

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Montero Mining and Exploration Ltd. (the “Company”)
789 West Pender Street, Suite 1128
Vancouver, BC Canada V6C 1H2

Item 2 Date of Material Change

August 8, 2018.

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated through the news dissemination services of Nasdaq GlobeNewswire on September 24, 2018.

Item 4 Summary of Material Change

The Company announced it has signed a non-binding Memorandum of Understanding (“MOU”) with the Jiang Xi Yun Lithium Materials Company Limited (“Jiang Xi Yun Lithium”) of China for joint cooperation and development of lithium production in Africa.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Montero Mining and Exploration Ltd. (TSX.V : MON) (“Montero”) is pleased to advise that the Company has signed a non-binding Memorandum of Understanding (“MOU”) with the Jiang Xi Yun Lithium Materials Company Limited (“Jiang Xi Yun Lithium”) of China for joint cooperation and development of lithium production in Africa.

The co-operation between the Parties under this MOU may take the following forms:

- i. Jiang Xi Yun Lithium will sign long term off-take agreement with Montero
- ii. Jiang Xi Yun Lithium would provide Montero with beneficiation technology and financing support
- iii. Montero will supply Jiang Xi Yun Lithium with long term lithium production from Africa.

Montero would have the opportunity of investing in Jiang Xi Yun Lithium upstream beneficiation plant, lithium carbonate and lithium hydroxide facilities in China.

Please see the news release attached at Schedule “A” hereto for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Dr. Tony Harwood, President and Chief Executive Officer
Telephone: (416) 840-9197

Item 9 Date of Report

September 26, 2018.



Montero and Jiang Xi Yun Lithium sign a Memorandum of Understanding on cooperation and development of lithium production in Africa

Toronto, Ontario - September 24, 2018: Montero Mining and Exploration Ltd. (TSX.V : MON) ("Montero") is pleased to advise that the Company has signed a non-binding Memorandum of Understanding ("MOU") with the Jiang Xi Yun Lithium Materials Company Limited ("Jiang Xi Yun Lithium") of China for joint cooperation and development of lithium production in Africa.

The co-operation between the Parties under this MOU may take the following forms:

- i. Jiang Xi Yun Lithium will sign a long term off-take agreement with Montero
- ii. Jiang Xi Yun Lithium would provide Montero with beneficiation technology and financing support
- iii. Montero will supply Jiang Xi Yun Lithium with long term lithium production from Africa.
- iv. Montero would have the opportunity of investing in Jiang Xi Yun Lithium upstream beneficiation plant, lithium carbonate and lithium hydroxide facilities in China.

Montero Mining and Exploration's President and CEO, Tony Harwood, commented that this is an exciting development for Montero. *"Jiang Xi Yun Lithium is focused on the supply of battery grade lithium products to the electric vehicle market in China. Jiang Xi Yun Lithium has already made a significant investment in the development of lithium refining facilities in China and is continuing to expand these with a view to becoming a major supplier of lithium. It wishes to supplement its current supply with lithium from Africa which is the focus of our MOU. Jiang Xi is an ideal fit for Montero's intention of becoming a lithium producer."*

Montero currently has 3 lithium exploration and development projects in Namibia. The current exploration programs are targeting NI 43-101 compliant resources and the exploration of additional lithium targets in Namibia.

Jiang Xi Yun Lithium processes and manufactures lithium carbonate and lithium iron phosphate products for the Chinese battery market. It also offers non-ferrous metal materials, cobalt, nickel, copper, and aluminum recycling, processing and marketing services. The company currently has an annual production 20,000 tonnes of lithium carbonate and is targeting 40,000 tonnes per year by 2020. 23% of the company is held by Guangzhou Tinci Materials Technology, a Chinese battery manufacturing company.

The MOU between Montero and Jiang Xi Yun Lithium is non-binding and involves ongoing discussions and technical investigations by an expert Montero and Jiang Xi Yun team.

About Montero

Montero currently has options to acquire the Soris lithium-tantalum-tin Project, the UIS lithium-tin tailings Project, and EPL6162 in Namibia in order to prove up significant lithium resources. Lithium is a critical battery metal. Montero's focus is to advance its Namibian assets while seeking partners to advance the balance of its assets. Montero other assets include the Wigu Hill Rare earth project in Tanzania and phosphate projects in South Africa. Montero trades on the TSX Venture Exchange under the symbol MON.

For more information, contact:

Montero Mining and Exploration Ltd.

Dr. Tony Harwood, President and Chief Executive Officer

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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: *This news release includes certain "forward-looking information" within the meaning of applicable Canadian securities laws. Forward-looking information includes, but is not limited to, statements, projections and estimates. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Such information is based on information currently available to Montero and Montero provides no assurance that actual results will meet management's expectations. Forward-looking information by its very nature involves inherent risks and uncertainties that may cause the actual results, level of activity, performance, or achievements of Montero to be materially different from those expressed or implied by such forward-looking information. Actual results relating to, among other things, results of exploration, project development, reclamation and capital costs of Montero's mineral properties, and financial condition and prospects, could differ materially from those currently anticipated in such statements for many reasons such as: changes in general economic conditions and conditions in the financial markets; changes in demand and prices for minerals; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological and operational difficulties encountered in connection with Montero's activities; and other matters discussed in this news release and in filings made with securities regulators. This list is not exhaustive of the factors that may affect any of Montero's forward-looking statements. These and other factors should be considered carefully and accordingly, readers should not place undue reliance on forward-looking information. Montero does not undertake to update any forward-looking information, except in accordance with applicable securities laws.*