

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

**ITEM 1 Name and Address of Company:**

Miramont Resources Corp.  
2601 – 1111 Alberni Street  
Vancouver, B.C., V6E 0A8

**ITEM 2 Date of Material Change:**

January 31, 2019.

**ITEM 3 News Release:**

A news release was distributed via The Newswire and filed via SEDAR on January 31, 2018.

**ITEM 4 Summary of Material Change:**

Miramont Resources Corp. (CSE: MONT | OTCQB: MRRMF | FRA: 6MR) (“**Miramont**” or the “**Company**”) announced that the non-brokered private placement previously announced on January 17, 2019 (the “**Private Placement**”) was oversubscribed and has now closed. Under the Private Placement, the Company issued an aggregate of 4,716,498 units (“**Units**”) at a price of \$0.35 per Unit for gross proceeds of \$1,650,774. Each Unit was comprised of one (1) common share (each, a “**Common Share**”) in the capital of the Company and one (1) transferrable Common Share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder to purchase one Common Share at a price of \$0.50 per Common Share until January 31, 2021. All dollar amounts in this release are expressed in Canadian dollars, unless otherwise stated.

**ITEM 5 Full Description of Material Change:**

*5.1 – Full Description of Material Change:*

Reference is made to the press release attached hereto.

*5.2 – Disclosure for Restructuring Transactions:*

Not applicable.

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

Not Applicable.

**ITEM 7 Omitted Information:**

Not Applicable.

**ITEM 8 Executive Officer:**

Further information relating to this Material Change Report may be obtained from:

Leah Hodges, Corporate Secretary  
Telephone: (604) 377-0403

**ITEM 9 Date of Report:**

DATED as of January 31, 2019.

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ANY FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF U.S. SECURITIES  
LAWS.

# MIRAMONT

## RESOURCES

### Miramont Closes Non-Brokered Private Placement

Vancouver, B.C. – January 31, 2019 – Miramont Resources Corp. (CSE: MONT | OTCQB: MRRMF | FRA: 6MR) (“**Miramont**” or the “**Company**”) is pleased to announce that the non-brokered private placement previously announced on January 17, 2019 (the “**Private Placement**”) was oversubscribed and has now closed. Under the Private Placement, the Company issued an aggregate of 4,716,498 units (“**Units**”) at a price of \$0.35 per Unit for gross proceeds of \$1,650,774. Each Unit was comprised of one (1) common share (each, a “**Common Share**”) in the capital of the Company and one (1) transferrable Common Share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder to purchase one Common Share at a price of \$0.50 per Common Share until January 31, 2021. All dollar amounts in this release are expressed in Canadian dollars, unless otherwise stated.

In connection with the Private Placement, the Company paid a total of \$28,054 in cash and issued a total of 80,156 Warrants to eligible finders who introduced subscribers to the Private Placement.

All securities issued under the Private Placement, including securities issuable on exercise thereof, are subject to a hold period expiring June 1, 2019.

The Company intends to use the net proceeds from the Private Placement for its planned drilling and other activities at Cerro Hermoso, advancing the Lukkacha project and general working capital purposes.

### About Miramont Resources Corp.

Miramont is a Canadian based exploration company with a focus on acquiring and developing mineral prospects within world-class belts of South America. Miramont’s key assets are located in southern Peru. The Cerro Hermoso property hosts a 1.4km diameter breccia pipe targeting gold - polymetallic mineralization, while the Lukkacha property is targeting porphyry copper mineralization.

On behalf of the Board of Directors,  
**MIRAMONT RESOURCES CORP.**

*“William Pincus”*

William Pincus, President and CEO

For more information, please contact the Company at:

Telephone: (604) 398-4493

[info@miramontresources.com](mailto:info@miramontresources.com)

[www.miramontresources.com](http://www.miramontresources.com)

### **Reader Advisory**

*This news release may include forward-looking information that is subject to risks and uncertainties. All statements within, other than statements of historical fact, are to be considered forward-looking, including statements with respect to the use of proceeds from the Private Placement. Although the Company believes the expectations expressed in such forward-looking information are based on reasonable assumptions, such information is not a guarantee of future performance and actual results or developments may differ materially from those contained in forward-looking information. Factors that could cause actual results to differ materially from those in forward-looking information include, but are not limited to, fluctuations in market prices, successes of the operations of the Company, continued availability of capital and financing and general economic, market or business conditions. There can be no assurances that such information will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties. The Company does not assume any obligation to update any forward-looking information except as required under the applicable securities laws.*

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