

VIVA GOLD CORP.
MANAGEMENT DISCUSSION & ANALYSIS
January 31, 2020

INTRODUCTION

This Management Discussion and Analysis (“MD&A”) is intended to supplement Viva Gold Corp.’s (“Viva” or the “Company”) consolidated financial statements for the period ended January 31, 2020. All financial information, unless otherwise indicated, has been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting (“IAS 34”) and based on the principles of International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

The following discussion of the Company’s financial condition and results of operations should be read in conjunction with its consolidated financial statements and the related notes for the period ended January 31, 2020.

All monetary amounts are in Canadian dollars unless otherwise specified. The effective date of this MD&A is March 25, 2020.

Viva’s current business is the acquisition, exploration, and development of precious metal properties. The Company is advancing its 100% owned Tonopah Project, located in the Walker Lane Trend in Western Nevada.

Additional information regarding the Company is available on SEDAR at www.sedar.com.

FORWARD-LOOKING INFORMATION

This MD&A contains certain statements that may be deemed “forward-looking statements” within the meaning of Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. This information and these statements, referred to herein as "forward-looking statements" are made as of the date of this MD&A or as of the date of the effective date of information described in this MD&A, as applicable. Forward looking statements in this document are statements that are not historical facts and are generally, but not always, identified by the words “expects”, “plans”, “anticipates”, “believes”, “continue”, “intends”, “estimates”, “projects”, “potential” and similar expressions, or that events or conditions “will”, “would”, “may”, “could”, or “should” occur. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic, and competitive uncertainties and contingencies. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

CURRENT CORPORATE HIGHLIGHTS

On February 21, 2020 the Company closed the second and final tranche of the non-brokered private placement. In connection with the closing of the Offering, the Company issued an aggregate of 2,938,480 units (the "Units") at a price of \$0.24 per Unit for gross proceeds of \$705,235. Each Unit consists of one common share in the capital of the Company (a "Share") and one whole transferable common share purchase warrant (a "Warrant"). Each whole Warrant is exercisable to acquire one Share at an exercise price of \$0.34 per Share until December 23, 2021 for the first tranche and February 20, 2022 for the second tranche. Proceeds of the offering will be utilized to complete the Preliminary Economic Assessment and technical work at the Tonopah Project and for general working capital purposes.

On August 6, 2019, the Company announced that it closed the second and final tranche of the non-brokered Private Placement (the "Offering") announced April 3, 2019. In total, the Company issued 3,395,502 Units in both tranches of the Offering for gross proceeds of \$1,018,650. Each Unit consists of one common share in the capital of the Company (a "Share") and one whole transferable common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each whole Warrant is exercisable to acquire one Share at an exercise price of \$0.40 per Share. Warrants issued in the first tranche are exercisable until July 3, 2021 and those Warrants issued in the second tranche are exercisable until August 6, 2021, both of which are 24 months from the date of issuance.

On July 16, 2019, the Company announced an update on the Tonopah Gold Project. The updated resource estimate for the Tonopah project highlights a strong core of high-quality gold mineralization in the main deposit and the Company believes that the project has additional resource potential. The 2019 block model for the Tonopah project was extended over 1.0 kilometer along trend to incorporate historic drilling in the Midway Hills area. This work developed an exploration target of 1.6-2 million tonnes with a potential grade of 0.45 to 0.55 gpt or approximately 25-30 thousand gold ounces. Tonnes and grade for this exploration target are based on interpolation from a number of drill hole intersections in the area, but mineralization is not fully delineated by drilling or constrained geologically. The potential quantity and grade is conceptual in nature. There has been insufficient exploration to define a mineral resource and it is uncertain if further exploration will result in the target being delineated as a mineral resource. (see Tonopah Project for further details).

In response to the threat represented by the coronavirus, COVID-19, normal business activities in much of the world have been interrupted. At this time, it is impossible to predict the effects of COVID-19 on the business plans and future financial results and position of the Company.

TONOPAH PROJECT

The Tonopah Project, located near the town of Tonopah in Western Nevada, consists of 444 unpatented mineral claims, 185 of which are subject to a 2% Net Smelter Royalty ("NSR"), with the option to acquire 1% of the NSR for US\$1.0 million. The property position totals 8,762 acres of land.

The Tonopah property contains a near-surface low-sulfidation epithermal gold system which includes near vertical quartz-adularia-gold veins hosted by the Palmetto Formation argillite and the overlying Tertiary rhyolitic volcanics all contained within a low-angle zone of mineralization which includes and often parallels an erosion surface unconformity at the top of the Palmetto. It is interpreted that ascending fluids entering the contact zone depositing precious metals in a favorable chemical and textural horizon in the base of the tertiary volcanics and in the top of the Palmetto, as well as in veins and breccia's along structures and structural junctions.

Mineralization has been identified over a northwest-southeast trending zone of several kilometers in length associated with an extensional/compressional break in the regional Rye Patch fault system and along the limbs of the Rye Patch Fault itself. Alteration and mineralization at the Tonopah Project are typical of low-sulfidation, volcanic-hosted epithermal gold deposits found elsewhere in Nevada and around the world. The deposit type is

characterized by overall low original sulfide content, and quartz-adularia and clay-sericite alteration assemblages, among others. Higher grade gold mineralization appears to project along some of the veins/related structures in the tertiary volcanoclastics and ash fall tuffs (Tombstone Formation). Visible gold is commonly observed in and along the edges of veins, is frequently associated with hematite, and occurs locally in coarse form. Dendritic gold has been observed in core. Gold contained in the overall system is predominantly micron-sized in nature and is not visible to the naked eye.

The Tonopah Project is well situated and can be easily accessed by paved road 20 miles from the town of Tonopah, Nevada. Both water and power is available in close proximity to the site, although water rights will need to be leased or acquired. Tonopah is located within four hours' drive of Las Vegas, Nevada and is close to Round Mountain, Nevada, where equipment supply depots, machine shops and skilled labor can be found.

CURRENT HIGHLIGHTS – TONAPAH PROJECT

In January 2020 Viva announced that it has retained Gustavson Associates of Lakewood, Colorado to complete a Preliminary Economic Assessment (“PEA”) study to test the economic viability of an open-pit, heap-leach gold recovery mine for the Tonopah project. It is anticipated that the project will utilize three-stage crushing with agglomeration and a mining rate sized to produce gold dore over a 7 to 8 year mine life based on known gold mineral resource and not including any additional life generated from additional exploration activity. The mine plan will be based on a three-year trailing average gold price of US \$1,350 per ounce with sensitivity analysis using current spot gold prices. It is anticipated that the study will be completed in April 2020.

Viva management feels that the decision to move forward on a PEA study is justified based on a number of positive factors including:

- 1) A strengthening gold market with a positive outlook. Gold prices have exceeded \$1,550 per ounce in the current year and the three year trailing average gold price has increased into the \$1,325 to \$1,350 per ounce range.
- 2) Favorable sub-horizontal geometry for mine design where the high-grade core (average 1.32 grams per tonne) of high-confidence level measured gold resource can be mined starting at approximately 10 meters below valley floor surface gravels.
- 3) Approximately 67% of the estimated resource has been drilled to the measured and indicated confidence level.
- 4) Total depth of the pit-constrained resources is relatively shallow, extending to a depth of approximately 150 meters.
- 5) Positive initial metallurgical test results demonstrating potential for good heap leach gold recovery, utilizing conventional crush-heap leach methods.
- 6) Low cost infrastructure requirements with existing paved road access to the site, local water supply, and close proximity to existing operating mine facilities and the town of Tonopah.
- 7) Exploration at the Tonopah project is conducted under a Plan of Operation and cultural agreements that are based on approved Environmental Assessment and Cultural Resources studies, which bodes well for future operational permitting activities.
- 8) Historical reconnaissance drilling, combined with recently updated geophysical studies, indicate the potential for additional gold resource development both along trend and in close proximity to the Tonopah project.

Sixty day column leach tests for gold recovery been completed using bulk samples, segregated by major rock type, created by compositing drill-hole samples collected from the Company's 2018 drilling programs. Samples were sized to 80% minus 10 mesh and agglomerated using cement. Samples taken from the Palmetto argillite formation, which contains approximately half of the total gold resource at Tonopah, leached quickly and resulted in a gold recovery of 83% in the 60 day period, which is likely to provide a significant economic driver to the project.

Recovery rates in the overlaying Tertiary volcanics, a complex assemblage of locally silicified rhyolite tuffs, greywacke, air-fall tuffs and siltstone, show slower recovery rates, but with additional time under leach are expected to approximate the 60% to 70% recovery range. Incremental gold recovery was still occurring in all of the columns when the tests were terminated.

In November 2019, the Company completed a total of 10 reverse circulation drill holes totalling approximately 1,520 meters. Drill-hole locations for this step-out exploration program were designed to test undrilled areas along the northwest trending flank of Palmetto Argillite formation at the Tertiary volcanic contact over a distance of about two kilometers around between the Midway Hills and the known Tonopah project mineral resource area. Geophysical survey data combined with historic drilling was utilized to predict the locations of structural junctions and splays for drill-hole targeting. The Midway Hills area was last drilled in the 1990's. All of the drill-holes in this program penetrated the Palmetto argillite/Tertiary volcanic contact zone and encountered extensive hydrothermal alteration, silicification, quartz veining and low-grade gold mineralization. This program was geologically encouraging in that it confirmed the presence of gold bearing mineralization over a large area, demonstrating the significant size potential of the project. Additional work will be required to determine the presence of potentially economic gold resources along this trend.

In July 2019, the Company performed an extensive review of geophysical data associated with the property that was conducted by former operators in 1994 and 2002. Of the six different geophysical methods performed, gravity and CSAMT, were proven to be the most effective for use in geologic modelling. Incorporation of the gravity and CSAMT results with geology/ore shapes results in a hypothesized argillite horst bounded by a complex of west-northwest and north-south structures. Ore shapes fall along the margins of the horst, suggesting a genetic link between the horst bounding structures and mineralization. The link is established based on the concept that mineralized fluids ascend along feeder structures and spread laterally along the volcanic-argillite interface as well as into fractures and permeable horizons in the overlaying tertiary volcanics. In some cases prominent structures are also noted within the argillite structure. A review of the mineralization distribution within the main resource zone indicates structural intersections that are a foci for increased mineralization due to enhanced ground preparation. On this basis a total of eleven structural junction of interest have been identified for future drill targeting demonstrating the potential for additional exploration upside.

On May 21, 2019, the Company announced the results of its "NI43-101 Technical Report on Mineral Resources", which resulted in a 36% increase in contained gold mineral resource for the project. This mineral resource included information from 26 new drill holes completed by Viva's in 2018 and 2019 drilling programs. The Mineral Resource estimate for the Tonopah Gold Project is as follows:

In-Pit Constrained Mineral Resource

Classification	Tonnes (x1000)	Gold Grade grams/tonnes	Contained Ounces
Measured	2,500	1.32	112,000
Indicated	6,300	0.62	141,000
Measured and Indicated	8,800	0.93	253,000
Inferred	6,000	0.54	123,000

Thomas C Matthews, MMSA-QP, Principal Resource Geologist for Gustavson Associates, is the Qualified Person responsible for this Mineral Resource Estimate for the Tonopah Gold Project. Resources are not Reserves and do not have demonstrated economic viability.

Resources are reported at a cutoff grade of 0.25 grams of gold per tonne (“g/t”), which constitutes a reasonable prospect for economic extraction based on a comparison with similar gold deposits in Nevada, and within a US\$1,250 pit shell using a 42 degree average pit slope. This resource estimate was prepared by Gustavson Associates of Lakewood Colorado and has an effective date of May 21, 2019.

The 2019 resource estimate for the Tonopah Gold Project uses Leapfrog Mining software for domain analysis and construction, and Datamine Studio RM for block grade estimation. The resource is estimated using ordinary Kriging, with an indicator model used to segregate geostatistics and estimation parameters for higher grade mineralization controlled by conjugate shear zones from the main body of mineralization. Resources are classified as Measured, Indicated, and Inferred based on distance from data, with Measured mineralization requiring at least two drill holes within 50% of variogram range, indicated requiring 2 drill holes within 100% of the variogram range, and inferred requiring 2 drill holes within 200% of the variogram range.

Sensitivity to Cutoff Grade

Classification	Cutoff Grade	Tonnes (x1000)	Au Grade grams/tonnes	Contained Ounces
Measured	0.15	2,700	1.19	114,000
	0.25	2,500	1.32	112,000
	1.0	1,400	2.13	92,000
Indicated	0.15	7,000	0.55	145,000
	0.25	6,300	0.62	141,000
	1.0	1,000	1.62	51,000
Inferred	0.15	6,500	0.47	127,000
	0.25	6,000	0.54	123,000
	1.0	700	1.28	30,000

This table shows limited sensitivity to cutoff grade in the low grade ranges. The 1.0 g/t cutoff grade range outlines the high-grade core of the mineralization. Two distinct populations of high and low grade gold mineralization exist at the Tonopah Gold Project, which are seen in this analysis.

This resource estimate is based on initial recovery and process cost assumptions. The high grade population of gold mineralization occurs partially as free-gold, which has been demonstrated to be recoverable through gravity methods.

As discussed in Viva’s press release of May 21, 2019, current resource modelling work, combined with new information received in regards to historic drilling in the Midway Hills area of the Tonopah project, has helped to refine the geologic model at Tonopah and define potentially significant exploration upside potential for the project.

The Midway Hills area of the Tonopah project was the subject of exploration work by a number of reputable Companies including Coeur Mining, Rio Algom and Kennecott who drilled approximately 55 reconnaissance drill holes in the Midway Hills area between 1988 and 2002. The 2019 resource model for the Tonopah project was extended for the first time to incorporate the Midway Hills area, which developed an exploration target of 1.6 to 2.0 million tonnes with potential gold grades of 0.45 to 0.55 grams per tonne containing 20,000 to 30,000 ounces with similar lithologic and structural controls to those seen at the Tonopah project. No pit shell was developed in this area, so this material is not currently considered part of the mineral resource.

The winter 2018-2019 drill program was very successful. The program produced positive results in virtually every drill-hole. Completed drill holes spread over a distance of more than 1.0 kilometer along the extent of the northwest to southeast trend of the system. These results confirm the model of blanket like mineralization associated with the argillite-volcanic contact zone and favorable rock types in the volcanics, and high-grade mineralization associated

with high-angle structural controls in the volcanics and feeder systems at depth in the argillite. Some drill-holes demonstrate both types of mineralization, while other drill-holes reflect only the blanket type mineralization. The program also demonstrated the relatively shallow nature of the mineralization and the excellent potential for additional resource expansion. Notable drill results from the 11-hole winter reverse circulation (“RC”) drill program completed in February 2019 follows:

**Tonopah Project
Drill Results for the 2018-2019 RC Drill Programs**

Hole	Azimuth	Dip	From	To	Length	Gold Grade
			<i>Meter</i>	<i>Meter</i>	<i>Meter</i>	<i>Gram/Tonne</i>
TG1906	200	-90	0	134.0		
			25.91	44.20	18.3	0.4
TG1905	210	-69	0	146.3		
			32.0	53.3	21.3	0.6
TG1904	270	-60	0	134.0		
			36.6	41.1	4.6	0.7
			126.5	131.1	4.6	2.4
	<i>including</i>		<i>128.0</i>	<i>129.5</i>	<i>1.5</i>	<i>6.7</i>
TG1903	275	-75	0	140.2		
			45.7	48.8	3.0	8.0
	<i>including</i>		<i>47.2</i>	<i>48.8</i>	<i>1.5</i>	<i>15.4</i>
			70.1	74.7	4.6	26.9
	<i>including</i>		<i>70.1</i>	<i>71.6</i>	<i>1.5</i>	<i>50.3</i>
			82.3	115.8	33.5	2.6
	<i>including</i>		<i>82.3</i>	<i>83.8</i>	<i>1.5</i>	<i>14.1</i>
	<i>including</i>		<i>94.5</i>	<i>96.0</i>	<i>1.5</i>	<i>22.7</i>
			118.9	128.0	9.1	0.6
			132.6	140.2	7.6	0.8

James Hesketh, MMSA QP, is a Qualified Person as defined by NI 43-101 and is the Qualified Persons responsible for review of technical information in this Management Discussion. Mr. Hesketh is President and CEO of Viva Gold and is an insider of the Company with overall project responsibility.

RESULTS OF OPERATIONS

For the three months ended January 31, 2020 as compared to the three months ended January 31, 2019

For the three months ended January 31, 2020 the Company incurred a loss of \$301,982 (2019 – loss of \$722,961). The Company's loss per share was \$0.01 (2019 – \$0.04). The decrease of \$420,979 was primarily the result of lower exploration costs, decrease of \$293,169 in the current period, and a decrease of \$122,905 in stock based payments in the current period. Exploration costs decreased primarily as a result of the Company having completed its drilling and sampling programs in the previous fiscal year. Current period costs are primarily associated with the Company preparation of the PEA.

The Company has focused its resources on exploration of the Tonopah Project. A summary of such exploration cost incurred during the three months ended January 31, 2020 and 2019 is as follows:

	For the three months ended	
	January 31	
	2020	2019
	\$	\$
Consulting	32,908	44,024
Drilling	26,016	237,915
Environmental	1,738	929
Metallurgical Testwork	4,173	-
Permits	-	931
Salaries	16,454	22,179
Samples	-	45,718
Supplies/General	4,073	3,371
Technical Reports	5,434	12,060
Travel	26	16,864
	90,822	383,991

The Company also incurred \$24,065 (2019 - \$146,970) in share-based payments expense relating to the incentive stock options vested during the period ended January 31, 2020. Included in the comparative period were expenses related to stock options and the recognition of shares issued to the CEO as part of his consulting services agreement

SUMMARY OF QUARTERLY RESULTS

The following table sets out selected unaudited quarterly financial information of the Company and is derived from unaudited interim consolidated financial statements prepared by management.

Period	Revenues	Income (loss) for the period \$	Basic and fully diluted income (loss) per share \$
1 st Quarter 2020	Nil	(301,982)	(0.01)
4 th Quarter 2019	Nil	(894,594)	(0.04)
3 rd Quarter 2019	Nil	(268,638)	(0.01)
2 nd Quarter 2019	Nil	(370,904)	(0.02)
1 st Quarter 2019	Nil	(722,961)	(0.04)
4 th Quarter 2018	Nil	(294,903)	(0.02)
3 rd Quarter 2018	Nil	(526,738)	(0.03)
2 nd Quarter 2018	Nil	(464,781)	(0.03)

The Company's quarterly losses are expected to vary as a result of its exploration activity on the Tonopah Project.

In the 1st Quarter of 2020, the Company had a reduction of operating costs due to the timing of the previous drilling campaign being primarily completed in the previous quarter.

In the 4th Quarter of 2019, the Company started a new drilling and sampling program for its Tonopah project, which increased costs for the quarter. Total exploration costs in the fourth quarter of 2019 was \$662,663 as compared to \$74,696 in the 3rd quarter of 2019.

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In the 4th quarter of 2018, the Company incurred \$126,290 in exploration costs, which was a reduction from \$382,709 incurred in the 3rd quarter of 2018.

In the 2nd and 1st quarters of 2018, the Company incurred \$202,781 and \$235,856 respectively of exploration costs on the Tonopah project. The majority of costs during the third quarter were for drilling expenses.

LIQUIDITY AND CAPITAL RESOURCES

The Company's principal source of liquidity as at January 31, 2020 was cash and cash equivalents totaling \$160,272 (October 31, 2019 – \$35,979).

During the period ended January 31, 2020, the Company's cash used in operating activities amounted to \$412,333.

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On August 6, 2019, the Company closed the second and final tranche of the non-brokered August 2019 Private Placement (the "Offering"). In total, the Company issued 3,395,502 Units in both tranches of the Offering for gross proceeds of \$1,018,650. Each Unit consisted of one common share in the capital of the Company (a "Share") and one whole transferable common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each whole Warrant is exercisable to acquire one Share at an exercise price of CDN\$0.40 per Share. Warrants issued in the first tranche are exercisable until July 3, 2021 and those Warrants issued in the second tranche are exercisable until August 6, 2021, both of which are 24 months from the date of issuance.

On November 13, 2018 the Company closed the second and final tranche of its 2018 non-brokered Private Placement. In total, the Company issued 2,990,536 Units in the Offering for gross proceeds of CDN \$1,106,498. Each Unit consisted of one common share in the capital of the Company (a "Share") and one whole transferable common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each whole Warrant is exercisable to acquire one Share at an exercise price of CDN\$0.47 per Share. Warrants issued in the first tranche are exercisable until October 26, 2020 and those Warrants issued in the second tranche are exercisable until November 13, 2020, both of which are 24 months from the date of issuance. A total of \$696,927 of net proceeds were received in the first quarter of the 2019 fiscal year.

With the exception of interest earned on cash holdings, the Company does not generate any income and relies upon current cash resources and future financings to fund its ongoing business and exploration activities. The Company requires further financing in its 2020 fiscal year to continue as a going concern. The Company will explore appropriate financing routes which may include: additional issuance of share capital; funding through project debt; convertible securities; or other financial instruments. As at the date of this MD&A, the Company is unable to determine the impact of COVID-19 on the Company's efforts in this regard. The financial statements of the Company and this MD&A have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of business. Viva is an exploration stage company and as at January 31, 2020 had an accumulated deficit of \$5,792,881. Management of the Company does not expect that its current cash position will be sufficient to meet all of its operating requirements, financial commitments, and business development priorities during the next twelve months. Accordingly, the Company will need to obtain financing in the form of debt, equity, or a combination to continue to operate. There can be no assurance that additional funding will be available to the Company, or, if available, that this funding will be on acceptable terms. These conditions indicate the existence of material uncertainty that may give rise to significant doubt about Viva's ability to continue as a going concern.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any material off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative instrument obligations, or with respect to any obligations under a variable interest entity arrangement.

RELATED PARTY TRANSACTIONS

- a) The Company is party to a consulting service agreement, dated April 10, 2017, with Kalex LLC ("Kalex"), an entity owned by James Hesketh, the Company's director, president and CEO. During the period ended January 31, 2020, the Company incurred \$32,908 (2019 - \$44,358) in management fees/salaries. The Compensation of Mr. Hesketh is equally divided between management fees in the statement of loss and as salaries within exploration expenditures. As at January 31, 2020, \$66,719 (October 31, 2019 - \$77,396), included in accounts payable and accrued liabilities, was balance due to Kalex.
- b) Avisar Everyday Solutions and Avisar Chartered Professional Accountants ("Avisar"), firms where the CFO is a founder and principal, provides bookkeeping, treasury, and financial reporting services to the Company. During the period ended January 31, 2020, the Company incurred accounting fees of \$15,600

(2019 - \$17,557) to both firms. As at January 31, 2020, \$5,460 (October 31, 2019 - \$6,110), included in accounts payable and accrued liabilities, was balance due to Avisar.

- c) The Company is a party to a loan agreement for a principal amount of \$250,000 with a company affiliated with a director of the Company. The loan bears interest at 8% per annum and is due on December 31, 2020. As at January 31, 2020, the outstanding balance consists of principal of \$145,000 and interest of \$55,022. During the period ended January 31, 2020, the Company recognized interest expense of \$3,954 (2019 - \$5,397).
- d) During the period ended January 31, 2020, share based payments related to the incentive stock options granted to related parties amounted to \$22,030.

CAPITAL MANAGEMENT

The Company manages its common shares, stock options, and warrants as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages its capital structure and makes adjustments in light of operating results, 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, warrants or options, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

In order to maximize ongoing development efforts, the Company does not pay out dividends. The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest bearing investments with maturities 90 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

FINANCIAL INSTRUMENTS

The Company's financial instruments as at January 31, 2020 consist of cash and cash equivalents, receivables, restricted cash, and its trade and loan payables. The fair value of these instruments approximates their carrying value. There were no off-balance sheet financial instruments.

Cash and cash equivalents consist solely of cash deposits with major banks in the United States and Canada.

The Company does not use derivative or hedging instruments to reduce its exposure to fluctuations in foreign currency exchange rates involving the US dollar.

OUTSTANDING SHARES

As at the date of this MD&A, the Company has 27,166,045 common shares outstanding, of which 657,500 are held in escrow. The Company also has 2,075,000 incentive stock options outstanding, exercisable at a weighted average exercisable price of \$0.39 per share, and 8,405,518 share purchase warrants outstanding, exercisable at weighted average price of \$0.41 per share.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCING REPORTING

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the consolidated financial statements for the period ended January 31, 2020 and this accompanying MD&A (together, the "Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information, the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Filings on SEDAR at www.sedar.com.

Approval

The Audit Committee of Viva has approved the disclosure contained in this MD&A.