

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

Mako Mining Corp. (the “Company” or “Mako”)
595 Burrard Street
P.O. Box 49195, Suite 2833, Three Bentall Centre
Vancouver, British Columbia V7X 1K8

Item 2. Date of Material Change

August 30, 2021.

Item 3. News Release

A news release was issued on August 30, 2021 through CNW and a copy was filed on SEDAR.

Item 4. Summary of Material Changes

Mako announced that Mako and Sailfish entered into a loan agreement (the “Loan Agreement”) pursuant to which Sailfish will provide an US\$8 million unsecured gold-linked term loan to Mako (the “Term Loan”). The proceeds of the Term Loan will be used by Mako to refinance existing short-term debt, specifically, the repayment of all outstanding principal and accrued interest (approximately US\$6.2 million) owing to Nebari pursuant to a credit agreement dated February 18, 2021 between Nebari and Mako, and the repayment of US\$1.8 million of principal owing to the Wexford lenders pursuant to a loan agreement dated February 20, 2020 between Wexford, as agent, and Mako, reducing the remaining outstanding principal owing under the Wexford loan agreement to approximately US\$12.85 million.

Item 5. 5.1 – Full Description of Material Change

Mako announced that Mako and Sailfish entered into the Loan Agreement pursuant to which Sailfish will provide an \$8 million unsecured gold-linked term loan to Mako (the “Term Loan”). The proceeds of the Term Loan will be used by Mako to refinance existing short-term debt, specifically, the repayment of all outstanding principal and accrued interest (approximately US\$6.2 million) owing to Nebari pursuant to a credit agreement dated February 18, 2021 between Nebari and Mako, and the repayment of US\$1.8 million of principal owing to the Wexford lenders pursuant to a loan agreement dated February 20, 2020 between Wexford, as agent, and Mako, reducing the remaining outstanding principal owing under the Wexford loan agreement to approximately US\$12.85 million.

As compensation for making the Term Loan available to Mako, Sailfish shall be entitled to certain cash compensation (the “Lender Compensation”) based on the

prevailing price of gold per ounce, subject to a floor price of US\$1,750 and a ceiling price of US\$2,000. Mako will make 24 monthly cash payments to Sailfish on account of the principal amount of the Term Loan and the Lender Compensation, which shall equal the cash equivalent of 205 ounces of gold multiplied by the preceding month's average gold price pursuant to the terms of the Loan Agreement. The Term Loan does not have any operational negative covenants or balance sheet covenants, and there are no restrictions on dividends and/or share repurchases, which the Company expects to pursue in the near term.

Multilateral Instrument 61-101

The Term Loan transaction is considered to be a “related party” transaction under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”), as a result of both Mako and Sailfish being controlled by the same controlling shareholder, Wexford Capital LP. The Term Loan is not a transaction that requires a formal valuation pursuant to section 5.4 of MI 61-101, and the Company is exempt from the minority approval requirements of MI 61-101 pursuant to section 5.7(1)(f) – *Loan to Issuer, No Equity or Voting Component*. As a result of the Term Loan being a related party transaction and the potential for conflicts of interest held by Cesar Gonzalez, Vice President, Corporate Development and Akiba Leisman, Chief Executive Officer of Mako, who are also members of management and the Board of Sailfish, respectively, and by Mr. Paul Jacobi, a director of Mako who is also a Managing Director at Wexford Capital LP, the board of directors of Mako appointed an independent special committee to assist with the negotiation and review of the Term Loan transaction and to make a recommendation to the Board regarding approval of the Term Loan.

INFOR Financial Inc. acted as advisor to the independent special committee of the board of directors in regard to the review of the debt restructuring.

5.2 – Disclosure for Restructuring Transactions

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

Contact: Akiba Leisman, Chief Executive Officer, Mako Mining Corp.

Telephone: (203) 862-7059

Item 9

Date of Report

This Material Change Report is dated as September 1, 2021.

Forward-Looking Information: *Certain statements contained herein may be considered “forward-looking information” within the meaning of applicable securities laws. The forward-looking information contained herein is based on the Company’s current plans and expectations, and includes statements with respect to the loan from Sailfish allowing Mako to fully repay Nebari and repay US\$1.8 million of principal owing to the Wexford lenders, and provide maximum flexibility to continue funding an aggressive exploration program and start planning for the return of capital to shareholders, including through potential dividends and/or share repurchases, which the Company expects to pursue in the near term. Such forward-looking information is subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking information, including, without limitation, the Term Loan not allowing the Company to make the debt repayments as planned and provide sufficient capital to fund exploration and the planned return of capital to shareholders in the near term through dividends and/or share repurchases; as well as other risks and uncertainties as disclosed in the Company’s public disclosure filings on SEDAR at www.sedar.com. Forward-looking information contained herein represents management’s best judgment as of the date hereof, based on information currently available and is included for the purposes of providing investors with the Company’s current plans and expectations with respect to its current debt restructuring, and may not be appropriate for other purposes. Mako does not undertake to update any forward-looking information, except in accordance with applicable securities laws.*