPLICABLE SECURITIES STATUTES IN THE BELOW-REFERENCED PROVINCES AND THE REGULATIONS, RULES AND POLICY STATEMENTS THEREUNDER AND REFERENCE IS MADE THERETO FOR THE COMPLETE TEXT OF SUCH PROVISIONS. THE RIGHTS OF ACTION DESCRIBED BELOW ARE AVAILABLE IF THIS INVESTOR PRESENTATION IS DEEMED TO BE AN OFFERING MEMORANDUM UNDER THE APPLICABLE SECURITIES STATUTE AND ONLY WITH RESPECT TO THE VERSION OF THE INVESTOR PRESENTATION ISSUED IMMEDIATELY PRIOR TO ACCEPTANCE OF THE PROSPECTIVE INVESTOR'S SUBSCRIPTION AGREEMENT, AND THE REFERENCES TO THIS “INVESTOR PRESENTATION” MEANS SUCH VERSION OF THE INVESTOR PRESENTATION.

Ontario

Where an offering memorandum that contains a misrepresentation is delivered in connection with a trade made in reliance on the “accredited investor” prospectus exemption provided in Section 73.3(2) of the Securities Act (Ontario) or certain other exemptions available under applicable securities legislation in Ontario, a purchaser who purchases a security offered by the offering memorandum during the period of distribution will have, without regard to whether the purchaser relied on the misrepresentation, a statutory right of action for damages against the issuer and a selling security holder on whose behalf the distribution was made or, while still the owner of securities against the issuer or selling security holder on whose behalf the distribution was made for rescission. If the purchaser elects to exercise the right of rescission, the purchaser will have no right of action for damages. The right of action will be exercisable by the purchaser only if the purchaser commences the action, in the case of any action for rescission, not more than 180 days after the date of the transaction that gave rise to the cause of action and in the case of any action, other than an action for rescission, before the earlier of: (i) 180 days after the plaintiff first had knowledge of the facts giving rise to the cause of action, or (ii) three years after the date of the transaction that gave rise to the cause of action. A defendant shall not be liable for a misrepresentation if it proves that the purchaser purchased the securities with knowledge of the misrepresentation. In an action for damages, the defendant shall not be liable for all or any portion of the damages that the defendant proves do not represent the depreciation in value of the securities as a result of the misrepresentation relied upon. In no case shall the amount recoverable for the misrepresentation that exceeds the price at which the securities were offered.

Saskatchewan

Saskatchewan securities legislation provides that where an offering memorandum or amendment to the offering memorandum is sent or delivered to a purchaser that contains a misrepresentation, a purchaser who purchases a security covered by the offering memorandum is deemed to have relied upon that misrepresentation, if it was a misrepresentation at the time of purchase, and has a right of action for rescission against the issuer or a selling security holder on whose behalf the distribution is made or has a right of action for damages against: (a) the issuer or a selling security holder on whose behalf the distribution is made; (b) every promoter and director of the issuer or the selling security holder, as the case may be, at the time the offering memorandum or any amendment to it was sent or delivered; (c) every person or company whose consent has been filed respecting the offering, but only with respect to reports, opinions or statements that have been made by them; (d) every person who or company that, in addition to the persons or companies mentioned in (a) to (c) above, signed the offering memorandum or the amendment to the offering memorandum; and (e) every person who or company that sells securities on behalf of the issuer or selling security holder under the offering memorandum or amendment to the offering memorandum.

Such rights of rescission and damages are subject to certain limitations including the following: (a) if the purchaser elects to exercise its right of rescission against the issuer or selling security holder, it shall have no right of action for damages against that party; (b) in an action for damages, a defendant will not be liable for all or any portion of the damages that he, she or it proves do not represent the depreciation in value of the securities resulting from the misrepresentation relied on; (c) no person or company, other than the issuer or a selling security holder, will be liable for any part of the offering memorandum or any amendment to it not purporting to be made on the authority of an expert and not purporting to be a copy of, or an extract from, a report, opinion or statement of an expert, unless the person or company failed to conduct a reasonable investigation sufficient to provide reasonable grounds for a belief that there had been no misrepresentation or believed that there had been a misrepresentation; (d) in no case shall the amount recoverable exceed the price at which the securities were offered; and (e) no person or company is liable in an action for rescission or damages if that person or company proves that the purchaser purchased the securities with knowledge of the misrepresentation.

In addition, no person or company, other than the issuer or selling security holder, will be liable if the person or company proves, among other things, that: (a) the offering memorandum to it was sent or delivered without the person's or company's knowledge or consent and that, on becoming aware of it being sent or delivered, that person or company immediately gave reasonable general notice that it was so sent or delivered; or (b) with respect to any part of the offering memorandum purporting to be made on the authority of an expert, or purporting to be a copy of, or an extract from, a report, opinion or a statement of an expert, that person or company had no reasonable grounds to believe and did not believe that there had been a misrepresentation, the part of the offering memorandum did not fairly represent the report, opinion or statement of the expert, or was not a fair copy of, or an extract from, the report, opinion or statement of the expert.

Saskatchewan securities legislation also provides: (a) similar rights of action for damages and rescission in respect of a misrepresentation in advertising and sales literature disseminated in connection with an offering of securities; (b) that where an individual makes a verbal statement to a prospective purchaser that contains a misrepresentation relating to the security purchased and the verbal statement is made either before or contemporaneously with the purchase of the security, the purchaser is deemed to have relied on the misrepresentation, if it was a misrepresentation at the time of purchase, and has a right of action for damages against the individual who made the verbal statement; (c) a purchaser with the right to void the purchase agreement and to recover all money and other consideration paid by the purchaser for the securities if the securities are purchased from a vendor who is trading in Saskatchewan in contravention of Saskatchewan securities legislation; and (d) a right of action for rescission or damages to a purchaser of securities to whom an offering memorandum was not sent or delivered prior to or at the same time as the purchaser enters into an agreement to purchase the securities, as required by the Saskatchewan securities legislation.



Saskatchewan securities legislation provides that no action shall be commenced to enforce any of the foregoing rights more than: (a) in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or (b) in the case of an action for damages, the earlier of: (i) one year after the plaintiff first had knowledge of the facts giving rise to the cause of action; or (ii) six years after the date of the transaction that gave rise to the cause of action.

Saskatchewan securities legislation also provides a purchaser who has received an amended offering memorandum delivered in accordance with such legislation has a right to withdraw from the agreement to purchase the securities by delivering a notice to the person who or company that is selling the securities, indicating the purchaser's intention not to be bound by the purchase agreement, provided such notice is delivered by the purchaser within two business days of receiving the amended offering memorandum.

Alberta

The right of action for rescission or damages described herein is conferred by section 204 of the Securities Act (Alberta). If you are purchasing securities under prospectus exemption s.2.10 – Minimum Amount Investment of National Instrument 45-106 Prospectus and Registration Exemptions and are not accredited investors (as defined in NI 45-106), then the Alberta Securities Commission ("ASC") may designate this Investor Presentation to be an offering memorandum. In addition, the Alberta Securities Commission may, if it considers that it would not be prejudicial to the public interest to do so, make an order designating a document or class of documents to be, or not to be, an offering memorandum. Accordingly, in the event that this Investor Presentation is an offering memorandum, you will have certain rights provided to you by the Securities Act, (Alberta) in the event of a misrepresentation.

Where an offering memorandum and contains a misrepresentation, the Securities Act (Alberta) provides that a purchaser who purchases a security offered by the offering memorandum has the following rights of action, without regard to whether the purchaser relied on the misrepresentation:

- (a) for damages against:
 - (i) the issuer;
 - (ii) every director of the issuer at the date of the offering memorandum;
 - (iii) every person or company who signed the offering memorandum; and
- (b) for rescission against the issuer.

The Securities Act (Alberta) provides a number of limitations and defences, including the following:

if the purchaser elects to exercise a right of rescission against the issuer, the purchaser has no right of action for damages against a person or company set out above;

where a misrepresentation is contained in an offering memorandum, no person or company is liable:

- (i) if the person or company proves that the purchaser had knowledge of the misrepresentation;
- (ii) if the person or company proves that the offering memorandum was sent to the purchaser without the person's or company's knowledge or consent and that, on becoming aware of its being sent, the person or company promptly gave reasonable notice to the issuer that it was sent without the knowledge and consent of the person or company;
- (iii) if the person or company proves that the person or company, on becoming aware of the misrepresentation in the offering memorandum, withdrew the person's or company's consent to the offering memorandum and gave reasonable notice to the issuer of the withdrawal and the reason for it;

The Securities Act (Alberta) further provides a number of limitations and defences available to experts relating to any report, opinion or statement of an expert contained in the offering memorandum.

Additionally, the Securities Act (Alberta) contains limitations periods, which provide that:

- (a) in the case of an action for rescission, 180 days from the day of the transaction that gave rise to the cause of action; or
- (b) in the case of any action, other than an action for rescission, the earlier of:
 - (i) 180 days from the day that the plaintiff first had knowledge of the facts giving rise to the cause of action; or
 - (ii) 3 years from the day of the transaction that gave rise to the cause of action.

The amount recoverable under the Securities Act (Alberta) may not exceed the price at which the securities were offered under the offering memorandum.

In an action for damages, the defendant is not liable for all or any part of the damages that the defendant proves do not represent the depreciation in value of the security as a result of the misrepresentation.

If a misrepresentation is contained in a record incorporated by reference in, or deemed incorporated into, an offering memorandum, the misrepresentation is deemed to be contained in the offering memorandum.



Manitoba

Manitoba securities legislation provides that where an offering memorandum contains a misrepresentation, a purchaser who purchases a security offered by the offering memorandum is deemed to have relied upon that misrepresentation, if it was a misrepresentation at the time of purchase, and has a right of action for rescission against the issuer or has a right of action for damages against: (a) the issuer; (b) every director of the issuer at the date of the offering memorandum; and (c) every person who or company that signed the offering memorandum. If the purchaser elects to exercise its right of rescission against the issuer, the purchaser shall have no right of action for damages against a person or company referred to above.

If a misrepresentation is contained in a record that is incorporated by reference in, or that is deemed to be incorporated into, an offering memorandum, the misrepresentation is deemed to be contained in the offering memorandum.

When a misrepresentation is contained in an offering memorandum, no person or company is liable: (a) if the person or company proves that the purchaser had knowledge of the misrepresentation; (b) other than with respect to the issuer, if the person or company proves: (i) that the offering memorandum was sent to the purchaser without the person's or company's knowledge or consent, and (ii) that, after becoming aware that it was sent, the person or company promptly gave reasonable notice to the issuer that it was sent without the person's or company's knowledge and consent; (c) other than with respect to the issuer, if the person or company proves that, after becoming aware of the misrepresentation, the person or company withdrew the person's or company's consent to the offering memorandum and gave reasonable notice to the issuer of the withdrawal and the reason for it; (d) other than with respect to the issuer, if, with respect to any part of the offering memorandum purporting to be made on the authority of an expert or to be a copy of, or an extract from, an expert's report, opinion or statement, the person or company proves that the person or company did not have any reasonable grounds to believe and did not believe that: (i) there had been a misrepresentation; or (ii) the relevant part of the offering memorandum: (A) did not fairly represent the expert's report, opinion or statement, or (B) was not a fair copy of, or an extract from, the expert's report, opinion or statement; or (e) other than with respect to the issuer, with respect to any part of the offering memorandum not purporting to be made on an expert's authority and not purporting to be a copy of, or an extract from, an expert's report, opinion or statement, unless the person or company: (i) did not conduct an investigation sufficient to provide reasonable grounds for a belief that there had been no misrepresentation; or (ii) believed there had been a misrepresentation.

Such rights of rescission and damages are subject to certain limitations including the following: (a) in an action for damages, a defendant is not liable for all or any part of the damages that it proves do not represent the depreciation in value of the securities as a result of the misrepresentation; and (b) the amount recoverable shall not exceed the price at which the securities were offered under the offering memorandum.

No action may be commenced to enforce a right: (a) in the case of an action for rescission, more than 180 days after the day of the transaction that gave rise to the cause of action; or (b) in any other case, more than the earlier of (i) 180 days after the day that the plaintiff first had knowledge of the facts giving rise to the cause of action, or (ii) two years after the day of the transaction that gave rise to the cause of action.

United States

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