

BLACK DRAGON GOLD CORP.
Second Floor, Stamford House, Regent Street
Cheltenham, GL50 1HN, United Kingdom
Telephone: +44 207 993 006

Notice of 2019 Annual General and Special Meeting

NOTICE IS HEREBY GIVEN that the 2019 annual general and special meeting (the “**Meeting**”) of shareholders of **Black Dragon Gold Corp.** (the “**Corporation**”) will be held in The Drawing Room, Malmaison Cheltenham, Bayshill Road, Montpellier, Cheltenham, GL50 3AS on Thursday, October 31, 2019, at the hour of 11:00 a.m. (BST) for the following purposes:

- (a) To receive financial statements of the Corporation for the period ended December 31, 2018, together with the report of the auditors thereon;
- (b) To fix the number of directors of the Corporation at four (4);
- (c) To elect directors of the Corporation for the ensuing year;
- (d) To re-appoint Davidson & Company LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration to be paid by the auditors for the ensuing year;
- (e) To approve the Corporation having the additional capacity to issue equity securities up to 10% of the issued capital of the Corporation in accordance with the provisions of ASX Listing Rule 7.1A;
- (f) To approve by separate resolutions the issue of fully paid ordinary shares to the Non-Executive Directors in lieu of certain director fees accrued to 30 September 2019; and
- (g) To approve by separate ordinary resolutions the issue of fully paid ordinary shares to the Non-Executive Directors in lieu of certain director fees payable over 12-month period commencing 1 October 2019.
- (h) To transact such other business as may be properly transacted at the Meeting or at any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors of the Corporation have fixed September 25, 2019 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to receive such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

Accompanying this Notice of Meeting are: (1) the Information Circular; (2) a form of proxy, which includes a reply card for use by shareholders who wish to receive the Corporation's interim and/or annual financial statements; and (3) a form of voting instruction form, for use by holders of Chess Depository Interests.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

DATED at Cheltenham, in the County of Gloucestershire, U.K. as of the 4th day of October, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

“Paul Cronin”

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|--|
| Paul Cronin, Executive Director |
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BLACK DRAGON GOLD CORP.

Second Floor, Stamford House, Regent Street,
Cheltenham, GL50 1HN, United Kingdom
Telephone: +44 207 993 0066

INFORMATION CIRCULAR

as at October 4, 2019 (unless otherwise noted)

This Information Circular is furnished in connection with the solicitation of proxies by the management of Black Dragon Gold Corp. (the “Corporation”) for use at the annual general and special meeting (the “Meeting”) of its shareholders to be held on October 31, 2019 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to the “Corporation”, “we” and “our” refer to Black Dragon Gold Corp. “Common Shares” or “Shares” means common shares without par value in the capital of the Corporation. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Corporation. The Corporation will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “Proxy”) are officers of the Corporation. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or corporation other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting.** You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (i) each matter or group of matters identified therein for which a choice is not specified,
- (ii) any amendment to or variation of any matter identified therein, and
- (iii) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter. Management is not currently aware of any other matter that could come before the Meeting.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

- (i) completing, dating and signing the enclosed form of proxy and returning it to the Corporation's transfer agent, Computershare Investor Services Inc. (“Computershare”), by fax within North America at 1-866-249-7775, or

from outside North America at (416) 263-9524, or by mail or hand delivery at 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9;

- (ii) using a touch-tone phone to transmit voting choices to the toll free number given in the proxy. Registered Shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's account number and the proxy access number; or
- (iii) using the internet through the website of Computershare at www.computershare.com/ca/proxy. Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares).

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

In accordance with the requirements of applicable securities laws, the Corporation has distributed copies of the notice of Meeting, this Information Circular, the Proxy and a financial statement request form (collectively, the "**Meeting Materials**") to the depositories and intermediaries for onward distribution to Beneficial Shareholders who have not objected to receiving the Meeting Materials. An objecting Beneficial Shareholder will not receive the Meeting Materials unless the objecting Beneficial Shareholder's intermediary assumes the cost of delivery of the Meeting Materials.

If you are a Beneficial Shareholder:

You should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the Proxy provided to registered shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a voting instruction form in lieu of a Proxy provided by the Corporation. The voting instruction form will name the same persons as the Corporation's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Corporation), other than the persons designated in the voting instruction form, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the voting instruction form. The completed voting instruction form must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a voting instruction form from Broadridge, you cannot use it to vote Common Shares directly at the Meeting - the voting instruction form must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Common Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the voting instruction form provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.

Alternatively, you can request in writing that your broker send you a legal proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your Common Shares.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a shareholder who has given a proxy may revoke it by:

- (i) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to **Computershare or at the Corporation's office, Stamford House, Regent Street, Cheltenham, GL50 1HN U.K.**, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (ii) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of the Corporation, or any person who has held such a position since the beginning of the last completed financial year of the Corporation, nor any nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors.

RECORD DATE AND QUORUM

The board of directors (the "**Board**") of the Corporation have fixed the record date for the Meeting at the close of business on September 25, 2019 (the "**Record Date**"). Shareholders of the Corporation of record as at the Record Date are entitled to receive notice of the Meeting and to vote those shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date, except to the extent that any such shareholder transfers any shares after the Record Date and the transferee of those shares establishes that the transferee owns the shares and demands, not less than ten days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such shares at the Meeting.

Under the Corporation's current Articles the quorum for the transaction of business at the Meeting consists of two persons who are, or represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued Shares entitled to be voted at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Corporation is authorized to issue an unlimited number of Common Shares. As of September 25, 2019, there were 110,861,225 Common Shares issued and outstanding, each carrying the right to one vote. Chess Depositary Interests representing Common Shares of the Corporation are listed on the Australian Securities Exchange (the “**ASX**”) under the trading symbol “BDG”.

As at September 25, 2019, to the knowledge of the directors and senior officers of the Corporation, and based on the Corporation's review of the records maintained by Computershare, electronic filings with System for Electronic Document Analysis and Retrieval (SEDAR) and insider reports filed with System for Electronic Disclosure by Insiders (SEDI), there is no individual that owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation.

STATEMENT OF EXECUTIVE COMPENSATION

For the purpose of this Information Circular:

“**CEO**” of the Corporation means an individual who acted as Chief Executive Officer of the Corporation, or acted in a similar capacity, for any part of the most recently completed financial year;

“**CFO**” of the Corporation means an individual who acted as Chief Financial Officer of the Corporation, or acted in a similar capacity, for any part of the most recently completed financial year;

“**Executive Officer**” of an entity means an individual who is:

- (a) the chair of the Corporation, if any;
- (b) the vice-chair of the Corporation, if any;
- (c) the president of the Corporation;
- (d) a vice-president of the Corporation in charge of a principal business unit, division or function including sales, finance or production;
- (e) an officer of the Corporation (or subsidiary, if any) who performs a policy-making function in respect of the Corporation; or
- (f) any other individual who performs a policy-making function in respect of the Corporation;

“**Named Executive Officers or NEOs**” means:

- (a) the CEO of the Corporation;
- (b) the CFO of the Corporation;
- (c) each of the Corporation’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000;
- (d) any additional individuals for whom disclosure would have been provided under paragraph (i) above except that the individual was not serving as an executive officer of the Corporation, nor in a similar capacity, as at the end of the most recently completed financial year end.

As at December 31, 2018, the Corporation had two Named Executive Officers, being Paul Cronin, CEO and Sean Duffy, CFO.

Director and Named Executive Officer Compensation

The following table, presented in accordance with National Instrument Form 51-102F6V, is a summary of compensation (excluding compensation securities) paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to the directors and NEOs for each of the Corporation’s two most recently completed financial years.

| Table of compensation excluding compensation securities | | | | | | | |
|---|------|---|------------|--------------------------------|---------------------------|--------------------------------------|-------------------------|
| Name and position | Year | Salary, consulting fee, retainer or commission (\$) | Bonus (\$) | Committee or meeting fees (\$) | Value of perquisites (\$) | Value of all other compensation (\$) | Total compensation (\$) |
| Brian Wesson ⁽²⁾ Former Director/ Chief Executive Officer ⁽²⁾ | 2018 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2017 | 615,028 ⁽³⁾ | Nil | Nil | Nil | Nil | 615,028 |
| Mark Gelmon, Chief Financial Officer ⁽⁴⁾ | 2018 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2017 | 144,000 | Nil | Nil | Nil | Nil | 144,000 |
| Clyde Wesson, Former Director ⁽⁵⁾ | 2018 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2017 | 615,028 ⁽³⁾ | Nil | Nil | Nil | Nil | 651,028 |
| Paul Cronin, Chief Executive | 2018 | 258,882 | Nil | Nil | Nil | Nil | 258,882 |
| | 2017 | 158,951 | Nil | Nil | Nil | Nil | 158,951 |

| Officer/Director ⁽²⁾ | | | | | | | |
|---|------|--------|-----|-----|-----|-----|--------|
| Jonathan Battershill, Director ⁽⁶⁾ | 2018 | 86,853 | Nil | Nil | Nil | Nil | 86,853 |
| | 2017 | 43,137 | Nil | Nil | Nil | Nil | 43,137 |
| Richard Monti, Director ⁽⁶⁾ | 2018 | 52,255 | Nil | Nil | Nil | Nil | 52,255 |
| | 2017 | 25,588 | Nil | Nil | Nil | Nil | 25,588 |
| Alberto Lavandeira, Director ⁽⁶⁾ | 2018 | 51,327 | Nil | Nil | Nil | Nil | 51,327 |
| | 2017 | 25,557 | Nil | Nil | Nil | Nil | 25,557 |

Notes:

1. The value of perquisites and benefits, if any, for each Named Executive Officer was less than the lesser of \$50,000 and 10% of the total annual salary and bonus.
2. On July 10, 2017, Mr. Wesson resigned as President, CEO and as a director of the Corporation and on even date, Mr. Paul Cronin was appointed as CEO, Managing Director and a director of the Corporation.
3. During fiscal 2017, the Corporation accrued or paid management fees totaling \$615,028 to Lionsbridge Pty Ltd., a company controlled by Brian Wesson and Clyde Wesson.
4. On January 2, 2018, Mark Gelmon resigned as CFO and Sean Duffy was appointed CFO.
5. Jonathan Battershill, Richard Monti, Alberto Lavandeira were appointed as Directors of the Corporation on July 10, 2017.

External Management Companies.

None of the NEOs or directors of the Corporation have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Corporation to provide executive management services to the Corporation, directly or indirectly, other than Paul Cronin, Chief Executive Officer (*for further information, refer to "Employment, Consulting and Management Agreements" below.*)

Stock Options and Other Compensation Securities

The following compensation securities were granted to NEO's or directors by the Corporation or its subsidiaries for the financial year ended December 31, 2018 for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries:

| Name | Date of Grant | Exercise Price (\$C) | Number | Expiry Date | Closing Price on Grant Date (\$C) | Closing Price as at December 31, 2018 (\$C) |
|----------------------|---------------|----------------------|-----------|-------------|-----------------------------------|---|
| Paul Cronin | 25 Sep 17 | 0.24 | 1,053,333 | 19 Jan 21 | 0.085 | 0.055 |
| | 25 Sep 17 | 0.33 | 526,667 | 24 Sep 27 | 0.085 | |
| | 25 Sep 17 | 0.45 | 526,667 | 24 Sep 27 | 0.085 | |
| | 25 Sep 17 | 0.33 | 526,666 | 19 Jan 21 | 0.085 | |
| Jonathan Battershill | 25 Sep 17 | 0.24 | 633,333 | 19 Jan 21 | 0.085 | 0.055 |
| | 25 Sep 17 | 0.33 | 316,667 | 24 Sep 27 | 0.085 | |
| | 25 Sep 17 | 0.45 | 316,667 | 24 Sep 27 | 0.085 | |
| | 25 Sep 17 | 0.33 | 316,666 | 19 Jan 21 | 0.085 | |
| Alberto Lavandeira | 25 Sep 17 | 0.24 | 440,000 | 19 Jan 21 | 0.085 | 0.055 |
| | 25 Sep 17 | 0.33 | 220,000 | 24 Sep 27 | 0.085 | |
| | 25 Sep 17 | 0.45 | 220,000 | 24 Sep 27 | 0.085 | |

| | | | | | | |
|---------------|-----------|------|---------|-----------|-------|-------|
| | 25 Sep 17 | 0.33 | 220,000 | 19 Jan 21 | 0.085 | |
| Richard Monti | 25 Sep 17 | 0.24 | 266,667 | 19 Jan 21 | 0.085 | 0.055 |
| | 25 Sep 17 | 0.33 | 133,333 | 24 Sep 27 | 0.085 | |
| | 25 Sep 17 | 0.45 | 133,333 | 24 Sep 27 | 0.085 | |
| | 25 Sep 17 | 0.33 | 133,333 | 19 Jan 21 | 0.085 | |

The following table discloses the total amount of compensation securities held by the NEOs and directors as at the Corporation's financial year ended December 31, 2018.

| Name and Position | Number of Options | Vesting Provisions |
|---|-------------------|------------------------|
| Paul Cronin Chief Executive Officer/Director ⁽¹⁾ | 2,633,333 | various ⁽⁴⁾ |
| Jonathan Battershill, Director ⁽²⁾ | 1,583,333 | various ⁽⁴⁾ |
| Richard Monti, Director ⁽³⁾ | 1,583,333 | various ⁽⁴⁾ |
| Alberto Lavandeira, Director | 1,583,333 | various ⁽⁴⁾ |

Notes:

1. Held by Swellcap Limited
2. Partially held by JJB Advisory Ltd and partially held directly
3. Held by Greatcity Corporation Pty Ltd
4. The Various vesting conditions are detailed below:

| Name and Position | Vesting conditions |
|--|--|
| Paul Cronin Chief Executive Officer/Director | <p>*40% (1,053,333 Options) will vest upon receipt of drilling permit of the Project; or if previous drilling permit is deemed to still be active, upon commencement of drilling program and be exercisable at a price of \$0.24 per Share (the "Class A Options");</p> <p>*20% (526,666 Options) will vest upon completion of an equity financing of \$1,000,000 in North America and be exercisable at a price of \$0.33 per Share (the "Class B Options");</p> <p>*20% (526,667 Options) will vest upon commencement of the trading of the Corporation's shares on the ASX and be exercisable at a price of \$0.33 per Share (the "Class C Options");</p> <p>*20% (526,667 Options) will vest upon completion of a Preliminary Economic Assessment Study or a Scoping Study on the Project and be exercisable at a price of \$0.45 per Share (the "Class D Options");</p> <p>100% of the all valid unvested Options will vest immediately at an exercise price of \$0.45 per Share in the event of a change of control as that term is defined in the Securities Act (British Columbia)</p> |

| | |
|--------------------------------|--|
| Jonathan Battershill, Director | <p>*40% (633,333 Options) are Class A Options;</p> <p>*20% (316,666 Options) are Class B Options;</p> <p>*20% (316,667 Options) are Class C Options;</p> <p>*20% (316,667 Options) are Class D Options;</p> <p>100% of the all valid unvested Options will vest immediately at an exercise price of \$0.45 per Share in the event of a change of control as that term is defined in the Securities Act (British Columbia),</p> |
| Richard Monti, Director | <p>*40% (266,667 Options) are Class A Options;</p> <p>*20% (133,333 Options) are Class B Options;</p> <p>*20% (133,333 Options) are Class C Options;</p> <p>*20% (133,333 Options) are Class D Options;</p> <p>100% of the all valid unvested Options will vest immediately at an exercise price of \$0.45 per Share in the event of a change of control as that term is defined in the Securities Act (British Columbia).</p> |
| Alberto Lavandeira, Director | <p>*40% (440,000 Options) are Class A Options;</p> <p>*20% (220,000 Options) are Class B Options;</p> <p>*20% (220,000 Options) are Class C Options;</p> <p>*20% (220,000 Options) are Class D Options;</p> <p>100% of the all valid unvested Options will vest immediately at an exercise price of \$0.45 per Share in the event of a change of control as that term is defined in the Securities Act (British Columbia),</p> |

Note – As at September 25, 2019 the vesting conditions marked “**” have been achieved.

Except as noted above, no compensation securities were re-priced, cancelled and replaced, had their term extended, or otherwise materially modified in the Corporation’s financial year ended December 31, 2018.

Other than any vesting restrictions noted above, there are no restrictions or conditions for converting, exercising or exchanging the compensation securities.

Exercise of Compensation Securities by NEO’s

No compensation securities were exercised by the NEO’s or directors for the year ended December 31, 2018.

Stock Option Plans and Other Incentive Plans

The Corporation’s current Stock Option Plan (the “**Stock Option Plan**”) was approved by Shareholders at the previous annual general meeting. The number of Common Shares reserved for issuance pursuant to the exercise of stock options

under the Stock Option Plan is equal to 10% of the number of issued and outstanding Common Shares at any given time on a “rolling” basis.

The Stock Option Plan was established to provide incentive to employees, directors, officers, management companies and consultants who provide services to the Corporation. The intention of management in proposing the Stock Option plans was and is to increase the proprietary interest of such persons in the Corporation and thereby aid the Corporation in attracting, retaining and encouraging the continued involvement of such persons with the Corporation. The plan is administered by the Board, who has the authority to grant options to directors, officers, employees and consultants. At the time an option is granted, the Board will determine the terms of the option, including the exercise price, any vesting provisions and the expiry and termination provisions applicable to the option.

A copy of the Stock Option Plan is available on request and will be available for review at the Meeting.

Employment, consulting and management agreements

Except as described below, the Corporation does not have any contracts, agreements, plans or arrangements that provides for payments to a director or NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or a change in an NEO’s responsibilities:

The Corporation is a party to a Consultancy Services Agreement with Paul Cronin and his wholly-owned, Swellcap Limited whereby Paul Cronin is engaged for his services as CEO and the Managing Director of the Corporation. The compensation payable pursuant to agreement is £150,000 per annum for management services provided by Mr. Cronin. In addition, £10,000, is payable to Paul Cronin or his company for administrative services provided by staff of Mr. Cronin or his company as well as £20,000 for office facilities. The agreement also contemplates a £150,000 payable pursuant to a change of control or certain corporate events which ultimately lead to a change of control.

Oversight and Description of Director and Named Executive Officer Compensation

The Board considers and determines all compensation matters for the NEO’s and directors. The objective of the Corporation’s compensation arrangements is to compensate the executive officers for their services to the Corporation at a level that is both in line with the Corporation’s fiscal resources and competitive with companies at a similar stage of development.

The Corporation compensates its executive officers based on their skill, qualifications, experience level, level of responsibility involved in their position, the existing stage of development of the Corporation, the Corporation’s resources, industry practice and regulatory guidelines regarding executive compensation levels.

At this time, the Corporation does not have a formal compensation program with specific performance goals or similar conditions.

Executive compensation is based upon the need to provide a compensation package that will allow the Corporation to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy. The Stock Option Plan will continue to be used to provide share-purchase options to executives. The share-purchase options are granted in consideration of the level of responsibility of the executive as well as his or her impact to the longer-term operating performance of the Corporation. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer and the exercise price of any outstanding options to ensure that such grants closely align the interests of the executive officers with the interests of the Corporation’s shareholders.

Pension Disclosure

The Corporation does not have any pension or retirement plan which is applicable to the NEOs or directors. The Corporation has not provided compensation, monetary or otherwise, to any person who now or previously has acted as an NEO of the Corporation, in connection with or related to the retirement, termination or resignation of such person, and the Corporation has provided no compensation to any such person as a result of a change of control of the Corporation.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets out equity compensation plan information as at the end of the financial year ended December 31, 2018:

Equity Compensation Plan Information

| | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) |
|---|---|---|---|
| Plan Category | (a) | (b) | (c) |
| Equity compensation plans approved by securityholders - (the Option Plan) | 6,926,666 | \$0.25 | 4,159,457 |
| Equity compensation plans not approved by securityholders | N/A | N/A | N/A |
| Total | 6,926,666 | \$0.25 | 4,159,457 |

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

No person who is or at any time during the most recently completed financial year was a director, executive officer or senior officer of the Corporation, no proposed nominee for election as a director of the Corporation, and no associate of any of the foregoing persons has been indebted to the Corporation at any time since the commencement of the Corporation's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Corporation at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as previously disclosed in this Information Circular, to the knowledge of management of the Corporation, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries during the most recently completed financial year end, or has any interest in any material transaction in the current year.

STATEMENT OF CORPORATE GOVERNANCE

Corporate Governance

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Corporation. National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101"), the Corporation is required to disclose its corporate governance practices, as summarized below. The Board of Directors will continue to monitor such practices on an ongoing basis and, when necessary, implement such additional practices as it deems appropriate.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board facilitates its exercise of independent judgement in carrying out its responsibilities by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Board requires management to provide complete and accurate information with respect to the Corporation’s activities and to provide relevant information concerning the industry in which the Corporation operates in order to identify and manage risks. The Board is responsible for monitoring the Corporation’s officers, who in turn are responsible for the maintenance of internal controls and management information systems.

Currently, the Board has three independent members, being Alberto Lavandeira, Richard Monti Jonathan Battershill. The non-independent member is Paul Cronin.

Directorships

The following table sets forth the directors of the Corporation who currently hold directorships in other reporting issuers:

| Name of Director | Other Issuer |
|-------------------------|--|
| Jonathan Battershill | Silver Mines Limited |
| Alberto Lavandeira | Atalaya Mining PLC |
| Richard Monti | Pacifico Minerals Limited, Zinc of Ireland |
| Paul Cronin | Adriatic Metals PLC, Global Atomic Corp. |

Orientation and Continuing Education

Each new director is given an outline of the nature of the Corporation's business, its corporate strategy and current issues within the Corporation. New directors are also required to meet with management of the Corporation to discuss and better understand the Corporation's business and are given the opportunity to meet with counsel to the Corporation to discuss their legal obligations as director of the Corporation.

In addition, management of the Corporation takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Corporation as a whole. The Corporation continually reviews the latest securities rules and policies. Any such changes or new requirements are then brought to the attention of the Corporation's directors either by way of director or committee meetings or by direct communications from management to the directors.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Corporation’s governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors’ participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation. Further, the Corporation’s auditor has full and unrestricted access to the Audit Committee at all times to discuss the audit of the Corporation’s financial statements and any related findings as to the integrity of the financial reporting process.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board’s duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Corporation, this policy will be reviewed.

Compensation

To determine compensation payable, the independent Directors review compensation paid for directors, officers and senior management of companies of similar size and stage of development in the mining exploration industry and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the Directors and senior management while taking into account the financial and other resources of the Corporation. In setting the compensation the independent Directors annually review the performance of the officers, and senior management in light of the Corporation's objectives and consider other factors that may have impacted the success of the Corporation in achieving its objectives.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

Audit Committee Disclosure

Pursuant to section 224(1) of the *British Columbia Business Corporations Act*, and National Instrument 52-110 *Audit Committees* ("NI 52-110"), the Corporation is required to have an Audit Committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Corporation or an affiliate of the Corporation. NI 52-110 requires the Corporation, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor. The Audit Committee Charter is attached to this Information Circular as Schedule "A".

Composition of the Audit Committee

The following are the members of the Committee:

| | | |
|-----------------------|--------------------------------|-------------------------------------|
| Paul Cronin | Not-Independent ⁽¹⁾ | Financially literate ⁽¹⁾ |
| Alberto Lavandeira | Independent ⁽¹⁾ | Financially literate ⁽¹⁾ |
| Richard Monti (Chair) | Independent ⁽¹⁾ | Financially literate ⁽¹⁾ |

1. As defined in NI 52-110.

Relevant Education and Experience

Paul Cronin has 10 years of commodity trading and structuring experience and 6 years of equity trading and fund management experience. Few professionals in this industry have had direct exposure to the junior resource sector as both a fund manager and CEO, giving him an invaluable insight into the inner workings of capital markets serving that industry.

Alberto Lavandeira has over 38 years' experience operating and developing mining projects. Former Chief Executive Officer, Director, President and COO of Rio Narcea Gold Mines (1995-2007), which built three mines including El Valle/Boinás mine in Asturias, Aguablanca and Tasiast. Director of Samref Overseas S.A (2007-2014) – involved in the development of the Mutanda Copper-Cobalt Mine in the DRC. Currently, and since 2014, CEO and Director of dual listed (TSE and AIM) Atalaya Mining PLC.

Richard Monti has had 30 years of a successful career in the international mineral resource industry resulting in broad knowledge and resulting strategic planning capabilities. First-hand working knowledge of all aspects of the industry from project generation through exploration, resource, feasibility, construction, operations, finance, marketing and divestment. Worked in diverse countries with exposure to most commodities including nickel, iron ore, coal, industrial minerals, potash, gold and base metals.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recent completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), Subsection 6.1.1(4) of NI 52-110 (*Circumstances Affecting the Business or Operations of the Venture Issuer*), Subsection 6.1.1(5) of NI 52-110 (*Events Outside Control of Members*), Subsection 6.1.1(6) of NI 52-110 (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have not been formulated or adopted by the Audit Committee. Subject to the requirements of the Audit Committee Charter, the engagement of non-audit services is considered by the Board, and where applicable by the Audit Committee, on a case by case basis.

External Auditor Service Fees (By Category)

Aggregate fees paid to the Auditor during the financial years ended December 31, 2018 and 2017 were as follows:

| Financial Year Ended | Audit Fees | Audit Related Fees ¹ | Tax Fees ² | All Other Fees ³ |
|----------------------|------------|---------------------------------|-----------------------|-----------------------------|
| 2017 | \$38,556 | \$Nil | \$Nil | \$8,782 |
| 2018 | \$40,387 | \$Nil | \$2,750 | \$4,200 |

Notes:

1. Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
2. Fees charged (or estimated charges) for tax compliance, tax advice and tax planning services.
3. Fees for services other than disclosed in any other column – ASX Listing related Fees

PARTICULARS OF MATTERS TO BE ACTED UPON

A. Financial Statements

The shareholders received and considered the audited financial statements of the Corporation for the fiscal year ended December 31, 2018 together with the auditor's report thereon. A copy of the financial statements is available for review on www.sedar.com.

B. Election of Directors

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the *British Columbia Business Corporations Act*, each director elected will hold office until the conclusion of the next annual general meeting of the Corporation.

Management is proposing to fix the number of directors of the Corporation at four (4).

The following table sets out the names of management's nominees for election as directors, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Corporation and the number of Common Shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date of this Information Circular.

| Name of Nominee, Current Position with Corporation, Province/State and Country of Residence | Principal Occupation | Period From Which Nominee Has Been Director | Number of Approximate Voting Securities ⁽¹⁾ |
|---|---|---|--|
| Paul Cronin ⁽²⁾ Executive Director Burford, UK | Director and Mining Industry Executive | July 10, 2017 | 1,773,900 ⁽³⁾ |
| Jonathan Battershill Non-Executive Chairman and Director Surrey, UK | Director and Mining Industry Executive | July 10, 2017 | 313,635 ⁽⁴⁾ |
| Alberto Lavandeira ⁽²⁾ Director Huelva, Spain | CEO of Atalaya Mining PLC | July 10, 2017 | 200,000 ⁽⁶⁾ |
| Richard Monti ⁽²⁾ Director Perth, Australia | Director and Mining Industry Consultant | July 10, 2017 | 458,333 ⁽⁵⁾ |

Notes:

1. Voting securities beneficially owned, directly or indirectly, or over which control or direction is exercised.
2. Member of the Audit Committee.
3. These shares are owned by Swellcap Limited for which Mr. Cronin has direction and control over and include 345,000 CDI's acquired upon listing on the ASX on August 29, 2018 and 160,000 CDI's acquired on March 20, 2019, 300,000 CDI's acquired on June 4, 2019, 130,000 CDI's acquired on June 19, 2019, 124,679 CDI's acquired on July 11, 2019, 75,321 CDI's acquired on July 8, 2019 and 250,000 CDI's acquired September 26, 2019.
4. Partially held by JJB Advisory Ltd. for which Mr. Battershill has direction and control over and partially held directly and includes 100,000 CDI's.
5. These shares are owned by Greatcity Corporation Pty Ltd. for which Mr. Monti has direction and control over and includes 125,000 CDI's.
6. These shares (CDI's) were acquired upon listing on the ASX on August 29, 2018.

The Corporation does not have an Executive Committee. The Board has established an Audit Committee, details of which are provided under the heading "Statement of Corporate Governance".

Management does not contemplate that any of the nominees will be unable to serve as a director. However, if a nominee should be unable to so serve for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. **The persons named in the enclosed form of proxy intend to vote for the election of all of the nominees whose names are set forth above.**

Except as noted below, as at the date of this Information Circular and within the ten years before the date of this Information Circular, no proposed director:

- (a) is or has been a director, chief executive officer or chief financial officer of any corporation (including the Corporation), that while that person was acting in that capacity:
 - i. was the subject of a cease-trade order or similar order or an order that denied the relevant corporation access to any exemption under securities legislation, for a period of more than 30 consecutive days;
 - ii. was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the corporation being the subject of a cease trade or similar order or an order that denied the relevant corporation access to any exemption under securities legislation, for a period of more than 30 consecutive days;
 - iii. within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has within 10 years before the date of the Information Circular become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officers or shareholders.

C. Appointment of Auditor

Management recommends the re-appointment of Davidson & Company LLP, Chartered Accountants, of Vancouver, British Columbia, the present auditor, as the auditor of the Corporation to hold office until the close of the next annual meeting of the shareholders.

Shares represented by proxies in favour of the management nominees will be voted in favour of the appointment of Davidson & Company LLP, Chartered Accountants, as auditor of the Corporation and authorizing the Board to

fix the auditor's remuneration, unless a shareholder has specified in his proxy that its shares are to be withheld from voting on the appointment of auditor.

D. Approval of 10% Placement Facility

At the Meeting, shareholders will be asked to consider and, if thought fit, pass the following as a **special** resolution:

"BE IT RESOLVED THAT pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Corporation, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Information Circular."

Pursuant to and in accordance with ASX Listing Rule 14.11, the Corporation will disregard any votes cast in favour of the above resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares), or an associate of that person (or those persons).

However, the Corporation need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

General

ASX Listing Rule 7.1A enables eligible entities to issue equity securities, as that term is defined in the ASX Listing Rules ("**Equity Securities**") up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting ("**10% Placement Facility**"). The 10% Placement Facility is in addition to the Corporation's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Corporation is an eligible entity. As at 23 September 2019, the Corporation's market capitalisation was approximately \$7.76 million.

The Corporation is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below for details).

Listing Rule 7.1A

- Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

As this is a special resolution, it requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

- Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Corporation.

The Corporation, as at the date of this Information Circular, has on issue one quoted class of Equity Securities, Shares, which are quoted as Chess Depositary Interests.

- Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of shares on issue 12 months before the date of issue or agreement:
- plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
 - plus the number of partly paid shares that became fully paid in the 12 months;
 - plus the number of fully paid shares issued in the 12 months with Shareholder approval under ASX Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
 - less the number of fully paid shares cancelled in the 12 months.

Note that "A" has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with shareholder approval under ASX Listing Rule 7.1 or 7.4.

- Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Corporation will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer above for details).

- Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price ("VWAP") of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 5 trading days of the date in the preceding paragraph, the date on which the Equity Securities are issued.

- 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(“10% Placement Period”).

Specific information required by Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, information is provided as follows:

- Minimum issue price

The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Corporation's Equity Securities over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 5 trading days of the date in the preceding paragraph, the date on which the Equity Securities are issued.

If the Equity Securities are issued for non-cash consideration, then, in accordance with the Listing Rules, the Corporation will provide a valuation of the non-cash consideration to the market that demonstrates that the issue price of the securities complies with ASX Listing Rule 7.1A.3.

- Risk of economic and voting dilution

If this resolution is approved by shareholders and the Corporation issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Corporation will be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares). There is a risk that:

- the market price for the Corporation's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for the Corporation's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows:

- the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Information Circular;
- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Corporation has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

| Variable 'A' in Listing Rule 7.1A.2* | | Dilution | | |
|---|---------------------|--|------------------------|---|
| | | \$0.035 50% decrease in Issue Price | \$0.070 Issue Price | \$0.140 100% increase in Issue Price |
| Current Variable A 110,861,225 Shares | 10% Voting Dilution | 11,086,123 Shares | 11,086,123 Shares | 11,086,123 Shares |
| | Funds raised | \$388,014 | \$776,029 | \$1,552,057 |
| 50% increase in current Variable A 166,291,838 Shares | 10% Voting Dilution | 16,629,184 Shares | 16,629,184 Shares | 16,629,184 Shares |
| | Funds raised | \$582,021 | \$1,164,043 | \$2,328,086 |
| 100% increase in current Variable A 221,722,450 Shares | 10% Voting Dilution | 22,172,245 Shares | 22,172,245 Shares | 22,172,245 Shares |
| | Funds raised | \$776,029 | \$1,552,057 | \$3,104,114 |

* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require shareholder approval (such as under a pro rata rights issue or scrip issued under a takeover offer) or that are issued with shareholder approval under Listing Rule 7.1.

The table has been prepared on the following assumptions:

1. The Corporation issues the maximum number of Equity Securities available under the 10% Placement Facility.
 2. No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
 3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 5. The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
 6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes convertible securities, it is assumed that those convertible securities are exercised into Shares for the purpose of calculating the voting dilution effect on existing shareholders.
 7. The issue price is \$0.070 being the closing price of the Shares on ASX on 23 September 2019.
- Final date for issue

The Corporation will only issue the Equity Securities during the 10% Placement Period.

- Purposes of issues under 10% Placement Facility

The Corporation may seek to issue the Equity Securities for the following purposes:

- non-cash consideration for the acquisition of new resources assets and investments. In such circumstances the Corporation will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- cash consideration. In such circumstances, the Corporation intends to use the funds raised towards an acquisition of new resources assets or investments (including expenses associated with such acquisition such due diligence costs and external advisors) and continued exploration on the Corporation's current projects and working capital requirements.

- Disclosure obligations

The Corporation will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

- Allocation policy

The Corporation's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Corporation, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Corporation;
- financial situation and solvency of the Corporation; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Information Circular but may include existing substantial shareholders and/or new shareholders who are not a related party or an associate of a related party of the Corporation.

Further, if the Corporation is successful in acquiring new projects, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new projects, assets or investments.

- Issues in the past 12 months

The Corporation has not previously obtained Shareholder approval under ASX Listing Rule 7.1A.

- Voting exclusion statement

A voting exclusion statement is included in the Information Circular.

At the date of the Information Circular, the Corporation has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Information Circular.

E. Approval of issue of Accrued Remuneration Shares

At the Meeting, shareholders will be asked to consider and, if thought fit, pass the following each as a **separate** ordinary resolution:

“BE IT RESOLVED THAT pursuant to and in accordance with ASX Listing Rule 10.11 and for all other purposes, shareholders approve the issue of:

- (i) 316,631 Shares to Jonathan Battershill (or his nominees) in lieu of £18,750 of director fees accrued to 30 September 2019;*
- (ii) 189,979 Shares to Richard Monti (or his nominees) in lieu of £11,250 of director fees accrued to 30 September 2019; and*
- (iii) 189,979 Shares to Alberto Lavandeira (or his nominees) in lieu of £11,250 of director fees accrued to 30 September 2019.”*

Pursuant to and in accordance with ASX Listing Rule 14.11, the Corporation will disregard any votes cast in favour of the above resolutions by or on behalf of:

- in respect of Resolution E(i): Jonathan Battershill (or his nominees) or an associate of Jonathan Battershill (or his nominees);
- in respect of Resolution E(ii): Richard Monti (or his nominees) or an associate of Richard Monti (or his nominees);
- in respect of Resolution E(iii): Alberto Lavandeira (or his nominees) or an associate of Alberto Lavandeira (or his nominees).

However, the Corporation need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In order to conserve the Corporation’s cash reserves, each of the non-executive directors agreed to be issued Shares (“**Accrued Remuneration Shares**”) in lieu of half of their accrued and unpaid directors’ fees as at 30 September 2019, subject to the receipt of shareholder approval. In the event that shareholder approval of the above resolutions is not received, the accrued and unpaid directors’ fees will be settled in cash.

Pursuant to and in accordance with ASX Listing Rule 10.13, the Corporation discloses the following:

- The Accrued Remuneration Shares are to be issued to Jonathan Battershill, Richard Monti and Alberto Lavandeira (together, the “**Non-Executive Directors**”), in the proportions described above.
- The maximum number of Accrued Remuneration Shares to be issued to each of the Non-Executive Directors is described above.
- The Accrued Remuneration Shares will be issued as soon as practicable after the date of the Meeting and in any event by no later than one month after the date of the Meeting.
- The Accrued Remuneration Shares have a deemed issue price of £0.05922, being the volume weighted average price of the Corporation’s Chess Depository Interests traded on ASX over the 12-month period ending on 23 September 2019, being the latest practicable date before the finalisation of this Information Circular, adjusted by the exchange rate over that period.

- The Accrued Remuneration Shares are being issued for nil cash consideration, as they are being issued in partial satisfaction of the directors' fees of the Non-Executive Directors which are accrued but outstanding as at 30 September 2019. Accordingly, no funds will be raised by the issue of the Accrued Remuneration Shares.
- The Accrued Remuneration Shares issued will be fully paid ordinary shares, ranking equally with all other common shares on issue.

Approval under ASX Listing Rule 7.1 is not required as shareholder approval is sought under ASX Listing Rule 10.11.

F. Approval of issue of Future Remuneration Shares

At the Meeting, shareholders will be asked to consider and, if thought fit, pass the following each as a **separate** ordinary resolution:

“BE IT RESOLVED THAT pursuant to and in accordance with ASX Listing Rule 10.11 and for all other purposes, shareholders approve the issue of:

- (i) *Shares to Jonathan Battershill (or his nominees) in lieu of up to £18,750 of director fees accruing from 1 October 2019;*
- (ii) *Shares to Richard Monti (or his nominees) in lieu of up to £11,250 of director fees accruing from 1 October 2019; and*
- (iii) *Shares to Alberto Lavandeira (or his nominees) in lieu of up to £11,250 of director fees accruing from 1 October 2019,*

with the Shares to be issued on a quarterly basis and the number of Shares to be issued to be calculated based on the volume weighted average price of the Corporation's Chess Depository Interests traded on ASX over relevant quarter.”

Pursuant to and in accordance with ASX Listing Rule 14.11, the Corporation will disregard any votes cast in favour of the above resolutions by or on behalf of:

- in respect of Resolution F(i): Jonathan Battershill (or his nominees) or an associate of Jonathan Battershill (or his nominees);
- in respect of Resolution F(ii): Richard Monti (or his nominees) or an associate of Richard Monti (or his nominees);
- in respect of Resolution F(iii): Alberto Lavandeira (or his nominees) or an associate of Alberto Lavandeira (or his nominees).

However, the Corporation need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In order to conserve the Corporation's cash reserves, each of the Non-Executive Directors agreed to be issued Shares (“**Future Remuneration Shares**”) in lieu of half of their directors' fees for the 12-month period commencing 1 October 2019, subject to the receipt of shareholder approval. In the event that shareholder approval of the above resolutions is not received, the directors' fees will be settled in cash.

The Future Remuneration Shares are to be issued on a quarterly basis in respect of the Non-Executive Director's fees payable for the preceding quarter. The deemed issue price for the Future Remuneration Shares will be the VWAP up to the applicable quarter ending 31 January 2020, 30 April 2020, 31 July 2020 and 31 October 2020.

Pursuant to and in accordance with ASX Listing Rule 10.13 and the waivers granted by ASX in respect of ASX Listing Rules 10.13.3 and 10.13.5, the Corporation discloses the following:

- The Future Remuneration Shares are to be issued to the Non-Executive Directors, in the proportions described above.
- The formula for calculating the number of Accrued Remuneration Shares to be issued to each of the Non-Executive Directors is expressed in the resolution. The exchange rate applied will be the prevailing exchange rate quoted by the Reserve Bank of Australia on the date immediately preceding the issue date of the Future Remuneration Shares.

For illustrative purposes only, below are three examples of the potential quantum of Future Remuneration Shares that may be issued to each of the Non-Executive Directors, which demonstrate the potential dilution that may occur to existing Shareholders. These examples are:

- based on an exchange rate of 1AUD:0.5434GBP (being the rate quoted by the Reserve Bank of Australia on 23 September 2019);
- calculated using a deemed issue price equal to:
 - A\$0.070, being the closing price on 23 September 2019, being the latest practicable date prior to issuing this document (“**Latest Practicable Date**”);
 - A\$0.170, being the highest closing price over the 12-month period to the Latest Practicable Date; and
 - A\$0.055, being the lowest closing price over the 12-month period to the Latest Practicable Date.

The actual number of Future Remuneration Shares will depend on the volume weighted average price of the Corporation’s Chess Depository Interests traded on ASX for the relevant quarter and the prevailing exchange rate.

| Non-Executive Director | Deemed issue price | Number of Future Remuneration Shares | Dilution to existing Shareholders |
|------------------------|--------------------|--------------------------------------|-----------------------------------|
| Jonathan Battershill | \$0.070 | 492,928 | 0.44% |
| | \$0.170 | 202,970 | 0.18% |
| | \$0.055 | 627,363 | 0.56% |
| Richard Monti | \$0.070 | 295,757 | 0.27% |
| | \$0.170 | 121,782 | 0.11% |
| | \$0.055 | 376,418 | 0.34% |
| Alberto Lavandeira | \$0.070 | 295,757 | 0.27% |
| | \$0.170 | 121,782 | 0.11% |
| | \$0.055 | 376,418 | 0.34% |

- The Corporation intends to issue the Future Remuneration Shares on a quarterly basis over the 12-month period following the date of the Meeting. The Corporation has received a waiver from ASX Listing Rule 10.3.3 to the

extent necessary to issue the Future Remuneration Shares later than the date which is 1 month after the date of the Meeting.

The deemed issue price for the Future Remuneration Share will depend on the volume weighted average price of the Corporation's Chess Depositary Interests traded on ASX for the relevant quarter and the prevailing exchange rate. The Company has received a waiver from ASX Listing Rule 10.3.5 to the extent necessary not to state the issue price in this Information Circular.

- The Future Remuneration Shares are being issued for nil cash consideration, as they are being issued in partial satisfaction of the directors' fees of the Non-Executive Directors. Accordingly, no funds will be raised by the issue of the Accrued Remuneration Shares.
- The Future Remuneration Shares issued will be fully paid ordinary shares, ranking equally with all other common shares on issue.
- The Company's annual report for any period during which the Future Remuneration Shares are issued will disclose details of the number of Future Remuneration Shares so issued, including the percentage of the Corporation's issued capital represented by those Future Remuneration Shares.
- The terms of the waiver of ASX Listing Rule 10.13.3 are detailed below:

1. Based solely on the information provided, ASX Limited ("ASX") grants Black Dragon Gold Corp. (the "Company") a waiver from listing rule 10.13.3 to the extent necessary to permit the Company's notice of general meeting (the "Notice") to approve the issue of up to a maximum of £41,250 worth of shares to non-related directors as part of their remuneration (the "Remuneration Shares") not to state that the Remuneration Shares will be issued no later than one month after the date of the annual general meeting (the "AGM"), and subject to the following conditions.

1.1. The Notice states that the Remuneration Shares will be issued no later than 12 months after the date of the meeting.

1.2. The Company's annual report for any period during which the Remuneration Shares are issued, discloses details of the number of Remuneration Shares that were issued, including the percentage of the Company's issued capital represented by those Remuneration Shares.

1.3. The terms of the waiver are disclosed in the Notice.

2. ASX has considered listing rules 10.13.3 only and makes no statement as to the Company's compliance with other listing rules.'

- The terms of the waiver of ASX Listing Rule 10.13.5 are detailed below:

1. Based solely on the information provided, ASX Limited ("ASX") grants Black Dragon Gold Corp. (the "Company") a waiver from listing rule 10.13.5 to the extent necessary to permit the Company's notice of general meeting (the "Notice") to approve the issue of up to a maximum of £41,250 worth of shares to the non-executive directors as part of their remuneration (the "Remuneration Shares") not to state the issue price, subject to the following conditions.

1.1. The Notice states that the number of Remuneration Shares to be issued will be calculated based on the volume weighted average price of the Company's Chess Depositary Interest traded on ASX over the relevant quarter.

1.2. The Notice states how the exchange price between AUD\$ and £ will be determined.

1.3. The Notice includes a worked example of the dilution that will occur to existing shareholders of the Company as a result of the issue of Remuneration Shares to the non-executive directors at three different prices.

- 1.4. *The Notice sets out that the Remuneration Shares will be fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company's existing shares on issue.*
- 1.5. *The terms of the waiver are disclosed in the Notice.*
2. *ASX has considered listing rules 10.13.5 only and makes no statement as to the Company's compliance with other listing rules.'*

Approval under ASX Listing Rule 7.1 is not required as shareholder approval is sought under ASX Listing Rule 10.11.

The persons named in the enclosed form of proxy intend to vote in favour of all resolutions.

OTHER MATTERS

Management of the Corporation is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Shareholders may contact the Corporation to request copies of the Corporation's financial statements and management's discussion and analysis by sending a written request to the Corporation at Stamford House, Regent Street, Cheltenham GL50 1HN U.K. Financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis for its most recently completed financial year, which are also available on SEDAR at www.sedar.com.

The contents of this Information Circular and its distribution to shareholders have been approved by the Board.

DATED at Cheltenham, U.K. October 4, 2019.

BY ORDER OF THE BOARD

/s/ "Paul Cronin"

Paul Cronin, Executive Director

Black Dragon Gold Corp.

ARBN 625 522 250



BDG

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **11:00am (BST) Friday, 25 October 2019.**

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHESSE Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at Wednesday, 25 September 2019 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESSE Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESSE Depositary Nominees Pty Ltd enough time to tabulate all CHESSE Depositary Interest votes and to vote on the underlying shares.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Lodge your Form:

XX

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

CDI Voting Instruction Form

Please mark to indicate your directions

STEP 1 CHESSE Depository Nominees will vote as directed XX

Voting Instructions to CHESSE Depository Nominees Pty Ltd

Please mark box A OR B

I/We being a holder of CHESSE Depository Interests of Black Dragon Gold Corp., hereby direct CHESSE Depository Nominees Pty Ltd (CDN) to:

A vote on my/our behalf with respect to the Resolutions below in the manner instructed in Step 2 below.

OR

B appoint the Chairman of the Meeting OR

to attend, speak and vote the shares underlying my/our holding at the Annual General Meeting of Black Dragon Gold Corp.(the Company") to be held at The Drawing Room, Malmaison Cheltenham, Bayshill Road, Montpellier, Cheltenham GL50 3AS, United Kingdom on Thursday, 31 October 2019 at 11:00 am (BST) and at any adjournment of that meeting.

CDN instructs its proxy to vote on the resolutions proposed at the meeting in accordance with the directions in Step 2 below. Where no direction is given, the proxy may vote as they see fit. In addition, the proxy can vote as they see fit on any other business of the meeting, including amendments to the resolutions and at any adjournment of the meeting.

The Chairman of the Meeting intends to vote all valid undirected proxies in favour of each item of business, set out in Step 2 below.

STEP 2 Items of Business PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESSE Depository Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

1. Number of Directors

To set the number of Directors at 4.

| | | |
|--|--------------------------|--------------------------|
| | For | Against |
| | <input type="checkbox"/> | <input type="checkbox"/> |

2. Election of Directors

01. Jonathan Battershill

| | |
|--------------------------|--------------------------|
| For | Abstain |
| <input type="checkbox"/> | <input type="checkbox"/> |

02. Paul Cronin

| | |
|--------------------------|--------------------------|
| For | Abstain |
| <input type="checkbox"/> | <input type="checkbox"/> |

03. Alberto Lavandeira

| | |
|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|

04. Richard Monti

| | |
|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|

3. Appointment of Auditors

Appointment of Davidson & Company LLP, Chartered Accountants as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

| | |
|--------------------------|--------------------------|
| For | Abstain |
| <input type="checkbox"/> | <input type="checkbox"/> |

4. 10% Placement Capacity

To approve the Company to have the capacity to issue an additional 10% of its capacity as equity securities, as more particularly described in the accompanying information circular.

| | |
|--------------------------|--------------------------|
| For | Against |
| <input type="checkbox"/> | <input type="checkbox"/> |

5. Issue of Accrued Remuneration Shares

01. Jonathan Battershill

| | |
|--------------------------|--------------------------|
| For | Against |
| <input type="checkbox"/> | <input type="checkbox"/> |

02. Richard Monti

| | |
|--------------------------|--------------------------|
| For | Against |
| <input type="checkbox"/> | <input type="checkbox"/> |

03. Alberto Lavandeira

| | |
|--------------------------|--------------------------|
| For | Against |
| <input type="checkbox"/> | <input type="checkbox"/> |

6. Issue of Future Remuneration Shares

01. Jonathan Battershill

| | |
|--------------------------|--------------------------|
| For | Against |
| <input type="checkbox"/> | <input type="checkbox"/> |

02. Richard Monti

| | |
|--------------------------|--------------------------|
| For | Against |
| <input type="checkbox"/> | <input type="checkbox"/> |

03. Alberto Lavandeira

| | |
|--------------------------|--------------------------|
| For | Against |
| <input type="checkbox"/> | <input type="checkbox"/> |

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

____/____/____

