

**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

January 5, 2023

Item 3. News Release

A news release was disseminated on January 5, 2023 through Newsfile Corp. and subsequently filed on SEDAR.

Item 4. Summary of Material Changes

On January 5, 2023, Mr. Jean-Marc Gagnon was appointed to the board of directors.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

See 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

January 5, 2023



Alma Gold Announces Appointment of Jean-Marc Gagnon to Board of Directors

Vancouver, British Columbia – January 5, 2023 – Alma Gold Inc. (CSE ALMA) (“**Alma Gold**” or the “**Corporation**”) is pleased to announce the appointment of Mr. Jean-Marc Gagnon to the Corporation’s board of directors effective immediately.

Mr. Gagnon has more than 35 years of professional experience in the mining exploration sector. Mr. Gagnon has been involved in the management, evaluation and development of mining exploration projects for gold, mainly in West Africa (Mali, Burkina Faso & Guinea). He has exercised his profession as a country manager, exploration manager and consulting geologist for a number of junior mining companies, including Roscan Gold Corporation, Merrex Gold Inc., Frontline Gold Corporation, Jilbey Gold Exploration Ltd., Ressources Incanore Ltee, EAG Inc. and Gold Star Resources Ltd.

Highlights of Mr. Gagnon’s career include his participation of the development of the Siribaya gold project (Merrex) and Kandiole gold project (Roscan) in Mali, which are both close to feasibility studies, and his participation in the evaluation of the Bissa Hill gold deposit in Burkina Faso, currently under exploitation. Mr. Gagnon has also assisted in project evaluations for gold in Gabon, chrome in Turkey, barite in Algeria, nickel in Canada and on gold projects in South America (Venezuela, Guyana and Peru), in addition to a prospecting campaign for diamonds in glacial terrain in Canada.

Mr. Gagnon graduated from “l’Université du Québec à Chicoutimi” (Qc) as a professional engineer in geology, he holds a master’s degree in business administration from Laval University and he has been a member of “l’Ordre des Ingénieurs du Québec” since 1980.

Greg Isenor, President & Chief Executive Officer of the Company, stated, *“I have been working with Jean-Marc for almost 20 years in West Africa and he has been instrumental in the land acquisition process, including the permit option negotiations, the design of the exploration programs, building the exploration teams with Toubia Mining, our strategic partner in West Africa and the gold discoveries of Jilbey Gold, Merrex Gold and Roscan Gold. We are excited to welcome Jean-Marc to our Board of Directors and look forward to his expertise and valuable insights that will contribute to the ongoing success of Alma Gold”.*

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 Corporation’s management’s discussion and analysis as filed under the Corporation’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 Corporation 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 Corporation disclaims any intention or obligation to update or revise any forward-looking information, other than as required by applicable securities laws.