MONTAGE GOLD CORP.

ANNUAL REPORT

For the Year Ended

December 31, 2020

MONTAGE GOLD CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
YEAR ENDED DECEMBER 31, 2020
(Amounts in Canadian Dollars unless otherwise indicated)

The following management's discussion and analysis ("MD&A") of Montage Gold Corp. ("Montage" or the "Company") should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2020 and related notes therein. The financial information in this MD&A is reported in Canadian dollars unless otherwise indicated and is derived from the Company's consolidated financial statements prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). The effective date of this MD&A is April 22, 2021. Additional information about the Company and its business activities is available on SEDAR at www.sedar.com and the Company's website www.montagegoldcorp.com.

BUSINESS OVERVIEW

Montage is a Mineral Resource company engaged in the exploration and development of mineral properties in Côte d'Ivoire which include the Morondo Gold Project, the Korokaha Gold Project, and the Bobosso Gold Project (collectively, the "Montage Properties"). As at the date hereof, Montage's sole material asset is the Morondo Gold Project. The Company has not yet determined whether the Montage Properties contain Mineral Reserves that are economically recoverable. The continued operations of Montage and the recoverability of the amounts shown for the Montage Properties is dependent upon, among other things, the existence of economically recoverable Mineral Reserves, the ability of Montage to obtain necessary financing to complete the exploration and development of such properties and upon future profitable production from or disposition of such properties.

Montage Gold Corp. was incorporated under the Business Corporations Act (British Columbia) on July 4, 2019, as a wholly-owned subsidiary of Orca.

On July 17, 2019, Montage, Avant Minerals Inc ("Avant), and Progress Minerals International Inc ("Progress") entered into the Share Purchase Agreement that contemplated the consolidation of: (i) the mineral interests of Orca located in Côte d'Ivoire; (ii) the mineral interests of Avant located in Côte d'Ivoire and Burkina Faso; and (iii) cash held by Avant.

On July 23, 2019, pursuant to the Orca Spin-Out: (i) all of the shares of Ghazal Resources Inc., a former indirect wholly-owned subsidiary of Orca, were transferred to Montage; and (ii) Montage issued 33,000,000 Common Shares to a subsidiary of Orca, which were subsequently transferred to and are now held by Orca.

On August 27, 2019, Montage, Avant, and Progress completed the Avant Transaction pursuant to the Share Purchase Agreement. Under the Avant Transaction, Montage acquired all of the issued and outstanding shares of Progress Minerals, being a wholly-owned subsidiary of PMII and an indirect subsidiary of Avant, existing under the laws of the British Virgin Islands, in exchange for 22,000,000 Common Shares.

On August 27, 2019, the Montage Shareholders Agreement was entered into among Montage, Orca, and Progress and Montage completed a private placement of $8.2 million, pursuant to which Montage issued 18,226,374 Common Shares at $0.45 per share. Additionally, 250,000 Common Shares were issued as an advisory fee in respect of the Avant Transaction at deemed price of $0.40 per Common Share. Following this transaction Orca's ownership in Montage decreased to 45%, however Montage remained a subsidiary of Orca based on Orca's ability to control the appointment of key management personnel, make operating decisions and also its level of representation on the board of directors.

On October 23, 2020, Montage closed its initial public offering of an aggregate of 27,272,728 common shares at a price of $1.10 per share for total proceeds of $30 million and commenced trading on the TSXV under the ticker symbol MAU. Montage granted the underwriters an over-allotment option exercisable in whole or in part at the sole discretion for a period of 30 days following the closing of the offering, to purchase up to an additional 15% of the common shares at the offering price issued as part of Montage's initial public offering. On October 30, 2020 the underwriters fully exercised their over-allotment option to acquire an additional 4,090,909 shares at the offering price resulting in additional aggregate gross proceeds of approximately $4.5 million.

Following the Montage IPO, Orca's percentage ownership in Montage decreased from 45% to 31.5% and Orca entered into a new investor rights agreement with Montage replacing the initial shareholders agreement between Orca and Avant. Under the investor agreement Orca has the right to appoint a single director to the board of directors if it has a 10% ownership percentage in Montage and can appoint up to three directors if it has a 20% ownership interest in Montage. With Orca's reduced board representation and ownership percentage, Orca has significant influence, rather than control over the Company and Orca has reported the results of Montage as an associate using the equity method effective October 23, 2020.

On November 3, 2020 Montage completed the disposal of its 51% interest in its Burkina Faso properties to Predictive Discovery Limited ("Predictive") in exchange for 4,028,477 Predictive shares with a fair value of $0.2 million.

COVID-19

On March 11, 2020, the World Health Organization declared the rapidly spreading COVID-19 outbreak as a global pandemic. Montage has closely monitored developments in the COVID-19 outbreak and has implemented preventative measures to ensure the safety of the Company's workforce and local communities. As at the date hereof, there have been no outbreaks of COVID-19 at the Company's operations.

As a result of the COVID-19 pandemic, Côte d'Ivoire closed its borders on March 22, 2020 and imposed internal travel restrictions soon after. The Company took the decision, in the interests of the safety and well being of its staff and the local inhabitants, to cease exploration activities at the Morondo Gold Project on March 27, 2020. On May 20, 2020, Montage recommenced its exploration program on the Morondo Gold Project in Côte d'Ivoire based on the government's guidelines and health authorities lifting restrictions in the country. The situation in Côte d'Ivoire as a result of the COVID-19 pandemic continues to evolve and it is possible that prior restrictions will be put back in force, or new restrictions introduced that may require the Company to cease exploration activities at the Morondo Gold Project in the future.

The current global uncertainty with respect to the spread of COVID-19, the rapidly evolving nature of the pandemic and local and international developments related thereto and its effect on the broader global economy and capital markets may have a negative effect on the Company and the advancement of the Morondo Gold Project. While the precise impact of the COVID-19 outbreak on the Company remains unknown, rapid spread of COVID-19 and declaration of the outbreak as a global pandemic has resulted in travel advisories and restrictions, certain restrictions on business operations, social distancing precautions and restrictions on group gatherings which are having direct impacts on businesses in Canada, the United States and around the world and could result in travel bans, closure of assay labs, work delays, difficulties for contractors and employees getting to site, and diversion of management attention all of which in turn could have a negative impact on development of the Morondo Gold Project and the Company generally. The spread of COVID-19 may also have a material adverse effect on global economic activity and could result in volatility and disruption to global supply chains and the financial and capital markets, which could affect the business, financial condition, results of operations and other factors relevant to the Company, including its ability to raise additional financing.

SUMMARY OF GOLD PROJECTS

Morondo Gold Project

The Morondo Gold Project includes the Morondo Exploration Permit which lies within the sous-prefectures of Kani and Morondo around 470 km northwest of the capital Abidjan and four Exploration Permit applications located in the area near the Morondo Exploration Permit. The Morondo Exploration Permit was granted to Red Back Mining (Côte d'Ivoire) SARL, a wholly owned subsidiary of Kinross, in 2013. In February 2017, Orca executed a share purchase agreement with two wholly-owned subsidiaries of Kinross to acquire the Morondo Exploration Permit as part of a wider package of two permits and five permit applications in Côte d'Ivoire. In August 2019, Orca transferred its assets in Côte d'Ivoire into Montage. The Morondo Exploration Permit was renewed for three years in March 2016 and in March 2019 was renewed for a further three years.

Following completion of the initial public offering in October 2020, Montage commenced a drill campaign designed to expand Inferred Mineral Resources at the Morondo Gold Project. This drill campaign was completed in December 2020 and included 6,815m of RC drilling and 10,601m of DD drilling. Following completion of that drill program an updated Inferred Mineral Resource estimate was calculated and released on January 28, 2021 which comprised of 128Mt grading 0.80g/t for 3.16Moz of gold at a cut-off grade of 0.40g/t.

As at the date hereof, Montage is executing a further 35,000m drill campaign, designed to infill the resource area at the Morondo Gold Project to support the calculation of a maiden Indicated Mineral Resource estimate targeted for the third quarter of 2021. Concurrent with the drill program, various test work and studies have been undertaken to support the economic evaluation of the Morondo Gold Project with a planned PEA targeted for release early in the second quarter of 2021 followed by, if justified, a Feasibility Study targeted for the fourth quarter of 2021.

Other Exploration Properties

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

Property	Description
Korokaha Gold Project	The Korokaha North permit lies adjacent to the Tongon Mine lease operated by Barrick. The permit covering 299.3 km2 was renewed for 3 years on March 22, 2019.
	The Korokaha South permit is a new permit issued to the Company on April 22, 2020 for an initial term of four years. It covers an area of 353 km2
Bobosso Gold Project	The Bobosso Gold Project includes the Wendéné permit (297.8km2) and previously included the Bassawa permit, which was relinquished back to the government based on a re-assessment of previous exploration work. The Wendéné prospect (within the Wendéné permit) lies on the southern extension of the Houndé Greenstone belt. The Wendéné permit was issued on October 9, 2015 and renewed on December 11, 2019 valid from December 9, 2019 for 3 years.

OUTLOOK

The primary focus of the Company is the Morondo Gold Project which includes the Koné deposit that is host to an Inferred Mineral Resource of 123Mt at a grade of 0.80 g/t for 3.16 Moz of gold at 0.40g/t cut-off grade.

The Company's objective is to demonstrate that the Morondo Gold Project is a robust development-worthy open pit gold property, with Koné serving as the initial standalone operation hosting a central mill. The broader Morondo Gold Project includes a total land position of 1,442km2, which includes several mineralized trends that the Company intends to explore to identify satellite deposits that can be trucked and processed at Koné.

Diamond core and RC drilling has been ongoing at Koné since the Company's initial public offering, initially to grow the Inferred Mineral Resource and is now focused on infilling the resource in support of a maiden Indicated Mineral Resource calculation that is targeted for the third quarter of 2021.

Studies and test work in support of a Preliminary Economic Assessment have been underway since October 2020 and are nearing completion. The Company anticipates releasing the results of the Preliminary Economic Assessment in May 2021, but it is possible that unexpected delays may occur that impact the timing of the release. Subject to the results of the Preliminary Economic Assessment, the Company intends to continue advancing the Morondo Gold Project towards completion of a Feasibility Study by the end of 2021.

Environmental baseline work is underway which will support the submission of an Environmental and Social Impact Assessment ("ESIA") representing the first key step in the process to permit a mine development in Côte d'Ivoire. The Company expects that the environmental work will be completed near the end of 2021, or early in 2022.

In addition, Montage will continue to evaluate its other mineral properties in Côte d'Ivoire as part of its growth strategy. This includes the Korokaha Gold Project that lies adjacent to the Tongon Mine lease operated by Barrick and the Bobosso Gold Project that lies on the southern extension into Côte d'Ivoire of the Houndé Greenstone belt.

SELECTED ANNUAL FINANCIAL INFORMATION

	Dec - 20	Dec - 19	Dec – 18
Revenue ($000's)	Nil	Nil	Nil
Exploration costs ($000's)	7,170	3,144	3,376
Total net loss ($000’s)	10,388	5,336	4,547
Net loss attributed to the Company’ shareholders ($000’s)	10,388	5,058	4,547
Net loss per share attributed to the Company’s shareholders basic and diluted ($)	$0.12	0.15	0.14
Total assets ($000’s)	46,694	21,935	5,755
Total current financial liabilities ($000’s)	2,118	863	73

Year ended December 31, 2020 compared to year ended December 31, 2019

For the year ended December 31, 2020, Montage incurred a loss of $10.4 million (2019: $5.3 million). Exploration costs for the year ended December 31, 2020 were $7.2 million (2019: $3.1 million). Exploration costs were $4.1 million higher than the prior year reflecting the extensive drill program at Morondo designed to expand Inferred Mineral Resources at the Morondo Gold Project. This drill campaign was completed in December 2020 and included 6,815m of RC drilling and 10,601m of DD drilling.

Administration costs were $2.9 million for the year ended December 31, 2020 (2019: $2.0 million). The increase in administration costs is largely due to an increase in professional fees of $0.8 million incurred as part of the Company’s IPO and legal work to conclude the sale of the Burkina Faso entities. Professional fees did not include Montage share issuance costs which have been reported in the statement of equity.

The Company exited Burkina Faso on November 3, 2020 and incurred a loss of $0.4 million for the year ended December 31, 2020.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

	Dec - 20	Sept - 20	June -20	Mar - 20	Dec -19	Sept -19	June -19	Mar - 19
Revenue ($000's)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Exploration costs ($000's)	3,374	1,551	905	1,340	1,540	468	416	720
Total net loss ($000's)	5,254	2,230	1,165	1,739	2,582	1,047	666	1,041
Net loss attributed to the Company's shareholders ($000's)	5,585	2,189	1,111	1,503	2,332	1,019	666	1,041
Net loss per share attributed to the Company's shareholders basic and diluted ($)	0.06	0.03	0.02	0.02	0.08	0.02	0.02	0.03
Total assets ($000's)	46,694	18,269	19,653	20,361	21,935	23,568	5,618	5,859
Total current financial liabilities ($000's)	2,118	863	577	643	863	385	54	174

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

Operating performance to July 23, 2019 includes results from operations and cash flows of Orca, which are deemed to be attributable to the Company. Management was required to make certain judgements, including the use of relative levels of exploration activity during any given period as a reasonable basis to allocate common expenses. These Orca results from operations and cash flows were allocated to the Company for the period until the acquisition of assets from Orca on July 23, 2019.

During Q1, 2019 exploration activity was advanced at the Koné Prospect in the Morondo Exploration Permit and commenced work in the Korokaha North Exploration Permit, identifying a broad soil anomaly in the southern portion of the permit.

During Q2, 2019 exploration work in the Morondo Exploration Permit included a pitting program to test the extensions to the known mineralisation. Work in the Korokaha North Exploration Permit included a mechanised auger program to test various areas of anomalism in the soil geochemistry in the northern part of the permit.

During Q3, 2019, the Company entered into a sale and purchase agreement with Avant pursuant to which Avant transferred its assets in Côte d'Ivoire and Burkina Faso to Montage. The Company continued with its drilling operations at Morondo with a 5,000m aircore program and the commencement of a 5,000m of combined reverse circulation and diamond core drilling.

During Q4, 2019 the company continued work at the Koné Prospect, identifying a high-grade anomaly 8 km east of Koné. The Company placed the Burkina Faso assets on care and maintenance.

During Q1, 2020, exploration activity was comprised of 574.6m of core drilling and 2,687m of shallow reverse circulation drilling in the Morondo Exploration Permit and a short sampling program on the Korokaha North Exploration Permit. As a result of the COVID-19 pandemic the Company ceased operations in the Morondo Exploration Permit on March 27, 2020 based on the government's guidelines and health authorities imposing restrictions in the country. During Q2 on May 20, 2020 based upon Government's guidelines and lifting of restrictions by health authorities, Montage recommenced its exploration at Morondo. The Company also completed some work at the Wendéné Exploration Permit.

Following completion of the initial public offering in October 2020, Montage commenced a drill campaign designed to expand Inferred Mineral Resources at the Morondo Gold Project. Following completion of that drill program an updated Inferred Mineral Resource estimate was calculated and released on January 28, 2021 which comprised of 128Mt grading 0.80g/t for 3.16Moz of gold at a cut-off grade of 0.40g/t.

The Company completed its exit from Burkina Faso following the sale of its entities to Predictive Discovery Limited on November 3, 2020, reporting a loss from discontinued operations of $0.4 million.

Administration costs, excluding share-based compensation, for the year ended December 31, 2020 was $2.9 million (2019: $2.0 million). The increase in administration costs is largely due to an increase in professional fees of $0.8m incurred as part of the Company's IPO and legal work to conclude the sale of the Burkina Faso property. Professional fees did not include Montage share issuance costs which have been reported in the statement of equity.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2020, the Company had a consolidated cash balance of $32.8 million (December 31, 2019: $9.6 million). In October 2020, the Company raised $34.5 million from its initial public offering. The majority of proceeds are being used to advance work related to its planned exploration and drilling program at the Morondo Gold Project as well as for metallurgical test work, engineering, mine planning and other studies that will contribute to the economic evaluation of the Morondo Gold Project. Remaining funds will be used for general corporate and working capital purposes during 2021.

OFF BALANCE SHEET ARRANGEMENTS

The Company did not have any off-balance sheet arrangements as at December 31, 2020 or as of the date of this MD&A.

RELATED PARTY TRANSACTIONS

The related parties with which the Company has transacted during the year ended December 31, 2020 was Geodex Consultants Ltd. ("Geodex"). Geodex is related by virtue of their proprietor being a director and officer of the Company. Montage is an associate of Orca and therefore Orca is a related party. There were no related party transactions between Orca and Montage during the year.

Related party transactions occur and are recorded at the amounts agreed between the parties.

a) Services received from related parties

	Related party	Year Ended December 31, 2020	Year ended December 31, 2019
Geological consulting	Geodex	26,895	28,743
Total services received from		**26,895**	**28,743**

The Company did not have any amounts due to related parties as at December 31, 2020 or December 31, 2019.

b) 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	**Year ended**
Salaries and management fees	640,632	496,132
Short term benefits	16,998	10,301
Directors fees	49,623	57,312
Stock-based compensation	439,941	247,542
Total key management compensation	**1,147,194**	**811,287**

MANAGEMENT OF FINANCIAL RISK

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

a) Currency risk

Foreign currency risk can arise when the Company or its subsidiaries transact in currencies other than their functional currencies

(i) Ivorian operations

As at December 31, 2020, the Company's Ivorian operating subsidiary's largest foreign currency risk exposure was a net financial liability denominated in West African Franc which is pegged to the Euro of Euro 1.1 million. A 10% change in the foreign exchange rate between the US dollar and the European Euro would give rise to increases/decreases of approximately $0.1 in financial position/comprehensive loss.

b) Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The majority of the Company's cash is held in large financial institutions with a high investment grade rating. The expected credit loss related to these assets is negligible.

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, 2020 are as follows:

	Total	Less than 1 year	1-5 years	More than 5 years
Accounts payable and accrued liabilities	2,117,799	2,117,799	-	-

OUTSTANDING SHARE DATA

As at the date of this MD&A, the Company had 105,040,004 Common Shares issued and outstanding and 8,650,000 Options outstanding under the Stock Option Plan.

RISKS AND UNCERTAINTIES

The operations of the Company are speculative due to the high risk nature of its business which includes the acquisition, financing, exploration, development and operation of mining properties. The material risks and uncertainties, should be taken into account in assessing the Companies activities are described under the heading "Risks and Uncertainties" in the Company's most recent Annual Information Form available at http://www.sedar.com (the "AIF"). Any one or more of these risks and uncertainties could have a material adverse effect on the Company.

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION

Certain of the statements made and contained herein are forward-looking information or forward-looking statements within the meaning of applicable Canadian securities laws, including statements regarding Montage's (the "Company", the "Corporation", "we" or "our") plans and expectations relating to its exploration assets in Côte d'Ivoire. Such forward-looking information or forward-looking statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Statements concerning mineral resource estimates may also be deemed to constitute forward-looking statements to the extent that they involve estimates of the mineralisation that will be encountered if the property is developed. The assumptions, risks and uncertainties outlined below are non-exhaustive. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results, performance or achievements of the Corporation or its properties and projects may vary materially from those described herein.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as "expects", "anticipates", "believes", "plans", "projects", "estimates", "assumes", "intends", "strategy", "goals", "objectives", "potential", "possible" or variations thereof or stating that certain actions, events, conditions or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking statements.

Forward-looking statements and forward-looking information are not guarantees of future performance and are based upon a number of estimates and assumptions of management at the date the statements are made including without limitation, assumptions about the following (the "Forward-Looking Factors"): future prices of gold and other metals; successful exploration, development, and production; performance of contractual obligations by counterparties; operating conditions; political stability; obtaining governmental approvals and financing on time; financial projections and budgets; obtaining licenses and permits; government regulation of the Corporation's mining activities; environmental risks and expenses; market conditions; the securities market; price volatility of the Corporation's securities; currency exchange rates; foreign mining tax regimes; financial projections and results; competition; availability of sufficient capital, infrastructure, equipment and labour; litigation; land title issues; local community issues; estimation of mineral resources; realization of mineral resources; timing and amount of estimated future production; the life of mine; reclamation obligations; changes in project parameters as plans continue to be evaluated; and anticipated costs and expenditures and our ability to achieve the Corporation's goals. While we consider these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies, many of which are based on factors and events that are not within the control of the Corporation and there is no assurance they will prove to be correct.

Forward-looking statements are 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 relating to the Forward-Looking Factors above, and those factors disclosed under the heading "Risk Factors" in the Corporation's most Long Form Prospectus available at http://www.sedar.com and the Corporation's other continuous disclosure documents filed from time to time with the securities regulators in the provinces of Canada.

In addition, a number of other factors could cause the actual results, performance or achievements of the Corporation 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 Corporation will be consistent with them. Although the Corporation has attempted to identify important factors that could cause actual actions, events, results, performance or achievements to differ materially from those described in forward-looking statements and forward-looking information, there may be other factors that cause actions, events, results, performance or achievements not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements or information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Such forward-looking statements and information are made or given as at the date of this management's discussion and analysis and the Corporation 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. The reader is cautioned not to place undue reliance on forward-looking statements or forward-looking information.

Montage Gold Corp.

Consolidated Financial Statements

For the years ended December 31, 2020 and 2019

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, 2020 and 2019, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS).

What we have audited

The Company’s consolidated financial statements comprise:

- the consolidated statements of financial position as at December 31, 2020 and 2019;
- the consolidated statements of loss and comprehensive loss for the years then ended;
- the consolidated statements of cash flows for the years then ended;
- the consolidated statements of changes in equity for the years then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Basis for opinion

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

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

Independence

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

PricewaterhouseCoopers LLP
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Emphasis of matter – basis of presentation

We draw attention to note 2 to the consolidated financial statements, which describes the fact that the Company did not operate as a separate entity prior to July 23, 2019. The carve-out financial information for the period from January 1, 2019 to July 23, 2019 included is these consolidated financial statements is, therefore, not necessarily indicative of the results that would have occurred if the Company had been a separate stand-alone entity during the years presented or of future results of the Company. Our opinion is not modified in respect of this matter.

Other information

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

/s/PricewaterhouseCoopers LLP

Chartered Professional Accountants

Vancouver, British Columbia
April 22, 2021

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

	December 31, 2020	December 31, 2019
ASSETS		
Current assets		
Cash and cash equivalents	$ 32,751,159	$ 9,590,300
Receivables and other assets (Note 6)	975,988	116,738
	33,727,147	9,707,038
Equipment (Note 7)	382,919	468,411
Mineral properties (Note 8)	12,561,587	11,734,994
Other assets	22,070	24,460
	$ 46,693,723	$ 21,934,903
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	$ 2,117,799	$ 863,400
OWNERS NET INVESTMENT		
Share capital	65,410,020	32,783,085
Contributed surplus	667,783	148,820
Deficit	(21,074,869)	(10,687,123)
Accumulated other comprehensive income	(427,010)	(1,201,459)
	44,575,924	21,043,323
Non-controlling interest	-	28,180
	44,575,924	21,071,503
	$ 46,693,723	$ 21,934,903

Approved by the Board of Directors

(signed) "Peter Mitchell"
Director

(signed) "Richard P. Clark"
Director

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

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

	Year ended December 31, 2020	Year ended December 31, 2019
Continuing operations		
Administration costs (Note 11)	$ 2,921,548	$ 1,980,403
Exploration and project investigation costs (Note 12)	7,170,403	3,144,249
Foreign exchange gain	(22,557)	(74,189)
Interest income	(108,050)	(52,182)
Loss from continuing operations	9,961,344	4,998,281
		-
Loss from discontinued operations (Note 5)	426,402	338,124
Net loss for the year	$ 10,387,746	$ 5,336,405
Net loss for the year attributed to:		
Common shareholders of the Company	$ 10,387,746	$ 5,058,309
Non-controlling interest	-	278,096
	$ 10,387,746	$ 5,336,405
Net loss for the year	$ 10,387,746	$ 5,336,405
Items that may be subsequently reclassified to net loss:		
Gain on translation to presentation currency	(759,495)	(64,863)
Items that will not be subsequently reclassified to net loss:		
Change in fair value of marketable securities	(14,954)	-
Comprehensive loss for the year	$ 9,613,297	$ 5,271,542
Comprehensive loss for the year attributed to:		
Common shareholders of the Company	$ 9,613,297	$ 5,002,329
Non-controlling interest	-	269,213
	$ 9,613,297	$5,271,542
Basic and diluted loss per common share	$ 0.13	$ 0.15
Basic and diluted weighted average number of shares outstanding	79,394,454	35,492,125

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

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

	Year ended December 31, 2020	Year ended December 31, 2019
Cash flows from (for) operating activities		
Net loss for the year	$ (10,387,746)	$ (5,336,405)
Add non-cash items		
Depreciation of equipment (Note 7)	138,063	48,393
Stock-based compensation expense (Note 10)	535,246	433,646
Receipt of shares of Predictive (Note 5)	(226,450)	-
Burkina Faso impairment	-	338,124
	(9,940,887)	(4,516,242)
Changes in non-cash working capital items		
Receivables and other assets	(612,051)	(54,269)
Accounts payable and accrued liabilities	1,186,305	804,591
	(9,366,633)	(3,765,920)
Cash flows from (for) investing activities		
Purchase of equipment	(22,149)	(161,442)
Cash acquired through Avant Minerals acquisition	-	3,754,546
	(22,149)	3,593,104
Cash flows from financing activities		
Proceeds from share issuances	34,500,000	8,033,085
Share issuance costs	(1,934,348)	(357,791)
Net proceeds from exercise of stock options	45,000	-
Funding and expenses paid by Orca Gold Inc	-	1,997,550
	32,610,652	9,672,844
Foreign exchange on cash and cash equivalents	(61,011)	(111,699)
Increase in cash and cash equivalents	23,160,859	9,388,329
Cash and cash equivalents, beginning of year	9,590,300	201,971
Cash and cash equivalents, end of year	$ 32,751,159	$ 9,590,300
Supplemental information		
Interest received	$ 108,050	$ 52,182

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

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

	Equity Attributed to Common Shareholders								
	Number of shares issued and outstanding	**Share Capital**	**Contributed Surplus**	**Other Capital Reserves**	**Deficit**	**Accumulated Other Comprehensive Income**	**Total**	**Non-Controlling Interest**	**Total**
Balance January 1, 2019	**-**	**-**	**-**	**$ 19,772,176**	**$ (12,833,366)**	**$ (1,257,439)**	**$ 5,681,371**	**-**	**$ 5,681,371**
Net loss and other comprehensive loss	-	-	-	-	(5,058,309)	55,980	(5,002,329)	(269,213)	(5,271,542)
Funding and expenses paid by Orca Gold Inc	-	-	-	1,997,550	-	-	1,997,550	-	1,997,550
Shares issued to acquire Orca Gold assets (note 9)	33,000,000	14,850,000	-	(14,850,000)	-	-	-	-	-
Adjustment for shares issued in connection with Montage acquisition of Orca Gold Inc assets	-	-	-	(7,204,552)	7,204,552	-	-	-	-
Shares issued pursuant to Avant acquisition (note 9)	22,000,000	9,900,000	-	-	-	-	9,900,000	297,393	10,197,393
Proceeds from private placement (note 9)	18,476,374	8,033,085	-	-	-	-	8,033,085	-	8,033,085
Share based compensation (Note 10)	-	-	148,820	284,826	-	-	433,646	-	433,646
Balance December 31, 2019	**73,476,374**	**$ 32,783,085**	**$ 148,820**	**-**	**$ (10,687,123)**	**$ (1,201,459)**	**$ 21,043,323**	**$ 28,180**	**$ 21,071,503**
Balance January 1, 2020	**73,476,374**	**$ 32,783,085**	**$ 148,820**	**-**	**$ (10,687,123)**	**$ (1,201,459)**	**$ 21,043,323**	**$ 28,180**	**$ 21,071,503**
Net loss and other comprehensive loss	-	-	-	-	(10,387,746)	774,449	(9,613,297)	(28,180)	(9,641,477)
Montage IPO share issue	31,363,637	34,500,000	-	-	-	-	34,500,000	-	34,500,000
Montage IPO share issue costs		(1,934,348)					(1,934,348)		(1,934,348)
Stock option exercise	100,000	61,283	(16,283)	-	-	-	45,000	-	45,000
Share based compensation (Note 10)	-	-	535,246	-	-	-	535,246	-	535,246
Balance December 31, 2020	**104,940,011**	**$ 65,410,020**	**$ 667,783**	**-**	**$ (21,074,869)**	**$ (427,010)**	**$ 44,575,924**	**-**	**$ 44,575,924**

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

1. NATURE OF OPERATIONS

Montage Gold Corp. ("Montage" or the "Company") is a resource company engaged in the acquisition and exploration of mineral properties in Africa and has not yet determined whether these properties contain mineral reserves that are economically recoverable. The continued operations of Montage and the recoverability of the amounts shown for mineral properties are dependent upon the existence of economically recoverable reserves, the ability of Montage to obtain necessary financing to complete the exploration and development of such properties and upon future profitable production from or disposition of such properties.

Montage was incorporated as a wholly owned subsidiary of Orca Gold Inc. ("Orca") under the Business Corporations Act (British Columbia) on July 4, 2019. On July 17, 2019, Montage, Avant Minerals Inc ("Avant"), and Progress Minerals International Inc ("Progress") entered into a Share Purchase Agreement that contemplated the consolidation of: (i) the mineral interests of Orca located in Côte d'Ivoire; (ii) the mineral interests of Avant located in Côte d'Ivoire and Burkina Faso; and (iii) cash held by Avant.

On July 23, 2019, pursuant to the Orca Spin-Out: (i) all of the shares of Ghazal Resources Inc., a former indirect wholly-owned subsidiary of Orca, were transferred to Montage; and (ii) Montage issued 33,000,000 Common Shares to a subsidiary of Orca, which were subsequently transferred to and are now held by Orca.

On August 27, 2019, Montage, Avant, and Progress completed the Avant Transaction pursuant to the Share Purchase Agreement. Under the Avant Transaction, Montage acquired all of the issued and outstanding shares of Progress Minerals, being a wholly-owned subsidiary of PMII and an indirect subsidiary of Avant, existing under the laws of the British Virgin Islands, in exchange for 22,000,000 Common Shares.

On August 27, 2019, the Montage Shareholders Agreement was entered into among Montage, Orca, and Progress and Montage completed a private placement of $8,201,868.30, pursuant to which Montage issued 18,226,374 Common Shares at $0.45 per share. Additionally, 250,000 Common Shares were issued as an advisory fee in respect of the Avant Transaction at deemed price of $0.40 per Common Share. Following this transaction Orca's ownership in Montage decreased to 45%, however Montage remained a subsidiary of Orca based on Orca's ability to control the appointment of key management personnel, make operating decisions and also its level of representation on the board of directors.

On October 23, 2020, Montage closed its initial public offering of an aggregate of 27,272,728 common shares at a price of $1.10 per share for total proceeds of $30 million and commenced trading on the TSXV under the ticker symbol MAU. Montage granted the underwriters an over-allotment option exercisable in whole or in part at the sole discretion for a period of 30 days following the closing of the offering, to purchase up to an additional 15% of the common shares at the offering price issued as part of Montage's initial public offering. On October 30, 2020 the underwriters fully exercised their over-allotment option to acquire an additional 4,090,909 shares at the offering price resulting in additional aggregate gross proceeds of approximately $4.5 million.

Following the Montage IPO on October 23, 2020, Orca's percentage ownership in Montage decreased from 45% to 31.5% and Orca entered into a new investor rights agreement with Montage replacing the initial shareholders agreement between Orca and Avant. Under the investor agreement Orca has the right to appoint a single director to the board of directors if it has a 10% ownership percentage in Montage and can appoint up to three directors if it has a 20% ownership interest in Montage. With Orca's reduced board representation and ownership percentage Orca has significant influence, rather than control over the Company.

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

On November 3, 2020 Montage completed the disposal of its 51% interest in its Burkina Faso properties to Predictive Discovery Limited ("Predictive") in exchange for 4,028,477 Predictive shares with a fair value of $0.2 million.

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

The Company's significant subsidiaries include:

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

2. BASIS OF PRESENTATION

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

Montage was incorporated as a wholly owned subsidiary of Orca Gold Inc ("Orca") on July 4, 2019. On July 23, 2019, Montage acquired Orca's wholly owned subsidiaries that directly or indirectly hold permits in Côte d'Ivoire. On August 27, 2019 Montage entered into a share purchase agreement with Avant Minerals Inc ("Avant") pursuant to which it acquired Avant's assets in Côte d'Ivoire and Burkina Faso.

The consolidated financial statements for the prior year ended December 31, 2019 have been prepared on a continuity of interest basis of accounting. Prior to the July 23, 2019 acquisition of assets from Orca, the assets, liabilities, results of operations and cash flows of Montage are presented on a 'carve-out' basis from the consolidated financial statements and accounting records of Orca, in accordance with the financial reporting framework specified in subsection 3.11(6) of National Instrument 52-107, Acceptable Accounting Principles and Auditing Standards, for carve-out financial statements.

The preparation of the December 31, 2019 consolidated financial statements pursuant to the carve-out basis of accounting required the identification and allocation of pre-acquisition assets, liabilities, results from operations and cash flows of Orca, which were deemed to be attributable to the Company. In performing such allocations, management was required to make certain judgments, including that the use of relative levels of exploration activity during any given period is a reasonable basis to allocate common expenses.

These consolidated financial statements were authorized for issuance by the Board of Directors of the Company on April 22, 2021.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

a) Consolidation

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

For the prior year ended December 31, 2019, the consolidated financial statements have been prepared on a continuity of interest basis of accounting reflecting Orca's wholly owned subsidiaries that directly or indirectly hold permits and permit applications in Côte d'Ivoire on a carve out basis prior to July 13, 2019.

(i) Subsidiaries

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

(ii) Acquisitions

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

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

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

b) Foreign currency translation

(i) Functional and presentation currency

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

(ii) Transactions and balances

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

c) Equipment

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

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

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

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

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

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

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

d) Exploration and evaluation expenditure and mineral properties

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

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

e) Impairment of non-financial assets

At each reporting period, the Company assesses whether there is an indication that an asset or group of assets may be impaired. For exploration and evaluation assets, facts and circumstances which indicate that the Company should test for impairment include expiry of the exploration licence where renewal is not expected, substantive expenditure is not planned for the foreseeable future, poor exploration results or data which shows that it is not economically viable. 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 earnings 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 earnings 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.

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 income or directly in equity. In this case the tax is recognized in other comprehensive income or directly in equity, respectively.

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

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

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

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

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

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

k) Stock-based compensation

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

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

l) Provisions

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

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

4. CRITICAL ACCOUNTING JUDGMENTS

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

Assessment of impairment and reverse impairment indicators

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

The Company has determined that no indicators of impairment exist for its mineral properties as of December 31, 2020.

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

5. SALE OF BURKINA FASO PROPERTIES

On November 3, 2020 Montage completed the disposal of its subsidiaries which held a 51% interest in Burkina Faso properties to Predictive in exchange for 4,028,477 Predictive shares with a fair value of $0.2 million. The Company has recorded a loss of $0.4 million from discontinued operations.

This is comprised of the following:

Fair value of Predictive shares received	226,450
Burkina Faso loss to November 3, 2020	(651,478)
November 3, 2020 net asset disposal	(1,374)
Loss from discontinued operations	**(426,402)**

Cash flow from discontinued operations for the year ended December 31, 2020 was $651,478

6. RECEIVABLES AND OTHER ASSETS

	December 31, 2020	December 31, 2019
Prepaid expenses	734,584	57,706
Other receivables	-	59,032
Marketable securities	241,404	-
Total receivables and other assets	**975,988**	**116,738**

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

7. EQUIPMENT

Cost	Computer Equipment	Office Furniture and Equipment	Vehicles and Mobile Equipment	Field and Camp Equipment	Total
As at January 1, 2019	**3,842**	**357**	**-**	**64,749**	**68,948**
Additions	8,783	1,982	16,375	134,302	161,442
Avant Acquisition (note 2)	8,979	2,581	256,593	344,327	612,480
Effects of foreign exchange on translation to presentation currency	(1,267)	(58)	4,053	2,478	5,206
As at December 31, 2019	**20,337**	**4,862**	**277,021**	**545,856**	**848,076**
Additions	7,348	8,692	-	6,109	22,149
Effects of foreign exchange on translation to presentation currency	963	354	19,513	4,798	25,628
As at December 31, 2020	**28,648**	**13,908**	**296,534**	**556,763**	**895,853**
Accumulated depreciation					
As at January 1, 2019	**(1,661)**	**(15)**	**-**	**(3,642)**	**(5,318)**
Depreciation	(4,096)	(1,172)	(20,939)	(22,186)	(48,393)
Burkina Faso impairment	(8,979)	(2,581)	-	(318,953)	(330,513)
Effects of foreign exchange on translation to presentation currency	1,180	959	3,774	(1,354)	4,559
As at December 31, 2019	**(13,556)**	**(2,809)**	**(17,165)**	**(346,135)**	**(379,665)**
Depreciation	(4,890)	(901)	(96,698)	(35,574)	(138,063)
Effects of foreign exchange on translation to presentation currency	(431)	(37)	(3,356)	8,618	4,794
As at December 31, 2020	**(18,877)**	**(3,747)**	**(117,219)**	**(373,091)**	**(512,934)**
Net book amount					
As at December 31, 2019	**6,781**	**2,053**	**259,856**	**199,721**	**468,411**
As at December 31, 2020	**9,771**	**10,161**	**179,315**	**183,672**	**382,919**

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

8. MINERAL PROPERTIES

Cost	Total
As at January 1, 2019	**5,422,916**
Avant acquisition (note 2)	6,192,590
Effects of foreign exchange on translation to presentation currency	119,488
As at December 31, 2019	**11,734,994**
Effects of foreign exchange on translation to presentation currency	826,593
As at December 31, 2020	**12,561,587**

In 2018 the Company's predecessor, Orca, completed a transaction with Kinross to acquire projects in Côte d'Ivoire for $5.4 million. Following Montage's acquisition of Orca's Côte d'Ivoire subsidiaries on July 23, 2019, these exploration properties were legally acquired by Montage and included in these financial statements on a carve out basis. On August 27, 2019 Montage acquired from Avant, permits in Côte d'Ivoire with a mineral property valuation of $6.2 million.

9. SHARE CAPITAL

The Company has authorized an unlimited number of voting common shares without par value.

On July 23, 2019, Montage issued 33 million shares with a fair value of $14.9 million in exchange for certain net assets of Orca.

Montage subsequently entered into a share purchase agreement with Avant pursuant to which it acquired Avant's assets in Côte d'Ivoire and Burkina Faso and cash of $3.8 million in exchange for 22 million shares in Montage with a fair value of $9.9 million.

Contemporaneously with the completion of the Avant transaction, Montage completed a non-brokered private placement issuing 18,226,374 shares in Montage to new shareholders at CA$0.45 per share for cash of $8.2 million. The Company issued 250,000 shares as arrangement fees for the transaction.

On October 23, 2020, Montage completed its initial public offering of an aggregate of 27,272,728 common shares at a price of $1.10 per share for total proceeds of $30 million and commenced trading on the TSXV ("MAU").

On October 30, 2020 the underwriters fully exercised their over-allotment option to acquire an additional 4,090,909 shares at the offering price resulting in additional aggregate gross proceeds of approximately $4.5 million.

Loss per share information in these consolidated financial statements has been presented as if the common shares issued in connection with the acquisition of assets from Orca had been issued and outstanding from the start of all years presented.

10. STOCK OPTIONS

a) Stock option plan

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

Stock options outstanding

On September 17, 2019 Montage granted an aggregate 5,150,000 incentive stock options to certain officers, directors and other eligible employees of the Company. The options are exercisable, subject to vesting provisions over a period of three years at a price of $0.45 per share.

On September 15, 2020 and November 9, 2020, Montage granted 100,000 and 3,800,000 incentive stock options respectively to certain officers, directors and eligible employees of the Company. The options are exercisable, subject to vesting provisions over a period of three years at a price of $0.55 and $1.30 per share, respectively.

The total stock-based compensation reported for the year ended December 31, 2020 was $0.6 million (2019: $0.4 million).

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

	Number of shares (In thousands)	Weighted average exercise price CDN$
Outstanding at January 1, 2019	-	-
Granted	5,150	$0.45
Outstanding at January 1, 2020	5,150	$0.45
Granted	3,900	$1.30
Exercised	(100)	$0.45
Cancelled	(200)	$0.45
Outstanding at December 31, 2020	8,750	$0.84
Exercisable at December 31, 2020	4,567	$0.69

The following summarizes information about the stock options outstanding and exercisable at December 31, 2020:

	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$)
$0.45	4,850	1.71	$0.45	3,267	1.71	$0.45
$0.55	100	2.71	$0.55	33	2.71	$0.55
$1.30	3,800	2.86	$1.3	1,267	2.86	$1.30
	8,750	2.22	$1.00	4,567	2.04	$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 option pricing model with the following weighted average assumptions:

(i) Average risk-free interest rate: 1.0%
(ii) Expected life: 3 years
(iii) Expected volatility: 65.5%
(iv) Expected dividends: nil
(v) Weighted average fair value per option: $0.39

11. ADMINISTRATION COSTS

For the year ended December 31, 2019, administration costs for the period from January 1, 2019 to July 23, 2019 include expenditures incurred directly within entities which hold the Cote d'Ivoire assets and an allocation of Orca corporate expenses on a pro-rata basis based on the level of exploration activities relative to the total exploration expense incurred by Orca. Administration costs from September 1, 2019 onward include the consolidated results of Montage following the acquisition of Avant's assets.

	Year ended December 31, 2020	**Year ended December 31, 2019**
Management and consulting fees	729,083	818,736
Office and administration	367,875	213,797
Professional fees	1,085,266	162,583
Salaries and benefits	87,300	110,271
Stock based compensation expense (Note 8)	450,461	401,866
Travel and promotion	201,563	273,150
Total administration costs	**2,921,548**	**1,980,403**

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

12. EXPLORATION AND PROJECT INVESTIGATION COSTS

Year ended December 31,		Côte d'Ivoire	Burkina Faso	Total
2020	Depreciation	138,063	-	138,063
	Drilling	4,684,523	-	4,684,523
	Exploration support and administration	424,384	-	424,384
	Field operation and consumables	257,702	-	257,702
	Geological consulting	27,290	-	27,290
	Permitting and licensing fees	13,044	-	13,044
	Salaries and benefits	945,190	-	945,190
	Sampling, geological and other evaluation costs	554,789	-	554,789
	Stock-based compensation expense (Note 10)	84,785	-	84,785
	Travel and accommodation	40,633	-	40,633
	Total exploration and project investigation costs	**7,170,403**	**-**	**7,170,403**
2019	Depreciation	39,217	9,166	48,383
	Drilling	957,855	-	957,855
	Exploration support and administration	138,702	39,396	178,098
	Field operation and consumables	343,342	1,127	344,469
	Geological consulting	67,714	20,501	88,215
	Permitting and licensing fees	157,265	11,500	168,765
	Salaries and benefits	782,740	135,129	917,869
	Sampling, geological and other evaluation costs	334,195	-	334,195
	Stock-based compensation expense (Note 10)	31,780	-	31,780
	Travel and accommodation	62,033	12,587	74,620
	Total exploration and project investigation costs	**2,914,843**	**229,406**	**3,144,249**

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

13. RELATED PARTY TRANSACTIONS

The related parties with which the Company has transacted during the year ended December 31, 2020 was Geodex Consultants Ltd. ("Geodex"). Geodex is related by virtue of their proprietor being a director and officer of the Company. Montage is an associate of Orca and therefore Orca is a related party. There were no related party transactions between Orca and Montage during the year.

Related party transactions occur and are recorded at the amounts agreed between the parties.

a) Services received from related parties

	ated party	**Year ended December 31, 2020**	**Year ended December 31, 2019**
Geological consulting	Geodex	26,895	28,743
Total services received from related parties		**26,895**	**28,743**

The Company did not have any amounts due to related parties as at December 31, 2020 or December 31, 2019.

b) 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, 2020	**Year ended December 31, 2019**
Salaries and management fees	640,632	496,132
Short term benefits	16,998	10,301
Directors fees	49,623	57,312
Stock-based compensation	439,941	247,542
Total key management compensation	**1,147,194**	**811,287**

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

14. INCOME TAX

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

	Year ended December 31, 2020	Year ended December 31, 2019
Loss before taxes	10,387,746	5,336,405
Combined Canadian federal and provincial statutory income tax rates	27.00%	27.00%
Income tax recovery based on the above rate	2,804,691	1,440,829
Losses and temporary differences for which an income tax benefit has not been recognized	(2,349,345)	(1,166,474)
Differences between Canadian and foreign tax rates	(134,143)	(102,751)
Non-deductible expenses	(321,203)	(171,604)
Total income tax recovery	**-**	**-**

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

	December 31, 2020	December 31, 2019
Non-capital losses carried forward – Canada	1,461,576	601,595
Non-capital losses carried forward – Ivory Coast	3,362,468	1,618,262
Non-capital losses carried forward - Burkina Faso	-	99,320
Non-capital losses carried forward – United Kingdom	13,209	-
	4,837,253	**2,319,177**

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

Year of expiration	
2038	1,156,747
2039	1,836,843
2040	2,908,731
Total non-capital loss carry-forwards	**5,902,321**

Operating losses totalling $13.4 million have accumulated in the Ivory Coast and may be carried forward for five years. These operating losses will expire by 2025, and no deferred tax asset has been recognized.

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

15. SEGMENT INFORMATION

The Company is principally engaged in the acquisition, exploration and development of mineral properties in Africa. The information regarding mineral properties and exploration and project investigation costs presented in Notes 9 and 13, 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 four permits and nine permit applications in Côte d'Ivoire. Materially all of the Company's administrative costs are incurred by Montage's Canadian legal entities, where materially all of the Company's cash is held in the normal course of business until it is required to be deployed to the Company's operating subsidiaries in support of ongoing and planned work programs.

The following are summaries of the Company's current and non-current assets, current liabilities, and net losses by geographical area:

As at December 31,		**Côte d'Ivoire**	**Burkina Faso**	**Corporate & Other**	**Total**
2020					
	Current assets	886,693	-	32,840,454	33,727,147
	Equipment	382,919	-	-	382,919
	Mineral properties	12,561,587	-	-	12,561,587
	Other assets	22,070	-	-	22,070
	Total Assets	13,853,269	-	32,840,454	46,693,723
	Current liabilities	1,801,548	-	316,251	2,117,799
2019					
	Current assets	102,442	119,419	9,485,177	9,707,038
	Equipment	468,411	-	-	468,411
	Mineral properties	11,734,994	- -	-	11,734,994
	Other assets	24,460	-	-	24,460
	Total Assets	12,330,307	119,419	9,485,177	21,934,903
	Current liabilities	679,623	15,267	168,510	863,400

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

Year ended December 31,		**Côte d'Ivoire**	**Burkina Faso**	**Corporate & Other**	**Total**
2020					
	Exploration and project investigation	7,170,403	-	-	7,170,403
	General administration and other items	-	-	2,790,941	2,790,941
	Discontinued operations	-	426,402	-	426,402
	Net loss	7,170,403	426,402	2,790,941	10,387,746
2019					
	Exploration and project investigation	2,914,843	229,406	-	3,144,249
	General administration and other items	-	-	1,854,032	1,854,032
	Burkina Faso asset impairment	-	338,124	-	338,124
	Net loss	2,914,843	567,530	1,854,032	5,336,405

16. NON-CONTROLLING INTEREST

Following the acquisition of Avant, Montage had a 51% equity interest in its Burkina Faso properties, with Predictive owning 49%. Following the sale of the Burkina Faso companies on November 3, 2020, the Company no longer reports a non-controlling interest in Burkina Faso.

17. 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.

18. 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, 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.

19. MANAGEMENT OF FINANCIAL RISK

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

a) Currency risk

Foreign currency risk can arise when the Company or its subsidiaries transact in currencies other than their functional currencies

(i) Ivorian operations

As at December 31, 2020, the Company's Ivorian operating subsidiary's largest foreign currency risk exposure was a net financial liability denominated in West African Franc which is pegged to the Euro of Euro 1.1 million. A 10% change in the foreign exchange rate between the European Euro would give rise to increases/decreases of approximately $0.2 million in financial position/comprehensive loss.

b) Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The majority of the Company's cash is held in large financial institutions with a high investment grade rating. The expected credit loss related to these assets is negligible.

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, 2020 are as follows:

	Total	Less than 1 year	1-5 years	More than 5 years
Accounts payable and accrued liabilities	2,117,799	2,117,799	-	-

CORPORATE DIRECTORY

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

DIRECTORS
Richard P. Clark
Hugh Stuart
  Compensation Committee
Adam Spencer
  Audit Committee
Kevin Ross
  Corporate Governance and Nominating Committee
David Field
  Audit Committee
  Corporate Governance and Nominating Committee
Peter Mitchell
  Audit Committee
  Compensation Committee
David De Witt
  Compensation Committee
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SHARE LISTING
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Symbol: MAU
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ISIN: CA61178L101