



INFORMATION CIRCULAR

as at June 18, 2019 (except as otherwise indicated)

PERSONS MAKING THE SOLICITATION

This Information Circular (the “Circular”) is furnished with the solicitation of proxies by the management of Plata Latina Minerals Corporation (“Plata” or the “Company”) for use at the Annual General & Special Meeting (the “Meeting”) of the Company’s shareholders to be held on Thursday, August 1, 2019 at the time and place and for the purposes set forth in the accompanying notice of Meeting.

SOLICITATION OF PROXIES

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and employees of the Company. The Company will bear the costs of any solicitation. We have arranged for intermediaries to forward the Meeting material to Beneficial Shareholders of record and we may reimburse intermediaries for their reasonable fees and disbursements in that regard.

APPOINTMENT OF PROXYHOLDER

The individuals named as proxyholders in the accompanying form of proxy (the “Proxy”) are directors or officers of the Company or both. **A shareholder wishing to appoint some other person (who need not be a shareholder) to attend and act for the shareholder and on the shareholder’s behalf at the meeting, or any adjournment or postponement thereof, has the right to do so, either by inserting such person’s name in the blank space provided in the proxy and striking out the two printed names, or by completing another valid proxy.** A proxy will not be valid unless it is completed, dated and signed and delivered to Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment or postponement thereof.

NON-REGISTERED HOLDERS

Only registered shareholders (“Registered Shareholders”) or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the common shares they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their shares in their own name (referred to herein as “Beneficial Shareholders”) should note that only Registered Shareholders (or duly appointed proxyholders) may complete a Proxy or vote at the Meeting in person. If common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those common shares will not be registered in such shareholder’s name on the records of the Company. Such common shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which company acts as nominee for many Canadian brokerage firms). Common shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers’ clients.

This Circular and accompanying materials are being sent to both Registered Shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own (“**Objecting Beneficial Owners**”, or “**OBOs**”) and those

who do not object to their identity being made known to the issuers of the securities they own (“**Non-Objecting Beneficial Owners**”, or “**NOBOs**”). Subject to the provision of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of Reporting Issuers* (“**NI 54-101**”), issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents and use this NOBO list for distribution of proxy-related materials directly to NOBOs.

The Company is taking advantage of those provisions of NI 54-101 that permit the Company to deliver proxy-related materials to the Company’s NOBOs who have not waived the right to receive them (and is not sending proxy-related materials using notice-and-access). As a result, NOBOs can expect to receive a Voting Instruction Form (“**VIF**”) together with the Notice of Meeting, this Circular and related documents through your broker or through another intermediary. These VIFs are to be completed and returned in line with the instructions provided by your broker or other intermediary. **NOBOs should carefully follow the instructions provided, including those regarding when and where to return the completed VIFs.**

Should a NOBO wish to attend and vote at the Meeting in person, the NOBO must insert the NOBO’s name (or such other person as the NOBO wishes to attend and vote on the NOBO’s behalf) in the blank space provided for that purpose on the VIF and return the completed VIF in line with the instructions provided by your broker or other intermediary or the NOBO must submit, to the Company or as provided by your broker or other intermediary, any other document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder. In such circumstances with respect to proxies held by management in respect of securities owned by the NOBO so requesting, the Company must arrange, without expense to the NOBO, to appoint the NOBO or a nominee of the NOBO as a proxyholder in respect of those securities. Under NI 54-101, if the Company appoints a NOBO or a nominee of the NOBO as a proxyholder as aforesaid, the NOBO or nominee of the NOBO, as applicable, must be given the authority to attend, vote and otherwise act for and on behalf of management in respect of all matters that may come before the Meeting and any adjournment or postponement thereof, unless corporate law does not permit the giving of that authority. Pursuant to NI 54-101, if the Company appoints a NOBO or its nominee as proxyholder as aforesaid, the Company must deposit the Proxy within the timeframe specified above for the deposit of proxies if the Company obtains the instructions at least one (1) business day before the termination of that time. **If a NOBO or a nominee of the NOBO is approved as a proxyholder pursuant to such request, the appointed proxyholder will need to attend the Meeting in person in order for their votes to be counted.**

NOBOs that wish to change their vote must contact their broker or other intermediary who provided the instructions to arrange to change their vote in sufficient time in advance of the Meeting.

In accordance with the requirements of NI 54-101, we have distributed copies of the Notice of Meeting, this Circular and related documents (collectively, the “**Meeting Materials**”) to the clearing agencies and intermediaries for onward distribution to OBOs. Intermediaries are required to forward the Meeting Materials to OBOs unless in the case of certain proxy-related materials the OBO has waived the right to receive them. Very often, intermediaries will use service companies such as Broadridge to forward the Meeting Materials to OBOs. With those Meeting Materials, intermediaries or their service companies should provide OBOs of common shares with a request for a VIF which, when properly completed and signed by such OBO and returned to the intermediary or its service company, will constitute voting instructions which the intermediary must follow. The purpose of this procedure is to permit OBOs of common shares to direct the voting of the common shares that they beneficially own. The Company will pay for intermediaries to deliver the proxy-related materials and request for a VIF to OBOs. **OBOs should carefully follow the instructions of their intermediary, including those regarding when and where the completed request for voting instructions is to be delivered.**

Should an OBO wish to vote at the Meeting in person, the OBO must insert the OBO’s name (or such other person as the OBO wishes to attend and vote on the OBO’s behalf) in the blank space provided for that purpose on the request for a VIF and return the completed request for a VIF form to the intermediary or its

service provider or the OBO must submit, to their intermediary, any other document in writing that requests that the OBO or a nominee of the OBO be appointed as proxyholder. In such circumstances an intermediary who is the registered holder of, or holds a Proxy in respect of, securities owned by an OBO is required under NI 54-101 to arrange, without expense to the OBO, to appoint the OBO or a nominee of the OBO as a proxyholder in respect of those securities. Under NI 54-101, if an intermediary appoints an OBO or the nominee of the OBO as a proxyholder as aforesaid, the OBO or nominee of the OBO, as applicable, must be given the authority to attend, vote and otherwise act for and on behalf of the intermediary, in respect of all matters that may come before the Meeting and any adjournment or postponement thereof, unless corporate law does not permit the giving of that authority. Pursuant to NI 54-101 an intermediary who appoints an OBO or its nominee as proxyholder as aforesaid is required under NI 54-101 to deposit the Proxy within the timeframe specified above for the deposit of proxies if the intermediary obtains the instructions at least one (1) business day before the termination of that time. **If the OBO or a nominee of the OBO is appointed a proxyholder pursuant to such request, the appointed proxyholder will need to attend the Meeting in person in order for their votes to be counted.**

Only Registered Shareholders have the right to revoke a Proxy. NOBOs and OBOs of common shares who wish to change their vote must, sufficiently in advance of the Meeting, arrange for their respective intermediaries to change their vote and if necessary, revoke their Proxy in accordance with the revocation procedures set out below.

All references to shareholders in this Circular, the accompanying Proxy and Notice of Meeting of shareholders are to Registered Shareholders of record unless specifically stated otherwise.

REVOCABILITY OF PROXIES

A shareholder who has given a Proxy may revoke it by an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing or, if the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the registered office of the Company, at 1100-1111 Melville Street, Vancouver, British Columbia, V6E 3V6, at any time up to and including the last business day preceding the day of the Meeting or any adjournment or postponement thereof, or to the chair of the Meeting on the day of the Meeting or any adjournment or postponement thereof. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING OF PROXIES

The shares represented by a properly executed Proxy in favour of persons designated as proxyholders in the enclosed Proxy will:

- (a) be voted or withheld from voting in accordance with the instructions of the person appointing the proxyholder on any ballot that may be called for; and
- (b) where a choice with respect to any matter to be acted upon has been specified in the form of Proxy, be voted in accordance with the specification made in such Proxy.

If, however, direction is not made in respect of any matter, the Proxy will be voted as recommended by management of the Company.

The enclosed Proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed proxyholder thereunder to vote with respect to amendments or variations of matters identified in the Notice of the Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, the persons designated by management as proxyholders in the enclosed Proxy

will have the discretion to vote in accordance with their judgment on such matters or business. At the time of the printing of this Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The directors of the Company have set June 18, 2019 as the record date (the “**Record Date**”) for determining which shareholders shall be entitled to receive a notice of and to vote at the Meeting.

As at the Record Date, there were **79,034,671** common shares issued and outstanding, each carrying the right to one vote. Only shareholders of record holding common shares at the close of business on the Record Date who either personally attend the Meeting or who complete, sign and deliver a Proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their common shares voted at the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders, or who is holding a valid Proxy on behalf of a shareholder who is not present at the Meeting, will have one vote, and on a poll every shareholder present in person or represented by a valid Proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each share registered in that shareholder’s name on the list of shareholders, which is available for inspection during normal business hours at Computershare Investor Services Inc. and will be available at the Meeting. Shareholders represented by proxyholders are not entitled to vote on a show of hands.

To the knowledge of the directors and executive officers of the Company, the following persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, common shares carrying more than 10% of the voting rights attached to all outstanding common shares of the Company as at June 18, 2019 were:

Name	Number of Shares Held	Percentage of Outstanding Shares
Michael Clarke	10,057,000	12.72%
Gilmour Clausen	20,163,595	25.51%

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set out in this Circular and other than transactions carried out in the ordinary course of business of the Company or any of its subsidiaries no person who has been a director or executive officer of the Company at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing, has any material interest directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

BUSINESS OF MEETING

ANNUAL FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended December 31, 2018, together with the report of the Company’s auditors thereon, which were filed on SEDAR at www.sedar.com, will be presented to the Company’s shareholders at the Meeting.

ELECTION OF DIRECTORS

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. Management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, proxies given pursuant to the solicitation by the Management will be voted for the nominees listed in this Circular. Management does not contemplate that any of the nominees will be unable to serve as a director.

There are presently four directors of the Company. At the Meeting, the shareholders will be asked to consider fixing the number of directors on the board of directors (the “**Board**”) of the Company at three and the three persons named below be nominated for election as directors of the Company.

In the following table and notes thereto, is stated the name of each person proposed to be nominated by management for election as a director, the city, province or state and country in which they are ordinarily resident, all offices of the Company now held by them, their principal occupation, business or employments of each proposed director within the preceding five years, the date they were first appointed as a director of the Company and the number of common shares beneficially owned by them, directly or indirectly, or over which they exercises control or direction, as at the date Record Date.

Name, Position with Company, Province/State and Country of Residence	Date First Appointed as Director	Present and Principal Occupation During the Past Five Years	Shares beneficially owned or controlled ⁽¹⁾
W. Durand Eppler ⁽²⁾ Director Denver, CO, USA	Dec. 10, 2010	Managing Director of Capstone Headwaters LLC (previously Headwaters MB) since April 2016. Founder of Sierra Partners LLC since 2004 which affiliated with Headwaters in 2016. Director of Vista Gold Corporation since October 2004 and Golden Minerals Company from March 2009.	3,709,000
Letitia Wong ⁽²⁾ Director Toronto, ON, Canada	March 1, 2015	Vice President, Corporate Development and Investor Relations of Copper Mountain Mining Corporation since June 2018; Previously, Vice President Corporate Development of Brio Gold Inc. since March 2015 to May 2018; Vice President, Investor Relations and Corporate Communications for: (i) Augusta Resource Corporation, September 2010 to July 2014; (ii) Wildcat Silver Corporation, September 2010 to February 2015; (iii) Plata Latina Minerals Corporation, December 2010 to February 2015; and (iv) Ventana Gold Corp., September 2010 to March 2011.	1,542,500
Margaret Brodie ⁽²⁾ Director Vancouver, BC, Canada	August 1, 2016	Chief Financial Officer of: (i) Rubicon Organics Inc. since November 2016; (ii) Plata Latina Minerals Corporation, March 2012 to July 2016; (iii) Armour Minerals Corporation, Feb 2015 to Oct 2015; (iv) Riva Gold Corporation, July 2010 to May 2013.	1,743,305

(1) Statements as to securities beneficially owned, directly or indirectly, or over which control or direction is exercised by the directors named above are, in each instance, based upon information furnished by the individual concerned and is calculated as at the Record Date.

(2) Member of the Company’s Audit Committee.

Corporate Cease Trade Orders and Bankruptcies

No proposed director of the Company is, as at the date of this Circular, or was within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company), that (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer:

No proposed director of the Company, is or has been within the 10 years before the date of this Circular, a director or executive officer of any company (including the Company) that while that person was acting in that capacity or within a year of that person ceasing to act in that capacity became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

Bankruptcies

No proposed director of the Company is or has within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties or Sanctions

No proposed director of the Company has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement, with a securities regulatory authority, or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

MODIFICATION OF ARTICLES

Under applicable securities laws, eligible reporting issuers may utilize the "notice-and-access" method ("Notice-and-Access") to send proxy-related meeting materials to registered and beneficial owners of securities. Under this method, provided that shareholders are appropriately notified, proxy-related meeting materials may be posted on a website, other than SEDAR, instead of being physically sent to shareholders by mail.

Presently, the Company's articles do not allow for delivery of notices to registered shareholders by the means contemplated by Notice-and-Access. The Company thus proposes to modify its articles to allow for delivery of information to its shareholders by electronic means and other means permitted by applicable laws, including Notice-and-Access. Management believes that updating the Company's articles to permit such delivery will result in cost-savings for the Company, and is also more environmentally friendly, as it will reduce paper, printing and mailing costs, thereby lowering the Company's carbon footprint.

Alteration of the Company's articles requires the approval by at least two-thirds of the votes cast in person or represented by proxy at the Meeting by way of a special resolution. Accordingly, shareholders at the Meeting will be asked to vote on the following special resolution (the "**Special Resolution**"):

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the Articles of the Company be amended, substantially in the form attached as Schedule "A" of the Circular of the Company, to modify the means by which notices may be delivered to shareholders;
2. any one director or officer of the Company is authorized and directed, on behalf of the Company, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things that may be necessary or desirable to give effect to this special resolution; and
3. the Company's board of directors is hereby authorized, at any time in its discretion, to determine whether or not to proceed with the foregoing resolution without further approval, ratification or confirmation by the shareholders of the Company."

The Board has concluded that amendments pertaining to Notice-and-Access are in the best interests of the Company and its shareholders. Accordingly, the Board unanimously recommends that the shareholders ratify, confirm and approve an alteration of the Company's articles by voting FOR the Special Resolution at the Meeting. In the absence of a contrary instruction, the persons designated by management in the enclosed Proxy intend to vote FOR the Special Resolution.

APPOINTMENT OF AUDITORS

At the Meeting, shareholders will be asked to re-elect Davidson & Company LLP, Chartered Professional Accountants as auditors of the Company and to authorize the directors to fix their remuneration. Davidson & Company LLP was first appointed auditors of the Company on November 28, 2017.

STOCK OPTION PLAN

At the Meeting, management is seeking shareholder approval of the Company's Stock Option Plan (the "**Option Plan**"). In accordance with TSX Venture Exchange (the "**Exchange**") policies, rolling plans are required to be approved annually at the Company's annual general meeting of shareholders. The Board approved the adoption of the Option Plan on March 1, 2012 and shareholders of the Company approved the Option Plan at the last annual meeting of shareholders held on May 8, 2018. There have been no changes to the Option Plan since that time and no changes are proposed. A copy of the Option Plan has been filed on SEDAR at www.sedar.com and a copy may be obtained by sending a written request to the Company's head office at 1100-1111 Melville Street, Vancouver, BC V6E 3V6.

The Option Plan is a 10% rolling stock option plan and allows the Company to grant stock options ("**Options**") to its directors, officers, employees and service providers (collectively referred to as the "**Optionees**"), as additional compensation, and to incentivise such persons to put forth their maximum effort for continued growth and success of the Company. It offers Optionees an opportunity to participate in the progress of the Company. The granting of such Options is intended to align the interests of such persons with those of the Company. Subject to Board approval, certain grants to citizens or residents of the United States will be considered "Incentive Stock Options" and will qualify as such under U.S. federal income tax laws.

As at the date hereof, there are 550,000 Options to purchase 550,000 common shares (representing 0.70% of the issued and outstanding common shares of the Company) granted under the Option Plan leaving an aggregate of 7,353,466 options (representing 9.30% of the issued and outstanding common shares of the Company) available for future grants pursuant to the Option Plan. In accordance with the Exchange policies, Options granted under the Option Plan are not exercisable until the Option Plan is approved by the shareholders of the Company.

Stock Option Plan Terms

The following information is intended as a brief description of the Option Plan and is qualified in its entirety by the full text of the Option Plan. Capitalized terms used in this section but not otherwise defined in the Circular have the meanings given to them in the Option Plan.

Pursuant to the Option Plan, the aggregate number of common shares that may be reserved for issuance pursuant to the Option Plan and all other share compensation arrangements shall not exceed 10% of the number of common shares outstanding at the time of grant. Of this number, a maximum of 1,000,000 common shares may be granted as Incentive Stock Options. The exercise price of the Options, as determined by the Board in its sole discretion but, in any event, must not be lower than the closing price of the Company's common shares traded through the facilities of the Exchange on the day preceding the date the Option is granted, less any discount permitted by the Exchange, or such other price as may be determined in accordance with the Option Plan and the requirements of the Exchange, on which the shares are listed for trading. In addition, the Exercise Price for each common share subject to an Incentive Stock Option granted to a U.S. Participant that is a 10% Shareholder may not be lower than 110% of the last closing price of a common share on the Exchange preceding the time of the Incentive Stock Option grant.

The Board may not grant Options to any one person in a one-year period which will exceed 5% of the issued and outstanding common shares or to any one consultant or to any one person employed by the Company who performs investor relations services within any one-year period which will not exceed 2% of the issued and outstanding common shares at the time of the grant as required under the Exchange policies. The Board may not grant options to any one Insider (or the Insider's Associates) within any one-year period which will not exceed 5% of the issued and outstanding common shares from time to time, unless the Company has obtained Disinterested Shareholder Approval. Options are non-transferable and non-assignable.

The Options are subject to vesting requirements, at the discretion of the Board. The Option Plan provides that if a change of control, as defined in the Option Plan, occurs, the Board in its sole discretion, may determine that all shares subject to Options shall immediately become vested and may thereupon be exercised in whole or in part by the holder.

Upon exercise or expiry of an Option, or in the event an Option is otherwise terminated for any reason, the number of shares in respect of the exercised, expired or terminated Option shall be available for the purposes of the Option Plan. All Options granted under the Option Plan are exercisable over a period of up to five years, as determined by the Board.

If an Optionee ceases to be a director of the Company or ceases to be employed by the Company (other than by reason of death), or ceases to be a consultant of the Company as the case may be, then the Option granted shall expire on no later than the 90th day following the date that the Optionee ceases to be a director, employed or a consultant of the Company, subject to the terms and conditions set out in the Option Plan. If an Optionee ceases to be a director, employee or a consultant of the Company by reason of death, the Options terminate on the earlier of one year of the Optionee's death and the expiration date of the Options. In the case of an Optionee being dismissed from employment or service for cause, the Option shall terminate immediately on receipt of notice thereof and shall no longer be exercisable as of the date of such notice.

In order to comply with the rules of the Exchange, the Option Plan must be approved by ordinary resolution of the shareholders of the Company. Accordingly, at the Meeting, shareholders will be asked to pass the following ordinary resolution:

“BE IT RESOLVED THAT:

- A. the Option Plan of the Company dated as of March 1, 2012, is hereby ratified, confirmed and approved; and

- B. any director or officer of the Company is authorized and directed for and on behalf of the Company to execute and deliver or file such documents and instruments and to perform such other acts and things as are required or as such director or officer in his or her sole discretion, may deem necessary to give effect to the true intent of this resolution.”

The foregoing resolution will require approval by a majority of votes cast on the matter at the Meeting. Unless otherwise instructed, management’s nominees named in the Proxy accompanying this Circular will vote “FOR” the resolution.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The following information describes and explains the significant elements of compensation awarded to, earned by, paid to, or payable to the Company’s Interim President and Chief Executive Officer (“**Interim CEO**”), Chief Financial Officer (“**CFO**”) and to the three most highly compensated executive officers, other than the CEO and CFO who were serving as executive officers at the end of the most recent fiscal year (the “**Named Executive Officer(s)**” or “**NEO(s)**”), excluding any executive officer whose total compensation does not exceed CAD\$150,000. During the year ended December 31, 2018, the Company’s NEOs were: W. Durand Eppler (Interim CEO), Michael Clarke (former President and CEO) and Patricia Fong (CFO).

Given the Company’s size, the Company does not currently have a Compensation Committee or formal process for determining executive compensation. At this stage the Company relies solely on the Board discussions without any formal objectives or criteria. The Chairman and CEO will review and recommend to the Board compensation arrangements for the Company’s NEOs including any short and long-term incentive programs. Each Board member has adequate experience in the area of compensation to ensure fair compensation for the Company’s executives in line with the Company’s peers. In addition, the majority of the Board has direct experience in executive compensation as members of other boards and such experience assists in making decisions on the suitability of the Company’s compensation practices and policies.

The compensation for the Company’s executive officers is currently comprised of a base salary and a long-term incentive program (comprised of stock options). A discretionary bonus may be awarded if deemed appropriate. When reviewing compensation arrangements of the Company’s executives, the Board considers fairness to the shareholders and investors of the Company, market competitiveness and recognizing and rewarding performance, individually and collectively in relation to the Company’s success. A more formal approach may be considered going forward.

For fiscal 2018 the Board did not formally consider implications of the risks associated with the Company’s compensation practices.

Base Salary and Bonuses

To ensure that the Company will continue to attract and retain qualified and experienced executives, base salaries may be reviewed and adjusted annually in order to ensure that they remain at a level that is at the median for comparable companies. The Company does not have a formal short term incentive program in place but may grant a bonus to its executives based on their performance consistent with the success of the Company’s business at the discretion of the Board. No bonus was paid for the year ended 2018.

Long Term Incentive Compensation

Stock Options - The Option Plan

The Company’s long-term incentive plan currently comprise incentive stock options. The Board may from time to time grant stock options to the directors, senior officers, employees and consultants of the Company pursuant to the Company’s Option Plan as described under “*Stock Option Plan*” above. The purpose of the

Option Plan is to provide an incentive to the Company’s directors, senior officers, employees and consultants to continue their involvement with the Company, to increase their efforts on the Company’s behalf and to attract qualified new directors, senior officers and employees. The Option Plan is “rolling” such that the number of securities granted under the Option Plan can be up to a maximum of 10% of the issued common shares of the Company at the time of the grant on a non-diluted basis, and such aggregate number of common shares shall increase or decrease as the number of issued and outstanding common shares changes.

The following table sets forth all annual and long-term compensation awarded, paid to or earned for services in all capacities to the Company for the fiscal year ended December 31, 2018 for each NEO of the Company:

Summary Compensation Table

Name and principal position	Year	Salary and consulting fee	Share-based awards (\$)	Option-based awards ⁽⁴⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation
					Annual incentive plans	Long-term incentive plans			
W. Durand Eppler ⁽¹⁾ Interim CEO	2018	\$Nil	Nil	Nil	Nil	Nil	Nil	Nil	\$Nil
Michael Clarke ⁽²⁾ Former President and CEO	2018	\$69,590	Nil	Nil	Nil	Nil	Nil	Nil	\$69,590
	2017	\$103,949	Nil	Nil	Nil	Nil	Nil	Nil	\$103,949
	2016	\$71,893	Nil	Nil	Nil	Nil	Nil	Nil	\$71,893
Patricia Fong ⁽³⁾ CFO	2018	\$60,000	Nil	Nil	Nil	Nil	Nil	Nil	\$60,000
	2017	\$59,000	N/A	\$1,664	N/A	N/A	N/A	N/A	\$60,664
	2016	\$20,000	N/A	\$3,219	N/A	N/A	N/A	N/A	\$23,219

(1) On May 31, 2018, Mr. Eppler was appointed as the Interim President and CEO upon Mr. Clarke’s retirement.

(2) The compensation paid to Mr. Clarke in USD has been converted to CAD using the average USD/CAD exchange rate incurred during the year. Mr. Clarke retired from his role as the President and CEO on May 31, 2018.

(3) The Company appointed Ms. Fong as CFO on August 1, 2016 and on the same day granted Ms. Fong 75,000 stock options exercisable at \$0.06 expiring on August 1, 2021. On June 5, 2017, Ms. Fong was granted 75,000 stock options exercisable at \$0.06 expiring June 5, 2022.

(4) The Company uses the Black Scholes pricing model which is the industry standard for valuing stock options.

NEO Employment Agreements (including termination and change of control benefits)

The Company had a letter agreement with Michael Clarke up until his retirement on May 31, 2018 which provided, in addition to annual compensation, the reimbursement of professional association dues or fees as they relate to Mr. Clarke’s employment and profession in the mining industry, reimbursement of travel and business expenses in connection with fulfilling his function as President and CEO of the Company, and standard health benefits. Ms. Brodie’s employment agreement up until its termination on July 31, 2016, provided annual compensation, reimbursement of annual professional membership dues and standard health benefits. The Company has a consulting agreement with Patricia Fong which provides monthly consulting fee and reimbursement of business expenses relating to her role as CFO of the Company. For fiscal 2018, the NEOs were provided a base salary/consulting fee and reimbursement of reasonable expenses.

In the event of termination by the Company without Cause or by the employee for Good Reason (capitalized terms are as defined in the respective employment letter or agreement), the Company shall pay, at the time of such termination, a lump sum amount to Ms. Fong equal to 3 months of her monthly consulting fee. The estimated incremental payment from Plata to the NEO on termination without Cause or by the NEO for Good Reason, assuming a triggering event occurred on December 31, 2018 would be \$15,000 for Ms. Fong.

In the event that Ms. Fong should resign for any reason or the Company should terminate her employment without Cause within six months after a Change of Control, the Company shall compensate Ms. Fong with a lump sum cash amount equal to her annual fee. The estimated incremental payment from the Company to the NEO on termination without Cause or by the NEO for Good Reason, assuming a triggering event occurred on December 31, 2018 would be \$60,000 to Ms. Fong. In addition, all non-vested securities under any securities compensation plan granted to the NEO shall immediately and fully vest on the effective date of such termination and be redeemable or exercisable for 90 days thereafter.

Incentive Plan Awards

Outstanding share-based awards and option-based awards

To date, the Company has granted only option-based awards.

The following table sets out all awards outstanding at the end of the most recently completed financial year held by each NEO:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options	Option exercise price	Option expiry Date	Value of unexercised in-the-money options ⁽¹⁾	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested
W. Durand Eppler ⁽²⁾ , Interim CEO	75,000	\$0.06	March 1, 2020	\$0	N/A	N/A
Michael Clarke ⁽²⁾ , former President & CEO	-	-	-	-	N/A	N/A
Patricia Fong, CFO	75,000 75,000	\$0.06 \$0.06	August 1, 2021 June 5, 2022	\$0 \$0	N/A N/A	N/A N/A

(1) On December 31, 2018 the closing price of the Company's shares was \$0.02.

(2) Mr. Clarke retired from his role as of May 31, 2018 and Mr. Eppler was appointed as the Interim CEO of the Company.

Value Vested or Earned During the Year

The following table represents the aggregate dollar value that would have been realized if the stock options under the option based award had been exercised on the vesting date for each NEO:

Name	Option-based awards – Value vested during the year ⁽¹⁾	Share-based awards – Value vested during the year	Non-equity incentive plan compensation – Value earned during the year
W. Durand Eppler, Interim CEO	Nil	N/A	N/A
Michael Clarke, former President & CEO	Nil	N/A	N/A
Patricia Fong, CFO	Nil	N/A	N/A

(1) Represents the value of stock options vested during the year ended December 31, 2018 calculated as if stock options had been exercised on their vest date based on market price on the vest date of the stock options less the exercise price.

Pension Plan Benefits

The Company does not provide pension or retirement benefits for its directors or executive officers.

Director Compensation

For the most recently completed fiscal year ended December 31, 2018, there was no arrangement, standard or otherwise, pursuant to which directors, except management directors, received cash or non-cash compensation from the Company in their capacity as directors, consultants and/or experts. Incentive stock options may be granted, from time to time, to the Company's directors.

All reasonable expenses incurred by a director in attending Board meetings, committee meetings or shareholder meetings, together with all expenses properly and reasonably incurred by any director in the conduct of the Company's business or in the discharge of his duties as a director are paid by the Company.

The following table sets forth all amounts of compensation provided to the directors of the Company for the year ended December 31, 2018.

Name	Fees ⁽²⁾ earned	Share-based awards	Option-based awards ⁽¹⁾	Non-equity incentive plan compensation	Pension value	All other compensation	Total
Gilmour Clausen	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Robert Blakestad ⁽³⁾	\$11,250	Nil	Nil	Nil	Nil	Nil	\$11,250
W. Durand Eppler	\$11,250	Nil	Nil	Nil	Nil	Nil	\$11,250
Letitia Wong	\$11,250	Nil	Nil	Nil	Nil	Nil	\$11,250
Margaret Brodie	\$11,250	Nil	Nil	Nil	Nil	Nil	\$11,250

(1) The Company uses Black Scholes pricing model which is the industry standard for valuing stock options.

- (2) On October 30, 2018, directors' accrued fees of \$201,250 were settled with the issuance of the Company's 4,025,000 common shares at \$0.05 per share.
- (3) Mr. Blakestad stepped down as director on September 31, 2018.

Directors' outstanding share based and option-based awards

The following table sets forth, for each director of the Company that is not a NEO, all awards outstanding at the end of the period ended December 31, 2018 including awards granted before this period. During the period ended December 31, 2018 and prior years, the only type of award granted to the Company's directors has been incentive stock options.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options	Option exercise price	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested
Gilmour Clausen	Nil	-	-	Nil	Nil	Nil
Letitia Wong	75,000	\$0.06	March 1, 2020	Nil	Nil	Nil
Margaret Brodie	75,000	\$0.06	June 9, 2020	Nil	Nil	Nil

- (1) On December 31, 2018 the closing price of the Company's shares was \$0.02. Value is calculated for vested options at December 31, 2018.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Stock Option Plan

The following table sets forth information as at December 31, 2018, concerning the Company's Option Plan described under "*Stock Option Plan*":

Equity compensation plans approved by security holders	Number of common shares to be issued upon exercise of options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans
The Option Plan	550,000 ⁽¹⁾	\$0.06	7,353,466 ⁽²⁾

- (1) All of 550,000 options were exercisable at December 31, 2018.

- (2) Based on 10% of the Company's issued and outstanding common shares at December 31, 2018 less stock options outstanding at December 31, 2018.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

During the Company's past fiscal year, no director, executive officer or senior officer of the Company, proposed management nominee for election as a director of the Company or associate or affiliate of any such director, executive or senior officer or proposed nominee is or has been indebted to the Company or any of its subsidiaries or is or has been indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, other than routine indebtedness.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than information disclosed in this Circular, no directors or executive officers of the Company or a subsidiary of the Company at any time during the Company's last fiscal year, the proposed nominees for election to the Board of the Company, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Company, nor any associate or affiliate of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, requires all companies to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”). These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Company’s approach to corporate governance is set out below.

Board of Directors

Management is nominating three individuals to the Company’s Board, all of whom are current directors of the Company.

The Guidelines suggest that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under National Instrument 52-110 (“**NI 52-110**”), which provides that a director is independent if he or she has no direct or indirect “material relationship” with the Company. Of the proposed nominees, W. Durand Eppler, Interim CEO, is not considered to be “independent” within the meaning of NI 52-110. Margaret Brodie is also not considered to be “independent” within the meaning of NI 52-110 by reason of being a former CFO of the Company, resigning August 1, 2016. Ms. Brodie will, however, be considered “independent” within the meaning of NI 52-110 as of August 1, 2019. The other director, Letitia Wong is considered to be “independent” within the meaning of NI 52-110.

Directorships

The following directors of the Company are directors of other reporting issuers:

- W. Durand Eppler is a director of Vista Gold Corp. and Golden Minerals Company.
- Margaret Brodie is a director of Rubicon Organics Inc.

The independent directors of the Company may hold meetings at which non-independent directors and members of management are not in attendance.

During the year ended December 31, 2018, the Board held four formal meetings, which were attended by all members of the Board. In addition, there were informal meetings and discussions that occurred throughout the year.

Position Descriptions

The Board has not developed formal written position descriptions for the Chairman of the Board nor the Chairman of the Audit Committee. However, the Company has an Audit Committee charter which governs the Audit Committee. The majority of the Board have experience as directors of other reporting issuers and are therefore knowledgeable and experienced in their capacity as such and the role designated for them. Informal discussions occur at the Board level with respect to their responsibilities.

Orientation and Continuing Education

Directors are encouraged and supported to pursue continuing education if they so choose as there is no formal continuing education or orientation program in place. New Board members are provided with the necessary material and information to bring them up to speed with the business of the Company, its objectives and current activities.

Ethical Business Conduct

The Board has adopted a Code of Business Conduct and Ethics (the “Code”) for its directors, officers and employees. The Chairman of the Audit Committee has been designated as the Ethics Officer and has the responsibility for monitoring compliance with the Code by ensuring all directors, officers and employees receive and become thoroughly familiar with the Code and acknowledge their support and understanding of the Code. Any non-compliance with the Code is to be reported to the Ethics Officer, or other designated persons. A copy of the Code may be accessed on the Company’s website at www.plminerals.com or on SEDAR at www.sedar.com.

Nomination of Directors

The Board does not have a formal process with respect to the appointment of new nominees to the Board. The Board expects that when the time comes to appoint new directors to the Board that the nominees would be recruited by the current Board members, and the recruitment process would involve both formal and informal discussions among Board members and the CEO. The Board monitors, but does not formally assess, the performance of individual Board members and their contributions.

Compensation

Compensation for the Board and CEO is currently determined by the Board collectively. The Company currently has no formal process in place. However, the Company believes it has the necessary experience on its Board with respect to compensation matters to maintain market competitiveness in its compensation approach for its Board, CEO and executive officers. During the fiscal year end of 2018, each Board member had accrued annual director’s fees of \$11,250 except Mr. Clausen, who was the Chairman of the Board and waived compensation in 2018 and Mr. Clarke, who was the former CEO of the Company, and therefore was not compensated as a Director. On October 30, 2018, the Company issued 4,025,000 common shares at \$0.05 per share to settle accrued directors’ fees of \$201,250 as well as 600,000 common shares at \$0.05 per share to Ms. Margaret Brodie who was the former CFO of the Company to settle accrued management fees of \$30,000. As of October 1, 2018, the Company discontinued the compensation to the directors.

Other Board Committees

At the present time, the only standing committee is the Audit Committee. As the Company grows, and its operations and management structure become more sophisticated, the Board expects it will constitute additional formal standing committees and will ensure that such committees are governed by written charters and are composed of at least a majority of independent directors.

Assessment

The Board currently does not have a formal process in place to assess its committees and individual directors with respect to their effectiveness and contribution. The current size and constitution of the Board allows for informal discussions regarding the contribution of each director. In addition, each individual director is significantly qualified through their current or previous professions to fulfil their duties as a Board member.

AUDIT COMMITTEE

The following is information the Company is required to disclose under NI 52-110 with respect to its Audit Committee.

Audit Committee Charter

The text of the Audit Committee’s charter is attached as Schedule “B” to this Circular.

Composition of Audit Committee and Independence

The Company is required to have an Audit Committee comprised not less than three directors, a majority of whom are not officers or employees of the Company or of an affiliate of the Company.

NI 52-110 provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the issuer, which could, in the view of the issuer’s board of directors, reasonably interfere with the exercise of the member’s independent judgment. NI 52-110 also provides that an individual is “financially literate” if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

The members of the Company’s Audit Committee are W. Durand Eppler, Letitia Wong and Margaret Brodie. Ms. Wong is independent and Ms. Brodie will be considered “independent” within the meaning of NI 52-110 as of August 1, 2019. All members of the Audit Committee are considered financially literate in accordance with NI 52-110.

Relevant Education and Experience

The following is a description of the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an audit committee member.

Letitia Wong

Ms. Wong brings over 15 years of experience in finance and investor relations. She is currently the Vice President of Corporate Development and Investor Relations for Copper Mountain Mining Corporation. She was previously Vice President, Corporate Development for Brio Gold Inc. before it was acquired in May 2018 and formerly Vice President of Investor Relations and Corporation Communications for Augusta Resource Corporation, Wildcat Silver Corporation and Ventana Gold Corporation prior to their acquisition, as well as Plata Latina Minerals Corporation. Prior to that she was Director of Investor Relations for Yamana Gold Inc. and held various positions in finance at TELUS Corporation. She holds a Bachelor of Commerce degree majoring in finance from the Sauder School of Business at the University of British Columbia and is a CFA charterholder.

W. Durand Eppler

Mr. Eppler is the founding partner of Sierra Partners, LLC which provides strategic and business advisory services to global resource companies. During 2016 Sierra Partners became affiliated with Headwaters MB, a middle-market investment bank which subsequently merged with Capstone LLC in January 2018 to form Capstone Headwaters LLC. Prior to founding Sierra, Mr. Eppler worked in corporate development as a Vice President at Newmont Mining Corporation. Mr. Eppler earned a BA from Middlebury College and a MS from the Colorado School of Mines. Mr. Eppler also serves as a director of Vista Gold Corp. and Golden Minerals Company.

Margaret Brodie

Ms. Brodie has over 20 years’ experience in finance, of which ten were spent with KPMG where she was based for six years in London, UK, working with global mining and drinks companies. Ms. Brodie is currently the CFO and a Director with Rubicon Organics Inc., a listed company on the Canadian Securities Exchange. After her time at KPMG, Ms. Brodie worked with the Augusta mining group in corporate

development and as a CFO for several public companies. Ms. Brodie holds CPA and CA designations in Canada, alongside a Bachelor of Commerce Degree from the University of British Columbia.

Audit Committee Oversight

Since the commencement of the Company's most recently completed fiscal year, the audit committee of the Company has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board of the Company.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed fiscal year, the Company has not relied on:

- (a) the exemption in section 2.4 (De Minimis Non-audit Services) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions).

Pre-Approval Policies and Procedures

The audit committee has not adopted any specific policies and procedures for the engagement of non-audit services.

Audit Fees

The following table sets forth the fees paid by the Company to Davidson & Company LLP, for their services rendered in the last two fiscal years.

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
December 31, 2018	\$22,500	Nil	Nil	Nil
December 31, 2017	\$17,500	Nil	Nil	Nil

- (1) The amounts represent actual or accrued fees paid to the Company's auditors (current and former auditors) and exclude fees paid to other professional firms.
- (2) Aggregate fees billed by the Company's auditors.
- (3) Aggregate fees billed by the Company's auditors for professional services rendered for tax compliance, tax advice and tax planning.
- (4) Aggregate fees billed by the Company's auditors for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and not contained under "Audit fees".

Exemption in Section 6.1

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*).

GENERAL MATTERS

It is not known whether any other matters will come before the Meeting other than those set forth above and in the Notice of Meeting, but if any other matters do arise, the persons named in the Shareholders' Proxy intend to vote on any poll, in accordance with their best judgement, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment or postponement thereof.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com under the profile 'Plata Latina Minerals Corporation' and the Company's website www.plminerals.com.

Financial information is provided in the Company's audited financial statements and in the MD&A for its most recently completed financial year. Shareholders may request copies of the Company's audited financial statements and MD&A by contacting the Company at 1-800-933-9925.

BOARD APPROVAL

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, the 18th day of June, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ W. Durand Eppler

W. Durand Eppler

Interim Chief Executive Officer

SCHEDULE "A"

AMENDMENTS TO ARTICLES

Section 24.1 of the Company's articles is amended by adding a new subsection (6) as follows:

"(6) as otherwise permitted under applicable laws (including applicable securities laws, together with all regulations and rules made and promulgated thereunder and all administrative policy statements, blanket orders, and rulings, notices and other administrative directions by securities commissions or similar governmental authorities appointed thereunder) in any province or territory of Canada, in the federal jurisdiction of the United States or in any state of the United States, or any other jurisdiction that is applicable to the Company."

SCHEDULE “B”
PLATA LATINA MINERALS CORPORATION
AUDIT COMMITTEE CHARTER

I. Purpose

The main objective of the Audit Committee is to act as a liaison between the board of directors and the Company’s independent auditors (the “Auditors”) and to assist the board of directors in fulfilling its oversight responsibilities with respect to the financial statements and other financial information provided by the Company to its shareholders and others.

II. Organization

The Committee shall consist of three or more Directors and shall satisfy the laws governing the Company and the independence, financial literacy, expertise and experience requirements under applicable securities law, stock exchange requests and any other regulatory requirements applicable to the Audit Committee of the Company.

The members of the Committee and the Chair of the Committee shall be appointed by the board of directors. A majority of the members of the Committee shall constitute a quorum. A majority of the members of the Committee shall be empowered to act on behalf of the Committee. Matters decided by the Committee shall be decided by majority votes.

Any member of the Committee may be removed or replaced at any time by the board of directors and shall cease to be a member of the Committee as soon as such member ceases to be a Director.

The Committee may form and delegate authority to subcommittees when appropriate.

III. Meetings

The Committee shall meet as frequently as circumstances require.

The Committee may invite, from time to time, such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee.

The Company’s accounting and financial officer(s) and the Auditors shall attend any meeting when requested to do so by the Chair of the Committee.

IV. Responsibilities

- (1) The Committee shall recommend to the board of directors:
 - (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company; and
 - (b) the compensation of the external auditor.
- (2) The Committee shall be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- (3) The Committee must pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company’s external auditor.

- (4) The Committee must review the Company's financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information.
- (5) The Committee must be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in subsection (4), and must periodically assess the adequacy of those procedures.
- (6) The Committee must establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- (7) An audit committee must review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer.

V. Authority

The Committee shall have the following authority:

- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
- (b) to set and pay the compensation for any advisors employed by the Committee, and
- (c) to communicate directly with the external auditors.

**APPROVED BY THE BOARD OF DIRECTORS
OF PLATA LATINA MINERALS CORPORATION ON OCTOBER 26, 2011**