

**FORM 51-102F3**  
**Material Change Report**

**1. Name and Address of Company**

**Quimbaya Gold Inc.** (the "Company" or "Quimbaya")  
Suite 6000  
100 King Street West  
Toronto, Ontario  
M5X 1E2

**2. Date of Material Change**

December 11, 2024

**3. News Release**

The news release with respect to the material change was disseminated through Cision on December 12, 2024 and filed on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).

**4. Summary of Material Change**

On December 11, 2024, the Company completed the previously announced non-brokered private placement (the "**Placement**") of 653,332 units of the Company (each, a "**Unit**") at a price of \$0.30 per Unit for aggregate gross proceeds of \$196,000. Each Unit is comprised of one common share (a "**Common Share**") of the Company and one Common Share purchase warrant (a "**Warrant**"), each such Warrant entitling the holder to acquire one additional Common Share for a period of two years from the date of issuance at an exercise price of \$0.40 per Common Share. The net proceeds of the Offering will be used by the Company for exploration and working capital.

Quimbaya also completed the debt settlement (the "**Debt Settlement**") with certain creditors of the Company (the "**Creditors**"), pursuant to which the Company issued to the Creditors, an aggregate of 711,603 Units in full and final settlement of accrued and outstanding indebtedness in the aggregate amount of \$213,481.

The Company has issued an aggregate of 66,667 Units pursuant to the Placement, and 409,044 Units pursuant to the Debt Settlement, to certain "related parties" of the Company (the "**Interested Parties**"), in each case constituting, to that extent, a "related party transaction" as defined under Multilateral Instrument 61-101 – Protection of Minority Securityholders in Special Transactions ("**MI 61-101**"). The Company is exempt from the requirements to obtain a formal valuation and minority shareholder approval in connection with the participation of the Interested Parties in the Placement and the Debt Settlement in reliance on sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the Placement and the Debt Settlement nor the securities issued in connection therewith, in so far as the Placement and the Debt Settlement involves the Interested Parties, exceeds 25% of the Company's market capitalization.

**5. Full Description of Material Change**

*5.1 Full Description of Material Change*

See attached Schedule "A" for further details regarding the news release disseminated.

5.2 *Disclosure of Restructuring Transactions*

Not applicable.

**6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not Applicable

**7. Omitted Information**

Not Applicable

**8. Executive Officer**

For further information, contact Alexandre P. Boivin, President and CEO ([apboivin@quimbayagold.com](mailto:apboivin@quimbayagold.com)), or follow on X @apboivin1987, 647-576-7135

**9. Date of Report**

December 18, 2024

## SCHEDULE "A"



### QUIMBAYA GOLD CLOSSES PRIVATE PLACEMENT, SHARES FOR DEBT TRANSACTIONS

NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

**VANCOUVER, BC – December 12th, 2024** - Quimbaya Gold Inc. (CSE: QIM) ("**Quimbaya**" or the "**Company**") is pleased to announce that further to its news release dated December 4th, 2024, the Company has completed the previously announced non-brokered private placement (the "**Placement**") of 653,332 units of the Company (each, a "**Unit**") at a price of \$0.30 per Unit for aggregate gross proceeds of \$196,000. Each Unit is comprised of one common share (a "**Common Share**") of the Company and one Common Share purchase warrant (a "**Warrant**"), each such Warrant entitling the holder to acquire one additional Common Share for a period of two years from the date of issuance at an exercise price of \$0.40 per Common Share. The net proceeds of the Offering will be used by the Company for exploration and working capital.

Quimbaya also announces that it has completed the debt settlement (the "**Debt Settlement**") with certain creditors of the Company (the "**Creditors**") also announced on December 4<sup>th</sup>, 2024, pursuant to which the Company issued to the Creditors, and the Creditors agreed to accept, an aggregate of 711,603 Units in full and final settlement of accrued and outstanding indebtedness in the aggregate amount of \$213,481.

All securities issued in connection with the Placement and the Debt Settlement are subject to a four-month hold period from the closing date under applicable Canadian securities laws, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada.

The Company has issued an aggregate of 66,667 Units pursuant to the Placement, and 409,044 Units pursuant to the Debt Settlement, to certain "related parties" of the Company (the "**Interested Parties**"), in each case constituting, to that extent, a "related party transaction" as defined under Multilateral Instrument 61-101 – Protection of Minority Securityholders in Special Transactions ("**MI 61-101**"). The Company is exempt from the requirements to obtain a formal valuation and minority shareholder approval in connection with the participation of the Interested Parties in the Placement and the Debt Settlement in reliance on sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the Placement and the Debt Settlement nor the securities issued in connection therewith, in so far as the Placement and the Debt Settlement involves the Interested Parties, exceeds 25% of the Company's market capitalization. The Company did not file a material change report more than 21 days before the expected closing of the Placement and the Debt Settlement as the details of the Placement and the Debt Settlement and the participation therein by the Interested Parties therein were not settled until recently and the Company wishes to close on an expedited basis for sound business reasons.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, (the "**U.S. Securities Act**"), or any U.S. state securities laws, and such securities may not be offered or sold within the United States or to any U.S. person absent registration under U.S. federal and state securities laws or an applicable exemption from such U.S. registration requirements. "United States" and "U.S. person" have the respective meanings ascribed to them in Regulation S under the U.S. Securities Act.

## **About Quimbaya**

Quimbaya is active in the exploration and acquisition of mining properties in the prolific mining districts of Colombia. Managed by an experienced team in the mining sector, Quimbaya is focused on three projects in the regions of Segovia (Tahami Project), Puerto Berrio (Berrio Project), and Abejorral (Maitamac Project), all located in Antioquia Department, Colombia.

## **Contact Information**

Alexandre P. Boivin, President and CEO [apboivin@quimbayagold.com](mailto:apboivin@quimbayagold.com)

Jason Frame, Manager of Communications [jason.frame@quimbayagold.com](mailto:jason.frame@quimbayagold.com)

### ***Quimbaya Gold Inc.***

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## **Cautionary Statements**

This press release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. All statements in this news release, other than statements of historical facts, including statements regarding future estimates, plans, objectives, timing, assumptions or expectations of future performance, including without limitation, statements regarding the completion of the Offering and the timing thereof, and the anticipated use of proceeds of the Offering are forward-looking statements and contain forward-looking information. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as “intends” or “anticipates,” or variations of such words and phrases or statements that certain actions, events or results “may,” “could,” “should” or “would” or occur. Forward-looking statements are based on certain material assumptions and analyses made by the Company and the opinions and estimates of management as of the date of this press release, including, but not limited to, that the Company will complete the Offering on the terms disclosed, that the Company will receive all necessary regulatory approvals for the Offering, that the Company will use the proceeds of the Offering as currently anticipated; and assumptions relating to the state of the financial markets for the Company’s securities. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements or forward-looking information. Important factors that may cause actual results to vary, include, without limitation, that the Company may not be able to raise funds under the Offering, as currently anticipated, that the Company may fail to receive any required regulatory approvals for the Offering, that the Company will not use the proceeds of the Offering as anticipated, market volatility, unanticipated costs, changes in applicable regulations, and changes in the Company’s business plans. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial outlook that are incorporated by reference herein, except in accordance with applicable securities laws. The Canadian Securities Exchange (CSE) has not reviewed, approved, or disapproved the contents of this press release.