

MATERIAL CHANGE REPORT
Form 51-102F3
Section 7.1 of National Instrument 51-102

Item 1. Name and Address of Company

Monterey Minerals Inc. ("**Monterey**" or the "**Company**")
401 Bay Street, Suite 2702
Toronto, Ontario M5H 2Y4

Item 2. Date of Material Change

Aug 13, 2020

Item 3. News Release

A news release was issued via Accesswire on Aug 13, 2020.

Item 4. Summary of Material Change

Monterey announced the final closing of the Alicia Project from Greater Arc Resources Limited.

Item 5. Full Description of Material Change

Monterey announced the closing of its agreement to purchase Greater Arc Pty Ltd ("Greater Arc"), which owns the Alicia high-grade gold and base metals project in Alicia Municipality, Philippines ("Alicia Project"), as was previously announced on February 11, 2020 and May 22, 2020. Greater Arc was purchased from Greater Arc Resources Limited (the former "ParentCo") for 54 million common shares of Monterey, which represents 35.4% of the issued and outstanding shares of Monterey, and becomes the Company's largest shareholder.

In connection with this transaction, the Company also paid a finders fee of 5 million common shares.

As per the agreement between the parties, Parent Co will not initiate the process of transferring their block of Monterey shares to their shareholders for 180 days from the closing.

Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

Inquiries in respect of the material change referred to herein may be made to:
James Macintosh, President and Chief Executive Officer
Tel: (416) 862-7003

Item 9. Date of Report

August 13, 2020