FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **Omega Pacific Resources Inc.** (the "Issuer").

Trading Symbol: **OMGA**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

Unaudited condensed interim financial statements for the six-month period ended April 30, 2023 (the "Interim Financial Statements"), as filed with the securities regulatory authorities, are attached to this form as Appendix I.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.

(b) A description of the transaction(s), including those for which no amount has been recorded.

(c) The recorded amount of the transactions classified by financial statement category.

(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.

(e) Contractual obligations with Related Persons, separate from other contractual obligations.

(f) Contingencies involving Related Persons, separate from other contingencies.

All related party transactions have been disclosed in the Issuer's Interim Financial Statements, please refer to Note 6 to the Condensed Interim Financial Statements, attached hereto as Appendix I. For information supplementary to that contained in the notes to the Interim Financial Statements with respect to related party transaction, please refer to the Management Discussion and Analysis for the six-month period ended April 30, 2023 ("MD&A"), as filed with the securities regulatory authorities and attached to this Form 5 as Appendix II.

2. **Summary of securities issued and options granted during the period.**

All securities issued and options granted, if any, have been disclosed in the Issuer's Interim Financial Statements, attached hereto as Appendix I.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
			.			

3. **Summary of securities as at the end of the reporting period.**

A summary of securities as at the end of the reporting period have been disclosed in the Issuer's Interim Financial Statements, attached here to as Appendix I.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

(b) number and recorded value for shares issued and outstanding,

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name	Position
Shayne Taker	Chief Executive Officer, Director
Sheri Rempel	Chief Financial Officer, Corporate Secretary and Director
Grant Carlson	Director
Darren Miller	Director
Braydon Hobbs	Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

See MD&A for the six-month period ended April 30, 2023, attached hereto as Appendix II.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated June 9, 2023.

Shayne Taker
Name of Director or Senior Officer

/s/ "Shayne Taker"
Signature

CEO & Director
Official Capacity

Issuer Details Name of Issuer Omega Pacific Resources Inc.	For Quarter Ended April 30, 2023	Date of Report YY/MM/D 23/06/09
Issuer Address Suite 401 – 750 West Pender Street		
City/Province/Postal Code Vancouver, BC, V6C 2T7	Issuer Fax No. (604) 428-7052	Issuer Telephone No. (604) 428-7050
Contact Name Shayne Taker	Contact Position CEO & Director	Contact Telephone No. 604-428-7050
Contact Email Address shayne@lfgmanagement.ca	Web Site Address not applicable	

Appendix I

OMEGA PACIFIC RESOURCES INC.

CONDENSED INTERIM FINANCIAL STATEMENTS
For The Six Months Ended April 30, 2023

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited condensed interim financial statements for the six month period ended April 30, 2023.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

Omega Pacific Resources Inc.

Index to Condensed Interim Financial Statements

April 30, 2023

CONTENT	PAGE(S)

OMEGA PACIFIC RESOURCES INC.
Condensed Interim Statements of Financial Position
(Unaudited - Expressed in Canadian dollars)

	Notes	April 30, 2023 $	October 31, 2022 $
Assets			
Current assets			
Cash		452,710	505,098
Prepaids and deposit		-	11,869
Total current assets		452,710	516,967
Non-current assets			
Mineral property	3	51,000	16,000
Total Assets		**503,710**	**532,967**
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	4,6	69,476	18,849
Total Liabilities		**69,476**	**18,849**
Shareholders' Equity			
Share capital	5	653,746	389,596
Special warrants	5	-	229,150
Deficit		(219,512)	(104,628)
Total Shareholders' Equity		434,234	514,118
Total Liabilities and Shareholders' Equity		**503,710**	**532,967**

Nature and Continuance of Operations (Note 1)

Approved and authorized for dissemination by the Board of Directors on June 09, 2023:

"Sheri Rempel"	*"Shayne Taker"*
Sheri Rempel, Director	*Shayne Taker, Director*

The accompanying notes are integral to these condensed interim financial statements.

OMEGA PACIFIC RESOURCES INC.

Condensed Interim Statements of Loss and Comprehensive Loss
For the Six Months Ended April 30, 2023
(Unaudited - Expressed in Canadian dollars)

	Three months ended April 30, 2023	Six months ended April 30, 2023
Operating Expenses		
Professional fees	$ 1,448	$ 16,960
Listing expenses	41,222	41,222
Management and consulting fees	11,025	18,491
Regulatory and transfer agent fees	851	6,464
Exploration expenses	8,108	31,746
Loss and comprehensive loss	**$ (62,654)**	**$ (114,884)**
Basic and diluted loss per share	**$ (0.00)**	**$ (0.01)**
Weighted average number of common shares outstanding	**20,286,372**	**19,915,642**

The Company was incorporated on June 3, 2022, therefore, there are no comparative prior year figures for the three and six months ended April 30, 2022.

The accompanying notes are integral to these condensed interim financial statements.

OMEGA PACIFIC RESOURCES INC.

Condensed Interim Statements of Changes in Shareholders' Equity
For the six months ended April 30, 2023
(Unaudited - Expressed in Canadian dollars except the number of shares)

		Common Shares				
	Note	Number	Amount $	Special Warrants $	Deficit $	Total $
Balance at October 31, 2022		17,500,001	389,596	229,150	(104,628)	514,118
Shares issued for mineral property	5	100,000	35,000	-	-	35,000
Warrants converted to common shares	5	2,783,000	229,150	(229,150)	-	-
Net loss for the period		-	-	-	(114,884)	(114,884)
Balance at April 30, 2023		**20,383,001**	**653,746**	**-**	**(219,512)**	**434,234**

The Company was incorporated on June 3, 2022, therefore, there are no comparative prior year figures for the three and six months ended April 30, 2022.

The accompanying notes are integral to these condensed interim financial statements.

OMEGA PACIFIC RESOURCES INC.
Condensed Interim Statement of Cash Flows
For the Six Months Ended April 30, 2023
(Unaudited - Expressed in Canadian dollars)

		Six months ended April 30, 2023 $
Operating activities		
Net loss for the period		(114,884)
Changes in non-cash working capital items:		
Prepaids and deposit		11,869
Accounts payable and accrued liabilities		50,627
Net cash flows used in operating activities		**(52,388)**
Net change in cash		(52,388)
Cash, beginning		505,098
Cash, ending		**452,710**
Supplemental cash flow information		
Conversion of special warrants	$	238,281
Non-cash share issue costs	$	9,131
Shares issued for mineral property option payment	$	35,000

The Company was incorporated on June 3, 2022, therefore, there are no comparative prior year figures for the three and six months ended April 30, 2022.

The accompanying notes are integral to these condensed interim financial statements.

1. Nature of Operations and Going Concern

Omega Pacific Resources Inc. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on June 3, 2022. On April 21, 2023, the Company's common shares commenced trading on the Canadian Securities Exchange under the symbol "OMGA."

The Company's head office and registered office address is 401 – 750 West Pender Street, Vancouver, British Columbia, Canada, V6C 2T7. The Company is a Canadian mineral exploration company focused on the acquisition, exploration and development of mineral projects in Canada.

The recovery of the amounts comprising mineral properties is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development, and upon future profitable production.

These condensed interim financial statements have been prepared by management on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. At April 30, 2023, the Company had not yet achieved profitable operations, had accumulated losses of $219,512 since its inception, and expects to incur further losses in the development of its business, all of which casts significant doubt about the Company's ability to continue as a going concern. A number of alternatives including, but not limited to selling an interest in one or more of its properties or completing a financing, are being evaluated with the objective of funding ongoing activities and obtaining working capital. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due.

These condensed interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

In February 2022, Russian commenced a military invasion of Ukraine which generated a response in the form of strict economic sanctions from multiple countries and corporations around the world, including Canada. Although the Company does not have operations in Russia or Ukraine, the global impact of this conflict in commodity prices, foreign currency exchange rates, supply chain challenges and increased fuel prices may have adverse impacts on our costs of doing business.

2. Significant Accounting Policies and Basis of Preparation

Statement of compliance with International Financial Reporting Standards

These condensed interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards 34 – Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRC"). The accounting policies and methods of computation applied by the Company in these condensed interim financial statements are the same as those applied in the Company's audited financial statements as at and for the period June 3, 2022 (inception) to October 31, 2022.

2. Significant Accounting Policies and Basis of Preparation (continued)

***Statement of compliance with International Financial Reporting Standards* (continued)**

The condensed interim financial statements do not include all of the information and note disclosures required for full annual financial statements and should be read in conjunction with the Company's audited financial statements as at and for the period June 3, 2022 (inception) to October 31, 2022.

Basis of presentation

These condensed interim financial statements have been prepared on an historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting except for cash flow information. These condensed interim financial statements are presented in Canadian dollars, which is the Company's functional currency.

Significant accounting judgments, estimates and assumptions

The preparation of the condensed interim financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed interim financial statements and the reported revenues and expenses during this period.

Although management uses historical experience and its best knowledge of the amount, events, or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include recognition of deferred tax amounts and provision for restoration, rehabilitation and environmental costs.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the condensed interim financial statements are as follows:

Economic recoverability and probability of future economic benefits of mineral properties

Management has determined that mineral property costs incurred which were capitalized have future economic benefits and are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geological and metallurgic information, history of conversion of mineral deposits to proven and probable reserves, scoping and feasibility studies, accessible facilities, existing permits and life of mine plans.

Determination of functional currency

The Company determines the functional currency through an analysis of several indicators such as expenses and cash flow, financing activities, retention of operating cash flows, and frequency of transactions with the reporting entity.

(Unaudited - Expressed in Canadian dollars)

2. Significant Accounting Policies and Basis of Preparation (continued)

Significant accounting judgments, estimates and assumptions **(continued)**

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

Site decommissioning obligations

The Company recognizes a provision for future abandonment activities in the financial statements equal to the net present value of the estimated future expenditures required to settle the estimated future obligation at the statement of financial position date. The measurement of the decommissioning obligation involves the use of estimates and assumptions including the discount rate, the expected timing of future expenditures and the amount of future abandonment costs. The estimates were made by management and external consultants considering current costs, technology and enacted legislation. As a result, there could be significant adjustments to the provisions established which would affect future financial results.

Going concern

Management assesses the Company's ability to continue as a going concern at each reporting date, using all quantitative and qualitative information available. This assessment, by its nature, relies on estimates of future cash flows and other future events (as discussed in Note 1), whose subsequent changes could materially impact the validity of such an assessment.

3. Mineral Property and Exploration Expenses

The following summarizes the cumulative costs capitalized as mineral property as at April 30, 2023, and October 31, 2022:

	$
Property acquisition costs	
Balance, October 31, 2022	16,000
Addition: property option payment	35,000
Balance, April 30, 2023	**51,000**

On April 28, 2023, the Company issued 100,000 common shares with a fair value of $35,000 pursuant to the Lekcin property Agreement (Note 5).

During the six months ended April 30, 2023, the Company incurred $31,746 of exploration costs which have been expensed on the condensed interim statement of loss and comprehensive loss.

(Unaudited - Expressed in Canadian dollars)

3. Mineral Property and Exploration Expenses (continued)

The exploration expenses incurred on the Lekcin property during the six months ended April 30, 2023, are presented in the following table:

	April 30, 2023 **$**
Exploration costs incurred during the period:	
Assays	112
Camp costs	387
Equipment rental	693
Field support and supplies	188
Geological consulting	26,057
Geological field supervision	2,588
Other expenses	223
Transportation and travel	1,498
Balance, ending	31,746

Lekcin property

On August 10, 2022, the Company entered into a Binding Letter Agreement (the "Agreement") whereby the Company will have the right to earn a 100% interest in the Lekcin property. The Lekcin property is located in the New Westminster Mining Division, British Columbia, Canada.

Pursuant to the terms of the Agreement, the Company can earn a 100% interest in the Lekcin property by making the following payments to the Optionors:

Cash payment amount to Optionors	Shares to be issued to Optionors	Minimum exploration requirements
$16,000 within 7 business days of signing the agreement (paid).	100,000 shares to be issued within 10 days of listing on a Canadian stock exchange (issued).	$75,000 to be spent on or before the 1st anniversary date of the effective date.
$20,000 to be paid on or before the 1st anniversary date.	100,000 shares to be issued on the 1st anniversary date of the Agreement.	$120,000 to be spent on or before the 2nd anniversary date of the effective date.
$32,000 to be paid on or before the 2nd anniversary date.	200,000 shares to be issued on the 2nd anniversary date of the Agreement.	$240,000 to be spent on or before the 3rd anniversary date of the effective date.
$48,000 to be paid on or before the 3rd anniversary date.	200,000 shares to be issued on the 3rd anniversary date of the Agreement.	$600,000 to be spent on or before the 4th anniversary date of the effective date.
$84,000 to be paid on or before the 4th anniversary date.	400,000 shares to be issued on the 4th anniversary date of the Agreement.	
$200,000	**1,000,000 shares**	**$1,035,000**

(Unaudited - Expressed in Canadian dollars)

3. Mineral Property and Exploration Expenses (continued)

Lekcin property (continued)

Excess expenditures from one year can be applied to the next. If there is a shortfall in exploration expenditures in any one year, the Agreement can be maintained in good standing by making a payment, in the equivalent cash, of the shortfall to Optionor. If the optionee spends more funds in one year than prescribed by this section, the surplus will be applied and carried forward to the following years.

In addition, the Optionor will receive an additional 500,000 shares on the confirmation of a resource on the Lekcin property and an additional 500,000 shares upon a decision by the Optionee to produce minerals from the property.

The Lekcin property is subject to a 2% Net Smelter Royalty ("NSR") royalty in favour of the property Optionors. The Company has the right to purchase 1% of the NSR for $3,200,000 any time prior to the commencement of commercial production. The NSR buy-out price will be adjusted annually according to the consumer price index with a base of December 31, 2025.

4. Accounts Payable and Accrued Liabilities

	April 30, 2023 $	October 31, 2022 $
Accounts payable	53,846	-
Amounts due to related parties (Note 6)	11,880	7,175
Accrued liabilities	3,750	11,674
Accounts payable and accrued liabilities	**69,476**	**18,849**

5. Share Capital

Authorized

Unlimited number of common shares without par value.

Issued share capital

As at April 30, 2023, there were 20,383,001 common shares issued and outstanding (October 31, 2022 – 17,500,001).

On November 25, 2022, the Company converted 2,783,000 special warrants into 2,783,000 common shares. In connection with the conversion of special warrants, the Company issued 1,000,000 warrants. Each warrant allows the holder to acquire one common share of the Company for an exercise price of $0.12 with an expiry date of November 25, 2027.

(Unaudited - Expressed in Canadian dollars)

5. Share Capital (continued)

The Company incurred $9,131 in share issuance costs related to the November 25, 2022, conversion of special warrants to common shares.

On April 28, 2023, the Company issued 100,000 common shares with a fair value of $35,000 pursuant to the Lekcin property Agreement (Note 3).

As at April 30, 2023, the Company had no stock options outstanding.

Special warrants

A summary of the continuity of the Company's special warrants for the period ended April 30, 2023, are as follows:

	Number of Special Warrants
Balance, October 31, 2022	2,783,000
Converted	(2,783,000)
Balance, April 30, 2023	-

Warrants

A summary of the continuity of the Company's warrants during the six months ended April 30, 2023, is as follows:

	Number of Warrants	Weighted Average Exercise Price ($)
Balance, October 31, 2022	8,500,000	0.10
Issued	1,000,000	0.12
Balance, April 30, 2023	9,500,000	0.10

Warrants outstanding and exercisable at April 30, 2023, are as follows:

Number of Warrants	Exercise Price ($)	Expiry Date	Weighted Average Remaining Life
8,500,000	0.10	October 15, 2027	4.46
1,000,000	0.12	November 25, 2027	4.58
9,500,000			4.48

6. Related Party Transactions

Balances

At April 30, 2023, accounts payable and accrued liabilities include $11,880 (October 31, 2022 - $7,715) owed to ARO Consulting Inc., a company controlled by one of the Company's directors (Note 4). This amount is unsecured, non-interest bearing and has no fixed terms of repayment.

Transactions

The Company recorded $18,491 in management and consulting fees to a ARO Consulting Inc., a company controlled by one of the Company's directors for the six months ended April 30, 2023.

All related party transactions are in the normal course of operations and have been measured at the agreed to amount, which is the amount of consideration established and agreed to by the related parties.

7. Capital Management

The Company defines its capital as shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration and development of mineral properties. The Board of Directors do not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage. As such, the Company has historically relied on the equity markets to fund its activities. In addition, the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will need to raise additional funds. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during six month period ended April 30, 2023.

The Company is not subject to externally imposed capital requirements.

8. Financial Instruments

The Company's financial instruments consist of cash, accounts payable and accrued liabilities and the carrying values approximate their fair values because of the relatively short-term nature of the instruments. These estimates are subjective and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumption could significantly affect the estimates.

8. Financial Instruments (continued)

There are three levels of the fair value hierarchy as follows:

Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2: Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3: Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

The Company's cash is considered to be Level 1 within the fair value hierarchy.

The Company is exposed in varying degrees to a variety of financial instrument-related risks. The Board of Directors approves and monitors the risk management process, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is summarized as follows:

Foreign exchange risk
The Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars. As a result, the Company's exposure to foreign currency risk is minimal.

Credit risk
The Company's cash is held in large Canadian financial institutions. The Company has not experienced nor is exposed to any significant credit losses. As a result, the Company's exposure to credit risk is minimal.

Market risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, commodity and equity prices. The Company does not have a practice of trading derivatives.

Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As the Company has no interest-bearing assets or liabilities, the Company is not exposed to significant interest rate risk.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company aims to have sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from its ability to raise equity capital or borrowing sufficient funds and its holdings of cash and cash equivalents.

8. Financial Instruments (continued)

Price risk

The ability of the Company to explore its mineral property and the future profitability of the Company are directly related to the market price of precious metals. The Company monitors precious metals prices to determine the appropriate course of action to be taken by the Company.

9. Segmented Information

The Company operates in one reportable operating segment, which is the mining and exploration sector in Canada. As the operations comprise a single reporting segment, amounts disclosed also represent segment amounts.

Appendix II

OMEGA PACIFIC RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE SIX MONTHS ENDED APRIL 30, 2023

DATE AND SUBJECT OF REPORT

The following Management Discussion & Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of Omega Pacific Resources Inc. (hereinafter "Omega" or the "Company") for six months ended April 30, 2023. The MD&A should be read in conjunction with the unaudited condensed interim financial statements of the Company for the six months ended April 30, 2023 and the audited financial statements for the period June 3, 2022 (inception) to October 31, 2022. This report is dated June 09, 2023.

SCOPE OF ANALYSIS

The following is a discussion and analysis of Omega. The Company reports its financial results in Canadian dollars and prepared under International Financial Reporting Standards ("IFRS") in accordance with International Accounting Standards 34, Interim Financial Reporting as issued by the International Standards Board. All published financial results include the assets, liabilities, and results of operations of the Company.

FORWARD LOOKING STATEMENTS

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by, or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks and Uncertainties section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company may not provide updates or revise any forward-looking statements, except those otherwise required under paragraph 5.8(2) of NI 51-102, whether written or oral that may be made by or on the Company's behalf.

GENERAL BUSINESS AND DEVELOPMENT

Omega Pacific Resources Inc. is in the mining and exploration sector.

The Company's head office and registered office address is 401 – 750 West Pender Street, Vancouver, BC, V6C 2T7, Canada.

BUSINESS CHRONOLOGY

On June 3, 2022, Omega Pacific Resources Inc. (the "Company") was incorporated under the *Business Corporations Act* of British Columbia, Canada.

On April 21, 2023, the Company's common shares commenced on the Canadian Securities Exchange under the symbol "OMGA."

OVERALL PERFORMANCE

To date, the Company has not realized profitable operations and has relied on equity and trade credit to fund the losses. The Company recognized a loss and comprehensive loss of $114,884 during the six months ended April 30, 2023.

The Company operates in one reportable operating segment, which is the mining and exploration sector in Canada. As the operations comprise a single reporting segment, amounts disclosed also represent segment amounts.

DISCUSSION OF OPERATIONS

The Company does not have any revenue as it is in the early stages of exploration of its Lekcin property. The Company's management intends to explore the Lekcin property and hopefully prove that it contains economically recoverable resources.

Lekcin property

On August 10, 2022, the Company entered into a Binding Letter Agreement (the "Agreement") whereby the Company will have the right to earn a 100% interest in the Lekcin property.

The Lekcin property is comprised of 2,436.93 hectares including five BCMTO claim tenures located in the New Westminster Mining Division, British Columbia, Canada.

Pursuant to the terms of the Agreement, the Company can earn a 100% interest in the Lekcin property by making the following payments to the Optionors:

Cash payment amount to Optionors	Shares to be issued to Optionors	Minimum exploration requirements
$16,000 within 7 business days of signing the agreement (paid).	100,000 shares to be issued within 10 days of listing on a Canadian stock exchange (issued).	$75,000 to be spent on or before the 1st anniversary date of the effective date.
$20,000 to be paid on or before the 1st anniversary date.	100,000 shares to be issued on the 1st anniversary date of the Agreement.	$120,000 to be spent on or before the 2nd anniversary date of the effective date.
$32,000 to be paid on or before the 2nd anniversary date.	200,000 shares to be issued on the 2nd anniversary date of the Agreement.	$240,000 to be spent on or before the 3rd anniversary date of the effective date.
$48,000 to be paid on or before the 3rd anniversary date.	200,000 shares to be issued on the 3rd anniversary date of the Agreement.	$600,000 to be spent on or before the 4th anniversary date of the effective date.
$84,000 to be paid on or before the 4th anniversary date.	400,000 shares to be issued on the 4th anniversary date of the Agreement.	
$200,000	**1,000,000 shares**	**$1,035,000**

Excess expenditures from one year can be applied to the next. If there is a shortfall in exploration expenditures in any one year, the Agreement can be maintained in good standing by making a payment, in the equivalent cash, of the shortfall to Optionor. If the Optionee spends more funds in one year than prescribed by this section, the surplus will be applied and carried forward to the following years.

In addition, the Optionor will receive an additional 500,000 shares on the confirmation of a resource on the Lekcin property and an additional 500,000 shares upon a decision by the Optionee to produce minerals from the property.

The Lekcin property is subject to a 2% Net Smelter Royalty ("NSR") royalty in favour of the property Optionors. The Company has the right to purchase 1% of the NSR for $3,200,000 any time prior to the commencement of commercial production. The NSR buy-out price will be adjusted annually according to the consumer price index with a base of December 31, 2025.

Rising inflation and delayed shipping services may adversely affect the Company's exploration activities and business operations in the future.

On April 28, 2023, the Company issued 100,000 common shares with a fair value of $35,000 pursuant to the Lekcin property Agreement.

The following summarizes the cumulative costs capitalized as mineral property as of April 30, 2023, and October 31, 2022:

	April 30, 2023
	$
Balance, October 31, 2022	16,000
Addition: property option payment	35,000
Balance, April 30, 2022	51,000

The exploration expenses incurred on the Lekcin property during the six months ended April 30, 2023, are presented in the following table:

	April 30, 2023 $
Exploration costs incurred during the period:	
Assays	112
Camp costs	387
Equipment rental	693
Field support and supplies	188
Geological consulting	26,057
Geological field supervision	2,588
Other expenses	223
Transportation and travel	1,498
Balance, ending	31,746

RESULTS OF OPERATIONS

	Three months ended April 30, 2023	Six months ended April 30, 2023
Operating Expenses		
Professional fees	$ 1,448	$ 16,960
Listing expenses	41,222	41,222
Management and consulting fees	11,025	18,491
Regulatory and transfer agent fees	851	6,464
Exploration expenses	8,108	31,746
Loss and comprehensive loss	**$ (62,654)**	**$ (114,884)**

The Company was incorporated on June 3, 2022, therefore, there are no comparative prior year figures for the three and six months ended April 30, 2022.

FOR THE SIX MONTHS ENDED APRIL 30, 2023

The Company's loss and comprehensive loss for the six months ended April 30, 2023, was $114,884. The loss was primarily comprised of the following items:

a) Professional fees totaling $16,960 mainly comprised of $9,139 in legal fees attributed to completing the Prospectus and listing the common shares for trading on the Canadian Securities Exchange. The remaining $7,821 of professional fees were related to audit and review work of financial statements and preparation of the October 31, 2022, corporate tax return.
b) Listing expenses of $41,222 were comprised of $15,750 to list the Company's shares on the Canadian Securities Exchange ("CSE"), $21,195 for legal services pertaining to listing on the CSE, and $4,277 for filing fees related to listing on the CSE.
c) Management and consulting fees of $18,491 were incurred for accounting and corporate services provided by a company controlled by one of the Company's directors.

d) Regulatory and transfer agent fees of $6,464 were comprised of $2,190 in SEDAR filing fees for the Prospectus, $3,487 for transfer agent fees, and $787 for CSE sustaining fees.
e) Exploration expenses totaling $31,746 incurred on the Lekcin property were comprised of $26,057 for geological consulting, $2,588 for geological field supervision, $1,498 for transportation and travel, $693 for equipment rental, $387 for camp costs, $223 for other expenses, $188 for field support and supplies, and $112 for assays.

FOR THE THREE MONTHS ENDED APRIL 30, 2023

The Company's loss and comprehensive loss for the three months ended April 30, 2023, was $62,654. The loss was primarily comprised of the following items:

a) Professional fees totaling $1,448 were comprised of $6,620 for audit and review work of financial statements in the Prospectus, and a $5,172 recovery of legal fees as a result of a reclassification to listing expenses.
b) Listing expenses of $41,222 were comprised of $15,750 to list the Company's shares on the Canadian Securities Exchange ("CSE"), $21,195 for legal services pertaining to listing on the CSE, and $4,277 for filing fees related to listing on the CSE.
c) Management and consulting fees of $11,025 were incurred for accounting and corporate services provided by a company controlled by one of the Company's directors.
d) Regulatory and transfer agent fees of $851 were comprised of a $3,423 net recovery resulting from a $4,278 reclassification to listing fees, $3,486 for transfer agent fees, and $788 for CSE sustaining fees.
e) Exploration expenses totaling $8,108 incurred on the Lekcin property were comprised of $5,993 for geological consulting, $750 for transportation and travel, $693 for equipment rental, $387 for camp costs, $118 for other expenses, $112 for assays, and $55 for geological field supervision.

SUMMARY OF QUARTERLY RESULTS

The following table sets out financial performance highlights from inception on June 3, 2022, which have been prepared in accordance with IFRS.

	April 30, 2023 (Q2)	**January 31, 2023 (Q1)**	**October 31, 2022 (Q4)**	**Inception on June 3, 2022 to July 31, 2022 (Q3)**
	$	$	$	$
Loss and comprehensive loss	(62,654)	(52,230)	(104,628)	(3)
Loss per share, basic and diluted	(0.00)	(0.01)	(0.02)	-
Cash	452,710	482,972	505,098	-
Assets	503,710	504,222	532,967	-
Liabilities	69,476	42,334	18,849	-
Equity	434,234	461,888	514,118	-

The most significant quarterly loss and comprehensive loss of $104,628 during the four most recent quarters occurred in Q4 ended October 31, 2022. The loss in that period was primarily attributed to $81,631 of exploration expenses incurred on the Lekcin property.

LIQUIDITY AND CAPITAL RESOURCES

As at April 30, 2023, the Company had working capital of $383,234 (October 31, 2022 - $498,118).

For the six months ended April 30, 2023, the Company incurred a loss and comprehensive loss of $114,884. As at April 30, 2023, the Company had a cumulative deficit of $219,512.

The continuation of the Company as a going concern is dependent on its ability to raise additional capital or debt financing, on reasonable terms, in order to meet business objectives towards achieving profitable business operations.

There can be no assurance that consultants, service providers, and advisors will continue to extend unpaid accounts, services, and liabilities to the Company in order to maintain its business and filing requirements as a reporting issuer.

Fluctuating commodity prices can have a material impact on the Company's financial performance and ability to obtain financing with reasonable terms.

SHARE CAPITAL AND OUTSTANDING SHARE DATA

As at the date of this report, there are 20,383,001 common shares issued and outstanding.

There are 9,500,000 warrants outstanding. The Company has not granted any stock options.

OFF BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements or commitments.

RELATED PARTY TRANSACTIONS

Balances

At April 30, 2023, accounts payable and accrued liabilities include $11,880 (October 31, 2022 - $7,715) owing to ARO Consulting Inc., a company controlled by one of the Company's directors. This amount is unsecured, non-interest bearing and has no fixed terms of repayment.

Transactions

The Company paid or accrued $18,491 in management and consulting fees to ARO Consulting Inc. for the six months ended April 30, 2023.

All related party transactions are in the normal course of operations and have been measured at the agreed to amount, which is the amount of consideration established and agreed to by the related parties.

ACCOUNTING POLICIES

The accounting policies and methods employed by the Company determine how it reports its financial condition and results of operations and may require management to make judgements or rely on assumptions about matters that are inherently uncertain. The Company's results of operations are reported using policies and methods in accordance with IFRS. In preparing condensed interim financial statements in accordance with IFRS, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses for the period. Management reviews its estimates and assumptions on an ongoing basis using the most current information available.

CRITICAL ACCOUNTING ESTIMATES

The preparation of condensed interim financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed interim financial statements and the reported revenues and expenses during this period.

Although management uses historical experience and its best knowledge of the amount, events, or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the recoverability of evaluation and exploration assets and recognition of deferred tax amounts.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the condensed interim financial statements are as follows:

Going concern

Management assesses the Company's ability to continue as a going concern at each reporting date, using all quantitative and qualitative information available. This assessment, by its nature, relies on estimates of future cash flows and other future events, whose subsequent changes could materially impact the validity of such an assessment.

Impairment of assets

The impairment assessment of a financial asset requires judgment. Management evaluates the duration and extent to which the fair value of an investment is less than its cost, and the financial health of and short-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flow. When the fair value declines, management makes a judgment if the decline in value is other than temporary impairment to be recognized in profit or loss.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, accounts payable and accrued liabilities. The carrying values of cash, accounts payable and accrued liabilities approximate their fair values because of the relatively short-term nature of the instruments. These estimates are subjective and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumption could significantly affect the estimates.

There are three levels of the fair value hierarchy as follows:

Level 1:	Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.
Level 2:	Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.
Level 3:	Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

The Company's cash is considered to be Level 1 within the fair value hierarchy.

The Company is exposed in varying degrees to a variety of financial instrument-related risks. The Board of Directors approves and monitors the risk management process, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is summarized as follows:

Foreign exchange risk

The Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars. As a result, the Company's exposure to foreign currency risk is minimal.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, commodity and equity prices. The Company does not have a practice of trading derivatives.

Credit risk

The Company's cash is held in large Canadian financial institutions. The Company has not experienced nor is exposed to any significant credit losses. As a result, the Company's exposure to credit risk is minimal.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As the Company has no interest-bearing assets or liabilities, the Company is not exposed to significant interest rate risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis.

The Company aims to have sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from its ability to raise equity capital or borrowing sufficient funds and its holdings of cash and cash equivalents.

Price risk

The ability of the Company to explore its mineral properties and the future profitability of the Company are directly related to the market price of precious metals. The Company monitors precious metals prices to determine the appropriate course of action to be taken by the Company.

Environmental & remediation risk

Management is not aware of and does not anticipate any significant environmental exposure or risk of remediation costs or liabilities as it does not currently have any active mineral exploration operations.

RISK AND UNCERTAINTIES

Core Business

The Company's business is in the mining and exploration sector with no active operations.

Significant capital investment, geological and mining personnel, management, and consultants will be required for the development of any potential mining and exploration project.

There is no certainty that any expenditures to be made by the Company as described herein will result in successful mining and exploration. There is aggressive competition within the mineral exploration and development sector with larger exploration companies developing related technology internally. As such, significant capital investment is required along with extensive other resources to develop any potential mineral claims and future mining operations, if attainable. There can be no assurance the Company will be successful in obtaining required capital on acceptable terms to reach its business objectives.

Some risks the Company may be exposed to include, but are not limited to, the following:

Conflicts of Interest

The Company's directors and officers also serve as directors and/or officers in other private and public companies involved in other business ventures. Consequently, there exists the possibility for these individuals to be in a position of conflict. Any decision made by these individuals involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. As such, these individuals would refrain from voting on the conflicted matter and would be forced to forego potential business or conduct such business in conflict.

Negative Operating Cash Flows

As the Company is in the early development stage, it will continue to have negative operating cash flows without the development of revenue streams from its business. Positive operating cash flows require the Company to complete successful mineral exploration to first identify viable exploration targets through seismic, geographic surveying, drilling, sampling, assays, 43-101 technical report and mining operations, none of which can be assured.

Going Concern Risk

The ability of the Company to continue as a going concern is uncertain and dependent upon its ability to achieve profitable operations, obtain additional capital and receive continued support from its shareholders. Management of the Company will have to raise capital through private placements or debt financing and proposes to continue to do so through future private placements and offerings. The outcome of these matters cannot be predicted at this time.

Operating History and Expected Losses

The Company expects to make significant investments in order to develop its services, increase marketing efforts, improve its operations, and conduct research and development. As a result, start-up operating losses are expected, and such losses may be greater than anticipated, which could have a significant effect on the long-term viability of the Company.

Reliance on Joint Ventures, Partnerships, or Minority Interests

The nature of the Company's operations may require it to enter into various agreements with partners, joint venture partners, or minority interests in mineral and exploration projects.

There is no guarantee that those with whom the Company needs to deal will be successful in these joint or participating interests for mining and exploration.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include key person insurance as the Company heavily relies on the Company directors and officers.

Growth Management

In executing the Company's business plan for the future, there will be significant pressure on management, operations, technical, and other assets, or resources. The Company anticipates that its operating and personnel costs will increase substantially in the future when and if it is able to commence commercial operations. In order to manage its growth, the Company will have to substantially increase consultants, geological personnel, engineers, technical, human resources, and executive and administration staff to run its operations, while at the same time efficiently maintaining a large number of relationships with third parties. The Company will also have to acquire, lease, or rent a substantial amount of mining and extraction equipment. There can be no assurance that the Company will be able to meet these growth objectives.

Reliance on Key Personnel, Service Provider and Advisors

The Company relies heavily on its officers and directors, along with key service providers, business advisors and consultants. The loss of their services would have a material adverse effect on the business of the Company. There can be no assurance that directors and officers, or consultants engaged by the Company will continue to provide services in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors.

Russia-Ukraine Conflict

In February 2022, Russian commenced a military invasion of Ukraine which generated a response in the form of strict economic sanctions from multiple countries and corporations around the world, including Canada. Although the Company does not have operations in Russia or Ukraine, the global impact of this conflict in commodity prices, foreign currency exchange rates, supply chain challenges and increased fuel prices may have adverse impacts on our costs of doing business.

MANAGEMENT'S RESPONSIBILITY FOR THE CONDENSED INTERIM FINANCIAL STATEMENTS

The information provided in this report as referenced from the Company's condensed interim financial statements for the referenced reporting period is the sole responsibility of management. In the preparation of the information along with related and accompanying statements and estimates contained herein, management uses careful judgement in assessing the values (or future values) of certain assets or liabilities. It is the opinion of management that such estimates are fair and accurate as presented.

OTHER INFORMATION

Additional information on the Company is available on SEDAR at www.sedar.com.

CORPORATE INFORMATION

Directors:	Shayne Taker Sheri Rempel Grant Carlson Darren Miller Braydon Hobbs
Officers:	Shayne Taker, CEO Sheri Rempel, CFO and Corporate Secretary
Auditor:	Adam Sung Kim, Ltd. Adam Kim, CA, CPA
Legal Counsel:	Linas Antanavicius Barrister & Solicitor