

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended August 31, 2016

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 000-27760

MIRANDA GOLD CORP.

(Exact name of Registrant as specified in its charter)

BRITISH COLUMBIA, CANADA

(Jurisdiction of Incorporation or organization)

15381 – 36th Avenue, South Surrey, British Columbia, Canada, V3Z 0J5

(Address of Principal Executive Offices)

Len Goldsmith, +1-604-417-4653 (telephone) +1-604-648-8706 (facsimile),

15381 – 36th Avenue, South Surrey, British Columbia, Canada, V3Z 0J5

(Name, Telephone, Email and/or Facsimile number and address of Company contact person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each Class

Name of each exchange on which registered

None

N/A

Securities registered or to be registered pursuant to Section 12(g) of the Act:

Common Shares, without par value

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

N/A

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period by the annual report:

103,380,807 common shares

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐

No ☒

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes ☐

No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒

No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

N/A

Yes ☐

No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing.

U.S. GAAP ☐

International Financial Reporting Standards as issued
By the International Accounting Standards Board ☒

Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 ☐ Item 18 ☐

If this is an annual report, indicated by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)

Yes ☐ No ☒

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

N/A Yes ☐ No ☐

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Responses to Items 1,2,3B,3C,9B,9D,9E,9F,10A,10F,10G and 12 are only required in Securities Act filings in connection with offerings.

GLOSSARY OF TERMS AND ABBREVIATIONS

Advance Royalty	The prepayment of a designated amount (the advance royalty) prior to actual mine production. The advance royalty payments may be deductible from future production royalties.
Agnico	Agnico-Eagle (USA) Limited is a subsidiary of Agnico-Eagle Mines Limited a mining company listed on the Toronto Stock Exchange. The Company had an option agreement with Agnico on the Ester Dome project until it was terminated in September 2012, and since January 23, 2013 (until January 23, 2016), had an alliance agreement in Colombia (the “Colombian Alliance”).
AHI	Alaska Hardrock Inc., a State of Alaska corporation, and is the lessor of a parcel of patented and State of Alaska mining claims referred to as “Willow Creek”.
Alluvial	A placer formed by the action of running water, as in a stream channel or alluvial fan; also said of the valuable mineral (e.g. gold or diamond) associated with an alluvial placer.
Alteration	Refers to process of changing primary rock minerals (such as quartz, feldspar and hornblende) to secondary minerals (quartz, carbonate, and clay minerals) by hydrothermal fluids (hot water).
ANM	Agencia Nacional de Minera of Colombia
Anomaly	A geological feature distinguished by geophysical or geochemical means, which is different from the general surroundings and is often of potential economic value.
Antioquia Gold	Antioquia Gold Inc. is a mining exploration company listed on the Toronto Venture Exchange with an exploration focus in Colombia.
Assay	An analysis to determine the presence, absence and quantity of one or more metallic components.
Au/t	Gold per ton
Barrick	Barrick Gold U.S. Inc. is a subsidiary of Barrick Gold Corporation a mining company listed on the Toronto and New York Stock Exchanges. Barrick is a former partner of the Company on the Red Hill and Fuse properties.
Basement	Generally of igneous and metamorphic rocks, overlain unconformably by sedimentary strata.
Battle Mountain-Eureka Gold Trend	The Battle Mountain-Eureka Gold Trend is about 10 miles wide and 160 miles long. It is sub-parallel to and about 50 miles west of the Carlin Trend. Deep crustal features are believed to be responsible for these trends.
BLM	Bureau of Land Management
Breccia	A coarse-grained clastic rock composed of angular broken fragments
Carbonate rocks	Limestone or other rocks whose major component is CaCO ₃
Carlin-style gold system	A type of gold deposit characterized by microscopic gold disseminated in fine grained silty limestone. This deposit type was first recognized in Carlin, Nevada. “System” refers to the larger area of alteration that surrounds such a deposit.
Carlin Gold Trend	North-central Nevada is home to the Carlin Gold Trend, a northeast

	alignment of gold deposits, primarily in Paleozoic limey sediments, that is about 10 miles wide and 100 miles long. Carlin refers to a style of mineralization that is seen around the world.
CIM	The Canadian Institute of Mining, Metallurgy and Petroleum
CIM Standards	The CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by CIM Council as amended.
Claim	Means a mining title giving its holder the right to prospect, explore for and exploit minerals within a defined area.
Colombian Alliance	On January 23, 2013, Miranda signed a strategic alliance agreement with Agnico (which superseded a non-binding letter of intent signed July 17, 2012) for precious metal exploration in Colombia (the “Colombian Alliance”). The Colombian Alliance calls for shared funding between Agnico and Miranda on a 70/30 ratio for a primary duration of three years. Agnico did not renew the Colombian Alliance, allowing it to lapse effective January 23, 2016.
Cortez Gold Trend	The Cortez Gold Trend is a west-northwest trending internal segment of the central portion of the Battle Mountain-Eureka Gold Trend. The Cortez Gold Trend is approximately 5 miles wide and 20 miles long.
Cretaceous	A period of geological time ranging from approximately 145 to 65 million years before present.
CSAMT	Controlled Source Audio-frequency Magnetotellurics is a commonly-used, surface-based, geophysical method which provides resistivity information of the subsurface.
Diamond Drill	A type of rotary drill in which the cutting is done by abrasion rather than by percussion. The drill cuts a core of rock that is recovered in long cylindrical sections.
Dike	A tabular intrusion, meaning it is sheet- or slab-like, and which cuts across or through the host rocks. Dikes vary from a few inches to many tens of feet in thickness and may extend for several miles.
Epithermal	Hydrothermal mineral deposit formed within 1 kilometer of the earth’s surface, in the temperature range of 50–200°C.
ExpoGold	ExpoGold Colombia S.A. is the optionor of the Pavo Real and (formerly) the Cajamarca projects in Colombia.
Fault	A break, or breaks in rocks with noticeable movement or displacement of the rocks on either side of the break.
Feasibility Study	A detailed engineering study to determine if a property can be mined at a profit and the best way to mine it.
Geochemical exploration	Exploration or prospecting methods depending on chemical analysis of the rocks or soil, or of soil gas or of plants.
Geological mapping	A means of producing graphical images in plan (a map) of the geology (rock and fault contacts and alteration for example).
Geophysics	Geological exploration or prospecting using the instruments and applying the methods of physics and engineering; exploration by observation of seismic or electrical phenomena or of the earth’s gravitational or magnetic

	fields or thermal distribution.
Gold Torrent	Gold Torrent Inc. is a corporation existing under the laws of the State of Nevada, and a party to a November 5, 2014, exploration agreement with Miranda regarding the formation of a joint venture on the Willow Creek project in Alaska.
Gravity highs	Gravity surveys measure the relative density of earth materials. Gravity highs are relatively high-density responses. In gravel-covered terrains gravity highs are inferred as relatively shallow rocks. Gravity lows in gravel-covered terrains are inferred as more deeply buried rocks.
Hectare	A square of 100 meters on each side, or 2.471 acres
Horst	An elongate block of up faulted rock
Hydrothermal	Processes associated with heated or superheated water, especially mineralization or alteration.
Igneous Rock	Rock which formed directly by crystallization from magma.
Indicated Mineral Resource	The term “indicated mineral resource” refers to that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics can be established with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed.
Inferred Mineral Resource	The term “inferred mineral resource” refers to that part of a mineral resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes.
Intrusion	A general term for a body of igneous rock formed below the surface.
Intrusive	The process of, and rock formed by, intrusion.
Induced Polarization (“IP”)	A method of ground geophysical surveying employing an electrical current to determine certain rock characteristics indicative of or related to mineralization.
Low sulfidation	A name applied to gold deposits comprising banded quartz veins that are characterized by no clear association with an intrusive. Low (and high) sulfidation refers to the chemical state of fluids that produce these veins.
Magneto Telluric survey (“MT”)	A survey designed to test the basement depths, and prominent faults, the results of which guide drilling targets in pediment areas.
MAD I	Miranda Gold Colombia I is the Company’s B.C. holding company that holds the Company’s share interests in MAD II, Rovira Mining Limited (formerly MAD III), MAD IV, and MAD V.
MAD II	Miranda Gold Colombia II is a B.C. company with a Colombian branch that is the Company’s exploration arm in Colombia.
MAD III	Miranda Gold Colombia III is a B.C. company with a Colombian branch that

	was the optionee of the Company's Pavo Real project in Colombia, until it was terminated. Red Eagle changed the name of the Company to Rovira Mining Limited.
MAD IV	Miranda Gold Colombia IV is a B.C. company with a Colombian branch that was the lessee of the Company's Cajamarca project in Colombia, prior to its termination.
MAD V	Miranda Gold Colombia V is a B.C. company organized to hold a mineral property lease on the Cerro Oro project in Colombia.
Measured Mineral Resource	The term "measured mineral resource" refers to that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity.
Mercury soil gas anomalies	Many gold deposits produce associated mercury gas. Mercury gas anomalies refer to mercury gas measurements of interest to gold exploration.
Mineral Reserve	The term "mineral reserve" refers to the economically mineable part of a measured or indicated mineral resource demonstrated by at least a preliminary feasibility study. The study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A mineral reserve includes diluting materials and allowances for losses that might occur when the material is mined.
Mineral Resource	The term "mineral resource" refers to a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge.
Mineralization	A mineralized body or mineralization as defined by the Securities and Exchange Commission has been intersected by sufficient closely spaced drill holes and/or sampling to support the definition of sufficient tonnage and average grade of metal(s) to warrant further exploration-development work. This mineralized body does not qualify as a commercially mineable ore body, as prescribed under Securities and Exchange Commission standards, until a final and comprehensive economic, technical and legal feasibility study based upon the test results is concluded and supports Proven/Probable Reserves.
Mineralized deposit	A mineralized body which has been delineated by drilling and/or underground sampling to support the definition of tonnage and average grade of metal(s). Under SEC standards, such a deposit does not qualify as a reserve until comprehensive evaluation, based on unit cost, grade, recoveries and other factors, concludes economic feasibility.
Montezuma	Montezuma Mines Inc. is a mineral exploration company. The Company has an option agreement with Montezuma on the Red Canyon property.

Navaho	Navaho Gold PTY Ltd. is a subsidiary of D'Aguilar Gold Limited an Australian listed mineral company. The Company had an option agreement with Navaho on the TAZ property.
Net Smelter Return ("NSR")	A return based on the actual sale price received less the cost of refining at an off-site refinery.
Nevada North	Nevada North Resources (USA) Inc. is a private company that was the lessor of the Coal Canyon and Red Hills properties, when the Company held them. Nevada North also now holds the Mustang property.
Newmont	Newmont USA Limited, a subsidiary of Newmont Mining Corporation was a former partner on Miranda's Red Canyon property.
NI 43-101	National Instrument 43-101 defines and regulates public disclosure in Canada for mineral projects and it relies on resource and reserve classification as defined by CIM.
NuLegacy	NuLegacy Gold Corporation a mineral exploration company listed on the TSX.V. The Company had an option agreement with NuLegacy on the Red Hill and Coal Canyon properties.
oz Au/t	Troy ounces of gold per short (also known as imperial) ton.
Option agreement	An agreement with a company or another party who can exercise certain options and increase their interest in a property by making periodic payments to the optionor by exploring, developing, or producing from the optionor's property.
Ounce (troy)	31.103 grams
Ore	Naturally occurring material from which minerals or metals of economic value can be extracted at a profit.
Oxide	Means mineralized rock in which some of the original minerals have been oxidized (<i>i.e.</i> , combined with oxygen). Oxidation is an important geologic process for the precious metals industry as it tends to make the ore more porous and permits a more complete permeation of cyanide solutions so that minute particles of gold in the interior of the minerals will be more readily dissolved.
Ppb	Parts per billion
Ppm	Parts per million
Pathfinder	Trace elements, generally including arsenic, antimony, mercury, and thallium, associated with gold that may have a wider dispersion than gold and thus indirectly provide a vector (or a path) to gold ore.
Pediment	Gently inclined planate erosion surfaces carved in bedrock and generally veneered with fluvial gravels. They occur between mountain fronts and valleys or basin bottoms and commonly form extensive bedrock surfaces over which the erosion products from the retreating mountain fronts are transported to the basins.
Prism	Prism Resources Inc. is a junior exploration corporation listed on the TSX Venture Exchange (formerly on the NEX Board of the TSX-V). Its focus is on earning its interest in the Cerro Oro Project.
Qualified Person	The term "qualified person" refers to an individual who is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development, production activities and project assessment, or any

	combination thereof, including experience relevant to the subject matter of the project or report and is a member in good standing of a self-regulating organization.
Ramelius	Ramelius Resources Ltd. a company listed on the ASX. The Company had an option agreement with Ramelius on the Angel Wing property and also had an option agreement on the Big Blue property until it was terminated in fiscal 2012.
Range	Range Minerals Inc. is a private Alaskan corporation and was the lessor of the Ester Dome project.
RCC	Red Canyon Corporation, the lessor of the Red Canyon project.
RCP and RCP LLC	Red Canyon Project, formed as a Nevada limited liability company.
Red Eagle	Red Eagle Mining Corporation is a mineral exploration company listed on the TSX.V. Red Eagle was the Company's partner in MAD III (Rovira) and MAD IV.
Resistivity survey	A geophysical technique which measures the electrical resistivity between a set of spaced electrodes to generate a profile of subsurface geology.
Reverse-circulation or RC drill	A rotary percussion drill in which the drilling mud and cuttings return to the surface through the interior of the drill pipe.
Royalty interest	Generally, a percentage interest that is tied to some production unit such as a tonne of concentrate or ounces of gold produced. A common form of royalty interest is based on the net smelter return.
SA	Shareholder's Agreement - an agreement that defines the funding and management of a private company. The Company had entered into SA's with Red Eagle on MAD III ("Pavo Real") and MAD IV ("Cajamarca"). The Company is party to an SA with Prism on MAD V ("Cerro Oro").
Sample	A small amount of material that is supposed to be typical or representative of the object being sampled.
Sedimentary	A rock formed from cemented or compacted sediments.
Sediments	The debris resulting from the weathering and breakup of pre-existing rocks.
Sedimentary rock	Rock formed by the process of erosion and deposition.
Shale	A sedimentary rock consisting of silt or clay-sized particles cemented together.
Silicification	Alteration process involving the introduction of or replacement by, silica, generally resulting in the formation of fine-grained quartz, chalcedony, or opal, which may fill pores and replace existing minerals.
SPA	Share Purchase Agreement - an agreement that defines the terms of purchase of shares of a private company. The Company had entered into SPA's with Red Eagle on MAD III ("Pavo Real") and MAD IV ("Cajamarca"). The Company has a current SPA with Prism on MAD V ("Cerro Oro").
Stockwork	A large number of cross-cutting veins and veinlets.
Strike	When used as a noun, means the direction, course or bearing of a vein or rock formation measured on a level surface and, when used as a verb, means to take such direction, course or bearing.
Strike length	Means the longest horizontal dimension of a geologic feature such as an

	orebody or zone of mineralization.
Sulphide (Sulfide)	A compound of sulphur (sulfur) and some other metallic element.
Tertiary	The first period of the Cenozoic, after the Cretaceous and before the Quaternary, beginning about 63 million years ago.
Teslin River	Teslin River Resources Corp. (formerly Queensgate Resources Corporation) – a former partner on the BPV, CONO and Coal Canyon properties. Queensgate merged with Teslin River Resources Corp. and now trades on the TSX.V. The Company owned 300,000 shares of Teslin as of August 31, 2012, until returning them to Teslin in November 2012, as part of the Mustang property purchase.
TSX.V	The TSX Venture Exchange
Ton	Short (also known as imperial) ton (2,000 pounds)
Tonne	Metric (also known as long) tonne (1.102 short tons, 2,240 pounds)
Tuff	Consolidated or cemented volcanic ash. Sometimes used as a general term for all consolidated pyroclastic rocks.
Vein	Generally, a fissure in the earth containing a body of minerals.
Volcaniclastic	Refers to fragments derived from volcanic sources (which may be transported some distance from their place of origin).
White Bear	White Bear Resources Ltd. and the Company had option agreements on the Iron Point and Angel Wing properties. The Company also owned 200,000 shares of White Bear, until they were sold in fiscal 2014.

NOTE ON FORWARD LOOKING INFORMATION

This Annual Report contains certain forward-looking information and forward-looking statements as defined in applicable securities laws. These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. The use of any of the words "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "should", "believe" and similar expressions is intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. These statements speak only as of the date of this Annual Report. These forward-looking statements include but are not limited to, statements concerning:

- The Company's strategies and objectives;
- The Company's interest and other expenses;
- The Company's tax position and the tax rates applicable to us;
- Political unrest or instability in foreign countries and its impact on the Company's foreign assets;
- The timing of decisions regarding the timing and costs of construction and production with respect to, and the issuance of the necessary permits and other authorizations required for, certain of the Company's exploration development projects;
- The Company's estimates of the quantity and quality of the Company's mineral reserves and resources;
- The Company's planned capital expenditures and the Company's estimates of reclamation and other costs related to environmental protection;
- The Company's future capital costs, including the costs and potential impact of complying with existing and proposed environmental laws and regulations in the operation and closure of various operations;
- The Company's financial and operating objectives;
- The Company's exploration, environmental, health and safety initiatives;

- The availability of qualified employees for the Company's operations; and
- The outcome of legal proceedings and other disputes in which we are involved.

Inherent in forward-looking statements are risks and uncertainties beyond the Company's ability to predict or control, including:

- Risks that may affect the Company's operating or capital plans;
- Risks generally encountered in the development of mineral properties such as:
 - unusual or unexpected geological formations,
 - unanticipated metallurgical difficulties,
 - ground control problems,
 - adverse weather conditions, and
 - process upsets and equipment malfunctions;
- Risks associated with labor disturbances and unavailability of skilled labor;
- Risks associated with market prices of the Company's principal commodities, which are cyclical and subject to substantial price fluctuations;
- Risks created through competition for mining properties;
- Risks associated with having little or no history of production;
- Risks associated with mineral reserve and resource estimates;
- Risks posed by fluctuations in exchange rates and interest rates, as well as general economic conditions;
- Risks associated with environmental compliance and changes in environmental legislation and regulation;
- Risks associated with dependence on third party consultants and non-performance by contractual counterparties;
- Risks associated with title claims and other title, license and permit risks;
- Social and political risks associated with operations in foreign countries;
- Risks of changes in tax or royalty laws or their interpretation;
- Risks associated with tax reassessments and legal proceedings;
- Risks associated with the loss of key personnel;
- Risk related to indemnification of officers and directors;
- Risks related to having limited financial resources;
- Risk of dilution to present and prospective shareholdings;
- Credit risk; and
- Share price fluctuation risk.

Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Annual Report. Such statements are based on a number of assumptions that may prove to be incorrect, including, but not limited to, assumptions about:

- General business and economic conditions;
- Interest rates and foreign exchange rates;
- The supply and demand for, deliveries of, and the level and volatility of prices of gold and silver;
- The timing of the receipt of regulatory and governmental approvals for the Company's development projects and other operations;
- The availability of financing for the Company's development projects on reasonable terms;
- The Company's costs of production and the Company's production and productivity levels, as well as those of the Company's competitors;
- The Company's ability to secure adequate transportation for the Company's products;
- The Company's ability to procure mining equipment and operating supplies in sufficient quantities and on a timely basis;
- The Company's ability to attract and retain skilled staff;
- The impact of changes in foreign exchange rates on the Company's costs and results;
- Engineering and construction timetables and capital costs for the Company's development and expansion projects;
- Costs of closure of various operations;
- Market competition;

- The accuracy of the Company's reserve estimates (including, with respect to size, grade and recoverability) and the geological, operational and price assumptions on which these are based;
- Tax benefits and tax rates;
- The resolution of environmental and other proceedings or disputes; and
- Ongoing relations with the Company's employees and with the Company's business partners.

The reader is cautioned that the foregoing list of important factors and assumptions is not exhaustive. Events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. The reader should also carefully consider the matters discussed under "Risk Factors" in this Annual Report. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise. **We qualify all of our forward-looking statements by these cautionary statements.**

CAUTIONARY NOTE TO U.S. INVESTORS REGARDING RESOURCE AND RESERVE ESTIMATES

The mineral estimates in this Annual Report on Form 20-F have been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of United States securities laws. The terms "mineral reserve", "proven mineral reserve" and "probable mineral reserve" are Canadian mining terms as defined in accordance with Canadian National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") and the Canadian Institute of Mining, Metallurgy and Petroleum (the "CIM") - *CIM Definition Standards on Mineral Resources and Mineral Reserves*, adopted by the CIM Council, as amended. These definitions differ from the definitions in the United States Securities and Exchange Commission ("SEC") Industry Guide 7 under the United States Securities Act of 1993, as amended (the "Securities Act"). Under SEC Industry Guide 7 standards, a "final" or "bankable" feasibility study is required to report reserves, the three-year historical average price is used in any reserve or cash flow analysis to designate reserves and the primary environmental analysis or report must be filed with the appropriate governmental authority.

In addition, the terms "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under SEC Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. "Inferred mineral resources" have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an inferred mineral resource exists or is economically or legally mineable. Disclosure of "contained ounces" in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute "reserves" by SEC Industry Guide 7 standards as in place tonnage and grade without reference to unit measures.

Accordingly, information contained in this Annual Report on Form 20-F and the documents incorporated by reference herein contain descriptions of our mineral deposits that may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

PART I

ITEM 1 IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS

This Form 20-F is being filed as an annual report under the Securities Exchange Act of 1934, and as such, there is no requirement to provide any information under this item.

ITEM 2 OFFER STATISTICS AND EXPECTED TIMETABLE

This Form 20-F is being filed as an annual report under the Securities Exchange Act of 1934, and as such, there is no requirement to provide any information under this item.

ITEM 3 KEY INFORMATION

A. *Selected Financial Data*

The following financial information has been extracted from Miranda Gold Corp.'s (the "Company", "Miranda", "we", "us", "our", "ours") consolidated financial statements for the years indicated and is expressed in Canadian dollars. The consolidated financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting standards Board and Interpretations of the International Financial Reporting Interpretations Committee. The policies applied in the financial statements are based on the IFRS issued and outstanding as at the date the Board of directors approved the financial statements for issue. Prior to adoption of IFRS, the Company's financial statements were prepared in accordance with Canadian Generally Accepted Accounting Principles.

The information should be read in conjunction with "Item 5. Operating and Financial Review and Prospects – A. Operating Results and B. Liquidity and Capital Resources," and the consolidated financial statements of Miranda filed herewith.

In this Annual Report all currency refers to Canadian dollars (Cdn\$) unless indicated otherwise.

The following table summarizes information pertaining to operations of Miranda for the last four fiscal years ended August 31.

For the Year Ended August 31

	2016	2015	2014	2013
	\$	\$	\$	\$
Operating Revenue	Nil	Nil	Nil	Nil
Loss for the year	1,476,152	1,867,176	2,752,090	3,215,753
Loss per share: basic and diluted	(0.02)	(0.03)	(0.04)	(0.05)
Total assets	4,661,899	3,629,541	5,274,980	7,939,762
Total liabilities	122,155	300,739	208,012	295,788
Working capital	4,122,642	2,848,742	4,561,243	7,201,737
Net assets	4,539,744	3,328,802	5,066,968	7,643,974
Capital stock/share capital	31,148,478	29,676,003	29,667,503	29,652,503
Dividends per share	Nil	Nil	Nil	Nil
Weighted average number of shares outstanding	79,733,963	74,165,457	74,061,896	67,673,299

The following table sets out the average noon rates of exchange for the Canadian dollar for the years ended August 31, 2012 through to August 31, 2016.

U.S. Dollar/Canadian Dollar Exchange Rates for Five Most Recent Financial Years

	Average Noon rate
For the Year Ended August 31, 2016	1.3265
For the Year Ended August 31, 2015	1.210
For the Year Ended August 31, 2014	1.078
For the Year Ended August 31, 2013	1.011
For the Year Ended August 31, 2012	1.009

The following table sets out the high and low intra-day rates of exchange for the Canadian dollar for each month during the previous six months.

U.S. Dollar/Canadian Exchange Rates for Previous Six Months

	June 2016	July 2016	August 2016	September 2016	October 2016	November 2016
High	1.3091	1.3225	1.3180	1.3248	1.3403	1.3551
Low	1.2695	1.2844	1.2775	1.2843	1.3104	1.3305

The value of the noon U.S. Dollar in relation to the Canadian Dollar was \$1.3164 as of December 9, 2016.

B. Capitalization and Indebtedness

This Form 20-F is being filed as an annual report under the Securities Exchange Act of 1934, and as such, there is no requirement to provide any information under this item.

C. Reasons for the Offer and Use of Proceeds

This Form 20-F is being filed as an annual report under the Securities Exchange Act of 1934, and as such, there is no requirement to provide any information under this item.

D. Risk Factors

An investment in our common shares is highly speculative and subject to a number of risks. Only those persons who can bear the risk of the entire loss of their investment should participate. An investor should carefully consider the risks described below and the other information that we file with the Securities and Exchange Commission and with Canadian securities regulators before investing in our common shares. The risks described below are not the only ones faced. Additional risks that we are either unaware of, or we are aware of, but we currently believe are immaterial, may become important factors that affect our business. If any of the following risks occur, or if others occur, our business, operating results and financial condition could be seriously harmed and the investor may lose all of their investment.

Exploration Funding partner and Option to Joint Venture Risks

Miranda holds its mineral properties either directly, through mineral leases, or via option agreements. Our preferred approach is to option to joint venture our properties to other companies for their further more advanced exploration and development by way of exploration agreements with options to joint venture. Miranda's interests in these projects are subject to the risks normally associated with the conduct of options to joint venture. The existence or occurrence of one or more of the following circumstances and events could have a material adverse impact on Miranda's profitability or the viability of our interests held through joint ventures, which could have a material adverse impact on Miranda's future cash flows, earnings, results of operations and financial condition: (i) disagreement with joint venture partners on how to proceed with exploration programs and how to develop and operate mines efficiently; (ii) inability of joint venture partners to meet their obligations to the joint venture or third parties; and (iii) litigation between joint venture partners regarding joint venture matters.

We may, in the future, be unable to meet our share of costs incurred under option or joint venture agreements to which we are a party and we may have our interest in the properties subject to such agreements reduced or terminated as a result. Furthermore, if other parties to such agreements do not meet their share of such costs, we may be unable to finance the cost required to complete recommended programs. In many joint ventures or option arrangements, we would give up control over decisions to commence work and the timing of such work, if any.

Enactment of Government Legislation May Significantly Affect the Mining Industry

In the U.S., certain of Miranda's exploration properties occur on unpatented lode mining claims that are on federal lands that are subject to federal mining and other public land laws. Changes in such laws or regulations promulgated under such laws could affect mine development and expansion and significantly increase regulatory obligations and compliance costs with respect to exploration, mine development, mine operations and closure and could prevent or delay certain operations by the Company. Members of the United States Congress have repeatedly introduced bills that would supplant or alter the provisions of the United States General Mining Law of 1872 (the "General Mining Law"). If enacted, such legislation could change the cost of holding unpatented mining claims and could significantly impact our ability to develop mineralized material on unpatented mining claims. Such bills have proposed, among other things, to either eliminate or greatly limit the right to a mineral patent and to impose a federal royalty on production from unpatented mining claims. Although we cannot predict what legislated royalties might be, the enactment of these proposed bills could adversely affect the potential for development of unpatented mining claims and the economics of existing operating mines on federal unpatented mining claims. Passage of such legislation could adversely affect our financial performance.

Possible country risk doing business in Colombia

The Company currently has option agreements to acquire projects located in Colombia, as well as concessions and applications with the Government of Colombia. The Company is subject to certain risks, including currency fluctuations and possible political or economic instability which may result in the impairment or loss of mineral concessions or other mineral rights, and mineral exploration and mining activities may be affected in varying degrees by political stability and government regulations relating to the mining industry. Any changes in regulations or shifts in political attitudes are beyond the control of the Company and may adversely affect its business. Exploration and development may be affected in varying degrees by government regulations with respect to restrictions on future exploitation and production, price controls, export controls, foreign exchange controls, income taxes, expropriation of property, environmental legislation and mine and/or site safety.

Although Colombia has a long-standing tradition respecting the rule of law, which has been bolstered in recent years by the present, and former government's policies and programs, no assurances can be given that the Company's plans and operations will not be adversely affected by future developments in Colombia. The Company's property interests and proposed exploration activities in Colombia are subject to political, economic and other uncertainties, including the risk of expropriation, nationalization, renegotiation or nullification of existing contracts, mining licenses and permits or other agreements, changes in laws or taxation policies, currency exchange restrictions, and changing political conditions and international monetary fluctuations. Future government actions concerning the economy, taxation, or the operation and regulation of nationally important

facilities such as mines, could have a significant effect on the Company. Colombia is home to South America's largest and longest running insurgency. While the situation has improved dramatically in recent years, there can be no guarantee that the situation will not again deteriorate. Any increase in kidnapping, gang warfare, homicide and/or terrorist activity in Colombia generally may disrupt supply chains and discourage qualified individuals from being involved with the Company's operations.

Additionally, the perception that matters have not improved in Colombia may hinder the Company's ability to access capital in a timely or cost effective manner. Any changes in regulations or shifts in political attitudes are beyond the Company's control and may adversely affect the Company's business.

Exploration may be affected in varying degrees by government regulations with respect to restrictions on future exploitation and production, price controls, export controls, foreign exchange controls, income and/or mining taxes, expropriation of property, environmental legislation and mine and/or site safety.

Estimates of mineral resources and recovery rates may not be accurate

Miranda's estimates of resources should not be interpreted as assurances of mine life or of the profitability of current or future operations. Miranda estimates its mineral resources in accordance with the requirements of applicable Canadian securities regulatory authorities and established mining standards. Mineral resources are concentrations or occurrences of minerals that are judged to have reasonable prospects for economic extraction, but for which the economics of extraction cannot be assessed, whether because of insufficiency of geological information or lack of feasibility analysis, or for which economic extraction cannot be justified at the time of reporting. Consequently, mineral resources are of a higher risk and are less likely to be accurately estimated or recovered than mineral reserves. The mineral resource figures are estimates based on the interpretation of limited sampling and subjective judgments regarding the grade and existence of mineralization, as well as the application of economic assumptions, including assumptions as to operating costs, foreign exchange rates and future metal prices. The sampling, interpretations or assumptions underlying any reserve or resource figure may be incorrect, and the impact on mineral resources may be material. In addition, short term operating factors relating to mineral resources, such as the need for orderly development of ore bodies or the processing of new or different ores, may cause mineral resource estimates to be modified or operations to be unprofitable in any particular fiscal period. There can be no assurance that the indicated amount of minerals will be recovered or that they will be recovered at the prices assumed for purposes of estimating resources.

Our exploration activities on our properties may not be commercially successful, which could lead us to abandon our plans to develop the property and our investments in exploration.

Our long-term success depends on our ability to identify mineral deposits on our existing properties and other properties we may acquire, if any, that we can then develop into commercially viable mining operations. Mineral exploration is highly speculative in nature, involves many risks and is frequently non-productive. These risks include unusual or unexpected geologic formations, and the inability to obtain suitable or adequate machinery, equipment or labour. The success of gold, silver and other commodity exploration is determined in part by the following factors:

- the identification of potential mineralization based on surficial analysis;
- availability of government-granted exploration permits;
- the quality of our management and our geological and technical expertise; and
- the capital available for exploration.

Substantial expenditures are required to establish proven and probable reserves through drilling and analysis, to develop metallurgical processes to extract metal, and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Whether a mineral deposit will be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which fluctuate significantly; and government regulations, including, without limitation, regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. We may invest significant capital and resources in exploration

activities and abandon such investments if we are unable to identify commercially exploitable mineral reserves. The decision to abandon a project may have an adverse effect on the market value of our securities and the ability to raise future financing.

We have no history of producing metals from our mineral properties.

We have no history of producing metals from any of our properties. Our properties are all exploration stage properties in various stages of exploration. Advancing properties from exploration into the development stage requires significant capital and time and successful commercial production from a property, if any, will be subject to completing positive feasibility studies, permitting and construction of the mine, processing plants, roads, and other related works and infrastructure. As a result, we are subject to all of the risks associated with developing and establishing new mining operations and business enterprises including:

- completion of feasibility studies to define reserves and commercial viability, including the ability to find sufficient gold reserves to support a commercial mining operation;
- the timing and cost, which can be considerable, of further exploration, preparing feasibility studies, permitting and construction of infrastructure, mining and processing facilities;
- the availability and costs of drill equipment, exploration personnel, skilled labor and mining and processing equipment, if required;
- the availability and cost of appropriate smelting and/or refining arrangements, if required;
- compliance with environmental and other governmental approval and permit requirements;
- the availability of funds to finance exploration, development and construction activities, as warranted;
- potential opposition from non-governmental organizations, environmental groups, local groups or local inhabitants which may delay or prevent development activities; and
- potential increases in exploration, construction and operating costs due to changes in the cost of labor, fuel, power, materials and supplies.

The costs, timing and complexities of exploration, development and construction activities may be increased by the location of our properties and demand by other mineral exploration and mining companies. It is common in exploration programs to experience unexpected problems and delays during drill programs and, if warranted, development, construction and mine start-up. Accordingly, our activities may not result in profitable mining operations and we may not succeed in establish mining operations or profitably producing metals at any of our properties.

Financial Risk

Prior to completion of Miranda's exploration programs, we anticipate that we will incur increased operating expenses while realizing minimum revenues. Miranda expects to incur significant losses into the foreseeable future. If we are unable to generate significant revenues from exploration of our mineral claims and the production of minerals thereon, if any, we will not be able to earn profits or continue operations. There is no history in Miranda upon which to base any assumption as to the likelihood that we will prove successful, and Miranda can provide investors with no assurance that we will generate any operating revenues or ever achieve profitable operations.

As we do not have revenues, we will be dependent upon future financings to continue our plan of operation.

We have generated minimal revenues from our business activities since our incorporation. Our plan of operations involves the completion of exploration programs on our mineral properties. There is no assurance that these exploration activities will result in the establishment of commercially exploitable mineral deposits on our mineral properties. Even if commercially exploitable mineral deposits are discovered, we will require substantial additional financing in order to carry out the full exploration and development of our mineral properties before we are able to achieve revenues from sales of mineral resources that we are able to extract.

If we raise additional funding through equity financings, then our current shareholders will suffer dilution.

We will require additional financing in order to complete full exploration of our mineral properties. We anticipate that we will have to sell additional equity securities including, but not limited to, our common stock, share purchase warrants or some form of convertible security. The effect of additional issuances of equity securities will result in dilution to existing shareholders.

We have incurred losses and there is no assurance that we will ever be profitable or pay dividends.

We have incurred losses in the past and will continue to experience losses unless and until we can derive sufficient revenues from our properties. We have no history of earnings or of a return on investment, and there is no assurance that any of the properties that we have or will acquire will generate earnings, operate profitably or provide a return on investment in the future. We have no plans to pay dividends for some time in the future. The future dividend policy of Miranda will be determined by its Board.

Dependence on Key Personnel

Our success is highly dependent upon the performance of key personnel working full-time in management, supervisory and administrative capacities or as consultants. The loss of the services of our senior management or key personnel could have a material and adverse effect on Miranda and our business and results of operations.

Reliance on Independent Contractors

Our success depends to a significant extent on the performance and continued service of certain independent contractors. We, or our exploration funding partners, contract the services of professional drillers and others for exploration, environmental, construction and engineering services. Poor performance by such contractors or the loss of such services could have a material and adverse effect on Miranda and our business and results of operations and result in us failing to meet our business objectives.

Competition

The business of mineral exploration and mining is competitive in all of its phases. In the search for and acquisition of prospective mineral properties, Miranda competes with other companies and individuals, including competitors having financial and other resources equal to or greater than that of Miranda. Miranda's ultimate success will therefore depend on the extent to which our existing properties are developed, as well as our ability to compete for and acquire suitable producing properties or prospects for mineral exploration in the future, together with our ability to secure adequate financing.

Compliance with Government Regulations

All phases of Miranda's operations are subject to environmental regulation. Environmental legislation is evolving toward stricter standards and more vigorous enforcement, including increased fines and penalties for non-compliance. Regulatory requirements encompass more stringent environmental assessment of project proposals, and impose greater responsibilities on corporations and their directors, officers and employees. Future changes in environmental regulatory requirements may result in more complex, costly and time-consuming procedures. The operations of Miranda and the further exploration and the development of our

properties require various licenses and permits and will be subject to ongoing regulation. There can be no guarantee that Miranda will be able to obtain or maintain all permits and licenses that may be required for our activities. Currently, Miranda does not have any properties on which commercial mining operations are carried out.

Risks Associated with Mining

Miranda's operations are subject to all of the hazards and risks normally incident to the exploration for and development and production of precious minerals, any of which could result in damage for which Miranda may be held responsible. Hazards such as unusual or unexpected rock formations, landslides, flooding or other adverse conditions may be encountered in the drilling and removal of material. While Miranda may obtain insurance against certain risks in such amounts as we consider adequate, the nature of these risks is such that liabilities could exceed policy limits or could be excluded from coverage. There are also risks against which Miranda cannot insure or against which we may decide not to insure. The potential costs which could be associated with any liabilities not covered by insurance or in excess of insurance coverage may cause substantial delays and require significant capital outlays, adversely affecting Miranda's earnings and competitive position in the future and potentially, our financial position.

We do not maintain insurance with respect to certain high-risk activities, which exposes us to significant risk of loss

Mining operations generally involve a high degree of risk. Hazards such as unusual or unexpected formations or other conditions are often encountered. Miranda may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it cannot maintain insurance at commercially reasonable premiums. Any significant claim would have a material adverse affect on Miranda's financial position and prospects. Miranda is not currently covered by any form of environmental liability insurance, or political risk insurance, since insurance against such risks (including liability for pollution) is prohibitively expensive. Miranda may have to suspend operations or take cost interim compliance measures if Miranda is unable to fully fund the cost of remedying an environmental problem, if it occurs.

Fluctuations in foreign currency exchange rates may increase Miranda's operating expenditures

Miranda raises its equity in Canadian dollars and its exploration expenditures are generally denominated in either United States dollars or Colombian Pesos. As a result, Miranda's expenditures are subject to foreign currency fluctuations. Foreign currency fluctuations may materially and adversely increase Miranda's operating expenditures and reduce the amount of exploration activities that we are able to complete with our current capital. Miranda does not engage in any hedging or other transactions to protect itself against such currency fluctuations. Miranda holds a portion of its cash reserve in United States dollars.

Our directors and officers may have conflicts of interest as a result of their relationships with other companies.

Some of the directors and officers of Miranda are directors and officers of other companies, some of which are in the same business as the Company. Some of Miranda's directors and officers will continue to pursue the acquisition, exploration and, if warranted, the development of mineral resource properties on their own behalf and on behalf of other companies, and situations may arise where they will be in direct competition with the Company. Miranda's directors and officers are required by law to act in the best interests of the Company. They may have the same obligations to the other companies in respect of which they act as directors and officers. Discharge of their obligations to the Company may result in a breach of their obligations to the other companies and, in certain circumstances; this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligation to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives.

RISKS RELATED TO MIRANDA'S SECURITIES AND THIS OFFERING

Likely Passive Foreign Investor Company ("PFIC") Status Has Possible Adverse Tax Consequences for U.S. Investors

Potential investors who are U.S. taxpayers should be aware that Miranda expects to be a passive foreign investment company ("PFIC") for the current fiscal year, and may also have been a PFIC in prior years and may also be a PFIC in subsequent years. If Miranda is a PFIC for any year during a U.S. taxpayer's holding period, then such U.S. taxpayer generally will be required to treat any so-called "excess distribution" received on its common shares, or any gain realized upon a disposition of common shares, as ordinary income and to pay an interest charge on a portion of such distribution or gain, unless the taxpayer makes a qualified electing fund ("QEF") election or a mark-to-market election with respect to the shares of Miranda. In certain circumstances, the sum of the tax and the interest charge may exceed the amount of the excess distribution received, or the amount of proceeds of disposition realized, by the taxpayer. A U.S. taxpayer who makes a QEF election generally must report on a current basis its share of Miranda's net capital gain and ordinary earnings for any year in which Miranda is a PFIC, whether or not Miranda distributes any amounts to its shareholders. A U.S. taxpayer who makes the mark-to-market election generally must include as ordinary income each year the excess of the fair market value of the common shares over the taxpayer's tax basis therein. U.S. taxpayers are advised to seek the counsel of their professional tax advisors.

We have never declared or paid cash dividends on Miranda's common shares. We currently intend to retain future earnings to finance the operation, development and expansion of our business.

We do not anticipate paying cash dividends on Miranda's common shares in the foreseeable future. Payment of future cash dividends, if any, will be at the discretion of Miranda's Board and will depend on Miranda's financial condition, results of operations, contractual restrictions, capital requirements, business prospects and other factors that our Board considers relevant.

Accordingly, investors will only see a return on their investment if the value of Miranda's securities appreciates.

The market for our common shares has been volatile in the past, and may be subject to fluctuations in the future.

The market price of Miranda's common shares has ranged from a high of \$0.18 and a low of \$0.055 during the twelve-month period ended November 30, 2016. See "*Market for Common Equity and Related Shareholder Matters*".

The market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of Miranda; including the market in which it is traded, the strength of the economy generally, the availability and attractiveness of alternative investments, and the breadth of the public market for the stock. The effect of these and other factors on the market price of Miranda's common shares in the future cannot be predicted. The lack of an active public market could have a material adverse effect on the price of Miranda's common shares.

There is no market for our common shares in the United States and you may not be able to readily sell your common shares

There is currently no market for our common shares in the United States. We cannot assure you that any trading market for our shares will develop in the United States. Consequently, you may not be able to readily sell your common shares.

Substantial Number of Authorized but Unissued Shares

Miranda has an unlimited number of common shares that may be issued by the Board of Directors without further action or approval of Miranda's shareholders. While the Board of Directors is required to fulfill its fiduciary obligations in connection with the issuance of such shares, the shares may be issued in transactions with which not all shareholders agree, and the issuance of such shares will cause dilution to the ownership interests of the Company's shareholders.

We are a foreign corporation and have officers and directors resident outside the United States, which could make it difficult for United States investors to effect service of process or enforce a judgment by a U.S. court.

We are incorporated under the laws of the Province of British Columbia, Canada and some of our directors and officers are residents in jurisdictions outside the United States. Consequently, it may be difficult for United States investors to effect service of process within the United States upon us or upon certain of our directors or officers who are not residents of the United States, or to realize in the United States upon judgments of United States courts predicated upon civil liabilities under the laws of the United States. A judgment of a U.S. court predicated solely upon such civil liabilities would probably be enforceable in Canada by a Canadian court if the U.S. court in which the judgment was obtained had jurisdiction, as determined by the Canadian court, in the matter.

ITEM 4 INFORMATION ON MIRANDA

A. History and Development of Miranda

Miranda Gold Corp. was incorporated as Miranda Industries Inc. under the British Columbia *Company Act* (the "Company Act") on May 4, 1993, by the registration of its memorandum and articles.

On August 3, 2001, Miranda altered its memorandum by changing our name to "Thrush Industries Inc.", consolidating our share capital on a one-for-five basis, and increasing our authorized share capital to 100,000,000 common shares without par value. Effective April 15, 2002, Miranda changed its name to Miranda Diamond Corp. There was no consolidation of capital. Effective January 30, 2003, Miranda changed its name to Miranda Gold Corp. to better reflect the focus of Miranda. There was no consolidation of capital.

In March 2004, the Province of British Columbia adopted the *Business Corporations Act* (British Columbia) (the "Business Corporations Act"), which replaced the Company Act and is designed to provide greater flexibility and efficiency for British Columbia companies. The Business Corporations Act contains many provisions similar to those contained in corporate legislation elsewhere in Canada. The Business Corporations Act also uses new forms and terminology; most particularly a "Memorandum" is now called a "Notice of Articles". We took the necessary steps to bring our charter documents into conformity with the Business Corporations Act and to that end we filed our Notice of Articles, which replaces our "Memorandum", with the British Columbia Registrar of Companies.

We filed a Notice of Alteration with the British Columbia Registrar of Companies that removed certain pre-existing provisions under the Company Act and amended our authorized capital such that our authorized capital now consists of an unlimited number of common shares without par value. This change to our authorized capital was effective September 22, 2005.

Miranda's head office is located at 15381 – 36th Avenue, South Surrey, British Columbia, Canada V3Z 0J5. The contact person is Len Goldsmith, Chief Financial Officer. The telephone number is +1 (604) 417-4653 and the facsimile number is +1 (604) 648-8706.

Principal capital expenditures / divestitures over the last three fiscal years

Fiscal year ended August 31, 2014

On September 16, 2013, the Company announced that its exploration funding partner at Red Canyon, Montezuma, had completed its 2013 drill campaign at Red Canyon. Montezuma drilled three reverse circulation holes in the Wall structural corridor for a total of 2,170 ft.

On October 5, 2013, Ramelius terminated their earn-in agreement on the Angel Wing project in Nevada. Miranda contemporaneously terminated the Angel Wing lease.

On October 8, 2013, the Company announced that Red Eagle, its funding partner at Pavo Real in Colombia had identified a new area of mineralization associated with close-spaced dikes, veins and hydrothermal breccias within a large (500 m by 500 m) gold and multi-element soil anomaly that was detected using Mobile Metal Ion (MMI) assaying techniques.

On October 25, 2013, with effect from October 1, 2013, the Company and Agnico amended the Colombian Alliance agreement whereby the three year exploration budget would be reduced, and in consideration for this reduction, the area of interest in Colombia was reduced.

On November 15, 2013, the Company signed a lease agreement with AHI, granting Miranda the exclusive right to enter, explore, prospect, drill, develop, mine, mill, refine, store, process, and/or remove and market mineral products from the claims as defined in the lease, known as the Willow Creek project in Alaska.

On April 2, 2014, the Company announced that a contract for the Cerro Oro project, Colombia was issued by ANM. Miranda now controls approximately 1,100 hectares at Cerro Oro of which 711 hectares are controlled through an exploration contract with the remainder being held through an application.

On May 7, 2014, the Company terminated the option agreement with ExpoGold on the Cajamarca property.

On May 13, 2014, the Company announced the acquisition of the Oribella project, in the Antioquia Department of Colombia. This new project lies about 40km southwest of Medellin and was acquired through a purchase agreement with Antioquia Gold, and comprises approximately 10,700 hectares including one exploration license and one application on which the technical study is complete and the canon fees were paid.

On June 23, 2014, the Company entered into an exploration and option to enter into a joint venture agreement with Prism whereby Prism can earn a 51% interest in the Cerro Oro gold-silver project in Colombia. Prism must finance exploration related expenditures of US\$4 million to earn a 51% interest in the Cerro Oro property and through additional financing can earn an additional 19% for a total interest of 70%. Prism issued 200,000 common shares to Miranda and reimbursed US\$90,000 for underlying lease payments paid by Miranda. To maintain the lease, annual escalating payments that total \$625,000 over five years will be required and thereafter annual payments of \$135,000. The project is also subject to a 1.2% production royalty and a per ounce gold bonus for a measured and indicated NI 43-101-compliant resource.

Fiscal year ended August 31, 2015

On October 23, 2014, the Company filed an NI 43-101 compliant technical report (dated September 30, 2014) supporting the independently estimated initial resource for the Willow Creek Coleman deposit, comprising a Measured and Indicated resource of 62,100 troy ounces gold contained in 78,700 tonnes at an average grade of 24.6 g Au/t and an additional 4,100 troy ounces contained in 5,300 tonnes at an average grade of 24.2 g Au/t in the Inferred category. All resource categories use a cutoff of 7.0 g Au/t. This NI 43-101 compliant report was prepared by independent QP, David Linebarger.

On November 5, 2014, the Company signed a definitive agreement with Gold Torrent that supersedes the letter of intent signed on August 6, 2014, on its Willow Creek project in Alaska. Under the terms of the agreement, Gold Torrent will be the operator of the joint venture; Gold Torrent will sole fund the first US\$10 million ("Initial Capital") of expenditures on the joint venture to incrementally earn a 70% interest in the joint venture at which time Miranda will have a 30% interest in the joint venture; the parties will proportionately fund (or proportionately

dilute) any capital expenditures in excess of the Initial Capital (“Excess Capital”); and the Company will receive 10% of the distributable cash flow until Gold Torrent is repaid its Initial capital, Miranda will then receive 20% of the distributable cash flow until Gold Torrent is repaid its share of Excess Capital and finally 30% of the cash flow thereafter.

On February 27, 2015, the Company entered into a purchase and sale agreement with European Uranium Resources Ltd. (“EUU”) to sell a 100% interest in Miranda’s Mustang, Iron Point and Kibby Flat projects and the assignment and assumption of Miranda’s mining lease on the Red Hill project, all located in Nevada. On April 30, 2015, the agreement with EUU was terminated due to EUU’s failure to complete the conditions of closing the agreement. Miranda allowed the Iron Point and Kibby Flat claims to lapse on August 31, 2015, and returned the Red Hill project to the lessor and on August 20, 2015, the Company transferred its 100% interest in the Mustang Project located in Nye County, Nevada, to Nevada North for a retained 1.0% NSR.

On August 28, 2015, the Company entered into a Project Management Agreement for the formation and organization of a limited liability company (the “LLC”) to hold the lease and related rights in respect of the Red Canyon, Nevada property and to conduct the operations contemplated under the Project Management Agreement. Having met the expenditure requirements of US\$4 million under a now superseded exploration agreement; Montezuma owns 60% of the LLC and Miranda owns 40% of the LLC. Montezuma has also paid Miranda US\$360,000 as consideration for the option to buy-out Miranda’s 40% interest in the LLC, with Miranda retaining a 0.5% net smelter return (“NSR”) royalty, upon meeting the purchase conditions during the term of the underlying lease. Until then, Montezuma will fund 100% of the costs of the LLC to maintain and advance the exploration of the Red Canyon property. If Montezuma fails to fund and meet its obligations pursuant to the Exploration Agreement and underlying lease, it will forfeit its interest in the LLC to Miranda.

Fiscal year ended August 31, 2016 and subsequent

On September 14, 2015, the Company reached an agreement with Mr. Daniel Renshaw (“Renshaw”) for his 3.3% royalty held on the Willow Creek, Alaska project. Miranda holds the Willow Creek project under lease from Alaska Hardrock, Inc. The parties have separated the Renshaw royalty into the area that covers the patented mining claims on the west side of the project (the “A Royalty”) and the area that covers the patented mining claims on the east side of the project (the “B Royalty”). The “A” Royalty covers the area, including the Coleman resource that will be initially developed and placed into production. The “B” Royalty covers ground that is prospective for exploration including the Bullion Mountain targets. Miranda has agreed to purchase up to 100% of the “A” Royalty in a series of seven (7) contracts, with each subsequent contract contingent on the prior contract being paid in full. Pursuant to each contract, Miranda will purchase 0.4% to 0.5% of the “A” Royalty for each cumulative US\$143,000 paid at the rate of US\$5,000 per month plus interest, with the first payment commencing on October 31, 2015. As each contract is paid, Miranda will register its ownership of the “A” Royalty purchased. If Miranda does not complete payment of any contract, the remainder of the “A” Royalty will remain with Renshaw. The seven contracts will be over an aggregate period of up to 200 months, but such contracts and payments can be accelerated and paid off at any time, providing that Miranda pays Renshaw the full payment of an aggregate US\$1,000,000 of principal so that Miranda will have purchased the entire 3.3% “A” Royalty. In addition, Renshaw has agreed to grant Miranda the option to purchase the “B” Royalty which option may be exercised at any time provided that the “A” Royalty contracts are not in default. Miranda may purchase up to 100% of the “B” Royalty for the aggregate amount of US\$500,000 in principal to be paid under terms, conditions and installments that are not inconsistent with those of the “A” Royalty.

On October 9, 2015, the Company executed an option agreement by and among Activos Mineros de Colombia S.A.S. (“AMC”), the Company, and the Company’s subsidiary MAD II, and the Colombian Branch of MAD II to acquire the Antares property, Colombia, with minimum operation payments due and share issuance by the Company. Upon commencing commercial production (as defined in the agreement), the minimum operation payments will cease and the payment of a 1.8% NSR royalty will commence.

The specific terms of all these property transactions and exploration activity are described in more detail later in this Section in Item 4D “Property”.

None of Miranda’s properties are beyond the exploration stage and there is no assurance that any of our mining properties contain a commercially viable ore body until further exploration work is done.

B. Business Overview

Miranda is in the natural resource sector engaged in the acquisition, exploration and, given the proper situation, development of mineral properties. Our primary focus is on gold exploration. Miranda's business model is to identify and secure mineral resource properties for which it seeks suitable joint venture partners. Once partners are found, the partners fund exploration to earn an interest in the project.

The majority of the Company's exploration projects are in Colombia, with one project in Alaska. The Company's projects in Colombia include Cerro Oro, Oribella, and Antares. The Willow Creek ("Lucky Shot") project is located in Alaska.

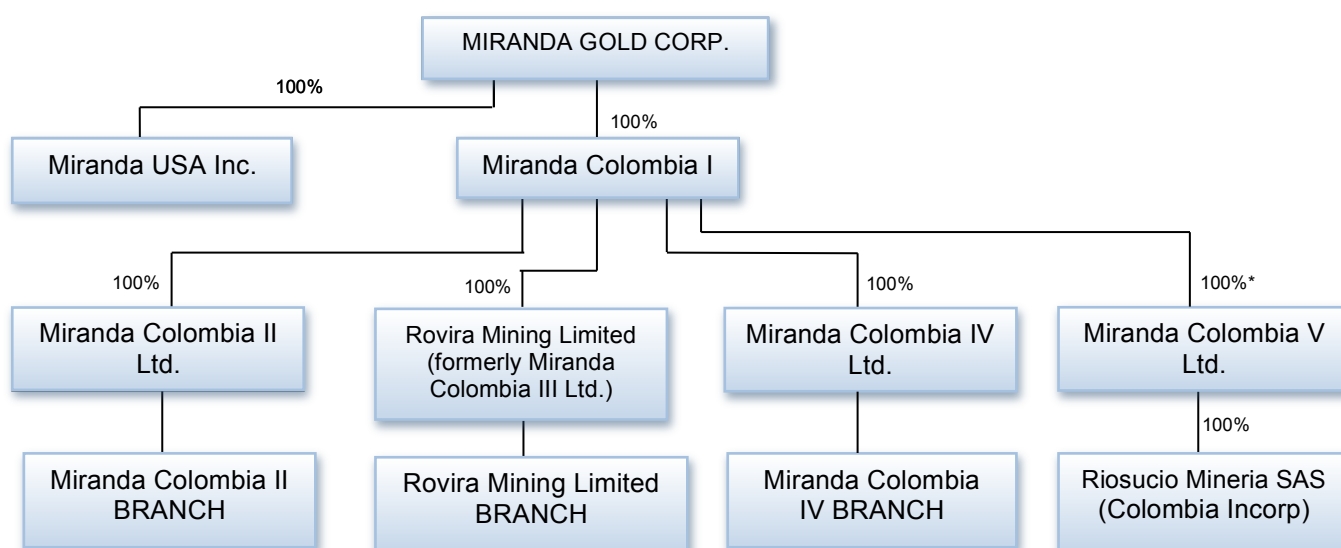
We have built a track record of successful project definition and acquisitions. We share project risk by joint venturing properties thus providing our shareholders exposure to numerous gold exploration projects while at the same time conserving our treasury.

C. Organizational Structure

Miranda has two active, directly and wholly owned subsidiaries: one being Miranda U.S.A., Inc., which was incorporated under the laws of the State of Nevada; the other being Miranda Gold Colombia I Ltd. ("MAD I"), which was incorporated under the laws of the Province of British Columbia, Canada.

MAD I which in turn holds the Company's interests in Miranda Gold Colombia II Ltd., Rovira Mining Limited (formerly Miranda Gold Colombia III Ltd.), Miranda Gold Colombia IV Ltd., and Miranda Gold Colombia V Ltd. all having been incorporated under the laws of the Province of British Columbia, Canada. Each of the Branch Offices has been organized in Colombia as a "Sucursal Colombia" under certificates issued by "Camara De Comercio De Bogota".

Organization Chart as of November 1, 2016:



* prior to October 31, 2016, the ownership was 30% - however, with the termination of the Prism Agreement (effective October 31, 2016) the ownership of Miranda Colombia V Ltd. reverted back to 100%.

D. Property

Overview of Projects

None of Miranda's properties contain known ore reserves and all work programs are exploratory searches for ore grade mineralization.

Data disclosed in this Annual Report on Form 20-F, including sampling, analytical and test data, have been reviewed and verified by the Chief Executive Officer and Director, Joseph Hebert, C.P.G., B.Sc. Geology and Qualified Person as defined by National Instrument 43-101.

Miranda applies the option to joint venture business model to its operations. Through generative exploration, it stakes claims on mineral properties, or acquires the property by way of an option to lease agreement and then seeks a partner to fund the exploration of the project to earn a joint venture interest. In some agreements Miranda receives common stock and/or cash option payments as a portion of the joint venture partner's cost to earn an interest.

Miranda's exploration funds are expended on generative exploration programs, principally in Alaska in the USA and in Colombia, to identify prospective areas for staking and subsequent option to a partner to fund continued exploration.

The majority of Miranda's option agreements require the funding partner to fund a minimum exploration program in each agreement year and all of those agreement commitments are found in the notes of the audited consolidated financial statements for the year ended August 31, 2016.

As at the date of this Form 20-F, the Red Canyon property in Nevada and the Willow Creek project in Alaska, are funded and being explored under funding agreements. The Cerro Oro project in Colombia was being funded (100%) under an agreement with Prism until October 31, 2016, at which time Prism advised of its termination of the agreement. Miranda is currently seeking a funding partner for the Antares, Cerro Oro, and Oribella projects in Colombia.

The Company has little part in designing or directing the exploration program on each project or the timing of the program as this is typically up to the funding partner.

Where Miranda does conduct generative exploration programs the Quality Assurance and Quality Control protocols for its generative exploration sample programs can be summarized as:

- Rock, soil and stream sediment samples taken for Miranda's project generative program are collected and bagged in the field and transported to either Miranda's secure sample storage area or taken directly to ALS Chemex or SGS sample preparation facilities in Elko, Nevada and/or Winnemucca, Nevada.
- All samples are analyzed for gold and up to 51 additional elements. Gold analyses procedures include fire assay fusion of a nominal 30 gram or aqua regia extraction from a nominal 25 gram pulverized sample weight. After fusion or extraction, gold abundance is determined by gravimetric, atomic absorption spectrometry or ICP (Inductively Coupled Plasma) with MS (Mass Spectrometry) or AES (Atomic Emission Spectrometry) techniques. The additional elements are determined on 15 to 50 gram sample weights by aqua regia extraction with ICP-MS or ICP-AES finishes. Rock and drill samples are prepared for analyses by crushing, splitting off and pulverizing 250 grams (85 percent passing a 75 micron, 200 mesh screen). Soil and stream sediments are sieved and analyzed on the portion passing a 180 micron (80 mesh) screen. Lower detection limit for gold is 0.001 ppm and variable for the additional elements. Gold values above 10 ppm are routinely re-assayed.
- A blank (zero gold value) and a standard (known gold value) sample is submitted for each grouping of thirty to fifty samples, and selected samples are reanalyzed when blanks or standard samples show a significant (20 percent with standards or 30 ppb gold with blanks) variance from known values. Standard and blank check samples verify gold values but not trace

element values. Periodic duplicate samples are routinely collected and submitted for analyses from soil sample grids and reverse circulation drilling.

MIRANDA'S ALASKA PROPERTY

Cautionary Note to U.S. Investors – In this Annual Report, we use the terms “mineral resource”, “measured mineral resource”, “indicated mineral resource” and “inferred mineral resource”, which are geological and mining terms as defined in accordance with NI 43-101 under the guidelines adopted by CIM, as CIM Standards in Mineral Resources and Reserve Definition and Guidelines adopted by the CIM. US investors in particular are advised to read carefully the definitions of these terms as well as the “Cautionary Note to U.S. Investors Regarding Resource and Reserve Estimates” above.

Joint Venture Agreement

On November 5, 2014, the Company signed a definitive agreement with Gold Torrent on its Willow Creek project in Alaska that supersedes the letter of intent signed on August 6, 2014. Under the terms of the agreement, Gold Torrent will be the operator of the joint venture; Gold Torrent will sole fund the first US\$10 million (“Initial Capital”) of expenditures on the joint venture to incrementally earn a 70% interest in the joint venture at which time Miranda will have a 30% interest in the joint venture; the parties will proportionately fund any capital expenditures in excess of the Initial Capital (“Excess Capital”); and the Company will receive 10% of the distributable cash flow until Gold Torrent is repaid its Initial capital, Miranda will then receive 20% of the distributable cash flow until Gold Torrent is repaid its share of Excess Capital and finally 30% of the cash flow thereafter.

Gold Torrent is now in discussions with the permitting agencies as well as all other stakeholders affected by the development of the Willow Creek project. By utilizing pre-existing roads and tunnels and possible off-site processing, the operation is expected to have small visual and physical impacts. Gold Torrent is also conducting economic studies, mine and mill designs, and creating cost schedules.

Willow Creek Property

The following summary (beginning on page 28 below) has been reproduced from a technical report titled “Technical Report on the Willow Creek Project, Matanuska-Susitna Borough, Alaska” dated September 30, 2014 (the “Willow Creek Report”) by David Linebarger, RM SME of Linebarger Consulting LLC. The Willow Creek Report was written in compliance with disclosure and reporting requirements set forth in the National Instrument 43-101 – Standards of Disclosure for Mineral Projects (“NI 43-101”) adopted by Canadian Securities Administrators. The author is a “Qualified Person” as the term is defined in NI 43-101 and is considered “independent” for the purposes of NI 43-101.

The Willow Creek Report has been electronically filed with regulators and is incorporated herein by reference. The Willow Creek Report is available on SEDAR at www.sedar.com under the Corporation's profile and is incorporated by reference in this Annual Report on Form 20-F.

The Renshaw Royalty

Miranda has reached an agreement to purchase from Daniel Renshaw (“Renshaw”) his 3.3% royalty held on the Willow Creek, Alaska project. Miranda holds the Willow Creek project under lease from Alaska Hardrock, Inc.

The parties have separated the Renshaw royalty into the area that covers the patented mining claims on the west side of the project (the “A Royalty”) and the area that covers the patented mining claims on the east side of the project (the “B Royalty”). The “A” Royalty covers the area, including the Coleman resource that will be initially developed and placed into production. The “B” Royalty covers ground that is prospective for exploration including the Bullion Mountain targets.

"A" Royalty – West Side Willow Creek Project



Miranda has agreed to purchase up to 100% of the "A" Royalty in a series of seven (7) contracts with each subsequent contract contingent on the prior contract being paid in full. Pursuant to each contract Miranda will purchase 0.4% to 0.5% of the "A" Royalty for each cumulative US\$143,000 paid at the rate of US\$5,000 per month plus interest with the first payment commencing on October 31, 2015. As each contract is paid Miranda will register its ownership of the "A" Royalty purchased. If Miranda does not complete payment of any contract the remainder of the "A" Royalty will remain with Renshaw. The seven contracts will be over an aggregate period of up to 200 months, but such contracts and payments can be accelerated and paid off at any time, providing that Miranda pays Renshaw the full payment of an aggregate US\$1,000,000 of principal so that Miranda will have purchased the entire 3.3% "A" Royalty.

In addition, Renshaw has agreed to grant Miranda the option to purchase the “B” Royalty which option may be exercised at any time provided that the “A” Royalty contracts are not in default. Miranda may purchase up to 100% of the “B” Royalty for the aggregate amount of US\$500,000 in principal to be paid under terms, conditions and instalments that are not inconsistent with those of the “A” Royalty.

The summary of the Willow Creek Report provided below is extracted from the Willow Creek Report.

“ 1. Summary

1.1 Introduction

Linebarger Consulting LLC ("LCLLC") has prepared this technical report on the Willow Creek Project in Matanuska-Susitna Borough, Alaska, at the request of Miranda Gold Corp. ("Miranda").

The purpose of this report is to provide a technical summary of the Willow Creek Project, including the first estimate of the Mineral Resources for the Coleman zone. It contains Inferred mineral resources where limited sampling and reasonable assumptions regarding geological and grade continuity have been applied, but not verified by drilling. Mineral resources are not mineral reserves and do not have demonstrated economic viability.

This report was written in compliance with disclosure and reporting requirements set forth in the Canadian Securities Administrators' National Instrument 43-101, Companion Policy 43-101CP, and Form 43-101F1.

1.2 Property Description and Ownership

The Willow Creek Project is located within the historic Willow Creek Mining District in south central Alaska, 121 km (75 miles) northeast of Anchorage. The center of the Willow Creek district is 32 km (20 miles) north of the Knik Arm, a northeastern extension of Cook Inlet. The Willow Creek Project lies along the southwestern margin of the Talkeetna Mountains, and includes the historic Lucky Shot, War Baby, Coleman and Murphy mines and prospects. The Willow Creek Project is situated 40 km (25 mi.) northeast of the town of Willow, in Matanuska-Susitna Borough, Alaska. See Figure 1.1.

The Willow Creek Project can be directly accessed by the well maintained Hatcher Pass – Willow-Fishhook road to Craigie Creek road. Willow, 40 km (25 miles) west is the nearest community. Supply centers may be available in Wasilla, approximately 1 hour south of the project site.

Miranda paid Alaska Hardrock Inc. (AHI), the property owner, an initial payment of \$50,000 on November 15, 2013 followed by a subsequent payment of \$100,000 to secure the first year lease. The term of the lease is eighty years. The lease includes 75 patented claims and 62 state claims covering approximately 3,561.2 hectares (8,800 acres).

The lease is subject to annual payments of \$150,000 and if production is achieved, a two (2) percent net smelter return royalty from production derived from patented lands and a four (4) percent royalty from state claims. Miranda will pay AHI the annual lease payment until such time as a combination of lease payments and royalties exceeds \$2.7 million, after which only royalty payments are required. The lease includes the Coleman, Lucky Shot, War Baby, Murphy, Nippon and Gold Bullion properties. Refer to Figure 1.2.

Figure 1.1 - Willow Creek Project Location

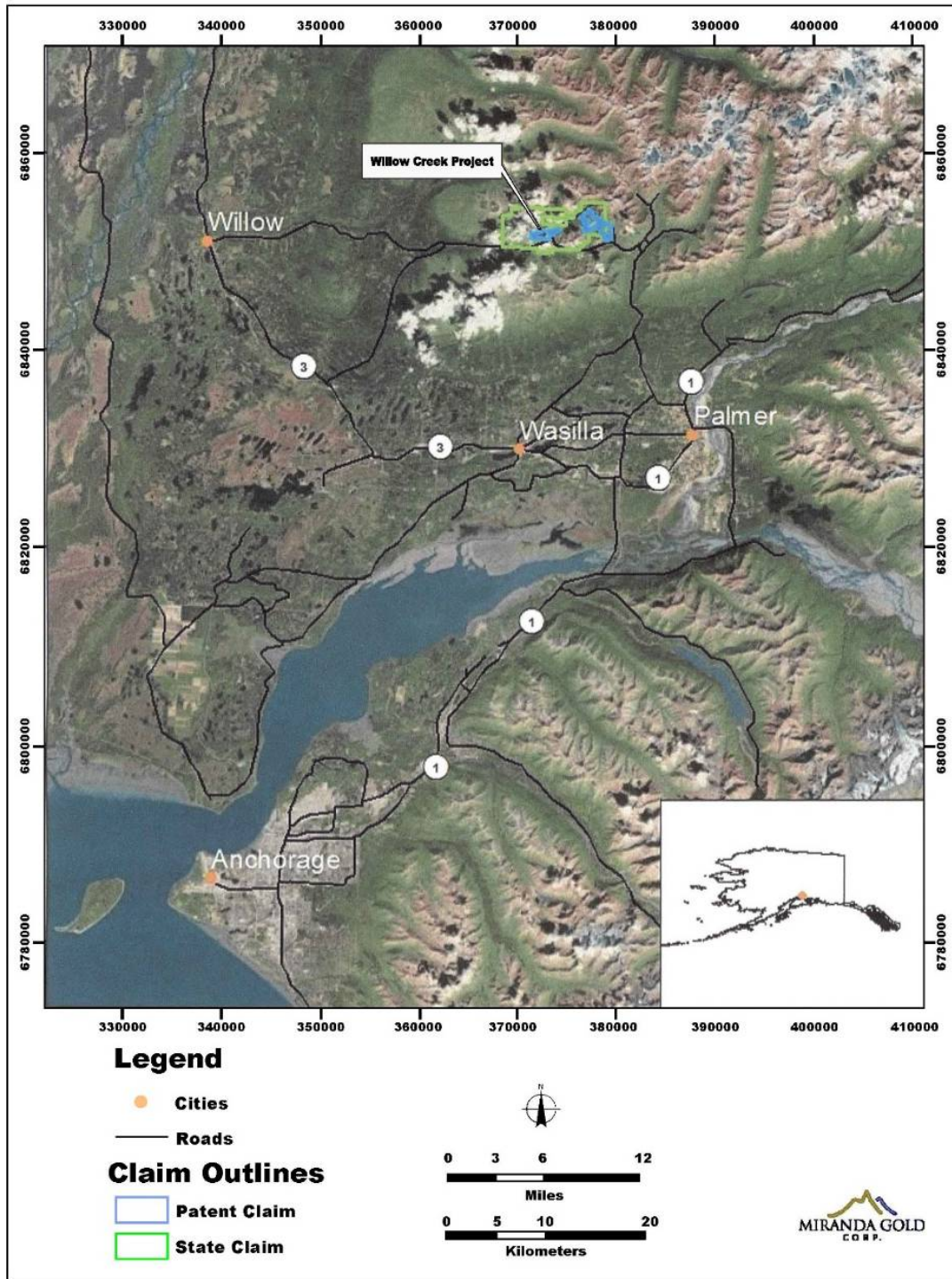
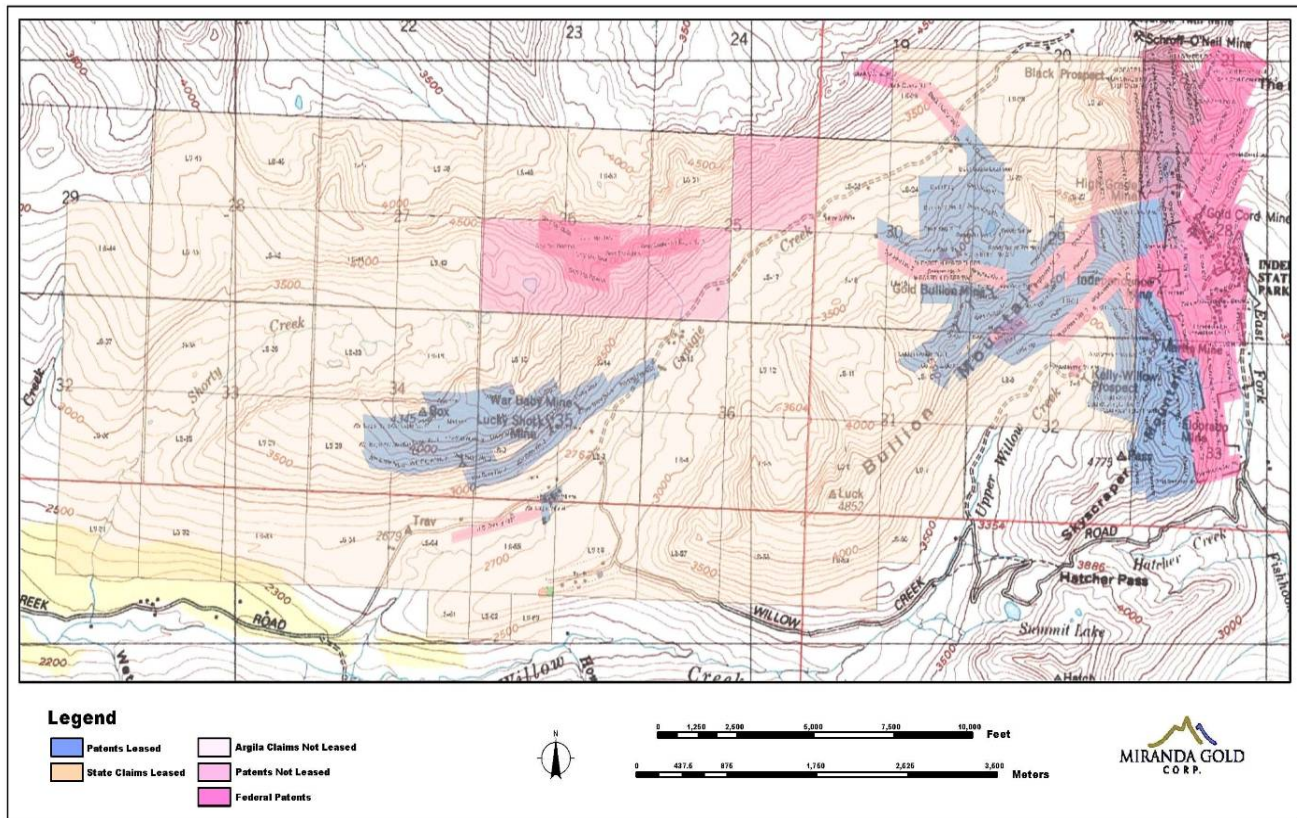


Figure 1.2 – Willow Creek Project Land Status Map



(Source: Miranda, 2014)

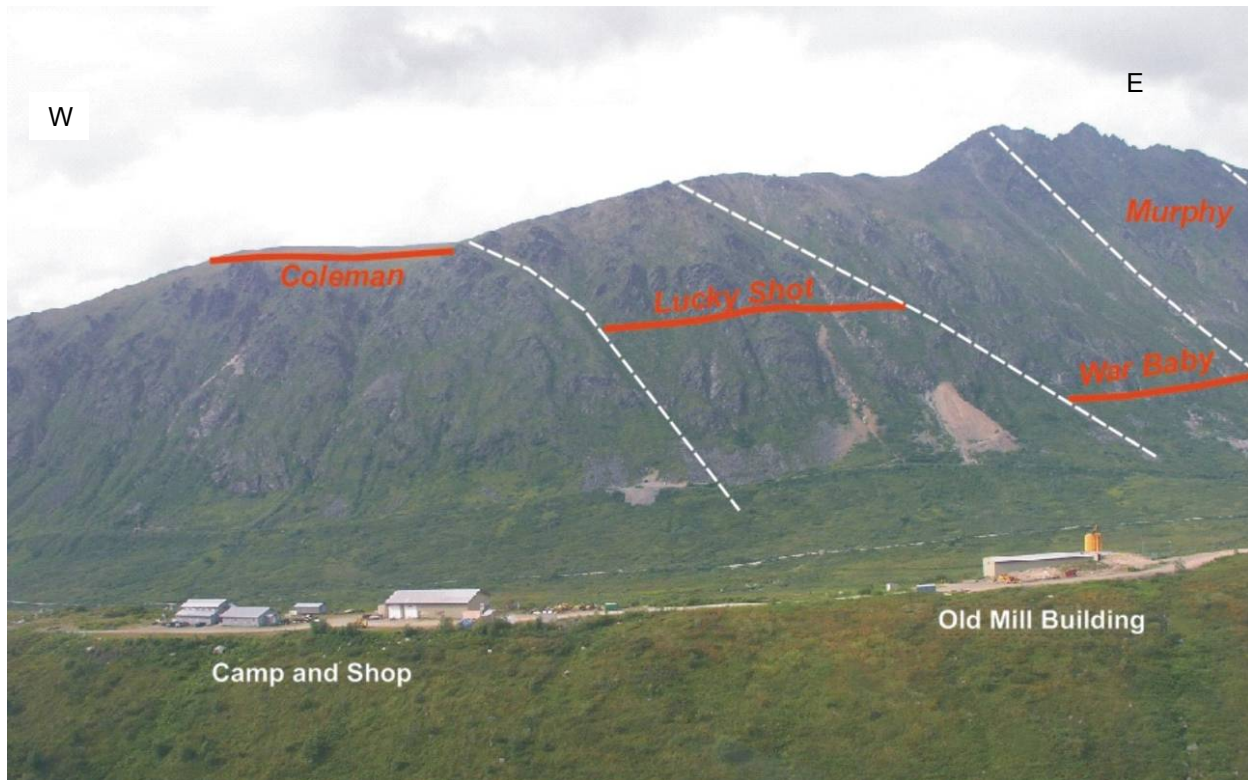
There are no permits relative to exploration or mining activities that are currently (2014) in place. Full Metal Minerals (“FMM”) a predecessor of Miranda had permits in place for exploration drilling, and test mining and milling of 10,000 tons from the Coleman Mine and Lucky Shot Mine during the period they held the property between 2005 and 2009. Authorization for simple exploration activities may be acquired without extensive environmental baseline work. All exploration permits for the Lucky Shot project would be issued by the State of Alaska, not the federal government, and would not require public notice.

The Willow Creek Project has no outstanding environmental liabilities, but if a historic tailings pond was incorporated into new mining a reported cyanide plume would require a monitoring program including aquifer test wells.

1.3 Geology and Mineralization

The Lucky Shot vein is characterized by four vein segments or blocks of the same vein transected by northwest high-angle post-mineral faults. The four segments from west to east are the Coleman, the Lucky Shot, the War Baby and Murphy. See Figure 1.3.

Figure 1.3 - Willow Creek Project Vein Segments (looking north)



(Source: Full Metal Minerals, 2008)

Historic mining was conducted on the Coleman, Lucky Shot and War Baby segments; the Murphy is a new vein segment discovered by FMM drilling. The strike and depth of the Murphy vein is unknown.

Mineralization in the district can be classified as mesothermal gold veins. Other districts with mesothermal veins including the Mother Lode gold belt of California have extensive strike and dip extent and high grades averaging over 34.24 g/t (1 oz/ton).

The Lucky Shot mesothermal vein is hosted in shears within the Late Cretaceous Willow Creek quartz-diorite pluton on the southern margin of the Talkeetna Batholith. The main quartz vein in the Willow Creek Project area has an azimuth of about 277° with a variable dip from 20 to 45° north-northeast. Within the Coleman zone the average thickness of the vein is 0.83 m, ranging in thickness from 0.25 to 3.5 m (0.82 to 11.5 ft.) in an area 400 m by 250 m (1300 by 820 ft.). Vein widths range from 0.6 m (2 ft.) to 4.3 m (14 ft.) wide. In the Lucky Shot mine, up to 3.7 m (12 ft.) wide in the War Baby, and are up to 0.98 m (3.2 ft.) in the Murphy Block (Stoll, 1997). The vein zone contains a network of 1 to 3 anastomosing veins. The majority of the vein is composed of massive, white to gray-blue quartz with two percent sulfides and visible gold. Banded textures and crosscutting healed breccias are common. Visible gold primarily occurs along or near quartz vein margins and less commonly as particles in joints within the vein. Gray-blue quartz indicates an abundance of sulfide or telluride. The sulfides include pyrite, arsenopyrite, chalcopyrite, galena, and tetrahedrite. Some of the fine-grained sulfides are associated with gold, and tellurides can be indicative of higher gold grades. Minor calcite and ankerite are noted as gangue with quartz. The veins have 4 m (13 ft.) wall rock alteration selvages with abundant chlorite, sericite, pyrite, calcite and carbonate and narrower selvages of intense sericite $\pm$ silicification. Quartz-diorite wall rock contained within the vein is sericitized and silicified. The veins are both broken and well healed locally. The wall rock contact of the vein is usually sheared and clayey and the vein breaks cleanly away from the footwall or hanging wall quartz-diorite in workings.

1.4 Exploration and Mining History

The Coleman zone of the Lucky Shot Mine was initially explored and mined by the company Willow Creek Mines during the early 1940's. Mining was ended by the war act of early World War II and shortages of labor and low capital availability after the war inhibited reopening the mine. The company Enserch Exploration explored the Coleman zone as part of their larger program exploring the Lucky Shot vein in the 1980's. FMM's explored Lucky Shot vein segments and conducted a small development and test mining program on the Coleman vein segment between 2005 and 2009. FMM suspended operation and ventured the project to Harmony Gold due to financial problems.

Until 1959 the Willow Creek district was the third largest lode gold producer in Alaska after the Chichagof and the A-J Mines in southeast Alaska. Early development in the Matanuska-Susitna Valley and the construction of the Alaska Railroad contributed to the development of gold and additional discoveries in the Willow Creek District (Capps, 1940). The Lucky Shot segment of the vein was discovered in 1918. The majority of the production from the district occurred between 1909 and 1942. The Lucky Shot Mine is credited with the production of greater than 250,000 ounces of gold before being shut down by the War Act during World War II.

1.5 Drilling and Sampling

During the field seasons 2005 through 2009, FMM completed exploration and drilling on their Lucky Shot Gold Project. The exploration program discovered and outlined a broad zone of mineralized quartz veins south-west of and up dip from the historic Coleman workings.

FMM drilled a total of 180 core drillholes between 2005 and 2009 on their Lucky Shot Project. One hundred and seventy-three core drillholes (173) were in the Lucky Shot mine area and seven (7) core drillholes were drilled near the Nippon Mine.

1.6 Metallurgical Testing

The Willow Creek district contains deposits of free milling ores that have historically reported up to 97% recoveries using simple gravity and flotation.

FMM completed gravity testing that resulted in recoveries of up to 78.3%. Flotation testing by FMM was either not completed or results are not available.

1.7 Mineral Resource Estimation

The mineral resource estimate presented in this report is generated from drill hole sample data and interpretation of a geologic model which is related to the spatial distribution of the gold mineralization. Interpretation characteristics have been defined based upon the geology, drill hole spacing and geostatistical analysis of the data. The resources have been classified by their proximity to sample locations (drill holes) and are reported in accordance with standards set by NI43-101. Analysis of the drill sample database shows that it is complete, well maintained and acceptable for the purposes of resource estimation. The resource model has been developed in accordance with accepted industry standards resulting in a mineral resource defined within the Measured, Indicated and Inferred categories.

The Willow Creek Project – Coleman Zone - Mineral Resources is presented in Table 1.1. The 7 g/t cutoff for gold mineralization is suggested as an operating cutoff grade and is based upon assumptions derived from operations with similar characteristics, scale and location. This report includes estimates for mineral resources. There are no mineral reserves prepared or reported.

Table 1.1 - Willow Creek Project – Coleman Zone - Mineral Resources

Measured			
Cutoff Grade (g/t) Au	Tonnage above cutoff (tonnes)	Grade above cutoff (g/t) Au	Troy Ounces
7.0	11,500	28.5	10,500

Indicated			
Cutoff Grade (g/t) Au	Tonnage above cutoff (tonnes)	Grade above cutoff (g/t) Au	Troy Ounces
7.0	67,200	23.9	51,600

Measured and Indicated			
Cutoff Grade (g/t) Au	Tonnage above cutoff (tonnes)	Grade above cutoff (g/t) Au	Troy Ounces
7.0	78,700	24.6	62,100

Inferred			
Cutoff Grade (g/t) Au	Tonnage above cutoff (tonnes)	Grade above cutoff (g/t) Au	Troy Ounces
7.0	5,300	24.2	4,100

Numbers may not sum correctly due to rounding and conversion.

Grade estimation has been defined based upon geology, drillhole spacing and geostatistical analysis of the data. The resources have been classified by their proximity to the sample locations and are reported, as required by NI43-101, according to CIM standards on Mineral Resources and Reserves.

The resource estimation for the Willow Creek project comprises only the Coleman zone west of the Lucky-shot mine. Resources for the project are hosted in narrow shallow-dipping quartz veins in tonalite quartz diorite. The resource model accommodates future mining scenarios by including footwall and hanging wall grade estimations to emulate waste rock dilution in any stope design.

Drilling orientation is perpendicular to the strike of the veins using 4 to 6 angled drillhole fans per drill site. Sampling was detailed within the vein structures and also extended several meters into the footwall and hanging wall granitic wall rock. Core was logged for and then sampled by geological limits and for the most part sample intervals represent sharp grade boundaries.

Grade estimation used inverse distance to the fifth power ($1/d^5$). Successive trials using lower exponent values suggested using this method. For the Coleman resource, block grades are dependent upon a few samples of high metal value. To preserve grade, the fifth power estimator was used minimize the difference between the block grade and nearby composite sample grade.

The above mineral resource estimates are for veins for which there is adequate data to permit such estimates. There are no indications that these veins are closed off and, given the consistent nature of the vein mineralization, the Author expects that additional drilling will allow the resource to be extended further, particularly down dip.

Metallurgical test results conducted by FMM indicate that composite samples studied are amenable to gold recovery by gravity concentration, but flotation and cyanidation should also be evaluated for optimum recovery. The Coleman resource if economic is expected to be mined by underground methods. The assumed mining method is inclined room and pillar, with stopes mined using hand held drills and slushers. This method is selective and ideal for high grade, shallow-dipping deposits such as the Coleman. Selective mining will maximize mining recovery and minimize dilution without using backfill. Waste mined during vein extraction could be split-blasted separately to achieve minimum dilution and to maintain efficient operating height in the stopes. The resource available for potential underground mining assumes a vein with a mean thickness of less than 1 m. Material mined that is less than the economic cutoff could be left in the stopes.

1.8 Conclusions and Recommendations

This report provides a NI 43-101 compliant resource for the Coleman zone of the Willow Creek Project. The resource is based upon FMM 2005-2009 core drilling.

The results of this drill program are the basis for the estimate of mineral resources for the Coleman zone. The vein system within the Coleman resource area has been extensively drill tested from the surface and further sampling either by drilling or drifting may be less expensive underground.

Gold mineralization at the Willow Creek Project is hosted within a mesothermal vein system. Mesothermal vein systems can extensive mineralization down-dip and along strike. The drilling program by FMM was conducted in a professional manner during the successive years of the program. Minor problems with the drill program were resolved to the satisfaction of the Author.

The analysis of FMM drilling has produced a reliable estimate of the resources for the Coleman zone. As with most narrow vein systems, information density directly effects confidence in the resource estimate. In the Coleman, the drilling density is sufficient to provide a good estimate of tonnage and grade. Successful historic mining of the style of mineralization within the Coleman block and high drill density may reduce risk on the Willow Creek District.

Logistics and permitting problems may increase risk in the Willow Creek District. The permitting period is not expected to be lengthy but the project occurs within the Hatcher Pass recreational “view shed” and visual impacts will have to be addressed in permitting. Steep terrain and the location of the resource may impose increased capital requirements for mine access and materials handling.

Historical operations produced small tonnages from high-grade ore-shoots within the vein system. Economic viability of the Willow Creek project will depend upon operator skills, minimizing capital requirements, and processing that results in high gold recovery.

Mineral resources for the Coleman deposit conform to generally accepted CIM “Estimation of Mineral Resource and Mineral Reserves Best Practices” Guidelines. In the opinion of the Author, the block model resource estimate and resource classification reported are a reasonable representation of the gold mineral resources found in the Coleman deposit. Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no certainty that all or any part of the mineral resource will be converted into mineral reserve.

The Author recommends that Miranda conduct engineering and metallurgical studies that would support the preparation of a Preliminary Economic Assessment (PEA) of the Coleman resource.

Recommendations to direct exploration efforts a potentially add materially to the resource are listed below:

- Map and systematically sample accessible historic workings in the Coleman mine
- Complete an underground survey of the accessible underground workings
- Develop a 3D model of the Coleman, Lucky Shot and War Baby workings based upon the historical surveys and sampling. Stope maps and sampling may determine trends of mineralization.
- Develop and maintain a bulk density program from drilling and underground sampling.
- Conduct additional surface drilling and underground sampling at the Willow Creek project”
- Conduct underground drilling after Enserch Adit is extended to intercept the Lucky Shot Vein.

- End of extracted summary of the Willow Creek Report -

MIRANDA'S REMAINING NEVADA PROPERTY

The following summary table identifies the nature of our ownership or interest in the remaining Nevada property, describes our interest in the property, describes the type, names, number, unique identifying numbers and the approximate size in acres of the project.

Property	Ownership/ Owner	Lease Terms	Type of Claim	Claim Names	No. of Claims	BLM Serial #s	Acres (approx)	Option Agreement
Red Canyon	Leased/Red Canyon Corp.	see project description	Federal Lode - BLM	ICE	237	NMC342174-314, NMC371945-74, NMC454017-29, NMC692725-71, NMC695046-51	4,896	Montezuma Mines Inc.
Red Canyon	Leased/Red Canyon Corp.	see project description	Federal Lode - BLM	NC	17	NMC1020836-47; NMC1020862-66	351	Montezuma Mines Inc.

As at the date of this Annual Report, Miranda's funding partner is exploring and advancing the following project in Nevada: Red Canyon

Red Canyon Project, Eureka County, Nevada

Nature of interest and terms of acquisition

The Red Canyon project consists of 254 unpatented lode-mining claims covering approximately 5,248 acres along the Battle Mountain-Eureka Gold Trend in Eureka County, Nevada.

On November 18, 2003, the Company entered into a 20-year mining lease with option to purchase for the Red Canyon property, Eureka County Nevada with RCC. The lease is maintained by payment of minimum annual advance royalty payments. Upon completion of a bankable feasibility study, Miranda can exercise the option to purchase by payment to RCC of US\$1,000 and is subject to RCC retaining a sliding scale NSR royalty between 3% and 5% depending on the price of gold. The Company will have the option to buy two percentage points of the NSR for US\$1,000,000 per percentage point.

Funding partner agreements

From October 13, 2004, until April 10, 2006, Newmont held the property under an exploration agreement with an option to form a joint venture. Newmont paid Miranda US\$30,000 at the time of signing the agreement and Newmont incurred US\$454,603 in exploration expenditures prior to terminating the option.

From July 12, 2006, until March 4, 2008, Romarco held the property under an option to joint venture agreement. During the term of the agreement Romarco issued the Company 250,000 common shares of Romarco and expended in excess of US\$500,000 in exploration funding on the project.

On August 1, 2008, the Company signed an exploration and option to enter into a joint venture agreement with Montezuma on the Red Canyon property. Montezuma has completed the US\$4,000,000 in qualifying exploration expenditures to earn a 60% interest.

On August 28, 2015, the Company executed a Project Management Agreement for the formation and organization of a limited liability company ("LLC") to hold the lease and related rights in respect of the Red Canyon, Nevada property and to conduct the operations contemplated under the Project Management Agreement. Having met the expenditure requirements of US\$4.0 million under a now superseded exploration agreement (above); Montezuma owns 60% of the LLC and Miranda owns 40% of the LLC.

Montezuma has also paid Miranda US\$360,000 as consideration for the option to buy-out Miranda's 40% interest in the LLC, with Miranda retaining a 0.5% NSR, upon meeting the purchase conditions during the term of the underlying lease. Until then, Montezuma will fund 100% of the costs of the LLC to maintain and advance

the exploration of the Red Canyon property. If Montezuma fails to fund and meet its obligations pursuant to the Exploration Agreement and underlying lease, it will forfeit its interest in the LLC to Miranda.

Location and means of access to the property

Red Canyon is on the northwestern flank of the Roberts Mountains approximately 92 road miles southwest of Elko, Nevada on the Battle Mountain-Eureka Gold Trend.

History of previous operations and previous operators on the property

Previous exploration by Meridian, Tenneco, Great Basin, Hycroft and Kennecott focused on shallow, oxide gold targets at four separate prospects: Ice, Gexa, Red and Sage. Most of the historic drilling was less than 500 feet deep. Only 14 holes reached depths greater than 1,000 feet.

Kennecott completed KR-001, a 2,500-foot vertical hole drilled at the Ice Prospect, to follow up on surface gold mineralization, in the footwall of the northwest-striking Wall fault. The hole intersected 95 feet of 0.117 oz Au/t from 20 feet to 115 feet in silty carbonate rocks above massive dolomite of the Lone Mountain Formation. Additional drilling in the vicinity of KR-001 intersected disseminated gold including:

KR-001	95 feet of 0.117 oz Au/t from 20 feet to 115 feet
M-9	60 feet of 0.033 oz Au/t from 200 to 260 feet and 40 feet of 0.050 oz Au/t from 320 to 360 feet
RED-96-11	50 feet of 0.030 oz Au/t from 380 to 430 feet
RED-96-06	50 feet of 0.014 oz Au/t from 150 to 200 feet

These holes define a northeast-striking zone of gold mineralization that remains open along strike.

Exploration work completed by Miranda and its funding partners on the property

In 2005, Newmont completed geologic mapping, reinterpretation of geophysical data, 3-D modeling and a gas geochemical survey, followed by 13,115 feet of reverse-circulation drilling in 11 holes. The Company was encouraged by the extent and nature of the alteration found in drill holes from the Gexa and Red targets on the east side of the property. However, gold assays were disappointing, prompting Newmont to terminate the agreement.

Romarco completed 6,070 feet of reverse-circulation drilling in eight holes in late 2007. The holes were selected to drill test several disseminated gold targets based on surface mapping, soil geochemistry and interpretation of pre-existing drilling. Results include 85 feet of 0.046 oz Au/t in drill hole ROM07-01 from 15 to 100 feet at the Ice Prospect. In plan, five drill holes at the Ice Prospect roughly outline a 195 foot by 820 foot zone of gold mineralization that remains open along strike to the northeast. The northeast exploration potential is supported by the five mineralized drill holes, surface rock chip sampling, structural contouring, gravity and geochemistry.

In 2008, Montezuma completed 1:2,000 geologic mapping over the northern half of the carbonate window; collected in excess of 2,000 soil samples; completed a property-wide airborne magnetic survey; and completed 13 CSAMT lines.

In 2009, Montezuma completed 2,295 feet of reverse-circulation drilling in three vertical holes east and northeast of the Ice Zone. All holes intersected altered McColley Canyon Formation, beneath barren volcanic rocks or alluvium, and ended in the Lone Mountain dolomite but failed to detect gold values exceeding 0.01 oz Au/t. Elevated arsenic, mercury, antimony and thallium are associated with zones of low-level gold. Montezuma's drilling indicates that a Carlin-style alteration system is present beneath barren volcanic rocks. Elsewhere in the Cortez Trend the McColley Canyon Formation is a host rock for disseminated Carlin-style mineralization.

Montezuma then completed a three hole, 1,137 foot diamond drill program in November 2009, the first core drilling in over two decades of exploration. Drill holes MR09-05C and MR09-06C were drilled to depths of 151 feet and 178 feet respectively and ended in un-mineralized Lone Mountain dolomite. Both MR09-05C and MR09-06C were collared immediately adjacent to KR-001 and were designed to verify historic drill assays of KR-001 and provide direct observation of alteration, structure and lithologic patterns in the gold-bearing host rocks. Assays and geologic logs are available for KR-001, but no drill cuttings were preserved. Drill holes MR09-05C and MR09-06C were designed to follow-up known gold mineralization at Red Canyon's Ice prospect and as such are not new discovery holes. MR09-05C intersected 119 feet of 0.152 oz Au/t which verified the results in KR-001, but with 30% higher grade and 25% greater thickness. MR09-06C intersected 60 feet of 0.10 oz Au/t. A third hole, MR09-04C, was drilled 1,445 feet east of KR-001 to a depth of 808 feet to test the McColley Canyon Formation, beneath a gold and arsenic soil anomaly, with no significant assays.

In 2010, Montezuma completed an eight-hole reverse-circulation drill program totaling 11,260 feet in the Red Canyon prospect area. Drill results included two mineralized zones in MR 10-01, a vertical hole 1,660 feet southeast of core hold MR09-05C. MR 10-01, intersected 20 feet of 0.050 oz Au/t from 775 to 795 feet and 20 feet of 0.086 oz Au/t from 965 to 985 feet. MR10-01 lies along the projection of mapped folds in an area cut by faults and dikes, all of which appear to be important in localizing gold mineralization at MR09-05C and the Ice Zone. The remaining seven drill holes, MR10-02 through MR10-08, did not intersect gold mineralization exceeding 0.01 oz Au/t.

During 2011, Montezuma completed 15 reverse circulation holes totaling 10,915 ft; the eight holes in their first phase of drilling completed in August (MAD News Release October 12, 2011), and the seven holes in their second phase drilling completed in October (MAD News Release December 8, 2011). The principal target for Montezuma's 2011 drill program was within the Ice target area and is a southeast-trending structural corridor 1,660 feet long that had not previously been drill tested by Montezuma. As currently understood, the northwest end of the corridor is defined by core hole MR09-05C with 39 feet of 0.281 oz Au/t and the southeast end by reverse circulation hole MR10-01 with two 20 feet intercepts with 0.050 and 0.086 oz Au/t. Thirteen of the 15 holes are in the Ice target corridor and the other two provide Montezuma's initial tests of the Juniper Gulch target area about 6,500 feet southeast of Ice. Results of Montezuma's 2011 drilling at Ice, along with their 2010 drilling and historic holes, now indicate two zones within the Ice target area that contain significant drill-indicated gold mineralization: a northwestern zone that includes MR09-05C is about 700 x 400 ft, and a southeastern zone that includes MR10-01 is about 200 x 200 ft. Both zones are open to expansion.

From 2009 to 2011, Montezuma completed geologic mapping, revised stratigraphic interpretations, and ran soil and rock-chip geochemical, CSAMT resistivity, ground magnetic, and gravity surveys. To this date, Montezuma has drilled a total of 26 reverse circulation and three core holes for a total of 25,607 feet. Montezuma conducts its drilling under the BLM approved Red Canyon POO that permits up to 125 acres of total disturbance.

Montezuma's 2012 drilling tested three target areas with a total of six reverse circulation holes totaling 7,435 feet. All of the 2012 drill holes intersected anomalous gold associated with altered rock.

Montezuma's 2013 drill campaign comprised three reverse circulation holes that tested portions of the northwest-trending Wall structural corridor, interpreted from gravity and resistivity surveys, in the Wall (two holes) and Ice (one hole) target areas. The corridor is approximately 1,500 feet wide and at least 13,000 feet long, and includes all or portions of three of the nine identified exploration targets at Red Canyon. Montezuma's 2009 core hole MR09-05C was in the vicinity of interpreted Wall corridor structures in the Ice target area. Montezuma's drilling probed the margins of the Wall corridor for intersections of inferred bounding faults with favorable limestone stratigraphy. All holes intersected calcareous siltstone to limestone and anomalous gold ranging up to 0.051 g Au/t.

Subsequent to the 2013 drill campaign, Montezuma has performed reclamation work on the project including: drill pad and sump "C" including the access road on the west side of the project; drill pads and sump at sites 16, 17, 18, and 19 including the access roads. A total of approximately 11,500 feet (3,500 meters) of roadway have been reclaimed (seeded). In addition, biological and cultural studies have been drafted, as required pursuant to the POO. Work continues on the addition of a northwest extension to the POO.

In total, Montezuma's exploration program to date has included drilling 35 reverse circulation holes and 3 core holes for a total of 35,212 feet.

Rock formations and mineralization

The Red Canyon project is located on the Battle Mountain-Eureka Trend.

On a regional scale, the upper and lower plate rock packages are separated by a low angle, regional fault known as the Roberts Mountains thrust. At Red Canyon, uplift and erosion of the upper plate rocks created a "window" that exposes favorable carbonate host rocks. The "window" exposes strongly oxidized, decalcified, brecciated and silicified lower plate carbonate rocks over a three square mile area. Carbonate rocks at Red Canyon are age equivalent to rocks hosting the Cortez Hills and Pipeline gold deposits.

Four distinct rock packages occur on the project. They include:

- Lower-plate, Silurian to Devonian age carbonate rocks dominated by silty to muddy limestone, calcarenite, fossiliferous limestone, dolomite, siltstone and lesser chert. These rocks are included in the Horse Canyon, Devils Gate, Denay, McColley Canyon and Lone Mountain Formations. Lower plate carbonate rocks are the preferred host for multi-million ounce, sediment-hosted gold deposits along the Cortez and Carlin Gold Trends. Potential stratigraphic host horizons for disseminated gold occur in silty / debris flow units within the Denay and McColley Canyon, at the McColley Canyon-Lone Mountain contact, karst horizons in the Devils Gate, and in silty units of the Horse Canyon.
- Upper plate, siliceous sedimentary rocks of the Vinini and Elder Formations. Chert, siltstone, mudstone and greenstone crop out in the western and southern portions of the project.
- Tertiary volcanic rocks cover lower plate carbonate rocks in the central portion of the project.
- Quaternary gravel / tuffaceous conglomerate deposits form a pediment in the northern third of the property. The pediment is a gently-north sloping surface away from the mountain range where the gravels cover carbonate rocks and potential exploration opportunities.

Geologic mapping illustrates chaotic bedding orientations and the periodicity of structural features at Red Canyon. The project is transected by southeast-plunging folds; and west northwest, northeast, northwest and east northeast-striking faults.

At the surface, hydrothermal alteration in the form of iron oxidation, decalcification, silicification, clay, and barite/stibnite occurrences are exposed over a three square mile area. In the subsurface, select drill holes contain oxidation that locally exceeds 1,000 feet in depth.

Alteration extends to the north under pediment and volcanic rock cover at the Ice prospect. Drilling by Montezuma indicates that a Carlin-style alteration system is present beneath barren volcanic rocks as evidenced by elevated arsenic, mercury, antimony and thallium associated with zones of low-level gold.

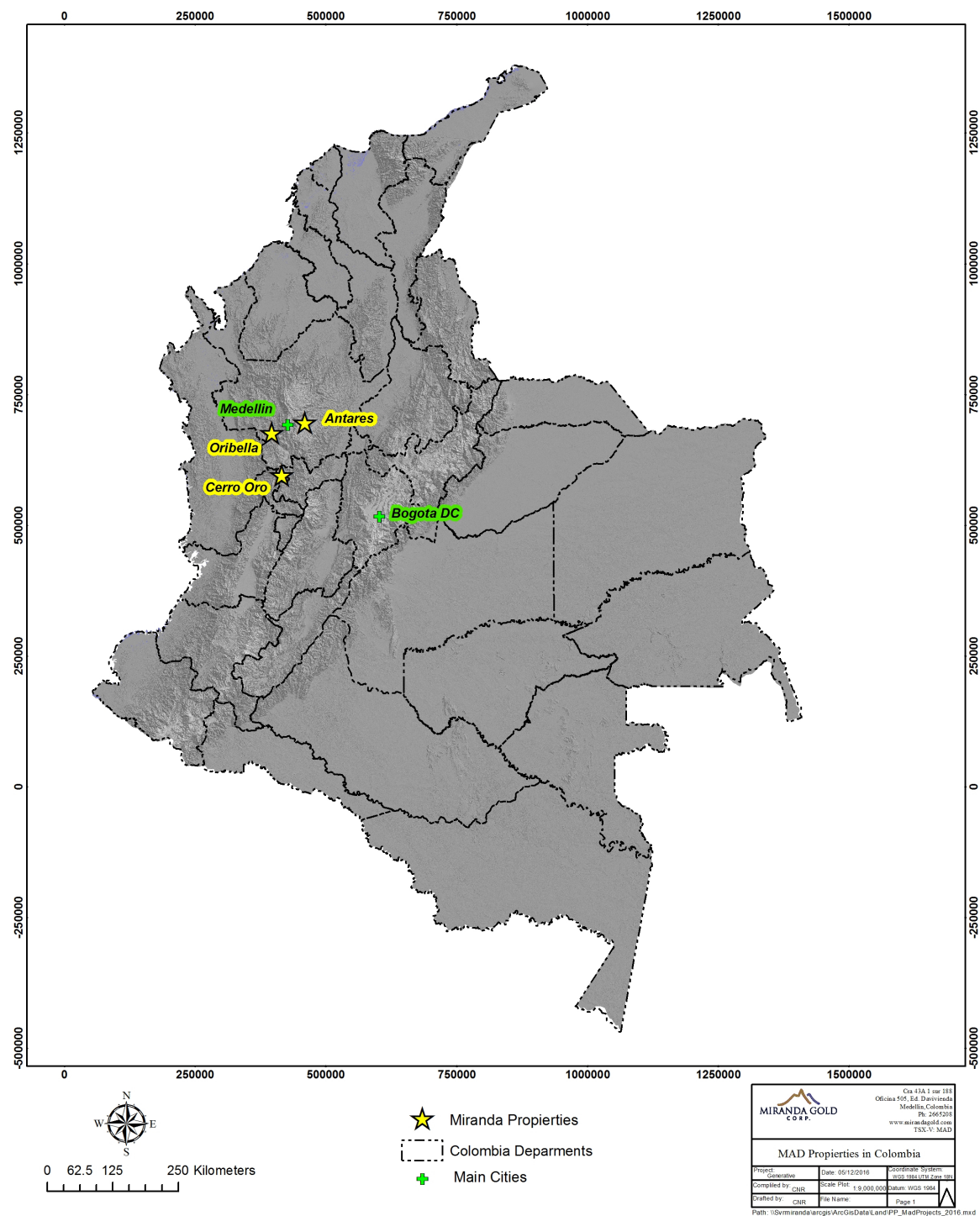
MIRANDA'S COLOMBIA PROPERTIES

Miranda's objective in establishing a presence in Colombia is to balance the Company's generative work in Alaska by making an entry into an under-explored frontier area that is experiencing a relatively high rate of multi-million ounce gold discoveries.

The following summary table identifies the nature of our ownership or interest in the Colombia properties, the type of claim, number of claims, and the unique identifying numbers.

Property	Ownership / Owner	Type of Claim	No. of Claims	Serial Numbers	Option Agreement
Antares	ExpoGold Colombia SA / Miranda Gold Colombia II	Applications	2	OG8-08042 & OGN-11491	Open
Antares	Activos Mineros de Colombia SAS / Miranda Gold Colombia II	Applications	5	OG2-095310; PKC-10311; PKO-08531; QDO-10291; PDO-08001	Open
Antares	Miranda Gold Colombia II	Applications	3	OG2-084816; OG2-085116; QF9-08011	Open
Cerro Oro	Antonio Alvarez / Miranda Gold Colombia II	Applications	2	LHB-11031; OG2-08131	Formerly Prism, now open
Oribella	Miranda Gold Colombia II	License & Concession	1 license; 1 concession	B7647005	Open

The following is a location map of our properties in Colombia:



Antares, within the department of Antioquia, Colombia

Nature of interest and terms of acquisition

On October 9, 2015, the Company executed an option agreement (the “Antares Option”) by and among Activos Mineros de Colombia S.A.S. (“AMC”), the Company, and the Company’s subsidiary MAD II, and the Colombian Branch of MAD II to acquire the Antares property, with minimum operation payments due and a share issuance by the Company according to the Antares Option. Upon commencing commercial production (as defined in the agreement), the minimum operation payments will cease and the payment of a 1.8% NSR royalty will commence.

Miranda paid US\$60,000 on October 9, 2015, with a second payment of US\$60,000 due (and paid) on October 9, 2016. A \$70,000 payment will be due within 30 days of the registration of the mining concession in the National Register of the core application and subsequent annual payments will be required on the anniversary of that registration date until the payments of a 1.8 % production royalty commence from commercial production. The Mining Lease is for fifty years. Annual work requirements to a cumulative US\$2.0 million are required over six years, but this work commitment can be suspended for any two-year period that Miranda does not have a partner funding work at Antares.

The Antares project covers a large intrusive related gold system with both veinlet and sheeted fracture controlled gold mineralization. The combined project covers 10,500 hectares. It is located 20km east northeast of Medellin and 45km west-southwest of the Gramalote deposit within the Antioquia Batholith.

Funding partner agreements

Formerly, Antares was the subject of the January 23, 2013, as amended October 25, 2013, strategic alliance agreement (“Alliance Agreement”) between the Company and Agnico for precious metal exploration in Colombia. Under that Alliance Agreement, the Company and Agnico shared funding 30:70, respectively, in generative exploration expenditures, with Miranda as operator.

Miranda is currently seeking a joint venture partner for Antares.

Exploration work completed by Miranda and its funding partners on the property

Antares is a grass roots generated project. Initial prospecting in the area led to a large-scale stream sediment-sampling program that showed widespread anomalous gold values in most drainages. Follow-up of these anomalies led to systematic channel sampling of a historic large hydraulically mined open cut referred to as the Santa Rita pit.

Previous systematic 2m-interval channel sampling by Miranda within the Santa Rita hydraulic pit shows an area of 310m by 160m of near continuous mineralization where sample intervals composite above 0.4 g Au/t. The better continuous runs of channel samples within the larger anomaly include 32m of 1.24 g Au/t and 18m of 1.5 g Au/t. This mineralization is open in two directions and extends to the limit of the pit. A small road cut exposure approximately 150m north of the pit limit shows 4m of 2.6 g Au/t and this mineralization may be continuous with the mineralization in the pit.

Miranda sampling shows that the central project area is within the footprint of a very strong stream sediment anomaly that covers approximately 12sq km. Of fifteen stream sediment samples that make up this anomaly, all are more than 100ppb, and seven of fifteen are greater than 500ppb Au with a high of 9,820ppb Au. Numerous other high-grade stream sediments samples require follow-up and definition elsewhere on the project.

Gridded soil sampling was conducted in the area of the Guaricu Pit. A significant anomaly is indicated at a 50 ppb cut-off with high values of 280 ppb Au. This anomaly is 800 m long and 100 to 200 m wide and open to the northeast and southwest.

Rock formations and mineralization

Miranda's exploration model at Antares is for an intrusive-related sheeted vein-fracture system analogous to the Gramalote deposit. The resource at Gramalote consists of five or more parallel, northeast mineralized zones. These zones probably reflect structures of a regional dilational framework that is also prevalent and important for exploration at Antares. Gramalote (4M ounces gold, owned by B2 Gold and Anglo Ashanti), is a large intrusive related gold system that is noted for large areas of historic open cut hydraulic mining. Similarly, the Antares project contains eight large pits that were a result of historic hydraulic gold mining of in situ weathered granite. Mined areas commonly show subparallel high density fracturing and veinlets within the granitic host rock. Clays and hematite are the dominant alteration types; locally veins show distinctive alteration selvages that may be relict feldspar and potassic alteration. The dominant structures on both the fracture scale and project scale are northeast. An alignment of hydraulic workings and adits suggests that the Antares mineralization extends for 5.5km.

Exploration Plans

Exploration is planned in and around the Santa Rita pit while identifying other mineralized zones along the 5.5km trend, especially within the area of the large stream sediment anomaly. Soil sampling initiated near the Guaricu Pit show good detection response and gridded soils will eventually be extended from the Guaricu Pit to the Santa Rita pit. This area is all within a footprint of very anomalous stream sediments.

Cerro Oro, within the department of Caldas, Colombia

Nature of interest and terms of acquisition

The Cerro Oro project covers a total of 1,584 square hectares (6 square miles) and lies within the department of Caldas.

On January 16 2013, the Company entered into a lease agreement on the Cerro Oro property (the "Cerro Oro Option") which required payment of US\$10,000 on signing and a payment of US\$80,000 upon conversion of the application to a license. To maintain the lease, annual escalating payments that total \$625,000 over five years will be required and thereafter annual payments of US\$135,000. The project is also subject to a 1.2% production royalty and a per-ounce bonus for Measured and Indicated NI 43-101 compliant Resource and Reserves.

On April 1, 2014, an exploration contract for the Cerro Oro project was issued by Agencia Nacional de Minería ("ANM").

Funding partner agreements

On June 23, 2014, the Company entered into a share purchase agreement ("SPA") and a shareholder agreement ("SA") with Prism. Pursuant to the SPA, Miranda assigned 70% of the shares of MAD V to Prism. The activities of MAD V were governed by the SA.

After spending \$700,000 - the obligation amount - Prism terminated the SPA and SA, with effect from October 31, 2016. The 70 shares of MAD V were returned to Miranda.

Miranda is currently seeking a joint venture partner for Cerro Oro.

Prism had issued 200,000 common shares of Prism to Miranda, currently valued at \$18,400, and had reimbursed Miranda for US\$90,000 of lease fees that were paid by Miranda to the underlying leaseholder. During the August 31, 2015 fiscal year, Prism reimbursed Miranda \$12,189 for certain expenditures incurred prior to the execution of the SA.

Location and means of access to the property

Cerro Oro covers approximately 700 hectares and lies within the Caldas department approximately 120 km south of Medellin or approximately midway between the Gran Colombia's historic epithermal Marmato project and Batero Gold's porphyry gold-epithermal Quinchea projects in the prolific Middle Cauca Gold Belt.

History of previous operations and previous operators on the property

Informal miners have developed workings on thin veins of quartz-adularia-pyrite and also excavated local bladed quartz after calcite textures. Adularia and bladed texture is a common feature of the productive parts of low sulfidation gold systems and can be associated with bonanza veins.

Outcrop exposure is limited to creek beds but these exposures suggest alteration and mineralization occurs over two square kilometers. Alteration seems to occur within the damage zone of a northwest-trending structural zone up to 600 meters wide. Notably it is common to recover fine free gold by panning crushed outcrop samples and artisanal miners are locally recovering free gold from *in situ* sap-rock by small-scale hydraulic mining. Informal miners are also recovering a significant portion of gold from veins and fractures using a simple gravity circuit without any chemicals.

Exploration work completed by Miranda and its funding partners on the property

At Cerro Oro gold-silver mineralization is hosted in sericitically and argillically altered 2-3MA volcanic tuffs and flows of the Colombia Formation associated with extensive multidirectional hematitic fractures zones. This formation overlies porphyry systems elsewhere in the Cauca Belt. Gold has a geochemical association with arsenic, mercury and antimony and generally low or background base metal values. Discreet veining is restricted although inferred late-stage quartz-stibnite-gold veins occur locally. Outcrop exposure is limited to creek beds but these exposures suggest alteration and mineralization occurs over two or more square kilometers. Alteration seems controlled predominantly along a northwest-trending structural zone up to 600 meters wide. Notably it is common to recover fine-grained free gold by panning crushed outcrop samples and artisanal miners are locally recovering free gold from *in situ* rock by small-scale hydraulic mining. Surface exposures are intensely weathered and oxidized but one subcrop exposes mineralization that is typified by close-spaced, pyritic, generally open fractures with minor silica selvages. Miranda infers that alteration and mineralization style at Cerro Oro represents a fracture-controlled to disseminated, low-sulfidation epithermal gold system and an initial bulk-tonnage target is presented. Limited reconnaissance mapping and prospecting suggests alteration is zoned from argillic to siliceous alteration with depth and that the alteration cell at Cerro Oro may have a spatial and structural relationship to porphyry-style mineralization several kilometers away.

Miranda has completed geologic mapping and extensive 2-meter channel sampling. Approximately 416 channel samples have been taken. Twenty percent of those samples assayed greater than 0.2 g Au/t. Multiple sub-parallel one to two meter width veins were identified within an area of alteration greater than 1 sq km. Locally veins, vein wall rock, and rock unrelated to veins are significantly mineralized. Veins assay as high as 2m @ 12 g Au/t and wall rock and country rock where significantly mineralized assay from 0.5 to 3.0 g Au/t. Samples unrelated to veins have widths up to 6.5 m @ 1.98 g Au/t. These widths and assays come from a database including all rock types, containing assays ranging from non-detectable to 12 g Au/t, with a median value of approximately 0.15 g Au/t. The highest assay reported was 28 g Au/t. Past work involved permitting several trenches that are designed to test for mineral continuity between several of the artisanal underground workings. Based on the trench results, drill targets were defined.

In the Summer of 2016, Prism and Miranda "scout" drill-tested Cerro Oro, where mapping and sampling indicated the potential for multiple high-grade gold veins occurring within broader zones of lower grade disseminated and fracture controlled mineralization. The original planned program called for four to five angle holes totaling 1,200 meters. Due to failure to obtain important surface easements in a timely manner, the drill program was limited to three angle holes totaling 472 meters. Miranda will continue to work on easement agreements. All three holes completed have significant mineralization.

Cerro Oro drilling highlights (*refer to Table below*):

- **CO-001: 1m @ 3.67 g Au/t** in a locally coliform, sulfide-quartz breccia, interpreted to be a down-dip and strike extension of the “Victoria Vein”.
- **CO-003: 1.45m @ 3.53 g Au/t** in a heterolithic, matrix supported hydrothermal breccia that forms a contact zone with a dacite porphyry dike. The main breccia is subsequently injected by finer “fluidized” breccia. Several crosscutting sulfide veinlets occur in matrix and clasts. This is a newly recognized mineralization style on the project and indicates complexity and multi-stage mineralization in the system.

The Colombian Ministry of Interior notified Miranda that a “*Consulta Previa*” with nearby indigenous peoples would be required for any additional work on the project. Miranda has started the “*Consulta Previa*” process, and intends to pursue it expeditiously.

Miranda drilling demonstrated a proof of exploration target concept, and encountered significant multi-stage, telescoped primary epithermal and possible secondary porphyry-style alteration. This alteration and mineralization complexity was not recognized previous to core drilling. The geometry of the “Victoria Vein” and other veins and vein-breccia were defined, which will help design follow up drilling.

These drill results show a strike extent of 130 m along the “Victoria” fault-breccia-vein zone extending from the surface to a depth of 80m. Gold mineralization is strongly correlated with mercury (to 9.6 ppm), antimony (to 139 ppm), arsenic (to 1,900 ppm) and zinc (to 4,740 ppm). No other elements show appreciable elevated values.

In conventional zoning models for epithermal systems, high level to low level elemental occurrences are - Mercury -> Antimony -> Arsenic -> Gold. In the same zoning models, gold is typically minor or absent in the mercury zone and gold begins to occur more strongly at the deepest extent of antimony, while the highest gold grades occur where arsenic begins to diminish as a major element. Zinc is associated with gold in many South American epithermal deposits, and the gold-zinc association at Cerro Oro compares favorably to the same relationship seen at nearby Marmato. Using the same exploration zoning model, Marmato would occur with similar abundant zinc and adularia, but below the zone of mercury-antimony observed at Cerro Oro.

Below is a table of significant drill results defined as 1m or greater, greater than 0.300 g Au/t. True thickness cannot be estimated but all holes are angled to test high-angle vein-faults with an approximate 72° southeast dip:

HOLE NUMBER	Interval (m)	Length (m)	Grade (g Au/t)
CO-001	30 to 41.7	11.70	0.388
<i>including</i>	30 to 35.7	5.70	0.633
CO-001	56.0 to 60.7	4.70	1.374
<i>including</i>	57.7 to 58.7	1.00	3.670
CO-001	78.5 to 80.5	2.00	0.546
CO-002	65.2 to 66.2	1.00	0.679
CO-002	122.2 to 125	2.80	0.866
<i>including</i>	122.2 to 123.8	1.60	1.170
CO-003	22.3 to 23.4	1.10	1.250
CO-003	34.6 to 36.5	1.90	0.364
CO-003	66.15 to 67.60	1.45	3.530

All five plus-1g Au/t intercepts contained either banded quartz vein or vein-breccia over 1m or greater. The minus-1g Au/t intercepts contained pyritic stockwork or sheeted pyritic veinlets and disseminated pyrite. Fine-

grained adularia is associated with all gold occurrences. Some breccias contain matrix supported, mineralized clasts that may be explosively injected from lower depths. Breccias are from 6 m to 20 m wide, although the significant gold intervals within them are narrower. However in CO-001, 4.7 m of mixed banded vein and vein-breccia are significantly mineralized.

Alteration is typified by abundant mixed clays and more local silicification. In core, up to four cross-cutting events are observed. Adularia has two habits of occurrence - both as vein and veinlet selvages or pervasive within other alteration.

This limited drill program tests 130m of a system that has a mapped 1.5km strike and 600m width. Miranda believes that intercepting multiple mineralized zones justifies continued drill tests of the large epithermal gold system at Cerro Oro. Widely used epithermal zoning models suggest higher gold grades are highly permissible below a near surface zone one of high mercury and antimony.

Miranda intends to do gridded auger soils over the entire alteration zone and, where possible, determine clay species in soil pits, surface exposures and existing drill core. Gridded soils should indicate the centers of stronger and more continuous areas of gold mineralization. Areas of high-temperature illite may indicate upwelling fluid centers above high-grade mineralization. After modeling structural-dilational controls, future drilling will be designed to test below the mercury-antimony zone.

Rock formations and mineralization

Miranda infers Cerro Oro represents a fracture-controlled to disseminated, low-sulfidation epithermal gold system. Ore fluids have apparently flooded the porous Combia tuffs to create a bulk minable target, although high-grade bonanza veins are typical of a low-sulfidation system and probably develop as drill targets in less porous rocks under the surface tuff.

Oribella, within the department of Antioquia, Colombia

Nature of interest and terms of acquisition

On May 13, 2014, the Company acquired the Oribella project, in the Antioquia Department of Colombia. This new project was acquired through a purchase agreement with Antioquia Gold Inc. ("Antioquia Gold"). The Oribella project comprises one exploration license and one application. Of the first-year acquisition costs of \$62,715 incurred in the year ended August 31, 2014, 70% was recovered from Agnico (\$43,901) according to the Amended Alliance Agreement.

During the fiscal year ended August 31, 2015, an additional \$57,579 was spent on acquisition costs, and 70% of this (\$40,305) was recovered from Agnico according to the Amended Alliance Agreement. No further acquisition costs have been incurred to date.

Oribella is subject to a 0.5% royalty to Antioquia Gold that can be purchased for US\$1,500,000 and a 2% royalty to Soratama Gold (a wholly owned subsidiary of Barrick Gold Corporation). Miranda acquired the property, subject to the royalties, by making the license canon payment on May 14, 2014, of \$62,715, and will also reimburse Antioquia Gold for the application payment of COP 101,136,976 (approximately US\$53,000) when the property is registered with the ANM as a contract. If the application is converted to a license on or before the anniversary of the agreement, Miranda will pay Antioquia Gold an additional US\$30,000 payment on the anniversary date. No other obligations are required to keep the project in good standing, and Miranda may drop or reduce the lands at any time.

The Oribella project comprises approximately 10,700 hectares including one exploration license and one application on which the technical study is complete and the canon already paid.

Funding partner agreements

Formerly, Oribella was the subject of the January 23, 2013, as amended October 25, 2013, strategic alliance agreement ("Alliance Agreement") between the Company and Agnico for precious metal exploration in

Colombia. Under that Alliance Agreement, the Company and Agnico shared funding 30:70, respectively, in generative exploration expenditures, with Miranda as operator.

Miranda is currently seeking a joint venture partner for Oribella.

Location and means of access to the property

The Oribella project comprises approximately 10,700 hectares including one exploration license and one application on which the technical study is complete and the canon already paid. Oribella falls within the Western Cordillera close to the convergence of regional structures that reflect a suture zone between Cretaceous oceanic rocks and mixed oceanic-continental rocks to the east.

Exploration work completed by Miranda and its funding partners on the property

Miranda was attracted to the area by mineralization controls inferred to be related to the suture zone and reported geologic features which suggested a large area of high-sulfidation epithermal Au-Cu mineralization. The target concept at Oribella is analogous to the California Vetas District in the Santander Department where both large, low-grade (Angostura) and very high-grade (La Bodega) deposits occur in the same system. High sulfidation systems in the Andes, particularly in Colombia are commonly overprinted by low-sulfidation bonanza gold veins.

During its reconnaissance, Miranda noted significant areas where vegetation appeared distressed and or limited to one predominant species suggesting high metal grades in soils. In some of these areas, road cuts showed alteration and intense fracturing filled with hematite. These areas are unsampled but may indicate extensions of alteration zones where metals in the soils have influenced vegetation.

Rock formations and mineralization

The local geology consists of volcanic and volcano-clastic sequences, sedimentary rocks, and hypabyssal andesite and dacite intrusives that appear related to gold mineralization. Of particular interest is a large kilometer-scale area of alteration that includes strong silicification, brecciation, alunite and pyrophyllite and clays associated with anomalous grades of gold and copper. This alteration is consistent with high sulfidation style of gold mineralization.

Anomalous rock samples are found in an area of poor exposure approximately 2km by 1km long, with gold values from 0.160 g Au/t to 9 g Au/t. Copper values range from 30 ppm to over the detection limit of 10,000 ppm or 1.0% Cu. Tellurium, barium and bismuth are commonly associated trace elements.

In 2015, at Agnico's request to confirm continuity of surface outcrop mineralization, hand dug trenching was attempted. Unfortunately, the density and thickness of the surface overburden prevented trenches from reaching bedrock. Additional surface outcrop samples were collected and the results will be submitted to Agnico once they are received from the lab.

COLOMBIA PROJECTS DROPPED:

Cajamarca, within the departments of Tolima and Quindio, Colombia

Nature of interest and terms of acquisition

The Cajamarca project covers a total of 38.1 square miles and lies within the departments of Tolima and Quindio.

On December 10, 2010, the Company executed three option agreements (collectively the "Cajamarca Option") by and among ExpoGold, the Company, and the Company's subsidiary MAD IV; and the Colombian branch of MAD IV to acquire the Cajamarca, Fresno and Ibagué mining interests. The terms of the Cajamarca Option were agreed to in the Association Agreement.

On signing the Cajamarca Option, MAD IV paid ExpoGold a total of US\$30,000 and the Company issued a total of 30,000 common shares to ExpoGold. The Ibagué option agreement was terminated prior to the first

anniversary payment becoming due, and the Fresno option agreement was terminated in 2012, and both returned to ExpoGold.

The Cajamarca option agreement was terminated on May 7, 2014, and Miranda wrote off the acquisition costs of \$33,600 in the August 31, 2014 fiscal year.

Minagrande, within the department of Antioquia, Colombia

Nature of interest and terms of acquisition

The Minagrande project covers a total of 4,626 square hectares (18 square miles) and lies within the department of Antioquia.

The agreement for Minagrande required staged payments of US\$92,000. Miranda had already made the canon payment (government fees) of \$51,849 and the application was accepted by, and was pending registration with, the national mining registry. On April 12, 2013, the Company paid canon fees (government fees) to Ingeominas in Colombia of \$51,849 for acquisition of the Minagrande property, of which Miranda recovered \$36,294 from Agnico pursuant to an agreement.

During the fiscal year ended August 31, 2015, Miranda and Agnico agreed to abandon the Minagrande property, and Miranda wrote off the residual acquisition costs of \$15,555.

Pavo Real, Tolima Department, Colombia

Nature of interest and terms of acquisition

On June 24, 2010, the Company executed an option agreement (the "Pavo Option") by and among ExpoGold, the Company, and the Company's subsidiary Miranda Gold Colombia III Ltd., which was subsequently renamed Rovira Mining Limited ("Rovira"); and the Colombian branch of Rovira to acquire the Pavo Real mining interest.

The terms of the Pavo Real Option were agreed to in the Association Agreement.

Annual payments of US\$100,000, plus the issue of 100,000 common shares were required to maintain the option until the first milestone is achieved. The first milestone was the definition of a NI 43-101 Measured and Indicated Resource greater than or equal to 250,000 ounces of gold equivalent. Rovira was required to pay ExpoGold US\$100,000 if it is less than 500,000 ounces of gold equivalent and US\$250,000 if it were more. Additional payments were owed by Rovira at various milestones as the steps to production progressed.

On June 25, 2010, the Company entered into a SPA and SA with Red Eagle, effectively forming a corporate option to joint venture. The SPA and SA agreements became effective on June 24, 2010. These agreements (SPA and SA) were terminated on December 31, 2014, and the 70 shares of Rovira were returned to Miranda.

During the fiscal year ended August 31, 2016, Miranda abandoned the Pavo Real property and Miranda wrote off the residual acquisition costs of \$131,290.

None of Miranda's properties contain known ore reserves and all work programs are exploratory searches for ore grade mineralization.

ITEM 4A UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 5 - OPERATING AND FINANCIAL REVIEW AND PROSPECTS

A. *Operating Results*

Management's discussion and analysis is presented in relation to the consolidated financial statements of Miranda, which statements are prepared as a going concern in accordance with IFRS.

Miranda is in the natural resource sector engaged in the acquisition, exploration and, given the proper situation, development of mineral properties. The Company's primary focus is on gold exploration. The Company has varying interests in a number of mineral properties located in Alaska and Colombia.

The consolidated financial statements referred to in this Annual Report have been prepared in accordance with IFRS issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The policies applied in the consolidated financial statements are based on the IFRS issued and outstanding as at August 31, 2016.

Results of Operations for the year ended August 31, 2016, 2015 and 2014

The Company incurred a loss of \$1,476,152 (2015 - \$1,867,176; 2014 - \$2,752,090) and a comprehensive loss of \$1,435,358 for the year ended August 31, 2016 (2015 - \$1,878,973; 2014 - \$2,705,419).

Expenses for the year ending August 31, 2016 were \$1,339,464 (2015 - \$1,693,560; 2014 - \$2,730,123).

Significant or noteworthy expenditure differences between the three years include:

	--- For the year ended ---		
	August 31, 2016 \$	August 31, 2015 \$	August 31, 2014 \$
Loss for the year	1,476,152	1,867,176	2,752,090
Exploration and evaluation expenditures	962,151	1,328,046	1,986,071
	<i>Trending decrease is due to management's focus on the Colombia and Alaska projects and the exit from Nevada.</i>		
Exploration and evaluation expenditure (recoveries)	(438,180)	(568,669)	(647,736)
	<i>Trending decrease in recoveries is in relation to the recoverable exploration expenditures in Colombia. Nevada recoveries are now zero.</i>		
Investor relations	53,733	64,332	72,252
	<i>Trending decrease is due to the Company's continued efforts to curtail discretionary spending in order to preserve the limited treasury.</i>		
Office rent, telephone, secretarial, and sundry	70,055	140,255	127,576
	<i>It is the Company's intent to curtail spending in this area; however, the fiscal 2015 increase over the fiscal 2014 spending is due to corporate development training costs incurred of \$21,782.</i>		
Stock-based compensation	92,225	132,307	113,413
	<i>Trending decrease is due to the method of calculating this line item – the Black-Scholes option-pricing model uses the Company share price as a significant input – and the share price has fallen over the last three years.</i>		
Travel and business promotion	55,681	76,257	138,828
	<i>Trending decrease is due to the Company's continued efforts to curtail discretionary spending in order to preserve the limited treasury.</i>		
Wages and benefits	333,427	452,899	603,843
	<i>Trending decrease is due to the Company's continued efforts to curtail discretionary spending in order to preserve the limited treasury. In addition, and due to the Company's exit from Nevada in fiscal 2015 - the Company terminated all office and field staff stationed in Elko, Nevada.</i>		

The Company's projects are at the exploration stage and have not yet generated any revenue from production to date.

Readers should refer to the notes to the consolidated financial statements for details regarding all the mineral leases and option to joint venture agreements for each of the Company's properties.

B. *Liquidity and Capital Resources*

Miranda's primary source of funds since incorporation has been through the issue of its common stock and the exercise of common stock options and common stock share purchase warrants.

During the August 31, 2016, fiscal year, the Company closed a non-brokered private placement with aggregate gross proceeds of \$2,622,650 from the sale of 29,140,555 units at a price of \$0.09 per unit (a "Unit"). Each Unit comprised one common share and one non-transferable common share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to purchase one additional common share of Miranda at a price of \$0.12 until June 23, 2021. The common shares issued, and any common shares issued pursuant to the exercise of Warrants prior to October 23, 2016 will be restricted from trading until October 24, 2016

During the August 31, 2015, fiscal year, the Company issued 100,000 common shares pursuant to an option to joint venture agreement.

During the August 31, 2014, fiscal year, the Company issued 100,000 common shares pursuant to an option to joint venture agreement.

Miranda applies the "option to joint venture business" model to its operations. Through generative exploration it stakes claims on mineral properties, or acquires the property by way of an option to lease agreement, and then seeks an option to joint venture partner to fund the exploration of the project to earn an interest. In some agreements Miranda receives common stock and/or cash option payments as a portion of the cost to earn an interest in the project.

The Company records management fees earned for acting as a service contractor to certain exploration funding partners as an offset to expenses. Mineral property option proceeds from properties where all acquisition costs have been recovered further reduce expenses. The Company does not anticipate mining revenues from the sale of mineral production in the foreseeable future. The operations of the Company consist of the exploration and evaluation of mining properties and as such the Company's financial success will be dependent on the extent to which it can discover new mineral deposits. The Company anticipates seeking additional equity investment from time to time to fund its activities that cannot be funded through other means.

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	Aug 31, 2016 \$	May 31, 2016 \$	Feb 29, 2016 \$	Nov 30, 2015 \$	Aug 31, 2015 \$	May 31, 2015 \$	Feb 28, 2015 \$	Nov 30, 2014 \$
Revenue	nil	nil	nil	nil	nil	nil	nil	nil
Loss for the period	(204,460)	(460,461)	(548,882)	(262,349)	(278,194)	(478,175)	(525,935)	(584,872)
Basic and diluted loss per share	(0.00)	(0.01)	(0.01)	(0.00)	(0.00)	(0.01)	(0.01)	(0.01)

Miranda began the fourth quarter of the 2016 fiscal year with cash of \$1,756,217. During the three months ended August 31, 2016, the Company expended \$230,483 on operating activities, expended \$10,082 on investing activities, and received net \$2,554,075 for financing activities, and experienced a negative effect of \$21,727 from foreign exchange on cash, to end on August 31, 2016, with \$4,048,000 in cash.

Miranda began the 2016 fiscal year with cash of \$2,901,091. During the year ended August 31, 2016, the Company expended \$1,441,458 on operating activities, received \$40,689 for investing activities, and received net \$2,554,075 for financing activities, and experienced a negative effect of \$6,397 from foreign exchange on cash to end on August 31, 2016, with \$4,048,000 in cash.

As at December 1, 2016, there were 4,762,500 stock options outstanding pursuant to the Plan, none of which were “in-the-money” (TSX.V closing price November 30, 2016 was \$0.075). In addition, as at December 1, 2016, there were 49,976,355 share purchase warrants outstanding, none of which were “in-the-money”.

Authorized: an unlimited number of common shares without par value	Common Shares Issued and Outstanding	Common Share Purchase Warrants	Stock Options
Outstanding as at August 31, 2016	103,380,807	49,976,355	5,912,500
Stock options expired – October 21, 2016	-	-	(1,150,000)
Outstanding as at December 1, 2016	103,380,807	49,976,355	4,762,500

The Company has sufficient cash to meet its obligations as they come due.

C. Research and Development, Patents and Licenses

As Miranda is a mineral exploration company with no producing properties, the information required by this item is inapplicable.

D. Trend Information

Trends that are considered by Miranda to be reasonably likely to have a material effect on our results of operations are discussed above under “Operating Results” in Item 5.A and “Liquidity and Capital Resources” in Item 5.B. Further, we consider that our ability to raise additional funding in order to complete our exploration programs and the plan of operations for its mineral properties for the current fiscal year and beyond will be impacted by prevailing prices for metals. As a mineral resource exploration company, the interest in Miranda’s stock, and our ability to raise financing and conduct work programs, has been cyclical as it is related to metal prices that, traditionally, have been cyclical in nature. If the global demand for gold decreases and gold prices decrease, it could adversely impair Miranda’s ability to raise financing and advance the exploration of our mineral properties.

The Company is a mineral exploration company. At this time, any issues of seasonality or market fluctuations have no material impact other than our ability to raise additional equity capital on terms that are acceptable to the Company. The Company currently defers its mineral property acquisition costs. The Company expenses its exploration and project investigation and general and administration costs and these amounts are included in the net loss for each quarter. The Company’s treasury, in part, determines the level of exploration undertaken.

E. Off-Balance Sheet Arrangements

Miranda does not have any off-balance sheet arrangements.

F. Tabular Disclosure of Contractual Obligations

The following table outlines the current contractual obligations of Miranda as at August 31, 2016:

	Payments due by period				
Contractual Obligations	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-term Debt Obligations	\$ -	\$ -	\$ -	\$ -	\$ -
Capital Lease Obligations	\$ -	\$ -	\$ -	\$ -	\$ -
Operating Lease Obligations	\$ -	\$ -	\$ -	\$ -	\$ -
Purchase Obligations	\$ -	\$ -	\$ -	\$ -	\$ -
Other Long-term Liabilities	\$ -	\$ -	\$ -	\$ -	\$ -

G. Safe Harbor

Certain statements contained in the foregoing Operating Results and elsewhere in this Annual Report on Form 20-F constitutes forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Miranda to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below.

Risk factors that could affect our future results include, but are not limited to, risks inherent in mineral exploration activities and other operating and development risks, no revenue from commercial operations, no assurance that any of our mineral properties possess commercially mineable bodies of ore, financial risk, shareholder dilution from additional equity financings, competition, environmental regulations, changes to reclamation requirements, volatility and sensitivity to market prices for precious and base metals, the impact of changes in foreign currencies' exchange rates, political risk, changes in government regulation and policies including trade laws and policies, demand for precious and base metals, and receipt of permits and approvals from governmental authorities.

ITEM 6 DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. *Directors and Senior Management*

The following table lists as of August 31, 2016, the names of the directors and senior management of Miranda. Each of the directors has served in his or her respective capacity since his or her election and/or appointment and will serve until the next annual general meeting of shareholders.

Name	Title	Date First Elected/Appointed
Kenneth Cunningham ¹	Director, Chairman	January 28, 2016, Chairman; November 7, 2003, President of Miranda U.S.A. Inc.; February 9, 2004, as Chairman, President and Chief Executive Officer of Miranda.
Joseph Hebert	Director, President and CEO	January 28, 2016, President and CEO; December 8, 2003 as VP Exploration and as a Director on January 21, 2014.
James Cragg ^{1, 2}	Director	December 13, 2004
Kevin Nishi ^{1, 2}	Director	February 16, 2015
Len Goldsmith ³	Chief Financial Officer and Corporate Secretary	October 17, 2013, CFO; March 8, 2016, Corporate Secretary

¹ Member of the Audit Committee

² Member of the Compensation Committee

³ Len Goldsmith was appointed as CFO effective October 17, 2013, and was appointed Corporate Secretary effective March 8, 2016

There are no family relationships between any two or more Directors or Executive Officers of Miranda. There are no material arrangements or understandings between any two or more Directors or Executive Officers.

The following is a brief description of the principal business activities of the directors and senior management of Miranda.

Kenneth Cunningham

Mr. Kenneth Cunningham, M.S.Geo, B.S.Geo, P. Geo, is a director and Chairman of Miranda. Mr. Cunningham has nearly forty years experience from diversified mineral exploration and mining geology through to executive management; over twenty of those years have been focused in Nevada. Mr. Cunningham was previously Vice President of Nevada North Resources (U.S.A.) Inc., a private company involved in Nevada exploration. Prior to his involvement with Nevada North, he was Exploration Manager with Uranerz U.S.A. Inc. During his tenure with Uranerz Mr. Cunningham led the acquisition and exploration effort that resulted in two Nevada discoveries; a four-million ounce discovery in the Battle Mountain trend and a one-plus-million ounce discovery in the northern Carlin trend. He was also instrumental in establishing, and subsequently managing, Uranerz' Mongolian gold exploration program. Mr. Cunningham has also been Vice President of Tenneco Minerals Company and a Resident Manager with Echo Bay Mining Company. Mr. Cunningham was a Director of Red Eagle Mining Corporation, a publicly traded mineral exploration company, until he stepped down in August 2015.

Joseph Hebert

Mr. Joseph Hebert, B.S. Geo. is the President, Chief Executive Officer and Director of Miranda. Mr. Hebert brings over thirty years of experience from diversified mineral exploration and mining geology through to senior geologist and exploration management. 25 of these years have been focused in Nevada. Most recently, Mr. Hebert has been senior exploration geologist for the Cortez Joint Venture (Placer Dome and Kennecott Minerals) located on the Battle Mountain Trend in North Central Nevada. He was a member of the exploration team who discovered the +8.5 million-ounce Cortez Hills deposit. During his tenure at Cortez he directed all generative and acquisition efforts within the joint venture area of interest. This included identifying, advancing, and drilling the discovery hole at the pediment-covered ET Blue Project, which Barrick now calls Goldrush. Barrick reports a resource at Goldrush of 8.4 million ounces of gold. Mr. Hebert is credited with team participation in multiple gold discoveries in Nevada and Utah over the course of his career and was instrumental in assembling the company's exploration staff in both Elko, Nevada and Medellin, Colombia. This is the third time that Mr. Hebert and Mr. Cunningham have worked together. Each of the previous associations has resulted in successful exploration discoveries in Nevada.

James Cragg

Mr. James F. Cragg is a director of Miranda and has served in this capacity since December, 2004. He is a business and marketing consultant. In the past he was President and COO of MegaPath Inc., a private networking company providing managed IP data, voice and security services to small, medium and large corporations in the USA. He was previously President and CEO of Linmor Inc., President and COO of PSINet, and President and COO of Advanced Communications Group, Inc. Mr. Cragg is an independent director.

Kevin Nishi

Mr. Kevin Nishi has been a Partner at Smythe LLP since 1996. Mr. Nishi has extensive background in accounting and auditing for public and private companies. He has been an independent Director of Lincoln Mining Corporation since April 9, 2014 and Miranda Gold Corp. since February 2015. He served as an Independent Director of Paget Minerals Corp. from August 6, 2009 to March 19, 2015. He served as an independent Director at SnipGold Corp., until March 3, 2015. He served as an independent Director of Cascade Resources Ltd. from July 24, 2007 to March 23, 2009. He is a Chartered Professional Accountant and Chartered Business Valuator. Mr. Nishi holds a Bachelor of Business Administration degree from Simon Fraser University. Mr. Nishi is an independent director.

Len Goldsmith

Mr. Len Goldsmith joined Miranda as its controller on September 22, 2010; was named Chief Financial Officer on October 17, 2013; and was appointed the Corporate Secretary on March 8, 2016. He is a member of the Chartered Professional Accountants (CPA) of British Columbia and Canada, upon the unification of the Canadian legacy accounting bodies including the Canadian Certified General Accountants Association of B.C. and Canada, of which Mr. Goldsmith was a member, since 1991. Mr. Goldsmith is also a designated fellow of the Association of Chartered Certified Accountants ("FCCA") based in the United Kingdom, and obtained his IFRS Certification ("CertIFR") from the ACCA in 2009. Mr. Goldsmith's experience as an accountant has been broad and it has taken him in and out of the mining industry over his +30 year career, including a post as accountant for Hudson Bay Mining & Smelting in Flin Flon, Manitoba (Trout Lake Copper Mine and the Namew Lake Nickel Mine); accountant for Peace River Coal (Anglo American PLC) in Vancouver; assistant controller for North American Tungsten in Vancouver; as CFO for a coal beneficiation company in Turkey; and as CFO for a private gold exploration company, also in Turkey.

B. Compensation

Miranda pays to each director, who is not an employee, member of management or a consultant to Miranda, an annual fee for his services as a director of Miranda, and additional fees for chairing committees. In the fiscal year ended August 31, 2016, Miranda paid \$40,248 in director fees (2015: \$36,918; 2014: \$28,371). Directors of Miranda are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors. Miranda does, from time to time, grant options to purchase common shares to the directors.

The following table sets out details of incentive stock options granted by Miranda to the non-executive directors during the fiscal year ended August 31, 2016.

Name	Date of Grant	Options Granted	Exercise Price	Expiry date
James F. Cragg	Jan 28, 2016	100,000	\$0.12	Jan 28, 2021
Kevin Nishi	Jan 28, 2016	100,000	\$0.12	Jan 28, 2021

With effect from September 1, 2014, the independent directors will be paid an annual fee of US\$12,000 with the chair of the audit committee to be paid an additional US\$4,000 a year and the chair of the compensation committee to be paid an additional US\$2,000 a year. Prior to this the independent directors were paid an annual fee of US\$6,000 and did not receive any separate cash remuneration for acting as members of the committee, however committee members were awarded additional stock options for each committee served on.

The following table is a summary of the compensation paid to Miranda's senior management in the most recently completed financial year ended August 31, 2016.

Summary Compensation

Name and principal position	Fiscal year ended August 31	Salary	Bonus	Other annual compensation	Securities Under Options Granted	Restricted Shares or Restricted Share Units (\$)
Kenneth D. Cunningham⁽¹⁾ <i>Chairman</i>	2016	\$ 159,177	Nil	Nil	350,000	Nil
Joseph Hebert⁽²⁾ <i>President & CEO</i>	2016	\$ 215,334	Nil	Nil	600,000	Nil
Len Goldsmith⁽³⁾ <i>Chief Financial Officer, Corporate Secretary</i>	2016	Nil	Nil	\$ 37,500	400,000	Nil
Doris A. Meyer⁽⁴⁾ <i>Former Corporate Secretary</i>	2016	Nil	Nil	\$ 95,084	100,000	Nil

(1) During the financial year ended August 31, 2016, Mr. Cunningham was paid US\$119,929 salary (2015 - \$212,230; 2014 - \$206,335), the approximate Canadian dollar equivalent of \$159,177 using an average exchange rate for the current financial year of 1.3273 (2015 - 1.2101; 2014 - 1.0777). See "Termination of Employment, Change in Responsibilities and Employment Contracts" below.

(2) During the financial year ended August 31, 2016, Mr. Hebert was paid US\$162,240 (2015 - US\$162,240; 2014 - US\$158,600), the approximate Canadian dollar equivalent of \$215,334 using an average exchange rate for the current financial year of 1.3273 (2015 - 1.2101; 2014 - 1.0777). See "Termination of Employment, Change in Responsibilities and Employment Contracts" below.

(3) Consulting fees are paid to Goldnor Global Management Inc., a company owned by Len Goldsmith. Goldnor was paid consulting fees of \$37,500 for the provision of both the Chief Financial Officer and Corporate Secretary functions, beginning on March 1, 2016.

(4) Consulting fees were paid to Golden Oak Corporate Services Ltd., a company owned by Doris Meyer. Golden Oak was paid consulting fees of \$95,084 (including the termination fee) for the provision of both the Chief Financial Officer and Corporate Secretary functions until March 8, 2016, when the agreement was terminated.

Kenneth D. Cunningham, the Chairman of Miranda, entered into an amended and restated employment agreement (the "Cunningham Agreement") with Miranda on January 28, 2016, pursuant to which Mr. Cunningham agreed to perform the duties and fulfill the responsibilities consistent with the position held in consideration of an annual salary of US\$54,000, plus benefits of approximately US\$36,000 per year. Mr. Cunningham's employment pursuant to the Cunningham Agreement is for a four-year term, continuing until

terminated pursuant to the terms of the Cunningham Agreement. Miranda may terminate the Cunningham Agreement for cause, as more particularly set out in the Cunningham Agreement, or at any time without cause by making a lump-sum payment to Mr. Cunningham equal to the amount of remaining salary and benefits owing to the expiry of the original term of the Cunningham Agreement. Mr. Cunningham may terminate the Cunningham Agreement at any time without cause on 30-days' written notice to Miranda, with all remaining salary and benefits ceasing on that effective date.

Joseph Hebert, the President and Chief Executive Officer for Miranda, entered into an amended and restated employment agreement (the "Hebert Agreement") with Miranda on January 28, 2016, pursuant to which Mr. Hebert agreed to perform the duties and fulfill the responsibilities consistent with the position held in consideration of an annual salary of US\$162,240, plus benefits of approximately US\$36,000 per year. Mr. Hebert's employment pursuant to the Hebert Agreement is for an indefinite term, continuing until terminated pursuant to the terms of the Hebert Agreement. Miranda may terminate the Hebert Agreement for cause, as more particularly set out in the Hebert Agreement, or at any time without cause by payment to Mr. Hebert equal to two times his annual salary plus one times his annual benefits, based on the annual salary and benefits pursuant to the Hebert Agreement at the time of termination, and all wages and benefits owing to Mr. Hebert up to and including his last day of employment (collectively, the "Severance Package", as defined in the Hebert Agreement). Mr. Hebert may terminate the Hebert Agreement on 60-days' written notice to Miranda if: (i) Miranda makes a material adverse change in the salary, duties, or responsibilities assigned to Mr. Hebert pursuant to the Hebert Agreement; or (ii) a "change in control" (as defined in the Hebert Agreement) of Miranda occurs; in either of which cases, Miranda shall pay to Mr. Hebert the Severance Package. Mr. Hebert may terminate the Hebert Agreement at any time without cause on 60-days' written notice to Miranda, with all remaining salary and benefits ceasing on that effective date.

On March 1, 2016, Miranda entered into a consulting agreement (the "Goldnor Agreement") with Len Goldsmith and his company, Goldnor Global Management Inc. ("Goldnor"). The services of Len Goldsmith, as Chief Financial Officer and Corporate Secretary of Miranda are provided by and performed under the Goldnor Agreement. Goldnor provides Miranda with accounting, financial, corporate, and regulatory compliance services in consideration of an annual service fee of \$150,000, pro-rated for time spent on Miranda business, plus applicable taxes; plus reimbursement of all pre-approved expenses incurred by Goldnor in furtherance of or in connection with the business of Miranda and its subsidiaries. Miranda may terminate the Goldnor Agreement immediately for cause, or with 30-days notice, or payment in lieu of notice. The Goldnor Agreement contains non-disclosure and non-solicitation provisions typical of an agreement of this nature.

On April 1, 2010, as amended October 17, 2013, Miranda entered into a consulting agreement (the "Golden Oak Agreement") with Doris Meyer and her wholly owned company, Golden Oak Corporate Services Ltd. ("Golden Oak"). The Golden Oak Agreement was terminated on March 8, 2016, upon Miranda giving notice and making the required termination payment of \$30,947. The services of Doris Meyer, as Corporate Secretary of Miranda and Len Goldsmith as Chief Financial Officer of Miranda were being provided by and performed under the Golden Oak Agreement. Golden Oak provided Miranda with accounting, financial, corporate, and regulatory compliance services in consideration of an annual service fee of \$123,789, since April 1, 2014, plus applicable taxes and reimbursement of reasonable office costs and expenses and all pre-approved travel and out-of-pocket expenses incurred by Golden Oak in furtherance of or in connection with the business of Miranda and its subsidiaries.

C. Board Practices

The directors of Miranda are elected annually and hold office until the next annual general meeting of the members of Miranda or until their successors in office are duly elected or appointed. All directors are elected for a one-year term. Except as disclosed in Item 6, Directors, Senior Management and Employees, Part B. Compensation, there are no director service contracts between Miranda and its directors providing for benefits upon termination of employment.

Our Board has an Audit Committee and a Compensation Committee. The members of the committees do not have any fixed terms for holding their positions, are appointed and replaced from time to time by resolution of the Board. With effect from September 1, 2014, the independent directors will be paid an annual fee of US\$12,000 with the chair of the audit committee to be paid an additional US\$4,000 a year and the chair of the

compensation committee to be paid an additional US\$2,000 a year. Prior to this the independent directors were paid an annual fee of US\$6,000 and did not receive any separate cash remuneration for acting as members of the committee, however committee members were awarded additional stock options for each committee served on.

Audit committee charter

Purpose of the committee

The purpose of the Audit Committee of the Board of Miranda is to provide an open avenue of communication between management, Miranda's independent auditor and the Board, and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of Miranda's financial reporting and disclosure practices;
- Miranda's compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of Miranda's independent auditor.

The Audit Committee shall also perform any other activities consistent with this Charter, Miranda's articles and governing laws as the Audit Committee or Board deems necessary or appropriate.

The Audit Committee shall consist of at least three directors. Members of the Audit Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Audit Committee shall elect a Chairman from among their number. A majority of the members of the Audit Committee must not be officers or employees of Miranda or of an affiliate of Miranda. The quorum for a meeting of the Audit Committee is a majority of the members who are not officers or employees of Miranda or of an affiliate of Miranda. With the exception of the foregoing quorum requirement, the Audit Committee may determine its own procedures.

The Audit Committee's role is one of oversight. Management is responsible for preparing Miranda's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with IFRS. Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor's responsibility is to audit Miranda's financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards; that the financial statements present fairly, in all material respects, the financial position, income (loss) and comprehensive income (loss), changes in equity, and cash flows of Miranda in accordance with IFRS.

The Audit Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing Miranda's financial statements, preparing or issuing an auditor's report or performing other audit, review or attest services for Miranda, and for reviewing and recommending the compensation of the independent auditor. The Audit Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Audit Committee.

Authority and responsibilities

In addition to the foregoing, in performing its oversight responsibilities the Audit Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
2. Review the appointments of Miranda's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the independent auditor the adequacy and effectiveness of Miranda's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.

5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review Miranda's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by Miranda, including consideration of the independent auditor's judgment about the quality and appropriateness of Miranda's accounting policies. This review may include discussions with the independent auditor without the presence of management.
8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to Miranda by the independent auditor.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and Miranda and all non-audit work performed for Miranda by the independent auditor.
11. Establish and review Miranda's procedures for the:
 - a) receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - b) confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of Miranda.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of Multilateral Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the articles of Miranda.

Audit committee members

For the fiscal year ended August 31, 2016, the Audit Committee of the Board of Miranda is comprised of Messrs. Ken Cunningham, Kevin Nishi, and James Cragg. Mr. Nishi and Mr. Cragg are considered independent and Mr. Cunningham, being a member of management, is not considered independent. All of the Audit Committee members have the ability to read and understand Miranda's financial statements.

Kevin Nishi is a Chartered Professional Accountant (CPA) and is a Certified Business Valuator (CBV). Mr. Nishi is also considered a financial expert.

James F. Cragg is a senior level businessman with experience in financial matters and is financially literate.

Ken Cunningham is a senior level businessman with experience in financial matters and is financially literate.

All members of the Audit Committee have a broad understanding of accounting principles used to prepare financial statements and varied experience as to general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavour. In addition, each of the members of the Audit Committee have knowledge of the role of an audit committee in the realm of reporting companies from their years of experience as directors of public companies other than Miranda.

Compensation Committee

Miranda has established a Compensation Committee. Compensation recommendations are made by the Compensation Committee and reached primarily by comparison of the remuneration paid by Miranda with

publicly available information on remuneration paid by other reporting issuers that the Committee feels are similarly placed within the same business as Miranda. The recommendations of the Compensation Committee are then presented to the Board for approval.

For the fiscal year ended August 31, 2016, the Compensation Committee of the Board of Miranda included Messrs. James Cragg and Kevin Nishi. Both members are considered “independent” as that term is defined in applicable securities legislation.

Under a charter adopted by the Board the Compensation Committee is a committee of the Board with the primary function to assist the Board in fulfilling its oversight responsibilities by:

- Reviewing and approving and then recommending to the Board salary, bonus, and other benefits, direct or indirect, and any change control packages of the Chairperson of the Board (if any), the President, the Chief Executive Officer and other members of the senior management team;
- Recommendation of salary guidelines to the Board;
- Administration of the Company’s compensation plans, including stock option plans, outside directors compensation plans, and such other compensation plans or structures as are adopted by the Company from time-to-time;
- Research and identification of trends in employment benefits; and
- Establishment and periodic review of the Company’s policies in the area of management benefits and perquisites.

D. Employees

As of August 31, 2016, there are two full time employees in Nevada and five full time employees in Colombia. Len Goldsmith, the Chief Financial Officer and Corporate Secretary, is retained pursuant to the Goldnor Agreement.

E. Share Ownership

The following table sets forth, as of November 30, 2016, the number of Miranda’s common shares beneficially owned by the directors and members of senior management of Miranda, individually, and as a group, and the percentage of ownership of the outstanding common shares represented by such shares.

The shareholders listed below possess sole voting and investment power with respect to the shares shown.

Directors and Senior Management Share Ownership as at November 30, 2016

Name of Beneficial Owner	Title of Class	Number of Securities of Class *	Percent of Class *
Kenneth Cunningham	Common	2,563,500	2.35%
Joseph Hebert	Common	3,944,000	3.62%
James F. Cragg	Common	411,994	0.38%
Kevin Nishi	Common	422,222	0.39%
Len Goldsmith	Common	1,147,500	1.05%
TOTAL	Common	8,489,216	7.79%

* Based on 103,380,807 common shares outstanding, and assuming all of the options and warrants (5,566,111 as a group) held by directors and officers as at November 30, 2016, were exercised.

- Kenneth Cunningham owns 1,133,500 common shares; 380,000 warrants; and holds a total of 1,150,000 stock options with exercise prices and expiry dates as shown in the table below;

- Joseph Hebert owns 1,404,000 common shares; 1,315,000 warrants; and holds a total of 1,225,000 stock options with exercise prices and expiry dates as shown in the table below;
- Kevin Nishi owns 111,111 common shares; 111,111 warrants; and holds a total of 200,000 stock options with exercise prices and expiry dates as shown in the table below;
- James Cragg owns 79,494 common shares and holds a total of 332,500 stock options with exercise prices and expiry dates as shown in the table below; and
- Len Goldsmith owns 295,000 common shares; 280,000 warrants; and holds a total of 572,500 stock options with exercise prices and expiry dates as shown in the table below.

As of November 30, 2016, the directors and officers held as a group, directly or indirectly, an aggregate of 2,923,105 common shares; 2,086,111 warrants; and 3,480,000 stock options.

Options to Purchase Securities

The 2013 Stock Option Plan (the “Plan”) was approved by our shareholders on January 22, 2013.

Summary of the 2013 Stock Option Plan

The aggregate number of common stock reserved for issuance or delivery upon exercise of all options granted under the Plan and outstanding on any particular date must not exceed 10,491,890 common shares of Miranda, which represented 20% of the issued common shares of Miranda as of December 9, 2010, the date of approval of the Plan by the Board. If any options granted under the Plan expire or terminate for any reason without having been exercised in full, the un-purchased shares subject thereto shall thereupon again be available for purposes of the Plan, including for replacement options, which may be granted in exchange for such expired, surrendered, exchanged, cancelled or terminated options.

The Plan provides for: (i) the grant to employees of incentive stock options within the meaning of Section 422 of the United States Internal Revenue Code of 1986, as amended, and (ii) the grant to employees, directors, consultants or independent contractors of Miranda of non-qualified stock options. The Plan provides that it will be administered by the Board of Miranda, but the Board may delegate to a committee of the Board any or all authority for administration of the Plan. The administrator shall be constituted to comply with Section 16(b) of the United States Securities Exchange Act of 1934, as amended and other applicable laws. The administrator has the power to determine the terms of the options granted, including the exercise price, the number of shares subject to the option and the exercisability thereof. Options granted pursuant to the Plan are not transferable by the optionee, other than by will or the laws of descent and distribution, and are exercisable during the optionee's lifetime only by the optionee. So long as Miranda is classified as a “Tier 2” issuer by the TSX Venture Exchange, options will vest and become exercisable at the discretion of the Board of Directors.

The exercise price of incentive stock options granted under the Plan must be at least equal to the fair market value of the shares at the time of grant. With respect to any participant possessing more than 10% of the voting power of Miranda's outstanding capital stock, the exercise price of any option granted must be at least equal to 110% of the fair market value on the date of grant and the maximum term of the option must not exceed five years. The terms of all other options granted under the Plan may not exceed ten years.

In the event of any extraordinary transactions relating to the capital structure of Miranda, such as a stock split, reverse stock split, stock dividend, combination or reclassification of common shares, the administrator may make such adjustments in the total number or price of common shares available for issuance under the Plan as it deems appropriate, subject to any required stockholder actions. In the event of a merger, consolidation or reorganization (other than a merger in which the holders of common shares in Miranda immediately prior to the merger have the same proportionate ownership of common stock in the surviving corporation immediately after the merger) as a result of which the shareholders of Miranda receive capital stock of another corporation in exchange for their common shares of Miranda, the Plan provides that if the successor corporation refuses to assume the outstanding options or to substitute equivalent options, then the outstanding options will terminate immediately prior to such merger, consolidation or reorganization provided each optionee shall have the right immediately prior to such merger to exercise his or her option in whole or in part. However, if the shareholders of Miranda receive cash or other property in exchange for their common shares of Miranda, the outstanding

options will also terminate immediately prior to such merger with each optionee having the right immediately prior to such merger, consolidation or reorganization to exercise his or her option in whole or in part.

The Board has the authority to amend or terminate the Plan, provided that no such action may impair the rights of the holder of any outstanding option without the written consent of any such holder, and provided further that certain amendments to the Plan are, by law, subject to regulatory and stockholder approval.

The names and titles of the Directors and Executive Officers of Miranda to whom outstanding stock options have been granted and the number of common shares subject to such options is set forth in the following table as of November 30, 2016, as well as the number of options granted to Directors and all employees as a group. The exercise price of the options is stated in Canadian Dollars.

Stock Options Outstanding as at November 30, 2016:

Name	Title	Number of Shares of Common Stock	Exercise Price \$	Expiration Date
Kenneth Cunningham	Sr. Officer/Director	300,000	0.305	September 24, 2017
		200,000	0.155	October 17, 2018
		300,000	0.145	September 3, 2019
		350,000	0.120	January 28, 2021
Joe Hebert	Sr. Officer/Director	200,000	0.305	September 24, 2017
		175,000	0.155	October 17, 2018
		250,000	0.145	September 3, 2019
		600,000	0.120	January 28, 2021
James F. Cragg	Director	70,000	0.305	September 24, 2017
		62,500	0.155	October 17, 2018
		100,000	0.145	September 3, 2019
		100,000	0.120	January 28, 2021
Kevin Nishi	Director	100,000	0.145	February 16, 2020
		100,000	0.120	January 28, 2021
Len Goldsmith	Sr. Officer ⁽²⁾	22,500	0.305	September 24, 2017
		75,000	0.155	October 17, 2018
		75,000	0.145	September 3, 2019
		100,000	0.120	January 28, 2021
		300,000	0.120	April 25, 2021
Doris Meyer	Former Sr. Officer ⁽¹⁾	130,000	0.305	September 24, 2017
		25,000	0.155	October 17, 2018
		75,000	0.145	September 3, 2019
		100,000	0.120	January 28, 2021

(1) Doris Meyer retired as the CFO on October 17, 2013; and retired as Corporate Secretary on March 7, 2016.

(2) Len Goldsmith was appointed as CFO with effect from October 17, 2013; and as Corporate Secretary with effect from March 8, 2016.

Total Officers/Directors (5 persons) = 3,480,000 at November 30, 2016

Total Officers/Directors/Employees = 4,762,500 at November 30, 2016

ITEM 7 MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

To the knowledge of the directors and senior officers of Miranda the following shareholders of Miranda who own directly or indirectly, or exercises control or direction over, shares carrying more than 5% of Miranda's common shares are:

- Global Strategic Management Inc. reported on Schedule 13G to the Securities Exchange Commission on June 30, 2016, that as at June 30, 2016, it held:

- Sole voting and dispositive power over 5,559,033 common shares of Miranda held in the name of Global Strategic Management Inc., representing 5.4%, and
 - Sole and shared voting, and sole and shared dispositive power over 12,706,000 common shares of Miranda held in the name of EuroPac Gold Fund, representing 12.3%; and
 - Total, for a combined total of 18,265,033 common shares or 17.7% at June 30, 2016.
- Sprott Inc. reported on Schedule 13G to the Securities Exchange Commission on June 30, 2016, that as at June 30, 2016, it held sole voting and dispositive power over 4,248,685 common shares of Miranda representing 4.1%.

All holders of Miranda's common shares have equal voting rights.

To the best of Miranda's knowledge, Miranda is not directly or indirectly owned or controlled by another corporation, by any foreign government or by any other natural or legal person severally or jointly.

Miranda's common stock is issued in registered form and the following information is taken from the records of Computershare Investor Services located in Vancouver, British Columbia, Canada, the registrar and transfer agent for the common stock.

Miranda's registered shareholder list for Miranda's common shares, dated April 30, 2016, showed 54 registered shareholders and 74,240,252 shares outstanding of which 37 of these registered shareholders were US residents including one that is a depository for US residents, so that US residents own 21,760,677 common shares representing 29.31% of the issued and outstanding shares of Miranda.

B. Related Party Transactions

During the year ended August 31, 2016, 2015, and 2014, the Company:

- a) paid \$95,084 (2015 - \$123,789; 2014 - \$121,012) to Golden Oak Corporate Services Ltd., a company controlled by a former common officer pursuant to a contract for consulting fees;
- b) paid \$37,500 (2015 - \$nil; 2014 - \$nil) to Goldnor Global Management Inc. a company controlled by a common officer pursuant to a contract for consulting fees; and
- c) paid fees to independent directors of \$40,248 (2015 = \$36,918; 2014 - \$28,371).

At August 31, 2016, an amount of \$25,462 for fees and/or expenses owed to officers are included in accounts payable and accrued liabilities (Aug. 31, 2015 - \$28,896; Aug. 31, 2014 - \$34,773). These amounts were settled in the ordinary course of business shortly after the year-end.

Other than as disclosed above, there have been no transactions during the 2016 fiscal year which have materially affected or will materially affect Miranda in which any director, executive officer, or beneficial holder of more than 5% of the outstanding common stock, or any of their respective relatives, spouses, associates or affiliates has had or will have any direct or material indirect interest. Management believes the transactions referenced above were on terms at least as favorable to Miranda as Miranda could have obtained from unaffiliated parties.

C. Interests of Experts and Counsel

This Form 20-F is being filed as an annual report under the Securities Exchange Act of 1934, and, as such, there is no requirement to provide any information under this sub-item.

ITEM 8 FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

Financial Statements

The financial statements required as part of this Annual Report are filed under Item 18 of this Annual Report.

Legal and Arbitration Proceedings

Miranda is not involved in any legal or arbitration proceedings.

Dividends

Miranda has not declared any dividends for the last five years and does not anticipate that we will do so in the foreseeable future. Miranda does not presently have any intention of paying dividends. Our future dividend policy will be determined by the Board of Directors, on the basis of earnings, financial requirements and other relevant factors.

B. Significant Changes

No significant changes have occurred since the date of Miranda's most recent audited financial statements, August 31, 2016, other than disclosed in this Annual Report on Form 20-F, items represented in Note 18 to the financial statements, and property update activities as reported in Note 10 to the financial statements for the year ended August 31, 2016.

ITEM 9 THE OFFER AND LISTING

A. Offer and Listing Details

Miranda's common shares trade on the TSX.V under the trading symbol "MAD" and CUSIP # 604673103.

The following table lists the annual high and low market sales prices on the TSX.V for the five most recent full financial years.

TSX.V Stock Trading Activity, sales prices

For the Fiscal Year ended	High \$	Low \$
August, 2016	0.180	0.055
August, 2015	0.150	0.070
August, 2014	0.210	0.110
August, 2013	0.340	0.125
August, 2012	0.500	0.240

The following table lists the volume of trading and high, low and maximum closing sales prices on the TSX.V for shares of Miranda's common stock for the last eight fiscal quarters.

TSX.V Stock Trading Activity, sales

For the three month period ended	Volume	High \$	Low \$	Maximum Close \$
Feb 28/15	2,018,614	0.120	0.085	0.120
May 31/15	3,113,412	0.100	0.070	0.100
Aug 31/15	2,691,059	0.105	0.070	0.100
Nov 30/15	8,472,340	0.085	0.065	0.085
Feb 29/16	3,271,459	0.100	0.055	0.090
May 31/16	13,775,215	0.120	0.075	0.110
Aug 31/16	12,741,266	0.180	0.085	0.165
Nov 30/16	10,971,886	0.170	0.065	0.160

The following table lists the high and low sales prices on the TSX.V for shares of Miranda's common stock for the most recent six months.

TSX.V Stock Trading Activity, sales prices

Period ended	High \$	Low \$
Jun-16	0.105	0.085
Jul-16	0.180	0.120
Aug-16	0.150	0.110
Sep-16	0.170	0.110
Oct-16	0.125	0.085
Nov-16	0.090	0.065

Price Fluctuations: Share Price Volatility

In recent years, securities markets in Canada have experienced a high level of price and volume volatility, and the market price of many resource companies, particularly those considered speculative exploration companies, have experienced wide fluctuations in price which have not necessarily been related to operating performance or underlying asset values on prospects of such companies. Miranda's shares fluctuated during fiscal 2016, from a low of \$0.055 to a high of \$0.18; and for the most recent six months from a low of \$0.065 to a high of \$0.18. Exploration for minerals is considered high risk and highly speculative and the trading market for mineral exploration companies is characteristically volatile, with wide fluctuation of price and volume only in part related to progress of exploration. There can be no assurance that continual fluctuations in Miranda's share price and volume will not occur.

B. Plan of Distribution

This Form 20-F is being filed as an annual report under the Securities Exchange Act of 1934, and as such, there is no requirement to provide any information under this item.

C. Markets

Miranda shares trade on the following stock exchanges and other regulated markets:

Stock Exchange or other regulated market	Company symbol
TSX Venture Exchange	MAD
OTC Bulletin Board	MRDDF
Frankfurt Stock Exchange	MRG
Berlin Stock Exchange	MRG

D. Dilution

This Form 20-F is being filed as an annual report under the Securities Exchange Act of 1934, and as such, there is no requirement to provide any information under this item.

E. Expenses of the Issue

This Form 20-F is being filed as an annual report under the Securities Exchange Act of 1934, and as such, there is no requirement to provide any information under this item.

ITEM 10 ADDITIONAL INFORMATION

A. Share Capital

This Form 20-F is being filed as an annual report under the Securities Exchange Act 1934, and as such, there is no requirement to provide any information under this item.

B. Memorandum and Articles of Association

Incorporation

Miranda was incorporated in British Columbia, Canada on May 4, 1993 by registration of its Memorandum and Articles.

On March 14, 2006, Miranda amended its Notice of Articles to conform to the *Business Corporations Act* (British Columbia). The *Business Corporations Act* replaced *Company Act* (British Columbia) and adopted many provisions similar to those contained in corporate legislation elsewhere in Canada.

Information regarding the articles of Miranda and the various matters regarding the objects and purposes of Miranda, the powers of its directors, its authorized capital and the rights of its shareholders is incorporated by reference from Miranda's Annual Report on Form 20-F for the year ended August 31, 2005, as filed with the Securities and Exchange Commission on March 15, 2006.

C. Material Contracts

The Company has not entered into any material contracts outside of the ordinary course of business for the two years immediately preceding publication of the document.

D. Exchange Controls

Miranda is a corporation incorporated pursuant to the laws of the Province of British Columbia, Canada.

Canada has no system of exchange controls. There are no Canadian restrictions on the repatriation of capital or earnings of a Canadian public company to non-resident investors. There are no laws in Canada or exchange restrictions affecting the remittance of dividends, profits, interest, royalties and other payments to non-resident holders of the Issuer's securities, except as discussed in "10.E. Taxation" below.

There are no limitations under the laws of Canada or in the organizing documents of the Company on the right of foreigners to hold or vote securities of the Company, except that the Investment Canada Act may require review and approval by the Minister of Industry (Canada) of certain acquisitions of "control" of the Company by a "non-Canadian". The threshold for acquisitions of control is generally defined as being one-third or more of the voting shares of the Company. "Non-Canadian" generally means an individual who is not a Canadian citizen, or a corporation, partnership, trust or joint venture that is ultimately controlled by non-Canadians.

E. Taxation

Certain Canadian Federal Income Tax Consequences

The discussion under this heading summarizes the principal Canadian federal income tax consequences of acquiring, holding and disposing of shares of our common stock for a shareholder of ours who is not a resident of Canada but is a resident of the U.S. and who will acquire and hold our common shares as capital property for the purposes of the Income Tax Act (Canada) (the "Canadian Tax Act"). This summary does not apply to a shareholder who carries on business in Canada through a "permanent establishment" situated in Canada or performs independent personal services in Canada through a fixed base in Canada if the shareholder's holding in Miranda Gold Corp. is effectively connected with such permanent establishment or fixed base. This summary is based on the provisions of the Canadian Tax Act and the regulations thereunder and on an understanding of the administrative practices of Canada Revenue Agency, and takes into account all specific proposals to amend the Canadian Tax Act or regulations made by the Minister of Finance of Canada as of the date hereof. It has been assumed that there will be no other relevant amendment of any governing law although no assurance can be given in this respect. This discussion is general only and is not, nor is it intended to provide a detailed analysis of the income tax implications of any particular shareholder's interest. Investors are advised to obtain independent advice from a shareholder's own Canadian and U.S. tax advisors with respect to income tax implications pertinent to their particular circumstances.

The provisions of the Canadian Tax Act are subject to income tax treaties to which Canada is a party, including the Canada-United States Income Tax Convention (1980), as amended (the "Convention").

Dividends on Common Shares and Other Income

Under the Canadian Tax Act, a non-resident of Canada is generally subject to Canadian withholding tax at the rate of 25 percent on dividends paid or deemed to have been paid to him or her by a corporation resident in Canada. We are responsible for withholding of tax at the source. The Convention limits the rate to 15 percent if the shareholder is a resident of the U.S. and the dividends are beneficially owned by and paid to such shareholder and to 5 percent if the shareholder is also a corporation that beneficially owns at least 10 percent of the voting stock of the Payor Corporation.

The amount of a stock dividend (for tax purposes) would generally be equal to the amount by which the paid up or our stated capital had increased by reason of the payment of such dividend. We will furnish additional tax information to our shareholders in the event of such a dividend. Interest paid or deemed to be paid on our debt securities held by non-Canadian residents may also be subject to Canadian withholding tax, depending upon the terms and provisions of such securities and any applicable tax treaty.

The Convention generally exempts from Canadian income tax dividends paid to a religious, scientific, literary, educational or charitable organization or to an organization constituted and operated exclusively to administer a pension, retirement or employee benefit fund or plan, if the organization is a resident of the U.S. and is exempt from income tax under the laws of the U.S.

Dispositions of Common Shares

Under the Canadian Tax Act, a taxpayer's capital gain or capital loss from a disposition of a share of our common stock is the amount, if any, by which his or her proceeds of disposition exceed (or are exceeded by, respectively) the aggregate of his or her adjusted cost base of the share and reasonable expenses of disposition. The capital gain or loss must be computed in Canadian currency using a weighted average adjusted cost base for identical properties. The capital gains net of losses included in income are as follows: for gains net of losses realized after October 17, 2000, as to 50%. There are special transitional rules to apply capital losses against capital gains that arose in different periods. The amount by which a shareholder's capital loss exceeds the capital gain in a year may be deducted from a capital gain realized by the shareholder in the three previous years or any subsequent year, subject to certain restrictions in the case of a corporate shareholder.

Under the Canadian Tax Act, a non-resident of Canada is subject to Canadian tax on taxable capital gains, and may deduct allowable capital losses, realized on a disposition of "*taxable Canadian property*." Shares of our common stock will constitute taxable Canadian property of a shareholder at a particular time if the shareholder used the shares in carrying on business in Canada, or if at any time in the five years immediately preceding the disposition 25% or more of the issued shares of any class or series in our capital stock belonged to one or more persons in a group comprising the shareholder and persons with whom the shareholder and persons with whom the shareholder did not deal at arm's length and in certain other circumstances.

The Convention relieves U.S. residents from liability for Canadian tax on capital gains derived on a disposition of shares unless:

- (a) the value of the shares is derived principally from "*real property*" in Canada, including the right to explore for or exploit natural resources and rights to amounts computed by reference to production;
- (b) the shareholder was resident in Canada for 120 months during any period of 20 consecutive years preceding, and at any time during the 10 years immediately preceding, the disposition and the shares were owned by him when he or she ceased to be resident in Canada; or
- (c) the shares formed part of the business property of a "*permanent establishment*" that the holder has or had in Canada within the 12 months preceding the disposition.

Certain U.S. Tax Consequences

U.S. Federal Income Tax Consequences

The following is a discussion of material U.S. federal income tax consequences generally applicable to a U.S. Holder (as hereinafter defined) of our common shares under current law. This discussion does not address all potentially relevant federal income tax matters and it does not address consequences peculiar to persons subject to special provisions of federal income tax law, such as those described below as excluded from the definition of a U.S. Holder. In addition, this discussion does not cover any state, local or foreign tax consequences. (see "*Taxation – Canadian Federal Income Tax Consequences*" above). Accordingly, holders and prospective holders of our common shares are urged to consult their own tax advisors about the specific federal, state, local, and foreign tax consequences to them of purchasing, owning and disposing of our common shares, based upon their individual circumstances.

The following discussion is based upon the sections of the Internal Revenue Code of 1986, as amended (the "*Code*"), Treasury Regulations, published Internal Revenue Service ("*IRS*") rulings, published administrative positions of the IRS and court decisions that are currently applicable, any or all of which could be materially and adversely changed, possibly on a retroactive basis, at any time and which are subject to differing interpretations. This discussion does not consider the potential effects, both adverse and beneficial, of any proposed legislation which, if enacted, could be applied, possibly on a retroactive basis, at any time.

U.S. Holders

As used in this annual report, a "*U.S. Holder*" means a holder of our common shares who is a citizen or individual resident of the United States, a corporation or partnership created or organized in or under the laws of

the United States or of any political subdivision thereof, an entity created or organized in or under the laws of the United States or of any political subdivision thereof which has elected to be treated as a corporation for U.S. federal income tax purposes (under Treasury Regulation Section 301.7701-3), an estate whose income is taxable in the U.S. irrespective of source or a trust subject to the primary supervision of a court within the U.S. and control of a U.S. fiduciary as described in Section 7701(a)(30) of the Code. This summary does not address the tax consequences to, and U.S. Holder does not include, persons subject to specific provisions of federal income tax law, such as tax-exempt organizations, qualified retirement plans, individual retirement accounts and other tax-deferred accounts, financial institutions, insurance companies, real estate investment trusts, regulated investment companies, broker-dealers, non-resident alien individuals, persons or entities that have a “functional currency” other than the U.S. dollar, shareholders subject to the alternative minimum tax, shareholders who hold common shares as part of a straddle, hedging or conversion transaction, and shareholders who acquired their common shares through the exercise of employee stock options or otherwise as compensation for services. This summary is limited to U.S. Holders who own common shares as capital assets, within the meaning of Section 1221 of the Code, and who own (directly and indirectly, pursuant to applicable rules of constructive ownership) no more than 5% of the value of our total outstanding stock. This summary does not address the consequences to a person or entity holding an interest in a shareholder or the consequences to a person of the ownership, exercise or disposition of any options, warrants or other rights to acquire common shares. In addition, this summary does not address special rules applicable to U.S. persons (as defined in Section 7701(a)(30) of the Code) holding common shares through a foreign partnership or to foreign persons holding common shares through a domestic partnership.

Distributions on Our Common Shares

In general, U.S. Holders receiving dividend distributions (including constructive dividends) with respect to our common shares are required to include in gross income for U.S. federal income tax purposes the gross amount of such distributions, equal to the U.S. dollar value of such distributions on the date of receipt (based on the exchange rate on such date), to the extent that we have current or accumulated earnings and profits, without reduction for any Canadian income tax withheld from such distributions. Such Canadian tax withheld may be credited, subject to certain limitations, against the U.S. Holder's federal income tax liability or, alternatively, may be deducted in computing the U.S. Holder's federal taxable income by those who itemize deductions (See more detailed discussion at “*Foreign Tax Credit*” below). Dividends received from us by a non-corporate U.S. Holder during taxable years beginning before January 1, 2011, generally, will be taxed at a maximum rate of 15% provided that such U.S. Holder has held to shares for more than 60 days during the 120-day period beginning 60 days before the ex-dividend date and that certain other conditions are met (“qualified dividend income”). For this purpose, dividends will include any distribution paid by us with respect to our common shares but only to the extent such distribution is not in excess of our current and accumulated earnings and profits, as determined under U.S. Federal income tax principles.

To the extent that distributions exceed our current or accumulated earnings and profits, they will be treated first as a return of capital up to the U.S. Holder's adjusted basis in the common shares and thereafter as gain from the sale or exchange of property. For this purpose, “qualified dividend income” generally includes dividends paid on stock in U.S. corporations as well as dividends paid on stock in certain non-U.S. corporations if, among other things, (i) the shares of the non-U.S. corporation (including ADRs backed by such shares) are readily tradable on an established securities market in the U.S., or (ii) the non-U.S. corporation is eligible with respect to substantially all of its income for the benefits of a comprehensive income tax treaty with the U.S. which contains an exchange of information program. We currently anticipate that if we were to pay any dividends with respect to our shares, they should constitute “qualified dividend income” for U.S. federal income tax purposes and that U.S. Holders who are individuals should be entitled to the reduced rates of tax, as applicable.

In the case of foreign currency received as a dividend that is not converted by the recipient into U.S. dollars on the date of receipt, a U.S. Holder will have a tax basis in the foreign currency equal to its U.S. dollar value on the date of receipt. Generally any gain or loss recognized upon a subsequent sale or other disposition of the foreign currency, including the exchange for U.S. dollars, will be ordinary income or loss and will not be eligible for the special tax rate applicable to qualified dividend income. However, an individual whose realized gain does not exceed \$200 will not recognize that gain, provided that there are no expenses associated with the transaction that meet the requirements for deductibility as a trade or business expense (other than travel expenses in connection with a business trip) or as an expense for the production of income.

Dividends paid on our common shares will not generally be eligible for the dividends received deduction provided to corporations receiving dividends from certain United States corporations. A U.S. Holder that is a corporation may, under certain circumstances, be entitled to a 70% deduction of the United States source portion of dividends received from us (unless we qualify as a “*foreign personal holding company*” or a “*passive foreign investment company*”, as defined below) if such U.S. Holder owns shares representing at least 10% of our voting power and value, or to a 85% deduction if the U.S. Holder owns shares representing at least 20% of the voting power and value of the Company. The availability of this deduction is subject to several complex limitations that are beyond the scope of this discussion.

Under current Treasury Regulations, dividends paid on our common shares, if any, generally will not be subject to information reporting and generally will not be subject to U.S. backup withholding tax. However, for dividends and the proceeds from a sale of our common shares paid in the U.S. through a U.S. or a U.S. related paying agent (including a broker) a U.S. Holder will be subject to U.S. information reporting requirements and may also be subject to the 28% (tax years beginning in 2006 and 2007) U.S. backup withholding tax, unless the paying agent is furnished with a duly completed and signed Form W-9. Any amounts withheld under the U.S. backup withholding tax rules will be allowed as a refund or a credit against the U.S. Holder's U.S. federal income tax liability, provided the required information is furnished to the IRS.

Foreign Tax Credit

A U.S. Holder who pays (or has withheld from distributions) Canadian income tax with respect to the ownership of our common shares may be entitled, at the option of the U.S. Holder, to either receive a deduction or a tax credit for such foreign tax paid or withheld. Generally, it will be more advantageous to claim a credit because a credit reduces U.S. federal income taxes on a dollar-for-dollar basis, while a deduction merely reduces the taxpayer's income subject to tax. This election is made on a year-by-year basis and generally applies to all foreign taxes paid by (or withheld from) the U.S. Holder during that year. There are significant and complex limitations which apply to the credit, among which is the general limitation that the credit cannot exceed the proportionate share of the U.S. Holder's U.S. income tax liability that the U.S. Holder's foreign source income bears to his or its worldwide taxable income. In the determination of the application of this limitation, various items of income and deduction must be classified into foreign and domestic sources. Complex rules govern this classification process. In addition, this limitation is calculated separately with respect to specific categories of income. For tax years beginning after December 31, 2006, the foreign tax credit is limited separately with respect to passive category income and general category income. Dividends distributed by us will generally constitute “*passive income*” or, in the case of certain U.S. Holders, “*financial services income*,” which for tax years beginning after December 31, 2006, is in certain cases treated as general category income. Additionally, the rules regarding U.S. foreign tax credits include limitations that apply to individuals receiving dividends eligible for the 15% maximum tax rate on dividends described above. For tax years beginning after December 31, 2004, U.S. Holders can reduce their alternative minimum tax (“AMT”) liability by an AMT foreign tax credit without the limitation. Under the pre-2006 Act Law, the AMT foreign tax credit was limited to 90% of AMT. The availability of the foreign tax credit and the application of the limitations on the credit are fact specific, and U.S. Holders of our common shares should consult their own tax advisors regarding their individual circumstances.

Disposition of Our Common Shares

In general, U.S. Holders will recognize gain or loss upon the sale of our common shares equal to the difference, if any, between (i) the amount of cash and the fair market value of any property received, and (ii) the shareholder's tax basis in our common shares. Preferential tax rates apply to long-term capital gains of U.S. Holders that are individuals, estates or trusts. In general, gain or loss on the sale of our common shares will be long-term capital gain or loss if our common shares are a capital asset in the hands of the U.S. Holder and are held for more than one year. Deductions for net capital losses are subject to significant limitations. For U.S. Holders that are not corporations, any unused portion of such net capital loss may be carried over to be used in later tax years until such net capital loss is thereby exhausted. For U.S. Holders that are corporations (other than corporations subject to Subchapter S of the Code), an unused net capital loss may be carried back three years preceding the loss year and carried forward five years following the loss year to be offset against capital gains until such net capital loss is thereby exhausted.

Other Considerations

Set forth below are certain material exceptions to the above-described general rules describing the U.S. federal income tax consequences resulting from the holding and disposition of common shares:

Foreign Personal Holding Company

The Foreign Personnel Holding Company (“FPHC”) rules have been repealed for tax years of foreign corporations beginning after December 31, 2004, and tax years of U.S. Holders whose tax year ends with or within the FPHC’s tax year. Prior to repeal, if at any time during a taxable year more than 50% of the total combined voting power or the total value of our outstanding shares was owned, directly or indirectly (pursuant to applicable rules of constructive ownership), by five or fewer individuals who were citizens or residents of the U.S. and 60% or more of our gross income for such year was derived from certain passive sources (e.g., from certain interest and dividends), we may have been a FPHC. In that event, U.S. Holders that hold common shares would have been required to include in gross income as a dividend for such year their allocable portions of such passive income to the extent we did not actually distribute such income. Each U.S. Holder should consult his own tax advisor about this change of law.

Foreign Investment Company

The rule relating to foreign investment companies have been repealed for tax years of foreign corporations beginning after December 31, 2004, and tax years of U.S. Holders whose tax year end with or within the corporation’s tax year. Prior to repeal, if 50% or more of the combined voting power or total value of our outstanding shares was held, directly or indirectly, by citizens or residents of the U.S., U.S. domestic partnerships or corporations, or estates or trusts other than foreign estates or trusts (as defined by Code Section 7701(a)(31)), and we were found to be engaged primarily in the business of investing, reinvesting, or trading in securities, commodities, or any interests therein, it is possible that we were a “foreign investment company” as defined in Section 1246 of the Code, causing all or part of any gain realized by a U.S. Holder selling or exchanging common shares to be treated as ordinary income rather than capital gain. Each U.S. Holder should consult his own tax advisor about this change of law.

Passive Foreign Investment Company

As a foreign corporation with U.S. Holders, the Company could potentially be treated as a passive foreign investment company (“PFIC”), as defined in Section 1296 of the Code, depending upon the percentage of the Company’s assets which is held for the purpose of producing passive income.

Certain United States income tax legislation contains rules governing PFICs, which can have significant tax effects on U.S. Shareholders of foreign corporations. These rules do not apply to non-U.S. shareholders. Section 1296 of the Code defines a PFIC as a corporation that is not formed in the United States and, for any taxable year, either (i) 75% or more of its gross income is “passive income”, which includes interest, dividends and certain rents and royalties or (ii) the average percentage, by fair market value or, if the Company is a controlled foreign corporation or makes an election, by adjusted tax basis, of its assets that produce or are held for the production of “passive income”, is 50% or more.

A U.S. shareholder who holds stock in a foreign corporation during any year in which such corporation qualifies as a PFIC is subject to U.S. Federal income taxation under one of two alternative tax regimes at the election of each such U.S. shareholder. The following is a discussion of such two alternative tax regimes applied to such U.S. shareholders of the Company.

A U.S. shareholder who elects in a timely manner to treat the Company as a Qualified Electing Fund (“QEF”), as defined in the Code (an “Electing U.S. Shareholder”), will be subject, under Section 1293 of the Code, to current federal income tax for any taxable year in which the Company qualifies as a PFIC on his pro-rata share of the Company’s (i) “net capital gain” (the excess of net long-term capital gain over net short-term capital loss), which will be taxed as long-term capital gain to the Electing U.S. Shareholder and (ii) “ordinary earnings” (the excess of earnings and profits over net capital gain), which will be taxed as ordinary income to the Electing U.S. Shareholder, in each case, for the shareholder’s taxable year in which (or with which) the Company’s taxable year ends, regardless of whether such amounts are actually distributed.

The effective QEF election also allows the Electing U.S. Shareholder to (i) generally treat any gain realized on the disposition of his Common Shares (or deemed to be realized on the pledge of his Common Shares) as capital, (ii) treat his share of the Company's net capital gain, if any, as long-term capital gain instead of ordinary income, and (iii) either avoid interest charges resulting from PFIC status altogether, or make an annual election, subject to certain limitations, to defer payment of current taxes on his share of the Company's annual realized net capital gain and ordinary earnings subject, however, to an interest charge on the deferred taxes. If the Electing U.S. Shareholder is not a corporation, such an interest charge would be treated generally as "personal interest" that can be deducted only when it is paid or accrued and is only 10% deductible in taxable years beginning in 1990 and not deductible at all in taxable years beginning after 1990.

The procedures a U.S. Shareholder must comply with in making an effective QEF election will depend on whether the year of the election is the first year in the U.S. Shareholder's holding period in which the Company is a PFIC. If the U.S. Shareholder makes a QEF election in such first year, i.e. a timely QEF election, then the U.S. Shareholder may make the QEF election by simply filing the appropriate documentation at the time the U.S. Shareholder files its tax return for such first year. If, however, the Company qualified as a PFIC in a prior year during such shareholder's holding period, then in addition to filing documents, the U.S. Shareholder must elect to recognize (i) (under the rules of Section 1291 discussed below), any gain that he would otherwise recognize if the U.S. Shareholder sold his stock on the application date or (ii) if the Company is a controlled foreign corporation, and such shareholder so elects, his/her allocable portion of the Company's post-1986 earnings and profits.

When a timely QEF election is made, if the Company no longer qualifies as a PFIC in a subsequent year, normal code rules will apply. It is unclear whether a new QEF election is necessary if the Company thereafter re-qualifies as a PFIC. U.S. Shareholders should seriously consider making a new QEF election under those circumstances.

If a U.S. Shareholder does not make a timely QEF election in the year in which it holds (or is deemed to have held) the shares in question and the Company is a PFIC (a "Non-resident U.S. shareholder"), then special taxation rules under Section 1291 of the Code will apply to (i) gains realized on disposition (or deemed to be realized by reason of a pledge) of his/her common shares and (ii) certain "excess contributions", as specially defined, by the Company.

Non-electing U.S. shareholders generally would be required to pro-rata all gains realized on the disposition of his/her common shares and all excess distributions over the entire holding period for the common shares. All gains or excess distributions allocated to prior years of the U.S. shareholder (other than years prior to the first taxable year of the Company during such U.S. Shareholder's holding period and beginning after January 1, 1987 for which it was a PFIC) would be taxed at the highest tax rate for each such prior year applicable to ordinary income. The Non-electing U.S. Shareholder also would be liable for interest on the foregoing tax liability for each such prior year calculated as if such tax liability had been due with respect to each such prior year. A Non-electing U.S. Shareholder that is not a corporation must treat this interest charge as "personal interest" which, as discussed above, is partially or wholly non-deductible. The balance of the gain or the excess distribution will be treated as ordinary income in the year of the disposition or distribution, and no interest charge will be incurred with respect to such balance.

If the Company is a PFIC for any taxable year during which a Non-electing U.S. Shareholder holds common shares, then the Company will continue to be treated as a PFIC with respect to such common shares, even if it is no longer, by definition, a PFIC. A Non-electing U.S. Shareholder may terminate this deemed PFIC status by electing to recognize a gain (which will be taxed under the rules discussed above for Non-electing U.S. Shareholders) as if such common shares had been sold on the last day of the last taxable year for which it was a PFIC.

Under Section 1291(f) of the Code, the Department of the Treasury has issued proposed regulations that would treat as taxable certain transfers of PFIC stock by Non-electing U.S. Shareholders that are generally not otherwise taxed, such as gifts, exchanges pursuant to corporate reorganizations, and transfers at death.

Certain special, generally adverse, rules will apply with respect to the common shares while the Company is a PFIC whether or not it is treated as a QEF. For example under Section 1297(b)(6) of the Code, a U.S.

shareholder who uses PFIC stock as security for a loan (including a margin loan) will, except as may be provided in regulations, be treated as having made a taxable disposition of such stock.

The foregoing discussion is based on existing provisions of the Code, existing and proposed regulations thereunder, and current administrative ruling and court decisions, all of which are subject to change. Any such change could affect the validity of this discussion. In addition, the implementation of certain aspects of the PFIC rules requires the issuance of regulations which in many instances have not been promulgated and which may have retroactive effect. There can be no assurance any of these proposed regulations will be enacted or promulgated, and if so, the form they will take or the effect that they may have on this discussion. Accordingly, and due to the complexity of the PFIC rules, U.S. persons who are shareholders of the Company are strongly urged to consult their own tax advisors concerning the impact of these rules on their investment in the Company.

Controlled Foreign Corporation

If more than 50% of the total combined voting power of all classes of shares entitled to vote or the total value of our common shares is owned, actually or constructively, by citizens or residents of the United States, U.S. domestic partnerships or corporation, or estates or trusts other than foreign estates or trusts (as defined by Code Section 7701(a)(31)), each of which owns, actually or constructively, 10% or more of our total combined voting power of all classes of shares entitled to vote ("*U.S. Shareholder*"), we would be treated as a controlled foreign corporation ("*CFC*") under Subpart F of the Code. This classification could affect many complex results, one of which is the inclusion by the U.S. shareholders of certain income of a CFC, which is subject to current U.S. tax. The United States generally taxes U.S. Shareholders of a CFC currently on their pro rata shares of the Subpart F income of the CFC. Such U.S. Shareholders are generally treated as having received a current distribution out of the CFC's Subpart F income and are also subject to current U.S. tax on their pro rata shares of increases in the CFC's earnings invested in U.S. property. The foreign tax credit described above may reduce the U.S. tax on these amounts. In addition, under Section 1248 of the Code, gain from the sale or exchange of shares of the CFC by a U.S. Holder which is or was a U.S. Shareholder at any time during the five-year period ending on the date of the sale or exchange is treated as ordinary income to the extent of earnings and profits of the CFC attributable to the shares sold or exchanged. If a foreign corporation is both a PFIC and a CFC, the foreign corporation generally will not be treated as a PFIC with respect to U.S. Shareholders of the CFC. This rule generally is effective for taxable years of U.S. Shareholders beginning after 1997 and for taxable years of foreign corporations ending with or within such taxable years of U.S. Shareholders. Special rules apply to U.S. Shareholders who are subject to the special taxation rules under Section 1291 discussed above with respect to a PFIC. Because of the complexity of Subpart F, a more detailed review of these rules is outside of the scope of this discussion. We do not believe that we currently qualify as a CFC. However, there can be no assurance that we will not be considered a CFC for the current or any future taxable year.

F. Dividends and Paying Agents

This Form 20-F is being filed as an annual report under the Securities Exchange Act of 1934, and as such, there is no requirement to provide any information under this item.

G. Statement by Experts

This Form 20-F is being filed as an annual report under the Securities Exchange Act of 1934, and as such, there is no requirement to provide any information under this item.

H. Documents on Display

Any of the documents referred to in this Form 20-F can be viewed at the office of Miranda, which is located at 15381 – 36th Avenue, South Surrey, British Columbia V3Z 0J5 during normal business hours. All of the documents referred to above are in English.

Miranda is required to file financial statements and other information with all of the Securities Commissions in Canada electronically through the Canadian System for Electronic Document Analysis and Retrieval (SEDAR), which can be viewed at www.sedar.com.

I. Subsidiary Information

This information is not required for reports filed in the United States.

ITEM 11 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Miranda is a "small business issuer", and as such, does not need to provide the information required by this Item 11.

ITEM 12 DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable

PART II

ITEM 13 DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

Not applicable

ITEM 14 MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS

Not applicable

ITEM 15 CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

At the end of the period covered by this Form 20-F Annual Report for the fiscal year ended August 31, 2016, an evaluation was carried out under the supervision of and with the participation of the Company's management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act). Based on that evaluation the CEO and the CFO have concluded that as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective in ensuring that: (i) information required to be disclosed by the Company in reports that it files or submits to the SEC under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and (ii) material information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow for accurate and timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting

The management of Miranda is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) and Rule 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers and effected by the Company's Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detections of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of August 31, 2016. In making this assessment, it used the criteria set forth in the Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management concluded that, as of August 31, 2016, the Company's internal control over financial reporting is effective, based on those criteria.

The SEC has defined a material weakness as a deficiency, or a combination of deficiencies in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual financial statements will not be prevented or detected on a timely basis.

Attestation Report of the Registered Accounting Firm

This Annual Report does not include an attestation report of Davidson & Company LLP, an independent registered public accounting firm that audited the Company's annual financial statements included in this Annual Report, regarding internal control over financial reporting. Management's report is not subject to attestation by the Company's registered public accounting firm pursuant the rules of the SEC that permit the Company to provide only management's report in this Annual Report.

Changes in Internal Controls over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during our most recently completed fiscal year ended August 31, 2016, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 15T CONTROLS AND PROCEDURES

Not applicable

ITEM 16 [RESERVED]

ITEM 16A AUDIT COMMITTEE FINANCIAL EXPERT

The Board has determined that Kevin Nishi, a member of its audit committee, qualifies as an “*audit committee financial expert*” as defined in Item 16.A. of Form 20-F.

ITEM 16B CODE OF ETHICS

Miranda adopted a Code of Business Conduct and Ethics (the Code) on August 9, 2006 and it is posted on www.sedar.com and on EDGAR and was attached as an exhibit to Miranda's Annual Report for the fiscal year ended August 31, 2007. All directors, officers, employees and consultants of Miranda will comply with the Code, which reaffirms Miranda's high standards of business conduct.

As adopted, the Code of Ethics sets forth standards that are designed to prevent wrongdoing and to promote:

- honesty and integrity, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

- full, fair, accurate, timely and understandable disclosure in reports and documents that Miranda files with, or submits to, the Securities and Exchange Commission and in other public communications made by Miranda;
- compliance with applicable governmental laws, rules and regulations;
- protection of and respect for the confidentiality of information acquired in the course of work;
- responsible use of and control over assets and resources; and
- the prompt internal reporting of violations of the Code of Ethics to an appropriate person or persons identified in the Code of Ethics.

ITEM 16C PRINCIPAL ACCOUNTANT FEES AND SERVICES

During the financial years ended August 31, 2016, 2015 and 2014, Davidson & Company LLP, Chartered Professional Accountants, ("Davidson") served as Miranda's auditor.

The chart below sets forth the total amount accrued by Miranda to Davidson for services performed in the fiscal years 2016, 2015, and 2014; and breaks down these amounts by category of service.

"Audit Fees" are the aggregate fees billed by Davidson for the audit of Miranda's consolidated annual financial statements that are provided in connection with statutory and regulatory filings or engagements.

"Audit-Related Fees" are fees charged by Davidson for assurance and related services that are reasonably related to the performance of the audit or review of Miranda's financial statements and are not reported under "Audit Fees." This category comprises fees billed for independent accountant review of the 20-F Annual Report and Management Discussion and Analysis.

"Tax Fees" are fees for professional services rendered by Davidson for tax compliance, tax advice on actual or contemplated transactions.

The fees for auditor services paid or accrued to Davidson in each of the last three fiscal years for audit and non-audit related services are as follows:

Principal Accountant Fees and Services	Fiscal Year ended August 31, 2016 \$	Fiscal Year ended August 31, 2015 \$	Fiscal Year ended August 31, 2014 \$
Audit Fees	45,000	44,000	45,000
Tax Fees	8,500	8,750	7,500
All Other Fees	-	-	1,500
TOTAL	53,500	52,750	54,000

Audit Committee's pre-approval policies and procedures

The Audit Committee nominates and engages the independent auditors to audit the financial statements, and approves all audit services, audit-related services, tax services and other services provided by Davidson. Any services provided by Davidson that are not specifically included within the scope of the audit must be pre-approved by the audit committee prior to any engagement. The audit committee is permitted to approve certain fees for audit-related services, tax services and other services pursuant to a *de minimus* exception before the completion of the engagement. In fiscal 2016, 2015, and 2014, fees paid to Davidson were approved pursuant to the *de minimus* exception for tax services.

ITEM 16D EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not Applicable

ITEM 16E PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

Not Applicable

ITEM 16F CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not Applicable

ITEM 16G CORPORATE GOVERNANCE

Not applicable

ITEM 16H MINE SAFETY DISCLOSURE

Not applicable

PART III

ITEM 17 FINANCIAL STATEMENTS

Miranda is furnishing financial statements under Item 18.

ITEM 18 FINANCIAL STATEMENTS

Our financial statements are stated in Canadian Dollars and are prepared in accordance with International Financial Reporting Standards (IFRS), the application of which, in our case, conforms in all material respects for the periods presented with United States GAAP, except as discussed in footnotes to the financial statements, if any.

This annual report on Form 20-F includes the following financial statements of Miranda:

- a) Auditor's Report, dated December 15, 2016;
- b) Consolidated Statements of Financial Position as of August 31, 2016, and August 31, 2015;
- c) Consolidated Statements of Loss and Comprehensive Loss for the years ended August 31, 2016, August 31, 2015, and August 31, 2014;
- d) Consolidated Statements of Cash Flows for the years ended August 31, 2016, August 31, 2015, and August 31, 2014;
- e) Consolidated Statements of Changes in Equity for the years ended August 31, 2016, August 31, 2015, and August 31, 2014; and
- f) Notes to Consolidated Financial Statements for the years ended August 31, 2016, August 31, 2015, and August 31, 2014.

ITEM 19 EXHIBITS

The following exhibits are included in this Annual Report on Form 20-F:

Exhibit Number	Description
1.1	Transition Application and Notice of Articles effective September 22, 2005 ⁽²⁾
1.2	Notice of Alteration filed September 22, 2005 ⁽²⁾
1.3	Articles ⁽¹⁾
1.4	Code of Conduct ⁽³⁾
12.1	Certification of CEO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002; ⁽⁴⁾
12.2	Certification of CFO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002; ⁽⁴⁾
13.1	Certification of CEO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. ⁽⁴⁾
13.2	Certification of CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. ⁽⁴⁾

- (1) Previously filed with the Securities and Exchange Commission as an Exhibit to the Form 20-F filed January 21, 2005

- (2) Previously filed with the Securities and Exchange Commission as an Exhibit to the Form 20-F filed March 15, 2006
- (3) filed with the Securities and Exchange Commission as an Exhibit to the Form 20-F filed December 24, 2008
- (4) Filed as an exhibit to this annual report on Form 20-F.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

MIRANDA GOLD CORP.

By: "Joseph P. Hebert"

Joseph P. Hebert, President, and Chief Executive officer

Date: December 15, 2016

EXHIBIT INDEX

Exhibit Number	Description
12.1	Certification of CEO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. ⁽¹⁾
12.2	Certification of CFO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. ⁽¹⁾
13.1	Certification of CEO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. ⁽¹⁾
13.2	Certification of CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. ⁽¹⁾

⁽¹⁾ Filed as an exhibit to this annual report on Form 20-F.