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This amended and restated offering document (the “**Offering Document**”) constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons to whom they may be lawfully offered for sale. These securities have not been registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document (“**Offering Document**”) does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

June 9, 2026



SOMA GOLD CORP.
(the “Company” or “Soma”)

PART 1: SUMMARY OF OFFERING

What are we offering?

Offering:	Common shares of the Company (“ Shares ”)
Offering Price:	\$0.75 per Share (the “ Offering Price ”)
Offering Amount:	The Company is hereby offering for sale up to 10,000,000 common shares of the Company (“ Shares ”) on non-brokered private placement basis for gross proceeds of up to approximately \$7,500,000 (the “ Offering ”). There is no minimum amount.
Closing Date:	The Offering is expected to close on or about June 19, 2026 (the “ Closing Date ”) and may close in one or more tranches.
Exchange:	The Common Shares are listed on the TSX Venture Exchange (the “ TSXV ”) under the trading symbol “SOMA”, the OTCQB Venture Market (the “ OTC ”) under the trading symbol “SMAGF” and the Frankfurt Stock Exchange (the “ Frankfurt ”) under the symbol “8PR1”.
Last Closing Price:	On June 8, 2026, the closing price of the Common Shares on the TSXV was \$0.83, on the OTC was US\$0.5977, and on the FSE was €0.52.

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with this offering, the Company represents the following is true:

- The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The Company has filed all periodic and timely disclosure documents that it is required to have filed.
- The Company is relying on the exemptions in Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the “Order”) and is qualified to distribute securities in reliance on the exemptions included in the Order.
- The total dollar amount of the Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing the Offering, will not exceed \$25,000,000.
- The Company will not close this offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Company will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.

ABOUT THIS OFFERING DOCUMENT

Readers should rely only on the information contained in this Offering Document in respect of the Company. We have not authorized any other person to provide additional or different information. If anyone provides additional or different or inconsistent information, including information or statements in media articles about the Company, prospective purchasers should not rely on it.

Unless otherwise noted or the context otherwise requires, “Soma”, the “Company”, “we”, “us”, and “our” refers to Soma Gold Corp. and its subsidiaries. References to “management” in this Offering Document refer to the management of the Company. Any statements in this Offering Document made by or on behalf of management are made in such persons’ capacities as officers of the Issuer, and not in their personal capacities.

All currency amounts in this Offering Document are expressed in Canadian dollars, unless otherwise indicated.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Except for statements of historical fact relating to the Company, certain statements in this Offering Document may constitute forward-looking information within the meaning of Canadian securities laws. Forward-looking information may relate to the Company’s future outlook and anticipated events or results and, in some cases, can be identified by words such as: “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. In particular, this Offering Document contains forward-looking statements pertaining to the use of the available funds following completion of the Offering; the expected Closing Date; the filing of the offering materials

and the satisfaction of the conditions of closing of the Offering, including the receipt, in a timely manner, of required approvals, including the approval of the TSXV the payment of finder's fees; the Company's future plans objectives, strategies and goals relating to its business and properties; the ability of the Company to meet working capital and capital expenditure requirements; allocation of raised capital; and the principal business carried on and intended to be carried on by the Company.

Although the Company believes that these statements are based on reasonable assumptions, all forward-looking statements involve known and unknown risks and uncertainties that may cause the actual performance, events, or circumstances of the Company to be materially different than anticipated. The results or events anticipated or predicted in such forward-looking information may differ materially from actual results or events. The Company and its operations are also subject to a large number of risks, including: the Company's future liquidity and financing capability, fluctuations in mineral prices, market conditions, results of current exploration activities, the possibility of a labor stoppage or shortage, delays in obtaining government permits and approvals and such other risks as discussed herein and in other publicly filed disclosure documents. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in such forward-looking statements, there may be other factors that cause performance, events, or circumstances to differ materially from those described in forward-looking statements. For more information on the Company and the risks and challenges of its business, investors should review the Company's annual filings that are available at www.sedarplus.ca. The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information.

Readers are cautioned that any such forward-looking information should not be used for purposes other than for which it is disclosed. Such forward-looking statements and information are made or given as at the date given and the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required under applicable securities law. Readers are cautioned not to place undue reliance on forward-looking statements or forward-looking information.

Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's annual filings that are available at www.sedarplus.ca under the profile of the Company.

Scientific and Technical Information

The scientific and technical information contained in this Offering Document has been reviewed and approved by Chris Buchannan, P. Geo, for the Company, a "qualified person" ("QP") within the meaning of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101").

PART 2: SUMMARY DESCRIPTION OF BUSINESS

What is Our Business?

Soma is a Canadian public corporation, incorporated in British Columbia, with its principal business activities focused on the acquisition, exploration, and development of mineral properties, as well as the operation of gold mining complexes in Colombia. The Company's primary operation is the El Bagre Gold Mining Complex, which includes a gold processing plant and the Cordero underground gold mine. Soma has also refurbished the nearby El Limon Mill, which has commenced processing ore. Together, these two adjacent mining properties in Antioquia, Colombia, have a combined milling capacity of approximately 650 tonnes per day ("tpd") and are permitted for 1,400 tpd. In addition, the Company has purchased and is in

the process of installing sensor-based sorting equipment at the El Bagre Mill, which is expected to increase the effective production rate to 650 – 700 tpd.

The Company's strategy is to leverage its portfolio of contiguous and highly prospective properties along the prolific Otú gold trend in Antioquia, Colombia, while maintaining a focus on operational efficiency and sustainable practices. Combined with the Company's other projects, Soma controls a highly prospective exploration package totalling approximately 41,427 hectares along the Otú gold trend. The Company continues to expand its resource base through acquisitions and exploration, including the acquisition of the Escondida Mine in late 2025 and the purchase of additional mining concessions adjacent to its existing properties.

El Bagre

The El Bagre Gold Mining Complex is Soma's principal operating asset, consisting of the El Bagre Mill and the Cordero underground gold mine. The El Bagre Mill has a capacity of 450 tpd and has historically produced up to 20,000 ounces of gold annually, with recent production reaching 32,340 ounces in 2023, 27,176 ounces in 2024, and approximately 18,477 ounces in 2025. Production in 2025 was impacted by a labour strike at the El Bagre Gold Mining Complex from September to November 2025, as well as lower-than-expected gold grades. The El Bagre Gold Mining Complex is supported by ongoing exploration and development activities, with management believing that the mineralized trend at El Bagre extends onto adjacent properties, including El Limon.

Exploration at El Bagre remains a priority, with the Company operating multiple diamond drill rigs focused on deposit expansion at Cordero and brownfield exploration targets. Recent drilling at the Cordero Viejo Zone and the Atenas Zone has demonstrated the potential for the Cordero deposit to remain open along strike and at depth. The Company is also conducting a regional soil sampling program to identify new exploration targets along the north-south fault zone that controls the Cordero veins. The El Bagre operations are further supported by an amended offtake agreement, providing Soma with advance payments to fund ongoing development and exploration.

El Limon Project

The El Limon Project is adjacent to El Bagre and includes a past-producing underground mine and a gold processing plant with a capacity of approximately 200 tpd, permitted to process up to 400 tpd for future expansion. Soma has completed the refurbishment of the El Limon Mill and has commenced processing material from Diamantina stockpiles as part of the commissioning process. The initial production target at El Limon is 100 tpd (Phase 1), which can be ramped up to 200 tpd (Phase 2) for a relatively modest capital outlay when available mill feed warrants. Mill feed is anticipated to come from the Diamantina, Aurora, and Escondida mines. Due to production delays at certain small mines expected to provide feed, the El Limon Mill is expected to reach Phase 1 production targets in Q4-2026. In September 2025, Soma repurchased the NSR royalty on El Limon that had previously encumbered the El Limon Project.

A key aspect of the El Limon Project is the formalization of small miners, which allows these miners to access modern mining and processing technologies, including the elimination of mercury use. The first shipment of stockpiled material from the formalized Diamantina Mine was received at the El Limon Mill in Q1-2026, marking an important milestone in the Company's formalization strategy. Several formalization contracts are currently under review. This initiative not only provides potentially higher-grade material for the mill but also supports sustainable and responsible mining practices in the region. The Company is also conducting drilling and dewatering activities at the El Limon Mine to enable detailed geological mapping and sampling, with the aim of expanding the resource base and supporting future growth.

Nechi Exploration Project

Soma owns 100% of the Nechi Gold Project, which comprises the El Catorce, Santa Elena, and Santa Maria gold exploration projects, located approximately 60 kilometres north of El Bagre. The Nechi properties

are subject to NSR royalties totaling 2.0%. The project benefits from significant historical underground development providing access to the Santa Elena deposit. Mineral resources at Nechi are included in Soma's overall resource base, and the Nechi Gold Project is a key component of the Company's strategy to expand its footprint along the Otú gold trend.

In April 2026, the Company submitted the permiso de trabajo de obra ("PTO") application for the Nechi Project. The PTO is the primary mining certification and its submission marks a major milestone in advancing the project toward development. Exploration is expected to commence on the Nechi Gold Project in the second half of 2026 to support a mine start-up scheduled for 2027.

Zara Exploration Project

The Zara Exploration Project ("Zara" or "Zara Project") is 100% owned by Soma and is contiguous with the El Bagre and El Limon projects. Zara is subject to a 2% NSR royalty and covers a number of priority exploration targets along the 7 km Estrella-Diamantina mineralized trend. Previous exploration has outlined a mineralized zone with dimensions of 500 metres along strike and 250 metre down-dip, centred around the historic Diamantina Mine. Drilling and underground channel sampling have indicated vein continuity with high-grade values, suggesting that the structure is open along strike and the plunge of the mineralized zone.

Further south on the Zara property, additional prospective targets have been identified, including Porquera, Limoncito Norte, and Cañon de Rojas, each hosting small historic mines. The Company's exploration efforts at Zara are aimed at delineating new resources and supporting the long-term development of its contiguous land package in Antioquia.

Otú Centro Project

The Otú Centro Project, acquired in 2023 and expanded in April 2025 with two additional contiguous mining concessions, is directly south of and contiguous with Soma's Zara Project. The properties contain eleven known mineralized quartz vein occurrences, including the past-producing Aurora and La Constancia mines. Soma has completed dewatering, rehabilitation, and installation of infrastructure at Aurora, enabling crews to access the drifts for sampling and mine planning. With all necessary permits secured, Soma intends to commence mining at Aurora in the near term.

Exploration at Otú Centro has yielded high-grade channel and drill core samples, particularly at the Colossa Mine and Orion Mine target areas. The Company has planned a two-phase, 10,000-metre diamond drilling program to test the down-plunge extent of high-grade shoots and evaluate the continuity of mineralization along strike. Additionally, a drill has been mobilised to the Cenizo Target, a 4.5 km long copper-in-soil anomaly on the Psyche 2 target area, representing the maiden drill test of this prospective target. A regional soil survey is also underway to delineate the strike-extent of mineralised veins and identify new targets.

Escondida Project

In late 2025, Soma acquired 100% of the rights to the La Escondida Mine near the community of Caceres in Antioquia, Colombia. The La Escondida Mine is a fully permitted, small-scale mining operation that has been producing gold since 2013. The property covers 1,051 hectares. In addition to the currently producing mine, six additional veins are known on the property. In April 2026, a community access agreement was reached and the Company is preparing to conduct its maiden drill program on the property.

Tucuma Exploration Project (Brazil)

Soma also owns 100% of the Tucuma copper/gold exploration project (the "Tucuma Project"), located in the Carajas metallogenic province in the State of Pará, Brazil. The Tucuma Project is currently under option to Ero Copper Corp., which can acquire a 100% interest by making staged cash payments and completing exploration expenditures. The option agreement has been amended on two occasions, most recently in

July 2025, to extend certain terms to allow Ero additional time to access one of the properties included in the agreement. Ero has completed significant payments and exploration work to date, and Soma retains a potential net smelter returns royalty on the Tucuma Project, with further upside if Ero advances the Tucuma Project to a construction decision.

The Tucuma Project represents Soma's strategic diversification into Brazil and provides the Company with exposure to a highly prospective copper-gold district, while minimizing capital outlay and risk through the option agreement with Ero Copper.

Recent Developments

There are no material recent developments in respect of the Company that have not been disclosed in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document.

What are the business objectives that we expect to accomplish using the available funds?

The net proceeds of the offering will be used to:

- Execute the Company's capital program to expand production at the Escondida and Aurora mines, including infrastructure improvements, equipment acquisition, and operational enhancements to increase gold output.
- Complete the installation of a sensor-based sorting facility at the Company's processing facilities to improve operational efficiency and recovery rates.
- Fund accelerated exploration activities on the Escondida property, including diamond drilling programs and geological studies to advance resource definition and identify additional mineralisation targets.
- Provide working capital to pre-pay for material purchases from small legal mines operating near the Company's mills, ensuring consistent feedstock supply and supporting local artisanal mining operations.
- Unallocated working capital for general corporate purposes, including administrative costs, professional fees, and other general working capital requirements.

PART 3: USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

		Assuming 100% of the Offering⁽²⁾
A.	Amount to be raised by this Offering	\$7,500,000
B.	Selling commissions and fees ⁽¹⁾	\$525,000
C.	Estimated offering costs (e.g., legal, accounting, audit)	\$250,000
D.	Net proceeds of offering: D = A - (B+C)	\$6,725,000
E.	Working capital as at most recent month end (deficiency)	\$9,206,551
F.	Additional sources of funding	-
G.	Total available funds: G = D+E+F	\$15,931,551

Notes:

- (1) Assumes cash commission of 7.0% on 100% gross proceeds of the Offering (see "Part 4 Fees and Commissions").
- (2) There is no minimum to the Offering. The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering
Capital Program – Execute the Company's capital program to expand production at the Escondida and Aurora mines, including infrastructure improvements, equipment acquisition, and operational enhancements to increase gold output.	\$1,380,000
Sensor-based Sorting Facility – Complete the installation of sensor-based sorting facility at the Company's processing facilities to improve operational efficiency and recovery rates.	\$2,060,000
Accelerated Exploration – Fund accelerated exploration activities on the Escondida property, including diamond drilling programs and geological studies to advance resource definition and identify additional mineralisation targets.	\$1,750,000
Feedstock – Provide working capital to pre-pay for material purchases from small legal mines operating near the Company's mills, ensuring consistent feedstock supply and supporting local mining operations.	\$690,000
General and administrative – General corporate costs (2026).	\$2,500,000
Unallocated working capital	\$7,551,551
Total	\$15,931,551

The above-noted allocation and anticipated timing represent the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed

prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan.

How have we used the other funds we have raised in the past 12 months?

On August 20, 2025, the Issuer closed a brokered LIFE offering of 14,997,826 units at \$1.15 per unit for total gross proceeds of approximately \$17,247,500 and net proceeds of \$16,212,650 (the "**August LIFE Offering**"). The Company disclosed that the net proceeds of the August LIFE Offering would be used to advance the Nechi Project to production, complete the evaluation of sensor-based sorting technology for the El Bagre Gold Mining Complex, accelerate the Company's 2025 and 2026 exploration activities, following completion of the purchase of the Escondida Project, complete the exploration necessary to report an initial NI 43-101 compliant resource on the property; and for unallocated working capital for general corporate purposes.

The following table sets out the particulars of how the Company used the net proceeds from the August LIFE Offering, as well as the variances, if any, from the Company's anticipated use of proceeds as disclosed previously.

Intended Use of Proceeds		Actual Use	Variance
Nechi Mine Construction	\$5,000,000	\$478,325	(\$4,521,675)
El Bagre Sorting Technology	\$2,000,000	\$732,496	(\$1,267,504)
Accelerate 2025 Exploration Plans	\$3,000,000	\$3,622,726	\$622,726
Escondida Drilling	\$1,500,000	\$189,993	(\$1,310,007)
General and Administrative Costs	\$2,000,000	\$3,181,582	\$1,181,582
Unallocated Working Capital	\$2,712,650	\$8,007,528	\$5,294,878

The variances in our Use of Proceeds table reflect a necessary reallocation of capital to ensure corporate stability during a challenging period from Q4 2025 to first half of 2026. Capital expenditure at the Nechi Mine was largely paused as the project continues through the environmental assessment and approval processes, resulting in an under-spend of approximately \$4.5 million. Meanwhile, the lingering impact of the late-2025 strike delayed implementation of the El Bagre sorting technology, leaving that budget \$1.3 million under-spent, while community agreement negotiations delayed the Escondida drilling program, resulting in a further \$1.3 million under-spend. Concurrently, operating losses in Q1 and Q2 2026, triggered by low-grade ore at Cordero and production delays at Escondida, Aurora, and Diamantina, required us to redirect those unspent project funds into Accelerate Exploration Plans (+\$623K), General & Administrative expenses (+\$1.2M) and Unallocated Working Capital (+\$5.3M) to absorb the operational shortfall.

PART 4: FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

The Offering is non-brokered, however, the Company may pay finder's fees in relation to purchasers introduced to the Company in connection with the Offering by any particular qualified finder consisting of (i) a cash commission of up to 7.0% of the gross proceeds; and (ii) warrants ("**Finder's Warrants**") in an amount equal to up to 7.0% of the number of Units issued pursuant to the Offering, exercisable at a price of \$1.10 per Share for a period of 24 months following the closing date of the Offering.

Additionally, the Company has engaged Integrity Capital Group Inc. (“**Integrity**”) to act as its financial advisor and may pay fees in accordance with the policies of the TSXV, being a cash commission of up to 7.0% plus 7.0% Finder’s Warrants, on total proceeds received from subscribers introduced to the Company by Integrity. The Company may also pay certain reasonable expenses incurred by Integrity.

PART 5: PURCHASER’S RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right:

- (a) to rescind your purchase of these securities with the Company; or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6: ADDITIONAL INFORMATION

Where can you find more information about us?

For further information on the Company, Purchasers may access the Company’s continuous disclosure at www.sedarplus.ca and the Company’s website at <https://somagoldcorp.com>. Purchasers should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment in the Company.

PART 7: DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after June 9, 2026, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated is 9th day of June, 2026.

(signed) “Geoff Hampson”

Geoff Hampson, Chief Executive Officer

(signed) “Andrea Laird”

Andrea Laird, Corporate Secretary