

MATERIAL CHANGE REPORT

Item 1 - Name and Address of Company

Miramar Mining Corporation (the "Company")
Suite 300
889 Harbourside Drive
North Vancouver, British Columbia
V7P 3S1

Item 2 - Date of Material Change

November 15 and 22, 2005

Item 3 - News Release

The Company issued press releases on November 16 and 22, 2005 through the facilities of CCN Matthews and Business Wire, copies of which have been filed on SEDAR.

Item 4 - Summary of Material Change

On November 16, 2005, the Company announced that it had entered into a subscription agreement with Newmont Mining Corporation of Canada Limited ("Newmont") pursuant to which Newmont would purchase by private placement 18,500,000 units at a price of \$2.35 per unit. Each unit consists of one common share of the Company and one common share purchase warrant (the "Warrants"). Each Warrant is exercisable to purchase one common share of the Company at a price of \$2.75 per share for four years.

On November 22, 2005, the Company announced the completion of the private placement.

Item 5 - Full Description of Material Change

A full description of the material change is contained in the press releases, copies of which are attached hereto.

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

Not applicable.

Item 7 - Omitted Information

No information has been omitted from this material change report.

Item 8 - **Executive Officer**

A. David Long
Secretary
Telephone: 604-985-2572

Item 9 - **Date of Report**

November 24, 2005

MIRAMAR MINING CORPORATION

"A. David Long"

Per:

A. David Long
Secretary



MIRAMAR MINING CORPORATION

300-889 Harbourside Drive, North Vancouver, B.C. V7P 3S1 Canada
Tel: (604) 985-2572 Fax: (604) 980-0731 Toll Free: 1-800-663-8780

November 15, 2005

NEWS RELEASE 05-21

MAE - TSE
MNG-AMEX

Miramar Mining Announces \$43.5 million Private Placement with Newmont Mining Corporation

- World's Largest Gold Producer to take Significant Position in Miramar-

VANCOUVER – Miramar Mining Corporation is pleased to announce that it has entered into an agreement (the “Subscription Agreement”) with Newmont Mining Corporation of Canada Limited (“Newmont”) whereby Newmont will purchase, on a private placement basis, 18.5 million units (the “Units”) of Miramar at a price of \$2.35 per Unit for gross proceeds of \$43.5 million. Each Unit consists of one common share and one warrant (“Warrants”) to purchase an additional common share for \$2.75 for a period of 48 months.

“We believe that this strategic relationship with Newmont is excellent added value for our shareholders,” said Tony Walsh, Miramar’s President & CEO. “Not only do we now have the financial resources to move Miramar closer to our goal of becoming an intermediate gold producer, but we have access to the in-house expertise of the world’s largest gold producer,” he said.

Miramar aims to become an intermediate gold producer through the integrated development of the Hope Bay belt. In order to achieve this goal, while minimizing potential risk to shareholders, Miramar has developed a phased approach to maximizing gold production from the Hope Bay belt starting with the proposed small scale, high grade Doris North Mine. Miramar’s goal is then to extend and expand production levels by developing through phase 2 & 3, the rest of Doris, Boston and eventually Madrid. “Miramar believes that the hard dollars raised through this private placement illustrate the best way to raise the money we need to advance our initiatives. Along with the tremendous drilling success we’ve had this year, these funds and Newmont’s involvement will also enable Miramar to consider the potential for larger production strategies from the Hope Bay belt earlier than anticipated”.

Newmont has operations and assets around the world on five continents. “We consider Miramar’s Hope Bay project to be a premier advanced exploration play,” said Pierre Lassonde, Newmont’s President. “What appeals to Newmont is Hope Bay’s size potential and it’s location in Canada.” Miramar believes that the involvement of the world’s largest gold mining company in Hope Bay is an endorsement of the mining potential that exists in Nunavut.

The common shares comprised in the Units will represent approximately 9.9% of Miramar’s issued and outstanding common shares after the sale of the Units. Newmont’s position on exercise of the Warrants would be approximately 18% of Miramar’s then share capital. The private placement is expected to close on or about November 18, 2005. Newmont will acquire the Units for investment purposes only and not for the purpose of influencing the control or direction of Miramar: however, Newmont will review its holdings from time to time and may increase or decrease its position as future circumstances may dictate.

The Subscription Agreement also provides, among other things:

- a) if Newmont holds 10% of the issued and outstanding common shares of Miramar (calculated after giving effect to the exercise of the Warrants), it will have the right to participate in Miramar’s financings up to 19.9%;
- b) Miramar and Newmont will cooperate on technical, financial and permitting issues;

- c) for four years Newmont's ownership of Miramar will not exceed 19.99% unless there is a public bid for over 50% of Miramar or Newmont proposes a take-over bid or other business combination whereby Newmont would acquire 100% of Miramar; and
- d) for four years Newmont may only sell its Shares, Warrants and Shares acquired through exercise of Warrants via a broad distribution, bought deal or institutional private placement, and if Newmont elects to sell its Shares, the Corporation will have the right to acquire the Shares or designate the purchasers of the Shares for a period of 10 business days.

The closing of the transaction is subject to completion of formal documentation and all necessary regulatory and stock exchange approvals. These securities have not been and will not be registered under the U.S. Securities Act of 1933, and may not be offered or sold in the United States or to U.S. persons unless an exemption from registration is available.

Hope Bay

Miramar is a Canadian gold company that controls the Hope Bay project, the largest undeveloped gold project in Canada. The Hope Bay project extends over 1,000 sq. km. and encompasses one of the most prospective undeveloped greenstone belts in Canada.

Conference Call

Miramar has planned a webcast to discuss this transaction on Thursday, November 17, 2005 at 8:00am Vancouver time. To access this webcast go to <http://demo3.webex.com>. In the SEARCH box type in **Miramar Mining** and click on SEARCH. When the meeting comes up, click on "Miramar Mining News". After typing the meeting password **miramar1**, click on OK and follow the prompts.

Forward Looking Statements

Statements relating to the Subscription Agreement may be forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that are not historical facts and include the completion of the Subscription Agreement. These forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements, including, without limitation: possible delays in closing the Subscription Agreement; the possibility that the required stock exchange or other regulatory approvals may not be obtained; and other risks and uncertainties, including those described in this press release and Miramar's Annual Report on Form 40-F for the year ended December 31, 2004 and Reports of 6K filed with the Securities and Exchange Commission.

Forward-looking statements are based on the beliefs, estimates and opinions of Miramar's management on the date the statements are made. Miramar undertakes no obligation to update these forward-looking statements management's beliefs, estimates or opinions, or other factors, should change.

This news release has been authorized by the undersigned on behalf of Miramar Mining Corporation

For further information contact:
Tony Walsh
President & CEO
Miramar Mining Corporation
Tel: (604) 985-2572 Fax: (604) 980-0731
Toll Free: 1-800-663-8780
Email: info@miramarmining.com



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November 22, 2005

NEWS RELEASE 05-23

MAE - TSX
MNG - AMEX

Miramar Completes Financing with Newmont for \$43.5 Million

- Continued Funding for Resource Expansion and other Programs at Hope Bay in 2006-

VANCOUVER -- Miramar Mining Corporation (MAE-TSE) today announced completion of the previously announced financing with Newmont Mining Corporation of Canada Limited. Miramar has completed the sale by private placement of 18.5 million units at \$2.35 per unit for gross proceeds of \$43.5 million. Each unit consists of one common share and one warrant to purchase an additional common share for \$2.75 for a period of 48 months. Miramar plans to use the proceeds of this financing to expand the existing resources on the Hope Bay belt in Nunavut with a view towards the second phase of contemplated development on the belt.

"Miramar believes that along with the tremendous drilling success we've had this year, these funds and Newmont's involvement will also enable Miramar to consider the potential for larger production strategies from the Hope Bay belt earlier than anticipated," said Tony Walsh, Miramar's President and CEO.

Miramar is a Canadian gold company that controls the Hope Bay project, the largest undeveloped gold project in Canada. The Hope Bay project extends over 1,000 sq. km. and encompasses one of the most prospective undeveloped greenstone belts in Canada.

The securities have not been and will not be registered under the United States Securities Act of 1933, as amended, or the securities laws of any state, and may not be offered or sold in the United States or to U.S. persons without registration unless an exemption from registration is available. This news release does not constitute an offer for sale of securities in the United States.

Additional Information

All dollar amounts referred to herein are expressed in Canadian dollars. All information previously released on the Hope Bay Project is available Miramar's website at <http://www.miramarmining.com/>.

Forward Looking Statements

Statements relating to the proposed offering and the use of proceeds for the Hope Bay project and the expected results of this work are forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that are not historical facts and include the use of proceeds from the offering and the planned exploration programs for Hope Bay. These forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements, including, without limitation: fluctuations in gold prices; changes in planned work resulting from weather, logistical, technical or other factors that may delay expenditures on the Hope Bay project; dependence on success of future drilling programs and dependence on Newmont's continued interest in and cooperation with and support of Miramar's efforts with respect to Hope Bay; and other risks and uncertainties, including those described in this press release and Miramar's Annual Report on Form 40-F for the year ended December 31, 2004 and Reports of 6K filed with the Securities and Exchange Commission.

Forward-looking statements are based on the beliefs, estimates and opinions of Miramar's management on the date the statements are made. Miramar undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change.

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