

## FORM 51-102F3 - MATERIAL CHANGE REPORT

### 1. NAME AND ADDRESS OF COMPANY

Cabral Gold Inc.  
Suite 1500 - 409 Granville Street  
Vancouver, British Columbia V6C 1T2

### 2. DATE OF MATERIAL CHANGE

July 6, 2021

### 3. NEWS RELEASE

News release dated July 6, 2021 was disseminated by Newswire.

### 4. SUMMARY OF MATERIAL CHANGE

Cabral Gold Inc. (“**Cabral**” or the “**Company**”) closes \$11.5 million bought deal public offering of units, including full exercise of over-allotment option

### 5. FULL DESCRIPTION OF MATERIAL CHANGE

On July 6, 2021, the Company announced that it has closed its previously announced bought deal prospectus offering. The Company sold an aggregate of 21,298,000 units (the “**Units**”), which includes the exercise in full of the underwriters’ over-allotment option, at a price of \$0.54 per Unit for aggregate gross proceeds of \$11,500,920 (the “**Offering**”).

Each Unit is comprised of one common share of the Company (a “**Common Share**”) and one-half of one common share purchase warrant of the Company (each whole common share purchase warrant, a “**Warrant**”). Each Warrant will entitle the holder thereof to acquire one Common Share at a price of \$0.80 per Common Share until July 6, 2023, subject to the terms of a warrant indenture dated July 6, 2021 between the Company and Computershare Trust Company of Canada as warrant agent (the “**Warrant Indenture**”). A copy of the Warrant Indenture will be available under the Company’s profile at [www.sedar.com](http://www.sedar.com).

The Offering was led by Cormark Securities Inc. as lead underwriter and sole bookrunner, on behalf of a syndicate of underwriters including Stifel Nicolaus Canada Inc., Paradigm Capital Inc., and Research Capital Corporation (together, the “**Underwriters**”). In consideration for the services provided by the Underwriters in connection with the Offering, the Company paid the Underwriters a cash commission of \$562,852.85 and issued to the Underwriters an aggregate of 1,042,320 underwriters’ warrants (the “**Underwriters’ Warrants**”). Each Underwriters’ Warrant is exercisable into one Common Share at \$0.54 per share until July 6, 2023.

The Units issued under the Offering were offered (i) by way of a short form prospectus dated June 28, 2021 (the “**Prospectus**”) filed in the provinces of British Columbia, Alberta, and Ontario, (ii) on a private placement basis in the United States pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”),

and applicable state securities laws; and (iii) in jurisdictions outside of Canada and the United States, in each case in accordance with all applicable laws provided that no prospectus, registration statement or similar document is required to be filed in such jurisdiction. A copy of the Prospectus is available under the Company's profile on [www.sedar.com](http://www.sedar.com).

The net proceeds of the Offering shall be used for the advancement of the Company's Cuiú Cuiú Project and for working capital and general corporate purposes, as further described in the Prospectus.

In connection with the filing of the Prospectus, the Company filed an amended technical report entitled, "Technical Report on the Cuiú Cuiú Project, Recent Exploration and a Mineral Resources Estimate, Para State, North-Central Brazil," dated March 25, 2021, as amended on June 28, 2021 with an effective date of June 19, 2021 (the "**Technical Report**"), which was prepared in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("**NI 43-101**"). A copy of the Technical Report is available under the Company's profile on [www.sedar.com](http://www.sedar.com).

The news release dated July 6, 2021 shall not constitute an offer to sell or the solicitation of an offer to buy 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. This press release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the U.S. Securities Act, and such securities may not be offered or sold within the United States absent registration under U.S. federal and state securities laws or an applicable exemption from such U.S. registration requirements.

**6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

**7. OMITTED INFORMATION**

Not applicable.

**8. EXECUTIVE OFFICER**

Alan Carter  
President and Chief Executive Officer  
Telephone: 604 676 5660

**9. DATE OF REPORT**

July 9, 2021