



MONTAGE GOLD CORP.

THIRD QUARTER REPORT

For the Three and Nine Months Ended

September 30, 2023

MONTAGE GOLD CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023
(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 unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2023. The financial information in this MD&A is reported in Canadian dollars unless otherwise indicated and is derived from the Company's condensed interim consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. The effective date of this MD&A is November 28, 2023. Additional information about the Company and its business activities is available under the Company's profile on SEDAR+ at www.sedarplus.ca 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) and other mineral properties including the Diawala Exploration Permit Application and the Bobosso Gold Project, which comprises the Dabakala and the Wendené Exploration Permit applications. The Company relinquished the Korokaha South permit during Q4, 2023. 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"). On October 23, 2020, Montage closed its initial public offering and commenced trading on the TSXV under the ticker symbol MAU.

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.

Q3 2023 OPERATING HIGHLIGHTS

During Q3 2023, the Company's focus was primarily on activities in support of the updated Definitive Feasibility Study ("Updated DFS") and permitting for the Koné Gold Project.

Exploration during the quarter was limited to a ground Induced Polarisation and magnetic survey of the Diouma-Gbongogo-Korotou trend with associated geological mapping and drill planning for diamond core drilling to be conducted at the Gbongogo Main deposit in Q4.

As a result of drilling completed during Q2 2023, the Company successfully upgraded and expanded the mineral resource estimate for the Gbongogo Main deposit ("Gbongogo Main MRE"), which is now reported as an Indicated Mineral Resource of 12.0Mt grading 1.45g/t for 559koz (at a 0.50g/t cut-off grade). The grade of the updated Gbongogo Main MRE increased by approximately 10% due to successful targeting of wide, high-grade veins within the deposit. With this update complete, the total Indicated Mineral Resources for the Koné Gold Project now approaches nearly 5M ounces. The resource update is a key milestone towards the completion of the Updated DFS that will incorporate higher grade material from Gbongogo Main in the KGP mine plan for the first time.

On the permitting front, the Company continued to advance the preparation of the Environmental & Social Impact Assessment ("ESIA"), which included consultations with government agencies and advisors that will be active in the permitting review for the KGP.

OUTLOOK

Following the successful drilling program of the first 6 months of 2023, the Company continues to focus on the de-risking of the KGP including permitting, financing and optimization activities.

With the updated Gbongogo Main MRE completed, the Company has moved on to pit optimization and mine scheduling, which with an update of the capital and operating costs will be used in the Updated DFS. A trade-off study is being undertaken on power generation.

Drilling at the KGP has re-started in Q4 2023 with diamond core drilling underway on the Gbongogo Main deposit. The objective of this drilling is to demonstrate the potential for further grade improvement within the deposit building upon the success of the last drill program. With a relatively small amount of drill holes intersecting the wide, high-grade quartz-tourmaline veins, the average grade of the deposit increased by approximately 10%. The updated DFS considers material from Gbongogo Main being mined and trucked at an accelerated rate during the early years of the KGP, which has the potential to significantly enhance the economics of the project as a whole.

On the permitting front, Montage has been working with various ministry offices in Côte d'Ivoire to advance key elements of project permitting in advance of the formal submission of the ESIA. The Company expects to submit the ESIA in late Q4 2023 to formally commence the validation process. Assuming a successful conclusion, Montage expects to receive the necessary environmental approvals for the project in H1 2024.

District exploration is also planned for Q4 2023, including at the Yéré North target, where Montage intersected shallow high-grade mineralization from RC drilling in May 2023, including 23m grading 12.91g/t from 1m. The follow-up program is planned to include further geological mapping and interpretation to define a second drill programme at the prospect.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

| | Sept – 23 | June – 23 | Mar – 23 | Dec - 22 | Sept - 22 | June - 22 | Mar - 22 | Dec - 21 |
|--|-----------|-----------|----------|----------|-----------|-----------|----------|----------|
| Revenue (\$000's) | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Exploration costs (\$000's) | 1,811 | 4,253 | 4,357 | 2,208 | 690 | 620 | 1,278 | 2,106 |
| Total net loss (\$000's) | 3,023 | 5,429 | 5,478 | 3,674 | 2,277 | 1,564 | 2,268 | 3,386 |
| Net loss attributed to the Company's shareholders (\$000's) | 3,023 | 5,429 | 5,478 | 3,674 | 2,277 | 1,564 | 2,268 | 3,386 |
| Net loss per share attributed to the Company's shareholders basic and diluted (\$) | 0.02 | 0.03 | 0.03 | 0.03 | 0.02 | 0.02 | 0.02 | 0.03 |
| Total assets (\$000's) | 54,723 | 59,395 | 49,817 | 51,966 | 38,912 | 38,668 | 20,786 | 23,410 |
| Total current financial liabilities (\$000's) | 1,051 | 2,722 | 3,063 | 2,168 | 21,408 | 20,970 | 1,116 | 1,101 |

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

Exploration costs during Q3 2023 were \$1.8 million (2022: \$0.7m) and \$2.9 million lower than Q2 2023. During Q3 2023, Updated DFS study expenditures were \$0.8 million (2022: nil) and included work to review mining contractor submissions, completion of the Gbongogo resource estimate and update of the feasibility study including development of mining schedules, review of processing plant layout and update of capital and operating costs. Study work is on target with the Company planning to submit the KGP ESIA by late Q4 2023. Drilling and exploration support costs of \$0.5 million (2022: \$0.3 million) were for drilling work at Gbongogo

for the Updated DFS. Current period drilling costs were lower than the prior quarter as drilling work for the Updated DFS were completed.

Exploration costs during Q2 2023 were \$4.3 million (2022: \$0.6 million). During Q2 2023 drilling continued to be focussed at Gbongogo to provide samples for feasibility level testing and to support the upgrade of the mineral resource estimate to the Indicated category. Exploration costs in Q2 2023 were \$3.6 million higher than the prior year as prior year exploration was focussed on soil sampling on the Sisséplé Exploration and Farandougou Exploration Permits following the completion of the KGP PEA. Administration costs were \$1.3 million (2022: \$0.9 million). The higher costs were due to increased stock based compensation expense following the November 2022 share option grant and increased travel and promotion for additional conference attendance.

Exploration costs during Q1 2023 were \$4.4 million (2022: \$1.3 million). During Q1 the Company advanced drilling work at the KGP, mainly at Gbongogo. Administration costs were \$1.2 million (2022: \$1.0 million), an increase of \$0.2 million compared to the prior year due largely to an increase in stock based compensation following the November 2022 share option grant and increased promotion and travel costs following increased conference attendance.

Exploration costs during Q4 2022 were \$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 KGP feasibility study.

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 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 KGP project and preparing for exploration in the newly acquired permit areas.

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 KGP 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.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2023, the Company had a consolidated cash balance of \$10.6 million (December 31, 2022: \$8.0 million). On April 12, 2023, the Company completed a bought deal private placement for gross proceeds of \$17.2 million following the issue of 14,285,700 common shares at \$0.70 per share for proceeds of \$10 million under the listed issuer finance exemption ('LIFE' Offering document) and a further 10,214,900 common shares were issued at \$0.70 per share for proceeds of \$7.2 million. The further share issue of 10,219,900 common shares was 3,072,000 shares higher than anticipated in the LIFE document. Total net proceeds received were \$15.9 million after underwriter, legal and TSX fees.

As disclosed in the LIFE document under the Source of Funds, total actual funds available after the Offering was \$17.1 million, which is equivalent to the net finance proceeds (after costs) of \$15.9 million plus the Company's cash balance of \$1.2 million at the time of the Offering. The total source of funds at \$17.1 million were \$1.8 million higher than the anticipated source of funds in the LIFE document of \$15.3m. This is due to an additional 3.1 million shares being issued at \$0.70 per share compared to the LIFE document.

Source and Use of Funds as disclosed in the Listed Issuer Finance Exemption Offering Document

| | Montage Issuer Financing Exemption | Actual Source of Funds and Expenditures to September 30, 2023 |
|--|---|--|
| Total Source of Funds | 15,265,020 | 17,048,119 |
| Use of Funds: | | |
| Koné Gold Project | | |
| Drilling and Exploration | 4,900,000 | 3,653,395 |
| Personnel | 1,500,000 | 796,385 |
| Tenement | 100,000 | 56,081 |
| Revised feasibility study costs | 750,000 | 791,665 |
| Côte d'Ivoire indirect operating costs and overheads | 1,550,000 | 725,255 |
| Working capital and general corporate purposes | 6,465,020 | 1,553,222 |
| Total Use of Funds | 15,265,020 | 7,576,003 |

Expenditures since closing the private placement to September 30, 2023 were \$7.6 million with total metres drilled of 24,961m since the financing. Study work during the period included comminution and leach test work on Gbongogo samples and completion of Geotech drilling at Gbongogo, review of mining contractor submissions and an update of the feasibility study. Study work is on target with the Company planning to submit the KGP ESIA by late Q4 2023 and assuming successful conclusion of the validation process, Montage expects to receive the environmental approvals for the project in H1, 2024.

MANAGEMENT OF FINANCIAL RISK

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

a) Currency risk

Foreign currency risk can arise when the Company or its subsidiaries transact in currencies other than their functional currencies or have net financial assets or liabilities which are denominated in currencies other than their respective functional currencies. As at September 30, 2023, the Company did not have any material foreign currency risk exposure.

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 September 30, 2023, the majority of the Company's cash and cash equivalents was held through Canadian institutions with investment grade ratings with \$0.1 million or 1% held in accounts with a rating of B or lower.

b) 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 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 September 30, 2023 are as follows:

| | Total | Less than 1 year | 1-5 years | More than 5 years |
|--|--------------|-----------------------------|------------------|------------------------------|
| Accounts payable and accrued liabilities | 1,051,151 | 1,051,151 | - | - |

OUTSTANDING SHARE DATA

As at the date of this MD&A, the Company had 185,004,890 Common Shares issued and outstanding and 8,400,000 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.

QUALIFIED PERSON

The technical contents of this MD&A have been reviewed by Hugh Stuart, C.Geol, FGS, a Qualified Person pursuant to NI 43-101. Mr. Stuart holds the position of President of the Company. Some of the statements in this MD&A are forward-looking statements that are subject to risk factors set out in the cautionary note contained herein.

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 material risks and uncertainties should be taken into account in assessing the Company's activities are described under the heading "Risks and Uncertainties" in the Company's Management Discussion and Analysis for the Year Ended December 31, 2022 as listed on www.sedarplus.ca. Any one or more of these risks and uncertainties could have a material adverse effect on the Company.

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 KGP;
- proposed expenditures for exploration and development work on the KGP in accordance with the recommendations of the KGP Feasibility Study, and general and administrative expenses relating to the business of the Company;
- the potential for open pit mine development at the KGP;
- 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 KGP 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.

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

Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2023 and 2022

(Unaudited)

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

| | September 30, 2023 | December 31, 2022 |
|--|-------------------------------|------------------------------|
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents | \$ 10,600,357 | \$ 8,020,729 |
| Receivables and other assets (Note 3) | 276,054 | 1,330,578 |
| | 10,876,411 | 9,351,307 |
| Equipment (Note 4) | 488,868 | 412,553 |
| Mineral properties (Note 5) | 43,338,724 | 42,179,104 |
| Other assets | 19,245 | 23,422 |
| | <u>\$ 54,723,248</u> | <u>\$ 51,966,386</u> |
| LIABILITIES | | |
| Current liabilities | | |
| Accounts payable and accrued liabilities | \$ 1,051,151 | \$ 2,168,255 |
| EQUITY | | |
| Equity attributed to common shareholders | | |
| Share capital | 118,858,309 | 102,993,680 |
| Contributed surplus | 2,940,497 | 1,995,625 |
| Accumulated other comprehensive income | 150,685 | (843,354) |
| Deficit | <u>(68,277,394)</u> | <u>(54,347,820)</u> |
| | 53,672,097 | 49,798,131 |
| | <u>\$ 54,723,248</u> | <u>\$ 51,966,386</u> |

Approved by the Board of Directors

(signed) "Alessandro Bitelli"
Director

(signed) "Richard P. Clark"
Director

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

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

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|-------------------------------------|---------------------|------------------------------------|---------------------|
| | 2023 | 2022 | 2023 | 2022 |
| Administration costs (Note 8) | \$ 1,352,936 | \$ 1,035,686 | \$ 3,873,599 | \$ 2,975,656 |
| Exploration and project investigation costs (Note 9) | 1,811,254 | 689,933 | 10,421,660 | 2,587,890 |
| Foreign exchange loss | 23,591 | (4,740) | 43,035 | 6,946 |
| Interest income | (164,793) | (25,420) | (408,720) | (42,847) |
| | | | | (122,949) |
| Subscription receipts – Interest income | - | (122,949) | - | 49 |
| | | | | 704,658 |
| Subscription receipts – Interest expense | - | 704,658 | - | 8 |
| Net loss for the period | <u>\$ 3,022,988</u> | <u>\$ 2,277,168</u> | <u>\$ 13,929,574</u> | <u>\$ 6,109,354</u> |
| Items that may be subsequently reclassified to net loss: | | | | |
| Loss/(gain) on translation to presentation currency | 291,109 | (15,411) | (1,093,679) | 853,773 |
| Items that will not be subsequently reclassified to net loss: | | | | |
| Change in fair value of marketable securities | - | 36,318 | 99,640 | 270,763 |
| Comprehensive loss for the period | <u>\$ 3,314,097</u> | <u>\$ 2,298,075</u> | <u>\$ 12,935,535</u> | <u>\$ 7,233,890</u> |
| Basic and diluted loss per common share | <u>\$ 0.02</u> | <u>\$ 0.02</u> | <u>\$ 0.08</u> | <u>\$ 0.06</u> |
| Basic and diluted weighted average number of shares outstanding | <u>185,004,890</u> | <u>106,017,185</u> | <u>175,850,820</u> | <u>105,500,084</u> |

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

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

| | 2023 | Nine months ended September 30, 2022 |
|--|----------------------|---|
| Cash flows for operating activities | | |
| Net loss for the period | \$ (13,929,574) | \$ (6,109,354) |
| Add non-cash items | | |
| Depreciation of equipment (Note 4) | 191,009 | 139,024 |
| Stock-based compensation expense (Note 7) | 944,872 | 291,541 |
| | <u>(12,793,693)</u> | <u>(5,678,789)</u> |
| Changes in non-cash working capital items | | |
| Receivables and other assets | 389,033 | 473,786 |
| Accounts payable and accrued liabilities | (1,117,090) | 271,673 |
| | <u>(13,521,750)</u> | <u>(4,933,330)</u> |
| Cash flows for investing activities | | |
| Purchase of equipment (Note 4) | (269,622) | (149,371) |
| Proceeds on sale of marketable securities | 570,436 | |
| | <u>300,814</u> | <u>(149,371)</u> |
| Cash flows from financing activities | | |
| Share option exercise | - | 2,137,500 |
| Subscription receipts total fees paid | - | (718,885) |
| Private placement – gross proceeds (Note 6) | 17,150,420 | - |
| Private placement – share issue costs (Note 6) | (1,285,791) | - |
| | <u>15,864,629</u> | <u>1,418,615</u> |
| Foreign exchange on cash and cash equivalents | (64,065) | (22,732) |
| Increase in cash and cash equivalents | 2,579,628 | (3,686,818) |
| Cash and cash equivalents, beginning of period | 8,020,729 | 9,774,417 |
| Cash and cash equivalents, end of period | <u>\$ 10,600,357</u> | <u>\$ 6,087,599</u> |

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

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

| | Number of shares issued and outstanding | Share capital | Contributed Surplus | Accumulated Other Comprehensive Income | Deficit | Total |
|---|---|-----------------------|------------------------|--|------------------------|----------------------|
| Balance January 1, 2023 | 160,504,290 | \$ 102,993,680 | \$ 1,995,625 | \$ (843,354) | \$ (54,347,820) | \$ 49,798,131 |
| Net loss and other comprehensive income | - | - | - | 994,039 | (13,929,574) | (12,935,535) |
| Stock based compensation expense (Note 7) | - | - | 944,872 | - | - | 944,872 |
| Private placement (Note 6) | 24,500,600 | 17,150,420 | - | - | - | 17,150,420 |
| Share Issue Costs (Note 6) | - | (1,285,791) | - | - | - | (1,285,791) |
| Balance September 30, 2023 | 185,004,890 | \$ 118,858,309 | \$ 2,940,497 | \$ 150,685 | \$ (68,277,394) | \$ 53,672,097 |
| Balance January 1, 2022 | 105,040,004 | \$ 65,460,448 | \$ 2,068,802 | \$ (655,893) | \$ (44,564,605) | \$ 22,308,752 |
| Net loss and other comprehensive income | - | - | - | (1,124,536) | (6,109,354) | (7,233,890) |
| Stock based compensation expense (Note 7) | - | - | 291,541 | - | - | 291,541 |
| Share option exercise | 4,750,000 | 2,911,036 | (773,536) | - | - | 2,137,500 |
| Balance September 30, 2022 | 109,790,004 | \$ 68,371,484 | \$ 1,586,807 | \$ (1,780,429) | \$ (50,673,959) | \$ 17,503,903 |

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

Montage Gold Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended September 30, 2023 and 2022
(All amounts expressed in Canadian Dollars, unless otherwise indicated)
(Unaudited)

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 including the Koné Gold Project ("KGP") which undergoing an updated feasibility study. The KGP includes the Koné Exploration Permit (PR 262), the Farandougou Exploration Permit (PR 748), the Sisséplé North Exploration Permit (PR 879b), the Mankono acquired properties ("Mankono Acquisition") and two Exploration Permit applications located in the area near the KGP. The Mankono Acquisition includes the Sisséplé Exploration Permit (PR 920), the Gbongogo Exploration Permit (PR 919) and the Sissédougou Exploration Permit (PR 842). Montage owns 100% of the KGP and it is subject to a 2% NSR except for the Farandougou Exploration Permit and the Sisséplé North Exploration Permit (PR 879b), both of which are royalty free.

Other mineral properties include the Diawala Exploration Permit Application and the Bobosso Gold Project, which comprises the Dabakala and the Wendené Exploration Permit (PR 572) applications. The Company relinquished the Korokaha South permit during Q4, 2023. Montage owns 100% of these projects with the Bobosso Gold Project subject to a 2% NSR and the Korokaha Gold Project is royalty free.

Montage's registered office is located at Suite 2000, 885 West Georgia Street, Vancouver, British Columbia, Canada, V6C 3E8.

2. BASIS OF PRESENTATION

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"), applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. As such, certain disclosures included in the annual financial statements prepared in accordance with IFRS have been condensed or omitted. Accordingly, these condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2022. In preparation of these condensed interim consolidated financial statements, the Company has consistently applied the same accounting policies as disclosed in Note 3 to the audited consolidated financial statements for the year ended December 31, 2022.

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 Mankono Exploration SA, 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.

These condensed interim financial statements were authorized for issuance by the Board of Directors of the Company on November 28, 2023.

Montage Gold Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended September 30, 2023 and 2022
(All amounts expressed in Canadian Dollars, unless otherwise indicated)
(Unaudited)

3. RECEIVABLES AND OTHER ASSETS

| | September 30, 2023 | December 31, 2022 |
|---|-------------------------------|------------------------------|
| Prepaid expenses | 276,054 | 660,502 |
| Marketable securities | - | 670,076 |
| Total receivables and other assets | 276,054 | 1,330,578 |

Montage Gold Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended September 30, 2023 and 2022
(All amounts expressed in Canadian Dollars, unless otherwise indicated)
(Unaudited)

4. EQUIPMENT

| Cost | Office and Office Equipment | Vehicles and Mobile Equipment | Field and Camp Equipment | Total |
|--|--|--|---|--------------------|
| As at January 1, 2022 | 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 |
| Additions | 40,619 | 86,674 | 142,329 | 269,622 |
| Effects of foreign exchange on translation to presentation currency | 1,906 | (4,942) | (7,171) | (10,207) |
| As at September 30, 2023 | 241,093 | 447,963 | 853,945 | 1,543,001 |
| Accumulated depreciation | | | | |
| As at January 1, 2022 | (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) |
| Depreciation | (53,057) | (103,976) | (33,976) | (191,009) |
| Effects of foreign exchange on translation to presentation currency | (4,038) | 4,472 | 7,475 | 7,909 |
| As at September 30, 2023 | (161,730) | (393,623) | (498,780) | (1,054,133) |
| Net book value | | | | |
| As at December 31, 2022 | 93,933 | 72,112 | 246,508 | 412,553 |
| As at September 30, 2023 | 79,363 | 54,340 | 355,165 | 488,868 |

Montage Gold Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended September 30, 2023 and 2022
(All amounts expressed in Canadian Dollars, unless otherwise indicated)
(Unaudited)

5. MINERAL PROPERTIES

| Cost | Total |
|---|-------------------|
| As at January 1, 2022 | 11,767,954 |
| Mankono Acquisition | 30,327,278 |
| Effects of foreign exchange on translation to presentation currency | 83,872 |
| As at December 31, 2022 | 42,179,104 |
| Effects of foreign exchange on translation to presentation currency | 1,159,620 |
| As at September 30, 2023 | 43,338,724 |

Mineral properties include the Mankono Acquisition in 2022 for \$30.3 million and the acquisition of the Koné Exploration Permit (PR 262) for \$6.2 million in 2019 and the Wendené Exploration Permit (PR 572) for \$5.4 million in 2018.

6. SHARE CAPITAL

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.

7. STOCK OPTIONS

Stock option plan

Total stock based compensation for share options and restricted and deferred share units for the nine months ended September 30, 2023 was \$0.9 million (2022: \$0.3 million).

Stock options outstanding

Total stock based compensation for share for the nine months ended September 30, 2023 was \$0.3m (2022: \$0.3m).

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, 2022 | 9,050 | \$0.81 |
| Granted | 4,200 | \$0.66 |
| Exercised | (4,750) | \$0.45 |
| Outstanding at December 31, 2022 | 8,500 | \$0.94 |
| Expired | (100) | \$0.55 |
| Outstanding at September 30, 2023 | 8,400 | \$0.94 |
| Exercisable at September 30, 2023 | 5,136 | \$1.12 |

Montage Gold Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended September 30, 2023 and 2022
(All amounts expressed in Canadian Dollars, unless otherwise indicated)
(Unaudited)

The following summarizes information about the stock options outstanding and exercisable at September 30, 2023:

| Exercise price (Cdn\$) | Outstanding options | | | Exercisable Options | | |
|---------------------------|---|---|--|---|---|--|
| | 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\$) |
| \$1.30 | 3,500 | 0.11 | \$1.30 | 3,500 | 0.11 | \$1.30 |
| \$0.93 | 300 | 0.69 | \$0.93 | 300 | 0.69 | \$0.93 |
| \$0.75 | 400 | 0.94 | \$0.75 | 267 | 0.94 | \$0.75 |
| \$0.81 | 300 | 1.59 | \$0.81 | 200 | 1.59 | \$0.81 |
| \$0.60 | 200 | 1.94 | \$0.60 | 67 | 1.94 | \$0.60 |
| \$0.65 | 3,700 | 2.17 | \$0.65 | 802 | 2.17 | \$0.65 |
| | 8,400 | 1.17 | \$0.94 | 5,136 | 0.59 | \$1.12 |

The November 22, 2020 Options at \$1.30 expired without being exercised.

Restricted and Deferred Share Units

The Company had 1,023,076 restricted share units ("RSU"s) outstanding and no units were exercisable as at September 30, 2023. The RSU's have a 3-year vesting period and each RSU holder will receive RSUs on each vesting date over the three year period. Total stock based compensation for the nine months ended September 30, 2023 was \$0.3 million (2022: nil).

The Company had 576,925 deferred share units ("DSU"s) outstanding and no units were exercisable as at September 30, 2023. Total stock based compensation was \$0.3 million for the nine months ended September 30, 2023 (2022: nil).

8. ADMINISTRATION COSTS

| | Three months ended September 30, | | Nine months ended September 30, | |
|-----------------------------------|-------------------------------------|------------------|------------------------------------|------------------|
| | 2023 | 2022 | 2023 | 2022 |
| Management and consulting fees | 567,930 | 413,445 | 1,519,517 | 1,255,253 |
| Office and administration | 21,113 | 45,795 | 111,522 | 87,908 |
| Professional fees | 219,382 | 323,582 | 666,953 | 1,003,530 |
| Salaries and benefits | 41,011 | 33,344 | 98,622 | 64,308 |
| Stock based compensation expense | 312,936 | 97,796 | 908,460 | 269,932 |
| Travel and promotion | 190,564 | 121,724 | 568,525 | 294,725 |
| Total administration costs | 1,352,936 | 1,035,686 | 3,873,599 | 2,975,656 |

Montage Gold Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended September 30, 2023 and 2022
(All amounts expressed in Canadian Dollars, unless otherwise indicated)
(Unaudited)

9. EXPLORATION AND PROJECT INVESTIGATION COSTS

| Three months ended September 30, | 2023 | 2022 |
|--|------------------|----------------|
| Depreciation | 70,016 | 43,701 |
| Drilling | 287,285 | - |
| Exploration support and administration | 166,413 | 269,366 |
| Field operation and consumables | 131,935 | 83,401 |
| Geological consulting | 779,215 | 25,757 |
| Permitting and licensing fees | 2,514 | 270 |
| Salaries and benefits | 343,354 | 155,187 |
| Sampling, geological and other evaluation costs | 2,497 | 95,740 |
| Stock-based compensation expense | 74 | 3,952 |
| Travel and accommodation | 27,951 | 12,559 |
| Total exploration and project investigation costs | 1,811,254 | 689,933 |

| Nine months ended September 30, | 2023 | 2022 |
|--|-------------------|------------------|
| Depreciation | 191,009 | 139,024 |
| Drilling | 6,530,149 | 137,191 |
| Exploration support and administration | 529,881 | 431,096 |
| Field operation and consumables | 644,873 | 268,133 |
| Geological consulting | 1,248,278 | 775,769 |
| Permitting and licensing fees | 59,421 | 7,974 |
| Salaries and benefits | 1,046,917 | 523,513 |
| Sampling, geological and other evaluation costs | 64,442 | 225,701 |
| Stock-based compensation expense | 36,413 | 21,609 |
| Travel and accommodation | 70,277 | 57,880 |
| Total exploration and project investigation costs | 10,421,660 | 2,587,890 |

Montage Gold Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended September 30, 2023 and 2022
(All amounts expressed in Canadian Dollars, unless otherwise indicated)
(Unaudited)

10. SEGMENT INFORMATION

The Company is principally engaged in the acquisition, exploration and development of mineral properties in Côte d'Ivoire. The information regarding mineral properties and exploration and project investigation costs presented in Notes 5 and 9, 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 six permits and seven permit applications in Côte d'Ivoire. The Company's non-current assets are located in Côte d'Ivoire.

11. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, marketable securities, other receivables, and accounts payable and accrued liabilities. The carrying amounts of cash and cash equivalents, other receivables and accounts payable and accrued liabilities approximate their fair value because of the immediate or short-term maturity of these financial instruments. The fair value of marketable securities is measured using Level 1 inputs using quoted market prices.

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

a) Currency risk

Foreign currency risk can arise when the Company or its subsidiaries transact in currencies other than their functional currencies or have net financial assets or liabilities which are denominated in currencies other than their respective functional currencies. As at September 30, 2023, the Company did not have any material foreign currency risk exposure.

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 September 30, 2023, the majority of the Company's cash and cash equivalents was held through Canadian institutions with investment grade ratings with \$0.1 million or 1% 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 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 mineral properties assets and other corporate expenses.

Montage Gold Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended September 30, 2023 and 2022
(All amounts expressed in Canadian Dollars, unless otherwise indicated)
(Unaudited)

The maturities of the Company's financial liabilities as at September 30, 2023 are as follows:

| | Total | Less than 1 year | 1-5 years | More than 5 years |
|--|--------------|-----------------------------|------------------|------------------------------|
| Accounts payable and accrued liabilities | 1,051,151 | 1,051,151 | - | - |



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
Compensation Committee
Corporate Governance and Nominating
Committee
Anu Dhir
Compensation Committee
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
OTC: Symbol: MAUTF
CUSIP No.: 61178L101
ISIN: CA61178L101