Management Discussion and Analysis
Year-end and Fourth Quarter, 2013

This Management's Discussion and Analysis ("MD&A") of Omineca Mining and Metals Ltd. ("Omineca", "OMM" or "the Company") is dated April 24, 2014 and provides a discussion of the Company's financial and operating results for the quarter and year ended December 31, 2013 with comparisons to previous quarters and prior year. This MD&A should be read in conjunction with the quarterly financial statements and accompanying notes and the most recently published annual audited consolidated financial statements and notes.

The comparative amounts presented in the consolidated financial statements are those of CVG Mining Ltd. ("CVG") only, as a result of the RTO Transaction (Note 2 to the consolidated financial statements). The current amounts presented in the consolidated financial statements are those of CVG for the full year plus those of Omineca for the period October 1, 2013 to December 31, 2013.

Omineca Mining and Metals Ltd. was incorporated on March 15, 2011, pursuant to the Alberta Business Corporation Act (Alberta), and is extra-provincially registered in the Yukon and British Columbia.

The Company was created as a result of a plan of arrangement undertaken in connection with the acquisition of Copper Canyon Resources Ltd. by NovaGold Resources Inc. and completed in May 2011. As the Company has not commenced production on any of its mining properties the Company is an exploration stage company.

Business Overview

Omineca Mining and Metals Ltd. (OMM: TSX-V) is a junior resource company holding properties in Western Canada for the purpose of exploring for, and the development of mineral resources. Its primary objective is to enhance shareholder value through the acquisition and development of early-stage exploration projects. The company currently controls three gold mineral projects, two of which are currently under option agreements with third parties.

Reverse Take-over and Acquisition of CVG Mining Ltd. ("RTO transaction")

On October 1, 2013, (the "transaction date"), Omineca acquired all of the issued and outstanding common shares of CVG by a share purchase agreement (the "Agreement"). Under the Agreement, CVG shareholders received 47,471,548 OMM common shares at a deemed price of $0.35 per share, representing a purchase price of $16,615,042. OMM issued a $5,400,000 convertible debenture in connection with the assumption by OMM of certain debt related to the property. Coincident with the proposed transaction were the appointments of Mr. Tom MacNeill CGA, CFA and Mr. Andrew Davidson, CA to the Board of Omineca, joining the current Board of Directors. (See News Release October 5, 2012)

The transaction has been accounted for as a reverse takeover ("RTO") in accordance with IFRS 2 and IFRS 3. Although OMM is the legal acquirer, CVG has been determined to be the accounting acquirer in the Share Purchase Agreement transaction on the basis that the former shareholder group of CVG owned 72.5% of the issued and outstanding common shares of the combined company following the transaction. As a result, the consolidated financial statements are a continuation of the financial statements of CVG (assets, liabilities and operations since incorporation are included in the consolidated financial statements at historical carrying value). As OMM did not qualify as a business according to the definition in IFRS 3 (no outputs, no workforce, resources and reserves and financial resources), this RTO transaction does not constitute a business combination; rather it is treated as an issuance of shares by CVG for the net assets of OMM.

Selected Annual Information

Selected annual information from the audited financial statements for the years ended December 31, 2013, 2012 and 2011 is presented in the table below. The financial data is prepared in accordance with International Financial Reporting Standards ("IFRS") and is reported in Canadian dollars.

	2013	2012*	2011*
Operating Revenues	$ -	$ -	$ -
Profit (Loss) for the year	(14,574,373)	(118,576)	(95,153)
Profit (Loss) per share	(0.51)	(593)	(547)
Diluted profit (loss) per share	(0.51)	(593)	(547)
Total assets	7,957,589	10,253,031	10,547,892
Total long term liabilities	5,409,218	5,440,000	5,440,240

*The figures for years ended December 31, 2012 and 2011 are that of CVG. Its principal business activity during those periods is the exploration of mineral properties.

Profit (loss) for the year can be effected significantly by non-operating expenses such as share-based payments, option proceeds in excess of carrying value, write down of exploration and evaluation assets, impairment of investments and gain or losses on sale of investments. Following are items that have had such an effect:

	2013
Share-based payments	$ 269,748
Write-down of mineral properties	13,821,226

RESULTS OF OPERATIONS

For the year ended December 31, 2013, the Company recorded a net loss of $14,574,373 (2012 - $118,576). The increased loss is due to the write-down of exploration and evaluation assets of $13,821,226 (2012 - $nil) and share-based payments of $269,748 (2012 - $nil).

Revenue

Investment income of $4,673 (2012 - $nil) is comprised of interest earned on term deposits. The increase is due to funds being held on deposit by OMM.

Loss on the disposal of equipment of $166,099 (2012 - $48,055) is due to the sale of equipment and write-off of equipment no longer serviceable or useful.

Expenditures

Operating expenses for the year were $321,973 (2012 - $70,521). These expenses were for office personnel, investor relations, professional fees and public company costs for the year. Professional fees of $175,086 (2012 - $40,356) increased significantly due to legal and accounting work done related to the acquisition of CVG Mining Ltd.

The Company recorded share-based payments of $269,748 (2012 – $nil) for options vested in the year and for options re-priced in the year.

The Company wrote down $13,821,226 (2012- $nil) of exploration and evaluation assets as the Company determined certain properties were impaired.

Liquidity and Financial Resources

At December 31, 2013, the Company had working capital (deficit) of $742,683 (2012 - $(1,190,240). This increase is a result of including cash held by Omineca in 2013. The Company held cash and cash equivalents of $1,139,017 (2012 - $55,896).

At December 31, 2013, the Company held investments comprised of publicly traded securities having a market value of $27,004 (2012 - $nil), publicly traded securities held in escrow valued at $910 (2012 - $nil) and reclamation deposits of $30,000 (2012 - $30,000) held on deposit with a government agency. Market value is based on quoted closing bid prices for publicly traded shares and may not approximate trading prices at the time of disposition. Management regularly reviews the portfolio and makes decisions for trading based on current market trends and requirements of the Company.

The Company's continuing operations can be financed by cash on hand and/or the liquidation of marketable securities. Expanded operations or aggressive exploration programs would require additional financing, primarily through the public equity markets, or through joint venture partnerships. Circumstances that could affect liquidity are significant exploration successes or lack thereof, new acquisitions, changes in metal prices and the general state of the equity markets for junior exploration companies. The exploration and development programs of the Company are determined by management with all of the above taken into consideration.

The Company has a convertible debenture payable to Newsk Emerging Resources Ltd. but, under the terms of the convertible debenture, payments against principal and interest shall be payable in the event ore sales are generated.

Investments

At December 31, 2013, the Company held investments comprised of publicly traded securities having a market value of $27,004 (2012 - $nil). Market value is based on quoted closing bid prices for publicly traded shares and may not approximate trading prices at the time of disposition. Management regularly reviews the portfolio and makes decisions for trading based on current market trends and requirements of the Company.

The Company holds public traded securities held in escrow valued at $910 (2012 - $nil). These securities are to be released to the Company over a period from February 15, 2014 to February 15, 2015. Securities held in escrow have been recorded at fair value, discounted by the put option for the length of the escrow period, which is calculated using the Black-Scholes option-pricing model.

The Company holds term deposits of $51,597 (2012 – nil) for the guarantee of business credit cards, which are cashable on demand as long as credit cards are cancelled.

The Company has reclamation bonds on deposit with a government agency in the amounts of $30,000 (2012 - $30,000).

Pursuant to certain mineral property option agreements, the Company received 50,000 (2012 – nil) shares in the year with an attributed value of $2,500 (2012 - $nil).

The market value is based on market prices for publicly traded shares and may not approximate trading prices at the time of disposition. Management regularly reviews the portfolio and makes decisions for trading based on current market trends and requirements of the Company.

Exploration and Evaluation Assets

The required detailed schedule of Exploration and Evaluation Assets for the year is included in the Company's consolidated financial statements. During the year, acquisition and exploration expenditures totalled $252,130 (2012 - $385,436) and option payments and credits of $538,640 (2012 - $nil) were received. A BCMETC claim of $37,222 is being claimed for the year. The Company wrote down expenditures of $13,821,226 (2012 – nil) related to the Wingdam/Fraser Canyon projects resulting in total exploration and evaluation assets of $6,608,297 (2012 - $9,856,047) at December 31, 2013. For details of option agreements on properties refer to Note 7 in the financial statements.

BC Projects

Abo Project

The 2427 ha property, consisting of 11 claim units, is situated 5 kilometers north of Harrison Hot Springs, B.C. and has seen significant drilling activity since 1975 including mapping, soil sampling, and ground based geophysics and a total of 13,856m (45,448ft) of diamond drilling. One claim, Hot 4, is subject to a 2% NSR.

Property mineralization consists of a number of gold occurrences associated with a series of intrusive stocks. Accessory minerals include copper, silver, lead, zinc, molybdenum, tungsten and bismuth. The property is road-accessible year round, with hydroelectric power and rail-service located within 3 kilometers of property boundaries.

On November 17, 2011, the Company completed an option agreement whereby Sierra Madre Developments Inc. ("Sierra") can earn a 100% interest in the property by making exploration expenditures of $3,000,000 and completing payments of 4,000,000 shares and $1,000,000 cash over a five year period commencing December 5, 2011. The Property is subject to a 2% Net Smelter Return Royalty payable to the Company. Sierra Madre has the right to purchase 1% of the Royalty at any time for the sum of $1,000,000 in cash.

Fraser Canyon/Wingdam Projects

In October of 2012, the Company signed an arm's length Letter of Intent ("LOI") to acquire all issued and outstanding shares of CVG Mining Ltd., a private British Columbia corporation, which controls a 100% interest in the Fraser Canyon and Wingdam projects. The acquisition was approved by the shareholders on September 5, 2013 and completed effective October 1, 2013.

In March 2013, the Company completed geophysical surveys on the Wingdam/Lightning Creek and Fraser Canyon projects, located in the Cariboo Region of British Columbia near Quesnel. The geophysical survey was designed to provide additional information with respect to sub-surface topography in under-explored areas of the two properties. The survey had two components, IP/Resistivity and Magnetometer. The IP/Resistivity survey was conducted using an array of fixed electrodes with a spacing of 5 meters. This configuration was used specifically to give an accurate profile of the buried gold-bearing placer channels on the two properties, as well as having sufficient depth penetration to effectively test the bedrock beneath the placer gravels. A total of 2425 meters of surveying was completed at Wingdam and 4400 meters at Fraser Canyon. As a component of the data collection, Ground Truth Exploration Inc. will be completing detailed interpretation and modeling on the geophysical data. Results are pending.

About the Wingdam/Lightning Creek Project

The 2700 ha Wingdam/Lightning Creek Project is located 35 km east of Quesnel, B.C., and provides a unique opportunity for Omineca to acquire near-term placer gold production in a proven mining district. The property overlies both placer and hard-rock tenures along the Deep Lead Channel of Lightning Creek, where topographic conditions have created a deep overburden accumulation which effectively resulted in a large portion of the channel being excluded from conventional surface placer mining activity. On the Wingdam property, drilling and previous geophysical surveys indicate that the Deep Lead Channel may occur throughout the entire 2.4km length of the Wingdam placer tenures, extending upstream and downstream an undetermined distance.

Numerous attempts have been made to mine the Deep Lead Channel in the Wingdam area since the late 1880s, but all were hampered by an influx of water and unstable ground conditions and were ultimately abandoned.

In 2012 CVG successfully completed a crosscut drift 23.5m across the Deep Lead Channel along the bedrock/gravel interface, using the Australian deep-lead mining method combined with a ground-freeze method. This effort not only proved the applicability of the freeze method, but also provided a bulk sample whereby "the gold recovered from the 23.5-meter drift advance across the paleochannel true width amounted to 173.495 ounces of raw placer gold (909 fineness) from 140 bank cubic meters. The refined-equivalent gold grade across this width amounted to 34.55 g/m3 or 0.411 oz/ton (14.1 g/tonne). The refined equivalent grade across a central portion of the paleochannel totaling 14.8 m (3.8 to 18.6m) averaged 46.30 g/m3 or 0.551 oz/ton (18.9 g/tonne)" (S. Kocsis 43-101 technical report, Oct, 2012).

The abundance and physical nature of the placer gold recovered during the 2012 test mining operation indicates that it is in part, locally derived. Little or no systematic exploration work has been carried out on the property to test for the occurrence of lode gold, leaving good potential for the exploration and possible discovery of in-situ (hard-rock) gold mineralization in addition to the presence of a proven placer deposit.

The Wingdam project is currently permitted under a BC Ministry of Natural Resource Operations permit and a BC Ministry of Environment Effluent Discharge permit, and has been under care and maintenance since September 25, 2012. The Company is currently in the process of preparing a mine plan for the project.

<u>About the Fraser Canyon Project</u>
The Fraser Canyon Property is located 12 kilometers north of the city of Quesnel. The property consists of 2221 hectares of placer claims and leases and 1221 hectares of mineral claims. The tenures are strategically located along 15.8-kilometers of deeply-buried gold-enriched Miocene fluvial conglomerates of the Fraser Bend Formation. The gold-enriched zone along the paleochannel floor averages 2.13 m thick and reaches up to 38 m wide.

The paleochannel was explored and partially mined underground at two locations on the north and south sides of the Fraser Canyon called the Tertiary (1907-1917) and Canyon (1986) mines. The two mines collectively produced 1,482 ounce of raw placer gold (892 fineness) or 1,322 refined ounces. There has been very little exploration and development work in the area since the Canyon Mine closed in 1986.

In 2009, CVG dewatered the Canyon Mine and rehabilitated the underground workings. The workings consist of a 160-meter long decline, a 235-meter long exploration drift that follows the length of the paleochannel floor, and a series of 13 crosscuts. The development work was carried out by All Star Resources in 1986, who reported a total of 421.6 ounces of refined gold recovered from 5,625 m3 of conglomerate and bedrock material extracted from the drift and crosscuts (report not 43-101 compliant).

<u>Yukon Projects</u>

Kiwi

Omineca has an unencumbered 100% interest in the Kiwi property located 70 km northeast of Ross River, in the central Yukon. The claims consist of 32 units (652 ha) located 25km west of the North Canol Road. 113 new claims were staked in the summer of 2011 to increase the property holdings.

The claims overlie high-grade gold occurrences associated with intrusive rocks and north-west trending structures. Past operators reported (43-101 compliant) in-situ visible gold with analytical values of up to 115 g/t gold and 32 g/t Ag reported from a grab sample at the VG Showing. A single drill hole (350m) was collared in the area of the VG Showing and intersected skarn-type alteration and brecciation including considerable sulphide mineralization, but failed to return significant gold values. A field program completed during the summer of 2012 focused on detailed prospecting and geological mapping of newly acquired claims and of known mineralized zones.

On February 20, 2013, the Company entered into a letter of agreement whereby HFX Holding Corp. may earn a 100% interest in the Kiwi gold property. Under the terms of the agreement, HFX Holding Corp. has the option to earn a 100% interest in the 2,981 ha property by making $320,000 in cash payments and issuing 800,000 common shares to Omineca over 6 years. Omineca will maintain a 2% Net Smelter Royalty on the claims, which may be reduced to 1% upon payment of $1,000,000. On July 19, 2013, HFX received approval from the TSX of their qualifying transaction and Omineca received $30,000 cash and 50,000 shares of HFX pursuant to the option agreement.

Shareholders' Equity

Accumulated other comprehensive loss records the unrealized gains and losses on marketable securities and the Company recorded an adjustment for unrealized losses of $13,003 (2012- $nil) in the year resulting in a balance of $13,003 (2012 - $nil).

<u>Transactions with Related Parties</u>

The Company was involved in the following related party transactions during the year and prior year:

(a) The Company is related to Eagle Plains Resources Ltd. ("EPL") and Terralogic Exploration Inc. ("TL") through common directors. During the year the Company had the following transactions with the related companies:

	2013	2012
Administrative services provided by EPL and TL	**$ 28,854**	$ -
Exploration services provided by TL	**100**	-

(b) Included in professional fees is $69,270 (2012 - $nil) paid for legal fees to a law firm of which one of the directors, Darren Fach, is a partner.

(c) The Company has a convertible debenture with accrued interest with Newsk Emerging Resources Ltd., a related party and subsidiary of 49 North Resources, Inc.

(d) At December 31, 2013, the Company has a payable of $40,000 (2012 - $40,000) that relates to a finder's fee payable to a certain shareholder of the Company.

(e) During the year ended December 31, 2013 the Company incurred $114,090 (2012 - $171,348) in interest and accretion expense with respect to the demand debenture issued by Newsk Emerging Resources Ltd. These amounts have been capitalized as part of the exploration and evaluation assets. At year end, interest payable in the amount of $nil (2012 - $64,729) is recorded in accounts payable.

Compensation to key management personnel in the year and prior year:

	2013	2012
Professional fees	**$ 12,563**	$ -
Administration costs		
Consulting and management fees	**32,955**	125,760
Directors fees	**28,260**	-
Consulting fees capitalized as part of exploration and evaluation assets	**33,033**	-
	$106,811	$125,760

(f) Included in professional fees is $12,563 (2012 - $nil) paid for accounting services to a director and officer of the Company. At December 31, 2013, $3,675 (2012 – $nil) is included in accounts payable.

(g) Included in administration costs is $19,500 (2012 - $nil) paid for management services to a company owned by a director and officer of the Company.

(h) Included in administration costs is $7,875 (2012 - $nil) paid for consulting fees to a director of the Company. At December 31, 2013, $394 (2012 – $nil) is included in accounts payable.

(i) Included in consulting costs is $5,580 (2012 - $nil) paid for consulting fees to a former director. Included in exploration and evaluation assets is $33,033 (2012 - $nil) paid to a current and former director for work done on the Wingdam and Fraser Canyon projects. These amounts were capitalized as part of the exploration and evaluation assets.

(j) Directors fees of $28,260 (2012 - $nil) were paid in the year.

All related party transactions in the normal course of business have been measured at the agreed upon exchange amounts, which is the amount of consideration established and agreed to by the related parties. Amounts due to/from the related parties are non-interest bearing, unsecured and have no fixed terms of repayment.

Disclosure of Management Compensation

The Corporation has standard compensation agreements to pay its officers $10,500 (2012 - $nil) per month as compensation for services as an officer of the Corporation. Payments totalling $39,938 (2012 - $nil) including bonuses were paid out in the year.

The Corporation has a standard compensation agreement to pay all directors an annual retainer fee of $5,000 and a stipend of $250 per board or committee meeting attended as compensation for services rendered as directors. Payments of $28,260 (2012 - $nil) were made in the year to directors.

The Corporation has a Stock Option Plan (the "Plan") to provide an incentive for directors and officers of the Corporation to directly participate in the Corporation's growth and development by providing them with the opportunity through options to purchase common shares to acquire an increased financial interest in the Corporation. At the discretion of the Corporate Governance and Compensation Committee ("CGCC") options are granted to individuals taking into account the Corporation's long-range objectives, comparing and matching in most cases option grants and holdings for similar positions in the comparator group, and previous grants to such individuals.

The Company issued 2,700,000 options, with exercise prices of $0.10 and expiry dates of November 8, 2018, to directors of the Company and recorded share-based payments of $186,508. The Company re-priced 800,000 options to directors, with exercise prices of $0.40 and expiry dates of June 8, 2016, setting a new exercise price of $0.10 and recorded share-based payments of $6,592.

Summary of Quarterly Results

The following is a summary of quarterly results as published:

Year	2013	2013	2013	2013	2012	2012	2012	2012
Quarter	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31
Revenues	nil	nil	nil	nil	nil	nil	nil	nil
Investment revenues	4,673	nil	nil	nil	nil	nil	nil	nil
Net income (loss)	(745,202)	(13,722,745)	(51,882)	(54,544)	(39,566)	(19,054)	(28,861)	(31,095
Income (loss) per share	(0.02)	(68,613.72)	(259.11)	(272.72)	(174.52)	(120.52)	(196.61)	(155.22)
Diluted income (loss) per share	(0.02)	(68,613.72)	(259.11)	(272.72)	(174.52)	(120.52)	(196.61)	(155.22)
Total assets	7,957,589	6,659,186	10,199,329	10,223,480	10,253,031	,12,042,392	12,192,936	12,344,898

*Note that the 2012 and Mar 31 to Sep 30, 2013 are CVG Mining Ltd. amounts only, pursuant to the RTO transaction.

Investment Revenues

Represents interest received on bank deposits.

Net Loss

Profit (loss) for the year can be effected significantly by non-operating expenses such as share-based payments, option proceeds in excess of carrying value, write down of exploration and evaluation assets, impairment of investments and gain or losses on sale of investments:

The September 30, 2013 net loss includes property write-downs of $13,463,710.

Fourth Quarter

For the quarter ended December 31, 2013, the Company recorded net loss of $745,202 (2012 – $39,566).

Income

Investment income of $4,673 (2012 - $nil) is comprised of interest earned on deposits.

The Company recorded a loss on the disposal of equipment of $166,099 (2012 - $48,055) due to the sale of equipment and the write-off of equipment no longer serviceable or useful.

Expenditures

Operating expenses for the quarter were $197,146 (2012 – ($13,960)). These expenses were for office personnel, investor relations, professional fees and public company costs for the period. In 2012 adjustments were made to capitalize costs recorded in previous quarters, resulting in the credit balance.

Investments

At December 31, 2013, the Company held investments comprised of publicly traded securities having a market value of $27,004 (2012 - $nil). Market value is based on quoted closing bid prices for publicly traded shares and may not approximate trading prices at the time of disposition. Management regularly reviews the portfolio and makes decisions for trading based on current market trends and requirements of the Company.

The Company holds publicly traded securities held in escrow valued at $910 (2012 - $nil). These securities are to be released to the Company over a period from February 15, 2014 to February 15, 2015. Securities held in escrow have been recorded at fair value, discounted by the put option for the length of the escrow period, which is calculated using the Black-Scholes option-pricing model.

The Company holds term deposits in the amounts of $51,997 (2012 - $nil) for the guarantee of business credit cards, which are cashable on demand as long as credit cards are cancelled.

The Company has reclamation bonds on deposit with a government agency in the amounts of $30,000 (2012 - $30,000).

The market value is based on market prices for publicly traded shares and may not approximate trading prices at the time of disposition. Management regularly reviews the portfolio and makes decisions for trading based on current market trends and requirements of the Company.

Exploration and Evaluation Assets

The Company capitalized exploration expenditures of $252,130 (2012 - $62,583) for mineral properties in the quarter. Work carried out in the quarter was for continued preparation of a mine plan on the Wingdam property.

Shareholders' Equity

Accumulated other comprehensive loss records the unrealized gains and losses on marketable securities and the Company recorded an adjustment for unrealized losses of $13,003 (2012 - $nil) in the quarter.

Transactions with Related Parties

The Company was involved in the following related party transactions during the quarter:

(a) The Company is related to Eagle Plains Resources Ltd. ("EPL") and Terralogic Exploration Inc. ("TL") through common directors. During the period the Company had the following transactions with the related companies:

	2013	2012
Administrative services provided by EPL and TL	**$ 28,854**	$ -
Exploration services provided by TL	**100**	-

(b) Included in professional fees is $69,270 (2012 - nil) paid for legal fees to a law firm of which one of the directors, Darren Fach, is a partner.

(c) During the quarter ended December 31, 2013 the Company incurred $114,090 (2012 - $171,348) in interest and accretion expense with respect to the demand debenture issued by Newsk Emerging Resources Ltd., a subsidiary of 49 North Resources Ltd.

All related party transactions in the normal course of business have been measured at the agreed upon exchange amounts, which is the amount of consideration established and agreed to by the related parties. Amounts due to/from the related parties are non-interest bearing, unsecured and have no fixed terms of repayment.

Disclosure of Management Compensation

Compensation to key management personnel in the period and prior period:

	2013	**2012**
Professional fees	**$ 12,563**	$ -
Consulting and management fees	**36,364**	5,760
Directors fees	**28,260**	-
	$77,187	$ 5,760

The Corporation has standard compensation agreements to pay its Officers $10,500 (2012 - $nil) per month as compensation for services as an officer of the Corporation. Payments totalling $39,938 (2012 - $nil) including bonuses were paid out in the period.

The Corporation has a standard compensation agreement to pay all directors an annual retainer fee of $5,000 and a stipend of $250 per board or committee meeting attended as compensation for services rendered as directors. Payments of $28,260 (2012 - $nil) were made in the period to directors.

Disclosure of Outstanding Share Data

The Company has an unlimited number of common shares without nominal or par value authorized for issuance.

At April 24, 2014, the Company has 65,496,386 (2012 – 200) common shares issued and outstanding. There are no other classes of shares outstanding.

At April 24, 2014, the Company has 5,155,000 (2012 – nil) stock options outstanding with expiry dates of June 8, 2016 to November 8, 2018.

A detailed schedule of Share Capital is included the Statements of Changes in Equity and details are provided in Note 9 of the Company's financial statements.

Financial Instruments

The Company carries various financial instruments and is management's opinion that the Company is not exposed to significant risks arising from these financial instruments. Substantially all of the Company's cash is held at two recognized Canadian National financial institutions. As a result, the Company is exposed to all of the risks associated with these institutions.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet transactions.

Critical Accounting Estimates

Estimates relevant to the Company include the capitalization of certain exploration expenditures, and the expensing of the "fair value" of warrants and share-based compensation, such as stock option grants.

The Company reviews capitalized costs on its property interests on an annual basis and will recognize impairment in value based upon current exploration results and upon management's assessment of the future viability of the properties.

Under the new accounting rules used for the Company, the "fair value" of warrants and stock based compensation must be expensed for income statement purposes. In addition, agents warrants issued as stock-based compensation to brokers must be similarly accounted for and recorded as a share issue cost. The determination of the fair value of options and warrants for this purpose is done using the "Black Scholes" formula. Some of the parameters used in this formula are highly subjective, in particular the assumption of future share price volatility, and therefore the amounts expensed are highly subjective and may not be reflective of the true cost of the options and warrants granted. If none of the options and agents' warrants are exercised, the amounts previously expensed are not adjusted and the increases in the Company's Statement of Financial Position Deficit account and Share Capital account remain.

Accounting Policies

The financial statements for the Company for the year ending December 31, 2013 are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Refer to Note 4 to the financial statements for information pertaining to accounting changes effective January 1, 2013.

Risks Factors

Exploration and Development

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production.

The Company's properties are in the exploration stage. There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of minerals. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

Development of the Company’s properties will only be potentially pursued if favourable exploration results are obtained that demonstrate that economic extraction of minerals is justified. The business of exploration for minerals and mining involves a high degree of risk. Whether a mineral deposit can be commercially viable depends upon a number of factors, including the particular attributes of the deposit, including size, grade and proximity to infrastructure; metal prices, which can be highly variable; and government regulations, including environmental and reclamation obligations. Few properties that are explored are ultimately developed into producing mines.

Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that funds required for any proposed development of the Company’s properties can be obtained on a timely basis.

The marketability of any minerals acquired or discovered by the Company in the future may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which may result in the Company not receiving an adequate return on investment capital.

There is no assurance that the TSX-V or any regulatory authority having jurisdiction will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise.

Financial Capability and Additional Financing

The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for further exploration and development of its projects. Although the Company has been successful in the past in financing its activities through the sale of equity securities, there can be no assurance that it will be able to obtain sufficient financing in the future to carry out exploration and development work on its properties. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company.

Mining Titles

There is no guarantee that the Company’s title to or interests in the Company’s property interests will not be challenged or impugned. The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to the area of mineral properties may be disputed. There is no guarantee of title to any of the Company's properties. The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. With the exception of certain Crown Granted Mineral Claims and legacy tenures, the Company has not surveyed the boundaries of its properties and consequently the boundaries may be disputed.

There can be no assurance that the Company’s rights will not be challenged by third parties claiming an interest in the properties.

Management

The success of the Company is currently largely dependent on the performance of its officers. The loss of the services of these persons could have a materially adverse effect on the Company’s business and prospects. There is no assurance the Company can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to the applicable corporate and securities legislation, regulation, rules and policies.

Dilution

There are a number of outstanding options and warrants pursuant to which additional common shares of the Company may be issued in the future. Exercise of such options and warrants may result in dilution to the Company’s shareholders. In addition, if the Company raises additional funds through the sale of equity securities, shareholders may have their investment further diluted.

History of Losses and No Assurance of Profitable Operations

The Company has incurred a loss since inception. There can be no assurance that the Company will be able to operate profitably during future periods. If the Company is unable to operate profitably during future periods, and is not successful in obtaining additional financing, the Company could be forced to cease its exploration and development plans as a result of lacking sufficient cash resources.

The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions may occur. These unexpected or unusual conditions may include rock bursts, cave-ins, fires, flooding and earthquakes. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may adversely affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. Furthermore the permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or non-compliance with environmental laws or regulations.

Fluctuating Mineral Prices

The Company's revenues, if any, are expected to be in large part derived from the sale of gold, copper, and possibly other metals. The prices of gold, copper, and other commodities have fluctuated widely in recent years and are affected by factors beyond the control of the Company including, but not limited to, economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply of gold and copper due to new mine developments, mine closures, and advances in various production and technological uses for gold and copper. All of these factors will have impacts on the viability of the Company's exploration projects that are impossible to predict with certainty.

Competitive Conditions

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial resources and technical facilities. Competition in the precious metals mining industry is primarily for mineral rich properties which can be developed and produced economically; the technical expertise to find, develop, and produce such properties; the labour to operate the properties; and the capital for the purpose of financing development of such properties. Many competitors not only explore for and mine precious metals, but conduct refining and marketing operations on a world-wide basis and some of these companies have much greater financial and technical resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these mineral deposits could have a material adverse effect on the Company's results.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced high levels of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings.

Inadequate Infrastructure May Affect the Company's Operations

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, community, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Subsequent Events

No subsequent events.

Other MD & A Requirements

Additional information relating to the Company is available on the SEDAR website: www.sedar.com under "Company Profiles" and "Omineca".

Forward Looking Statements

"All statements other than those of a historical nature are 'forward-looking statements' that may involve a number of unknown risks, uncertainties and other factors. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements.

Outlook

Through its 100% ownership of CVG Mining, Omineca has direct access to near-term gold production in a unique geological setting. The primary asset held by CVG is the Wingdam gold project, consisting of both mineral "hard-rock" and placer tenures within the Lightning Creek area of the Cariboo gold district. Management remains focussed on advancing the Wingdam project and continues to make solid progress in the advance planning and design of the project. Key engineering and consulting firms have been retained to assist in the design work and advanced permitting efforts are well underway. When final permits have been obtained, the next challenge for management will be to secure financing and procure equipment and personnel for production.

Wingdam has a colorful history and has been proven by CVG to hold significant quantities of placer gold. Innovative mining techniques employed by CVG recently on the project suggest that economic quantities of placer gold material may be extracted from deep within the Lightning Creek gravels using freeze-mining techniques. The successful implementation of these techniques by CVG has, in the opinion of OMM management, de-risked the project substantially and paved the way for more advanced development work.

We give thanks to our shareholders for their continuing support.

On behalf of the Board of Directors

"Timothy J. Termuende"

Timothy J. Termuende, P.Geo.
President and CEO