

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

Notice of 2018 Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2018 annual general meeting (the "Meeting") of shareholders of Black Dragon Gold Corp. (the "Corporation") will be held in the Regency Suite, Queens Hotel Cheltenham, The Promenade, Cheltenham GL50 1NN, United Kingdom on Monday, November 26, 2018, at the hour of 11:00 a.m. (BST) for the following purposes:

- (a) To receive and consider the report of the directors, the audited financial statements of the Corporation for the period ended December 31, 2017, and the report of the auditor thereon;
- (b) To appoint an auditor for the ensuing year at a remuneration to be fixed by the directors;
- (c) To fix the number of directors at four (4);
- (d) To elect directors for the ensuing year;
- (e) To approve by ordinary resolution the Corporation's stock option plan more particularly described in the accompanying Information Circular, (the "Plan"), including reserving for issuance under the Plan at any time of a maximum of 10% of the issued and outstanding shares of the Corporation;
- (f) 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 October 19, 2018 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.

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 11th day of October, 2018.

By Order Of The Board Of Directors

"Paul Cronin"

Paul Cronin,
Chief Executive Officer

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 30, 2018 (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 November 26, 2018 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” 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 October 19, 2018 (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 October 19, 2018, there were 110,861,225 Common Shares issued and outstanding, each carrying the right to one vote. Common Shares of the Corporation are listed on the TSX Venture Exchange (the "**TSXV**") and the Australian Stock Exchange (the "**ASX**") under the trading symbol "**BDG**".

As at October 19, 2018, 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 one person, Mr. David Michael 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. The details are listed in the table below:

Name	Number of Shares held	Warrants	Total Held	% of outstanding shares on a diluted basis²
Oceanic Capital Pty Ltd ¹	543,667		543,667	0.47%
Oceanic Capital Pty Ltd ¹	6,000,000	6,000,000	12,000,000	10.27%
Payzone Pty Ltd St Barnabas Super Fund ¹	250,000		250,000	0.21%
St Barnabas Investments Ltd – The Melvista Family Acct ¹	550,000 (TSX-V) 100,000 (ASX)		550,000 100,000	0.47%
TOTAL	7,443,667	6,000,000	13,443,667	11.50%

Notes:

1. Oceanic Capital Pty Ltd, Payzone Pty Ltd (St. Barnabas Super Fund) and St. Barnabas Investments Ltd – The Melvista Family Acct. are all beneficially owned, controlled or directed, directly or indirectly by Mr. David Michael.
2. The total diluted shares as applicable to Mr. Michael are 116,861,225 as follows: 110,861,225 issued shares plus 6,000,000 warrants.

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, 2017, the Corporation had two Named Executive Officers, being Paul Cronin, CEO and Mark Gelmon, 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⁾	2017	615,028 ⁽³⁾	Nil	Nil	Nil	Nil	615,028
	2016	561,039 ⁽³⁾	Nil	Nil	Nil	Nil	561,039
Mark Gelmon, Chief Financial Officer ⁽⁴⁾	2017	144,000	Nil	Nil	Nil	Nil	144,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Clyde Wesson, Former Director ⁽⁵⁾	2017	615,028 ⁽³⁾	Nil	Nil	Nil	Nil	651,028
	2016	561,039 ⁽³⁾	Nil	Nil	Nil	Nil	561,039
Paul Cronin, Chief Executive	2017	158,951	Nil	Nil	Nil	Nil	158,951
	2016	n/a	n/a	n/a	n/a	n/a	n/a

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Officer/Director ⁽⁷⁾							
Douglas Turnbull, Former Director/ Chief Executive Officer ⁽²⁾	2017	n/a	n/a	n/a	n/a	n/a	n/a
	2016	13,500	Nil	Nil	Nil	Nil	13,500
Nick DeMare, Former Chief Financial Officer ⁽⁴⁾	2017	n/a	n/a	n/a	n/a	n/a	n/a
	2016	15,000	Nil	Nil	Nil	Nil	15,000
Jonathan Battershill, Director ⁽⁸⁾	2017	43,137	Nil	Nil	Nil	Nil	43,137
	2016	n/a	n/a	n/a	n/a	n/a	n/a
Richard Monti, Director ⁽⁸⁾	2017	25,588	Nil	Nil	Nil	Nil	25,588
	2016	n/a	n/a	n/a	n/a	n/a	n/a
Alberto Lavandeira, Director ⁽⁸⁾	2017	25,557	Nil	Nil	Nil	Nil	25,557
	2016	n/a	n/a	n/a	n/a	n/a	n/a
Sung-Eun Stephan Kim, Former Director ⁽⁷⁾	2017	n/a	n/a	n/a	n/a	n/a	n/a
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Christopher Towsey, Former Director ⁽⁷⁾	2017	n/a	n/a	n/a	n/a	n/a	n/a
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Patrick Moore, Former Director ⁽⁵⁾	2017	n/a	n/a	n/a	n/a	n/a	n/a
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Ignacio Garcia Matos, Former Director ⁽⁵⁾	2017	n/a	n/a	n/a	n/a	n/a	n/a
	2016	Nil	Nil	Nil	Nil	Nil	Nil

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 August 9, 2016, Douglas Turnbull resigned as CEO, President and a director of the Corporation and Brian Wesson was appointed in his stead. 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. (2016: \$561,039)
4. On August 9, 2016, Nick DeMare resigned as Chief Financial Officer of the Corporation and Mark Gelmon was appointed in his stead. On January 2, 2018, Mark Gelmon resigned as CFO and Sean Duffy was appointed CFO.
5. On August 9, 2016, Mr. Clyde Wesson was appointed a director of the Corporation and Messer's Moore and Matos resigned as directors on even date.
6. This amount was paid to Chase Management Ltd., a private consulting company controlled by Mr. Demare.
7. On October 11, 2016, Messer's Towsey and Kim were appointed directors of the Corporation and subsequently resigned on July 10, 2017.
8. 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 and Mark Gelmon, former Chief Financial Officer (*for further information, refer to "Employment, Consulting and Management Agreements" below.*)

Stock Options and Other Compensation Securities

Unless otherwise stated all option and share data quoted is on a post share consolidation basis.

The following compensation securities were granted to NEO's or directors by the Corporation or its subsidiaries for the financial year ended December 31, 2017 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, 2017 (\$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	
Sung-Eun Stephan Kim	23 Feb 17	0.165	133,333	22 Feb 19 ⁽¹⁾	0.05	0.055
Christopher Towsey	23 Feb 17	0.165	133,333	22 Feb 19 ⁽¹⁾	0.05	0.055
Brian Wesson	23 Feb 17	0.165	133,333	22 Feb 19 ⁽²⁾	0.05	0.055
Clyde Wesson	23 Feb 17	0.165	133,333	22 Feb 19 ⁽²⁾	0.05	0.055
Mark Gelmon	23 Feb 17	0.165	83,333	22 Feb 19 ⁽³⁾	0.05	0.055

Notes:

1. These options were cancelled on October 10, 2017.
2. These options were exercised on October 10, 2017.
3. These options were cancelled on March 31, 2018.

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, 2017.

Name and Position	Number of Options	Vesting Provisions
Mark Gelmon Chief Financial Officer	83,333 ⁽¹⁾	n/a
Paul Cronin Chief Executive Officer/Director ⁽²⁾	2,633,333	various ⁽⁵⁾
Jonathan Battershill, Director ⁽³⁾	1,583,333	various ⁽⁵⁾
Richard Monti, Director ⁽⁴⁾	1,583,333	various ⁽⁵⁾
Alberto Lavandeira, Director	1,583,333	various ⁽⁵⁾

Notes:

1. These stock options expired on March 31, 2018.
2. Held by Swellcap Limited
3. Partially held by JJB Advisory Ltd and partially held directly
4. Held by Greatcity Corporation Pty Ltd
5. 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</p>

	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),
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 October 19, 2018 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, 2017.

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

The table below shows the compensation securities that were exercised by the NEO's or directors for the year ended December 31, 2017:

Name and Position	Number of Stock Options exercised	Exercise Price	Date Exercised	Closing Price on Date Exercised	Difference Between Exercise Price and Closing Price on Date Exercised	Total Value on Date Exercised
Brian Wesson Former Director/ Chief Executive Officer	400,000	0.055	10 Oct 17	0.095	0.040	\$22,000
Clyde Wesson, Former Director	400,000	0.055	10 Oct 17	0.095	0.040	\$22,000

Note:

1. These stock options above are the pre-share consolidation numbers

Stock Option Plans and Other Incentive Plans

The Corporation's current Stock Option Plan (the "**Stock Option Plan**") has been established in accordance with the policies of the TSXV and has been amended following Corporation's admission to the official list of ASX. 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, provided the same are in accordance with the TSXV policies.

Pursuant to the policies of the TSXV, a "rolling" stock option plan must be approved and ratified annually by the Shareholders. The Stock Option Plan was last approved at the Corporation's Annual General Meeting held on October 10, 2017 (see *Particulars of Matters to be acted Upon – Ratification of 10% Rolling Stock Option Plan* below).

The following information is intended as a brief description of the Stock Option Plan:

1. the Stock Option Plan reserves a rolling maximum of 10% of the issued Common Shares at the time of a stock option grant, with vesting provisions to be determined by the Board;
2. no more than 5% of the Common Shares outstanding at the time of grant may be reserved for issuance to any one individual in any 12 month period;
3. no more than 2% of the Common Shares outstanding at the time of grant may be reserved for issuance to any Consultant in any 12 month period;
4. no more than an aggregate of 2% of the Common Shares outstanding at the time of grant may be reserved for issuance to any Employee conducting Investor Relations Activities in any 12 month period;

5. options granted to Consultants performing Investor Relations Activities shall vest over a minimum of 12 months with no more than 1/4 of such Options vesting in any 3 month period;
6. without disinterested shareholder approval, the number of Common Shares that may be reserved for issuance to the insiders of the Corporation: (i) at the time of grant; or (ii) within a one year period; may not exceed 10% of the outstanding Common Shares calculated at the time of the grant. No securities may be issued to 'related parties' or a person whose relationship with the Corporation or a related party is, in the ASX's opinion, such that approval should be obtained, unless prior shareholder approval is obtained in accordance with ASX Listing Rule 10.11;
7. the minimum exercise price of a stock option cannot be less than the Market Price of the Common Shares, less the maximum discount permitted by the policies of the Exchange;
8. options may have a maximum exercise period of ten years if the Corporation is a TSX Venture Exchange or Toronto Stock Exchange listed company;
9. options are non-assignable and non-transferable; and
10. the Stock Option Plan contains provisions for adjustment in the number of Common Shares or other property issuable on exercise of a stock option in the event of a share consolidation, split, reclassification or other capital reorganization, or a stock dividend, amalgamation, merger or other relevant corporate transaction, or any other relevant change in or event affecting the Common Shares.

"Consultant", "Employee", "Investor Relations Activities" and "Market Price" all have the same definition as in the policies of the TSXV.

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. The Corporation was a party to a Consultancy Services Agreement with iO Corporate engaging the services of Mark Gelmon for his services as CFO of the Corporation. The compensation payable pursuant to the agreement was CAD\$12,000 per month for combined CFO and Corporate Secretarial services. The agreement also contained severance conditions which comprised by the Consultant on three months written notice to the Company, by the Company on six months written notice to the Consultant, or by a lump sum payment by the Company to the Consultant equal to four months pay (CAD\$48,000). On January 2, 2018 both parties agreed to a severance payment equal to service until 31 March 2018.

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 are in accordance with the policies of the TSX Venture Exchange, and 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, 2017:

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)	6,659,996	\$0.32	1,226,283
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	6,659,996	\$0.32	1,226,283

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 and is on the mailing list of the TSXV to receive updates to any of those 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*, the policies of the TSXV 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, 2017 and 2016 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
2016	\$35,190	\$Nil	\$2,750	\$Nil

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, 2017 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⁾ Chief Executive Officer and Managing Director Burford, UK	Director and Mining Industry Executive	July 10, 2017	733,900 ⁽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.
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 Amendment to the Stock Option Plan and Annual Approval of the Stock Option Plan

The Corporation is proposing to amend the Stock Option Plan to comply with certain technical requirements of the ASX with the adoption of an addendum to the Stock Option Plan in the form attached to this Information Circular as Schedule "B" (the "**Addendum**"). Following the Corporation's admission to the official list of the ASX, the Addendum was adopted and approved by the Board on October 29, 2018 to ensure compliance with ASX Listing Rules 6.16, 6.19, 6.21, 6.22, 6.23.3 and 6.23.4. The Addendum is also subject to approval of the TSXV. The Addendum relevantly provides for the following:

- (Reorganisation: ASX Listing Rule 6.16): If there is a reorganisation of the issued share capital of the Corporation (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each optionee will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
- (Participation in new issues of Shares: ASX Listing Rule 6.19): Unless otherwise determined by the Board, an optionee does not have the right to participate in new issues of Shares made by the Company without first exercising the Option.
- (Change of exercise price or the number of underlying Shares):
 - (ASX Listing Rule 6.21): Except as permitted by the following paragraph, an Option issued under this Plan does not confer any right to a change in exercise price or a change to the underlying Shares over which it can be exercised.
 - (ASX Listing Rule 6.22): An Option may confer the right to a change in its exercise price, or a change to the underlying Shares over which it can be exercised, in any of the following cases:
 - If there is a pro rata issue (except a bonus issue) to the holders of the underlying Shares, securities, the exercise price of an Option may be reduced according to the following formula:

$$O' = O - \left(\frac{E[P - (S + D)]}{N + 1} \right)$$

where:

O' = the new exercise price of the Option.

O = the old exercise price of the Option.

E = the number of underlying Shares into which one Option is exercisable
(Note: E is 1 unless the number has changed because of a bonus issue)

P = the volume weighted average market price per Share calculated over the 5 trading days ending on the day before rights date or ex entitlements date.

S = the subscription price for a security under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of securities with rights or entitlements that must be held to receive a right to one new Security.

- If there is a bonus issue to the holders of the underlying Shares, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the optionee would have received if the Option had been exercised before the record date for the bonus issue.
- (Other changes in terms of Options):
 - (ASX Listing Rule 6.23.3): A change which has the effect of reducing the exercise price, increasing the period for exercise, or increasing the number of securities received on exercise of an Option, cannot be made.
 - (ASX Listing Rule 6.23.4): A change which is not prohibited under the above paragraph can only be made if Shareholders approve the change. The notice of meeting must include a voting exclusion statement in accordance with the ASX Listing Rules.

Management is seeking to confirm, ratify and approve the Addendum and to approve the subsequent issue and allotment of Common Shares on exercise of stock options granted under the Stock Option Plan, as amended, in accordance with the policies of the TSXV and ASX Listing Rule 7.2, Exception 9. At the Meeting, shareholders will be asked to consider and, if thought fit, pass the following ordinary resolutions:

“BE IT RESOLVED THAT:

- (i) the Addendum is ratified, confirmed and approved for the purposes of ASX Listing Rules 7.2, Exception 9, and for all other purposes;
- (ii) the Stock Option Plan, as amended, is approved, including reserving for issuance under the Stock Option Plan at any time of a maximum of 10% of the issued and outstanding Common Shares;
- (iii) the form of the Stock Option Plan, as amended, may be amended in order to satisfy the requirements or requests of any regulatory authority or stock exchange without requiring further approval of the shareholders of the Corporation;
- (iv) the Corporation is authorized to grant stock options pursuant to and subject to the terms and conditions of the Stock Option Plan, as amended, to qualified directors, officers, employees and consultants or management company employees of the Corporation, or any affiliate of the Corporation; and
- (iii) any one director or officer of the Corporation, for and on behalf of the Corporation, be and is hereby authorized to execute and deliver all documents and instruments and take all such other actions as may be necessary or desirable to implement this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents and instruments and the taking of any such actions.”

For further information concerning the Stock Option Plan, refer *Statement of Executive Compensation – Stock Option Plans and Other Incentive Plans* above.

The Corporation confirms that no Options have been issued under the Stock Option Plan since the date of its admission to the official list of ASX. The Corporation has issued 749,999 Options under the Stock Option Plan since the date it was last approved by Shareholders.

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 director of the Corporation (except one who is ineligible to participate in any employee incentive scheme in relation to the Company); 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.

The persons named in the enclosed form of proxy intend to vote for the ratification, confirmation and approval of the Addendum and the subsequent issue and allotment of Common Shares on exercise of stock options granted under the Stock Option Plan, as amended.

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 30, 2018.

BY ORDER OF THE BOARD

/s/ "Paul Cronin"

Paul Cronin, Chief Executive Officer

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General Meeting to be held on November 26, 2018

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Fold

Proxies submitted must be received by 11:00 am, PST on November 21, 2018.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone



To Vote Using the Internet

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your **CONTROL NUMBER** listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We being holder(s) of Black Dragon Gold Corp. hereby appoint: Jonathan Battershill, or failing him, Sean Duffy,

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General Meeting of shareholders of Black Dragon Gold Corp. to be held at Regency Suite, Queens Hotel Cheltenham, The Promenade, Cheltenham GL50 1NN, United Kingdom, on November 26, 2018 at 11:00 am (BST) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For **Against**

1. Number of Directors

To set the number of Directors at 4.

2. Election of Directors

For **Withhold**

For **Withhold**

For **Withhold**

Fold

01. Jonathon Battershill

02. Paul Cronin

03. Alberto Lavandeira

04. Richard Monti

For **Withhold**

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 **Against**

4. Company Stock Option Plan

To ratify the Company's 10% rolling stock option plan more particularly described in the accompanying information circular.

Fold

Authorized Signature(s) - This section must be completed for your instructions to be executed.

Signature(s)

Date

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.



Black Dragon Gold Corp.

ARBN 625 522 250

Lodge your vote:



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For all enquiries call:

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

BDG

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

CDI Voting Instruction Form

XX

For your vote to be effective it must be received by 5:00pm (AWST) Tuesday, 20 November 2018

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 5:00pm (AWST) Friday, 19 October 2018 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 CHESS Depository 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 CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

Signing Instructions

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.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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

MR SAM SAMPLE
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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 Regency Suite, Queens Hotel Cheltenham, The Promenade, Cheltenham GL50 1NN, United Kingdom , on November 26, 2018 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. Jonathon 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"/>
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04. Richard Monti

<input type="checkbox"/>	<input type="checkbox"/>
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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. Company Stock Option Plan

To ratify the Company's 10% rolling stock option plan more particularly described in the accompanying information circular.

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 ____ / ____ / ____

BDG

999999A

Computershare +

DLEQ 000001

SAM SAMPLE
123 SAMPLES STREET
SAMPLETOWN SS X9X X9X
CANADA

Security Class
COMMON CLASS

Holder Account Number
B9999999999 IND

Intermediary
ABCD

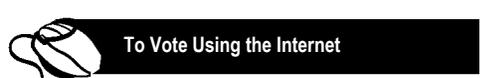
Voting Instruction Form ("VIF") - Annual General Meeting to be held on November 26, 2018

NON-REGISTERED (BENEFICIAL) SECURITYHOLDERS

1. We are sending to you the enclosed proxy-related materials that relate to a meeting of the holders of the series or class of securities that are held on your behalf by the intermediary identified above. Unless you attend the meeting and vote in person, your securities can be voted only by management, as proxy holder of the registered holder, in accordance with your instructions.
2. We are prohibited from voting these securities on any of the matters to be acted upon at the meeting without your specific voting instructions. In order for these securities to be voted at the meeting, it will be necessary for us to have your specific voting instructions. Please complete and return the information requested in this VIF to provide your voting instructions to us promptly.
3. If you want to attend the meeting and vote in person, please write your name in the place provided for that purpose in this form. You can also write the name of someone else whom you wish to attend the meeting and vote on your behalf. Unless prohibited by law, the person whose name is written in the space provided will have full authority to present matters to the meeting and vote on all matters that are presented at the meeting, even if those matters are not set out in this form or the information circular. Consult a legal advisor if you wish to modify the authority of that person in any way. If you require help, please contact the Registered Representative who services your account.
4. This VIF should be signed by you in the exact manner as your name appears on the VIF. If these voting instructions are given on behalf of a body corporate set out the full legal name of the body corporate, the name and position of the person giving voting instructions on behalf of the body corporate and the address for service of the body corporate.
5. If this VIF is not dated, it will be deemed to bear the date on which it is mailed by management to you.
6. When properly signed and delivered, securities represented by this VIF will be voted as directed by you, however, if such a direction is not made in respect of any matter, the VIF will direct the voting of the securities to be made as recommended in the documentation provided by Management for the meeting.
7. This VIF confers discretionary authority on the appointee to vote as the appointee sees fit in respect of amendments or variations to matters identified in the notice of meeting or other matters as may properly come before the meeting or any adjournment thereof.
8. Your voting instructions will be recorded on receipt of the VIF.
9. By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these securities.
10. If you have any questions regarding the enclosed documents, please contact the Registered Representative who services your account.
11. This VIF should be read in conjunction with the information circular and other proxy materials provided by Management.

VIFs submitted must be received by 11:00 am, PST on November 21, 2018.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



- Call the number listed BELOW from a touch tone telephone.

1-866-734-VOTE (8683) Toll Free

- Go to the following web site: www.investorvote.com
- Smartphone?
Scan the QR code to vote now.



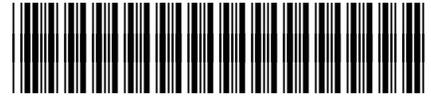
If you vote by telephone or the Internet, DO NOT mail back this VIF.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may choose an appointee other than the Management appointees named on the reverse of this VIF. Instead of mailing this VIF, you may choose one of the two voting methods outlined above to vote this VIF.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER 23456 78901 23456



IND DT

Appointee(s)

Management Appointees are: Jonathon Battershill, or failing him, Sean Duffy,

OR

If you wish to attend in person or appoint someone else to attend on your behalf, print your name or the name of your appointee in this space (see Note #3 on reverse).

as my/our appointee to attend, act and to vote in accordance with the following direction (or if no directions have been given, as the appointee sees fit) and all other matters that may properly come before the Annual General Meeting of shareholders of Black Dragon Gold Corp. to be held at Regency Suite, Queens Hotel Cheltenham, The Promenade, Cheltenham GL50 1NN, United Kingdom, on November 26, 2018 at 11:00 am (BST) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For **Against**

1. Number of Directors

To set the number of Directors at 4.

2. Election of Directors

For **Withhold**

For **Withhold**

For **Withhold**

01. Jonathon Battershill

02. Paul Cronin

03. Alberto Lavandeira

04. Richard Monti

For **Withhold**

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 **Against**

4. Company Stock Option Plan

To ratify the Company's 10% rolling stock option plan more particularly described in the accompanying information circular.

Authorized Signature(s) - This section must be completed for your instructions to be executed.

If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this VIF with signing capacity stated.

Signature(s)

Date

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your VIF, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.