

BLACKROCK GOLD CORP.

**2300-1177 WEST HASTINGS STREET,
VANCOUVER, BC V6E 2K3**

**NOTICE OF SPECIAL AND ANNUAL GENERAL MEETING
OF SHAREHOLDERS TO BE HELD ON AUGUST 17, 2018**

TO: The Shareholders of BLACKROCK GOLD CORP.

NOTICE IS HEREBY GIVEN that the Special and annual general meeting (the “Meeting”) of the shareholders of Blackrock Gold Corp. (“Blackrock”) will be held in Vancouver, British Columbia, at 2300-1177 West Hastings Street, Vancouver, BC V6E 2K3 on Friday, the 17th day of August, 2018, at 10:00 a.m., for the following purposes:

1. To receive and consider the comparative financial statements of Blackrock for the fiscal year ended October 31, 2017, together with the report of the auditors thereon;
2. To determine the number of directors to be elected to the board;
3. To elect directors for the ensuing year or until their successors have been duly elected or appointed;
4. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration of the auditors;
5. To consider and, if thought advisable, pass an ordinary resolution of shareholders approving Blackrock’s stock option plan, as more particularly described in the accompanying information circular;
6. To consider and if thought advisable, pass with or without variation, a special resolution to amend the articles of Blackrock as more particularly described in the accompanying Information Circular. For detailed information regarding this matter, please refer to the section of the Information Circular entitled “Particulars Of Other Matters To Be Acted Upon” under the heading “Amendments to Articles”; and
7. To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting is an Information Circular, a Form of Proxy, and a Request for Financial Information Form.

If you are a registered shareholder of Blackrock and are unable to attend the Meeting in person, please complete, sign, date and return the enclosed Form of Proxy. A proxy will not be valid unless it is dated and deposited by mail or hand at the office of Computershare Investor Services (“Computershare”), 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time fixed for the Meeting or any adjournment thereof. Registered shareholders of Blackrock may also vote their proxies via telephone or the internet in accordance with the instructions provided in the proxy.

DATED at Vancouver, British Columbia, this 23th day of July, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

“Gregory L. Schifrin”

Gregory L. Schifrin, CEO & Director