

**Form 62-103F1**  
***Required Disclosure under the Early Warning Requirements***

**Item 1 – Security and Reporting Issuer**

**1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

This report relates to common shares (“**Shares**”) of Soma Gold Corp. (the “**Company**”). The Company has an office at Suite 970-1050 West Pender Street, Vancouver, British Columbia, V6E 3S7.

**1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

The transaction that triggered the requirement to file the report was carried out through private transactions and not through any market.

**Item 2 – Identity of the Acquiror**

**2.1 State the name and address of the acquiror.**

C. Geoffrey Hampson (“**Hampson**”)  
970 – 1050 West Pender Street  
Vancouver, BC  
V6E 3S7 Canada

**2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On January 14, 2022, Hampson acquired ownership and control over 1,620,000 common shares.

On May 13, 2022, Hampson acquired ownership and control over 31,667 common shares.

On May 19, 2022, Hampson acquired ownership and control over 4,000,000 common shares.

On June 6, 2022, Hampson acquired ownership and control over 2,724,798 common shares.

Immediately prior to the acquisitions listed above, Hampson owned and/or had control over an aggregate of 10,736,487 Shares, representing approximately 14% of the issued and outstanding Shares of the Company on an undiluted basis, of which 43,250 Shares were controlled directly, 8,633,529 Shares were controlled through Hampson Equities Ltd., a company controlled by Hampson, and 2,059,708 Shares were controlled through Lake Forest Development Corp., a wholly-owned subsidiary of Hampson Equities Ltd.

Following completion of the acquisitions listed above, Hampson owns and/or has control over an aggregate of 19,112,952 Shares, representing approximately 22.5% of the issued and outstanding Shares of the Company on an undiluted basis, of which 74,917 Shares are controlled directly, 16,978,327 Shares are controlled through Hampson Equities Ltd., a company controlled by Hampson, and 2,059,708 Shares are controlled through Lake Forest Development Corp., a wholly-owned subsidiary of Hampson Equities Ltd.

**2.3 State the names of any joint actors.**

Not applicable.

**Item 3 – Interest in Securities of the Reporting Issuer**

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.**

Immediately prior to the acquisitions listed in Item 2.2 above, Hampson owned and/or had control over an aggregate of 10,736,487 Shares, representing approximately 14% of the issued and outstanding Shares of the Company on an undiluted basis, of which 43,250 Shares were controlled directly, 8,633,529 Shares were controlled through Hampson Equities Ltd., a company controlled by Hampson, and 2,059,708 Shares were controlled through Lake Forest Development Corp., a wholly-owned subsidiary of Hampson Equities Ltd.

Following completion of the acquisitions listed in Item 2.2 above, Hampson owns and/or has control over an aggregate of 19,112,952 Shares, representing approximately 22.5% of the issued and outstanding Shares of the Company on an undiluted basis, of which 74,917 Shares are controlled directly, 16,978,327 Shares are controlled through Hampson Equities Ltd., a company controlled by Hampson, and 2,059,708 Shares are controlled through Lake Forest Development Corp., a wholly-owned subsidiary of Hampson Equities Ltd.

In addition, Hampson also owns and/or has control over 1,172,000 stock options to purchase Shares. If Hampson exercises all of his options, he would then own and/or have control over, directly or indirectly, 20,284,952 Shares, representing approximately 23.5% of the issued and outstanding Shares of the Company on a partially diluted basis, assuming that no further Shares of the Company have been issued.

The acquisition described in item 2.2 above resulted in an approximate 8.5% change in Hampson's ownership and/or control over Shares of the Company.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.**

Hampson acquired ownership and control over of the securities that triggered the requirement to file this report. See Item 2.2.

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

- 3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

See Items 2.1 and 2.2.

- 3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,**
- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**
- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

All securities referred to are owned and/or controlled by Hampson.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

**State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### **Item 4 – Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

On January 14, 2022, Hampson acquired 1,620,000 common shares at a price of \$0.25 per share for aggregate consideration of \$405,000.

On May 13, 2022, Hampson acquired ownership and control over 31,667 common shares at a price of \$0.31 per share for aggregate consideration of \$9,816.77.

On May 19, 2022, Hampson acquired ownership and control over 4,000,000 common shares at a price of \$0.25 per share for aggregate consideration of \$1,000,000.

On June 6, 2022, Hampson acquired ownership and control over 2,724,798 common shares at a price of \$0.25 per share for aggregate consideration of \$681,199.50.

**4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 4.1.

**4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

**Item 5 – Purpose of the Transaction**

**State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:**

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer’s business or corporate structure;**
- (g) a change in the reporting issuer’s charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**

- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

The securities acquired will be held for investment purposes. Hampson may, depending on market and other conditions, increase or decrease his ownership of the Company's securities, whether in the open market, by privately negotiated agreements or otherwise, subject to a number of factors, including general market conditions and other available investment and business opportunities.

#### **Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

**Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.**

Not applicable.

#### **Item 7 – Change in Material Fact**

**If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.**

Not applicable.

#### **Item 8 – Exemption**

**If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.**

Not applicable.

**Item 9 – Certification**

**Certificate**

I, as the acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

June 22, 2022

\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature

C. Geoffrey Hampson, Executive Chairman  
\_\_\_\_\_  
Name/Title