Management Discussion & Analysis for the Six Months Ended January 31, 2015

The following discussion and analysis of the financial position and results of operations for MONTAN CAPITAL CORP. (the "Company" or "Montan") should be read in conjunction with the condensed interim financial statements for the **six months ended January 31, 2015** which are prepared in Canadian dollars and in accordance with International Accounting Standard 34 ("IAS 34") – Interim Financial Reporting, and with the audited financial statements for the year ended July 31, 2014. The condensed interim financial statements and notes thereto and the following discussion and analysis for the six months ended January 31, 2015 have not been reviewed by the Company's Auditor.

The effective date of this report is March 18, 2015.

Nature of Business

The Company was incorporated on August 16, 2011, under the laws of British Columbia and is a Capital Pool Company ("CPC") as defined by Policy 2.4 of the TSX Venture Exchange (the "Exchange").

The Company's principal business activity as a CPC is to identify and evaluate business opportunities with the objective of completing a qualifying transaction ("Qualifying Transaction" or "QT") under Exchange rules. Under these rules, a Qualifying Transaction must be entered into within 24 months of listing and must be accepted by the Exchange.

On December 5, 2012, the Company completed its initial public offering (the "IPO") of 3,000,000 common shares at a price of $0.20 per share, for gross proceeds of $600,000. Canaccord Genuity Corp. acted as agent ("the Agent") for the IPO. The Company paid the Agent a cash commission equal to 10% of the gross proceeds and granted 300,000 agent's warrants. Each agent warrant entitled the Agent to purchase one share at a price of $0.20 per share, expiring on December 5, 2014. The Company also paid an administration fee to the Agent and granted the Agent a right of first refusal to participate in future brokered financings for a period of two years from the date of listing on the Exchange.

On December 3, 2014, the Company and Strait Minerals Inc. ("Strait") announced that they entered into a binding letter agreement dated effective December 2, 2014 to merge the two companies and form a Peru-focused mine development company (the "Transaction"). The Transaction is anticipated to constitute Montan's Qualifying Transaction in accordance with Exchange Policy 2.4 for *Capital Pool Companies*. Upon completion of the Transaction, Montan expects to be listed as a Tier 2 Mining Issuer on the TSX Venture Exchange (the "Exchange"). Strait is an Exchange-listed mining Issuer and has one principal mineral project, Alicia, and two other non-core mineral projects, all in Peru. On closing of the Transaction, it is anticipated that current shareholders of Montan will hold 8,000,000 common shares of the resulting company ("MergeCo"), and current shareholders of Strait will hold 6,203,258 common shares, after an intended 10-for-one share consolidation of Strait's outstanding share capital. The Transaction is scheduled to be completed no later than March 5, 2015.

The Company is a reporting issuer in British Columbia, Ontario and Alberta and files all public documents on www.sedar.com.

Overall Performance

At January 31, 2015, the Company had $10,484 (July 31, 2014 – $10,356) in cash and cash equivalents and a short term investment of $693,000 (July 31, 2014 - $798,000) and working capital of $646,023 (July 31, 2014 - $814,268). The Company incurred a net loss of $168,245 for the six months ended January 31, 2015 (January 31, 2014 - $42,135). The Company has total assets of $727,178 (July 31, 2014 - $815,368), including cash and cash equivalents of $10,484 (July 31, 2014 - $10,356), a short term investment of $693,000 (July 31, 2014 - $798,000), other receivables of $7,059 (July 31, 2014 - $7,012), and due from related party of $16,635 (July 31, 2014 - $nil). The Company has accounts payable and accrued liabilities of $60,609 (July 31, 2014 - $1,100), due to related parties of $20,546 (July 31, 2014 - $nil), and no long-term liabilities.

Selected Financial Information

Annual Information

The following is a summary of the financial data of the Company for the years ended July 31, 2014, July 31, 2013, and the period from incorporation on August 16, 2011 to July 31, 2012:

	Fiscal years ended July 31,		
	2014	2013	2012
	$	$	$
Total Revenues	Nil	Nil	Nil
Loss from continuing operations	(61,754)	(226,688)	(44,040)
Loss from continuing operations (per share)	(0.01)	(0.03)	(0.00)
Loss from continuing operations (per share, diluted)	(0.01)	(0.03)	(0.00)
Net loss	(61,754)	(226,688)	(44,040)
Net loss (per share, basic and diluted)	(0.01)	(0.03)	(0.00)
Net loss (per share, diluted)	(0.01)	(0.03)	(0.00)
Comprehensive income (loss) for the period	(61,754)	(226,688)	(44,040)
Net comprehensive income (loss) (per share, diluted)	(0.01)	(0.03)	(0.00)
Total assets	815,368	876,578	446,555
Total long term financial liabilities	Nil	Nil	Nil
Cash dividend declared per share	Nil	Nil	Nil

Results of Operations

During the six months ended January 31, 2015, the Company announced its Qualifying Transaction with Strait.

The net loss for the six months ended January 31, 2015, was $168,248 compared to a net loss of $42,135 for the comparative period, for a difference of $126,110. The significant expenses include the following:

- Accounting and audit fees of $14,470 (2014: $8,500) for fees incurred completing the annual audit and the review of the quarterly statements for the QT;
- Administrative fees of $20,000 (2014: $15,000) for monthly office and administrative costs;
- Advertising and promotion of $17,892 (2014: $nil) as the Company began to promote the completion of the QT;
- Consulting fees of $39,700 (2014: $nil) for work in preparation for the QT;
- Filing fees of $17,280 (2014: $5,743) for the Company's regulatory fees related to ongoing business and the QT;
- Legal fees of $52,713 (2014: $471) for expenses related to the Company's completion of the QT;
- Office expenses of $602 (2014: $936) for general office expenses;
- Travel expenses of $8,731 (2014: $6,485) to visit potential properties; and
- Interest income of $3,143 (2014: $nil) for income received from the short term investment.

<u>Quarterly Results</u>

The following are the results for the eight most recent quarterly periods:

For the Quarterly Periods ended:	January 31, 2015	October 31, 2014	July 31, 2014	April 30, 2014
	$	$	$	$
Total Revenues	0	0	0	0
Income (Loss) before other items	(161,754)	(18,134)	(3,836)	(15,783)
Income (Loss) per common share before other items, basic and diluted	(0.02)	(0.00)	(0.00)	(0.00)
Net Income (Loss) for the period	(158,611)	(18,134)	(3,836)	(15,783)
Income (Loss) per share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)

For the Quarterly Periods ended:	January 31, 2014	October 31, 2013	July 31, 2013	April 30, 2013
	$	$	$	$
Total Revenues	0	0	0	0
Income (Loss) before other items	(21,251)	(20,884)	14,696	(26,956)
Income (Loss) per common share before other items, basic and diluted	(0.00)	(0.00)	0.00	(0.00)
Net Income (Loss) for the period	(21,251)	(20,884)	14,696	(26,956)
Income (Loss) per share, basic and diluted	(0.00)	(0.00)	0.00	(0.00)

The net loss for the three months ended January 31, 2015, was $158,611 compared to a net loss of $21,251 for the comparative period, for a difference of $137,360. The significant expenses include the following:

- Accounting and audit fees of $14,470 (2014: $nil) for fees incurred completing the annual audit and the review of the quarterly statements for the QT;
- Administrative fees of $12,500 (2014: $7,500) for monthly office and administrative costs;
- Advertising and promotion of $17,892 (2014: $nil) as the Company began to promote the completion of the QT;
- Consulting fees of $39,700 (2014: $5,000) for work in preparation for the QT;
- Filing fees of $16,750 (2014: $2,126) for the Company's regulatory fees related to ongoing business and the QT;
- Legal fees of $51,199 (2014: $111) for expenses related to the Company's completion of the QT;
- Office expenses of $512 (2014: $29) for general office expenses;
- Travel expenses of $8,731 (2014: $6,485) to visit potential properties; and
- Interest income of $3,143 (2014: $nil) for income received from the short term investment.

Commitments

On December 1, 2012, the Company entered into a management and administration agreement for a 12 month term with Zimtu Capital Corp. ("Zimtu"), a company related by a common director. Under the terms of the agreement, Zimtu provides the Company with administrative and managerial services, including corporate maintenance, continuous disclosure services, rent, and office space for $2,500 a month. The agreement was renewed on December 1, 2013 for a further 12 month term. On December 1, 2014, the Company and Zimtu agreed to continue the management services and administration agreement on a month-to-month basis at a rate of $5,000 per month.

Related Party Transactions

During the six months ended January 31, 2015 and 2014, the Company incurred the following expenses to officers or directors of the Company:

	Six months ended January 31,	
	2015	2014
Key management compensation*	$	$
Consulting fees	14,700	-
Total	14,700	-

Amounts due to (from) related parties	January 31, 2015 $	July 31, 2014 $
Luis Zapata	6,300	-
Ryan Fletcher	14,246	-
Strait Minerals (a)	(16,635)	-
Due to related parties – Total	3,911	-

(a) See Subsequent Events

* Key management includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including the Company's executive officers and certain members of its Board of Directors.

The terms and conditions of these transactions with key management and their related parties were no more favourable than those available, or which might reasonably be expected to be available, or similar transactions to non-key management related entities on an arm's length basis.

These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The amounts due to related parties are unsecured, non-interest bearing, and have no specific terms of repayment.

Liquidity and Solvency

On August 16, 2011 one (1) common share was issued at $0.10 per share and the common share was repurchased by the Company on August 29, 2011. The Company issued 5,000,000 seed common shares at a price of $0.10 per share for gross proceeds of $500,000, less share issuance costs of $13,600. The 5,000,000 common shares outstanding as of October 31, 2012, are contingently cancelable as per TSX Venture Policy 2.4.

On December 5, 2012, the Company completed its initial public offering ("the "IPO") of 3,000,000 common shares at a price of $0.20 per share, for gross proceeds of $600,000. Canaccord Genuity Corp. acted as agent ("the Agent") for the IPO. As part of the IPO, the Company incurred share issuance costs of $142,790, which included the fair value of the 300,000 agent's warrants (expired). The Company paid the Agent a cash commission equal to 10% of the gross proceeds and granted 300,000 agent warrants. Each agent's warrant entitled the Agent to purchase one share at a price of $0.20 per share, for a period of two years from the date of listing of the shares on the TSX Venture Exchange Inc. (the "Exchange"), December 5, 2014. The agent's warrants were valued at fair value of $46,004. The fair value of these warrants was $0.15 per share where the exercise price is the same as the market price at the date of grant.

As of January 31, 2015, the Company had $10,484 (July 31, 2014 – $10,356) in cash and cash equivalents, short-term investment of $693,000 (July 31, 2014 - $798,000), other receivables of $7,059 (July 31, 2014: $7,012), and due from related parties of $16,635 (July 31, 2014 - $nil). The Company's accounts payable and accrued liabilities were $60,609 (July 31, 2014: $1,100), amounts due to related parties were $20,546 (July 31, 2014 - $nil), and the Company had a working capital of $646,023 (July 31, 2014: $814,268). The Company has no assets other than cash deposits and has not pledged any of its assets as security for loans or otherwise and is not subject to any debt covenants. Management believes that the Company has sufficient working capital to meet its current financial obligations.

Capital Resources

Upon the identification of a potential business or asset acquisition with a view to completing a Qualifying Transaction, the Company may, in order to finance the Company's future development and expansion, seek to raise additional funds until such time as cash flow from its potential acquisition is sufficient to fund internal growth. The timing and ability of the Company to fulfill this objective will depend on the liquidity of the financial markets as well as the willingness of investors to finance such a business. Such future financing may be completed by the issuance of the Company's securities.

Outstanding Share Data

The Company has an authorized share capital of an unlimited number of common shares without par value. The following table describes the issued and outstanding share capital of the Company:

	March 18, 2015*	January 31, 2015	July 31, 2014
Common shares	-	8,000,000	8,000,000
Stock Options	-	800,000	800,000
Agent Warrants	-	-	300,000
Fully Diluted Shares	-	8,800,000	9,100,000

**See Subsequent Events*

Escrow shares: The Company has a total of 5,060,000 (July 31, 2014 – 5,060,000) common shares in escrow.

For additional details of outstanding share capital and escrow shares, refer to the condensed interim financial statements for the six months ended January 31, 2015.

Subsequent Events

On March 6, 2015, Strait Minerals Inc. (now Montan Mining Corp. (TSXv: MNY) "Montan Mining") announced the amalgamation of Montan Capital Corp. ("Montan Capital") and 1023174 B.C. Ltd., a newly incorporated wholly-owned subsidiary of Montan Mining, pursuant to the Amalgamation Agreement dated January 6, 2015 to create a new Peru-focused mine development company.

In connection with the amalgamation, Strait Minerals Inc. ("Strait") changed its name to Montan Mining Corp. and consolidated the former Strait issued and outstanding shares on the basis of one new common share (each post-consolidation share, a new "Montan Mining Share") for every ten old common shares. The former shareholders of Montan Capital were issued an aggregate of 8,000,000 Montan Mining Shares after the Strait consolidation. A finder's fee of 250,000 Montan Mining Shares was issued to Longford Exploration Services Ltd. in relation to the amalgamation.

Montan Mining came back to trade on March 9, 2015 on the TSX Venture Exchange (“TSX-V”) under the symbol “MNY” and a CUSIP of 61186P102. The shares of Montan Capital were delisted from the TSX-V at the close of market March 6, 2015.

In connection with the closing of the amalgamation, Ian Graham was appointed as Montan Mining’s Chief Executive Officer and Ryan Fletcher was appointed as Montan Mining’s President and interim Chief Financial Officer. Also, Ian Graham, Ryan Fletcher, Luis Zapata, and Michel Robert were appointed to Montan Mining’s board of directors and Roger Moss, John Gammon, William Johnstone, Austin Gulliver, and Frank van de Water resigned as directors of Montan. James S. Borland, former President and Chief Executive Officer of Strait, remains as a director of Montan Mining.

Financial Instruments

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

At January 31, 2015 and July 31, 2014, the Company's financial instruments consist of cash and cash equivalents, short term investment, other receivables and accounts payable and accrued liabilities. The fair values of cash and cash equivalents, short term investment, other receivables, accounts payable and accrued liabilities, and due to/from related parties approximate their carrying values due to the relatively short-term to maturity. The Company classifies its cash and cash equivalents as FVTPL, short term investment as HTM and other receivables and loans and receivables. The fair value of cash and cash equivalents and short term investment is based on level 1 inputs of the fair value hierarch, and other receivables on level 3 inputs.

The Company is exposed to a variety of financial instrument related risks. The Company’s risk exposures and the impact on the Company’s financial instruments are summarized below:

Credit risk
Credit risk is the risk of loss associated with a counterparty’s inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash and cash equivalents and short term investment. To minimize the credit risk the Company places these instruments with a high credit quality financial institution.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash and cash equivalents and short term investment. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. As at January 31, 2015, the Company had cash and cash equivalents of $10,484 (July 31, 2014 - $10,356) and a short term investment of $693,000 (July 31, 2014 - $798,000)

Interest rate risk
The Company has cash balances and is not exposed to any significant interest rate risk.

Capital Management

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at January 31, 2015, the Company's shareholders' equity was $646,023. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The capital for expansion was mostly from proceeds from the issuance of common shares. The net proceeds raised will only be sufficient to identify and evaluate a limited number of assets and businesses for the process of identifying and completing a Qualifying Transaction. Additional funds may be required to finance the Company's Qualifying Transaction.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates on the resulting effects of the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

All of the Company's significant accounting policies and estimates are included in Note 2 of its condensed interim financial statements for the six months ended January 31, 2015.

Risks Related to Our Business

Risks Regarding the Company

Investment in the Company is highly speculative due to the proposed nature of the Company's business and its present stage of development. The Company was only recently incorporated and has no active business or assets other than cash. The Company does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends.

Investors must be prepared to rely entirely on the directors and management of the Company and can afford to risk the loss of their entire investment.

The directors and officers of the Company will devote only part of their time and attention to the affairs of the Company and there are potential conflicts of interest to which some of the directors and officers of the Company will be subject in connection with the operations of the Company.

There can be no assurance that an active and liquid market for the Company's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction.

The Company has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Company will be able to identify or complete a suitable Qualifying Transaction.

The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service of notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada.

Risks Regarding Transfer to NEX

The Company has been put on notice by the Exchange that if it does not satisfy certain conditions on or before March 5, 2014, it will be delisted from trading on the Exchange. The conditions required include either completion of the Company's Qualifying Transaction, the details of which have been disclosed by way of news release, or transfer to the NEX board of the Exchange. In order to transfer to NEX, the Company has to complete certain pre-requisites, including majority of arm's length shareholder approval. That approval is anticipated to be sought at the same time as the Company seeks approval of the Transaction. In the event that the Company has not completed its Qualifying Transaction nor obtained approval to transfer to NEX by March 5, 2014, the Company's shares will be delisted from trading on the Exchange.

If the Company cannot complete its Qualifying Transaction, in order to avoid delisting and the liquidation of the Company, under the rules of the Exchange, the Company is required to seek disinterested shareholder approval to transfer to the NEX. In addition, pursuant to the policies of the Exchange, the Company must also either: (a) cancel all seed shares purchased by non-arms' length parties to the Company at less than $0.20; or (b) subject to disinterested shareholder approval, cancel an amount of seed shares purchased by non-arms' length parties to the Company so that the average cost of the remaining seed shares is at least equal to $0.20, the price at which the Company conducted its initial public offering.

The NEX is a distinct trading board of the Exchange designed for listed issuers which were previously listed on the Toronto Stock Exchange or the Exchange that have been unable to meet the ongoing financial listing standards of those markets. NEX provides a trading forum for publicly listed shell companies while they seek and undertake transactions which will result in the Company carrying on an active business. A CPC that transfers to the NEX must continue to comply with all of the requirements and restrictions of the CPC Policy.

Risks Regarding the Transaction

There can be no assurance that the Transaction will be completed. Each of the parties has the right to terminate the letter agreement dated December 1, 2014 between the Company and Strait in certain circumstances. Accordingly, there is no certainty, nor can the parties provide any assurance, that the Transaction will not be terminated. In addition, the completion of the Transaction is subject to a number of conditions precedent, certain of which are outside the control of the parties, including approval of the Transaction by the shareholders of both the Company and Strait and the execution of definitive agreements. There is no certainty, nor can the parties provide any assurance, that these conditions will be satisfied. If for any reason the Transaction is not completed, the market price of the Company's shares may be adversely affected and the Company may be forced to liquidate and dissolve or transfer to the NEX.

The Company has not yet obtained conditional approval from the Exchange of the Transaction and such approval may not be obtained. In connection with the Exchange's review, they may require that certain changes be made to the structure of the Transaction that may result in some information previously announced about the Transaction being inaccurate.

Forward-Looking Statements

Certain statements herein may contain forward-looking statements and forward-looking information within the meaning of applicable securities laws. Forward-looking statements or information appear in a number of places and can be identified by the use of words such as plans", "expects", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements and information include statements regarding the Transaction, the Concurrent Financings, the management of the Company's outlook, and the anticipated benefits of the Transaction. With respect to forward looking statements and information contained herein, we have made numerous assumptions, including assumptions about mineral prices, cut-off grades, metallurgical recoveries, operating and other costs and technical assumptions used in the estimate. Such forward-looking statements and information are subject to risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statement or information. Such risks include discrepancies between actual and estimated mineral resources, subjectivity of estimating mineral resources and the reliance on available data and assumptions and judgments used in the interpretation of such data, speculative and uncertain nature of gold exploration, exploration costs, capital requirements and the ability to obtain financing, volatility of global and local economic climate, share price volatility, estimate price volatility, changes in equity markets, increases in costs, exchange rate fluctuations and other risks involved in the mineral exploration industry. There can be no assurance that a forward-looking statement or information referenced herein will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Also, many of the factors are beyond the control of the Company. Accordingly, readers should not place undue reliance on forward-looking statements or information. We undertake no obligation to reissue or update any forward-looking statements or information except as required by law. All forward-looking statements and information herein are qualified by this cautionary statement.

All financial figures presented herein are expressed in Canadian Dollars (CDN$) unless otherwise specified.

Outlook

Management is pleased to have completed its QT with Strait to form a strong Peru-focused mine development company. The Company believes that the resulting company will combine Montan's technical team, with a track record of successful project and mine development in Peru, and its financial and capital markets team, with expertise in Peru and a local shareholder support base, with Strait's portfolio of projects. The combined company is anticipated to have a strong platform to build from and to seek further opportunities in the Peruvian mining sector presented by the current mining and resource market.

Directors

Ryan Fletcher – President, Chief Executive Officer, Chief Financial Officer, Secretary and Director
Michel Robert – Director
Ian Graham – Director
Luis Zapata – Director

Approval

The Board of Directors of Montan Capital Corp. has approved the disclosure contained in this MD&A.

Additional Information

Additional information relating to the Company is available on the SEDAR website: www.sedar.com under "Montan Capital Corp" or on the company's website: http://montancapital.com/