FORM 51-102 F3

MATERIAL CHANGE REPORT

(Pursuant to Part 7 of National Instrument 51-102 - Continuous Disclosure Obligations)

1. Name and Address of Issuer:

Omineca Mining and Metals Ltd. (the "**Issuer**", the "**Company**" or "**Omineca**")
602 – 224 - 4th Avenue South
Saskatoon, SK S7K 5M5

2. Date of Material Change:

April 18, 2019

3. Press Release:

A press release was distributed through Cision on April 18, 2019.

4. Summary of Material Changes:

The Company announces the closing of its previously announced non-brokered private placement for aggregate gross proceeds of $550,000.00.

5. Full Description of Material Change:

Omineca has closed its non-brokered private placement announced on March 14, 2019 and increased on April 11, 2019, for gross proceeds of $550,000.

At the first and final closing, Omineca issued 11,000,000 units at a price of $0.05 per unit. Each unit consists of one common share in the capital of the Company and one common share purchase warrant. Each warrant entitles the holder to acquire one common share at a price of $0.10 for a period of 24 months. The securities issued under this private placement are subject to a statutory four-month hold period, ending August 18, 2019.

The financing proceeds will be used toward the transaction costs for the bulk sampling program announced on March 1, 2019, development and planning of the 2019 hard-rock exploration program and for general working capital purposes.

Pursuant to available related party exemptions under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions, insiders of the company subscribed for 3,152,000 units. Cash finder' s fees were paid on the proceeds from the closing in the amount of $400.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102:

This report is not being filed on a confidential basis.

7. Omitted Information:

There are no significant facts required to be disclosed herein which have been omitted.

8. Executive Officer:

For further information contact:

> Tom MacNeill
> President and Chief Executive Officer
> Omineca Mining and Metals Ltd.
> Phone: 306-653-2692

9. Date of Report:

April 18, 2019

Forward Looking Information:

This material change report includes forward-looking statements regarding Omineca and its business. Such statements are based on the current expectations and views of future events of Omineca's management. In some cases, the forward-looking statements can be identified by words or phrases such as "may", "will", "expect", "plan", "anticipate", "intend", "potential", "estimate", "believe" or the negative of these terms, or other similar expressions intended to identify forward-looking statements. The forward-looking events and circumstances discussed in this material change report may not occur and could differ materially as a result of the failure to consummate the project financing, the economic feasibility of the Wingdam Project, known and unknown risk factors and uncertainties affecting Omineca, including risks regarding the resource industry, economic factors and the equity markets generally and many other factors beyond the control of Omineca. No forward-looking statement can be guaranteed. Forward-looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statement or information. Accordingly, readers should not place undue reliance on any forward-looking statements or information. Forward-looking statements speak only as of the date on which they are made and Omineca undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as required by applicable securities laws.