

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Montero Mining and Exploration Ltd.
789 West Pender Street, Suite 1128
Vancouver, BC V6C 1H2

Item 2 Date of Material Change

February 5, 2018

Item 3 News Release

The press release attached as Schedule A was released over Globe Newswire on February 5, 2018.

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) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Dr. Tony Harwood, President & CEO
Montero Mining and Exploration Ltd.
416-840-9197
ir@monteromining.com

Item 9 Date of Report

February 6, 2018

Schedule A



Montero Announces \$1,120,000 Non-Brokered Private Placement

NOT FOR DISSEMINATION IN THE UNITED STATES OR OVER UNITED STATES NEWSWIRE SERVICES

Toronto, Ontario – February 5, 2018– Montero Mining and Exploration Ltd. (TSX-V: MON) ("**Montero**" or the "**Corporation**") is pleased to announce that it intends to complete a non-brokered private placement of up to 4,000,000 units ("**Units**") at a price of \$0.28 per Unit, for gross proceeds of approximately \$1,120,000 (the "**Offering**"). Closing of the Offering is expected to occur on or about February 28, 2018.

Each Unit will consist of one common share ("**Common Share**") and one half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant will entitle the holder to purchase one common share at a price of \$0.40 per common share until the date which is (18) eighteen months following the closing date of the Offering. The Warrants will be subject to an acceleration provision whereby if the closing price of the Common Shares on the TSX Venture exchange ("TSX-V") closes at a minimum of \$0.40 per share for a period of ten (10) consecutive trading days, the Corporation may, at its option, accelerate the expiry date of the Warrants to the date which is 30 days following the date upon which notice of the accelerated expiry date is provided by the Corporation to the holders of the Warrants.

Montero intends to use the net proceeds from the Offering for general corporate and working capital purposes.

Completion of the Offering is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the TSX-V and applicable securities regulatory authorities. The securities issued and issuable pursuant to the Offering will be subject to a four month and one day statutory hold period. All \$ amounts in the above are Canadian Dollars.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold within the United States or to or for the account or benefit of a U.S. person (as defined in Regulation S under the United States Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Development of Lithium Exploration

Montero is actively seeking to acquire and evaluate new lithium and cobalt properties in Africa to develop its new battery metals strategy.

About Montero

Montero is a mineral exploration and development company engaged in the identification, acquisition, evaluation and exploration of mineral properties in Africa. Currently these include Lithium, Tantalum and Tin in Namibia, Phosphates in South Africa and Rare Earth Elements (REE) in Tanzania. Montero is reviewing and evaluating other opportunities from its operating base in South Africa. Montero trades on the TSX-V under the symbol MON.

For more information, contact:

Montero Mining and Exploration Ltd.

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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This news release includes certain "forward-looking information" within the meaning of applicable Canadian securities laws. Forward-looking information includes, but is not limited to, statements, projections and estimates with respect to the Offering. Generally, 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", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Such information is based on information currently available to Montero and Montero provides no assurance that actual results will meet management's expectations. Forward-looking information by its very nature involves inherent risks and uncertainties that may cause the actual results, level of activity, performance, or achievements of Montero to be materially different from those expressed or implied by such forward-looking information. Actual results relating to, among other things, approval and completion of the Offering, results of exploration, project development, reclamation and capital costs of Montero's mineral properties, and Montero's financial condition and prospects, could differ materially from those currently anticipated in such statements for many reasons such as: changes in general economic conditions and conditions in the financial markets; changes in demand and prices for minerals; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological and operational difficulties encountered in connection with Montero's activities; and other matters discussed in this news release and in filings made with securities regulators. This list is not exhaustive of the factors that may affect any of Montero's forward-looking statements. These and other factors should be considered carefully and accordingly, readers should not place undue reliance on forward-looking information. Montero does not undertake to update any forward-looking information, except in accordance with applicable securities laws.