

**MONTERO MINING AND EXPLORATION LTD.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the six months ended June 30, 2021

# **MONTERO MINING AND EXPLORATION LTD.**

## **Management's Discussion and Analysis**

For the six months ended June 30, 2021

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### **1.1 DATE**

This Management's Discussion and Analysis ("MD&A") of Montero Mining and Exploration Ltd. ("Montero" or the "Company") has been prepared by management as of August 30, 2021 and should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2020. The Company's Board of Directors have reviewed and approved this MD&A.

All amounts in the MD&A, financial statements and related notes are expressed in Canadian dollars unless otherwise noted.

All statements, other than of historical facts included herein, including without limitations, statements regarding potential mineralization, reserves and exploration results and future plans and objectives of the Company are forward looking statement and involve various risks and uncertainties, which are detailed in the Section "Risk Factors" of this MD&A. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements.

### **COVID-19 PANDEMIC**

The COVID-19 pandemic has made international travel impossible where government imposed self-isolation, fluctuations in currencies and volatile financial markets pose significant challenges in planning, budgeting and carrying out meaningful exploration programs. Further uncertainties arise from the inability of the Company to gauge the duration of the pandemic and the difficulties of operating in Africa. Montero anticipated that the pandemic would lead to a global slowdown in demand for battery metals and has taken advantage of the recent spike in precious metal prices to acquire the Isabella Gold Project. This acquisition was via its network of contacts in Chile at a time when companies are divesting non-core assets. At the same time Montero is reducing its battery metal focus.

### **1.2 OVERALL PERFORMANCE**

#### **Current Year Highlights**

**On June 24, 2021** Montero announced that it had completed a total of 2,088 metres of diamond drilling and testing of 4 vein target areas at its Isabella gold-silver project in Chile. The Company presented the assay results of 19 holes from the drill Target A.

**On June 15, 2021** Montero announced the commencement of exploration of its 170 km<sup>2</sup> Avispa copper molybdenum exploration concessions located in the Atacama Desert of northern Chile.

**On June 7, 2021** Montero announced it had completed a detailed mapping program in select areas of its Isabella Project which identified a narrow band of volcanic rocks that extends in east-west direction adjacent to the southern contact of the Isabella granite. The volcanic unit is host to numerous gossan breccia boulders that occur south of the Isabella East property.

**On May 27, 2021** Montero filed a request for arbitration with the International Centre for Settlement of Investment Disputes (ICSID) on January 8, 2021. Subsequently on February 9, 2021 the Secretary-General of the ICSID registered Montero's request for institution of arbitration proceedings against the Government of Tanzania for the expropriation of its Wigu Hill rare earth element Project.

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**On April 21, 2021** Montero announced that it has submitted 14 new applications covering an additional 3,800 hectares to its 13,200 hectares of awarded exploration concessions on the Avispa project in the Atacama Desert of northern Chile.

**On April 4, 2021** Montero announced it has completed a total of 2,088 meters of diamond drilling and testing of 4 vein target areas at its Isabella gold-silver project in Chile. The Company presented the assay results of 17 holes from the priority drill Target A.

**On February 17, 2021** Montero announced that it has conducted additional exploration work to support the potential for sediment-hosted mineralization south of the granite-sediment contact within the Isabella Project area.

**On February 15, 2021** Montero made a payment of US\$50,000 as part of the earn in agreement to the owner of the Isabella East exploitation mining concessions. A further US\$350,000 has to be paid by August 2022 to acquire an 85% interest in the concessions.

**On February 9, 2021** Montero announced it received confirmation of issuance of exploration licenses eastward contiguous to the currently held Isabella claims. The new claims cover an additional 7 km of granite-sediment contact with reported granite-hosted quartz veins similar to those defined within Montero's Isabella East and Isabella West property blocks.

**On February 2, 2021** Montero announced it has completed 1,096 m of a planned 2,800 m diamond drill program at its Isabella Gold Silver Project in Chile.

**On January 11, 2021** Montero filed an Ni 43-101 compliant report titled, Technical Report for the Isabella Gold Silver Project, Licanten District, Region VII, Chile. The Technical Report was prepared by Dr Thomas Henriksen.

**On January 8, 2021** Montero announced it has completed a Litigation Funding Agreement with Omni Bridgeway Canada Limited. This provides for funds of up to US\$2.32 million to be drawn from a financing facility to meet all fees and expenses relating to the pursuit of certain claims against the Government of Tanzania for the illegal expropriation and loss of the Wigu Hill Project, Tanzania. The Company retains Mr Thierry Lauriol and his team at Jeantet AARPI as legal counsel for the international arbitration. Mr Lauriol and Jeantet has significant experience and have a successful track record for clients operating in Africa.

### **Description of Business**

Montero was incorporated on October 5, 2006 under the laws of British Columbia, Canada. The Company is a public company listed on the TSX Venture Exchange and trades under the symbol *MON.V*. The Company's registered address is 1040 West Georgia Street, Suite 1900, Vancouver, BC, V6E 4H3 and its head office address is Suite 1080 - 789 West Pender Street Vancouver, BC V6C 1H2: Phone: 416-840-9197 Web: [www.monteromining.com](http://www.monteromining.com).

The condensed interim consolidated financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at June 30, 2021, the Company had not advanced its exploration and evaluation assets to commercial production and is not able to finance day to day activities through operations. The Company's continuation as a going

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concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These conditions give rise to substantial doubt about the Company's ability to continue as a going concern. When further funds are required, they will be financed through a private placement of common shares or by debt instruments.

Management has reduced operating costs including voluntary fee reductions from directors, reduced rent and administrative fees and decreased usage of administrative staff and consultants. Management has focused its exploration efforts on the projects it believes will provide the best value to shareholders. It continues its exploration work programs on projects to advance them, and seeks joint venture and other partners for other projects where no exploration is currently being conducted.

Management believes that controlling operating expenses, funding from potential funding partners, borrowings from directors and management, and further private placements will generate the required funding to maintain operations. Although management is committed and expects to raise additional funding, the timing and the nature of the financing is uncertain and there can be no assurances that this will occur. Further details on financing alternatives available to the Company are more fully discussed in 1.6/1.7.

The Company is engaged in the identification, evaluation, acquisition, exploration and development of quality mineral properties. The Company has not yet determined whether its exploration assets contain sufficient mineral reserves, such that their recovery would be economically viable.

As at June 5, 2020 the Company decided due to the continued decline in battery metal prices and exacerbated by the COVID-19 pandemic with its effect on global economics, to change its focus to gold exploration Chile. The Company believes its best course of action given the global shut down is to divest of its battery metal projects, reduce its corporate structure while retaining its Tanzanian corporation to defend its investment and rights to the Wigu Hill rare earth project where it has made a substantial investment.

The key performance driver for Montero is to develop mineral deposits to create wealth for shareholders by joint venture or outright sale. This will be achieved through acquiring and exploring properties which host the highest potential for future discoveries or development of existing mineral resources into mineable reserves. Management works to rationalize all of its significant core holdings to maintain percentage ownership, while working with others to share the risk of development of these properties. Management acquires its exploration assets through the issuance of common shares where possible to preserve the Company's cash reserves.

Management has the necessary skills required to achieve success, both in the technical and financial area with experienced exploration and consulting geologists and those with entrepreneurial and financial experience. Shareholders are represented by a strong management and independent Board of Directors, experienced in financing, exploration, development and mining.

The Company has access to consulting geologists, metallurgical/chemical and mining engineers and corporate finance and legal counsel with commodity and country expertise in the countries where current interests are held. Consultants are retained through variable or fixed term consulting contracts.

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### **Chilean Focus**

#### **100% Purchase of ChileCo**

On August 5, 2020, the Company signed a Binding Purchase and Sale Agreement to acquire a 100 % interest in a private Chilean company Minera Joy SpA ("ChileCo"). ChileCo directly holds 100% of the mineral rights to 18 km<sup>2</sup> of exploration mining concessions and has two subsidiaries with 49 km<sup>2</sup> under option agreements. The mineral concessions held by both subsidiaries are subject to joint venture and mining option agreements with local parties. In Subsidiary 1 Montero holds an 85% equity interest to the Isabella West exploration mining concessions. In Subsidiary 2 Montero is earning an 85% interest in the Isabella East exploitation mining concessions by making cash payments totaling US\$ 450,000. Montero completed a US\$50,000 payment on August 28, 2020 and a further payment of US\$ 50,000 on February 24, 2021. A further option payment of US\$100,000 is due by August 31, 2021 and US\$250,000 by August 31, 2022 to earn the 85% interest in the properties which would then be transferred to Subsidiary 2. Due to poor drilling results the Company has elected not to make the August 31, 2021 US\$100,000 payment. Attempts to renegotiate more favourable terms have not yet been completed and the Company may lose its earn-in rights to the Isabella East property on August 31, 2021.

#### **Isabella Gold Silver Project**

The Isabella Gold Silver Project (Isabella) is located in the Southern Coastal Range of Chile Isabella is approximately 200 km south of Santiago and has excellent year-round access. The Southern Coastal Range contains numerous gold and copper occurrences hosted within a package of intermediate intrusive, sedimentary and volcanic rocks of Mesozoic age.

Isabella is south of Yamana's Minera Florida gold mine and north of an extensive regional gold area being explored by Fresnillo. The Isabella region has seen little modern exploration and most occurrences remain undrilled.

Isabella hosts numerous structurally controlled quartz veins that have been mapped over an area of approximately 12 km long and 4 km wide. A review of field reports on mapping and sampling prepared by the previous owner indicates high gold – silver concentrations within quartz veins with values of up to 48 g/t gold and 629 g/t silver. The veins form part of an extensive regional polymetallic Au-Ag vein and breccia system occurring in dilational fractures in the granite and along contacts with older sediments. Prior exploration at Isabella by the previous operator includes surface mapping, rock sampling, trenching, and airborne magnetics. No drilling in the Isabella district has been carried out at the date of the acquisition of ChileCo.

#### **Isabella Gold – Silver Vein Targets**

At the start of the project, the Company identified a total of four priority drill target areas (Figure 1) for drilling using a track-mounted diamond drill and a 2,600 m drill program planned to test the quartz vein targets. Initial drilling will test one mineralized quartz vein array within the Isabella West property (Target A) and six vein arrays within the Isabella East property (Targets B, C, and D).

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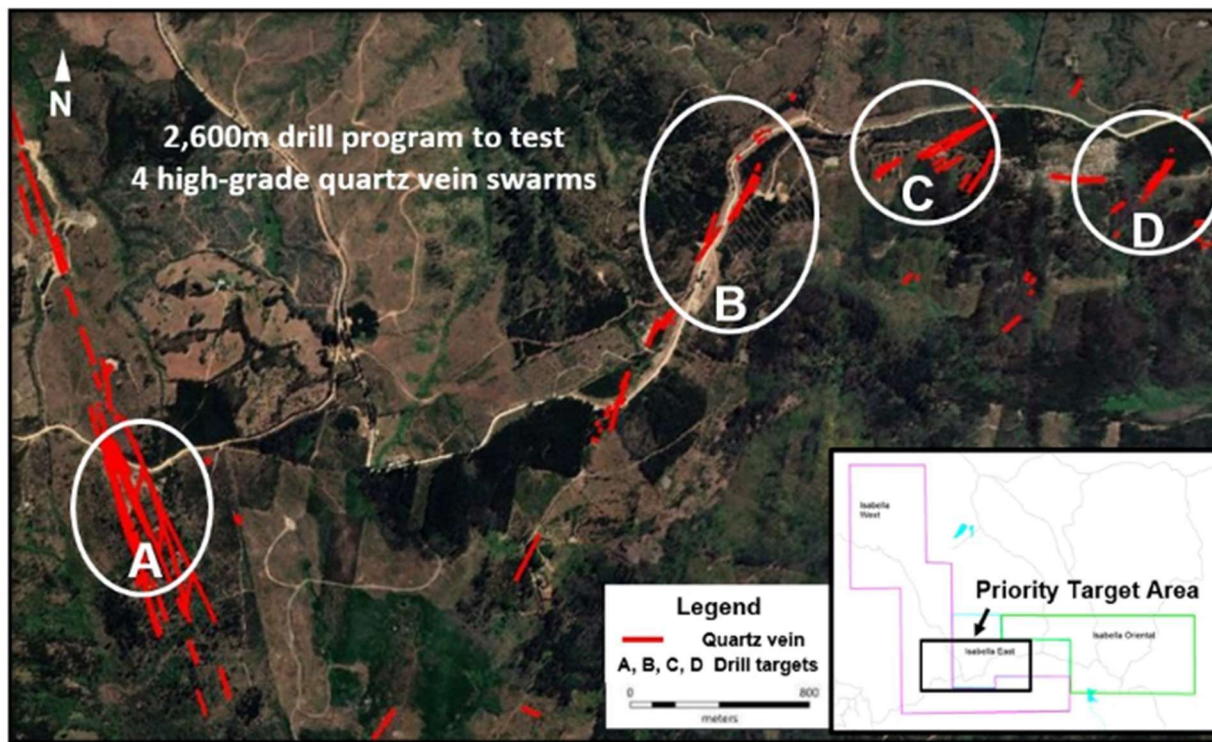


Figure 1: Location of Priority Drill Target Areas

**Drill Target A (Isabella West):** Multiple high grade Au-Ag quartz veins have been defined within a 75m wide zone of altered granite extending 600m along strike. Surface samples of vein material returned assays up to: 8.53 g/t Au, 11.2 g/t Ag and 7.56 g/t Au, 16.8 g/t Ag. Trenches completed over 300m strike length of the vein array returned: 6.92 g/t Au over 1m, 2.88 g/t over 2m, and 1.42 g/t Au over 12m (incl. 3.53 g/t Au over 3m). The vein array is contained within a broader zone of anomalous Pb defined as >100 ppm which is characteristic of the high-grade Au veins in the area. This target area was drilled and the results are presented in Table 1 below.

**Drill Target B (Isabella East):** Multiple high-grade quartz veins identified over a zone 100m wide x 250m in length. Surface samples of vein material returned assays up to: 26.76 g/t Au, 31.8 g/t Ag. Several veins have been mapped over a strike distance of 250m. An assay of 21 g/t Au, 70 g/t Ag was also obtained from a 1.5m wide vein exposed in an exploration adit completed by the property owner. Trench sampling returned 6.5 g/t Au over 5m, incl. 21.85 g/t Au over 1m. This target area was drilled and the results are presented in Table 2 below.

**Drill Target C (Isabella East):** Multiple high-grade quartz veins over 200 m wide zone. Surface assays up to 48 g/t Au and 362 g/t Ag were returned from vein material sampled along a 250m strike length. This target area was drilled and the results are presented in Table 2 below.

**Drill Target D (Isabella East):** Multiple high-grade quartz veins defined over area 50 m wide and 150m in length. Surface samples of vein material returned assays up to 12.55 g/t Au, 629 g/t Ag. Trench sampling returned 2.72 g/t Au, 204 g/t Ag over 1m. This target area was drilled and the results are presented in Table 2 below.

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### Isabella Sediment Hosted Polymetallic Target Identified

Processing of data from the 101 line kilometer, drone-supported aerial magnetic survey completed by the previous owner has identified an extensive area of high magnetics within sediments proximal to the granitic contact. Montero contracted John Coggan of Mines Geophysical Services to reinterpret the magnetic data and magnetic high anomaly at depth. Previous mapping over this area has identified discrete zones of Fe- oxide breccia boulders (gossan) which have returned assays up to 800 ppm Zn and 400 ppm Cu. All previous assay results described above were collected by the prior operators of ChileCo. Montero was unable to gain access to the sedimentary target and failed to complete the planned 240m drill hole.

### Montero Verification Sample Program and NI43-101 Technical Report

On September 15, 2020 Montero initiated a program designed to confirm previous assay values obtained from the prior operators of ChileCo. On October 20, 2020 Montero announced results from its verification sampling campaign. Montero's in country Qualified Person (QP) Mr Marcial Vergara collected twenty-two (22) chip samples across selected quartz veins from the 4 priority target areas.

On January 7, 2021 the Company filed on SEDAR the Ni 43-101 "Technical Report for the Isabella Gold Silver Project, Licanten District, Region VII, Chile" prepared by Dr Thomas Henricksen. The report provides geological context of the extensive system of structurally- controlled, gold silver mineralized quartz veins. Previous sampling of quartz veins identified high Au-Ag grades in surface samples with assays including; 31 g/t Au, 860 g/t Ag, and 2.4% Zn are reported. Visible coarse electrum was also observed in a quartz vein.

### Montero Drilling and Exploration

On December 23, 2020 the Company commenced the drilling program with an initial 1,200 meter program to test the vein system in priority Target A (Figure 1). The Company had completed 1,096 m by February 2 on Target A and had by April 4 had completed a total of 2,088 meters initially testing Targets B, C and D and presented the assay results of 17 holes from the Target A. At Target A, a total of 10 HQ size diamond drill holes were completed with maximum values of 1.88 g/t Au and 16 g/t Ag reported from quartz veins. A summary of the drill hole results are provided in Table 1 below.

**Table 1: Compiled significant intersections from Target A drill hole assays.**

Drillhole Number	From m	To m	Width m	Au g/t	Ag g/t	Cu ppm	Pb ppm	Zn ppm
ISB20-01	20.1	27.6	7.5	0.34	NS	200	103	NS
<i>incl.</i>	25.5	26.6	1.0	0.94	NS	NS	262	NS
ISB20-02	32.2	37.9	5.7	0.34	NS	102	535	NS
<i>incl.</i>	34.4	35.6	1.2	0.67	9	233	612	123
ISB20-03	20.1	22.0	1.9	0.55	NS	NS	247	NS
ISB20-04	34.3	35.2	0.9	1.8	6	NS	217	NS
ISB20-06	4.0	7.0	3.0	0.4	NS	NS	NS	NS
ISB20-07	25.5	27.0	1.5	0.56	NS	NS	NS	NS
ISB20-08	76.8	78.8	2.0	0.65	15	296	2,037	60

NS: No significant assay results. No significant assay results in drill holes number ISB20-05, 09 and 10

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On June 24 the Company announced the assay results from the remaining 9 Drillholes (ISB20-11 to ISB20-19) that tested vein Target Areas B, C and D. At Target B, a total of 6 HQ size diamond drill holes were completed with maximum values of 0.53 g/t Au and 13 g/t Ag reported from quartz veins. At Target C a total of 2 HQ size diamond drill holes were completed with maximum values of 0.19 g/t Au and 12 g/t Ag from quartz veins. At Target D 1 HQ size diamond drill hole was completed with maximum values 0.96 g/t Au and 69 g/t Ag from quartz veins.

Assays reported from the adjacent altered leucogranite to the quartz veins contain low to anomalous Au Ag mineralization. A summary of the drill hole results are provided in Table 2 below.

**Table 2: Compiled significant intersections from Targets B, C and D drill hole assays.**

Drillhole Number	Target	From m	To m	Width m	Au g/t	Ag g/t	As ppm	Cu ppm	Pb ppm	Zn ppm
ISB20-11	Target C	27.9	28.9	1	0.11	12	255	29	263	74
ISB20-12	Target C	20.9	21.7	0.8	0.19	<1	68	8	136	41
ISB20-15	Target B	78.6	79.6	1	0.04	3	342	31	2895	148
ISB20-15	Target B	89.2	90.2	1	<0.03	<1	<5	10	73	132
ISB20-16	Target B	91.5	98.4	6.9	0.23	3	14	14	17	26
<i>Incl.</i>	Target B	96.5	97.5	1	0.53	2	7	11	7	12
ISB20-16	Target B	105.5	106.5	1	0.18	5	34	14	60	16
ISB20-17	Target D	32.3	33.3	1	0.41	6	5	444	864	1289
<i>and</i>	Target D	41.9	42.9	1	0.96	69	37	263	5429	7726
ISB20-18	Target B	56.5	58.8	2.3	0.46	3	21	14	38	18
<i>and</i>	Target B	63.2	65.2	2	0.19	4	38	8	12	18
<i>and</i>	Target B	80.5	81.5	1	0.04	13	1302	45	5759	8152
ISB20-19	Target B	76	77	1	0.18	2	8	17	16	36

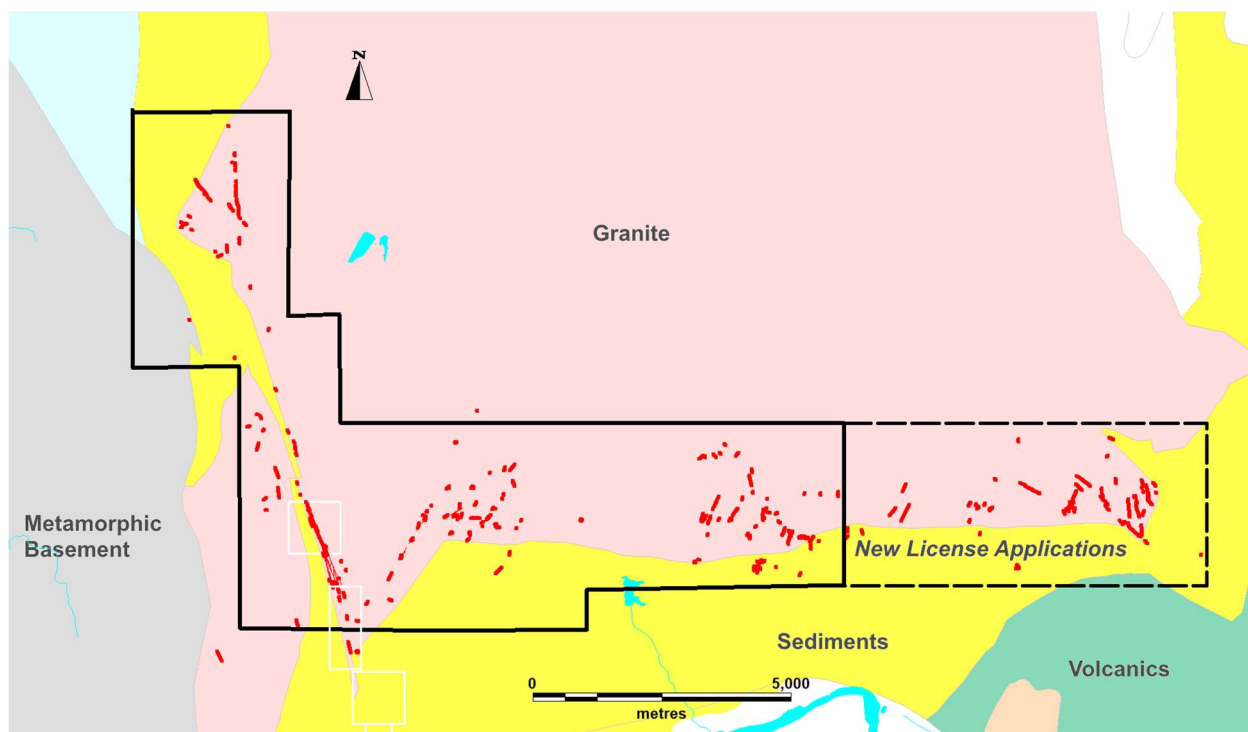
During the period the Company increased its exploration holdings to the east and contiguous to the current Isabella concessions and on February 9 received confirmation of the issuance of exploration licenses. The new concessions cover an additional 7 km of the target granite- sediment contact with reported granite-hosted quartz veins similar to those defined within the Isabella East and Isabella West concessions (Figure 2).



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**Figure 2: Isabella's new license applications covering 7 km of granite-sediment contact hosting quartz veins (shown in red)**

On February 15, 2021 Montero made a payment of US\$50,000 as part of the earn in agreement to the owner of the Isabella East exploitation mining concessions. A further amount of US\$100,000 is due to be paid by August 2021 with a remaining US\$250,000 to be paid by August, 2022 to acquire and 85% interest in the Isabella East concessions. Discussions are taking place with the owner to amend the option payment period. Due to poor drilling results the Company has elected not to make the August 31, 2021 US\$100,000 payment. Attempts to renegotiate more favourable terms have not yet been completed and the Company may lose its earn-in rights to the Isabella East property on August 31, 2021.

### **Avispa Copper Molybdenum Project**

The Avispa copper – molybdenum project consists of 13,200 hectares of 100% owned exploration mining concessions located in the Atacama Desert of northern Chile. The project is highly prospective and is situated within the defined north to south trending Palaeocene – Eocene Cu-Mo porphyry belt of northern Chile. Avispa is located 40 km west of the Chuquicamata copper mine, the world's largest open pit copper mine, and 40 km north of BHP's Spence Cu-Mo mine and KGHM's Sierra Gorda Cu-Mo mine (Figures 3 & 4).

The Company increased its footprint in the area by submitting 14 new applications on April 21 covering an additional 3,800 hectares and when awarded the Avispa project would total 17,000 hectares of exploration mining concessions. The Company is looking to further extending its tenement holding at Avispa based analysis of previous work and remote sensing work undertaken in the area.

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During the current year ending December 31, 2020, the Company was granted claims and capitalized \$30,102 in costs.

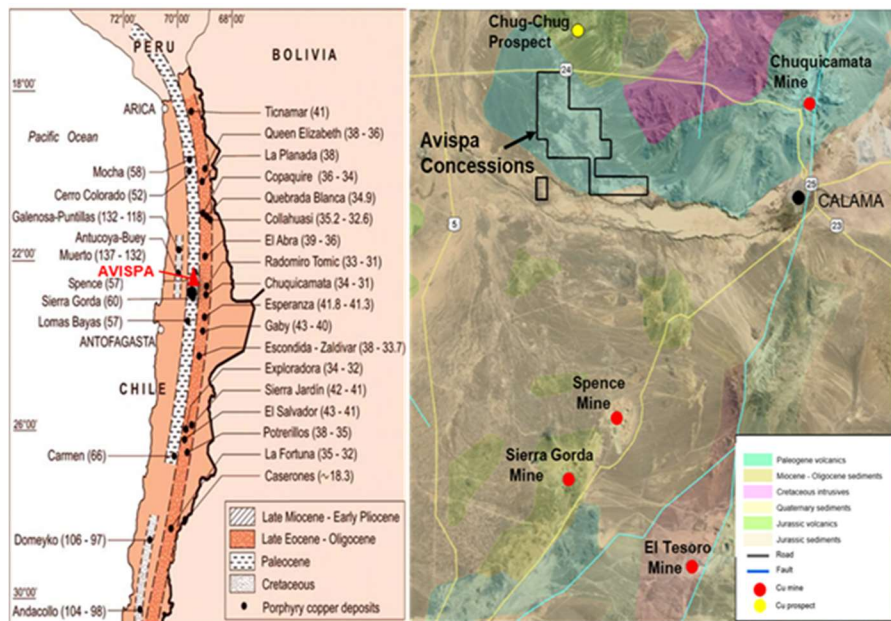
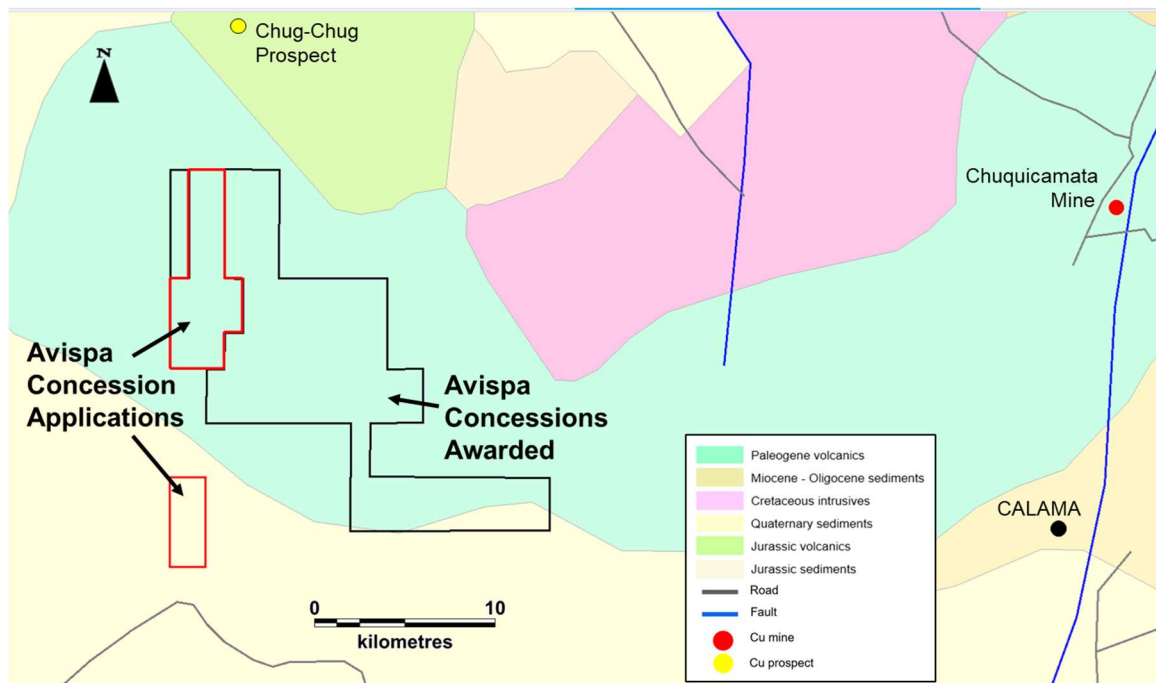


Figure 3. Location of the Avispa Exploration Property Area and major copper mines in northern Chile



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**Figure 4. Location and geology of the Avispa Concessions Awarded (black) and Concessions in Application (red)**

### **Tanzania**

#### **Wigu Hill Intellectual Property Sale and Tanzania Government Dispute**

The Wigu Hill rare earth deposit ("Wigu Hill Project") was discovered and developed by Montero. The carbonatite hosted rare earth deposit is located 170 km south west of Dar es Salaam, Tanzania.

The Company completed an earn-in agreement with a local party between May 26, 2008 to April 27, 2010 whereby the Prospecting Licenses constituting the Wigu Hill Project were transferred to the jointly owned Wigu Hill Mining Company Limited ("WHMC"). In 2015, WHMC was awarded a Retention License over the Wigu Hill Deposit valid for a period of 5 years. Retention Licenses were granted to previous holders of a Prospecting License after a mineral deposit was defined within the Prospecting License area which could not immediately be developed due to technical constraints, adverse market conditions or other economic factors.

In July 2017 the Government of Tanzania announced wide-ranging and severe amendments to the Mining Act 2010, which, inter alia, abolished the legislative basis for the Retention License classification with no replacement classification. On January 10, 2018 the Government of Tanzania cancelled all Retention Licenses issued prior to January 10, 2018 at which point they ceased to have any legal effect.

On August 8, 2018 the Company signed a Letter of Intent ("LOI") to sell Montero's holding company that holds 100% of the Intellectual Property ("IP") relating to the Wigu Hill Project to Transocean Group ("Transocean") and Cheetah Resources Pty Ltd. ("Cheetah"). Upon signing, the Company received a non-refundable fee of \$100,000. Cheetah agreed to fund a \$500,000 development program over six months to complete a legal and technical due diligence of the IP once a Mining License had been awarded. In the event that Cheetah was to acquire all the Company's equity interest and thereby the IP for \$1.1 million in the Wigu Hill Project after which Cheetah will grant and register a 1% net smelter return royalty payable to the Company on any production from the IP and future licenses awarded at Wigu Hill. Until such time as the Mining Rights have been granted, the third party has agreed to pay overhead costs of US\$7,000 per month. These overhead cost fees have not been received since October 2019. At December 31, 2020 a total of US\$84,000 in overhead fees were due to Montero and no fees have been received to 31 March.

On June 26, 2019 an amendment letter to change the terms of the August 8, 2018 agreement LOI was signed between Montero and Cheetah. This amendment letter included the following: an assignment of all of Transocean rights to Cheetah; Montero's Holding company to include any other subsidiary Tanzania companies set up by Montero; a payment or Deposit of \$100,000 to be made by Cheetah to Montero which shall be classified as a loan if the Mining License is not awarded and the agreement is terminated by Cheetah.

On the December 19, 2019, the Mining Commission of Tanzania announced a public invitation to tender for the joint development of areas previously covered by Retention Licenses, including the Wigu Hill Retention License area. An amended tender document was advertised on December 20, 2019 with changes to the previous tender terms which provided for no compensation to previous Retention License holders.

On January 17, 2020, the Company delivered a "Notice of Intent" to Submit a Claim to Arbitration to

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the Attorney General of Tanzania in accordance with the 2013 Agreement for the Promotion and Reciprocal Protection of Investments in the Bilateral Investment Treaty ("BIT") between Canada and the United Republic of Tanzania. This was necessary in order to preserve the Company's rights to initiate arbitration should a resolution with the Tanzanian government not be reached on compensation for the expropriation of the property. Montero has thereby formally notified the Tanzanian government that there exists an investment dispute between Montero and Tanzania.

The actions of the Tanzanian government revoking the Wigu Hill Retention License and the removal of the rights to the minerals and land conferred thereunder with no remedy or compensation has rendered the Wigu Hill Project valueless as the Company does not have a license or any process to acquire a license. Thus, as a direct consequence of the legislative, regulatory and other measures taken by the Tanzanian government, the Company has lost completely its investment. Montero has written off the value of the Wigu Hill rare earth deposit as a result of the Tanzanian government cancelling the Retention License and transferring the rights there under to the government.

As a consequence of the government actions of expropriation without remedy the Company filed a "Notice of Intent" to protect its investment of in the ground cost and substantial value created by the Company's development of the Wigu Hill deposit. The "Notice of Intent" initiated a 180-day consultation period for the parties to attempt to settle the dispute amicably and if no amicable settlement is reached the Company may then initiate international arbitration proceedings.

Montero confirms that it is taking all necessary actions to preserve its rights and protect its investment in Tanzania. The Company's desire is for both parties to reach a mutually acceptable outcome, however, The Company can confirm that after several attempts to initiate a meeting no response was received from the Tanzanian government before the expiry of the 180-day consultation period on July 17, 2020. Montero had no alternative but to pursue its claims before an international tribunal and seek full compensation for damages the Company has suffered as a result of Tanzania's acts and omissions.

Montero engaged international legal counsel and litigation funders to assist with the Arbitration that will be initiated under the Convention on the Settlement of Investment Disputes between States and Nationals of Other States process, under the auspices of the World Bank's International Centre for Settlement of Investment Disputes ("ICSID"), to which Tanzania is a signatory.

On January 8, 2021 Montero completed a Litigation Funding Agreement with Omni Bridgeway Canada Limited an affiliate of the Litigation Funder. The Agreement provides for US\$2.32 million in funds to be drawn to meet all fees and expenses relating to the pursuit of certain claims against the Tanzanian government for the illegal expropriation and loss of the Wigu Hill Project. This includes all costs associated with legal proceedings and, if necessary, enforcement, of any awards. Montero has retained Mr. Thierry Lauriol and his team at Jeantet AARPI as legal counsel that have extensive experience in international litigation and a track record of success for its clients in Africa.

Montero can provide no assurance that the Tanzanian government will favour Montero's claims to the defined Wigu Hill Project resource areas and cautions that other companies and individuals have submitted applications and bids for licenses over Montero's previously held resource areas.

The Company can confirm that to date there have been no resolution to the Company's request for settlement with the Tanzanian government.

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### **Namibia**

#### **Soris Lithium Project**

On October 10, 2017, the Company entered into a Letter of Intent ("LOI") with Frovio Investment ("Frovio") to acquire an 80 % interest in a newly formed company that will hold the 8 mining claims that make up the Soris Lithium Project (the "Soris"). Montero was granted an 80 % interest in private Namibian company by committing to spending \$1 million on the Project over a six-year period. Due to Frovio's inability to obtain a drill permit and the weak lithium market an impairment charge of \$224,229 was recorded.

#### **UIS Lithium Tin Tailings Project**

On March 5, 2018, the Company entered into a binding Heads of Agreement ("HOA") with Namib Base Minerals CC ("NBM") and Namibia Silica CC ("NBS"), (collectively the "Owners") to acquire a 95% interest in the UIS Lithium Tin Tailings Project. The Company was unable to complete the earn-in payment due to poor market conditions for lithium. The Company capitalized costs of \$169,662 on the UIS Lithium Tin Tailings Project. As the agreement is currently in default, the Company has impaired the carrying value of this project.

#### **EPL 6162 Lithium Project**

On March 1, 2018, the Company entered into a LOI with Mr. Esegial Xamseb ("Xamseb"), a Namibian national, to acquire an 80% interest in the Exclusive Prospecting License 6162 ("EPL 6162 Lithium Project"). Under the terms of the LOI, Montero can earn an 80% interest in the EPL 6162 Lithium Project by spending \$1,000,000 over a six year period. Montero shall pay Xamseb \$5,000 on signing of a definitive agreement and make annual payments to him of \$10,000 on the anniversary of the effective date. There was a due diligence period of six months provided.

As of December 31, 2019, the Company capitalized costs of \$11,023 on the EPL 6162 Lithium Project. As at December 31, 2019, the Company has withdrawn from this project and issued a termination notice and recorded an impairment charge of \$11,023. During the year ended December 31, 2020, the Company reversed certain costs relating to this project and recognized a recovery of \$3,869.

### **South Africa**

#### **Phosco Project**

The licenses comprising the Phosco project, Duyker Eiland and Phillips Krall, expired in February 2019. Management has re-applied for only the rights to the Duyker Elland project area, and the Phillips Krall area was not re-applied by the Company.

The Company recorded an impairment charge for the year end December 31, 2018 for Phosco totaling \$1,362,197 which included \$9,393 in reclamation bonds. During the year ended December 31, 2019, the Company incurred costs of \$6,648 on the Phosco project which were expensed as project investigation costs.

### **Risk Factors**

Through its operations, the Company is exposed to various business risks outlined below. Additional risks and uncertainties, including those that we are not aware of now or that we currently deem immaterial, may also adversely affect our business.

- Montero has not been profitable since inception and it may continue to incur substantial losses.
- The Company operates in the highly speculative business of mining exploration and

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- development and is currently in the exploration stage.
- The Company has not yet determined whether their properties contain enough mineral reserves, such that their recovery would be economically viable.
  - The Company is exploring for mineral resources and these commodities are subject to pricing and other risks.
  - The Company may not be able to secure adequate financing to support the expenditures required to sustain the Company until profitable operations are achieved.
  - The Company operates in foreign jurisdictions and although professional advice is obtained to ensure the Company meets all the local requirements, there may be deficiencies in some areas.
  - The Company is subject to foreign government's policies and regulations and seeks local advice to assess and comply with local requirements.
  - The Company faces currency risks in its operations.
  - The Company has limited personnel with various degrees of knowledge concerning their area of expertise and there may be instances where segregation of duties does not exist and reliance must be placed on outside advisors to assist with complex areas.
  - The COVID-19 pandemic has initiated travel bans and a global economic crisis whereby the Company is restricted in its ability to finance, operate and plan exploration.

The Company undertakes its best efforts to mitigate the above risks using the resources at its disposal but believes that uncertainties and risks do exist in its business operations. Further discussions on risks associated with the Company's operations are elaborated below. Readers should review and consider the financial, operational, permitting and environmental risk factors faced by the Company, which are common to junior exploration companies.

#### **Industry and Economic Factors Affecting the Company**

The Company's future performance is largely tied to the financial markets related to junior exploration companies, which is often cyclical and is currently very unfavorable. The Company continuously monitors several economic factors including the uncertainty regarding rare earth element and phosphate prices and the availability of equity financing for the purposes of mineral exploration and development. The Company's future performance is largely tied to the development of its current mineral property interests and the overall financial markets. Financial markets relating to commodities are likely to continue to be volatile reflecting ongoing concerns about the global economy and potential sovereign defaults throughout the world. Globally companies have been affected negatively by these trends. As a result, the Company may have difficulties raising equity financing for the purposes of mineral exploration and development, particularly without excessively diluting the interests of its current shareholders.

With continued market volatility expected, the Company's current strategy is to continue to conduct limited exploration work on its properties where required and keep these in good standing until access to capital for junior mining companies becomes more available and to seek out other prospective business opportunities including entering into option arrangements and/or joint ventures. The Company believes that this focused strategy will enable it to maintain momentum on key initiatives. These trends may limit the Company's ability to develop and/or further explore its Chilean properties, and/or other property interests that could be acquired in the future. Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in short-term operating and longer-term strategic decisions.

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### **Exploration, Development and Operating Risks**

The exploration for and development of mineral deposits is a speculative venture involving a high degree of risk. Even a combination of careful evaluation, experience and knowledge may not eliminate such risks. While the discovery of a commercially viable ore body may result in substantial rewards, few mineral properties, which are explored, are ultimately developed into producing mines. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, cave-ins, landslides, and the inability of the Company to obtain suitable machinery, equipment or labour are all risks involved with the execution of exploration programs and the operation of mines. Substantial expenditures may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site, and substantial additional financing may be required.

It is impossible to ensure that the exploration or development programs planned by Montero will result in a profitable commercial mining operation. The decision as to whether a particular property contains a commercial mineral deposit and should be brought into production will depend on the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and geologists. Several significant factors will be considered, including, but not limited to: (i) the particular attributes of the deposit, such as size, grade, metallurgical characteristics, and proximity to infrastructure; (ii) metal prices, which are highly cyclical; (iii) government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, permitting, importing and exporting of minerals and environmental protection; (iv) ongoing costs of production; (v) availability and cost of additional funding; and (vi) local community and landowner opposition to access mineral rights. The exact effect of these factors cannot be accurately predicted, but one or any combination of these factors may result in Montero not receiving an adequate return on invested capital.

### **Additional Capital**

The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of Montero. The development and exploration of the Company's properties will require substantial additional financing. Such financing can also be sourced by allowing investment groups to obtain equity at the asset level of properties of interest rather than via subscription into the listed Company. Failure to obtain financing may result in delaying or indefinite postponement of exploration, development or production on any or all of Montero's properties or a loss of a property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company. If additional financing is raised by Montero through the issuance of securities from treasury, control of Montero may change and security holders may suffer additional dilution.

### **Environmental Risks and Hazards**

All phases of Montero's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which Montero holds

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interests which are unknown to Montero at present and which have been caused by previous or existing owners or operators of the properties or by current or previous surface rights owners. Government and private surface rights property owners approvals and permits have been submitted as required and future approvals will be required in connection with Montero's operations. To the extent such approvals are required and not obtained, Montero may be curtailed or prohibited from continuing its mining operations or from proceeding with the planned exploration or development of the mineral properties in which it has an interest. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in the exploration or development of exploration properties may be required to compensate those suffering loss or damage by reason of such parties' activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of exploration companies, or more stringent implementation thereof, could have a material adverse impact on Montero and cause increases in exploration expenses or capital expenditures or require abandonment or delays in development of new exploration properties.

#### **Permitting**

Montero's current and future operations will require approvals and permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. There is no assurance that delays will not occur in connection with obtaining all necessary renewals of such approvals and permits for the existing operations or additional approvals or permits for any possible future changes to operations. Prior to any development on any of its properties, Montero must receive permits from appropriate governmental authorities. There can be no assurance that Montero will obtain or continue to hold all permits necessary to develop or continue operating at any particular property.

#### **Title to Exploration, Mining and Retention Licenses and claims**

The validity of Exploration, Mining and Retention licenses and claims generally can be contested, and although Montero has taken steps to acquire the necessary title to its licenses, some risk exists that title to such licenses may be defective. In order to maintain these licenses, Montero must pay license and claim fees when due and may need to incur certain minimum exploration expenditures annually or risk forfeiture of the licenses and claims any such expenditure made to such time. The Company is also aware of over staking and bureaucratic errors over licenses and claims which are beyond its control. Governments may also change legislation which can have a severe effect on the Company's tenements. As a result of the enactment of certain legislation by the Tanzanian government, all existing mineral Retention Licenses, including those related to the Wigu Hill Project, have been revoked.

#### **Uninsurable Risks**

In the course of exploration, development and production of mineral properties, several risks and, in particular, unexpected or unusual geological or operating conditions, may occur. It is not always possible to fully insure against such risks, and the Company may decide not to insure such risks as a result of high premiums or other reasons. Should such liabilities arise they could reduce or eliminate any future profitability and result in an increase in costs and a decline in value of the securities of



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Montero. The Company is not insured against environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. Montero periodically evaluates the cost and coverage of the insurance against certain environmental risks that is available to determine if it would be appropriate to obtain such insurance. Without such insurance, and if Montero becomes subject to environmental liabilities; the payment of such liabilities would reduce or eliminate its available funds or could exceed the funds available to Montero to pay such liabilities and result in bankruptcy. Should Montero be unable to fund fully the remedial cost of an environmental problem it might be required to enter into interim compliance measures pending completion of the required remedy.

#### **Infrastructure**

Development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, and government or other interference in the maintenance or provision of such infrastructure could adversely affect Montero's operations, financial condition and results of operations.

#### **Market Factors and Volatility of Commodity Prices**

The marketability of mineralized material, which may be acquired or discovered by Montero, will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations in the prices of minerals sought, which are highly volatile, the proximity and capacity of natural resource markets and processing equipment, and government regulations, including regulations relating to prices, taxes, royalties, permitting, land tenure, land use, importing and exporting of minerals and environmental protection. The effect of these factors cannot be accurately predicted, but these factors may result in Montero not receiving an adequate return on invested capital. Prices of certain minerals have fluctuated, particularly in recent years, and are affected by numerous factors beyond the control of Montero. Future mineral prices cannot be accurately predicted. A severe decline in the price of a mineral being produced or expected to be produced by Montero would have a material adverse effect on Montero and could result in the suspension of exploration or development of mining operations by Montero.

#### **Competition**

The resource and mining exploration industry is intensely competitive in all of its phases. As a result of this competition, some of which is with large, established mining companies with substantial capabilities and greater financial and technical resources than Montero, the Company may be unable to acquire additional mineral properties on terms it considers acceptable or continue to explore and develop its existing properties.

#### **Exchange Rate Fluctuations**

Exchange rate fluctuations may adversely affect Montero's financial position and results. The Company does not currently hedge or otherwise mitigate its foreign currency risks.

#### **Foreign Operations**

The Company's property interests are located Chile and are subject to the respective jurisdiction's laws and regulations. The Company is always assessing current developments in policies and

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regulations and investors should assess the political risks of investing in a foreign country. Variations from the current regulatory, economic and political climate could have an adverse effect on the affairs of the Company.

#### **Key Executives**

Montero is dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Due to the relatively small size of the Company, the loss of these persons or the Company's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations. Montero does not currently carry any key man life insurance on any of its executives.

#### **Conflicts of Interest**

Certain of the directors and officers of Montero also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving Montero will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders.

The consolidated financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at June 30, 2021, the Company had not advanced its exploration and evaluation assets to commercial production and is not able to finance day to day activities through operations. The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These conditions give rise to substantial doubt about the Company's ability to continue as a going concern. When further funds are required, they will be financed through a private placement of common shares or by debt instruments.

Management has reduced operating costs including voluntary fee reductions from directors, reduced rent and administrative fees and decreased usage of administrative staff and consultants. Management has focused its exploration efforts on the projects it believes will provide the best value to shareholders. It continues its exploration work programs on projects to advance them, and seeks joint venture and other partners for other projects where no exploration is currently being conducted.

Management believes that controlling operating expenses, funding from potential funding partners, borrowings from directors and management, and further private placements will generate the required funding to maintain operations. Although management is committed and expects to raise additional funding, the timing and the nature of the financing is uncertain and there can be no assurances that this will occur. Further details on financing alternatives available to the Company are more fully discussed in 1.6/1.7 Liquidity and Capital Resources.

#### **Company Objectives and the Year Ahead**

The Company's corporate objectives are to create value by focusing the expertise of its management and board of directors on exploring, discovery and development of metals and minerals projects. The

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company will endeavour to create value from its properties in Chile through exploration and agreements with other partners to advance the projects, or outright sale.

The Company has elected to change its focus away from battery metals due to a contraction of the global economy and the potential for a deep recession due to the corona virus where diminished demand for battery metals may further depress prices. Montero is aggressively reducing its portfolio of battery metals projects as it is difficult to justify exploration. Management has a deep expertise in defining precious metals deposits and the Company has secured a gold asset in Chile in order to add value for shareholders. A gold in Chile focus is underway and the company is reducing the existing portfolio of battery metal assets.

### 1.3 SELECTED ANNUAL INFORMATION

	Year ended December 31		
	2020	2019	2018
<b>Expenses</b>			
Consulting, directors', administrative and management fees	\$ 275,907	\$ 283,428	\$ 273,231
Adjustment to receivable balance	27,524	-	-
Depreciation	779	1,058	3,764
General and administrative	27,354	46,900	28,127
Impairment of exploration and evaluation assets	-	375,091	2,582,995
Professional fees	113,464	58,311	78,352
Project investigation costs	10,124	53,231	100,236
Shareholder and regulatory	30,657	45,247	90,855
Stock-based compensation	511,648	-	421,447
Other operating costs	6,374	50,052	63,598
Finance costs	-	-	-
Interest income and other	(270,664)	(255,761)	26,484
<b>Net loss</b>	<b>(733,166)</b>	<b>(657,557)</b>	<b>(3,669,089)</b>
<b>Basic and diluted loss per share</b>	<b>\$ (0.03)</b>	<b>\$ (0.03)</b>	<b>\$ (0.18)</b>
	\$	\$	\$
Exploration and evaluation assets	325,274	-	403,781
Total assets	2,082,815	83,056	467,889
Total liabilities	415,869	549,288	282,349
Shareholders' equity (deficit)	1,666,946	(466,232)	185,540

### 1.4 RESULTS OF Q2 2021 OPERATIONS

During the six months ended June 30, 2021, the Company was focused on the drill program on the Isabella gold silver project. The Company spent \$883,850 on exploration costs in Chile with \$846,305 on the Isabella gold silver project and \$37,545 on the Avispa copper molybdenum project. The Company spent \$2,029 on project investigation costs. The total cash expenditures on exploration and evaluation assets in the comparative year was \$58,282.

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The Company's operating expenses in the current period were higher compared to the prior comparative year. Significant changes in the Company's expenses are outlined below.

Consulting, directors', administrative and management fees increased from \$130,318 for the prior comparative period June 30, 2020 to \$134,341 for the current period ending June 30, 2021 due to increased administrative fees charged.

Professional fees increased from \$21,552 for the prior comparative period June 30, 2020 to \$52,040 for the current period ending June 30, 2021 due to legal costs being incurred for the Tanzania situation, the Company switching its focus to that of exploration for gold in Chile.

Directors as of January 1, 2021 are compensated for their duties and for the period ending June 30, 2021 the directors have been compensated with fees of \$19,750.

Regulatory fees were higher due to more transactions.

General and administrative costs increased from \$13,250 for the prior comparative period June 30, 2020 to \$52,040 for the current period ending June 30, 2021 due to incurring investor relation costs updating the website and promotional videos.

The Company has recorded \$32,295 on recovery costs in the prior comparative period June 30, 2020 with nil recovery costs in the current period ending June 30, 2021.

The Company had 100,000 stock options exercised and received \$35,000 and adjusted the share-based payments reserve by \$30,591. The Company cancelled 44,500 stock options and adjusted the share-based payments reserve and retained earnings by \$10,705.

The Company's net loss for the period ended June 30, 2021 was \$276,410 (\$0.01 per share), compared with a net income of \$95,085 (\$0.00 per share) for the period ended June 30, 2020.

At June 30, 2021, the Company had cash and cash equivalents on hand of \$612,660 compared to \$1,704,095 on hand at December 31, 2020. The Company will require further funds in the future for general working capital and to fund its exploration programs since it currently has no revenue sources.

### **Commitments and Contingencies**

The Company has no lease commitments. The Company has option commitments relating to its exploration and evaluation projects as outlined in Note 7.

On January 8, 2021, Montero completed a Litigation Funding Agreement (the "Agreement") with Omni Bridgeway Canada Limited ("Omni Bridgeway") in the amount of US\$2.32M. The Agreement provides for funds to be drawn from a financing facility to meet all fees and expenses relating to the pursuit of certain claims against the Government of Tanzania for the illegal expropriation and loss of the Wigu Hill Project, including all costs associated with legal proceedings and, if necessary, enforcement, of any awards. Montero has initiated international arbitration proceedings in accordance with the BIT between Canada and the United Republic of Tanzania. Compensation being sought for expropriation of the Wigu Hill rare earth element Project may include, but will not be limited to, the value of the historic investment made by Montero in Tanzania, the value of the project at the time that tenure was expropriated and damages the Company has suffered as a result of Tanzania's acts and omissions.

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#### Segmented Information

The Company has one business segment being the exploration and evaluation of mineral resources. The Company is organized by geographic area and as such, its reportable operating segments are located in Namibia and Chile.

Information regarding the Company's geographic segments is as follows:

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<b>As at June 30, 2021</b>	<b>Chile</b>	<b>Namibia</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Plant and equipment	693	422	1,115
Exploration and evaluation assets	1,221,453	0	1,221,453
<b>Total non-current assets</b>	<b>1,222,146</b>	<b>422</b>	<b>1,222,568</b>

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<b>As at December 31, 2020</b>	<b>Chile</b>	<b>Namibia</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Plant and equipment	546	778	1,324
Exploration and evaluation assets	325,274	-	325,274
<b>Total non-current assets</b>	<b>325,820</b>	<b>778</b>	<b>326,598</b>

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### 1.5 SUMMARY OF QUARTERLY RESULTS

	2021		2020	
	Q2	Q1	Q4	Q3
Consulting, general and administrative and management fees	63,136	113,898	129,145	76,709
Directors fees	9,875	9,875	-	-
Professional fees	23,699	32,867	41,816	50,096
Other expenses	26,242	314	1,032	405
Writing-off payables	-	-	-	-
Stock-based compensation	-	-	511,648	-
Interest income(expense) and other	(1,025)	(2,471)	16,766	635
<b>Net income/(loss)</b>	<b>(121,927)</b>	<b>(154,483)</b>	<b>(700,407)</b>	<b>(127,845)</b>
<b>Basic and diluted earnings (loss) per share</b>	<b>(0.01)</b>	<b>(0.01)</b>	<b>(0.03)</b>	<b>(0.02)</b>
Exploration and evaluation assets	1,221,453	990,709	325,274	140,444
Total assets	1,897,677	2,123,679	2,082,815	325,875
Total liabilities	477,854	585,852	415,869	794,132
Shareholders' equity (deficit)	1,419,823	1,540,827	1,666,946	(468,257)
	2020		2019	
	Q2	Q1	Q4	Q3
Consulting, directors', administrative and management fees	79,946	86,544	50,326	71,874
Impairment of exploration and evaluation Assets	-	-	602,064	(152,890)
Professional fees	7,350	14,202	15,840	6,155
Other expenses	2,148	2,789	117,023	27,003
Writing-off payables	(256,956)	-	-	-
Interest income and other	1,233	(32,341)	(251,681)	116
<b>Net income/(loss)</b>	<b>166,279</b>	<b>71,194</b>	<b>(533,572)</b>	<b>47,742</b>
<b>Basic and diluted (loss) per share</b>	<b>0.01</b>	<b>(0.01)</b>	<b>(0.03)</b>	<b>0.00</b>
Exploration and evaluation assets	58,282	30,102	-	441,383
Total assets	130,665	130,665	83,056	559,928
Total liabilities	671,690	671,690	549,288	494,327
Shareholders' equity (deficit)	(541,025)	(541,025)	(466,232)	65,601

Note: Income (Loss) per share amounts disclosed above on a quarterly basis may not necessarily equal the cumulative amounts disclosed in the Company's annual financial statements, due to the timing of changes in the weighted average number of shares throughout the year versus the weighted average number of shares throughout the quarter.

Expenses fluctuate throughout the quarters due to company activity and the timing of work performed. There was a stock option grant in Q4 2020 which resulted in a stock base compensation amount of \$511,648 and the Company closed a private placement generating \$2,500,000 in funds less issuance costs of \$141,966. Other expenses are higher from Q4 2019 due to due more traveling done during the year 2019. There is net income in Q2 2020 since payables of \$256,956 were written off as per the signed agreement between the Company and the related parties.

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### **1.6 /1.7 LIQUIDITY AND CAPITAL RESOURCES**

The Company held cash and cash equivalents of \$612,660 as at June 30, 2021 compared to \$1,704,095 as at December 31, 2020.

The Company used cash of \$242,585 in its operations for the period ended June 30, 2021 compared to cash used of \$58,853 in its operations for the period ended June 30, 2020. The Company used cash of \$883,850 in its investing activities for the period ended June 30, 2021, compared to using cash of \$58,282 in its investing activities for the period ended June 30, 2020. The Company generated \$35,000 cash from its financing activities for the period ended June 30, 2021 and \$140,030 in the period ended June 30, 2020.

The Company has no operating lease commitments. The Company has capital commitments relating to its exploration and evaluation assets as outlined in 1.2 OVERALL PERFORMANCE, Our Exploration Results for the period and the audited consolidated financial statements for the year ended December 31, 2020.

The Company is dependent upon its ability to raise additional funds to support its operations and it does require additional financing since it is an exploration stage company with no current sources of revenue. Funding options available to the Company are outlined below.

Montero is a publicly traded corporation listed on the TSX Venture Exchange and plans to utilize the public market to raise the additional funds it requires, either through brokered or non-brokered private placements. The Company issues shares where possible for mineral property acquisitions as well as for debt settlements when practicable. In addition, the Company negotiates favourable funding terms for its mineral property payments where possible and amends the agreements, if required, to coincide with the Company's cash funds available. Montero works with its other exploration partners in exploring for its mineral properties to share the costs and risks in exploring them. The Company has also obtained loan financing from related parties when required.

Management has reduced operating costs including voluntary fee reductions from directors, reduced rent and administrative fees and decreased usage of administrative staff and consultants. Management has focused its exploration efforts on the projects it believes will provide the best value to shareholders. It continues its exploration work programs on projects to advance them and seeks joint venture and other partners for other projects where no exploration is currently being conducted.

Management believes that reduction in operating expenses, funding from potential funding partners, borrowings from directors and management, and further private placements will generate the required funding to maintain operations. Although management is committed and expects to raise additional funding, the timing and the nature of the financing is uncertain and there can be no assurances that this will occur.

The Company grants stock options to promote the profitability and growth of the Company by facilitating the efforts to attract and retain its directors, officers and consultants. As of June 30, 2021 there were 3,280,000 stock options outstanding at a weighted average exercise price of \$0.30 per share, which expire on May 14, 2023 and December 21, 2023. In addition, there were 8,333,333 warrants outstanding at an exercise price of \$0.25 and expire December 11, 2022.

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#### 1.8 OFF-BALANCE SHEET ARRANGEMENTS

Montero does not utilize off-balance sheet arrangements.

#### 1.9 TRANSACTIONS WITH RELATED PARTIES

##### Key management personnel compensation

	Six months ended June 30	
	2021	2020
	\$	\$
<i>Compensation of directors</i>		
Director fees <sup>(1)</sup>	19,750	-
	19,750	-
<i>Compensation of key management personnel</i>		
Short-term benefits	70,614	32,206
	70,614	32,206
<b>Total remuneration of directors and key management</b>	<b>90,364</b>	<b>32,206</b>

(1) This amount has been accrued

##### Related party balances

The Company incurred the following transactions with management, directors, officers or companies which have directors in common, or in which the directors have significant influence and interests.

	Six months ended June 30	
	2021	2020
	\$	\$
<i>Operating expense transactions</i>		
Consulting, directors', administrative and management fees	30,980	52,256
General and administrative	-	2,993
<b>Total trading transactions with related parties</b>	<b>30,980</b>	<b>55,249</b>

The following amounts due to related parties are included in trade and other payables:

	June 30, 2021	December 31, 2020
	\$	\$
Due to related parties	77,814	73,166
Promissory Note	50,000	50,000
<b>Total</b>	<b>127,814</b>	<b>123,166</b>

The amounts due to related parties represent amounts due to directors and officers or companies which have directors in common, or in which the directors have significant influence and interests. These amounts are unsecured, non-interest bearing and are due within twelve months. The



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promissory notes are interest bearing at 5.0% per annum. The unpaid principal amount together with any accrued and unpaid interest, shall become due and payable in full on or before December 31, 2020. No demand for repayment has been made.

### **1.10 FOURTH QUARTER**

Please see 1.4 SUMMARY OF QUARTERLY RESULTS for information on the fourth quarter of 2020.

### **1.11 CRITICAL ACCOUNTING ESTIMATES**

Not applicable as the Company is a venture issuer.

### **1.12 CHANGES IN ACCOUNTING POLICIES AND INITIAL ADOPTION**

There were no changes to the Company's accounting policies during the year or the adoption of new accounting standards. Refer to Note 4 of the Company's annual financial statements.

### **1.13 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT, INCLUDING MANAGEMENT OF CAPITAL**

#### **Capital Management**

The Company manages its capital to ensure that it will be able to continue as a going concern, while supporting the Company's business and maximizing the return to its stakeholders. The Company's capital structure is adjusted based on management's decisions to issue debt or equity instruments to fund expenditures. In order to maximize ongoing exploration efforts, the Company does not pay dividends. The Company's Board of Directors does not establish quantitative return on capital criteria, but rather relies on the expertise of management and other professionals to sustain future development of the business. The capital of the Company consists of equity attributable to owners of the parent comprised of share capital, stock options and warrants.

The Company's principle assets are in the exploration and evaluation stage and, as a result, the Company currently has no source of operating cash flow. In order to facilitate the management of capital and exploration of its mineral properties, the Company needs to raise capital as and when required to complete its projects and for working capital. The sources of future funds presently available to the Company are through the issuance of new share capital, through the exercise of stock options and/or warrants or through divestiture of certain assets. The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions, as well as the business performance of the Company. There can be no assurances that the Company will be successful in its efforts to arrange additional financing, when required, on terms satisfactory to the Company.

Management prepares operating budgets to forecast its financing requirements in advance and they review their capital management approach on an ongoing basis and believes that this approach is reasonable, given the relative size of the Company. The Company's investment policy is to hold cash in interest-bearing accounts at high credit quality financial institutions to minimize risk and maximize

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liquidity.

The Company's overall strategy remains unchanged from the prior period. The Company is not subject to any externally imposed capital requirements.

### **Risk Management and Financial Instruments**

The Company operates in the mining industry and faces a number of risks that could adversely affect the Company's operations. These risks include industry risk, credit risk, liquidity risk, interest rate risk, foreign currency risk, and commodity price risk. Management reviews and develops policies for managing each of these risks which are summarized below.

#### *Industry Risk*

The Company is engaged primarily in the mineral exploration field, which is subject to inherent risks of success as well as compliance with environmental, political and regulatory requirements. The Company is potentially at risk for environmental reclamation obligations associated with resource property interests. As well, the Company operates in foreign countries and is subject to local political risks, as well as local regulatory requirements regarding ownership and maintenance of mineral licenses. Management is of the opinion that they have the expertise to address these risks and makes all efforts to conduct their business in compliance with local industry standards, however environmental and local industry laws and practices are complex, and there is no certainty that all exposure to liability or costs have been mitigated.

#### *Credit Risk*

Credit risk is the risk of loss associated with a counter-party's ability to fulfil its payment obligations. The Company's primary exposure to credit risk is attributable to its cash and cash equivalents, as well as other receivables. This risk relating to cash and cash equivalents is considered low since the Company only invests its cash in major banks which are high credit quality financial institutions. The other receivables primarily comprise local sales tax refunds due from governmental agencies and other sundry amounts, as such, management considers the risk with their collection minimal. The cash and cash equivalents are invested in short-term investment certificates for periods less than 90 days. The other receivables are due in less than 90 days.

#### *Liquidity Risk*

Liquidity risk arises through the excess of financial obligations due over available financial assets at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available cash in order to meet its liquidity requirements and to develop budgets to forecast cash requirements in advance of their requirements. As discussed previously, the Company currently does not have a source of operating cash flow and must raise funds for its exploration and evaluation programs and for general working capital. There are risks associated with raising the funds required, and there can be no assurances that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. The Company's trade and other payables are generally due within 90 days, with all amounts due within twelve months.

#### *Interest Rate Risk*

Interest rate risk refers to the risk that the fair values of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk on its cash equivalents which represent excess cash invested in short-term investments and these accrue interest at variable market rates. The Company monitors these investments with its need for cash flow and is satisfied with the return on these investments, given the timing of the need for cash in the Company. The effect of changes in interest rates is not significant to the Company.

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### *Foreign Currency Risk*

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company operates in Canada, Chile, Namibia, South Africa and Tanzania and portions of its expenditures are incurred in US dollars, South African Rand and Tanzanian Shillings. The Company's presentation currency is the Canadian dollar, the Chilean and Tanzanian subsidiaries' functional currency is the United States dollar and the South African and Namibian subsidiaries' functional currency is the Canadian dollar. The value of financial assets and liabilities denominated in currencies other than the functional currency of the entity to which they relate is not significant.

### *Commodity Price Risk*

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is the potential adverse impact on earnings and economic value of its exploration and evaluation assets, due to commodity price movements and volatilities. The Company monitors commodity prices (primarily lithium, and rare earth elements) to determine the appropriate course of action to be taken by the Company.

### *COVID-19*

Since March 2020, several measures have been implemented in Canada and the rest of the world in response to the increased impact from coronavirus (COVID-19). The Company continues to operate its business and move its exploration activity forward at this time. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on business operations cannot be reasonably estimated at this time. The Company anticipates this could have an adverse impact on its business, results of operations, financial position and cash flows in 2020.

## **1.14 OTHER MD&A REQUIREMENTS**

### **DISCLOSURES FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE**

The information required on the Company's exploration and evaluation assets are readily available from the Company's audited consolidated financial statements for the year ended December 31, 2020, and therefore are not required to be repeated here.

### **DISCLOSURE OF OUTSTANDING SHARE DATA**

The information on the Company's share capital including numbers of shares outstanding, details of any conversion features, number of shares issuable on conversion of stock options and warrants, etc. are detailed in the Company's audited consolidated financial statements for the year ended December 31, 2020. The number of common shares outstanding as of the date of this report on August 30, 2021 is 38,647,485 shares.

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION**

Except for statements of historical fact relating to Montero, certain information contained in this MD&A constitutes "forward-looking information" under Canadian securities legislation.

Forward-looking information estimates and statements that Montero's future plans, objectives and goals, including words to the effect that Montero or management expects a stated condition or result to occur. Forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates",

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"forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Since forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, and are inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: unexpected events and delays during permitting; the possibility that future exploration results will not be consistent with the Company's expectations; timing and availability of external financing on acceptable terms and in light of the current decline in global liquidity and credit availability; the uncertainty of conducting activities within a joint venture structure; currency exchange rates; government regulation of mining operations; failure of equipment or processes to operate as anticipated; risks inherent in mineral exploration and development including environmental hazards, industrial accidents, unusual or unexpected geological formations; the ability to anticipate and counteract the effects of COVID-19 pandemic on the business of the Company, including without limitation the effects of COVID-19 on the capital markets, commodity prices, supply chain disruptions, restrictions on labour and workplace attendance and local and international travel and uncertain political and economic environments. Although management of Montero has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Additional disclosures pertaining to the Company's technical report, management information circulars, material change reports, press releases and other information are available on the SEDAR website at [www.sedar.com](http://www.sedar.com).