This Prospectus is not related to a public offering. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

PROSPECTUS

Non-Offering Prospectus **March 10, 2017**

MIRAMONT RESOURCES CORP.

No securities are being offered pursuant to this Prospectus.

This non-offering final prospectus (the "**Prospectus**") is being filed by Miramont Resources Corp. (the "**Company**", "**Miramont**" "**we**", "**us**", "**our**") with the securities regulatory authority in the province of British Columbia (the "**Qualifying Jurisdiction**") in connection with its application for the listing of the common shares of the Company on the Canadian Securities Exchange ("**CSE**"), which has been conditionally approved by the CSE subject to certain conditions, notwithstanding that no sale of securities is contemplated herein. Since no securities are being offered, no proceeds will be raised and all expenses in connection with the preparation and filing of this Prospectus will be paid by the Company from its working capital.

The Company is hereby qualifying for distribution in the Qualifying Jurisdiction all of its currently issued and outstanding common shares.

There is no market through which the Company's securities may be sold and shareholders may not be able to resell securities of the Company owned by them. This may affect the pricing of the Company's securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation. You should carefully review and evaluate certain risk factors before making any investment decision with respect to the securities of the Company. See "Risk Factors". Listing will be subject to the Company fulfilling all of the listing requirements of the CSE.

The Company is incorporated under the *Business Corporations Act* (British Columbia) and is in the business of the acquisition, exploration and development of mineral properties. See "Description of the Business". AN INVESTMENT IN NATURAL RESOURCE ISSUERS INVOLVES A SIGNIFICANT DEGREE OF RISK. THE DEGREE OF RISK INCREASES SUBSTANTIALLY BECAUSE THE COMPANY'S PROPERTIES ARE IN THE EXPLORATION STAGE AS OPPOSED TO THE DEVELOPMENT STAGE. AN INVESTMENT IN THESE SECURITIES SHOULD ONLY BE MADE BY PERSONS WHO CAN AFFORD THE TOTAL LOSS OF THEIR INVESTMENT. SEE "RISK FACTORS".

No underwriters or selling agents have been involved in the preparation of this Prospectus or performed any review or independent due diligence of the contents of the Prospectus. No person is authorized by the Company to provide any information or make any representations other than those contained in this Prospectus.

As at the date of this Prospectus the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of American (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

Unless otherwise noted, all currency amounts in this Prospectus are stated in Canadian dollars.

MIRAMONT RESOURCES CORP.

1026 Belmont Avenue
North Vancouver, British Columbia
V7R 1K2

TABLE OF CONTENTS

IMPORTANT INFORMATION ABOUT THIS PROSPECTUS

No person has been authorized to provide any information or to make any representation not contained in this Prospectus, and, if provided or made, such information or representation should not be relied upon. You should assume that the information contained in this Prospectus is accurate only as of the date of this Prospectus. No securities are being offered pursuant to this Prospectus.

Capitalized terms, except as otherwise defined herein, are defined in the section entitled “Glossary of Terms”.

Except as otherwise indicated or the context otherwise requires in this Prospectus, references to “the Company”, “we”, “us” and “our” refer to the Company.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus includes statements that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results, and therefore are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “anticipates”, “expects”, “seeks”, “projects”, “intends”, “plans”, “may”, “will” or “should”, or their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Prospectus and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which we operate. These statements reflect management’s current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks, uncertainties and assumptions. Many factors could cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in the “Risk Factors” section of this Prospectus. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward-looking statements contained in this Prospectus. Such risks include, but are not limited to:

- risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits and conclusions of economic evaluations;
- the possibility that future exploration, development or mining results will not be consistent with the Company’s expectations;
- dependence on the Midas Gold Property;
- exploration, development and production risks;
- volatility in the market prices for gold, other precious metals and other natural resources;
- lack of assurances regarding obtaining and renewing licenses and permits;
- liabilities inherent in exploration and development operations;
- title matters, surface rights and access rights;
- additional funding requirements;
- first nations land claims;
- fluctuations in currency and interest rates;
- competition for, among other things, capital acquisitions of resources, undeveloped lands and skilled personnel;
- risks relating to global financial and economic conditions;
- alteration of tax regimes and treatments;
- changes in mining legislation affecting operations;
- risks relating to environmental regulation and liabilities;
- limited operating history;

- potential claims and legal proceedings;
- operating hazards, risks and insurance; and
- other factors discussed under "*Risk Factors*".

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Those factors should not be construed as exhaustive and should be read with the other cautionary statements in this Prospectus.

These factors should be considered carefully and prospective investors should not place undue reliance on the forward-looking statements. Although we base our forward-looking statements on assumptions that we believe were reasonable when made, which include, but are not limited to, assumptions with respect to the Company's future growth potential, results of operations, future prospects and opportunities, execution of the Company's business strategy, access to adequate services and supplies, access to capital and debt markets and associated costs of funds, availability of a qualified workforce, there being no material variations in the current tax and regulatory environments, future levels of indebtedness and current economic conditions remaining unchanged, we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from the forward-looking statements contained in this Prospectus. In addition, even if our results of operations, financial condition and liquidity, and the development of the industry in which we operate are consistent with the forward-looking statements contained in this Prospectus, those results or developments may not be indicative of results or developments in subsequent periods. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this Prospectus. Investors are cautioned against placing undue reliance on forward-looking statements.

Any forward-looking statements which we make in this Prospectus speak only as of the date of such statement, and we do not undertake, except as required by applicable law, any obligation to update such statements or to publicly announce the results of any revisions to any such statements to reflect future events or developments. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data. All of the forward-looking statements made in this Prospectus are qualified by these cautionary statements.

GLOSSARY OF TERMS

In this Prospectus, the following terms have the meanings set forth below, unless otherwise indicated. Words importing the singular include the plural and vice versa and words importing any gender include all genders.

"**$**" means Canadian dollars, unless otherwise noted.

"**ALX**" means ALX Uranium Corp.

"**Audit Committee**" means the Audit Committee of the Company.

"**BCBCA**" means the *Business Corporations Act* (British Columbia).

"**Board**" means the board of directors of the Company.

"**CEO**" means chief executive officer.

"**CFO**" means chief financial officer.

"**Company**" or "**Miramont**" means Miramont Resources Corp. (formerly Miramont Capital Corp.).

"**Company's Financial Statements**" means the audited financial statements of the Company for the period from incorporation on July 15, 2015 to July 31, 2015 and for the year ended July 31, 2016, attached to this Prospectus as Appendix 1 and the unaudited condensed interim financial statements of the Company for the three month period ended October 31, 2016, attached to this Prospectus as Appendix 3.

"**Exchange**" or "**CSE**" means the Canadian Securities Exchange.

"**Escrow Agent**" means the Transfer Agent, in its capacity as escrow agent for the Shares held in escrow under the Escrow Agreement to be entered into prior to Listing.

"**Escrow Agreement**" means the escrow agreement entered into among the Escrow Agent, the Company, and the Principals, pursuant to which 8,599,166 Shares are held in escrow pursuant to NP 46-201.

"**Listing**" means the proposed listing of the Shares on the CSE for trading.

"**Listing Date**" means the date of the Listing.

"**Midas Gold Property**" or "**Property**" means ten unpatented mining claims encompassing 108 claim units (1,728 hectares or 4,270 acres) situated in townships of Bruyere and Riggs and within National Topographic System (NTS) map area 42 C/08 in the Sault Ste. Marie Mining Division. The approximate UTM center point of the Midas Gold Property is 705700E, 5349338N (NAD 83, Zone 16U) in the Michipicoten Greenstone Belt near Wawa, Ontario as more particularly described in the Technical Report, the majority of which is reproduced in and forms part of this Prospectus, a complete copy of which is available on SEDAR, together with the surface rights, mineral rights, personal property and permits associated therewith.

"**MD&A**" means management's discussion and analysis for the Company for the year ended July 31, 2016 and for the three month period ended October 31, 2016, attached to this Prospectus as Appendix 2 and 4, respectively.

"**NEO**" or "**Named Executive Officer**" means each of the following individuals:

(a) the Company's CEO;

(b) the Company’s CFO;

(c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 *Statement of Executive Compensation*, for that financial year; and

(d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at that financial year.

“**NI 41-101**” means National Instrument 41-101 – *General Prospectus Requirements*, of the Canadian Securities Administrators.

“**NI 43-101**” means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*, of the Canadian Securities Administrators.

“**NI 45-106**” means National Instrument 45-106 – *Prospectus Exemptions*, of the Canadian Securities Administrators.

“**NI 52-110**” means National Instrument 52-110 – *Audit Committees*, of the Canadian Securities Administrators.

“NP 46-201” means National Policy 46-201 – *Escrow for Initial Public Offerings*, of the Canadian Securities Administrators.

“**Option Agreement**” means the mineral property option agreement between the Company and ALX dated October 19, 2016, pursuant to which the Company has an exclusive option to acquire a 100% undivided interest in the Midas Gold Property, located in the Sault Ste. Marie Mining Division of north-central Ontario, consisting of ten mining claims encompassing 108 claim units (1,728 hectares or 4,270 acres) located in the Michipicoten Greenstone Belt near Wawa, Ontario, the particulars of which are described in greater detail in this Prospectus;

"**Principals**" means:

(a) a person of the Company who acted as a promoter of the Company within two years before the date of this Prospectus;

(b) a director or senior officer of the Company or any of its material operating subsidiaries at the time of this Prospectus;

(c) a person or company that holds securities carrying more than 20% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Listing; or

(d) a person or company that: (i) holds securities carrying more than 10% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Listing; and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Company or any of its material operating subsidiaries.

“**Principal Regulator**” means the British Columbia Securities Commission.

"**Prospectus**" means this final non-offering prospectus of the Company dated March 10, 2017, prepared in accordance with NI 41-101, in connection with the Listing, filed with the Principal Regulator (including any supplementary material hereto).

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval (www.sedar.com).

"**Shares**" means the common shares of the Company, having no par value.

"**Stock Option Plan**" means the Company's stock option plan dated November 15, 2016, providing for the granting of stock options to the Company's directors, officers, employees, consultants, and advisors.

"**Technical Report**" means the technical report titled "N.I. 43-101 Technical Report on the Midas Gold Project" prepared in accordance with the requirements of NI 43-101 by Steven Siemieniuk, P.Geo. and J. Garry Clark, P.Geo., both of Clark Exploration Consulting Inc., 1000 Alloy Drive, Thunder Bay, Ontario P7B 6A5, addressed to the Company in respect of the Midas Gold Property, dated January 30, 2017.

"**Transfer Agent**" means the Company's transfer agent and registrar, Computershare Investor Services Inc. ("**Computershare**") at its office at 510 Burrard St, 2nd Floor, Vancouver BC, V6C 3B9.

SUMMARY OF PROSPECTUS

The following is a summary of the principal features of this Prospectus and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus.

The Company

The Company was incorporated on July 15, 2015 pursuant to the BCBCA under the name "Miramont Capital Corp." and on November 18, 2016 changed its name to Miramont Resources Corp. The Company's head office and registered and records office is located at 1026 Belmont Avenue, North Vancouver, British Columbia, V7R 1K2.

The Company has no subsidiaries.

The Company has not, since incorporation, conducted any material commercial operations other than entering into the Option Agreement with ALX. See "*Description of the Business*".

Business of the Company

The Company is engaged in the acquisition, exploration and development of mineral properties in Canada. Its current focus is to conduct the proposed exploration program on the Midas Gold Property as more particularly set out in the Technical Report, along with continuing to identify and potentially acquire additional property interests, assess their potential and engage in exploration activities. See "*Description of the Business*".

Management, Directors, and Officers

Tyson King	*Director, President*
Gordon King	*Director*
Leah Hodges	*Director, Corporate Secretary*
Gerry Shields	*Director*
Lesia Burianyk	*CFO*
Lorne Warner	*Exploration Manager*

Listing

The CSE has conditionally approved the listing of the Shares on the CSE. The listing on the CSE is subject to the Company fulfilling all the listing requirements of the CSE. The Company did not apply to list the Warrants (as defined herein) on the CSE in connection with the filing of the Prospectus with the Principal Regulator.

Funds Available and Use of Available Funds

As at February 28, 2017, the Company had working capital of approximately $633,390. The Company estimates that it will require the following funds to conduct its plan of operations over the next twelve months:

Use of Available Funds	Amount
To pay the estimated cost of the recommended Phase 1 exploration program and budget on the Midas Gold Property as outlined in the Technical Report	$116,875
Prospectus and CSE Listing costs	$25,000
Option Agreement payment (1)	$70,000
Operating expenses for 12 months (2)	$185,500

Unallocated working capital (3)	$236,015
Total	$633,390

(1) Pursuant to the Option Agreement, the Company must pay $70,000 on or before December 31, 2017 to keep the Option under the Option Agreement in good standing.

(2) Estimated operating expenses for the next 12 months include: $10,500 for geological consulting fees (Exploration Manager); $8,000 for insurance; $60,000 for management fees (CFO and President); $36,000 for director fees (excluding the President); $4,000 for office and miscellaneous (includes office supplies and computer); $50,000 for professional fees (audit and legal); $12,000 for office rent; and $5,000 for Transfer Agent and filing fees.

(3) Possible uses of the unallocated working capital amount of $236,015: to fund ongoing operations; future due diligence of other mining claims/concessions; Phase II exploration program; and other uses as may be necessary.

The Company intends to fund its business using the proceeds from prior private placement financings (hereinafter described). The Company intends to spend the funds available to it as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary. The amounts set forth above may increase if we are required to carry out due diligence investigations in regards to any prospective investment or business opportunity or if the costs of the Prospectus or Listing, or negotiating an applicable transaction, are greater than anticipated. See "*Funds Available and Use of Available Funds*".

Risk Factors

An investment in the Shares of the Company should be considered highly speculative and involves a substantial degree of risk, and investors may incur a loss on their investment. The risks, uncertainties and other factors, many of which are beyond the control of the Company, that could influence actual results include, but are not limited to: limited operating history; exchange approval; dependence on the Midas Gold Property; exploration, development and production risks; mineral resources and reserves; obtaining and renewing licenses and permits; no assurances that a commercially viable ore body will ever be discovered or, if discovered, ever put into production; title matters, surface rights and access rights; additional funding requirements; dilution; first nations land claims; environmental risks; limited operating history; lack of operating cash flow; regulatory requirements; mineral prices; infrastructure; risks associated with acquisitions; executive employee recruitment and retention; adverse general economic conditions; claims and legal proceedings; force majeure; uncertainty of use of proceeds; competition; conflicts of interest; dividends; litigation; reporting issuer status; and operating hazards, risks and insurance. See "*Risk Factors*" for additional for a discussion of the foregoing risks and additional risk factors.

Summary of Financial Information

The following selected financial information is subject to the detailed information contained in the Company's Financial Statements and notes thereto appearing elsewhere in the Prospectus. The selected financial information is derived from the Company's Financial Statements. The Company has established July 31 as its financial year end. The following financial data is prepared in accordance with International Financial Reporting Standards ("**IFRS**"). See "*Selected Financial Information and Management's Discussion and Analysis*". The Company's Financial Statements are attached to this Prospectus as Appendix 1 and 3.

	October 31, 2016 (unaudited)	**July 31, 2016 (audited)**	**From Incorporation on July 15, 2015 to July 31, 2015 (audited)**
Total revenues	$Nil	$Nil	$Nil
Exploration expenditures	$Nil	$Nil	$Nil
Business development	$3,750	$1,250	$Nil
Filing fees	$1,070	$345	$414
Office and miscellaneous	$295	$715	$200
Professional fees	$3,500	$10,300	$Nil

Share-based compensation	$Nil	$Nil	$Nil
Loss and comprehensive loss	$8,615	$12,610	$614
Basic and diluted loss per Share	$0.00	$0.00	$0.00
Total assets	$329,272	$44,993	$29,991
Long-term financial liabilities	$Nil	$Nil	$Nil
Cash dividends per share	$Nil	$Nil	$Nil

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated on July 15, 2015 pursuant to the BCBCA under the name "Miramont Capital Corp." and on November 18, 2016 changed its name to Miramont Resources Corp. The Company's head office and registered and records office is located at 1026 Belmont Avenue, North Vancouver, British Columbia, V7R 1K2. The Company has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Business of the Company

The Company is engaged in the acquisition, exploration and development of mineral properties in Canada. Its current focus is to conduct the proposed exploration program on the Midas Gold Property as more particularly set out in the Technical Report, along with continuing to identify and potentially acquire additional property interests and conduct exploration and evaluation of to assess their potential. See "*Description of the Business*".

To this end, the Company entered into the Option Agreement dated October 19, 2016, with ALX, pursuant to which the Company was granted an exclusive option to acquire a 100% undivided interest in the Midas Gold Property, located in the Sault Ste. Marie Mining Division of north-central Ontario, consisting of ten mining claims encompassing 108 claim units (having an area of 1,728 hectares or 4,270 acres) located in the Michipicoten Greenstone Belt near Wawa, Ontario, the particulars of which are described in greater detail below.

For a full description of the Midas Gold Property please see "*Description of the Business*" wherein the majority of the Technical Report is reproduced.

As of the date of this Prospectus, the Company does not have any reportable segments pertaining to its operations. As of the date of this Prospectus, there were no bankruptcy, receivership or similar proceedings against the Company or any voluntary bankruptcy, receivership or similar proceedings by the Company or its predecessors since its inception.

The CSE has conditionally approved the listing of the Shares on the CSE. The listing on the CSE is subject to the Company fulfilling all the listing requirements of the CSE.

The Option Agreement

The Option Agreement provides that in order to exercise the Option to acquire a 100% interest in the Midas Gold Property, the Company must pay an aggregate $200,000 in cash and issue an aggregate 1,000,000 Shares to ALX in accordance with the following schedule:

(a) $15,000 upon the signing of the Option Agreement (completed);

(b) an additional $15,000 on or before December 31, 2016 (completed);

(c) 100,000[(1)] Shares on the Effective Date[(2)];

(d) an additional $70,000 on or before December 31, 2017;

(e) an additional 250,000[(1)] Shares on or before December 31, 2017;

(f) an additional $100,000 on or before December 31, 2018; and

(g) an additional 650,000[(1)] Shares on or before December 31, 2018.

(1) Any Shares issued under the Option Agreement will be subject to such to such hold periods and resale restrictions as may be imposed by the applicable securities laws and the policies of the CSE.

(2) "Effective Date" means the date that is five (5) days after the date of the final Exchange notice of the approval by the Exchange of the Listing.

Upon completion of all of the above payments and Share issuances pursuant to the Option Agreement, the Company will be deemed to have exercised the Option, and thereafter become the legal and beneficial owner of a 100% interest in the Midas Gold Property and ALX will thereupon be required to promptly transfer or cause to be transferred full legal and beneficial title to the Midas Gold Property to the Company (the "**Transfer Date**"). In the event the Company does not complete any of the Option payments or Share issuances required to exercise the Option in accordance with the above schedule, and such failure continues for 30 days after notice in writing to the Company from ALX, at the option of either ALX or the Company, the Option Agreement will terminate and the Company will forfeit its right to acquire the Midas Gold Property.

In accordance with the terms of the Option Agreement, if the Company exercises the Option and acquires the Midas Gold Property, ALX will retain a two percent (2%) net smelter returns royalty (the "**Royalty**") on the Property. The Company will have the right to purchase one-half (½) of the Royalty (being 1% of the 2% Royalty) at any time in consideration of the payment of the sum of $1,000,000 to ALX.

In the event that the Shares are not listed on the Exchange by April 30, 2017, ALX in its discretion may terminate the Option Agreement.

Three Year History

The Company was formed on July 15, 2015. From its formation, the Company has not undertaken any significant business activity other than entering into the Option Agreement and completing the financings described below.

Financings

On July 15, 2015, the Company completed a non-brokered private placement for gross proceeds of $15,250 through the sale of 3,050,000 Shares at a price of $0.005 per Share.

On July 18, 2015, the Company completed a non-brokered private placement for gross proceeds of $2,250 through the sale of 450,000 Shares at a price of $0.005 per Share.

On July 29, 2015, the Company completed a non-brokered private placement for gross proceeds of $50,000 through the sale of 2,500,000 Shares at a price of $0.02 per Share.

On September 2, 2015, the Company completed a non-brokered private placement for gross proceeds of $3,205 through the sale of 64,100 Shares at a price of $0.05 per Share.

On September 15, 2015, the Company completed a non-brokered private placement for gross proceeds of $3,050 through the sale of 61,000 Shares at a price of $0.05 per Share.

On October 6, 2015, the Company completed a non-brokered private placement for gross proceeds of $4,250 through the sale of 85,000 Shares at a price of $0.05 per Share.

On December 17, 2015, the Company completed a non-brokered private placement for gross proceeds of $4,500 through the sale of 90,000 Shares at a price of $0.05 per Share.

On October 17, 2016, the Company completed a non-brokered private placement for gross proceeds of $16,500 through the sale of 330,000 Shares at a price of $0.05 per Share.

On October 28, 2016, the Company completed a non-brokered private placement for gross proceeds of $204,342 through the sale of 4,086,832 Shares at a price of $0.05 per Share.

On November 16, 2016, the Company completed a non-brokered private placement for gross proceeds of $423,333 through the sale of 4,233,332 units (the "**Units**") at a price of $0.10 per Unit. Each Unit consisted of one Share and one transferable Share purchase warrant (each a "**Warrant**"). Each whole Warrant entitles the holder to purchase, for a period of two years from the date of issue, one additional Share at an exercise price of $0.15 per Share.

Trends

There are no current trends in the Company's business that are likely to impact on the Company's performance.

NARRATIVE DESCRIPTION OF THE BUSINESS

Stated Business Objective

The principal business carried on and intended to be carried on by the Company is the acquisition, exploration and development of natural resource properties. The Company intends on expending its working capital and net proceeds raised from its completed financings (see "*General Development of the Business – Financing*") to pay the balance of the estimated costs in connection with the Listing, to carry out exploration work on the Midas Gold Property, to pay the cash payment to ALX at Listing due in accordance with the Option Agreement, to pay for administrative costs for the next twelve months and for general working capital. The Company may decide to acquire other properties in addition to the Midas Gold Property described below. The Company may decide to acquire other properties other than the Midas Gold Property, if and when the Midas Gold Property is acquired in accordance with the terms of the Option Agreement.

The Midas Gold Property

The following represents information summarized from the Technical Report on the Midas Gold Property co-authored by Steven Siemieniuk, P. Geo and J. Garry Clark P. Geo, each a Qualified Person (as defined in NI 43-101), prepared in accordance with the requirements of NI 43-101. All Figures 1 through 12, inclusive, and Tables 1 through 2 from the Technical Report are reproduced in and form part of this Prospectus; a complete copy of the Technical Report is available for review, in color, on SEDAR at the following website: www.sedar.com.

Property Description and Location

The mining claims that comprise the Midas Gold Property are located roughly 26 kilometers east-southeast of Dubreuilville, Ontario and 52 kilometers north-northeast of Wawa, Ontario. The Midas Gold Property is situated in the townships of Bruyere and Riggs and within NTS map area 42 C/08 in the Sault Ste. Marie Mining Division. The approximate UTM center point of the Midas Gold Property is 705700E, 5349338N (NAD 83, Zone 16U). The Midas Gold Property consists of ten unpatented mining claims (108 claim units) covering an area of 1,728 hectares or 4,270 acres.

On October 19, 2016, Miramont entered into the Option Agreement, with ALX, to acquire a 100% interest in the Midas Gold Property, as outlined in Table 1 and Figure 2, from ALX in return for cash and share considerations noted below:

1. Issuing to ALX the following shares:
    a. 100,000 on the Effective Date;
    b. an additional 250,000 Shares on or before December 31, 2017; and
    c. an additional 650,000 Shares on or before December 31, 2018.

2. Paying ALX the following:
    a. $15,000 upon signing of the Option Agreement;
    b. an additional $15,000 on or before December 31, 2016;
    c. an additional $70,000 on or before December 31, 2017; and
    d. an additional $100,000 on or before December 31, 2018.

Upon successfully completing the earn-in phase of the Option Agreement, ALX will transfer 100% legal title to the Property to Miramont with ALX retaining a 2% Net Smelter Return royalty (NSR) on claims. Miramont has the right to purchase one-half of the NSR (or 1%) at any time for $1,000,000.

Miramont may terminate the Option Agreement upon giving 30 days notice to ALX and providing ALX with copies of all data and information related to the Property together with (if applicable) a final report on all work carried out, as well as all drill core and unprocessed assay samples, remove any equipment and buildings from the property within 180 days, perform any and all reclamation work required, and leave the claims in good standing for at least two years following the date of termination.

Table 1: Midas Gold Property claim details.

Claim Number	Township / Area	Claim Units	Recording Date	Claim Due Date	Percent Option	Work Required	Total Applied	Total Reserve
4220834	BRUYERE	6	2007-Dec-17	2019-Dec-17	Michael Tremblay* (50%), Lakeland Resources** (50%)	$2,400	$24,000	$144,485
4251911	BRUYERE	16	2009-Oct-22	2017-Oct-22	Michael Tremblay (50%), Lakeland Resources (50%)	$6,400	$38,400	$0
4251915	BRUYERE	6	2010-Feb-23	2017-Feb-23	Lakeland Resources (100%)	$2,400	$12,000	$24,528
4251917	BRUYERE	11	2010-Feb-23	2019-Feb-23	Lakeland Resources (100%)	$4,400	$30,800	$32,492
4256764	BRUYERE	16	2011-Jan-12	2018-Jan-12	Lakeland Resources (100%)	$6,400	$32,000	$0
4256765	BRUYERE	12	2011-Feb-25	2017-Feb-25	Lakeland Resources (100%)	$4,800	$19,200	$0
4256766	BRUYERE	6	2011-Feb-25	2017-Feb-25	Lakeland Resources (100%)	$2,400	$9,600	$0
4257767	BRUYERE	16	2011-Feb-25	2017-Feb-25	Lakeland Resources (100%)	$6,400	$25,600	$0
4257771	BRUYERE	15	2011-Feb-25	2017-Feb-25	Lakeland Resources (100%)	$6,000	$24,000	$0
4240492	RIGGS	4	2009-Jun-19	2017-Jun-19	Lakeland Resources (100%)	$1,600	$9,600	$0

* Lakeland holds executed transfers from Michael Tremblay
** In September 2015, ALX resulted from a business combination between Lakeland Resources Inc. and Alpha Exploration Inc.

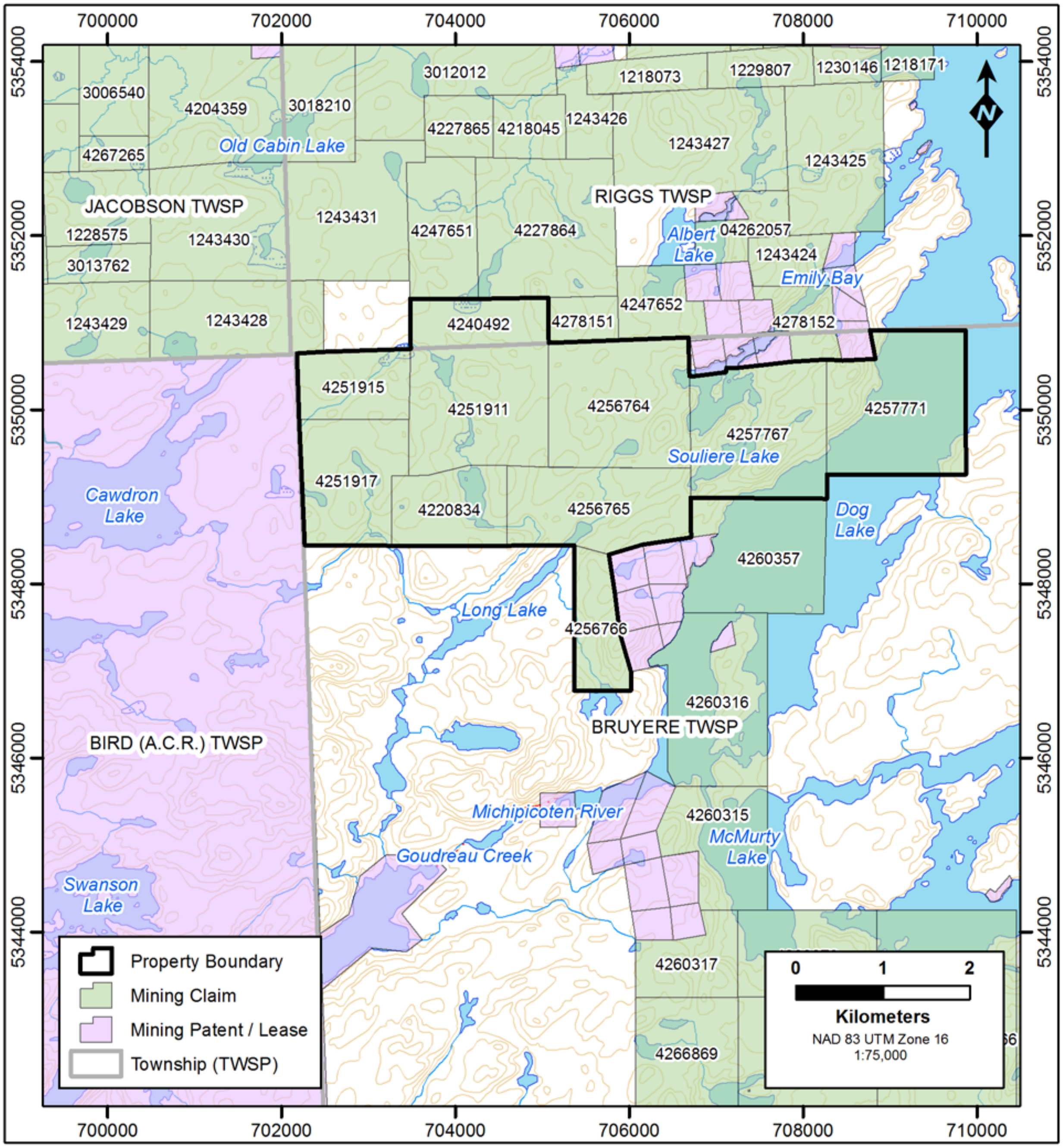

Figure 1: Midas Gold Property claim map.

The claims comprising the Midas Gold Property have not been legally surveyed. All claims are currently in good standing. The government of Ontario requires expenditures of $400 per year per unit, prior to expiry, to keep the claims in good standing for the following year. The report must be submitted by the expiry date.

There are no known environmental liabilities associated with the property. The proposed exploration program in this report is subject to the guidelines, policies and legislation of the Ontario Ministry of Northern Development and Mines, Ontario Ministry of Natural Resources and Federal Department of Fisheries and Oceans regarding surface exploration, stream crossings, and work being carried out near rivers and bodies of water, drilling and sludge disposal, drill casings, capping of holes, storage of core, trenching, road construction, waste and garbage disposal.

The Ontario Mining Act requires Exploration Permits or Plans for exploration on Crown Lands for any activity outside of prospecting or mapping and sampling. The permit and plans are obtained from the Ministry of Northern Development and Mines. Processing periods of 50 days for a permit and 30 days for a plan while the documents are reviewed by the Ministry and presented to the Aboriginal communities whose traditional lands are located where the work is to be executed.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The mining claims that comprise the Midas Gold Property are located roughly 26 kilometers east-southeast of Dubreuilville, Ontario and 52 kilometers northeast of Wawa, Ontario.

The Property is accessed from Dubreuilville by travelling a series of gravel surfaced forestry roads for a total of approximately 36 kilometers. From this point the Property is accessed by a series of drill trails that extend southerly into the areas of 2011 and 2013 diamond drilling. These trails are ATV and foot accessible.

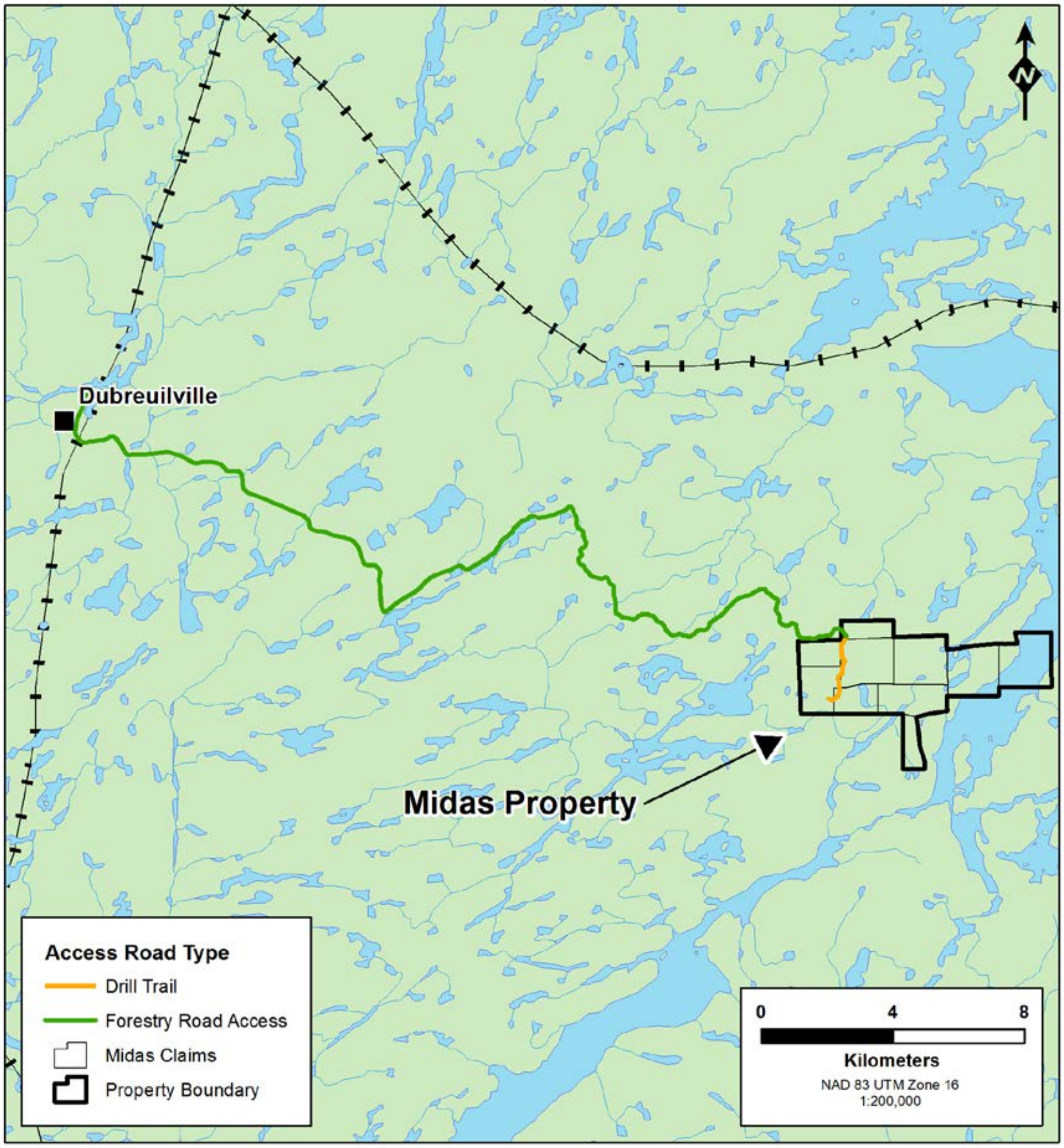

Figure 2: Property access map.

The following description of topography and climate has been modified from Hunt (2013). The Property consists of topography characterized by small hills surrounded by narrow incised valleys that appear to align with both with structural features of the underlying bedrock and glacial direction. The two most prominent topographic lineament azimuths are at 230° (ice direction) and 150° to 170°. Small wetland areas occupy topographic depressions. Elevations generally range from just under 350m to 410m. Tree cover consists of white and jack pine, birch, spruce and balsam on elevated topography, and cedar, spruce, birch and tamarack in swampy lowlands. Overburden is comprised of boulder laden glacial till and outwash deposits, with muskeg and organic deposits in low-lying areas. Poorly exposed outcrop is estimated to make up no more than 10% of the total area (Hunt 2013).

The area exhibits a northern boreal climate, with short, warm summers and cold winters with moderate snowfall. Freezing temperatures can be expected from late October through mid-May. Ground access to the property might be hampered in spring by wet and slippery conditions along roads and trails.

The closest community of any appreciable size is Wawa, Ontario, with a population of approximately 3,500. Wawa is located on Trans-Canada Highway 17, a distance of approximately 104 km from the Property by road. Wawa is a forestry, mining and tourism oriented community and could be a source of some exploration and mining equipment, supplies and personnel.

The area is serviced by Trans-Canada Highway 17 extending west to Thunder Bay and east to Sault Ste. Marie, both within a day's drive. Rail transportation is available via the Canadian National Railway main line that passes within 9 km north of the property, and the Algoma Central Railway through Dubreuilville, 22 km west-northwest of the property. The Wawa airport, with a paved runway, has no scheduled commercial flights at the present time. The Thunder Bay and Sault Ste. Marie Airports host numerous commercial flights daily. Several small lakes, ponds and streams on the claim group could supply limited quantities of water. Electric power is available at Dubreuilville. The closest source of natural gas is the Trans-Canada line lying along the Highway 11 corridor, 160 km to the north.

The current land holdings are sufficient to allow for exploration. There are currently no encumbrances on surface rights and the potential surface rights holdings can be triggered when the claims go to lease. However, it is beyond the author's scope to determine whether or not the current land holdings are sufficient for development of infrastructure to sustain a mining operation.

History

The following describes historical exploration and work conducted by previous operators within the boundaries of the Midas Gold Property. Any work mentioned that falls outside of the current Property boundary is clearly stated as being such. The historical information is based on information obtained from assessment files pertaining to NTS area 42 C/08 obtained digitally on the Ministry of Northern Development and Mines online geoscience database. It should be noted that the historical property boundaries associated with the following reports in the information below were not the same as those of the current claims. In many cases assay results from these materials are not supported by signed assay certificates and therefore cannot be verified by the author.

Reference to AFRI and AFRO #'s are provided to assist the reader in finding the referenced reports. These numbers can be searched online at www.geologyontario.mndm.gov.on.ca.

Figures referred to in Exploration History are at the end of "Exploration History".

Property Ownership

The claims making up the current Property (Table 1, Figure 1) have had no previous owners other than the original Optionors (M. Tremblay, J. Robert and R. Salo), the First Optionee (ALX) and the Second (current) Optionee (Miramont).

Exploration History

<u>Pre-1953 - W. Garvey</u>

AFRI #: 42C08SE0031

4 diamond drill holes were completed in the western portion of claim 4257767. These holes are reported to have intersected mafic metavolcanic rocks however no drill logs or assay results are available.

<u>1977 - Ontario Geological Survey</u>

P. Srivastava and G. Bennet mapped Riggs and West Townships in 1977 for the Ontario Geology Survey with results published in OGS Map M2353. Bruyere Township has never been mapped at a Township scale by the Ontario Geological Survey.

<u>1981 - Kingswood Explorations Limited</u>

AFRI #: 42C08SE0027

AFRI #: 42C08SE0028

AFRI #: 42C08SE0029

In 1981 Kingswood Explorations Limited completed geological mapping, ground magnetometer and VLF-EM surveys on their W. N. Millar Property which covers the eastern half of claim 4256765, claim 4256766, 260316 and the western half of 4260357 of the current property.

<u>1983 - Kingswood Explorations Limited</u>

AFRI #: 42C08SE0024

In 1983 Kingswood Explorations Ltd. carried out a program consisting of geological mapping, soil sampling, ground magnetics and induced polarization surveys on a claim group covering the south-eastern half of the present Midas Gold Property. Several chargeability and resistivity anomalies as well as gold-in-soil anomalies (characterized by gold values > 20ppb) were identified. An assay of 3.429 g/t Au was reported from a small trench near the central part of the eastern boundary of claim 4256766. Further exploration, including several diamond drill holes, was recommended based on the results of this work.

<u>1984 - Kingswood Explorations Limited</u>

AFRI #: 42C08SE0026

In the winter of 1984 Kingswood Explorations Ltd. conducted an 11 hole (647.4 meter) diamond drill program. Four of the holes were drilled on the present Midas Gold Property with the remainder of the drill holes testing targets on the Millar occurrence. Holes K-3-84, K-4-84 and K-9-84 were drilled to test IP anomalies along the eastern boundary of claim 4256766, and K-11-84 was drilled to test an IP anomaly in the southwest corner of 4260316. Hole K-4-84 reported 2.61 g/t gold over 0.54m in a sericite-quartz fault breccia with 10 to 20% pyrite and 2% chalcopyrite. The other holes did not report any significant gold values.

<u>1985 - H. Ferderber Geophysics</u>

AFRI #: 42C08NE0044

In 1985 H. Ferderber Geophysics flew a fixed-wing airborne magnetics and VLF-EM geophysical survey over several large areas, including the whole of the current Midas. Several VLF-EM conductor axes were identified on the Property.

<u>1985 - Kingswood Explorations Limited</u>

AFRI #: 42C08SE0023

In 1985 Kingswood Explorations Ltd. carried out an airborne magnetic and VLF-EM geophysical survey covering all but the northwest quarter of the Property.

<u>1986 - Consolidated Thompson-Lundmark Gold Mines Ltd.</u>

AFRI #: 42C08SE0016

In 1986 Consolidated Thompson-Lundmark Gold Mines Ltd. carried out a program of reconnaissance geological mapping, rock sampling and lithogeochemistry in the southeast quarter of the Midas claim group. At the Camp Vein, situated immediately west of the small lake occupying the eastern part of Claim SSM 4220834, a network of north-easterly and northwesterly striking quartz veins returned assays from 1.03 g/t Au across 0.10m to 18.51 g/t over 0.10m. In addition, a few rock lithogeochemistry samples returned values of greater than 10 ppb gold. Follow-up work consisting of line cutting, grid mapping and prospecting, mag and VLF-EM geophysical surveys and possible diamond drilling, was recommended.

1986 - Consolidated Thompson-Lundmark Gold Mines Ltd.

AFRI #: 42C08SE0507

In 1986 the property was extended westward by Consolidated Thompson-Lundmark Gold Mines Ltd. to cover all of Claims SSM 4220834 and 4251917. A grid was cut, and geological, sampling, ground magnetic and VLF-EM, and induced polarization surveys were completed. Follow up work consisting of additional induced polarization surveys and 900m of diamond drilling were recommended.

1987 - Ontario Geological Survey

In 1987 the Ontario Geological Survey contracted an airborne geophysical (DIGHEM) and total field magnetic survey over a large area including the Midas Gold Property. Results covering the Midas Gold Property are published on OGS Map 81019.

1987 - Fenton Scott

AFRI #: 42C08SE0018

In the winter of 1987 Fenton Scott drilled 4 diamond drill holes, totalling 682.1m, to test an electromagnetic conductor axes in the Dog Lake area. Three of the four holes were drilled in the south-eastern half of present claim SSM 4260357. One hole was lost in overburden. The other two holes intersected granodiorite, quartz diorite and minor mafic volcanics. No significant mineralization was reported.

1987 - Cominco Limited

AFRI #: 42C08SE0017

In 1987 Cominco Ltd. carried out a magnetic and VLF-EM survey on a property that overlapped the south-eastern corner of Midas Claim SSM 4251911. North-easterly striking VLF-EM axes were thought to be related to bedrock shear zones. Geological mapping was recommended to evaluate the conductors.

1987 - Tenoga Consultants Inc.

AFRI #: 42C08SE0019

In 1987 Tenoga Consultants Inc. carried out a DIGHEM III and magnetic airborne survey over the entire property area.

1988 - Cominco Ltd.

AFRI #: 42C08SE0015

In 1988 Cominco Ltd. completed two diamond drill holes in the southeast corner of claim SSM 4256764 and the southwestern part of 4287767 to test beneath old trenches. The holes intersected locally carbonatized mafic volcanics, with one quartz-feldspar dyke noted. Sulfide concentrations (pyrite and pyrrhotite) of up to 10% were observed, with local trace amounts of chalcopyrite. No assays were noted on the drill logs.

1989 - Kingswood Explorations Ltd.

AFRI #: 42C08SE0014

In 1989 Kingswood Explorations Ltd. carried out a short program of trenching and ground-truthing of electromagnetic anomalies a short distance west of Souliere Lake, in the north-eastern part of claim SSM 4256765. No significant gold values were reported.

1989 - Consolidated Thompson-Lundmark Gold Mines Ltd

AFRI #: 42C08SW0505

AFRI #: 42C08SW0564

In 1989 Consolidated Thompson-Lundmark Gold Mines Ltd. carried out additional rock assay and lithogeochemical sampling on their grid covering Claims SSM 4220834 and 4251917.

2010 - R. Salo and J. Robert

Following the staking of the five westernmost claims of the current property, a prospecting program was carried out by R. Salo and J. Robert during the fall of 2010 (Salo, 2010). Examination of historic gold showings in the north-western corner of claim SSM 4220834, extending into the eastern part of 4251917 returned assays of up to 14.30 g/t Au.

2011 - ALX Uranium Corp.

ALX optioned the property in January of 2011 and subsequently conducted line cutting, ground geophysics, trenching, mapping and diamond drilling.

Shortly after optioning the Property an induced polarization (I.P.) and magnetic survey was over a small grid cut in the southwestern portion of the Property. A final report on the survey is not available however plan maps of total field magnetics, I.P. chargeability and resistivity are available as well as I.P. pseudosections.

I.P. chargeability anomalies and magnetic features were the main targets of the initial phase of diamond drilling (Phase 1) conducted between February and March, 2011. A total of 5 holes (Phase 1) were drilled for a total of 863 meters (M-11-01 to M-11-05). Results from both Phases 1 and 2 are shown below in Table 2.

Table 2: 2011 Diamond Drill Program, Significant Gold Assay Values (only assays greater than or equal to 1.00 g/t gold considered significant). From Hunt (2013).

DDH	From (m)	To (m)	Au (g/t) / m	Description and Comments
M-11-01	33.00	34.00	1.060 / 1.00	Mafic volcanics, carbonate and rust-staining in quartz stringer zone, locally up to 50% py and po.
	36.00	37.00	1.440 / 1.00	Mafic volcanics, quartz stringer zone, locally up to 50% py and po.
	55.00	57.00	4.610 / 2.00	Mafic volcanics, locally porphyritic and siliceous, occasional quartz-ankerite veining, 2 to 5% pyrite. Composite of 2 samples.
M-11-03	55.40	56.80	1.060 / 1.40	Mafic volcanics, 5% white quartz-carbonate veinlets, trace pyrite.
M-11-04	45.70	50.40	5.924 / 4.70	Sulphide facies iron formation, up to 20% quartz-carbonate bands, veinlets and up to 25% disseminated and banded combined py and po. Composite of 5 samples.

DDH	From (m)	To (m)	Au (g/t) / m	Description and Comments
M-11-05	21.00	22.00	1.340 / 1.00	Mafic volcanics, possibly minor quartz-ankerite veinlets, trace pyrite
	28.90	30.90	7.025 / 2.00	Sulphide facies iron formation, 10% cherty bands, 10 to 20% quartz-carbonate veining, interbedded pyrite and pyrrhotite. Composite of 2 samples
M-11-06	37.00	38.00	1.246 / 1.00	Mafic volcanics, bleached and sericite, with trace pyrite.
	50.00	51.50	1.166 / 1.5	Possibly sedimentary mineralized zone. Silica-ankerite-albite alteration, trace pyrite. Composite of 2 samples
	55.30	56.15	1.128 / 0.85	Possibly sedimentary mineralized zone, silicified-chloritized-ankerite breccia zone, up to 10% pyrite.
M-11-08	56.50	57.50	2.391 / 1.00	Mineralized zone. Quartz-chlorite-pyrite-ankerite breccia, local tourmaline and sericite, variable pyrite. Composite of 2 samples.
	82.50	83.00	1.848 / 0.50	Mineralized zone. Quartz-pyrite-ankerite-albite-chlorite alteration, banded and brecciated, variable sulphides.
M-11-09	59.20	61.00	4.041 / 1.80	Quartz stringer breccia zone in mafic volcanics. 60% quartz-ankerite stringers, 10% pyrite and trace chalcopyrite. Composite of 3 samples.
M-11-11	57.00	57.60	1.370 / 0.60	Mafic volcanic alteration zone, silica-albite alteration, locally up to 5% pyrite.
M-11-14	11.60	12.25	1.049 / 0.65	Mafic volcanics, bleached, 5% pyrite.
	36.50	37.50	3.328 / 1.00	Mafic volcanic alteration zone. Quartz-ankerite stringers, trace pyrite.

During the spring and early summer of 2011 a number of areas were stripped off and channel sampled and a portion of the grid was mapped. Three rough sketches of stripped areas 7, 9 and 10 were completed. A partially digitized version of stripped area 7 was completed. The stripped areas are illustrated on Figure 11.

A total of 92 samples were taken, with 8 samples returning values over 500 ppb Au (Table 3). All of the 8 samples over 500 ppb were from stripped area 7.

Table 3: Gold assay results over 500 ppb from 2011 channel sampling. All samples are from stripped area 7. Table sorted by sample number.

Sample	Length (m)	Description	Au g/t
1225701	1.00	1a- hornfelsed-20% py locally	9.31
1225707	1.00	1a-hornfels-2-3% py/po 2cm flat veins	0.911

1225718	1.05	hornfels, 2+8cm N-S veins 5-10% py/po on margins	0.703
1225719	0.89	1a hornfels-cc alt'n massive py on margins of 5cm N-S vein	0.624
1225720	0.85	hornfels tr py 1.5 + 3 cm N-S veins	1.05
1225724	0.97	hornfels ank 20% pyd(25cm) 1cm n25e veinlts	1.77
1225753	1.20	1a hornfels with silicif. Tr py	0.964
1225754	1.02	mV ank, 25-50% flat QAS, 10% py	0.759

ALX completed a Phase 2 eleven hole, 1,490 meter diamond drill program was conducted in August of 2011 (M-11-06 to M-11-16). The program was designed to follow up on Phase 1 results as well as test additional I.P. anomalies and magnetic features. Highlights of results are shown above in Table 2.

Recommendations included extending the current grid to the east to cover the Camp Vein, completion of grid and stripped area mapping, detailed airborne magnetics, prospecting of areas outside of grid and diamond drilling.

2013 – New Dimension Resources Ltd.

During 2013 New Dimension Resources carried out a program consisting of prospecting, stripped area mapping, channel sampling and diamond drilling. An initial property visit revealed that a number of stripped areas from 2011 were not mapped and channel sampled.

Between October 15th and November 17th, 2013 a number of these stripped areas from were mapped and sampled.

New Dimension Resources Ltd. then completed an eleven-hole diamond drill program totalling 1,499 meters of NQ drill core. The drill program was conducted between October and November of 2013 and drilling was supervised by Clark Exploration Consulting geologist Steven Siemieniuk, P.Geo. as well as Mike Tremblay.

The 2013 diamond drill program was designed to test the along strike and down dip extensions of gold mineralization encountered in previous drilling. Drill holes were also positioned to better define structural corridors that are key to the distribution of mineralization.

Highlights of the 2013 diamond drill program are provided in the table below:

Drill Hole	Zone	Dip	From (metres)	To (metres)	Drill Intercept (metres)	Gold (g/t)
MC-13-17	GZ1	-50°	43.30	45.50	2.20	0.402
			46.50	**47.00**	**0.50**	**1.870**
			61.00	61.50	0.50	0.317
MC-13-18	GZ1	-70°	**37.20**	**38.00**	**0.80**	**1.145**
			38.90	39.80	0.90	0.786

Drill Hole	Zone	Dip	From (metres)	To (metres)	Drill Intercept (metres)	Gold (g/t)
MC-13-19	GZ1	-50°	**16.80**	**17.80**	**1.00**	**1.084**
			47.30	**48.80**	**1.50**	**7.598**
including			**47.80**	**48.30**	**0.50**	**15.391**
and			**48.30**	**48.80**	**0.50**	**6.241**
MC-13-20	GZ1	-70°	No significant results			
MC-13-21	GZ1	-70°	**25.70**	**27.70**	**2.00**	**1.598**
			32.40	**33.00**	**0.60**	**1.487**
			39.00	41.00	2.00	0.478
MC-13-22	GZ2	-45°	56.70	57.70	1.00	0.330
			63.45	64.45	1.00	0.880
			178.00	179.00	1.00	0.782
MC-13-23	GZ2	-45°	44.10	45.10	1.00	0.422
			45.75	46.25	0.50	0.679
			49.15	**50.10**	**0.95**	**1.213**
			77.40	78.00	0.60	0.748
MC-13-24	GZ2	-65°	**49.40**	**50.60**	**1.20**	**1.987**

Geological Setting and Mineralization

Regional Geology

The Midas Gold Property lies within the 2.745 Ga Wawa Assemblage of the Michipicoten Greenstone Belt of the Wawa-Abitibi Terrane of the Superior Province. Most geologists accept a correlation between the Wawa and Abitibi terranes across the transverse Kapuskasing uplift (Percival, 2007) (Figure 4).

The Michipicoten Greenstone Belt, including the adjacent Gamitagama and Mishubishu greenstone belts, is one of the key localities with respect to the Superior Province (Wawa Subprovince) geology, partly because of the importance of its Algoma-type iron formations, partly because many important concepts of greenstone belt geology are based there, and partly because it contains a record of volcanism, sedimentation and plutonism that spans at least 240 Ma of Archean time (Card and Poulsen 1998).

Mineralization occurs in two main regions within the Wawa Subprovince: the Michipicoten-Mishubishu belt in the Wawa area and the Shebandowan-Schreiber belt to the west (Percival, 2007). Gold deposits in the Michipicoten-Mishubishu region mainly occur within veins associated with shear zones in plutonic rocks of variable composition and age.

The Michipicoten Greenstone Belt is a structurally and stratigraphically complex assemblage of volcanic, sedimentary and intrusive rocks that were metamorphosed to greenschist and amphibolite facies (Attoh 1981; Williams et al. 1991). To the east and south, the Michipicoten greenstone belt and satellite Gamitagama greenstone belt are bounded by plutonic rocks of the Wawa gneiss domain, mainly tonalite gneiss with abundant granitic intrusions (Card and Poulsen 1998). The north-eastern Wawa Subprovince consists of similar gneissic and plutonic rocks along with the small Saganash Lake and Kabinakagami Lake greenstone belts. At the eastern edge of the Michipicoten greenstone belt, a Meso-archean sequence (Cycle 1) of basalt and komatiite, overlain by calc-alkaline tuff, is intruded by the 2888 Ma Hawk granite and 2881 Ma felsic sills (Sage 1994; Card and Poulsen 1998). This sequence is in contact with 2747 Ma tonalite gneiss cut by 2698 Ma intrusions of the Whitefish Lake batholith. The Meso-archean rocks may represent a basement to the younger volcanic succession (Jackson and Sutcliffe, 1990). The Meso-archean and Neo-archean supracrustal rocks form at least three mafic-felsic cycles with intercalated sediments, notably the thick Helen iron formation that caps the lower cycle and consists of a lower siderite member, a middle pyritic carbonate member, and upper chert-carbonate and black-shale members (Goodwin 1962; Sage 1987; Sage 1994). Cycle 2 is a 2749 to 2746 Ma and 2729 Ma sequence consisting of tholeiitic basalt and andesite overlain by calc-alkaline dacite and rhyolite (Sage 1994; Card and Poulsen 1998). The upper volcanic cycle (Cycle 3), which is separated from the lower cycles by the Dore conglomerate containing tonalite clasts as young as 2698 Ma, consists of tholeiitic basalt with minor komatiite, capped by 2701 to 2691 Ma calc-alkaline felsic volcanic and clastic sedimentary rocks that include wacke, arkose, polymictic conglomerate and oligomictic quartz conglomerate (Sage 1994; Card and Poulsen 1998). Detrital zircons from the sedimentary rocks are as young as 2680 Ma (Corfu and Sage 1992), demonstrating that these sediments, like similar sequences in the Abitibi greenstone belt, were deposited following major volcanism. The petrography of the wacke units indicates that they were derived from bimodal mafic-felsic volcanic sequences (Ayres 1983).

Several suites of plutonic rocks ranging in composition from gabbro to monzogranite and syenite occur in and around the Michipicoten Greenstone Belt. Early tonalite, trondhjemite and granodiorite plutons with ages of 2747 to 2737 Ma, 2729 to 2721 Ma and 2698 to 2693 Ma, respectively – similar to the ages of the main volcanic cycles – are probably syn volcanic and have characteristics consistent with derivation from melting of basaltic sources (Card and Poulsen 1998).

The rocks of the Michipicoten and Gamitagama Greenstone Belts have been repeatedly deformed and metamorphosed under low-pressure, greenschist to lower amphibolite facies conditions (Ayres 1969, 1983; Studemeister, 1983; McGill and Shrady 1986; Arias and Helmstaedt 1990; McGill 1992; Sage 1993 and 1994). Early structures include major recumbent folds, thrusts and associated cleavages (Card and Poulsen 1998). Later superimposed upright folds are accompanied by steep cleavages. The latest structures include northeast-trending shear zones that host auriferous vein systems (Heather 1989) and northerly-trending sinistral faults.

The Michipicoten-Mishubishu mineral belt is dominated by iron and gold deposits; lesser prospects include nickel sulphide and copper-vein deposits. Iron formation deposits are widely distributed in this region. Gold deposits also typify the Michipicoten-Mishubishu mineral belt. Most of these occur in a linear zone extending west-southwest from Renabie in the east, through the Goudreau-Lochalsh area, to Mishubishu Lake. Although the gold deposits of this area occur in a terrane with extensive iron formations, they display a remarkable association with altered shear zones and plutonic rocks regardless of composition or age (Studemeister, 1985; Studemeister and Kilias 1987; Heather and Arias 1987 and 1992).

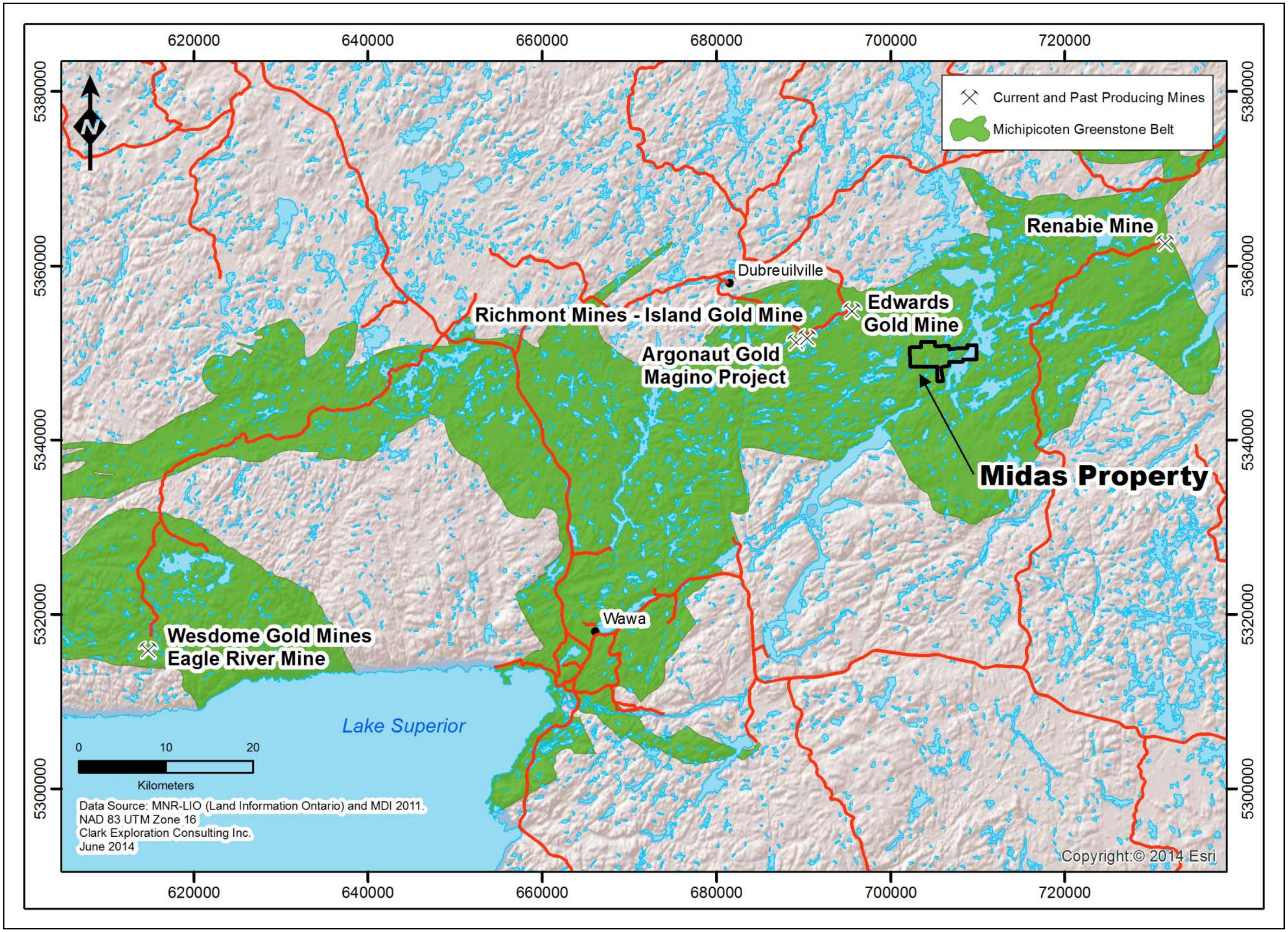

Figure 3: Location of the Midas Property within the Mishibishu Greenstone Belt showing past and presently producing mines.

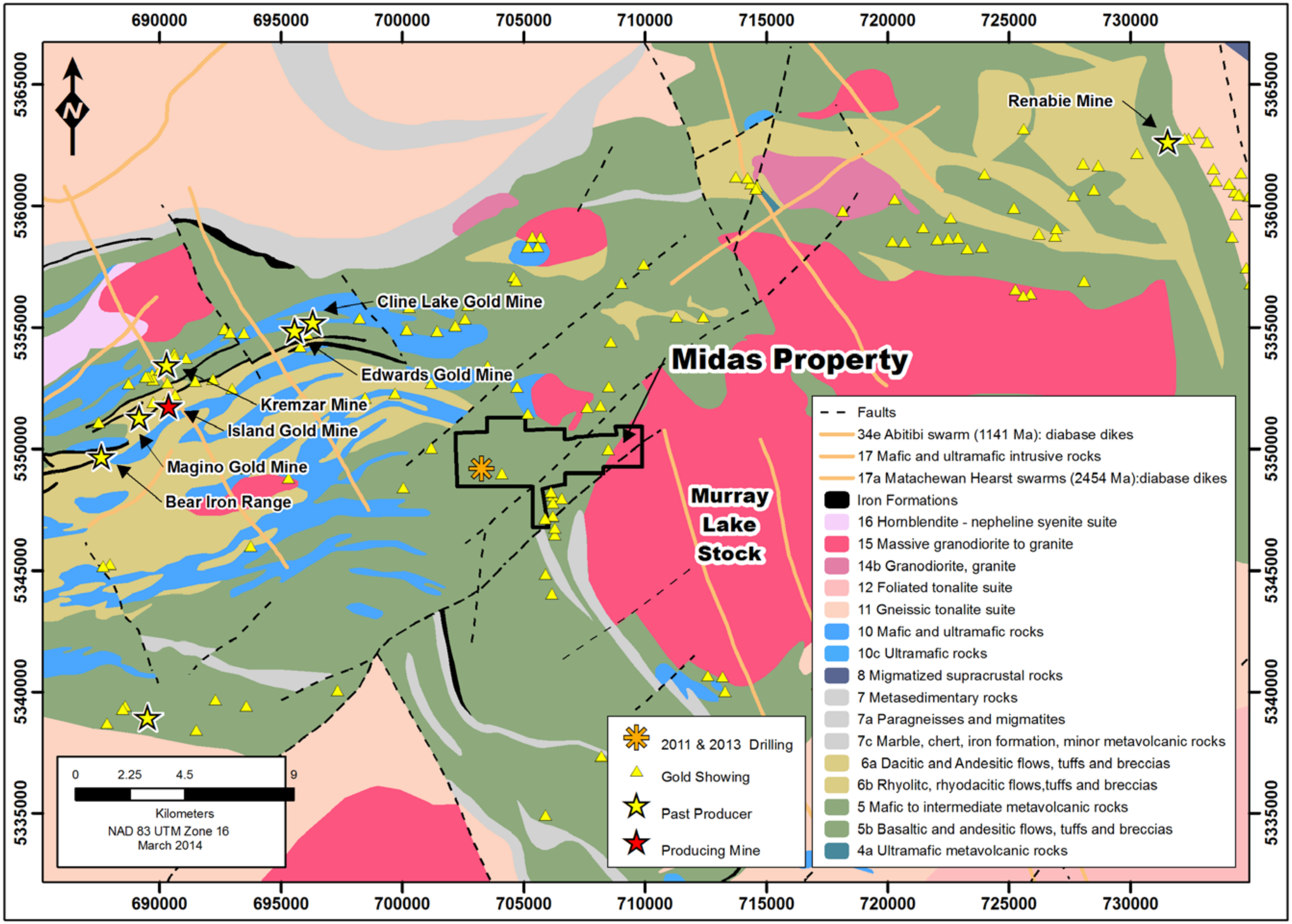

Figure 4: Regional geology of the Midas Property.

Property Geology

The Midas Gold Property is predominantly underlain by a series of east-north-easterly striking iron tholeiitic massive and pillowed basalt flows intercalated with very minor intermediate volcanic components. Previous operators have logged thin sulfide facies iron formations during the 2011 drilling program but these have been reinterpreted by the author as sulfide mineralized shear zones. These mineralized shear zones appear to correlate with the I.P. chargeability anomalies mapped on the Property.

Diabase dykes are present on the Property exposed in stripping, intersected in drill core and appear to correlate well with magnetic anomalies.

Small (decimeter to 1-2 meters in width) late dykes are present in drill core but not observed in outcrop. These dykes are black, aphanitic, carbonaceous and xenocryst rich.

Previous operators mapped several irregularly-shaped ultramafic volcanic flow horizons that were defined partly on the basis of spinifex texture. No ultramafic flows were logged in the 2011 program however some large, tabular ankerite alteration was present giving the appearance of pseudo-microspinifex. It should also be noted that fuschite was logged in the 2011 drill program suggesting the presence of ultramafic rocks.

In the eastern part of the property, mafic volcanic flows are often shown as being intercalated with gabbroic sills or intrusions. Keeping with the opinion of Hunt (2013) it is possible that these rocks are, in fact, more massive portions of the volcanic flow sequences.

Alteration within the Midas 2011 grid area appears to be common and consists of widespread silicification and carbonitization often associated with shearing (Hunt, 2013). During the 2013 drill program widespread pervasive carbonitization was noted in drill core and strong silicification was associated on the flanks of mineralized shear zones.

East-north-easterly striking fault or shear zones, including the Emily Bay Deformation Zone (EBDZ), are commonly observed. These faults or shears are either identified by surface lineaments or by magnetics and north-northwest to northwest striking fault zones or lineaments make up a second common structural dimension.

The EBDZ is located on the west side of Dog Lake in southern Riggs Township. The EBDZ is a 500 m wide, east-northeast trending zone of intense ductile shearing and weakly to strongly strained rocks. The EBDZ can be traced up to 4 km to the southwest of Dog Lake but cannot be traced to the eastern side of Dog Lake. The EBDZ is localized within massive to pillowed mafic metavolcanic rocks that are deformed to chlorite-calcite and chlorite-iron carbonate schists within several discrete ductile shear zones. These shear zones are NE-trending and vary in width from 1 m to greater than 30 m.

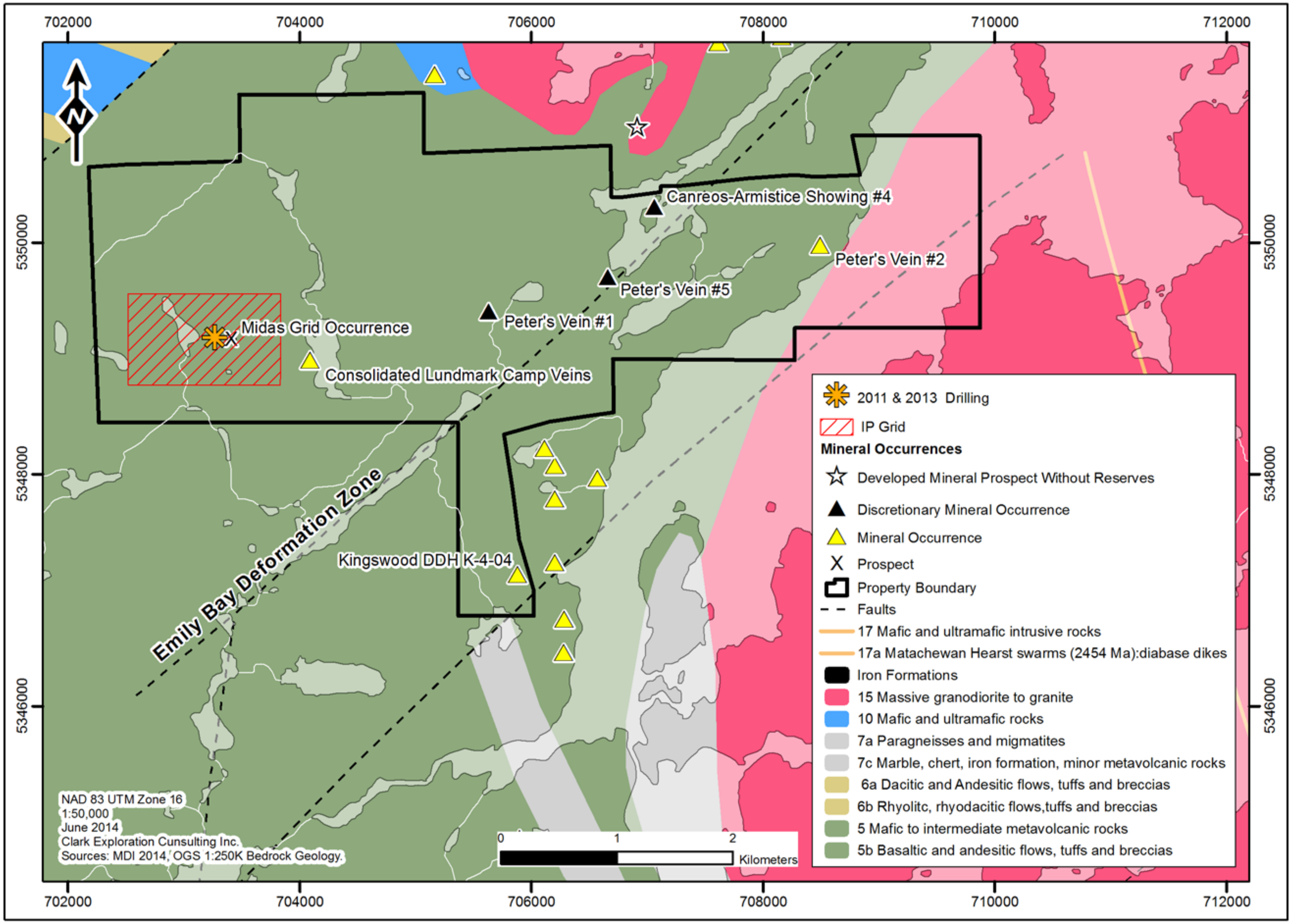

Figure 5: Detailed Midas Property geology.

Property Mineralization

Mineralization on the Property consists mainly of gold within quartz veining and/or quartz-breccia zones that appear associated with alteration and structural corridors.

Two prominent vein directions are present on the Midas Gold Property in the vicinity of the Midas Grid area with a less prominent third being observed in one stripped area (Stripped Area 7):

1. A series of east-west trending veins (approximately 270-90, subvertical) are present on the property and seem to follow the same orientation as the mineralized shear zones.
2. A set of veins trending 020 degrees (the "twenty veins") are present on the property.
3. A set of flat lying veins that have no preferred orientation (Figure 7).

The east-west, 020 veins and flay lying veins appear in outcrop and drill core to be epigenetic to the surrounding mafic metavolcanic rock but all appear to be emplaced at the same time with no distinct crosscutting features observed in drill core or in outcrop.

Figure 6: Picture from above showing relationship between 020 veins and flat lying veins in Stripped Area 7.

Gold mineralization associated with quartz veining and/or quartz-breccia zones is prominent in the area of the Midas grid, as well as in the eastern part of the claim group where extensive exploration of the Millar Occurrence was carried out over many years. It should be noted that the Millar Occurrence, which consists of a series of patented claims, is not part of the Midas Gold Property; however mineralization similar to the Millar vein systems may extend to the west along strike onto the Midas claim group.

Gold mineralization associated within quartz veining and/or quartz-breccia zones is characterized by erratic, often nuggety gold values, associated with quartz ± calcite ± ankerite ± tourmaline veins, stringers or breccia complexes. Pyrite and pyrrhotite are the dominant sulphides, occurring in amounts up to 50%; minor chalcopyrite is occasionally noted, and arsenopyrite has been identified by previous operators. Surrounding wall rocks are commonly silicified and carbonatized.

Ontario Ministry of Northern Development and Mines (MNDM) - Mineral Deposit Inventory Points

The Midas Gold Property contains a number of Mineral Deposit Inventory points in the which can be viewed MNDM's online application Geoclaims.

Midas Grid Occurrence (MDI000000001302)

In the MNDM's 2011 Mineral Deposit Inventory (MDI) data release this occurrence is referred to as the Midas Gold Sample 4228 Prospect. The author believes that this sample has been misidentified in the MNDM's MDI as being a Prospect and is being referred to as an Occurrence and is now referred to in this report as the Midas Grid Occurrence.

In 2010 two samples returned gold values of 6.7 g/t Au and 14.3 g/t Au (Salo, 2010). Sample 4228 was from local rubble, contained approximately 30% porphyritic ankerite crystals and contained 2-3% disseminated pyrite cubes less than 1 cm in size. The rock appeared dioritic on surface according to Salo (2010). Sample 4229 was taken 4 metres to the north and was described as a highly siliceous rock, possibly a metasediment with 2% cubic and patchy pyrite.

Consolidated Lundmark Camp Veins (MDI42C08SW00188)

The showing consists of a series of subparallel quartz-carbonate veins with the individual veins generally a couple of metres apart and at least one vein present at right angles to the main vein. Grab samples collected in 1986 by Consolidated Lundmark returned values of 0.54 oz/t Au. A sample of the pyritiferous wall rock returned assays of 0.02 oz/t Au and 0.03 oz/t Au. Grab samples collected by Consolidated Lundmark Mines in 1987 returned assays of 0.46 oz/t Au, 0.54 oz/t Au, 0.03 oz/t Au, 0.07 oz/t Au and 0.15 oz/t Au.

Kingswood DDH K-4-84 (MDI42C01NE00035)

A 1.8 ft section of drill core returned an assay of 0.072 oz/t Au, 0.09% Cu and 0.24% Zn in sericite schist that has been described as both a fault gouge and fault breccia.

CanReos-Armistice Showing #4 (MDI42C08SE00088)

Chip samples from sheared quartz on the east shore an of island in Emily Bay. Chip samples taken from the sheared felsite and quartz ranged from trace to 0.006 oz/t Au over 3 feet.

Peters Veins 1, 2 and 5 (MDI42C08SE00011 to 13)

Peters Vein #1

The occurrence consists of a narrow quartz vein in sheared mafic metavolcanic rocks. Although unverified, hand written notes on a claim map indicate that it was possible to pan free gold from a 24 ft wide vein at this approximate location.

Peters Vein #2

Hand written notes on a claim map indicate that a sample of $50.00 gold (from 1949) was obtained from this site. This assay value has not be verified.

Peters Vein #5

This historical occurrence reportedly consists of a strong sugary quartz filled shear zone. Hand written notes on a claim map indicate lots of free gold obtained from this vein. This has not been verified.

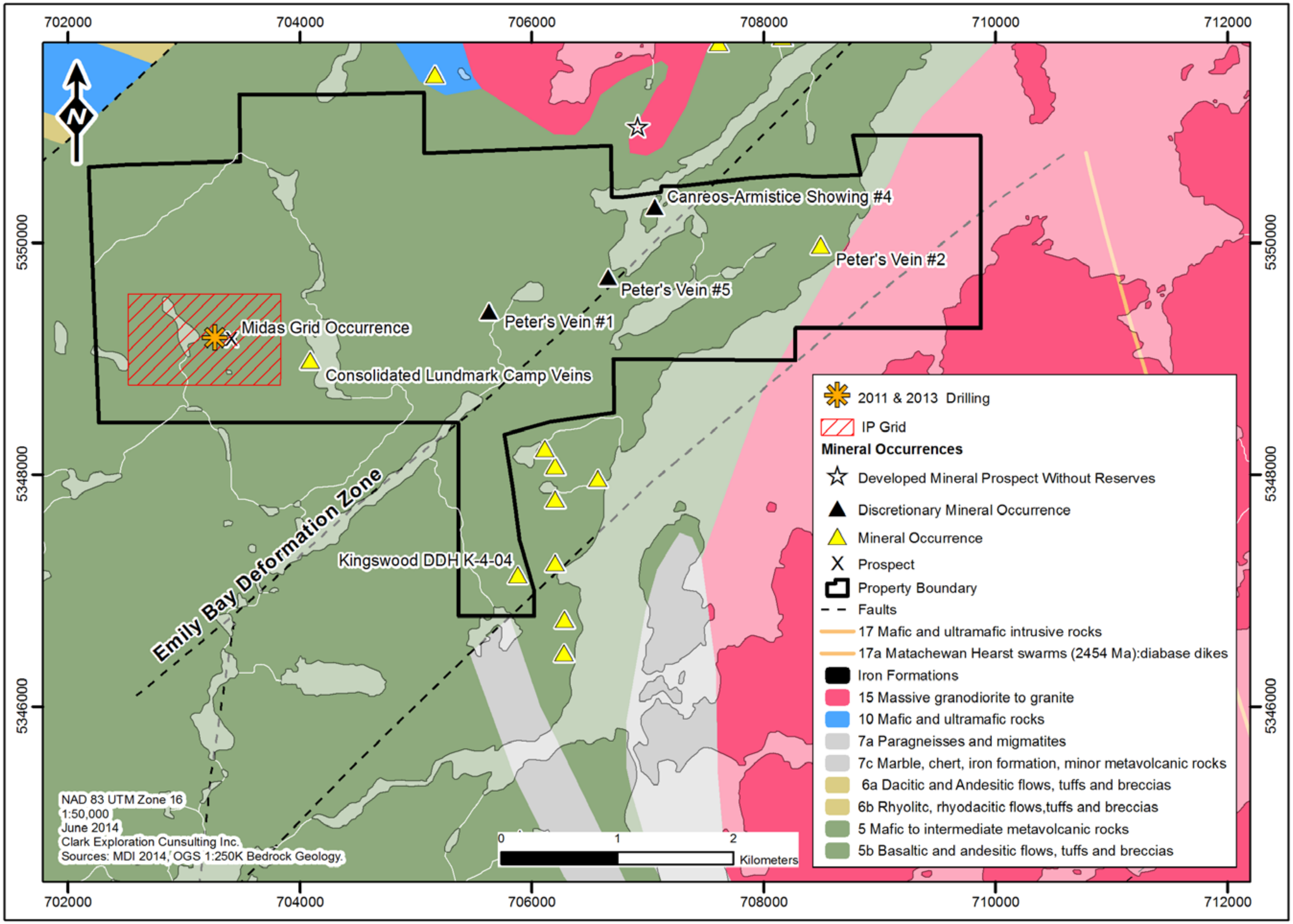

Figure 7: Occurrences on the Midas Gold Property.

Deposit Types

Gold mineralization on and adjacent to the Midas Gold Property falls broadly into Archean gold deposits and more specifically into the Mineral Deposits of Canada classification of Greenstone-Hosted Quartz-Carbonate Vein Deposits.

Much has been published on gold deposits in the last 15 years which has led to significant improvement in the understanding of some models, the definition of new types or sub-types of deposits, and the introduction of new terms (Dubé and Gosselin, 2007). There remains significant uncertainty regarding the distinction between some types of deposits and, consequently, deposits are sometimes ascribed to different deposit types by different authors. As summarized by Dubé and Gosselin (2007) there are currently thirteen globally significant types of gold deposits presently recognized, each with its own well-defined characteristics and environments of formation. Robert et al. (1997) and Poulsen et al. (2000) proposed that many of these gold deposits can be grouped into clans of deposits that either formed by related processes or that are distinct products of large scale hydrothermal systems. Figure 9 shows the thirteen globally significant gold deposit types and their corresponding classes of gold models: orogenic; intrusion-related; and epithermal. Some deposits such as the Witswatersrand deposits are still controversial and viewed either as modified paleoplacer or orogenic deposits while other deposit types such as gold-rich VMS, Carlin and low-sulfidation are viewed by different authors either as stand-alone or as members of the broader intrusion - related clan (Dubé and Gosselin, 2007).

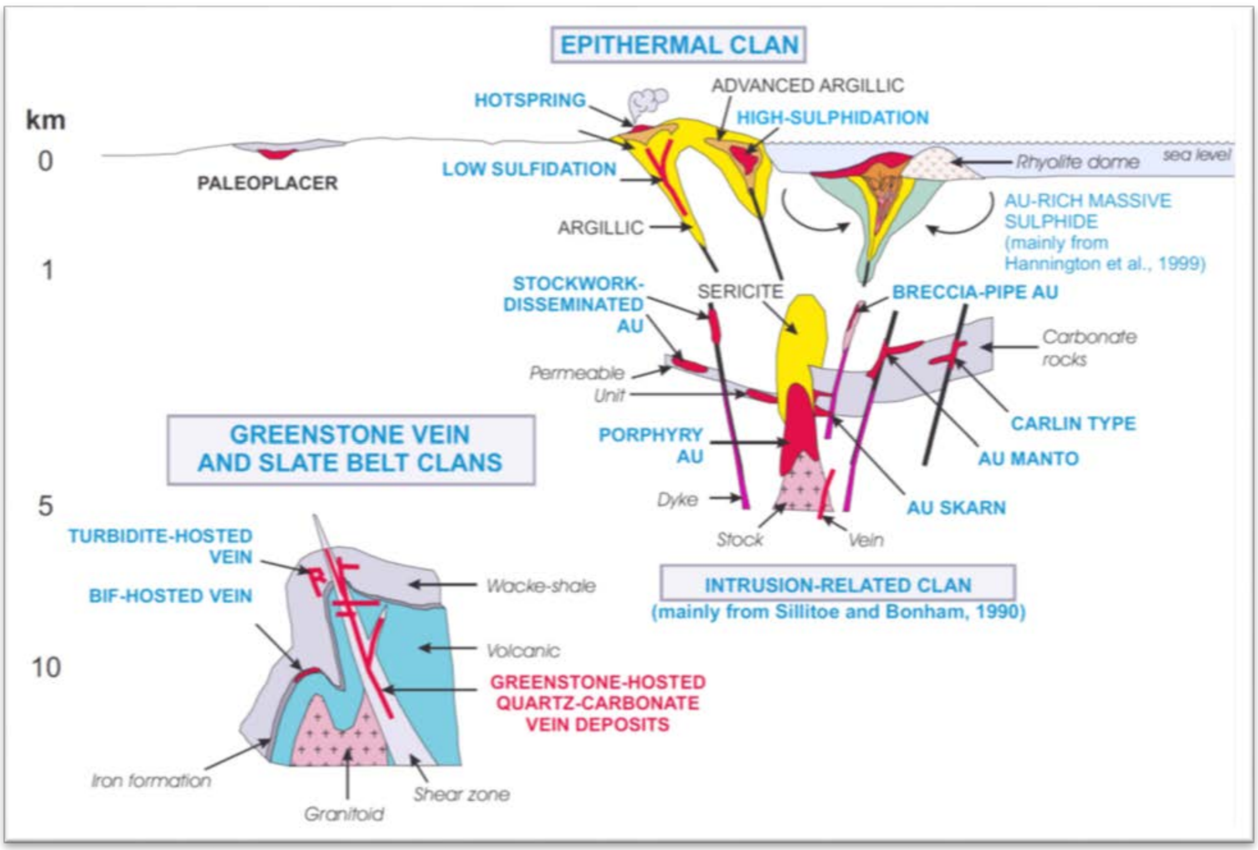

Figure 8: Inferred crustal levels of gold deposition showing the different types of gold deposits and their inferred deposit clan (from Dubé and Gosselin, 2007).

Greenstone-Hosted Quartz-Carbonate Vein Deposits

The following description is a brief summary of the major characteristics of greenstone-hosted quartz-carbonate vein deposits deposit model taken from Dubé and Gosselin (2007). For a more detailed description of Greenstone-hosted quartz-carbonate vein deposits the reader is referred to the paper titled "Greenstone-Hosted Quartz-Carbonate Vein Deposits" by Benoît Dubé and Patrice Gosselin in Mineral Deposits of Canada: A Synthesis of Major Deposit-types, District Metallogeny, the Evolution of Geological Provinces, and Exploration Methods: Geological Association of Canada, Mineral Deposits Division, Special Publication No. 5.

Greenstone-hosted quartz-carbonate vein deposits are structurally controlled, complex epigenetic deposits that are hosted in deformed and metamorphosed terranes. They consist of simple to complex networks of gold-bearing, laminated quartz-carbonate fault-fill veins in moderately to steeply dipping, compressional brittle-ductile shear zones and faults, with locally associated extensional veins and hydrothermal breccias. They are dominantly hosted by mafic metamorphic rocks of greenschist to locally lower amphibolite facies and formed at intermediate depths (5-10 km). Greenstone-hosted quartz-carbonate vein deposits are typically associated with iron-carbonate alteration. The relative timing of mineralization is syn- to late-deformation and typically post-peak greenschist-facies or syn-peak amphibolite facies metamorphism. They are formed from low salinity, H2O-CO2-rich hydrothermal fluids with typically anomalous concentrations of CH4, N2, K, and S. Gold is mainly confined to the quartz-carbonate vein networks but may also be present in significant amounts within iron-rich sulfidized wall rock. Greenstone-hosted quartz-carbonate vein deposits are distributed along major compressional to transpressional crustal-scale fault zones in deformed greenstone terranes of all ages, but are more abundant and significant, in terms of total gold content, in Archean terranes.

There are 103 known greenstone-hosted quartz-carbonate vein deposits world-wide containing at least 30 tonnes (~1 M oz) Au (production and reserves), including 31 Canadian deposits, whereas 33 other deposits in Canada, and several hundred worldwide, contain more than 7.5 tonnes (~250 000 oz) but less than 30 tonnes (Gosselin and Dubé, 2005b). The temporal and geographic distribution of greenstone hosted quartz-carbonate vein deposits is shown on Figure 10. Greenstone-hosted quartz-carbonate vein deposits occur in greenstone terranes of all ages. Although they are present in Paleozoic to Tertiary terranes, they are mainly concentrated in Precambrian terranes, and particularly in those of late Archean age. In Canada, all the world-class deposits but one (Bralorne-Pioneer) are of late Archean age. Their concentration in the Archean is thought to be related to 1) continental growth and the related higher number of large-scale collisions between continental fragments (and/or arc complex), and 2) the associated development of major faults and large scale hydrothermal fluid flow during the supercontinent cycle and mantle plume activity (cf. Barley and Groves, 1992; Condie, 1998; Kerrich et al., 2000; Goldfarb et al., 2001).

Grade and Tonnage Characteristics

Greenstone-hosted quartz-carbonate vein deposits are second on total tonnage of gold only to the Witwatersrand paleoplacers of South Africa. The largest greenstone-hosted quartz-carbonate vein deposit in terms of total gold content is the Golden Mile complex in Kalgoorlie, Australia, with more than 1800 tonnes Au (Gosselin and Dubé, 2005a). The Hollinger-McIntyre deposit in Timmins, Ontario, is the second largest deposit of such type ever found with 987 tonnes Au (Gosselin and Dubé, 2005a). In contrast to the Golden Mile complex, open pit mining of the Hollinger-McIntyre deposit is now impossible due to housing, which leaves a significant part of the total gold content of the deposit inaccessible. The average grade of greenstone-hosted quartz-carbonate deposits is fairly consistent, ranging from 5 to 15 g/t Au, whereas the tonnage is highly variable and ranges from a few thousand tonnes to over 100 million tonnes of ore, although more typically these deposits contain only a few million tonnes of ore. In Canada, this type of gold deposit is widely distributed from the Paleozoic greenstone terranes of the Appalachian Orogen on the east coast (e.g. Hammer Down and Deer Cove Newfoundland, Dubé et al., 1993; Gaboury et al., 1996), through the Archean greenstone belts of the Superior (Dome and Sigma-Lamaque) and Slave provinces (Con and Giant) in central Canada, to the oceanic terranes of the Cordillera (Bralorne-Pioneer). The average gold grade of world-class Canadian deposits is 10 g/t, which is slightly higher than the average for this type of deposit worldwide (7.6 g/t). World-class deposits in Canada have on average lower tonnage (20.91 Mt of ore) than those worldwide (39.91 Mt). Perhaps this is in part because mining in Canada has traditionally taken place underground, whereas in other countries open pits have also been developed.

Additional Information and Detailed Deposit Characteristics

For detailed information on greenstone-hosted quartz-carbonate vein deposits the reader is again referred to titled "Greenstone-Hosted Quartz-Carbonate Vein Deposits" by Benoît Dubé and Patrice Gosselin in Mineral Deposits of Canada: A Synthesis of Major Deposit-types, District Metallogeny, the Evolution of Geological Provinces, and Exploration Methods: Geological Association of Canada, Mineral Deposits Division, Special Publication No. 5. This paper details information such as mineralogy, textures, dimensions, morphology, host rocks, ore chemistry, alteration mineralogy and chemistry, continental scale geological properties, district scale geological properties and deposit scale geological properties. This paper also provides many helpful charts, illustrations and photographs to help the reader better understand greenstone-hosted quartz-carbonate vein deposits as well as outlines current knowledge gaps in current understanding of ore deposit genesis.

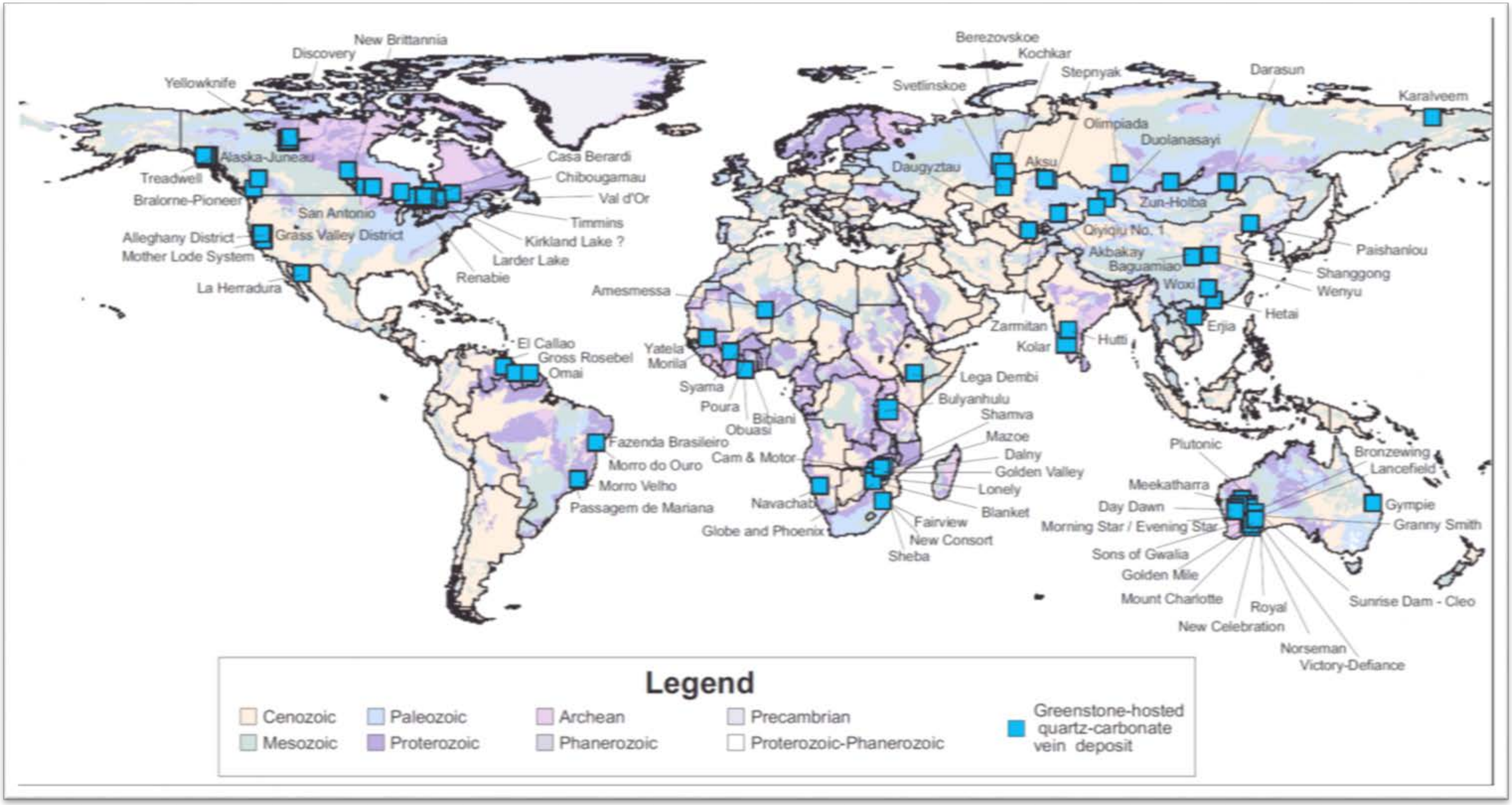

Figure 9: World distribution of greenstone-hosted quartz-carbonate vein deposits containing at least 30 tonnes of Au (Dubé and Gosselin, 2007).

Exploration

Miramont has not conducted any exploration on the Property.

Drilling

Miramont has not conducted any drilling on the Property.

Sample Preparation, Analyses, and Security

Because there has been no activity on the Property by Miramont, a review of currently used procedures is not applicable.

During the 2013 drilling campaign, the author used the following procedures:

Sampling of the NQ core was done so that no sample was shorter than 40 cm in length. The minimum sample size was intended to be 50 cm in length, however shorter intervals of mineralization dictated that a one 40 cm sample and four 45 cm samples were taken during the program. Samples were split using a diamond core saw with 1/2 of the sample remaining in the core tray and the other 1/2 sample being sent for assay.

A standard QA/QC program was implemented using standards and blanks inserted randomly so that every 25 samples had one standard, one blank and one duplicate. Duplicates consisted of quartered core of the initial 1/2 core sample split above. Blank material was selected from diabase drilled during the 2011 Phase 2 drill program. Because the diabase was not sampled, each blank consisted of a whole section of NQ core generally about 30 centimetres in length. The blanks were split using a diamond core saw with 1/2 of the sample remaining in the core tray and the other 1/2 sample being retained in case needed for review. The majority of standard material was provided by Accurassay Laboratories of Thunder Bay, however standard material from Ore Research and Exploration Pty Ltd. was used near the end of the program when the Accurassay standard material ran out. Standards used during the drill program were:

HGS1 (Accurassay): 2784 +/- 225 ppb Au

HGS3 (Accurassay): 4009 +/- 250 ppb Au

OREAS 17Pb (Ore Research): 2.388 ppm Au (+3σ: 2.5641 ppm; -3σ: 2.2119 ppm)

OREAS 61Pa (Ore Research): 4.446 ppm Au (+3σ: 4.761 ppm; -3σ: 4.131 ppm)

OREAS 61Pb (Ore Research): 4.476 ppm Au (+3σ: 6.344 ppm; -3σ: 3.176 ppm)

Once samples were split, bagged and put into rice bags the samples were delivered to Accurassay in Thunder Bay, Ontario either by geotechnician Craig Maitland or picked up and delivered by Manitoulin Transport to Accurassay Laboratories in Thunder Bay, Ontario.

Samples were prepared using Accurassay preparation package ALP1. Samples are processed using both Jaw Crushers and Ring Mill Pulverizers. During the ALP1 preparation process samples are dried, crushed, split and pulverized. The sample is logged in the tracking system, weighed, dried and finely crushed to 85 % passing a 10 mesh (2 mm) screen. A split of 500 grams is taken and pulverized to better than 85 % passing a 74 micron (μ) (Tyler 200 mesh, US Std. No. 200) screen.

All samples were then assayed using code ALFA1 which is a 30g Fire Assay with an Atomic Absorption Spectroscopy (AAS) finish. Samples assaying > 3 ppm Au from the ALFA1 procedure were reassayed using the code ALFA7 which is a Fire Assay with a Gravimetric finish.

It is the author's opinion that that:

- Sufficient care was applied to ensure the integrity of the samples during collection and processing and that the chain of custody applied to samples is appropriate for the level of exploration on the project, and that

- The sample preparation and analytical / assay methods selected are appropriate for the mineralization encountered, and

- The analytical data generated by Accurassay Laboratories is reliable and sufficiently precise and accurate for the purpose of the Technical report.

Data Verification

The data presented in this report is located within web accessible databases available from the Ontario Geological Survey. The author has reviewed the historical data, and can verify that the information has been presented accurately as it exists in those files and reports to the best of his ability. Those reports contain the assay certificates and other supporting documentation for the data presented for the most recent work on the Property. The author is satisfied with the adequacy of the data for the purposes of this report.

Mineral Processing and Metallurgical Testing

Not applicable.

Mineral Resource Estimates

Not applicable.

Mineral Reserve Estimates

Not applicable.

Interpretation and Conclusions

The channel sampling and diamond drilling was successful in further locating additional gold mineralization on the Property however the exact controls on mineralization are still poorly constrained.

Gold mineralization is hosted within quartz stockwork veining developed along east-west trending pyritized shear zones with 10 out of the 11 drill holes intersecting these previously known shears referred to as GZ1 and GZ2. Both the GZ1 and GZ2 target zones trend east-west with shallow southward dips. These zones are sub-parallel and positioned approximately 200 metres apart. Geophysics interpretations suggest there is a flexure that locally disrupts mineral continuity, but further drilling is required to confirm this. More work is also necessary to better predict the relationship between the zones as well as the relationship between vein sets and gold assays.

It is still unknown what the most prospective targets are for encountering gold mineralization. It appears as though larger white-coloured quartz veins that crosscut the foliation of the pyritized shears are present when grades over 1 g/t Au are reported. No visible gold has been observed in drill core.

Higher grade assay values could also be the result of the large amount of iron found in the pyritized shear zones allowing for preferential deposition of gold through sulfidation reactions as it is being transported as bisulfide complexes in the hydrothermal fluid. Because no visible gold was observed in drill core it is not possible to determine whether the gold values encountered in the shear zones were due to gold in quartz veining (020 or east west) or gold in pyrite associated with the shear zones themselves which appear to be formed earlier than the quartz-veins which crosscut them in a number of places in drill core.

The author does not recognize any significant risks or uncertainties that would prevent the continued exploration of the Property for gold mineralization.

The author concludes that the work completed to date indicates the Property has potential to host economic concentrations of gold.

Figure 10: Photograph of the mineralized zone in MC-11-04. Area of missing core contained the highest assay value and is reported to be a large white coloured quartz vein.

Figure 11: Photograph of mineralized zone in MC-13-19 showing the presence of white-coloured quartz veining within the pyritized shear zone.

Recommendations

It is recommended that Miramont undertake a two-phase $279,675 exploration program consisting of:

Phase I

- Assaying selected pulps from the 2013 drill program using a multi-element suite which will aid in the interpretation of alteration as well as identify possible pathfinder elements that could be used as a potential vector to mineralization,
- Completion of 2011 grid mapping and stripped area #7 mapping and incorporating that into an updated interpretation of the mineralization and controls on mineralization in the Midas Grid Area,
- Prospecting and systematic sampling the Midas Grid, the remainder of the Property as well as other showings on the Property specifically the Camp and Peters veins.

Item	Rate	Units	Cost
Assaying of 2013 Pulps	$45	250	$11,250
Grid, Trench 7 (VG) Mapping	$1,500	15	$22,500
Prospecting and Sampling	$1,500	25	$37,500
Assays (Au + Multi Element)	$65	400	$26,000
Interpretation and Reporting	$600	15	$9,000
Subtotal			$106,250
Contingencies (10%)			$10,625
Total (without HST)			**$116,875**

Phase II

- Completion of 7 short (70-125 metre) diamond drill holes to assess updated interpretation of alteration and gold mineralization.
- Inputting of all data to create a 3 dimensional (3D) computer model to assess the all the data to determine additional targets.

Item	Rate	Units	Cost
650 metres of diamond drilling (Inclusive)	$200	600	$120,000
3D modelling	$800	20	$16,000
Interpretation and Reporting	$600	20	$12,000
Subtotal			$148,000
Contingencies (10%)			$14,800
Total (without HST)			**$162,800**

The above work program is necessary to aid in the determination of which structural feature is the control on mineralization both in the Midas Grid Areas as well as the remainder of the Property. This will assist in focusing upcoming exploration programs on the areas most prospective for gold mineralization.

Execution of Phase I will direct the Phase II program. Phase I results and interpretations will direct Phase II but Phase II is not contingent on positive results.

Non-Offering Prospectus

This is a non-offering prospectus. The Company is not raising any funds in conjunction with this Prospectus. Accordingly, there are no proceeds to the Company in connection with the filing of this Prospectus. Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and all expenses in connection with the preparation and filing of this Prospectus will be paid by the Company from its working capital.

Funds Available and Use of Available Funds

As at February 28, 2017, the Company had working capital of approximately $633,390. The Company estimates that it will require the following funds to conduct its plan of operations over the next twelve months:

Use of Available Funds	Amount
To pay the estimated cost of the recommended Phase 1 exploration program and budget on the Midas Gold Property as outlined in the Technical Report	$116,875
Prospectus and CSE Listing costs	$25,000
Option Agreement payment (1)	$70,000
Operating expenses for 12 months (2)	$185,500
Unallocated working capital (3)	$236,015
Total	$633,390

(1) Pursuant to the Option Agreement, the Company must pay $70,000 on or before December 31, 2017 to keep the Option under the Option Agreement in good standing.

(2) Estimated operating expenses for the next 12 months include: $10,500 for geological consulting fees (Exploration Manager); $8,000 for insurance; $60,000 for management fees (CFO and President); $36,000 for director fees (excluding the President); $4,000 for office and miscellaneous (includes office supplies and computer); $50,000 for professional fees (audit and legal); $12,000 for office rent; and $5,000 for Transfer Agent and filing fees.

(3) Possible uses of the unallocated working capital amount of $236,015: to fund ongoing operations; future due diligence of other mining claims/concessions; Phase II exploration program; and other uses as may be necessary.

The Company intends to fund its business using the proceeds from prior private placement financings (hereinafter described). The Company intends to spend the funds available to it as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary. The amounts set forth above may increase if we are required to carry out due diligence investigations in regards to any prospective investment or business opportunity or if the costs of the Prospectus or Listing, or negotiating an applicable transaction, are greater than anticipated.

Since its founding, the Company has not generated cash flow from its operations and has incurred certain operating losses. Such losses and negative operating cash flow are expected to continue since funds will be expended to pay its administrative expenses and to conduct the recommended Phase 1 exploration program on the Midas Gold Property. Although the Company has allocated $633,390 (as above) from recent financings to fund its ongoing operations for a period of twelve months, thereafter, the Company will be reliant on future financings for its funding requirements.

The Company funds its business using the proceeds from equity private placements. In the future, the Company may pursue additional private placement debt or equity financing based upon its working capital needs from time to time, including without limitation, to fund the proposed Phase II exploration program, however, there can be no assurance that such financing will be available, or completed on terms that are favourable to the Company.

The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances however, where, for sound business reasons, a reallocation of funds may be necessary.

Business Objectives and Milestones

The principal business carried on and intended to be carried on by the Company is the acquisition, exploration and development of mineral resource properties.

The Company's business objectives in using the available funds are to:

(i) obtain a listing of Shares on the Exchange (anticipated completion date: on or before April 30, 2017. Pursuant to the Option Agreement, if the Company does not complete the Listing on or before April 30, 2017, ALX may, in its discretion, terminate the Option Agreement);

(ii) conduct the Phase 1 exploration program on the Midas Gold Property recommended in the Technical Report (anticipated commencement and completion dates: between May 1, 2017 and August 31, 2017, presuming the Listing Date is on or before April 30, 2017);

(iii) make the required payments and share issuances to ALX to keep the Option under the Option Agreement in good standing (anticipated completion dates: in accordance with the terms of the Option Agreement. See "*General Development of the Business – The Option Agreement*").

After obtaining a listing of Shares on the Exchange, the Phase 1 exploration program is expected to commence in May, 2017. During the first phase of exploration, Miramont intends to resample historical pulps followed by an extensive ground program which will commence as weather permits (program outlined in Company's technical report).

Other Sources of Funding

The Company currently does not have any immediate sources of additional funding.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

The following selected financial information is subject to the detailed information contained in the Company's Financial Statements and notes thereto appearing elsewhere in the Prospectus. The selected financial information is derived from the Company's Financial Statements. The Company has established July 31 as its financial year end. The following financial data is prepared in accordance with IFRS. The Company's Financial Statements are attached to this Prospectus as Appendix 1 and 3.

	October 31, 2016 (unaudited)	**July 31, 2016 (audited)**	**From Incorporation on July 15, 2015 to July 31, 2015 (audited)**
Total revenues	$Nil	$Nil	$Nil
Exploration expenditures	$Nil	$Nil	$Nil
Business development	$3,750	$1,250	$Nil
Filing fees	$1,070	$345	$414
Office and miscellaneous	$295	$715	$200
Professional fees	$3,500	$10,300	$Nil
Share-based compensation	$Nil	$Nil	$Nil
Loss and comprehensive loss	$8,615	$12,610	$614
Basic and diluted loss per Share	$0.00	$0.00	$0.00
Total assets	$329,272	$44,993	$29,991
Long-term financial liabilities	$Nil	$Nil	$Nil
Cash dividends per share	$Nil	$Nil	$Nil

Dividends

The payment of dividends, if any, in the future, rests within the sole discretion of the Board. The payment of dividends will depend upon the Company's earnings, its capital requirements and its financial condition, as well as other relevant factors. The Company has not declared any cash dividends since its inception and the Company intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on its Shares and other classes of shares in the foreseeable future.

There are no restrictions in the Company's constating documents that prevent the Company from declaring dividends. The BCBCA, however, prohibits the Company from declaring a dividend where, after giving effect to the distribution of the dividend the Company would not be able to pay its debts as they become due in the usual course of business, or the Company's total assets would be less than the sum of its total liabilities plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution.

Management's Discussion and Analysis

This discussion concerns the Company's Financial Statements, which are included in this Prospectus and should be referred to when reading this discussion. The Company's Financial Statements summarize the financial impact of the Company's financings, investments and operations, which Financial Statements were prepared in accordance with IFRS. The Company's MD&As are attached to this Prospectus as Appendix 2 and 4.

Certain information included in the Company's MD&A is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "*Note Regarding Forward-Looking Statements*" for further detail.

DESCRIPTION OF SHARE CAPITAL

No securities are being offered pursuant to this Prospectus.

Authorized Capital

The authorized share capital of the Company consists of an unlimited number of Shares without par value and an unlimited number of preferred shares without par value. See "*Consolidated Capitalization*". As of the date of this Prospectus, there are 14,950,264 Shares issued and outstanding and no preferred shares issued and outstanding.

Common Shares

Holders of the Shares are entitled to receive notice of, and to attend and vote at, all meetings of the shareholders of the Company, and each Share confers the right to one vote, provided that the shareholder is a holder on the applicable record date declared by the Board. The holders of the Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the Board may determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company.

Additional Common Shares

In accordance with the Option Agreement, the Company intends to issue to ALX on the Effective Date, 100,000 Shares, which is equal to 0.66% of the then total issued and outstanding Shares.

Stock Options

The Stock Option Plan was approved by the Board and adopted by the Company on November 15, 2016. The purpose of the Stock Option Plan is to assist the Company in attracting, retaining and motivating directors, officers, employees, consultants, and advisors (together "service providers") of the Company and of its affiliates and to closely align the personal interests of such service providers with the interests of the Company and its shareholders.

The Stock Option Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance will be 10% of the number of Shares issued and outstanding from time to time.

The Stock Option Plan will be administered by the Board, which will have full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan to such service providers of the Company and its affiliates, if any, as the Board may from time to time determine. The exercise prices shall be determined by the Board, but shall, in no event, be less than the closing market price of the Shares on the Exchange, less the maximum discount permitted under the Exchange policies, if such is permitted. The Stock Option Plan provides that the number of Shares issuable on the exercise of options granted to all persons together with all of the Company's other previously granted options may not exceed 10% of the issued and outstanding Shares. In addition, the number of Shares which may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued Shares on a yearly basis. Subject to earlier termination and in the event of dismissal for cause, termination other than for cause or in the event of death, all options granted under the Stock Option Plan will expire on the date of expiry set by the Board at the time of grant, which may not be later than ten years from the date that such options are granted. Options granted under the Stock Option Plan are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession.

As at the date hereof, the Company does not have any stock options outstanding, nor has the Company issued any stock options since its incorporation.

Warrants

As at the date hereof, the Company has 4,233,332 Warrants outstanding. Each Warrant entitles the holder to purchase one additional Share at a price of $0.15 per Share until November 16, 2018.

CONSOLIDATED CAPITALIZATION

Since October 31, 2016, the Company has effected the following material changes with respect to its share capital:

On November 16, 2016, the Company completed a non-brokered private placement for gross proceeds of $423,333 through the sale of 4,233,332 Units at a price of $0.10 per Unit. Each Unit consisted of one Share and one Warrant. Each whole Warrant entitles the holder to purchase, for a period of two years from the date of issue, one additional Share at an exercise price of $0.15 per Share.

The following table sets out the capitalization of the Company as at the dates specified below:

Description	Authorized Amount	Authorized at the date of this Prospectus	Outstanding as at July 31, 2016 (Audited)	Outstanding as at October 31, 2016 (Unaudited)	Outstanding at the date of this Prospectus (Unaudited)
Common Shares	Unlimited	Unlimited	6,300,100	10,716,932	15,050,264 (1)
Preferred Shares	Unlimited	Unlimited	Nil	Nil	Nil

Warrants	N/A	N/A	Nil	Nil	4,233,332 [(2)]
Long Term Debt	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Includes the 100,000 Shares to be issued to ALX on the Effective Date in respect of the Midas Gold Property pursuant to the Option Agreement.

(2) Each Warrant entitles the holder to purchase one additional Share at a price of $0.15 per Share until November 16, 2018.

PRIOR SALES

Prior Sales

The following table summarizes all sales/issuances of securities of the Company since incorporation:

Date of Issue	Price per Security/Exercise Price	Number and Type of Securities
July 15, 2015	$0.005	3,050,000 Shares (subject to escrow)
July 18, 2015	$0.005	450,000 Shares (subject to escrow)
July 29, 2015	$0.02	2,500,000 Shares (subject to escrow)
September 2, 2015	$0.05	64,100 Shares
September 15, 2015	$0.05	61,000 Shares
October 6, 2015	$0.05	85,000 Shares
December 17, 2015	$0.05	90,000 Shares
October 17, 2016	$0.05	330,000 Shares
October 28, 2016	$0.05	4,086,832 shares
November 16, 2016	$0.10 $0.15	4,233,332 Shares 4,233,332 Warrants [(1)]

Notes:

(1) Each Warrant entitles the holder to purchase one additional Share at a price of $0.15 per Share until November 16, 2018.

Trading Price and Volume

The Shares do not trade on any stock exchange.

ESCROWED SECURITIES

Escrowed Securities

Under the applicable policies and notices of the Canadian Securities Administrators, securities held by Principals are required to be held in escrow in accordance with the national escrow regime applicable to initial public distributions. Equity securities, including Shares, owned or controlled by the Principals of the Company are subject to the escrow requirements. In connection with the proposed Listing, the Company expects to enter into the Escrow Agreement in accordance with NP 46-201 as described herein.

Pursuant to the Escrow Agreement entered into among the Escrow Agent, the Company, and the Principals, 8,599,166 Shares (the "**Escrowed Securities**") are held in escrow with the Escrow Agent. The Escrow Agreement provides that 10% of the Escrowed Securities will be released from escrow upon the Listing Date and that an additional 15% will be released therefrom every 6 month interval thereafter, over a period of 36 months.

The Company is an "emerging issuer" as defined in the applicable policies and notices of the Canadian Securities Administrators. If the Company achieves "established issuer" status during the term of the Escrow Agreement, it will "graduate" resulting in a catch-up release and an accelerated release of any securities remaining in escrow under the 18 month schedule applicable to established issuers as if the Company had originally been classified as an established issuer.

Pursuant to the terms of the Escrow Agreement, the Escrowed Securities may not be transferred or otherwise dealt with during the term of the Escrow Agreement unless the transfers or dealings within the escrow are:

(i) transfers to continuing or, upon their appointment, incoming directors and senior officers of the Company or of a material operating subsidiary, with approval of the Board;
(ii) transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor's spouse or children or parents;
(iii) transfers upon bankruptcy to the trustee in bankruptcy;
(iv) pledges to a financial institution as collateral for a loan, provided that upon a realization the securities remain subject to escrow; and
(v) tenders of Escrowed Securities to a take-over bid are permitted provided that, if the tenderer is a Principal of the successor corporation upon completion of the take-over bid, securities received in exchange for tendered Escrowed Securities are substituted in escrow on the basis of the successor corporation's escrow classification.

The following table sets forth details of the Escrowed Securities that, as of the date of this Prospectus, will be subject to the Escrow Agreement:

Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class
Shares	8,599,166	57.14%(1)

Notes:

(1) Based on 15,050,264 Shares issued and outstanding as at the date of this Prospectus (includes the 100,000 Shares to be issued to ALX in respect of the Midas Gold Property pursuant to the Option Agreement on the Effective Date).

A detailed breakdown of the Shares to be escrowed in connection with the Listing is shown in the following table:

Name	Designation of Security	Quantity	% Shares as at the date of Prospectus (1)(3)
Tyson King	Shares	2,680,000	17.81%
Gordon King (2)	Shares	4,550,000	30.23%
Gerald Shields	Shares	966,666	6.42%
Leah Hodges	Shares	200,500	1.33%
Lesia Burianyk	Shares	202,000	1.34%
Total		8,599,166	57.14%

Notes:

(1) Based on 15,050,264 Shares issued and outstanding as at the date of this Prospectus (includes the 100,000 Shares to be issued to ALX in respect of the Midas Gold Property pursuant to the Option Agreement on the Effective Date).

(2) Includes 2,000,000 Shares issued to Goldreign Capital Inc., a company owned and controlled by Gordon King.

(3) The Escrowed Securities are anticipated to be held by the Transfer Agent. Such Escrowed Securities are anticipated to be escrowed on or prior to the Listing Date per NP 46-201 and released pursuant to thereto.

NP 46-201 provides that all shares of a company owned or controlled by Principals will be escrowed at the time of the Company's initial public offering, unless the shares held by the Principal or issuable to the Principal upon conversion of convertible securities held by the Principal collectively represent less than 1% of the total issued and outstanding shares of the Company after giving effect to the initial public offering.

An issuer will be classified for the purposes of escrow as either an "exempt issuer", an "established issuer" or an "emerging issuer" as those terms are defined in NP 46-201.

Uniform terms of automatic timed release escrow apply to Principals of exchange listed issuers, differing only according to the classification of the issuer. The Company anticipates that it will be classified by the CSE as an "emerging issuer". As such, the Company anticipates that the following automatic timed releases will apply to the securities held by the Principals listed in the table above:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the Listing Date	1/10 of the Escrowed Securities
6 months after the Listing Date	1/6 of the remaining Escrowed Securities
12 months after the Listing Date	1/5 of the remaining Escrowed Securities
18 months after the Listing Date	1/4 of the remaining Escrowed Securities
24 months after the Listing Date	1/3 of the remaining Escrowed Securities
30 months after the Listing Date	1/2 of the remaining Escrowed Securities
36 months after the Listing Date	the remaining Escrowed Securities

Assuming there are no changes to the escrowed securities initially deposited and no additional escrowed securities are deposited, automatic timed release escrow applicable to the Company will result in a 10% release on the Listing Date, with the remaining escrowed securities being released every six months thereafter in accordance with the table above.

Pursuant to the terms of the Escrow Agreement, Tyson King, Gordon King, Gerald Shields, Leah Hodges and Lesia Burianyk have agreed to deposit their Shares in escrow with the Escrow Agent. Pursuant to the Escrow Agreement, 859,916 Shares will be released from escrow on the Listing Date.

Shares Subject to Resale Restrictions

The 14,950,264 securities issued by the Company by way of private placements, as summarized in the table below, are subject to four month holds period pursuant to NI 45-102 expiring on the dates noted below:

Date of Issue	Price per Security/Exercise Price	Number and Type of Securities	Hold Period Expiry Date
July 15, 2015	$0.005	3,050,000 Shares	November 16, 2015
July 18, 2015	$0.005	450,000 Shares	November 19, 2015
July 29, 2015	$0.02	2,500,000 Shares	November 30, 2015
September 2, 2015	$0.05	64,100 Shares	January 3, 2016
September 15, 2015	$0.05	61,000 Shares	January 16, 2016

October 6, 2015	$0.05	85,000 Shares	February 7, 2016
December 17, 2015	$0.05	90,000 Shares	April 18, 2016
October 17, 2016	$0.05	330,000 Shares	February 18, 2017
October 28, 2016	$0.05	4,086,832 shares	March 1, 2017
November 16, 2016	$0. 10 $0.15	4,233,332 Shares 4,233,332 Warrants (1)	March 17, 2017

(1) Each Warrant entitles the holder to purchase one additional Share at a price of $0.15 per Share until November 16, 2018.

PRINCIPAL SHAREHOLDERS

Other than as disclosed below, to the knowledge of the directors and officers of the Company, as of the date of this Prospectus, no person beneficially owns or exercises control or direction over, directly or indirectly, Shares carrying more than 10% of the votes attached to the Shares.

Name	Legal and Beneficial Ownership as at the date of this Prospectus	Number of Shares as at the date of this Prospectus
Tyson King	17.81%(1)	2,680,000
Gordon King	30.23%(1)	4,550,000

(1) Percentage of Shares outstanding is based on 15,050,264 Shares issued and outstanding as at the date of this Prospectus (includes the 100,000 Shares to be issued to ALX in respect of the Midas Gold Property pursuant to the Option Agreement on the Effective Date).

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

The following table provides the names, state or province and country of residence, position, principal occupations during the five preceding years and the number of voting securities of the Company that each of its directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date of this Prospectus:

Name and Province of Residence and Position with the Company	Director/ Officer Since	Principal Occupation for the Past Five Years	Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus) (1)
Tyson King(2) British Columbia, Canada *Director and President*	Director and Officer since July 15, 2015	Operations consultant for a number of publicly traded and privately held Canadian companies.	2,680,000 (17.81%)
Gordon King British Columbia, Canada *Director*	Director since July 15, 2015	Private investor participating in resource company financing	4,550,000 (30.23%)
Gerald Shields (2) British Columbia, Canada *Director*	Director since July 15, 2015	Self-employed management consultant, 2006 to present, through his management company, GJS Management Corp.	966,666 (6.42%)

Leah Hodges(2) British Columbia, Canada *Director and Corporate Secretary*	Director and Officer since July 15, 2015	Corporate compliance consultant for privately held and publicly listed companies, through her management company, Benchmark Point Governance Corp.	200,500 (1.33%)
Lesia Burianyk British Columbia, Canada *CFO*	Officer since July 15, 2015	Self-employed accountant for publicly traded and privately held Canadian companies.	202,000 (1.34%)

(1) Percentage of Shares outstanding is based on 15,050,264 Shares issued and outstanding as at the date of this Prospectus (includes the 100,000 Shares to be issued to ALX in respect of the Midas Gold Property pursuant to the Option Agreement on the Effective Date).

(2) Audit Committee member.

As at the date of this Prospectus, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercise control or discretion over an aggregate of 8,599,166 Shares, which is equal to 57.14% of the Shares issued and outstanding as at the date of this Prospectus (includes the 100,000 Shares to be issued to ALX in respect of the Midas Gold Property pursuant to the Option Agreement on the Effective Date).

The term of office of the directors expires annually at the time of the Company's annual general meeting. The term of office of the executive officers expires at the discretion of the Board. No executive officers of the Company have entered into non-competition or non-disclosure agreements with the Company. See "*Executive Compensation*".

The Board has one committee, the Audit Committee, whose members are Tyson King, Leah Hodges and Gerald Shields.

Background – Directors and Executive Officers

The following is a brief description of each of the directors and executive officers of the Company, including their names, ages, positions and responsibilities with the Company, relevant educational background, principal occupations or employment during the five years preceding the date of this Prospectus, experience in the Company's industry and the amount of time intended to be devoted to the affairs of the Company:

Tyson King, *Director and President,* 31 years old

Mr. Tyson King has over ten years of experience in the commodities and natural resource sector. Mr. King currently works as an operations consultant for a number of publicly traded and privately held resource companies, where he actively manages day-to-day operations and exploration activities. Mr. King obtained his Bachelor of Arts degree in Economics from the University of Calgary. Mr. King expects to devote 90% of his time to the affairs of the Company.

Mr. Tyson King is a consultant to the Company. Mr. Tyson King is not a party to any employment, non-competition or confidentiality agreement with the Company (nor is he expected to be a party to any employment, non-competition or confidentiality agreement of the Company on the Listing Date).

Gordon King, *Director*, 62 years old

Mr. Gordon King serves as the President of Goldreign Capital Inc. Mr. King has over 35 years of investment banking and finance experience. He has served on the board of directors for numerous firms in the UK, one of which he was a Co-Founder and Managing Director. Mr. King brings a wealth of finance experience, having been instrumental in raising funds for over 50 publicly trading North American and European companies. Mr. King expects to devote 50% of his time to the affairs of the Company.

Mr. Gordon King is not a party to any employment, non-competition or confidentiality agreement with the Company (nor is he expected to be a party to any employment, non-competition or confidentiality agreement of the Company on the Listing Date).

Gerald Shields, *Director*, 62 years old

Mr. Shields was engaged in the practice of law from 1979 through 2006 in Ottawa, Calgary and Vancouver, specializing in corporate/commercial law, corporate finance and securities, and mergers and acquisitions. In 2006 he left the practice of law and joined Providia, a Vancouver- based group engaged in public company start-ups. Mr. Shields was a founding shareholder of Ryland Oil Corporation, and served as its President and a member of the Board from 2007 until its sale to Crescent Point Energy in 2010. Mr. Shields was also a founding shareholder of Rainy River Resources Ltd., a TSX listed gold exploration company. He was elected to the board of directors of Rainy River in 2008 and was engaged as Vice President, Administration in 2009. He was subsequently appointed Vice President, General Counsel and Corporate Secretary in 2011, positions he held until the sale of Rainy River to New Gold Inc. in 2013. Mr. Shields holds a Bachelor of Laws degree from the University of Western Ontario (1979). Mr. Shields expects to devote 25% of his time to the affairs of the Company.

Mr. Shields is not a party to any employment, non-competition or confidentiality agreement with the Company (nor is he expected to be a party to any employment, non-competition or confidentiality agreement of the Company on the Listing Date).

Leah Hodges, *Director*, *Corporate Secretary*, 33 years old

Mrs. Hodges has over 12 years of experience in corporate compliance and administration of public and private companies, specializing in corporate and securities law, corporate governance, mergers and acquisitions. Mrs. Hodges is a Commissioner for Taking Affidavits in British Columbia, has an Associate of Arts degree from Capilano University, has completed the Corporate Governance course through the Canadian Securities Institute and is a member of the Governance Professionals of Canada and Institute of Corporate Directors. Mrs. Hodges expects to devote 70% of her time to the affairs of the Company.

Mrs. Hodges is a consultant to the Company. Mrs. Hodges is not a party to any employment, non-competition or confidentiality agreement with the Company (nor is she expected to be a party to any employment, non-competition or confidentiality agreement of the Company on the Listing Date).

Lesia Burianyk, *CFO*, 41 years old

Ms. Burianyk has over 15 years of experience working for public and private companies. She served as CFO of Suparna Gold Corp., Declan Resources Inc., and eShippers Managements Ltd. She is a CPA, CA and holds a Bachelor of Business Administration degree from Simon Fraser University. Ms. Burianyk was previously employed as an audit manager at a Canadian accounting firm where she specialized in the mining industry. Ms. Burianyk expects to devote 70% of her time to the affairs of the Company.

Ms. Burianyk is a consultant to the Company. Ms. Burianyk is not a party to any employment, non-competition or confidentiality agreement with the Company (nor is she expected to be a party to any employment, non-competition or confidentiality agreement of the Company on the Listing Date).

Background – Management

Lorne Warner, *Exploration Manager*, 55 years old

Mr. Lorne Warner has a total of over 30 years of exploration and mining experience with major mining companies Noranda Exploration and Placer Dome Inc., as well with several junior mining companies.

Since 2002, Mr. Warner has been involved in exploration management worldwide and was highly successful in the discovery and delineation of several mineral deposits for various junior mining companies. Mr. Warner has worked in Canada, USA, Mexico, Brazil, Mali, Niger, Burkina Faso, Namibia, South Africa, China and Papua New Guinea. Mr. Warner is a qualified person as defined by NI 43-101.

Mr. Warner is a consultant to the Company. Mr. Warner is not a party to any employment, non-competition or confidentiality agreement with the Company (nor is he expected to be a party to any employment, non-competition or confidentiality agreement of the Company on the Listing Date).

Cease Trade Orders or Bankruptcies

To the Company's knowledge, no existing or proposed director, officer, promoter or other member of management of the Company is, or within the ten years prior to the date hereof has been, a director, officer, promoter or other member of management of any other Company that, while that person was acting in the capacity of a director, officer, promoter or other member of management of that Company, was the subject of a cease trade order or similar order or an order that denied the Company access to any statutory exemptions for a period of more than 30 consecutive days, was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or appointed to hold the assets of that director, officer or promoter.

Penalties or Sanctions

To the Company's knowledge, no existing or proposed director, officer, promoter or other member of management of the Company has been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to trading in securities, promotion, formation or management of a publicly traded company, or involving fraud or theft.

Personal Bankruptcies

To the Company's knowledge no existing or proposed director, officer, promoter or other member of management of the Company has, during the ten years prior to the date hereof, been declared bankrupt or made a voluntary assignment into bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests, which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter.

To the Company's knowledge, and other than as disclosed herein, there are no known existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or of any proposed promoter, director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Compensation Discussion and Analysis and Compensation Governance

In assessing the compensation of its executive officers, the Company does not have in place any formal objectives, criteria or analysis. Compensation payable is currently determined by the Board.

As of the date of this Prospectus, the Company's directors have not established any benchmark or performance goals to be achieved or met by the Named Executive Officers; however, such Named Executive Officers are expected to carry out their duties in an effective and efficient manner so as to advance the business objectives of the Company. The satisfactory discharge of such duties is subject to ongoing monitoring by the Company's directors.

As at July 31, 2016, the end of the most recently completed financial year of the Company, the Company had two Named Executive Officers, Tyson King, President and Lesia Burianyk, CFO.

To date, limited compensation has been paid to the Company's Named Executive Officers. The Board was solely responsible for assessing the compensation to be paid to the Company's executive officers and evaluating their performance.

The Company expects to pay each of Tyson King and Lesia Burianyk $2,500 per month for their services.

Individual and corporate performance will also be taken into account in determining base salary levels for such Named Executive Officers.

Payments may be made from time to time to individuals or companies they control for the provision of consulting services. Such consulting services are paid for by the Company at competitive industry rates for work of a similar nature by reputable arm's length services providers.

The Company does not currently have in place a Compensation and Nominating Committee. All tasks related to developing and monitoring the Company's approach to the compensation of officers of the Company, and to developing and monitoring the Company's approach to the nomination of directors to the Board, are performed by the members of the Board. The compensation of the NEOs and the Company's employees is reviewed, recommended and approved by Board.

Under the Company's compensation policies and practices, NEOs and directors are not prevented from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. However, the Board does not believe that the Company's compensation policies and practices encourage executive officers to take unnecessary or excessive risk.

Option-based Awards

The Company has not issued any stock options. See "Description of Share Capital – Stock Options" for a summary of the material terms of the Stock Option Plan.

Summary Compensation Table

The following table sets out information regarding compensation paid or accrued to the Company's NEOs since incorporation on July 15, 2015:

Name And Principal Position	Year Ended July 31, 2016	Salary	Share-Based Awards	Option-Based Awards	Non-Equity Incentive Plan Compensation		Pension Value	All Other Compensation	Total Compensation
					Annual Incentive Plans	Long-Term Incentive Plans			
Tyson King [(1)] President	2016	$Nil	$Nil	$Nil	N/A	N/A	N/A	$1,250	$1,250
Lesia Burianyk [(2)] CFO	2016	$Nil	$Nil	$Nil	N/A	N/A	N/A	$Nil	$Nil

(1) Tyson King was appointed President of the Company effective July 15, 2015, the date of the Company's incorporation.
(2) Lesia Burianyk was appointed as the CFO of the Company effective July 15, 2015, the date of the Company's incorporation.

Narrative Discussion

The Company has not entered into any consulting or employment agreements with NEOs as of the date of this Prospectus.

Since incorporation on July 15, 2015, no NEO received compensation pursuant to:

(a) any standard arrangement for the compensation of NEOs for their services in their capacity as NEOs, including any additional amounts payable for committee participation or special assignments;

(b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of NEOs in their capacity as NEOs; or

(c) any arrangement for the compensation of NEOs for services as consultants or expert.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

There are no outstanding share or option based awards nor have any share or option based awards been issued or granted to Named Executive Person since the date of incorporation of the Company.

Incentive Plan Awards – Value Vested or Earned During the Year

There are no outstanding share or option based awards outstanding nor have any share or option based awards been issued or granted to any Named Executive Person since the date of incorporation of the Company.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to NEOs at, following, or in connection with retirement.

Termination and Change of Control Benefits

There are no employment contracts or arrangements in existence between the Company and any director or officer of the Company. There is no arrangement or agreement made between the Company and any of its Named Executive Officers pursuant to which a payment or other benefit is to be made or given by way of compensation in the event of that officer's resignation, retirement or other termination of employment, or in the event of a change of control of the Company or a change in the Named Executive Officer's responsibilities following such a change of control.

See the description of the Stock Option Plan found elsewhere in this Prospectus for a discussion of the treatment of stock options held by option holders upon certain termination events or change in control circumstances.

DIRECTOR COMPENSATION

Director Compensation Table

The Company did not pay any amounts to any person for carrying out services as a director during the financial year ended July 31, 2016. The Company may decide to grant option-based awards to its directors during the 12 month period following the Listing Date.

The Company expects to pay each of the directors (other than Tyson King, the President) $1,000 per month for their services.

Narrative Discussion

The Company does not have any arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts. The Board intends to compensate directors primarily through the grant of stock options and reimbursement of expenses incurred by such persons acting as directors of the Company.

Incentive Plan-Compensation for Directors

There were no option-based awards granted to the Company's directors that were outstanding as of July 31, 2016 and to the date of this Prospectus.

Incentive Plan Awards – Value Vested or Earned During the Year

No stock option-based awards have been granted to NEO's or directors of the Company since incorporation.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

No directors, executive officers and employees and no former directors, executive officers and employees of the Company are or were indebted to the Company in connection with a purchase of securities or for any other reason as at the date of this Prospectus.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

No directors or executive officers of the Company, and associates of such directors or executive officers, are or were indebted to the Company as at the date of this Prospectus.

AUDIT COMMITTEE

Audit Committee

The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations. NI 52-110, NI 41-101 and Form 52-110F2 require the Company to disclose certain information relating to the Company's Audit Committee and its relationship with the Company's independent auditors.

Audit Committee Charter

Pursuant to NI 52-110, the Company's Audit Committee is required to have a charter. The full text of the Company's Audit Committee Charter is attached as Appendix 5 to this Prospectus.

Composition of Audit Committee

The members of the Company's Audit Committee are:

Tyson King	Not Independent (1)	Financially literate (2)
Leah Hodges	Not Independent (1)	Financially literate (2)
Gerry Shields (Chair)	Independent (1)	Financially literate (2)

Notes:

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Mr. Tyson King, the Company's President, is not "independent" as defined in NI 52-110 as he is an executive officer of the Company and Mrs. Leah Hodges is not "independent" as defined in NI 52-110 because she has a material relationship with the Company, as it is her intention to devote a majority of her time to the affairs of the Company. Mr. Gerald Shields is independent. The Company, as a 'venture issuer', is exempt from the Audit Committee composition requirements in NI 52-110 which require all Audit Committee members to be independent.

All of the Audit Committee members are "financially literate", as defined in NI 52-110, as all of the Audit Committee members have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

Each member of the Company's Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

(a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;

(b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and

(c) an understanding of internal controls and procedures for financial reporting.

See "Directors and Executive Officers – Name, Occupation and Security Holdings – Background"

Audit Committee Oversight

At no time since the beginning of the fiscal year ended July 31, 2016 was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the beginning of the fiscal year ended July 31, 2016 has the Company relied on the exemption provided in section 2.4 of NI 52-110 (De Minimis Non-Audit Services) or an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions). It is not anticipated that the Company will rely on any of the above exemptions.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services but all such services will be subject to the prior approval of the Audit committee. It is not anticipated that the Company will adopt specific policies and procedures.

External Auditor Service Fees

The aggregate fees billed by the external auditors to the Company for the fiscal year ended July 31, 2016 are:

Fiscal Year Ended July 31, 2016	Audit Fees	Audit-Related Fees (1)	Tax Fees (2)	All Other Fees (3)

2016	$Nil	$Nil	$Nil	$Nil

(1) Fees charged for assurance and related services that are reasonably related to the performance of an audit, and not included under Audit Fees.
(2) Fees charged for tax compliance, tax advice and tax planning services.
(3) Fees for services other than disclosed in any other column.

Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Corporate Governance Practices

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. The Board is committed to sound corporate governance practices, which are both in the interest of the Company's shareholders and contribute to effective and efficient decision making. National Policy 58-201 - *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. The Board is of the view that the Company's general approach to corporate governance, summarized below, is appropriate and substantially consistent with objectives reflected in the guidelines for improved corporate governance in Canada adopted by the Canadian Securities Administrators (the "**National Guidelines**").

Board of Directors

The Board is currently composed of four (4) directors.

The National Guidelines suggest that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "unrelated" directors. An "unrelated" director is a director who is independent of management and is free from any interest and any business or other relationship which could or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, the National Guidelines suggest that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder.

Mr. Gordon King, Mr. Gerald Shields and Mrs. Hodges are considered by the Board to be "unrelated" within the meaning of the Guidelines. In assessing the Guidelines and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors.

As an executive officer of the Company, Mr. Tyson King is not considered independent pursuant NI 52-110.

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Company that are, or have been within the last five years, directors, officers or promoters of other reporting issuers:

Name	Name and Jurisdiction of Other Reporting Issuers	Name of Exchange or Market	Position	From	To

Tyson King	Declan Resources Inc. (BC)	CSE	Director	12/17/2015	Present
Gordon King	Declan Resources Inc. (BC)	CSE	Director	10/22/2013	12/30/2016
Gerald Shields	Tower Resources Ltd. (BC)	TSXV	Director	05/22/2014	Present
	eShippers Management Ltd.(BC)	NEX	Director	11/04/2010	Present
	Rainy River Resources Ltd. (BC)	TSX	Director and Officer	02/01/2007	07/29/2013
	Global Daily Fantasy Sports Inc. (BC)	TSXV	Officer	04/08/2003	12/14/2012
Leah Hodges	eShippers Management Ltd.(BC)	NEX	Corporate Secretary	02/27/2008	Present
	Versus Systems Inc. (BC)	CSE	Corporate Secretary	08/22/2013	08/31/2016
	Moovly Media Inc. (BC)	TSXV	Corporate Secretary	07/27/2016	08/31/2016
	Declan Resources Inc. (BC)	CSE	Corporate Secretary	08/31/2011	08/31/2016
	Scientific Metals Corp. (BC)	TSXV	Corporate Secretary	10/01/2010	08/31/2016
	Cellstop Systems Inc. (BC)	NEX	Corporate Secretary	02/07/2008	08/31/2016
Lesia Burianyk	eShippers Management Ltd.(BC)	NEX	CFO	09/05/2013	07/31/2015
	Suparna Gold Corp. (BC)	TSXV	CFO	09/05/2013	07/31/2015
	Declan Resources Inc. (BC)	TSXV	CFO	09/05/2013	07/31/2015

Orientation and Continuing Education

The Board has not adopted formal steps to orient new board members. The Board's continuing education is typically derived from correspondence with the legal counsel of the Company to remain up to date with developments in relevant corporate and securities law matters. It is not anticipated that the Board will adopt formal steps in the 12 months following completion of the Listing.

Ethical Business Conduct

The Board has not adopted formal guidelines to encourage and promote a culture of ethical business conduct but does promote ethical business conduct by nominating board members it considers ethical, by avoiding or minimizing conflicts of interest and by having a sufficient number of its board members independent of corporate matters. It is not anticipated that the Board will adopt formal guidelines in the 12 months following completion of the Listing.

The Board has determined that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Board is responsible for determining compensation for the directors of the Company to ensure it reflects the responsibilities and risks of being a director of a public company.

Other Board Committees

The Board has no committees other than the Audit Committee.

Assessments

Due to the minimal size of the Company's Board, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

RISK FACTORS

The following are certain factors relating to the business of the, which factors investors should carefully consider when making an investment decision concerning the Shares. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not presently known to the Company, or that the Company currently deems immaterial, may also impair the operations of the Company. If any such risks actually occur, the financial condition, liquidity and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected.

Prospects for companies in the mineral exploration industry generally may be regarded as uncertain given the nature of the industry and, accordingly, investments in mineral exploration companies should be regarded as highly speculative. Mineral exploration involves a significant degree of risk. An investor should carefully consider the risks and uncertainties described below. The risks and uncertainties described below are not an exhaustive list. Additional risks and uncertainties not presently known to the Company or that are considered to be immaterial may also adversely affect the Company's business. If any one or more of the following risks occur, the Company's business, financial condition and results of operations could be seriously harmed. Further, if the Company fails to meet the expectations of the public market in any given period, the market price of the Shares could decline. An investment in the Shares should only be made by persons who can afford a significant or total loss of their investment.

The risks discussed below also include forward-looking statements and actual results may differ substantially from those discussed in these forward-looking statements. See "*Note Regarding Forward Looking Statements*" in this Prospectus.

Dependence on the Midas Gold Property

The Company is an exploration stage company and as such does not anticipate receiving revenue from its mineral properties for some time. The Company will be solely focused on the exploration and development of the Midas Gold Property, which does not have any identified mineral resources or reserves. Unless the Company acquires additional property interests, any adverse developments affecting the Midas Gold Property could have a material adverse effect upon the Company and would materially and adversely affect any profitability, financial performance and results of operations of the Company.

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development programs at the Midas Gold Property will result in the definition of bodies of commercial mineralization. There is also no assurance that even if commercial quantities of mineralization are discovered that Midas Gold Property will be brought into commercial production. Failure to do so will have a material adverse impact on the Company's operations and potential future profitability. The discovery of bodies of commercial mineralization is dependent upon a number of factors, not the least of which is the technical skill of the exploration personnel involved. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which are the particular attributes of the deposit (such as size, grade and proximity to infrastructure), metal prices and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Most of the above factors are beyond the Company's control.

Exploration, Development and Production Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties that are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Company's resource base.

The Company's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. In addition, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing gold and other mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The remoteness and restrictions on access of properties in which the Company has an interest will have an adverse effect on profitability as a result of higher infrastructure costs. There are also physical risks to the exploration personnel working in the terrain in which the Company's properties will be located, often in poor climate conditions.

The long-term commercial success of the Company depends on its ability to explore, develop and commercially produce minerals from its properties and to locate and acquire additional properties worthy of exploration and development for minerals. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participation uneconomic.

Mineral Resources and Reserves

Because the Company has not defined or delineated any resource or reserve on any of its properties, mineralization estimates for the Company's properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Unless otherwise indicated, mineralization figures presented in this Prospectus are based upon estimates made by the Company, personnel and independent geologists. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis which may prove to be unreliable. There can be no assurance that these estimates will be accurate; resource or other mineralization figures will be accurate; or such mineralization could be mined or processed profitably.

Insufficient Resources or Reserves

Substantial additional expenditures will be required to establish either resources or reserves on mineral properties and to develop processes to extract the minerals. No assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis or at all.

Maintaining Interests in Mineral Properties

The Company's continuing right to maintain its conditional interest in the Midas Gold Property will be dependent upon compliance with applicable laws and with the terms of the Option Agreement. There can be no assurance that the Company will have the funds, will be able to raise the funds or will be able to comply with the provisions of the Option Agreement relating to the Midas Gold Property which would entitle it to an undivided 100% interest therein and, if it fails to do so, its interest in the Midas Gold Property would be lost and the Option Agreement would terminate.

Option Agreement

The Option Agreement provides that the Company must make certain cash and Share payments over a period of time to exercise the Option and acquire the Midas Gold Property. If the Company fails to make such payments as set out in the Option Agreement, the Company may lose its right to ultimately acquire an undivided 100% interest in the Midas Gold Property, wherein, failure to exercise the Option will result in the Company having no beneficial interest in and to the Midas Gold Property.

Obtaining and Renewing Licenses and Permits

In the ordinary course of business, the Company will be required to obtain and renew governmental licenses or permits for exploration, development, construction and commencement of mining at the Midas Gold Property. Obtaining or renewing the necessary governmental licenses or permits is a complex and time consuming process involving public hearings and costly undertakings on the part of the Company. The duration and success of the Company's efforts to obtain and renew licenses or permits are contingent upon many variables not within the Company's control, including the interpretation of applicable requirements implemented by the licensing authority. The Company may not be able to obtain or renew licenses or permits that are necessary to its operations, including, without limitation, an exploitation license, or the cost to obtain or renew licenses or permits may exceed what the Company believes they can recover from the Midas Gold Property. Any unexpected delays or costs associated with the licensing or permitting process could delay the development or impede the operation of a mine, which could adversely impact the Company's operations and profitability.

No Assurances

There is no assurance that economic mineral deposits will ever be discovered, or if discovered, subsequently put into production. Most exploration activities do not result in the discovery of commercially mineable deposits. The Company's future growth and profitability will depend, in part, on its ability to identify and expand its mineral reserves through additional exploration of the Midas Gold Property and on the costs and results of continued exploration and development programs. Mining exploration is highly speculative in nature, involves many risks and frequently is not productive. Most exploration projects do not result in the discovery of commercially mineable ore deposits and no assurance can be given that any anticipated level of recovery of mineral reserves will be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. There can be no assurance that the Company's exploration efforts at the Midas Gold Property will be successful.

Title Matters, Surface Rights and Access Rights

The Midas Gold Property may be subject to prior unregistered agreements of transfer or indigenous land claims, and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of the Midas Gold Property and any other mining or property interests derived from or in replacement or conversion of or in connection with the claims comprising the Midas Gold Property or the size of the area to which such claims and interests pertain. The Company cannot guarantee that title to its mineral properties will not be challenged. Title insurance is generally not available for mineral properties and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained.

Although, upon exercising the Option, will acquire the rights to some or all of the minerals in the ground, it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In areas where there are local populations or landowners, it is necessary, as a practical matter, to negotiate surface access. There is a risk that local communities or affected groups may take actions to delay, impede or otherwise terminate the contemplated activities of the Company. There can be no guarantee that the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out significant exploration and development activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction, which assistance may not be provided or, if provided, may not be effective. If the development of a mine on the Midas Gold Property becomes justifiable it will be necessary to acquire surface rights for mining, plant, tailings and mine waste disposal. There can be no assurance that the Company will be successful in acquiring any such rights.

Additional Funding Requirements

The exploration and development of the Midas Gold Property will require substantial additional capital. When such additional capital is required, the Company will need to pursue various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favorable to the Company and might involve substantial dilution to existing shareholders. The Company may not be successful in locating suitable financing transactions in the time period required or at all. A failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations. Any future issuance of securities to raise required capital will likely be dilutive to existing shareholders. In addition, debt and other debt financing may involve a pledge of assets and may be senior to interests of equity holders. The Company may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets (both generally and in the gold and copper industries in particular), the Company's status as a new enterprise with a limited history, the location of the Midas Gold Property, the price of commodities and/or the loss of key management personnel. Further, if the price of gold, copper and other metals on the commodities markets decreases, then potential revenues from the Midas Gold Property will likely decrease and such decreased revenues may increase the requirements for capital. Failure to obtain sufficient financing will result in a delay or indefinite postponement of development or production at the Midas Gold Property.

Dilution

Shares, including rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into Shares, may be created, issued, sold and delivered on such terms and conditions and at such times as the Board may determine. In addition, the Company may issue additional Shares from time to time pursuant to Share purchase warrants and the options to purchase Shares issued from time to time by the Board. The issuance of these Shares could result in dilution to holders of Shares.

First Nations Land Claims

The Midas Gold Property may now or in the future be the subject of First Nations land claims. The legal nature of Aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the Midas Gold Property cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of Aboriginal rights in the area in which the Midas Gold Property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with and seek the approval of holders of Aboriginal interests in order to facilitate exploration and development work on the Midas Gold Property, there is no assurance that the Company will be able to establish a practical working relationship with the First Nations in the area which would allow it to ultimately develop the Midas Gold Property.

Environmental Risks

All phases of the Company's operations with respect to the Midas Gold Property will be subject to environmental regulation. Environmental legislation involves strict standards and may entail increased scrutiny, fines and penalties for non-compliance, stringent environmental assessments of proposed projects and a high degree of responsibility for companies and their officers, directors and employees. Changes in environmental regulation, if any, may adversely impact the Company's operations and future potential profitability. In addition, environmental hazards may exist on the Midas Gold Property that are currently unknown. The Company may be liable for losses associated with such hazards, or may be forced to undertake extensive remedial cleanup action or to pay for governmental remedial cleanup actions, even in cases where such hazards have been caused by previous or existing owners or operators of the properties, or by the past or present owners of adjacent properties or by natural conditions. The costs of such cleanup actions may have a material adverse impact on the Company's operations and future potential profitability.

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 the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

The Company may be subject to reclamation requirements designed to minimize long-term effects of mining exploitation and exploration disturbance by requiring the operating company to control possible deleterious effluents and to re-establish to some degree pre-disturbance landforms and vegetation. Any significant environmental issues that may arise, however, could lead to increased reclamation expenditures and could have a material adverse impact on the Company's financial resources.

Limited Operating History and Early Stage Property

The Company is an early stage company and the Midas Gold Property is an exploration stage property. As such, the Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. The current state of the Midas Gold Property requires significant additional expenditures before any cash flow may be generated. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of its success must be considered in light of its early stage of operations.

The Midas Gold Property is in the early exploration stage and is without resources or reserves. The proposed programs on the Midas Gold Property are an exploratory search for a mineral deposit. Development of the Property will only follow upon obtaining satisfactory results. Exploration for and the development of minerals involve a high degree of risk and few properties, which are explored, are ultimately developed into producing properties. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term success of the Company's operations will be in large part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

Lack of Operating Cash Flow

The Company currently has no source of operating cash flow and is expected to continue to do so for the foreseeable future. The Company's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations. If the Company sustains losses over an extended period of time, it may be unable to continue our business. Further exploration and development of the Midas Gold Property will require the commitment of substantial financial resources. It may be several years before the Company will generate any revenues from operations, if at all. There can be no assurance that the Company will realize revenue or achieve profitability.

Regulatory Requirements

Even if the Midas Gold Property is proven to host economic reserves of precious or non-precious metals, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits. Exploration and mining activities may be affected in varying degrees by government policies and regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of the Midas Gold Property, environmental legislation and mine safety.

Volatility of Mineral Prices

The Company's revenues, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals. Factors beyond the control of the Company may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Company's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices. In addition, currency fluctuations may affect the cash flow which the Company may realize from its operations, since most mineral commodities are sold in a world market in United States dollars.

Infrastructure

Exploration, development and processing activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important elements of infrastructure, which affect access, capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development of the Midas Gold Property. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploration or development of the Midas Gold Property will be commenced or completed on a timely basis, if at all. Furthermore, unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of necessary infrastructure could adversely affect our operations.

Acquiring Additional Properties

Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result of this competition, some of which is with large, better established mining companies with substantial capabilities and greater financial and technical resources, the Company may be unable to acquire rights to exploit additional attractive mining properties on terms it considers acceptable.

Risks Associated with Acquisitions

If appropriate opportunities present themselves, the Company may acquire other mineral claims and/or companies. The Company currently has no understandings, commitments or agreements with respect to any other material acquisition and no other material acquisition is currently being pursued. There can be no assurance that the Company will be able to identify, negotiate or finance future acquisitions successfully, or to integrate such acquisitions with its current business. The process of integrating an acquired company or mineral claims into the Company may result in unforeseen operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for ongoing development of the Company’s business. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to goodwill and other intangible assets, which could materially adversely affect the Company’s business, results of operations and financial condition.

Executive Employee Recruitment and Retention

The success of the Company will be dependent upon the performance of its management and key employees. The loss of any key executive or manager of the Company may have an adverse effect on the future of the Company’s business. The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company’s business activity grows, it will require additional key financial, administrative, geologic and mining personnel as well as additional operations staff. There is no assurance that it will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increases. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on its future cash flows, earnings, results of operations and financial condition.

Adverse General Economic Conditions

The unprecedented events in global financial markets in the past several years have had a profound impact on the global economy. Many industries, including the mineral exploration sector, were impacted by these market conditions. Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and precious metal markets and a lack of market liquidity. A similar slowdown in the financial markets or other economic conditions, including but not limited to, inflation, fuel and energy costs, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company’s operations. Specifically, a global credit/liquidity crisis could impact the cost and availability of financing and our overall liquidity, the volatility of mineral prices would impact the Company’s prospects, volatile energy, commodity and consumables prices and currency exchange rates would impact costs and the devaluation and volatility of global stock markets would impact the valuation of its equity and other securities. These factors could have a material adverse effect on the Company’s financial condition and results of operations.

In recent years, the securities markets in Canada, as well as in other countries around the world, have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Company in developing assets, adding additional resources, establishing feasibility of deposits or creating revenues, cash flows or earnings. The value of securities will be affected by market volatility. An active public market for the Shares might not develop or be sustained. If an active public market for the Shares does not develop or continue, the liquidity of a shareholder’s investment may be limited and the price of the Shares may decline.

Claims and Legal Proceedings

The Company may be subject to claims or legal proceedings covering a wide range of matters that arise in the ordinary course of business activities, including relating to former employees. These matters may give rise to legal uncertainties or have unfavourable results. The Company may carry liability insurance coverage and mitigate risks that can be reasonably estimated; however, there is a risk that insurance may not be adequate to cover all possible risks arising from the Company's operations. In addition, the Company may be involved in disputes with other parties in the future that may result in litigation or unfavourable resolution which could materially adversely impact the Company's financial position, cash flow, results of operations, and reputation, regardless of the specific outcome.

Force Majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including the price of gold on world markets, labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

Uncertainty of Use of Proceeds

Although the Company has set out its intended use of proceeds in this Filing Statement, these intended uses are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds. The failure by the Company to apply these funds effectively could have a material adverse effect on the Company's business, including the Company's ability to achieve its stated business objectives.

Competition

All aspects of the Company's business will be subject to competition from other parties. Many of the Company's competitors for the acquisition, exploration, production and development of mineral properties, and for capital to finance such activities, will include companies that have greater financial and personnel resources available to them than the Company. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA. To the proposed management of the Company's knowledge, as at the date hereof there are no existing or potential material conflicts of interest between the Company and a proposed director or officer of the Company except as otherwise disclosed herein.

Dividends

To date, the Company has not paid any dividends on their outstanding shares. Any decision to pay dividends on the shares of the Company will be made by the Board on the basis of the Company's earnings, financial requirements and other conditions.

Litigation

The Company and/or its directors and officers may be subject to a variety of civil or other legal proceedings, with or without merit. From time to time in the ordinary course of its business, the Company may become involved in various legal proceedings, including commercial, employment and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause the Company to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on the Company's business, operating results or financial condition.

Reporting Issuer Status

As a reporting issuer, the Company will be subject to reporting requirements under applicable securities law and stock exchange policies. Compliance with these requirements will increase legal and financial compliance costs, make some activities more difficult, time consuming or costly, and increase demand on existing systems and resources. Among other things, the Company will be required to file annual, quarterly and current reports with respect to its business and results of operations and maintain effective disclosure controls and procedures and internal controls over financial reporting. In order to maintain and, if required, improve disclosure controls and procedures and internal controls over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm the Company's business and results of operations. The Company may need to hire additional employees to comply with these requirements in the future, which would increase its costs and expenses.

Management of the Company expects that being a reporting issuer will make it more expensive to maintain director and officer liability insurance. This factor could also make it more difficult for the Company to retain qualified directors and executive officers.

Operating Hazards, Risks and Insurance

The ownership, exploration, operation and development of a mine or mineral property involves many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These risks include environmental hazards, industrial accidents, explosions and third-party accidents, the encountering of unusual or unexpected geological formations, ground falls and cave-ins, mechanical failure, unforeseen metallurgical difficulties, power interruptions, flooding, earthquakes and periodic interruptions due to inclement or hazardous weather conditions. These occurrences could result in environmental damage and liabilities, work stoppages, delayed production and resultant losses, increased production costs, damage to, or destruction of, mineral properties or production facilities and resultant losses, personal injury or death and resultant losses, asset write downs, monetary losses, claims for compensation of loss of life and/or damages by third parties in connection with accidents (for loss of life and/or damages and related pain and suffering) that occur on Company property, and punitive awards in connection with those claims and other liabilities.

It is not always possible to fully insure against such risks, and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise they could reduce or eliminate any future profitability and result in an increase in costs and a decline in value of our securities. Liabilities that the Company incurs may exceed the policy limits of insurance coverage or may not be covered by insurance, in which event the Company could incur significant costs that could adversely impact its business, operations, potential profitability or value. Despite efforts to attract and retain qualified personnel, as well as the retention of qualified consultants, to manage the Company's interests, even when those efforts are successful, people are fallible and human error could result in significant uninsured losses. These could include loss or forfeiture of mineral interests or other assets for non-payment of fees or taxes, significant tax liabilities in connection with any tax planning effort the Company might undertake and legal claims for errors or mistakes by personnel.

Absence of Public Trading Market

Currently, there is no public market for the Shares and there can be no assurance that an active market for the Shares will develop or be sustained after the Listing Date. If an active public market for the Shares does not develop, the liquidity of an investor's investment may be limited and the share price may decline below the price paid for the Shares by such investor.

PROMOTERS

Mr. Tyson King may be considered to be a promoter of the Company in that he took the initiative in founding and organizing the business of the Company. See "*Directors and Executive Officers*" for additional information regarding Mr. Tyson King. As at the date of this Prospectus, Mr. Tyson King directly and beneficially owns 2,680,000 Shares.

LEGAL PROCEEDINGS

Legal Proceedings

Neither the Company nor any of its property was previously a party to, or the subject of, any legal proceeding nor is the Company currently party to any material legal proceeding or contemplating any legal proceedings which are material to its business. From time to time, however, the Company may be subject to various claims and legal actions arising in the ordinary course of business. Management of the Company is not currently aware of any legal proceedings contemplated against the Company.

Regulatory Actions

From incorporation to the date of this Prospectus, management knows of no:

(i) penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority;

(ii) other penalties or sanctions imposed by a court or regulatory body against the Company necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed; and

(iii) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set forth in this Prospectus, the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer, any person or company who owns of record, or is known by the Company to own beneficially, directly or indirectly, more than 10% of the Shares of the Company or any associate or affiliate of the foregoing persons or companies in any transaction since its incorporation or in any proposed transaction that has materially affected or is reasonably expected to materially affect the Company.

AUDITORS, TRANSFER AGENT AND REGISTRAR

Auditors

The auditors of the Company are Davidson & Company LLP, Chartered Professional Accountants, located at 1200-609 Granville Street, Vancouver, BC, V7Y 1G6.

As of the date of this Prospectus, it is proposed that the Company's auditors will continue to be Davidson & Company LLP, Chartered Professional Accountants.

Transfer Agent and Registrar

The Company's registrar and transfer agent of the Shares is Computershare at its office at 510 Burrard St, 3rd Floor, Vancouver BC, V6C 3B9.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business and those mentioned above, the following are the only material contracts entered into by the Company since incorporation which are currently in effect and considered to be material:

1. Option Agreement; and

2. The Escrow Agreement, dated November 28, 2016 among the Company, the Escrow Agent and the Principals.

EXPERTS

Names of Experts

The following are persons or companies whose profession or business gives authority to a statement made in this Prospectus as having prepared or certified a part of that document, report, or valuation described in this Prospectus:

- Davidson & Company LLP, Chartered Professional Accountants are the auditors of the Company, who prepared the audit report on the Company's Financial Statements included in and forming part of this Prospectus; and Steven Siemieniuk, P. Geo, and J. Garry Clark P. Geo, each a Qualified Person (as defined in NI 43-101), co-authored the Technical Report in accordance with the requirements of NI 43-101, the majority of which is reproduced in and forms part of this Prospectus and is available in its full form on the Company's profile on SEDAR.

Interests of Experts

Other than disclosed herein, no person whose profession or business gives authority to a statement made by such person and who is named in this Prospectus has received or will receive a direct or indirect interest in the Company's property or any associate or affiliate of the Company.

Steven Siemieniuk and J. Garry Clark do not have any direct or indirect interest in the Company or the Midas Gold Property, nor will any such interest materialize before or after Listing, and there are no circumstances that, when reasonably interpreted, could be thought to have interfered with the judgment of Steven Siemieniuk and J. Garry Clark regarding the preparation of the Technical Report. J. Garry Clark owns and controls 16,666 common shares of ALX which represents less than 1% of the issued and outstanding common shares of ALX.

Davidson & Company LLP, Chartered Professional Accountants has confirmed that it is independent of the Company in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

As at the date hereof, none of the aforementioned persons beneficially owns, directly or indirectly, securities of the Company or its associates and affiliates. In addition, none of the aforementioned persons nor any director, officer or employee of any of the aforementioned persons, is or is expected to be elected, appointed or employed as, a director, senior officer or employee of the Company or of an associate or affiliate of the Company, or as a promoter of the Company or an associate or affiliate of the Company.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts relating to the Company that are not otherwise disclosed in this Prospectus or are necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the Company.

Financial Statement Disclosure

The following financial statements and MD&A are included herein:

APPENDIX “1”	-	MIRAMONT RESOURCES CORP. AUDITED FINANCIAL STATEMENTS FOR THE PERIOD FROM INCORPORATION ON JULY 15, 2015 TO JULY 31, 2015 AND FOR THE YEAR ENDED JULY 31, 2016
APPENDIX “2”	-	MIRAMONT RESOURCES CORP. MD&A FOR THE YEAR ENDED JULY 31, 2016
APPENDIX “3”	-	MIRAMONT RESOURCES CORP. UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTH PERIOD ENDED OCTOBER 31, 2016
APPENDIX “4”	-	MIRAMONT RESOURCES CORP. MD&A FOR THE THREE MONTH PERIOD ENDED OCTOBER 31, 2016

Other Appendices

APPENDIX “5” - AUDIT COMMITTEE CHARTER

APPENDIX 1 – MIRAMONT RESOURCES CORP. AUDITED FINANCIAL STATEMENTS FOR THE PERIOD FROM INCORPORATION ON JULY 15, 2015 TO JULY 31, 2015 AND FOR THE YEAR ENDED JULY 31, 2016

[see attached]

MIRAMONT RESOURCES CORP.
(formerly Miramont Capital Corp.)

FINANCIAL STATEMENTS

JULY 31, 2016

(Expressed in Canadian Dollars)

INDEPENDENT AUDITORS' REPORT

To the Directors of
Miramont Resources Corp. (formerly Miramont Capital Corp.)

We have audited the accompanying financial statements of Miramont Resources Corp. (formerly Miramont Capital Corp.), which comprise the statements of financial position as at July 31, 2016 and 2015 and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the year then ended July 31, 2016 and for the period from inception on July 15, 2015 to July 31, 2015, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of Miramont Resources Corp. (formerly Miramont Capital Corp.) as at July 31, 2016 and 2015 and its financial performance and its cash flows for the year ended July 31, 2016 and for the period from inception on July 15, 2015 to July 31, 2015 then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Miramont Resources Corp. (formerly Miramont Capital Corp.)'s ability to continue as a going concern.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada Chartered Professional Accountants

March 10, 2017

MIRAMONT RESOURCES CORP.
(formerly Miramont Capital Corp.)
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
As at July 31,

	2016	2015
ASSETS		
Current		
Cash	$ 44,993	$ 29,991
	$ 44,993	$ 29,991
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Note 4)	$ 9,237	$ 605
	9,237	605
SHAREHOLDERS' EQUITY		
Share capital (Note 5)	82,505	67,500
Share subscriptions received in advance (Note 5)	4,025	-
Share subscriptions receivable (Note 5)	(37,550)	(37,500)
Deficit	(13,224)	(614)
	35,756	29,386
	$ 44,993	$ 29,991

Nature and of operations and going concern (Note 1)
Subsequent events (Note 12)

Approved by:

/s/ "Tyson King"
Tyson King, Director

/s/ "Gordon King"
Gordon King, Director

The accompanying notes are an integral part of these financial statements

MIRAMONT RESOURCES CORP.
(formerly Miramont Capital Corp.)
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

		Year ended July 31, 2016		From incorporation on July 15, 2015 to July 31, 2015
Expenses				
Business development	$	1,250	$	-
Filing fees		345		414
Office and miscellaneous		715		200
Professional fees		10,300		-
Loss and comprehensive loss for the period	$	(12,610)	$	(614)
Loss per common share – basic and diluted	$	(0.00)	$	(0.00)
Weighted average number of common shares outstanding – basic and diluted		6,236,913		3,728,125

The accompanying notes are an integral part of these financial statements

MIRAMONT RESOURCES CORP.
(formerly Miramont Capital Corp.)
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	Share Capital					
	Number of shares	Amount	Share subscriptions received in advance	Share subscriptions receivable	Deficit	Total
July 15, 2015		$	$	$	$	$
Issuance of common shares (Note 5)	6,000,000	67,500	-	(37,500)	- -	30,000
Loss for the period	-	-	-	-	(614)	(614)
July 31, 2015	6,000,000	$ 67,500	$ -	$ (37,500)	$ (614)	$ 29,386
Issuance of common shares (Note 5)	300,100	15,005	-	(50)	- -	14,955
Share subscriptions received in advance	-	-	4,025	-	-	4,025
Loss for the year	-	-	-	-	(12,610)	(12,610)
July 31, 2016	6,300,100	$ 82,505	$ 4,025	$ (37,550)	$ (13,224)	$ 35,756

The accompanying notes are an integral part of these financial statements

MIRAMONT RESOURCES CORP.
(formerly Miramont Capital Corp.)
STATEMENTS OF CASH FLOW
(Expressed in Canadian Dollars)

		Year ended July 31, 2016		From incorporation on July 15, 2015 to July 31, 2015
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss for the period	$	(12,610)	$	(614)
Change in non-cash working capital item:				
Accounts payable and accrued liabilities		8,632		605
Net cash used in operating activities		(3,978)		(9)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from issuance of share capital		14,955		30,000
Share subscriptions received in advance		4,025		-
Net cash provided by financing activities		18,980		30,000
Change in cash		15,002		29,991
Cash, beginning of period		29,991		-
Cash, end of period	$	44,993	$	29,991

Supplemental cash flow information (Note 8)

1. NATURE OF OPERATIONS AND GOING CONCERN

Miramont Resources Corp. (formerly Miramont Capital Corp.) (the "Company") was incorporated on July 15, 2015 under the Business Corporations Act of British Columbia and changed its name from Miramont Capital Corp. on November 18, 2016. The Company is a mineral exploration company with a focus on acquiring, exploring and advancing exploration and evaluation assets in Canada. The Company's head office and registered and records office address is 1026 Belmont Avenue, North Vancouver, B.C., V7R 1K2.

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. The Company's continuation as a going concern is dependent upon the successful results from its business activities, its ability to obtain profitable operations and generate funds, and/or complete financings sufficient to meet current and future obligations. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern.

The Company expects to raise additional capital through private placements of its common shares in amounts sufficient to further operations (Note 12).

2. BASIS OF PRESENTATION

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Approval of the financial statements

These financial statements were authorized by the Board of Directors of the Company on March 10, 2017.

2. BASIS OF PRESENTATION (cont'd…)

Basis of presentation

These financial statements have been prepared on a historical cost basis, using the accrual basis of accounting, except for cash flow information and certain financial assets that are measured at fair value as explained in the significant accounting policies set out in Note 3. The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

Functional and presentation currency

These financial statements are presented in Canadian dollars, unless otherwise noted, which is the functional currency of the Company.

Significant estimates

The preparation of these financial statements requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

Recovery of deferred tax assets - Judgment is required in determining whether deferred tax assets are recognized in the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate taxable earnings in future periods in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the date of the statement of financial position could be impacted. Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods. The Company has not recorded any deferred tax assets.

2. BASIS OF PRESENTATION (cont'd…)

Significant judgments

There were no significant judgments made by management for the reporting year.

3. SIGNIFICANT ACCOUNTING POLICIES

Financial assets

All financial assets are initially recorded at fair value, and each financial asset is designated upon inception, depending on the purpose for which the asset was acquired, into one of the following four categories:

Fair value through profit or loss – These assets comprise of derivatives and/or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in profit or loss.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Financial assets (cont'd…)

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

Financial liabilities

All financial liabilities are initially recorded at fair value, and each financial liability is designated upon inception, depending on the purpose for which the liability was incurred, into one of the following two categories.

Fair value through profit or loss – These liabilities are derivatives, including separated embedded derivatives, and/or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss.

Other financial liabilities – These liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition they are subsequently measured at amortized cost using the effective interest rate method. The effective interest rate method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Share capital

Common shares - Common shares are classified as shareholders' equity. Incremental costs, net of tax effects, directly attributable to the issue of common shares are recognized as deductions from shareholders' equity. Common shares issued for consideration other than cash are valued based on their market value at the date the shares are issued.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Share capital (cont'd…)

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in the private placements to be the more easily measurable component and the common shares are valued at their fair value, as determined by the closing market price on the announcement date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves.

Preferred shares – Preferred shares are classified as shareholders' equity if they are non-redeemable, or redeemable only at the Company's option, and any dividends are discretionary. Discretionary dividends declared thereon are recognized as distributions within equity upon approval by the Company's shareholders.

Preferred shares are classified as a financial liability if they are redeemable on a specific date or at the option of the shareholders, or if dividend payments are not discretionary. Non-discretionary dividends thereon are recognized as interest expense in profit or loss.

Income (loss) per share

The Company presents basic and diluted earnings (loss) per share data for its common shares. Basic earnings (loss) per share are calculated by dividing the loss attributable to common shares of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share are computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. There was no dilutive effect for the periods presented.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Income taxes

Deferred tax is provided on all temporary differences at the statement of financial position date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on the tax rates that have been enacted or substantively enacted at the reporting date.

Foreign currency translation

Transactions in foreign currencies are translated at the exchange rate in effect at the date of the transaction. Foreign denominated monetary assets and liabilities are translated to their Canadian dollar equivalents using foreign exchange rates prevailing at the statement of financial position date. Non-monetary items are translated into Canadian dollars at the exchange rate in effect on the respective transaction dates. Revenues and expenses are translated at average rates for the period, except for amortization, which is translated on the same basis as the related asset. Exchange gains or losses arising on foreign currency translation are reflected in profit or loss for the year.

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 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.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

New standards, interpretations and amendments to existing standards not yet effective

The following standards, amendments to standards and interpretations have been issued but are not effective for annual periods beginning on or after January 1, 2016:

IFRS 10, IFRS 12, and IAS 28, Investment Entities

This standard was amended to discuss the application of the investment entities exception.

IFRS 11, Joint arrangements

This standard was amended to provide specific guidance on accounting for the acquisition of an interesting in a joint operation that is a business.

IAS 16, Property, plant and equipment and IAS 38, Intangible assets

These standards were amended to prohibit the use of revenue-based depreciation methods for property, plant and equipment and limit the use of revenue-based amortization for intangible assets.

IAS 27, Separate financial statements

This standard was amended to restore the option to use the equity method to account for investments in subsidiaries, joint ventures and associates in an entity's separate financial statements.

The following standards, amendments to standards and interpretations have been issued but are not effective for annual periods beginning on or after January 1, 2017:

IAS 12, Income Taxes

This standard was amendment to clarify the recognition of a deferred tax asset for unrealized losses.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

New standards, interpretations and amendments to existing standards not yet effective (cont'd…)

The following standards, amendments to standards and interpretations have been issued but are not effective for annual periods beginning on or after January 1, 2018:

IFRS 9, Financial instruments

This standard addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest, otherwise it is at fair value through profit or loss.

IFRS 15, Revenue from Contracts with Customers:

IFRS 15 is a new standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, *Construction Contracts*, IAS 18, *Revenue*, IFRIC 13, *Customer Loyalty Programs*, IFRIC 15, *Agreements for the Construction of Real Estate*, IFRIC 18, *Transfers of Assets from Customers*, and SIC-31, *Revenue – Barter Transactions involving Advertising Service*.

The Company has not yet assessed the potential impact of the application of these standards, nor determined whether it will adopt the standards early.

(Expressed in Canadian Dollars)

4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	Year ended July 31, 2016	From incorporation on July 15, 2015 to July 31, 2015
Accounts payable	$ 487	$ 605
Accrued liabilities	8,750	-
	$ 9,237	$ 605

5. SHARE CAPITAL

Authorized share capital

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

Issued share capital

During the year ended July 31, 2016, the Company issued 300,100 common shares at a price of $0.05 per common share for total proceeds of $15,005.

During the period from incorporation on July 15, 2015 to July 31, 2015, the Company issued 3,500,000 common shares at a price of $0.005 per common share for total proceeds of $17,500 and 2,500,000 at a price of $0.02 per common share for total proceeds of $50,000.

Share subscriptions received in advance

During the year ended July 31, 2016, the Company received $4,025 (2015 - $Nil) for share subscription agreements that were completed subsequent to year end (Note 12).

Share subscriptions receivable

During the year ended July 31, 2016, the Company had accrued a total of $37,550 (2015 - $37,500) for common shares that have been issued; this amount was collected subsequent to year end (Note 12).

(Expressed in Canadian Dollars)

5. SHARE CAPITAL (cont'd…)

Stock options

As at July 31, 2016, the Company had not issued any stock options and no stock options are outstanding as at July 31, 2016 and 2015.

Warrants

As at July 31, 2016, the Company had not issued any warrants and no warrants are outstanding as at July 31, 2016 and 2015.

6. INCOME TAXES

Income tax expense varies from the amount that would be computed by applying the expected basic federal and provincial income tax rates for Canada at July 31, 2016 at 26.00% to income before income taxes.

A reconciliation of the difference is as follows:

		Year ended July 31, 2016		From incorporation on July 15, 2015 to July 31, 2015
Loss before income taxes	$	(12,610)	$	(614)
Expected income tax recovery	$	(3,000)	$	-
Change in unrecognized deferred tax assets		3,000		-
Income tax expense (recovery)	$	-	$	-

(Expressed in Canadian Dollars)

6. INCOME TAXES (cont'd…)

The significant components of the Company's unrecognized deferred income tax assets and liabilities are as follows:

		Year ended July 31, 2016		From incorporation on July 15, 2015 to July 31, 2015
Non-capital losses	$	3,000	$	-
Unrecognized deferred tax assets		(3,000)		-
Net deferred tax assets	$	-	$	-

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the statement of financial position are as follows:

		2016	Expiry date range
Non-capital losses	$	13,000	2035 to 2036

Tax attributes are subject to review and potential adjustments by tax authorities.

(Expressed in Canadian Dollars)

7. RELATED PARTY TRANSACTIONS

The Company considers key management personnel to consist of its directors and officers. The following expenses were incurred in transactions with key management personnel:

	Year ended July 31, 2016	From incorporation on July 15, 2015 to July 31, 2015
Business development	$ 1,250	$ -
	$ 1,250	$ -

As at July 31, 2016, included in accounts payable and accrued liabilities was $1,738 (2015 - $605) owing to officers and directors.

As at July 31, 2016, included in share subscriptions receivable was $37,500 (2015 - $37,500) owing from officers and directors; this amount was collected subsequent to year end (Note 12).

8. SUPPLEMENTAL CASH FLOW INFORMATION

	Year ended July 31, 2016	From incorporation on July 15, 2015 to July 31, 2015
Share subscriptions receivable included in share capital	$ 50	$ 37,500

9. SEGMENTED INFORMATION

The Company operates in a single reportable operating segment being the acquisition and exploration of exploration and evaluation assets located in Canada.

10. 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 July 31, 2016, the Company's risk exposure and the impact on the Company's financial instruments are summarized below:

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 asset, being cash. The bank account is held with a major Canadian bank and this minimizes the risk to the Company.

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 does not have any contractual obligations other than the accounts payable and accrued liabilities reported on the statement of financial position. The Company has sufficient cash as at July 31, 2016 to settle its current liabilities as they come due.

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 Company is not exposed to foreign currency exchange rate fluctuations as the Company only conducts business in Canada and in Canadian dollars.

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.

Price risk – this risk relates to fluctuations in equity prices. The Company is not exposed to price risk as its common shares are not publicly traded at this time.

10. FINANCIAL INSTRUMENT RISK (cont'd…)

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.

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 market place.

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 as fair value through profit or loss using level 1 inputs. The Company's accounts payable and accrued liabilities are classified as other financial liabilities. The fair value of accounts payable and accrued liabilities approximates their carrying value because of the short-term nature of this instrument.

11. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to identify, pursue, and complete the exploration and development of mineral properties, 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 year ended July 31, 2016.

12. SUBSEQUENT EVENTS

Subsequent to July 31, 2016, the Company:

a) collected $37,550 for share subscriptions receivable;

b) entered into an option agreement to acquire a 100% interest in a group of mineral claims known collectively as the Midas Gold Property located in Ontario, Canada. To acquire the property, the Company must make cash payments totaling $200,000 ($15,000 paid) and issue 1,000,000 common shares. The Optionor retained a 2% net smelter return royalty with respect to any minerals commercially produced from the property, of which one-half (i.e. 1%) may be purchased for $1,000,000;

c) issued 4,416,832 common shares at a price of $0.05 per common share for total proceeds of $220,842, of which $4,025 had been received as at July 31, 2016;

d) issued 4,233,332 units at a price of $0.10 per unit for total proceeds of $423,333. Each unit is comprised of one common share and one common share purchase warrant, exercisable at a price of $0.15 per common share, for a period of two years from the date of issue;

e) is in the process of applying for a public listing of its common shares on the Canadian Securities Exchange ("CSE") through a non-offering prospectus;

f) changed its name to Miramont Resources Corp.;

g) adopted a rolling stock option plan under which the Board of Directors may, from time to time in its discretion, grant options to acquire common shares of the Company to its directors, officers, employees, consultants, and advisors. The number of shares reserved for issuance under the plan may not exceed 10% of the number of issued and outstanding common shares of the Company. The exercise price of each option is determined by the Board but shall not be less than the market price of the Company's shares on the date prior to the date of grant less any discounts permitted by the CSE under its policies. The options may be granted for a maximum term of 10 years and are subject to such vesting provisions as may be determined by the Board; and

h) entered into an escrow agreement pursuant to which 8,599,166 common shares have been placed in escrow and are subject to release in tranches over time in accordance with the policies of the Canadian Securities Administrators.

APPENDIX 2 – MIRAMONT RESOURCES CORP. MD&A FOR THE YEAR ENDED JULY 31, 2016

[see attached]

MIRAMONT RESOURCES CORP.
(formerly Miramont Capital Corp.)

MANAGEMENT'S DISCUSSION AND ANALYSIS

JULY 31, 2016

(Expressed in Canadian Dollars)

Report Date – March 10, 2017

The following Management's Discussion & Analysis ("MD&A") provides a review of activities, results of operations and the financial condition of Miramont Resources Corp. (formerly Miramont Capital Corp.) (the "Company") for the year ended July 31, 2016. This MD&A should be read in conjunction with the Company's audited annual financial statements and related notes thereto for the year ended July 31, 2016 and the audited annual financial statements and related notes thereto for the period from incorporation on July 15, 2015 to July 31, 2015. All amounts disclosed in this MD&A are 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 the MD&A. The financial statements have been prepared in accordance with International Financial Accounting Standards ("IFRS") as issued by the International Accounting Standards Board. 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 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 and globally; industry conditions, including fluctuations in commodity prices; 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. The Company's head office and registered and records office address is 1026 Belmont Avenue, North Vancouver, B.C., V7R 1K2. The Company has applied to become a reporting issuer and to have its common shares listed and posted for trading on the Canadian Securities Exchange.

(Expressed in Canadian Dollars)

Exploration and Evaluation Assets

Midas Gold Property

On October 19, 2016, the Company entered into an option agreement (the "Agreement") with ALX Uranium Corp. (the "Optionor") pursuant to which the Optionor granted to the Company an option to acquire a one hundred percent (100%) interest in and to certain mineral claims located in the Riggs and Bruyere Townships of Ontario which are collectively known and described as the Midas Gold Property (the "Property").

To acquire the Property, the Company must make cash payments totaling $200,000 by December 31, 2018 and issue a total of 1,000,000 common shares by December 31, 2018, as follows:

		Acquisition in cash	Acquisition in shares
October 19, 2016 (completed)	$	15,000	
December 31, 2016		15,000	
Effective date*			100,000
December 31, 2017		70,000	250,000
December 31, 2018		100,000	650,000
Total	$	200,000	1,000,000

*The effective date is defined as the date that is five (5) days after the date of the final Canadian Securities Exchange (the "CSE") notice of the approval by the CSE of the listing of the common shares of the Company on the facilities of the CSE and the acceptance of the Agreement by the CSE.

The property is subject to a 2% net smelter return royalty with respect to any minerals commercially produced from the Property, of which one-half (i.e. 1%) may be purchased for $1,000,000.

As at July 31, 2016, the Company had not yet capitalized any costs or incurred any exploration and evaluation expenditures on the Property. Subsequent to July 31, 2016, the Company made the first cash payment of $15,000.

(Expressed in Canadian Dollars)

Selected Annual Information

The following table sets out selected annual financial information for the financial year ended July 31, 2016 and for the financial period from incorporation on July 15, 2015 to July 31, 2015. The financial data has been audited in accordance with Canadian Auditing Standards:

Period Ended		**July 31, 2016**		**From incorporation on July 15, 2015 to July 31, 2015**
Revenue	$	Nil	$	Nil
Loss from continuing operations	$	(12,610)	$	(614)
- per share[(1)]	$	(0.00)	$	(0.00)
Loss and comprehensive loss	$	(12,610)	$	(614)
- per share [(1)]	$	(0.00)	$	(0.00)
Total assets	$	44,993	$	29,991
Total non-current financial liabilities	$	Nil	$	Nil
Cash dividends declared - per common share	$	Nil	$	Nil

1. Fully diluted loss per share was not calculated as the effect was anti-dilutive.

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

During the year ended July 31, 2016, the Company had revenue of $Nil and incurred a loss and comprehensive loss of $12,610 compared to revenue of $Nil and a loss and comprehensive loss of $614 for the period from incorporation on July 15, 2015 to July 31, 2015. As the prior period was only 17 days, it does not provide a suitable comparison of operations. The Company is continuing to seeking funding for mineral exploration and evaluation asset opportunities and, as a result, is trying to minimize operating costs until a suitable project and financing can be identified.

<u>Operating expenses</u>

Operating expenses for the year ended July 31, 2016 were $12,610 as compared $614 for the period from incorporation on July 15, 2015 to July 31, 2015. Expenses are comparable between the two periods with the exception of the following:

(Expressed in Canadian Dollars)

Overall Performance and Results of Operations: Year-to-Date (cont'd…)

Operating expenses (cont'd…)

- Business development – The amount incurred in the current period was a result of paying a director for his services performed in locating potential projects. There were no amounts incurred in the prior period.
- Professional fees – The fees were incurred for legal and audit costs required as part of the process of applying for a listing of the Company's shares on the CSE. There were no amounts incurred in the prior period.

Summary of Quarterly Results

The following table sets out selected unaudited quarterly financial information for the most recent eight quarters:

Three Months Ended		**July 31, 2016**		**April 30, 2016**		**January 31, 2016**		**October 31, 2015**
Revenue	$	Nil	$	Nil	$	Nil	$	Nil
Loss from continuing operations	$	9,244	$	2,820	$	485	$	61
- per share (1)	$	(0.00)	$	(0.00)	$	(0.00)	$	(0.00)
Loss and comprehensive loss	$	9,244	$	2,820	$	485	$	61
- per share (1)	$	(0.00)	$	(0.00)	$	(0.00)	$	(0.00)

		From incorporation on July 15, 2015 to July 31, 2015
Revenue	$	Nil
Loss from continuing operations	$	614
- per share (1)	$	(0.00)
Loss and comprehensive loss	$	614
- per share (1)	$	(0.00)

1. Fully diluted loss per share was not calculated as the effect was anti-dilutive.

Overall Performance and Results of Operations: Quarterly

During the three month period ended July 31, 2016, the Company had no revenue and incurred a loss and comprehensive loss of $9,244 compared to revenue of $Nil and a loss and comprehensive loss of $614 for the period from incorporation on July 15, 2015 to July 31, 2015.

Operating Expenses

Operating expenses for the three month period ended July 31, 2016 were $9,244, compared to $614 for the period from incorporation on July 15, 2015 to July 31, 2015. Operating expenses for the three month period ended April 30, 2016 were $2,820, compared to $Nil for the comparable period, as the Company had not yet been incorporated. The increase in operating expenses in the most recent two interim periods was attributable to fees and expenses incurred by the Company in searching for a viable project and preparing to apply for a listing on the CSE.

Liquidity and Capital Resources

The Company's cash position was $44,993 as at July 31, 2016 compared to $29,991 as at July 31, 2015. The Company had a working capital surplus of $35,756 as at July 31, 2016 as compared to $29,386 at July 31, 2015. The Company's cash position has increased during the current period as a direct result of additional financings being completed. The cash spent during the current period was attributable to fees and expenses incurred by the Company in preparing to apply for a listing on CSE.

During the year ended July 31, 2016, the Company raised $15,005 by way of non-brokered private placements pursuant to which the Company issued 300,100 common shares at $0.05 per share. During the period from incorporation on July 15, 2015 to July 31, 2015, the Company raised $67,500 by way of seed stock private placements pursuant to which the Company issued 3,500,000 common shares at $0.005 per share and 2,500,000 common shares at $0.02 per share. As at July 31, 2016, $37,550 of funds raised by way of the private placements remained uncollected, as compared to $37,500 as at July 31, 2015. These funds were collected subsequent to July 31, 2016.

The Company's expected 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.

Off-Balance Sheet Arrangements

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

(Expressed in Canadian Dollars)

Transactions with Related Parties

The following summarizes the Company's related party transactions with its key management personnel during the year ended July 31, 2016 and from incorporation on July 15, 2015 to July 31, 2015:

	Year ended July 31, 2016	From incorporation on July 15, 2015 to July 31, 2015
Paid or accrued business development fees to Tyson King, a director and President of the Company	$ 1,250	$ -
	$ 1,250	$ -

As at July 31, 2016 included in accounts payable and accrued liabilities was $1,738 (2015 - $605) owing to officers and directors.

As at July 31, 2016 included in share subscriptions receivable was $37,500 (2015 - $37,500) owing from 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

The following events occurred subsequent to July 31, 2016 and are not disclosed elsewhere in this MD&A:

a) the Company issued 4,416,832 common shares at a price of $0.05 per common share for total proceeds of $220,842, of which $4,025 had been received as at July 31, 2016;

b) the Company issued 4,233,332 units at a price of $0.10 per unit for total proceeds of $423,333. Each unit is comprised of one common share and one common share purchase warrant, exercisable at a price of $0.15 per common share, for a period of two years from the date of issue;

c) changed its name to Miramont Resources Corp.;

Subsequent Events (cont'd…)

d) adopted a rolling stock option plan under which the Board of Directors may, from time to time in its discretion, grant options to acquire common shares of the Company to its directors, officers, employees, consultants, and advisors. The number of shares reserved for issuance under the plan may not exceed 10% of the number of issued and outstanding common shares of the Company. The exercise price of each option is determined by the Board but shall not be less than the market price of the Company's shares on the date prior to the date of grant less any discounts permitted by the Canadian Securities Exchange under its policies. The options may be granted for a maximum term of 10 years and are subject to such vesting provisions as may be determined by the Board; and

e) entered into an escrow agreement pursuant to which 8,599,166 common shares have been placed in escrow and are subject to release in tranches over time in accordance with the policies of the Canadian Securities Administrators.

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 14,950,264 common shares issued and outstanding and Nil preferred shares issued and outstanding.

Stock options

As at the Report Date, the Company had no incentive stock options outstanding.

Warrants

As at the Report Date, the Company had 4,233,332 share purchase warrants outstanding.

Critical Accounting Estimates

The preparation of the financial statements requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

Recovery of deferred tax assets - Judgment is required in determining whether deferred tax assets are recognized in the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate taxable earnings in future periods in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the date of the statement of financial position could be impacted. Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods. The Company has not recorded any deferred tax assets.

Accounting Policies

Adoption of accounting policies

There were no new standards or amendments to standards adopted during the year end July 31, 2016.

Accounting Policies (cont'd…)

New standards, interpretations and amendments to existing standards not yet effective

The following standards, amendments to standards and interpretations have been issued but are not effective for annual periods beginning on or after January 1, 2016:

IFRS 10, IFRS 12, and IAS 28, Investment Entities

This standard was amended to discuss the application of the investment entities exception.

IFRS 11, Joint arrangements

This standard was amended to provide specific guidance on accounting for the acquisition of an interesting in a joint operation that is a business.

IAS 16, Property, plant and equipment and IAS 38, Intangible assets

These standards were amended to prohibit the use of revenue-based depreciation methods for property, plant and equipment and limit the use of revenue-based amortization for intangible assets.

IAS 27, Separate financial statements

This standard was amended to restore the option to use the equity method to account for investments in subsidiaries, joint ventures and associates in an entity's separate financial statements.

The following standards, amendments to standards and interpretations have been issued but are not effective for annual periods beginning on or after January 1, 2017:

IAS 12, Income Taxes

This standard was amendment to clarify the recognition of a deferred tax asset for unrealized losses.

Accounting Policies (cont'd…)

New standards, interpretations and amendments to existing standards not yet effective (cont'd…)

The following standards, amendments to standards and interpretations have been issued but are not effective for annual periods beginning on or after January 1, 2018:

IFRS 9, Financial instruments

This standard addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest, otherwise it is at fair value through profit or loss.

IFRS 15, Revenue from Contracts with Customers:

IFRS 15 is a new standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, *Construction Contracts*, IAS 18, *Revenue*, IFRIC 13, *Customer Loyalty Programs*, IFRIC 15, *Agreements for the Construction of Real Estate*, IFRIC 18, *Transfers of Assets from Customers*, and SIC-31, *Revenue – Barter Transactions involving Advertising Service*.

The Company has not yet assessed the potential impact of the application of these standards, nor determined whether it will adopt the standards early.

Financial Instruments

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. As at July 31, 2016, the Company's risk exposure and the impact on the Company's financial instruments are summarized below:

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 asset, being cash. The bank account is held with a major Canadian bank and this minimizes the risk to the Company.

Financial Instruments (cont'd…)

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 does not have any contractual obligations other than the accounts payable and accrued liabilities reported on the statement of financial position. The Company has sufficient cash as at July 31, 2016 to settle its current liabilities as they come due.

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 Company is not exposed to foreign currency exchange rate fluctuations as the Company only conducts business in Canada and in Canadian dollars.

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.

Price risk – this risk relates to fluctuations in equity prices. The Company is not exposed to price risk as its common shares are not publicly traded at this time.

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.

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 market place.

Financial Instruments (cont'd…)

Fair value hierarchy (cont'd…)

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 as fair value through profit or loss using level 1 inputs. The Company's accounts payable and accrued liabilities are classified as other financial liabilities. The fair value of accounts payable and accrued liabilities approximates their carrying value because of the short-term nature of this instrument.

Capital Management

The Company's objectives when managing capital are to identify, pursue, and complete the exploration and development of mineral properties, to maintain financial strength, to meet its ongoing 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 year ended July 31, 2016.

Risks and Uncertainties

The Company is in the mineral exploration and development business and, as such, is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. Some of the possible risks include the following:

a) The industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates. The recovery of the Company's investment in exploration and evaluation assets and the attainment of profitable operations are dependent upon the discovery and development of economic ore reserves and the ability to arrange sufficient financing to bring the ore reserves into production.

Risks and Uncertainties (cont'd…)

b) The most likely sources of future funds for further acquisitions and exploration programs undertaken by the Company are the sale of equity capital and the offering by the Company of an interest in its properties to be earned by another interested party carrying out further exploration or development. If such exploration programs are successful, the development of economic ore bodies and commencement of commercial production may require future equity financings by the Company, which are likely to result in substantial dilution to the holdings of existing shareholders.

c) The Company's capital resources are largely determined by the strength of the resource markets and the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.

d) The prices of metals greatly affect the value of and the potential value of its exploration and evaluation assets. This, in turn, greatly affects its ability to raise equity capital, negotiate option agreements and form joint ventures.

e) The Company must comply with health, safety, and environmental regulations governing air and water quality and land disturbances and provide for mine reclamation and closure costs. The Company's permission to operate could be withdrawn temporarily where there is evidence of serious breaches of such regulations, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations.

f) The operations of the Company will require various licenses and permits from various governmental authorities. There is no assurance that the Company will be successful in obtaining the necessary licenses and permits to continue exploration and development activities in the future.

g) Although the Company has taken steps to verify title to exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. Such assets may be subject to prior agreements or transfers and title may be affected by such undetected defects.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in any forward looking statement. The development and exploration activities of the Company are subject to various laws governing exploration, development, and labour standards which may affect the operations of the Company as these laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are, or were conducted.

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 Gordon King Gerald Shields Leah Hodges
Officers:	Tyson King, President 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:	AFG Law LLP Suite 605 – 815 Hornby Street Vancouver, BC, V6Z 2E6
Transfer Agent:	Computershare Trust Company of Canada 2nd Floor – 510 Burrard Street Vancouver, BC, V6C 3B9

APPENDIX 3 – MIRAMONT RESOURCES CORP. UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTH PERIOD ENDED OCTOBER 31, 2016

[see attached]

MIRAMONT RESOURCES CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

**FOR THE THREE MONTHS ENDED
OCTOBER 31, 2016**

(Expressed in Canadian Dollars)

(Unaudited)

MIRAMONT RESOURCES CORP.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
(Unaudited)
As at

		October 31, 2016		July, 31, 2016
ASSETS				
Current				
Cash	$	314,022	$	44,993
Accounts receivable		250		-
		314,272		44,993
Exploration and evaluation assets (Note 4)		15,000		-
	$	329,272	$	44,993
LIABILITIES				
Current				
Accounts payable and accrued liabilities (Note 5)	$	12,764	$	9,237
		12,764		9,237
SHAREHOLDERS' EQUITY				
Share capital (Note 6)		303,347		82,505
Share subscriptions received in advance (Note 6)		35,000		4,025
Share subscriptions receivable (Note 6)		-		(37,550)
Deficit		(21,839)		(13,224)
		316,508		35,756
	$	329,272	$	44,993

Nature of operations and going concern (Note 1)
Subsequent events (Note 12)

Approved by:

/s/ "Tyson King"
Tyson King, Director

/s/ "Gordon King"
Gordon King, Director

The accompanying notes are an integral part of these condensed interim financial statements

MIRAMONT RESOURCES CORP.
CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
(Unaudited)

		Three months ended October 31, 2016		Three months ended October 31, 2015
Expenses				
Business development	$	3,750	$	-
Filing fees		1,070		-
Office and miscellaneous		295		61
Professional fees		3,500		-
Loss and comprehensive loss for the period	$	(8,615)	$	(61)
Loss per common share – basic and diluted	$	(0.00)	$	(0.00)
Weighted average number of common shares outstanding – basic and diluted		6,483,584		6,094,705

The accompanying notes are an integral part of these condensed interim financial statements

MIRAMONT RESOURCES CORP.
CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)
(Unaudited)

	Share Capital					
	Number of shares	Amount	Share subscriptions received in advance	Share subscriptions receivable	Deficit	Total
July 31, 2015	6,000,000	$ 67,500	$ -	$ (37,500)	$ (614)	$ 29,386
Issuance of common shares (Note 6)	210,100	10,505	-	(25)	- -	10,480
Loss for the period	-	-	-	-	(61)	(61)
October 31, 2015	6,210,100	$ 78,005	$ -	$ (37,525)	$ (675)	$ 39,805
July 31, 2016	6,300,100	$ 82,505	$ 4,025	$ (37,550)	$ (13,224)	$ 35,756
Issuance of common shares (Note 6)	4,416,832	220,842	(4,025)	37,550	- -	254,367
Share subscriptions received in advance	-	-	35,000	-	-	35,000
Loss for the period	-	-	-	-	(8,615)	(8,615)
October 31, 2016	10,716,932	$ 303,347	$ 35,000	$ -	$ (21,839)	$ 316,508

The accompanying notes are an integral part of these condensed interim financial statements

MIRAMONT RESOURCES CORP.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
(Unaudited)

		Three months ended October 31, 2016		Three months ended October 31, 2015
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss for the period	$	(8,615)	$	(61)
Change in non-cash working capital items:				
Accounts receivable		(250)		-
Accounts payable and accrued liabilities		3,527		(605)
Net cash used in operating activities		(5,338)		(666)
CASH FLOWS FROM INVESTING ACTIVITY				
Acquisition of exploration and evaluation assets		(15,000)		-
Net cash used in investing activity		(15,000)		-
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from issuance of share capital		216,817		10,480
Proceeds for share subscriptions receivable		37,550		-
Share subscriptions received in advance		35,000		-
Net cash provided by financing activities		289,367		10,480
Increase in cash		269,029		9,814
Cash, beginning of period		44,993		29,991
Cash, end of period	$	314,022	$	39,805

Supplemental cash flow information (Note 8)

1. NATURE OF OPERATIONS AND GOING CONCERN

Miramont Resources Corp. (the "Company") was incorporated on July 15, 2015 under the Business Corporations Act of British Columbia. The Company is a mineral exploration company with a focus on acquiring, exploring and advancing exploration and evaluation assets in Canada. The Company's head office and registered and records office address is 1026 Belmont Avenue, North Vancouver, B.C., V7R 1K2.

These condensed interim financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The condensed interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. The Company's continuation as a going concern is dependent upon the successful results from its business activities, its ability to obtain profitable operations and generate funds, and/or complete financings sufficient to meet current and future obligations. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern.

The Company expects to raise additional capital through private placements of its common shares in amounts sufficient to further operations (Note 12).

2. BASIS OF PRESENTATION

Statement of compliance

These condensed interim financial statements, including comparatives, have been prepared in accordance with IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and the interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). They do not include all disclosures required by International Financial Reporting Standards ("IFRS") for annual financial statements, and, therefore, should be read in conjunction with the Company's audited financial statements for the year ended July 31, 2016, prepared in accordance with IFRS as issued by the IASB.

2. BASIS OF PRESENTATION (cont'd…)

Approval of the financial statements

These condensed interim financial statements were authorized by the Board of Directors of the Company on March 10, 2017.

Basis of presentation

These condensed interim financial statements have been prepared on a historical cost basis, using the accrual basis of accounting, except for cash flow information and certain financial assets that are measured at fair value.

Functional and presentation currency

These condensed interim financial statements are presented in Canadian dollars, unless otherwise noted, which is the functional currency of the Company.

Significant estimates

The preparation of these condensed interim financial statements requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

2. BASIS OF PRESENTATION (cont'd…)

Significant estimates (cont'd…)

Recovery of deferred tax assets - Judgment is required in determining whether deferred tax assets are recognized in the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate taxable earnings in future periods in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the date of the statement of financial position could be impacted. Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods. The Company has not recorded any deferred tax assets.

Significant judgments

There were no significant judgments made by management for the reporting period.

3. SIGNIFICANT ACCOUNTING POLICIES

These condensed interim financial statements were prepared using the same accounting policies and methods of computation as in the Company's financial statements for the year ended July 31, 2016, except as noted below.

Exploration and evaluation assets

The Company is in the process of exploring its exploration and evaluation assets and has not yet determined whether these properties contain ore reserves that are economically recoverable.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Exploration and evaluation assets (cont'd…)

Exploration costs are recognized in profit or loss. Costs incurred before the Company has obtained the legal rights to explore an area of interest are recognized in profit or loss. All costs related to the acquisition of exploration and evaluation assets are capitalized on an individual prospect basis. Amounts received for the sale of exploration and evaluation assets, for option payments and for exploration advances are treated as reductions of the cost of the property, with payments in excess of capitalized costs recognized in profit or loss. Costs for a producing property will be amortized on a unit-of-production method based on the estimated life of the ore reserves. The recoverability of the amounts capitalized for the undeveloped exploration and evaluation assets is dependent upon the determination of economically recoverable ore reserves, confirmation of the Company's interest in the underlying mineral claims, the ability to obtain the necessary financing to complete their development, and future profitable production or proceeds from the disposition thereof.

From time to time, the Company may acquire or dispose of properties pursuant to the terms of option agreements. Due to the fact that property options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as exploration and evaluation asset costs or recoveries when the payments are made or received. When the option payments received exceed the carrying value of the related exploration and evaluation asset then the excess is recognized in profit or loss in the period the option receipt is recognized. Option receipts in the form of marketable securities are recorded at the quoted market price on the day the securities are received.

Provisions

Rehabilitation provisions

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations, including those associated with the rehabilitation of exploration and evaluation assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a liability for rehabilitation obligation is recognized at its fair value in the period in which it is incurred if a reasonable estimate of cost can be made. The Company records the present value of estimated future cash flows associated with rehabilitation as a liability when the liability is incurred and increases the carrying value of the related assets for that amount. Subsequently, these capitalized rehabilitation costs are amortized over the life of the related assets. At the end of each period, the liability is increased to reflect the passage of time (accretion expense) and changes in the estimated future cash flows underlying any initial estimates (additional rehabilitation costs).

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Provisions (cont'd…)

Rehabilitation provisions (cont'd…)

The Company recognizes its environmental liability on a site-by-site basis when it can be reliably estimated. Environmental expenditures related to existing conditions resulting from past or current operations and from which no current or future benefit is discernible are charged to profit or loss. The Company had no measurable rehabilitation obligations as at October 31, 2016.

Impairment

At the end of each reporting period, the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit ("CGU") to which the asset belongs.

Where an impairment subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate and its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

New accounting policies adopted

The following standards and amendments to existing standards have been adopted by the Company effective August 1, 2016:

IFRS 10, IFRS 12, and IAS 28, Investment Entities

This standard was amended to discuss the application of the investment entities exception.

IFRS 11, Joint arrangements

This standard was amended to provide specific guidance on accounting for the acquisition of an interesting in a joint operation that is a business.

IAS 16, Property, plant and equipment and IAS 38, Intangible assets

These standards were amended to prohibit the use of revenue-based depreciation methods for property, plant and equipment and limit the use of revenue-based amortization for intangible assets.

IAS 27, Separate financial statements

This standard was amended to restore the option to use the equity method to account for investments in subsidiaries, joint ventures and associates in an entity's separate financial statements.

The adoption of these standards did not have an impact on the condensed interim financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

New standards, interpretations and amendments to existing standards not yet effective

The following standards, amendments to standards and interpretations have been issued but are not effective for annual periods beginning on or after January 1, 2017:

IAS 12, Income Taxes

This standard was amendment to clarify the recognition of a deferred tax asset for unrealized losses.

The following standards, amendments to standards and interpretations have been issued but are not effective for annual periods beginning on or after January 1, 2018:

IFRS 9, Financial instruments

This standard addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest, otherwise it is at fair value through profit or loss.

IFRS 15, Revenue from Contracts with Customers

IFRS 15 is a new standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, *Construction Contracts*, IAS 18, *Revenue*, IFRIC 13, *Customer Loyalty Programs*, IFRIC 15, *Agreements for the Construction of Real Estate*, IFRIC 18, *Transfers of Assets from Customers*, and SIC-31, *Revenue – Barter Transactions involving Advertising Service*.

The Company has not yet assessed the potential impact of the application of these standards, nor determined whether it will adopt the standards early.

(Expressed in Canadian Dollars)

4. EXPLORATION AND EVALUATION ASSETS

Property	As at July 31, 2016	Option payments	Share issuances	As at October 31, 2016
Midas Gold	$ -	$ 15,000	$ -	$ 15,000
Total	$ -	$ 15,000	$ -	$ 15,000

Midas Gold Property

On October 19, 2016, the Company entered into an option agreement (the "Agreement") with ALX Uranium Corp. (the "Optionor") to acquire a one hundred percent (100%) interest in and to certain mineral claims located in the Riggs and Bruyere Townships of Ontario which are collectively known and described as the Midas Gold Property ("Midas Gold").

To acquire Midas Gold, the Company must make cash payments totaling $200,000 by December 31, 2018 and issue a total of 1,000,000 common shares by December 31, 2018, as follows:

	Acquisition in cash	Acquisition in shares
October 19, 2016 (completed)	$ 15,000	
December 31, 2016 (Note 12)	15,000	
Effective date*		100,000
December 31, 2017	70,000	250,000
December 31, 2018	100,000	650,000
Total	$ 200,000	1,000,000

*The effective date is defined as the date that is five (5) days after the date of the final Canadian Securities Exchange (the "CSE") notice of the approval by the CSE of the listing of the common shares of the Company on the facilities of the CSE and the acceptance of the Agreement by the CSE.

(Expressed in Canadian Dollars)

4. EXPLORATION AND EVALUATION ASSETS (cont'd…)

The property is subject to a 2% net smelter return royalty with respect to any minerals commercially produced from the Property, of which one-half (i.e. 1%) may be purchased for $1,000,000.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		Three months ended October 31, 2016		Year ended July 31, 2016
Accounts payable	$	1,764	$	487
Accrued liabilities		11,000		8,750
	$	12,764	$	9,237

6. SHARE CAPITAL

Authorized share capital

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

Issued share capital

During the three months ended October 31, 2016, the Company issued 4,416,832 common shares at a price of $0.05 per common share for total proceeds of $220,842.

During the three months ended October 31, 2015, the Company issued 210,100 common shares at a price of $0.05 per common share for total proceeds of $10,505.

Share subscriptions received in advance

During the three months ended October 31, 2016, the Company received $35,000 (July 31, 2016 - $4,025) for share subscription agreements that were completed subsequent to period end (Note 12).

(Expressed in Canadian Dollars)

6. **SHARE CAPITAL** (cont'd…)

Share subscriptions receivable

During the three months ended October 31, 2016, the Company had accrued a total of $Nil (July 31, 2016 - $37, 550) for common shares that have been issued.

Stock options

As at October 31, 2016, the Company had not issued any stock options and no stock options are outstanding as at October 31, 2016 and 2015.

Warrants

As at October 31, 2016, the Company had not issued any warrants and no warrants are outstanding as at October 31, 2016 and 2015.

7. RELATED PARTY TRANSACTIONS

The Company considers key management personnel to consist of its directors and officers. The following expenses were incurred in transactions with key management personnel:

	Three months ended October 31, 2016	Three months ended October 31, 2015
Business development	$ 3,750	$ -
	$ 3,750	$ -

As at October 31, 2016, included in accounts payable and accrued liabilities was $1,764 (July 31, 2016 - $1,738) owing to officers and directors.

As at October 31, 2016, included in share subscriptions receivable was $Nil (July 31, 2016 - $37,500) owing from officers and directors.

8. SUPPLEMENTAL CASH FLOW INFORMATION

		Three months ended October 31, 2016		Three months ended October 31, 2015
Share subscriptions received in advance allocated to share capital	$	4,025	$	-
Share subscriptions receivable included in share capital		-		25

9. SEGMENTED INFORMATION

The Company operates in a single reportable operating segment being the acquisition and exploration of exploration and evaluation assets located in Canada.

10. 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 October 31, 2016, the Company's risk exposure and the impact on the Company's financial instruments are summarized below:

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 asset, being cash. The bank account is held with a major Canadian bank and this minimizes the risk to the Company.

10. FINANCIAL INSTRUMENT RISK (cont'd…)

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 does not have any contractual obligations other than the accounts payable and accrued liabilities reported on the statement of financial position. The Company has sufficient cash as at October 31, 2016 to settle its current liabilities as they come due.

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 Company is not exposed to foreign currency exchange rate fluctuations as the Company only conducts business in Canada and in Canadian dollars.

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.

Price risk – this risk relates to fluctuations in equity prices. The Company is not exposed to price risk as its common shares are not publicly traded at this time.

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.

10. 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 market place.

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 as fair value through profit or loss using level 1 inputs and accounts receivable as loans and receivables. The Company's accounts payable and accrued liabilities are classified as other financial liabilities. The fair value of accounts receivable and accounts payable and accrued liabilities approximates their carrying value because of the short-term nature of these instruments.

11. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to identify, pursue, and complete the exploration and development of mineral properties, 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 three months ended October 31, 2016.

12. SUBSEQUENT EVENTS

Subsequent to October 31, 2016, the Company:

a) paid the $15,000 December 31, 2016 option payment for Midas Gold (Note 4);

b) issued 4,233,332 units at a price of $0.10 per unit for total proceeds of $423,333 of which $35,000 had been received as at October 31, 2016. Each unit is comprised of one common share and one common share purchase warrant, exercisable at a price of $0.15 per common share, for a period of two years from the date of issue;

c) is in the process of applying for a public listing of its common shares on the Canadian Securities Exchange ("CSE") through a non-offering prospectus;

d) adopted a rolling stock option plan under which the Board of Directors may, from time to time in its discretion, grant options to acquire common shares of the Company to its directors, officers, employees, consultants, and advisors. The number of shares reserved for issuance under the plan may not exceed 10% of the number of issued and outstanding common shares of the Company. The exercise price of each option is determined by the Board but shall not be less than the market price of the Company's shares on the date prior to the date of grant less any discounts permitted by the CSE under its policies. The options may be granted for a maximum term of 10 years and are subject to such vesting provisions as may be determined by the Board; and

e) entered into an escrow agreement pursuant to which 8,599,166 common shares have been placed in escrow and are subject to release in tranches over time in accordance with the policies of the Canadian Securities Administrators.

APPENDIX 4 - MIRAMONT RESOURCES CORP. MD&A FOR THE THREE MONTH PERIOD ENDED OCTOBER 31, 2016

[see attached]

MIRAMONT RESOURCES CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

OCTOBER 31, 2016

(Expressed in Canadian Dollars)

Report Date – March 10, 2017

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 three months ended October 31, 2016. This MD&A should be read in conjunction with the Company's condensed interim financial statements and related notes for the three months ended October 31, 2016 and the audited financial statements and related notes thereto for the year ended July 31, 2016. All amounts disclosed in this MD&A are 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 the MD&A. The financial statements have been prepared in accordance with International Financial Accounting Standards ("IFRS") as issued by the International Accounting Standards Board. 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 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 and globally; industry conditions, including fluctuations in commodity prices; 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. The Company's head office and registered and records office address is 1026 Belmont Avenue, North Vancouver, B.C., V7R 1K2. The Company has applied to become a reporting issuer and to have its common shares listed and posted for trading on the Canadian Securities Exchange.

(Expressed in Canadian Dollars)

Exploration and Evaluation Assets

Midas Gold Property

On October 19, 2016, the Company entered into an option agreement (the "Agreement") with ALX Uranium Corp. (the "Optionor") to acquire a one hundred percent (100%) interest in and to certain mineral claims located in the Riggs and Bruyere Townships of Ontario which are collectively known and described as the Midas Gold Property (the "Property").

To acquire the Property, the Company must make cash payments totaling $200,000 by December 31, 2018 and issue a total of 1,000,000 common shares by December 31, 2018, as follows:

		Acquisition in cash	Acquisition in shares
October 19, 2016 (completed)	$	15,000	
December 31, 2016 (completed)		15,000	
Effective date*			100,000
December 31, 2017		70,000	250,000
December 31, 2018		100,000	650,000
Total	$	200,000	1,000,000

*The effective date is defined as the date that is five (5) days after the date of the final Canadian Securities Exchange (the "CSE") notice of the approval by the CSE of the listing of the common shares of the Company on the facilities of the CSE and the acceptance of the Agreement by the CSE.

The property is subject to a 2% net smelter return royalty with respect to any minerals commercially produced from the Property, of which one-half (i.e. 1%) may be purchased for $1,000,000.

As at October 31, 2016, the Company has capitalized acquisition costs of $15,000 (July 31, 2016 - $Nil). For the three months ended October 31, 2016, the Company has not yet incurred any exploration and evaluation expenditures on the Property (October 31, 2015 - $Nil). Subsequent to October 31, 2016, the Company made the second cash payment of $15,000.

(Expressed in Canadian Dollars)

Summary of Quarterly Results

The following table sets out selected unaudited quarterly financial information for the most recent eight quarters:

Three Months Ended	October 31, 2016	July 31, 2016	April 30, 2016	January 31, 2016
Revenue	$ Nil	$ Nil	$ Nil	$ Nil
Loss from continuing operations	$ 8,615	$ 9,244	$ 2,820	$ 485
- per share (1)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Loss and comprehensive loss	$ 8,615	$ 9,244	$ 2,820	$ 485
- per share (1)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

	October 31, 2015	From incorporation on July 15, 2015 to July 31, 2015
Revenue	$ Nil	$ Nil
Loss from continuing operations	$ 61	$ 614
- per share (1)	$ (0.00)	$ (0.00)
Loss and comprehensive loss	$ 61	$ 614
- per share (1)	$ (0.00)	$ (0.00)

1. Fully diluted loss per share was not calculated as the effect was anti-dilutive.

Overall Performance and Results of Operations: Quarterly

During the three month period ended October 31, 2016, the Company had no revenue and incurred a loss and comprehensive loss of $8,615 compared to revenue of $Nil and a loss and comprehensive loss of $61 for the three month period ended October 31, 2015.

Overall Performance and Results of Operations: Quarterly (cont'd…)

Operating Expenses

Operating expenses for the three month period ended October 31, 2016 were $8,615, compared to $61 for the three month period ended October 31, 2015. The increase in operating expenses in the most recent interim period was attributable to fees and expenses incurred by the Company in searching for a viable project and preparing to apply for a listing on the CSE. The comparable period had little activity as the Company had recently been incorporated.

Liquidity and Capital Resources

The Company's cash position was $314,022 as at October 31, 2016 compared to $44,993 as at July 31, 2016 and to $39,805 as at October 31, 2015. The Company had a working capital surplus of $301,508 as at October 31, 2016 as compared to a working capital surplus of $35,756 as at July 31, 2016 and to $39,805 at October 31, 2015. The Company's cash position has increased during the current period, and since inception, as a direct result of additional financings being completed. The increase in current liabilities during the current period was attributable to additional fees and expenses incurred by the Company as it continues it application for a listing on CSE.

During the three months ended October 31, 2016, the Company raised $220,842, of which $4,025 had been collected in the prior year, by way of non-brokered private placements pursuant to which the Company issued 4,416,832 common shares at $0.05 per share. The Company also raised an additional $35,000 for a private placement that closed subsequent to the period end. During the three months ended October 31, 2016, the Company collected $37,550 in share subscriptions receivable.

The Company's expected 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.

Off-Balance Sheet Arrangements

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

(Expressed in Canadian Dollars)

Transactions with Related Parties

The following summarizes the Company's related party transactions with its key management personnel:

	Three months ended October 31, 2016	Three months ended October 31, 2015
Paid or accrued business development fees to Tyson King, a director and President of the Company	$ 3,750	$ -
	$ 3,750	$ -

As at October 31, 2016 included in accounts payable and accrued liabilities was $1,764 (July 31, 2016 - $1,738) 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

The following events occurred subsequent to October 31, 2016 and are not disclosed elsewhere in this MD&A:

a) the Company issued 4,233,332 units at a price of $0.10 per unit for total proceeds of $423,333 of which $35,000 had been received as at October 31, 2016. Each unit is comprised of one common share and one common share purchase warrant, exercisable at a price of $0.15 per common share, for a period of two years from the date of issue;

Subsequent Events (cont'd…)

b) adopted a rolling stock option plan under which the Board of Directors may, from time to time in its discretion, grant options to acquire common shares of the Company to its directors, officers, employees, consultants, and advisors. The number of shares reserved for issuance under the plan may not exceed 10% of the number of issued and outstanding common shares of the Company. The exercise price of each option is determined by the Board but shall not be less than the market price of the Company's shares on the date prior to the date of grant less any discounts permitted by the Canadian Securities Exchange under its policies. The options may be granted for a maximum term of 10 years and are subject to such vesting provisions as may be determined by the Board; and

c) entered into an escrow agreement pursuant to which 8,599,166 common shares have been placed in escrow and are subject to release in tranches over time in accordance with the policies of the Canadian Securities Administrators.

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 14,950,264 common shares issued and outstanding and Nil preferred shares issued and outstanding.

Stock options

As at the Report Date, the Company had no incentive stock options outstanding.

Warrants

As at the Report Date, the Company had 4,233,332 share purchase warrants outstanding.

Critical Accounting Estimates

The preparation of the financial statements requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

Recovery of deferred tax assets - Judgment is required in determining whether deferred tax assets are recognized in the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate taxable earnings in future periods in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the date of the statement of financial position could be impacted. Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods. The Company has not recorded any deferred tax assets.

Accounting Policies

Adoption of accounting policies

The following significant accounting policies were applied during the three months ended October 31, 2016:

Exploration and evaluation assets

The Company is in the process of exploring its exploration and evaluation assets and has not yet determined whether these properties contain ore reserves that are economically recoverable.

Accounting Policies (cont'd…)

Adoption of accounting policies (cont'd…)

Exploration and evaluation assets (cont'd…)

Exploration costs are recognized in profit or loss. Costs incurred before the Company has obtained the legal rights to explore an area of interest are recognized in profit or loss. All costs related to the acquisition of exploration and evaluation assets are capitalized on an individual prospect basis. Amounts received for the sale of exploration and evaluation assets, for option payments and for exploration advances are treated as reductions of the cost of the property, with payments in excess of capitalized costs recognized in profit or loss. Costs for a producing property will be amortized on a unit-of-production method based on the estimated life of the ore reserves. The recoverability of the amounts capitalized for the undeveloped exploration and evaluation assets is dependent upon the determination of economically recoverable ore reserves, confirmation of the Company's interest in the underlying mineral claims, the ability to obtain the necessary financing to complete their development, and future profitable production or proceeds from the disposition thereof.

From time to time, the Company may acquire or dispose of properties pursuant to the terms of option agreements. Due to the fact that property options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as exploration and evaluation asset costs or recoveries when the payments are made or received. When the option payments received exceed the carrying value of the related exploration and evaluation asset then the excess is recognized in profit or loss in the period the option receipt is recognized. Option receipts in the form of marketable securities are recorded at the quoted market price on the day the securities are received.

Provisions

Rehabilitation provisions

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations, including those associated with the rehabilitation of exploration and evaluation assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a liability for rehabilitation obligation is recognized at its fair value in the period in which it is incurred if a reasonable estimate of cost can be made. The Company records the present value of estimated future cash flows associated with rehabilitation as a liability when the liability is incurred and increases the carrying value of the related assets for that amount. Subsequently, these capitalized rehabilitation costs are amortized over the life of the related assets. At the end of each period, the liability is increased to reflect the passage of time (accretion expense) and changes in the estimated future cash flows underlying any initial estimates (additional rehabilitation costs).

Accounting Policies (cont'd…)

Adoption of accounting policies (cont'd…)

Provisions (cont'd…)

Rehabilitation provisions (cont'd…)

The Company recognizes its environmental liability on a site-by-site basis when it can be reliably estimated. Environmental expenditures related to existing conditions resulting from past or current operations and from which no current or future benefit is discernible are charged to profit or loss. The Company had no measurable rehabilitation obligations as at October 31, 2016.

Impairment

At the end of each reporting period, the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit ("CGU") to which the asset belongs.

Where an impairment subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate and its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

The following standards and amendments to existing standards have been adopted by the Company effective August 1, 2016:

IFRS 10, IFRS 12, and IAS 28, Investment Entities

This standard was amended to discuss the application of the investment entities exception.

Accounting Policies (cont'd…)

Adoption of accounting policies (cont'd…)

IFRS 11, Joint arrangements

This standard was amended to provide specific guidance on accounting for the acquisition of an interesting in a joint operation that is a business.

IAS 16, Property, plant and equipment and IAS 38, Intangible assets

These standards were amended to prohibit the use of revenue-based depreciation methods for property, plant and equipment and limit the use of revenue-based amortization for intangible assets.

IAS 27, Separate financial statements

This standard was amended to restore the option to use the equity method to account for investments in subsidiaries, joint ventures and associates in an entity's separate financial statements.

The adoption of these standards did not have an impact on the condensed interim financial statements.

New standards, interpretations and amendments to existing standards not yet effective

The following standards, amendments to standards and interpretations have been issued but are not effective for annual periods beginning on or after January 1, 2017:

IAS 12, Income Taxes

This standard was amendment to clarify the recognition of a deferred tax asset for unrealized losses.

The following standards, amendments to standards and interpretations have been issued but are not effective for annual periods beginning on or after January 1, 2018:

IFRS 9, Financial instruments

This standard addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest, otherwise it is at fair value through profit or loss.

Accounting Policies (cont'd…)

New standards, interpretations and amendments to existing standards not yet effective (cont'd…)

IFRS 15, Revenue from Contracts with Customers:

IFRS 15 is a new standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, *Construction Contracts*, IAS 18, *Revenue*, IFRIC 13, *Customer Loyalty Programs*, IFRIC 15, *Agreements for the Construction of Real Estate*, IFRIC 18, *Transfers of Assets from Customers*, and SIC-31, *Revenue – Barter Transactions involving Advertising Service*.

The Company has not yet assessed the potential impact of the application of these standards, nor determined whether it will adopt the standards early.

Financial Instruments

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. As at October 31, 2016, the Company's risk exposure and the impact on the Company's financial instruments are summarized below:

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 asset, being cash. The bank account is held with a major Canadian bank and this minimizes the risk to the Company.

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 does not have any contractual obligations other than the accounts payable and accrued liabilities reported on the statement of financial position. The Company has sufficient cash as at October 31, 2016 to settle its current liabilities as they come due.

Financial Instruments (cont'd…)

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 Company is not exposed to foreign currency exchange rate fluctuations as the Company only conducts business in Canada and in Canadian dollars.

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.

Price risk - this risk relates to fluctuations in equity prices. The Company is not exposed to price risk as its common shares are not publicly traded at this time.

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.

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 market place.

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 as fair value through profit or loss using level 1 inputs. The Company's accounts payable and accrued liabilities are classified as other financial liabilities. The fair value of accounts payable and accrued liabilities approximates their carrying value because of the short-term nature of this instrument.

Capital Management

The Company's objectives when managing capital are to identify, pursue, and complete the exploration and development of mineral properties, 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 three months ended October 31, 2016.

Risks and Uncertainties

The Company is in the mineral exploration and development business and, as such, is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. Some of the possible risks include the following:

a) The industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates. The recovery of the Company's investment in exploration and evaluation assets and the attainment of profitable operations are dependent upon the discovery and development of economic ore reserves and the ability to arrange sufficient financing to bring the ore reserves into production.

b) The most likely sources of future funds for further acquisitions and exploration programs undertaken by the Company are the sale of equity capital and the offering by the Company of an interest in its properties to be earned by another interested party carrying out further exploration or development. If such exploration programs are successful, the development of economic ore bodies and commencement of commercial production may require future equity financings by the Company, which are likely to result in substantial dilution to the holdings of existing shareholders.

c) The Company's capital resources are largely determined by the strength of the resource markets and the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.

d) The prices of metals greatly affect the value of and the potential value of its exploration and evaluation assets. This, in turn, greatly affects its ability to raise equity capital, negotiate option agreements and form joint ventures.

Risks and Uncertainties (cont'd…)

e) The Company must comply with health, safety, and environmental regulations governing air and water quality and land disturbances and provide for mine reclamation and closure costs. The Company's permission to operate could be withdrawn temporarily where there is evidence of serious breaches of such regulations, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations.

f) The operations of the Company will require various licenses and permits from various governmental authorities. There is no assurance that the Company will be successful in obtaining the necessary licenses and permits to continue exploration and development activities in the future.

g) Although the Company has taken steps to verify title to exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. Such assets may be subject to prior agreements or transfers and title may be affected by such undetected defects.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in any forward looking statement. The development and exploration activities of the Company are subject to various laws governing exploration, development, and labour standards which may affect the operations of the Company as these laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are, or were conducted.

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 Gordon King Gerald Shields Leah Hodges
Officers:	Tyson King, President 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:	AFG Law LLP Suite 605 – 815 Hornby Street Vancouver, BC, V6Z 2E6
Transfer Agent:	Computershare Trust Company of Canada 2nd Floor – 510 Burrard Street Vancouver, BC, V6C 3B9

APPENDIX 5 – AUDIT COMMITTEE CHARTER

[see attached]

MIRAMONT RESOURCES CORP.
(the "Corporation")

AUDIT COMMITTEE CHARTER

1. Mandate

The Audit Committee will be responsible for managing, on behalf of shareholders of the Corporation, the relationship between the Corporation and the external auditors. In particular, the Audit Committee will have responsibility for the matters set out in this Charter, which include:

(a) overseeing the work of external auditors engaged for the purpose of preparing or issuing an auditing report or related work;

(b) recommending to the board of directors the nomination and compensation of the external auditors;

(c) reviewing significant accounting and reporting issues;

(d) reviewing the Corporation's financial statements, MD&A and earnings press releases before the Corporation publicly discloses this information;

(e) focusing on judgmental areas such as those involving valuations of assets and liabilities;

(f) considering management's handling of proposed audit adjustments identified by external auditors;

(g) being satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements of the Corporation;

(h) establishing procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and

(i) evaluating whether management is setting the appropriate tone by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities.

2. Membership of the Audit Committee

Composition

The audit committee will be comprised of at least such number of directors as required to satisfy the audit committee composition requirements of National Instrument 52-110, as amended from time to time. Each member will be a director of the Corporation.

Independence

The Audit Committee will be comprised of a number of independent directors required to enable the Corporation to satisfy:

(a) the independent director requirements for audit committee composition required by National Instrument 52-110, as amended from time to time, and

(b) the independent director requirements of the stock exchange on which the Corporation's shares are traded from time to time.

Chair

The Audit Committee shall select from its membership a chair. The job description of the chair is attached as Exhibit 1 hereto.

Expertise of Audit Committee Members

Each member of the Audit Committee must be financially literate. Financially literate means the ability to read and understand a set of financial statements that represent a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

Financial Expert

The Corporation will strive to include a financial expert on the Audit Committee. An Audit Committee financial expert means a person having: (i) an understanding of financial statements and accounting principles; (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves; (iii) experience in preparing, auditing, analyzing or evaluating financial statements that present a similar breadth and level of complexity as the Corporation's statements; (iv) an understanding of internal controls; and (v) an understanding of an Audit Committee's functions.

3. Meetings of the Audit Committee

The Audit Committee must meet in accordance with a schedule established each year by the board of directors, and at other times as the Audit Committee may determine. A quorum for transaction of business in any meeting of the Audit Committee is a majority of members. At least twice a year, the Audit Committee must meet with the Corporation's chief financial officer and external auditors separately.

4. Responsibilities of the Audit Committee

The Audit Committee will be responsible for managing, on behalf of the shareholders of the Corporation, the relationship between the Corporation and the external auditors. In particular, the Audit Committee has the following responsibilities:

External Auditors

(a) the Audit Committee must recommend to the board of directors:

(i) the external auditors to be nominated for the purpose of preparing or issuing an audit report or performing other audit or review services for the Corporation; and

(ii) the compensation of the external auditors;

(b) the Audit Committee must be directly responsible for overseeing the work of the external auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditors regarding financial reporting;

(c) with respect to non-audit services:

(i) the Audit Committee must pre-approve all non-audit services provided to the Corporation or its subsidiaries by its external auditors or the external auditors of the Corporation’s subsidiaries, except for tax planning and transaction support services in an amount not to exceed $15,000 for each service in a fiscal year; and

(ii) the Audit Committee must pre-approve all non-audit services provided to the Corporation or its subsidiaries by its external auditors or the external auditors of the Corporation’s subsidiaries, except *de minimis* non-audit services as defined in applicable law.

(d) the Audit Committee must also:

(i) review the auditors’ proposed audit scope and approach;

(ii) review the performance of the auditors; and

(iii) review and confirm the independence of the auditors by obtaining statements from the auditors on relationships between the auditors and the Corporation, including non-audit services, and discussing the relationships with the auditors;

<u>Accounting Issues</u>

(e) the Audit Committee must:

(i) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements; and,

(ii) ask management and the external auditors about significant risks and exposures and plans to minimize such risks.

<u>Financial Statements, MD&A and Press Releases</u>

(f) the Audit Committee must:

(i) review the Corporation’s financial statements, MD&A and earnings press releases before the Corporation publicly discloses this information;

(ii) in reviewing the annual financial statements, determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles;

(iii) pay particular attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;

(iv) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses, warranty, professional liability, litigation reserves and other commitments and contingencies;

(v) consider management's handling of proposed audit adjustments identified by the external auditors;

(vi) ensure that the external auditors communicate certain required matters to the committee;

(vii) be satisfied that adequate procedures are in place for the review of the Corporation's disclosure of financial information extracted or derived from the Corporation's financial statements, other than the disclosure referred to in paragraph (f)(i) (above), and must periodically assess the adequacy of those procedures;

(viii) be briefed on how management develops and summarizes quarterly financial information, the extent to which the external auditors review quarterly financial information and whether that review is performed on a pre- or post-issuance basis;

(ix) meet with management, either telephonically or in person to review the interim financial statements;

(x) to gain insight into the fairness of the interim statements and disclosures, the Audit Committee must obtain explanations from management on whether:

(a) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;

(b) changes in financial ratios and relationships in the interim financial statements are consistent with changes in the Corporation's operations and financing practices;

(c) generally accepted accounting principles have been consistently applied;

(d) there are any actual or proposed changes in accounting or financial reporting practices;

(e) there are any significant or unusual events or transactions;

(f) the Corporation's financial and operating controls are functioning effectively;

(g) the Corporation has complied with the terms of loan agreements or security indentures; and

(h) the interim financial statements contain adequate and appropriate disclosures;

Compliance with Laws and Regulations

(g) the Audit Committee must:

(i) periodically obtain updates from management regarding compliance;

(ii) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements;

(iii) review the findings of any examinations by regulatory agencies such as the Ontario Securities Commission; and

(iv) review, with the Corporation’s counsel, any legal matters that could have a significant impact on the Corporation’s financial statements;

Employee Complaints

(h) the Audit Committee must establish procedures for:

(i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and

(ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;

Other Responsibilities

(i) the Audit Committee must:

(i) review and approve the Corporation’s hiring policies of employees and former employees of the present and former external auditors of the Corporation;

(ii) evaluate whether management is setting the appropriate tone by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;

(iv) focus on the extent to which internal and external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of a systems breakdown;

(v) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management;

(vi) periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Corporate Governance and Nominating Committee and the board for approval;

(vii) review, and if deemed appropriate, approve expense reimbursement requests that are submitted by the chief executive officer or the chief financial officer to the Corporation for payment;

(viii) assist the board to identify the principal risks of the Corporation's business and, with management, establish systems and procedures to ensure that these risks are monitored; and

(ix) carry out other duties or responsibilities expressly delegated to the Audit Committee by the board.

5. Authority of the Audit Committee

The Audit Committee shall have the authority to:

(a) engage independent counsel and other advisors as it determines necessary to carry out its duties;

(b) set and pay the compensation for any advisors employed by the Audit Committee; and

(c) communicate directly with the internal and external auditors.

Exhibit 1 to Audit Committee Charter

Miramont Resources Corp.

(the "Corporation" or "Miramont")

Job Description – Audit Committee Chair

The responsibilities of the Audit Committee chair include, among other things:

(a) managing the affairs of the Committee and monitoring its effectiveness;

(b) managing the meetings of the Committee by ensuring meaningful agendas are prepared and guiding deliberations of the Committee so that appropriate decisions and recommendations are made; and

(c) setting up agendas for meetings of the Committee and ensuring that all matters delegated to the Committee by the board are being dealt with at the Committee level during the course of the year.

CERTIFICATE OF THE COMPANY

Dated: March 10, 2017

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Company as required by the securities legislation of the Province of British Columbia.

/s/ "Tyson King"
Tyson King
President

/s/ "Lesia Burianyk"
Lesia Burianyk
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ "Tyson King"
Tyson King
President and Director

/s/ "Gordon King"
Gordon King
Director

/s/ "Gerald Shields"
Gerald Shields
Director

/s/ "Leah Hodges"
Leah Hodges
Director

CERTIFICATE OF PROMOTER

/s/ "Tyson King"
Tyson King