

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Alma Gold Inc. (the “Issuer”).

Trading Symbol: ALMA

This Quarterly Listing Statement must be posted on or before the day on which the Issuer’s unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer’s first, second and third fiscal quarters. This statement is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term “Issuer” includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

First Quarter (three-month period) ended February 29, 2024

Unaudited condensed consolidated interim financial statements of the Issuer for the three-month period ended February 29, 2024, as filed with securities

regulatory authorities, are attached to this Form 5 - Quarterly Listing Statement as Appendix "A".

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

With respect to related party transactions for information supplementary to that contained in the notes to the unaudited condensed interim consolidated financial statements, which are attached hereto, please refer to Management's Discussion & Analysis for the three-month period ended February 29, 2024, as filed with securities regulatory authorities and attached to this Form 5 - Quarterly Listing Statement as Appendix "B".

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

- (a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures,	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related	Commission Paid
---------------	--	--	--------	-------	----------------	--	--	-----------------

	etc.)						Person)	
There were no securities issued during the period December 1, 2023 to February 29, 2024.								

(b) summary of options granted during the period

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
There were no stock options granted during the period December 1, 2023 to February 29, 2024.						

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

As at February 29, 2024, the authorized capital of the Issuer consisted of an unlimited number of Common shares without par value, and without any special rights or restrictions, of which 13,039,560 Common shares were issued and outstanding.

The holders of the Common shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Issuer and each Common share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Issuer. The holders of the Common shares, subject to the prior rights, if any, of any other class of shares of the Issuer, are entitled to receive such dividends in any financial year as the board of directors of the Issuer may be resolution determine. In the event of the liquidation, dissolution or winding-up of the Issuer, whether voluntary or involuntary, the holders of the Common shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Issuer, the remaining property and assets of the Issuer.

- (b) number and recorded value for shares issued and outstanding,

Date	Share Class	Number of shares	Recorded value of common shares
As at February 29, 2024	Common	13,039,560	\$2,862,563

- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

Options: Options to purchase Common shares in the capital of the Issuer are granted by the Issuer's Board of Directors to eligible persons pursuant to the Issuer's Stock Option Incentive Plan.

As at February 29, 2024, the following options were outstanding entitling holders to purchase Common shares in the capital of the Issuer as summarized below:

Date of Grant	Number of Options	Exercise Price	Expiry Date	Recorded Value
May 31, 2019	28,500	\$1.050	May 31, 2024	\$21,628
September 3, 2019	15,200	\$4.740	September 3, 2024	\$38,793
December 21, 2022	525,000	\$0.12	December 21, 2027	\$62,295
TOTAL	568,700			

Warrants: As at February 29, 2023, the following warrants were outstanding entitling holders to purchase Common shares in the capital of the Issuer as summarized below:

Date of Issue	Number of Warrants	Exercise Price	Expiry Date	Recorded Value
December 20, 2022	6,265,000	\$0.15	December 20, 2024	\$Nil

Convertible Securities: As at February 29, 2024, the Issuer did not have any other outstanding convertible securities.

- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

As at February 29, 2024, the following Common shares of the Issuer were subject to a prescribed escrow agreement pursuant to National Policy 46-201 ("Escrow Agreement").

Designation of class held in escrow	Number of securities held in escrow	Percentage of class
Common share ⁽¹⁾	851,856	6.53%

(1) The escrow agent for the Escrow Agreement is Computershare Investor Services Inc. The Common shares will be released from escrow pursuant to the following schedule:

Schedule	Number of Common shares to be released
----------	--

On the Listing Date (October 7, 2021) – Released	1/10 of the escrow securities
April 7, 2022 - Released	1/6 of the remaining escrow securities
October 7, 2022 - Released	1/5 of the remaining escrow securities
April 7, 2023 – Released	1/4 of the remaining escrow securities
October 7, 2023 – Released	1/3 of the remaining escrow securities
April 7, 2024 - Released	1/2 of the remaining escrow securities
October 7, 2024	The remaining escrow securities

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name of Director/Officer	Position with Issuer
Greg Isenor	President, CEO, Corporate Secretary, Director
Paul Teniere	Director
Lauren McCrae	Director
Jean-Marc Gagnon	Director
James Henning	Chief Financial Officer

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated: April 29, 2024

James Henning
Name of Director or Senior Officer

Signed: "James Henning"
Signature

Chief Financial Officer
Official Capacity

Issuer Details Name of Issuer	For Quarter Ended	Date of Report YY/MM/DD
Alma Gold Inc.	February 29, 2024	24/04/29
Issuer Address		
1890 – 1075 West Georgia Street		
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.
Vancouver, BC V6E 3C9	(604) 687-3141	(604) 687-2038
Contact Name	Contact Position	Contact Telephone No.
Gregory Isenor	President & CEO	(902) 832-5555
Contact Email Address gpisenor@karitagold.com	Web Site Address https://almagoldinc.com/	

APPENDIX A

Alma Gold Inc.

Unaudited condensed interim financial statements
for the three-month period ended February 29, 2024

ALMA GOLD INC.
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED FEBRUARY 29, 2024 AND 2023
(UNAUDITED)
(EXPRESSED IN CANADIAN DOLLARS)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the condensed interim consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of condensed interim consolidated financial statements by an entity's auditor.

ALMA GOLD INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)

As at,	February 29, 2024 (Unaudited)	November 30, 2023 (Audited)
	\$	\$
ASSETS		
CURRENT		
Cash	185	81
Tax receivable	54,409	47,112
Prepaid expense	10,505	8,036
	65,099	55,229
LONG TERM		
Exploration and evaluation assets (Notes 5)	2,750,767	2,701,748
TOTAL ASSETS	2,815,866	2,756,977
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities (Note 6)	537,860	465,388
Due to related party (Note 6)	158,320	130,395
	696,180	595,783
SHAREHOLDERS' EQUITY		
Share capital (Note 5)	2,862,987	2,862,987
Reserves	122,716	122,716
Accumulated deficit	(866,017)	(824,509)
	2,119,686	2,161,194
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	2,815,866	2,756,977

NATURE AND CONTINUANCE OF OPERATIONS (Note 1)
SUBSEQUENT EVENTS (Note 10)

Approved and authorized for issue on behalf of the Board on April 29, 2024:

"Greg Isenor" Director "Jean-Marc Gagnon" Director

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

ALMA GOLD INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Unaudited - Expressed in Canadian dollars)

	Three months ended	
	February 29, 2024	February 28, 2023
	\$	\$
EXPENSES		
Advertising and promotion	7,500	240
Consulting fees	18,652	60,004
Office and administration	189	64,038
Share based compensation	-	62,295
Professional fees (Note 6)	12,072	15,760
Regulatory and filing	3,095	8,607
Net loss for the period	(41,508)	(210,944)
Loss per share (basic and diluted)	(0.00)	(0.02)
Weighted average number of common shares	13,039,560	11,647,340

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

ALMA GOLD INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian dollars)

	Common Shares					
	Number of Shares	Amount	Subscription received	Reserves	Deficit	Total
		\$	\$	\$	\$	\$
Balance, November 30, 2022	6,774,563	2,263,792	236,000	60,421	(439,685)	2,120,528
Private placements, net of issuance costs	6,265,000	599,195	(236,000)	-	-	363,195
Share based compensation	-	-	-	62,295	-	62,295
Net loss for the period	-	-	-	-	(210,944)	(210,944)
Balance, February 28, 2023	13,039,563	2,862,987	-	122,716	(650,629)	2,335,074
Balance, November 30, 2023	13,039,563	2,862,987	-	122,716	(824,509)	2,161,194
Net loss for the period	-	-	-	-	(41,508)	(41,508)
Balance, February 29, 2024	13,039,563	2,862,987	-	122,716	(866,017)	2,119,686

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

ALMA GOLD INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOW
(Unaudited - Expressed in Canadian dollars)

For the three months periods ended,	February 29, 2024	February 28, 2023
	\$	\$
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES		
Net loss	(41,508)	(210,944)
Items not affecting cash:		
Share based compensation	-	62,295
Changes in non-cash working capital balances:		
Amounts receivable	(7,297)	(18,942)
Prepaid expenses	(2,469)	(33,601)
Accounts payable and accrued liabilities	28,410	(83,371)
Due to related party	27,925	(13,110)
Cash provided by (used in) operating activities	5,061	(297,673)
INVESTING ACTIVITIES		
Exploration and evaluation expenditures	(4,957)	(124,260)
Cash used in investing activities	(4,957)	(124,260)
FINANCING ACTIVITIES		
Proceeds from private placement	-	390,500
Share issue costs	-	(27,305)
Cash provided by financing activities	-	363,195
CHANGE IN CASH	104	(58,738)
CASH, BEGINNING OF YEAR	81	229,566
CASH, END OF PERIOD	185	170,828

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS

Alma Gold Inc. (the "Company" or "Alma") was incorporated on May 21, 2020 under the laws of British Columbia (Canada) as a wholly-owned subsidiary of Red Lake Gold Inc. ("RGLD"), and was later subject to a plan of arrangement between the Company and RGLD. The address of the Company's principal place of business and registered office is Suite 1890 – 1075 West Georgia Street, Vancouver, BC, V6E 3C9, Canada.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at February 29, 2024, the Company had not yet determined whether the Company's mineral property asset contains mineral reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time.

For the three months period ended February 29, 2024, the Company incurred a net loss of \$41,508 (February 28, 2023 - \$210,944) and had a deficit of \$866,017 (November 30, 2023 - \$824,509). The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. These factors may cast significant doubt upon the ability of the Company to continue as a going concern. These condensed interim consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these condensed interim consolidated financial statements. Such adjustments could be material.

2. BASIS OF PRESENTATION

These condensed interim consolidated financial statements were authorized for issue on April 29, 2024 by the directors of the Company.

a) Statement of compliance

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34, "Interim Financial Reporting" using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

The condensed interim consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's annual financial statements as at and for the year ended November 30, 2023.

b) Basis of presentation

These condensed interim consolidated financial statements have been prepared on the historical cost basis, with the exception of financial instruments which are measured at fair value, as explained in the accounting policies set out below. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

ALMA GOLD INC.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023
(Unaudited - Expressed in Canadian dollars)

c) Basis of consolidation

These condensed interim consolidated financial statements include the accounts of the Company, its wholly-owned subsidiary Karita Gold Corp. ("Karita Gold") effective on February 19, 2021 and Guimor SARL, a wholly-owned subsidiary of Karita Gold. Inter-company balances and transactions have been eliminated on consolidation.

3. SIGNIFICANT ACCOUNTING POLICIES

In preparing these condensed interim consolidated financial statements, the significant accounting policies and the significant judgments made by management in applying the Company's significant accounting policies and key sources of estimation uncertainty were the same as those that applied to the Company's audited consolidated financial statements for the year ended November 30, 2023, with exception to the new accounting policies adopted by the Company discussed below.

The preparation of these condensed interim consolidated financial statements requires that the Company's management make judgments and estimates of effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period. Actual future outcomes could differ from present estimates and judgments, potentially having material future effects on the Company's consolidated financial statements. Estimates are reviewed on an ongoing basis and are based on historical experience and other facts and circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

Changes in accounting standards - New Standards issued but not yet effective

Other accounting pronouncements with future effective dates are either not applicable or are not expected to have a material impact on the Company's unaudited condensed interim consolidated financial statements.

4. EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation assets comprise the following accumulated expenditures:

	Guinea Property	Clarence Stream North	Total
	\$	\$	\$
Balance at November 30, 2022	2,324,236	107,850	2,432,086
Acquisition costs			
Permit	82,279	-	82,279
Exploration costs			
Administration	80,377	-	80,377
Geological	94,939	-	94,939
Transportation	12,067	-	12,067
Balance at November 30, 2023	2,593,898	107,850	2,701,748
Exploration costs			
Administration	1,957	-	1,957
Geological	47,062	-	47,062
Balance at February 29, 2024	2,642,917	107,850	2,750,767

Clarence Stream North Gold Project

The Company owns a 100% interest in certain mineral licenses located in New Brunswick, Canada which together comprise the Clarence Stream North Gold Project. Crown license fees of \$9,120 were paid by RGLD, then the corporate parent, to the Government of New Brunswick and the project is held free and clear of any royalty obligations.

The Clarence Stream North Gold Project is considered by the Company to be a primary exploration project.

To-date, various exploration efforts have been conducted at the Clarence Stream North Gold Project by the Company and its consultants. Those exploration efforts have delineated gold-in-soil anomalies that may be significant when viewed from a regional context and which require follow-up exploration work on by the Company, currently being considered in as weather and ground conditions permit.

Guinea Gold Property

Pursuant to the acquisition of Karita Gold (see above Note 5), the Company indirectly holds four mineral property permits from the Ministry of Mines and Energy of Guinea ("MME"), which were first acquired by a subsidiary of Karita Gold through a series of license payments to the MME. The Company is obligated to pay certain nominal renewal fees annually to the MME to keep the licenses in good standing. The licenses plus an area of mutual interest are subject to a 1% GSR with no right to repurchase and a 1% NSR with a right to repurchase.

5. SHARE CAPITAL

a) Authorized:

The Company is authorized to issue an unlimited number of common shares without par value.

b) Outstanding

On February 29, 2024. The Company had 13,039,563 (November 30, 2023 – 13,039,563) common shares outstanding at \$2,862,987 (November 30, 2023 - \$2,862,987).

c) Share Capital Activities

For the three months period ended February 29, 2024, the Company had the following share capital transactions:

- There were no shares issued during the three months period ended February 29, 2024.

For the year ended November 30, 2023, the Company had the following share capital transactions:

- On December 20, 2022, the Company closed a private placement of 6,265,000 units and raised gross proceeds of \$626,500. Each unit consists of one common share and one transferable share purchase warrant. Each warrant entitles the holder thereof to purchase one additional share at a price of \$0.15 for a period of 24 months from closing. In connection to the private placement, the Company paid cash finder's fees of \$27,305. The Company transferred \$236,000 from obligation to issue shares to share capital.

ALMA GOLD INC.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023
(Unaudited - Expressed in Canadian dollars)

d) Escrow shares

Under the terms of the escrow policies of the Canadian Securities Exchange, a total of 2,839,518 shares issued to directors and officers of the Company before it was listed on the Canadian Securities Exchange were escrowed upon issuance. On October 7, 2021, 10% of the escrowed shares were released. The remaining 90% will be released over three years. As at February 29, 2024, a total of 851,856 (November 30, 2023 – 851,856) common shares were held in escrow. These remaining escrowed shares are to be released as follows:

425,928 on April 7, 2024 and
425,928 on October 7, 2024

e) Stock options

The Company has a stock option plan, whereby the Board of Directors may grant stock options to consultants, employees, officers, and directors to acquire common shares, exercisable for a period of up to five years from the date of the grant. The stock option plan provides that the maximum number of common shares in the capital of the Company that may be reserved for issuance for all purposes under the stock option plan shall not exceed 10% of the total issued and outstanding common shares. The maximum number of common shares that may be reserved for issuance to any individual pursuant to stock options may not exceed 5% of the common shares issued and outstanding at the time of grant.

	Number of Options	Weighted Average Exercise Price
		\$
Options outstanding and exercisable, November 30, 2022	43,700	2.33
Options issued	600,000	0.12
Options outstanding and exercisable, November 30, 2023	643,700	0.27
Options cancelled	(75,000)	0.12
Options outstanding and exercisable, February 29, 2024	568,700	0.29

In estimating the fair value of options issued using the Black-Scholes option pricing model, the Company is required to make assumptions. The risk-free interest rate assumption is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the stock options' expected life. The Company uses historical data from comparable companies to estimate option exercise, forfeiture and employee termination within the valuation model. The Company has historically not paid dividends on its common stock.

On December 21, 2022, the Company granted 600,000 stock options with an exercise price of \$0.12 per share expiring on December 21, 2027. The options vest fully upon grant. The fair value of the stock options was estimated to be \$62,295. The Black-Scholes option pricing model was used with the following assumptions: term - 5 years, expected volatility - 170%, risk free rate – 3.07%, and expected dividends - zero.

As at February 29, 2024, the Company had stock options outstanding as follows:

Expiry Date	Exercise Price	Outstanding
	\$	#
May 31, 2024	1.05	28,500
September 3, 2024	4.74	15,200
December 13, 2024	0.12	75,000
December 21, 2027	0.12	525,000
		568,700

ALMA GOLD INC.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023
(Unaudited - Expressed in Canadian dollars)

d) Warrants

	Number of Warrants	Weighted Average Exercise Price
		\$
Warrants outstanding, November 30, 2022	-	-
Warrants issued	6,265,000	0.15
Warrants outstanding, February 29, 2024 and November 30, 2023	6,265,000	0.15

As at February 29, 2024, the Company had warrants outstanding as follows:

Expiry Date	Exercise Price	Outstanding
	\$	#
December 20, 2024	0.15	6,265,000
		6,265,000

6. RELATED PARTY TRANSACTIONS

The Company's related parties consist of its key management personnel, including its directors and officers.

During the normal course of business, the Company enters into transactions with its related parties at normal market prices and on normal commercial terms.

	February 29, 2024	February 28, 2023
	\$	\$
Consulting fees paid to a Company controlled by the Chief Financial Officer	1,500	1,500
Consulting fees paid or accrued to directors	7,500	10,500
Share based compensation	-	38,934
	9,000	50,934

As at February 29, 2024, the Company has a balance outstanding of \$80,102 (November 30, 2023 - \$61,602) to the Chief Executive Officer of the Company, of which \$Nil (November 30, 2023 - \$16,890) was included as accounts payable and accrued liabilities and the remaining balance of \$80,102 (November 30, 2023 - \$44,712) as due to related party.

As at February 29, 2024, the Company has a balance outstanding of \$7,850 (November 30, 2023 - \$6,275) to the Chief Financial Officer of the Company, all of which was included as accounts payable and accrued liabilities.

As at February 29, 2024, the Company has a balance outstanding of \$70,367 (November 30, 2023 - \$59,993) to the directors of the Company, all of which was included as accounts payable and accrued liabilities.

ALMA GOLD INC.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023
(Unaudited - Expressed in Canadian dollars)

7. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, in order to pursue the sourcing and exploration of resource properties. The Company does not have any externally-imposed capital requirements to which it is subject.

The Company considers the aggregate of its share capital, and deficit as capital. The Company manages the capital structure and adjusts its capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets and liabilities. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash. The Company did not change its management of capital during the three months period ended February 29, 2024 or during the year ended November 30, 2023.

8. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

	February 29, 2024	November 30, 2023
	\$	\$
Cash	185	81
Accounts payable and accrued liabilities	537,860	465,368

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies; however, considerable judgment is required to develop these estimates. The fair values of the Company's financial instruments are not materially different from their carrying values.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is not exposed to any significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities are due within the current operating period, carrying net 30 terms. The Company will need to receive additional funding to continue to fund operations and to settle its obligations.

ALMA GOLD INC.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023
(Unaudited - Expressed in Canadian dollars)

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. As, among other matters, the Company holds foreign mineral licenses through a subsidiary, it is exposed to market risk, including foreign exchange rates in relation to activities that may be performed in Guinea.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to any interest rate risk.

Currency risk

With the exception of certain operating items that may involve Karita Gold, the Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk derived from currency conversions is negligible. The foreign exchange risk is therefore manageable and not significant. The Company does not currently use any derivative instruments to reduce its exposure to fluctuations in foreign exchange rates.

9. SEGMENTED INFORMATION

Operating Segments

The Company has one operating segment, which is the exploration and evaluation of mineral properties.

Geographic Segments

The Company's exploration operations are carried out principally in Canada and secondarily, Guinea. The Company's non-current assets by geographic areas as at February 29, 2024 and November 30, 2023 are as follows:

	Total
	\$
February 29, 2024	
Canada	107,850
Guinea	2,642,917
	2,750,767
November 30, 2023	
Canada	107,850
Guinea	2,593,898
	2,701,748

Segmented expenses and net loss by geographical location are as follows:

For the three months period ended February 29, 2024	Canada	Guinea	Total
	\$	\$	\$
Total expenses and net loss	41,508	-	41,508
For the year ended November 30, 2023	Canada	Guinea	Total
	\$	\$	\$
Total expenses and net loss	385,418	(594)	384,824

10. SUBSEQUENT EVENTS

On April 3, 2024, the Company issued 4,049,971 common shares at a deemed price of \$0.10 per common share to settle debts totaling \$404,997.

APPENDIX B

Alma Gold Inc.

Management's Discussion & Analysis
for the three-month period ended February 29, 2024

ALMA GOLD INC.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS PERIOD ENDED FEBRUARY 29, 2024

INTRODUCTION

This management's discussion and analysis ("MD&A") provides an analysis of detailed analysis of the business of Alma Gold Inc. (the "**Company**" or "**Alma Gold**") and describes its financial results which will enable the reader to evaluate important variations in our financial situation for the three months ended February 29, 2024, compared to the three months ended February 28, 2023. This report prepared as at April 29, 2024 intends to complement and supplement our condensed interim consolidated financial statements (the "financial statements") as at February 29, 2024 which have been prepared in accordance with International Financial Reporting Standards, and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and should be read in conjunction with the condensed interim consolidated financial statements and the accompanying notes. Readers are also advised to read the Company's audited financial statements (the "financial statements") and accompanying notes for the year ended November 30, 2023, (the "financial statements"), which have been prepared in accordance with International Financial Reporting Standards "IFRS".

Our condensed interim consolidated financial statements and the management's discussion and analysis are intended to provide a reasonable base for the investor to evaluate our financial situation

Our condensed interim consolidated financial statements have been prepared using accounting policies consistent with IFRS. All dollar amounts contained in this MD&A are expressed in Canadian dollars, unless otherwise specified.

Where we say "we", "us", "our", the "Company", we mean Alma Gold Inc., as it may apply.

Management is responsible for the preparation and integrity of the condensed interim consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls to ensure that information used internally or disclosed externally, including the condensed interim consolidated financial statements and MD&A, is complete and reliable.

FORWARD LOOKING STATEMENTS

In making and providing the forward-looking information included in this MD&A the Company's assumptions may include among other things: (i) assumptions about the price of metals, and in particular, gold; (ii) that there are no material delays in the optimization of operations of the exploration and evaluation assets; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; (v) that there is no unanticipated fluctuation in foreign exchange rates; and (vi) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of base metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; (v) adverse fluctuations in foreign exchange rates; and (vi) environmental risks and changes in environmental legislation.

This MD&A (see also "Risks and Uncertainties") and the Company's annual information form contain information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue

ALMA GOLD INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS PERIOD ENDED FEBRUARY 29, 2024

reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

OVERALL PERFORMANCE

Alma Gold was incorporated on May 21, 2020 under the laws of British Columbia (Canada) as a wholly-owned subsidiary of Red Lake Gold Inc. (“RGLD” or “Red Lake Gold”), and was later subject to a plan of arrangement between the Company and RGLD. The address of the Company's corporate office and its principal place of business is Suite 1890 – 1075 West Georgia Street, Vancouver, BC, V6E 3C9, Canada. On October 7, 2021, common shares of the Company commenced public trading on the Canadian Securities Exchange under the symbol ALMA. The Company's principal business activities include the acquisition and exploration of mineral property assets both within Canada and internationally.

As at February 29, 2024, the Company had not yet determined whether the Company's mineral property asset contains mineral reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The financial disclosure, along with all of Company's continuous disclosure documents, may be found online on SEDAR+ at www.sedarplus.ca.

KARITA GOLD CORP.

On February 9, 2021, the Company entered into an arm's-length share purchase agreement with the shareholders of Karita Gold Corp. (“Karita Gold”), whereby the Company agreed to purchase all the issued and outstanding shares of Karita Gold. The Company issued to Karita Gold's shareholders 3,000,000 common shares of the Company in exchange for 100% the issued and outstanding common shares of Karita Gold, such shares of the Company being at a deemed value of \$0.50 per share. Karita Gold is a gold exploration company with offices in Bedford, Nova Scotia and it holds various mineral exploration licenses in Guinea (the “Karita Licenses”), which are subject to certain royalty obligations.

The Karita Licenses commence at an adjacent license boundary to a gold exploration project containing the Karita gold deposit being advanced and owned by IAMGOLD Corporation. Effective February 19, 2021, the Company closed its acquisition of Karita Gold.

ALMA GOLD INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS PERIOD ENDED FEBRUARY 29, 2024

EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation assets comprise the following accumulated expenditures:

	Guinea Property	Clarence Stream North	Total
	\$	\$	\$
Balance at November 30, 2022	2,324,236	107,850	2,432,086
Acquisition costs			
Permit	82,279	-	82,279
Exploration costs			
Administration	80,377	-	80,377
Geological	94,939	-	94,939
Transportation	12,067	-	12,067
Balance at November 30, 2023	2,593,898	107,850	2,701,748
Exploration costs			
Administration	1,957	-	1,957
Geological	47,062	-	47,062
Balance at February 29, 2024	2,642,917	107,850	2,750,767

Clarence Stream North Gold Project

The Company owns a 100% interest in certain mineral licenses located in New Brunswick, Canada which together comprise the Clarence Stream North Gold Project. Crown license fees of \$9,120 were paid by RGLD, then the corporate parent, to the Government of New Brunswick and the project is held free and clear of any royalty obligations.

To-date, various exploration efforts have conducted at the Clarence Stream North Gold Project by the Company and its consultants. Those exploration efforts have delineated gold-in-soil anomalies that may be significant when viewed from a regional context and which require follow-up exploration work on by the Company, currently being considered in 2024 as weather and ground conditions permit.

Qualified Person

Paul Teniere, P.Geo, is the qualified person for the Company as defined in the National Instrument 43-101 and has reviewed the technical information from the Clarence Stream North Gold Project.

Guinea Gold Property – Karita West project

Pursuant to the acquisition of Karita Gold, the Company indirectly holds four mineral property permits from the Ministry of Mines and Energy of Guinea ("MME"), which were first acquired by a subsidiary of Karita Gold through a series of license payments to the MME. The Company is obligated to pay certain nominal renewal fees annually to the MME to keep the licenses in good standing. The licenses plus an area of mutual interest are subject to a 1% GSR with no right to repurchase and a 1% NSR with a right to repurchase. As at November 30, 2023, the Karita West project remains in good standing.

Subject to forward-moving exploration opportunities found to be available at the Guinea Gold Project (and depending upon the availability of market financing in relation to same), the Company anticipates that it may allocate increasing levels of managerial focus to the ongoing exploration of this project.

On November 14, 2022, the Company announced the initiation of a program of permit acquisition and land package assembly in the northeast Guinea area of the prospective Siguiri Basin.

ALMA GOLD INC.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS PERIOD ENDED FEBRUARY 29, 2024

Guinea Gold Property – Dialakoro Project

On June 7, 2023, the Company announced that it has recently acquired three exploration licences or “Autorisation de Reconnaissance” near the town of Dialakoro in the Mandiana Prefecture in northeast Guinea (the “Dialakoro Project”). A fourth exploration licence located 30 km to the south is still pending and expected to be granted by the Guinea government.

These four exploration licences are located within the Upper Birimian to Lower Tarkwa Group of sedimentary rocks of the world-class orogenic gold producing district known as the Siguiri Basin in northeast Guinea. The Dialakoro Project is considered an extension of the Niaoulini – Kobada – Sanankoro gold-hosted regional structural corridor crossing the Guinea-Mali border. Combined, these four exploration licences total approximately 314 km² in size.

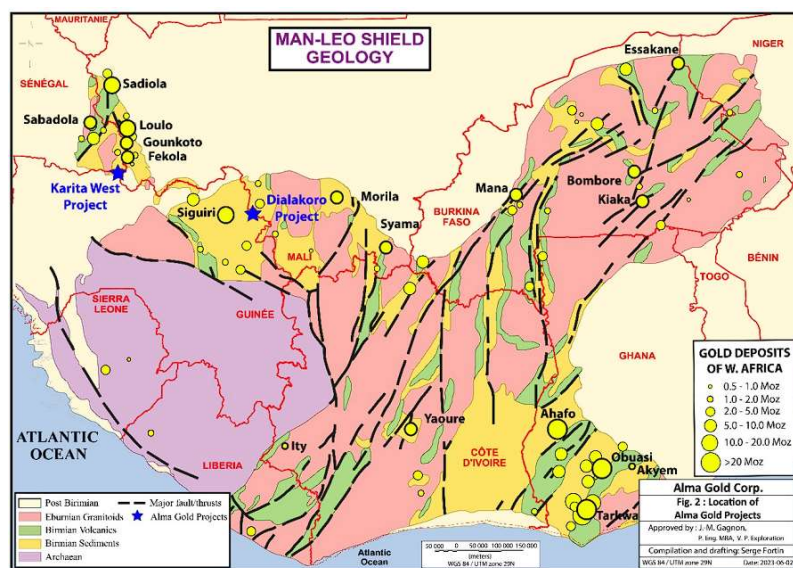
On September 12, 2023, the Company provide a corporate update, exploration plans and a report on its exploration permits comprising the Dialakoro Project (“Dialakoro”) in northeast Guinea. The permits of Dialakoro are presently covered by an “Autorisation de Reconnaissance”.

Further to the Company’s news release dated June 7, 2023, Alma Gold is now in the process of receiving the final grant (Permis de Recherches) for the three contiguous exploration permits in the Northern part of the Dialakoro Project from the Guinean government. These permits grants are valid for a period of three years from the date of issue and can be renewed twice. Combined, these three permits are approximately 215 km² in size. The fourth permit (99 km²), 30 km to the south, will continue to be covered by an “Autorisation de Reconnaissance” valid for 6 months and renewable twice.

The next steps for exploration at Dialakoro include:

1. Generating base maps from satellite photos to allow for control and localization of gold workings.
2. Prospecting, mapping, and sampling of showings, workings, outcrops, quartz veins etc. to identify any gold occurrences at Dialakoro.
3. Termite mound sampling of select areas to identify gold geochemical anomalies.
4. Drilling.

Figure 1: Map of the Company’s Guinean exploration projects in West Africa



Qualified Person

Jean-Marc Gagnon, P.Geo, is the qualified person for the Company as defined in the National Instrument 43-101 and has reviewed the technical information from the Guinea Gold property.

ALMA GOLD INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS PERIOD ENDED FEBRUARY 29, 2024

New Opportunities

The Company continues to evaluate mineral properties and is focused on deposits with economic merit and good logistics will be considered for acquisition.

Cash flow analysis

Operating Activities

During the three months period ended February 29, 2024, cash provided by (used in) operating activities was \$5,061 (2023 – (\$297,673)) for the activities as described below.

Investing activities

During the three months period ended February 29, 2024, the Company paid \$4,957 (2023 - \$124,260) on the exploration of the Company's mineral properties.

Financing activities

During the three months period ended February 29, 2024, the Company received \$Nil (2023 - \$363,195). In the comparative period, the Company completed a private placement and received net proceeds of \$363,195.

RESULTS OF OPERATIONS – For the three months ended February, 29 2024

For the three months period ended February 29, 2024, the Company incurred a net loss of \$41,508 compared to the three months period ended February 28, 2023 of \$210,944.

Some of the significant charges to operations are as follows:

- Advertising and promotion expenses increased to \$7,500 (2023 - \$240) as the Company initiated an advertising campaign for current and prospective investors.
- Consulting expenses decreased to \$18,652 (2023 - \$60,004) as the Company is preserving its resources, while the Company is looking for financing opportunities.
- Office administration decreased to \$189 from \$64,038 as the Company decreased its operating expenditures to preserve cash.
- Professional fees of \$12,072 (2023 - \$15,760) remained relatively consistent and was incurred to maintain its accounting records.
- Transfer agent, filing and stock exchange fees decreased to \$3,095 (2023 - \$8,607) to preserve cash.
- Share based compensation decreased to \$Nil (2023 - \$62,295). On December 21, 2022, the Company granted 600,000 stock options with an exercise price of \$0.12 per share expiring on December 21, 2027. The options vest fully upon grant. The fair value of the stock options was estimated to be \$62,295. The Black-Scholes option pricing model was used with the following assumptions: term - 5 years, expected volatility - 170%, risk free rate – 3.07%, and expected dividends - zero.

Summary of Quarterly Results

The following discussion explains the variations in the key components of the Company's operating results but, as with most junior mineral exploration companies, the results of operations are not the main factor in establishing the financial health of the Company. Of far greater significance are the exploration and evaluation assets in which the Company has, or may earn, an interest, its working capital and how many shares it has outstanding. Quarterly results can vary significantly depending on whether the Company has abandoned any properties or granted any stock options. For details on the results of work on and other activities in connection with the Company's exploration and evaluation assets, see "Exploration and Evaluation Assets".

ALMA GOLD INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS PERIOD ENDED FEBRUARY 29, 2024

	February 29, 2024	November 30, 2023	August 31, 2023	May 31, 2023
Total revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Net loss	(41,508)	(80,795)	(29,886)	(63,199)
Net loss per share	(0.00)	(0.00)	(0.00)	(0.01)
Exploration and evaluation assets	2,750,767	2,701,748	2,692,279	2,606,763
Total assets	2,815,866	2,756,977	2,773,379	2,750,212
Long term liabilities	Nil	Nil	Nil	Nil
Total liabilities	696,180	595,783	531,390	478,337
Shareholders' equity	2,119,686	2,161,194	2,241,989	2,271,875

	February 28, 2023	November 30, 2022	August 31, 2022	May 31, 2022
Total revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Net loss	(210,944)	(124,530)	(37,544)	(95,894)
Net loss per share	(0.02)	(0.01)	(0.01)	(0.01)
Exploration and evaluation assets	2,556,346	2,432,086	2,402,757	2,323,388
Total assets	2,805,200	2,687,135	2,417,857	2,419,307
Long term liabilities	Nil	Nil	Nil	Nil
Total liabilities	470,126	566,607	408,799	372,705
Shareholders' equity (deficit)	2,335,074	2,120,528	2,009,058	2,046,602

There are no general trends regarding the Company's quarterly results and the Company's business is not seasonal, as it can develop and progress on a year-round basis, funding permitting. Quarterly results may vary significantly depending mainly on whether the Company has engaged in new activities or abandoned any projects and these factors which may account for material variations in the Company's quarterly losses are not predictable. See also the results of operations discussion above

Fluctuations in net loss quarter over quarter is a result of the Company's share of losses in Company's subsidiary, Karita Gold Corp and Guimor SARL, increased activity associated with exploration in subsidiaries and fluctuations in certain non-cash expenses such as write downs. Fluctuations in total assets in 2021 were mostly due to investments made into Karita Gold Corp.

During the period ended February 30, 2024, the Company's net loss decreased to \$41,508. The Company has limited liquidity and has been working to preserve cash. The Company is planning to complete a financing to relieve these liquidity constraints.

During the period ended November 30, 2023, the Company's net loss decreased to \$80,795. The Company has limited liquidity and has been working to preserve cash. The Company is planning to complete an equity financing to relieve these liquidity constraints.

During the period ended August 31, 2023, the Company's net loss decreased compared to May 31, 2023. The main contribution towards the decrease in expenses are decrease in consulting and professional fees as the Company has been working to preserve cash.

During the period ended May 31, 2023, the Company's net loss decreased compared to February 28, 2023. The main contribution towards the decrease in expenses are \$nil share-based compensation and decrease in consulting and professional fees as compared to prior period of \$27,193 and \$14,546 respectively.

During the period ended February 28, 2023, net loss increased compared to the previous quarters due to the Company closing financings during the quarter.

ALMA GOLD INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS PERIOD ENDED FEBRUARY 29, 2024

CAPITAL RESOURCES AND LIQUIDITY

The Company is in the exploration stage and has no revenue or income from operations. The Company has limited capital resources and has to rely upon the sale of equity and/or debt securities for cash required for exploration and development purposes, for acquisitions and to fund the administration of the Company. Since the Company does not expect to generate any revenues from operations in the near future, it must continue to rely upon the sales of its equity or debt securities or joint venture agreements to raise capital. It follows that there can be no assurance that financing, whether debt or equity, will be available to the Company in the amount required by the Company at any particular time or for any period and that such financing can be obtained on terms satisfactory to the Company.

The Company's condensed interim consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to obtain the necessary financing to meet its ongoing commitments and further its mineral exploration programs.

The Company may encounter challenges sourcing future financing given economic conditions, capital market conditions and risks associated with the Company and its properties. The junior resource industry in which the Company operates is high-risk in nature and speculative thereby limiting the number of potential investors which may find the Company suitable for investment. While the Company is using its best efforts to achieve its business plans by examining various financing alternatives, there is no assurance that the Company will be successful in sourcing future financings and investors are appropriately cautioned as to same.

On April 3, 2024, the Company issued 4,049,971 common shares at a deemed price of \$0.10 per common share to settle debts totaling \$404,997. This debt settlement will better position once the Company finances its business.

As of February 29, 2023, the Company had working capital deficit, calculated as current assets less current liabilities, of \$631,081 (November 30, 2023 – working capital of \$540,554) which primarily consisted of cash of \$185 (November 30, 2021 - \$81), amounts receivable of \$54,409 (November 30, 2023 - \$47,112) and prepaid expenses of \$10,505 (November 30, 2023 - \$8,036). Current liabilities, being accounts payable and accrued liabilities of \$537,860 (November 30, 2023 - \$465,338) and due to related party of \$158,320 (November 30, 2023 - \$130,395).

On December 20, 2022, the Company closed a private placement of 6,265,000 units ("Units") of the Corporation at an issue price of \$0.10 per Unit and raised gross proceeds of \$626,500.

The Company plans to complete a financing in the near future in order to commence field work at Dialakoro after the end of the rainy season in northeast Guinea. There is significant exploration potential in the Dialakoro area on strike from identified deposits along the Niaoulini – Kobada – Sanankoro structural corridor.

Historically, the Company's sole source of funding has been loans from related parties, private placements and debt financings. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. The Company's liabilities are predominantly due within 90 days of February 29, 2024.

ALMA GOLD INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS PERIOD ENDED FEBRUARY 29, 2024

The following table summarizes the Company's cash on hand, working capital and cash flow activities:

As at	February 29, 2024	November 30, 2023
Cash	\$ 185	\$ 81
Working capital deficiency	631,081	540,554

Period ended	February 29, 2024	February 29, 2024
Cash provided by(used in) operating activities	\$ 5,061	\$ (297,673)
Cash used in investing activities	(4,957)	124,260
Cash provided by financing activities	-	363,195
Change in cash	\$ 104	\$ 170,828

The Company is dependent on the sale of treasury shares to finance its exploration activities, property acquisition payments and general and administrative costs. The Company will have to raise additional funds in the future to continue its operations. There can be no assurance, however, that the Company will be successful in its efforts. If such funds are not available or other sources of financing cannot be obtained, then the Company will be forced to curtail its activities.

The Company has no operations that generate cash flow and its long-term financial success is dependent on discovering properties that contain mineral reserves that are economically recoverable. The Company's primary capital asset is mineral properties. Exploration expenditures are capitalised as incurred.

The Company depends on equity sales to finance its exploration programs and to cover general and administrative expenses.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

TRANSACTIONS BETWEEN RELATED PARTIES

MANAGEMENT TEAM UPDATES

On January 5, 2023, the Company announced the appointment of Mr. Jean-Marc Gagnon to the Corporation's board of directors effective immediately.

Mr. Gagnon has more than 35 years of professional experience in the mining exploration sector. Mr. Gagnon has been involved in the management, evaluation and development of mining exploration projects for gold, mainly in West Africa (Mali, Burkina Faso & Guinea). He has exercised his profession as a country manager, exploration manager and consulting geologist for a number of junior mining companies, including RoscanGold Corporation, MerrexGold Inc., Frontline Gold Corporation, Jilbey Gold Exploration Ltd., Ressources Incanore Ltee, EAG Inc. and Gold Star Resources Ltd.

On December 13, 2023, the Company announced the resignation of Mr. Eugene Hodgson as a director of the Company.

On February 9, 2023, the Company announced the resignation of Mr. Maurice Giroux as a director of the Company.

ALMA GOLD INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS PERIOD ENDED FEBRUARY 29, 2024

TRANSACTIONS BETWEEN RELATED PARTIES

The Directors and Executive Officers of the Company are as follows:

Gregory Isenor	Chief Executive Officer, President & Corporate Secretary
James Henning	Chief Financial Officer
Lauren McCrae	Director
Paul Ténrière	Director
Jean-Marc Gagnon	Director

The Company's related parties consist of its key management personnel, including its directors and officers.

During the normal course of business, the Company enters into transactions with its related parties at normal market prices and on normal commercial terms.

	February 29, 2024	February 28, 2023
Consulting fees paid to a Company controlled by a Chief Financial Officer	1,500	1,500
Consulting fees paid to directors	7,500	10,500
Share based compensation	-	38,934
	9,000	50,934

As at February 29, 2024, the Company has a balance outstanding of \$80,102 (November 30, 2023 - \$61,602) to the Chief Executive Officer of the Company, of which \$Nil (November 30, 2023 - \$16,890) was included as accounts payable and accrued liabilities and the remaining balance of \$80,102 (November 30, 2023 - \$44,712) as due to related party.

As at February 29, 2024, the Company has a balance outstanding of \$7,850 (November 30, 2023 - \$6,275) to the Chief Financial Officer of the Company, all of which was included as accounts payable and accrued liabilities.

As at February 29, 2024, the Company has a balance outstanding of \$70,367 (November 30, 2023 - \$59,993) to the directors of the Company, all of which was included as accounts payable and accrued liabilities.

PROPOSED TRANSACTIONS

None.

NEW ACCOUNTING POLICIES AND PRONOUNCEMENTS

Please refer to the Company's November 30, 2023 audited consolidated financial statements available on www.sedarplus.ca under the Company's profile, for new accounting policies as well as future accounting pronouncements.

ALMA GOLD INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS PERIOD ENDED FEBRUARY 29, 2024

FINANCIAL INSTRUMENTS AND FINANCIAL RISK

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at February 29, 2024 because of the short-term nature of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash, accounts payable and accrued liabilities. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk derived from currency conversions is negligible.

The foreign exchange risk is therefore manageable and not significant. The Company does not currently use any derivative instruments to reduce its exposure to fluctuations in foreign exchange rates.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to any interest rate risk.

(iii) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is not exposed to any significant credit risk.

(iv) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities are due within the current operating period, generally carrying net 30 terms. The Company will need to receive additional funding to continue to fund operations and to settle its obligations.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had 17,049,971 common shares, 6,265,000 warrants and 568,700 stock options issued and outstanding issued and outstanding.

RISKS AND UNCERTAINTIES

All of the below factors, and other factors not detailed herein, may impact the viability of Company, including its subsidiaries, and/or its projects, and include listed and additional factors which are not possible to predict with certainty. The Company is exposed to both risks foreign and domestic risks.

The Company is exposed to a large multitude of risks and uncertainties, which include, among other factors not herein listed, the following:

ALMA GOLD INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS PERIOD ENDED FEBRUARY 29, 2024

Exploration and Development

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production.

The Company's projects are at an early stage of development. The Company has not defined any economic ore bodies since inception. There is no assurance that the Company's mineral exploration and development activities or projects will result in any discoveries of commercial bodies of minerals, metals or resources of value. The long-term profitability and viability of the Company's operations will in part be directly related to the costs and success of its exploration and development programs, which may be affected by numerous unforeseeable factors.

The business of exploration for minerals and mining involves a high degree of risk and frequently results in the loss of capital. Whether a mineral deposit can be commercially viable depends upon numerous factors, including, but not limited to, the particular attributes of the deposit, including size, grade and proximity to infrastructure; metal prices which can be highly variable; and government regulations, including environmental and reclamation obligations. Few properties that are explored are ultimately developed into profitable and/or producing mines.

Substantial expenditures are required to establish the continuity of mineralized zones through exploration and drilling and to develop and maintain the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that funds required for any proposed development of the Company's properties can be obtained on a timely basis.

The marketability of any minerals acquired or discovered by the Company in the future may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which may result in the Company not receiving an adequate return on investment capital.

There is no assurance that any regulatory authority having jurisdiction over the Company will, to the extent applicable, approve the acquisition of any additional properties by the Company, whether by way of option or otherwise.

Financial Capability and Additional Financing

The Company has limited financial resources and has no assurance that additional funding will be available to it for further exploration and/or development of its projects or for working capital purposes. There can be no assurance that it will be able to obtain adequate financing in the future to carry out exploration and development work on its projects. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company.

Mining Titles

ALMA GOLD INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS PERIOD ENDED FEBRUARY 29, 2024

There is no guarantee that the Company's title to or interests in the Company's property interests will not be challenged or impugned. The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to the area of mineral properties may be disputed. There is no guarantee of title to any of the Company's properties. The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. The Company has not surveyed the boundaries of its properties and consequently the boundaries may be disputed. There can be no assurance that the Company's rights will not be challenged by third parties claiming an interest in the properties. In order to retain mining tenure, the Company is obligated to perform certain annual work assessment requirements. A failure to perform adequate exploration work on specific mineral tenure claims would, in the absence of any permitted cash deposits in lieu of, be expected to result in the loss of such tenure.

Management

The success of the Company is currently largely dependent on the performance of its officers. The loss of the services of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain directors and officers of the Company are, and are expected to continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships, joint ventures and other financial and/or mining interests which are potential competitors of the Company and/or which may otherwise be adverse in interest. It is understood and accepted by the Company that certain directors and officers of the Company may continue to independently pursue opportunities in the mineral exploration industry. Situations may arise in connection with potential acquisitions, operational aspects, or investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to the applicable corporate and securities legislation, regulation, rules and policies and the particulars of any agreements made between the Company and the applicable director or officer.

Dilution

If the Company is successful in raising additional funds through the sale of equity securities, shareholders will have their investment diluted. In addition, if warrants and options are issued in the future, the exercise of such options and warrants may also result in dilution to the Company's shareholders. The Company intends to issue additional equity in the future.

History of Losses and No Assurance of Profitable Operations

The Company has incurred a loss since inception. There can be no assurance that the Company will be able to operate profitably during future periods. If the Company is unable to operate profitably during future periods, and is not successful in obtaining additional financing, the Company could be forced to cease its exploration and development plans as a result of lacking sufficient cash resources.

The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future.

Uninsurable Risks

ALMA GOLD INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS PERIOD ENDED FEBRUARY 29, 2024

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions may occur. These unexpected or unusual conditions may include, but are not limited to, rock bursts, cave-ins, fires, flooding and earthquakes. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may adversely affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. Furthermore, the permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, or even permanently in the case of extreme breaches.

Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or non-compliance with environmental laws or regulations.

Reliance on Exploration Service Companies

The Company relies significantly on the utilization of third-party exploration service providers. The availability of services from and/or personnel of such providers, as well as pricing changes related thereto, may have a material impact on the Company.

Title Assertions

The Company operates in Canada where various and/or conflicting First Nations title assertions that may impact the operations of the Company and/or its interests. In addition, the Company indirectly holds mineral licenses in Guinea through Karita Gold, which may be subject to additional title uncertainty.

Civil Unrest

The Company operates in jurisdictions that may be subject to increased incidents of civil unrest which could affect the timing and/or certainty of the Company's operations and/or interests.

Government Policy Concerning Climate

The Company is subject to a range of government climate policies which may impact the Company and/or its operations. In addition, the Company is subject to various tax policies affecting the resource industry with regard to carbon emissions that may be adverse to the Company and/or its interests.

Fluctuating Commodity Prices

The Company's revenues, should any result, are expected to be in large part derived from the sale of commodities which are set in large part in world markets. The prices of commodities, and in particular spot prices related to gold and other precious metals, have fluctuated widely in recent years and are affected by factors beyond the control of the Company which may include, but not be limited to, economic and political trends, pandemics, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply due to new mine developments, mine closures, and advances in various production and technological uses for commodities being explored for by the Company. All of these factors, and other factors not detailed herein, may impact the viability of Company projects, and include factors which are not possible to predict with certainty.

ALMA GOLD INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS PERIOD ENDED FEBRUARY 29, 2024

Competitive Conditions

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial resources and technical capabilities. Competition in the mining industry is primarily for mineral properties which can be developed and produced economically; the technical expertise to find, develop, and produce such properties; the labour to operate the properties; and the capital for the purpose of financing development of such properties. Many competitors not only explore for and mine for metals and minerals, but also conduct refining and marketing operations on a world-wide basis and most of these companies have much greater financial and technical resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or source the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other private or publicly held mining companies for these mineral deposits could have a material adverse effect on the Company's results.

Price Volatility of Publicly Traded Securities

In recent years, North American securities markets have experienced high levels of price and volume volatility, and the market prices of securities of many companies, particularly junior mining exploration companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. While the Company is not presently listed for trade on an exchange, any future quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flow, or exploration success. In addition to risks relating to the Company, any share equity positions that may be held by the Company, now or in the future, are also subject to market volatility and liquidity challenges that may negatively impact their future market or realizable value.

Inadequate Infrastructure May Affect the Company's Operations

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, community, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Results of Nearby Exploration Companies

The Company is exposed to mining camps, including but not limited to exploration projects near Clarence Stream, Brunswick and in West Africa (Guinea) in which there are other private and public exploration companies exploring for minerals, particularly precious metals and base metals. Unfavorable exploration results from the Company's exploration projects as well as from adjacent and/or proximal exploration companies may in turn have a negative impact on the Company from a capital markets perspective.