

## MONTAGE GOLD ANNOUNCES STRATEGIC INVESTMENT BY ZIJIN MINING; C\$170M EQUITY RAISE LAUNCHED TO ADVANCE THE KONE PROJECT

### HIGHLIGHTS:

- C\$170 million equity raise launched at C\$1.75/share which represents a 1.1% discount to the closing price of July 15, 2024
- Zijin to make a strategic investment of C\$57.3 million to obtain a 9.9% stake in Montage as part of the equity raise
- Lundin Family Trusts to invest C\$43.0 million to increase its stake from 17.7% to 19.9% as part of the equity raise

**Vancouver, Canada** — July 16, 2024 — **Montage Gold Corp. (“Montage” or the “Company”)** (TSXV: MAU, OTCQX: MAUTF) is pleased to announce that it has launched a brokered private placement of up to 97,142,857 common shares of the Company (the “Common Shares”) at a price of C\$1.75 per Common Share for aggregate gross proceeds of up to C\$170 million (the “Offering”), which will include a strategic investment from Zijin Mining Group Co. Ltd. (together with its affiliates, “Zijin”), in addition to the Lundin Family Trusts increasing their stake from 17.7% to 19.9%.

Martino De Ciccio, CEO of Montage, commented: “We are pleased to welcome Zijin as a major shareholder, following their in-depth due diligence and site visit, along with an increased investment in Montage by the Lundin Family. These investments strengthen our ability to deliver on our strategy to become a premier multi-asset African gold producer and validate the potential of our Koné gold project in Côte d’Ivoire.

With a strengthened balance sheet, we will be well positioned to rapidly continue unlocking value for our stakeholders by progressing the Koné project towards an anticipated construction launch by Q1-2025, while continuing to progress our exploration strategy of delineating higher-grade targets that can be slotted into the mine plan from the commencement of the operation.”

Under the Offering, Zijin has agreed to purchase 32,714,829 Common Shares which would result in a 9.9% ownership interest in Montage upon completion of the Offering, and trusts controlled by the Lundin family (the “Lundin Family Trusts”) have agreed to purchase 24,588,865 Common Shares, which will allow the Lundin Trusts to increase their ownership interest in Montage from 17.7% to 19.9% upon completion of the Offering. Insiders of the Company also intend to participate in the Offering.

In connection with the Offering, the Company has entered into an agreement with Stifel and SCP Resource Finance LP as co-lead agents and joint bookrunners (the “Lead Agents”), on behalf of a syndicate of agents including Cormark Securities Inc., Raymond James Ltd., and Beacon Securities Limited (collectively, the “Agents”) to act as its placement agents, and may compensate persons who act as finders in connection with the Offering and in accordance with the policies of the TSX Venture Exchange. In consideration of the services rendered by the Agents in connection with the Offering, the Company has agreed to pay to the Agents upon closing of the Offering (the “Closing”) a cash commission equal to 5% of the gross proceeds from the Offering (the “Agents’ Commission”), excluding amounts raised pursuant to participation in the Offering by each of Zijin and the Lundin Family Trusts, as well as by subscribers identified on the Company’s president’s list, which is expected to represent an aggregate subscription amount of up to C\$20 million.

The net proceeds of the Offering will be used for development expenditures at the Company's Koné Project, exploration, and for working capital and general corporate purposes.

The Offering is expected to close during the week of August 12, 2024, and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and other approvals, including the acceptance of the TSX Venture Exchange.

The Common Shares issued pursuant to the Offering will be subject to a four-month hold period under applicable Canadian securities laws commencing on the Closing.

The investment by the Lundin Trusts and insiders of the Company in the Offering constitutes "related party transactions" within the meaning of TSXV Policy 5.9 and Multilateral Instrument 61–101 *Protection of Minority Security Holders in Special Transactions* ("MI 61–101"). The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61–101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61–101 in respect of such investments as the fair market value (as determined under MI 61- 101) of the respective investments is below 25% of the Company's market capitalization (as determined in accordance with MI 61-101).

Subject to applicable regulatory requirements, the Common Shares issued pursuant to the Offering will be offered for sale to purchasers resident in Canada and other qualifying jurisdictions, in accordance with all applicable laws, provided that no prospectus, registration statement or other similar document is required to be filed in such jurisdiction.

The Common Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

**Neither the 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.**

## **ABOUT MONTAGE GOLD CORP.**

Montage Gold Corp. (TSXV: MAU) is a Canadian-listed company focused on becoming a premier multi-asset African gold producer, with its flagship Koné project, located in Côte d'Ivoire, at the forefront. Based on the Feasibility Study published in 2024, the Koné project ranks as one of the highest quality gold projects in Africa with a long 16-year mine life, low AISC of \$998/oz over its life of mine, and sizeable annual production of +300koz of gold over the first 8 years. Over the course of 2024, the Montage management team will be leveraging their extensive track record in developing projects in Africa to progress the Koné project towards a construction launch, thereby unlocking significant value for all its stakeholders.

## **TECHNICAL DISCLOSURE**

The Koné and Gbongogo Main Mineral Resource Estimates were carried out by Mr. Jonathon Abbott of Matrix Resource Consultants of Perth, Western Australia, who is considered to be independent of Montage Gold. Mr. Abbott is a member in good standing of the Australian Institute of Geoscientists and has sufficient experience which is relevant to the commodity, style of mineralization under consideration and activity which he is undertaking to qualify as a Qualified Person under NI 43–101.

The Mineral Reserve Estimate was carried out by Ms. Joeline McGrath of Carci Mining Consultants Ltd., who is considered to be independent of Montage Gold. Ms. McGrath is a member in good standing of the Australian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the work which she is undertaking to qualify as a Qualified Person under NI 43–101.

For further details of the data verification undertaken, exploration undertaken and associated QA/QC programs, and the interpretation thereof, and the assumptions, parameters and methods used to develop the Mineral Reserve Estimate for the Koné Gold Project, please see the UFS, entitled "Koné Gold Project, Côte d'Ivoire Updated Feasibility Study National Instrument 43-101 Technical Report" and filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Readers are encouraged to read the UFS in its entirety, including all qualifications, assumptions and exclusions that relate to the details summarized in this news release. The UFS is intended to be read as a whole, and sections should not be read or relied upon out of context.

Samples used for the results described above come from diamond Drilling Holes and are based on 1 metre composite sample. Core samples have been cut in two by core blade at the camp facilities then shipped by road to Bureau Veritas facility in Abidjan, Côte d'Ivoire. They have been crushed to 2 mm (70% passing) with 1 kilogram split out for pulverization to 75  $\mu$  m (85% passing) then analysed by fire assay using a 50-gram charge.

Field duplicate samples are taken, and blanks and standards are added to every batch submitted. QA/QC has been approved in line with industry standards and interpretations reviewed by the Qualified Person.

## QUALIFIED PERSONS STATEMENT

The scientific and technical contents of this press release have been verified and approved by Silvia Bottero, BSc, MSc, a Qualified Person pursuant to NI 43-101. Mrs. Bottero, EVP Exploration of Montage, is a registered Professional Natural Scientist with the South African Council for Natural Scientific Professions (SACNASP), a member of the Geological Society of South Africa and a Member of AusIMM.

## CONTACT INFORMATION

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## FORWARD LOOKING STATEMENTS

This press release contains certain forward-looking information and forward-looking statements within the meaning of Canadian securities legislation (collectively, "Forward-looking Statements"). All statements, other than statements of historical fact, constitute Forward-looking Statements. Words such as "will", "intends", "proposed" and "expects" or similar expressions are intended to identify Forward-looking Statements. Forward looking Statements in this press release include statements related to completion of the Offering, including the participation of Zijin and the Lundin Family Trusts; the use of proceeds of the Offering; receipt of approval from the TSX Venture Exchange; the Company's mineral reserve and resource estimates; the timing and amount of future production from the Koné Gold Project; expectations with respect to the IRR, NPV, payback and costs of the Koné Gold Project; anticipated mining and processing methods of the Koné Gold Project; anticipated mine life of the Koné Gold Project; expected recoveries and grades of the Koné Gold Project; and timing for permits and concessions, including that the Company will receive all approvals in H2-2024 necessary to build the project, and exploration plans for 2024. Forward-looking Statements involve various risks and uncertainties and are based on certain factors and assumptions. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include uncertainties inherent in the preparation of mineral reserve and resource estimates and definitive feasibility studies such as the Mineral Reserve Estimate and the UFS, including but not limited to, assumptions underlying the production estimates not being realized, incorrect cost assumptions, unexpected variations in quantity of mineralized material, grade or recovery rates, unexpected changes to geotechnical or hydrogeological considerations, unexpected failures of plant, equipment or processes, unexpected changes to availability of power or the power rates, failure to maintain permits and licenses, higher than expected interest or tax rates, adverse changes in project parameters, unanticipated delays and costs of consulting and accommodating rights of local communities, environmental risks inherent in the Côte d'Ivoire, title risks, including failure to renew concessions, unanticipated commodity price and exchange rate fluctuations, risks relating to COVID-19, delays in or failure to receive access agreements or amended permits, and other risk factors set forth in the Company's 2023 AIF under the heading "Risk Factors". The Company undertakes no obligation to update or revise any Forward-looking Statements, whether as a result of new information, future events or otherwise, except as may be required by law. New factors emerge from time to time, and it is not possible for Montage to predict all of them, or assess the impact of each such factor or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any Forward-looking Statement. Any Forward-looking Statements contained in this press release are expressly qualified in their entirety by this cautionary statement.

## **NON-GAAP MEASURES**

This press release includes certain terms or performance measures commonly used in the mining industry that are not defined under International Financial Reporting Standards (“IFRS”), including cash costs and AISC (or “all-in sustaining costs”) per payable ounce of gold sold and per tonne processed and mining, processing and operating costs reported on a unit basis. Non-GAAP measures do not have any standardized meaning prescribed under IFRS and, therefore, they may not be comparable to similar measures employed by other companies. The Company discloses “cash costs” and “all-in sustaining costs” and other unit costs because it understands that certain investors use this information to determine the Company’s ability to generate earnings and cash flows for use in investing and other activities. The Company believes that conventional measures of performance prepared in accordance with IFRS, do not fully illustrate the ability of mines to generate cash flows. The measures, as determined under IFRS, are not necessarily indicative of operating profit or cash flows from operating activities. The measures cash costs and all-in sustaining costs and unit costs are considered to be key indicators of a project’s ability to generate operating earnings and cash flows. Non-GAAP financial measures should not be considered in isolation as a substitute for measures of performance prepared in accordance with IFRS and are not necessarily indicative of operating costs, operating profit or cash flows presented under IFRS. Readers should also refer to our management’s discussion and analysis, available under our corporate profile at [www.sedarplus.ca](http://www.sedarplus.ca) for a more detailed discussion of how we calculate such measures.

## **REQUIRED EARLY WARNING DISCLOSURE**

Prior to Zijin’s agreement to purchase 32,714,829 Common Shares, Zijin beneficially owned and had control and direction over an aggregate of 782,000 Common Shares, representing approximately 0.3% of the issued and outstanding Common Shares. Upon completion of the Offering, Zijin will acquire an additional 32,714,829 Common Shares, and will beneficially own and have control and direction over an aggregate of 33,496,829 Common Shares, representing approximately 12.2% of the issued and outstanding Common Shares. Assuming completion of the Offering and the issuance of an aggregate of 97,142,857 Common Shares, the 33,496,829 Common Shares owned by Zijin will represent 9.9% of the issued and outstanding Common Shares. The cash consideration to be paid by Zijin for the aggregate of 32,714,829 Common Shares is C\$1.75 per Common Share, for total consideration of approximately C\$57.3 million.

Zijin is acquiring the Common Shares for investment purposes. In the future, Zijin may, from time to time, increase or decrease its investment in Montage through market transactions, private arrangements, treasury issuances or otherwise.

An early warning report containing additional information with respect to the foregoing matters will be filed under Montage’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca) and may also be obtained by contacting: Sandy Kansky, tel. (604)-689-7842.

Montage’s head office is located at Suite 2800, Four Bentall Centre, 1055 Dunsmuir Street, Vancouver, British Columbia, V7X 1L2. Zijin is making its strategic investment in Montage through its wholly-owned subsidiary, Jin Huang Mining Company Limited, whose head office is located at Unit 7503A, Level 75, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong.