



MONTAGE GOLD CORP.

SECOND QUARTER REPORT

**For the Three and Six months
ended June 30, 2023 and 2022**

MONTAGE GOLD CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
THREE AND SIX MONTHS ENDED JUNE 30, 2023
(Amounts in Canadian Dollars unless otherwise indicated)

The following management's discussion and analysis ("MD&A") of Montage Gold Corp. ("Montage" or the "Company") should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2023. The financial information in this MD&A is reported in Canadian dollars unless otherwise indicated and is derived from the Company's condensed interim consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. The effective date of this MD&A is August 28, 2023. Additional information about the Company and its business activities is available under the Company's profile on SEDAR+ at www.sedarplus.ca and the Company's website www.montagegoldcorp.com.

BUSINESS OVERVIEW

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

Montage Gold Corp. was incorporated under the Business Corporations Act (British Columbia) on July 4, 2019, as a wholly-owned subsidiary of Orca Gold Inc ("Orca"). On October 23, 2020, Montage closed its initial public offering and commenced trading on the TSXV under the ticker symbol MAU.

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

Q2 2023 OPERATING HIGHLIGHTS

During Q2 2023, the Company's exploration program was focussed primarily on resource definition drilling at the Gbongogo deposit, as well as follow-up drill testing of the Yéré North anomaly where significant high grades were intersected by shallow reconnaissance drilling in Q1 2023.

At Gbongogo, metallurgical samples were sent to SGS Lakefield in Q2 2023 for comminution and leach test work and the results were received in Q3 2023. Geotechnical drilling has been completed at Gbongogo and results were available for the open pit design in Q3 2023. A new Mineral Resource Estimate for Gbongogo and the results of an updated DFS is targeted for release by year-end 2023.

Montage has also been successful in its strategy to target higher-grade areas within the Gbongogo deposit, associated with quartz-tourmaline vein sets (see press release dated May 11, 2023), and this approach represents an opportunity to enhance overall average grades of the deposit with additional drilling in the future.

At the Yéré North anomaly, Montage completed seven RC holes for 842m of drilling as follow-up to a successful reconnaissance drill program that was completed in Q1 2023. 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. This prospect is at an early stage and remains open in all directions. Further drill testing will be completed in the future in conjunction with a broader exploration program that will target the highest priority anomalies within the KGP project area.

During the quarter Montage completed a total of 24,410 metres of drilling. For the six months to June 30, 2023 the Company had completed a total of 50,428 metres of drilling. Of the total metres drilled, 23,994 metres were at Gbongogo where the results are expected to result in a high level of conversion of Inferred Mineral Resources to the Indicated category in the Company's updated Mineral Resource Estimate on Gbongogo planned to be released in Q3, 2023. The remaining 26,434 metres were largely for reconnaissance drilling to identify

additional resource targets in proximity to the KGP. Prospective targets identified include Yéré North and Diouma North.

OUTLOOK

Following the Company's H1 2023 drilling program, the Company is now shifting its focus towards the de-risking of the KGP, including permitting, financing and optimization, to enable a construction decision to be made in 2024.

Near-term milestones towards this objective are the release of an updated Mineral Resource Estimate on Gbongogo (planned for release by September 2023). In parallel with the updated Mineral Resource Estimate, throughput and haulage studies are being undertaken as part of the updated DFS to optimize the overall design of the KGP considering the addition of higher-grade mineralized material from Gbongogo. The Company's priority is to accelerate mining and haulage of Gbongogo material to the planned KGP plant, early in the project life, which has the potential to significantly enhance the overall economics of the project.

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

The updated Definitive Feasibility Study ("DFS") is underway and expected to be completed by year-end 2023 which will enable the Company to formalize project financing initiatives. HCF International Advisors Ltd., has been engaged to assist in raising project finance and the initial solicitation of interest is planned to begin in Q4 2023. The Company is encouraged by the level of interest received in the KGP thus far and anticipates a robust, competitive process for project financing.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

	June – 23	Mar – 23	Dec - 22	Sept - 22	June - 22	Mar - 22	Dec - 21	Sept - 21
Revenue (\$000's)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Exploration costs (\$000's)	4,253	4,357	2,208	690	620	1,278	2,106	2,567
Total net loss (\$000's)	5,429	5,478	3,674	2,277	1,564	2,268	3,386	3,418
Net loss attributed to the Company's shareholders (\$000's)	5,429	5,478	3,674	2,277	1,564	2,268	3,386	3,418
Net loss per share attributed to the Company's shareholders basic and diluted (\$)	0.03	0.03	0.03	0.02	0.02	0.02	0.03	0.03
Total assets (\$000's)	59,395	49,817	51,966	38,912	38,668	20,786	23,410	26,175
Total current financial liabilities (\$000's)	2,722	3,063	2,168	21,408	20,970	1,116	1,101	695

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

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

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

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

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

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

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

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2023, the Company had a consolidated cash balance of \$15.0 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 shares at \$0.70 per share for proceeds of \$10 million under the listed issuer finance exemption ('LIFE' Offering document) and a further 10,214,900 shares were issued at \$0.70 per share for proceeds of \$7.2 million. The further share issue of 10,219,900 shares was 3,072,000 shares higher than anticipated in the LIFE document. Total net proceeds received were \$15.9 million after underwriter, legal and TSX fees.

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

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

	Montage Issuer Financing Exemption	Actual Source of Funds and Expenditures to June 30, 2023
Total Source of Funds	15,265,020	17,048,119
Use of Funds:		
Koné Gold Project		
Drilling and Exploration	4,900,000	3,095,569
Personnel	1,500,000	401,372
Tenement	100,000	53,401
Revised feasibility study costs	750,000	275,077
Côte d'Ivoire indirect operating costs and overheads	1,550,000	427,865
Working capital and general corporate purposes	6,465,020	698,262
Total Use of Funds	15,265,020	4,951,546

Expenditures since closing the private placement to June 30, 2023 were \$5.0 million with total metres drilled during this period of 24,410m which were in line with the LIFE forecast. Study work during the period included comminution and leach test work on Gbongogo samples and completion of Geotech drilling at Gbongogo which will be available for design of the open pit. Study work is on target with the Company planning to submit the KGP ESIA by late Q4 2023 and the revised DFS incorporating Gbongogo by year end 2023.

MANAGEMENT OF FINANCIAL RISK

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

a) Currency risk

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

Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. As at June 30, 2023, the majority of the Company's cash and cash equivalents was held through Canadian institutions with investment grade ratings with \$0.4 million or 2% held in accounts with a rating of B or lower.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's financial liabilities are 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 June 30, 2023 are as follows:

	Total	Less than 1 year	1-5years	More than 5 years
Accounts payable and accrued liabilities	2,721,854	2,721,854	-	-

OUTSTANDING SHARE DATA

As at the date of this MD&A, the Company had 185,004,890 Common Shares issued and outstanding and 8,750,000 Options outstanding under its stock based incentive plan, 1,023,076 restricted share units outstanding under its restricted share unit plan and 576,925 deferred share units outstanding under the deferred share unit plan.

QUALIFIED PERSON

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

RISKS AND UNCERTAINTIES

The operations of the Company are speculative due to the high risk nature of its business which includes the acquisition, financing, exploration, development and operation of mining properties. The material risks and uncertainties should be taken into account in assessing the Company's activities are described under the heading "Risks and Uncertainties" in the Company's Management Discussion and Analysis for the Year Ended December 31, 2022 www.sedarplus.ca. Any one or more of these risks and uncertainties could have a material adverse effect on the Company.

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION

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

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

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

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

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

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

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

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

CAUTIONARY STATEMENT REGARDING MINERAL RESOURCES AND MINERAL RESERVES

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

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

Montage Gold Corp

Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2023 and 2022

(Unaudited)

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

	June 30, 2023	December 31, 2022
ASSETS		
Current assets		
Cash and cash equivalents	\$ 14,968,634	\$ 8,020,729
Receivables and other assets (Note 3)	391,887	1,330,578
	<u>15,360,521</u>	<u>9,351,307</u>
Equipment (Note 4)	493,957	412,553
Mineral properties (Note 5)	43,521,234	42,179,104
Other assets	19,326	23,422
	<u>\$ 59,395,038</u>	<u>\$ 51,966,386</u>
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	\$ 2,721,854	\$ 2,168,255
EQUITY		
Equity attributed to common shareholders		
Share capital	118,858,309	102,993,680
Contributed surplus	2,627,487	1,995,625
Accumulated other comprehensive income	441,794	(843,354)
Deficit	<u>(65,254,406)</u>	<u>(54,347,820)</u>
	56,673,184	49,798,131
	<u>\$ 59,395,038</u>	<u>\$ 51,966,386</u>

Approved by the Board of Directors

(signed) "Alessandro Bitelli"
Director

(signed) "Richard P. Clark"
Director

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

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

	Three months ended		Six months ended	
	2023	June 30, 2022	2023	June 30, 2022
Administration costs (Note 8)	\$ 1,293,843	\$ 942,822	\$ 2,520,663	\$ 1,939,970
Exploration and project investigation costs (Note 9)	4,253,284	619,596	8,610,406	1,897,957
Foreign exchange loss	60,667	1,537	19,444	11,686
Interest income	(178,913)	-	(243,927)	(17,427)
Net loss for the period	<u>\$ 5,428,881</u>	<u>\$ 1,563,955</u>	<u>\$ 10,906,586</u>	<u>\$ 3,832,186</u>
Items that may be subsequently reclassified to net loss:				
Loss/(gain) on translation to presentation currency	799,692	422,739	(1,384,788)	869,184
Items that will not be subsequently reclassified to net loss:				
Change in fair value of marketable securities	32,151	94,528	99,640	234,445
Comprehensive loss for the period	<u>\$ 6,260,724</u>	<u>\$ 2,081,222</u>	<u>\$ 9,621,438</u>	<u>\$ 4,935,815</u>
Basic and diluted loss per common share	<u>\$ 0.03</u>	<u>\$ 0.02</u>	<u>\$ 0.06</u>	<u>\$ 0.04</u>
Basic and diluted weighted average number of shares outstanding	<u>181,774,042</u>	<u>105,340,004</u>	<u>171,197,922</u>	<u>105,237,249</u>

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

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

	Six months ended	
	2023	June 30, 2022
Cash flows for operating activities		
Net loss for the period	\$ (10,906,586)	\$ (3,832,186)
Add non-cash items		
Depreciation of equipment (Note 4)	120,993	95,323
Stock-based compensation expense (Note 7)	631,862	189,793
	<u>(10,153,731)</u>	<u>(3,547,070)</u>
Changes in non-cash working capital items		
Receivables and other assets	274,809	81,487
Accounts payable and accrued liabilities	552,323	(164,681)
	<u>(9,326,599)</u>	<u>(3,630,264)</u>
Cash flows for investing activities		
Purchase of equipment	(199,890)	(61,636)
Sale of marketable securities	570,436	
	<u>370,546</u>	<u>(61,636)</u>
Cash flows from financing activities		
Share option exercise	-	135,000
Private placement – gross proceeds (note 6)	17,150,000	-
Private placement – share issue costs (note 6)	(1,285,791)	-
	<u>15,864,209</u>	<u>135,000</u>
Foreign exchange on cash and cash equivalents	<u>39,749</u>	<u>(49,527)</u>
Increase in cash and cash equivalents	6,947,905	(3,606,427)
Cash and cash equivalents, beginning of period	8,020,729	9,774,417
Cash and cash equivalents, end of period	<u>\$ 14,968,634</u>	<u>\$ 6,167,990</u>
Supplemental information		
Interest received	\$ 234,927	-

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

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

	Number of shares issued and outstanding	Share capital	Contributed Surplus	Accumulated Other Comprehensive Income	Deficit	Total
Balance January 1, 2023	160,504,290	\$ 102,993,680	\$ 1,995,625	\$ (843,354)	\$ (54,347,820)	\$ 49,798,131
Net loss and other comprehensive income	-	-	-	1,285,148	(10,906,586)	(9,621,438)
Stock based compensation expense (Note 7)	-	-	631,862	-	-	631,862
Private placement (Note 6)	24,500,600	17,150,420	-	-	-	17,150,420
Share Issue Costs (Note 6)	-	(1,285,791)	-	-	-	(1,285,791)
Balance June 30, 2023	185,004,890	\$ 118,858,309	\$ 2,627,487	\$ 441,794	\$ (65,254,406)	\$ 56,673,184
Balance January 1, 2022	105,040,004	\$ 65,460,448	\$ 2,068,802	\$ (655,893)	\$ (44,564,605)	\$ 22,308,752
Net loss and other comprehensive income	-	-	-	(1,103,630)	(3,832,186)	(4,935,816)
Stock based compensation expense (Note 7)	-	-	189,793	-	-	189,793
Share option exercise	300,000	183,847	(48,847)	-	-	135,000
Balance June 30, 2022	105,340,004	\$ 65,644,295	\$ 2,209,748	\$ (1,759,523)	\$ (48,396,791)	\$ 17,697,729

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

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

1. NATURE OF OPERATIONS

Montage Gold Corp. (the "Company" or "Montage") was incorporated under the Business Corporations Act (British Columbia) on July 4, 2019. Montage is a Mineral Resource company engaged in the exploration and development of mineral properties in Côte d'Ivoire including the Koné Gold Project ("KGP") which is at Feasibility Stage. The KGP includes the Koné Exploration Permit (PR 262), the Farandougou Exploration Permit (PR 748), the Sisséplé North Exploration Permit (PR 879b), the Mankono acquired properties ("Mankono Acquisition") and two Exploration Permit applications located in the area near the KGP. The Mankono Acquisition includes the Sisséplé Exploration Permit (PR 920), the Gbongogo Exploration Permit (PR 919) and the Sissédougou Exploration Permit (PR 842). Montage owns 100% of the KGP and it is subject to a 2% NSR except for the Farandougou Exploration Permit and the Sisséplé North Exploration Permit (PR 879b), both of which are royalty free.

Other mineral properties include the Korokaha Gold Project, which comprises the Diawala Exploration Permit Application and the Korokaha South Exploration Permit (PR 333) as well as the Bobosso Gold Project, which comprises the Dabakala and the Wendené Exploration Permit (PR 572) applications. Montage owns 100% of these projects with the Bobosso Gold Project subject to a 2% NSR and the Korokaha Gold Project is royalty free.

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

2. BASIS OF PRESENTATION

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

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

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

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

3. RECEIVABLES AND OTHER ASSETS

	June 30, 2023	December 31, 2022
Prepaid expenses	391,887	660,502
Marketable securities	-	670,076
Total receivables and other assets	391,887	1,330,578

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4. EQUIPMENT

Cost	Camp and Office Equipment	Vehicles and Mobile Equipment	Field and Camp Equipment	Total
As at January 1, 2022	113,827	276,223	623,753	1,013,803
Additions	79,382	83,066	87,787	250,235
Effects of foreign exchange on translation to presentation currency	5,359	6,942	7,247	19,548
As at December 31, 2022	198,568	366,231	718,787	1,283,586
Additions	22,871	81,603	95,416	199,890
Effects of foreign exchange on translation to presentation currency	2,955	2,015	6,882	11,852
As at June 30, 2023	224,394	449,849	821,085	1,495,328
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	(34,001)	(66,037)	(20,955)	(120,993)
Effects of foreign exchange on translation to presentation currency	(1,665)	(3,456)	(4,224)	(9,345)
As at June 30, 2023	(140,301)	(363,612)	(497,458)	(1,001,371)
Net book amount				
As at December 31, 2022	93,933	72,112	246,508	412,553
As at June 30, 2023	84,093	86,237	323,627	493,957

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5. MINERAL PROPERTIES

Cost	Total
As at January 1, 2022	11,767,954
Mankono Acquisition	30,327,278
Effects of foreign exchange on translation to presentation currency	83,872
As at December 31, 2022	42,179,104
Effects of foreign exchange on translation to presentation currency	1,342,130
As at June 30, 2023	43,521,234

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

6. SHARE CAPITAL

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

7. STOCK OPTIONS

Stock option plan

Total stock based compensation for share options and restricted and deferred share units for the period ended June 30, 2023 was \$0.6m (2022: \$0.2m).

Stock options outstanding

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

	Number of shares (In thousands)	Weighted average exercise price CDN\$
Outstanding at January 1, 2022	9,050	\$0.81
Granted	4,200	\$0.66
Exercised	(4,750)	\$0.45
Outstanding at December 31, 2022	8,500	\$0.94
Outstanding at June 30, 2023	8,500	\$0.94
Exercisable at June 30, 2023	5,236	\$0.83

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

Exercise price (CDA\$)	Outstanding options			Exercisable Options		
	Number of options outstanding (In thousands)	Weighted average remaining contractual life (Years)	Weighted Average exercise price (CDN\$)	Number of options exercisable (In thousands)	Weighted average remaining contractual life (Years)	Weighted average exercise price (CDN\$)
\$0.55	100	0.21	\$0.55	100	0.21	\$0.55
\$1.30	3,500	0.36	\$1.30	3,500	0.36	\$1.30
\$0.93	300	0.94	\$0.93	300	0.94	\$0.93
\$0.75	400	1.19	\$0.75	267	1.19	\$0.75
\$0.81	300	1.84	\$0.81	200	1.84	\$0.81
\$0.60	200	2.19	\$0.60	67	2.19	\$0.60
\$0.65	3,700	2.42	\$0.65	802	2.42	\$0.65
	<u>8,500</u>	<u>1.41</u>	<u>\$0.94</u>	<u>5,236</u>	<u>0.83</u>	<u>\$1.11</u>

Restricted and Deferred Share Units

The Company had 1,023,096 restricted share units ("RSU"s) outstanding and no units were exercisable as at June 30, 2023. The RSU's have a 3-year vesting period and the person will receive RSUs on each vesting date over the three year period. Total stock based compensation for the six months to June 30, 2023 was \$0.2 million (2022: nil).

The Company had 576,925 deferred share units ("DSU"s) outstanding and no units were exercisable as at June 30, 2023. Total stock based compensation was \$0.2 million for the six months to June 30, 2023 (2022: nil).

8. ADMINISTRATION COSTS

	Three months ended		Six months ended	
	2023	June 30, 2022	2023	June 30, 2022
Management and consulting fees	506,793	429,402	951,587	841,808
Office and administration	25,865	7,308	90,409	42,113
Professional fees	205,186	349,631	447,571	679,948
Salaries and benefits	29,789	12,249	57,611	30,964
Stock based compensation expense	315,580	100,366	595,523	172,136
Travel and promotion	210,630	43,866	377,962	173,001
Total administration costs	1,293,843	942,822	2,520,663	1,939,970

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9. EXPLORATION AND PROJECT INVESTIGATION COSTS

Three months ended June 30,	2023	2022
Depreciation	62,817	45,266
Drilling	3,014,959	-
Exploration support and administration	197,173	100,919
Field operation and consumables	204,754	80,127
Geological consulting	299,440	108,704
Permitting and licensing fees	53,401	1,077
Salaries and benefits	377,108	169,446
Sampling, geological and other evaluation costs	23,315	84,394
Stock-based compensation expense	10,060	8,877
Travel and accommodation	10,257	20,786
Total exploration and project investigation costs	4,253,284	619,596

Six months ended June 30,	2023	2022
Depreciation	120,993	95,323
Drilling	6,242,864	137,191
Exploration support and administration	363,468	161,730
Field operation and consumables	512,938	184,732
Geological consulting	469,063	750,012
Permitting and licensing fees	56,907	7,704
Salaries and benefits	703,563	368,326
Sampling, geological and other evaluation costs	61,945	129,961
Stock-based compensation expense	36,339	17,657
Travel and accommodation	42,326	45,321
Total exploration and project investigation costs	8,610,406	1,897,957

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10. SEGMENT INFORMATION

The Company is principally engaged in the acquisition, exploration and development of mineral properties in Côte d'Ivoire. The information regarding mineral properties and exploration and project investigation costs presented in Notes 5 and 9, respectively, represent the manner in which management reviews its business performance. The Company's mineral properties and exploration and project investigation costs are located in Côte d'Ivoire. The Company owns five permits and seven permit applications in Côte d'Ivoire. The Company's non-current assets are located in Côte d'Ivoire.

11. FINANCIAL INSTRUMENTS

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

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

a) Currency risk

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

b) Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. As at June 30, 2023, the majority of the Company's cash and cash equivalents was held through Canadian institutions with investment grade ratings with \$0.4 million or 2% 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.

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

	Total	Less than 1 year	1-5 years	More than 5 years
Accounts payable and accrued liabilities	2,721,854	2,721,854	-	-



CORPORATE DIRECTORY

OFFICERS

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

DIRECTORS

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

TSX Venture Exchange
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