

FORM 51-102F3
Material Change Report

Item 1 Reporting Issuer

Montage Gold Corp. (the “**Company**” or “**Montage**”)
2000 - 885 West Georgia Street
Vancouver, British Columbia
V6C 3E8

Item 2 Date of Material Change

The material change occurred on June 7, 2022.

Item 3 Press Release

A news release relating to the material change described herein was disseminated on June 8, 2022 via GlobeNewswire.

Item 4 Summary of Material Change

On June 7, 2022, the Company entered into an agreement (the “**Agreement**”) with a subsidiary of Barrick Gold Corporation (“**Barrick**”) and a subsidiary of Endeavour Mining plc (“**Endeavour**”), pursuant to which Montage will acquire a 100% interest (the “**Transaction**”) in the Mankono-Sissédougou Joint Venture Project (as described below, and referred to as “**Mankono**”), which consists of three properties contiguous to the Company’s Koné Gold Project (“**KGP**”) in Côte d’Ivoire. Under the terms of the Agreement, Montage will acquire 100% of the issued and outstanding shares of Mankono Exploration Limited (a Jersey Company) (“**MEL**”), which indirectly holds Mankono, for total consideration of C\$30,000,000 comprised of C\$14,500,000 in cash, 22,142,857 common shares of Montage, and the granting of a 2% NSR royalty (allocated 70% to Barrick and 30% to Endeavour based on their relative ownership interest in MEL).

The Company also entered into an agreement with Stifel GMP on behalf of a syndicate of underwriters (collectively, the “**Underwriters**”), pursuant to which the Underwriters have agreed to purchase, on a bought deal private placement basis, approximately 28.6 million subscription receipts (the “**Subscription Receipts**”) priced at C\$0.70 per Subscription Receipt, for gross proceeds of approximately C\$20.0 million (the “**Financing**”).

Item 5 Full Description of Material Change

Montage has signed a definitive share purchase agreement (the “**Agreement**”) with Barrick and Endeavour pursuant to which Montage will acquire 100% of the outstanding shares of MEL in exchange for total consideration (the “**Consideration**”) of C\$30,000,000, consisting of C\$14,500,000 in cash and 22,142,857 common shares of Montage (priced at C\$0.70 per common share), plus a 2% NSR royalty. The Consideration will be split pro-rata on a 70/30 basis between Barrick and Endeavour.

Closing of the Transaction is subject to, among other things, the award of the Gbongogo Exploration Permit, which is currently in application. The application has passed the inter-ministerial subcommittee process and the Transaction is expected to close as soon as the permits are formally awarded. The Agreement provides for an outside closing date of December 7, 2022, unless otherwise extended by the parties.

The Company has entered into an agreement with Stifel GMP on behalf of a syndicate of underwriters (collectively, the “**Underwriters**”), pursuant to which the Underwriters have agreed to purchase, on a bought deal private placement basis, approximately 28.6 million subscription receipts (the “**Subscription Receipts**”) priced at C\$0.70 per Subscription Receipt, for gross proceeds of approximately C\$20.0 million (the “**Financing**”). The Financing is expected to close on July 7, 2022.

The Company intends to use the net proceeds of the Financing to pay the cash portion of the consideration payable pursuant to the Transaction and to fund the business plan of the Company in respect of the acquired properties following closing of the Transaction.

Each Subscription Receipt shall be deemed to be exchanged, without payment of any additional consideration, into one common share of the Company upon the satisfaction of certain conditions, which includes the closing of the Transaction (the “**Release Conditions**”).

The gross proceeds from the sale of the Subscription Receipts less 25% of the Underwriters’ fee will be deposited and held in escrow by Endeavour Trust Company, as subscription receipt and escrow agent, pending the satisfaction or waiver of the Release Conditions. If the Release Conditions are not satisfied or waived prior to December 7, 2022 (the “**Termination Date**”), the escrowed proceeds will be returned to the holders of Subscription Receipts, and the Subscription Receipts will be cancelled and have no further force and effect.

The gross offering price of the Subscription Receipts will accrue interest for the benefit of the Subscription Receipt holders as follows:

- 10.0% per annum, payable in cash (the “**Cash Interest**”) on the earlier of (i) the satisfaction of the Release Conditions; and (ii) the Termination Date; and
- 6.0% per annum, payable in common shares (the “**Interest Shares**”) to be issued at the then current “Market Price” (as defined in the TSXV Corporate Finance Manual), on the two month anniversary of the closing of Financing and on each subsequent two month anniversary of the prior Interest Shares payment date (each such two month period, a “**Bi-Monthly Period**”) until the earlier of (i) the satisfaction of the Release Conditions; and (ii) the Termination Date; provided that no such interest shall accrue and no Interest Shares will be issuable for any partial Bi-Monthly Period.

The Subscription Receipts will not be listed on any stock exchange, though the Company has applied to list the common shares issuable upon exchange of the Subscription Receipts and the Interest Shares on the TSX Venture Exchange, which application remains subject to the approval of the TSX Venture Exchange.

The 2% NSR royalty (the “**Royalty**”) will apply only to the permits and applications that currently comprise Mankono and will be subject to a 1% buyback at the option of Montage for a period of two years for a price of US\$10 million. The Royalty will be documented under two separate agreements, whereby Barrick will receive a 1.4% royalty and Endeavour a 0.6% royalty, reflecting their respective pro rata entitlements.

Upon completion of the Transaction (and assuming the exchange of Subscription Receipts for common shares), Montage will issue a total of 50,714,286 common shares and will have a pro forma share count of 156,054,290 issued and outstanding common shares.

Pursuant to Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”), the Financing constitutes a “related party transaction” to the extent that insiders of the Company subscribe for Subscription Receipts. Insiders of the Company (the “**Insiders**”) are expected to participate in the Financing in the following amounts:

Insider	Subscription Receipts	Current Common Shares Owned and Controlled	Current Options
Rick Clark	1,428,572	1,132,696	950,000
Adam Spencer	642,842	532,328	1,250,000
David Field	642,858	626,444	550,000
Kevin Ross	357,143	45,455	550,000
Alessandro Bitelli	285,715	-	300,000
Hugh Stuart	285,715	333,131	1,250,000
Sasha Bukacheva	142,858	-	300,000
Anu Dhir	142,858	-	300,000
Peter Mitchell	42,858	443,799	550,000

The Financing will not result in a material change to the percentage holdings in the Company of the Insiders, as set out in the above table, based on the 156,054,290 issued and outstanding common shares to be outstanding upon completion of the Transaction.

The Company is relying on exemptions from the formal valuation and minority approval requirements of MI 61-101, specifically: (i) the valuation requirement of MI 61-101 by virtue of the exemption contained in Section 5.5(b), as the common shares are not listed on a market specified in MI 61-101, and (ii) the minority shareholder approval requirement of MI 61-101 by virtue of the exemption contained in Section 5.7(1)(a) of MI 61-101, as the fair market value of the Subscription Receipts and the Escrow Interest being issued and paid to Insiders will not exceed 25% of the Company’s market capitalization (as determined under MI 61-101).

The Financing was approved by all of the directors of the Company in accordance with applicable corporate law. No other specific review process was undertaken.

The Company will not file a material change report at least 21 days before the closing of the Financing, which is expected for June 29, 2022, due to the fact that the closing date was moved from that originally anticipated at the time the Financing was announced, being July 7, 2022.

Neither the Company nor any director or senior officer of the Company is aware, after reasonable inquiry, of any prior valuation in respect of the Company that relates to the subject matter of or is otherwise relevant to the Financing and that has been made in the 24 months before the date of this material change report.

The securities issued pursuant to the Financing and the Transaction are subject to a four-month hold period under applicable Canadian securities laws commencing on the closing date of the Financing or the Transaction, as applicable.

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

This report is not being filed on a confidential basis.

Item 7 **Omitted Information**

No information has been omitted.

Item 8 **Executive Officer**

Glenn Kondo, Chief Financial Officer, 604 689 7842.

Item 9 **Date of Report**

June 17, 2022.