

**Notice of Special Meeting
of the Shareholders
and
Management Proxy Circular
of
ABRAPLATA RESOURCE CORP.
to be held on December 17, 2020**

DATED: November 5, 2020



November 5, 2020

Dear Shareholders,

Given the significant uncertainty relating to the coronavirus (“COVID-19”) pandemic, its public health impact, the associated current restrictions on and the risk in attending large group gatherings, and to mitigate risks to the health and safety of the community, shareholders, employees and other stakeholders in AbraPlata Resource Corp. (the “Company”), the Company has decided it is in its best interests of all its stakeholders to hold this Special Meeting of Shareholders (the “Meeting”) in a hybrid format, allowing participation in-person or by teleconference. The Company wishes to emphasize its priority to decrease the health risks of COVID-19 and adhere to the laws and recommendations of Canadian public health officials and/or government authorities in the context of the Meeting.

On April 21, 2020, the Minister of Public Safety and Solicitor General of British Columbia published a temporary order under the *Emergency Program Act* (British Columbia) (Ministerial Order No. M116) (the “Order”). The Order provides that the Meeting is not required to have a physical location and is deemed to be held in British Columbia if it is held solely by telephone or other communications medium, provided certain conditions are met. The Order applies from April 21, 2020 until the date on which the last extension of the declaration of a state of emergency made on March 18, 2020 (the “Declaration”) expires or is cancelled. The Company intends to rely on this Order, and has made arrangements to enable shareholders to attend and vote at this year’s Meeting in person by attending the physical location of the Meeting, or by teleconference provided that the Declaration is still in place on December 17, 2020. If the Declaration is no longer in place on December 17, 2020 and/or the Order is no longer applicable, the Company will officially hold the Meeting in person at the location of 220 Bay Street, Suite 550, Toronto, Ontario M5J 2W4 on Thursday, December 17, 2020 at 11:00 a.m. (Toronto Time).

While shareholders may attend the Meeting in person, in light of ongoing concerns related to the spread of COVID-19, and in order to mitigate potential risks to the health and safety of the Company’s shareholders, employees, communities and other stakeholders, Meeting participants are advised not to attend in person. Rather, Meeting participants are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference. Those wishing to attend and vote at the Meeting in person will need to ensure that they remain compliant with all COVID-19 related laws, regulations, bylaws, orders in council, and any other measures intended to reduce the spread of COVID-19 by the Province of Ontario and the City of Toronto. Shareholders experiencing any of the symptoms associated with COVID-19 within the 14 days prior to the Meeting are asked to not attend in person.

Those who attend the Meeting by teleconference are requested to read the notes to the enclosed form of proxy and then to complete, sign, and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the enclosed management information circular. In addition, those wishing to attend and vote at the Meeting by teleconference are asked to carefully review the instructions and details regarding how to participate in the Meeting, how to ask questions, and how to vote which are set out in Schedule “A” to the enclosed Notice of the Meeting.

It is very important that you exercise your vote, either at the Meeting by teleconference or in person, or by completing and returning your proxy form. We look forward to speaking with you at the Meeting.

Sincerely,

/s/ John Miniotis

President and Chief Executive Officer

ABRAPLATA RESOURCE CORP.
#550, 220 Bay Street
Toronto, ON, M5J 2W4
Telephone No.: 416-306-8334

NOTICE OF THE HYBRID SPECIAL MEETING OF SHAREHOLDERS (the “Notice”)

NOTICE IS HEREBY GIVEN that a hybrid special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of **ABRAPLATA RESOURCE CORP.** (the “**Company**”) will be held by way of a live teleconference/webcast (per the instructions below), and in-person at 220 Bay Street, Suite 550, Toronto, Ontario, M5J 2W4 on Thursday, December 17, 2020 at 11:00 a.m. (Toronto Time).

TELECONFERENCE DIAL-IN:

Participant Toll Free Dial-In Number: (833) 968-2244
Participant International Dial-In Number: (825) 312-2062

Conference ID/Event Passcode (if applicable): 1063368

AUDIENCE WEBCAST URL (Passive audience only, no participation permitted)*:

<https://onlinexperiences.com/Launch/QReg/ShowUUID=A14B1403-F4A8-4952-BD73-1AFC82F66CDF>

***Note re Webcast:** Shareholders accessing the Meeting via Webcast will **not** be able to vote or speak at the Meeting. In order to vote or speak at the Meeting, Shareholders will need to dial into the teleconference.*

In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate potential risks to the health and safety of the Company’s shareholders, employees, communities and other stakeholders, Meeting participants are encouraged not to attend in person. Rather, participants are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference. Those who attend the Meeting by teleconference are requested to read the notes to the enclosed form of proxy and then to, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the information circular accompanying this Notice.

Further details regarding how to participate in the Meeting, including how to ask questions and how to vote by teleconference, are set out in Schedule “A” to this Notice.

Meeting Business

The Meeting will be held for the following purposes:

1. for disinterested Shareholders to approve the creation of a new “Control Person”; and
2. to transact such other business as may properly come before such Meeting or at any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the management proxy circular (the “**Circular**”) dated November 5, 2020, accompanying and forming part of this Notice.

Only Shareholders of record as of the close of business on Monday, November 2, 2020 are entitled to receive notice of the Meeting and to vote at the Meeting.

Registered Shareholders and duly appointed proxyholders can attend the Meeting by joining the live teleconference by dialing in: Participant Toll Free Dial-In Number: (833) 968-2244; Participant International Dial-In Number: (825) 312-2062; Conference ID/Event Passcode (if applicable): 1063368 where they can participate, vote or submit questions during the Meeting. **Participants are asked to dial in 15 minutes prior to the scheduled start time and ask to join the call.**

Shareholders who do not intend to speak or vote at the Meeting may also attend the Meeting by Audience Webcast URL: <https://onlinexperiences.com/Launch/QReg/ShowUUID=A14B1403-F4A8-4952-BD73-1AFC82F66CDE>, where they can listen and view the Meeting. You will not be able to speak or vote at the Meeting if you access through the Webcast.

Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, however, they will not be able to vote or submit questions.

Whether or not Shareholders are able to attend the Meeting, Registered Shareholders and non-registered shareholders are encouraged to read, complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Circular.

To ensure your representation at the Meeting as a Registered Shareholder, please complete, sign, date and return the enclosed proxy. All proxies completed by Registered Shareholders must be received by the Company's transfer agent, TSX Trust Company, not later than December 15, 2020 by 11:00 a.m. (Toronto Time). A Registered Shareholder must return the completed proxy to TSX Trust Company, as follows:

- (a) mail in the enclosed envelope;
- (b) by the Internet or fax as described on the enclosed proxy; or
- (c) by registered mail, or by courier to the attention of Proxy Department, TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1.

Non-registered shareholders whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by non-registered shareholders can be found in the Circular.

Notice-and-Access and Voting

Particulars of the foregoing matters are set forth in the accompanying Circular. The Company has elected to use the notice-and-access provisions under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* (collectively, the “**Notice-and-Access Provisions**”) of the Canadian Securities Administrators for this Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders of the Company by allowing the Company to post the Circular and any additional meeting-related materials online. Shareholders will still receive this Notice of Meeting and a form of proxy and may elect to receive a hard copy of the Circular. Shareholders will receive paper copies of a notice package via prepaid mail containing a notice with information prescribed by the Notice and Access Provisions and a form of proxy (if you are a registered shareholder) or a voting instruction form (if you are a non-registered shareholder).

Please review the Circular carefully and in full prior to voting in relation to the matters set out above as the Circular has been prepared to help you make an informed decision on such matters. The Circular is available on the website of the Company at <http://www.abraplata.com> and under the Company's profile on SEDAR and on the Notice and Access Website at <https://docs.tsxtrust.com/2188>. Any Shareholder who wishes to receive a paper copy of the Circular should contact the Company's transfer agent, TSX Trust Company at 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, Facsimile: (416) 595-9593, Toll-free: 1-866-600-5869. A Shareholder may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

DATED at Toronto, Ontario, this 5th day of November, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ John Miniotis

President and Chief Executive Officer

SCHEDULE A

PARTICIPATING IN THE HYBRID SPECIAL MEETING OF SHAREHOLDERS OF ABRAPLATA RESOURCE CORP. ON DECEMBER 17, 2020 AT 11:00 A.M. (TORONTO TIME)

How can I participate in the Meeting?

You may participate in the Meeting by teleconference or in-person. The teleconference will allow all shareholders to join the Meeting regardless of their location or physical condition, provided they have access to telecommunication services and/or internet access. As with an in-person meeting, shareholders will be able to vote and ask questions during the Meeting. All registered holders of our shares as of the record date (November 2, 2020), and persons holding valid proxies from these shareholders are invited to attend the Meeting.

On April 21, 2020, the Minister of Public Safety and Solicitor General of British Columbia published a temporary order under the *Emergency Program Act* (British Columbia) (Ministerial Order No. M116) (the “**Order**”). The Order provides that the Meeting is not required to have a physical location and is deemed to be held in British Columbia if it is held solely by telephone or other communications medium, provided certain conditions are met. The Order applies from April 21, 2020 until the date on which the last extension of the declaration of a state of emergency made on March 18, 2020 (the “**Declaration**”) expires or is cancelled. The Company intends to rely on this Order, and has made arrangements to enable shareholders to attend and vote at this year’s Meeting in person by attending the physical location of the Meeting, or by teleconference provided that the Declaration is still in place on December 17, 2020. If the Declaration is no longer in place on December 17, 2020 and/or the Order is no longer applicable, the Company will officially hold the Meeting at the physical location of 220 Bay Street, Suite 550, Toronto, Ontario M5J 2W4 on Thursday, December 17, 2020 at 11:00 a.m. (Toronto Time).

While Shareholders may attend the Meeting in person, in light of ongoing concerns related to the spread of COVID-19, and in order to mitigate potential risks to the health and safety of the Company’s shareholders, employees, communities and other stakeholders, Meeting participants are advised not to attend in person. Rather, Meeting participants are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference. Those wishing to attend and vote at the Meeting in person will need to ensure that they remain compliant with all COVID-19 related laws, regulations, bylaws, orders in council, and any other measures intended to reduce the spread of COVID-19 by the Province of Ontario and the City of Toronto. The Company in particular asks that shareholders not attend the meeting in person if experiencing any of the symptoms associated with COVID-19 within the 14 days prior to the Meeting.

Those who attend the Meeting by teleconference are requested to read the notes to the enclosed form of proxy and then to, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the information circular accompanying this Notice. In addition, those wishing to attend and vote at the Meeting by teleconference will need to ensure that they remain connected to the Meeting at all times in order to vote when balloting commences, and it is such persons’ responsibility to ensure their telecommunications will provide connectivity for the duration of the Meeting.

You can join the Meeting virtually by:

TELECONFERENCE DIAL-IN:

Participant Toll Free Dial-In Number: (833) 968-2244
Participant International Dial-In Number: (825) 312-2062

Conference ID/Event Passcode (if applicable): 1063368

AUDIENCE WEBCAST URL (Passive audience only, no participation permitted)*:

<https://onlinexperiences.com/Launch/QReg/ShowUUID=A14B1403-F4A8-4952-BD73-1AFC82F66CDF>

***Note re Webcast:** Shareholders accessing the Meeting via Webcast will **not** be able to vote or speak at the Meeting. In order to vote or speak at the Meeting, Shareholders will need to dial into the teleconference.*

The Company will be able to note the attendance of all participants via the teleconference/webcast meeting service provider. The Meeting is scheduled to begin at 11:00 a.m. (Toronto Time) on Thursday, December 17, 2020. We encourage you to access the Meeting teleconference/webcast prior to the start time in order to be recorded as present. Rules for the Meeting will be no different than if it was in person; professional conduct is appreciated and time will be made for questions during the Meeting.

How can I vote my shares?

Registered shareholders and non-registered shareholders will be distributed proxy-related materials pursuant to the “notice-and-access” regime adopted by the Canadian Securities Administrators. It is anticipated that a notice with information about the notice-and-access process and voting instructions as well as a voting instruction form or proxy form will be distributed to registered and beneficial shareholders on or about November 10, 2020.

Up until the time of the Meeting, you or your appointed proxyholder may vote on the matters before the Meeting by completing and returning the proxy form. Detailed information regarding the proxy solicitation process, proxy completion and return, including the dates for returning proxies is set forth in the sections entitled “Solicitation of Proxies”, “Appointment of Proxyholders”, “Voting by Proxyholder”, and “Voting Shares” in the Management Proxy Circular prepared in respect of the Meeting accompanying this Notice.

The Company will also allow for registered shareholders to vote by a show of hands (or its equivalent by phone) unless a ballot is required or demanded during the Meeting as described in the accompanying Circular if the Order is still in force and effect.

FOR THE REASONS ABOVE, ALL SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE ON THE MATTERS BEFORE THE MEETING BY PROXY.

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ABRAPLATA RESOURCE CORP.
#550, 220 Bay Street
Toronto, ON M5J 2W4
Telephone No.: 416-306-8334
MANAGEMENT PROXY CIRCULAR

This Management Proxy Circular (“**Circular**”) is furnished in connection with the solicitation of proxies by or on behalf of the management of AbraPlata Resource Corporation (“**Company**”) for use at the hybrid special meeting of the shareholders of the Company (collectively, the “**Shareholders**”, and individually, a “**Shareholder**”) to be held on Thursday, December 17, 2020 at 11:00 a.m. (Toronto time) (“**Meeting**”), or at any adjournment thereof, for the purposes set forth in the accompanying notice of meeting (“**Notice of Meeting**”). All references to \$ in this Circular are Canadian dollars.

In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate potential risks to the health and safety of the Company’s shareholders, employees, communities and other stakeholders, Meeting participants are encouraged not to attend in person. Rather, participants are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference. Those who attend the Meeting by teleconference are requested to read the notes to the enclosed form of proxy and then to, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and herein.

You can join the Meeting virtually by:

TELECONFERENCE DIAL-IN:

Participant Toll Free Dial-In Number: (833) 968-2244
Participant International Dial-In Number: (825) 312-2062

Conference ID/Event Passcode (if applicable): 1063368

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***Note re Webcast:** Shareholders accessing the Meeting via Webcast will **not** be able to vote or speak at the Meeting. In order to vote or speak at the Meeting, Shareholders will need to dial into the teleconference.*

Further details regarding how to participate in the Meeting, including how to ask questions and how to vote by teleconference, are set out in Schedule “A” to the Company’s accompanying Notice of Meeting.

SOLICITATION OF PROXIES

The solicitation of proxies by management will be primarily by mail, but proxies may be solicited by directors, officers, and regular employees of the Company personally, by telephone, or by means of electronic communication.

All costs of this solicitation will be borne by the Company.

APPOINTMENT OF PROXYHOLDERS

The persons named in the proxy are representatives of the Company.

Shareholders entitled to vote at the Meeting have the right to appoint a person (who need not be a Shareholder) to attend and act on the Shareholder’s behalf at the Meeting other than the persons named in the accompanying form of proxy. To exercise this right, a Shareholder shall strike out the names of the persons named in the accompanying form of proxy and insert the name of the Shareholder’s nominee in the blank space provided, or complete another suitable form of proxy.

VOTING BY PROXYHOLDER

Manner of Voting

The common shares represented by the proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and, if the Shareholder specifies a choice on the proxy with respect to any matter to be acted upon, the shares will be voted accordingly. On any poll, the person(s) named in the proxy (the “**Proxyholder(s)**”) will vote the shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the Proxyholder will do so in accordance with such direction.

The proxy, when properly signed, confers discretionary authority on the Proxyholder with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this Circular, management is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, the proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the Proxyholder.

In the absence of instructions to the contrary, the Proxyholders intend to vote the common shares represented by each proxy, properly executed, in favour of the motions proposed to be made at the Meeting as stated under the headings in this Circular.

Revocation of Proxy

A Shareholder who has given a proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholders or by his or her attorney authorized in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer and deposited with the Company’s registrar and transfer agent, TSX Trust Company (“**TSX Trust**”) at Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the proxy is to be used, or to the Chair of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

Voting Thresholds Required for Approval

In order to approve a motion proposed at the Meeting, a majority of not less than one-half of the votes cast will be required (an “**Ordinary Resolution**”) unless the motion requires a special resolution, in which case a majority of not less than two-thirds of the votes cast will be required.

Notice-And-Access

In accordance with National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer of the Canadian Securities Administrators (“**NI-54-101**”), the Company has given notice of the Meeting in accordance with the “Notice-and-Access” procedures of NI 54-101 (“**Notice-and-Access**”), pursuant to which it has sent the Notice of Meeting and the proxy, but not this Circular, directly to its Registered Shareholders and those nonregistered (beneficial) Shareholders that have consented to allow their addresses to be provided to the Company (“**NOBO**”). Arrangements have been made to forward proxy solicitation materials to the NOBO’s.

The Company does not intend to pay for intermediaries such as stockbrokers, securities dealers, banks, trust companies, trustees, and their agents and nominees (“**Intermediaries**”) to forward the Notice of Meeting, proxy, or Request for Voting Instructions made by Intermediary (Form 54-107F7) to those Beneficial Shareholders (as defined below) that have refused to allow their address to be provided to the Company (each, an “**OBO**”). Accordingly, OBOs will not receive the Notice of Meeting, proxy, or Request for Voting Instructions made by Intermediary (Form 54-107F7) unless their respective Intermediaries assume the cost of forwarding such documents to them.

Instead of mailing this Circular to Shareholders, this Circular is being made available to Shareholders at <https://docs.tsxtrust.com/2188> and on SEDAR and has not been mailed to Shareholders. Shareholders may request, without any charge to them, a paper copy of the Circular (and the audited financial statements and related management's discussion and analysis for the Company's last financial year and any other documents referred to in the Circular) and further information on Notice and Access by contacting the Company as follows:

E-mail: carlos@abraplata.com

Telephone: +1 416-648-1626

Mail: 220 Bay Street, Suite 550, Toronto, Ontario, M5J 2W4

Requests for paper copies of this Circular (and any other related documents) must be received by no later than 12:00 noon (Toronto time) on December 8, 2020 in order for Shareholders to receive paper copies of such documents and return their completed proxies by the deadline for proxy submission of 11:00 a.m. (Toronto time) on December 15, 2020.

While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone or electronically by the directors and regular employees of the Company or other proxy solicitation services. All costs of solicitation will be borne by the Company.

Advice To Registered Shareholders

Shareholders whose names appear on the records of the Company as the registered holders of common shares in the capital of the Company (the "**Registered Shareholders**") are encouraged to vote by proxy.

Registered Shareholders who choose to submit a proxy may do so by completing, signing, dating and depositing the proxy with TSX Trust, at Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof. The proxy may be signed by the Shareholder or by his or her attorney in writing, or, if the Registered Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

Advice To Beneficial Shareholders

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold shares in their own name.

Shareholders who do not hold their shares in their own name (the "**Beneficial Shareholders**") should note that only proxies deposited by Registered Shareholders can be recognized and acted upon at the Meeting.

If shares are listed in an account statement provided to a Shareholder by an intermediary, such as a brokerage firm, then, in almost all cases, those shares will not be registered in the Shareholder's name on the records of the Company. Such shares will more likely be registered under the name of the Shareholder's intermediary or an agent of that intermediary, and consequently the Shareholder will be a Beneficial Shareholder. In Canada, the vast majority of such shares are registered under the name CDS & Co. (being the registration name for the Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). The shares held by intermediaries or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, an intermediary and its agents are prohibited from voting shares for the intermediary's clients. Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their shares are communicated to the appropriate person.

These proxy-related materials are being made available by Notice-and-Access to both Registered Shareholders and Beneficial Shareholders of the Company. If you are a Beneficial Shareholder and the Company or its agent has sent a Notice of Meeting and proxy directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary

holding on your behalf. The Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purpose of voting shares registered in the name of their broker, agent or nominee, a Beneficial Shareholder may attend the Meeting as a Proxyholder for a Registered Shareholder and vote their shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their shares as Proxyholder for a Registered Shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their shares as a Proxyholder.

There are two kinds of Beneficial Shareholders, those who object to their name being made known to the issuers of securities that they own (“**OBOs**” for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (“**NOBOs**” for Non-Objecting Beneficial Owners).

Non-Objecting Beneficial Owners

Pursuant to National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer (“**NI 54-101**”), issuers can obtain a list of their NOBOs from intermediaries for distribution of proxy-related materials directly to NOBOs. This year, the Company will rely on those provisions of NI 54-101 that permit it to directly deliver proxy-related materials to its NOBOs. As a result, NOBOs can expect to receive a scannable voting instruction form (“**VIF**”) from the Company’s transfer agent, TSX Trust. These VIFs are to be completed and returned to TSX Trust in the envelope provided or by facsimile. In addition, TSX Trust provides both telephone voting and internet voting as described on the VIF itself which contains complete instructions. TSX Trust will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

If you are a Beneficial Shareholder and the Company or its agent has sent the Notice of Meeting and proxy to you directly, please be advised that your name, address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding your securities on your behalf. By choosing to send the Notice of Meeting and proxy to you directly, the Company (and not the intermediaries holding securities your behalf) has assumed responsibility for (i) delivering the proxy-related materials to you and (ii) executing your proper voting instructions as specified in the VIF.

Objecting Beneficial Owners

The Company will not be mailing the meeting materials to the OBOs. The Company does not intend to pay for intermediaries to forward copies of the proxy-related meeting materials and related forms to objecting beneficial Shareholders and an OBO will not receive the proxy-related Meeting materials unless the OBO’s intermediary assumes the cost of delivery. Intermediaries deliver these materials to all OBOs of the Company who have not waived their rights to receive these materials, and seek instructions as to how to vote the shares. Often, intermediaries will use a service company (such as Broadridge Financial Solutions, Inc.) to forward the Meeting materials to OBOs.

OBOs who receive Meeting materials will typically be given the ability to provide voting instructions in one of two ways:

- (a) Usually, an OBO will be given a VIF which must be completed and signed by the OBO in accordance with the instructions provided by the intermediary. In this case, the mechanisms described above for Registered Shareholders cannot be used and the instructions provided by the intermediary must be followed.
- (b) Occasionally, an OBO may be given a proxy that has already been signed by the intermediary. This form of proxy is restricted to the number of shares owned by the OBO but is otherwise not completed. This form of proxy does not need to be signed by the OBO but must be completed by the OBO and returned to TSX Trust in the manner described above for Registered Shareholders.

The purpose of these procedures is to allow OBOs to direct the proxy voting of the shares that they own but that are not registered in their name. OBOs who received meeting materials from their intermediary should carefully follow the instructions provided by the intermediary.

VOTING SHARES

The Company has an authorized capital consisting of an unlimited number of common shares (the “**Common Shares**”), of which 401,659,909 are issued and outstanding as of the date of this Circular.

The board of directors of the Company (the “**Board**” or “**Board of Directors**”) has fixed the record date for the Meeting as the close of business on Monday, November 2, 2020 (the “**Record Date**”). Only Shareholders of record as of the close of business on the Record Date will be entitled to vote at the Meeting, provided that if a Shareholder has transferred any Common Shares after the Record Date and the transferee, except that a Shareholder who is not a Shareholder on the Record Date may demand that such Shareholder’s name be included on the list of Shareholders entitled to vote at the Meeting if satisfactory evidence is produced not later than ten (10) days before the Meeting that such person owns Common Shares.

Shareholders entitled to vote shall have one (1) vote each on a show of hands and one (1) vote per Common Share on a poll.

QUORUM

Two (2) persons present and each entitled to vote at the Meeting and authorized to cast at the Meeting in aggregate not less than five percent (5%) of the total number of votes attaching to all shares of the Company carrying the right to vote will constitute a quorum at the Meeting.

PRINCIPAL HOLDERS

As of the Record Date and the date hereof, to the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, or exercises control or direction over, directly or indirectly, Common Shares carrying ten percent (10%) or more of the voting rights attached to the outstanding Common Shares except as follows:

Name or Group	Type of Ownership	Number of Issued Shares Owned⁽¹⁾	% of Shares Outstanding
Eric Sprott	Indirect ⁽²⁾	62,481,500	15.6%
Fondo de Inversión Privado Mining Equity ⁽³⁾	Indirect ⁽⁴⁾	42,000,000	10.5%

NOTES:

- (1) The information as to Common Shares beneficially owned, directly or indirectly, controlled or directed is not within the knowledge of the Company, its directors or its executive officers and has been furnished by the respective shareholders or has been extracted from reports of TSX Trust.
- (2) These shares are held indirectly through 2176423 Ontario Ltd., which is beneficially owned by Mr. Sprott.
- (3) To the Company’s knowledge, no individual owns or exercises control or direction over more than 17% of any class of voting securities of Fondo de Inversión Privado Mining Equity other than Mineras Altius Chile Ltd., an affiliate of Altius Minerals Corporation (TSX:ALS).
- (4) These shares are held indirectly through Fondo de Inversion Privado Mining Equity’s direct and indirect subsidiaries as follows: Prospex SpA owns 23,781,930 Common Shares, BLC SpA owns 15,903,330 Common Shares and Calisto SpA owns 2,314,740 Common Shares.

BUSINESS TO BE TRANSACTED AT THE MEETING

Creation of New Control Person

In accordance with the policies of the TSX Venture Exchange Corporate Finance Manual (the “**TSXV Manual**”), the Company is required to obtain the approval of disinterested Shareholders to approve the creation of a new Control Person. The TSXV Manual defines a “**Control Person**” as any company or individual that holds or is one of a combination of persons that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting shares of an issuer, except where there is evidence showing that the holder of those securities does not materially affect control of the issuer.

Background

On September 1, 2020, the Company closed a non-brokered private placement (the “**Private Placement**”) of 66,666,666 units (the “**Units**”) at a price of \$0.27 per Unit for aggregate gross proceeds of \$17,999,999.82. Each Unit was comprised of one Common Share and one half of one Common Share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one additional Common Share at a price of \$0.40 until the September 1, 2022 (the “**Expiry Date**”). Notwithstanding the foregoing, in the event that, following the January 2, 2021, the volume weighted average price of the Common Shares on the TSX Venture Exchange has been at least \$0.70 for 20 consecutive trading days, the Company may deliver a notice to the holders of Warrants accelerating the Expiry Date to the date that is 30 days following such notice, and any unexercised Warrants after such period shall automatically expire.

Mr. Eric Sprott, through 2176423 Ontario Inc. (“**217 Ontario**”), a corporation which is beneficially owned by him, purchased 36,481,500 Units as part of the Private Placement. After the closing of the Private Placement, Mr. Sprott beneficially owned or controlled 62,481,500 Common Shares and 44,240,750 Common Share purchase warrants (including 18,240,750 Warrants) (the “**217 Warrants**”), representing approximately 15.6% of the Company’s issued and outstanding Common Shares on a non-diluted basis. If 217 Ontario exercises the 217 Warrants in full, Mr. Sprott would have beneficial ownership and/or control or direction over a total of 106,722,250 Common Shares or 23.9% of the total issued and outstanding Common Shares of the Company and as a result, Mr. Sprott would become a “Control Person” of the Company as defined in the TSXV Manual.

In connection with the closing of the Private Placement, Mr. Sprott has undertaken that, unless approval of disinterested shareholders of the Company has been obtained and the requirements of the TSXV Manual have been satisfied, the 217 Warrants will only be exercised by 217 Ontario to the extent that the Common Shares issued upon such exercise will not result in Mr. Sprott becoming a “Control Person” of the Company.

Accordingly, the Company is seeking the approval of “Disinterested Shareholders” (as described below) at the Meeting to pass an Ordinary Resolution approving the potential creation of a new Control Person (the “**Control Person Resolution**”).

About Eric Sprott

Mr. Eric Sprott has over 40 years of experience in the investment industry and has managed client funds for 37 years. Mr. Sprott entered the investment industry as a research analyst at Merrill Lynch Canada, Inc. In 1981 he founded Sprott Securities Limited (a predecessor to Sprott Securities Inc., now Cormark). After establishing Sprott Asset Management Inc. in December 2001 as a separate entity, he divested his entire stake in Sprott Securities Inc. to its employees. Mr. Sprott’s investment abilities are demonstrated by the track record of the Sprott Hedge Fund L.P., Sprott Hedge Fund L.P. II, Sprott Offshore Fund, Sprott Canadian Equity Fund, Sprott Energy Fund and Sprott’s Managed Accounts. From 2008 until September 2010, Mr. Sprott served as Chief Executive Officer of Sprott Inc., before stepping down to focus on his roles as Chairman and Chief Investment Officer.

Disinterested Shareholder Approval

Pursuant to Policy 4.1 – *Private Placements* of the TSXV Manual, the approval of the “Disinterested Shareholders” of the Company must be obtained for the creation of 217 Ontario as a new Control Person in the event that the 217 Warrants are fully exercised. “Disinterested Shareholder” approval of the Control Person Resolution means that although shareholder approval may be obtained by Ordinary Resolution, the votes attached to the Common Shares held by 217 Ontario and its affiliates and associates will be excluded from the calculations of any such approval. **In the absence of contrary instructions, the persons named in the accompanying form of proxy intend to vote the Common Shares represented thereby FOR the Control Person Resolution.**

The Control Person Resolution is as follows:

“RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. Subject to regulatory approval, and in compliance with the policies of the TSX Venture Exchange, the shareholders of the Company hereby authorize and approve 2176423 Ontario Inc. (and its affiliates) as a “Control Person” of the Company, as such term is defined in the policies of the TSX Venture Exchange.
2. Any one director or officer of the Company is hereby authorized, for and on behalf of the Company, to execute and deliver all such further agreements, documents and instruments and to do all such other acts and things as such director or officer may determine to be necessary or advisable for the purpose of giving full force and effect to the provisions of this resolution, the execution and delivery by such director or officer of any such agreement, document or instrument or the doing of any such act or thing being conclusive evidence of such determination.”

The Board unanimously recommends that you vote in favour of the above Control Person Resolution. In the absence of a contrary instruction, the persons named in the enclosed form of proxy intend to vote in favour of the Control Person Resolution.

OTHER BUSINESS

Management of the Company is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed under the heading “Creation of New Control Person”, the Company is unaware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any informed person of the Company, any proposed director of the Company or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Shareholders may contact the Company’s Corporate Secretary by mail at 220 Bay Street, Suite 500, Toronto, Ontario, M5J 2W4, or by email to: carlos@abraplata.com to request copies of the Company’s financial statements, management’s discussion and analysis (“MD&A”) and this Circular.

Financial information for the Company’s most recently completed financial year is provided in its comparative financial statements and MD&A which are filed on SEDAR.

DIRECTORS' APPROVAL

The contents of this Circular and its distribution to Shareholders have been approved by the Board of Directors of the Company.

DATED at Vancouver, British Columbia, as of the 5th day of November, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ John Miniotis

President and Chief Executive Officer