Suite 1056-409 Granville Street,

Vancouver BC Canada V6C 1T2

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD OCTOBER 18, 2019, AT 10:30 AM

AT 19TH FLOOR, 885 WEST GEORGIA STREET,

VANCOUVER, BRITISH COLUMBIA

Email: info@blackrockgoldcorp.com

NOTICE OF
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD OCTOBER 18, 2019

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of shareholders of Blackrock Gold Corp. (the "Company") will be held at 19th Floor, 885 West Georgia Street, Vancouver, British Columbia on Friday, October 18, 2019 at 10:30 a.m. (Vancouver time) (the "Meeting") for the following purposes:

1. to receive the audited financial statements of the Company for the year ended October 31, 2018 and the auditor's report thereon;
2. to fix the number of directors at five and to elect five directors for the ensuing year;
3. to appoint the auditor for the ensuing year;
4. to approve and confirm the Company's "rolling 10%" stock option plan;
5. to approve the Company's advance notice policy for nomination of directors;
6. to consider and, if thought fit, to pass a special resolution to amend the Articles of the Company to permit changes of the Company's name by way of directors' resolution;
7. to consider and, if thought fit, to pass a special resolution to amend the Articles of the Company to permit changes to the Company's authorized share structure by way of directors' resolution; and
8. to transact such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular, Proxy form and Return Card also accompany this Notice of Meeting. The Information Circular provides information relating to the matters to be addressed at the Meeting, including the text of the special resolutions referred to in items 6 and 7 above.

Only shareholders of record at the close of business on September 4, 2019 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. Registered shareholders who are unable to or who do not wish to attend the Meeting in person are requested to date and sign the enclosed Proxy form promptly and return it in the self-addressed envelope enclosed for that purpose or by any of the other methods indicated on the Proxy form. To be used at the Meeting, proxies must be received by Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting, or any adjournment thereof, or received by the chair of the Meeting before the commencement of the Meeting, or any adjournment thereof. If a registered shareholder receives more than one Proxy form because such shareholder owns shares registered in different names or addresses, each Proxy form should be completed and returned.

If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, you must complete and return your voting instructions in accordance with the procedures provided by your broker or such other intermediary.

Dated as of the 4th day of September, 2019.

BY ORDER OF THE BOARD

"Andrew Pollard"

ANDREW POLLARD
CEO and Director

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

INFORMATION CIRCULAR

GENERAL INFORMATION

This Information Circular is furnished to the holders ("**shareholders**") of common shares ("**Common Shares**") of Blackrock Gold Corp. (the "**Company**") by management of the Company in connection with the solicitation of proxies to be voted at the annual and special meeting (the "**Meeting**") of the shareholders to be held at 10:30 AM (Pacific Time) on Friday, October 18, 2019 and at any adjournment thereof, for the purposes set forth in the accompanying Notice of Meeting.

PROXIES

Solicitation of Proxies

The enclosed Proxy is solicited by and on behalf of management of the Company. The persons named in the enclosed Proxy form are management-designated proxyholders. A registered shareholder desiring to appoint some other person (who need not be a shareholder) to represent the shareholder at the Meeting may do so either by inserting such other person's name in the blank space provided in the Proxy form or by completing another form of proxy. To be used at the Meeting, proxies must be received by Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting, or any adjournment thereof, or received by the chairman of the Meeting before the commencement of the Meeting, or any adjournment thereof. Solicitation will be primarily by mail, but some proxies may be solicited personally or by telephone by regular employees or directors of the Company at a nominal cost. The cost of solicitation by management of the Company will be borne by the Company.

Non-Registered Holders

Only registered holders of Common Shares or the persons they appoint as their proxyholders are permitted to vote at the Meeting. In many cases, however, Common Shares beneficially owned by a holder (a "**Non-Registered Holder**") are registered either:

(a) in the name of an Intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the Common Shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans, or

(b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (CDS)) of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as "**NOBOs**". Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as "**OBOs**".

Pursuant to National Instrument 54-101 ("**NI 54-101**") of the Canadian Securities Administrators, the Company is distributing copies of proxy-related materials in connection with this Meeting (including this Information Circular) indirectly to Non-Registered Holders.

The Company is not relying on the notice and access delivery procedures outlined in NI 54-101 to distribute copies of proxy-related materials in connection with the Meeting.

Intermediaries which receive the proxy-related materials are required to forward the proxy-related materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries often use service companies to forward the proxy-related materials to Non-Registered Holders.

The Company will not be paying for Intermediaries to deliver to OBOs (who have not otherwise waived their right to receive proxy-related materials) copies of the proxy-related materials and related documents. Accordingly, an OBO will not receive copies of the proxy-related materials and related documents unless the OBO's Intermediary assumes the costs of delivery.

Generally, Non-Registered Holders who have not waived the right to receive proxy-related materials (including OBOs who have made the necessary arrangements with their Intermediary for the payment of delivery and receipt of such proxy-related materials) will be sent a voting instruction form which must be completed, signed and returned by the Non-Registered Holder in accordance with the Intermediary's directions on the voting instruction form. In some cases, such Non-Registered Holders will instead be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. This form of proxy does not need to be signed by the Non-Registered Holder, but, to be used at the Meeting, needs to be properly completed and deposited with Computershare Trust Company of Canada as described under "Solicitation of Proxies".

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares that they beneficially own. Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form.

Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies, including instructions regarding when and where the voting instruction form or Proxy form is to be delivered.

Revocability of Proxies

A registered shareholder who has given a Proxy may revoke it by an instrument in writing that is:

(a) executed by the shareholder or by the shareholder's attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and

(b) delivered either to the registered office of the Company (Suite 1056 – 409 Granville Street, Vancouver, British Columbia, Canada V6C 1T2) at any time up to and including the last business day before the day of the Meeting, or any adjournment thereof, or to the chair of the Meeting on the day of the Meeting or any adjournment thereof before any vote in respect of which the Proxy is to be used shall have been taken,

or in any other manner provided by law.

Non-Registered Holders who wish to revoke a voting instruction form or a waiver of the right to receive proxy-related materials should contact their Intermediaries for instructions.

Voting of Proxies

Common Shares represented by a shareholder's Proxy form will be voted or withheld from voting in accordance with the shareholder's instructions on any ballot that may be called for at the Meeting and, if the shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. **In the absence of any instructions, the management-designated proxy agent named on the Proxy form will cast the shareholder's votes in favour of the passage of the resolutions set forth herein and in the Notice of Meeting.**

The enclosed Proxy form confers discretionary authority upon the persons named therein with respect to (a) amendments or variations to matters identified in the Notice of Meeting and (b) other matters which may properly come before the Meeting or any adjournment thereof. At the time of printing of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Only Common Shares carry voting rights at the Meeting with each Common Share carrying the right to one vote. The Board of Directors has fixed September 4, 2019 as the record date ("**Record Date**") for the determination of shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment thereof, and only shareholders of record at the close of business on that date are entitled to such notice and to vote at the Meeting. As of the Record Date, 51,855,018 Common Shares were issued and outstanding as fully paid and non-assessable.

To the knowledge of the directors and executive officers of the Company, as at the Record Date, no person beneficially owned, or controlled or directed, directly or indirectly, shares carrying 10% or more of the voting rights attached to the Company's issued and outstanding Common Shares, except for the following:

Name	Number of Common Shares	Percentage of Outstanding Common Shares
Belgravia Capital International Inc.	9,780,000	18.86%

VOTES NECESSARY TO PASS RESOLUTIONS AT THE MEETING

Under the Company's Articles, the quorum for the transaction of business at a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the meeting. Under the *Business Corporations Act* (British Columbia) (the "**BCBCA**") and the Articles of the Company, a majority of at least two-thirds of the votes cast at the Meeting (in person or by proxy) is required to pass the special resolutions referred to in the accompanying Notice of Meeting. See "Particulars of Other Matters to be Acted Upon—Amendments to the Articles of the Company". A simple majority of the votes cast at the Meeting (in person or by proxy) is required in order to pass the other resolutions referred to in the accompanying Notice of Meeting.

APPOINTMENT OF AUDITOR

The persons named in the enclosed Proxy form intend to vote for the appointment of DeVisser Gray LLP, Chartered Professional Accountants, as the auditor of the Company to hold office until the next annual general meeting of shareholders of the Company.

ELECTION OF DIRECTORS

The number of directors of the Company was last fixed at six. At the Meeting, shareholders will be asked to fix the number of directors at five and to elect five directors. The persons named below are the five nominees of management for election as directors, all of whom are current directors of the Company. Each director elected will hold office until the next annual general meeting or until the director's successor is elected or appointed unless the director's office is earlier vacated under any of the relevant provisions of the Articles of the Company or the BCBCA. It is the intention of the persons named as proxyholders in the enclosed Proxy to vote for the election to the Board of Directors of those persons hereinafter designated as nominees for election as directors. The Board of Directors does not contemplate that any of such nominees will be unable to serve as a director; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such**, proxies in favour of management designees will be voted for another nominee in their discretion unless the shareholder has specified in such shareholder's Proxy that such shareholder's Common Shares are to be withheld from voting in the election of directors**.

The following table sets out the name of each of the persons proposed to be nominated for election as a director; all positions and offices in the Company currently held by the nominee; the nominee's current principal occupation or employment (and, in the case of each of William (Bill) Howald, Andrew Pollard, John Seaberg and Antony (Tony) Wood) who is being nominated for election as a director of the Company for the first time, also that person's principal occupation and employment for the last five years); the period during which the nominee has served as a director; and the number of Common Shares that the nominee has advised are beneficially owned by the nominee, directly or indirectly, or over which control or direction is exercised, as of the Record Date:

Name, place of residence and positions with the Company	Present principal occupation, business or employment	Period served as a director	Common Shares beneficially owned or controlled
ALAN H.C. CARTER[2][3] British Columbia, Canada *Director*	President and Chief Executive Officer of Cabral Gold Inc. July 2016; President & CEO of Magellan Minerals Ltd from 2007-May 2016; Interim Chief Executive Officer & President, Altamira Gold Corp. From May 2016 to July 2017;	Since August 29, 2016	1,190,000
WILLIAM (BILL) HOWALD[2][3] Nevada, U.S.A. *Director and Executive Chairman*	Director and Executive Chairman of the Company and President and officer of the Subsidiary; prior thereto, Chief Executive Officer and President of Rye Patch Gold Corp. from April 2006 to May 2018; Director of Vanity Capital Inc. since March 2014. Former President, CEO, and director of Rye Patch Gold Corp. (April 2006 to May 2018), and current director and Chief Geoscientist of Tanadog Management and Technical Services Inc. (2006 to present) Former director of Soho Resources Inc. (July 2006 to December 2012) and Fortune Valley Resources Inc. (March 2006 to December 2008); and former general manager of exploration of Placer Dome Inc. (1990 to March 2006)	Since May 21, 2019	570,000
ANDREW POLLARD British Columbia, Canada *Director and Chief Executive Officer*	Chief Executive Officer of the Company since May 2019. Prior to that, Mr. Pollard founded the Mining Recruitment Group Ltd (MRG) in 2006 where he served as president and as a management consultant within the mining industry for nearly fifteen years.	Since May 14, 2019	2,620,835[4]
JOHN SEABERG[1] **C**olorado, U.S.A *Director*	Senior VP and Chief Financial Officer at Caliber Mining corp. Since July 2019, Executive Chairman of Paramount Gold Nevada Corporation since June 2018; Senior Vice President, Strategic Relations of Klondex Mines from 2015 to 2018; Vice President of Investor Relations and Director of Corporate Development. with Newmont Mining from 2003-2013; Prior to that, Mr. Seaberg spent 6 years with Apex Silver Mines Corporation, a silver producer, serving as controller and treasurer	Since October 30, 2018	Nil
ANTONY (TONY) WOOD[1][3] British Columbia, Canada *Director*	Chief Financial Officer of Aurania Resources Inc. since May 2018; Chief Financial Officer of Rye Patch Gold Corp. from March 2015 to May 2018; Vice President, Corporate Development of Rye Patch Gold Corp. from September 2014 to May	Since May 28, 2019	Nil

(1) Member of the Audit Committee.

(2) Member of the Corporate Governance and Nominating Committee.
(3) Member of the Compensation Committee.
(4) Of these Common Shares, 2,473,485 Common Shares are held by a company controlled by Mr. Pollard.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

None of the proposed directors are, as at the date of this Information Circular, or have been, within the ten years preceding the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:

(a) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days (collectively, an "**Order**"), when such Order was issued while the person was acting in the capacity of a director, chief executive officer or chief financial officer of the relevant company; or

(b) was subject to an Order that was issued after such person ceased to be a director, chief executive officer or chief financial officer of the relevant company, and which resulted from an event that occurred while the person was acting in the capacity of a director, chief executive officer or chief financial officer of the relevant company.

No proposed director is, as at the date of this Information Circular, or has been, within the ten years preceding the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, 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.

No proposed director has, within the ten years preceding the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become 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 that person.

No proposed director has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

CORPORATE GOVERNANCE DISCLOSURE

The following description of the corporate governance practices of the Company is provided further to National Instrument 58-101 on "Disclosure of Corporate Governance Practices" ("**NI 58-101**") and the disclosure prescribed for "Venture Issuers" such as the Company.

Board of Directors

The Board of Directors currently consists of six directors, four of whom, Messrs. Carter, Seaberg, van Alphen and Wood, are considered independent. William (Bill) Howald and Andrew Pollard are not considered independent as each is an executive officer of the Company. If the existing directors of the Company are elected as proposed under "Election of Directors", following the Meeting, the Company will continue to have three independent directors (Messrs. Carter, Seaberg and Wood) and two directors who are not considered independent (Messrs. Howald and Pollard).

Management has been delegated the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board facilitates its independent supervision over management by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through its audit committee, the Board examines the effectiveness of the Company's internal control processes and management information systems.

Directorships

The current directors of the Company who are presently directors of other reporting issuers in Canada or elsewhere are set out below:

Director	Reporting Issuer
Alan H.C. Carter	Altamira Gold Corp. Cabral Gold Inc. Fremont Gold Ltd.
William (Bill) Howald	Vanity Capital Inc.
Hendrik van Alphen	Cardero Resource Corp. CellCube Energy Storage Systems Inc. Ethos Gold Corp. Gelum Capital Ltd. Latin Metals Inc. (formerly Centenera Mining Corporation) RavenQuest BioMed Inc. Wealth Minerals Ltd.

Orientation and Continuing Education

The Company has not yet developed an official orientation or training program for directors. If and when new directors are added, however, they have the opportunity to become familiar with the Company by meeting with other directors and with officers of the Company. As each director has a different skill set and professional background, orientation and training activities are and will continue to be tailored to the particular needs and experience of each director.

Ethical Business Conduct

The Board conducts itself with high business and ethical standards and endeavours to follow all applicable legal and financial requirements. The Board has not adopted a written code of ethics for its directors, officers, employees and consultants.

The Board has concluded that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Board in which the director has an interest, are sufficient to ensure that the Board operates independently of management and in the best interests of the Company and its shareholders.

Nomination of Directors

Any director is free to nominate individuals for election or appointment to the Board; however, the Corporate Governance and Nominating Committee has the principal responsibility with respect to selection and nomination of director nominees. The Committee is also responsible for (i) developing and recommending to the Board criteria for selecting director nominees; and (ii) establishing procedures for identifying and evaluating director candidates, including candidates recommended by shareholders.

Compensation

The Board is responsible for determining all forms of compensation, including long-term incentives in the form of stock options to be granted to directors, officers, and consultants of the Company. The Board is also responsible for reviewing recommendations from the Compensation Committee for compensation of the Chief Executive Officer and other officers of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the Compensation Committee will consider: (i) recruiting and retaining officers critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Company's shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general.

Other Board Committees

The Board has no standing committees besides the Audit Committee, the Corporate Governance and Nominating Committee and the Compensation Committee. For details on the Audit Committee please refer to the "Audit Committee Disclosure" section. The Corporate Governance and Nominating Committee is discussed below.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee is currently comprised of Alan H.C. Carter, William (Bill) Howald and Hendrik van Alphen. In addition, to evaluating and identifying director candidates, the Corporate Governance and Nominating Committee is also responsible for the development and supervision of the Company's approach to corporate governance issues. The Corporate Governance and Nominating Committee assists the Board in developing corporate governance guidelines, including the constitution and independence of the Board, and makes recommendations to the Board with respect to corporate governance practices.

Assessments

Any committee of the directors and individual directors are assessed on an ongoing basis by the Board. The Board has not adopted formal procedures for assessing the effectiveness of the Board, the committees, or individual directors.

AUDIT COMMITTEE DISCLOSURE

Pursuant to the BCBCA and National Instrument 52-110 on "Audit Committees" ("**NI 52-110**"), the Company is required to have an audit committee.

Audit Committee Charter

Pursuant to NI 52-110, the Company's Audit Committee is required to have a charter. A copy of the Company's Audit Committee Charter is set out in Appendix A to this Information Circular.

The Audit Committee assists the Board of Directors in fulfilling its responsibilities relating to the Company's corporate accounting and reporting practices. The Audit Committee is responsible for ensuring that management has established appropriate processes for monitoring the Company's systems and procedures for financial reporting and controls, reviewing all financial information in disclosure documents, monitoring the performance and fees and expenses of the Company's external auditors, and recommending external auditors for appointment by shareholders.

Composition of the Audit Committee

As at the date of this Information Circular, the following is information on the members of the Company's Audit Committee:

Name	Independent	Financial Literacy
Antony (Tony) Wood (Chair)	Yes	Yes
John Seaberg	Yes	Yes
Hendrik van Alphen	Yes	Yes

Relevant Education and Experience

The following describes the relevant education and experience of the members of the Audit Committee:

Antony (Tony) Wood – Mr. Wood is an honors graduate, Management Sciences (Marketing) B.Sc. from the University of Lancaster, U.K., and a qualified Chartered Accountant in the UK and Canada. Mr. Wood is a qualified chartered accountant having held senior financial positions with public companies for over 20 years.

John Seaberg – Mr. Seaberg has over 20 years of experience in the mining industry spanning a wide array of positions with a focus on strategic relationships. Mr. Seaberg completed a Bachelor of Science and Business Administration at Colorado State University, which he followed up with a Master of Business Administration from the University of Denver. Mr. Seaberg was appointed to the

Board in November 2018 and also serves as the Executive Chairman of Paramount Gold Nevada Corp. In his 10 years with Newmont Mining from 2003-2013, the world's second-largest gold producer, Mr. Seaberg served several roles including VP Internal Audit. Prior to his tenure with Newmont, Mr. Seaberg spent 6 years with Apex Silver Mines Corporation, a silver producer, serving as controller and treasurer.

Hendrik van Alphen – Mr. Hendrik van Alphen was the Chief Executive Officer and President of Cardero Resource Corp. from March 19, 2013 to August 14, 2018 and a director since April 1999. He has over 30 years of experience in the mining industry. He has been a key player in such companies as Corriente Resources, Cardero Resources, Trevali Mining, Balmoral Resources and International Tower Hill Mines. He is a director and the CEO of Wealth Minerals Ltd. since 2005. Mr. Van Alphen's extensive experience of over 30 years in senior roles including serving on several audit committees has provided him with extensive experience in evaluating and analyzing financial statements. Mr. Van Alphen is also a member of the audit committee for Ethos Gold Corp.

Audit Committee Oversight

At no time since November 1, 2017, was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Company's Board of Directors.

Reliance on Certain Exemptions

At no time since November 1, 2017, has the Company relied on the exemption in section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), subsection 6.1.1(4) of NI 52-110 (*Circumstances Affecting the Business or Operations of the Venture Issuer*), subsection 6.1.1(5) of NI 52-110 (*Events Outside Control of Member*), subsection 6.1.1(6) (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemption*) of NI 52-110 by a securities regulatory authority or regulator.

Pre-approval Policies and Procedures for Non-Audit Services

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditor in each of the last two financial years of the Company for services in each of the categories indicated are as follows:

Financial Year Ended	Audit Fees	Audit Related Fees[(1)]	Tax Fees[(2)]	All Other Fees[(3)]
October 31, 2018	$15,000	Nil	$1000	Nil
October 31, 2017	$15,000	Nil	$1,000	Nil

(1) Pertains to assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and that are not reported under "Audit Fees".

(2) Pertains to professional services for tax compliance, tax advice and tax planning. The nature of the services comprising the fees disclosed under this category relates to the preparation of Canadian Corporation Income Tax Returns and GST return.

(3) Pertains to products and services other than services reported under the other categories.

Venture Issuers Exemption

The Company is relying upon the exemption in section 6.1 of NI 52-110 which exempts "venture issuers" from the requirements of Part 3 (*Composition of the Audit Committee)* and Part 5 (*Reporting Obligations)* of NI 52-110.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

The following description of the executive compensation of the Company is provided further to Form 51-102F6V "*Statement of Executive Compensation – Venture Issuers*".

Director and Named Executive Officer Compensation Excluding Compensation Securities

Named Executive Officers

Set out below are particulars of compensation paid to the following persons (the "Named Executive Officers" or "NEO"s):

(a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer ("CEO");

(b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer ("CFO");

(c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the CEO and CFO at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with applicable securities rules, for that financial year; and

(d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

During the year ended October 31, 2018, the Company had five Named Executive Officers, namely Amit Kumar (Interim CEO from August 9, 2017 to December 28, 2017), Gregory L. Schifrin (CEO from December 28, 2017 to May 14, 2019), Randip S. Minhas (CFO from April 14, 2016 to April 13, 2018) Paul Kania (CFO from April 13, 2018 to October 18, 2018) and Kevin Strong (CFO from October 18, 2018 to July 3, 2019).

Table of Compensation Excluding Compensation Securities

The following table sets out compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or a subsidiary of the Company, to each applicable NEO and director, in any capacity, for each of the Company's financial years ended October 31, 2018, and 2017.

Table of compensation excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
GREGORY L. SCHIFRIN[1] CEO and Director	2018	$105,272	Nil	Nil	[10]	Nil	$105,272
AMIT KUMAR[2] *Former Interim CEO* and current Corporate Secretary	2018 2017	$90,000 $60,000	Nil Nil	Nil Nil	[10] [10]	Nil Nil	$90,000 $60,000
KEVIN STRONG[3] CFO	2018	Nil	Nil	Nil	[10]	Nil	Nil
PAUL KANIA[4] *Former CFO*	2018	$117,973	Nil	Nil	[10]	Nil	$117,973
RANDIP S. MINHAS[5] *Former CFO and former Director*	2018 2017	$15,000 $30,000	Nil Nil	Nil Nil	[10] [10]	Ni Nil	$15,000 $30,000
THOMAS S. BRUINGTON II[6] *Former Director*	2018 2017	Nil Nil	Nil Nil	Nil Nil	[10] [10]	Nil Nil	Nil Nil
ALAN H.C. CARTER Director	2018 2017	Nil $25,000	Nil Nil	Nil Nil	[10] [10]	Nil Nil	Nil $25,000

Table of compensation excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
CATALIN KILOFLISKI[7] Director	2018 2017	Nil Nil	Nil Nil	Nil Nil	(10) (10)	Nil Nil	Nil Nil
DEEPAK MALHOTRA[8] Chairman of the Board and Director	2018 2017	$5,655 Nil	Nil Nil	Nil Nil	(10) (10)	Nil Nil	$5,655 Nil
JOHN SEABERG[9] Director	2018	Nil	Nil	Nil	(10)	Nil	Nil
HENDRIK VAN ALPHEN Director	2018 2017	Nil Nil	Nil Nil	Nil Nil	(10) (10)	Nil Nil	Nil Nil

(1) Mr. Schifrin served as a director of the Company from March 22, 2018 to May 14, 2019 and CEO of the Company from December 28, 2017 to May 14, 2019, and, therefore, served as CEO for ten months in 2018. Mr. Schifrin was not paid any compensation for his role as director of the Company.

(2) Mr. Kumar served as Interim CEO of the Company from August 9, 2017 to December 28, 2017 and, therefore, served as Interim CEO for three months in 2017 and two months in 2018. Mr. Kumar previously served as a Director of the Company from April 16, 2016 to November 21, 2016. Mr. Kumar is continuing his services as the secretary of the Company.

(3) Mr. Strong served as CFO of the Company from October 18, 2018 to July 3, 2019 and, therefore, served as CFO for half a month in 2018.

(4) Mr. Kania served as CFO of the Company from April 13, 2018 to October 18, 2018 and, therefore, served as CFO for six months in 2018.

(5) Mr. Minhas served as CFO of the Company from April 14, 2016 to April 13, 2018 and, therefore, served as CFO for five months in 2018. Mr. Minhas was also appointed as director of the Company on April 14, 2016 and resigned as director on August 29, 2016.

(6) Mr. Bruington ceased to be a director of the Company on October 30, 2018.

(7) Mr. Kilofliski ceased to be a director of the Company on May 28, 2019.

(8) Mr. Malhotra ceased to be a director of the Company on May 13, 2019.

(9) Mr. Seaberg was appointed a director of the Company on October 30, 2018 and, therefore, has served as director for only 1 day in 2018.

(10) Perquisites that are not generally available to all employees did not exceed $15,000.

External Management Companies

None of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to each NEO and director by the Company or one of its subsidiaries in the financial year ended October 31, 2018 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries and the total amount of compensation securities held as at the Company's financial year end of October 31, 2018.

Compensation Securities								
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class**[(1)(2)]	**Date of issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**	**Total amount of compensation securities held as at October 31, 2018**
GREGORY L. SCHIFRIN CEO and Director	Options	200,000	Feb 2, 2018	0.08	0.075	0.07	Feb 2, 2023	950,000
	Options	750,000	May 4, 2018	0.12	0.12	0.07	May 4, 2023	
AMIT KUMAR *Former Interim CEO* and current Corporate Secretary	Options	200,000	May 4, 2018	0.12	0.12	0.07	May 4, 2023	200,000
KEVIN STRONG CFO	Options	100,000	Oct 30, 2018	0.05	0.07	0.07	Oct 30, 2023	100,000
PAUL KANIA *Former CFO*	Options	100,000	May 4, 2018	0.12	0.12	0.07	May 4, 2023	100,000
RANDIP S. MINHAS *Former CFO and former Director*	Options	Nil	N/A	N/A	N/A	N/A	N/A	Nil
THOMAS S. BRUINGTON II *Former Director*	Options	150,000	May 4, 2018	0.12	0.12	0.07	May 4, 2023	316,667
ALAN H.C. CARTER Director	Options	150,000	May 4, 2018	0.12	0.12	0.07	May 4, 2023	250,000
CATALIN KILOFLISKI Director	Options	150,000	May 4, 2018	0.12	0.12	0.07	May 4, 2023	250,000
DEEPAK MALHOTRA Chairman of the Board and Director	Options	150,000	May 4, 2018	0.12	0.12	0.07	May 4, 2023	250,000
JOHN SEABERG Director	Options	200,000	Oct 30, 2018	0.05	0.07	0.07	Oct 30, 2023	200,000
HENDRIK VAN ALPHEN Director	Options	150,000	May 4, 2018	0.12	0.12	0.07	May 4, 2023	250,000

(1) The numbers under this column represent the number of options and the same number of Common Shares underlying the related options.

(2) All options were fully vested on the date of grant.

Except as disclosed below, no compensation security has been re-priced, cancelled and replaced, had its term extended, or otherwise been materially modified, in the Company's financial year ended October 31, 2018.

Expiry Date	Number of Options	Exercise Price
April 13, 2019 [(i)]	150,000	$0.09

(i) 150,000 options were issued to Mr. Minhas with an expiry date of August 25, 2021. Due to his resignation, the expiry date was accelerated to April 13, 2019.

There are no restrictions or conditions for converting, exercising or exchanging the compensation securities.

Except as set out in the following table, no NEO or director of the Company exercised any compensation security during the financial year ended October 31, 2018.

	Exercise of Compensation Securities by Directors and NEOs						
Name and position	**Type of compensation security**	**Number of underlying securities exercised**	**Exercise price per security ($)**	**Date of exercise**	**Closing price of security on date of exercise ($)**	**Difference between exercise price and closing price on date of exercise ($)**	**Total value on exercise date ($)**
Amit Kumar Former CEO and secretary	Options	140,000	0.09	May 4,2019	0.12	0.03	$12,600

Stock Option Plans and Other Incentive Plans

The Company has a "rolling 10%" Stock Option Plan (the "Option Plan") which was adopted by the Board of Directors on July15, 2016 and first approved by the shareholders of the Company on July 15, 2016. The Option Plan provides for a share-related mechanism to attract, retain and motivate eligible directors, officers, employees and consultants, to reward such persons by the grant under the Option Plan of options to purchase Common Shares for their contributions toward the long-term goals of the Company, and to enable and encourage such persons to acquire Common Shares as a long-term investment. The Option Plan is administered by the Board of Directors of the Company on the recommendation of the Compensation Committee. Options may be granted to purchase Common Shares on terms that the Board of Directors may determine, subject to the limitations of the Option Plan and the requirements of applicable regulatory authorities.

The Option Plan must be re-approved on an annual basis by the shareholders at each annual general meeting of the Company as required by the policies of the TSX Venture Exchange (the "Exchange"). "See Particulars of Other Matters to be Acted Upon – Stock Option Plan".

The Option Plan includes the following provisions:

- Options my be granted to directors, senior officers, employees and consultants of the Company or a subsidiary of the Company;
- The number of Common Shares to be reserved and authorized for issuance pursuant to options granted under the Option Plan is 10% of the issued and outstanding Common Shares from time to time;
- The Option Plan is administered by the Board of Directors of the Company or such committee of the Board of Directors that the Board of Directors has designated to administer the Option Plan;

- The total number of optioned Common Shares granted to anyone optionee in any 12-month period must not exceed 5% of the issued and outstanding Common Shares at the time of option grant, unless the Company has obtained disinterested shareholder approval if and as may be required by the Exchange;

- The total number of optioned Common Shares granted to anyone consultant in a 12-month period must not exceed 2% of the issued and outstanding Common Shares at the time of option grant;

- The aggregate number of optioned Common Shares granted to optionees who are employed to provide investor relations activities must not exceed 2% of the issued and outstanding Common Shares of the Company in any 12 month period;

- The number of optioned Common Shares granted within a 12-month period to insiders of the Company must not exceed 10% of the issued and outstanding Common Shares, unless the Company has obtained disinterested shareholder approval;

- In respect of option grants to officers and directors of the Company, the Board of Directors, in its sole discretion, determines the number of optioned Common Shares;

- The exercise price for optioned Common Shares under the Option Plan will not be less than the closing price of the Common Shares on the day preceding the option grant date, less applicable discounts permitted by the Exchange;

- Options will be exercisable for a term of up to ten years, subject to earlier termination in the event of death or the optionee's cessation of services to the Company;

- The vesting schedule for each option shall be determined by the Board of Directors at the time the option is granted and shall be specified in the option agreement in respect of the option;

- Options granted under the Option Plan are non-assignable, except by will or the laws of descent and distribution;

- Options granted to any optionee who is a director, senior officer, employee, consultant or person engaged in investor relation services shall expire the earlier of: (a) that date which is 30 days after the optionee ceases to be in at least one of such categories unless an earlier date is provided for in the optionee's option agreement; and (b) the expiry of the option period. The Committee may extend the period specified in the aforementioned subparagraph (a) in respect of any option for a specified period (which period shall not exceed 12 months following the date that the optionee ceased services to the Company) up to the expiry of the option period;

- For so long as the Common Shares are listed on the Exchange, any Common Shares issued pursuant to the exercise of options that (a) were granted to an optionee who was a director, officer, promoter or significant shareholder of the Company; or (b) had an exercise price per share that was less than the market price, would be subject to a four-month hold period commencing on the date of grant of the option;

- The Board may, in its discretion but subject to any necessary regulatory approvals, provide for the extension of the exercisability of a stock option or accelerate the vesting or exercisability of any option;

- The vesting schedule for each option shall be determined by the Board at the time the option is granted; and

- If there is a *bona fide* offer made for all of the issued and outstanding Common Shares, then, subject to Exchange approval, all outstanding options shall become immediately exercisable in order to permit the Common Shares issuable under such options to be tendered to such offer.

Employment, Consulting and Management Agreements

The Company has no agreement or arrangements with any NEO or director of the Company with respect to change of control, severance, termination or constructive dismissal provisions.

Oversight and Description of Director and NEO Compensation

The Company relies solely on recommendations made by the Compensation Committee after the review to determine compensation paid to executives and directors, without any formal objectives, criteria or analysis.

As the Company is still in the developmental stage as a junior mining company, the Company's compensation program will rely heavily on the granting of stock options.

The long-term incentive program is intended to align the interests of the NEOs, directors, consultants and employees with those of the Company's shareholders over the longer term and to provide a retention incentive for each NEO. This component of the compensation package consists of grants of options to purchase common shares. Numerous factors are taken into consideration by the Board in determining grants of options, including: a review of the previous grants (including value both at the current share prices and potential future prices), the remaining time to expiry, overall corporate performance, share price performance, the business environment and the role and performance of the individual in question.

See "Employment, Consulting and Management Agreements" for compensation arrangements for the Company's NEOs.

The Company has not used any peer group to determine compensation for its directors and NEOs.

There have been no significant changes to the Company's compensation policies that were made during or after the financial year ended October 31, 2018 that could or will have an effect on director or NEO compensation.

Pension Disclosure

The Company does not provide a pension to any director or NEO.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information on the Company's equity compensation plans under which Common Shares are authorized for issuance as at October 31, 2018.

EQUITY COMPENSATION PLAN INFORMATION

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	4,050,000	$0.09	249,251[(1)]
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	4,050,000	$0.09	249,251 [(1)]

(1) Based on the total number of Common Shares to be reserved and authorized for issuance pursuant to options granted under the Option Plan being 10% of the issued and outstanding Common Shares from time to time (being 42,992,518 Common Shares as at October 31, 2018).

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date hereof, no director or executive officer of the Company, no proposed nominee for election as a director of the Company, no associate of any such director, executive officer or proposed nominee (including companies controlled by them), no employee of the Company or any of its subsidiaries, and no former executive officer, director or employee of the Company or any of its subsidiaries, is indebted to the Company or any of its subsidiaries (other than for "routine indebtedness" as defined under applicable securities legislation) or is indebted to another entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed in this Information Circular or as disclosed in a previous information circular of the Company, no informed person (i.e. insider) of the Company, no proposed director of the Company, and no associate or affiliate of any informed person or proposed director has had any material interest, direct or indirect, in any transaction since November 1, 2017 or in any proposed transaction which has materially affected or would materially affect the Company.

On October 19, 2016, the Company completed a non-brokered private placement (the "2016 Private Placement") of 2,866,666 units at a price of $0.075 per unit to raise proceeds of $215,000. Each unit consists of one Common Share and one common share purchase warrant, with each warrant exercisable at price of $0.15 for a period of 24 months from the date of issuance. Certain insiders of the Company purchased or acquired direction and control over 366,667 units under the 2016 Private Placement as further set out in the table below:

Insider	**Number of Units Purchased**	**Aggregate Purchase Price**	**Percentage of Common Shares owned or controlled following completion of the Private Placement**
Deepak Malhotra	100,000	$7,500	2.4%(1)
Alan Carter	266,667	$20,000	1.6%

(1) Percentage calculation includes 300,000 Common Shares directly owned by Mr. Malhotra.

On February 17, 2017, the Company completed a non-brokered private placement (the "2017 Private Placement") of 5,451,666 units at a price of $0.075 per unit to raise proceeds of $408,875. Each unit consists of one Common Share and one common share purchase warrant, with each warrant exercisable at price of $0.15 for a period of 24 months from the date of issuance. Certain insiders of the Company purchased or acquired direction and control over 2,000,000 units under the 2017 Private Placement as further set out in the table below:

Insider	**Number of Units Purchased**	**Aggregate Purchase Price**	**Percentage of Common Shares owned or controlled following completion of the Private Placement**
Deepak Malhotra	200,000	$15,000	3.65%(1)
Alan Carter	333,333	$25,000	2.66%(2)
Hendrik van Alphen	1,000,000	$75,000	4.56%
Thomas Bruington	66,667	$5,000	0.30%
Michael E. O'Connor	400,000	$30,000	1.82%

(1) Percentage calculation includes 600,000 Common Shares directly owned by Mr. Malhotra.
(2) Percentage calculation includes 250,000 Common Shares directly owned by Mr. Carter.

On November 10 and 14, 2017, the Company entered into loan agreements with two current directors of the Company, being Mr. van Alphen and Malhotra, respectively, to borrow a total of $81,364 for a period of one year. Of this amount, $40,308 was a non-interest-bearing advance made by Henrik van Alphen on October 31, 2017 that was converted into a loan. As further consideration for advancing the loans, the Company issued a total of 1,162,273 bonus warrants to the directors (575,750 bonus warrants to Mr. van Alphen and 586,523 bonus warrants to Mr. Malhotra) exercisable at a price of $0.07 per share for a period of 12 months (none of the bonus warrants were exercised and the warrants have since expired). The loans were extended for an additional six-month term expiring on May 10 and 14, 2019. The number of bonus warrants to be issued with respect to the extension agreements has not yet been determined.

On March 15, 2018, the Company completed a non-brokered private placement (the "March Private Placement") of 13,810,000 units at a price of $0.10 per unit to raise proceeds of $1,380,000. Each unit consists of one Common Share and one-half of one common

share purchase warrant, with each warrant exercisable at price of $0.20 for a period of 24 months from the date of issuance. Certain insiders of the Company purchased or acquired direction and control over 5,970,000 units under the March Private Placement as further set out in the table below:

Insider	**Number of Units Purchased**	**Aggregate Purchase Price**	**Percentage of Common Shares owned or controlled following completion of the Private Placement**
Deepak Malhotra	250,000	$25,000	2.85%(1)
Alan Carter	250,000	$25,000	1.13%(2)
Gregory Schifrin	190,000	$19,000	0.53%

(1) Percentage calculation includes 800,000 Common Shares directly owned by Mr. Malhotra.
(2) Percentage calculation includes 166,666 Common Shares directly owned by Mr. Carter.

On October 23, 2018, the Company completed a non-brokered private placement (the "October Private Placement") of 6,000,000 units at a price of $0.05 per unit to raise proceeds of $300,000. Each unit consists of one Common Share and one-half of one common share purchase warrant, with each warrant exercisable at price of $0.10 for a period of 24 months from the date of issuance. Certain insiders of the Company purchased or acquired direction and control over 4,700,000 units under the October Private Placement as further set out in the table below:

Insider	**Number of Units Purchased**	**Aggregate Purchase Price**	**Percentage of Common Shares owned or controlled following completion of the Private Placement**
Deepak Malhotra	1,000,000	$50,000	4.76%(1)
Alan Carter	500,000	$25,000	1.74%(2)
Gregory Schifrin	200,000	$10,000	0.91%(3)
Belgravia Capital International Inc.	3,000,000	$150,000	19.26%(4)

(1) Percentage calculation includes 1,050,000 Common Shares directly owned by Mr. Malhotra.
(2) Percentage calculation includes 250,000 Common Shares directly owned by Mr. Carter.
(3) Percentage calculation includes 199,000 Common Shares directly owned by Mr. Schifrin.
(4) Percentage calculation includes 5,280,000 Common Shares directly owned by Belgravia Capital International Inc.

MANAGEMENT CONTRACTS

No management functions of the Company are to any substantial degree performed by a person other than the directors or executive officers of the Company.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Stock Option Plan

Pursuant to the TSX-V's Policy 4.4 entitled "Incentive Stock Options", the Company's Stock Option Plan (the "**Option Plan**" herein) has to be approved by the shareholders of the Company yearly in that it is a "rolling 10%" plan (i.e. up to 10% of the outstanding Common Shares from time to time may be reserved for issuance for options granted under the Plan). The Option Plan was first approved by the shareholders of the Company at the Annual General Meeting of the Company on July 15, 2016. A copy of the Option Plan may be obtained by sending a written request to the Corporate Secretary of the Company at the Company's head office located at

Suite 1056-409 Granville Street, Vancouver, British Columbia, V6C 1T2. See "Director and Named Executive Officer Compensation — Stock Option Plans and Other Incentive Plans" for a summary of the terms of the Option Plan.

The text of the proposed resolution to approve and confirm the Option Plan (the "**Stock Option Plan Resolution**") is as follows:

> "BE IT RESOLVED THAT the Company's Stock Option Plan, previously approved by the shareholders of the Company, is hereby approved and confirmed and that the Board of Directors of the Company be authorized to make any changes thereto as may be required by the TSX Venture Exchange."

A simple majority of the votes cast at the Meeting (in person or by proxy) is required in order to pass the Stock Option Plan Resolution.

The Board of Directors recommends a vote "FOR" the approval of the Stock Option Plan Resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the Stock Option Plan Resolution.

Advance Notice Policy

Background

On September 4, 2019, the Board of Directors of the Company adopted an advance notice policy (the "**Advance Notice Policy**") for the Company, a copy of which is attached as Appendix B to this Information Circular, with effect upon shareholder approval which will be sought at the Meeting.

Purpose of the Advance Notice Policy

The directors of the Company are committed to: (i) facilitating an orderly and efficient annual general or, where the need arises, special meeting, process; (ii) ensuring that all shareholders receive adequate notice of director nominations and sufficient information with respect to all nominees; and (iii) allowing shareholders to register an informed vote having been afforded reasonable time for appropriate deliberation.

The purpose of the Advance Notice Policy is to provide shareholders, directors and management of the Company with a clear framework for nominating directors. The Advance Notice Policy fixes a deadline by which holders of record of Common Shares must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Company for the notice to be in proper written form in order for any director nominee to be eligible for election at any annual or special meeting of shareholders.

Terms of the Advance Notice Policy

The following is a summary of the Advance Notice Policy and is qualified in its entirety by the full text of the Advance Notice Policy, a copy of which is attached as Appendix B to this Information Circular.

The Advance Notice Policy provides that advance notice to the Company must be made in circumstances where nominations of persons for election to the Board of Directors of the Company are made by shareholders of the Company other than pursuant to: (i) a "proposal" made in accordance with Division 7 of the BCBCA; or (ii) a requisition of the shareholders made in accordance with section 167 of such Act.

Among other things, the Advance Notice Policy fixes a deadline by which holders of record of Common Shares must submit director nominations to the Chief Executive Officer (or President, if there is no Chief Executive Officer) of the Company prior to any annual or special meeting of shareholders and sets forth the specific information that a shareholder must include in the written notice to the Chief Executive Officer or President (as the case may be) of the Company for an effective nomination to occur. No person will be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Advance Notice Policy.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 nor more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

The Board of Directors may, in its sole discretion, waive any requirement of the Advance Notice Policy.

Resolution to Approve Advance Notice Policy

If the Advance Notice Policy is approved at the Meeting, the Advance Notice Policy will become effective and in full force and effect in accordance with its terms and conditions. The Advance Notice Policy will be subject to an annual review by the Board of Directors of the Company, and will be updated to the extent needed to reflect changes required by securities regulatory agencies or stock exchanges and to address changes in industry standards from time to time as determined by the Board.

If the Advance Notice Policy is not approved at the Meeting, the Advance Notice Policy will terminate and be of no further force or effect from and after the termination of the Meeting.

At the Meeting, the shareholders will be asked to approve the following by ordinary resolution (the "**Advance Notice Policy Resolution**"):

"BE IT RESOLVED THAT:

1. The Company's Advance Notice Policy (the "Advance Notice Policy") as set forth in the Company's Information Circular dated September 4, 2019 be and is hereby approved, ratified and confirmed;

2. The Board of Directors of the Company be authorized in its absolute discretion to administer the Advance Notice Policy and amend or modify the Advance Notice Policy in accordance with its terms and conditions to the extent needed to reflect changes required by securities regulatory agencies or stock exchanges and to address changes in industry standards from time to time as determined by the Board of the Directors, or as otherwise determined to be in the best interests of the Company and its shareholders; and

3. Any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver all such deeds, documents, instruments and assurances as in his or her opinion may be necessary or desirable to give effect to the foregoing resolutions."

A simple majority of the votes cast at the Meeting (in person or by proxy) is required in order to pass the Advance Notice Policy Resolution.

The Board of Directors recommends a vote "FOR" the approval of the Advance Notice Policy Resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the Advance Notice Policy Resolution.

Amendments to the Articles of the Company

The BCBCA under which the Company subsists contains provisions which reflect the need for companies to react and adapt to changing business conditions and to have a system in place that allows for quick responses. Under the BCBCA, a company may choose different thresholds of support for specific resolutions, including changes such as alterations to share capital, the subdivision and consolidation of shares and company name changes. The Company does not currently have the benefit of the flexibility permitted by the BCBCA such that where these corporate changes are proposed by the Board between annual general meetings of shareholders, the Company would be required to hold a special meeting to have the change approved by the shareholders. This is expensive for the Company and results in time delays and costs. Accordingly, the Board is proposing certain amendments to the Articles of the Company as described below.

Corporate Name Changes

The Board is proposing to amend the Articles of the Company to provide the directors with the option to change the Company's name by way of directors' resolution. Such an amendment is consistent with the provisions of the BCBCA which permit a corporate name change without shareholder approval.

At the Meeting, the shareholders will be asked to approve the following special resolution (the "**Articles Amendment Regarding Name Changes Resolution**"):

"BE IT RESOLVED, as a special resolution, with or without amendment, that:

1. Section 9.3 of the Articles be altered by replacing the words "special resolution" with "resolution of its directors or by ordinary resolution, in each case as determined by the directors" so that section 9.3 of the Articles shall read as follows:

   "**9.3 Change of Name**

   The Company may by resolution of its directors or by ordinary resolution, in each case as determined by the directors, authorize an alteration of its Notice of Articles in order to change its name."

2. Notwithstanding that this special resolution has been passed by the shareholders of the Company, the Board of Directors of the Company is hereby authorized and empowered without further notice to or approval of the shareholders of the Company to not proceed with the amendment of the Articles of the Company further to this special resolution;

3. Any one director or officer of the Company be and is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as such director or officer may determine to be necessary or advisable to give effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and

4. The Board of Directors of the Company is hereby authorized to file such documents (including, without limitation, the delivery of a Notice of Alteration in the prescribed form under the *Business Corporations* Act (British Columbia) with any regulatory authority having proper jurisdiction, including, without limitation, the Registrar appointed under *Business Corporations* Act (British Columbia) and the TSX Venture Exchange, concerning the special resolution passed and is hereby authorized to make any amendments to the wording of the special resolution as such regulatory authorities may require in order that the intent of the special resolution may be effected."

The Board of Directors recommends a vote "FOR" the approval of the Articles Amendment Regarding Name Changes Resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the Articles Amendment Regarding Name Changes Resolution.

Authorized Share Structure

The Board is also proposing to amend the Articles of the Company to provide the directors with the option to make alterations to the Company's shares or authorized share structure by way of directors' resolution. Such alterations would include subdivisions or consolidations of the shares of the Company. Such an amendment is consistent with the provisions of the BCBCA which permit such alterations without shareholder approval.

At the Meeting, the shareholders will be asked to approve the following special resolution (the "**Articles Amendment Regarding Share Structure Resolution**"):

"BE IT RESOLVED, as a special resolution, with or without amendment, that:

1. Section 9.1 of the Articles be altered by replacing the words "special resolution" with "resolution of its directors or by ordinary resolution, in each case as determined by the directors" so that section 9.1 of the Articles shall read as follows:

> "**9.1 Alteration of Authorized Share Structure**
>
> Subject to Article 9.2 and the *Business Corporations Act*, the Company may by resolution of its directors or by ordinary resolution, in each case as determined by the directors:
>
> (1) create one or more classes or series of shares or, if none of the shares of a class or series of shares are allotted or issued, eliminate that class or series of shares;
>
> (2) increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue out of any class or series of shares or establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established;
>
> (3) subdivide or consolidate all or any of its unissued, or fully paid issued, shares;
>
> (4) if the Company is authorized to issue shares of a class of shares with par value:
>
> (a) decrease the par value of those shares; or
>
> (b) if none of the shares of that class of shares are allotted or issued, increase the par value of those shares;
>
> (5) change all or any of its unissued, or fully paid issued, shares with par value into shares without par value or any of its unissued shares without par value into shares with par value;
>
> (6) alter the identifying name of any of its shares; or
>
> (7) otherwise alter its shares or authorized share structure when required or permitted to do so by the *Business Corporations Act*."

2. Notwithstanding that this special resolution has been passed by the shareholders of the Company, the Board of Directors of the Company is hereby authorized and empowered without further notice to or approval of the shareholders of the Company to not proceed with the amendment of the Articles of the Company further to this special resolution;

3. Any one director or officer of the Company be and is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as such director or officer may determine to be necessary or advisable to give effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and

4. The Board of Directors of the Company is hereby authorized to file such documents (including, without limitation, the delivery of a Notice of Alteration in the prescribed form under the *Business Corporations* Act (British Columbia) with any regulatory authority having proper jurisdiction, including, without limitation, the Registrar appointed under *Business Corporations* Act (British Columbia) and the TSX Venture Exchange, concerning the special resolution passed and is hereby authorized to make any amendments to the wording of the special resolution as such regulatory authorities may require in order that the intent of the special resolution may be effected."

The Board of Directors recommends a vote "FOR" the approval of the Articles Amendment Regarding Share Structure Resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the Articles Amendment Regarding Share Structure Resolution.

Required Approvals

In order to be acted upon, each of the Articles Amendment Regarding Name Changes Resolution and the Articles Amendment Regarding Share Structure Resolution must be passed, with or without amendment, by a majority of at least two-thirds of the votes cast by shareholders who vote, in person or by proxy, on the particular special resolution at the Meeting.

The proposed amendments to the Articles of the Company are subject to any necessary approval of regulatory authorities having jurisdiction over the Company, including the TSX Venture Exchange.

If either special resolution does not receive the required approvals, the Board may still proceed to implement the other special resolution should it receive the required approvals.

OTHER MATTERS

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

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Financial information relating to the Company is provided in the Company's comparative consolidated financial statements and management's discussion and analysis for its financial year ended October 31, 2018, which are available on SEDAR at www.sedar.com and may also be obtained by sending a written request to the Chief Executive Officer of the Company at the Company's head office located at Suite 1056-409 Granville Street, Vancouver, British Columbia, V6C 1T2.

DATED as of the 4th day of September, 2019.

BY ORDER OF THE BOARD

"Andrew Pollard"

ANDREW POLLARD
Chief Executive Officer and Director

APPENDIX A

BLACKROCK GOLD CORP.
(the "Company")

AUDIT COMMITTEE CHARTER

(Dated for Reference May 4, 2011)

MANDATE

The audit committee (the "Committee") will assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reporting process, the system of internal control and the audit process.

COMPOSITION

The Committee shall be comprised of at least three members. Each member must be a director of the Company. A majority of the members of the Committee shall not be officers or employees of the company or of an affiliate of the Company. At least one member of the Committee shall be financially literate. All members of the Committee who are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of this Audit Committee Charter, the term "financially literate" means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

The members of the Committee shall be appointed by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. The Chair shall be financially literate and an independent director as defined in Section 1.4 of National Instrument 52-110 – *Audit Committees*.

MEETINGS

Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly. Unless all members are present and waive notice, or those absent waive notice before or after a meeting, the Chairman will give Committee members 24 hours' advance notice of each meeting and the matters to be discussed at it. Notice may be given personally, by telephone, facsimile or e-mail.

The external auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee feels it is necessary or appropriate, at any other meeting. On request by the external auditor, the Chair shall call a meeting of the Committee to consider any matter that the external auditor believes should be brought to the attention of the Committee, the Board of Directors or the shareholders of the Company.

At each meeting of the Committee, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company. A member may participate in a meeting of the Committee in person or by telephone if all members participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A member may participate in a meeting of the Committee by a communications medium other than telephone if all members participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other and if all members who wish to participate in the meeting agree to such participation.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the external auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the external auditor and management annually to review the Company's financial statements.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

RESPONSIBILITIES AND DUTIES

Financial Accounting and Reporting Process and Internal Controls

The Committee is responsible for reviewing the Company's financial accounting and reporting process and system of internal control. The Committee shall:

(a) Review the annual audited financial statements to satisfy itself that they are presented in accordance with International Financial Reporting Standards ("IFRS") and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements.

(b) With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the external auditors and have meetings with the Company's auditors without management present, as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.

(c) Review any internal control reports prepared by management and the evaluation of such report by the external auditors, together with management's response.

(d) Review and satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, management's discussion and analysis and interim earnings press releases, and periodically assess the adequacy of these procedures.

(e) Review management's discussion and analysis relating to annual and interim financial statements and any other public disclosure documents, including interim earnings press releases, that are required to be reviewed by the Committee under any applicable laws, before the Company publicly discloses this information.

(f) Meet no less frequently than annually with the external auditors and the Chief Financial Officer to review accounting practices, internal controls and such other matters as the Committee or Chief Financial Officer deem appropriate.

(g) Inquire of management and the external auditors about significant financial risks or exposures, both internal and external, to which the Company may be subject, and assess the steps management has taken to minimize such risks.

(h) Review the post-audit or management letter containing the recommendations of the external auditors and management's response and subsequent follow-up to any identified weaknesses.

(i) Establish procedures for:

  (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and

  (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Audit

External Auditor

The Committee has primary responsibility for the selection, appointment, dismissal and compensation and oversight of the external auditors, subject to the overall approval of the Board of Directors. In carrying out this duty, the Committee shall:

(a) Require the external auditor to report directly to the Committee.

(b) Recommend to the Board of Directors the external auditor to be nominated at the annual general meeting for appointment as the external auditor for the ensuing year and the compensation for the external auditors, or, if applicable, the replacement of the external auditor.

(c) Review, annually, the performance of the external auditor.

(d) Review and confirm the independence of the external auditor.

(e) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the external auditor and former independent external auditor of the Company.

(f) Pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company's external auditor.

Audit and Review Process and Results

The Committee is directly responsible for overseeing the work by the external auditor (including resolution of disagreements between management and the external auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit or review services for the Company. The Committee shall:

(a) Review the external auditors' audit plan, including the scope, procedures and timing of the audit.

(b) Review the results of the annual audit with the external auditors, including matters related to the conduct of the audit.

(c) Obtain timely reports from the external auditors describing critical accounting policies and practices, alternative treatments of information with IFRS that were discussed with management, their ramifications, and the external auditors' preferred treatment.

(d) Ensure that all material written communications between the Company and the external auditors are sent to the Committee.

(e) Review fees paid by the Company to the external auditors and other professionals in respect of audit and non-audit services on an annual basis.

(f) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Company.

Other

(a) Perform such other duties as may be assigned to it by the Board of Directors from time to time or as may be required by applicable regulatory authorities or legislation.

(b) Report regularly and on a timely basis to the Board of Directors on matters coming before the Committee.

(c) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.

AUTHORITY

The Committee is authorized:

(a) to seek any information it requires from any employee of the Company in order to perform its duties;

(b) to engage, at the Company's expense, independent legal counsel or other professional advisors on any matter within the scope of the role and duties of the Committee under this Charter;

(c) to set and pay the compensation for any advisors engaged by the Committee; and

(d) to communicate directly with the internal and external auditors of the Company.

This Charter supersedes and replaces all prior charters and other terms of reference pertaining to the Committee.

APPENDIX B

BLACKROCK GOLD CORP.
(the "Company")

ADVANCE NOTICE POLICY

INTRODUCTION

The Company is committed to: 1) facilitating an orderly and efficient process for holding annual general meetings and, when the need arises, special meetings of its shareholders; 2) ensuring that all shareholders receive adequate advance notice of the director nominations and sufficient information regarding all director nominees; and 3) allowing shareholders to register an informed vote for directors of the Company after having been afforded reasonable time for appropriate deliberation.

PURPOSE

The purpose of this Advance Notice Policy (the "Policy") is to provide shareholders, directors and management of the Company with a clear framework for nominating directors of the Company. This Policy fixes a deadline by which director nominations must be submitted to the Company prior to any annual or special meeting of shareholders and sets forth the information that must be included in the notice to the Company for the notice to be in proper written form in order for any director nominee to be eligible for election at any annual or special meeting of shareholders.

It is the position of the board of directors of the Company (the "Board") that this Policy is in the best interests of the Company, its shareholders and other stakeholders. This Policy will be subject to an annual review by the Board, which shall revise the Policy if required to reflect changes by securities regulatory authorities or applicable stock exchanges and to address changes in industry standards from time to time as determined by the Board.

NOMINATIONS OF DIRECTORS

1. Nominations of persons for election to the Board may be made at any annual meeting of shareholders of the Company, or at any special meeting of shareholders of the Company if one of the purposes for which the special meeting is called is the election of directors. Only persons who are qualified to act as directors under the Business Corporations Act (British Columbia) (the "Act") and who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. At any such annual or special meeting of shareholders of the Company, nominations of persons for election to the Board may be made only:

    (a) by or at the direction of the Board, including pursuant to a notice of meeting;

    (b) by or at the direction or request of one or more shareholders pursuant to a valid "proposal" as defined in the Act and made in accordance with Part 5, Division 7 of the Act;

    (c) pursuant to a requisition of the shareholders that complies with and is made in accordance with section 167 of the Act, as such provisions may be amended from time to time; or

    (d) by any person (a "Nominating Shareholder") who:

        (i) at the close of business on the date of the giving by the Nominating Shareholder of the notice provided for below and at the close of business on the record date fixed by the Company for such meeting, (A) is a "registered owner" (as defined in the Act) of one or more shares of the Company carrying the right to vote at such meeting, or (B) beneficially owns shares carrying the right to vote at such meeting and provides evidence of such ownership that is satisfactory to the Company, acting reasonably. In cases where a Nominating Shareholder is not an individual, the notice referred to in section 4 must be signed by an authorized representative, being a duly authorized director, officer, manager, trustee or partner of such entity who provides such evidence of such authorization that is satisfactory to the Company, acting reasonably; and

(ii) in either case, complies with the notice procedures set forth below in this Policy.

2. In addition to any other requirements under applicable laws, for a nomination to be validly made by a Nominating Shareholder in accordance with this Policy, the Nominating Shareholder must have given notice thereof that is both timely (in accordance with section 3) and in proper written form (in accordance with section 4) to the Chief Executive Officer of the Company (or President of the Company, if there is no Chief Executive Officer) at the principal executive offices of the Company.

3. To be timely, a Nominating Shareholder's notice to the Chief Executive Officer of the Company (or President of the Company, if there is no Chief Executive Officer) must be made:

(a) in the case of an annual meeting of shareholders, not less than 30 days nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that if the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the "Notice Date") on which the first public announcement (as defined in section 6(c)) of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth day following the Notice Date; and

(b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

The time periods for the giving of a Nominating Shareholder's notice set forth above shall in all cases be determined based on the original date of the applicable annual meeting and/or special meeting of shareholders, and in no event shall any adjournment or postponement of a meeting of shareholders, or the reconvening of any adjourned or postponed meeting of shareholders, or the announcement thereof, commence a new time period for the giving of a Nominating Shareholder's notice as described above.

4. To be in proper written form, a Nominating Shareholder's notice must be addressed to the Chief Executive Officer of the Company (or President of the Company, if there is no Chief Executive Officer), and must set forth:

(a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director:

(i) the name, age, business address and residential address of the person;

(ii) the present principal occupation or employment of the person and the principal occupation or employment within the five years preceding the notice;

(iii) the citizenship of such person;

(iv) the class or series and number of shares in the capital of the Company which are, directly or indirectly, controlled or directed or which are owned, beneficially or of record, by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;

(v) the amount and material terms of any other securities, including any options, warrants or convertible securities which are, directly or indirectly, controlled or directed or which are owned, beneficially or of record, by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;

(vi) a statement as to whether such person would be "independent" of the Company (within the meaning of sections 1.4 and 1.5 of National Instrument 52-110, Audit Committees, of the Canadian Securities Administrators, as such provisions may be amended from time to time) if elected as a director at such meeting and the reasons and basis for such determination; and

(vii) a statement that the person is not prohibited or disqualified from acting as a director of the Company under the Act, Applicable Securities Laws (as defined in section 6(a)) or any other legislation.

(b) the full particulars regarding any oral or written proxy, contract, agreement, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote or direct the voting of any shares of the Company; and

(c) any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws.

Such Nominating Shareholder's notice must be accompanied by a written consent to act as a director of the Company as required under section 121 of the Act, duly signed by the person being nominated for election as a director.

In addition, the Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that would reasonably be expected to be material to a reasonable shareholder's understanding of the experience, independence and/or qualifications, or lack thereof, of such proposed nominee. As soon as practicable following receipt of a Nominating Shareholder's notice (and such other information referred to above, as applicable) that complies with this Policy, the Company shall publish the details of such notice through a public announcement.

5. No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of this Policy; provided, however, that nothing in this Policy shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter that is properly before such meeting pursuant to the provisions of the Act or at the discretion of the chairman of the meeting. The chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the provisions of this Policy and, if the chairman of the meeting determines that any proposed nomination was not made in compliance with this Policy, to declare that such defective nomination shall be disregarded.

6. For purposes of this Policy:

(a) "Applicable Securities Laws" means, collectively, the applicable securities statutes of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each relevant province and territory of Canada, and all applicable securities laws of the United States;

(b) "business day" means any day other than Saturday, Sunday or any statutory holiday in the City of Vancouver, British Columbia, Canada.

(c) "public announcement" means disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

7. Notwithstanding any other provision of this Policy, notice given to the Chief Executive Officer of the Company (or President of the Company, if there is no Chief Executive Officer) pursuant to this Policy may only be given by personal delivery, facsimile transmission or by email (at such email address as may be stipulated from time to time by the Chief Executive Officer of the Company (or President of the Company, if there is no Chief Executive Officer) for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery to the Chief Executive Officer of the Company (or President of the Company, if there is no Chief Executive Officer) at the address of the principal executive offices of the Company, sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) or received by email (at the address as aforesaid); provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Pacific Time) on a business day, then such delivery or electronic communication shall be deemed to have been made on the next business day.

8. Notwithstanding the foregoing, the Board may, in its sole discretion, waive any provision or requirement of this Policy.

GOVERNING LAW

This Policy shall be interpreted and enforced in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

EFFECTIVE DATE

This Policy was approved and adopted by the Board on September 4, 2019 and is and shall be effective and in full force and effect in accordance with its terms and conditions from and after such date, provided that if this Policy is not ratified and approved by an ordinary resolution of shareholders of the Company at the Company's next shareholder meeting following the effective date of this Policy, the Policy shall, from and after the date of such shareholder meeting, cease to be of any force and effect.