Mich Resources Ltd. (formerly Michelin Mining Corp.)

Management's Discussion and Analysis
of Financial Condition and Results of Operations
Annual Report – November 30, 2019

The following discussion is management's assessment and analysis of the results and financial condition of Mich Resources Ltd. (formerly Michelin Mining Corp.) (the "Company"), and should be read in conjunction with the accompanying audited financial statements and related notes. The preparation of financial data is in accordance with International Financial Reporting Standards ("IFRS") and all figures are reported in Canadian dollars unless otherwise indicated.

Certain information included in this discussion may constitute forward looking statements. Forward looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different from those expressed or implied.

The technical and scientific information contained within the MD&A has been reviewed and approved by Marc Blythe, P.Geo., Director of the Company and Qualified Person as defined by National Instrument 43-101 policy.

The effective date of this report is March 26, 2020.

Description of Business

The Company is incorporated and domiciled in Canada under the Business Corporations Act (British Columbia), and its registered office is 25th Floor, 700 West Georgia Street, Vancouver, BC, V7Y 1C3. The Company's common shares are listed on the Canadian Securities Exchange ("CSE") under the trading symbol "MICH" effective June 19, 2019.

The Company is an exploration stage company and is engaged principally in the acquisition and exploration of mineral properties. The recovery of the Company's investment in its exploration and evaluation assets is dependent upon the future discovery, development and sale of minerals, upon the ability to raise sufficient capital to finance these activities, and/or upon the sale of these properties.

In November 2019, the Company changed its name to Mich Resources Ltd. and appointed Thomas O'Neill to the Company's board of directors and Szascha Lim as the Company's CFO and Corporate Secretary. As at November 30, 2019 and the date of this report, Marc Blythe, Mark Brown, and Thomas O'Neill are directors of the Company.

In December 2019, the Company subdivided its issued and outstanding share capital on the basis of two new common shares for each one outstanding common share. All common share and per common share amounts in these financial statements have been retroactively restated to reflect the stock split.

Rude Creek Gold Property

The Rude Creek Gold property (the "Property") consists of 204 mining claims, covering 4,157 hectares located in the Whitehorse Mining District in the Yukon Territory.

Agreement

On November 16, 2018 (the "Effective Date"), the Company entered into an option agreement (the "Agreement") with a private entity ("Optionor"), later amended on January 17, 2019, whereby the Company can earn a 70% interest in the Property by issuing an aggregate of 7,900,000 Common Shares, making cash payments totaling $2,500,001, and carrying out exploration and development work of $4,120,000, as outlined below.

Date	Cash Payment	Common Shares to be Issues	Expenditures to be Incurred	Other Requirements
November 16, 2018 (the "**Effective Date**")	$1.00	Nil	Nil	Nil
60 days from the Effective Date (the **Option Date**")	$120,000(1)	Nil	Nil	Nil
The first anniversary of the Option Date	$200,000	400,000	$120,000(2)	List the Common Shares of the Company on the Exchange(3)
The second anniversary of the Option Date	$300,000	1,000,000	$500,000	Nil
The third anniversary of the Option Date	$500,000	1,500,000	$1,000,000	Nil
The fourth anniversary of the Option Date	$1,500,000	5,000,000	$2,500,000	Nil

Notes:

(1) The Company made the payment in January 2019 and this amount was applied towards exploration and development expenditures in the first year of the option. See footnote 2.

(2) Per the Agreement, the $120,000 cash payment due 60 days from the Effective Date would also be included. As of November 30, 2019, the Company had satisfied this expenditure requirement.

(3) The Company satisfied this requirement by having listed on the Canadian Securities Exchange on June 19, 2019.

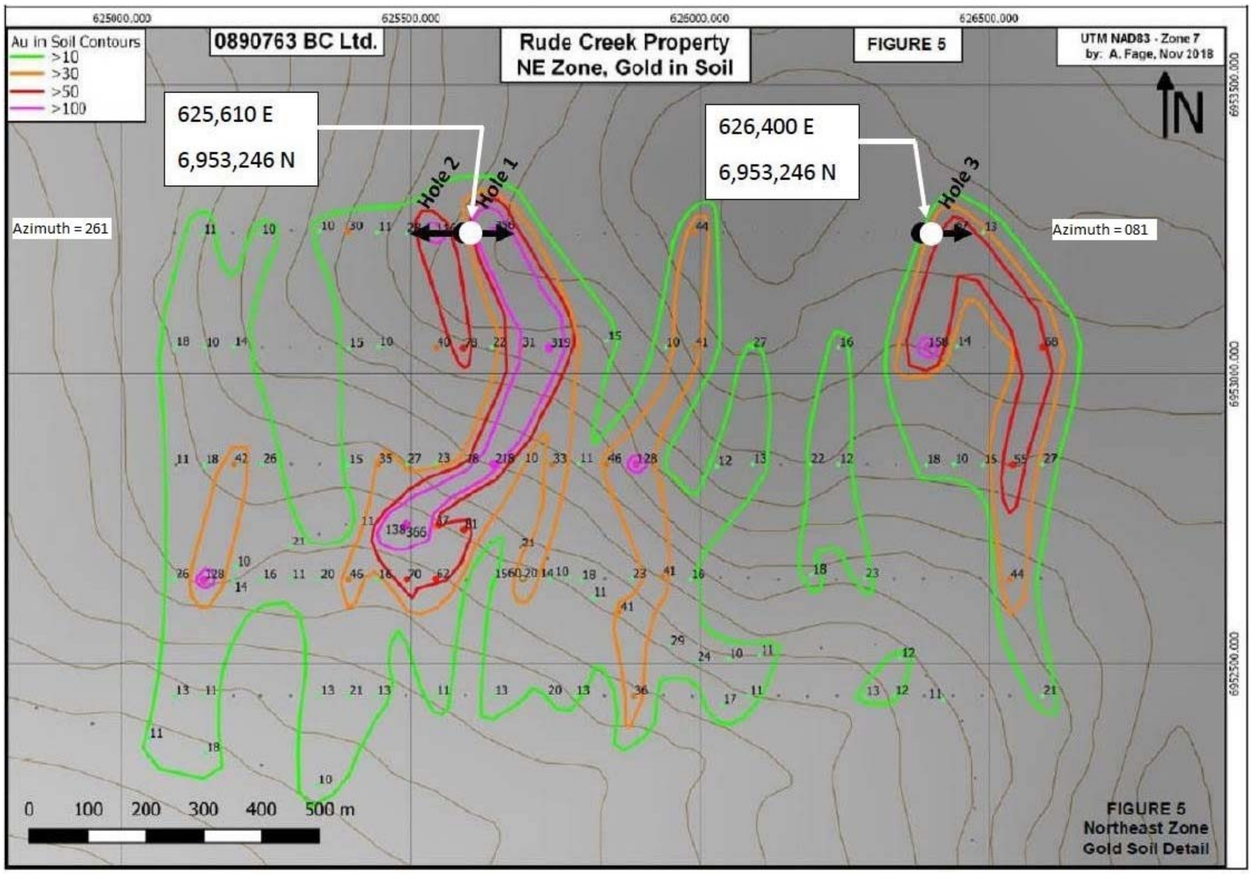
The Property will be subject to a 3% NSR in favour of the Optionor. The Company has the right at any time to purchase from the Optionor 1% of the NSR by way of a one-time payment to the Optionor of $2,000,000. Upon payment of the $2,000,000 being made, the NSR payable will be reduced to 2% of the net smelter returns.

In addition to the NSR payable under the Option Agreement, certain claims on the Property are subject to a pre-existing 2% NSR. Payments made to the holder of the pre-existing 2% NSR will reduce the amounts owing under the Optionor's 3% NSR.

Subsequent to November 30, 2019, the Company had not fulfilled the cash payment and share issuance due on the first anniversary date of the Option Date and let the option to acquire 70% interest in the Property lapse. The Company will impair all capitalized exploration and evaluation costs in fiscal 2020.

2019 Activity

On June 25, 2019, the Company announced that it had mobilized and successfully completed drilling 3 reverse circulation ("RC") holes of approximately 100 metres each on its Rude Creek Gold Project. Drilling was concentrated in the Northeast Zone, where multiple anomalous gold-in-soil trends were previously identified, along with anomalous pathfinder elements such as arsenic and bismuth (see the figure below).



Mineralized intervals were analyzed by Bureau Veritas Minerals. Sample preparation was completed in Whitehorse, YT and analyses were conducted in Vancouver, BC. All samples were assayed for gold content using fire assay techniques (FA430) with a 30 gram sample and multiple path finder elements (AQ200). An industry standard quality assurance/quality control (QA/QC) program consisting of the insertion of certified standards, blanks and duplicates into the sample stream was used.

The table below lists significant assays from the 2019 drill program.

Hole	From (m)	To (m)	Interval (m)	Gold (g/t)
ROYRC-19-09	6.40	7.93	1.53	0.54
	41.46	50.61	9.15	1.42
including	44.51	47.56	3.05	3.75
including	46.04	47.56	1.52	4.25
ROYRC-19-10	25.00	26.52	1.52	0.22
ROYRC-19-11	57.00	58.54	1.52	0.66

True thicknesses are not known at this time. RC drill holes are sampled in 1.5 metre intervals, which may not coincide with the mineralized thicknesses.

Holes ROYRC-19-09 and ROYRC-19-10 were drilled from the same pad with azimuths of 81° and 261° and dips of -60° and -70° respectively. Hole ROYRC-19-11 was drilled approximately 800 metres to the east with an azimuth of 81° and dip of -60°. Each of the three RC holes was drilled to a depth of approximately 100 metres downhole.

Drill holes primarily intersected granodiorite. The mineralized interval in hole ROYRC-19-09 was characterized by observed limonite (hydrated iron oxide) and elevated levels of pyrite (iron sulphide). Gold in this interval was correlated with elevated arsenic (478 ppm As) and bismuth (283 ppm Bi).

As of November 30, 2019, the Company had spent $151,146 in advancing this property.

Overall Performance and Results of Operations

Total assets decreased to $327,849 at November 30, 2019, from $468,443 at November 30, 2018. The most significant asset at November 30, 2019, was cash of $166,370 (November 30, 2018: $463,747) and exploration and evaluation assets of $151,146 (November 30, 2018: $1). The change in cash during the year ended November 30, 2019, was primarily the result of $154,450 used in operating activities, $151,145 spent on exploration and evaluation and $8,218 received from financing activities.

Three months ended November 30, 2019 and 2018

The Company recorded a loss of $106,857 for the three months ended November 30, 2019 (2018: $19,271). The increase in loss for the period was primarily attributable to:

- Consulting and management of $20,020 (2018: $4,767): An increase of $15,253 was primarily due to increased activity during the current period compared to prior period, resulting in increased corporate administration fees.

- Share-based compensation of $72,571 (2018: $nil): An increase of $72,571 due to 1,250,000 share options granted during the current period to directors, officers, and consultants of the Company, vested immediately, exercisable at $0.08 per common share.

Year ended November 30, 2019 and period from incorporation on August 16, 2018 to November 30, 2018

The Company recorded a loss of $232,379 for the year ended November 30, 2019 (2018: $19,754). The increase in loss for the period was primarily attributable to:

- Consulting and management of $70,294 (2018: $4,767): An increase of $65,527 was primarily due to increased activity during the current period compared to prior period, resulting in increased corporate administration fees.

- Regulatory and filing of $62,728 (2018: $320): An increase of $62,408 was primarily due to filing fees and expenses related to CSE listing in June 2019.

- Share-based compensation of $72,571 (2018: $nil): An increase of $72,571 due to 1,250,000 share options granted during the current period to directors, officers, and consultants of the Company, vested immediately, exercisable at $0.08 per common share.

Liquidity and Capital Resources

As at November 30, 2019, the Company had working capital of $152,201. The Company does not have sufficient resources to settle outstanding liabilities and fund its operations for the next twelve months. The ability of the Company to continue as a going concern is dependent on obtaining additional financing through equity financing or obtaining joint venture or property sale agreements for one or more properties. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms that are acceptable to the Company.

The Company has no bank debt or banking credit facilities in place.

Selected Annual Information

	November 30, 2019	November 30, 2018
Total assets	**$ 327,849**	$ 468,443

	Year ended November 30, 2019	Period from incorporation on August 16 to November 30, 2018
Loss	**$ (232,379)**	$ (19,754)
Basic and diluted loss per share	**$ (0.01)**	$ (0.00)

Summary of Quarterly Results

The following tables summarize the Company's financial information for the last eight quarters in accordance with IFRS:

	Q4 2019	Q3 2019	Q2 2019	Q1 2019
Revenue	$ -	$ -	$ -	$ -
Loss for the period	(106,857)	(78,969)	(19,748)	(26,805)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)

	Q4 2018	August 16-31, 2018
Revenue	$ -	$ -
Loss for the period	(19,271)	(483)
Basic and diluted loss per share	(0.00)	(0.00)

Outstanding Share Data

Subsequent to November 30, 2019, 26,000 common shares were issued pursuant to the exercise of warrants for proceeds of $2,600.

As at the date of this report, there were 33,319,002 common shares (November 30, 2019: 33,293,002), 1,250,000 share options November 30, 2019: 1,250,000) and 288,000 warrants (November 30, 2019: 314,000) issued and outstanding.

Related Party Transactions

During the year ended November 30, 2019, the Company incurred consulting fees of $62,794 (2018: $8,068) to a company of which a director and officer of the Company is an officer. As at November 30, 2019, $4,562 (November 30, 2018: $5,499) is due to this company.

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

During the year ended November 30, 2019, key management personnel compensation included share-based compensation of $23,223 (2018: $nil).

Critical Accounting Policies and Estimates

The Company has prepared the accompanying financial statements in accordance with IAS 34, using accounting policies consistent with IFRS. Significant accounting policies, except as described below, are described in Note 3 of the Company's financial statements as at and for the year ended November 30, 2019.

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

New Accounting Standards

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC. The standards listed below include only those which the Company reasonably expects are applicable to the Company.

The following have not yet been adopted by the Company and are being evaluated to determine their impact.

- IFRS 16 – Leases: New standard to establish principles for recognition, measurement, presentation and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019. The Company is currently assessing the impact of the adoption of this proposed new standard. The Company expects adoption of this standard will not have a significant measurement or disclosure impact on the Company's financial statements.

Risks and Uncertainties

The Company currently has no revenues from operations. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company.

The Company is engaged in the acquisition of mineral properties, an inherently risky business, and there is no assurance that an economic mineral deposit will ever be discovered and subsequently put into production. Most exploration projects do not result in the discovery of commercially mineable ore deposits. The Company will seek to counter these risks to the extent possible by selecting exploration areas on the basis of their recognized geological potential to host economic deposits.

The following sets out the principal risks faced by the Company.

Exploration
The Company is seeking mineral deposits on exploration projects where there are not yet established commercial quantities. There can be no assurance that economic concentrations of minerals will be determined to exist on the Company’s property holdings within existing investors’ investment horizons or at all. The failure to establish such economic concentrations could have a material adverse outcome on the Company and its securities. The Company’s planned programs and budgets for exploration work are subject to revision at any time to take into account results to date. The revision, reduction or curtailment of exploration programs and budgets could have a material adverse outcome on the Company and its securities.

Title
Although the Company has exercised the usual due diligence with respect to title to properties in which it has interests, there is no guarantee that title to the properties will not be challenged or impugned. The Company’s mineral property interests may be subject to prior unregistered agreements or transfers or land claims, and title may be affected by undetected defects. In addition, certain of the mining claims in which the Company has an interest are not recorded in the name of the Company and cannot be recorded until certain steps are taken by other parties. Before a number of claims under option can be recorded in the Company’s name, the underlying title holder must assign title to the Company once the Company satisfies its option agreement obligations. There are no assurances that the underlying title holder will assign title.

Aboriginal land claims
Canadian Aboriginal rights may be claimed on properties or other types of tenure with respect to which mining rights have been conferred. The Company is aware of the mutual benefits afforded by cooperative relationships with indigenous people in conducting exploration activity and is generally supportive of measures established to achieve such cooperation. The risk of unforeseen aboriginal title claims also could affect existing exploration activities as well as potential development projects and possible future acquisitions and transfer of properties. While there is no existing claim to the Company’s knowledge in respect of any of its properties, the advent of any future aboriginal land claims and the outcome of any aboriginal land claims negotiations cannot be predicted.

Financing
Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. The Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon selling equity in the capital markets to provide financing for its continuing substantial exploration budgets. Restrictions on the Company’s ability to finance could have a material adverse outcome on the Company and its securities.

Key personnel
The Company’s exploration efforts are dependent to a large degree on the skills and experience of certain of its key personnel. The Company does not maintain “key man” insurance policies on these individuals. Should the availability of these persons’ skills and experience be in any way reduced or curtailed, this could have a material adverse outcome on the Company and its securities.

Competition

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

Environmental and other regulatory requirements

The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various governmental authorities and such operations are and will be subject to laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits.

There can be no assurance that approvals and permits required to commence production on its properties will be obtained on a timely basis, or at all. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions there under, 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 or extraction operations may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or abandonment or delays in development of new mineral exploration properties. To the best of the Company's knowledge, it is currently operating in compliance with all applicable environmental regulations.

Uninsurable

The Company may become subject to liability for pollution, fire, explosion and other risks against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury. The payment of any such liabilities may have a material, adverse effect on the Company's financial position.

Critical accounting estimates

In the preparation of financial information, management makes judgments, estimates and assumptions that affect, amongst other things, the carrying value of its mineral property assets. All deferred mineral property expenditures are reviewed, on a property-by-property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount that may be estimated by quantifiable evidence of an economic geological resource or reserve, joint venture expenditure commitments or the Company's assessment of its ability to sell the property for an amount exceeding the deferred costs, a provision is made for the impairment in value. Management's estimates of exploration, operating, capital and reclamation costs, if any, are subject to certain risks and uncertainties which may affect the recoverability of mineral property costs. Although management has made its best estimate of these factors, it is possible that changes could occur in the near term that could adversely affect management's estimate of the net cash flow to be generated from its properties.

Legal proceedings

As at the period-end and the date of this MD&A, there were no legal proceedings against or by the Company.

Financial Instruments and Other Instruments

Financial Risk Management and Fair Value Measurement

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, amounts receivable, and amounts payable. The Company measures its cash, amounts receivable, and amounts payable at amortized cost.

The carrying amounts for cash, amounts receivable, and amounts payable, approximate fair values due to the immediate or short-term maturities of these financial instruments.

Financial Instrument Risk Exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks.

Credit Risk

Credit risk arises from the potential for non-performance by counterparties of contractual financial obligations. The Company is exposed to credit risk on cash and amounts receivable. The Company reduces its credit risk on cash by maintaining its bank account with a large international financial institution. The maximum exposure to credit risk is equal to the carrying value of its cash.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company controls liquidity risk by ensuring that it has sufficient cash resources to pay for its financial obligations. At November 30, 2019, the Company had a working capital of $152,201.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign currency and price risk.

a) *Interest Rate Risk*

   The Company is nominally exposed to interest rate risk. The Company's cash earns interest at variable rates. The Company's future earned interest is exposed to short-term rate fluctuations. Interest rate exposure is considered to be insignificant.

b) *Foreign Currency Risk*

   The Company is not exposed to currency risk as all transactions are denominated in Canadian dollars.

c) *Price Risk*

   The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

Fair value

IFRS establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset of liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments are classified and subsequently measured as follows:

Account	Classification
Cash	Amortized cost
Accounts Payable and accrued liabilities	Amortized cost

Management's Report on Internal Control over Financial Reporting

In connection with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited condensed interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis.

The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Outlook

The Company is currently seeking opportunities in the natural resource industry.

Additional information relating to the Company is available on SEDAR at www.sedar.com.