



**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