

MIRAMONT RESOURCES CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

JANUARY 31, 2020

(Expressed in Canadian Dollars)

Report Date – March 19, 2020

The following Management's Discussion & Analysis ("MD&A") provides a review of activities, results of operations and the financial condition of Miramont Resources Corp. (the "Company") for the six months ended January 31, 2020. This MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and related notes thereto for the six months ended January 31, 2020 and the audited annual consolidated financial statements and related notes thereto and the related annual MD&A for the year ended July 31, 2019. All amounts disclosed in this MD&A are expressed in Canadian dollars, unless otherwise noted.

Management's Responsibility

The Company's management is responsible for the preparation and presentation of the financial statements and this MD&A. The financial statements have been prepared in accordance with International Financial Accounting Standards ("IFRS") as issued by the International Accounting Standards Board and as included in Part 1 of the CPA Canada Handbook – Accounting and the interpretations of the International Financial Reporting Interpretations Committee. This MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

Forward-Looking Statements

This MD&A may contain forward-looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate as a result of exploration or other risk factors beyond its control. Actual results may differ materially from the expected results.

Except for statements of historical fact, this MD&A contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking information in this MD&A includes, but is not limited to, statements with respect to future events such as receipt of permits and planned drilling and is subject to certain risks, uncertainties and assumptions. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-Looking Statements (cont'd...)

Forward-looking information is based on the opinions and estimates of management at the date the statements are made, which are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors that could cause results to differ materially from those expressed in the forward-looking statements include, but are not limited to: general economic conditions in Canada, the United States, Peru and globally; industry conditions, including fluctuations in commodity prices; the outbreak of an epidemic or a pandemic, including the recent outbreak of the novel coronavirus (COVID-19), or other health crisis and the related global health emergency affecting workforce health and wellbeing; governmental regulation of the mining industry, including environmental regulation; geological, technical and drilling problems; unanticipated operating events; competition for and/or inability to retain drilling rigs and other services; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; volatility in market prices for commodities; liabilities inherent in mining operations; changes in tax laws and incentive programs relating to the mining industry; and the other factors described herein under "Risks and Uncertainties" as well as in our public filings available at www.sedar.com. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

Overview

The Company was incorporated on July 15, 2015 under the Business Corporations Act of British Columbia and is a mineral exploration company with a focus on acquiring, exploring and advancing exploration and evaluation assets in Canada and Peru. The Company's head office and principal address is located at 23rd Floor - 1177 West Hastings Street, Vancouver, BC, V6E 2K3. The Company's registered and records office is located at 40440 Thunderbird Ridge, Squamish, BC, V8B 0G1. The Company is listed on the Canadian Securities Exchange ("CSE") under the symbol MONT and on the OTCQB under the trading symbol MRRMF. The Company is also quoted on the Frankfurt Stock Exchange under the trading symbol 6MR.

On November 14, 2017, the Company issued 15,048,000 common shares for the acquisition of all of the issued and outstanding shares of Puno Gold Corporation ("Puno"), a privately held Ontario corporation. Minera Puno Gold, S.A.C. ("Minera Puno") is a Peruvian corporation and is a wholly owned subsidiary of Puno. Minera Puno is engaged in the business of mineral exploration and development in Peru and, as at January 31, 2020, holds options to acquire a 100% interest in the Cerro Hermoso and Lukkacha projects. Option agreements on certain properties within the Cerro Hermoso project, being the Lucia Josefina, Haariana II and An An properties, were terminated during the six months ended January 31, 2020.

Overview (cont'd...)

Also on November 14, 2017, the Company completed a private placement of 20,000,033 units at a price of \$0.30 per unit, for total proceeds of \$6,000,010. Each unit was comprised of one common share and one common share purchase warrant. Each warrant entitled the holder to purchase one common share at a price of \$0.45 per common share, for a period of two years from the date of issue. The Company paid a total of \$297,681 cash in agents' commissions, finders' fees and legal fees and issued 673,827 agents' and finders' warrants, valued at \$125,478. Each agents' and finders' warrant entitled the holder to purchase one common share at a price of \$0.30 per common share, for a period of two years from the date of issue. The unexercised agents' and finders' warrants have expired.

On January 31, 2019, the Company completed a private placement of 4,716,498 units at a price of \$0.35 per unit by way of a non-brokered private placement, for total proceeds of \$1,650,774. Each unit was comprised of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of \$0.50 per common share, for a period of two years from the date of issue. The Company paid a total of \$31,963 in finders' fees and legal fees and issued 80,156 finders' warrants. Each finders' warrant entitles the holder to purchase one common share at a price of \$0.50 per common share, for a period of two years from the date of issue.

The Company continues to review high-quality, drill-ready gold and gold-polymetallic exploration opportunities.

Exploration and Evaluation Assets

Cerro Hermoso

On September 23, 2016, subsequently amended September 18, 2018, Minera Puno entered into an option agreement to acquire a 100% interest in two mining concessions, Lucia Josefina and Haariana II, in the district of Santa Lucia, province of Lampa, Puno Region in Peru known as the Cerro Hermoso Concessions for a purchase price of US\$3,526,000. The purchase price is to be paid as follows:

- (i) US\$50,000 on September 27, 2016 (paid);
- (ii) US\$50,000 on or before March 27, 2017 (paid);
- (iii) US\$100,000 on or before September 27, 2017 (paid);
- (iv) US\$70,000 on or before September 27, 2018 (paid);
- (v) US\$156,000 on or before September 27, 2019 (US\$56,000 paid to November 14, 2019);
- (vi) US\$100,000 on or before September 27, 2020; and
- (vii) US\$3,000,000 on or before September 27, 2021.

Exploration and Evaluation Assets (cont'd...)

Cerro Hermoso (cont'd...)

On July 26, 2018, Minera Puno entered into an option agreement to acquire a 100% interest in the Milenios mining concession, contiguous to the Cerro Hermoso Concessions. The Milenios option agreement has a four-year term. The purchase price is to be paid as follows:

- (i) US\$20,000 on July 26, 2018 (paid);
- (ii) US\$25,000 on or before July 26, 2019 (paid);
- (iii) US\$30,000 on or before July 26, 2020;
- (iv) US\$35,000 on or before July 26, 2021; and
- (v) The greater of: US\$200,000 and US\$1 for each ounce of gold contained in a National Instrument 43-101 compliant resource on or before July 26, 2022.

On February 5, 2019, Minera Puno entered into an option agreement to acquire a 100% interest in the An An mining concession, contiguous to the Cerro Hermoso Concessions. The An An Agreement has a four-year term. The purchase price is to be paid as follows:

- (i) US\$30,000 on February 5, 2019 (paid);
- (ii) US\$20,000 on or before August 5, 2019;
- (iii) US\$60,000 on or February 5, 2021; and
- (iv) US\$500,000 on or before February 5, 2023.

On May 15, 2018, the Company announced it had received approval of its environmental impact statement (known by the Spanish acronym DIA). Subsequent to receiving approval for the DIA, the Company applied for permits to commence drilling. The Company planned to drill between 3,500 and 5,000 meters, as was recommended in the NI 43-101 technical report dated effective May 31, 2017. On December 4, 2018, the Company announced that it had received approval of its final drill permit.

The Company commenced Phase 1 drilling at Cerro Hermoso in January 2019. A total of 3,679 metres was drilled in nine diamond drill holes with the program being completed in April 2019 (refer to the Company's press release dated April 12, 2019 for the results). A Phase 2 drill program commenced in May 2019 to follow-up on mineralization encountered in Phase 1. The Phase 2 program was paused in June 2019 to allow the Company to apply for adjustments to the current drill permit through the Informe Técnico Sustentatorio ("ITS"). The ITS would have provided an amendment to the Company's existing drill permit with the request to drill additional holes on existing platforms throughout the new target area. Submission of the ITS was subsequently cancelled upon review of final drill assays.

During the six months ended January 31, 2020, the Company terminated the option agreements for the Lucia Josefina, Haariana II and An An concessions at the Cerro Hermoso project in order to preserve capital. The Company recorded a write-off on exploration and evaluation assets of \$3,969,379 in fiscal 2019. The Company retained the option agreement on the Milenios concession at the Cerro Hermoso project.

Exploration and Evaluation Assets (cont'd...)

Lukkacha

On May 15, 2017, Minera Puno entered into an option agreement to acquire a 100% interest in certain mining concessions in the District of Chucatanani, Province of Tarata, Tacna Department in Peru, (the "Lukkacha Concessions"), known as the Lukkacha Option Agreement. The Lukkacha Option Agreement has a five year term. The purchase price is to be paid as follows:

- (i) Initial payment of US\$200,000 on the effective date of the Lukkacha Option Agreement (paid);
- (ii) Annual payments of US\$100,000 starting on the first anniversary of obtaining the Supreme Decree. Supreme Decree refers to the issuance by the President of the Republic and countersigned by the President of the Council of Ministers, the Ministry of Energy and Mines and the Minister of Defense, which will authorize Minera Puno to acquire the Lukkacha Concessions and the rights thereon established in the Lukkacha Option Agreement hereof since the Lukkacha Concessions are located within 50 km from the border with the Republic of Chile; and
- (iii) A final payment of US\$2,500,000 on the execution of public deed of transferring mining rights.

Minera Puno must incur exploration expenditures on the Lukkacha Concessions as follows:

- US\$1,000,000 within 24 months following the date of obtaining the Supreme Decree; and
- An additional US\$1,000,000 within 36 months following the date of obtaining the Supreme Decree.

In the event that any exploration expenditures for the Lukkacha Concessions made by Minera Puno is determined to be less than agreed under the Lukkacha Option Agreement, Minera Puno may remedy the default and keep the Lukkacha Option Agreement in force by paying the vendor an amount equal to 50% of the deficient amount of exploration expenditures.

In fiscal 2018, a total of \$264,490 of payments were made to the vendor as reimbursement for work incurred by the vendor on Lukkacha. Once the Supreme Decree is obtained, these payments will reduce the exploration expenditures commitment required on Lukkacha.

The Lukkacha Concessions are subject to a 2% NSR in favour of the vendor which will take effect when Minera Puno has received cumulative minimum payments of US\$1,000,000 from the sale of minerals from the Lukkacha Concessions. Minera Puno may reduce the NSR to 1.5% by making a payment to the vendor of US\$2,000,000. In addition, Minera Puno may further reduce the NSR to 1.0% by making an additional payment to the vendor of US\$3,000,000.

The Company has made an application for the Supreme Decree.

Exploration and Evaluation Assets (cont'd...)

Exploration and Evaluation Expenditures on Cerro Hermoso and Lukkacha

During the six months ended January 31, 2020, the Company incurred total exploration and evaluation expenditures of \$99,836 (2019 - \$396,604) and accrued \$202,554 (2019 - \$nil) in VAT refunds for a net recovery of exploration and evaluation expenditures of \$102,718 (2019 - exploration and evaluation expenditures of \$396,604) and \$nil (2019 - \$20,036), respectively, on the Cerro Hermoso and Lukkacha properties (collectively, the "Puno properties"). Expenditures on Cerro Hermoso for the period were focused towards reclamation work and the geological analysis of the results on the Phase 2 drill program and related documentation. The accrual of the VAT refund was based on documents filed and subsequently approved by the Peru government for work performed in fiscal 2019. Expenditures on Cerro Hermoso for fiscal 2019 were primarily for preparation and completion of the Phase 1 and 2 drilling programs. The Company received approval of its environmental impact statement (DIA) for the Cerro Hermoso project in May 2018 and its drilling permits for the project in December 2018. In January 2019, the Company commenced a drill program that was designed to test three targets outlined by previous sampling, geologic mapping and a geophysics program. In May 2019, the Company commenced phase 2 drilling at Cerro Hermoso. The program was designed to follow up on results from the previous drilling campaign. Expenditures on Lukkacha for fiscal 2019 were primarily to keep the property in good standing.

The exploration and evaluation expenditures (recovery) incurred during the six months ended January 31, 2020 were as follows:

Project	Cerro Hermoso	Lukkacha	Total
Assays	\$ 898	\$ -	\$ 898
Community programs	6,695	-	6,695
Field supplies	5,094	-	5,094
Geological consulting	5,410	-	5,410
Property payments, licences and rights	8,441	-	8,441
Travel	3,188	-	3,188
VAT	13,891	-	13,891
VAT recovery	(202,554)	-	(202,554)
Vehicle rentals and maintenance	4,770	-	4,770
Wages and benefits	51,449	-	51,449
Total	\$ (102,718)	\$ -	\$ (102,718)

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Exploration and Evaluation Assets (cont'd...)

Exploration and Evaluation Expenditures on Cerro Hermoso and Lukkacha (cont'd...)

The cumulative exploration and evaluation expenditures on the Puno properties incurred by the Company to January 31, 2020 are as follows:

Property	Cerro Hermoso		Lukkacha		Total
Assays	\$	119,394	\$	-	\$ 119,394
Community programs		32,347		16,114	48,461
Core shack		1,004		-	1,004
Drilling		984,720		-	984,720
Engineering		10,045		-	10,045
Environmental and permitting		14,998		101,885	116,883
Field supplies		130,579		1,369	131,948
Geological consulting		194,174		-	194,174
Property payments, licences, and rights		104,748		332,056	436,804
Travel		82,392		7,538	89,930
VAT		135,449		-	135,449
Vehicle rentals and maintenance		85,373		619	85,992
Wages and benefits		491,043		-	491,043
Total to January 31, 2020	\$	2,386,266	\$	459,581	\$ 2,845,847

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Summary of Quarterly Results

The following table sets out selected unaudited quarterly financial information for the most recent eight quarters. The amounts presented have been prepared in accordance with IFRS for all eight quarters.

Three Months Ended	January 31, 2020	October 31, 2019	July 31, 2019	April 30, 2019
Revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Exploration and evaluation expenditures (recovery)	\$ (156,633)	\$ 53,915	\$ 771,890	\$ 894,930
Write-off of exploration and evaluation assets	\$ -	\$ -	\$ 3,969,379	\$ -
Administrative expenses (excluding share-based payments)	\$ 103,582	\$ 112,019	\$ 179,756	\$ 410,447
Share-based payments	\$ 67,044	\$ 67,045	\$ 75,274	\$ 203,432
Loss from continuing operations	\$ 8,104	\$ 231,749	\$ 5,010,311	\$ 1,526,623
- per share ⁽¹⁾	\$ (0.00)	\$ (0.00)	\$ (0.09)	\$ (0.03)
Loss and comprehensive loss	\$ 8,104	\$ 231,749	\$ 5,010,311	\$ 1,526,623
- per share ⁽¹⁾	\$ (0.00)	\$ (0.00)	\$ (0.09)	\$ (0.03)

Three Months Ended	January 31, 2019	October 31, 2018	July 31, 2018	April 30, 2018
Revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Exploration and evaluation expenditures	\$ 351,293	\$ 65,347	\$ 489,638	\$ 212,087
Write-off of exploration and evaluation assets	\$ -	\$ -	\$ -	\$ -
Administrative expenses (excluding share-based payments)	\$ 178,392	\$ 161,380	\$ 271,365	\$ 259,339
Share-based payments	\$ 85,499	\$ 85,499	\$ 277,110	\$ 25,734
Loss from continuing operations	\$ 607,839	\$ 300,010	\$ 1,017,077	\$ 483,108
- per share ⁽¹⁾	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.01)
Loss and comprehensive loss	\$ 607,839	\$ 300,010	\$ 1,017,077	\$ 483,108
- per share ⁽¹⁾	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.01)

¹ Fully diluted loss per share is not presented as the effect is anti-dilutive.

Overall Performance and Results of Operations: Quarterly

During the three-month period ended January 31, 2020, the Company incurred a loss and comprehensive loss of \$8,104 compared to a loss and comprehensive loss of \$607,839 for the three-month period ended January 31, 2019.

The loss and comprehensive loss of \$8,104 (2019 - \$607,839) for the current quarter was comprised of \$(156,633) (2019 - \$351,293) in property (recoveries) expenditures, \$170,626 (2019 - \$263,891) in administrative expenses, and \$5,889 (2019 - \$7,345) in net other income. The expenditures with significant changes in the current quarter from the comparative quarter of last year, not described above, were as follows:

Property Expenses

- Exploration and evaluation expenditures – Expenses of \$45,921 incurred during the quarter were primarily used towards reclamation work at the Cerro Hermoso project. The current period also included a VAT recovery of \$202,554. The comparative period consisted primarily of funds incurred to continue the drilling permit application process on the Cerro Hermoso project and preparation for, and commencement of, drilling on the project.

Administrative Expenses

- Management fees – The current period consists solely of fees paid to Tyson King; the prior period also included fees paid to William Pincus, the former CEO.
- Marketing and investor relations – In the prior period, the Company incurred marketing costs and investor relations fees to update the market on the drilling at Cerro Hermoso. In the current period, the Company has reduced its expenditures as it focuses on maintaining cash.
- Office and miscellaneous – The Company rents an office space which was not rented in the prior period.

Overall Performance and Results of Operations: Year-to-date

During the six-month period ended January 31, 2020, the Company incurred a loss and comprehensive loss of \$239,853 compared to a loss and comprehensive loss of \$907,849 for the six-month period ended January 31, 2019.

The loss and comprehensive loss of \$239,853 (2019 - \$907,849) for the current six-month period was comprised of \$(102,718) (2019 - \$416,640) in property (recoveries) expenditures, \$349,690 (2019 - \$510,770) in administrative expenses, and \$7,119 (2019 - \$19,561) in net other income. The expenditures with significant changes in the current six-month period from the comparative six-month period of last year, not described above, were as follows:

Property Expenses

- Exploration and evaluation expenditures – Expenses incurred during the period were primarily used towards reclamation work and the analysis of results of the drill program at the Cerro Hermoso project, net of the VAT refund. The comparative period consisted primarily of funds incurred on exploratory work on the projects.

Overall Performance and Results of Operations: Year-to-date (cont'd...)

Administrative Expenses

- Travel – The current period did not have any travel as compared to the prior period which included travel to Peru.

Liquidity and Capital Resources

The Company's cash position was \$2,039,033 as at January 31, 2020 compared to \$2,348,270 as at July 31, 2019. The Company's working capital was \$2,248,672 as at January 31, 2020 compared to \$2,353,452 as at July 31, 2019. The Company's cash position consists of funds raised in previous financings, along with proceeds on exercise of warrants, less cumulative expenditures incurred. The cash balance of \$2,039,033 as at January 31, 2020 decreased by \$309,237 from the \$2,348,270 balance as at July 31, 2019. The net decrease was comprised of expenditures on operating activities. Subsequent to January 31, 2020, the VAT receivable of \$198,384 was received from the Peru government.

Management believes the Company's current cash resources are sufficient to meet its short-term needs. The Company is continuing to explore various potential sources of financing, but there is no certainty that any additional financings will be completed. The Company raised capital in previous reporting periods through private placements of its common shares and exercise of share purchase warrants, with the result that the current working capital balance is an amount that management believes is sufficient to further operations for the upcoming twelve months.

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements or transactions during the period.

Transactions with Related Parties

The following summarizes the Company's related party transactions with its key management personnel during the six months ended January 31, 2020 and 2019:

	2020	2019
Paid or accrued management fees to Tyson King, a director and President and CEO of the Company since April 12, 2019 and formerly a director and Vice-president of the Company	\$ 42,000	\$ 27,000
Paid or accrued management fees to William Pincus, a director and President and CEO of the Company until April 12, 2019	-	87,498
Paid or accrued professional fees to Lesia Burianyk, CFO of the Company	15,000	15,000
Vesting of share-based payments to Dale Peniuk, a director of the Company	23,271	37,469
Vesting of share-based payments to Quinton Hennigh, a director of the Company	17,396	19,831
Vesting of share-based payments to Gerald Shields, a director of the Company	17,396	19,831
Vesting of share-based payments to Tyson King	19,555	19,831
Vesting of share-based payments to William Pincus	-	19,831
Vesting of share-based payments to Lesia Burianyk	11,936	9,915
	\$ 146,554	\$ 256,206

As at January 31, 2020, included in accounts payable and accrued liabilities was \$9,975 (July 31, 2019 - \$10,296) owing to officers and directors.

Key management personnel are those persons having authority and responsibility for planning, directing controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and the members of its Board of Directors.

Subsequent Events

Subsequent events are disclosed elsewhere in this MD&A.

Share Capital Information

Disclosure of Outstanding Share Data

The authorized capital of the Company consists of an unlimited number of common shares without par value and an unlimited number of preferred shares without par value.

Shares Issued and Outstanding

As at the Report Date, there were 55,773,234 common shares issued and outstanding and Nil preferred shares issued and outstanding.

Stock options

As at the Report Date, the Company had 3,290,000 incentive stock options outstanding.

Warrants

As at the Report Date, the Company had 4,796,654 share purchase warrants outstanding.

New Accounting Policies Adopted

The following standard has been adopted by the Company, using the modified retrospective application method, effective August 1, 2019:

IFRS 16, Leases

This standard sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. It eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model.

There was no impact on the condensed interim consolidated financial statements as a result of adopting this standard as the Company has not entered into any contracts that contain a lease.

Financial Instrument Risk

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. As at January 31, 2020, the Company's risk exposure and the impact on the Company's financial instruments are summarized below:

Financial Instrument Risk (cont'd...)

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's credit risk is primarily attributable to its liquid financial assets, being cash and receivables. The Company's primary bank accounts are held with a major Canadian bank and funds are transferred to the subsidiary's foreign bank accounts as required to cover current expenditures; this minimizes the risk to the Company. Receivables are primarily due from a bank and government agencies.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is through regular monitoring of cash requirements. When necessary, the Company obtains financing from various investors to ensure all future obligations are fulfilled. The Company has sufficient cash as at January 31, 2020 to settle its current liabilities as they come due and management estimates funds are sufficient to further operations for the upcoming twelve months.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is comprised of three types of market price changes:

Foreign currency exchange risk – this risk relates to any changes in foreign currencies in which the Company transacts. The effect of a 10% change in the foreign exchange rate on cash held in US dollars accounts would be approximately \$58,000.

Interest rate risk – this risk relates to the change in the borrowing rates of the Company. The Company is not exposed to interest rate risk as it does not have any significant financial instruments with interest rates, with the exception of cash. Interest earned on cash is based on prevailing bank account interest rates, which may fluctuate. A 1% increase or decrease in the interest rates would result in a nominal difference in interest income for the six months ended January 31, 2020.

Price risk – this risk relates to fluctuations in commodity and equity prices. The Company closely monitors commodity prices of precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

The Company does not currently use financial instruments designed to hedge these market risks.

Fair value hierarchy

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Financial Instrument Risk (cont'd...)

Fair value hierarchy (cont'd...)

Level 2 – Pricing inputs are other than quoted prices in active markets included in level 1. Prices in level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.

Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The Company has classified its cash, receivables and accounts payable and accrued liabilities as amortized cost. The fair value of cash was determined using level 1. The fair value of receivables and accounts payable and accrued liabilities approximates their carrying values because of the short-term nature of these instruments.

Capital Management

The Company defines capital as cash, debt, and the components of shareholders' equity. The Company's objectives when managing capital are to identify, pursue, and complete the exploration and development of its exploration and evaluation assets, to maintain financial strength, to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness, and to maximize returns for shareholders over the long term. The Company manages its capital in a manner consistent with the risk characteristics of the assets it holds. All financing, including equity and debt, are analyzed by management and approved by the Board of Directors. The Company does not have any externally imposed capital requirements. There has been no significant change in the Company's objectives, policies, and processes for managing its capital during the six months ended January 31, 2020.

Risks and Uncertainties

For full details on the risks and uncertainties affecting the Company, please refer to the Company's audited annual consolidated financial statements and related notes thereto and the annual MD&A for the year ended July 31, 2019. These documents are available for viewing at the Company's website at www.miramontresources.com or on the Company's profile at www.sedar.com.

The following updates to the risks and uncertainties disclosures in the MD&A for the three and six months ended January 31, 2020 are noted below:

Risks and Uncertainties (cont'd...)

The Company's business and operations could be adversely affected by the outbreak of an epidemic or a pandemic or other health crises, including the recent outbreak of COVID-19. On January 30, 2020, the World Health Organization declared the outbreak a global health emergency, and on March 16, 2020 the Peru government declared that the COVID-19 outbreak in the country constitutes a national state of emergency. Under the state of emergency, the Peru government enacted 15 days of mandatory quarantine which included closing of all international borders (land, air and maritime) and suspension of all interprovincial travel within Peru. Global government actions, including these restrictive measures in Peru, along with market uncertainty could cause an economic slowdown resulting in a decrease in the demand for metals and have a negative impact on metal prices, as well as possible disruptions to global supply chains. While these effects are expected to be temporary, the duration of the business disruptions internationally and related financial impact cannot be reasonably estimated at this time.

Proposed Transactions

Currently there are no pending proposed transactions; however, the Company continues to seek new business and/or investment opportunities and to raise capital.

Additional Information

Additional information relating to the Company, is available on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") website at www.sedar.com.

Corporate Information

Directors:	Tyson King Gerald Shields Quinton Hennigh Dale Peniuk
Officers:	Quinton Hennigh, Executive Chairman Tyson King, President and CEO Lesia Burianyk, CFO Leah Hodges, Corporate Secretary
Auditor:	Davidson and Company, LLP Chartered Professional Accountants Suite 1200 - 609 Granville Street Vancouver, BC, V7Y 1G6
Legal Counsel:	DuMoulin Black, LLP 10 th Floor - 595 Howe Street Vancouver, BC, V6C 2T5
Transfer Agent:	Computershare Trust Company of Canada 2 nd Floor - 510 Burrard Street Vancouver, BC, V6C 3B9