



**REYNA SILVER CORP.**  
*(An Exploration Stage Company)*

**MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020**

**OVERVIEW AND INTRODUCTORY COMMENT**

Reyna Silver Corp. (“Reyna” or the “Company”) is a growth-oriented junior exploration and development company listed on the TSX Venture Exchange under the trading symbol “RSLV”. The Company focuses on exploring for high-grade, district-scale silver deposits in Mexico.

Reyna’s principal property is the Guigui Property in Mexico. It also holds interests in each of the Batopilas, La Durazno and Matilde mineral properties as well as recently optioned La Chinche and La Reyna properties in Mexico. The Company also has an option to acquire 80% of the Medicine Springs property in Nevada, USA while holding a 100% interest in the Trudeau gold property in Quebec, Canada.

This MD&A is dated November 27, 2020 and discloses specified information up to that date. Unless otherwise noted, all currency amounts are expressed in Canadian dollars. The following information should be read in conjunction with the unaudited condensed consolidated interim financial statements and the related notes for the nine months ended September 30, 2020 and the Company’s audited consolidated financial statements for the year ended December 31, 2019 and the related notes thereto.

Additional information relevant to the Company and the Company’s activities can be found on SEDAR at [www.sedar.com](http://www.sedar.com), and/or on the Company’s website at [www.reynasilver.com](http://www.reynasilver.com).

**MAJOR QUARTERLY OPERATING MILESTONES**

*Financing:*

On August 19, 2020, the Company completed a non-brokered private placement by issuing 11,300,000 units (“Unit”) at a price of \$0.62 per Unit for gross proceeds of \$7,006,000. Each Unit consists of one common share one one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share for a 24 month period at a price of \$0.90, expiring on August 19, 2022.

In connection with the private placement, the Company paid a total of \$419,326 cash finder’s fee and issued 734,204 finder’s warrants, each of which is exercisable into one Unit at a price of \$0.62 for a period of 24 months, expiring on August 19, 2022.

*Directors and officers update:*

On July 6, 2020, Michael Wood replaced Alex Tsang as the CFO of the Company.

On September 21, 2020, Sandy Chim resigned as the Chairman and director of the Company. Peter Jones had then been appointed as the new Chairman and Evaristo Trevino was appointed as a director of the Company.

Property update:

(a) Guigui Property, Mexico

On November 24, 2020, the Company announced that it received drill permits from the Mexican Government for the Guigui Project in the state of Chihuahua, Mexico. The Guigui Project is located in the heart of the Santa Eulalia Mining District, home to Mexico's largest Carbonate Replacement Deposit (CRD). The Company's technical team spent the last 6 months preparing for the initial 10,000 metre drill program. With this permit in hand, the Company is finalizing its drilling contract and will be mobilizing drill rigs imminently.

Property acquisition:

(b) La Chinche Property, Mexico

The Company entered into two agreements to acquire an 80% interest in the La Chinche Property.

On July 1, 2020, the Company entered into a mineral property option agreement with United Minerals Pty Limited and Minerales Unidos La Chinche S.A. de C.V. ("United Minerals") to acquire 50% interest in the La Chinche property in exchange for 500,000 common shares and 11,500,000 warrants as follows:

Date/Period	Shares	Warrants
Upon receipt of the Exchange approval	250,000 (issued)	1,000,000 warrants exercisable for a period of 12 months at \$0.74 (issued)
January 1, 2021	None	3,000,000 warrants exercisable for a period of 12 months at \$0.75
July 1, 2021	None	3,500,000 warrants exercisable for a period of 12 months at \$1.00
January 1, 2022	None	4,000,000 warrants exercisable for a period of 12 months at \$1.25
July 1, 2022	250,000	None

On July 1, 2020, the Company entered into a mineral property option agreement with the underlying concession owner (the "Sellers") to acquire an additional 30% interest in the La Chinche property by incurring the following:

- (i) Making a cash payment of US\$42,000 on signing the agreement (paid);
- (ii) Undertaking a minimum of US\$900,000 in work on the property within 24 months;
- (iii) Following the above work program, preparing a NI 43-101 technical report summarizing any mineral resources on the property (the "Report"); and
- (iv) Based on the mineral resources set out in the Report, paying an additional amount to the Sellers, calculated as a minimum of US\$1,000,000 (for up to 1,500,000 tonnes of resource based on 12% Zn equivalent cut-off) plus an additional US\$250,000 for every



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500,000 tonnes of resource at comparable grade contained within the property over and above 1,500,000 tonnes.

(c) La Reyna Property, Mexico

On September 29, 2020, the Company entered into a mineral property option agreement with the underlying concession owner (the “Sellers”) to acquire a 100% interest in the La Reyna property by incurring the following:

- (i) US\$30,000 - on signing (paid);
- (ii) US\$45,000 - six months from signing;
- (iii) US\$75,000 - 12 months from signing;
- (iv) US\$75,000 - 18 months from signing;
- (v) US\$120,000 - 24 months from signing;
- (vi) US\$120,000 - 30 months from signing;
- (vii) US\$150,000 - 36 months from signing;
- (viii) US\$685,000 - 48 months from signing.

The La Reyna Property is subject to a 2.5% royalty of which the Company can pay US\$500,000 for each 0.5%.

(d) Medicine Springs Property (Nevada, USA)

On September 24, 2020, the Company entered into a property option agreement with Northern Lights Resources Corp. (“Northern Lights”), subject to the completion of due diligence, to acquire an 80% interest in the Medicine Springs Property, located in Elko county, Nevada.

- (i) To acquire the 75% interest in the Medicine Springs Property, the Company must assume and satisfy certain of Northern Lights’ obligations under the underlying option agreement as to payment of US\$875,000 of cash consideration and incurring of at least US\$2,439,065 of Expenditures on the property (collectively the “Option Price”), on or before December 31, 2023 (provided that all cash payments and Expenditures required to be paid or undertaken in phases 1, 2 and 3 under the underlying option agreement are to so paid or undertaken by December 31, 2021).
- (ii) Northern Lights further grants to the Company the option to acquire an additional 5% interest in the property for US\$1,000,000.

On November 4, 2020, the Company announced that the Company completed its due diligence and closed the option agreement. A finder's fee of \$25,000 will be paid, plus 5% of any future cash payments to the owner of the Medicine Spring claims.



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## QUARTERLY FINANCIAL CONDITION

### Capital Resources

In addition to the private placement that the Company completed in August 2020 as well as the private placements in conjunction with the reverse takeover transaction that was completed in June 2020, the Company also increased its capital with a total of 2,522,500 advisor's options, options, warrants and finders' warrants being exercised at prices ranging from \$0.20 and \$0.90 during the nine months ended September 30, 2020.

Subsequent to September 30, 2020, a total of 1,648,717 warrants, finders' warrants and advisor options were exercised, with exercise prices ranging from \$0.20 and \$0.45.

1,600,000 options were granted on October 13, 2020 to its directors with an exercise price of \$1.13 per option expiring on October 13, 2025.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

The Company is aware of the current conditions in the financial markets and has planned accordingly. The Company's current treasury and the future cash flows from warrants, finders' warrants, advisors' options and options, along with the planned developments within the Company are sufficient to carry out its activities throughout 2020 and 2021. The Company would consider future equity financings if such financings are beneficial to the Company. If the market conditions change, the Company will make adjustment to its budgets accordingly.

### Liquidity

As at September 30, 2020, the Company had a working capital of \$12,001,881 (December 31, 2019 – \$896,995). With respect to working capital, \$11,904,717 was held in cash and cash equivalents (December 31, 2019 – \$1,104,553). The increase in cash was mainly due to (a) the net proceeds of \$13,107,313 from the private placements that the Company did in conjunction with the reverse takeover transaction and in August 2020, (b) \$54,581 from shares subscribed and (c) \$895,734 cash acquired from the RTO; while being offset by (d) operating expenses including exploration expenses totaling \$2,973,404 and (e) repayment of shareholders' loans of \$227,814.



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### Operations

#### **For the three months ended September 30, 2020 compared with the three months ended September 30, 2019:**

The Company's exploration expenses amounted to \$223,437 (2019 - \$103,162), an increase of \$120,275 as a result of the Company being more active in its exploration work on its properties in Mexico, including Guigui, Batopilas and La Chinche properties.

Excluding the foreign exchange of \$35,604 (2019 - (\$8,893)), the Company's administrative expenses amounted to \$599,775 (2019 - \$65,911), an increase of \$533,864 mainly due to: (a) consulting fees of \$157,015 (2019 - \$59,800); (b) legal of \$101,588 (2019 - \$2,975), marketing and shareholders communication of \$125,223 (2019 - \$Nil) and management fee of \$116,250 (2019 - \$Nil) as the Company completed the RTO and was active in promoting its properties to its shareholders and potential investors.

During the three months ended September 30, 2020, the Company reported a loss of \$849,293 (2019 - \$160,180), an increase of \$689,113.

#### **For the nine months ended September 30, 2020 compared with the nine months ended September 30, 2019:**

The Company's exploration expenses amounted to \$529,945 (2019 - \$171,817), an increase of \$358,128 as a result of the Company being more active in its exploration work on its properties in Mexico, including Guigui, Batopilas and La Chinche properties.

Excluding the non-cash share-based compensation of \$47,345 (2019 - \$Nil) and foreign exchange of \$126,035 (2019 - (\$7,094)), the Company's administrative expenses amounted to \$1,702,355 (2019 - \$117,258), an increase of \$1,585,097 mainly due to: (a) consulting fees of \$590,534 (2019 - \$59,800); (b) legal of \$350,905 (2019 - \$11,036), marketing and shareholders communication of \$358,404 (2019 - \$38) and management fee of \$252,250 (2019 - \$Nil) as the Company completed the RTO and was active in promoting its properties to its shareholders and potential investors.

During the nine months ended September 30, 2020, the Company reported a loss of \$2,396,157 (2019 - \$281,981), an increase of \$2,114,176.

### **SIGNIFICANT RELATED PARTY TRANSACTIONS**

During the quarter, there was no significant transaction between related parties other than the normal course of business.

### **COMMITMENTS, EXPECTED OR UNEXPECTED, OR UNCERTAINTIES**

The Company is committed to issue a total of 2,502,666 common shares to its directors, officers and consultants over the next 24 months for consulting and geological consulting services.

Other than disclosed in this MD&A – Quarterly Highlights, the Company does not have any commitments, expected or unexpected, or uncertainties.

## RISK FACTORS

In the Filing Statement filed on SEDAR June 3, 2020 in connection with the Transaction, including the audited annual financial statements and the Management Discussion & Analysis, we have set out our discussion of the risk factors which we believe are the most significant risks faced by the Company. An adverse development in any one risk factor or any combination of risk factors could result in material adverse outcomes to the Company's undertakings and to the interests of stakeholders in the Company including its investors. Readers are cautioned to take into account the risk factors to which the Company and its operations are exposed. To the date of this document, there have been no significant changes to the risk factors set out in the Filing Statement.

## DISCLOSURE OF OUTSTANDING SHARE DATA

The authorized share capital of the Company consists of an unlimited number of common shares without par value. The following is a summary of the Company's outstanding share data as at September 30, 2020:

	Issued and outstanding	
	September 30, 2020	November 27, 2020
Common shares outstanding	87,221,810	88,870,527
Options	964,685	2,464,685
Warrants	21,807,763	20,278,496
Finder's warrants	1,726,187	1,706,737
Warrants associated with Finder's warrants	367,102	367,102
Fully diluted common shares outstanding	112,087,547	113,687,547

### Cautionary Statements

This document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration results and plans, and our other future plans and objectives, are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation, our estimates of exploration investment, the scope of our exploration programs, and our expectations of ongoing administrative costs. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change, except as required by law. Forward-looking statements are subject to risks, uncertainties and other factors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks. Readers are cautioned not to place undue reliance on forward-looking statements.