MONTAGE GOLD CORP.

ANNUAL REPORT

For the Year Ended

December 31, 2022

MONTAGE GOLD CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
YEAR ENDED DECEMBER 31, 2022
(Amounts in Canadian Dollars unless otherwise indicated)

The following management's discussion and analysis ("MD&A") of Montage Gold Corp. ("Montage" or the "Company") should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2022, and related notes therein. The financial information in this MD&A is reported in Canadian dollars unless otherwise indicated and is derived from the Company's consolidated financial statements prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). The effective date of this MD&A is April 27, 2022. Additional information about the Company and its business activities is available on SEDAR at www.sedar.com and the Company's website www.montagegoldcorp.com.

BUSINESS OVERVIEW

Montage is a Mineral Resource company engaged in the exploration and development of mineral properties in Côte d'Ivoire which include the Koné Gold Project (previously named the Morondo Gold Project), the Korokaha Gold Project, and the Bobosso Gold Project (collectively, the "Montage Properties"). As at the date hereof, Montage's sole material asset is the Koné Gold Project ("KGP"). The continued operations of Montage and the recoverability of the amounts shown for the Montage Properties is dependent upon, among other things, the ability of Montage to obtain necessary financing to complete the exploration and development of such properties and upon future profitable production from or disposition of such properties.

Montage Gold Corp. was incorporated under the Business Corporations Act (British Columbia) on July 4, 2019, as a wholly-owned subsidiary of Orca Gold Inc ("Orca") and commenced trading on the TSXV under the ticker symbol MAU on October 23, 2020 following an initial public offering of an aggregate of 27,272,728 common shares of Montage ("Common Shares") at a price of $1.10 per Common Share (the "IPO"). Immediately following the IPO, Orca's interest in Montage was 45%.

On May 19, 2022 pursuant to a definitive agreement Perseus Mining Limited ("Perseus") acquired all of the issued and outstanding shares of Orca and as a result, Orca became a wholly owned subsidiary of Perseus.

On November 21, 2022, Montage closed the acquisition of the Mankono-Sissédougou Joint Venture Project ("the Transaction"), from subsidiaries of both Barrick Gold Corporation ("Barrick") and Endeavour Mining Corporation ("Endeavour") in exchange for $14,500,000 in cash, 22,142,857 Common Shares of Montage, and the granting of a 2% NSR royalty. All consideration paid is split pro-rata by Barrick (70%) and Endeavour (30%). Pursuant to the Transaction, Montage acquired a 100% interest in Mankono Exploration Ltd (a Jersey company), which has a 100% interest in Mankono Exploration SA (Côte d'Ivoire company), which is the owner of the three Mankono properties covering 893km^2 which are now part of the Koné Gold Project.

In connection with the Transaction, Montage completed a $20,000,000 financing of subscription receipts ("the Offering") at an issue price of $0.70 per share, the proceeds of which were released from escrow concurrent with closing of the Transaction and the subscription receipts were converted into 28,571,429 Common Shares of Montage.

Following the close of the Transaction and the Offering, Barrick and Endeavour each owned 9.7% and 4.1%, respectively, of Montage Common Shares calculated on an undiluted basis. At the same time the company's largest shareholder, Perseus (through Orca), elected to not participate in the Offering and had its ownership percentage interest reduced to 20.6% on a basic basis.

SUMMARY OF GOLD PROJECTS

Koné Gold Project

The Koné Gold Project includes the Koné Exploration Permit (PR 262), the Farandougou Exploration Permit (PR 748), the Sisséplé Exploration Permit (PR 920), the Sisséplé North Exploration Permit (PR 879b), the Gbongogo Exploration Permit (PR 919), the Sissédougou Exploration Permit (PR 842), and two Exploration Permit applications located in the area near the Koné Exploration Permit. The Koné Exploration Permit lies within the sous-prefectures of Kani and Morondo around 470 km northwest of the capital Abidjan.

Other Exploration Properties

The Company's other mineral properties include the Korokaha Gold Project and the Bobosso Gold Project, as described below.

Property	Description
Korokaha Gold Project	The Korokaha South permit is a permit issued to the Company on April 22, 2020 for an initial term of four years. It covers an area of 353 km^2.
Bobosso Gold Project	The Bobosso Gold Project includes the Wendéné permit (297.8km^2) and previously included the Bassawa permit, which was relinquished back to the government based on a re-assessment of previous exploration work. The Wendéné prospect (within the Wendéné permit) lies on the southern extension of the Houndé Greenstone belt. The Wendéné permit was issued on October 9, 2015 and renewed on December 11, 2019 valid from December 9, 2019 for 3 years. This permit has now been relinquished and a new permit application made over a reduced area.

CORPORATE

In connection with the Transaction, the Company completed a $20,000,000 financing and paid the Underwriters 25% of a cash fee equal to 4.0% of the aggregate purchase price of the subscription receipts sold under the Offering (other than the subscribers that were on the President's list, which equated to $8,750,000 of the total subscription receipts of $20,000,000) at an initial expenditure of $0.2 million resulting in escrowed funds of $19.8 million.

While the receipts were held in escrow, they accrued interest, which were paid to the subscription right holders as follows:

- A bonus interest payment calculated at 6.0% per annum payable in cash on each two-month anniversary following June 30, 2022 resulted in two bonus interest payments being paid on August 30, 2022, and October 30, 2022, totalling $0.4 million; and

- A final interest payment calculated at 10.0% per annum totalling $0.8 million was paid upon transaction close for period June 30 to November 21, 2022.

As part of closing the Transaction the Company received net funds from escrow of $5.2 million following the payment of $14.5 million to Barrick and Endeavour as consideration, underwriter fees of $0.5 million, and receiving interest earned on the escrow funds of $0.2 million.

The Company also issued 28,571,429 Common Shares of Montage to the subscription receipts holders for conversion of the subscription receipts and 22,142,857 Common Shares of Montage to Barrick and Endeavour as part of the total Transaction consideration.

OUTLOOK

During 2023, the Company plans to execute an exploration campaign to test as many targets as possible within the newly expanded Koné Gold Project area. The primary focus of this campaign is to identify satellite deposits that can be mined and trucked to a planned processing facility located adjacent to the Koné deposit. At present, the aim is to identify targets that show sufficient scale to be mined with grades of 1.5g/t or higher. Montage is currently budgeting for a program of >40,000m of drilling (Aircore, RC, and core) and will reevaluate the scope of this program for further expansion based on results received.

Montage intends to publish a revised feasibility study on the Koné Gold Project by year-end 2023 incorporating as many high-grade satellites as possible, including the Gbongogo deposit which presently hosts an Inferred Mineral Resource of 5.2Mt grading 2.1g/t for 351,000oz sitting 30km due North of the Koné deposit. Montage is undertaking the necessary work to upgrade the Gbongogo MRE to the Indicated category as well as conducting feasibility level test work to allow this deposit to be included in the updated feasibility study.

SELECTED ANNUAL FINANCIAL INFORMATION

	Dec - 22	Dec - 21	Dec - 20
Revenue ($000's)	Nil	Nil	Nil
Exploration costs ($000's)	4,796	19,586	7,170
Total net loss ($000’s)	9,783	23,490	10,388
Net loss attributed to the Company’ shareholders ($000’s)	9,783	23,490	10,388
Net loss per share attributed to the Company’s shareholders basic and diluted ($)	$0.09	$0.22	$0.13
Total assets ($000’s)	51,966	23,410	46,694
Total current financial liabilities ($000’s)	2,168	1,101	2,118

Year ended December 31, 2022 compared to year ended December 31, 2021

For the year ended December 31, 2022, Montage incurred a loss of $9.8 million (2021: $23.4 million). Exploration costs for the year ended December 31, 2022 were $4.7 million (2021: $19.6 million). Exploration costs were $14.9 million lower than the prior year due to less drilling activity following the completion of the Company’s 60,155 metre drill program at Koné during 2021.

Administration costs were $4.1 million for the year ended December 31, 2021 (2021: $3.9 million). The increase in administration costs is largely due to an increase in professional fees of $0.3 million and board special committee fees of $0.2 million to review corporate transactions, which were partially offset by lower stock based compensation expense during the year.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

	Dec - 22	Sept - 22	June - 22	Mar - 22	Dec - 21	Sept - 21	June - 21	Mar - 21
Revenue ($000's)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Exploration costs ($000's)	2,208	690	620	1,278	2,106	2,567	7,599	7,315
Total net loss ($000's)	3,674	2,277	1,564	2,268	3,386	3,418	8,533	8,153
Net loss attributed to the Company's shareholders ($000's)	3,674	2,277	1,564	2,268	3,386	3,418	8,533	8,153
Net loss per share attributed to the Company's shareholders basic and diluted ($)	0.03	0.02	0.02	0.02	0.03	0.03	0.08	0.08
Total assets ($000's)	51,966	38,912	38,668	20,786	23,410	26,175	31,517	41,013
Total current financial liabilities ($000's)	2,168	21,408	20,970	1,116	1,101	695	3,375	4,544

As a junior mining company, Montage has no expectation of generating operating profits until it develops a commercially viable mineral deposit.

Exploration costs during Q1, 2022 were $1.3 million (2021: $7.3 million), a reduction of $6.0 million compared to the prior year. Exploration costs were spent on permitting work and sampling and geochemistry within the Koné Gold Project project.

Exploration costs during Q2, 2022 were $0.6 million (2021: $7.6 million), a reduction of $6.9 million compared to the prior year. Exploration costs decreased compared to the prior year as the Company completed its PEA for the Koné Gold Project project during H1 2021 with expenditures for drilling and sampling work totalling $6.5 million. Exploration work during Q2, 2022 focussed on soil sampling on the Sisséplé Exploration and Farandougou Exploration Permits.

Exploration costs during Q3, 2022 were $0.7 million (2021: $2.6 million), a reduction of $1.9 million compared to the prior year. Exploration costs were spent on permitting work and soil geochemistry, mapping and target generation within the Koné Gold Project project and preparing for exploration in the newly acquired permit areas.

As at the end of Q3, 2022 short term liabilities of $21.4 million, included subscription receipts payable of $20 million and interest payable on the subscription receipts of $0.5 million as at September 30, 2022.

Exploration during Q4, 2022 was $2.2 million (2021: $2.1 million). During Q4 2022, the company commenced drilling within the Mankono properties on the Gbongogo permit, while drilling costs in Q4, 2021 were incurred to complete the Koné Gold Project feasibility study.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2022, the Company had a consolidated cash balance of $8.0 million (December 31, 2021: $9.8 million).

The source and use of funds from the Company's IPO to December 31, 2022 compared to the amounts disclosed in the prospectus are as follows.

	Montage Prospectus	Actual Source of Funds and Expenditures to December 31, 2022
Source of Funds:		
Source of Funds (offering and working capital)	31,955,066	32,534,238
Underwriter over-allotment	-	4,224,999
Total Source of Funds	**31,955,066**	**36,759,237**
Expenditures:		
Koné Gold Project Phase I: Preliminary Economic Assessment	6,500,000	4,552,099
Koné Gold Project Phase 2: Feasibility Study	11,400,000	15,570,029
Other exploration on Montage Properties	900,000	1,683,484
Cote d'Ivoire indirect operating costs and overhead	4,400,000	6,524,684
General corporate and working capital purposes	8,755,066	6,957,320
Total Expenditures	**31,955,066**	**35,287,616**

The initial source of funds of $36.8m is $4.8 million higher than the Prospectus of $32.0 million as the underwriters had fully exercised an over-allotment option to purchase an additional 15% of Montage Common Shares at the time of IPO of $4.2m and opening working capital was $0.6m higher than forecast in the prospectus.

The Company's expenditures for the Koné Gold Project PEA and Feasibility Study were $20.0 million compared to projected costs of $17.9 million. Actual costs incurred to complete the PEA were approximately $1.9 million less than forecast due to less drilling being completed than was budgeted to define the expanded Inferred Mineral Resource. Actual costs incurred to complete the Feasibility Study were approximately $4.0 million higher than forecast due primarily to more drilling being completed to upgrade the Mineral Resource to the Indicated category than was originally budgeted, primarily in the deeper parts of the orebody.

The Company has spent further proceeds on its exploration program which commenced in 2021 to identify and advance satellite pit targets and exploration work on the Mankono-Sissédougou Joint Venture Project. The use of funds in the table does not include the cash receipts and net interest expense from the subscription receipts or the acquisition costs of the Mankono-Sissédougou Joint Venture Project.

The December 31, 2022 cash balance of $8.1 million was 1.7 million lower than the prior year. The change in cash position includes cash outflow for operating expenditures, including capital of $7.2 million. Cash inflows during the year included the cash receipts from share option exercises of $2.1 million and a net $3.3 million received from the subscription receipts after payment to Barrick and Endeavour of $14.5 million, net interest expense of $1.0 million, underwriter fees of $0.6 million and transaction costs paid for the acquisition of the Mankono-Sissédougou Joint Venture Project of $0.6m.

OFF BALANCE SHEET ARRANGEMENTS

The Company did not have any off-balance sheet arrangements as at December 31, 2022 or as of the date of this MD&A.

RELATED PARTY TRANSACTIONS

a) Key management compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's directors and executive officers.

The remuneration of key management personnel is as follows:

	Year ended December 31, 2022	Year ended December 31, 2022
Salaries and management fees	1,199,891	1,052,532
Short term benefits	40,043	23,492
Director fees	409,048	264,967
Stock based compensation	503,370	1,055,343
Total key management compensation	**2,152,352**	**2,396,334**

MANAGEMENT OF FINANCIAL RISK

The Company's financial instruments are exposed to certain financial risks, including currency, credit, liquidity risk.

a) Currency risk

Foreign currency risk can arise when the Company or its subsidiaries transact in currencies other than their functional currencies. As at December 31, 2022, the Company's Ivorian operating subsidiary's largest foreign currency risk exposure was a net financial liability denominated in West African Franc which is pegged to the Euro. A 10% change in the foreign exchange rate would give rise to increases/decreases of approximately $0.1 million in financial position/comprehensive loss.

b) Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. As at December 31, 2022, the majority of the Company's cash and cash equivalents was held through Canadian institutions with investment grade ratings with $0.5 million or 6% held in accounts with a rating of B or lower.

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's financial liabilities are comprised of accounts payable and accrued liabilities. The Company frequently assesses its liquidity position by reviewing the timing of amounts due and the Company's current cash flow position to meet its obligations. The Company manages its liquidity risk by maintaining sufficient cash and cash equivalents balances to meet its anticipated operational needs. The Company's accounts payable and accrued liabilities arose as a result of exploration and development of its exploration and evaluation assets and other corporate expenses.

The maturities of the Company's financial liabilities as at December 31, 2022 are as follows:

	Total	Less than 1 year	1-5 years	More than 5 years
Accounts payable and accrued liabilities	2,168,255	2,168,255	-	-

OUTSTANDING SHARE DATA

As at the date of this MD&A, the Company had 185,004,890 Common Shares issued and outstanding and 8,500,000 share options outstanding under its stock based incentive plan, 1,023,076 restricted share units outstanding under its restricted share unit plan and 576,925 deferred share units outstanding under the deferred share unit plan.

SUBSEQUENT EVENT

On April 12, 2023 the Company completed a bought deal private placement offering of 24,500,600 common shares ("the Offered Shares") at an issue price of $0.70 per Offered Share for gross proceeds of $17,150,420. The net proceeds from the issue of the Offered Shares are intended to be used for the Company's ongoing exploration and drilling program at the Koné Gold Project, including the advancement of an updated mineral resource estimate and for work related to an updated feasibility study, and for working capital and general corporate purposes

RISKS AND UNCERTAINTIES

The operations of the Company are speculative due to the high risk nature of its business which includes the acquisition, financing, exploration, development and operation of mining properties. The Company has identified the following risks relevant to its business and operations, which could materially affect the Company's operating results, financial performance and the value of the Common Shares. Prospective investors should carefully consider their personal circumstances and consult their broker, lawyer, accountant or other professional adviser before making an investment decision. The information below does not purport to be an exhaustive summary of the risks affecting the Company, and additional risks and uncertainties not currently known to the Officers or Directors of the Company or not currently perceived as being material may have an adverse effect on the business of the Company.

The Company is subject to the risks inherent in foreign investments and operations

The Company is subject to certain risks and possible political and economic instability specific to Cote d'Ivoire. Political and/or economic instability in the country may trigger civil unrest that may result in the suspension of the Company's activities at the mineral properties held by the Company for an extended period of time. Risks may include, among others, labour disputes, invalidation of governmental orders and permits, corruption, uncertain political and economic environments (including in respect of presidential elections), sovereign risk, war (including in neighbouring states), civil disturbances and terrorist actions, arbitrary changes in laws or policies of particular countries, the failure of foreign parties to honour contractual relations, foreign taxation, delays in obtaining or the inability to obtain necessary governmental permits, opposition to mining from environmental or other non-governmental organizations, limitations on foreign ownership, limitations on the repatriation of earnings, limitations on gold exports, instability due to economic under-development, inadequate infrastructure and increased financing costs.

The occurrence of these risks may adversely affect the mining industry, mineral exploration and mining activities generally or the Company and could result in the impairment or loss of mineral concessions or other mineral rights. Even if the Company is able to maintain its operations, market perception of country risk may persist and lead to a deterioration in the valuation of the Common Shares.

In addition, the enforcement by the Company of its legal rights to exploit its properties may not be recognized by the local government or by its court system. These risks may limit or disrupt the Company's operations, restrict the movement of funds or result in the deprivation of contractual rights or the taking of property by nationalization or expropriation without fair compensation. The economy and political systems of Côte d'Ivoire as with other countries in Africa and many other mining jurisdictions, should be considered by investors to be less predictable than those in countries in which the majority of investors are likely to be resident. The possibility that the current, or a future, government may adopt substantially different policies, take arbitrary action which might halt production, extend to the re-nationalization of private assets or the cancellation of contracts, the cancellation of mining and exploration rights and/or changes in taxation treatment cannot be ruled out, the happening of any of which could result in a material and adverse effect on the Company's results of operations and financial condition.

There is a potential for terrorist activity in Côte d'Ivoire

Côte d'Ivoire shares borders with several West African countries, including Mali and Burkina Faso, both of which are experiencing elevated levels of terrorist activity in recent years. At the present time, the threat of terrorist activities in Côte d'Ivoire appears low, however that may change in the future and may force the Company to suspend operations and remove its employees from the country for an extended period of time during period of heighten risk.

Pandemics, Epidemics or Infectious Disease Outbreak

Disruptions caused by pandemics, epidemics or infectious disease outbreaks, such as the COVID-19 pandemic, could adversely affect the Company's business, operations, financial results and forward-looking expectations. Possible impacts of caused by pandemics, epidemics or infectious disease outbreaks may include mandated or voluntary closures of operations, illness among the Company's workforce, restricted mobility of personnel, all of which could disrupt the Company's operations and negatively impact its financial performance of the value of its Common Shares.

The success of the Company is significantly dependent on its management

The success of the Company is currently largely dependent on the performance of its Directors and Officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its Directors, Officers or other qualified personnel required to operate its business. As the Company's business activity grows, the Company will require additional key financial, administrative and mining personnel as well as additional operations staff. There can be no assurance that these efforts will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increases. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on the Company's operations and financial condition.

The Company has a limited business history, and there is no assurance of revenues

The Company does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. The Company has no history of earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its Common Shares since incorporation and does not anticipate doing so in the foreseeable future.

The likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. There is no assurance that the Company can generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

There is no timeline established as to when revenue may be generated for operations of the Company, if ever. There can be no assurance that any revenue can be generated or that other financing can be obtained. If the Company is unable to generate such revenue in the future or obtain such additional financing, any investment in the Company may be lost. In such an event, the probability of resale of Common Shares purchased would be significantly diminished.

Exploration, development, construction and operation of mining properties requires substantial capital which exposes the Company and the Montage Shareholders to significant financing risks and shareholder dilution.

Sources of capital and project financing

The exploration and development of mineral properties and any operation of mines and facilities requires a substantial amount of capital and the ability of the Company to proceed with any of its plans with respect thereto depends on its ability to obtain financing through joint ventures, equity financing, debt financing or other means. To fund activities, including certain exploration, evaluation and development activities, the Company anticipates that it will require additional financing. General market conditions, volatile gold markets, a claim against the Company, a significant disruption to the Company's business or operations or other factors may make it difficult to secure financing necessary to fund the substantial capital that is typically required in order to continue to advance a mineral project, such as the Koné Gold Project, through the testing, permitting and feasibility processes to a production decision or to place a property into commercial production. Similarly, there is uncertainty regarding the Company's ability to fund additional exploration or the acquisition of new projects. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on the Koné Gold Project or any other mineral properties in which the Company may hold an interest. While the Company may generate additional working capital through equity or debt offerings or through the sale or possible joint-venture of its one or more of its mineral properties, there is no assurance that any such funds will be available. The ability of the Company to arrange such financing in the future will depend in part upon prevailing capital market conditions, as well as the business success of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration and development or forfeiture of some rights in the Company's mineral properties.

There is no assurance that the Company will be successful in obtaining required financing as and when needed on acceptable terms, and failure to obtain such additional financing could result in the delay or indefinite postponement of any or all of the Company's exploration, development or other growth initiatives. If additional financing is raised by the issuance of Common Shares or other securities from treasury, control of the Company may change, and such additional financing may result in substantial dilution to Montage Shareholders. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Negative operating cash flows are expected to continue and will need to be funded

The Company has negative operating cash flow. The failure of the Company to achieve profitability and positive operating cash flows could have a material adverse effect on the Company's financial condition and results of operations. To the extent that the Company has negative cash flow in future periods, the Company may need to deploy a portion of its cash reserves to fund such negative cash flow. The Company expects to continue to sustain operating losses in the future until it generates revenue from the commercial production of its mineral properties. There is no guarantee that the Company will ever be profitable.

Global financial conditions may impact the Company's ability to raise additional funds

Global financial conditions continue to be subject to volatility arising from international geopolitical developments and global economic phenomenon, as well as general financial market turbulence, including but not limited to a significant recent market reaction to the novel coronavirus (COVID-19) pandemic, resulting in a significant reduction in in many major market indices. Access to public financing and credit can be negatively impacted by the effect of these events on Canadian and global credit markets. The health of the global financing and credit markets may impact the ability of the Company to obtain equity or debt financing in the future and the terms at which financing, or credit is available to the Company. These instances of volatility and market turmoil could adversely impact the Company's operations and the trading price of the Common Shares. The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the Company is dependent upon the capital markets to raise financing. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on the Company's business, operating results, and financial condition.

Estimating Mineral Reserves and Mineral Resources is risky, and the results of future exploration and development programs may not be consistent with the results and estimates included in the Koné Feasibility Study

The Company's Mineral Resources are estimates only, and no assurance can be given that the anticipated tonnages and grades reported in the Koné Feasibility Study will be achieved, or that estimated Mineral Resources can or will be mined or processed profitably. The results of future exploration and development programs may not be consistent with the results and estimates included in the Company's NI 43-101 technical reports on the Company's mineral properties. The Company's Mineral Resource estimates may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing and other factors that are currently unknown. There are numerous uncertainties inherent in estimating Mineral Resources, including many factors beyond the Company's control. Estimation is a subjective process, and the accuracy of the Company's Mineral Resource estimate is a function of the quantity and quality of available data, and of the assumptions made and judgments used in engineering and geological interpretation of that data and the level of congruence with the actual size and characteristics of the Company's deposits. These estimates may require adjustments or downward revisions based upon further exploration or development work, drilling or actual production experience.

Fluctuations in gold prices, results of drilling, metallurgical testing and production, the evaluation of mine plans after the date of any estimate, permitting requirements or unforeseen technical or operational difficulties may require revision of the Company's Mineral Resource estimates. Prolonged declines in the market price of gold may render relatively lower grades of mineralization uneconomical to recover. Mineral Resource estimates are based on drill hole information, which is not necessarily indicative of conditions between and around the drill holes. Accordingly, such estimates may require revision as more geologic and drilling information becomes available. Should reductions in Mineral Resources occur, the Company may be required to take a material write-down of its assets or delay the development of deposits, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows and prospects. There is a high degree of uncertainty in estimating Mineral Resources and of the grades and tonnage that are forecast to be in a deposit and, as a result, the grade and volume of gold that the Company mines, processes and recovers, will likely not be the same as suggested by the estimate. Any material reductions in estimates of Mineral Resources could have a material adverse effect on the Koné Gold Project and the Company's business, financial condition, results of operations, cash flows or prospects.

Mineral Resources are not Mineral Reserves and have a greater degree of uncertainty as to their existence and feasibility. Mineral Resources that are in the Inferred category are even more risky. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. Due to the uncertainty and speculative nature of Inferred Mineral Resources, economic considerations cannot be applied to this category.

Exploration and development is speculative and may not result in profitable mining operations

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and other factors such as political instability in the local jurisdictions, government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital.

There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of gold or other metals. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration and development programs, which may be affected by a number of factors. Substantial expenditures are required to establish Mineral Resources and Mineral Reserves through drilling and subsequent economic evaluation activities and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

The Company is in the business of exploring mineral properties, which is a highly speculative endeavour. A purchase of the Common Shares of the Company involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the Common Shares should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their entire investment. Prospective purchasers should evaluate carefully the risk factors associated with an investment in the Common Shares prior to making any purchase.

The future price of gold is uncertain and may be lower than expected

The price of gold realized by the Company will affect future production levels, earnings, cash flows and the financial condition of the Company. The price of gold is affected by numerous factors beyond the Company's control, including: (i) the strength of the Canadian and U.S. economies and the economies of other industrialized and developing nations; (ii) global or regional political or economic conditions; (iii) the relative strength of the Canadian and U.S. dollars and other currencies; (iv) expectations with respect to the rate of inflation; (v) current and expected interest rates and exchange rates; (vi) actual and anticipated purchases and sales of gold by central banks, financial institutions and other large holders, including speculators; (vii) demand for jewelry containing gold; (viii) investment activity, including speculation, in gold as a commodity or as a hedge against currency devaluation; and (ix) supply and demand dynamics, including the cost of substitutes, inventory levels and carrying charges.

The gold price has fluctuated widely in recent years, and future material price declines could cause any development of the Koné Gold Project to be delayed and could render it uneconomic, even if Mineral Reserves are estimated to exist. Depending on the current and expected price of gold, projected cash flows from any planned mining operations may not be sufficient to warrant commencing mining, and the Company could be forced to discontinue development or, if commenced, to discontinue commercial production. The Company may be forced to sell one or more portions of the Koné Gold Project to generate cash. Future production from the Koné Gold Project will be dependent on a price of gold that is adequate to make a deposit economically viable. The occurrence of any of the foregoing could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

A declining or sustained low price of gold could negatively impact the Company by requiring a reassessment of the feasibility of the Koné Gold Project If such a reassessment determines that the Koné Gold Project is not economically viable in whole or in part, then operations may cease or be curtailed and the Koné Gold Project may never be fully developed or developed at all. Even if the Koné Gold Project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed. The occurrence of any of the foregoing could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Commercial production may not be achieved even with an acceptable gold price

The Company's ability to commence a profitable commercial mining operation at the Koné Gold Project Project will depend upon numerous factors in addition to a favourable gold price and a positive economic forecast, many of which are beyond its control, including the adequacy of infrastructure, geological characteristics, prolonged periods of severe weather or political instability, metallurgical characteristics of Mineral Reserves, the availability of processing capacity, the availability of storage capacity, the availability of equipment and facilities necessary to complete development, the cost of consumables and mining and processing equipment, technological and engineering problems, accidents or acts of sabotage or terrorism, currency fluctuations, the availability and productivity of skilled labour, the regulation of the mining industry by various levels of government and quasi-governmental organizations and political factors. Furthermore, significant cost overruns could make the Koné Gold Project uneconomical. Accordingly, notwithstanding future positive results of any estimation of Mineral Reserves, there is a risk that the Company will be unable to commence a commercial mining operation at the Koné Gold Project, which would have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Operations will be subject to fluctuating mineral prices and currency risk

The ability of the Company to raise funds to continue exploration of the mineral properties in which it has an interest will be significantly affected by changes in the market price for raw materials. Prices for precious and other metals fluctuate on a daily basis, have historically been subject to wide fluctuations and are affected by numerous factors beyond the control of the Company such as global demand growth, world mine supply dynamics, currency fluctuations, interest rate changes, capital availability, speculative activities, and political developments. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not being able to continue its planned exploration programs. Declining market prices for these metals could materially adversely affect the Company's operations and financial condition. Factors beyond the control of the Company may affect the marketability of metals discovered, if any.

In addition, currency fluctuations may impact the Company's financial performance. The Company's costs and expenses are incurred in CFA Franc, Canadian and U.S. dollars, Great Britain Sterling, and other foreign currencies. As a consequence, fluctuations in exchange rates may have a significant effect on the Company's cash balance in either a positive or negative direction. In addition, currency fluctuations may affect the cash flow which the Company may realize from its operations.

The Company may not realize any or all of the anticipated benefits from the acquisition of the Mankono Properties

As part of its business strategy, following the acquisition of the Mankono Properties, the Company expects to see certain near-term benefits, including as discussed under the heading "*Summary of Gold Projects*" herein. Any benefits and growth realized from such efforts may differ materially from current estimates. The Company's plans for the Mankono Properties following the Transaction are subject to numerous risks and uncertainties that may change at any time. The Mankono Properties may have potential liabilities relating to the conduct of business prior to the Transaction. In connection with the Transaction, there may be liabilities that the Company failed to discover or was unable to accurately quantify in its due diligence, and the Company may not be indemnified for some or all of these liabilities, which may negatively affect securityholders. The discovery of any material liabilities, or the inability to obtain full recourse for such liabilities, could have a material adverse effect on the Company's business, financial condition or future prospects. The Company cannot assure investors that its initiatives will be completed as anticipated or that the benefits it expects will be achieved from the acquisition of the Mankono Properties on a timely basis or at all. If the Mankono Properties do not achieve the anticipated benefits, this may adversely affect the future financial results of the Company.

Mining operations are very risky

The Company's current business, and any future development or mining operations, involve various types of risks and hazards typical of companies engaged in the mining industry. These risks affect the current exploration and development activities of the Company and will affect the Company's business to an even larger extent once commercial mining operations commence. Such risks include, but are not limited to: (i) industrial accidents; (ii) unusual or unexpected rock formations; (iii) structural cave-ins or slides and pitfall, ground or slope failures and accidental release of water from surface storage facilities; (iv) fire, flooding and earthquakes; (v) rock bursts; (vi) metals losses; (vii) periodic interruptions due to inclement or hazardous weather conditions; (viii) environmental hazards; (ix) discharge of pollutants or hazardous materials; (x) failure of processing and mechanical equipment and other performance problems; (xi) geotechnical risks, and unusual and unexpected geological conditions; (xii) unanticipated variations in grade and other geological problems; (xiii) disruption of power and water supply; (xiv) labour disputes or slowdowns; (xv) workforce health issues as a result of working conditions; (xvi) metallurgy; (xvii) supply chain/logistics disruption; (xviii) civil strife; (xix) pandemics; (xx) weather conditions; and (xxi) force majeure events, or other unfavourable operating conditions.

These risks, conditions and events could result in: (i) damage to, or destruction of the value of, the Company's facilities; (ii) personal injury or death; (iii) environmental damage to the Koné Gold Project, surrounding lands and waters, or the properties of others; (iv) delays or prohibitions on mining or the transportation of minerals; (v) monetary losses; and (vi) potential legal liability. Any of the foregoing could have a material adverse effect on the Company's business, financial condition, results of operation or prospects. In particular, development and exploration activities present inherent risks of injury to people and damage to equipment. Significant mine accidents could occur, potentially resulting in a complete shutdown of the Company's operations at the Koné Gold Project which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

There are also risks related to the reliance on the reliability of current and new or developing technology; the reliance on the work performance of outside consultants, contractors, and manufacturers; changes to project parameters over which the Company does not have complete control such as the gold price or labour or material costs; unknown or unanticipated or underestimated costs or expenses; unknown or unanticipated or underestimated additions to the scope of work due to changing or adverse conditions encountered as a mine is developed; unexpected variances in the geometry or quality of ore zones; unexpected reclamation requirements or expenses; permitting timelines; unexpected or unknown ground conditions; unexpected changes to estimated parameters utilized to estimate past timelines, projections, or costs; and liquidity risks. An adverse change in any one of such factors, hazards and risks may result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Operations during mining cycle peaks are more expensive

During times of increased demand for metals and minerals, price increases may encourage expanded mining exploration, development and construction activities. These increased activities may result in escalating demand for and cost of contract exploration, development and construction services and equipment. Increased demand for and cost of services and equipment could cause exploration and project costs to increase materially, resulting in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability, and increased potential for scheduling difficulties and cost increases due to the need to coordinate the availability of services or equipment, any of which could materially increase project development or construction costs, result in project delays, or increase operating costs.

The Company's insurance coverage may be inadequate and result in losses

The Company's business is subject to a number of risks and hazards. In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. Although the Company maintains insurance and intends to obtain certain additional insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its activities, including any future mining operations. The Company may also be unable to obtain or maintain insurance to cover its risks at economically feasible premiums, or at all. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration or production may not be available to the Company on acceptable terms. The Company might also become subject to liability for pollution or other hazards which it is not currently insured against and/or in future may not insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company may fail to comply with the law or may fail to obtain or renew necessary permits and licences

The Company's exploration operations are subject to extensive laws and regulations governing, among other things, such matters as environmental protection, management and use of toxic substances and explosives, health, exploration and development of mines, production and post-closure reclamation, safety and labour, taxation and royalties, maintenance of leases and claims, and expropriation of property. The activities of the Company require permits and licenses from various governmental authorities. The costs associated with compliance with these laws and regulations and of obtaining permits and licenses are substantial, and possible future laws and regulations, changes to existing laws and regulations and more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expenses, capital expenditures, restrictions on or suspensions of the Company's operations and delays in the development of its properties. There is no assurance that future changes in such laws and regulations, if any, will not adversely affect the Company's operations. Moreover, these laws and regulations may allow governmental authorities and private parties to bring lawsuits based upon damages to property and injury to persons resulting from the environmental, health and safety practices of the Company's past and current operations, or possibly even the actions of former property owners, and could lead to the imposition of substantial fines, penalties or other civil or criminal sanctions. The Company may fail to comply with current or future laws and regulations. Such non-compliance can lead to financial restatements, civil or criminal fines, penalties, and other material negative impacts on the Company.

As exploration activities proceed, the Company may be required to obtain or renew further government permits for its current and contemplated operations. Obtaining or renewing the necessary governmental permits and licenses can be a time-consuming process potentially involving numerous regulatory agencies, involving public hearings and costly undertakings on the Company's part. The duration and success of the Company's efforts to obtain and renew permits are contingent upon many variables not within its control, including the interpretation of applicable requirements implemented by the relevant permitting authority. The Company may not be able to obtain or renew permits that are necessary to its operations, or the cost to obtain or renew permits may exceed what the Company believes it can ultimately recover from a given property once in production. Any unexpected delays or costs associated with the permitting process could delay the development or impede the operation of a mine.

The Koné Exploration Permit was renewed for three years in March 2016 and in March 2019 was renewed for a further three years. Montage has submitted an application for a further two-year extension of the Koné Exploration Permit to March 2024 which is applicable within the Mining Code given that the Project is now at the feasibility stage. In order to progress the development of the Koné project past March 2024, the Company will require a Mining Permit over area currently comprising the Koné Exploration Permit. In order to obtain the Mining Permit over the Kone project area (which is anticipated to include the Toudian Forest Reserve), the Company is required to complete a revised feasibility study and obtain the approval of the ESIA that will require the resolution of any issues relating to the authorization to mine within the Toudian Forest Reserve.. There can be no assurance that the Mining Permit will be issued and if issued that it will allow for mining in the Toudian Forest Reserve as contemplated. To the extent necessary permits, licenses or authorizations are not obtained or renewed, or are subsequently suspended or revoked, the Company may be curtailed or prohibited from proceeding with planned development, commercialization, operation and exploration activities. Such curtailment or prohibition may result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

To the extent necessary permits, licenses or authorizations are not obtained or renewed, or are subsequently suspended or revoked, the Company may be curtailed or prohibited from proceeding with planned development, commercialization, operation and exploration activities. Such curtailment or prohibition may result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company may incur impairment charges in respect of its mineral properties

The Company annually undertakes a detailed review of exploration projects and other assets. The recoverability of the Company's carrying values of these operating and development properties may be affected by a number of factors including, but not limited to: metal prices; foreign exchange rates; capital cost estimates; mining, processing and other operating costs; metallurgical characteristics of ore; mine design; and timing of production. If carrying values of an asset or group of assets exceeds estimated recoverable values, an impairment charge may be required to be recorded, which may have a material adverse effect on the market price of the Company's securities.

Climate change may make mining operations more expensive

Due to changes in local and global climatic conditions, many analysts and scientists predict an increase in the frequency of extreme weather events such as floods, droughts, forest and brush fires and extreme storms. Such events could materially disrupt the Company's operations, particularly if they affect the Company's sites, impact local infrastructure or threaten the health and safety of the Company's employees and contractors. Any such event could result in material economic harm to the Company. The Company is focused on operating in a manner designed to minimize the environmental impacts of its activities; however, environmental impacts from mineral exploration and mining activities are inevitable. Increased environmental regulation and/or the use of fiscal policy by regulators in response to concerns over climate change and other environmental impacts, such as additional taxes levied on activities deemed harmful to the environment, could have a material adverse effect on the Company's financial condition or results of operations.

Compliance with environmental regulations can be costly

Any development of, and any mining operations at, the Koné Gold Project, and the exploration of the surrounding area are all subject to environmental regulation. Regulations cover, among other things, water quality standards, land reclamation, the generation, transportation, storage and disposal of hazardous waste, and general health and safety matters. There is no assurance that the Company has been or will at all times be in full compliance with all environmental laws and regulations or hold, and be in full compliance with, all required environmental and health and safety permits. The potential costs and delays associated with compliance with such laws, regulations and permits could prevent the Company from economically operating or proceeding with the further development of the Koné Gold Project and any non-compliance with such laws, regulations and permits result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Environmental approvals and permits are currently, and may in the future be, required in connection with the Company's current and planned operations. To the extent such environmental approvals are required and not obtained, the Company's plans and the operation of mines may be curtailed, or it may be prohibited from proceeding with planned exploration or development of additional mineral properties. Failure to comply with applicable environmental laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

There is no assurance that any future changes in environmental regulation will not adversely affect the Company's operations. Changes in government regulations have the potential to significantly increase compliance costs and thus reduce the profitability of current or future operations.

Environmental hazards may also exist on the properties on which the Company holds interests that are unknown to the Company at present and that have been caused by previous or existing owners or operators of the properties and for which the Company may be liable for remediation. Parties engaged in mining operations, including the Company, may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable environmental laws or regulations, regardless of whether the Company actually caused the loss or damage. The costs of such compensation, fines or penalties could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Social and environmental activism can negatively impact exploration, development and mining activities

The Company's relationships with the communities close to its mining operations and other stakeholders are critical to ensure the future success of its existing operations and the construction and development of its projects. There are no dwellings in the immediate vicinity around Koné and little or no resettlement is expected. Nevertheless, there is an increasing level of public concern relating to the perceived effect of mining activities on the environment and on communities impacted by such activities. Public adversity to the Company's operations, or the mining industry generally, could have an adverse effect on the Company and may impact relationships with the communities in which the Company operates and other stakeholders. While the Company is committed to operating in a socially responsible manner, there can be no assurance that its efforts in this respect will mitigate this potential risk.

Certain non-governmental organizations, public interest groups and reporting organizations ("**NGOs**") who oppose resource development can be vocal critics of the mining industry. In addition, there have been many instances in which local community groups have opposed resource extraction activities, which have resulted in disruption and delays to the relevant operation. While the Company seeks to operate in a socially responsible manner and believes it has good relationships with local communities established by management over more than 10 years, NGOs or local community organizations could direct adverse publicity and/or disrupt the operations of the Company in respect of one or more of its properties, regardless of its successful compliance with social and environmental best practices, due to political factors, activities of unrelated third parties on lands in which the Company has an interest or the Company's operations specifically. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Significant shareholders exercise influence over the Company

As at the date hereof, Perseus indirectly holds or controls approximately 17.8% of issued and outstanding Common Shares on a non-diluted basis and has the ability to appoint a director to the Board of the Company. In some cases, the interests of Perseus and other large shareholders may not be the same as those of the other Montage Shareholders, and conflicts of interest may arise from time to time that may be resolved in a manner detrimental to the Company or minority Montage Shareholders. Sales of a large number of Common Shares by any large shareholder in the public markets, or the potential for such sales, could decrease the trading price of the Common Shares and could impair the Company's ability to raise capital through future sales of Common Shares.

Sales of Common Shares by existing Montage Shareholders can reduce share prices

Common Shares held by existing Montage Shareholders will generally be freely tradable under applicable securities legislation. Sales of a substantial number of Common Shares in the public market could occur at any time. These sales, or the market perception that these holders of a large number of Common Shares intend to sell Common Shares, could reduce the market price of the Common Shares. If this occurs and continues, it could impair the Company's ability to raise additional capital through the sale of securities.

The price of publicly traded securities can be volatile

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many corporations have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such corporations. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company from exploration, demonstrating an economically feasible development project, creating revenues, cash flows or earnings.

The Company's rights in its mineral properties could be lost

The mineral properties of the Company are located in Côte d'Ivoire. The mining regulatory regime in Côte d'Ivoire is defined by The Mining Code, 2014, which grants rights to explore, develop and operate a mine. The Company holds its mining interests through an Exploration Permit with the government. No assurance can be given that the terms and conditions of the Company's exploration and mining authorizations will not be amended or that such exploration and mining authorizations will not be challenged or impugned by third parties.

Additionally, there is no guarantee the Company will be able to raise sufficient funding in the future to maintain, explore and develop the Koné Gold Project or any other mineral properties in which the Company may hold an interest. If the Company loses or abandons its interest in the Koné Gold Project or any other mineral properties in which the Company may hold an interest, there is no assurance that it will be able to acquire other mineral properties of merit or that any such acquisition would be approved by the TSXV. There is also no guarantee that the TSXV will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties.

Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. The discovery of mineral deposits is dependent upon a number of factors. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which relate to particular attributes of the deposit, such as size, grade and proximity to infrastructure, and some of which are more general factors such as metal prices, political stability in the local jurisdiction, and government regulations, including environmental protection. Most of these factors are beyond the control of the Company.

The Company's rights in its mineral properties could be subject to challenges and claims

The Koné Gold Project or any other mineral properties in which the Company may hold an interest may be subject to prior agreements, transfers, claims, including claims by artisanal miners currently working on the properties, and title may be affected by such undetected defects. Other parties may dispute the validity of a concession agreement or the Company's right to enter into such agreement. Although the Company believes it has taken reasonable measures to ensure proper title to the properties in which it will have an interest, there is no guarantee that such title will not be challenged or impaired. If title to the Company's properties is disputed it may result in the Company paying substantial costs to settle the dispute or clear title and could result in the loss of the property, which events may affect the economic viability of the Company.

The influence of third-party stakeholders may negatively impact the Company

The mineral properties in which the Company holds an interest, or the exploration equipment and road or other means of access which the Company intends to utilize in carrying out its work programs or general business mandates, may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims, the Company's work programs may be delayed even if such claims are not meritorious. Such claims may result in significant financial loss and loss of opportunity for the Company.

The Company may be subject to costly and unpredictable legal proceedings

Due to the nature of its business, the Company may be subject to numerous regulatory investigations, claims, lawsuits and other proceedings in the ordinary course of its business. The results of these legal proceedings cannot be predicted with certainty due to the uncertainty inherent in litigation, including the effects of discovery of new evidence or advancement of new legal theories, the difficulty of predicting decisions of judges and juries and the possibility that decisions may be reversed on appeal. There can be no assurance that these matters will not have a material adverse effect on the Company's business.

In the event of a dispute involving the foreign operations of the Company, the Company may be subject to the exclusive jurisdiction of foreign courts. The Company's ability to enforce its rights or its potential exposure to the enforcement in Canada or locally of judgments from foreign courts could have an adverse effect on its future cash flows, earnings, results of operations and financial condition.

Compliance with laws is costly and may result in unexpected liabilities

The Company is headquartered in Vancouver, Canada and its operations are located in Côte d'Ivoire. The Company's business is subject to various laws and regulations in Canada and Côte d'Ivoire. These laws include compliance with the Extractive Sector Transparency Measures Act (Canada), which requires companies to report annually on payments made to all levels of governments both in Canada and abroad. The Company is also required to comply with anti-corruption and anti-bribery laws, including the Corruption of Foreign Public Officials Act (Canada).

In addition, as a publicly traded company with a listing on the TSXV, the Company is subject to additional laws and regulations, compliance with which is both time consuming and costly. If the Company and/or its businesses are subject to an enforcement action or are found to be in violation of any such laws, this may result in significant penalties, fines and/or sanctions which could have a material adverse effect on the Company, which could cause a significant decline in the value of the Common Shares.

The legal and regulatory requirements in Côte d'Ivoire are different from those in Canada. The Company relies, to a great extent, on the Company's local advisors in respect of legal, environmental compliance, banking, financing and tax matters in order to ensure compliance with material legal, regulatory and governmental developments as they pertain to and affect the Company's operations in Côte d'Ivoire. Despite these resources, the Company may fail to comply with a legal or regulatory requirement in Côte d'Ivoire, which may lead to the revocation of certain rights or to penalties or fees and in enforcement actions thereunder.

The Company's TSXV listing may be lost

The Company may fail to meet the continued listing requirements for the Common Shares to be listed on the TSXV. If the TSXV delists the Common Shares from trading on its exchange, the Company could face significant material adverse consequences, including: a limited availability of market quotations for the Common Shares; a determination the Common Shares are a "penny stock" which will require brokers trading in the Common Shares to more stringent rules and possibly resulting in a reduced level of trading activity in the secondary market for the Common Shares; a limited amount of news and analysts coverage for the Company; and a decreased ability to issue additional securities or obtain additional financing in the future.

Financial reporting internal controls may not provide assurances

Internal controls provide no absolute assurances as to reliability of financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Disclosure controls and procedures are designed to ensure that material information required to be disclosed by a company in reports filed with securities regulatory agencies is recorded, processed, summarized and reported on a timely basis and is accumulated and communicated to a company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting.

Information Systems and Cyber Security

The Company depends upon information systems and other digital technologies for controlling operations, processing transactions and summarizing and reporting results of operations (IT systems). The secure processing, could be subject to network disruptions caused by a variety of sources, including computer viruses, security breaches and cyber-attacks, as well as disruptions resulting from incidents such as cable cuts, damage to physical plants, natural disasters, terrorism, fire, power loss, vandalism and theft. The failure of IT systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company's reputation and results of operations.

Cybersecurity risks have increased in recent years as a result of the proliferation of new technologies and the increased sophistication of cyber-attacks and data security breaches, as well as due to international and domestic political factors including geopolitical tensions, armed hostilities, war, civil unrest, sabotage and terrorism. Human error can also contribute to a cyber incident, and cyber-attacks can be internal as well as external and occur at any point in the Company's supply chain. Although to date the Company has not experienced any material losses relating to cyber- attacks or other information security breaches, there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Violation of Anti-Bribery and Corruption Laws

The Company's operations are governed by, and involve interactions with, many levels of government in Côte d'Ivoire. The Company is required to comply with anti-corruption and anti-bribery laws, including the Canadian Corruption of Foreign Public Officials Act. In recent years, there has been a general increase in both the frequency of enforcement and the severity of penalties under such laws, resulting in greater scrutiny and punishment to companies convicted of violating anti-corruption and anti-bribery laws. Furthermore, a company may be found liable for violations not only by its employees, but also by its contractors and third-party agents. Montage has adopted steps to mitigate such risks, such measures may not always be effective in ensuring that the Company, its employees, contractors and third-party agents will comply strictly with such laws. If the Company finds itself subject to an enforcement action or is found to be in violation of such laws, this may result in significant penalties, fines and/or sanctions imposed on the Company resulting in a material adverse effect on the Company's reputation and results of its operations.

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION

Except for statements of historical fact relating to the Company, certain statements in this MD&A may constitute forward-looking information within the meaning of Canadian securities laws. Forward-looking information may relate to the Company's future outlook and anticipated events or results and, in some cases, can be identified by terminology such as "may", "will", "could", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "projects", "predict", "potential", "targeted", "possible", "continue" or other similar expressions concerning matters that are not historical facts and include, but are not limited in any manner to, those with respect to commodity prices, capital and operating expenditures, the timing of receipt of permits, rights and authorizations, and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable. In particular, this MD&A contains forward-looking statements pertaining to the following:

- the principal business carried on and intended to be carried on by the Company;
- the use of knowledge of management of the Company to leverage the attributes of the Koné Gold Project;
- proposed expenditures for exploration and development work on the Koné Gold Project in accordance with the recommendations of the Koné Feasibility Study, and general and administrative expenses relating to the business of the Company;
- the potential for open pit mine development at the Koné Gold Project;
- certain expectations with respect to the Mankono Properties;
- the market price of gold; and
- the ability and intention of the Company to raise further capital to achieve its business objectives.

Statements concerning Mineral Resource and Mineral Reserve estimates may also be deemed to constitute forward-looking information to the extent that they involve estimates of the mineralization that will be encountered if the Koné Gold Project are developed.

Forward-looking information contained in this MD&A is based on assumptions about future events, including economic conditions and proposed courses of action, based on management's assessment of the relevant information currently available, and on other material factors, including but not limited to those relating to:

- the estimation of Mineral Resources and Mineral Reserves;
- the availability and final receipt of required approvals, licenses and permits;
- sufficient working capital to explore, develop and operate any proposed mineral projects;
- access to additional capital, including equity and debt, and associated costs of funds;
- access to adequate services and supplies;
- economic and political conditions in the local jurisdictions where any proposed mineral projects are located, and globally;
- civil stability and the political environment throughout Côte d'Ivoire and in neighbouring countries in West Africa, and globally;
- the ability to execute exploration and development programs while maintaining a safe work environment;
- commodity prices;
- foreign currency exchange rates;
- interest rates;
- availability of a qualified work force;
- the ultimate ability to mine, process and sell mineral products on economically favourable terms;
- the receipt of governmental, regulatory and third-party approvals, licenses and permits on favourable terms; and
- the effects of COVID-19 on the global economy and the ability of the Company to secure adequate staff and equipment for the operations of the Company as well as a safe environment that follows recommended COVID-19 safety protocols.

While the Company considers these assumptions to be reasonable, the assumptions are inherently subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation known and unknown risks, uncertainties and other factors as disclosed under the heading "*Risks and Uncertainties*" above and in the Company's disclosure documents filed from time to time with the securities regulators in certain provinces of Canada. In addition, a number of other factors could cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information, and there is no assurance that the actual results, performance or achievements of the Company will be consistent with them.

To the extent any forward-looking statement in this MD&A constitutes "future-oriented financial information" or "financial outlooks" within the meaning of applicable Canadian securities laws, such information is being provided to demonstrate the anticipated market penetration and the reader is cautioned that this information may not be appropriate for any other purpose and the reader should not place undue reliance on such future-oriented financial information and financial outlooks. Future-oriented financial information and financial outlooks, as with forward-looking statements generally, are, without limitation, based on the assumptions and subject to the risks set out herein. The Company's actual financial position and results of operations may differ materially from management's current expectations and, as a result, the Company's revenue and expenses. The Company's financial projections were not prepared with a view toward compliance with published guidelines of International Financial Reporting Standards and have not been examined, reviewed or compiled by the Company's accountants or auditors. The Company's financial projections represent management's estimates as of the dates indicated thereon.

Readers are cautioned that any such forward-looking information should not be used for purposes other than for which it is disclosed. Such forward-looking statements and information are made or given as at the date given and the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required under applicable securities law. Readers are cautioned not to place undue reliance on forward-looking statements or forward-looking information.

CAUTIONARY STATEMENT REGARDING MINERAL RESOURCES AND MINERAL RESERVES

The Company's Mineral Resource and Mineral Reserve estimates are estimates only. No assurance can be given that any particular level of recovery of minerals will in fact be realized or that identified Mineral Resources or Mineral Reserves will ever be mined or processed profitably. In addition, the grade of mineralization which may ultimately be mined may differ from that indicated by drilling results and such differences could be material. By their nature, Mineral Resource and Mineral Reserve estimates are imprecise and depend, to a certain extent, on analyses of drilling results and statistical inferences that may ultimately prove to be inaccurate. These estimated Mineral Resources and Mineral Reserves should not be interpreted as assurances of certain commercial viability or of the profitability of any future operations. Investors are cautioned not to place undue reliance on these estimates.

Mineral Resources are not Mineral Reserves and have a greater degree of uncertainty as to their feasibility and prospects for economic extraction. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. Mineral Resources that are in the Inferred category are even more risky. An Inferred Mineral Resource is that part of a Mineral Resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An Inferred Mineral Resource has a lower level of confidence than that applying to any other category of Mineral Resource. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration. However, the estimate of Inferred Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.

Montage Gold Corp.

Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

Independent auditor's report

To the Shareholders of Montage Gold Corp.

Our opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Montage Gold Corp. and its subsidiaries (together, the Company) as at December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS).

What we have audited
The Company's consolidated financial statements comprise:

- the consolidated statements of financial position as at December 31, 2022 and 2021;
- the consolidated statements of loss and comprehensive loss for the years then ended;
- the consolidated statements of cash flows for the years then ended;
- the consolidated statements of changes in equity for the years then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence
We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

PricewaterhouseCoopers LLP
PricewaterhouseCoopers Place, 250 Howe Street, Suite 1400, Vancouver, British Columbia, Canada V6C 3S7
T: +1 604 806 7000, F: +1 604 806 7806

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Assessment of impairment indicators of mineral properties *Refer to note 3 – Summary of significant accounting policies, note 4 – Critical accounting judgments and note 8 – Mineral properties to the consolidated financial statements.* The total book value of mineral properties, which is comprised entirely of exploration and evaluation assets, amounted to $42.2 million as at December 31, 2022. At each reporting period, management assesses whether there is an indication that an asset or group of assets may be impaired. If any such indicator exists, then management estimates the recoverable amount of the asset and compares it against the asset's carrying value. Indicators of impairment may include (i) expiry of the licence where renewal is not expected; (ii) substantive expenditure is not planned for the foreseeable future; (iii) poor exploration results or data which shows that it is not economically viable; and (iv) facts and circumstances suggest that the carrying amount exceeds the recoverable amount. No impairment indicators were identified by management as at December 31, 2022. We considered this a key audit matter due to the significance of the mineral properties assets and the judgments by management in its assessment of indicators of impairment related to mineral properties assets, and these have resulted in a high degree of subjectivity in performing procedures.	Our approach to addressing the matter included the following procedures, among others: • Assessed the judgments made by management in identifying impairment indicators, which included the following: – Obtained, for a sample of licences, evidence to support (i) the right to explore the area and (ii) claim expiration dates. – Read the board of directors' minutes and obtained budget approvals to evidence continued and planned substantive expenditures for the foreseeable future, which included evaluating the results of management's work programs and whether licences are not being renewed. – Assessed whether poor exploration results or data show that the mineral properties are not economically viable, or if other facts and circumstances suggest that the carrying amount may exceed the recoverable amount, based on evidence obtained in other areas of the audit.

Other information

Management is responsible for the other information. The other information comprises the Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Ranbir Gill.

/s/PricewaterhouseCoopers LLP

Chartered Professional Accountants

Vancouver, British Columbia
April 27, 2023

Montage Gold Corp.
Consolidated Statements of Financial Position
(All amounts expressed in Canadian Dollars, unless otherwise indicated)

	December 31, 2022	December 31, 2021
ASSETS		
Current assets		
Cash and cash equivalents	$ 8,020,729	$ 9,774,417
Receivables and other assets (Note 6)	1,330,578	1,499,959
	9,351,307	11,274,376
Equipment (Note 7)	412,553	355,084
Mineral properties (Note 8)	42,179,104	11,767,954
Other assets	23,422	12,274
	51,966,386	23,409,688
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (note 18)	$2,168,255	$1,100,936
EQUITY		
Share capital	102,993,680	65,460,448
Contributed surplus	1,995,625	2,068,802
Deficit	(54,347,820)	(44,564,605)
Accumulated other comprehensive income	(843,354)	(655,893)
	49,798,131	22,308,752
	$ 51,966,386	$ 23,409,688

Subsequent Event (note 19)

Approved by the Board of Directors

(signed) "Alessandro Bitelli"
Director

(signed) "Richard P. Clark"
Director

The accompanying notes are an integral part of these consolidated financial statements.

Montage Gold Corp.
Consolidated Statements of Loss and Comprehensive Loss
(All amounts expressed in Canadian Dollars, unless otherwise indicated)

	Year ended December 31, 2022	Year ended December 31, 2021
Administration costs (Note 11)	$ 4,014,170	$ 3,927,953
Exploration and project investigation costs (Note 12)	4,796,228	19,586,900
Foreign exchange gain	111,491	(5,717)
Interest income	(329,646)	(19,400)
Interest expense	1,190,972	-
Net loss for the year	9,783,215	23,489,736
Items that may be subsequently reclassified to net loss:		
(Gain)/Loss on translation to presentation currency	(75,025)	920,196
Items that will not be subsequently reclassified to net loss:		
Loss/(Gain) in fair value of marketable securities	262,486	(691,313)
Comprehensive loss for the year	$ 9,970,676	$ 23,718,619
Basic and diluted loss per common share	$0.09	$0.22
Basic and diluted weighted average number of shares outstanding	112,000,161	105,013,162

The accompanying notes are an integral part of these consolidated financial statements

Montage Gold Corp.
Consolidated Statements of Cash Flows
(All amounts expressed in Canadian Dollars, unless otherwise indicated)

	Year ended December 31, 2022	**Year ended December 31, 2021**
Cash flows from (used in) operating activities		
Net loss for the year	$ (9,783,215)	$ (23,489,736)
Add non-cash items		
Depreciation (Note 7)	190,977	181,007
Stock-based compensation expense (Note 10)	700,359	1,406,447
	(8,891,879)	(21,902,282)
Changes in non-cash working capital items		
Receivables and other assets	(104,820)	162,750
Accounts payable and accrued liabilities	1,067,210	(875,931)
	(7,929,489)	(22,615,463)
Cash flows from (used in) investing activities		
Purchase of equipment (Note 7)	(250,235)	(169,946)
Mankono-Sissédougou Joint Venture Project Acquisition	(14,827,258)	-
	(15,077,493)	(169,946)
Cash flows from (used in) financing activities		
Subscription receipts (note 5)	20,000,000	-
Share issuance costs (note 5)	(877,804)	-
Proceeds from exercise of stock options	2,137,500	45,000
	21,259,696	45,000
Foreign exchange on cash and cash equivalents	(6,402)	(236,333)
Decrease in cash and cash equivalents	(1,753,688)	(22,976,742)
Cash and cash equivalents, beginning of year	9,774,417	32,751,159
Cash and cash equivalents, end of year	8,020,729	9,774,417
Supplemental information		
Interest received	$329,646	$ 19,400
Interest paid	1,190,972	-

The accompanying notes are an integral part of these consolidated financial statements.

Montage Gold Corp.
Consolidated Statements of Changes in Equity
(All amounts expressed in Canadian Dollars, unless otherwise indicated)

	Number of shares issued and outstanding	Share Capital	Contributed Surplus	Deficit	Accumulated Other Comprehensive Income	Total
Balance January 1, 2021	**104,940,004**	**$ 65,410,020**	**$ 667,783**	**$ (21,074,869)**	**$ (427,010)**	**$ 44,575,924**
Net loss and other comprehensive loss	-	-	-	(23,489,736)	(228,883)	(23,718,619)
Stock option exercise	100,000	50,428	(5,428)	-	-	45,000
Stock based compensation	-	-	1,406,447	-	-	1,406,447
Balance December 31, 2021	**105,040,004**	**$ 65,460,448**	**$ 2,068,802**	**$ (44,564,605)**	**$ (655,893)**	**$ 22,308,752**
Balance January 1, 2022	**105,040,004**	**$ 65,460,448**	**$ 2,068,802**	**$ (44,564,605)**	**$ (655,893)**	**$ 22,308,752**
Net loss and other comprehensive loss	-	-		(9,783,215)	(187,461)	(9,970,676)
Exercise of stock options	4,750,000	2,911,036	(773,536)	-	-	2,137,500
Stock based compensation expense (note 10)	-	-	700,359	-	-	700,359
Shares issued to subscription receipt holders (note 5)	28,571,429	20,000,000	-	-	-	20,000,000
Shares issued to Barrick and Endeavour (note 5)	22,142,857	15,500,000	-	-	-	15,500,000
Share issue costs (note 5)	-	(877,804)	-	-	-	(877,804)
Balance December 31, 2022	**160,504,290**	**102,993,680**	**1,995,625**	**(54,347,820)**	**(843,354)**	**49,798,131**

The accompanying notes are an integral part of these consolidated financial statements

(All amounts expressed in Canadian Dollars, unless otherwise indicated)

1. NATURE OF OPERATIONS

Montage Gold Corp. (the "Company" or "Montage" was incorporated under the Business Corporations Act (British Columbia) on July 4, 2019. Montage is a Mineral Resource company engaged in the exploration and development of mineral properties in Côte d'Ivoire which include the Koné Gold Project (previously named the Morondo Gold Project), the Korokaha Gold Project, and the Bobosso Gold Project (collectively, the "Montage Properties"). On November 21, 2022, Montage completed its acquisition of the Mankono-Sissédougou Joint Venture Project from both Barrick Gold Corporation ("Barrick") and Endeavour Mining plc ("Endeavour"). The Mankono-Sissédougou Joint Venture Project properties include the Sisséplé Exploration Permit (PR 920), the Gbongogo Exploration Permit (PR 919), and the Sissédougou Exploration Permit (PR 842) (the "Mankono Properties") which are now part of the Koné Gold Project.

Montage's registered office is located at Suite 2000, 885 West Georgia Street, Vancouver, British Columbia, Canada, V6C3E8.

The Company's significant subsidiaries include:

Operating Entities	Ownership
Côte d'Ivoire	
Orca Gold CDI S.a.r.l	100%
Shark Mining CDI S.a.r.l	100%
Hammerhead Resources CDI	100%
XMI S.a.r.l	100%
Mankono Exploration S.A.	100%
Holding Entities	
Ghazal Resources Inc	100%
Ghazal Minerals Company Limited	100%
Mankono Exploration Limited	100%

2. BASIS OF PRESENTATION

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). These consolidated financial statements, including comparatives, are prepared on a historical cost basis.

These consolidated financial statements were authorized for issuance by the Board of Directors of the Company on April 27, 2023.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies used to prepare these consolidated financial statements are outlined below. These accounting policies have been applied by all of Montage's subsidiaries, as necessary, to ensure consistency with the policies adopted by the Company.

a) Consolidation

These financial statements consolidate the financial statements of the Company and its subsidiaries. Inter-company transactions, balances and unrealized gains or losses on transactions between group companies are eliminated in full on consolidation.

(i) Subsidiaries

Subsidiaries are entities controlled by Montage. Control exists when the Company is exposed, or has rights, to variable returns from its involvement with an investee and has the ability to affect those returns through its power, directly or indirectly, to govern the financial and operating policies of that investee. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

(ii) Acquisitions

The acquisition method of accounting is used to account for acquisitions. The cost of an acquisition is measured as the aggregate fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange.

If the investee constitutes a business, as defined by IFRS, the acquisition is accounted for as a business combination whereby identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the cost of acquisition over the fair value of the Company's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in net loss.

If the investee does not meet the definition of a business, the acquisition is accounted for as an asset acquisition, whereby the cost of the acquisition is allocated between the individual identifiable assets and liabilities based on their relative fair values at the date of acquisition. No goodwill can be recognized in an asset acquisition.

b) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The functional currency of the parent company and a Canadian holding company is the Canadian dollar. The functional currency of Orca Gold CDI, Shark Mining CDI S.a.r.l, Hammerhead Resources CDI and XMI S.a.r.l is the West African Franc. The consolidated financial statements are presented in Canadian dollars.

The results and financial positions of the subsidiaries that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

a) Assets and liabilities for each statement of financial position presented are translated using the exchange rate prevailing at the date of that statement of financial position.

b) Income, expenses, and other comprehensive loss for each statement of comprehensive loss are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions).

c) All resulting exchange differences are recognized as a separate component of equity and in other comprehensive loss.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency using the exchange rates prevailing at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from changes in the translation rates of monetary assets and liabilities denominated in foreign currencies are recognized in net loss within the consolidated statement of comprehensive loss.

c) Equipment

Equipment is carried at cost less accumulated depreciation and impairment losses. The cost of an asset consists of its purchase price, any directly attributable costs of bringing the asset to its present condition and location for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Depreciation of each asset is calculated using the straight-line method to allocate its cost less its residual value over its estimated useful life. The depreciation rates and methods are as follows:

Computer equipment	straight line basis over 2 to 4 years
Office furniture and equipment	straight line basis over 4 to 10 years
Vehicles and mobile equipment	straight line basis over 6 to 7 years
Field and camp equipment	straight line basis over 4 years

The assets' residual values, depreciation methods, and useful lives are reviewed, and adjusted if appropriate, at each statement of financial position date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

When an asset is disposed of, the difference between the net sale proceeds and its carrying amount is recognized as a gain or loss within net loss on the consolidated statement of comprehensive loss.

d) Exploration and evaluation expenditure and mineral properties

Exploration and evaluation expenditures comprise costs which are directly attributable to: researching and analyzing existing exploration data; conducting geological studies, exploratory drilling and sampling; examining and testing extraction and treatment methods; and compiling pre-feasibility and feasibility studies. Exploration and evaluation expenditures also include the costs incurred in acquiring mining rights, the entry premiums paid to gain access to areas of interest and amounts payable to third parties to acquire interests in existing projects.

Exploration and evaluation expenditures are expensed as incurred except for the costs associated with the acquisition of mineral interests. Once a mineral property's technical feasibility and commercial viability is demonstrable, all further expenditures for the current year and subsequent years are capitalized as incurred and subsequently amortized on a units of production based on the proven and probable reserves of the assets they relate to. The establishment of technical feasibility and commercial viability of a mineral property is assessed based on a combination a factors, including the extent to which mineral reserves or mineral resources have been identified through a feasibility study or similar level document, the results of optimization studies and further technical evaluation carried out to mitigate project risks identified in a feasibility study and the status of environment permits and mining leases or permits. Once a mineral property's technical feasibility and commercial viability is demonstrable an impairment test on the asset is completed. The impairment test is performed under the Company's impairment of non-financial assets policy.

e) Impairment of non-financial assets

At each reporting period, the Company assesses whether there is an indication that an asset or group of assets may be impaired. For exploration and evaluation assets, facts and circumstances which indicate that the Company should test for impairment include expiry of the exploration licence where renewal is not expected, substantive expenditure is not planned for the foreseeable future, poor exploration results or data which shows that it is not economically viable, or any other facts and circumstances that suggest that the carrying amount exceeds the recoverable amount. When impairment indicators exist, the Company estimates the recoverable amount of the asset and compares it against the asset's carrying amount. The recoverable amount is the higher of the fair value less cost of disposal and the asset's value in use. If the carrying value exceeds the recoverable amount, an impairment loss is recorded in the consolidated statement of loss and comprehensive loss during the period.

Reversals of impairment are assessed at each reporting period where there is an indication that an impairment loss recognized previously may no longer exist or has decreased. If an impairment reversal indicator exists, the recoverable amount is calculated. If the recoverable amount exceeds the carrying amount, the carrying value of the asset is increased to the recoverable amount net of depreciation. The increased carrying amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized in the consolidated statement of loss and comprehensive loss in the period it is determined.

f) Financial instruments

IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or at fair value. On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVTOCI"), or (iii) at fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVTOCI are classified as FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income/loss.

Trade and other receivables
Trade and other receivables and fixed rate investments are classified as and measured at amortized cost using the effective interest rate method, less impairment losses, if any.

Accounts payable
Accounts payable and accrued liabilities are accounted for at amortized cost, using the effective interest rate method.

Marketable securities
The Company has investments in marketable securities which are measured at fair value.

g) Impairment of financial assets

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost based on a probability-weighted estimate of credit losses over the expected life of the financial asset. The expected credit losses are reviewed and updated at each reporting date as appropriate to reflect changes in the credit risk of the financial instruments, whereby the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the credit loss of the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to twelve month expected credit losses. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the expected credit losses are reversed after the impairment was recognized.

h) Cash and cash equivalents

Cash and cash equivalents include cash on hand and deposits held with banks, including monetary instruments that may be cashed or redeemed within three months of purchase with insignificant changes in value.

i) Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the related proceeds, net of applicable tax.

j) Income tax

Tax is recognized in net loss, except to the extent that it relates to items recognized in other comprehensive loss or directly in equity. In this case the tax is recognized in other comprehensive loss or directly in equity, respectively.

The current income tax expense is the expected tax payable on the taxable income for the year plus any adjustment to tax payable in respect of previous years. It is calculated on the basis of the tax laws and rates enacted or substantively enacted at the balance sheet date in the countries where the Company, its subsidiaries and associates operate. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

k) Stock-based compensation

Share-based compensation arises when the Company issues equity instruments as consideration for services received from employees and non-employees. Its amount is calculated based on the fair value of shares or stock options awarded to employees, measured on their grant date.

The fair value of the shares and stock options is recognized as an expense over their vesting period with a corresponding increase in equity.

l) Provisions

Provisions for environmental restoration, restructuring costs and legal claims are recognized when: (1) the Company has a present legal or constructive obligation as a result of past events; (2) it is probable that an outflow of resources will be required to settle the obligation; and (3) the amount has been reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as a component of finance expense.

4. CRITICAL ACCOUNTING JUDGMENTS

Management exercises judgement in applying the entity's accounting policies. Areas where critical accounting judgments have the most significant effect on the consolidated financial statements include:

Assessment of impairment indicators

The Company carries the acquisition costs of its mineral properties at cost less any provision for impairment. The Company undertakes periodic reviews of its mineral properties for indicators of impairment, which requires the Company to exercise key judgements, including but not limited to, the Company's right to explore the mineral property, whether the Company has further plans or budgets for substantive expenditures for the ongoing exploration and evaluation of the mineral property, the impact of exploration and evaluation results to date with respect to the mineral property, and the likelihood that the carrying value of the mineral property will be recovered in the future through development or sale of the asset. If indicators of impairment are identified, the Company would further review the carrying values of the applicable mineral properties to determine if their carrying values may exceed their fair value, which also requires the Company to make significant judgments and estimates. The judgments and estimates mentioned above are subject to various risks and uncertainties, which may ultimately have an effect on the expected recoverability of the carrying values of the mineral properties.

The Company has determined that no indicators of impairment exist for its mineral properties as of December 31, 2022.

Income taxes

The assessment of income taxes involves the probability of realizing deferred tax assets, in relation to the expectation of future taxable income, applicable tax opportunities and the expected timing of reversals of existing temporary differences. Judgment is also required on the application of income tax legislation. These judgments are subject to risk and uncertainty and could result in an adjustment to the deferred tax provision.

5. MANKONO- SISSEDOUGOU JOINT VENTURE PROJECT

On June 8, 2022, the Company announced the signing of an acquisition agreement with subsidiaries of both Barrick and Endeavour, pursuant to which the Company would acquire a 100% interest in the Mankono-Sissédougou Joint Venture Project ("the Transaction"). Montage acquired Mankono Exploration SA based in Jersey and the operating entity, Mankono Exploration SA in Côte d'Ivoire. Management concluded that the acquisition is an asset acquisition when applying the guidance within IFRS 3, Business Combinations. There were no physical assets, cash or liabilities acquired with these entities and the consideration paid was attributed to mineral properties for the Mankono-Sissédougou Joint Venture Project.

In connection with the Transaction, the Company completed a $20,000,000 financing of subscription receipts at an issue price of $0.70 per share ("the Offering"). As part of the financing the Company paid the Underwriters 25% of a cash fee equal to 4.0% of the aggregate purchase price of the subscription receipts sold under the Offering (other than the subscribers that were on the President's list, which equated to $8,750,000 of the total subscription receipts of $20,000,000) at an initialized capital expenditure of $0.2 million resulting in escrowed funds of $19.8 million.

While held in escrow, the proceeds from the sale of the subscription receipts accrued interest for the benefit of the subscription receipt holders and were paid as follows:

(All amounts expressed in Canadian Dollars, unless otherwise indicated)

- 6.0% per annum payable in cash on each two-month anniversary following June 30, 2022 ("bonus interest payment"). Bonus interest payments were made on August 30, 2022, and October 30, 2022, totalling $0.4 million; and

- A final interest payment calculated at 10.0% per annum totaling $0.8 million was paid upon transaction close for period June 30 to November 21, 2022.

On November 21, 2022, as part of closing the Transaction the Company received net funds from escrow of $5.2 million following the payment of $14.5 million to Barrick and Endeavour as consideration, a final underwriter fee of $0.3 million, and receiving interest earned on the escrow funds of $0.2 million.

As part of the Transaction the Company issued 28,571,429 Common Shares of Montage to the subscription receipts holders for conversion of the subscription receipts and 22,142,857 Common Shares of Montage to Barrick and Endeavour as part of the total Transaction consideration. Total legal and TSXV fees incurred for the Transaction and subscription receipt financing was $0.6 million.

The Transaction and subscription receipt financing is reported in the consolidated financial statements as follows:

Share Capital	**Shares**	**Canadian dollars**
Common Shares of Montage issued to Barrick and Endeavour at $0.70 per share	22,142,857	15,500,000
Common Shares of Montage issued to subscription receipt holders at $0.70 per share	28,571,429	20,000,000
Total Montage Common Shares Issued	**50,714,286**	**35,500,000**
Share issue costs:		
Underwriter fees		554,091
TSXV fees		76,388
Legal and escrow management fees		247,325
Total share issue costs		**877,804**
Increase in share capital		**34,622,196**

(All amounts expressed in Canadian Dollars, unless otherwise indicated)

Mineral Properties:	
Common Shares of Montage issued to Barrick and Endeavour	15,500,000
Cash paid to Barrick and Endeavour	14,500,000
Legal fees	327,278
Mineral Properties increase	**30,327,278**
Interest expense – Subscription rights:	
6% per annum – August 30, 2022	200,548
6% per annum – October 30, 2022	200,548
10% per annum – November 21, 2022	789,041
Total interest expense	**1,190,137**
Interest income earned on funds held in escrow	**217,848**

6. RECEIVABLES AND OTHER ASSETS

	December 31, 2022	December 31, 2021
Prepaid expenses	660,502	567,396
Marketable securities	670,076	932,563
Total receivables and other assets	**1,330,578**	**1,499,959**

(All amounts expressed in Canadian Dollars, unless otherwise indicated)

7. EQUIPMENT

Cost	**Camp and Office Equipment**	**Vehicles and Mobile Equipment**	**Field and Camp Equipment**	**Total**
As at January 1, 2021	**42,556**	**296,534**	**556,763**	**895,853**
Additions	83,451	2,886	83,609	169,946
Effects of foreign exchange on translation to presentation currency	(12,180)	(23,197)	(16,619)	(51,996)
As at December 31, 2021	**113,827**	**276,223**	**623,753**	**1,013,803**
Additions	79,382	83,066	87,787	250,235
Effects of foreign exchange on translation to presentation currency	5,359	6,942	7,247	19,548
As at December 31, 2022	**198,568**	**366,231**	**718,787**	**1,283,586**
Accumulated depreciation				
As at January 1, 2021	**(22,624)**	**(117,219)**	**(373,091)**	**(512,934)**
Depreciation	(32,337)	(94,587)	(54,083)	(181,007)
Effects of foreign exchange on translation to presentation currency	11,056	11,843	12,323	35,222
As at December 31, 2021	**(43,905)**	**(199,963)**	**(414,851)**	**(658,719)**
Depreciation	(58,870)	(87,493)	(44,614)	(190,977)
Effects of foreign exchange on translation to presentation currency	(1,860)	(6,663)	(12,814)	(21,337)
As at December 31, 2022	**(104,635)**	**(294,119)**	**(472,279)**	**(871,033)**
Net book amount				
As at December 31, 2021	**69,922**	**76,260**	**208,902**	**355,084**
As at December 31, 2022	**93,933**	**72,112**	**246,508**	**412,553**

(All amounts expressed in Canadian Dollars, unless otherwise indicated)

8. MINERAL PROPERTIES

Cost	**Total**
As at January 1, 2021	**12,561,587**
Effects of foreign exchange on translation to presentation currency	(793,633)
As at December 31, 2021	**11,767,954**
Additions:	
Mankono acquisition (note 5)	30,327,278
Effects of foreign exchange on translation to presentation currency	83,872
As at December 31, 2022	**42,179,104**

Mineral properties include the Mankono acquisition in 2022 for $30.3 million (note 5) and the Company's predecessor, Orca Gold Inc.'s 100% acquisition of properties in Côte d'Ivoire for $5.4 million in 2018 and Montage's 100% acquisition of permits in Côte d'Ivoire for $6.2 million in 2019.

9. SHARE CAPITAL

The Company has authorized an unlimited number of voting Common Shares without par value.

10. STOCK OPTIONS

a) Stock option plan

Montage has a stock option plan in which common shares of Montage have been made available for the grant of incentive stock options to certain directors, officers, employees and consultants of Montage. Under this stock option plan, the total number of options outstanding at any given point in time cannot exceed 10% of Montage's issued and outstanding common shares. Vesting and terms of the options are at the discretion of the Montage Board of Directors.

The total stock based compensation for the year ended December 31, 2022 was $0.7 million (2021: $1.4 million) of which $0.6 million (2021: $1.3 million) was recorded within administration costs and $0.1 million (2021: $0.1 million) was recorded within exploration and project investigation costs.

Stock options outstanding

On June 9, 2021 and September 7, 2021, Montage granted 300,000 and 400,000 incentive stock options respectively to certain officers, directors and eligible employees of the Company. The options are exercisable, subject to vesting provisions over a period of three years at a price of $0.93 and $0.75 per share, respectively.

On May 2, 2022, Montage granted 300,000 incentive stock options to certain officers, directors and eligible employees of the Company. The options are exercisable, subject to vesting provisions over a period of three years at a price of $0.81 per share.

On September 8, 2022, Montage granted 200,000 incentive stock options to certain officers, directors and eligible employees of the Company. The options are exercisable, subject to vesting provisions over a period of three years at a price of $0.60 per share.

On November 30, 2022, Montage granted 3,700,000 incentive stock options to certain officers, directors and eligible employees of the Company. The options are exercisable, subject to vesting provisions over a period of three years at a price of $0.65 per share.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	Number of shares (In thousands)	Weighted average exercise price CDN$
Outstanding at January 1, 2021	8,750	$0.82
Granted	700	$0.83
Exercised	(100)	$0.45
Cancelled	(200)	$1.30
Expired	(100)	$1.30
Outstanding at December 31, 2021	9,050	$0.81
Granted	4,200	$0.66
Exercised	(4,750)	$0.45
Outstanding at December 31, 2022	8,500	$0.94
Exercisable at December 31, 2022	4,936	$1.12

The following summarizes information about the stock options outstanding and exercisable at December 31, 2022:

	Outstanding options			Exercisable options		
Exercise prices (CDN$)	Number of options outstanding (In thousands)	Weighted Average remaining contractual life (Years)	Weighted average exercise price (CDN$)	Number of options exercisable (In thousands)	Weighted average remaining contractual life (Years)	Weighted average exercise price (CDN$)
$0.55	100	0.71	$0.55	100	0.71	$0.55
$1.30	3,500	0.86	$1.30	3,500	0.86	$1.30
$0.93	300	1.44	$0.93	100	1.44	$0.93
$0.75	400	1.69	$0.75	267	1.69	$0.75
$0.81	300	2.30	$0.81	100	2.34	$0.81
$0.60	200	2.70	$0.60	67	2.69	$0.60
$0.65	3,700	2.92	$0.65	802	2.92	$0.65
	8,500	1.91	$0.94	4,936	1.30	$1.12

(All amounts expressed in Canadian Dollars, unless otherwise indicated)

The fair value method of accounting was applied to options granted to employees and directors on the date of the grant using the Black Scholes pricing model with the following weighted average assumptions.

	May 2, 2022	September 8, 2022	November 30, 2022
Average risk-free interest rate:	1.0%	3.5%	3.75%
Expected life:	3 years	3 years	3 years
Expected dividends:	nil	nil	nil
Weighted average fair value per option:	$0.16	$0.20	$0.23

b) Restricted and Deferred Share Units

On November 30, 2022, the Company granted 1,023,076 restricted share unit's ("RSUs") to certain senior officers and other eligible persons of the Company. The RSU's vest over a period of three years and the eligible person will receive the RSU's on each vesting date over the three-year vesting period. The RSU grant resulted in total charges to the Statement of Comprehensive Loss for the year ended December 31, 2022 of $0.03 million (2021: nil).

The Company also granted 576,925 deferred share grants ("DSU"s) to non-employee directors on November 30, 2022. The grant resulted in total charges to the Statement of Comprehensive Loss of $0.03 million for the year ended December 31, 2022 (2021: nil).

11. ADMINISTRATION COSTS

	Year ended December 31, 2022	**Year ended December 31, 2021**
Management and consulting fees	1,744,187	1,384,196
Office and administration	112,117	148,304
Professional fees	1,115,694	846,151
Salaries and benefits	92,779	53,322
Stock based compensation expense (Note 10)	611,042	1,279,956
Travel and promotion	338,351	216,024
Total administration costs	**4,014,170**	**3,927,953**

(All amounts expressed in Canadian Dollars, unless otherwise indicated)

12. EXPLORATION AND PROJECT INVESTIGATION COSTS

	Year ended December 31, 2022	**Year ended December 31, 2021**
Depreciation	190,977	181,007
Drilling	1,379,303	11,898,081
Exploration support and administration	658,565	960,460
Field operation and consumables	372,026	588,270
Geological consulting	953,584	38,246
Permitting and licensing fees	15,091	16,761
Salaries and benefits	778,062	1,367,398
Sampling, geological and other evaluation costs	267,469	4,297,954
Stock-based compensation expense (Note 10)	89,317	126,491
Travel and accommodation	91,834	112,232
Total exploration and project investigation costs	**4,796,228**	**19,586,900**

13. RELATED PARTY TRANSACTIONS

a) Key management compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's directors and executive officers.

The remuneration of key management personnel is as follows:

	Year ended December 31, 2022	**Year ended December 31, 2021**
Salaries and management fees	1,296,476	1,052,532
Short term benefits	40,043	23,492
Directors fees	409,048	264,967
Stock-based compensation	503,370	1,055,343
Total key management compensation	**2,248,937**	**2,396,334**

(All amounts expressed in Canadian Dollars, unless otherwise indicated)

14. INCOME TAX

Income tax expense differs from the amount that would result from applying the Canadian federal and provincial income tax rates to the loss for the year. These differences result from the following items:

	Year ended December 31, 2022	Year ended December 31, 2021
Loss before taxes	9,783,215	23,489,736
Combined Canadian federal and provincial statutory income tax rates	27.0%	27.0%
Income tax recovery based on the above rate	2,641,468	6,342,229
Losses and temporary differences for which an income tax benefit has not been recognized	(2,318,919)	(5,356,262)
Differences between Canadian and foreign tax rates	(184,700)	(344,652)
Non-deductible expenses	(189,324)	(379,969)
Impact of changes in foreign exchange rates	51,475	(261,346)
Total income tax recovery	**-**	**-**

The Company’s unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset has been recognized consist of the following:

	December 31, 2022	December 31, 2021
Non-capital losses carried forward – Canada	4,074,536	2,814,282
Non-capital losses carried forward – Cote d'Ivoire	8,289,589	7,271,048
Non-capital losses carried forward – United Kingdom	361,994	154,502
	12,726,119	**10,239,832**

The respective years of expiration of the Canadian non-capital loss carry-forwards are as follows:

Year of expiration	
2038	1,156,747
2039	1,836,843
2040	2,908,731
2041	4,520,944
2042	4,667,610
Total non-capital loss carry-forwards	**15,090,875**

Operating losses totalling $33.0 million have accumulated in the Cote d'Ivoire and may be carried forward for five years. These operating losses will expire by 2027, and no deferred tax asset has been recognized.

15. SEGMENT INFORMATION

The Company is principally engaged in the acquisition, exploration and development of mineral properties in Africa. The information regarding mineral properties and exploration and project investigation costs presented in Notes 8 and 12, respectively, represent the manner in which management reviews its business performance. The Company's mineral properties and exploration and project investigation costs are located in Côte d'Ivoire. The Company owns seven permits and six permit applications in Côte d'Ivoire. The Company's non-current assets, excluding financial instruments and exploration and project investigation costs are located in Côte d'Ivoire.

16. CAPITAL DISCLOSURES

The Company's objectives when managing capital are to provide returns for shareholders, through investment in mineral exploration, while safeguarding the Company's ability to continue as a going concern.

In the management of capital, the Company considers its capital resources to be shareholders' equity, existing cash resources and short-term investments, if any.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the Company's assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or debt instruments, adjust the level of operations, acquire or dispose of assets, bring in joint venture partners, or enter into corporate transactions.

In order to facilitate the management of its capital requirements, the Company prepares annual exploration budgets that are updated as necessary depending on various factors, including exploration results, political stability, and general industry conditions.

17. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company has estimated the fair values of its financial instruments based on appropriate valuation methodologies. These values are not materially different from their carrying value.

The Company classifies the fair values of its financial instruments according to the following hierarchy based on the significance of observable inputs used to value the instrument:

Level 1 – Quoted price (unadjusted) in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted market prices included within Level 1 that are observable for assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices);
Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company's financial instruments consist of cash, accounts receivable, trade payables and accrued liabilities with carrying values considered to be reasonable approximations of fair value due to the short term nature of these instruments. The Company also has investments in marketable securities which are measured at fair value using level 1 inputs.

(All amounts expressed in Canadian Dollars, unless otherwise indicated)

18. MANAGEMENT OF FINANCIAL RISK

The Company's financial instruments are exposed to certain financial risks, including currency, credit, liquidity risk.

a) Currency risk

Foreign currency risk can arise when the Company or its subsidiaries transact in currencies other than their functional currencies. As at December 31, 2022, the Company's Ivorian operating subsidiary's largest foreign currency risk exposure was a net financial liability denominated in West African Franc which is pegged to the Euro. A 10% change in the foreign exchange rate would give rise to increases/decreases of approximately $0.1 million in financial position/comprehensive loss.

b) Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. As at December 31, 2022, the majority of the Company's cash and cash equivalents was held through Canadian institutions with investment grade ratings with $0.5 million or 6% held in accounts with a rating of B or lower.

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's financial liabilities are comprised of accounts payable and accrued liabilities. The Company frequently assesses its liquidity position by reviewing the timing of amounts due and the Company's current cash flow position to meet its obligations. The Company manages its liquidity risk by maintaining sufficient cash and cash equivalents balances to meet its anticipated operational needs. The Company's accounts payable and accrued liabilities arose as a result of exploration and development of its exploration and evaluation assets and other corporate expenses.

The maturities of the Company's financial liabilities as at December 31, 2022 are as follows:

	Total	Less than 1 year	1-5 years	More than 5 years
Accounts payable and accrued liabilities	2,168,255	2,168,255	-	-

19. SUBSEQUENT EVENT

On April 12, 2023 the Company completed a bought deal private placement offering of 24,500,600 common shares (the "Offered Shares") at an issue price of $0.70 per Offered Share for gross proceeds of $17,150,420.

CORPORATE DIRECTORY

OFFICERS
Peter Mitchell
Non-Executive Chairman of the Board
Richard P. Clark
Chief Executive Officer
Hugh Stuart
President
Adam Spencer
Executive Vice President, Corporate Development
Glenn Kondo
Chief Financial Officer
Kathy Love
Corporate Secretary

DIRECTORS
Richard P. Clark
Hugh Stuart
Compensation Committee
David Field
Audit Committee
Corporate Governance and Nominating Committee
Peter Mitchell
Audit Committee
Compensation Committee
Alessandro Bitelli
Audit Committee
Aleksandra Bukacheva
Corporate Governance and Nominating Committee
Compensation Committee
Anu Dhir
Corporate Governance and Nominating Committee

AUDITORS
PricewaterhouseCoopers LLP
Vancouver, British Columbia, Canada

LEGAL COUNSEL
Cassels Brock & Blackwell LLP
Vancouver, British Columbia
Toronto, Ontario

CORPORATE OFFICE
Suite 2000 - 885 West Georgia Street
Vancouver, British Columbia
Canada V6C 3E8
Telephone: (604) 689-7842
Fax: (604) 689-4250

REGISTERED OFFICE
Cassels Brock & Blackwell LLP
Suite 2200 - 885 West Georgia Street
Vancouver, British Columbia
Canada V6C 3E8

RECORDS OFFICE
Cassels Brock & Blackwell LLP
Suite 2200 - 885 West Georgia Street
Vancouver, British Columbia
Canada V6C 3E8

REGISTRAR AND TRANSFER AGENT
Endeavor Trust Corporation
Suite 702, 777 Hornby Street
Vancouver, BC V6Z 1S4

SHARE LISTING
TSX Venture Exchange
Symbol: MAU
CUSIP No.: 61178L101
ISIN: CA61178L101