

FORM 51-102F3

MATERIAL CHANGE REPORT

**Item 1 Name and Address of Company**

Montan Mining Corp. (formerly Strait Minerals Inc.). (the "Company")  
Suite 1400 – 1111 West Georgia Street  
Vancouver, BC V6E 4M3

**Item 2 Date of Material Change**

April 25, 2017

**Item 3 News Release**

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

The news release was issued on April 25, 2017 through CNW.

**Item 4 Summary of Material Change(s)**

*Montan Mining Corp. announced that that it has entered into a binding term sheet with Cartesian Royalty Holdings Pte. Ltd. ("CRH") for a financing package of up to USD \$10 million to fund the acquisition of Kairos Capital Peru S.A.C. and M&S Transportes y Servicios Generales S.R.L, including the Mirador processing plant (together, "Mirador"), as announced on February 16, 2017; and to bring Montan's 100%-owned Cerro Dorado gold processing plant into full commercial production and increase its capacity.*

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

See attached news release

**5.2 Disclosure for Restructuring Transactions**

N/A

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

N/A

**Item 7 Omitted Information**

State whether any information has been omitted on the basis that it is confidential information.

None

***Item 8 Executive Officer***

Ian Graham, CEO and Director (604.671.1353)  
Tel: 604-678-2531 (222)

***Item 9 Date of Report***

April 25, 2017.

## **MONTAN MINING SIGNS BINDING TERM SHEET WITH CARTESIAN ROYALTY HOLDINGS FOR FUNDING PACKAGE OF UP TO USD \$10 MILLION**

- **TRANCED INVESTMENT INTENDED TO FUND MIRADOR PROJECT ACQUISITION, CERRO DORADO STARTUP AND CAPACITY INCREASE**
- **INVESTMENT UP TO USD \$10 MILLION, STRUCTURED IN A 25% EQUITY AND 75% STREAM SPLIT**

**Vancouver, BC, April 25<sup>th</sup>, 2017** – Montan Mining Corp. (TSXv: MNY | FSE: S5GM | SSE: MNYC) (“**Montan**” or the “**Company**”) is pleased to announce that that it has entered into a binding term sheet with Cartesian Royalty Holdings Pte. Ltd. (“**CRH**”) for a financing package of up to USD \$10 million to fund the acquisition of Kairos Capital Peru S.A.C. and M&S Transportes y Servicios Generales S.R.L, including the Mirador processing plant (together, “**Mirador**”), as announced on February 16, 2017; and to bring Montan’s 100%-owned Cerro Dorado gold processing plant into full commercial production and increase its capacity.

The Term Sheet provides that CRH will invest in three (3) tranches, each with a specified use of proceeds, as well as additional tranches at the discretion of CRH. Each tranche will be structured in a 25% equity / 75% stream ratio.

**Streaming Investment Terms:** For each USD \$1.0 million in streaming investment, CRH is to receive 2,500 ounces of gold or gold equivalent from Montan, payable over a maximum of 50 months from closing. Repayment of each streaming investment is to commence six (6) months after drawdown over a repayment period of 42-months, subject to two (2) months of optional payment holidays whereby Montan can defer its monthly payment. Each exercised payment holiday must be separated by at least 6 months.

**Equity Investment Terms:** The Montan units are priced at a 20% discount to the VWAP of Montan common shares for the 30-day calendar day period immediately preceding the Term Sheet; each unit will consist of one common share and one common share warrant; the warrant will have an exercise price of a 25% premium to the VWAP with a term of five (5) years subject to TSX-V approval or other regulatory constraints.

The initial tranche (“**Tranche 1**”) investment of USD \$3.0 million is intended for the acquisition of Mirador (see Montan press release dated February 16, 2017) and will be comprised of USD \$2.25 million as a secured streaming investment in Montan and USD \$0.75 million as an equity investment in Montan. Conditions to closing Tranche 1 include:

- Satisfactory completion of due diligence by CRH on Montan, Mirador, Cerro Dorado, and the Kairos and Cerro Dorado SAC holding companies;
- Montan’s raising at least USD \$1.0 million for optimization CAPEX and working capital at Mirador
- Development of an operating plan in consultation with CRH including all necessary permits to execute the operating plan; and
- Long-term contracts at Mirador totaling no less than 70% of plant capacity.

Subsequent tranches are subject to satisfactory post-acquisition performance at Mirador, and are expected to comprise two (2) tranches to bring the Cerro Dorado plant into commercial operation and to increase its capacity to 125 tonnes per day.

**Net smelter returns royalty (“NSR”):** Upon closing of Tranche 1, Montan will provide CRH with a two percent (2.0%) NSR on the Mirador and Cerro Dorado plants and such other concessions, JV properties and mines that accrue to Kairos SAC or Cerro Dorado SAC; and any future assets acquired, in whole or in part, with CRH funds. 0.5% of the NSR can be purchased by Montan at any time for USD \$750,000. Montan would also have a right of first offer on any sale of the NSR by CRH to a third party.

In addition CRH will have the right to appoint a non-executive director to Montan's Board of Directors for as long as the streaming investment is outstanding or CRH owns more than 5% of Montan.

“Cartesian’s tailored financing solution should allow Montan to complete the purchase of the Mirador Plant and bring Cerro Dorado into commercial production shortly thereafter. We are excited at the prospect of having two assets in production before Q4 2017. We are grateful to Cartesian for their approach and the flexibility shown on the basis of project specific needs and our risk-balanced cash flow projections”, stated Luis Zapata, Executive Chairman of Montan.

Peter Yu, Director of CRH stated, "Montan is a unique diversified mineral processing project with strategic locations throughout Peru and is permitted for production. We are confident the Montan team will create substantial value for its stakeholders, as well as artisanal miners in Peru through their efficient and transparent business model”.

The CRH financing is subject to the approval of the TSX Venture Exchange.

On behalf of the Board of Montan.  
Ian Graham  
CEO and Director  
Tel: +1.604.671.1353  
Email: [igraham@montanmining.ca](mailto:igraham@montanmining.ca)

## **ABOUT CRH**

CRH offers innovative financing structures with the goal of creating long-term growth and value in world-class gold projects around the globe. CRH is an affiliate of Cartesian Capital Group, LLC, a global private equity firm with proven expertise in assisting closely-held companies develop into global market leaders. Cartesian Capital Group manages more than US\$2.4 billion in capital and has offices in New York, Sao Paulo, Shanghai, Warsaw, and Bermuda.

For more information, please visit the website at <http://www.cartesianroyalty.com>

## **ABOUT MONTAN MINING**

Montan Mining is an emerging precious metals producer focusing on monetizing mining assets in Peru. The Company is the 100% owner of the operation ready Cerro Dorado gold processing plant permitted to 125 TPD and the adjoining Rey Salomon gold mine in the southern Peruvian mining district of Arequipa; and is completing the acquisition of the Mirador plant near Chimbote, district of Ancash. Montan Mining has an experienced management team with diverse technical, market, and finance expertise and is supported by committed and sophisticated investors focused on building value for the long term.

For more information, please visit the corporate website at <http://www.montanmining.ca> or contact:

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*Forward-Looking Statements:* Certain statements in this press release are forward-looking statements within the meaning of applicable securities laws. Forward-looking statements in this press release include those concerning the projected timing, approval and closing of the CRH financing, Montan's belief that the proceeds will be sufficient to fund its Mirador acquisition and bring the Cerro Dorado gold processing plant into full commercial production, and increase its capacity to 125 tonnes per day. Such forward-looking statements and information are subject to risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statement. Specific risks included that we may not be able to secure mineral feed stock, we may not be able to attract or retain key employees necessary for our operations, we may not be able to finance operations, and we may not be able to locate or negotiate transactions which result in growth of our business. We may not be able to become profitable even if we are producing and milling to capacity, profitability depends on revenues and expenses which are not completely controllable; we may not be able to secure mineral feed from other miners; and we may not be able to restart production because of technical or expense issues. Readers are cautioned to review the risk factors of junior mining companies which apply equally to our company, and to our management discussion and analysis as filed on SEDAR. Other than as required by law, we assume no obligation to update these forward looking statements.