

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Soma Gold Corp.
970 – 1050 West Pender Street
Vancouver, BC V6E 3S7

Item 2 Date of Material Change

September 9, 2020

Item 3 News Release

A news release was issued by Soma Gold Corp. (the “**Company**” or “**Soma**”) on September 9, 2020 via Newsfile and filed on SEDAR.

Item 4 Summary of Material Change

The Company announced that it has entered into an Offtake Agreement with Nueva Granada Gold Corp. (“**NG**”) and a Purchase and Refining Agreement (collectively the “**Agreements**”) with MVPR International Incorporated (“**MVPR**”) (a wholly-owned subsidiary of NG) for the mineral production at the Company's Operadora Mineras S.A.S. (“**Operadora**”) operations in Antioquia, Colombia. The terms of the Agreements are as follows:

- Under the offtake, as of September 14, 2020, MVPR has advanced Soma US \$5.0 million (the “**Advance**”)
- Soma will sell its doré production exclusively from the La Ye, Mangos and Balvina Cordero mines (collectively the “**Mines**”) to MVPR
- Under the Offtake Agreement, Soma will pay to MVPR a percentage of the gold ounces as follows:
 - 12% of the first 24,500 ounces delivered
 - 6% of the next 22,000 ounces delivered and
 - 1% of the ounces delivered until the end of the production of the Mines
- NG will take senior security over the assets of Operadora
- The loan from Conex Services Inc. to Soma is subordinated to the Advance
- The Agreements do not cover the El Limon Mine, the Nechi property or any subsequent mine, deposit or property that Soma brings into production
- It is expected, based on current estimates of future production from the Mines, that the Advance will be re-paid before December 31, 2023

The Company used US \$4.5 million of the proceeds of the Advance to pay the second tranche payment under the Share Purchase Agreement (“**SPA**”) between Soma and Mineros S.A. dated June 4th, 2020. This payment satisfies all of the SPA conditions, and the shares of Operadora, held in escrow pending the second tranche payment, have now been released such that Soma now owns 100% of Operadora. The balance of the Advance of US \$500,000 will be used for general working capital purposes and to cover the cost of this transaction.

In addition, Soma announced the results of the August 2020 production at its 100% owned Operadora subsidiary in Colombia and that it has received the approval from the Colombian Government to open a second portal into the Balvina Cordero deposit.

Item 5 Full Description of Material Change

See the news release attached as Schedule "A" hereto.

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

Contact: Javier Cordova Unda
Telephone: 604-259-0302

Item 9 Date of Report

September 17, 2020

Schedule "A"

[Please see attached]

Soma Gold Announces It Has Closed a US \$5 Million Offtake Financing with Nueva Granada Gold Corp and Made the US \$ 4.5 Million Second Tranche Payment to Mineros

Soma Also Announces August Gold Production of 1,671.5 Ounces

Vancouver, British Columbia—(Newsfile Corp. - September 9, 2020) - Soma Gold Corp. (TSXV: SOMA) (WKN: A2P4DU) (OTC: PRSRF) (formerly Para Resources Inc.) (the "Company" or "Soma") announces that the Company has entered into an Off Take Agreement with Nueva Granada Gold Corp ("NG") and a Purchase and Refining Agreement (collectively the "Agreements") with MVPR International Incorporated ("MVPR") (a wholly-owned subsidiary of NG) for the mineral production at the Company's Operadora Mineras S.A.S. ("Operadora") operations in Antioquia, Colombia. The terms of the Agreements are as follows:

- Under the offtake, MVPR has advanced Soma US \$4.5 million of the US \$5.0 million (the "Advance")
- Soma will sell its doré production exclusively from the La Ye, Mangos and Balvina Cordero mines (collectively the "Mines") to MVPR
- Under the offtake agreement, Soma will pay to MVPR a percentage of the gold ounces as follows:
 - 12% of the first 24,500 ounces delivered
 - 6% of the next 22,000 ounces delivered and
 - 1% of the ounces delivered until the end of the production of the Mines
- NG will take senior security over the assets of Operadora
- The loan from Conex Services, Inc ("Conex") to Soma is subordinated to the Advance
- The Agreements do not cover the El Limon Mine, the Nechi property or any subsequent mine, deposit or property that Soma brings into production
- It is expected, based on current estimates of future production from the Mines, that the Advance will be re-paid before December 31, 2023

The Company used US \$4.5 million of the proceeds of the Advance to pay the second tranche payment under the Share Purchase Agreement ("SPA") between Soma and Mineros S.A. dated June 4th, 2020. This payment satisfies all of the SPA conditions, and the shares of Operadora, held in escrow pending the second tranche payment, have now been released such that Soma now owns 100% of Operadora. The balance of the Advance of US \$500,000 will be used for general working capital purposes and to cover the cost of this transaction.

In addition, Soma announces that the August 2020 production at its 100% owned Operadora subsidiary in Colombia was as follows:

- Production from the mine of 12,321 MT
- Recovery of Au: 87.1 %
- Plant availability: 93.5%
- Ounces of gold produced: 1,671.5 ounces (forecast: 1,095 ounces)
- Gold sales: US \$3.205 million (average price: US \$1,917.30 per ounce)
- Average grade: 5.02 gpt.

The Company also announces that it has received the approval from the Colombian Government to open a second portal into the Balvina Cordero deposit. In addition to the portal already under construction, this

portal will speed up the development of the higher-grade deposit at Balvina and give access to a possible extension of that deposit.

The Company continues to expand the exploration drilling program for the northern extension of Balvina. Total exploration drilling during the month of August was 942.3 meters and YTD has been 11,142.5 meters. The Company expects to provide an exploration update in October 2020.

Geoff Hampson, Soma's Executive Chairman, states, "The completion of the Agreements and the second tranche payment to Mineros is an important step for the Company. It completes the acquisition of Operadora, which is a major milestone in the Company's development and allows the Company to move the project forward and to access the cash flow being generated. It is gratifying to see that production is exceeding our forecasts. Javier Cordova, Soma's President and CEO, has done an excellent job of integrating our operations in Colombia and negotiating the offtake agreements. He has managed and directed the Company into a very strong financial and strategic position. The future looks very promising for Soma."

ABOUT SOMA GOLD:

Soma is a junior gold mining and exploration company. The Company owns two adjacent mining properties in Antioquia, Colombia, with a combined milling capacity of 675 tpd. The La Ye mine is currently operating and producing, and the El Limon mine and mill are scheduled to begin operating in Q1 2021. Internally generated funds will be used to finance a regional exploration program.

The Company also owns an exploration and development property near Tucuma, Para State, Brazil.

On behalf of the Board of Directors

"Javier Cordova Unda"

Chief Executive Officer and President

For further information, please contact Andrea Laird, telephone: +1-604-259-0302

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All statements, analysis and other information contained in this press release about anticipated future events or results constitute forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions. Forward-looking statements are subject to business and economic risks and uncertainties and other factors that could cause actual results of operations to differ materially from those contained in the forward-looking statements. Forward-looking statements are based on estimates and opinions of management at the date the statements are made. The company does not undertake any obligation to update forward-looking statements even if circumstances or management's estimates or opinions should change except as required by applicable laws. Investors should not place undue reliance on forward-looking statements.



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