

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Alma Gold Inc. (the “Company”)
Suite 810 – 789 West Pender Street
Vancouver, BC V6C 1H2

Item 2 Date of Material Change

December 8, 2021, December 13, 2021 and December 15, 2021

Item 3 News Release

The news release was disseminated on December 14, 2021 by way of the facilities of TheNewswire and was subsequently filed on SEDAR.

Item 4 Summary of Material Change

On December 8, 2021, Mr. Nicholas Koo resigned as the Company’s Chief Financial Officer.

On December 13, 2021, Mr. Brian Hearst resigned from the board of directors. Mr. Paul Ténrière and Mr. Maurice Giroux were appointed to the board of directors on the same date.

Mr. James Henning has been appointed as the Company’s Chief Financial Officer effective December 15, 2021.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

Please see attached news release dated December 14, 2021.

Item 5.2 Disclosure for Restructuring Transactions

Not Applicable

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Gregory Isenor, Director
Business Telephone: 902-832-5555
Facsimile: 902-832-2223

Date of Report

December 14, 2021



Alma Gold Inc. Focusses on Guinea, Appoints New Directors and Chief Financial Officer

Vancouver, British Columbia, December 14, 2021 – Alma Gold Inc. (“Alma” or the “Corporation”) (CSE:ALMA), announces that Paul Ténrière, P.Geo., and Maurice Giroux have been appointed as a directors of the Corporation and James Henning, B.Comm., CPA, CA, has been appointed as chief Financial Officer.

“As we focus Alma on its Karita Gold Project in Guinea, I am extremely pleased to welcome to talented geologists to the board of directors of Alma” commented Alma President and CEO Greg Isenor. The Karita Gold Project is in an exciting geological belt, and Maurice Giroux’s broad knowledge of the geology of Guinea and his extensive experience in exploration in that part of West Africa will assist us tremendously going forward. Mr. Ténrière international and regulatory experience will bring added depth to our board. Jim Henning will join our team tomorrow as CFO fleshing our administrative group. This is a strong start to building a specialized team to explore this region of West Africa, a region that is increasingly attracting the attention of both gold exploration and gold producing companies. I welcome all of our new team members.”

Maurice Giroux

Mr. Giroux has a B.Sc in Geology with a Major in Mineral Economics from Ottawa University. He has over 44 years of experience in mineral exploration on the international scene, and more particularly in Guinea, West Africa where he has been active for the past 26 years. He was notably involved in the discovery of three gold and one diamond mines that are under commercial development today including most recently the Balandougou Gold Deposit in Guinea which was discovered by Stellar AfricaGold Inc., and in 2019 was sold to and is currently being developed by Rida Mining Ltd. He also contributed to a vast international project that led to the mapping of two-thirds of Guinea's geology and he co-authored a comprehensive study of the country's mining potential. His expertise and extensive experience have allowed him to establish and cultivate sound business relationships in several West African countries especially Guinea. Mr. Giroux currently serves as a VP Exploration, COO and a director of TSX-V listed Stellar AfricaGold Inc.

Paul Ténrière

Paul Ténrière has a B.Sc. (Hon) in Earth Sciences from Dalhousie University and a M.Sc. in Geology from Acadia University. He is a Professional Geologist (P.Geo.) with nearly 25 years of diverse experience in the mining and oil & gas sectors in Canada, United States, and internationally taking

projects from exploration stage to mine development. Mr. Ténrière has held senior to executive roles with junior to major mining companies developing precious metal, base metal, and metallurgical coal deposits, and has significant capital markets and corporate finance experience.

Mr. Ténrière was a Senior Listings Manager and Chief Mining Expert at the Toronto Stock Exchange (TSX) and TSX Venture Exchange, Chief Geologist for Sherritt International Corp., and an Exploration Manager for Vale S.A. and Solid Energy New Zealand developing large-scale coal mining projects in Australia and New Zealand. He is a past member of the Mining Technical Advisory and Monitoring Committee (MTAMC), which provides advice to the Canadian securities commissions on technical issues relating to NI 43-101 disclosure requirements for the mining industry. He is considered an industry expert in NI 43-101 and JORC disclosure standards, and routinely advises mining companies on obtaining and maintaining their Canadian stock exchange listings, compliance matters, corporate governance, and technical disclosure requirements.

Mr. Ténrière is also a geological and mining consultant and acts as a Technical Advisor for several mining companies. Mr. Ténrière is also a CEO and Director of CSE-listed Metallica Metals Corp., President of NEO Exchange-listed Major Precious Metals Corp., and a Director of TSX Venture-listed Monarca Minerals Inc.

Mr. Giroux and Mr. Ténrière replace departing directors Ryan Kalt and Brian Hearst who resigned December 8 and 15 respectively.

James Henning Appointed Chief Financial Officer

The Corporation also reports that James Henning, B.Comm., CPA, CA, has been appointed as Chief Financial Officer effective December 15, 2021 replacing Nicholas Koo who resigned December 8, 2021. Mr. Henning brings extensive business, accounting and public company CFO experience to the role that he will now fill at Alma Gold Inc. as CFO.

About Alma Gold Inc.

Alma Gold Inc. is a gold-focussed exploration company based in Bedford, Nova Scotia. Alma Gold Inc. through its subsidiary, Karita Gold Corp., is exploring the Karita Gold Project in northern Guinea, and owns the Clarence Stream North Gold Project, in southwest New Brunswick, Canada.

For more information on Alma Gold Inc., please visit www.AlmaGold.ca.

On Behalf of the Board of Directors



Gregory Isenor
President & Chief Executive Officer
Alma Gold Inc.
Email: info@almagold.ca

The CSE has neither approved nor disapproved the contents of this news release. Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements

This release contains certain "forward-looking information" under applicable Canadian securities laws. Forward-looking information reflects the Company's current internal expectations or beliefs and is based on information currently available to the Company. In some cases forward-looking information can be identified by terminology such as "may", "will", "should", "expect", "intend", "plan", "anticipate", "believe", "estimate", "projects", "potential", "scheduled", "forecast", "budget" or the negative of those terms or other comparable terminology. Forward-looking information is based upon many assumptions. Many of these assumptions are based on factors and events that are not within the control of the Company, and there is no assurance they will prove to be correct or accurate. Risk factors that could cause actual results to differ materially from those predicted herein include, without limitation: the business prospects and opportunities of the Company will not proceed as anticipated; changes in the global prices for gold or certain other commodities (such as diesel, aluminum and electricity); changes in U.S. dollar and other currency exchange rates, interest rates or gold lease rates; risks arising from holding derivative instruments; the level of liquidity and capital resources; access to capital markets, financing and interest rates; mining tax regimes; ability to successfully integrate acquired assets; legislative, political or economic developments in the jurisdictions in which the Company carries on business; operating or technical difficulties in connection with mining or development activities; laws and regulations governing the protection of the environment; employee relations; availability and increasing costs associated with mining inputs and labour; the speculative nature of exploration and development; contests over title to properties, particularly title to undeveloped properties; and the risks involved in the exploration, development and mining business. Risks and unknowns inherent in all projects include the inaccuracy of estimated reserves and resources, metallurgical recoveries, capital and operating costs of such projects, and the future prices for the relevant minerals.