FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Montero Mining and Exploration Ltd.
20 Adelaide Street East, Suite 400,
Toronto Ontario
M5C 2T6

Item 2 **Date of Material Change**

June 4, 2013

Item 3 **News Release**

The press release attached as Schedule A was released on June 3, 2013.

Item 4 **Summary of Material Change**

The material change is described in the press release attached as Schedule A.

Item 5 **Full Description of Material Change**

The material change is described in the press release attached as Schedule A.

Item 6 **Reliance of subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

Item 7 **Omitted Information**

Not applicable.

Item 8 **Executive Officer**

Antonia Chapman
Chief Financial Officer
Montero Mining and Exploration Ltd.
647 998-8730

Item 9 **Date of Report**

June 4, 2013

SCHEDULE A

Montero announces changes to the Board of Directors

Toronto, Ontario (June 3rd, 2013): Montero Mining and Exploration Ltd. (TSX.V : MON) ("Montero") announces the resignation of David Hodgson, effective immediately as a member of the Board of Directors of the Company due to personal reasons. The Board of Directors will fill the vacancy in the coming months.

> Dr. Tony Harwood, President and Chief Executive Officer of Montero commented, *"On behalf of Montero's management team and the Board, I would like to extend my sincere gratitude to David for this significant contribution to the Company. With substantial experience in the resource sector, David Hodgson has played a crucial role in advising on the development of Montero and we wish him well in his future endeavours. "*

About Montero Mining & Exploration

Montero Mining and Exploration Ltd. is a mineral exploration and development company focused on achieving production of rare earths primarily from its flagship Wigu Hill project in Tanzania. With China's control over rare earth export quotas, it is becoming imperative that the rest of the world develops new rare earth resources to meet the increasing demand from "green" technology and high-tech applications. Montero has a highly experienced Board and Management team that has built and operated mines and refineries in Africa, which brings significant credibility to our strategy of becoming a rare earth producer. In addition to rare earths, Montero has phosphate assets in South Africa and uranium assets in Tanzania and Quebec, Canada for sale or joint venture.

Signed. **Dr. Tony Harwood** - President and CEO

For more information, contact:

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