

# **BLACK DRAGON GOLD CORP.**

## **FORM 51-102F1**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2017**

(Expressed in Canadian dollars unless otherwise noted)

#### **Background**

This Management's Discussion and Analysis ("MD&A") of Black Dragon Gold Corp. ("Black Dragon Gold" or the "Company"), provides an analysis of the Company's financial results for the nine months ended September 30, 2017 and should be read in conjunction with the accompanying unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2017 and the related notes thereto, prepared in accordance with International Accounting Standard No.34, Interim Financial Reporting. This MD&A should also be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2016 and the related notes thereto. All amounts are expressed in Canadian dollars, unless otherwise stated. All documents previously mentioned are available for viewing on SEDAR at [www.sedar.com](http://www.sedar.com). This MD&A is based on information available as at November 29, 2017.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including that within the Company's financial statements and MD&A, are complete and reliable.

Certain statements made may constitute forward-looking statements. Such statements involve a number of known and unknown risks, uncertainties and other factors. Actual results, performance and achievements may be materially different from those expressed or implied by these forward-looking statements.

Additional information related to the Company is available for view on the Company's website [www.blackdragongold.com](http://www.blackdragongold.com) and on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **Company Overview**

Black Dragon Gold Corp. was incorporated under the laws of the Province of British Columbia on August 20, 2007. The Company completed its Initial Public Offering ("IPO") in February 2008 and commenced trading on the TSX-V. Upon Listing, the Company was classified as a Capital Pool Company ("CPC") as defined by Policy 2.4 of the TSX Venture Exchange (the "TSX-V"). In April 2010, the Company completed its Qualifying Transaction and was classified as a junior mining issuer with the TSX-V. The Company's head office address is Suite 545 – 999 Canada Place, Vancouver, British Columbia, V6C 3E1. The registered and records office address is located at Suite 2080 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

#### **RMB Australia Holdings Ltd. ("RMB") Debt Settlement**

On July 11, 2016, the Company entered into strategic agreements for the restructuring of the Company. The Company changed its name from Astur Gold Corp. to Black Dragon Gold Corp. and began trading on the TSX Venture Exchange under the symbol BDG.V.

During the year ended December 31, 2016, RMB Australia Holdings Limited ("RMB") and the Company entered into an option agreement, under which RMB had granted the Company the option (the "Option") to repay the secured debt facility owed by the Company to RMB in consideration for: (1) a cash payment of US\$3,000,000; and (2) a 2% net smelter returns royalty on the first 800,000 ounces of gold produced from the Company's Salave Project (the "NSR"). The NSR may be repurchased by the Company at any time until the earlier of (a) receipt of primary environmental approvals for the Salave Project or (b) December 31, 2017 for a cash payment of US\$3.0 million. Under the Option Agreement, RMB granted the Company the exclusive right until September 6, 2016 (the "Exclusivity Period"), as extended to July 5, 2017, to arrange the necessary financing to exercise the Option.

On July 5, 2017, the Company repaid this secured debt facility with RMB, totaling US\$9,907,776, for aggregate cash consideration of \$4,493,966 and has granted to RMB a net smelter return royalty of 2% on the first 800,000 ounces of Salave gold production. The proceeds utilized to repay the facility were raised in conjunction with the Company's recently closed \$8,555,240 non-brokered private placement, closed on June 30, 2017 (See Private Placements section below).

## Management Changes

The Company has identified and, on July 4, 2017, appointed a new board of directors to lead the Company through its next chapter. The incoming board of directors and management have significant experience in operating exploration and predevelopment mining projects, particularly in Europe. The new board of directors comprises:

- Jonathan Battershill as non-executive chairman;
- Paul Cronin as chief executive officer and managing director;
- Alberto Lavandeira as a non-executive director;
- Richard Monti as a non-executive director.

Biographies of the incoming board of directors are summarized below:

Jonathan Battershill, non-executive chairman:

- 20 years of international experience in mining, business development and finance;
- Mining industry experience includes senior operational and business development roles at WMC Resources Ltd. and mining-focused senior equity analyst roles at Hartleys, Citigroup and UBS.

Paul Cronin, CEO and managing director:

- Resource-focused fund manager and investment banker, with considerable experience in relation to financing resource projects;
- Most recently CEO and director of Australian Securities Exchange-listed Anatolia Ltd., and prior to that, vice-president at RMB Resources, the resources financing business of Johannesburg Stock Exchange-listed FirstRand Ltd.

Alberto Lavandeira, non-executive director:

- Qualified mining engineer with 38 years' experience operating and developing mining projects;
- Currently CEO and director of Spanish copper producer Atalaya Mining;
- Previously CEO and chief operating officer of Rio Narcea Gold Mines (1995 to 2007), which undertook exploration drilling at Salave during 2004 to 2005 and developed three mines from exploration to production, including El Valle in the same region as Salave, Aguablanca near Seville and Tasiast in Mauritania.

Richard Monti, non-executive director:

- Broad experience from 30 years working in the technical, commercial, marketing and financial fields in the exploration and mining industries;
- 40 board years of experience across 11 ASX- and Toronto Stock Exchange-listed companies;
- Currently a director of Pacifico Minerals Ltd.

## Strategy Moving Forward

Management is focused on creating shareholder value through fast tracking the progress of the Salave asset to production. Before assuming management of the Company, previous management had identified the construction permitting issues and the RMB debt as the sole restraints on the realization of the asset's significant value. Previous management resolved the RMB debt by renegotiating an option to repurchase the US\$10 million facility for US\$3 million plus certain other consideration, as discussed above. Management's strategy for the construction approval was on clearing adversarial legal proceedings to allow the Company to reset the relationships with the relevant authorities and stakeholders. All proceedings have now been concluded with the final proceedings being dismissed by the Superior Court of Justice of Asturias during the previous quarter.

## Overview of the Salave Project

The Salave Project is comprised of five, 30-year-term mining concessions (renewable up to 90 years) over the resource area and an investigative permit which collectively covers an area of 3,426.97 hectares. Within the concession boundaries, the Company owns 109,753 m<sup>2</sup> of freehold land over the surface mineralisation. The company applied for an administrative authorisation permit ("AAP") in 2015, which is similar to a construction permit. This was denied due to the Company not adequately addressing the concerns of the relevant stakeholders in relation to certain water issues. The Company subsequently brought administrative judicial proceedings against the relevant authorities claiming both the reversal of the decision and €8 million in damages. The legal proceedings essentially blocked the development process as it halted further consultation and negotiation. All judicial proceedings have now been dismissed.

The project has had some €55 million spent on its development and resource definition. A prominent geophysical anomaly coincident with favourable geology, alteration and mineralization defines a significant gold target that prompted intense drilling campaigns by major gold companies resulting in some 69,000 metres of drilling plus extensive social, environmental and engineering studies and testwork. The drilling to date has delineated a measured and indicated mineral resource of 6,522,000 tonnes containing 933,000 ounces of gold at a grade of 4.51 gram per tonne gold ("g/t Au") at a 2.0 g/t Au cut off, plus an additional 1,078,000 tonnes of inferred mineral resources grading 3.05 g/t Au containing 106,000 ounces of gold. The NI43-101 mineral resource estimate was carried out by Mine Development Associates ("MDA") of Reno, Nevada and the supporting technical report with effective date of October 7, 2016 was subsequently amended and released on January 31, 2017. The amended technical report is available on SEDAR and the Company's web site. Readers are cautioned that mineral resources that are not mineral reserves do not have economic viability. The quantity and grade of reported Inferred Mineral Resources in this estimation lack sufficient geological evidence to verify the geological, grade or quality continuity required to define these Inferred resources as an Indicated or Measured resource. It is reasonably expected that the majority of the Inferred resources could be upgraded to Indicated mineral resources with continued exploration.

**Table 1.1 Salave Project Measured and Indicated Gold Resources Only, 2.0 g Au/t Cutoff**

| Measured |        |        | Indicated |        |         | Measured + Indicated |        |         |
|----------|--------|--------|-----------|--------|---------|----------------------|--------|---------|
| Tonnes   | G Au/t | Oz Au  | Tonnes    | G Au/t | Oz Au   | Tonnes               | G Au/t | Oz Au   |
| 514,000  | 5.87   | 97,000 | 6,008,000 | 4.39   | 847,000 | 6,522,000            | 4.51   | 944,000 |

Table from NI43-101 MDA Amended Technical Report on the Salave Gold Project, amended January, 31 2017

The large quantum of large size core drilling has allowed pilot scale metallurgical testwork to be carried out. The most comprehensive metallurgical program consisting of bench-scale and pilot testing was managed by Ausenco Ltd. From 2005 to 2006 on two bulk samples from the Upper and Lower Zones of the Salave orebody.

The results from metallurgical testwork to date indicate that the Salave mineralisation is refractory and shows consistently high gold recoveries by flotation and subsequent pressure or bio oxidation of the sulphide concentrate. The Ausenco testwork demonstrated that the Salave ore is moderately hard with a bond work index ranging from 16.3 to 17.2 kWh/tonne, yields flotation recoveries ranging from 96.3 to 97.8% and subsequent recovery from pressure oxidation of the gold bearing sulphide concentrate of over 98%. The resulting overall potential gold recovery is approximately 96.5%.

Douglas Turnbull, P.Geol., is the Company's Qualified Person as defined by National Instrument 43-101 and has reviewed and approved the technical disclosure in this MD&A.

## **Private Placements**

During October, 2017, the Company issued 11,000,000 units for gross proceeds of \$990,000 in conjunction with the closing of a non-brokered private placement. Each unit is comprised of one common share and one share purchase warrant. Each warrant enables the holder to acquire one common share with an exercise price of \$0.20 per share, expiring on December 31, 2019.

On June 30, 2017, the Company issued 155,549,824 units for gross proceeds of \$8,555,240 in conjunction with the closing of a non-brokered private placement. Each unit is comprised of one common share and one share purchase warrant. Each warrant enables the holder to acquire one common share with an exercise price of \$0.11 per share, expiring on June 30, 2019. A residual value of \$777,749 was allocated to the warrants and \$7,777,491 to the common shares. The value attributed to the warrants was based on the residual method, which values the common shares at fair value, with the remaining amount of the proceeds being allocated to the warrants.

Finders' fees paid in conjunction with this private placement were comprised of cash payments totalling \$421,762, the issuance of 10,997,579 shares valued at \$418,137 and the issuance of 9,664,589 share purchase warrants valued at \$171,411, of which 1,664,589 warrants are exercisable for two years and of which 8,000,000 warrants are exercisable for four years, all with the same terms as those attached to the unit warrants.

During May 2017, the Company issued 570,000 units for gross proceeds of \$31,350 in conjunction with the closing of a tranche of the non-brokered private placement discussed above.

During March 2017, the Company issued 765,000 units for gross proceeds of \$42,075 in conjunction with the closing of a tranche of the non-brokered private placement discussed above.

During December 2016, the Company issued 3,940,000 units for gross proceeds of \$216,700 in conjunction with the closing of two tranches of a non-brokered private placement. Each unit is comprised of one common share and one share purchase warrant. Each warrant enables the holder to acquire one common share with an exercise price of \$0.11 per share, expiring between December 6 and December 22, 2018. If, during the warrant term, the closing price of the Company's common shares is at least \$0.22 for a period of twenty consecutive trading days, the Company may, at its option, accelerate the expiry date of the warrants by issuing a news release or giving written notice thereof all holders of warrants, and in such case, the warrants will expire on the earlier of the 30th day after the date on which the news release or written notice is disseminated by the Company, and the original expiry date. The Company paid a finder's fee of \$660.

During August 2016, the Company issued 10,282,592 units for gross proceeds of \$514,130 in conjunction with a non-brokered private placement. Each unit is comprised of one common share and one share purchase warrant. Each warrant enables the holder to acquire one common share with an exercise price of \$0.07 per share, expiring August 12, 2018. If, during the warrant term, the closing price of the Company's common shares is at least \$0.20 for a period of twenty consecutive trading days, the Company may, at its option, accelerate the expiry date of the warrants by issuing a news release or giving written notice thereof all holders of warrants, and in such case, the warrants will expire on the earlier of the 30th day after the date on which the news release or written notice is disseminated by the Company, and the original expiry date. A cash finder's fee of \$37,500 was paid to Lionsbridge Pty Ltd., a company controlled by the Company's former CEO. In addition, the Company paid cash issuance costs of \$21,608.

## **Convertible Debentures**

During April 2017, the Company closed on convertible debentures totaling \$251,000. The debentures bear interest at a rate of 15% per annum, payable at maturity. The debentures will mature and be repayable on or before April 18, 2019. The debentures are convertible into common shares in the Company at a conversion price of \$0.055 per share until April 18, 2018, and \$.10 per share thereafter until April 18, 2019. Each \$1,000 in principal amount of debentures also includes 18,181 common share purchase warrants. Each warrant entitles the holder to acquire one additional common share of the company at a price of \$0.11 per common share for a period of 24 months. If, during this 24-month period, the volume-weighted average price of the Company's common shares is at least \$0.22 for a period of seven consecutive trading days, the Company may, at its option, accelerate the expiry date of the warrants by issuing a news release or giving written notice thereof to all holders of the warrants, and, in such case, the warrants will expire on the earlier of: (i) the 30th day after the date on which the news release or written notice is provided by the Company; and (ii) the original expiry date. In connection with the issuance of the debentures, the holder thereof will be granted a right to nominate a member for election to the Company's board of directors at any meeting of shareholders where directors are to be elected, provided such nominee is acceptable to regulatory authorities, for so long as the debentures are outstanding.

Pursuant to a service agreement dated July 11, 2016, and previously approved by the TSX Venture Exchange, Lionsbridge received a finder's fee of 570,454 shares in connection with the closing of the debentures.

### Debt Settlement

During October, 2017, the Company issued 5,082,164 common shares at \$0.06375 per share plus 573,799 share purchase warrants exercisable at a price of \$0.11 per share for two years, in conjunction with the settlement of debt.

### Stock Options

During February 2017, the Company granted stock options enabling the holders to acquire up to 2,430,000 common shares of the Company with an exercise price of \$0.055 per share, expiring February 22, 2019 and fully vesting upon granting.

During September 2017, the Company granted stock options enabling the holders to acquire up to 17,950,000 common shares of the Company with exercise prices of between \$0.08 and \$0.15 per share, expiring on the earlier of i) ten years; and ii) three years from the date that each of the following milestones are achieved:

- i) 40% will vest upon receipt of a drilling permit for the Salave Gold project (exercisable at \$0.08 per share);
- ii) 20% will vest upon the completion of an equity financing of \$1,000,000 in North America (exercisable at \$0.11 per share);
- iii) 20% will vest upon commencement of the trading of the Company's shares on the Australian Stock Exchange (exercisable at \$0.11 per share);
- iv) 20% will vest upon completion of a Preliminary Economic Assessment Study or a Scoping Study on the Salave Gold project (exercisable at \$0.15 per share); and
- v) 100% of all valid unvested stock options will vest immediately at an exercise price of \$0.15 per share in the event of a change of control.

During October 2017, the Company granted stock options enabling the holder to acquire up to 1,250,000 common shares of the Company with an exercise price of \$0.08 per share, expiring on the earlier of i) ten years; and ii) five years from the date that each of the following milestones are achieved:

- i) 40% will vest upon completion of 1,000 metres of drilling at the Salave Gold project; and;
- ii) 60% will vest upon the completion of a JORC or NI-43101 PEA or Scoping Study on the Salave Gold project.

### Quarterly Results

The following table summarizes information, on a quarterly basis, for the last eight quarters:

|   | Three month<br>period ended<br>September 30,<br>2017 | Three month<br>period ended<br>June 30,<br>2017 | Three month<br>period ended<br>March 31,<br>2017 | Three month<br>period ended<br>December 31,<br>2016 |
|---|--|---|--|---|
| Total assets                                      | \$ 1,408,798   | \$ 7,684,535                                    | \$ 54,611  | \$ 143,038  |
| Working capital deficiency                        | (85,464)   | (7,418,875)                                     | (14,600,926)                                     | (14,045,396)  |
| Shareholders' (deficiency)                        | (268,032)  | (7,592,729)                                     | (14,598,779)                                     | (14,043,175)  |
| Net (loss) income and comprehensive (loss) income | 7,337,322  | (1,253,278)                                     | (685,878)  | (1,100,733)   |
| (Loss) income per share                           | 0.03   | (0.02)  | (0.01)   | (0.03)  |

|   | Three month<br>period ended<br>September 30,<br>2016 | Three month<br>period ended<br>June 30,<br>2016 | Three month<br>period ended<br>March 31,<br>2016 | Three month<br>period ended<br>December 31,<br>2015 |
|---|--|---|--|---|
| Total assets                                      | \$ 199,304   | \$ 130,927                                      | \$ 113,725                                       | \$ 165,498  |
| Working capital deficiency                        | (13,159,734)   | (12,063,255)                                    | (11,597,002)                                     | (11,870,103)  |
| Shareholders' (deficiency)                        | (13,157,433)   | (12,060,868)                                    | (11,594,522)                                     | (11,867,522)  |
| Net (loss) income and comprehensive (loss) income | (1,552,636)  | (466,346)                                       | 273,000  | (934,243)   |
| (Loss) income per share                           | (0.04)   | (0.01)  | 0.01   | (0.03)  |

## Results of Operations

### Three Months Ended September 30, 2017

During the three months ended September 30, 2017 (the "current period"), the Company recorded net income of \$7,337,322 compared to a loss of \$1,552,636 incurred during the three months ended September 30, 2016 (the "comparative period"). The significant variances resulted from the following:

#### *Gain on settlement of RMB loan*

During the current period, the Company recorded a \$7,722,967 gain on the settlement of the RMB loan with no similar transaction occurring during the comparative period.

#### *Foreign exchange gain (loss)*

During the current period, the Company incurred a \$35,769 foreign exchange loss compared to a \$120,159 foreign exchange loss incurred during the comparative period. This variance related mainly to the change in the US\$:Cdn\$ foreign exchange rate as it affected US\$-denominated liabilities.

#### *Management fees*

During the current period, the Company incurred \$66,458 of management fees paid or accrued to a company controlled by the Company's current Chief Executive Officer, compared to \$305,704 (2017 - \$16,487) incurred with a company controlled by the Company's former Chief Executive Officer during the comparative period.

#### *Directors' fees*

During the current period, the Company incurred directors' fees expense totalling \$45,427 compared to \$Nil incurred during the comparative period.

#### *General exploration costs*

During the current period, the Company incurred general exploration expenses of \$42,937 (2016 - \$Nil) related to the Company's Salave Gold property.

#### *Professional fees*

During the current period, the Company incurred professional fees expense of \$96,421 (2016 - \$118,365), mainly attributable to increased legal fees associated with the RMB debt settlement.

#### *Change of Control obligations*

During the comparative period, and in conjunction with change of control provisions within various previous management agreements, the Company recorded a charge of \$460,524.

### *Share-based compensation*

During the current period, the Company incurred share-based payments expense of \$25,888 (2016 - \$Nil), valued using the Black-Scholes model, as a result of granting stock options on September 24, 2017, enabling the holders to acquire up to 17,950,000 common shares of the Company with exercise prices of between \$0.08 and \$0.15 per share.

### *Nine Months Ended September 30, 2017*

During the nine months ended September 30, 2017 (the “current nine-month period”), the Company recorded net income of \$5,398,166 compared to a loss of \$1,745,982 incurred during the nine months ended September 30, 2016 (the “comparative nine-month period”). The significant variances resulted from the following:

#### *Gain on settlement of RMB loan*

During the current nine-month period, the Company recorded a \$7,722,967 gain on the settlement of the RMB loan with no similar transaction occurring during the comparative nine-month period.

#### *Foreign exchange gain (loss)*

During the current nine-month period, the Company incurred a \$295,901 foreign exchange gain compared to a \$614,151 foreign exchange gain incurred during the comparative nine-month period. This variance related mainly to the change in the US\$:Cdn\$ foreign exchange rate as it affected US\$-denominated liabilities.

#### *Management fees*

During the current nine-month period, the Company incurred \$1,115,028 (2016 - \$335,704) of management fees paid or accrued to a company controlled by two of the Company’s former directors, of which \$500,000 was incurred as a change-of-control payment, as well as \$66,458 (2016 - \$Nil) paid or accrued to a company controlled by the Company’s current Chief Executive Officer.

#### *Directors’ fees*

During the current nine-month period, the Company incurred directors’ fees expense totalling \$90,427 compared to \$Nil incurred during the comparative nine-month period.

#### *General exploration costs*

During the current nine-month period, the Company incurred general exploration expenses of \$130,799 (2016 - \$1,800) which included \$60,000 paid or accrued to a former CEO of the Company.

### *Share-based compensation*

During the current nine-month period, the Company incurred share-based payments expense of \$115,413 (2016 - \$Nil), valued using the Black-Scholes model, as a result of granting stock options enabling the holders to acquire up to 20,380,000 common shares of the Company with exercise prices of between \$0.055 and \$0.15 per share.

### *Change of Control obligations*

During the comparative nine-month period, and in conjunction with change of control provisions within various previous management agreements, the Company recorded a charge of \$460,524. The agreements provide for payment by the earlier of the completion of a significant financing six months.

## Cash Flows

Net cash used in operating activities during the nine months ended September 30, 2017 was \$2,586,636 (2016 - \$695,326). The cash used in operating activities for the current nine-month period consists primarily of the operating loss and a change in non-cash working capital.

During the nine months ended September 30, 2017, financing activities provided cash of \$3,822,673 (2016 - \$736,170) from net proceeds associated with private placements that closed during the current nine-month period as well as \$251,000 received on the issuance of convertible debentures, offset by the payment of \$4,619,049 in conjunction with the settlement of the RMB loan facility.

## Financial Condition / Capital Resources

|                            | September 30,<br>2017 | December 31,<br>2016 | December 31,<br>2015 |
|----------------------------|-----------------------|----------------------|----------------------|
| Working capital deficiency | \$ (85,464)           | \$ (14,045,396)      | \$ (11,870,103)      |
| Deficit                    | (25,869,725)          | (31,267,891)         | (28,421,176)         |

The Company has financed its operations to date through the issuance of common shares and debt financing. The Company continues to seek capital through various means including the issuance of equity and/or debt.

The Company had a U.S. dollar-denominated loan facility agreement (the "Facility") with RMB Australia Holdings Limited, which was settled in full during July 2017. Further information on the Facility is available in Note 6 of the Company's unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2017.

The Company's unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2017 have been prepared on a going concern basis which assumes that the Company will be able realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

On June 30, 2017, the Company issued 155,549,824 units for gross proceeds of \$8,555,240 in conjunction with the closing of a non-brokered private placement and during October 2017, the Company issued 11,000,000 units for gross proceeds of \$990,000 in conjunction with the closing of an additional non-brokered private placement.

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. If adequate financing is not available when required, the Company may be unable to continue operating. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

The Company's unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2017 do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

## Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements as at September 30, 2017 and as of the date of this report.

## Contingencies

The Company has no contingencies as at the date of this MD&A.

## Proposed Transactions

The Company has not entered into any undisclosed proposed transactions as at the date of this MD&A.



## Related Party Transactions

The Company considers personnel with the authority and responsibility for planning, directing and controlling the activities of the Company to be key management personnel.

The following amounts were incurred with respect to officers and directors and former officers and directors of the Company:

|  | Nine Months<br>Ended<br>September 30,<br>2017 | Nine Months<br>Ended<br>September 30,<br>2016 |
|--|---|---|
| Swellcap Limited – controlled by the current CEO | \$ 66,458                                     | \$ -  |
| Lionsbridge – controlled by a former CEO         | 1,115,028                                     | 260,704                                       |
| Doug Turnbull – former CEO                       | 45,000  | 45,000  |
| Nick DeMare –former CFO                          | -   | 15,000  |
| iO Corporate Services Ltd.                       | 108,000                                       | -   |
| Share-based compensation                         | 108,781                                       | -   |

There is \$390,539 (December 31, 2016 - \$970,089) in accounts payable and accrued liabilities at September 30, 2017 that are due directors and officers, former directors and officers and to companies controlled by directors and officers and former directors and officers of the Company, of which \$287,408 was settled by the issuance of common shares subsequent to September 30, 2017

## Investor Relations Activities

The Company maintains a website at [www.blackdragongold.com](http://www.blackdragongold.com). There are no investor relation agreements in effect as at September 30, 2017 and as of the date of this report.

## Subsequent Events

Subsequent to September 30, 2017, the Company:

- 1) Issued 11,000,000 units, for proceeds totaling \$990,000, in conjunction with the closing of a non-brokered private placement. Each unit is comprised of one common share of the Company and one share purchase warrant. Each warrant enables the holder to acquire one common share at the price of \$0.20 per share until December 31, 2019;
- 2) Issued 5,082,164 common shares at \$0.06375 per share plus 573,799 share purchase warrants exercisable at a price of \$0.11 per share for two years in conjunction with the settlement of debt;
- 3) Granted stock options enabling the holder to acquire up to 1,250,000 common shares at a price of \$0.08 per share, expiring October 23, 2027; and
- 4) Received \$57,750 in conjunction with the exercise of 1,050,000 stock options.

## Outstanding Share Data

The following table summarizes the Company's outstanding share data as of the date of this report:

|  | Number of shares<br>issued or issuable |
|--|--|
| Common shares  | 235,538,374                            |
| Stock options (exercise prices ranging from \$0.055 to \$0.85, expiring between December 10, 2017 and September 24, 2027 ) | 20,055,000                             |
| Warrants (exercise price of between \$0.07 and \$0.11 per share, expiring between August 12, 2018 and June 30, 2021 )      | 185,335,436                            |

## Financial Instruments and Risk Management

### *Fair value*

The inputs used in making fair value measurements are classified within a hierarchy that prioritizes their significance. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets and liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The carrying value of receivables and accounts payable and accrued liabilities and loan facility approximated their fair value because of the short-term nature of these instruments. Cash is measured at fair value using Level 1 inputs. The carrying value of deposits also approximates its fair value.

Financial instruments measured at fair value on the consolidated statements of financial position are summarized in levels of fair value hierarchy as follows:

| Assets | Level 1      | Level 2 | Level 3 | Total        |
|--------|--------------|---------|---------|--------------|
| Cash   | \$ 1,341,871 | \$ -    | \$ -    | \$ 1,341,871 |

The Company has exposure to the following risks from its use of financial instruments:

### *Credit risk*

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's cash is held at large financial institutions and it believes it has no significant credit risk.

### *Liquidity risk*

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations, and anticipating investing and financing activities. As at September 30, 2017, the Company had current assets of \$1,406,799 to settle current liabilities of \$1,492,263 which either have contractual maturities of less than 30 days and are subject to normal trade terms or are due on demand.

### *Market risk*

Market risk is the risk of loss that may arise from changes in market factors, such as interest rates and foreign exchange rates.

#### *a) Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company is exposed to interest rate risk on its bank account. The income earned on the bank account is subject to the movements in interest rates. The Company has cash balances and no-interest bearing debt, therefore, interest rate risk is nominal.

#### *b) Foreign currency risk*

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company funds certain operations, exploration and administrative expenses in Spain by using Euros converted from its Canadian bank accounts. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk. Based on the Company's Euro denominated financial instruments at September 30, 2017, a 10% change in exchange rates between the Canadian dollar and the Euro would result in a \$34,102 change in foreign exchange gain or loss.

## Accounting standards and interpretations issued but not yet applied

As at the date of this report, the following standards have not been applied in these financial statements:

- (i) IFRS 9 *Financial Instruments*: effective for annual periods beginning on or after January 1, 2018. IFRS 9 replaces multiple classification and measurement models in IAS 39 with a singular model that has only two classification categories: amortized cost and fair value. IFRS 9 prohibits reclassifications except in rare circumstances when the entity's business model changes. The new standard removes the requirement to separate embedded derivatives from financial asset hosts. It requires a hybrid contract to be classified in its entirety at either amortized cost or fair value.

Management is currently assessing the impact of these new standards on the Company's accounting policies and financial statement presentation.

## Risks and Uncertainties

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, legal, financial and regulatory risks.

- Operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing governmental law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Insurance may be maintained at levels consistent with prudent industry practices to minimize risks, but the Company is not fully insured against all risks, nor are all such risks insurable.
- Legal risks include the future outcome of the Company's legal challenge before the Asturias Court of Justice challenging the decision to reject approval of a proposed underground mine operation for the Salave project. It is noted that the Company is the plaintiff in these proceedings and the outcome is not expected to stop the exploitation of the mining concessions.
- Financial risks include commodity prices, interest rates and the Canadian dollar, United States dollar and the Euro exchange rate, all of which are beyond the Company's control.
- Regulatory risks include the possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings, the introduction of ever more complex reporting requirements the cost of which the Company must meet in order to maintain its exchange listing.

There can be no assurance that future financing will be available or, if available, that it will be on reasonable terms. If financing is obtained by issuing common shares from treasury, control of the Company may change and investors may suffer additional dilution. To the extent financing is not available, lease payments, work commitments, rental payments and option payments, if any, may not be satisfied and could result in a loss of property ownership or earning opportunities for the Company.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this MD&A are forward-looking statements or forward-looking information (collectively "forward-looking statements") within the meaning of applicable securities legislation. We are hereby providing cautionary statements identifying important factors that could cause the actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements.

Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results "if", "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements in this MD&A include, but are not limited to, statements with respect to: (i) the estimation of inferred and indicated mineral resources; (ii) that once the Company obtains a positive Environmental Impact Declaration ("EID") and the authorization of the project, it will be able to commence construction of the Salave gold mine, pending municipal permits; (iii) the market and future price of gold; (iv) the timing, cost and success of future exploration and development activities; (v) currency fluctuations; (vi) requirements for additional capital; and (vii) increases in mineral resource estimates (viii) possible outcomes of the Company's lawsuit against the Ministry of Economy and Employment of the Principality of Asturias.

Forward-looking statements are based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. The Company believes that the assumptions and expectations reflected in such forward-looking information are reasonable.

Assumptions have been made regarding, among other things, the estimation of mineral resources, the realization of resource estimates, gold and other metal prices, the timing and amount of future exploration and development expenditures, the estimation of initial and sustaining capital requirements, the availability of necessary financing and materials to continue to explore and develop the Salave Gold Property in the short and long-term, the progress of development and exploration activities, and assumptions with respect to currency fluctuations, environmental risks, title disputes or claims, and other similar matters. Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond the control of the Company, that could influence actual results include, but are not limited to: risks inherent in the exploration and development of mineral deposits, including risks relating to changes in project parameters as plans continue to be redefined, risks relating to variations in ore reserves, grade or recovery rates resulting from current exploration and development activities, risks relating to changes in the price of gold, silver and copper and the worldwide demand for and supply of such metals, risks related to current global financial conditions, uncertainties inherent in the estimation of mineral resources, access and supply risks, reliance on key personnel, risks inherent in the conduct of mining activities, including the risk of accidents, labour disputes, increases in capital and the risk of delays or increased costs that might be encountered during the development process, regulatory risks, including risks relating to the acquisition of the necessary licenses and permits, financing, capitalization and liquidity risks, including the risk that the financing necessary to fund the exploration and development activities at the Salave Gold Property may not be available on satisfactory terms, or at all, risks related to disputes concerning property titles and interest, and environmental risks.

**Readers are cautioned that the foregoing lists of factors are not exhaustive.**

The forward-looking statements in this MD&A are based on the reasonable beliefs, expectations and opinions of management on the date of this MD&A. Although we have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There is no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information.

**The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. Except as required by applicable securities laws, the Company does not undertake any obligation to publicly update or revise any forward-looking statements contained in this MD&A.**