

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Plata Latina Minerals Corporation (“**Plata Latina**” or the “**Company**”)  
1100- 1111 Melville Street  
Vancouver, BC V6E 3V6

**Item 2 Date of Material Change**

May 31, 2018

**Item 3 News Release**

News Release dated May 31, 2018, was disseminated via Newsfile and filed on SEDAR.

**Item 4 Summary of Material Change**

Plata Latina reported that the TSX Venture Exchange and its shareholders have approved the Company’s transaction of shares for debt. On May 31, 2018, the Company issued 6,976,845 common shares to Mr. Clausen at a deemed price of \$0.045 per share to settle the debt of \$313,958. After the issuance of the common shares, Mr. Clausen holds 27.10% of the Company’s total issued and outstanding common shares.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Plata Latina advised that it has received all the approvals required on the transaction of shares for debt. The debt related to a promissory note of \$250,000 entered on May 5, 2015, bearing interest at 10% per annum, between the Company and Mr. Gilmour Clausen, the Chairman and major shareholder of the Company.

On May 31, 2018, the Company issued 6,976,845 common shares to Mr. Clausen at a deemed price of \$0.045 per share to retire the debt of \$313,958. Upon issuance of the common shares, Mr. Clausen’s holdings of Plata Latina’s common share are 27.10%

The debt settlement is a "related party" transaction under Multilateral Instrument 61-101 *Protection of Minority Securityholders in Special Transactions* ("MI 61-101"). The Company has received shareholder approval and approval by the TSX Venture Exchange, and it will rely on the exemptions from the formal valuation and minority approval requirements under MI 61-101 found under Sections 5.5(a) and 5.7(1)(a) of that instrument, respectively, as the fair market value of the shares to be issued to Mr. Clausen will not be more than 25% of the Company's market capitalization.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable

**Item 7 Omitted Information**

None.

**Item 8**            **Executive Officer**

The following officer of the Corporation is knowledgeable about the material change and this Material Change Report.

W. Durand Eppler, Interim President and CEO, telephone: (303) 875-8741

**Item 9**            **Date of Report**

May 31, 2018