



**Plata Latina Minerals Corporation**

Management's Discussion & Analysis  
**For the Year ended December 31, 2020**

## **PLATA LATINA MINERALS CORPORATION**

Management's Discussion and Analysis

For the Year ended December 31, 2020

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### **INTRODUCTION**

This management's discussion and analysis ("MD&A") of Plata Latina Minerals Corporation ("Plata" or the "Company") for the year ended December 31, 2020, takes into account information up to and including February 25, 2021, the date of this report. This MD&A supplements but does not form part of the audited consolidated financial statements for the year ended December 31, 2020. As such, this MD&A should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2020, prepared in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The consolidated financial statements referred to above are available on the Company's website at [www.plminerals.com](http://www.plminerals.com) and on the SEDAR website at [www.sedar.com](http://www.sedar.com).

### **FORWARD-LOOKING STATEMENTS**

This MD&A contains forward-looking information which deals with intentions, beliefs, expectations and future results as they pertain to the Company and the Company's industry. This forward-looking information also includes information regarding the financial condition and business of the Company, as they exist at the date of this MD&A. Forward-looking information is often, but not always, identified by the use of words such as "seeks", "believes", "plans", "expects", "intends", "estimates", "anticipates", "objective", "strategy" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions. This forward-looking information includes, without limitation, information about the Company's opportunities, strategies, competition, expected activities and expenditures as the Company pursues its business plan, the adequacy of the Company's available cash resources and other statements about future events or results. In particular, and without limiting the generality of the foregoing, this MD&A contains forward-looking information concerning the future advance royalty proceeds of up to US \$1,000,000 from Fresnillo PLC in accordance to the terms with respect to its acquisition of the Company's Naranjillo Property and the Company's ability to raise further capital to sustain its operations.

Forward-looking information is information about the future and is inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, such as business and economic risks and uncertainties, including, without limitation, those referred to under the heading "Risks and Uncertainties". The forward-looking information is based on a number of assumptions, including assumptions regarding general market conditions, the availability of financing for proposed transactions and programs on reasonable terms, the ability of outside service providers to deliver services in a satisfactory and timely manner, prevailing commodity prices and exchange rates and prevailing regulatory, tax and environmental laws and regulations. The Company's forward-looking information is based on the beliefs, expectations and opinions of management of the Company on the date the information is provided. For the reasons set forth above, investors should not place undue reliance on forward-looking information.

The Company undertakes no obligation to reissue or update any forward-looking statements or information as a result of new information or events after the date hereof except as may be required by law. All forward-looking statements and information herein are qualified by this cautionary statement.

This MD&A includes many cautionary statements, including those stated under the heading "Risks and Uncertainties". You should read these cautionary statements as being applicable to all related forward-looking information wherever it appears in this MD&A.

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### DESCRIPTION OF BUSINESS

Plata is a Canadian based resources exploration company and has five wholly owned subsidiaries: Plaminco S.A. de C.V. ("Plaminco"), Minera Central Vaquerias S.A. de C.V. ("MCV"), Minera Exploradora del Centro S.A. de C.V. ("MEC"), Servicio PLMC ("Servicio") and Plata Latina US Ltd. ("Plata US"). On April 11, 2012, Plata began trading on the TSX Venture Exchange under the symbol "PLA".

Plata and its subsidiaries were engaged in mineral exploration, principally in the Mexican Silver Belt in the states of Guanajuato, Jalisco, Aguas Calientes and Hidalgo, Mexico. Through its wholly owned subsidiary, Plaminco, the Company held interests in four Mexican mineral properties – Naranjillo, Vaquerias, Palo Alto and La Joya. In February 2020, the Company sold the Naranjillo property to Fresnillo and retains a 3% net smelter return royalty ("Royalty") in Naranjillo. The Company is in the process of terminating the remaining three properties.

Historically the Company's objective has been to discover one or more new silver-gold vein districts in the style of the historical San Dimas, Fresnillo, Zacatecas, Guanajuato and Pachuca-Real del Monte districts of Mexico. Plata's extensive experience along the Mexican Silver Belt led to the staking of the Naranjillo property in 2012 and the subsequent drilling and discovery of the Naranjillo silver-gold deposit. The Naranjillo property was successfully sold to Fresnillo in February 2020. Management continues to consider a variety of longer-term strategic alternatives for the Company.

### YEAR IN REVIEW

#### Sale of the Naranjillo Property to Fresnillo

In February 2017, Plata entered into an option agreement with respect to its Naranjillo Property ("Naranjillo Option Agreement") with a wholly owned subsidiary of Fresnillo. Under the option agreement, Fresnillo was granted the right to explore Naranjillo over a three-year period with total cash payments of US \$1,650,000 and exploration expenditures of US \$3,000,000 in three years. As at December 31, 2019, Fresnillo had fulfilled both of its commitments under the option agreement in cash payments of US \$1,650,000 and in exploration expenditures of US \$3,000,000.

In February 2020, Fresnillo exercised its option to purchase Naranjillo for US \$500,000 and granted the Company a 3% net smelter return royalty ("Royalty"). Under the Naranjillo Option Agreement, starting February 2021, Fresnillo is required to make advance royalty payments of US \$100,000 annually until the earlier of (i) US \$1,000,000 of advance royalty payments have been paid, or (ii) Naranjillo commences commercial production of minerals.

#### Option Agreement with Electrum on the Vaquerias, Palo Alto and La Joya Properties

In January 2020, Plata entered into an option agreement with a wholly owned subsidiary of the Electrum Group ("Electrum") for its other three mineral properties in Mexico: Vaquerias, Palo Alto and La Joya (the "Three Properties"). Electrum was granted a four-month period with the exclusive right to evaluate the Three Properties. Electrum had the option to acquire any or all of the Three Properties by paying US \$100,000 per property. During the option period, Electrum paid mining duty taxes totalling \$115,718 on the Three Properties. In April 2020, Electrum advised Plata that it would not proceed with the option to purchase any of the Three Properties.

The Company elected not to continue paying the necessary land tax for the Three Properties and submitted paperwork to begin the process of land termination at the end of July 2020. During the three months ended December 31, 2020, the Company was still in the process of terminating the rights, which is being hindered by governmental agency closures resulting from COVID-19.

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### *Going Concern with respect to the pandemic COVID-19*

As of the date of this report, COVID-19 continues to spread and resurge as in many countries. The over-a-year outbreak has impeded economic recovery and created volatilities globally in financial and commodity markets. The pandemic has not had a significant adverse impact on the Company as its mineral properties are on care and maintenance. However, if the pandemic continues to persist for an extensive time over a year, it may affect the Company's sustainability and ability to obtain financing. Currently tightened capital market conditions mean there is no assurance that the Company will be able to obtain the required funding or on acceptable terms. These uncertainties might cast significant doubt on the Company's ability to continue as a going concern. The Company has implemented cost control measures to mitigate its going concern and liquidity risks.

## **EXPLORATION AND EVALUATION ASSETS**

### ***Naranjillo Property – 3% Net Smelter Return Royalty (“NSR”)***

The Naranjillo Property (“Naranjillo”) is situated in Guanajuato, Mexico and consists of three mineral exploration licenses: La Sibila, La Sibila I and La Sibila II, issued by the Mexican General Directorate of Mines (“GDM”) in 2011. The three licenses cover 11,482 hectares and are valid for 50 years until 2061.

In February 2017, the Company entered into an option agreement with Metalúrgica Reyna S.A. de C.V., a wholly owned subsidiary of Fresnillo PLC (“Fresnillo”). Under the option agreement, Fresnillo was granted the right to explore Naranjillo over a three-year period for a total cash payment of US \$1,650,000 and by spending US \$3,000,000 in exploration on the Naranjillo Property within three years.

At the end of the three years, Fresnillo had the option to acquire Naranjillo for an additional US \$500,000 and to grant the Company a 3% NSR royalty (“Royalty”). Fresnillo would be required to pay advance royalty payments of US \$100,000 annually until the earlier of (a) a maximum of US \$1,000,000 in advance royalty payments have been paid, or (b) Naranjillo commences commercial production of minerals. Fresnillo has the option to reduce the Royalty by 1% by paying an additional US \$1,000,000, and, thereafter, may reduce the remaining 2% Royalty to nil by paying an additional US \$5,000,000.

As at December 31, 2019, Fresnillo had fulfilled both of its commitments in cash payments of US \$1,650,000 and in exploration expenditures of US \$3,000,000.

In February 2020, Fresnillo executed its option to acquire Naranjillo for \$663,950 (US \$500,000) and granted the Company a 3% NSR royalty. Under the terms of the Naranjillo Option Agreement, commencing February 2021, Fresnillo is required to make advance royalty payments of US \$100,000 annually until the earlier of either a maximum of US \$1,000,000 have been paid or Naranjillo starts commercial production.

### ***Vaquerias, Palo Alto and La Joya (the “Three Properties”)***

#### *Vaquerias Property (“Vaquerias”)*

Vaquerias consists of two mineral concession licenses: Sol and Luna, which were issued by the GDM in December 2011 and are valid until 2061. The two licenses encompass 4,411 hectares and cover several kilometres of the projected continuation of the Vaquerias vein beneath post-mineral cover to the east of the old workings.

#### *Palo Alto Property (“Palo Alto”)*

Palo Alto is in the state of Aguas Calientes, Mexico and holds three licenses: Catalina, Catalina II, and Catalina III issued by the GDM from 2011 to 2012. The three licenses are valid until 2061 to 2062 and cover 4,722 hectares.

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### La Joya Property ("La Joya")

La Joya, located in the state of Hidalgo, Mexico, is a conceptual exploration target similar to Naranjillo. La Joya's sole license, La Carmen, was issued by the GDM in December 2010 and is valid until 2060. The property covers 924 hectares and surrounds a third-party license. The Company has carried out reconnaissance work on and around the licensed areas and such related costs are expensed as property evaluation cost.

The Company elected not to continue paying the necessary land tax for the Three Properties and submitted paperwork to begin the process of terminating the licenses in July 2020. As at December 31, 2020, the Company was still in the process of terminating the concession rights, which has been complicated by the Mexican government's restricted services impacted by the COVID-19.

### OUTLOOK

As of the date of this report, global economies continue to be impacted adversely by the COVID-19 pandemic. The Company continues to monitor the development of the pandemic and the potential impacts on its operations and liquidity. As described in the "Year To Date In Review" section, in February 2020, the Company completed the sale of the Naranjillo property to Fresnillo and received sale proceeds of \$663,950 (US \$500,000). Starting in February 2021, under the terms of the sale agreement, Fresnillo is required to make advance royalty payments of US \$100,000 annually until either a maximum of US \$1,000,000 has been paid or Naranjillo commences commercial production. As such, the Company expects that its operating requirements will be met from the sale proceed and future annual advance royalty payments on the Naranjillo property.

However, if COVID-19 continues to persist for a long period, Plata may require additional capital for its operations. With the currently tightened capital markets, there is no assurance that the Company will be able to obtain additional funding and on acceptable terms. The Company has taken steps to reduce expenses and maintain liquidity in response to the current environment.

The Company recognizes the challenge of maintaining and funding its grass-roots exploration program in Mexico in the current environment and therefore has decided to relinquish its remaining three Mexican properties. Following the strategic transaction with Fresnillo in February 2020, Plata is now focused on conserving its cash resources and seeking new opportunities which could include a transformational transaction that capitalizes on the value of the Company as a clean listed shell.

### SELECTED ANNUAL INFORMATION

The Company's selected annual information for the years ended December 31, 2020, 2019 and 2018 are as follows:

	2020	2019	2018
	\$	\$	\$
Revenue	-	-	-
Loss before income taxes	(256,824)	(685,427)	(1,165,560)
Loss for the year	(256,824)	(557,622)	(1,113,979)
Basic and diluted loss per share	(0.01)	(0.01)	(0.02)
Total assets	440,019	754,412	1,548,186
Total long term liabilities	-	-	(148,258)

Higher 2018 loss over 2019 and 2020 was due to the higher impairment amount in 2018 of \$798,069 (2019 - \$107,294 and 2020 - \$2). Total assets for the three years, 2018 to 2020, were reduced accordingly from annual impairment assessment and the resulting write-down of the exploration and evaluation assets.

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### SUMMARY OF QUARTERLY RESULTS

The following summarizes the Company's quarterly results for the last eight quarters:

	2020				2019			
	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	-	-	-	-	-	-	-	-
(Loss) income for the year	(79,768)	(71,303)	(283,231)	177,478	(83,015)	(149,034)	(131,609)	(193,964)
Comprehensive (loss) income for the year	(84,961)	(77,903)	(149,309)	63,381	(90,913)	(148,683)	(131,629)	(199,711)
Basic and diluted (loss) income per share	(0.00)	(0.00)	(0.00)	0.00	(0.00)	(0.00)	(0.00)	(0.00)

In the first quarter of 2020, the Company's Naranjillo property in Mexico was sold for \$663,950 (US \$500,000) which resulted in a gain of \$135,494 on the transaction. In 2019, the Company recognized impairment on its exploration and evaluation assets totalling \$107,294. Changes in comprehensive income (loss) are mainly related to foreign currency fluctuations on inter-company advances and loans as discussed below under *other comprehensive income (loss)*.

### RESULTS OF OPERATIONS

#### **For the years ended December 31, 2020 and 2019**

Loss before income taxes for 2020 was \$256,824 comparing to 2019's loss of \$685,427. The reduced loss of 2020 versus 2019 was primarily attributable to i) a gain of \$135,494 from the sale of the Naranjillo property; and ii) a lower impairment charge of \$2 in 2020 whereas in 2019, impairment was \$107,297.

Other variance details are as follows:

- *Directors' fees for 2020 \$14,000 (2019 – \$nil)*

A one-time directors' fees were made to the directors in 2020 whereas in 2019 no fees were paid out.

- *Filing fees and transfer agent in 2020 \$10,876 (2019 - \$12,545)*

The higher 2019 filing and transfer agent fees were due to expenditures incurred relating to the 2019 annual general meeting of shareholders ("AGM") whereas in 2020, the AGM was extended to 2021.

- *Investor relations in 2020 \$367 (2019 - \$2,131)*

Investor relation expenses were lower in 2020 versus 2019 due to the extension of 2020 AGM to 2021.

- *Office administration for 2020 \$41,976 (2019 - \$75,263)*

In 2019, the Company's U.S. subsidiary had an office lease until it was assumed by another company on December 1, 2019. Office rent, all related office equipment rentals and administrative costs were assumed by the assignee. As a result, 2020 office expenses were much lower than 2019.

- *Professional fees in 2020 \$192,372 (2019 - \$250,073)*

In 2020, the Company's professional fees were reduced to minimize expenses to allow for sufficient cash flows for its continued operations and new business opportunities.

- *Property evaluation for 2020 \$11,131 (2019 - \$51,577)*

In 2020, the property evaluation costs were lower as the Company commenced the termination process of its property concession licenses in July 2020: site labour was terminated, camp costs were kept on maintenance level and geological fees were reduced.

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- *Salaries and benefits for 2020 \$159,774 (2019 - \$142,474)*

The higher 2020 salary expenses included a compensation payment of \$61,764 (US \$45,000) to the CEO for his services to the Company that was previously deferred for the period from June 1, 2018 to December 31, 2019.

- *Gain on sale of exploration and evaluation assets for 2020 \$135,494 (2019 - \$nil)*

In February 2020, Fresnillo acquired the Company's Naranjillo property for \$663,950 (US \$500,000), resulting in a gain of \$135,494 on the sale transaction for the Company.

- *Cost recovery on exploration and evaluation ("E&E") expenditures for 2020 \$63,565 (2019 - \$nil)*

In January 2020, the Company granted Electrum an exclusive right to evaluate its Three Properties in Mexico. With the exclusive right, Electrum agreed to pay first semester 2020 and second semester 2019 mining duties on these properties. The 2019 mining duties of \$63,565 were accrued as E&E expenditures in fiscal year 2019 which resulted in cost recovery in fiscal year 2020.

### *Other Comprehensive Income (Loss) ("OCI")*

OCI is in respect with foreign currency revaluations at each reporting date the fluctuations among the Canadian Dollar, Mexican Peso and U.S. Dollar. This foreign currency translation adjustments include the impact of foreign exchange on intercompany loans whose retranslation is treated as equity (until the foreign operation is disposed of) and the translation of the foreign operation from its functional currency to Canadian Dollars. For the year ended December 31, 2020, the impact of the foreign currency translation differences was comprehensive income of \$8,032 (2019 – comprehensive loss of \$12,594).

## EXPLORATION AND EVALUATION EXPENDITURES

In February 2020, Plata completed the sale of the Naranjillo Property to Fresnillo. In July 2020, the Company submitted paperwork to the Mexican authority of terminating the mineral concession licenses of its Three Properties in Mexico.

Given the claims of the Three Properties are in the process of termination, the remaining amounts held associated with them had been written off from the exploration and evaluation assets in 2020. The Company's carrying value of exploration and evaluation assets as at December 31, 2020 was \$nil (2019 - \$529,090).

Foreign exchange movements represent the non-cash impact of the retranslation of Plaminco's exploration and evaluation expenditures, denominated in Mexican pesos. The exchange variations resulting from the retranslation at closing rate are recognized in other comprehensive income as part of the foreign currency translation reserve.

## LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

As at December 31, 2020, the Company had cash of \$427,407 (2019 - \$197,584). The cash increase was primarily from the sale of the Naranjillo Property to Fresnillo for \$663,950 (US \$500,000) in February 2020. Commencing February 2021, Fresnillo will also make advance royalty payments of US \$100,000 annually until either the royalty payments have reached US \$1,000,000 or Naranjillo Property starts commercial production.

The Company had working capital of \$416,770 as at December 31, 2020 (2019 - \$136,472). The Company manages liquidity risk and cash resources by monitoring regularly the actual and projected cash flows. Based on the 2021 annual budget approved by the board of directors, the Company evaluated that it currently has sufficient liquidity for the next twelve months from the cash flows generated from the sale proceed and future advance royalty payments on the Naranjillo Property.

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As at December 31, 2020, the Company had a deficit of \$11,739,943 (2019 - \$11,483,119). The Company has incurred ongoing loss and will continue to incur further losses in the course of operating its business. As of the report date, the COVID-19 pandemic continues in many countries, resulting in border and urban lockdowns, impeding recovery of global economies and volatilizing the financial markets. There are uncertainties to whether financing would be available to the Company if the need for funding was to arise. These circumstances might cast significant doubt on the Company's ability to continue as a going concern.

### Cash Flows

Under operating activities, in fiscal year 2020, \$379,939 were used for the operations (2019 - \$673,026). In 2020, in face of the unprecedented pandemic, the Company had reduced and maintained basic operating costs in order to preserve its cash resources to manage through this period of uncertainties.

For the investing activities, the Company received cash proceed of \$663,950 (US \$500,000) from the sale of the Naranjillo Property in February 2020. In addition, the Company also received payment from Electrum of \$63,565 pertaining to the Company's Mexican property mining duties. The payment was recorded as cost recovery on exploration and evaluation expenditures in 2020.

### OUTSTANDING SHARE DATA

As at February 25, 2021, the Company's issued and outstanding common shares were 79,034,671. Stock options outstanding were 175,000 with a weighted average exercise price at \$0.06 per share expiring August 2021 and June 2022.

### PROPOSED TRANSACTIONS

There are no undisclosed proposed transactions that will materially affect the Company.

### OFF-BALANCE SHEET ARRANGEMENTS

The Company did not have off balance sheet arrangements as at the report date of this MD&A.

### RELATED PARTY TRANSACTIONS

#### Compensation of key management personnel

Key management includes the Company's directors, officers and VP Exploration. Their compensation paid or accrued for the years ended December 31, 2020 and 2019 was as follows:

	Nature of compensation	Transactions year ended		Balance outstanding	
		2020	December 31, 2019	December 31, 2020	December 31, 2019
		\$	\$	\$	\$
Executive Chairman and CEO	Salaries and benefits	102,940	-	-	-
Vice President, Exploration	Salaries and benefits	56,834	61,798	-	-
CFO and Corporate Secretary	Professional fees	58,000	66,000	-	-
Directors	Directors' fees	14,000	-	-	-
Total		231,774	127,798	-	-

For the year ended December 31, 2020, the remuneration of \$102,940 paid to the Executive Chairman and CEO included a deferred payment of \$61,764 (US \$45,000) for his services to the Company from June 1, 2018 to December 31, 2019. As at December 31, 2020, no compensation amounts were due to the related parties.

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### CRITICAL ACCOUNTING ESTIMATES

The preparation of the Financial Statements requires management to make certain judgments, estimates and assumptions that impact the Company's reported financial position. Judgment and estimates are based on historical experience and expectation of future events within reasonable circumstances. Actual outcomes could differ from these estimates. Revisions to these estimates are recognized in the period in which the estimates are revised and in future periods affected.

The significant judgments and estimates that will affect the Financial Statements is described below.

*a) Carrying value of exploration and evaluation expenditures*

The carrying values and assessment of impairment of exploration and evaluation assets are based on costs incurred and management's estimate of net recoverable value. Estimates may not necessarily reflect actual recoverable value as this will be dependent on the development program, the nature of the mineral deposit, commodity prices, adequate funding and the ability of the Company to achieve commercial production.

In February 2020, the Company completed the sale of the Naranjillo property to Fresnillo for \$663,950 (US \$500,000). Fresnillo granted the Company a 3% net smelter return royalty. Starting February 2021, Fresnillo is required to make advance royalty payments of US \$100,000 annually until the earlier of (i) US \$1,000,000 of advance royalty payments have been paid, or (ii) Naranjillo commences commercial production of minerals.

*b) Going concern*

The Company uses judgment in assessing its ability to continue as a going concern for the next twelve months. In considering the factors with respect to the prolonging pandemic and sluggish global economic recovery, adversely affecting the Company's operational development. The Company concludes that there is a material uncertainty that might cast significant doubt about its ability to continue as a going concern.

*c) Income taxes*

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and future income tax provisions or recoveries could be affected.

### FINANCIAL INSTRUMENT AND RISK MANAGEMENT

#### Fair value

The carrying values of cash, amounts receivable, accounts payable and accrued liabilities, and current portion of other liabilities approximate their fair values due to the short-term maturity of these financial instruments. Long term portion of other liabilities are measured at amortized cost.

The Company classifies its financial instruments into three levels of the fair value hierarchy according to the relative reliability of the inputs used to measure the fair values. The fair value hierarchy is as follows:

Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – quoted prices in inactive markets or inputs are observable directly or indirectly for the asset or liability; and

Level 3 – inputs that are unobservable as there are little or no market activities

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### Risk management

The Company is exposed to financial instrument related risks arising from its normal operations. The Company manages and mitigates these risk exposures as follows:

#### Foreign currency risk

The Company operates in Canada, United States and Mexico. It maintains Mexican Peso and US Dollar bank accounts in Mexico and USA and is subject to currency gains or losses from these two currencies against the Canadian Dollar. The Company has no hedging against its foreign currency risk exposure.

At December 31, 2020 and 2019, the Company was exposed to currency risk through the following assets and liabilities denominated in US dollars ("US\$"):

	2020		2019	
Cash	US\$	330,528	US\$	149,627
Accounts payable and accrued liabilities		(2,200)		-
	US\$	328,328	US\$	149,627

At December 31, 2020 and 2019, the Company was exposed to currency risk through the following assets and liabilities denominated in Mexican Pesos ("MXN"):

	2020		2019	
Cash	MXN	692	MXN	11,351
Accounts payable and accrued liabilities		-		(934,973)
	MXN	692	MXN	(923,622)

A 10% change of the Canadian dollar against the US dollar at December 31, 2020 would have increased or decreased net loss by \$41,814 (2019 – \$19,433) and would have increased or decreased the comprehensive loss by \$113 (2019 – \$8). A 10% change of the Canadian dollar against the MXN at December 31, 2020 would have increased or decreased the comprehensive loss by \$4 (2019 – \$6,356). This analysis assumes that all other variables, in particular interest rates, remain consistent.

#### Liquidity risk

Liquidity risk is the risk that the Company's financial assets are insufficient to meet its financial liabilities. The Company manages liquidity risk with budgets and cash forecasts to ensure there is sufficient cash to meet its obligations. At December 31, 2020, the Company had cash of \$427,407 (2019 - \$197,584) to settle current liabilities of \$23,249 (2019 - \$88,850).

In February 2020, the Company completed the sale of the Naranjillo property to Fresnillo for \$663,950 (US \$500,000). Starting February 2021, Fresnillo will make advance royalty payments of US \$100,000 annually until the earlier of (a) a maximum of US \$1,000,000 have been paid or (b) commercial mineral production commences from the Naranjillo Property.

The Company continues to closely monitor the development of COVID-19 pandemic and its impact on the Company's operations and liquidity. The Company manages liquidity risk and cash resources by monitoring regularly the actual and projected cash flows. Based on its 2021 annual budget approved by the board of directors, the Company has evaluated that it currently has sufficient liquidity for the next twelve months from the cash flows generated from the sale proceed and future advance royalty payments on the Naranjillo property. market.

#### Commodity Price risk

While no resource estimate has yet been prepared for the Company's core mineral resource properties, the market value of the Company is subject to the fluctuations in precious metals prices and their outlooks.

#### Credit risk

Credit risk arises from cash held with banks and financial institutions, as well as credit exposure on amounts receivable. Credit risk exposure on cash is limited through maintaining the Company's balances with high-

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credit quality financial institutions and assessing institutional exposure. The Company's maximum exposure to credit risk as at December 31, 2020 was the carrying value of its cash and amounts receivable.

### **Capital Management**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to continue the exploration of mineral properties and to maintain flexible capital which optimizes the costs of capital at an acceptable risk level.

In assessing the capital structure of the Company, management includes in its assessment the components of shareholders' equity and cash. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash. No changes were made in the objectives, policies or procedures for the year ended December 31, 2020.

### **RISKS AND UNCERTAINTIES**

An investment in the Company's common shares is highly speculative and subject to a number of risks and uncertainties. Only those persons who can bear the risk of the entire loss of their investment should participate. An investor should carefully consider the risks described below and the other information filed with the Canadian securities regulators before investing in the Company's common shares. The risks described below are not the only ones faced. Additional risks that the Company currently believes are immaterial may become important factors that affect the Company's business. If any of the following risks occur, or if other occur, the Company's business, operating results and financial condition could be seriously harmed, and investors may lose part or all of their investment.

#### ***Economic, political instability and global pandemic may affect the Company's operation***

The volatile global economic environment has created market uncertainty and volatility affecting the Company's operations. From 2008 to 2009 there was a negative trend with regard to the market for metal commodities and related products as a result of global economic uncertainty, reduced confidence in financial markets, bank failures and credit availability concerns. Similar instability in the market for metal commodities has been experienced since April 2013. In March 2020, the World Health Organization announced COVID-19 a global pandemic which continues to spread and resurge as variants to current year 2021. These macro-economic crises have negatively affected the mining and minerals sectors in general and the Company in the mineral resources sector. All these global economic conditions could impact the Company's ability to obtain equity or debt financing in the future on terms favorable to the Company or at all. In such an event, the Company's operations and sustainability could be adversely impacted.

#### ***The Company's liquidity and capital resources are uncertain and will require financing***

As discussed under "Liquidity, Capital Resources and Going Concern" earlier in this MD&A, the Company has not generated revenue from operations. At December 31, 2020, the Company had accumulated a deficit of over \$11 million and will continue to incur further losses in the course of developing its business.

To continue its business and move forward to new development, Plata may require to raise additional capital by way of equity securities and/or debt financing. There is no assurance that Plata will be able to obtain the required funding or on acceptable terms. If Plata is unable to obtain the required capital, it could impact its ability to continue its operations.

## **PLATA LATINA MINERALS CORPORATION**

Management's Discussion and Analysis

For the Year ended December 31, 2020

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***The Company's mineral properties are in Mexico and may be subject to various levels of political, economic, legal and health risks.***

Mexico has historically been subject to political instability, changes and uncertainties, which have resulted in changes to existing governmental regulations affecting mineral exploration and mining activities. Mexico's status as a developing country may make it more difficult for Plata to do business or obtain any required financing. The Company's properties are subject to a variety of governmental regulations governing waste disposal, protection of historic and archaeological sites, mine development, protection of endangered and protected species and other matters. Mexican regulators have broad authority to shut down and/or levy fines against projects that do not comply with regulations or standards. The effect of these factors and uncertainties cannot be accurately predicted and could have an adverse effect on the Company's business and financial condition.

The COVID-19 pandemic has added a severe health risk in Mexico. As of the date of this MD&A, Mexico has close to two million coronavirus cases. The Company's geological personnel and its supporting legal and administrative consultants in Mexico taking care of the Company's mineral properties could be at health risk with the continual spread of the pandemic. This might result in disruption of the Company's operations.

***The Company's activities are subject to environmental laws and regulations that may increase the Company's costs of doing business or restrict its operations.***

The Company's operations are subject to environmental regulations in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. Any future changes in environmental regulations will likely impact the Company's operations.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or to be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

***Commodity metal price volatility and their price fluctuations may severely reduce the value of the Company.***

The market prices of precious and base metals are intrinsically volatile and cannot be controlled. There is no assurance that if commercial quantities of commodity metals are discovered, a profitable market may exist or continue to exist for a production decision to be made or for the ultimate sale of metals. As the Company is not in production, no sensitivity analysis for price changes have been provided or carried out.

The Company's future profitability will depend upon the world market prices of the metals for which it is exploring. Prices fluctuate widely and are affected by numerous factors beyond the Company's control. The prices of metals are influenced by factors including:

- industrial and retail supply and demand;
- exchange rates;
- expectations with respect to inflation rates;
- interest rates;
- changes in global economies;
- confidence in the global monetary system;
- forward sales of metals by producers and speculators; and
- other global or regional political, social or economic events.

The supply of metals consists of a combination of new mine production and existing stocks held by governments, producers, speculators and consumers.

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### ***Currency fluctuations may affect negatively the Company's operating costs.***

The Company's mineral properties are currently located in Mexico and costs associated with the Company's continued exploration of its mineral properties are denominated in Mexican Pesos. A depreciation of the Canadian dollars against the Mexican Pesos could increase the Company's cost of doing business. In addition, the U.S. dollar is subject to fluctuation in value in relation to the Canadian dollar. The Company does not utilize hedging programs to mitigate the effect of currency fluctuation.

### **REVIEW BY QUALIFIED PERSON, QUALITY CONTROL AND REPORTS**

The technical information contained in this document has been reviewed, approved and verified by Mark Stevens, a Qualified Person as defined under NI 43-101. Mr. Stevens is the VP, Exploration of Plata and has over 30 years of technical and managerial experience in exploration and mining.

### **QUALITY ASSURANCE AND QUALITY CONTROL**

All drill hole samples were submitted to a commercial laboratory in conjunction with a company quality assurance/quality control (QA/QC) program that meets standard engineering practice, both for the Plata Latina and Fresnillo analyses. Company QA/QC protocol included the inclusion of commercial standards and blanks, into the sample stream sent to the laboratory. Additionally, on a periodic basis samples were designated for a repeat assay. All QA/QC results were monitored to ensure that all analytical results were accurate and precise. It is further noted that the assay laboratories used by both companies, ALS Chemex Labs, is an independent international laboratory with ISO certification, and is widely regarded in the mining community.

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For the Year ended December 31, 2020

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