

**Form 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Reporting Issuer

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

Item 2. Date of Material Change

July 4, 2022

Item 3. News Release

A news release was disseminated on June 27, 2022 through The Newswire and subsequently filed on SEDAR.

Item 4. Summary of Material Changes

On June 27, 2022, the Company announced that it will consolidate all of its issued and outstanding share capital on the basis of 10 old common shares into 1 new common share, effective July 4, 2022. The Common Shares are expected to begin trading on a post-share consolidation basis on the Canadian Securities Exchange when markets open on June 30, 2022.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

See the attached news release.

5.2 Disclosure of Restructuring Transaction

Not applicable

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

For further information, please contact:
Greg Isenor
President and Chief Executive Officer
Telephone: 604-687-2038

Item 9. Date of Report

June 27, 2022



Alma Gold Announces Share Consolidation

Vancouver, British Columbia – June 27, 2022 – Alma Gold Inc. (“**Alma Gold**” or the “**Company**”) (CSE:ALMA) announces that, pursuant to directors’ resolutions, the Company will be consolidating all of its issued and outstanding share capital (the “**Common Shares**”) on the basis of every ten (10) old Common Shares into one (1) new Common Share (the “**Share Consolidation**”), effective July 4, 2022 (the “**Record Date**”).

As a result of the Share Consolidation, the issued and outstanding Common Shares will be reduced to approximately 6,774,562. Any fractional Common Shares remaining after giving effect to the Share Consolidation will be cancelled. The exercise or conversion price and the number of Common Shares issuable under any of the Company’s outstanding convertible securities will be proportionately adjusted upon the Share Consolidation.

New ISIN: CA02009L2093

New CUSIP: 02009L209

The Common Shares are expected to begin trading on a post-Share Consolidation basis on the Canadian Securities Exchange when markets open on June 30, 2022.

Shareholders of record as at the Record Date will receive a letter of transmittal providing instructions for the exchange of their Common Shares as soon as practicable following the Record Date.

The Company believes that the Consolidation will make the Company more attractive to financing opportunities, and will allow for the restructuring and settlement of certain existing liabilities. Completion of the Consolidation remains subject to completion of appropriate regulatory filings with the Canadian Securities Exchange.

About Alma Gold Inc.

Alma Gold Inc. is a gold-focused exploration company based in Bedford, Nova Scotia. Alma Gold Inc. through its subsidiary Karita Gold Corp. is exploring the Karita West 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 our website at: <https://almagoldinc.com>.

On Behalf of the Board of Directors

“Greg Isenor”

Gregory Isenor
President & Chief Executive Officer
Alma Gold Inc.
Email: gpienor@karitagold.com

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 Information

This news release contains forward-looking information which is not comprised of historical facts. Forward-looking information is characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate” and other similar words, or statements that certain events or conditions “may” or “will” occur. Forward-looking information involves risks, uncertainties and other factors that could cause actual events, results, and opportunities to differ materially from those expressed or implied by such forward-looking information. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, changes in the state of equity and debt markets, fluctuations in commodity prices, delays in obtaining required regulatory or governmental approvals, and includes those risks set out in the Company’s management’s discussion and analysis as filed under the Company’s profile at www.sedar.com. Forward-looking information in this news release is based on the opinions and assumptions of management considered reasonable as of the date hereof, including that all necessary governmental and regulatory approvals will be received as and when expected. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information. The Company disclaims any intention or obligation to update or revise any forward-looking information, other than as required by applicable securities laws.