

**MONTEGO RESOURCES INC.**  
**Management Discussion and Analysis**  
**For the three months ended September 30, 2019**

The Management Discussion and Analysis (“MD&A”), prepared on November 29, 2019 should be read in conjunction with the unaudited condensed interim financial statements and the notes thereto for the three months ended September 30, 2019 of Montego Resources Inc. (“Montego” or the “Company”) and the Company’s audited financial statements with the accompanying notes and related MD&A for the fiscal ended June 30, 2019 which were prepared in accordance with International Financial Reporting Standards. Additional information relating to the Company including the Company’s Annual Information Form is available on SEDAR at [www.sedar.com](http://www.sedar.com).

**FORWARD-LOOKING STATEMENTS**

Certain statements contained in this MD&A constitute forward-looking statements. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “estimate”, “designed”, “expect”, “may”, “will”, “project”, “predict”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe” and similar expressions. These statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements. Based on current available information, the Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that those expectations will prove to be correct. The forward-looking statements in this MD&A are expressly qualified by this statement, and readers are advised not to place undue reliance on the forward-looking statements.

**DESCRIPTION OF BUSINESS**

The Company was incorporated under the laws of the Province of British Columbia on July 20, 2012.

On September 5, 2018, the Company announced that it will proceed with a name change from Montego Resources Inc. to US Resources Hub Inc. to better reflect the Company’s future focus and its current negotiations, specifically focus on high-quality US-based assets. The name change is subject to approval of the Canadian Securities Exchange.

The Company is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties. The Company is currently focusing its financial resources on conducting an exploration program on the Taylor Silver Property and the Black Dog Property. The Company has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of amounts shown for resource property and related deferred exploration expenditures are dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development of the resource property and upon future profitable production or proceeds from the disposition thereof. As of the date of this MD&A, the above properties are not in good standing and the Management is working with property vendors as to the status of the Company’s interest.

## PREPAID EXPENSES

As at September 30, 2019 and June 30, 2019, the Company had the following prepaid expenses:

	September 30, 2019	June 30, 2019
	\$	\$
Consulting fees	3,000	3,000
Insurance	4,542	7,625
Exploration fees	6,649	6,649
	14,191	17,274

## EXPLORATION AND EVALUATION ASSETS

	Acquisition Costs	Exploration Costs	Total
	\$	\$	\$
Balance, June 30, 2018	1,943,116	157,712	2,100,828
Acquisition costs - cash paid	64,875	-	64,875
Property acquisition and expenditures	-	111,468	111,468
Impairment of exploration and evaluation assets	(2,007,990)	(269,180)	(2,277,170)
Balance, June 30, 2019	1	-	1
Property acquisition and expenditures	-	39,171	39,171
Balance, September 30, 2019	1	39,171	39,172

### Kiyuk Lake Property

On September 2, 2016, the Company has completed the acquisition of the Kiyuk Lake Property (the "Property", "Kiyuk"), located in Nunavut, Canada. The Company has acquired the Property from Northern Empire Resources Corp. ("North Empire") in consideration for the issuance of 668,000 common shares with a fair value of \$701,400. The Property consists of 57 mineral claims, aggregating 491 square kilometers in southern Nunavut, Canada. As part of the Agreement, the Company is subject to 2% net smelter royalty to be paid to the original vendor of the Property.

On February 28, 2017, the Company entered into an option agreement with Cache Exploration Inc. ("Cache") whereby Cache can earn 100% interest in Kiyuk. To earn the 100% interest, Cache would pay the Company an aggregate amount of \$500,000, of which \$200,000 was received and had been recorded as a reduction of acquisition costs during the year ended June 30, 2017. During the year ended June 30, 2018, the Company received the final payment from Cache to acquire 100% of Kiyuk. The payment of \$300,000 was received through issuance of 3,000,000 Cache shares having a deemed value of \$0.10 per share. The Company incurred a loss of \$291,400 on the disposal of this Property.

During the year ended June 30, 2019, the Company paid \$5,305 exploration cost related to Kiyuk which was recorded as loss on sale of property in the statement of net loss and comprehensive loss.

### **Black Dog Gold Property**

On March 9, 2017, the Company reached an agreement with Caprock Ventures Ltd. (“Caprock”) to acquire the Black Dog Gold Project (the “Property”, “Black Dog”) located in Northern Quebec. The 1,400-hectare Black Dog Gold Project consists of a block of 27 mineral claims approximately 60 kilometers north of Nemiscau, Quebec, in an immediate area that has seen prospective exploration activity in recent years.

In consideration for the acquisition of the Black Dog, over the course of four years, the Company will be required to complete a series of cash payments totaling \$1,900,000, issue 2,000,000 common shares and incur expenditures of \$1,400,000 on the project. Upon completion of the payments, share issuances and expenditures, the Company will hold a 100% interest in the Black Dog, subject to a 2% net smelter return royalty in favour of the vendor.

	<b>Number of Common Shares</b>	<b>Cash</b>	<b>Exploration Expenditures</b>
		\$	\$
Upon closing of the agreement (issued and paid)	2,000,000	50,000	-
Within 60 days of the closing of the agreement (paid)	-	50,000	-
On or before the 1 <sup>st</sup> anniversary date of the agreement (paid and incurred)	-	100,000	100,000
On or before the 2 <sup>nd</sup> anniversary date of the agreement (paid)	-	200,000	200,000
On or before the 3 <sup>rd</sup> anniversary date of the agreement	-	500,000	500,000
On or before the 4 <sup>th</sup> anniversary date of the agreement	-	1,000,000	600,000
<b>Total</b>	<b>2,000,000</b>	<b>1,900,000</b>	<b>1,400,000</b>

As of June 30, 2019, the Company has paid \$441,481 and issued 2,000,000 common shares with a fair value of \$510,000 to the Optionor.

During the year ended June 30, 2019, the Company recognized an impairment loss of \$951,481.

### **Taylor Silver Property**

On March 28, 2017, the Company reached an agreement with Silver Predator Corp. (“Silver”) to acquire a series of mining claims located in White Pine County in the state of Nevada commonly referred to as the Taylor Silver Property (the “Property”, “Taylor”).

Pursuant to the terms of the agreement reached with the vendor, the Company can acquire the Property in consideration for the completion of a series of cash payments totalling US\$1,200,000, issuing 2,500,000 common shares and incurring expenditures of at least US\$700,000 on the Property. Upon completion of the payments, share issuances and expenditures, the Company will hold a 100% interest in the Property, subject to a 2% net smelter return royalty and a 1% net profit royalty.

	<b>Number of Common Shares</b>	<b>Cash US\$</b>	<b>Exploration Expenditures US\$</b>
Upon closing (issued and paid)	500,000	200,000	-
On or before 6 months from closing (issued and paid)	300,000	100,000	-
On or before 12 months from closing (issued, paid and incurred)	400,000	200,000	100,000
On or before 24 months from closing	500,000	300,000	250,000
On or before 36 months from closing	800,000	400,000	350,000
<b>Total</b>	<b>2,500,000</b>	<b>1,200,000</b>	<b>700,000</b>

As of June 30, 2019, the Company has paid \$650,135 (US\$500,000) and issued 1,200,000 common shares with a fair value of \$341,500 to the Optionor. The Company also incurred \$122,961 exploration expenditures during the year ended June 30, 2019.

On March 15, 2018, the Company has planned a 2018 scope of work exploration program on its Taylor Silver Property, located in White Pine County, Nevada. The 2018 scope of work will be committed in two phases with phase 2 yet to be defined and based on the progress and results from the phase 1 program. The phase 1 program on the Taylor Silver Project will consist of RC (reverse circulation) drilling, property-scale detailed mapping, soil sampling, and initiation of a reassay for gold program on select stored rejects and pulps from drill holes previously sampled for silver only.

Highlights of the Taylor Silver Project include:

- Established mineral tenure and permitting procedures in a politically stable jurisdiction;
- Historic resource;
- Favourable stratigraphy for a Carlin gold system, including decalcification, silicification, jasperoids, high-angle north-northwest structures, silty Devonian carbonates (Guilmette formation) and local felsic intrusions cutting all stratigraphy;
- Previous drilling results by Silver Predator show strong gold and or silver mineralization in drill hole assays near surface;
- Strong database and geological expertise;
- Already defined mineralization; and
- Excellent infrastructure and highway access, 24 kilometres southeast of Ely, Nevada.

On August 10, 2018, the Company announces its expansion of its portfolio. The Company intends to focus on evaluating and seeking opportunities in the mining and metals sector. The Company is focused on expanding its range of opportunities it can investigate or add to its current portfolio to create shareholder value. The Company is seeking to assess regional and complementary opportunities for strong gold and/or silver mineralization near its flagship Taylor Project in Nevada.

On August 29, 2018, the Company has released its results from SRK Consulting's (U.S.) Inc. rock sampling program on its Taylor Silver Project near Ely, Nevada.

Results from 2018 rock grab samples show anomalous silver mineralization ranging from less than one gram per tonne silver to a high of 398 g/t Ag. The samples in the northwest pit show high values of silver ranging from 38.5 to 398 g/t Ag with a statistical mean of 149.6 g/t Ag (4.8 ounces per ton). Gold values from these samples ranged up to 0.217 g/t with statistical mean of 0.077 g/t Au.

In addition to rock sampling in the historic resource area, rock samples were collected from outcrop at South Taylor, Enterprise, Crescent and Antimony. These areas represent a higher-level mineralization

(geologically) east of the Argus fault and show consistent gold mineralization. Significant results include 1.28 g/t Au at Enterprise (quartz-phyric tuff located 15 metres from a historic antimony retort site); 0.828 g/t Au at Antimony (polyolithic jasperoid breccia); 0.407 g/t Au at Crescent (jasperoid located adjacent to historic shaft); and 0.503 g/t Au at South Taylor (jasperoid). All of these samples were collected from outcrop and highlight the need for follow-up work as a gold-focused program.

On January 29, 2019, the Company released an updated mineral resource estimate for the Taylor in eastern Nevada, United States. This resource, summarized in the attached mineral resource estimate table, remains open for expansion and has demonstrated potential for higher-grade silver mineralization in several key areas, including: (1) underlying host rocks, (2) along the Argus fault zone, where previous higher-grade underground mining was concentrated, and (3) peripheral to the current resource subject to silver price.

During the year ended June 30, 2019, the Company recognized an impairment loss of \$1,260,814.

During the three months ended September 30, 2019, the Company incurred \$39,171 exploration expenditures.

### **Orogrande Gold Project**

The Company signed a mineral property acquisition agreement with Altiplano Metals Inc. to acquire a series of mining claims located in Idaho county in the state of Idaho and commonly referred as the Orogrande Gold Project (the "Property", "Orogrande") dated September 13, 2018.

The Property is a "drive to" early-stage gold target comprising 199 unpatented lode claims totalling 4,000 acres and located approximately 100 kilometres southeast of Grangeville, Idaho, and 15 km southwest of Elk City, Idaho, all within the Nez Perce National Forest near the headwaters of the Crooked River.

Overall highlights of the Orogrande Gold Project include:

- Established mineral tenure and permitting procedures in a politically stable jurisdiction;
- Easy access via a system of state, county and local gravel roads;
- Favourable stratigraphy and geological setting in a region of known gold mineralization, identification and production;
- Past work on the Property identified previous lead gold mining and more recent work including mapping and soil sampling identified gold-bearing structures, zones of intense alteration and gold-in-soil anomalies, which will allow for quick near-term focus;
- Work by Premium on adjacent claims has used gold-in-soil anomalies successfully as a drill hole targeting tool and clear guides to mineralization at depth and defined six documented mineralized zones along the Orogrande shear zone (OSZ); and
- Apex Geoscience Ltd. completed a National Instrument 43-101 technical report for the vendor in 2016 and found the Orogrande gold project a property of merit with further work warranted. Apex recommend a phase 1 scope of work including soils, geologic mapping and a versatile time-domain electromagnetic geophysical survey. Expected phase 1 all-in cost is \$300,000.

In consideration for the Property, the Company will make a one-time cash payment of US\$50,000 and will issue 520,000 common shares to the vendor at a deemed price of \$0.25 per share. All shares issued to the vendor will be subject to a four-month-and-one-day statutory hold period, as well as a voluntary escrow arrangement. One-third of the shares will be released from the escrow arrangement every twelve months for a 36-month period. Following completion of the transaction, the property will remain subject to a 1.5% net smelter returns royalty on commercial production in favour of a previous owner.

Completion of the transaction with the vendor and the acquisition of the rights to the property, remains subject to the satisfaction of a number of conditions, including the completion of filings with the Canadian

Securities Exchange on behalf of the Company and certain other closing conditions as are customary in transactions of this nature. There can be no assurance that these outstanding conditions will be satisfied.

The Company paid the one-time cash payment of \$64,875 (US\$50,000) during the year ended June 30, 2019 and issued 173,333 common shares subsequent to the period end.

During the year ended June 30, 2019, the Company recognized an impairment loss of \$64,875.

Expenditures related to the Company's exploration and evaluation property interests are as follows:

	Orogrande Project	Black Dog	Silver Taylor	Total
	\$	\$	\$	\$
<b>Balance as at June 30, 2018</b>	-	951,481	1,149,347	2,100,828
Property acquisition and staking costs	64,875	-	111,468	176,343
Impairment on exploration and evaluation assets	(64,875)	(951,481)	(1,260,814)	(2,277,170)
<b>Balance as at June 30, 2019</b>	-	-	1	1
Property acquisition and staking costs	-	-	39,171	39,171
<b>Balance as at September 30, 2019</b>	-	-	39,172	39,172

#### SELECTED ANNUAL INFORMATION (\$000's except loss per share)

	June 30, 2019	June 30, 2018	June 30, 2017
	\$	\$	\$
Revenue	-	-	-
Net Loss	(3,527)	(3,512)	(1,855)
Net Loss and Comprehensive Loss	(3,512)	(3,512)	(1,855)
Basic and Diluted Loss per Share	(0.08)	(0.11)	(0.27)
Total Assets	1,678	4,586	2,204
Long-term Debt	-	-	-
Dividends	-	-	-

#### OPERATIONS

##### Three-month period ended September 30, 2019

During the three-month period ended September 30, 2019 ("current period"), the Company reported a net loss of \$144,779 (2018 - \$564,846). Included in the determination of operating loss were \$Nil (2018 - \$2,255) on automobile, the decrease was due to no new agreement entered during the current period, \$500 (2018 - \$165,541) on consulting fees, the decrease was due to decreased business activity during the current period, \$201 (2018 - \$248) on depreciation, the decrease was due to decrease in depreciable asset during the current period, \$17,206 (2018 - \$15,000) on management and administration, the increase was due to increase in management fees incurred during the current period, \$1,883 (2018 - \$9,991) on office and miscellaneous, the decrease was due to decreased business activity during the current period, \$11,688 (2018 - \$3,110) on transfer agent and filing fees, the increase was due to increase activity and regulatory periodic filing fees incurred in the current period, \$Nil (2018 - \$291,940) on travel and promotion, the decrease was due to no travel and promotion expense incurred during the current period, \$3,083 (2018 - \$1,608) on

insurance, the increase was due to higher fees amortized during the current period, \$Nil (2018 - \$6,678) on professional fees, the decrease was due to no professional fees incurred during the current period, and \$20,164 (2018 - \$39,291) on interest expense. The Company also incurred loss on sale of property of \$Nil (2018 - \$5,305), foreign exchange loss of \$54 (2018 - \$3,165) and unrealized loss on investment of \$75,000 (2018 - \$20,714).

## **RISKS AND UNCERTAINTIES**

In conducting its business, the Company faces a number of risks and uncertainties related to the mineral exploration industry. Some of these risk factors include risks associated with land titles, exploration and development, government and environmental regulations, permits and licenses, competition, dependence on key personnel, fluctuating mineral and metal prices, the requirement and ability to raise additional capital through future financings.

### **Title Risks**

Although the Company has exercised due diligence with respect to determining title to the properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. Third parties may have valid claims underlying portions of the Company's interests, and the permits or tenures may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. If a title defect exists, it is possible that the Company may lose all or part of its interest in the properties to which such defects relate.

### **Exploration and Development**

Resource exploration and development is a highly speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. Substantial expenses are required to establish reserves by drilling, sampling and other techniques and to design and construct mining and processing facilities. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit (i.e. size, grade, access and proximity to infrastructure), financing costs, the cyclical nature of commodity prices and government regulations (including those relating to prices, taxes, currency controls, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection). The effect of these factors or a combination thereof cannot be accurately predicted but could have an adverse impact on the Company.

### **Environmental Regulations, Permits and Licenses**

The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas that would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for noncompliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. We intend to comply fully with all environmental regulations.

The current or future operations of the Company, including development activities and commencement of production on our properties, require permits from various federal, state or territorial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting,

development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Such operations and exploration activities are also subject to substantial regulation under applicable laws by governmental agencies that may require that we obtain permits from various governmental agencies. There can be no assurance, however, that all permits that the Company may require for the operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations will not have an adverse effect on any mining project which the Company might undertake.

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 mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

### **Competition**

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial and technical resources. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

### **Dependence on Key Personnel**

The success of the Company is currently largely dependent on the performance of the directors and officers. There is no assurance that the Company will be able to maintain the services of the directors and officers or other qualified personnel required to operate its business. The loss of the services of these persons could have a material adverse effect on the Company and the prospects.

### **Fluctuating Mineral and Metal Prices**

Factors beyond our control may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. The effect of these factors on the exploration activities cannot be predicted. For example, gold prices are affected by numerous factors beyond the Company's control, including central bank sales, producer hedging activities, the relative exchange rate of the U.S. dollar with other major currencies, global and regional demand and political and economic conditions. Worldwide gold production levels also affect gold prices. In addition, the price of gold has on occasion been subject to rapid short-term changes due to speculative activities.

### **Future Financings**

The Company's continued operation will be dependent upon the ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained on acceptable terms. Failure to obtain additional financing on a timely basis may cause the Company to postpone development plans, forfeit rights in some or all of the properties or joint ventures, or reduce or terminate some or all of the operations.



**SUMMARY OF QUARTERLY RESULTS**  
**(\$000's except earnings per share)**

	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018
	\$	\$	\$	\$
Revenue	-	-	-	-
Net Loss and Comprehensive Loss Basic and Diluted Loss Per Share	(145) (0.00)	(2,557) (0.06)	(110) (0.00)	(280) (0.01)

	September 30, 2018	June 30, 2018	March 31, 2018	December 31, 2017
	\$	\$	\$	\$
Revenue	-	-	-	-
Net Loss and Comprehensive Loss Basic and Diluted Loss Per Share	(565) (0.01)	(557) (0.02)	(946) (0.02)	(1,178) (0.04)

**Fiscal 2020**

During the first quarter of fiscal 2020, the Company recorded a loss of \$144,779 compared to a loss of \$2,557,257 in the fourth quarter of fiscal 2019. The higher loss in the fourth quarter of fiscal 2019 is mainly due to impairment on exploration and evaluation asset incurred during the quarter.

**Fiscal 2019**

During the fourth quarter of fiscal 2019, the Company recorded a loss of \$2,557,257 compared to a loss of \$109,828 in the third quarter of fiscal 2019. The change is mainly due to higher expenses and impairment on exploration and evaluation asset incurred during the fourth quarter.

During the third quarter of fiscal 2019, the Company recorded a loss of \$109,828 compared to a loss of \$279,985 in the second quarter of fiscal 2019. The change is mainly due to lower consulting fees and travel and promotion incurred during the third quarter.

During the second quarter of fiscal 2019, the Company recorded a loss of \$279,985 compared to a loss of \$564,846 in the first quarter of fiscal 2019. The change is mainly due to lower consulting fees, interest expense and travel and promotion incurred during the second quarter.

During the first quarter of fiscal 2019, the Company recorded a loss of \$564,846 compared to a loss of \$557,070 in the fourth quarter of fiscal 2018. The change is mainly due to higher consulting fees incurred during the first quarter.

**Fiscal 2018**

During the fourth quarter of fiscal 2018, the Company recorded a loss of \$557,070 compared to a loss of \$945,671 in the third quarter of fiscal 2018. The change is mainly due to lower travel and promotion incurred during the fourth quarter.

During the third quarter of fiscal 2018, the Company recorded a loss of \$945,671 compared to \$1,178,212 in the second quarter of fiscal 2018. The change is mainly due to lower consulting fees and management fees incurred during the third quarter.

During the second quarter of fiscal 2018, the Company recorded a loss of \$1,178,212 compared to a loss of \$831,151 in the first quarter of fiscal 2018. The change is mainly due to higher consulting fees and management fees incurred during the second quarter.

## **LIQUIDITY AND CAPITAL RESOURCES**

As at September 30, 2019, the Company had a cash balance of \$27,108 and working capital deficiency of \$363,153 compared to \$186,350 in cash balance and \$179,404 in working capital as at June 30, 2019.

During the three months ended September 30, 2019, net cash used in operating activities was \$120,017 (2018 - \$398,968) comprising a net loss of \$144,779 (2018 - \$564,846), depreciation of \$201 (2018 - \$248), interest on convertible debt of \$20,164 (2018 - \$39,273), unrealized loss on investments of \$75,000 (2018 - \$20,714), foreign exchange loss of \$54 (2018 - \$3,165), increase in tax recoverable of \$2,015 (2018 - \$5,036), decrease in prepaid and deposit of \$3,083 (2018 - \$84,434), and decrease in accounts payable of \$71,779 (2018 - increase of \$17,775).

Cash used in investing activity for the three months ended September 30, 2019 was \$39,171 (2018 - \$114,782), which was related to acquisition of exploration and evaluation assets.

There was no financing activity during the three months ended September 30, 2019 and 2018.

## **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has not entered into any off-balance sheet arrangements.

## **TRANSACTIONS WITH RELATED PARTIES**

### **RELATED PARTY TRANSACTIONS**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

The following amounts are due to related parties and have been included in accounts payable and accrued liabilities:

	<b>September 30, 2019</b>	<b>June 30, 2019</b>
	\$	\$
Accounts payable and accrued liabilities	293,061	416,671

The amounts are due to current and former directors and companies controlled by current and former directors of the Company. The amounts are non-interest bearing, unsecured and are due upon demand.

The Company had the following related party transactions:

<b>Three months ended September 30,</b>	<b>2019</b>	<b>2018</b>
	\$	\$
Exploration fees	-	15,602
Management fees	17,206	15,000
Consulting fees	500	-
	17,706	30,602

Management fees, property expenditures and consulting fees were paid to current and former directors and officers and companies controlled by current and former directors of the Company.

Key management personnel receive compensation in the form of short-term employee benefits. Key management personnel include the current and former directors of the Company. The remuneration of key management is as follows:

<b>Three months ended September 30,</b>	<b>2019</b>	<b>2018</b>
	\$	\$
Management fees	17,206	15,000
Consulting fees	500	-
	17,706	15,000

Management and consulting services were provided by companies owned by current and former officers and directors of the Company.

On March 20, 2019, a former officer of the Company brought a claim on behalf of the Company against another officer of the Company in the Supreme Court of British Columbia. On September 3, 2019, the Company and the officer agreed to settlement of \$1 and reimbursement if legal expenses incurred by the officer for a total of \$248,271.

On June 11, 2019, the Company was served with a notice of civil claim in the Supreme Court of British Columbia by a former officer of the Company. In the claim, the former officer alleged that the Company was responsible for the \$250,000 he advanced to a law firm retained on behalf of the Company for the claim above, any additional amounts advanced for legal work undertaken, as well as his compensation at a rate of \$10,000 per month for every month for which he was an officer of the Company. The Company believes the claim is meritless and will vigorously defend it. At this time, however, it is premature to make any conclusion regarding the probability of incurring material losses in this litigation.

## **RECENT EVENTS**

On April 10, 2019, Anthony Jackson, a member of the board of directors of the Company, noted that there is a dispute as to the membership of the Company's board and wishes to provide third parties with notice that certain persons holding themselves out as board members do not have authority to contract, or otherwise make binding commitments, on behalf of the Company. This matter is at issue in connection with Mr. Jackson's March 7, 2019, petition asking the court to order Montego to call its 2018 annual general meeting. Mr. Jackson attempted to call the overdue annual general meeting for April 16, 2019, but Adam Cegielski, who has never been elected by shareholders or appointed by board resolution, or otherwise, as a director of the Company, submitted documentation retracting the record and meeting dates.

On April 18, 2019 the Company advises that upon application of Anthony Jackson, a Company shareholder and director, to the Supreme Court of British Columbia, (the "BC Court"), the BC Court has ordered that an

Annual General Meeting be convened on July 23, 2019. As stated in the previous news release, Mr. Jackson disputes the validity of purported board members, Cegielski, Greig, and Malhotra, and intends to nominate a slate at the AGM which does not include any of these people who purport to be current board members. Mr. Jackson also confirms that Mr. Cegielski was not properly appointed Chief Executive Officer and confirms that to the extent that he has any right to hold himself out as occupying that position, he has now unambiguously been terminated as CEO by the current valid board members. Mr. Jackson has been appointed as interim CEO by the current valid board Members.

On May 13, 2019, the Company was sued for \$1,000,000 debt plus 8% interest. As a result, total cash of \$1,115,991 was garnished by the Supreme Court and is designated as restricted cash as at September 30, 2019. The total principal plus interest totals \$1,150,137 as at September 30, 2019.

On June 20, 2019, the Company director Anthony Jackson reports that on May 8, 2019, counsel acting on the instructions of the Company's purported board members Cegielski, Greig and Malhotra made application for an injunction in the Supreme Court of British Columbia requiring Bank of Montreal to release in excess of \$1,000,000 of Company funds to the Cegielski group's control. Counsel for Anthony Jackson, a director of the Company, opposed the application on the basis that the Cegielski group members were not directors of the Company, despite having filed records indicating such. Counsel for the Cegielski group asked the court to recognize its clients as the proper directors of the Company, despite not having made an application seeking this relief. The court did not grant this relief or the requested injunction. It was left with counsel for the Cegielski group to make such an application. Subsequent to the hearing, counsel for Mr. Jackson invited the Cegielski group counsel to make that application on an expedited time frame, but the members did not respond and it has since been disclosed on Stockwatch that Mr. Cegielski has filed a lawsuit against the Company for an advance that was made on his behalf for the Ceglielski group's legal fees and for management fees he is claiming. Although that claim has not been served, it is apparent that the Cegielski group has abandoned its claims to be directors of the Company and, as such, Mr. Jackson will take steps to convene the annual general meeting and bring the Company into good standing with the Canadian Securities Exchange.

## **SUBSEQUENT EVENTS**

On October 11, 2019, the Company issued 173,333 commons shares pursuant to the option agreement for the Orogrande Gold Project.

On October 17, 2019, requisition was filed for application for payment out of Court in the amount of \$1,115,991 paid into court by the Bank of Montreal on May 18, 2019, pursuant to the Garnishing Order issued on May 10, 2019.

Mo Ahmad has resigned from the board of directors in October 2019.

## **MANAGEMENT CHANGES**

On August 17, 2018, the Company has appointed Larry Segerstrom as vice-president of exploration and technical adviser to the Company.

On September 4, 2018, Ken Tollstam who has resigned from the board and as the Company's chief executive officer.

On January 22, 2019, the Company announces that Kon Tsukamis have resigned from the board of directors, effective immediately.

On February 5, 2019, William Cronk has resigned from the board of directors and Larry Segerstrom has resigned as the vice -president of exploration, effective immediately.

On April 18, 2019, the Company appointed Anthony Jackson as interim chief executive officer.

On July 29, 2019, the Company appointed a new set of directors namely Anthony Jackson, David Greenway, Mo Ahmad and Yuying Liang, and Mo Ahmad has resigned from the board of directors subsequent to three months ended September 30, 2019.

## **APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS**

### **Accounting Standards and Amendments Issued and Effective but Not yet Adopted**

There are no other IFRS or International Financial Reporting Interpretations Committee interpretations that are not yet effective that would be expected to have a material impact on the Company's financial statements.

## **CRITICAL ACCOUNTING POLICIES**

### **Changes in Accounting Policies**

#### **A. Financial Instruments**

The Company has adopted all of the requirements of IFRS 9 *Financial Instruments* ("IFRS 9") as of July 1, 2018. IFRS 9 replaces IAS 39 *Financial Instruments: Recognition and Measurement* ("IAS 39"). IFRS 9 utilizes a revised model for recognition and measurement of financial instruments and a single, forward-looking "expected loss" impairment model.

The following is the Company's new accounting policy for financial instruments under IFRS 9:

#### **(i) Classification**

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost.

The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company completed a detailed assessment of its financial assets and liabilities as at July 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

<b>Financial assets/liabilities</b>	<b>Original classification IAS 39</b>	<b>New classification IFRS 9</b>
Cash	FVTPL	FVTPL
Investments	FVTPL	FVTPL
Restricted Cash	FVTPL	FVTPL
Accounts payable	Other financial liabilities	Amortized cost
Convertible debentures	Other financial liabilities	Amortized cost

There was also no impact to the carrying value of any of the Company's financial assets and liabilities on the date of transition.

(ii) Measurement

Financial assets at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of net income (loss). Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are recorded in the statements of net income (loss) in the period in which they arise.

Financial assets at FVTOCI

Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss). The Company has not designated any financial assets at FVTOCI.

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset's credit risk has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of net income (loss), as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of net income (loss).

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of net income (loss).

B. Revenue from Contracts with Customers

The Company adopted all of the requirements of IFRS 15 *Revenue from Contracts with Customers* ("IFRS 15") as of July 1, 2018. IFRS 15 utilizes a methodical framework for entities to follow in order to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The change did not impact the cumulated revenue recognized or the related assets and liabilities on the transition date.

## Share-based Payments

The Company adopted all of the requirements of IFRS 2 *Share-based Payments* (“IFRS 2”) as of July 1, 2018. The amendment provide guidance on the accounting for i) the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; ii) share-based payment transactions with a net settlement feature for withholding tax obligations; and iii) a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. The adoption of IFRS 2 resulted in no impact to the opening accumulated deficit nor to the opening balance of accumulated comprehensive income on July 1, 2018.

## C. Leases

The Company adopted all of the requirements of IFRS 16 *Leases* (“IFRS 16”) as of July 1, 2019. IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. However, lessees are no longer classifying leases as either operating leases or finance leases as it is required by IAS 17. The adoption of IFRS 16 did not have an impact on the Company’s financial statements.

## **SHARE CAPITAL**

### Issued

The Company has 45,151,570 common shares issued and outstanding as at September 30, 2019 and 45,324,903 common shares issued and outstanding as at November 29, 2019.

### Share Purchase Options

The Company has no stock options outstanding as at September 30, 2019 and as at November 29, 2019.

### Share Purchase Warrants

The Company has no share purchase warrants outstanding as at September 30, 2019 and as at November 29, 2019.

### Escrow Shares

The Company has no shares held in escrow as at September 30, 2019 and as at November 29, 2019.