



FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2020

Introduction

This Management Discussion and Analysis (“MD&A”) of the results of operations and the financial condition of Meridian Mining SE (“Meridian” or the “Company”) is the responsibility of management and covers the three-month period ended March 31, 2020. This MD&A takes into account information available up to and including May, 29 2020 and should be read together with the audited consolidated financial statements and notes for the year ended December 31, 2019, which are available on the SEDAR website at www.sedar.com.

Throughout this document the terms *we*, *us*, *our*, *the Company* and *Meridian* refer to Meridian Mining SE. All financial information in this document is prepared in accordance with International Financial Reporting Standards (“IFRS”). All amounts are in United States dollars (USD) unless otherwise stated.

Additional information related to the Company is available for view at www.meridianmining.co or on the SEDAR website at www.sedar.com.

This document contains forward-looking statements. Please refer to “Note Regarding Forward-Looking Statements.”

Business Overview

Meridian is a junior exploration and resource development company with a suite of natural resource projects in the State of Rondônia, Brazil. The Company operates three exploration projects segregated by commodity and location: Espigão - copper (“Cu”) - gold (“Au”) polymetallic (“Espigão”), Mirante da Serra (“MdS”) – manganese (“Mn”) and Ariquemes - tin (“Sn”); together (“the Portfolio”). The Company formally operated the Espigão manganese project that supplied high quality concentrates to Brazilian and international clients. Due to the collapse in the Mn commodity price, this part of the Company’s operations has been put on care and maintenance since December 2019.

Strategy

Meridian’s vision is to create sustainable value for its stakeholders by discovering and developing high quality exploration assets and by leveraging its manganese production capacity to target seasonal low cost of production assets. The Company is committed to being a responsible steward of the environment and building collaborative partnerships with communities, governments and all other stakeholders for mutual success.

By the start of the 4th Quarter 2019, the Company’s Board decided that the long-term growth of the Company was in the exploration of resource development potential of the portfolio, mainly in regards to the Espigão - copper (Cu) - gold (Au) polymetallic project and the Mirante da Serra manganese project. The Ariquemes project will be maintained and the Company will seek a JV partner or a buyer for the project in 2020. The Company could eventually decide to restart its manganese operations in the event that global manganese prices increase to a point where production would be profitable. In December 2019, a material change in direction for the Company was announced to that effect.

Corporate Outlook

Our priorities are to build on the Espigão - copper (Cu) – gold (Au) polymetallic project and the Mirante da Serra manganese project to accelerate the repositioning of the Company, as well as leveraging the Company's manganese production capacity if it is profitable to operate when global manganese prices rise again.

Performance Summary for the period ended March 31, 2020

Corporate Highlights

- In view of the increase in global manganese prices, the Company continues to evaluate a possible restart of its Mn operation. The Company may consider restarting for the 2020 dry season to “batch supply” only one or two specific clients. A restart of production would also benefit from an improvement in the US Dollar (“USD”) to Brazilian real (“BRL”) exchange rate.

Operational Highlights

- During the first quarter of 2020, the production from the Company's Espigão do Oeste manganese operation remained in care and maintenance. During the first quarter of 2019 the Company produced 4,896 tonnes.
- In response to the COVID-19 virus the Company has taken the recommended preventative precautions according to Brazilian guidelines and continues to monitor the situation. See further discussion in the Risk Factors section.

Sales Highlights

- During the first quarter of 2020, the price for +44% Mn concentrates CIF Tianjin (China) has remained stable from USD 4.20 by the end of the fourth quarter of 2019 to USD 4.27 at the end of the first quarter. Subsequent to the Quarter's end the price recovery continued, partly as a result of supply concerns related to the COVID-19 virus, the Mn price has slowly recovered to USD 6.24
- During the first quarter of 2020, the Company sold 1,030 tonnes of manganese oxide product versus 4,159 tonnes during the first quarter of 2019, as result of the decision to put the manganese production in care and maintenance.

Exploration Highlights

- On January 8, 2020 the Company released an update on the Jaburi area, where a trial mining licence was approved for the production of up to 30,000t of Manganese oxide concentrate per annum, valid until 13 September 2021. The Jaburi area has produced amongst the project's best quality concentrates. The trial mining licence provides an option to recommence production from sources close to the existing plants, including newly delineated showings that had not previously been mined.
- On January 22, 2020 the Company released an update on its Ariquemes Exploration Project, following release of new data and interpretations by the Companhia De Pesquisa De Recursos Minerais (“CPRM”) – (Geological service of Brazil). The CPRM review highlighted geophysical signatures in magnetic and radiometric data consistent with the presence of tin-bearing granites within the Company's project area. Broad-spaced stream-sediment sampling also highlighted the tin and gold anomalies requiring further evaluation.
- On January 23, 2020 the Company released a review of the 2015 aerial electromagnetic (“EM”) Maxwell conductive plate models and their relationship to target corridors of the Espigão Copper-Gold polymetallic project. Nine modelled EM show spatial relations to polymetallic soil anomalies associated with showings of Mn and Fe oxides. These represent targets to test at depth for zoned polymetallic systems. Additional Maxwell Plate modelling remains to be conducted for other EM anomaly clusters.

Environmental Highlights

- The Company has implemented an improved rehabilitation process whereby rehabilitation is incorporated into the mining sequence. This has provided lower operational costs and a more rapid return of impacted land back to the owners with enhanced land values.
- The proactive management of the two plants' settling ponds continues. These ponds contain inert soil fines produced by the washing of the pre-concentrated feed from the plant. Once full they are emptied, and the soils are returned to the farming land as topsoil.
- Planned environmental rehabilitation of past mine sites was accelerated during the Quarter. Three past mine sites covering ~40.95 Ha have been rehabilitated and are expected to be returned to the landowner in 2020.

Subsequent Events

Subsequent to March 31, 2020:

Exploration Highlights

- On May 19, 2020, the Company announced the results of the technical reviews on its stream sediment data, in relation to the Company's renewed exploration focus on Cu-Au polymetallic mineralization. The Company has completed a review of both its stream sediment and soil sampling data, and assays from drill programs of the previous manganese operation. The results strengthen the Company's belief that the Espigão is prospective for a zoned Cu-Au system.
- On May 25, 2020 the Company released the results of Electromagnetic ("EM") modelling of Ervino target located within the Espigão project. The EM plate was shown to be extensive and associated with an underlying magnetic anomaly, and lies at an intersection of regional mineralized structures

Corporate Highlights

- On April 27, 2020, the Company executed the definitive agreements with the Company's debt holders Sentient Global Resource Fund IV L.P. ("SGRFIV"), Sentient Executive GP IV Limited ("SEGPIV"), collectively with SGRFIV ("Sentient"), as follows:

Debt Conversion Agreement between Meridian and Sentient

- \$10,500,000 (CAD \$14,896,350) will be converted to common shares at a share price of CAD \$2.50, subject to the following terms:
 - Company will need to complete an Equity Raise of CAD \$2,500,000 at a subscription price of not less than CAD \$0.05 per share;
 - Equity Raise is required to close by July 30, 2020 ("Closing Date")
- SGRFIV will not dispose any of the shares subscribed under this agreement for a period of 12 months from the Equity Raise Closing Date, subject to certain exceptions
- In the event the Company completes a sale transaction within three years for an aggregate amount of at least \$50,000,000, Sentient is entitled to a cash payment of up to \$17,500,000, subject to reduction in certain situations including the sale of shares by Sentient.

Consolidated Facility Agreement between Meridian and Sentient

- Consolidation \$10,343,397 (CAD \$14,674,177), including principal and interest, into a Consolidated Facility Agreement with a maturity date at March 31, 2022 at 0% interest.
- The Company has the option to convert the outstanding amount into common shares of the Company at a fixed conversion price of CAD \$2.50 per share at any time after:
 - the Company has raised in excess of CAD \$7,093,500 of equity proceeds since the Closing Date defined in the Debt Conversion Agreement mentioned above; or
 - the second anniversary of the date of execution of the Debt Conversion Agreement listed above

- The Consolidated Facility Agreement will be secured against certain inter-company loans between Meridian and its subsidiary Jaburi and all the shares of Jaburi.

Royalty Purchase and Debt Settlement Agreement and Net Smelter Royalty Agreement between Cancana and Sentient

- Conversion of \$3,166,027 (CAD \$4,491,643) loan into a 2% net smelter returns royalty ("Royalty") over the following projects:
 - 2% on Espigão polymetallic;
 - 2% Mirante da Serra manganese;
 - 2% Ariqueles tin; and
 - 100% of the royalty on each project can be bought back for \$2,000,000 for each project or \$6,000,000 for all 3 projects.
- Certain conditions and restrictions apply to be followed by Jaburi and Cancana regarding the title maintenance and assignment of the projects contemplated in the Royalty Agreement

The issuance of the common shares, the Debt Conversion Agreement, Consolidated Facility Agreement and Royalty agreements are subject to the approval of the TSX Venture Exchange.

- On April 28, 2020, the Company executed the debt restructure agreement with The Sentient Group ("TSG"), as follows:
 - \$1,249,863 (CAD \$1,773,181) will be converted to common shares at the same subscription price of the Equity Raise described below. The conversion is subject to the following terms:
 - Company will need to complete an Equity Raise of CAD \$2,500,000 at a subscription price of not less than CAD \$0.05 per share;
 - Equity Raise is required to close by July 30, 2020
 - Common shares issued will have restricted trading options.

The issuance of the common shares is subject to the approval of the TSX Venture Exchange.

- On April 13, 2020, the Company appointed Ms. Soraia Morais to the Executive Position of Chief Financial Officer. Ms. Morais is a Chartered Professional Accountant with over 15 years of experience in accounting and financial management. She started working in the resource sector in 2009. Prior to that, she accumulated an extensive business background including managing her own business and spending 5 years at PricewaterhouseCoopers Brazil. She is a dual citizen of Canada and Brazil and fluent in English and Portuguese, with working knowledge of Spanish. She has a University of British Columbia Diploma in Accounting and a Bachelor of Accounting Sciences from Brazil. From 2014 to 2018 Ms. Morais was the VP of Finance of Meridian.
- On May 11, 2020, the Company announced a non-brokered private placement financing of up to 50 million units at \$0.075 per unit ("Unit") for gross proceeds of up to \$2,500,000 (the "Capital Raise"). Each Unit will consist of one common share of Meridian and one non-transferable common share purchase warrant ("Warrant"). Each Warrant will be exercisable to acquire one additional common share of Meridian at \$0.11 for a period of two years from the date of closing the Capital Raise.
- On May 11, 2020, the Company also announced that Dr. Adrian McArthur will be assuming the joint-CEO & President role of the Company with Mr. Clark until the Capital Raise's close, at which time Mr. Clark will step down from his interim roles but remain as a Director of the Company.

Except as disclosed elsewhere in this document there were no other material subsequent events to the date of this report.

Espigão Project

Background

The Espigão Project is located in the Proterozoic Rondônia-Juruena Province, in the SW margin of the Amazon Craton. The licences cover an area of 160,480 Hectares and incorporate an approved mining lease, mining lease applications, and exploration tenure. Mining activity to date has focussed on production from colluvial and vein manganese oxide mineralization.

The various vein systems show a spatial relationship with a series of fractionated granites, marked by an elevated response in Total Count radiometrics. Geophysical modelling shows the presence of conductivity anomalies and magnetic anomalies underpinning the surface veins. These anomalies remain to be systematically tested at depth. An ongoing exploration objective is to test the potential for vertical and lateral transitions to domains dominated by base metal and precious metal assemblages, as part of the zoned mineral system, and assess opportunities to continue manganese production under favourable price regimes.

Espigão Polymetallic Potential

Espigão is an advanced exploration project with an extensive modern database of geological and geophysical information. The Company believes that the extensive polymetallic soil anomalies, associated pathfinder minerals and co-incident geophysical conductivity anomalies reflect Cu-Au potential, and will be evaluated to test for Iron Oxide Copper Gold ("IOCG") or intrusive related porphyry mineralization.

The diverse vein includes base-metal anomalous manganese oxide veins, iron-oxide breccias, gold-bearing quartz-pyrite veins, and tin-bearing greisen. The Cu-Pb-Zn base metal association in the manganese veins becomes progressively enriched in the northern sector of the project area (with peak assay values in drilling of 0.62% Cu, 6.56% Pb, 0.14% Zn).

On May 28, 2019 the Company released the results of the first integrated 3-D modelling undertaken on the airborne magnetic and conductivity data covering the Espigão Project. Multiple magnetic anomaly clusters have been identified. These anomalies underlie the surface expression of the base-metal anomalous manganese vein arrays. Many magnetic anomalies are coincident with the subsurface projection of conductors modelled from electromagnetic survey data. Results point to a much more intricate architecture to the intrusive system than first thought. These anomalies provide targets for future testing of discrete intrusive bodies interpreted to lie at depth and to drive the hydrothermal vein systems and metal assemblage.

The 2015 airborne HeliTEM survey covered an extensive part of the Espigão project and detected 60 plus conductive clusters. To date, only 9 of these clusters have had the data processed and the Maxwell plates modelled. In late 2018 the Company commissioned the processing of related magnetic data that mapped significantly anomalous magnetic anomalies underlying the modelled Maxwell plates that are in turn co-incident to the mapped, polymetallic soil anomalies. The Company has planned and budget a program whereby the residual conductive clusters are modelled, and supplemented by gravity surveys - the time frame for this is dependant on the availability of funds.

The Company has continued to review and assess the Espigão district's polymetallic potential and believes that a strong exploration project is evolving with the information that is being produced

Manganese Exploration and Mining

The Company will consider opportunities under favourable pricing regimes to resume mining activity focussed on the colluvial and free digging saprolite-hosted vein manganese oxide mineralization (based on the Jaburi Plant processing flow sheet).

Mining has principally targeted colluvial mineralization excavated from a 1 to 2 m thick soil profile, with pre-screening close to the mine site. Screened reject material is returned to the site of extraction, topsoil replaced, and the site is reseeded for return to agricultural use. In places, mining has also targeted the free digging saprolite layer, which hosts sheeted veins, stockworks, and brecciated to semi-massive Mn oxides. The saprolite material is pre-screened (wet or dry), prior to final processing at the Rio Madeira and Jaburi Plants. No drilling and blasting required in the saprolite zone.

Due to the financial limitations of the Company, recent activities have mainly been on geophysical and geochemical reviews for targeting, whilst the Company evaluates funding options to reinitiate gold and base metal exploration. A number of manganese production areas were outlined by exploration and pre-production programs prior to suspension of production.

Mineral Processing and Metallurgical Testing

The Company's infrastructure is currently being maintained on care and maintenance. This includes:

- The Jaburi pilot plant, which operates via gravity separation (jigging) with minor primary and secondary crushing (no chemical beneficiation is required). The Jaburi Plant, following initial metallurgical studies conducted through American Metallurgical Lab LLC, SGS Canada, Ausenco, Allmineral and Gekko Systems, was in 2018 upgraded to a 50,000 tpa pilot plant with additional primary and secondary crushing circuits. The Jaburi Plant recovers three size fractions: 2.5 to 15mm, 15 to 25mm and 25 to 75mm. Material greater than +75mm is sent to a secondary crusher and then reprocessed. Some hand sorting to remove waste and lower grade breccia material occurs. The Rio Madeira Plant currently acts as an intermitted centralise washing plant with the resulting +15mm pre-concentrate trucked to the Jaburi Plant for final concentrate production; with mineralization in the < 5mm fraction going to tailings. The Jaburi Plant recovers the 2.5 mm fraction by jigging with < 2.5mm fraction going to tailings. The jigging process concentrates a product which is currently ~90 - 95% manganese oxide mineral product (5-10% gangue).
- The Rio Madeira plant – an older plant which has been operated as a centralised washing and screening plant for providing additional feed to the Jaburi plant. The plant can also produce concentrates for domestic and international sales (>25 mm lump product; and fine to medium jigged product - 5 to 15 mm, 15 to 25 mm).

To maintain a commercial volume of +48% Mn premium concentrate the Jaburi Plant was optimised to operate on a minimal Mn recovery basis of a 60%. The coarse reject from the plants is stockpiled for potential future reprocessing and commercialisation. The reject from the concentrating process is either an inert gravel or fine grain inert soils. Once dried, the soils are returned to the farmland as topsoil while the gravels are used as a road aggregate.

The Company had zero production in the first quarter of 2020, since Plant was put on temporary care & maintenance in the end of 2019, versus 4,896 tonnes during the first quarter of 2019

The Company cautions that it has not completed any feasibility studies on any of its manganese properties. The previously published NI43-101 manganese oxide inferred resource was found to be non-compliant by the SRK NI43-101 property report of August 26, 2016, and no NI43-101 mineral resource estimate has been re-established. Because the Company's production decision is not based upon a feasibility study of mineral reserves, the economic and technical viability of the property has not been established.

Permitting, Corporate Social Responsibility and Environment

The Company's Espigão Project currently covers an area of 160,480 Hectares, including satellite licences in adjacent areas (but excluding Mirante da Serra and Ariqueemes).

Permitting is required before proceeding to mine an area – the permits states the amount of manganese oxide that can be mined per each concession through GU's (trial mining permits). Applications can be lodged to increase the tonnage of Mn oxide produced. Mining licences, once approved, will supersede the GU's.

Because of the environment and weather conditions, rehabilitation of mine sites is efficient solely during the dry season – approximately 8 months is required for complete re-vegetation of sites.

The Company is well regarded locally – it is an important employer and has a good reputation for its stewardship of its local operations. The many local initiatives to enhance the Company's social license to operate have been incorporated within its management protocols and have further strengthened the Company's local reputation. Rehabilitation programs are actively continuing through the care and maintenance period.

Mirante da Serra Project, Rondônia, Brazil

The MdS Mn project is a resource development and exploration project that, via a series of sequential payments described below, each related to operational and administrative milestones, the Company can acquire a 100% ownership. Historical and Company mapping programs have identified an initial 4km semi-continuous trend of colluvial Mn occurrences with grades up to 50.9% Mn. The Mn is sedimentary in origin and has the potential to develop into a stand-alone mining project. A full 18-month resource delineation and exploration program is being considered, but will be subject to financing and approval of the final report by Brazilian National Mining Agency (Agência Nacional de Mineração - "ANM") (formerly - National Department of Mineral Production).

Background

The Company entered into an option agreement to acquire a 100-per-cent interest in the Mirante da Serra manganese project, in Rondonia, Brazil from Mr. José Olímpio de Miranda (licence 886166/2009). Following a sequential process related to project and administrative milestone achievements, Meridian, at its election, will acquire the project for a cumulative consideration of 1,140,000 million Brazilian real (approximately \$300,000). This acquisition follows an extensive due diligence program, including mapping, sampling and granulometry studies. The payment terms have been linked to project development milestones to decrease risk for the Company. The staged payments will be made as follows:

- 40,000 Brazilian reais upon signing (paid);
- 75,000 Brazilian reais upon approval of the final report by Brazilian National Mining Agency (Agência Nacional de Mineração - "ANM") (formerly - National Department of Mineral Production); title to transfer to Meridian;
- 125,000 Brazilian reais on the Meridian board of directors' approval of a positive PEA (Plano de Aproveitamento Econômico ("PAE") or Economic Mining Plan);
- 150,000 Brazilian reais following the ANM approval of PAE;
- 250,000 Brazilian reais one-year anniversary of ANM approval of PAE
- 500,000 Brazilian reais upon grant and publication of a valid mining licence (Lavra);

Mr. José Olímpio de Miranda will retain a 0.5% NSR, with a one million Brazilian real buyback clause.

During the fourth quarter of 2019, the Company's representatives provided information to supplement to the final report based on its observations during due diligence.

Geology and Mineralization Model

Geological maps show the Mirante da Serra manganese oxides to be hosted by sandstones of the Pimenta Bueno Formation, forming a northwest extension of the Parecis Basin. This basin has a history spanning Neo-Proterozoic to Palaeozoic times, with deposits of glacio-marine regressive and transgressive sandstones, carbonates, and shales. The chemistry of the manganese (higher phosphorous, low base metals) is consistent with a sedimentary origin. Colluvial concentrations are present, similar to those seen at Espigão do Oeste. Mixed cemented laterite-manganese oxide horizons are also present as a surficial capping and are believed to be derived from a primary basement source (the laterites would be difficult to upgrade, but the colluvium and underlying primary manganese mineralization would be targeted for evaluation and development). The laterite cap and soil cover frequency conceal the primary source rocks.

The manganese content progressively increases from upwards from approximately 20% Mn as it becomes more concentrated in the host sediments, with the semi-massive samples reaching grades of up to 50.9% Mn. Levels of iron, silica and aluminium decrease with increasing manganese grade. The higher-grade manganese oxides have lower base metal contents and elevated phosphorous contents than the Company's concentrates from the Espigão Project. The Company has reviewed the analytical data in relation to manganese markets and believes that the high-grade product would be sought after for fertilizer and welding applications and potentially battery metal applications.

Exploration

Historical exploration in the area and Meridian's due diligence review has defined manganese mineralization over a central corridor of four kilometres in a northeast trend, with a maximum cross-strike footprint of one kilometre. The Company has identified additional occurrences in the southern sector of the licence area requiring further evaluation. The better

concentrations of surficial manganese oxide appear to be distributed over an area of approximately 125 hectares in the northern area, but additional grade control pitting trenching and drilling is required to confirm and sequence a final extraction plan.

The Company conducted several field visits to the Mirante da Serra project during the 4th Quarter of 2019. Large expansive occurrences of colluvial manganese are evident in clearings in the northern sector of the licence area, highlighting the near-surface exploration potential of the project. Additionally, historical exploration pits were exposed by the clearing of pasture and regrowth. Here, colluvial manganese oxide layers exceeded 1.75m in thickness.

The Company intends to conduct a program, testing the extent and grade of the colluvial mineralization, and more particularly the primary sediment-hosted manganese oxide layers where it believes the long-term upside is. The basement sedimentary manganese formation directly underlies the colluvial horizon and has not been previously drilled. If the horizon has a shallow dip, a significant footprint of mineralization is potentially available - systems can extend for kilometres without necessarily having an obvious surface expression.

Permitting, Corporate Social Responsibility and Environment

The Company on closure of the agreement has engaged with ANM on the ongoing renewal of the Mirante da Serra license area. These discussions are aimed at the renewal process and long-term success of the developing an operational asset.

The Company will leverage its successful “Espigão” social license to operate the Mirante da Serra project and seek open and positive dialogue with the local stakeholders.

The global environment of the Mirante da Serra provides a wholly superior opportunity to develop a successful manganese operation. Access to the project requires only transiting 14km of unsealed gravel roads and is well serviced by local and regional town centres, along existing logistic corridors and power lines. The terrain is principally a single plateau with the land use primarily pasture with some minor cropping and reforested areas, with no preservation status. The project is external to regional Indian reservations and related buffer zones.

Ariquemes Tin Project, Rondônia, Brazil

As the public markets ability to finance brownfields exploration is limited at this time, the Company has chosen to focus its efforts and potential investor funds away from the Ariquemes project. The Ariquemes exploration project will be maintained while the Company searches for a JV partner to finance and manage the project. The Bom Futuro JV project has been under review since 2019 and a decision on its future will be made in this year.

Background

The Ariquemes District is located in the Jurueña Domain of the Rondônia-Jurueña Province, in the SW margin of the Amazon Craton. Metavolcano-sedimentary rocks of the basement once formed part of a Palaeo-Proterozoic Andean-type arc. The basement is intruded by Meso- to Neo-Proterozoic granites. The youngest granites associated with tin-columbite-tantalite mineralization (the Santa Clara Intrusive Suite, and the “Younger Granites of Rondônia”).

Many of the tin mines in the region were discovered and developed during the 1970's and 1980's as settlement of the state accelerated. The province represents Brazil's second largest tin district. The reported production from drainage systems and primary bedrock sources totals over 270,000t of tin. A significant part of this has been derived from the Bom Futuro tin mine, which has produced more than 195,000 tonnes of tin since its discovery in 1987. The region has a variable level of basement exposure, with younger Cainozoic sediments covering much of the area. This younger sedimentary sequence includes mineralized palaeovalleys which have been a rich source of tin production.

A targeting study in 2016-2017 by the Company identified the geophysical signature of the prospective granites extending away from exposed areas and projecting under the younger cover sediments. The Company applied for licences totaling 293,503 Ha in prospective corridors, with a particular focus between the Bom Futuro and Santa Barbara mining centres. Licences totalling 98,508 Ha are now approved for exploration. The Company believes that modern exploration methods have potential to detect concealed primary and secondary mineralization in these covered areas.

In June 2019, the Companhia De Pesquisa De Recursos Minerais (“CPRM”; Geological service of Brazil) launched new publications and mapping products in Ariquemes as part of its ARIM program (Áreas De Relevante Interesse Mineral). The

studies form an initiative to stimulate exploration and production by providing new data in select areas judged to be highly prospective. The Ariqueles District was one of the areas selected for re-evaluation, in light of its significant production history and, ongoing contribution to the economy. The CPRM's analysis concludes that geophysical signature of the tin-prospective granites is broader than the surficial mapping suggests, backing the Company's belief that the region presents attractive under-cover exploration targets.

The Company is currently looking at the possibility of transferring the Ariqueles Tin Project in a separate legal entity to be spun out – in doing so, the Company would be in a better position to identify a JV partner to take on the Project and attract alternate funding options to move the project forward.

With regards to the Bom Futuro JV Project, the Company and the Cooperative recognize that Brazil's current economic and political situation makes it difficult to fund infrastructure and brown field exploration projects within the country. Meridian Mining is in discussion with the Cooperatives to find a solution to the project.

The technical information about the Company's exploration activity and production has been prepared under the supervision of and verified by Dr. Adrian McArthur (B.Sc. Hons, PhD. FAusIMM), the Chief Geologist of Meridian, who is a "qualified person" within the meaning of National Instrument 43-101.

Quarterly Financial Summary:

	Qtr 1 Three Months Ended March 31, 2020 \$	Qtr 4 Three Months Ended December 31, 2019 \$	Qtr 3 Three Months Ended September 30, 2019 \$	Qtr 2 Three Months Ended June 30, 2019 \$
<i>Revenues</i>	146,481	2,481,729	1,755,322	1,103,534
<i>Net Loss for the period</i>	(1,559,519)	(12,251,922)	(1,868,993)	(1,531,134)
<i>Total Comprehensive Income (Loss)</i>	(2,957,384)	(11,732,831)	(3,090,937)	(1,324,252)
<i>Net Loss per share and fully diluted loss per share</i>	(0.02)	(0.07)	(0.02)	(0.01)

	Qtr 1 Three Months Ended Mar 31, 2019 \$	Qtr 4 Three Months Ended Dec 31, 2018 \$	Qtr 3 Three Months Ended September 30, 2018 \$	Qtr 2 Three Months Ended June 30, 2018 \$
<i>Revenues</i>	921,892	4,000,326	740,621	586,597
<i>Net Loss for the period</i>	(1,675,610)	(6,717,820)	(2,512,973)	(1,034,491)
<i>Total Comprehensive Income (Loss)</i>	(1,880,058)	(5,336,298)	(3,411,311)	(4,899,126)
<i>Net Loss per share and fully diluted loss per share</i>	(0.01)	(0.03)	(0.02)	(0.03)

Discussion of Quarterly Results and Result of Operation:

Sales in the first quarter were 1,030 tonnes of manganese oxide product compared to 4,159 tonnes during the first quarter of 2019. The decrease was due to the decision made in early December 2019 to put the manganese production in Espigão do Oeste in care and maintenance. All product shipped in first quarter of 2020 were produced in 2019 and went to local customers. For the three months ended March 31, 2020:

- Sales decreased by \$775,411 to \$146,481 (2019 – \$921,892). Variance mainly explained due to MnOx product sold with lower grade concentration and decrease in quantity sold and the strengthening of USD compared to BRL; and
- Cost of sales decreased by \$1,179,976 to \$178,385 (2019 – \$1,358,361). The decrease is primarily related to the decrease in the quantity sold, no export costs and freight costs, and the plant shut down in the quarter.

The transition to care and maintenance also had a significant impact on other accounts. Significant expense amounts and movements for the most recent quarter included:

- Exploration and evaluation expenses decreased by \$130,747 (40%) to \$194,164 (2019 – \$324,911) due to reduction of exploration activities. The Company is currently reviewing its portfolio of assets and is considering financing options to enable the Company to continue exploration on the projects;
- General and administration expenses increased by \$ 13,532 (4%) to \$382,323(2019 – \$368,791). The increase was due to costs related to staff dismissals as the Company's manganese operation went into care and maintenance;
- Professional fees increased by \$154,926 (169%) to \$246,662 (2019- \$91,736). Variance mainly related to legal fees associated with the debt restructure that started during the first quarter of 2020 and it was announced April 2020, as described in the Subsequent Event section;
- Care and maintenance expenses were \$127,678 (2019 - \$nil). The increase was due to the decision in December 2019 to put the Espigão do Oeste manganese production in care and maintenance;
- Gain on sale of property, plant and equipment was \$134,664 (2019 - nil). During the first quarter ended March 31, 2020, the Company sold part of its vehicles and equipment as the manganese operation was put on care and maintenance.
- Finance expenses increased by \$76,832 (15%) to \$516,600 (2019 - \$439,768) due to the increased debt facilities balance compared to the first quarter of 2019;
- Foreign exchange loss increased by \$150,924 (709%) to \$172,212 (2019 – loss of \$21,288). The foreign exchange loss increased due to the high fluctuation of exchange rates during the quarter;
- Included in Other Comprehensive Loss, Foreign currency translation loss increased by \$1,193,417 (584%) to \$1,397,865 compared to a loss of \$204,448 during the first quarter ended March 31, 2019. This movement relates to the translation of the Jaburi assets (BRL Functional Currency) to USD. During the first quarter of 2020 the BRL devalued compared to the comparative period.

Liquidity and Capital Management

As at March 31, 2020, the Company reported a working capital deficit of \$ 25,944,464 (December 31, 2019 – deficit of \$25,157,358) which included cash of \$231,650 (December 31, 2019 - \$530,322). Included in current liabilities at March 31, 2020 are accounts payable and accrued liabilities of \$874,602 (December 31, 2019 - \$1,431,830), loans payable of \$25,259,288 (December 31, 2019 - \$24,786,099) and provisions of \$545,678 (December 31, 2019 - \$722,353). The main reason for the weakened working capital is as a result of the loan facilities being due during the next 12 months (July 30, 2020). As described in the Subsequent Events section, the Company has negotiated conversion and debt restructuring agreements on the debt which will significantly improve the working capital.

The capital structure of the Company consists of equity attributable to common shareholders, comprising of share capital, share premium, reserves and deficits and the convertible note. The Company's objectives when managing capital are to: (i) preserve capital, (ii) obtain the best available net return, and (iii) maintain liquidity.

The Company manages the capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and investments.

The Company's policy is to invest its excess cash in highly liquid, fully guaranteed, bank sponsored instruments. This strategy is unchanged from the year ended December 31, 2019. The Company is not subject to externally imposed capital requirements and does not have exposure to asset-backed commercial paper or similar products.

The Company has historically relied upon capital contributions and debt facilities provided by its shareholders, to maintain an adequate level of cash to satisfy its capital and operating requirements and expects to continue to depend heavily upon its majority shareholder for financing. The Company does not have any other sources of funding.

To continue as a going concern, the Company must generate sufficient operating cash flows to fund its capital and operating requirements or secure new funding. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success and on the willingness and ability of its majority shareholder to continue providing financing. There can be no assurance that these initiatives will be successful, or sufficient financing, including financing from its majority shareholder, will be available. These material uncertainties cast significant doubt as to the ability of the Company to meet its business plan and obligations as they come due and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern.

The Company cannot estimate the extent of COVID-19 pandemic outbreak, and its potential impact on the ability to obtain financing and maintain necessary liquidity.

Debt facilities

Below is a summary of the Company's current loan facilities, which total \$19,750,000 due to Sentient Global Resources Fund IV and \$1,000,000 due to The Sentient Group, plus interest. All facilities were due March 31, 2020 and on March 31, 2020 the Company executed stand still agreements for the facilities. The due date was subsequently extended to July 30, 2020. As described in the Subsequent Events section, the Company has executed conversion and debt restructure agreements on the debt, subject to certain conditions, which will significantly improve the working capital.

- (i) In October 2016, the Company entered into a non-arm's length loan agreement with Sentient Global Resources Fund IV LP for \$7,000,000, which was amended and increased to \$7,500,000 in August 2017, and to \$8,500,000 in December 2017. The loan bears interest at a rate of 10% per annum and is for a term of 1.5 years. On December 31, 2018 the Company negotiated an extension of the maturity date to March 31, 2020 and subsequently to July 30, 2020 as part of a standstill and conversion agreement as described in the Subsequent Events sections.
- (ii) In 2016, prior to the closing of the share exchange the outstanding loan balance of \$1,000,000 which Cancana had borrowed from Ferrometals BV was restructured such that Sentient Global Resources Fund IV LP became the counterparty of the loan facility. The interest rate was amended to 10% effective January 1, 2017. On September 30, 2018 the Company negotiated an extension of the maturity date to March 31, 2020 and subsequently to July 30, 2020 as part of a standstill and conversion agreement as described in the Subsequent Events sections.
- (iii) In October 2017, the Company entered into a \$1,000,000 non-arm's length unsecured short-term loan facility with The Sentient Group Limited. The loan bears interest at 10% per annum. On September 30, 2018 the Company negotiated an extension of the maturity date to March 31, 2020 and subsequently to July 30, 2020 as part of a standstill and conversion agreement as described in the Subsequent Events sections.
- (iv) In December 2017, the Company entered into a non-arm's length loan agreement with Sentient Global Resources Fund IV LP for \$1,500,000. The loan bears interest at a rate of 10% per annum. On September 30, 2018 the Company negotiated an extension of the maturity date to March 31, 2020 and subsequently to July 30, 2020 as part of a standstill and conversion agreement as described in the Subsequent Events sections.
- (v) In September 2018, the Company entered into a \$2,000,000 unsecured loan facility with Sentient Global Resources Fund IV LP. The loan bears interest at 10% per annum and was due to mature on September 30, 2019 but was subsequently extended to March 31, 2020 and subsequently to July 30, 2020 as part of a standstill and conversion agreement as described in the Subsequent Events sections.
- (vi) In August 2018, the Company entered into a \$1,500,000 unsecured loan facility with Sentient Global Resources Fund IV LP. The Company entered into agreements to increase facility from \$1,500,000 to \$3,000,000 on January 24, 2019, from \$3,000,000 to \$4,500,000 on April 18, 2019, from \$4,500,000 to \$5,200,000 on August 28, 2019 and from \$5,200,000 to \$6,750,000 on December 04, 2019. The loan bears interest at 10% per annum and were due on March 31, 2020 and subsequently extended to July 30, 2020 as part of a standstill and conversion agreement as described in the Subsequent Events sections.

Related Party Transactions

a) Key management compensation

	March 31, 2020	March 31, 2019
Salaries, consulting and directors' fees	\$ 179,217	\$ 116,310

As at March 31, 2020 the Company had the following balances due to/from entities related by way of common directors and/or management. These amounts, unless otherwise noted, were unsecured and non-interest bearing.

	March 31, 2020	December 31, 2019
Accounts payable and accrued liabilities	\$ 33,637	\$ 44,479

Share Capital

Outstanding Share Data

As at March 31, 2020 the Company had authorized capital of €5,000,000 and is authorized to issue 500,000,000 common shares with a par value of €0.01.

As at the date of this report the Company has 163,822,421 issued and fully paid shares outstanding.

Stock Options and Warrants

The Company has a stock option plan under which it is authorized to grant options to directors, employees and consultants to acquire up to 10% of the issued and outstanding common share. The exercise price of each option is based on the market price of the Company's share for a period preceding the date of grant. The options can be granted for a maximum term of 10 years and vest as determined by the board of directors.

In October 2019, the Company granted 15,200,000 options that vested immediately to directors, employees and consultants.

The following incentive stock options were outstanding at the date of this report:

	Number of Shares	Exercise Price	Expiry Date
Stock options	800,000	\$ 0.44	May 17, 2022
	14,330,000	0.07	October 22, 2024

Critical Accounting Estimates

The preparation of the consolidated financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Certain estimates and judgements, such as those related to mineral production, the recoverability of property, plant and equipment, and goodwill, deferred tax assets and liabilities, depreciation and depletion, recovery of exploration and evaluation assets, and the determination of cash generating unit depend on subjective or complex judgements about matters that may be uncertain. Changes in those estimates and judgements could materially impact these consolidated financial statements.

Material sources of estimation uncertainty include:

Mineral Production

The Company's mine assets are depleted and amortized on a units of production basis, using the expected amount of future production. The Company does not have a National Instrument 43-101 compliant resource estimate for its manganese deposits and accordingly uses expected forecasts based on available geological and technical data as a basis for the expected amount of production. Changes to these estimates, which can be significant, could be caused by a variety of factors, including future production differing from current forecasts, development of mineral resources or factors, erroneous estimations or factors that impact the expected life of the mining operation.

Deferred taxes

The Company's operations involve dealing with uncertainties and judgments in the application of complex tax regulations in multiple jurisdictions. The final taxes paid are dependent upon many factors, including negotiations with tax authorities in various jurisdictions and resolution of disputes arising from tax audits. The Company recognizes potential liabilities and records tax liabilities for anticipated tax audit issues based on its estimate of whether, and the extent to which, additional taxes will be due. The Company adjusts these reserves in light of changing facts and circumstances; however, due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from the Company's current estimate of the tax liabilities. If the Company's estimate of tax liabilities proves to be less than the ultimate assessment, an additional charge to expense would result. If the estimate of tax liabilities proves to be greater than the ultimate assessment, a tax benefit would result.

Impairment of property, plant and equipment, and goodwill

The Company considers both external and internal sources of information in assessing whether there are any indications that its cash generating unit ("CGU") including property, plant and equipment, and goodwill is impaired. External sources of information the Company considers include changes in the market, and the economic and legal environment in which the Company operates and affect the recoverable amount of mining interests and goodwill. Internal sources of information the Company considers include the manner in which mining properties, plant, and equipment are being used or are expected to be used and indications of economic performance of the assets.

In determining the recoverable amounts of the Company's property, plant and equipment, and goodwill, the Company makes estimates of the discounted future after-tax cash flows expected to be derived from the Company's mining properties, costs to sell the assets and the appropriate discount rate. The projected cash flows are significantly affected by changes in assumptions related to future metal prices, changes in the amount of future production, and exploration potential, production cost estimates, future capital expenditures, discount rates and exchange rates.

Access to estimated future production and exploration potential of the Company's property, plant and equipment is a key assumption in determining their recoverable amounts. The ability to maintain existing or obtain necessary mining concessions, surface rights title, and water concessions is integral to the access of the production areas and exploration potential.

If the Company determines there has been an impairment because its prior estimates of discounted future cash flows have proven to be inaccurate, due to reductions in manganese prices or demand, increases in the costs of production, reductions in the amounts of production, or other factors, the Company would be required to write-down the recorded value of its property, plant and equipment or goodwill in profit and loss.

Share based compensation and mark-to-market revaluation of warrants

The Company utilizes the Black-Scholes Option Pricing Model ("Black-Scholes") to estimate the fair value of stock options granted to directors, officers, employees, and consultants and for the mark-to-market revaluation of share purchase warrants. The use of BlackScholes requires management to make various estimates and assumptions that impact the value assigned to the stock options including the forecast future volatility of the stock price, the risk-free interest rate, dividend yield and the expected life of the stock options. Any changes in these assumptions could have a material impact on the share-based compensation calculation value, however the most significant estimate is the volatility. Expected future volatility can be difficult to estimate as the Company has had limited history and historical volatility is not necessarily indicative of future volatility.

Critical management judgments:

Mineral Production, depreciation and depletion

The Company's mine assets are depleted and amortized on a units of production basis, using the expected amount of future production. Changes to these estimates, which can be significant, could be caused by a variety of factors, including future production differing from current forecasts, expansion of mineral resources through exploration activities, difference between estimated and actual cost of mining and other factors impacting production or the expected life of mine assets. The Company does not have a National Instrument 43-101 compliant resource estimate and accordingly uses expected forecasts based on available geological and technical data as a basis for the expected amount of production.

Valuation of exploration and evaluation assets

The Company capitalizes the acquisition costs related to its exploration and evaluation assets. This policy requires management to make certain estimates and assumptions as to future events and circumstances. Any such estimates and assumptions may change as new information becomes available. If, after having capitalized the costs, a judgment is made that recovery of the costs is unlikely, the relevant capitalized amount will be written off to profit and loss.

The recoverability of amounts shown for exploration and evaluation assets is dependent on the existence of economically recoverable reserves, the ability to obtain financing to complete the development of such reserves and meet obligations under various agreements, and the success of future operations or dispositions. If a project does not prove viable, all unrecoverable costs associated with the project net of any related existing impairment provisions are written off.

Contractual Obligations

Except as described above, herein or in the Company's financial statements, the Company had no other material contractual obligations.

Off-Balance Sheet Arrangements

At March 31, 2020, the Company had no material off-balance sheet arrangements.

Proposed Transactions

Except as elsewhere disclosed in this document (refer to subsequent event section for a description of the definitive debt and conversions arrangements and non-brokered private placement financing), there are no other proposed transactions under consideration.

Contingencies

Buffer Zone

The Company has been advised that due to certain Jaburi tenements being in close proximity to indigenous title land, Jaburi could be affected by a civil public action between two Brazilian government departments.

Jaburi currently owns several tenements, which border the Povo Cinta Larga indigenous land. Due to illegal diamond mining activities by fourth parties within the Povo Cinta Larga indigenous land and surrounding areas, the Brazilian Federal Prosecutor's Office (the "FPO") has filed a civil public action against the ANM. The FPO is requesting the ANM to withdraw all existent research applications and mining authorizations within the indigenous land of Povo Cinta Larga and surrounding area (10km) adjacent to the indigenous land (buffer zone). The ANM has filed appeals to block the FPO civil public action and the final ruling is pending.

If there is an eventual imposition of a buffer zone, this would have a material impact on Jaburi's tenements as some of Jaburi's tenements straddle or are wholly within the proposed 10km buffer zone. The area impacted by the proposed 10km buffer zone would be influence 30,859 Ha of the total Espigão project area.

The Company has retained legal counsel to represent and defend the Company's interests.

Jaburi has retained legal counsel to represent them in this issue who are filing various legal actions to defend their interests. At this point in time, management has determined it is more likely than not that there will be no amount owing, and therefore no liability has been accrued.

Risk Factors

Companies in the exploration, development and mining stage face a variety of risks and, while unable to eliminate all of them, the Company aims at managing and reducing such risks as much as possible. The Company faces a variety of risk factors such as project feasibility and practically, risks related to determining the validity of mineral property title claims, commodities prices, changes in laws and environmental laws and regulations. Management monitors its activities and those factors that could impact them in order to manage risk and make timely decisions.

Risks and uncertainties the Company considers material in assessing its consolidated financial statements are described below.

Meridian will require additional funding

At March 31, 2020 the Company had negative working capital of \$25,944,464, which included cash of \$231,650, receivables, prepaid expenses and other assets of \$424,293, inventory of \$79,161, accounts payable and provisions of \$1,420,280, and loans payable of \$25,259,288.

On March 31, 2020, the Company has entered into debt standstill agreements with the debtholders and subsequently to quarter-end definitive agreements with Sentient Global Resources Fund IV LP and The Sentient Group Limited were executed subject to certain conditions as described in the subsequent events section.

The Company has historically relied upon both equity and shareholder contributions and loan facilities to satisfy its capital requirements and will likely continue to depend upon these sources to finance its activities. The investment in Jaburi will require additional capital to carry out planned exploration programs and optimize producing operations. The Company, or Jaburi, has not published a NI43-101 manganese resource or reserve statement to date. There can be no assurances that the investment in Jaburi will be cash flow positive, or that if profitable, the profits will be sufficient to fund the exploration program and the operating costs of the Company. There can be no assurances that the Company will be successful in raising the desired level of financing or in extending the loan on acceptable terms.

Meridian is subject to government regulation

The Company's mineral activities, including exploration, development and mining activities are subject to various laws governing exploration, development, production, taxes, labour standards and occupational health, mine safety, environmental protection, toxic substances, land use, water use and other matters. Failure to comply with applicable laws and regulations may result in civil, administrative, environmental or criminal fines, penalties or enforcement actions, including orders issued by regulatory authorities curtailing the Company's operations or requiring corrective measures, any of which could result in the Company incurring substantial expenditures. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, development or mining operations.

Exploration, development and mining activities can be hazardous and involve a high degree of risk

The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and mining industry, including, without limitation, unusual and unexpected geologic formations, seismic activity, rock bursts, pit-wall failures, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and legal liability. Milling operations, if any, are subject to various hazards, including, without limitation, equipment failure and failure of retaining dams around tailings disposal areas, which may result in environmental pollution and legal liability.

Meridian may be adversely affected by fluctuations in manganese and other metal prices

The value and price of the Company's common shares, the Company's financial results, and exploration, development and mining activities of the Company, if any, may be significantly adversely affected by declines in mineral prices. Mineral prices fluctuate widely and are affected by numerous factors beyond the Company's control such as interest rates, exchange rates, inflation or deflation, global and regional supply and demand, and the political and economic conditions of mineral producing countries throughout the world.

Infrastructure

Exploration, development and ultimately mining and processing activities depend, to one degree or another, on the availability of adequate infrastructure. Reliable air service, roads, bridges, railways, power sources and water supply are significant contributors in the determination of capital and operating costs. Inadequate infrastructure could significantly delay or prevent the Company exploring and developing its projects and could result in higher costs.

Meridian does not and likely will not insure against all risks

The Company's insurance will not cover all the potential risks associated with a mining company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental damages, pollution or other hazards as a result of the exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might also become subject to environmental liability or other hazards which may not be insured against or which we may elect not to insure against because of premium costs or other reasons. Losses from these events may cause Meridian to incur significant costs that could have a material adverse effect upon its financial condition and results of operations.

Meridian is dependent on key personnel

The Company's success depends in part on its ability to recruit and retain qualified personnel. Due to its relatively small size, the loss of the services of one or more of such key management personnel could have a material adverse effect on the Company. In addition, despite its efforts to recruit and retain qualified personnel, even when those efforts are successful, people are fallible and human error could result in a significant uninsured loss to the Company.

Meridian's officers and directors may have potential conflicts of interest

Meridian's directors and officers may serve as directors and/or officers of other public and private companies and devote a portion of their time to manage other business interests. This may result in certain conflicts of interest. To the extent that such other companies may participate in ventures in which the Company is also participating, such directors and officers may have a conflict of interest in negotiating and reaching an agreement with respect to the extent of each company's participation. However, applicable law requires the directors and officers to act honestly, in good faith, and in the best interests of the Company and its shareholders and in the case of directors, to refrain from participating in the relevant decision in certain circumstances.

Risks associated with the Agreements with the Cooperatives

The Company's interests in its principal properties in Brazil will be subject to the risks normally associated with the conduct of jointly owned operations. The existence or occurrence of one or more of the following circumstances and events could have a material adverse impact on the Company's financial position or the viability of its interests in the Bom Futuro Joint Venture, which could have a material adverse impact on the Company's business prospects, results of operations and financial condition: (i) disagreements with the Cooperatives or other partners on how to conduct exploration, development or mining activities; (ii) inability of the Company or its partner to meet their obligations to the joint venture or third parties; and (iii) disputes or litigation regarding budgets, development activities, reporting requirements and other matters.

Operations in Brazil and Regulatory Requirements

The Company's principal properties are located in Brazil and mineral exploration and mining activities may be affected in varying degrees by changes in political, social and financial stability, inflation and changes in government regulations relating to the mining industry. Any changes in regulations or shifts in political, social or financial conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation, and mine safety. Brazil's status as a developing country may make it more difficult for the Company to obtain any financing required for the exploration and development of its properties due to real or perceived increased investment risk. Since January 1996, there are no restrictions on the repatriation from Brazil on the earnings of foreign entities, provided that the foreign investments are duly registered before the Central Bank of Brazil. Capital investments registered with the Central Bank in Brazil may similarly be repatriated. The only restrictions to repatriation on the earnings/dividends of foreign entities deriving from Brazilian invested companies are in the cases of subscribed capital not fully paid in by the foreign

investor, or in case the Brazilian invested company has accumulated losses registered in its balance sheet. In any case, there can be no assurance that restrictions on repatriation of earnings and capital investments from Brazil will not be imposed in the future.

Permits, licenses and approvals

In countries where Meridian carries out exploration activities, the mineral rights or certain portions of them are owned by the relevant governments. These governments have entered into contracts with Meridian or granted permits or concessions that allow it to carry out operations or development and exploration activities there, but government policy could change. Any change that affects Meridian's rights to conduct these activities could have a material and adverse effect on the Company.

In addition, mineral exploration and mining activities can only be conducted by entities that have obtained or renewed exploration or mining permits and licenses in accordance with the relevant mining laws and regulations. The duration and success of each permitting effort are contingent upon many factors we do not control. In the case of foreign operations, government approvals, licenses and permits are, as a practical matter, subject to the discretion of the applicable governments or governmental officials. There may be delays in the review process. There is no guarantee that we will be granted the necessary permits and licenses, that they will be renewed, or that we will be in a position to comply with all conditions that are imposed.

All mining projects require a wide range of permits, licenses and government approvals and consents. It is not certain that Meridian will be granted these at all, or in a timely manner. If it does not receive them for its mineral projects or are unable to maintain them, it could have a material and adverse effect on the Company.

Risks Inherent in Acquisitions

The Company may actively pursue the acquisition of exploration, development and production assets consistent with its acquisition and growth strategy. From time to time, the Company may also acquire securities of or other interests in companies with respect to which it may enter into acquisitions or other transactions. Acquisition transactions involve inherent risks, including but not limited to: accurately assessing the value, strengths, weaknesses, contingent and other liabilities and potential profitability of acquisition candidates; ability to achieve identified and anticipated operating and financial synergies; unanticipated costs; diversion of management attention from existing business; potential loss of the Company's key employees or key employees of any business acquired; unanticipated changes in business, industry or general economic conditions that affect the assumptions underlying the acquisition; and decline in the value of acquired properties, companies or securities. Additionally, the legal form of these acquisitions may result in the Company becoming liable for the historical operations of the acquisition.

To acquire properties and companies, the Company may be required to use available cash, incur debt, issue additional Common Shares or other securities, or a combination of any one or more of these. This could affect the Company's future flexibility and ability to raise capital, to explore, develop and operate its properties and could dilute existing shareholders and decrease the trading price of the Common Shares. There is no assurance that when evaluating a possible acquisition, the Company will correctly identify and manage the risks and costs inherent in the business to be acquired. There may be no right for the Company shareholders to evaluate the merits or risks of any future acquisition undertaken by the Company, except as required by applicable laws and regulations.

Coronavirus (COVID-19) pandemic

The current outbreak of novel Coronavirus (COVID-19) and any future emergence and spread of similar pathogens may have the potential to cause severe impact on global economy and market dislocation, which may adversely impact the Company's operations, its suppliers, contractors and service providers' operations, the ability to obtain financing and maintain necessary liquidity, and the ability to explore the Company's properties. The outbreak and all the measures being taken in response to COVID-19 have generated an unprecedented level of uncertainty globally causing significant volatility in commodity prices. Governments worldwide, including the Canadian, Brazilian and UK governments, enacted extraordinary acts and measures to limit spread of the virus which included restrictions such as quarantines, business closures and travel restrictions. While these effects are expected to be temporary, the situation is dynamic, and all business disruptions and related financial impacts cannot be reasonably estimated at this time.

The Company cannot estimate what will be the extent of this outbreak and the potential financial and material impact on the Company since travel restrictions and other government measures may also adversely impact the Company's exploration, the ability of the Company to advance its projects and to obtain financing and maintain necessary liquidity.

Other Requirements

Additional information relating to the Company is available on SEDAR at www.sedar.com and on the Company's website www.meridianmining.co.

Note Regarding Forward-Looking Statements

Except for historical information, this MD&A contains forward-looking statements. These statements involve known and unknown risks, uncertainties, and other factors that may cause the Company's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievement expressed or implied by these forward-looking statements.

The factors that could cause actual results to differ materially include, but are not limited to, the following: Meridian has no assurance that all necessary permits will be issued nor if issued, that they will be issued in a timely manner, Meridian has no assurance that the ownership of licenses will not be subject to prior claims, agreements or transfers and that the rights of ownership will not be challenged or affected by undetected defects, general economic conditions; changes in financial markets; the impact of exchange rates; political conditions and developments in countries in which the Company operates; changes in the supply, demand and pricing of the metal commodities which the Company hopes to find and successfully mine; changes in regulatory requirements impacting the Company's operations; the sufficiency of current working capital and the estimated cost and availability of funding for the continued exploration and development of the Company's exploration properties.

This list is not exhaustive and these and other factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements. As a result of the foregoing and other factors, no assurance can be given as to any such future results, levels of activity or achievements and neither the Company nor any other person assumes responsibility for the accuracy and completeness of these forward-looking statements.

This MD&A contains certain forward-looking statements inclusive of, but not limited to, the agreements with the Cooperatives, the production arrangements and the timing of the mine development. Although forward-looking statements and information contained in this MD&A are based on the beliefs of Meridian management, which we consider to be reasonable, as well as assumptions made by and information currently available to Meridian management, there is no assurance that the forward-looking statement or information will prove to be accurate. The assumptions made include assumptions about Meridian's ability to move forward with the arrangements. The forward-looking statements and information contained in this MD&A are subject to current risks, uncertainties and assumptions related to certain factors including, without limitations, obtaining all necessary approvals, feasibility of mine and plant development, exploration and development risks, expenditure and financing requirements, title matters, operating hazards, metal prices, political and economic factors, competitive factors, general economic conditions, relationships with vendors and strategic partners, governmental regulation and supervision, seasonality, technological change, industry practices, and one-time events as well as risks, uncertainties and other factors discussed in our quarterly and annual management's discussion and analysis. Should any one or more of these risks or uncertainties materialize or change, or should any underlying assumptions prove incorrect, actual results and forward-looking statements and information may vary materially from those described herein. Accordingly, readers should not place undue reliance on forward-looking statements and information contained in this MD&A. We undertake no obligation to update forward-looking statements or information except as required by law.