



**AVRUPA MINERALS LTD.**  
*(An Exploration Stage Company)*

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

**OVERVIEW AND INTRODUCTORY COMMENT**

Avrupa Minerals Ltd. (“Avrupa” or the “Company”) is a growth-oriented junior exploration and development company listed on the TSX Venture Exchange under the trading symbol “AVU” as well as on the OTC under the symbol “AVPMF” and on the Frankfurt Exchange under the symbol “8AM”.

The Company is currently focusing on discovering economic mineral deposits, using a hybrid prospect generator model (getting other partners to fund our properties to minimize dilution as well as funding our own exploration programs on our top projects), in politically stable and prospective regions of Europe. Our area of focus in Europe is in historic mineral belts such as the Iberian Pyrite Belt in Portugal and the Vardar Trend in Kosovo where the Company has made recent discoveries.

Over the course of 10 years, Avrupa has brought in partners on its exploration projects that have invested over \$22 million in exploration in addition to funds spent by Avrupa. That exploration has led to two discoveries – one gold deposit in Kosovo and one area of VMS mineralization in the prolific Iberian Pyrite Belt famous for large copper-zinc deposits in southern Portugal.

While Avrupa’s goal on advancing its exploration projects is to use the funds from partners who can earn an interest in its projects by spending exploration funds thereby reducing dilution for shareholders, in early part of 2019, the Company completed its own exploration program at the Alvalade property, resulting in the Company entering into an Earn-In Joint Venture Agreement in respect of the Alvalade project with Minas de Aguas Teñidas, S.A. (“MATSA”) and its wholly-owned subsidiary Emisurmin Unipessoal Lda. (“EUL”) in November 2019. See the news releases on October 1, 2019 and November 20, 2019.

Avrupa continues to upgrade its precious and base metal targets to JV-ready status in a variety of districts, with the idea of attracting potential partners to project-specific and/or regional exploration programs, and to look for new projects in certain mineral belts in Europe, or nearby.

This MD&A is dated August 24, 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 six months ended June 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.avrupaminerals.com](http://www.avrupaminerals.com).

## MAJOR QUARTERLY OPERATING MILESTONES

### Alvalade Project (Portugal):

On March 27, 2020, MAEPA Empreendimentos Mineiros e Participacoes Lda (“MAEPA”), a wholly-owned subsidiary of the Company, and MATSA along with EUL, entered into a Quota Transfer Agreement pursuant to which MAEPA split its 100% interest in the share capital of PorMining Lda. (“PorMining”) into two quotas, representing 51% and 49% of the company’s share capital, and sold the 51% quota to EUL for the nominal value of €510.

On March 27, 2020, the Company, MAEPA, MATSA and EUL entered into the PorMining Lda. Shareholders’ Agreement (the “Agreement”). Pursuant to the Agreement:

- PorMining has five directors. From the effective date until the second option exercise date, three will be nominated by EUL and two by MAEPA. Thereafter, four will be nominated by EUL and one will be nominated by MAEPA. Upon the occurrence of the 51/49 Phase and thereafter, EUL is entitled to nominate three directors and MAEPA two directors. In the event of dilution of the interest of EUL or MAEPA, each will be entitled to proportional representation (as described) equal to its then interest;
- In the event that EUL and/or MAEPA wish to sell or transfer their shares in PorMining, PorMining has a right of first refusal to purchase all or a portion of the shares. To the extent that PorMining does not exercise its right of first refusal to all of the shares, each of EUL and/or MAEPA has a right of first refusal; and,
- The Agreement will terminate at such time as there is a final decision regarding the dissolution and liquidation of PorMining, the parties mutually agree on the termination of the Agreement or as provided for under the Earn-In Joint Venture Agreement.

On June 25, 2020, the Company announced that the five-year Experimental Exploitation License (“EEL”) was issued to PorMining. The EEL covers an area of approximately 115 square kilometres and includes the Sesmarias massive sulfide discovery, the nearby historic Lousal Mine, the Monte da Bela Vista stockwork zone, and a number of other already-known massive sulfide targets noted on the map. As soon as physically and safely possible, work will commence with the review and full compilation of all historic data from the license area. In order to define new and upgrade existing drill targets, both around Sesmarias and at other locations, initial physical work will include re-logging selected Sesmarias core, first logging and sampling of available, prior-to-Avrupa, historic core, geochemical exploration in selected target areas and Sesmarias extensions, and property-wide geophysics. Given the amount of initial targeting work planned and continued deference to the COVID-19 pandemic, commencement of drilling on the Project is expected to occur during Q4 2020.

## QUARTERLY FINANCIAL CONDITION

### Capital Resources

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 and options, along with the planned developments within the Company as well as with its JV partner might not be sufficient to carry out its activities throughout 2020. The Company might have to raise additional financing under difficult financial conditions. If the market conditions prevail or improve, the Company will make adjustment to budgets accordingly.

### Liquidity

As at June 30, 2020, the Company had a working capital deficit of \$907,226 (December 31, 2019 – \$963,773). With respect to working capital, \$164,158 was held in cash (December 31, 2019 - \$58,343). The increase in cash was mainly due to reimbursement from an optionee of \$306,900 (€200,000) while being offset by general administrative expenses, exploration work expenses and other non-cash working capital items totaling \$197,485 and purchase of equipment of \$3,600.

### Operations

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

Excluding the non-cash depreciation of \$3,422 (2019 - \$Nil), The Company's second quarter general and administrative expenses amounted to \$97,859 (2019 - \$99,163), a decrease of \$1,304. The Company has been conserving its cash such as a reduction in (a) professional fees of \$36,778 (2019 - \$47,950) and (b) travel of \$1,412 (2019 - \$9,330). The Company had a higher consulting fees, wages and benefits amounting to \$47,491 compared to 2019's \$18,123 due to the allocation of Paul Kuhn's management fee in consulting fees during the current period while his fees were allocated to different properties during the same period last year.

During the three months ended June 30, 2020, the Company expensed exploration costs totaling \$10,684 including \$8,985 on Alvalade and \$1,699 on other projects in Kosovo. During the three months ended June 30, 2019, the Company expensed exploration costs totaling \$139,577 including \$75,070 on Alvito, \$59,073 on Alvalade, a negative amount of \$1,938 on other projects in Portugal, and \$7,372 on other projects in Kosovo.

During the three months ended June 30, 2020, the Company reported an income of \$194,930 (2019 – a loss of \$231,992), a decrease of loss of \$426,922. This is the result of the reimbursement from an optionee of \$306,900 (€200,000) and the decrease in exploration costs and other exploration activities.

#### **For the six months ended June 30, 2020 compared with the six months ended June 30, 2019:**

Excluding the non-cash depreciation of \$6,747 (2019 - \$Nil) and share-based payment of \$Nil (2019 - \$9,369), the Company's general and administrative expenses amounted to \$202,935

(2019 - \$222,965), a decrease of \$20,030 was mainly due to the Company conserving its cash such as a reduction in (a) investor relations of \$20,023 (2019 - \$59,109); (b) professional fees of \$63,702 (2019 - \$74,371) and (c) travel of \$5,638 (2019 - \$26,988). The Company had a higher consulting fees, wages and benefits amounting to \$93,875 compared to 2019's \$36,251 due to the allocation of Paul Kuhn's management fee in consulting fees during the current period while his fees were allocated to different properties during the same period last year.

During the six months ended June 30, 2020, the Company expensed exploration costs totaling \$25,753 including \$23,918 on Alvalade and \$1,835 on other projects in Kosovo. During the six months ended June 30, 2019, the Company expensed exploration costs totaling \$522,378 including \$95,374 on Alvito, \$377,985 on Alvalade, \$33,443 on other projects in Portugal, and \$15,576 on other projects in Kosovo.

During the six months ended June 30, 2020, the Company reported an income of \$71,478 (2019 – a loss of \$748,151), a decrease of loss of \$819,629. This is a result of the reimbursement from an optionee of \$306,900 (€200,000) and the decrease in exploration costs and other exploration activities.

## **SIGNIFICANT RELATED PARTY TRANSACTIONS**

During the quarter, there was no significant transaction between related parties.

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

As of the date of the MD&A, the Company entered into a long-term loan to purchase a used vehicle. The long-term loan is repayable in monthly payments totaling \$15,048 (€9,832), including interest calculated at 5.635%, and maturing on April 5, 2022.

### Property deposits:

As of June 30, 2020, the Company had a total of \$18,366 (€12,000) (2019: \$17,500 (€12,000)) of cash pledged for its exploration licenses in Portugal. The advances to the Portuguese regulatory authorities are refundable to the Company, subject to completion of the work obligations described in the exploration license applications.

### Tax deposits:

In November 2018, MAEPA paid €56,505 (\$88,201) in lieu of bank guarantees of €77,918 (\$121,625) to the Directora de Finanças de Braga in Portugal. This amount was comprised of €51,920 (\$81,044) in respect of stamp tax and €4,585 (\$7,157) in respect of VAT. The stamp tax portion relates to the interpretation that intercompany advances received by MAEPA are financing loans and, accordingly, are subject to stamp tax. The VAT portion relates to certain invoices for vehicle usage and construction services. As of December 31, 2019, the Company estimates that the judicial review process will take approximately one year for the VAT claim and three to five years for the stamp tax claim and that the likelihood of success for each is 50%. As a result, tax deposits were written down by \$41,200 (€28,252) during the year ended December 31, 2019. As of June 30, 2020, the Company had \$41,201 (2019: \$41,201) in tax deposits.



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

## RISK FACTORS

In our MD&A filed on SEDAR May 13, 2020 in connection with our annual financial statements (the “Annual MD&A”), we have set out our discussion of the risk factors *Exploration risks*, *Market risks* and *Financing risk* which we believe are the most significant risks faced by Avrupa. 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 our Annual MD&A.

## 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 June 30, 2020:

	Issued and Outstanding	
	June 30, 2020	August 24, 2020
Common shares outstanding	114,073,797	114,073,797
Stock options	6,923,000	4,908,000
Warrants	28,630,000	18,460,000
Fully diluted common shares outstanding	149,626,797	137,441,797

### 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.