TSX.V **MAU** OTCQX **MAUTF**

montagegold.com

Creating a *premier* African gold producer

ANNUAL REPORT

For the year ended December 31, 2023

Presented in Canadian Dollars

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Management's Discussion and Analysis

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MANAGEMENT'S DISCUSSION AND ANALYSIS

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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, 2023, 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 Accounting Standards"). The effective date of this MD&A is April 26, 2024. 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.montagegold.com.

1. BUSINESS OVERVIEW

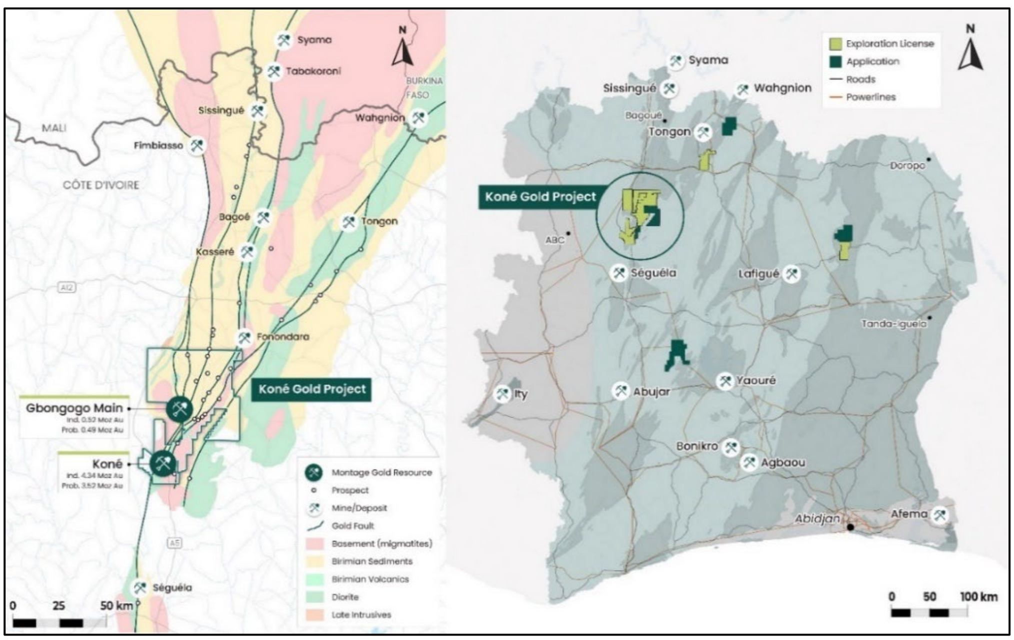
Montage is a Canadian-listed company focused on becoming a premier multi-asset African gold producer, starting with the development of its flagship Koné project, located in Côte d'Ivoire. Based on the Feasibility Study published in 2024, the Koné project ranks as one of the highest quality gold projects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

Montage 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.

SUMMARY OF THE KONÉ PROJECT

The Koné project ranks as one of the highest quality gold projects in Africa with a long 16-year mine life, low AISC of US$998/oz over its life of mine, and sizeable annual production of +300koz of gold over the first 8 years. The Koné project currently hosts a Probable Mineral Reserve of 174.3Mt grading 0.72g/t for 4.01M ounces of gold.

The Koné 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 project lies within the sous-prefectures of Kani, Morondo, Dianra and Boundiali around 470 km northwest of the capital Abidjan.



The majority of the Koné project is subject to a 2% NSR, except for the Farandougou Exploration Permit and the Sisséplé North Exploration Permit both of which are royalty free. The 2% NSR that applies to the Sissédougou Exploration Permit, the Gbongogo Exploration Permit, and the Sisséplé Exploration Permit, has a partial buy-back option in favour of the Company. For a purchase price of US$10 million, the company can reduce the 2% NSR to a 1% NSR, with the option expiring on November 22, 2024.

At the present time, the Company owns 100% of its Mineral Properties. In the future, once a mining license has been granted in respect of the Koné project, a new holding company in Côte d'Ivoire will be created to hold the mining license and the Government of Côte d'Ivoire will receive a carried 10% equity interest in that holding company.

On January 16, 2024, the Company released the results of an updated feasibility study on the Koné project (the "UFS"). The UFS was undertaken to incorporate a new high-grade satellite deposit, Gbongogo Main purchased in late 2022 for $30.3 million, which provided a material contribution to the production profile of the project during the first three years of production optimizing NPV and reducing payback to 2.6 years. A summary of statistics from the UFS is presented below.

Figures are in US$	**Units**	**Metric**
Pit Optimization Gold Price	**$/oz**	**$1,550**
Financial Model Base Case Gold Price	$/oz	$1,850
Life of Mine	years	16.0
Total Material Processed	Mt	174.3
Contained Gold (Probable Reserves)	Moz	4.01
Strip Ratio	**w:o**	**1.18:1**
Mill Throughput	Mtpa	11.0
Average Head Grade, first 3 years	**Au g/t**	**1.15**
Average Head Grade, LOM	Au g/t	0.72
Processing Recovery, first 3 Years	%	89.6%
Processing Recovery, LOM	%	89.0%
Total Gold Production, LOM	**Moz**	**3.57**
Average Gold Production, first 3 years	**koz/yr**	**349**
Average Gold Production, first 8 years	**koz/yr**	**301**
Average Gold Production, LOM	**koz/yr**	**223**
Mining Cost Per Tonne Mined, LOM	$/t, mined	$3.22
Mining Cost Per Tonne Processed, LOM	$/t, processed	$6.68
Processing Cost, LOM (incl. rehandle)	**$/t, processed**	**$8.94**
G&A, LOM	$/t, processed	$0.98
Royalties, LOM	$/t, processed	$2.84
Total Operating Costs, LOM	**$/t, processed**	**$19.83**
Average AISC, first 3 years	**$/oz**	**$899**
Average AISC, LOM	**$/oz**	**$998**
Initial Capital Expenditure	$M	$712
Total LOM Capital (incl. Closure)	$M	$877
$NPV_{5\%}$, after-tax (100%)	**$M**	**$1,089**
After-tax IRR	**%**	**31.0%**
Payback Period	**years**	**2.6**

2. OPERATING HIGHLIGHTS

a) Q4 and Full Year 2023 Operating Highlights

During Q3 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 project now approaches nearly 5M ounces.

Given the addition of the Gbongogo Main MRE, during Q4 2023, the Company's focus was on activities in support of the Updated Feasibility Study ("UFS"). The UFS updated the mine schedules and financial model based on the revised Mineral Resource Estimates ("MRE") for Gbongogo Main and Koné incorporating the UFS parameters. The results from the UFS were announced on January 16, 2024 and the 43-101 Technical Report entitled "Koné Gold Project, Côte d'Ivoire, Updated Feasibility Study, National Instrument 43-101 Technical Report" filed on SEDAR+ on February 15, 2024. Readers are encouraged to refer to the full text of the UFS as disclosed on the Company's profile on SEDAR+ at www.sedarplus.ca.

On the permitting front, the Company submitted the Environmental & Social Impact Assessment ("ESIA") to the Agence Nationale d'environment ("ANDE") in December to formally initiate the permitting process for the Koné project

On the exploration front, Q4-2023 activities were 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 addition, the Company completed a short diamond drilling program at the Diouma North and Yeré North prospects comprising 12 holes for 2,402.8m. Drilling at Diouma North intersected 14m at 2.16g/t from 58m (GBDDH062); and 17.45m at 2.74g/t from 79m and 11m at 2.21g/t from 127m (GBDDH064). For a fulsome disclosure related to such drilling results, including data verification and QA/QC procedures, see the Company's press release dated January 16, 2024.

Earlier in the year, drill results from Diouma North identified mineralization over a 150m strike length, open in all directions, with intercepts including 12m at 2.64g/t (GBRC070) and 15m at 3.84g/t (GBRC071). Results from Yeré North were successful at confirming mineralization over a 200m strike length and included a significant new high-grade intercept in bedrock at the south end of the prospect which return 27m at 8.97g/t from surface (MMKAC141). An additional seven RC holes for 842m of drilling as follow-up to a reconnaissance program. The high-grade reconnaissance drilling intercept (MMKAC141: 27m at 8.97g/t with 3m composites) was twinned for confirmation with 1m samples (and returned a significantly better intercept of 23m at 12.91g/t (incl. 13m at 21.03g/t) relative to the earlier result from MMKAC141.

The Company relinquished the Korokaha South permit during Q4, 2023. Based on work performed to date, the Company has not identified sufficient resources to justify further drilling in this area.

b) 2024 Outlook

With the publication of the UFS, the focus of the Company has moved on to the permitting and financing of the project and the start of the detailed engineering studies to finalise design and identify long lead items.

The Company submitted the ESIA for the Koné project for approval in December 2023 and is expecting to receive written approval of the ESIA in Q2 2024. Montage expects to have the Koné project fully permitted during H2 2024.

Front End Engineering Design ("FEED") is expected to occur over the course of 2024 to enable earthworks construction to commence in Q4, 2024 for the Water Storage Facility ("WSF") and Gbongogo Main haul road bridge to enable pumping from the Marahoué. In addition, the FEED will identify the long lead items and enable detailed engineering to be prioritised and so that fabrication slots may be secured once financing has been concluded.

Project financing discussions continue to progress and it is a Company objective to appoint a lead arranger in 2024. Assuming all permits are received for the development of the Koné project in H2 2024, the Company is targeting a final investment decision during Q4 2024 and groundbreaking during Q1 2025 for the construction of the Koné project.

On the exploration front, diamond drilling at Diouma and a number of other projects will re-commence during H1 2024 with an initial core programme which, if successful, will be followed up with an RC programme with the aim of defining an initial resource at a second prospect.

QUALIFIED PERSON

The scientific and technical contents in this MD&A have been approved by Hugh Stuart, BSc, MSc, a Qualified Person pursuant to NI 43-101. Mr. Stuart is the President and a Director of the Company, a Chartered Geologist and a Fellow of the Geological Society of London.

3. FINANCIAL HIGHLIGHTS

a) Selected Annual Financial Information

	2023	2022	2021
Revenue ($000's)	Nil	Nil	Nil
Exploration costs ($000's)	13,203	4,796	19,586
Total net loss ($000’s)	24,420	9,783	23,490
Net loss attributed to the Company’ shareholders ($000’s)	24,420	9,783	23,490
Net loss per share attributed to the Company’s shareholders basic and diluted ($)	$0.14	$0.09	$0.22
Total assets ($000’s)	45,688	51,966	23,410
Total current liabilities ($000’s)	1,245	2,168	1,101
Cash and cash equivalents ($000’s)	6,720	8,021	9,774

Year ended December 31, 2023 compared to year ended December 31, 2022

For the year ended December 31, 2023, Montage incurred a loss of $24.4 million (2022: $9.8 million) including an impairment charge of $6.4 million (2022: $Nil). Exploration costs for the year ended December 31, 2023 were $13.3 million (2022: $4.8 million). Exploration costs were $8.5 million higher than the prior year, largely due to additional drilling performed and costs incurred in support of the UFS.

Administration costs were $4.2 million for the year ended December 31, 2023 (2022: $3.4 million). Management and consulting fees increased by $0.4 million due to salary costs that were previously shared with Orca but now fully borne by Montage.

An impairment of $6.4 million for the full value of the Wendené Exploration Permit (PR572) was recognized during the period as the permit reached its final expiration date and lapsed. The Company’s new application for a smaller area has not yet been granted and the Company has no planned exploration expenditure for this area at this time.

b) Summary of Quarterly Financial Results

	Quarters ended							
	Dec - 23	Sept - 23	June - 23	Mar - 23	Dec - 22	Sept - 22	June - 22	Mar - 22
Revenue ($000's)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Exploration costs ($000's)	2,782	1,811	4,253	4,357	2,208	690	620	1,278
Total net loss ($000’s)	10,490	3,023	5,429	5,478	3,674	2,277	1,564	2,268
Net loss attributed to the Company’s shareholders ($000’s)	10,490	3,023	5,429	5,478	3,674	2,277	1,564	2,268
Net loss per share attributed to the Company’s shareholders basic and diluted ($)	0.06	0.02	0.03	0.03	0.03	0.02	0.02	0.02
Total assets ($000’s)	45,688	54,723	59,395	49,817	51,966	38,912	38,668	20,786
Total current liabilities ($000’s)	1,245	1,051	2,722	3,063	2,168	21,408	20,970	1,116
Cash and cash equivalents ($000’s)	6,720	10,600	14,969	3,644	8,021	6,088	6,168	7,875

Montage has no expectation of generating revenues and operating profits until it develops its Koné project.

Exploration costs during Q4 2023 were $2.8 million (2022: $2.2m) and $1.0 million higher than Q3 2023. During Q4 2023, UFS study expenditures were $0.8 million (2022: nil). Drilling and exploration support costs of $0.5 million (2022: $1.5 million) were incurred for the diamond drilling program at the Diouma North and Yeré North prospects.

Registration fees of $0.3 million were paid (2022: nil) relating to transfers of mining permits for the Koné project. During Q4 2022, the Company commenced drilling within the Mankono properties on the Gbongogo permit.

Exploration costs during Q3 2023 were $1.8 million (2022: $0.7m) and $2.5 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 UFS including development of mining schedules, review of processing plant layout and update of capital and operating costs. Study work was completed and the Company planned to submit the Koné project 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. Q3 2023 drilling costs were lower than the same period in the prior quarter as drilling work for the Updated DFS was completed. During Q3, 2022 Exploration costs were spent on permitting work and soil geochemistry, mapping and target generation within the Koné 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 costs during Q2 2023 were $4.3 million (2022: $0.6 million). During Q2 2023 drilling continued to be focused at Gbongogo to provide samples for feasibility level testing and to support the upgrade of the mineral resource estimate to the Indicated mineral resource category. Exploration costs in Q2 2023 were $3.6 million higher compared to the same quarter in the prior year. In the prior year exploration was focused on soil sampling on the Sisséplé Exploration and Farandougou Exploration Permits following the completion of the Koné project PEA. Administration costs and share based compensation were $1.3 million (2022: $0.9 million). The higher costs were due to increased share-based compensation expense following the November 2022 share option grant and increased travel and promotion for additional conference attendance. Exploration work during Q2 2022 focused on soil sampling on the Sisséplé Exploration and Farandougou Exploration Permits.

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

4. LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2023, the Company had a consolidated cash balance of $6.7 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 $10.0 million under the listed issuer finance exemption ("LIFE") and a further 10,214,900 common shares were issued at $0.70 per share for proceeds of $7.2 million pursuant to other exemptions under applicable securities laws. Total net proceeds received were $15.9 million after underwriter, legal and TSX fees. Pursuant to the Offering, Zebra Holdings and Investments S.à.r.l. ("Zebra") purchased 2,000,000 common shares pursuant to the terms outlined above for gross proceeds of $1,400,000. Zebra and Lorito Holdings S.à.r.l. ("Lorito") are private companies controlled by a trust settled by the late Adolf H. Lundin and report their respective security holdings in the Company as joint actors, as the term is defined by Canadian securities regulations.

As disclosed in the LIFE offering document dated March 29, 2023 under the Use of Available 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 offering document of $15.3 million. This is due to an additional 3.1 million shares being issued at $0.70 per share compared to the LIFE document less share issue costs.

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 December 31, 2023
Total Source of Funds	**$ 15,265,020**	**$ 17,048,119**
Use of Funds:		
Koné Gold Project		
Drilling and Exploration	4,900,000	4,228,879
Personnel	1,500,000	1,476,382
Tenement	100,000	56,528
Revised feasibility study costs	750,000	1,624,416
Côte d'Ivoire indirect operating costs and overheads	1,550,000	1,192,698
Working capital and general corporate purposes	6,465,020	2,890,883
Total Use of Funds	**$ 15,265,020**	**$ 11,469,786**

Expenditures since closing the bought deal private placement to December 31, 2023 were $11.5 million with total metres drilled of 27,386. In Q4 2023 study work was focused on the completion of the UFS. The Company submitted the Koné project ESIA on December 6, 2023 and is expecting to conclude the validation process in Q2, 2024 and have the Koné project fully permitted during H2 2024.

On March 12, 2024, the Company closed a non-brokered private placement, pursuant to which the Company sold an aggregate of 50,300,000 common shares of the Company at a price of $0.70 per common share for gross proceeds of C$35,210,000.

5. OFF BALANCE SHEET ARRANGEMENTS

The Company did not have any off-balance sheet arrangements as at December 31, 2023 or as of the date of this MD&A.

6. 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, 2023	Year ended December 31, 2022
Salaries and management fees	$ 1,666,482	$ 1,296,476
Short term benefits	106,136	40,043
Directors' fees	262,500	409,048
Share-based compensation	868,844	503,370
Total key management compensation	**$ 2,903,962**	**$ 2,248,937**

7. 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 is the risk that the fair value of the Company's financial instruments will fluctuate due to changes in exchange rates. The Company carries cash, receivables, and accounts payable balances denominated in West African Franc which is pegged to the Euro, British pounds and U.S. dollars which are subject to currency risk due to fluctuations in the exchange rates with the Canadian dollar.

Due to the volatility of the exchange rates between the Canadian dollar, the West African Franc, British pounds, and the U.S. dollar, such currency risk could result in future gains or losses to the Company. Based on the Company's net monetary assets denominated in foreign currencies as at December 31, 2021, a 10% fluctuation in the exchange rates of these currencies would result in a gain or loss of approximately $0.1 million (2022 - $0.1 million).

To manage currency risk, the Company maintains only the minimum amount of foreign cash that is necessary to fund its ongoing exploration activities. Accounts payable denominated in foreign currencies are settled in a timely manner.

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, 2023, the majority of the Company's cash and cash equivalents was held through Canadian institutions with investment grade ratings with $0.3 million or 4% 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 and lease 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, 2023 are as follows:

	Total	Less than 1 year	1-5 years	More than 5 years
Accounts payable and accrued liabilities	$ 1,203,683	$ 1,203,683	-	-
Lease liabilities	139,546	41,346	98,200	-
Total	**$ 1,343,229**	**$ 1,245,029**	**$ 98,200**	**-**

8. OUTSTANDING SHARE DATA

As at the date of this MD&A, the Company had 239,089,988 Common Shares issued and outstanding and 21,950,928 share options outstanding under its share-based incentive plan, 3,275,665 restricted share units outstanding under its restricted share unit plan and 576,925 deferred share units outstanding under the deferred share unit plan.

9. SUBSEQUENT EVENTS

On January 16, 2024, the Company announced the results from the UFS.

On February 2, 2024, the Company granted an aggregate 4,605,000 incentive stock options to certain officers, directors and other eligible persons of the Company. The options are exercisable, subject to vesting provisions, over a period of three years at a price of $0.72 per share. The Company also granted a total of 193,615 Restricted Share

Units ("RSUs") to executives and senior management which were granted in accordance with the Company's Restricted Share Unit Plan.

On February 22, 2024, the Company expanded its leadership team with the following appointments: Martino De Ciccio as Chief Executive Officer, Peder Olsen as Chief Development Officer, and Ron Hochstein to the Board of Directors. Also effective February 22, 2024, Richard Clark, co-founder and current CEO, stepped down from his role as CEO and remains as a Director of the Company.

On February 22, 2024, the Company granted an aggregate 8,632,594 incentive stock options to certain officers, directors and other eligible persons of the Company. The options are exercisable, subject to vesting provisions, over a period of five years at a price of $0.70 per share.

On February 22, 2024, the Company also granted a total of 2,400,000 RSUs to senior management The RSUs are granted in accordance with the Company's Restricted Share Unit Plan.

On March 12, 2024, the Company closed its non-brokered private placement, pursuant to which the Company sold an aggregate of 50,300,000 common shares of the Company at a price of $0.70 per common share for gross proceeds of $35,210,000 and share issue costs of $0.1 million. Pursuant to the Offering, Nemesia S.à.r.l ("Nemesia") purchased 25,000,000 common shares pursuant to the terms outlined above for gross proceeds of $17,500,000. Nemesia is a private company controlled by a trust settled by the late Adolf H. Lundin. Nemesia holds 42,743,145 common shares of the Company representing an 18% interest in Montage. The common shares issued under the Offering are subject to a hold period expiring on July 13, 2024.

On March 18, 2024, in connection with the appointment two new executive officers, the Company issued an aggregate of 3,377,406 common shares which are subject to a three-year contractual escrow.

On March 22, 2024, the Company announced the appointment of Silvia Bottero as Executive Vice President of Exploration of the Company effective July 1, 2024. The Company also granted an aggregate 2,813,334 incentive stock options to an eligible person of the Company. The options are exercisable, subject to vesting provisions, over a period of five years at a price of $0.91 per share. The Company also agreed to issue an aggregate of 1,186,656 common shares which will be subject to a three-year contractual escrow and will be issued on July 1, 2024.

On March 25, 2024, the Company announced the appointment of Constant Tia as Chief Financial Officer of the Company effective July 1, 2024. The Company also granted an aggregate 1,000,000 incentive stock options to an eligible person of the Company. The options are exercisable, subject to vesting provisions, over a period of five years at a price of $1.17 per share.

10. 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. Exploring mineral properties is high risk, and an investment in the Company is speculative with a potential loss of entire investment.

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.

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. Political risks are elevated with upcoming presidential elections scheduled for late 2025.

Financing Requirements

Any potential development activities at the Koné project will require substantial additional capital. When such additional capital is required, Montage may need to pursue various financing transactions or arrangements, including equity financing, debt financing, joint venturing of projects or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to Montage and might involve substantial dilution to existing shareholders. Moreover, Montage may not be successful in locating suitable financing when required or at all. A failure to raise capital when needed would have a material adverse effect on Montage's business and financial condition.

In addition, debt and other mezzanine financing may involve a pledge of assets and may be senior to interests of equity holders. Montage may incur substantial fees and costs in pursuing future capital requirements. The ability to obtain needed financing may be impaired by a variety of factors such as the state of the ten prevailing capital markets (both generally and in the gold industry in particular), the location of the Koné project in Côte d'Ivoire and the price of gold.

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 be able to continue to sustain operating losses through various financing arrangements until it generates revenue from the commercial production of its mineral properties. There is no guarantee that the Company will ever be profitable.

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

The Company's exploration and development 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 and development 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, was renewed for a further three years in March 2019 and then for a further two years in March 2022 under an exceptional renewal given that the Koné project was the subject to a feasibility study. Under the exceptional renewal, the Koné Exploration Permit was valid until March 22, 2024, subject to conversion into a Mining Permit in accordance with the Mining Code. Under the Mining Code, the Company has a 90-day grace period after the expiration of the Koné Exploration Permit to submit the Mining Permit Application, the 90-day period is valid up to June 20, 2024. In order to obtain the Mining Permit over the Koné project area, the Company completed a UFS and submitted its ESIA for approval in December 2023. The ESIA validation hearing was held on March 13th, 2024 and the Company is expecting to receive written approval of the ESIA in Q2 2024. Montage expects to have the Koné project fully permitted during H2 2024 and is working closely in conjunction with the government on this matter. The government has confirmed that Montage has adhered to all necessary timeframes in the permitting process thus far and its rights under the Koné Exploration Permit remain in force.

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

The Koné 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 an 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 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 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 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 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.

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, 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.

The success of the Company is significantly dependent on its management

Recruiting and retaining qualified personnel is critical to Montage's success. Montage is dependent on the services of key executives and other highly skilled and experienced personnel focused on managing Montage's interests. The number of persons skilled in the financing, development and management of mining properties is limited and competition for such persons is intense. 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. 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.

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 Reserves and 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 Reserves and 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 Reserve and 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 Reserves and Mineral Resources, including many factors beyond the Company's control. Estimation is a subjective process, and the accuracy of the Company's Mineral Reserves and 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 Reserve and Mineral Resource estimates. Prolonged declines in the market price of gold may render relatively lower grades of mineralization uneconomical to recover. Mineral Reserve and 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 Reserves and 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 Reserves and 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 Reserves and Mineral Resources could have a material adverse effect on the Koné 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

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.

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. 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 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 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 project to generate cash. Future production from the Koné 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 project If such a reassessment determines that the Koné project is not economically viable in whole or in part, then operations may cease or be curtailed and the Koné project may never be fully developed or developed at all. 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.

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.

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.

Mining operations carry risk

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 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 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.

The Company's ability to commence a profitable commercial mining operation at the Koné 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 project uneconomical. Accordingly, notwithstanding the positive results of an estimation of Mineral Reserves, there is a risk that the factors beyond its control may have an 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.

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 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 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, Nemesia S.à.r.l ("Nemesia") and Perseus Mining Limited ("Perseus") have significant interest in Montage. As at the date hereof, Nemesia holds approximately 17.8% and Perseus holds approximately 13.7% of the issued and outstanding common shares of the Company, on a non-diluted basis.

As long as Nemesia and Perseus maintain significant interests in Montage, they will have the ability to exercise certain influence with respect to the affairs of Montage and significantly affect the outcome of the votes of shareholders. There is a risk that the interests of Nemesia and Perseus differ from those of other shareholders.

As a result of the significant holdings of Nemesia and Perseus, there is a risk that the Company's securities are less liquid and trade at a relative discount compared to circumstances where these persons did not have the ability to influence or determine matters affecting Montage. In some cases, the interests of the 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.

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.

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 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 incorporated in British Columbia, 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 the 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.

11. 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 project ;
- proposed expenditures for exploration and development work on the Koné 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 project;
- certain expectations with respect to the Koné project, including timelines relating to exploration and drilling, permitting, long lead items and detailed engineering, a final production decision, and potential groundbreaking;
- 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 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; and
- 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.

12. 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.

NON-GAAP MEASURES

This MD&A includes certain terms or performance measures commonly used in the mining industry that are not defined under IFRS, including cash costs and AISC (or "all-in sustaining costs") per payable ounce of gold sold and per tonne processed and mining, processing and operating costs reported on a unit basis. AISC per payable ounce includes all mining costs, processing costs, mine level G&A, royalties, and sustaining capital and is adjusted to reflect movements in stockpiles. Cash costs per payable ounce includes all mining costs, processing costs, mine level G&A, and royalties and is adjusted to reflect movements in stockpiles. Non-GAAP measures do not have any standardized meaning prescribed under IFRS and, therefore, they may not be comparable to similar measures employed by other companies. The Company discloses "cash costs" and "all-in sustaining costs" and other unit costs because it understands that certain investors use this information to determine the Company's ability to generate earnings and cash flows for use in investing and other activities. The Company believes that conventional measures of performance prepared in accordance with IFRS, do not fully illustrate the ability of mines to generate cash flows. The measures, as determined under IFRS, are not necessarily indicative of operating profit or cash flows from operating activities. The measures cash costs and all-in sustaining costs and unit costs are considered to be key indicators of a project's ability to generate operating earnings and cash flows. Non-GAAP financial measures should not be considered in isolation as a substitute for measures of performance prepared in accordance with IFRS and are not necessarily indicative of operating costs, operating profit or cash flows presented under IFRS.

Montage GOLD

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Creating a *premier* African gold producer

Consolidated Financial Statements

For the years ended December 31, 2023 and 2022

Presented in Canadian Dollars

MONTAGE GOLD CORP.
CONSOLIDATED FINANCIAL STATEMENTS

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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, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

What we have audited

The Company's consolidated financial statements comprise:

- the consolidated statements of loss and comprehensive loss for the years ended December 31, 2023 and 2022;
- the consolidated statements of cash flows for the years ended December 31, 2023 and 2022;
- the consolidated statements of financial position as at December 31, 2023 and 2022;
- the consolidated statements of changes in equity for the years ended December 31, 2023 and 2022; and
- the notes to the consolidated financial statements, comprising material accounting policy information 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
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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, 2023. 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 material accounting policies, note 4 – Critical accounting judgments and note 7 – 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 $37.8 million as at December 31, 2023. 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. As at December 31, 2023, management identified an indicator of impairment with respect to its Wendené Exploration Permit and as a result recorded a $6.4 million impairment with respect to that property. No other impairment indicators were identified by management as a result of their assessment. We considered this a key audit matter due to the	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: – Evaluated the appropriateness of the methods used by management in making these estimates. – Obtained, for a sample of licences, evidence to support (i) the rights 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. – Assessed the impairment charge recognized for the Wendené Exploration Permit.

Key audit matter	How our audit addressed the key audit matter
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.	

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 Accounting Standards, 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 29, 2024

MONTAGE GOLD CORP.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

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

	Year ended December 31, 2023	Year ended December 31, 2022
Revenue	**-**	**-**
Administration costs (Note 13)	$ 4,177,999	$ 3,403,128
Exploration and project investigation costs (Note 14)	13,202,642	4,706,911
Impairment charge on mineral properties (Note 7)	6,372,093	-
Share-based compensation (Note 12)	1,176,568	700,359
Foreign exchange gain	16,600	111,491
Interest income	(526,197)	(329,646)
Interest expense	-	1,190,972
Total expenses and net loss for the year	**24,419,705**	**9,783,215**
Items that may be subsequently reclassified to net loss:		
Gain on translation to presentation currency	(2,024,548)	(75,025)
Items that will not be subsequently reclassified to net loss:		
Loss in fair value of marketable securities	-	262,486
Loss on sale of marketable securities	99,640	-
Comprehensive loss for the year	**$ 22,494,797**	**$ 9,970,676**
Basic and diluted loss per common share	$0.14	$0.09
Basic and diluted weighted average number of shares outstanding	178,187,111	112,000,161

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

MONTAGE GOLD CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS

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

	Year ended December 31, 2023	Year ended December 31, 2022
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES		
Net loss for the year	**$ (24,419,705)**	**$ (9,783,215)**
Add non-cash items		
Depreciation (Note 6)	231,375	190,977
Share-based compensation expense (Note 12)	1,176,568	700,359
Impairment charge on mineral properties (Note 7)	6,372,093	-
Operating cash flows before changes in working capital	**(16,639,669)**	**(8,891,879)**
Changes in non-cash working capital items		
Receivables and other assets	206,622	(104,820)
Accounts payable and accrued liabilities	(978,463)	1,067,210
Cash flows used in operating activities	**(17,411,510)**	**(7,929,489)**
CASH FLOWS FOR INVESTING ACTIVITIES		
Purchase of equipment (Note 6)	(382,725)	(250,235)
Proceeds on sale of marketable securities	570,436	-
Lease payments (Note 9)	(3,207)	-
Mankono-Sissédougou Joint Venture Project Acquisition	-	(14,827,258)
Cash flows generated from (used in) investing activities	**184,504**	**(15,077,493)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Subscription receipts	-	20,000,000
Share issuance costs	-	(877,804)
Proceeds from exercise of stock options	-	2,137,500
Private placement - gross proceeds (Note 10)	17,150,420	-
Private placement - share issue costs (Note 10)	(1,285,791)	-
Cash flows generated from financing activities	**15,864,629**	**21,259,696**
Foreign exchange on cash and cash equivalents	**61,724**	**(6,402)**
Decrease in cash and cash equivalents	(1,300,653)	(1,753,688)
Cash and cash equivalents, beginning of year	8,020,729	9,774,417
Cash and cash equivalents, end of year	**$ 6,720,076**	**$ 8,020,729**

Supplemental information		
Interest received	$ 526,197	$ 329,646
Interest paid	-	1,190,972

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

MONTAGE GOLD CORP.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

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

	As at December 31, 2023	As at December 31, 2022
ASSETS		
Current assets		
Cash and cash equivalents	$ 6,720,076	$ 8,020,729
Receivables and other assets (Note 5)	461,179	1,330,578
Total current assets	**7,181,255**	**9,351,307**
Non-current assets		
Property and equipment (Note 6)	710,682	412,553
Mineral properties (Note 7)	37,776,218	42,179,104
Other assets	19,605	23,422
Total assets	**$ 45,687,760**	**$ 51,966,386**
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (Note 8, 19)	$ 1,203,683	$ 2,168,255
Lease liabilities (Note 9)	41,346	-
Total current liabilities	**1,245,029**	**2,168,255**
Non-current liabilities		
Lease liabilities (Note 9)	98,200	-
Total liabilities	**$ 1,343,229**	**$ 2,168,255**
EQUITY		
Share capital (Note 10)	119,079,976	102,993,680
Contributed surplus	2,950,526	1,995,625
Deficit	(78,767,525)	(54,347,820)
Accumulated other comprehensive income (loss)	1,081,554	(843,354)
Equity attributable to shareholders of the Corporation	**44,344,531**	**49,798,131**
Non-controlling interests (Note 11)	-	-
Total equity	**44,344,531**	**49,798,131**
TOTAL EQUITY AND LIABILITIES	**$ 45,687,760**	**$ 51,966,386**

Subsequent events (Note 21)

Approved by the Board of Directors

"*Alessandro Bitelli*" (signed)
Director

"*Richard P. Clark*" (signed)
Director

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

MONTAGE GOLD CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(All amounts presented 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, 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
Share-based compensation expense (Note 12)	-	-	700,359	-	-	700,359
Shares issued to subscription receipt holders	28,571,429	20,000,000	-	-	-	20,000,000
Shares issued to Barrick and Endeavour	22,142,857	15,500,000	-	-	-	15,500,000
Share issue costs	-	(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
Balance January 1, 2023	160,504,290	$ 102,993,680	$ 1,995,625	$ (54,347,820)	$ (843,354)	$ 49,798,131
Net loss and other comprehensive income	-	-	-	(24,419,705)	1,924,908	(22,494,797)
Shares issued from share units vested	341,026	221,667	(221,667)	-	-	-
Share-based compensation expense (Note 12)	-	-	1,176,568	-	-	1,176,568
Private Placement (Note 10)	24,500,600	17,150,420	-	-	-	17,150,420
Share issue costs (Note 10)	-	(1,285,791)	-	-	-	(1,285,791)
Balance December 31, 2023	**185,345,916**	**$ 119,079,976**	**$ 2,950,526**	**$ (78,767,525)**	**$ 1,081,554**	**$ 44,344,531**

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

(All amounts presented 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 including the Koné gold project ("Koné project") which is at the feasibility stage. The Koné project 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 Koné project. The Mankono Acquisition includes the Sisséplé Exploration Permit (PR 920), the Gbongogo Exploration Permit (PR 919) and the Sissédougou Exploration Permit (PR 842).

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 (see note 7 for impairment of the Wendené Exploration Permit). The Company relinquished the Korokaha South permit during Q4, 2023. The Diawala Exploration Permit Application and the Korokaha South Permit were previously combined as the Korokaha Gold Project.

Montage's registered office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, Canada, V6C 3E8.

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 Accounting Standards"). 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 26, 2024.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

The material 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, Mankono Exploration S.A. 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) Property and 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
Office building (leased)	straight line basis over the term of the lease

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 loss and 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
Marketable securities 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) Share-based compensation

The Company has share-based compensation plans, under which the entity receives services as consideration for equity instruments (stock options or share units) of the Company.

Stock options and equity-settled share units granted to employees are measured on the grant date. The fair value of the employee services received in exchange for the grant of the options is recognized as an expense. The total amount to be expensed is determined by reference to the fair value of the stock options and share units granted and the vesting periods. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

l) Leases

For any new contracts entered into, the Company considers whether a contract is, or contains a lease. A lease is defined as ‘a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration’. To apply this definition the Company assesses whether the contract meets two key evaluations which are whether:

(i) the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company.
(ii) the Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the lease term.

Measurement and recognition of leases as a lessee

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases and leases of low-value assets with a value less than $5,000 as an expense in profit or loss on a straight-line basis over the lease term.

On the statement of financial position, right-of-use assets have been included in property, plant and equipment.

m) 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.

During the year ended December 31, 2023, management's impairment evaluation resulted in the Company recognizing an impairment of mineral properties of $6,372,093 as of December 31, 2023 (Note 7).

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

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. CURRENT RECEIVABLES AND OTHER ASSETS

	As at December 31, 2023	As at December 31, 2022
Prepaid expenses	461,179	660,502
Marketable securities	-	670,076
Total receivables and other assets	**461,179**	**1,330,578**

The Company disposed of its investment in Predictive Discovery Limited ("Predictive") marketable securities which it received when it completed the disposal of its 51% interest in its Burkina Faso properties to Predictive on November 3, 2020. The Company sold its shares in Predictive during 2023 for proceeds of $570,436.

6. PROPERTY AND EQUIPMENT

Cost	Computer and Office Equipment	Office Building	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	52,179	-	131,055	199,491	382,725
Additions – leased assets	-	142,754	-	-	142,754
Effects of foreign exchange on translation to presentation currency	2,121	-	3,438	3,683	9,242
As at December 31, 2023	**252,868**	**142,754**	**500,724**	**921,961**	**1,818,307**
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	(63,783)	(3,965)	(113,797)	(49,830)	(231,375)
Effects of foreign exchange on translation to presentation currency	(2,133)	-	(2,782)	(302)	(5,217)
As at December 31, 2023	**(170,551)**	**(3,965)**	**(410,698)**	**(522,411)**	**(1,107,625)**
Net book amount					
As at December 31, 2022	93,933	-	72,112	246,508	412,553
As at December 31, 2023	**82,317**	**138,789**	**90,026**	**399,550**	**710,682**

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

7. MINERAL PROPERTIES

Cost	**Total**
As at January 1, 2022	11,767,954
Additions:	
Mankono acquisition	30,327,278
Effects of foreign exchange on translation to presentation currency	83,872
As at December 31, 2022	42,179,104
Additions:	
Effects of foreign exchange on translation to presentation currency	1,969,207
Less:	
Impairment charge on Wendené exploration permit	(6,372,093)
As at December 31, 2023	**37,776,218**

Mineral properties include the Mankono Acquisition in 2022 for $30.3 million, and the Koné Exploration Permit (PR 262) acquired in 2019 for $5.4 million.

Montage owns 100% of its projects, the majority of which are subject to a 2% net smelter royalty ("NSR"), except for the Farandougou Exploration Permit (PR 748) and the Sisséplé North Exploration Permit (PR 879b) both of which are royalty free.

The 2% NSR that applies to the Sissédougou Exploration Permit (PR 842), the Gbongogo Exploration Permit (PR 919), and the Sisséplé Exploration Permit (PR 920), has a partial buy-back option in favour of the Company for a purchase price of US$10 million, through which the Company can reduce the 2% NSR to a 1% NSR, with the option expiring on November 22, 2024.

Impairment:
An impairment of $6.4 million for the full value of the Wendené Exploration Permit (PR572) was recognized during the period as the permit reached its final expiration date and lapsed. The Company's new application for a smaller area has not yet been granted and the Company has no planned exploration expenditure for this area at this time.

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities as at December 31, 2023 were $1.2 million (2022: $2.2 million). The balances consist of trade payables and employee related payables for regular operations. All amounts are short term in nature.

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

9. LEASE LIABILITIES

The Company leases office space for its corporate head office location. Future minimum payments under the lease obligation are as follows:

	As at December 31, 2023	As at December 31, 2022
No later than one year	54,639	-
Later than one year and no later than three years	108,801	-
Total minimum lease payments	163,440	-
Less: interest portion at a rate of 10%	23,894	-
Total lease liabilities	139,546	-
Less: current portion	**41,346**	**-**
Long-term portion	**98,200**	**-**

10. 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.

Pursuant to the Offering, Zebra Holdings and Investments S.à.r.l. ("**Zebra**") purchased 2,000,000 common shares pursuant to the terms outlined above for gross proceeds of $1,400,000. Zebra and Lorito Holdings S.à.r.l. ("**Lorito**") are private companies controlled by a trust settled by the late Adolf H. Lundin and report their respective security holdings in the Company as joint actors, as the term is defined by Canadian securities regulations.

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

11. NON-CONTROLLING INTEREST

At the present time, the Company owns 100% of its Mineral Properties (see note 7). In the future, once a mining license has been granted in respect of the Koné project, a new holding company in Côte d'Ivoire will be created to hold the mining license and the Government of Côte d'Ivoire will receive a carried 10% equity interest in that holding company. Once this structure has been completed, the Company will begin to record a non-controlling interest on its balance sheet.

12. SHARE-BASED COMPENSATION

Total share-based compensation expense for the year ended December 31, 2023 was $1.2 million (2022: $0.7 million)

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 share based compensation expense related to the stock option plan for the year ended December 31, 2023 was $0.4 million (2022: $0.7 million) of which $0.3 million (2022: $0.6 million) was recorded within administration costs and $0.1 million (2022: $0.1 million) was recorded within exploration and project investigation costs.

Stock options outstanding

During the year ended December 31, 2023, Montage granted no incentive stock options to certain officers, directors and eligible employees of the company (2022 – 4,200,000). The options issued in 2022 are exercisable, subject to vesting provisions over a period of three years at a weighted average price of $0.66 per share.

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

	Number of Options (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	(3,600)	$1.28
Outstanding at December 31, 2023	**4,900**	**$0.68**
Exercisable at December 31, 2023	**3,500**	**$0.69**

The following summarizes information about the stock options outstanding and exercisable at December 31, 2023:

	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$)
$0.93	300	0.44	$0.93	300	0.44	$0.93
$0.75	400	0.69	$0.75	400	0.69	$0.75
$0.81	300	1.34	$0.81	200	1.34	$0.81
$0.60	200	1.69	$0.60	133	1.69	$0.60
$0.65	3,700	1.92	$0.65	2,467	1.92	$0.65
	4,900	**1.68**	**$0.68**	**3,500**	**1.61**	**$0.69**

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 Loss and Comprehensive Loss for the year ended December 31, 2023 of $0.5 million (2022: $0.03 million).

Movements in the number of RSUs outstanding and their related weighted average share prices at grant date are as follows:

	Number of RSUs (In thousands)	Weighted average price at grant date CDN$
Outstanding at January 1, 2022	-	-
Granted	1,023	$0.65
Outstanding at December 31, 2022	1,023	$0.65
RSUs converted into common shares on vesting	(341)	$0.65
Outstanding at December 31, 2023	**682**	**$0.65**

The Company also granted 576,925 deferred share units ("DSU"s) to non-employee directors on November 30, 2022. The grant resulted in total charges to the Statement of Loss and Comprehensive Loss of $0.3 million for the year ended December 31, 2023 (2022: $0.03 million).

13. ADMINISTRATION COSTS

	Year ended December 31, 2023	Year ended December 31, 2022
Management and consulting fees	2,144,095	1,744,187
Office and administration	183,979	112,117
Professional fees	994,462	1,115,694
Salaries and benefits	159,170	92,779
Travel and promotion	696,293	338,351
Total administration costs	**4,177,999**	**3,403,128**

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

14. EXPLORATION AND PROJECT INVESTIGATION COSTS

	Year ended December 31, 2023	Year ended December 31, 2022
Depreciation	231,375	190,977
Drilling	7,117,802	1,379,303
Exploration support and administration	757,274	658,565
Field operation and consumables	773,997	372,026
Geological consulting	2,143,228	953,584
Permitting and licensing fees	359,633	15,091
Salaries and benefits	1,647,118	778,062
Sampling, geological and other evaluation costs	64,395	267,469
Travel and accommodation	107,820	91,834
Total exploration and project investigation costs	**13,202,642**	**4,706,911**

15. 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, 2023	Year ended December 31, 2022
Salaries and management fees	1,666,482	1,296,476
Short term benefits	106,136	40,043
Directors' fees	262,500	409,048
Share-based compensation	868,844	503,370
Total key management compensation	**2,903,962**	**2,248,937**

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

16. 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, 2023	Year ended December 31, 2022
Loss before taxes	24,419,705	9,783,215
Combined Canadian federal and provincial statutory income tax rates	27.0%	27.0%
Income tax recovery based on the above rate	6,593,320	2,641,468
Losses and temporary differences for which an income tax benefit has not been recognized	(5,982,304)	(2,318,919)
Differences between Canadian and foreign tax rates	(356,172)	(184,700)
Non-deductible expenses	(325,058)	(189,324)
Impact of changes in foreign exchange rates	70,214	51,475
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:

Tax impact of:	Year ended December 31, 2023	Year ended December 31, 2022
Non-capital losses carried forward – Canada	3,907,372	4,074,536
Non-capital losses carried forward – Côte d'Ivoire	10,374,647	8,289,589
Non-capital losses carried forward – United Kingdom	676,296	361,994
	14,958,315	**12,726,119**

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

Year of expiration	
2039	795,762
2040	3,038,831
2041	2,460,401
2042	3,808,662
2043	4,368,092
Total non-capital loss carry-forwards	**14,471,748**

Operating losses totalling $41.5 million have accumulated in the Côte d'Ivoire and may be carried forward for five years. These operating losses will expire by 2028, and no deferred tax asset has been recognized.

Operating losses totalling $3.6 million have accumulated in the United Kingdom which do not expire.

17. 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 7 and 14, 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.

18. 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.

19. 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 presented in Canadian Dollars, unless otherwise indicated)

20. 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 is the risk that the fair value of the Company's financial instruments will fluctuate due to changes in exchange rates. The Company carries cash, receivables, and accounts payable balances denominated in West African Franc which is pegged to the Euro, British pounds and U.S. dollars which are subject to currency risk due to fluctuations in the exchange rates with the Canadian dollar.

Due to the volatility of the exchange rates between the Canadian dollar, the West African Franc, British pounds, and the U.S. dollar, such currency risk could result in future gains or losses to the Company. Based on the Company's net monetary assets denominated in foreign currencies as at December 31, 2021, a 10% fluctuation in the exchange rates of these currencies would result in a gain or loss of approximately $0.1 million (2022 - $0.1 million).

To manage currency risk, the Company maintains only the minimum amount of foreign cash that is necessary to fund its ongoing exploration activities. Accounts payable denominated in foreign currencies are settled in a timely manner.

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, 2023, the majority of the Company's cash and cash equivalents was held through Canadian institutions with investment grade ratings with $0.3 million or 4% 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, 2023 are as follows:

	Total	**Less than 1 year**	**1-5 years**	**More than 5 years**
Accounts payable and accrued liabilities	$ 1,203,683	$ 1,203,683	-	-
Lease liabilities	139,546	41,346	98,200	-
Total	**$ 1,343,229**	**$ 1,245,029**	**$ 98,200**	**-**

21. SUBSEQUENT EVENTS

a) Equity private placement

On March 12, 2024, 50,300,000 common shares of the Company were issued through a non-brokered private placement at a price of $0.70 per share, resulting in gross proceeds of $35.2 million (the "Offering") and share issue costs of $0.1 million. The net proceeds of the Offering will be used for exploration and development expenditures at the Company's Koné Gold Project and for working capital and general corporate purposes.

Pursuant to the Offering, Nemesia S.à.r.l ("Nemesia") purchased 25,000,000 common shares pursuant to the terms outlined above for gross proceeds of $17,500,000. Nemesia is a private company controlled by a trust settled by the late Adolf H. Lundin. Nemesia holds 42,743,145 common shares of the Company representing an 18% interest in Montage. The common shares issued under the Offering are subject to a hold period expiring on July 13, 2024.

b) Share-based compensation

On February 2, 2024, the Company granted an aggregate 4,605,000 incentive stock options to certain officers, directors and other eligible persons of the Company. The options are exercisable, subject to vesting provisions, over a period of three years at a price of $0.72 per share.

The Company also granted a total of 193,615 Restricted Share Units ("RSUs") to executives and senior management on February 2, 2024. The RSUs were granted in accordance with the Company's Restricted Share Unit Plan.

On February 22, 2024, the Company granted an aggregate 8,632,594 incentive stock options to certain officers, directors and other eligible persons of the Company. The options are exercisable, subject to vesting provisions, over a period of five years at a price of $0.70 per share.

The Company also granted a total of 2,400,000 Restricted Share Units ("RSUs") to senior management on February 22, 2024. The RSUs are granted in accordance with the Company's Restricted Share Unit Plan.

On March 18, 2024, in connection with the appointment of two new executive officers the Company issued an aggregate of 3,377,406 common shares which are subject to a three-year contractual escrow.

On March 22, 2024, the Company granted an aggregate 2,813,334 incentive stock options to an eligible person of the Company. The options are exercisable, subject to vesting provisions, over a period of five years at a price of $0.91 per share. The Company also agreed to issue an aggregate of 1,186,656 common shares which will be subject to a three-year contractual escrow and will be issued on July 1, 2024.

On March 25, 2024, the Company granted an aggregate 1,000,000 incentive stock options to an eligible person of the Company. The options are exercisable, subject to vesting provisions, over a period of five years at a price of $1.17 per share.

Montage GOLD

CORPORATE DIRECTORY

OFFICERS
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Martino De Ciccio
Chief Executive Officer
Hugh Stuart
President
Adam Spencer
Executive Vice President, Corporate Development
Glenn Kondo
Chief Financial Officer
Peder Olsen
Chief Development 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
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