

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of December 2021**

Commission File Number: **001-40786**

**Sigma Lithium Corporation**  
(Translation of registrant's name into English)

**2200 HSBC Building  
885 West Georgia Street  
Vancouver, British Columbia  
V6C 3E8**  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.  
Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

---

---

EXHIBIT INDEX

**Exhibit**

**Description**

[99.1](#)

[Material Change Report dated December 24, 2021](#)

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Sigma Lithium Corporation**  
(Registrant)

Date: December 28, 2021

/s/ Ana Cristina Cabral Gardner

Ana Cristina Cabral Gardner  
Co-Chief Executive Officer

---

**FORM 51-102F3  
MATERIAL CHANGE REPORT  
UNDER NATIONAL INSTRUMENT 51-102**

**Item 1. Reporting Issuer**

Sigma Lithium Corporation (“**Sigma**” or the “**Company**”) Suite 2200, HSBC Building, 885 West Georgia St. Vancouver, BC V6C 3E8 Canada

**Item 2. Date of Material Change**

December 23, 2021.

**Item 3. Press Release**

A press release in respect of the material change was disseminated on December 23, 2021 through the facilities of GlobeNewswire and subsequently filed on SEDAR.

**Item 4. Summary of Material Change**

On December 23, 2021, the Company issued from treasury a total of 11,634,137 common shares of the Company (“**Common Shares**”) at a price of C\$11.75 per Common Share (the “**Issue Price**”) for aggregate gross proceeds of C\$136,710,110 (the “**Offering**”).

**Item 5. Full Description of Material Change**

On December 23, 2021, the Company issued from treasury a total of 11,634,137 Common Shares at the Issue Price for aggregate gross proceeds of C\$136,710,110 under the Offering. As part of the Offering funds and accounts managed by BlackRock (“**BlackRock**”) purchased 4,372,766 Common Shares at the Issue Price for an aggregate subscription price of approximately C\$51,380,000. Additionally, BlackRock purchased 1,093,191 Common Shares at the Issue Price, on a secondary basis, from the largest shareholder of the Company, A10 Investimentos Fundo de Investimento de Ações – Investimento No Exterior (“**A10 Fund**”), for an aggregate purchase price to A10 Fund of C\$12,844,994.

The Company expects to use the net proceeds of the Offering, at the sole discretion of the Company, as follows: (i) to fully-fund the construction of its phase 1 production plant and mine; (ii) to further development of phases 2 and 3 of its wholly owned Grota do Cirilo Project, and (iii) for general corporate purposes.

The Company has entered into an agreement with the A10 Serviços Especializados de Avaliação de Empresas Ltda. (the “**A10 Advisory**”) to provide services in respect of the Offering, and A10 Advisory will be entitled to finder’s compensation for purchases by subscribers it introduces. Certain principals of the A10 Advisory are directors, officers or indirect significant shareholders of the Company. The Common Shares will be offered outside the United States pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the “**1933 Act**”).

The Offering remains subject to final approval of the TSX Venture Exchange.

---

**Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

The report is not being filed on a confidential basis.

**Item 7. Omitted Information**

No information has been omitted.

**Item 8. Executive Officer**

For further information, please contact Ana Cabral-Gardner, Co-Chief Executive Officer at +55-11-2985-0089.

**Item 9. Date of Report**

December 24, 2021

***Cautionary Note Regarding Forward-Looking Information***

*This material change report includes certain "forward-looking information" under applicable Canadian and U.S. securities legislation, including but not limited to statements relating to the use of proceeds of the Offering, the receipt of TSXV approvals, and other forward-looking information. All statements that address future plans, activities, events, or developments that the Company believes, expects or anticipates will or may occur is forward-looking information, including statements regarding the potential development of mineral resources and mineral reserves which may or may not occur. Forward-looking information contained herein is based on certain assumptions regarding, among other things: general economic and political conditions; the stable and supportive legislative, regulatory and community environment in the jurisdictions where the Corporation operates; anticipated trends and effects in respect of the COVID-19 pandemic and post-pandemic; demand for lithium, including that such demand is supported by growth in the electric vehicle market; the Corporation's market position and future financial and operating performance; the Corporation's estimates of mineral resources and mineral reserves, including whether mineral resources will ever be developed into mineral reserves; and the Corporation's ability to develop and achieve production at its mineral projects. Although management believes that the assumptions and expectations reflected in the forward-looking information are reasonable, there can be no assurance that these assumptions and expectations will prove to be correct. Forward-looking information inherently involves and is subject to risks and uncertainties, including but not limited to that the Corporation may not develop its mineral projects into a commercial mining operation; the market prices for lithium may not remain at current levels; and the market for electric vehicles and other large format batteries currently has limited market share and no assurances can be given for the rate at which this market will develop, if at all, which could affect the success of the Corporation and its ability to develop lithium operations. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Corporation disclaims any intention or obligation to update or revise any forward-looking information, whether because of new information, future events or otherwise, except as required by law.*

*For more information on the risks, uncertainties and assumptions that could cause our actual results to differ from current expectations, please refer to the current annual information form of the Company and other public filings available under the Company's profile at [www.sedar.com](http://www.sedar.com).*

---