

Minnova Corp.

217 Queen Street West, Suite 401, Toronto, Ontario, CANADA, M5V 0R2

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Management Discussion and Analysis for the Three and Six Months ended September 30, 2019

This Management Discussion and Analysis (“MD&A”) of the financial condition and results of the operations of Minnova Corp. (“Minnova” or the “Company”) constitutes management’s review of the factors that affected the Company’s financial and operating performance for the three and six months ended September 30, 2019. This discussion should be read in conjunction with the audited financial statements of the Company for the years ended March 31, 2019 and March 31, 2018, together with the notes thereto, and the unaudited condensed interim financial statements of the Company for the three months September 30, 2019, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company’s financial statements and the financial information contained in this MD&A are 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”). The unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS.

As a result of ongoing review and possible amendments by interpretive guidance from IASB and IFRIC, IFRS in effect at March 31, 2019, may differ from IFRS and interpretation statements applied in preparing the audited annual financial statements for the year ended March 31, 2018, and the unaudited condensed interim financial statements for the three months ended September 30, 2019.

In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the period presented are not necessarily indicative of the results that may be expected for any future periods. Information contained herein is presented as at September 30, 2019, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Minnova’s common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on Minnova’s website at www.minnovacorp.ca or on SEDAR at www.sedar.com.

Financial and Operating Highlights for the Six Months ended September 30, 2019

Financial Situation

- As of September 30, 2019, the Company had a cash position of \$17,420, current liabilities of \$1,998,842, and a net loss of \$87,044 for the three months ended September 30, 2019. Exploration expenditures during the six month period totaled \$117,151.
- Investor interest in the junior gold sector remained subdued during the quarter despite the improvement in gold price and positive gold price outlook.
- Management and the Board of Directors have maintained our cautious and prudent stance on reduced overhead and G&A expenses while pursuing funding in support of re-starting the PL Mine under our existing Environment Act License 1207E initially as an underground mine.

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Corporate Developments

- During the quarter ended September 30, 2019 the Company continued to work toward re-starting the PL Gold Mine with ongoing project financing discussions and low budget technical programs including;
 - Continued work aggregating coarse reject and pulp samples as part of our ongoing total metallic screen re-assay program. This program has returned positive results to date that suggest the PL Deposit Gold Resource gold grade may be understated.
- Planning, permitting and road work to access the La Esperanza Property in Fall 2019 for initial drill program, geological mapping and sampling and small bulk sample program.
 - Positive assay results were returned from Poderosa Vein Stock piles supporting small scale underground development and a bulk sampling program.
- Property evaluations with a view to expand our existing property portfolio.
- Increased level of marketing highlighting the PL Mine Feasibility Study ("FS") Net Present Value ("NPV5%") leverage to increasing gold prices versus the FS base case gold price of US\$1,250 per ounce.

PL Gold Mine

- Management and the board of directors remain firmly committed to the future re-start of the PL Gold Mine. Efforts to advance the project and attract adequate funding have been intensive and widespread. Following the release of the positive Feasibility in November 2017 we continue to review all available project/technical data to identify areas of further capital and operating costs savings as we advance the re-start of the mine.
- In addition to ongoing planning aimed at further de-risking the project we are also working to expand the current gold resource at the project through;
 - Grade Enhancement - metallic screen fire assay check sample program to enhance understanding of free gold distribution and address concerns that the current resource is understating the gold grade.
 - New Discoveries - future drilling of high priority, shallow drill targets located on strike from existing PL and Nokomis Gold Deposit's that exhibit similar geological and geophysical signatures.
 - Resource Expansion - both the PL and Nokomis Gold Deposits remain open down dip.
- The Company completed a Feasibility Study ("2017 FS") on the re-start of the PL Gold Mine initially as an underground mine. The 2017 FS was based on only the mineral reserve estimate and supersedes the July 9, 2014 - Updated Preliminary Economic Assessment ("Updated PEA") for a proposed open pit and underground mining and milling operation at the PL mine which considered mineral resources from the PL Gold Deposit and the satellite Nokomis Gold Deposit.
- The 2017 FS considers an initial underground mine plan and on-site processing to be followed by small scale open pit mine development to maximize extraction and enhance the economics of the project.
 - 590 tpd from underground at an average diluted grade of 7.00 g/t
 - 190 tpd from open pits at an average diluted grade of 4.35 g/t
- We are committed to minimizing the long-term environmental impact of the project. As such we have factored in underground paste backfill tailing storage to reduce tailings deposition into the past used and permitted Ragged Lake Tailings Management Facility (Ragged TMF).
- The proposed re-start of the PL Gold Mine as an underground operation at a through-put rate of not more than 600tpd falls within our existing Environment Act License 1207E requirements. The future development of open pits is subject to amending the Environment Act License 1207E to include open

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pit mining methods.

- Highlights from the 2017 FS, which uses a long term gold price of US\$1,250 per ounce gold and USD:CAD exchange rate of \$1.30, include:
 - Pre-tax Net Present Value ("NPV") at a 5% discount rate of \$55.9 million and an Internal Rate of Return ("IRR") of 65%;
 - After-tax NPV at a 5% discount rate of \$36.7 million and IRR of 53%;
 - Proven & Probable Mineral Reserves of 259,000 ounces of gold (1.27 million tonnes at 6.34 g/t Au), a subset of the Measured and Indicated Resources of 282,500 ounces of gold (1.48 million tonnes at 5.93 g/t Au). The 2017 FS excludes Inferred Resources of 301,700 ounces of gold (1.84 million tonnes at 5.08 g/t Au)
 - After-tax payback of 1.5 years after plant start-up;
 - Minimum 5 year mine life, mining and processing 1.27 million tonnes, averaging 6.34 grams per tonne ("g/t") gold, and producing 232,463 ounces of gold;
- During the summer field season of 2017, the Company sought out and received its water license for industrial purposes.
- In 2014 the company received clarification and confirmation from the Canadian Environmental Assessment Agency ("CEAA") that the PL Gold Project does not require an environmental assessment as a new mine and reconfirmed that Environment Act License 1207E is in full force and effect.
- In 2014 Environment Canada ("EC") confirmed that in order to deposit tailings into the past used and licensed Ragged TMF it will require a listing on Schedule 2 of the Metal Mining Effluent Regulations (MMER). To achieve a Schedule 2 listing, the Company will be required to submit an Assessment of Alternatives report to determine if the Ragged TMF is in fact the best option for deposition of new tailings. The assessment will consider all possible alternatives for safe, long term tailings storage from environmental, socio-economic and technical perspectives.

Other Permits and Licenses currently in place include:

| Permit/License | Permit/License | Expiry Date |
|---|-----------------|------------------|
| Environment Act License – Permit to Mine | 1207E | N/A |
| MINING LEASE | 065 | 1 April 2034 |
| License to Use Water for Industrial Purposes | 2017-116 | 5 September 2027 |
| Crown Land Permit – Access Road Right of Way | GP0002799 | 31 December 2019 |
| Crown Land Permit – Water Pipeline Right of Way | GP0003758 | 31 December 2019 |
| Crown Land Permit – Access Road Right of Way | GP0004038 | 31 December 2019 |
| Crown Land Permit – Mine Tailings Containment | GP0004134 | 31 December 2019 |
| Casual Quarry Permit | CP-2017-1011762 | 31 December 2019 |

Special Note Regarding Forward-Looking Statements

This Management's Discussion and Analysis includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the mining industry (including operational risks in exploration development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty

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surrounding the ability of the Company to obtain all permits, consents or authorizations required for its operations and activities; and health safety and environmental risks), the risk of commodity price and foreign exchange rate fluctuations, the ability of the Company to fund the capital and operating expenses necessary to achieve the business objectives of the Company, the uncertainty associated with commercial negotiations and negotiating with foreign governments and risks associated with international business activities, as well as those risks described in public disclosure documents filed by the Company. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements. Statements in relation to "reserves" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described can be profitably produced in the future.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this management discussion and analysis are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

Overview and Strategic Activities

Minnova Corp. is a publicly traded company currently focused on the near-term re-start of gold production at its 100% owned Maverick Gold Project and acquisition of other advanced, development stage - low capex near term cash flow projects. The company was incorporated on July 19, 1994 pursuant to the laws of the *Companies Act of Barbados*. Since the Company's management and the principal office of the Company are located in Toronto, Ontario, a continuance (the "Continuance") of the Company from the laws of Barbados to the laws of the Province of Ontario was filed on April 21, 2010. As a result of the Continuance, the corporate legislation that governs the Company ceased to be the Barbados Act and the Company is now governed by the Business Corporations Act (Ontario). The registered office of the Company is located at 365 Bay Street, Suite 400, Toronto, Ontario, M5H 2V1. On June 26, 2014, the Company changed its name to "Minnova Corp." and commenced trading on the Toronto Stock Exchange (Tier 2 mining issuer) at the opening on June 27, 2014 under the new symbol "MCI".

The Company completed and announced positive results for a Feasibility Study on November 1, 2017. The study confirmed management's view that re-starting the PL Mine is an attractive gold development opportunity with an after-tax NPV 5% of \$36.7 million and after-tax IRR of 55% (at a long-term gold price of US\$1,250 per ounce). The Company plans to continue to advance the PL Mine towards production through ongoing technical programs to further de-risk and enhance already attractive project economics. The PL Mine has significant existing infrastructure that contributes to low initial capital, short time to production and quick payback. Infrastructure includes a 1,000 tpd flotation mill, a developed underground ramp to approximately 130 metres depth. The property is fully road accessible, has access to low cost electricity and is close to existing regional mining support infrastructure.

The Company has created a new Manitoba subsidiary called Minnova Renewable Energy. We believe there is room for alternative energy, as part of our overall energy demand requirements at the PL Gold Mine. The re-start of the PL Gold Mine represents a unique opportunity for sustainable job creation beyond planned mining operations and gold production.

Minnova Renewable Energy will review all available proven green energy technologies and if warranted incorporate them into the PL Mine re-start plan. Sustainable energy technologies to be reviewed include:

- (1) biomass power generation
 - (a) including log-yard and logging operation to harvest local fire-kill wood for fuel for the biomass system
 - (b) including utilizing waste heat generation for ancillary greenhouse operation to grow food for the mine camp

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(2) lake-based geothermal mining camp heating and cooling system

Planned studies will seek to combine existing mine site and other regional infrastructure, including: power transmission lines, all weather roads, underutilized railway infrastructure and significant harvestable resources. During the period ended September 30, 2018 we met with several consulting groups, experienced in biomass power generation construction and operations. Our goal is to engage one or more consultants to oversee the various technical and economic studies required to advance our biomass initiative.

The regional economy lacks industry and sustainable employment opportunities Minnova hopes to promote job creation by developing a biomass energy plant that utilizes the region's abundant harvestable resources under a sustainable forestry management plan.

The Company has created a Peruvian Subsidiary called Minnova Peru SAC. We believe there are opportunities to rapidly advance the La Esperanza Property to small scale production under existing small-scale mining permits and look at other properties and operating mines in the region for possible option/joint venture or purchase. The corporate objective is to achieve cash flow from small-scale operations that can be re-invested in work programs targeting the potential for a one-million-ounce plus gold resource.

Mineral Properties

Minnova's exploration activities are at an early stage, and it has not yet been determined whether its properties contain an economic mineral reserve. Any activities of Minnova will constitute exploratory searches for minerals. See "Risks and Uncertainties" below.

PL Gold Mine

On October 8, 2010, Minnova completed the acquisition of the past-producing Puffy Gold Mine ("PL Mine" or PL Property") and interests in the adjacent Nokomis Property ("Nokomis Property") from Pioneer Metals ULC ("Pioneer"). The purchased properties and other adjacent staked properties have been renamed the PL Gold Project ("PLP") and are all located 50 km northeast of the town of Flin Flon, Manitoba. Pioneer is a wholly owned subsidiary of Barrick Gold Corporation ("Barrick"). Past gold production on the MGP amounted to over 28,000 ounces in 1988 and 1989. Under the agreement, Minnova acquired 100% of Pioneer's interest in the PL mine subject to a 3% Net Smelter Royalty ("NSR") that reduces to 2.5% and 2% if gold is below US\$1,000/oz. and US\$750/oz., respectively. The agreement also provided for the acquisition of Pioneer's 54% interest in the adjacent Nokomis Property. In consideration of the acquisitions, Minnova:

- made total payments of \$2.5 million; and
- issued stock to Pioneer valued at \$1.0 million.

On November 22, 2011, the Company completed the acquisition the remaining 46% minority interest in the Nokomis Property from Claude Resources Inc. ("Claude"). The property is located less than 8 kilometres northeast of the existing mine and mill infrastructure on the PLP.

The PL Mine features a 1,000 tonne-per-day mill and concentrator in excellent condition, underground development by ramp to a depth of approximately 130 meters, and significant infrastructure related to the past-producing mine. In November 2017, Minnova reported an updated NI 43-101 compliant resource estimate for the former producing PL Gold Deposit.

Drilling to the end of June 30, 2017, has resulted in optimized in-pit and underground Measured & Indicated mineral resources totaling 282,500 ounces gold and Inferred mineral resources totaling 301,700 ounces gold. The resource was estimated by CSA Global Pty Ltd. using the results from over 416 historical drill holes by previous operators and 154 holes drilled by Minnova since December 2010.

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PL Gold Deposit, Mineral Resource Estimate November 2017

| Category | Au Cut-off (g/t) | Tonnes (Kt) | Au Grade (g/t) | Contained Au oz |
|------------|------------------|--------------|----------------|-----------------|
| Measured | 2.5 | 425 | 7.53 | 102,900 |
| Indicated | 2.5 | 1,056 | 5.29 | 179,600 |
| M+I | 2.5 | 1,481 | 5.93 | 282,500 |
| Inferred | 2.5 | 1,846 | 5.08 | 301,700 |

Notes PL and Nokomis Deposits:

1. The quantity and grade of reported Inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred resources as an Indicated or Measured mineral resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured mineral resource category.
2. The PL and Nokomis NI 43-101 mineral resource estimate were prepared by Leon McGarry, B.Sc., P.Geo., of CSA Global Pty Ltd.
3. The NI 43-101 compliant mineral resources in this disclosure were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council.
4. The volume of the historical mined areas was depleted from the resource estimate.
5. Grade capping values range from 30 to 45 g/t Au and affected 16 samples.
6. Bulk densities of 2.81 t/m³ were used for tonnage calculations.
7. A gold price of US\$1,250/oz and an exchange rate of US\$0.80=CS\$1.00 was utilized in the Au cut-off grade calculations of 2.5 g/t underground. Operating costs of C\$125/t. Process recovery used was 95%.
8. Tonnes and ounces have been rounded to reflect the relative accuracy of the mineral resource estimate; therefore numbers may not total correctly.
9. Mineral Resource tonnes quoted are not diluted.
10. Mineral resources are not mineral reserves and by definition do not demonstrate economic viability. This mineral resource estimate includes inferred mineral resources that are normally considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. There is also no certainty that these inferred mineral resources will be converted to the measured and indicated resource categories through further drilling, or into mineral reserves, once economic considerations are applied.
11. 1 troy ounce equals 31.10348 grams.

The updated mineral resource estimate is the basis of an inaugural Mineral Reserve estimate completed by A-Z Mining Professionals Ltd. All Mineral Reserves are Proven and Probable Mineral Reserves. Both the Mineral Resource and Mineral Reserve estimates take into consideration on-site operating costs (e.g. mining, processing, site services, general and administration, royalties), metallurgical recoveries, and selling costs. In addition, the reserves incorporate allowances for mining recovery and dilution, and overall economic viability.

| Category | Diluted Tonnes (Kt) | Au Grade (g/t) | Contained Au (Koz) |
|----------------------------------|---------------------|----------------|--------------------|
| Underground | | | |
| Proven | 367 | 7.77 | 92 |
| Probable | 586 | 6.51 | 123 |
| Open Pits | | | |
| Proven | 87 | 4.71 | 13 |
| Probable | 226 | 4.21 | 31 |
| Total Proven and Probable | 1,266 | 6.34 | 259 |

1. Using a gold price of US\$1,250/oz and an exchange rate of US\$0.77 to CDN\$1.00.
2. A gold cut-off grade of 4.0 g/t for underground mining and 2.7 g/t for open pit mining.
3. Rounding as required by reporting guidelines may result in summation differences.

New Mineral Reserve and Resource estimates were in support of the Feasibility Study which was completed by A-Z Mining Professionals Ltd and announced on November 1, 2017. The mine plan developed for the Feasibility Study considers the re-opening of the PL mine initially utilizing underground mining techniques as the environmental permits for this type of mining are already in effect and valid. The future development of open pits has been factored in and is subject to amending existing Environment Act License 1207E to include open pit mining methods. The mine plan incorporates only the mineral reserves from the PL Gold Deposit. It does not include any mineral resources from the satellite Nokomis deposit.

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| | July 2014 PEA | November 2017 FS |
|---|---------------|------------------|
| Gold Price (US\$/oz) | \$1,300 | \$1,250 |
| CAD:US\$ Exchange Rate | 1.05 | 1.30 |
| Pre-tax NPV _{5%} (C\$M) | \$97.70 | \$46.82 |
| Pre-tax IRR | 59% | 65% |
| After-tax NPV _{5%} (C\$M) | \$83.30 | \$36.70 |
| After-tax IRR | 55% | 53% |
| After-tax payback (years) | 1.5 | 1.5 |
| Payable Gold Production (ounces) | 483,000 | 232,463 |
| Mine Life | 11 | 5 |
| Underground Grade (g/t) | 7.26 | 7.00 |
| Underground Production (million tonnes) | 1.98 | 0.95 |
| Open Pit Grade (g/t) | 4.41 | 4.35 |
| Open Pit Production (million tonnes) | 0.56 | 0.31 |
| Cash Operating Cost (US\$/oz) | \$798 | \$715 |
| AISC (US\$/oz) | \$1,003 | \$942 |
| Pre-Production Capex (C\$M) | \$26.30 | \$35.35 |
| Sustaining Capital and Closure Costs (C\$M) | \$29.50 | \$54.16 |

PL Property, Deferred Exploration Expenditures Summary

| Exploration Expenditures | Six Months Ended September 30, 2019 \$ | Year Ended March 31, 2019 \$ |
|--------------------------|--|------------------------------------|
| Beginning balance | 15,663,531 | 15,299,846 |
| Geology | 62,038 | 287,607 |
| Mining asset retirement | 55,619 | 76,078 |
| Exploration expenditures | 117,647 | 363,685 |
| Total | 15,791,923 | 15,663,531 |

The Company has provided a letter of credit in the amount of \$75,000 to the Government of Manitoba under the terms of the Closure plan on the PL property. The Company further provided all assets, goods and personal property involved in the operation of the PL property, as a security of up to \$5,000,000 for the performance of the Closure plan and the rehabilitation program.

The Company's provision for closure and reclamation costs are based on management's estimates of costs to abandon and reclaim mineral properties and facilities as well as an estimate of the future timing of the costs to be incurred. The Company has estimated its total provision for closure and reclamation to be \$2,849,269 at September 30, 2018, based on a total future liability of approximately \$3,073,160, an inflation rate of 1.68% and a discount rate of 2.17%. Reclamation is expected to occur in approximately 10 years.

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The following is an analysis of the asset retirement obligation:

| | Six Months Ended September 30, 2019 \$ | Year Ended March 31, 2019 \$ |
|--|---|---------------------------------------|
| Beginning balance | 3,078,834 | 2,940,254 |
| Effect of changes in discount rate | 55,619 | 76,078 |
| Accretion incurred in the current period | 21,986 | 62,502 |
| Expenditure for the period | 77,605 | 138,580 |
| Total | 3,156,439 | 3,078,834 |

Nokomis Property

The October 2011 agreement with Pioneer provided for the acquisition of Pioneer's 54% joint venture interest in the Nokomis property. This property comprises approximately 2,200 hectares and is located north east of, and is contiguous with, the PL property.

On November 22, 2011, the Company completed the acquisition of the remaining 46% minority interest in the Nokomis property from Claude. Under the terms of acquisition, the Company issued to Claude, 3,428,572 common shares of the Company.

During the year ended March 31, 2014, the Company completed a surveyed the collars for drill holes that were drilled in fiscal 2012. The geology of the property was also reviewed and re-interpreted by examination and re-logging of previously drilled holes.

Drilling by the Company and previous operators supported an initial NI 43-101 resource estimate for the Nokomis Deposit that was published on April 17, 2014.

Nokomis Gold Deposit, Mineral Resource Estimate April 2014

| | Category | Au Cut-off g/t | Tonnes | Au (g/t) | Contained Au ounces |
|--------|-----------|-------------------|---------|-------------|------------------------|
| In-Pit | Indicated | 0.6 | 371,000 | 3.41 | 40,700 |
| | Inferred | 0.6 | 247,000 | 2.41 | 19,100 |

See Resource Estimate Notes above.

On July 9, 2014 the Company completed a positive Updated PEA for a proposed open pit and underground mining and milling operation at the PL mine incorporating mineral resources from the PL Gold Deposit and the satellite Nokomis Gold Deposit. A combined open pit and underground mine plan and on-site processing at a rate of up to 900 tpd were selected to improve the economics of the project. The Nokomis Deposit is scheduled to come into production in year 3 of the mine life and contribute approximately 28,000 ounces of gold production until depletion in year 5. Minnova has not initiated the permitting process for the proposed Nokomis pit production but anticipates it can successfully permit the satellite deposit production as outlined in the Updated PEA.

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Nokomis Property Deferred Exploration Expenditures Summary

| Exploration Expenditures | Six Months Ended September 30, 2019 \$ | Year Ended March 31, 2019 \$ |
|--------------------------|--|------------------------------------|
| Beginning balance | 2,804,272 | 2,781,772 |
| Geology | 33,000 | 22,500 |
| Exploration expenditures | 33,000 | 22,500 |
| Total | 2,837,272 | 2,804,272 |

La Esperanza Property, Peru

On October 11, 2018, the Company entered into an option agreement with Inkarrí Comercializadora Perú S.A.C., a regional toll mill operator in Peru, to acquire a 100% interest in the Media Quebrada mining concession and adjacent claim, collectively called the La Esperanza Gold Property.

Details with respect to the consideration payable for this acquisition are as follows: on signing (November 7, 2018): cash payments of US\$50,000 (paid) and common shares payment of 250,000 (issued); first anniversary (November 7, 2019): cash payment of US\$100,000 (agreement in principal to defer for 12 months to November 7, 2020) and common shares payment of 250,000 (to be issued on execution of final agreement) and second anniversary (November 7, 2020): cash payment of US\$500,000 (agreement in principal to defer for 12 months to November 7, 2021).

During the six months ended September 30, 2019 the Company completed additional surface and underground mapping and sampling. Field work included a re-visit to the mine adits accessing the Poderosa vein to evaluate underground mine conditions. Two historic mine stockpiles located at the opening of the Poderosa vein mine adit were sampled. Both stockpiles exhibited visible sulphide mineralization and quartz veining/silicification typically associated with gold mineralization previously reported on the La Esperanza property. In addition, a wooden chute used to dump mined material into trucks for transport to nearby mills was noted to contain a significant volume of historical mined material from the Poderosa vein and this was also sampled. In total approximately 280 kilograms from the two stockpiles and the wooden chute were sampled to provide reference samples prior to sending the stockpile's and mine chute material to a toll mill as part of a bulk sample program.

Considering the onsite infrastructure, regional mining activity and access to toll mills we intend to incorporate some small scale mine development and bulk sampling, utilizing exiting development on the Podersosa Vein, into our broader exploration program.

Table 1: Selected reference samples of planned bulk samples from the Poderosa Vein stockpiles and mine chute

| Sample No. | Location | Sample | Sample Weight (kg) | Au (gpt) |
|------------|------------------------------|------------------|-----------------------|--------------|
| CM-388979 | Poderosa Vein - Stockpile #1 | Reference sample | 200 | 11.34 |
| CM-388981 | Poderosa Vein - Stockpile #2 | Reference sample | 50 | 9.09 |
| CM-388980 | Poderosa Vein - Mine Chute | Reference sample | 30 | 18.89 |

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La Esperanza Deferred Exploration Expenditures Summary

| Exploration Expenditures | Six Months Ended September 30, 2019 | Year Ended March 31, 2019 \$ |
|--------------------------|-------------------------------------|------------------------------|
| Beginning balance | 220,321 | nil |
| Geology | 11,378 | 220,321 |
| Exploration expenditures | 11,378 | 220,321 |
| Total | 231,699 | 220,321 |

Selected Quarterly Information

| Three Months Ended | Net Revenues (\$) | Net Income (Loss) | | Total Assets (\$) |
|--------------------|-------------------|-------------------|------------------------------------|-------------------|
| | | Total (\$) | Per Share (Basic and Diluted) (\$) | |
| 2019-September 30 | - | (87,044) | (0.00) | 19,319,263 |
| 2019-June 30 | - | (85,840) | (0.00) | 19,286,721 |
| 2019-March 31 | - | (58,248) | (0.00) | 19,212,727 |
| 2018-December 31 | - | (101,980) | (0.00) | 18,959,663 |
| 2018-September 30 | - | (88,132) | (0.00) | 18,835,487 |
| 2018-June 30 | - | (190,888) | (0.01) | 19,317,492 |
| 2018-March 31 | - | 200,230 | 0.00 | 18,814,531 |
| 2017-December 31 | - | (446,710) | 0.00 | 18,758,642 |
| 2017-September 30 | - | (297,620) | (0.00) | 17,577,855 |

Results of Operations

Three Months Ended September 30, 2019, compared with Three Months Ended September 30, 2018

Minnova's net loss totaled \$87,044 for the three months ended September 30, 2019, with basic and diluted loss per share of \$0.00. This compares with a net loss of \$88,132 with basic and diluted loss per share of \$0.00 for the three months ended September 30, 2018. The decrease of \$1,088 in net loss was principally due to:

- General and Administrative expenses increased from \$18,894 for the three months ended September 30, 2018 to \$30,166 for the three months ended September 30, 2019. The increase is mainly due to the increase in business development costs incurred during the quarter ended September 30, 2019.
- Professional and Consulting fees decreased from \$28,510 during the three months ended September 30, 2018 to \$11,154 for the three months ended September 30, 2019 due to a reduction in active technical programs.
- Management and directors' compensation increased from \$16,000 for the three months ended September 30, 2018 to \$31,000 for the three months ended September 30, 2019.

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Liquidity and Capital Resources

This section should be read in conjunction with the unaudited condensed interim statements of financial position for the three months ended September 30, 2019, and the corresponding notes thereto.

The activities of the Company are principally the acquisition and exploration of mineral properties. The Company's financial statements have been prepared on a going concern basis, under which the Company is assumed to be able to realize its assets and discharge its liabilities in the normal course of operations. The Company currently has no revenue to finance its operations. It is therefore required to fund its activities through the issuance of equity securities and other financing alternatives. The Company's ability to continue as a going concern is therefore dependent upon its ability to raise funds.

The Company has not yet realized profitable operations and has incurred significant losses to date resulting in a cumulative deficit of \$9,142,745. As at September 30, 2019, the Company had cash of \$17,420 and current liabilities of \$1,998,842.

To continue operations and to fund future obligations, the Company will be required to raise funds through equity or other financing alternatives. Recent global economic conditions and market uncertainty may have an impact on the Company's ability to raise funds through the equity markets. Management believes that there are sources of financing available; however, there can be no assurance that the Company will be successful in its future fund-raising activities. See "Risks and Uncertainties" below.

The Company relies on issuance of equity securities and alternative sources of financing, if required, to maintain adequate liquidity to support its ongoing working capital commitments. The following table is a summary of quantitative data about what the Company manages as capital:

| | September 30, 2019 \$ | March 31, 2019 \$ | Change \$ |
|-----------------------------|-----------------------------|-------------------------|--------------|
| Cash and cash equivalent | 17,420 | 33,973 | (16,553) |
| Share capital | 21,267,244 | 21,008,745 | 258,499 |
| Share based payment reserve | 2,039,483 | 3,057,400 | (1,017,917) |
| Deficit | (9,142,745) | (9,987,778) | 845,033 |

The Company monitors these items to assess its ability to fulfill its ongoing financial obligations, including its flow-through obligations and its exploration program. To manage the Company's capital, given the recent economic conditions, management has streamlined operational costs and is preserving cash to the extent possible, while exploring means of raising additional funds as and when required.

As at September 30, 2019, the Company had working capital deficit of \$1,891,021 compared to working deficit of \$1,635,077 as at March 31, 2019. Management believes that additional financing will be available to discharge current liabilities.

Amounts receivables were \$84,397 at September 30, 2019 and consisted of HST/GST input tax credit claims compared to \$127,977 as at March 31, 2019. The decrease is mainly due to HST/GST input tax credit claims received during the quarter. Amounts payable and accrued liabilities, which are expected to be paid in the normal course of business, were collectively \$1,721,309 at September 30, 2019, compared to \$1,519,494 at March 31, 2019.

Cash used in operating activities

Cash provided by operating activities was \$100,598 for the six months ended September 30, 2019, compared to cash provided by operating activities of \$126,975 for the six months ended September 30, 2018. The decrease of \$26,377 in cash provided by operating activities is largely due to the change in non-cash working capital during the three months ended September 30, 2019.

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Cash used in investing activities

Cash used in investing activities was \$117,151 for the six months ended September 30, 2018, compared to cash used in investing activities of \$199,738 for the six months ended September 30, 2017. The decrease of 82,586 in cash used in investing activities is due to a decrease in deferred exploration expenditures for the six months ended September 30, 2019, compared to the six months ended September 30, 2018.

Cash from financing activities

Cash provided from financing activities was \$nil for the six months ended September 30, 2019, compared to \$86,641 for the six months ended September 30, 2018. The decrease in financing is due to \$Nil in new financings and \$Nil proceeds from the exercise of options, warrants and broker warrants during the six months ended September 30, 2019.

Shares Issued and Outstanding

As of September 30, 2019, the issued and outstanding common shares of the Company totaled 32,271,316 and an aggregate of Nil share purchase warrants and Nil broker warrants outstanding. In addition, a total of 1,950,000 stock options have been granted to purchase common shares of the Company. As of the date of this MD&A, share purchase warrants consisted of:

As of the date of this MD&A, stock options consisted of:

| Number of Stock Options Outstanding | Exercise Price (\$) | Expiry date |
|-------------------------------------|---------------------|------------------|
| 225,000 | 0.36 | March 1, 2021 |
| 250,000 | 0.75 | July 25, 2021 |
| 425,000 | 0.85 | January 22, 2022 |
| 1,000,000 | 0.43 | January 31, 2024 |
| 1,950,000 | | |

Financings

The Company did not complete any financings during the quarter.

Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

(a) The Company entered into the following transactions with related parties:

| | Six Months ended September 30, | |
|--|--------------------------------|------------|
| | 2019 \$ | 2018 \$ |
| Irwin Lowy LLP ⁽ⁱ⁾ - professional and consulting fees | 3,759 | 6,861 |

- (i) A director of the Company is a partner at Irwin Lowy LLP, a law firm, and the fees relate to professional services provided by the firm. As at September 30, 2019, the Company owed \$4,642 (March 31, 2019 - \$8,917) to this firm and this amount is included in accounts payable and accrued liabilities. The

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amount is unsecured, non-interest bearing with no fixed terms of repayment.

(b) Remuneration of Directors of the Company was as follows:

| Directors | Six Months Ended September 30, 2019 | | | Six Months Ended September 30, 2018 | | |
|-----------------|-------------------------------------|------------------------|---------------|-------------------------------------|------------------------|---------------|
| | Fees \$ | Stock Options \$ | Total \$ | Fees \$ | Stock Options \$ | Total \$ |
| Gorden Glenn | 8,000 | - | 8,000 | 8,000 | - | 8,000 |
| Brian Robertson | 8,000 | - | 8,000 | 8,000 | - | 8,000 |
| Chris Irwin | 8,000 | - | 8,000 | 8,000 | - | 8,000 |
| James White | 8,000 | - | 8,000 | 8,000 | - | 8,000 |
| Total | 32,000 | Nil | 32,000 | 34,000 | Nil | 32,000 |

Director fees - the board of directors do not have employment or service contracts with the Company. Directors are entitled to director fees and stock options for their services.

(c) Remuneration key management personnel of the Company were as follows:

| Officers | Six Months Ended September 30, 2019 | | | Six Months Ended September 30, 2018 | | |
|--------------------|-------------------------------------|---------------|----------------|-------------------------------------|---------------|----------------|
| | Fees \$ | Options \$ | Total \$ | Fees \$ | Options \$ | Total \$ |
| Gorden Glenn - CEO | 120,000 | - | 120,000 | 120,000 | - | 120,000 |
| Total | 120,000 | Nil | 120,000 | 120,000 | Nil | 120,000 |

Salaries and benefits - officers are entitled to stock options, consulting fees and salaries and benefits where employment or service contracts are in place with the Company for their services.

- (i) During the quarter ended September 30, 2019 cash fees (inclusive of HST) paid to a corporation controlled by the CEO of the Company were \$nil compared to \$nil for the quarter ended September 30, 2018 and the balance of the contracted amounts have been accrued. The amount is unsecured, non-interest bearing with no fixed terms of repayment.

Significant Accounting Judgments and Estimates

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The areas which require management to make significant judgments, estimates and assumptions in determining

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carrying values include, but are not limited to:

Assets' Carrying Values and Impairment Charges

In the determination of carrying values and impairment charges, management looks at the higher of the recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

Capitalization of Exploration and Deferred Exploration Expenditure

Management has determined that exploration properties and deferred exploration expenditure incurred during the year have future economic benefits and are economically recoverable. In making this judgment, management has assessed various sources of information including but not limited to the geologic and metallurgic information, history of conversion of mineral deposits to proven and probable mineral reserves, scoping and feasibility studies, proximity of operating facilities, operating management expertise and existing permits. See Note 8 to financial statements for the year ended March 31, 2019 for details of capitalized exploration properties and deferred exploration expenditure.

Mineral Reserve Estimates

The figures for mineral reserves and mineral resources are determined in accordance with National Instrument 43-101, "Standards of Disclosure for Mineral Projects", issued by the Canadian Securities Administrators. There are numerous uncertainties inherent in estimating mineral reserves and mineral resources including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any mineral resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. Differences between management's assumptions including economic assumptions such as metal prices and market conditions could have a material effect in the future on the Company's financial position and results of operations.

Impairment of Exploration Properties and Deferred Exploration Expenditures

While assessing whether any indications of impairment exist for exploration properties and deferred exploration expenditures, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of exploration properties and deferred exploration expenditures. Internal sources of information include the manner in which exploration properties and deferred exploration expenditures are being used or are expected to be used and indications of expected economic performance of the assets. Estimates include but are not limited to estimates of the discounted future after tax cash flows expected to be derived from the Company's exploration properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write down of the carrying amounts of the Company's exploration properties and deferred exploration expenditures.

Estimation of Decommissioning and Restoration Costs and the Timing of Expenditures

The cost estimates are updated annually to reflect known developments, (e.g. revisions to cost estimates and to the estimated lives of operations), and are subject to review at regular intervals. Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

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Income Taxes and Recoverability of Potential Deferred Tax Assets

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

Share Based Payments

Management determines costs for share based payments using market-based valuation techniques. The fair value of the market based, and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made, and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

Changes in Accounting Policies

See Note 3 in the Financial Statements.

Future Accounting Changes

See Note 3 in the Financial Statements.

Financial Instruments

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no significant changes in the risks, objectives, policies and procedures for managing risk during the year ended March 31, 2019.

Credit Risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents, amounts receivable and restricted cash equivalents. Restricted cash equivalents consist of a GIC which have been invested with a reputable Canadian financial institution. The Company does not hold any non-bank asset backed commercial paper. Management believes that the credit risk concentration with respect to its financial instruments is remote.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2019, the Company did not have sufficient cash and cash equivalents to settle current liabilities of \$1,998,842. Management believes that additional financing will be available to discharge current liabilities.

Most of the Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

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Interest Rate Risk

The Company has cash and cash equivalents balances subject to fluctuations in the prime rate. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The debentures bear fixed interest rates and therefore are not subject to interest rate risk. Currently, the Company does not hedge against interest rate risk.

Foreign Currency Risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk derived from currency conversions at this time are small and therefore, does not hedge its foreign exchange risk.

Commodity Price Risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices as it relates to precious and base metals to determine the appropriate course of action to be taken by the Company. Management believes commodity price risk to be remote as the Company is not a producing entity.

Fair Value

The Company has, for accounting purposes, designated its cash as fair value through profit and loss and amounts receivable as amortized cost. Accounts payable and accrued liabilities are classified for accounting purposes as amortized cost.

As at September 30, 2019, the Company did not have any financial instruments carried at fair value other than cash and cash equivalents. As of September 30, 2019, both the carrying and fair value amounts of the Company's financial instruments are approximately equivalent because of the limited term of these instruments.

Managing Capital

The Company manages its capital with the following objectives:

- to ensure sufficient flexibility to achieve the ongoing business objectives including funding of future resource based exploration and investment initiatives; and,
- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and the industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. Management adjusts the capital structure as necessary in order to support the acquisition, exploration and development of its mineral properties for the mining of gold, nickel and copper. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be total shareholders' equity (managed capital) which at September 30, 2019, totaled \$14,163,982 (March 31, 2018 - \$14,336,866).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, as well as other investing and financing activities. The forecast is regularly updated based on activities related to the acquisition, exploration and development of its mineral properties. The Board of Directors regularly reviews the Company's capital management approach. The Company's capital management objectives, policies and processes have remained unchanged during the three months ended September 30, 2019.

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The Company is not subject to any capital requirements imposed by a lending institution.

Commitments and Contractual Obligations

The Company's activities are subject to environmental regulation (including regular environmental impact assessments and permitting) in each of the jurisdictions in which its mineral properties are located. Such regulations cover a wide variety of matters including, without limitation, prevention of waste, pollution and protection of the environment, labour relations and worker safety. The Company may also be subject under such regulations to cleanup costs and liability for toxic or hazardous substances which may exist on or under any of its properties or which may be produced as a result of its operations. It is likely that environmental legislation and permitting will evolve in a manner which will require stricter standards and enforcement. This may include increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a higher degree of responsibility for companies, their directors and employees. The Company has not determined and is not aware whether any provision for such costs is required and is unable to determine the impact on its financial position, if any, of environmental laws and regulations that may be enacted in the future due to the uncertainty surrounding the form that these laws and regulations may take. The Company has provided a letter of credit in the amount of \$75,000 to the Government of Manitoba under the terms of the Closure Plan on the PL property. The Company further provided all assets, goods and personal property involved in the operation of the PL property, as a security of up to \$5,000,000 for the performance of the Closure Plan and the rehabilitation program.

Pursuant to the terms of the flow-through share agreements, the Company needs to comply with its flow-through contractual obligations with subscribers with respect to the Income Tax Act (Canada). The Company has indemnified the subscribers of current and previous flow-through share offerings against any tax related amounts that become payable by the shareholder as a result of the Company not meeting its expenditure commitments. As at September 30, 2019, the Company is committed to incurring \$nil in qualifying exploration expenditures in Canada by December 31, 2019.

The following table sets out as at September 30, 2019, the Company's known contractual obligations and the estimated time horizon for their repayment.

| Contractual Obligations | Payments due by period | | | | |
|-------------------------|------------------------|----------|-----------|-----------|------------------|
| | Total | <1 year | 1-3 years | 3-5 years | >5 years |
| Closure and reclamation | 3,156,439 | - | - | - | 3,156,439 |
| Total | 3,156,439 | - | - | - | 3,156,439 |

The Company is party to a management contract. This contract contains clauses requiring additional payments of up to \$480,000 be made upon the occurrence of certain events such as a change of control. As a triggering event has not occurred, the contingent payments have not been reflected in these financial statements. Additional minimum management contractual commitments remaining under the agreement are approximately \$480,000, of which \$240,000 is due within one year.

Risks and Uncertainties

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risks Factors" in the Company's Annual MD&A for the fiscal year ended March 31, 2019, available on SEDAR at www.sedar.com.

Off Balance Sheet Items

There are no off balance sheet items.

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Outlook

Minnova remains focused on the successful re-start of gold production at the past producing PL Mine and continues to de-risk the project through low budget, high impact technical programs. In addition, we continue to engage with consultants and equipment suppliers with the objective of refining and optimizing the mine plan in support of ongoing financing discussions to fund the re-start of gold production. We are actively engaged in discussions with existing supportive shareholders, new investors and lenders to identify the optimal funding structure for the project.

Our re-start plans benefit greatly from the fact that major infrastructure for the project is already in place and includes; access to low cost grid power, a 1,000 tpd mill, 7,000 meters of underground development to a depth of 140 meters and our existing Environment Act License No. 1207E. With adequate, well structured, funding in place we believe the PL Mine can deliver significant value to our shareholders and position the company for future growth.

Recent increase in gold price has a significant positive impact on the PL Mine Re-Start After Tax Net Present Value ("ATNPV5%") from the 2017 FS. For example, the ATNPV5% of the project at current gold price of about US\$1,500 per ounce gold nearly triples to C\$96 million versus C\$37 million from the base case 2017 FS which used US\$1,250 per ounce gold price.

At the La Esperanza high-grade gold property in Peru we completed additional field work including the sampling and small bulk sampling of Poderosa Vein stockpiles. Our objective for calendar 2019 is to initiate small-scale development and bulk sampling programs on known high grade vein targets and have the bulk samples processed at local toll mills. Concurrently we plan to continue with in surface mapping and in 2020 initiate drill programs targeting a one million ounce plus high grade gold resource.

Our business model is committed to putting shareholder returns first and we will continue to seek out and review other advanced, development stage – low capex, resource projects that we can apply our business model to.

Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Chief Executive Officer ("CEO") and Interim Chief Financial Officer ("CFO"), on a timely basis so that appropriate decisions can be made to facilitate full and timely disclosure to the public.

An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures was conducted September 30, 2019, by and under the supervision of management, including the CEO and Interim CFO. Based on this evaluation, the CEO and Interim CFO have concluded that disclosure controls and procedures, as defined in Multilateral Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings, are effective to ensure that information required to be disclosed in reports that are filed or submitted under Canadian securities legislation are recorded, processed, summarized and reported within the time periods specified in those rules.

Because of inherent limitations, internal control over financial reporting and disclosure controls can provide only reasonable assurances and may not prevent or detect misstatements. Furthermore, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Audit Committee of the Company has reviewed this MD&A, and the unaudited condensed interim financial statements for the three months ended September 30, 2019, and the board of directors approved these documents prior to their release.

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Additional Disclosure

| | Three Months Ended September 30 | | Six Months Ended September 30, | |
|-----------------------------|------------------------------------|------------|-----------------------------------|------------|
| | 2019 \$ | 2018 \$ | 2019 \$ | 2018 \$ |
| Business development | - | 10,303 | - | 21,962 |
| Travel | - | - | - | 11,350 |
| Salaries and benefits | - | 3,449 | - | 6,732 |
| Office and general | 25,759 | (5,665) | 25,841 | 1,959 |
| Shareholder information | 898 | 2,636 | 1,891 | 2,950 |
| Stock exchange and transfer | 3,509 | 8,171 | 18,562 | 19,290 |
| | 30,166 | 18,894 | 46,294 | 64,243 |

Subsequent Events

- i. The Company has negotiated an extension agreement with Inkarrí Comercializadora Peru S.A.C., regarding the option to acquire a 100% interest in the Media Quebrada mining concession and adjacent claim, collectively called the La Esperanza Gold Property. The extension agreement is still in the process of being finalized. The parties have agreed to defer the first and second anniversary cash payments of US\$100,000 and US\$500,000, respectively by 12 months and 24 months, respectively. In accordance with the original option agreement 250,000 shares will be issued upon signing of the final agreement.

"Signed Gorden Glenn"

Gorden Glenn
Chief Executive Officer

"Signed Christopher Irwin"

Christopher Irwin
Interim Chief Financial Officer

November 29, 2019.