

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

Item 1. Name and Address of Reporting Issuer

Alma Gold Inc. (the “Company”)
Suite1890 – 1075 West Georgia Street,
Vancouver, BC V6E 3C9

Item 2. Date of Material Change

August 29, 2024

Item 3. News Release

A news release was disseminated on September 3, 2024 through Newsfile Corp. and subsequently filed on SEDAR+ and the CSE.

Item 4. Summary of Material Changes

On August 29, 2024, Mr. Dušan Petković was appointed to the Company’s board of directors and Mr. Marty Tunney was appointed as a Strategic Advisor.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Mr. Petković is the Co-Founder and Senior Vice President, Corporate Strategy of G Mining Ventures Corp. (TSX: GMIN, OTCQX: GMINF). Mr. Petković also serves as a director of Greenheart Gold Inc.

Mr. Petković is a financial market professional with over 15 years of experience in resource-based capital markets, including private equity, credit, and investment banking. Mr. Petković co-founded GMIN in October 2020 and served as a founding Director of the Board until March 2021, when he joined the management team as the inaugural Vice President, Corporate Development & Investor Relations. He is responsible for leading the corporation’s capital markets initiatives, which include capital raising, project financing, M&A, and investor relations. Before joining GMIN, he was a Principal of Private Debt at Sprott Resource Lending Corp. (“**Sprott**”). Over his ten years at Sprott, Mr. Petković was responsible for the origination, structuring, and investment management of bespoke financing transactions for companies in the mining sector. Before Sprott, he spent time in mining investment banking, advising on IPOs, equity issuance and M&A. Mr. Petković earned a Bachelor of Commerce Degree from Western University and is a CFA® charterholder.

The Company also announced that it has appointed Marty Tunney as a Strategic Advisor to the Company, effective immediately.

Mr. Tunney is currently the Chief Operation Officer of Iso Energy Limited (TSX:ISO), after its merger with Consolidated Uranium Inc. where he was President and COO and he serves on the Board of Directors of Green Shift

Commodities Ltd. (TSX-V: GCOM) and Premier American Uranium Inc. (TSX-V: PUR).

Mr. Tunney brings a wealth of mining experience having been in the industry for over 20 years. As a professional mining engineer, Mr. Tunney has worked for several majors including Inco Limited and Newmont Corporation, and in senior management roles with NewCastle Gold Ltd. (formerly Castle Mountain Mining Company Ltd.) and Solstice Gold Corp. Mr. Tunney has worked across multiple provinces and territories in Canada, as well as the Southwestern United States where he successfully permitted projects for exploration and development and was instrumental in moving projects into production. Mr. Tunney also spent several years in capital markets with both an international investment bank and a Canadian bank owned dealer in their global mining team working on transactions of all types and sizes.

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

September 3, 2024