

BLACK DRAGON GOLD CORP.
Ground Floor, Regent House, Rodney Road,
Cheltenham, GL50 1HX, United Kingdom
Telephone: +44 207 993 006

Notice of 2020 Annual General and Special Meeting

NOTICE IS HEREBY GIVEN that the 2020 annual general and special meeting (the “**Meeting**”) of shareholders of **Black Dragon Gold Corp.** (the “**Corporation**”) will be held by audio conference call on **8 July 2020**, at the hour of 9am (United Kingdom Time) and (4pm Australian Western Standard Time) for the following purposes:

- (a) To fix the number of directors of the Corporation at four (4);
- (b) To elect directors of the Corporation for the ensuing year;
- (c) 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;
- (d) 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;
- (e) To approve by separate resolutions the issue of fully paid ordinary shares to the Directors in lieu of certain director fees payable over 12-month period commencing 1 July 2020; and
- (f) To transact such other business as may be properly transacted at the Meeting or at any adjournment thereof.

Audio Conference Link: the Corporation will publish and announce the conference call link via an announcement to the Australian Securities Exchange.

The audio conference link will also be available on the Corporation's website from 9am (United Kingdom Time) & (4pm Australian Western Standard Time) via the same link.

The Chairman will respond to questions at the end of the presentation. Investors are encouraged to email questions prior to the conference call to info@blackdragongold.com

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 29 May 2020 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 Depositary Interests.

Shareholders who are unable to attend the Meeting through the audio conference 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, UK as of 5 June 2020.

BY ORDER OF THE BOARD OF DIRECTORS

Gabriel Chiappini, Company Secretary

BLACK DRAGON GOLD CORP.

Ground Floor, Regent House, Rodney Road,
Cheltenham, GL50 1HX, United Kingdom
Telephone: +44 207 993 0066

INFORMATION CIRCULAR

as at 5 June 2020 (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 8 July 2020 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.

Unless the context otherwise indicates, all references to “\$” are to Canadian dollars.

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 & Audio Conference Call

In light of the restrictions imposed as a consequence of the COVID-19 pandemic, the Corporation is not able to allow Registered Shareholders to physically attend the Meeting and instead will hold the meeting via electronic means and through an audio conference call link. The details of the conference call link will be announced separately via an

Australian Securities Exchange announcement, which will also be filed under the Company's profile on SEDAR at www.sedar.com

In order to vote, ask questions or otherwise participate in the audio conference Meeting, Registered Shareholders will need to register in advance with the Company via the notice provided. Proxyholders of Registered Shareholders can register in advance with the Company in order to be able to vote, ask questions or otherwise participate in the Meeting. To register in advance please send your registered holder details to the Company via email info@blackdragongold.com

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting. 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.

Audio Conference Link: the Corporation will publish and announce the conference call link via an announcement to the Australian Securities Exchange, which will also be filed under the Company's profile on SEDAR at www.sedar.com.

The audio conference link will also be available on the Corporation's website from 9am (United Kingdom Time) (4pm Australian Western Standard Time) via the same link.

The Chairman will respond to questions at the end of the presentation. Investors are encouraged to email questions prior to the conference call to info@blackdragongold.com

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.

In order to vote, ask questions or otherwise participate in the Meeting Beneficial Shareholders and their appointed representatives must register in advance, please send your beneficial holder details to the Company via email info@blackdragongold.com

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 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.

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

VOTING INSTRUCTION FORM FOR CDI HOLDERS

The voting instruction form only permits CDI holders to vote or abstain from voting on Resolutions B and C set forth in the notice of Meeting because the law of the Company's home jurisdiction in Canada does not provide for the casting of votes against certain types of resolution (e.g. election of directors, appointment of auditors). Canada has an alternative legislative scheme for security holders to contest the reappointment of directors and auditors. The Company has previously been granted a waiver from ASX Listing Rule 14.2.1 on 15 August 2018 to the extent necessary to permit the Company not to provide in its proxy form for holders of CDIs to vote against a resolution to elect a director or to appoint an auditor.

NOTE: If you mark the Abstain box for an item, you are directing CHES Depositary 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.

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 as disclosed herein.

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 29 May 2020 (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 at the Record Date, there were 111,929,336 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 the Record Date, 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, 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 "Statement of Executive Compensation":

“**CEO**” means an individual who acted as chief executive officer of the Corporation, or acted in a similar capacity, for any part of the Corporation's most recently completed financial year;

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

“**closing market price**” means the price at which the Shares were last sold, on the applicable date,

- (a) in the Share's principal marketplace in Canada, or
- (b) if the Shares are not listed or quoted on a marketplace in Canada, in the Share's principal marketplace;

“**company**” includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

“**equity incentive plan**” means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS 2 *Share-based Payment*;

“**external management company**” includes a subsidiary, affiliate or associate of the external management company;

“**grant date**” means a date determined for financial statement reporting purposes under IFRS 2 *Share-based Payment*;

“**incentive plan**” means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

“**incentive plan award**” means compensation awarded, earned, paid, or payable under an incentive plan;

“**NEO**” or “**named executive officer**” means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers of the Corporation, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the Corporation's most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

“**non-equity incentive plan**” means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

“**option-based award**” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

“**replacement grant**” means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option;

“**repricing**” means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option; and

“**share-based award**” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, Shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, Share equivalent units and stock.

As at December 31, 2019, the Corporation had two Named Executive Officers, being Paul Cronin, CEO and Sean Duffy, CFO. Unless otherwise indicated, all amounts herein are in Canadian dollars.

COMPENSATION DISCUSSION AND ANALYSIS

Compensation Discussion and Analysis

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.

Elements of Compensation

Compensation for the NEOs primarily consists of:

- (a) a base salary;
- (b) an annual discretionary cash bonus; and
- (c) share purchase options granted on a discretionary basis under the Corporation's stock option plan (the "**Stock Option Plan**").

Base Salary. The objective of base salary, consistent with market practice, is to provide a portion of compensation as a fixed cash amount. The Board reviews each NEO's base salary with reference to relevant industry norms relating to, among other things, experience, past performance and level of responsibility. The Board reviews salary levels periodically and may make adjustments, if warranted, as a result of salary increase trends in the marketplace, competitive positioning and an increase in responsibilities assumed by a NEO.

Annual Bonus. Annual cash bonuses are a component of the total compensation that may be granted to NEOs at the Board's discretion, without any formal objectives, criteria or analyses. Annual cash bonus incentives, if paid, may be based the successful completion of initiatives designed to improve our competitive position and financial integrity. The Board relies on the recommendations of the CEO in respect of other NEOs and Board discussions in their analysis and recommendation-making process. The Company confirms that there were no annual bonuses awarded during FY19.

Option-Based Awards. The Corporation's current Stock Option Plan was approved by Shareholders at its 2018 annual general meeting. 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 Plan 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 Stock Option 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.

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 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 Australian Securities Exchange, and closely align the interests of the executive officers with the interests of the Corporation's shareholders.

Risk Management

The Board considers the implications of risks associated with our compensation policies and practices. The Board considers the balance between the long-term objectives and short-term financial goals incorporated into our executive compensation program and whether our executive officers are potentially encouraged to expose us to inappropriate or excessive risks. Risks, if any, may be identified and mitigated through regular meetings of the Board and regular meetings of the independent directors of the Board.

Hedging

The Corporation's Securities Trading Policy applies to all transactions in its securities, including derivative securities relating to its Common Shares. The policy applies to, among others, all employees, officers and directors of, and consultant and contractors to, the Corporation or any of its subsidiaries prohibits such persons from engaging in any transactions involving the purchase or sale of such securities when they are in possession of material non-public information concerning the Corporation until the close of business on the first trading day following the date of public disclosure thereof or until such time as such non-public information is no longer material. However, the Corporation has not formally adopted a hedging policy prohibiting such persons from purchasing financial instruments to hedge or offset decreases in market value of equity securities granted as compensation or otherwise held by them.

SUMMARY COMPENSATION TABLE

Summary Compensation Table

The following table sets out certain information with respect to the compensation paid in each of the Corporation's three most recently completed financial years to individuals who were NEO's in the Corporation's financial year ended December 31, 2019.

Name and principal position (a)	Year (b)	Salary (\$) (c)	Share-based awards (\$) (d)	Option-based awards (\$) (e)	Non-equity incentive plan compensation (\$) (f)		Pension value (\$) (g)	All other compensation (\$) (h)	Total compensation (\$) (i)
					Annual incentive plans (f1)	Long-term incentive plans (f2)			
					Paul Cronin, Chief Executive Officer	<u>2019</u> <u>2018</u> <u>2017</u>			
Sean Duffy, Chief Financial Officer	<u>2019</u> <u>2018</u> <u>2017</u>	\$118,196 \$122,147 \$Nil	\$Nil \$Nil \$Nil	\$Nil \$8,859 \$Nil	\$Nil \$Nil \$Nil	\$Nil \$Nil \$Nil	\$Nil \$Nil \$Nil	\$118,196 \$131,006 \$Nil	

The amount attributed to option-based awards in the table above is based on the fair value of the award on the grant date, calculated using the Black Scholes option pricing model. The Black-Scholes option valuation is determined using the expected life of the stock option, expected volatility of the Common Share price, expected dividend yield and risk free interest rate. This model was used to estimate the fair value as it is the most accepted methodology.

Narrative Discussion

The Corporation's compensation strategy for its NEO's is detailed in the "Compensation Discussion and Analysis" section above.

External Management Companies.

None of the NEOs 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, CEO and Sean Duffy, CFO.

The Corporation is a party to a Consultancy Services Agreement with Paul Cronin (the “**Services Agreement**”) 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 the Services 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 Board resolved to amend the role of Paul Cronin from Managing Director to Executive Director, and in recognition of this transfer of responsibility, reduced the cash fees paid by 50% effective 1 July 2019. Paul remains the senior executive at the Corporation. During 2019 the Corporation and Mr Cronin agreed to a reduced annual fee of £75,000 per annum for management services provided by Mr. Cronin

The Corporation has entered into a consultancy agreement with Sean Duffy and Gumtree Management Services Limited (the “**Consulting Agreement**”). Under the Consulting Agreement, Mr. Duffy is engaged by the Corporation to provide services to the Corporation as chief financial officer and company secretary. The total consultancy fee payable to Mr. Duffy for the consultancy services is £5,833 per month.

INCENTIVE PLAN AWARDS

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out the share based payment and option based awards outstanding at the end of the Corporation's most recently completed financial year ended December 31, 2019, including awards granted before the end of Corporation's most recently completed financial year for the NEO's.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Paul Cronin, CEO	2,633,333	\$0.24	24 Sep 2027	N/A	N/A	N/A	N/A
Sean Duffy, CFO	333,333	\$0.33	29 Aug 2023	N/A	N/A	N/A	N/A

Incentive Plan Awards – Value Vested or Earned During the Year

The table below sets out information regarding the value of the share based and option based awards that vested or were earned during the Corporation's most recently completed financial year for the NEO's.

Name (a)	Option-based awards – Value vested during the year (\$) (b)	Share-based awards – Value vested during the year (\$) (c)	Non-equity incentive plan compensation – Value earned during the year (\$) (d)
Paul Cronin - CEO	\$43,073	N/A	N/A
Sean Duffy - CFO	\$Nil	N/A	N/A

Narrative Discussion

The Corporation's general compensation strategy for the grant of stock options to NEO's is discussed above under "Compensation Discussion and Analysis – Option Based Awards".

TERMINATION AND CHANGE OF CONTROL BENEFITS

Termination and Change of Control Benefits

During the financial year ended December 31, 2019, 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 Services Agreement contemplates a £150,000 payable pursuant to a change of control or certain corporate events which ultimately lead to a change of control. Assuming the Services Agreement was terminated by us other than for just cause or by Mr. Cronin for good reason effective December 31, 2019, we would have been required to make a change of control payment to him in the aggregate amount of £150,000 pursuant to the terms of the Services Agreement.

Either Mr. Duffy or the Corporation may terminate the Consulting Agreement without cause by providing 2 months written notice to the other party. Assuming the Consulting Agreement was terminated by us other than for just cause or by Mr. Duffy for good reason effective December 31, 2019, we would have been required to make a severance payment him in the aggregate amount of no more than 2 months salary pursuant to the terms of the Services Agreement.

DIRECTOR COMPENSATION

Director Compensation Table

The table below sets out the compensation paid to directors of the Corporation who were not NEO's during the Corporation's most recently completed financial year ended December 31, 2019.

Name (a)	Fees earned (\$) (b)	Share- based awards (\$) (c)	Option- based awards (\$) (d)	Non-equity incentive plan compensation (\$) (e)	Pension value (\$) (f)	All other compensation (\$) (g)	Total (\$) (h)
Jonathan Battershill	\$84,388 ⁽¹⁾	\$Nil	\$25,894	\$Nil	\$Nil	\$Nil	\$110,282
Richard Monti	\$50,633 ⁽²⁾	\$Nil	\$10,916	\$Nil	\$Nil	\$Nil	\$ 61,549
Alberto Lavandeira	\$50,633 ⁽³⁾	\$Nil	\$25,894	\$Nil	\$Nil	\$Nil	\$ 76,527

Notes:

- (1) Mr. Battershill received directors' fees of £50,000, which have been converted to Canadian dollars at a rate of CAD\$1.688
- (2) Mr. Monti received directors' fees of £30,000, which have been converted to Canadian dollars at a rate of CAD\$1.688.
- (3) Mr. Lavandeira received directors' fees of £30,000, which have been converted to Canadian dollars at a rate of CAD\$1.688.

Narrative Discussion

The Corporation has entered into letter agreements with each of Messrs. Battershill, Monti and Lavandeira in which they will receive directors' fees of £4,166, £2,500 and £2,500 per month, respectively (each excluding superannuation) for services provided to the Corporation, with each appointment effective from 4 July 2017. In the case of Mr. Battershill, the fees reflect his additional role as Chairman.

Director Share-Based Awards and Option-Based Awards

The following table sets out certain information regarding the share-based and option -based awards outstanding at the end of the Corporation's most recently completed financial year, including awards granted before the end of the Corporation's most recently completed financial year, for the directors of the Corporation who were not NEO's.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Jonathan Battershill - Director	1,583,333	\$0.24	24 Sep 27	N/A	N/A	N/A	N/A
Richard Monti - Director	666,667	\$0.24	24 Sep 27	N/A	N/A	N/A	N/A
Alberto Lavandeira - Director	1,100,000	\$0.24	24 Sep 27	N/A	N/A	N/A	N/A

Director Incentive Plan Awards – Value Vested or Earned During the Year

The table below sets out information regarding the value of the share based and option based awards that vested or were earned during the Corporation's most recently completed financial year for the directors of the Corporation who were not NEO's.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
(a)	(b)	(c)	(d)
Jonathan Battershill - Director	\$27,991	N/A	N/A
Richard Monti - Director	\$11,786	N/A	N/A
Alberto Lavandeira - Director	\$19,477	N/A	N/A

Narrative Discussion

The Corporation's general compensation strategy for the grant of stock options to directors of the Corporation who were not NEO's is discussed above under "Compensation Discussion and Analysis – Option Based Awards".

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

To the best of management's knowledge, except as otherwise disclosed herein, no person who is or has been a director, executive officer or employee of the Corporation or any of its subsidiaries, or an associate of any of the foregoing persons, was, within thirty days before the date of this Information Circular, indebted to the Corporation or its subsidiaries or indebted to another entity where such indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Corporation or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as otherwise 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 or proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries since the commencement of the Corporation's most recently completed financial 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 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 and Jonathan Battershill. The non-independent member is Paul Cronin, who is the Corporation's Chief Executive Officer.

Independence

The independent directors hold meetings at which the non-independent director and members of management are not in attendance. However, in order to facilitate open and candid discussion among independent directors, communication among the independent directors also occurs on an informal and ongoing basis as such need arises. The Board has an independent chairman. The Board is satisfied that the autonomy of the Board and its ability to function independently of management are protected through measures such as its independent audit committee. In addition, the independent members of the Board meet separately from the non-independent member and the Board encourages its independent members to seek the advice of financial, legal or other advisors when necessary.

Board Meeting attendance by directors for meetings held during FY19

	Jonathan Battershill	Paul Cronin	Alberto Lavandeira	Richard Monti
Number of board meetings held & attended	6	6	6	6

Board Charter

The Board has adopted a written charter. The charter states that the role of the board is the overall management of the Corporation's strategic direction, monitoring of management's performance and achievement of the Corporation's goals. The board represents the shareholders of the Corporation and is responsible for the nomination and remuneration of directors and the overall risk management strategy of the Corporation. The board is responsible on behalf of shareholders and stakeholders for protecting and developing the Corporation's interests. This is achieved through delegation of authority to the Corporation's Chief Executive Officer, who is tasked with managing the day to day activities of the Corporation. The charter provides that the role of the Chief Executive Officer is to provide the board with accurate, timely and clear information with the support of management.

The board's charter further provides that, in addition to matters required by law, the board has the following key responsibilities: a) providing strategic guidance for the Corporation by establishing a set of targets for the Chief Executive Officer and managing and assessing performance against these targets; b) selecting, appointing and where necessary, replacing, the Chief Executive Officer, the Corporation's chief financial officer, corporate secretary or other senior executives, and determination of the related terms and conditions including remuneration and termination; c) approving senior executive and management remuneration and rewards; d) all matters relating to the review and monitoring of audits, risk management, all compliance related items, and codes of conduct and ensuring continuous disclosure obligations are met in a timely manner; e) approving and monitoring the progress of the annual budget including all major capital expenditure, cash management and acquisitions within approved authorities; f) evaluating management and financial performance, including annual, half year and quarterly management and statutory financial accounts; g) appointing the Chairman of the board and directors to support the needs of the Corporation; and h) incorporating diversity and an appropriate mix of skills and experience to support and enhance the board's ability to create maximum shareholder value. A copy of the board charter is attached hereto as Schedule "A" hereto.

Position Descriptions

The Corporation's board charter provides that the role of the Corporation's Chairman is to to lead the board's meetings and the general meetings of the Corporation. The Chairman should be independent and ensure that all directors contribute effectively and keep all directors well informed to enable effective, clear decision making. The Chairman should ensure that all new directors are well briefed and able to represent the Corporation ethically and responsibly. The Chairman is responsible for acting as the Boards representative with management.

The role of the chair of the audit committee is to preside over all meetings of the committee, lead the board of committee in regularly reviewing and assessing the adequacy of its mandate and its effectiveness in fulfilling its mandate, and in the case of the audit committee chair, report to the Board with respect to the activities of the committee.

The Board and the Chief Executive Officer have not developed a written position description for the Chief Executive Officer. However, the Chief Executive Officer's principal duties and responsibilities are for planning the strategic direction of the Corporation, providing leadership to the Corporation, acting as a spokesperson for the Corporation, reporting to Shareholders, and overseeing the executive management of the Corporation.

Board Renewal

The Corporation does not have a mandatory retirement age or limit on the number of terms that a director may serve. Board composition is reviewed annually to ensure the right mix of expertise and experience is in place. The Board recognizes the value of board renewal and the perspectives that new directors can bring and considers these factors when nominating candidates for directorship and conducting assessments of the Board's performance. The Board balances these interests against the value of having members with corporate and industry-specific knowledge that can be gained through continuous service.

Diversity

The Corporation recognizes the benefits from diversity in the workplace and at the board level, including access to different perspectives and ideas, benefitting from a wide range of talent. Diversity includes, but is not limited to, gender, age, ethnicity and cultural background. To the extent possible, the Corporation seeks to address the recommendations and guidance provided in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. Pursuant to the policy, the board is committed to workplace diversity, which includes a focus on encouraging and supporting representation of women at both the senior level of the Corporation and on the Board.

The Corporation's diversity policy provides that the board is responsible for developing measurable objectives and strategies to meet the objectives of the policy and monitoring the progress of such objectives through the monitoring, evaluation and reporting mechanisms listed below.

The Corporation's Board does not currently include any female directors. The Corporation has not adopted a formal policy relating to the identification of female directors as its Board has not yet established such formal targets. However, it considers diversity, including gender diversity, when evaluating the composition of the board and potential new candidates for the Board.

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 and Alto Metals Ltd
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 Corporation has adopted a code of conduct (the "**Code**"), a copy of which is available on the Corporation's website. The Code was established to promote an inherent principle of integrity for the Corporation and all of its subsidiaries. The purpose of the code is to deter behaviour that can jeopardize the Corporation's reputation, strategic plan and profitability and seeks to promote: a) compliance with the principals and objectives set out in the Code and all of the Corporation's policies; b) compliance with all listed-exchange policies, regulatory reporting, governmental laws and regulations in a timely full and fair manner; c) honest and ethical conduct which includes the handling of any outside interests that could conflict with, have the potential to conflict with or could be perceived to conflict with the interests of the Corporation, whether actual or apparent; d) promote a safe working environment and contribute to sustainable development in the environment in which we operate with the highest standards and ethics; and e) encourage internal reporting of any violations of the Code with an open-door policy.

The Code applies to all employees, directors, contractors or consultants of the Corporation. All employees, including newly hired employees and newly elected directors, must sign an acknowledgement that they have understood and read the Code. There may also be a requirement at times to re-validate compliance with this Code. It is the responsibility of each employee, director or contractor to comply with the Code and all laws and regulations, report any violations of the Code and be accountable for compliance with the Code.

The Board has instructed its management and employees to abide by the Code and to bring any breaches thereof to the attention of such person's supervisor or any officer of the Corporation, including the Corporation's Chief Executive Officer, Secretary or Chairman or any director of the Corporation. The Board itself must comply with the conflict of interest provisions of applicable Canadian corporate law, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director and executive officer has a material interest. To ensure the foregoing, Board follows a practice whereby any such director or executive officer removes himself or herself during any related Board discussion and does not cast a vote on any matter in respect of which such director or executive officer has a material interest.

In addition, 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.

When appointing new members to the Board, consideration must be given to seek qualities that enhance the effectiveness of the Board including: a) honesty, fairness and ethical conduct promoting equal opportunity and diversity; b) compliance with applicable governmental laws, rules and regulations; c) compliance with the Corporation's policies and procedures; d) promotion of a working environment free from discrimination or harassment of any sort; e) ensuring the Corporation avoids actual or apparent conflicts of interest; f) protection of Corporation's assets including its information; and g) prompt reporting and resolution of any violation of this Policy. It is the policy of the Corporation, that when considering the appointment of new directors, the Board is responsible for undertaking appropriate checks, including police clearance and reference checks, before appointing a person and provide security holders with all material information in its possession relevant to the decision on whether or not to elect or re-elect a director.

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, all of whom are not officers, control persons or employees of the Corporation or an affiliate of the Corporation. Further information regarding the Corporation's audit committee and a copy of its charter can be found in the Corporation's annual information form for the year ended December 31, 2019, a copy of which is available under the Corporation's profile at www.sedar.com.

Composition of the Audit Committee

The following are the members of the Committee:

Jonathan Battershill	Independent ⁽¹⁾	Financially literate ⁽¹⁾
Alberto Lavandeira	Independent ⁽¹⁾	Financially literate ⁽¹⁾
Richard Monti (Committee Chair)	Independent ⁽¹⁾	Financially literate ⁽¹⁾

1. As defined in NI 52-110.

Relevant Education and Experience

Jonathan Battershill graduated with a Bachelor of Engineering (Geology) degree (Hons) from the Camborne School of Mines, United Kingdom in 1995. His career spans over 20 years in mining, business development and finance both in Australia and internationally. His industry experience includes senior operational and business development roles with WMC Resources Limited as well as significant stockbroking experience at Hartleys, Citigroup and UBS both in Sydney and London. Mr. Battershill was consistently voted one of the leading mining analysts in Australia between 2009 and 2015 by global institutional investors and, until mid-2017, was the Global Mining Strategist (Executive Director) with the UBS investment bank in London.

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.

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, 2019 and 2018 were as follows:

Financial Year Ended	Audit Fees	Audit Related Fees ¹	Tax Fees ²	All Other Fees ³
2018	\$38,556	\$Nil	\$2,750	\$4,200
2019	\$35,000	\$Nil	\$Nil	\$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, 2019 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 4, 2017	2,296,272
Jonathan Battershill Non-Executive Chairman and Director Surrey, UK	Director and Mining Industry Executive	July 4, 2017	1,099,140
Alberto Lavandeira ⁽²⁾ Director Huelva, Spain	CEO of Atalaya Mining PLC	July 4, 2017	491,303
Richard Monti ⁽²⁾ Director Perth, Australia	Director and Mining Industry Consultant	July 4, 2017	749,636

Notes:

1. Voting securities beneficially owned, directly or indirectly, or over which control or direction is exercised and includes shares and CDIs.
2. Member of the Audit Committee.

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. 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 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) 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 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 this resolution by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, an issue under the 10% Placement Facility (except a benefit solely by reason of being a holder of Shares) or any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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 29 May 2020, the Corporation's market capitalisation was approximately \$6.9 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).

If this resolution is passed, the Corporation will be able to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this resolution is not passed, the Corporation will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

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 at the commencement of the relevant period:
- plus the number of fully paid Shares issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
 - plus the number of fully paid Shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
 - plus the number of fully paid Shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
 - plus the number of partly paid Shares that became fully paid in the relevant period;
 - plus the number of fully paid Shares issued in the relevant period with approval under ASX Listing Rules 7.1 and 7.4; and
 - less the number of fully paid Shares cancelled in the relevant period.

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** the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

Note that "relevant period" has the same meaning as in ASX Listing Rule 7.1.

- ASX Listing Rules 7.1 and 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 10 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;
- the time and date of the Corporation's next annual general meeting; or
- the time and date of Shareholder approval of a transaction under ASX 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 ASX Listing Rule 7.3A

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

- **Minimum issue price**

If the Corporation issues Equity Securities for cash consideration under the 10% Placement Facility, then the issue price will be not less than the 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 10 trading days of the date in the preceding paragraph, the date on which the Equity Securities are issued.

- **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		
		\$0.031 50% decrease in Issue Price	\$0.062 Issue Price	\$0.124 100% increase in Issue Price
Current Variable A 111,929,336 Shares	10% Voting Dilution	11,192,934 Shares	11,192,934 Shares	11,192,934 Shares
	Funds raised	\$346,981	\$693,962	\$1,387,924
50% increase in current Variable A 167,894,004 Shares	10% Voting Dilution	16,789,400 Shares	16,789,400 Shares	16,789,400 Shares
	Funds raised	\$520,471	\$1,040,943	\$2,081,886
100% increase in current Variable A 223,858,672 Shares	10% Voting Dilution	22,385,867 Shares	22,385,867 Shares	22,385,867 Shares
	Funds raised	\$693,962	\$1,387,924	\$2,775,848

* 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 ASX 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 \$0.62 being the closing price of the Shares on ASX on 29 May 2020.

- Final date for issue

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

Shareholder approval of the 10% Placement Facility will cease to be valid if Shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

- Purposes of issues under 10% Placement Facility

The Corporation may seek to issue the Equity Securities for 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 Rule 7.1A.4 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.

- Issues in the past 12 months

The Corporation has previously obtained Shareholder approval under ASX Listing Rule 7.1A at its annual general meeting held on 31 October 2019.

In the 12 months preceding the date of the Meeting and as at the date of this Information Circular, the Corporation has not issued any securities pursuant to 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 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 £25,000 of director fees payable over 12-month period commencing 1 July 2020;*
- (ii) *Shares to Richard Monti (or his nominees) in lieu of up to £15,000 of director fees payable over 12-month period commencing 1 July 2020;*
- (iii) *Shares to Alberto Lavandeira (or his nominees) in lieu of up to £15,000 of director fees payable over 12-month period commencing 1 July 2020; and*
- (iv) *Shares to Paul Cronin (or his nominees) in lieu of up to £37,500 of director fees payable over 12-month period commencing 1 July 2020,*

with the Shares to be issued on a quarterly basis and the number of Shares to be issued to be calculated based on the following formula:

$$A = B/C$$

Where:

A = the number of Shares to be issued

B = the director fees accrued for the preceding quarter to be settled by an issue of Shares; and

C = the volume weighted average price of CDIs traded on ASX over the preceding 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 E(i): Jonathan Battershill (or his nominees) or an associate of Jonathan Battershill (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder or ordinary securities in the entity), or any of their respective associates;
- in respect of Resolution E(ii): Richard Monti (or his nominees) or an associate of Richard Monti (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder or ordinary securities in the entity), or any of their respective associates;

- in respect of Resolution E(iii): Alberto Lavandeira (or his nominees) or an associate of Alberto Lavandeira (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder or ordinary securities in the entity), or any of their respective associates; and
- in respect of Resolution E(iv): Paul Cronin (or his nominees) or an associate of Paul Cronin (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder or ordinary securities in the entity), or any of their respective associates.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In order to conserve the Corporation's cash reserves, each of the Directors agreed to be issued Shares ("**Future Remuneration Shares**") in lieu of half of their directors' fees for the 12-month period commencing 1 July 2020, subject to the receipt of shareholder approval.

If Resolution E is passed, the Corporation will be able to proceed with the issue of the Future Remuneration Shares to Jonathan Battershill, Richard Monti, Alberto Lavandeira and Paul Cronin.

If Resolution E is not passed, the Corporation will not be able to proceed with the issue of the Future Remuneration Shares to Jonathan Battershill, Richard Monti, Alberto Lavandeira and Paul Cronin and the directors' fees will be settled in cash.

The Future Remuneration Shares are to be issued on a quarterly basis in respect of the 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 30 September 2020, 31 December 2020, 31 March 2021 and 30 June 2021.

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

- The Future Remuneration Shares are to be issued to the Directors, in the proportions described above.
- Pursuant to ASX Listing Rule 10.11.1, Jonathan Battershill, Richard Monti, Alberto Lavandeira and Paul Cronin are related parties by virtue of being Directors;
- The formula for calculating the number of Future Remuneration Shares to be issued to each of the 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 Directors, which demonstrate the potential dilution that may occur to existing Shareholders. These examples are:

- based on converting director fees paid in GBP and allocating 50% to be paid in shares and an exchange rate of \$1AUD : £0.538GBP (being the rate quoted by the Reserve Bank of Australia on 29 May 2020);

- calculated using a deemed issue price equal to:
 - AUD\$0.062, being the closing price on 29 May 2020, being the latest practicable date prior to issuing this document (“**Latest Practicable Date**”);
 - AUD\$0.115, being the highest closing price over the 12-month period to the Latest Practicable Date; and
 - AUD\$0.050, 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.

Director	Deemed issue price	Number of Future Remuneration Shares	Dilution to existing Shareholders
Jonathan Battershill	\$0.062	749,490	0.67%
	\$0.115	404,073	0.36%
	\$0.050	929,368	0.83%
Richard Monti	\$0.062	449,694	0.40%
	\$0.115	242,444	0.22%
	\$0.050	557,621	0.50%
Alberto Lavandeira	\$0.062	449,694	0.40%
	\$0.115	242,444	0.22%
	\$0.050	557,621	0.50%
Paul Cronin	\$0.062	1,124,236	1.00%
	\$0.115	606,110	0.54%
	\$0.050	1,394,052	1.25%

- The Corporation intends to issue the Future Remuneration Shares on a quarterly basis over the period ending 30 July 2021 (being one month after the end of the final quarter to which the approval relates, being the quarter ended 30 June 2021). The Corporation has received a waiver from ASX Listing Rule 10.13.5 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 VWAP of the CDIs traded on ASX for the relevant quarter and the prevailing exchange rate.
- 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 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 Directors current remuneration package are as follows:

Director	Current remuneration package (inclusive of superannuation)
Jonathan Battershill	£50,000
Richard Monti	£30,000
Alberto Lavandeira	£30,000
Paul Cronin	£75,000

- A voting exclusion statement is included in the Information Circular.
- The Corporation'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 10.13.5 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 annual general meeting (the "Notice") to approve the issue of up to a maximum of £92,000 worth of shares, to be settled as Chess Depository Interests ("CDIs"), to each of its 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, and subject to the following conditions.

1.1. The Notice states that the Remuneration Shares will be issued on a quarterly basis by no later than 30 July 2021, being the date that is 1 month after the end of the final quarter of the 12 month period to which the Remuneration Shares relate, being the quarter ended 30 June 2021.

1.2. 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 directors at three different prices.

1.3. 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.

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

2. ASX has considered Listing Rule 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.

Pursuant to Canadian Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*, the issuance of the Future Remuneration Shares may be considered a "related party transaction" for the purposes of such instrument as it involves the issuance of securities to directors. The issuance of the Future

Remuneration Shares is exempt from the formal valuation and minority approval requirements under such instrument as the value of the Future Remuneration Shares do not exceed 25% of the market capitalization of the Corporation.

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. 5 June 2020

BY ORDER OF THE BOARD

Gabriel Chiappini

Gabriel Chiappini, Company Secretary

Schedule A
BOARD CHARTER

CORPORATE GOVERNANCE

This Policy outlines the main corporate governance practices by which Black Dragon Gold Corp. (the "**Company**") and its subsidiaries are subject to. The board of directors of the Company (the "**Board**") is responsible for the corporate governance practices and compliance on behalf of the shareholders.

This Policy is written for the protection and development of long term shareholder value.

ROLE OF THE BOARD

The role of the Board is the overall management of the Company's strategic direction, monitoring of management's performance and achievement of the Company's goals.

The Board represents the shareholders of the Company and is responsible for the nomination and remuneration of directors and the overall risk management strategy of the Company.

THE BOARD'S RELATIONSHIP WITH MANAGEMENT

The Board is responsible on behalf of the shareholders and stakeholders for protecting and developing the Company's interests. This is achieved by the Board via delegation of authority to the Company's chief executive officer (the "**CEO**"), who is tasked with managing the day to day activities of the Company. The role of the CEO is to provide the Board with accurate, timely and clear information with the support of management.

SUMMARY OF KEY RESPONSIBILITIES OF THE BOARD

In addition to matters required by law, the Board has the following key responsibilities:

- a) providing strategic guidance for the Company by establishing a set of targets for the CEO and managing and assessing performance against these targets;
- b) selecting, appointing and where necessary, replacing, the CEO, the Company's chief financial officer (the "**CFO**"), corporate secretary (the "**Secretary**") or other senior executives, and determination of the related terms and conditions including remuneration and termination;
- c) approving senior executive and management remuneration and rewards;
- d) all matters relating to the review and monitoring of audits, risk management, all compliance related items, and codes of conduct and ensuring continuous disclosure obligations are met in a timely manner;
- e) approving and monitoring the progress of the annual budget including all major capital expenditure, cash management and acquisitions within approved authorities;
- f) evaluating management and financial performance, including annual, half year and quarterly management and statutory financial accounts;
- g) appointing the Chairman of the Board and directors to support the needs of the Company; and
- h) incorporating diversity and an appropriate mix of skills and experience to support and enhance the Board's ability to create maximum shareholder value.

STRUCTURE OF THE BOARD

The Board composition is reviewed annually to ensure the right mix of expertise and experience is in place. The current Board members have extensive expertise in exploration, mining and project finance. Where a vacancy exists or where it is considered the Board would be enhanced by a new director, the Board will carry out selection criteria for the most suitable candidate to enable the Board to best carry out its responsibilities.

The Board has determined at this time there is no requirement for a nomination and compensation committee however, the Board regularly reviews the balance of skills currently and as part of succession planning to ensure the appropriate level of skills, knowledge and experience along with diversity and independence are in place to best discharge its responsibilities for the shareholders in the most effective manner. The ongoing review of Board composition and skills mix is discussed at each Board meeting.

All directors and executives are required to sign an appointment letter setting out the key conditions of engagement, remuneration, responsibilities and expectations that are in line with the Company's Code of Conduct.

Any potential new directors are recommended to shareholders based on skills and expertise, diversity and independence that will add value to the structure of the Board.

When appointing new members to the Board, consideration must be given to seek qualities that enhance the effectiveness of the Board including:

- a) honesty, fairness and ethical conduct promoting equal opportunity and diversity;
- b) compliance with applicable governmental laws, rules and regulations;
- c) compliance with the Company's policies and procedures;
- d) promotion of a working environment free from discrimination or harassment of any sort;
- e) ensuring the Company avoids actual or apparent conflicts of interest;
- f) protection of Company assets including its information; and
- g) prompt reporting and resolution of any violation of this Policy.

It is the policy of the Company, that when considering the appointment of new directors, the Board is responsible for undertaking appropriate checks, including police clearance and reference checks, before appointing a person and provide security holders with all material information in its possession relevant to the decision on whether or not to elect or re-elect a director.

The Company considers that the Board should have at least three independent directors. Given the size of the Company this may not always be possible but currently the Board is comprised of three independent directors, Jo Battershill (Chairman), Richard Monti (non-executive director) and Alberto Lavandeira (non-executive director). In applying the definition of independence, the Board will take into consideration the ASX Principles of Good Corporate Governance and Best Practice Recommendations and appropriate materiality thresholds to ensure a director is free of any business or other relationship that could materially interfere with (or reasonably perceived to interfere with) the exercise of their independent judgement.

An informal induction will be provided to all new directors which includes meeting with the Secretary, technical and financial personnel and where possible a site visit to best understand the Company's risks, policies and strategic plan.

The performance of all directors is to be reviewed by the Board each year.

The Company must disclose the length of service of each Director in, or in conjunction with, its annual report.

The Company must disclose the relevant qualifications and experience of each Board member in, or in conjunction with, its annual report.

ROLE OF CHAIR

The Chair of the Board's (the "Chair") role is to lead the Board meetings and the general meetings of the Company. The Chair should be independent and ensure that all directors contribute effectively and keep all directors well informed to enable effective, clear decision making. The Chair should ensure that all new directors are well briefed and able to represent the company ethically and responsibly.

The Chair is responsible for acting as the Boards representative with management.

CORPORATE SECRETARY

The Secretary reports directly to the Board and is responsible for advising on and managing governance matters, agenda/minutes and material for all Board meetings, regulatory filings, and matters as directed by the Chair.

BOARD COMMITTEES

The company is currently not of a size that allows for the formation of a nomination or compensation committee but does have in place an audit committee. The full Board will be responsible for all risk management, fraud and internal controls and the appointment of the Company's auditors.

BOARD MEETINGS

The Board meets formally in person or via dial in, quarterly and whenever any additional meetings are required. The minutes of each Board meeting are taken by the Secretary and then approved by the Chair and circulated to directors for approval at each Board meeting.

Other parties such as management and consultants may be invited by the Chair to the Board meetings as the need dictates. Discussion on matters of risk and sensitivity are to be attended only by the directors.