BLACKROCK GOLD CORP.

Management Discussion and Analysis
For the Nine Months Ended July 31, 2020

Reported on September 29, 2020

General

The following management's discussion and analysis ("MD&A") on performance, financial condition, and prospects of Blackrock Gold Corp. (the "Company") should be read in conjunction with the unaudited condensed consolidated interim financial statements and notes thereto for the nine months ended July 31, 2020 and the audited consolidated financial statements and notes thereto for the year ended October 31, 2019. The Company's condensed consolidated interim financial statements are prepared under International Financial Reporting Standards ("IFRS"). All financial information is presented in Canadian dollars unless otherwise stated. All references to a year refer to the year-ended on October 31st of that year. The date of this MD&A is September 29, 2020.

Additional information on the Company is available on SEDAR at www.sedar.com and on the Company's website at www.blackrockgold.ca.

Forward-Looking Statements

This MD&A includes certain statements that may be deemed "forward-looking statements" as defined under applicable securities law. Other than statements of historical facts, statements in this discussion including, but not limited to expected or anticipated events or developments are forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, market prices, demand for the Company's products, exploration and evaluation successes or delays, continued availability of capital and financing, general economic, market or business conditions, trends in the markets for precious metals and other commodities, technological advancement, competition, and the risk factors identified herein. Forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company, including, but not limited to, changes in market trends, risks associated with resource assets, risks inherent in mineral exploration, risks associated with development, construction and mining operations, the uncertainty of future profitability, commodity prices, industry conditions, dependence upon regulatory, environmental, and governmental approvals, and the uncertainty of obtaining additional financing. The information provided herein with respect to the Company's properties and activities should be read in reference to the technical reports and other relevant disclosure documents prepared by or on behalf of the Company, which may be viewed by interested parties at www.sedar.com. Although the Company believes the expectations expressed in any forward-looking statement are based on reasonable assumptions, investors are cautioned that any such statements are not guarantees of future performance and those actual results or developments may differ materially from those projected in the forward- looking statements. The forward-looking information and statements are only made as of the date of this MD&A.

Management's Responsibility for Financial Statements

The Company's management is responsible for the presentation and preparation of the condensed consolidated interim financial statements and the MD&A. The condensed consolidated interim financial statements have been prepared in accordance with IFRS. The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

Qualified Person

Technical information contained in this MD&A has been prepared by or under the supervision of Mr. William Howald, Executive Chairman of Blackrock Gold Corp. Mr. William Howald, AIPG Certified Professional Geologist #11041, who is a 'Qualified Person' for the purpose of National Instrument 43- 101 – Standards of Disclosure for Mineral Projects.

Description of Business

The Company is engaged in the acquisition, exploration and development of mineral properties in North America. The Company owns 100% of the Moore Property located in the Kamloops Mining Division of British Columbia. This property was written down in 2017 as the Company shifted its focus to Nevada. The Company entered into a lease agreement dated October 27, 2017 (the "Lease") on the Silver Cloud project situated in Elko, Nevada, and known as the Silver Cloud Project (the "Property"). The Lease affords the Company all rights and privileges incidental to ownership, including rights to explore, develop, and mine the Property. The term of the Lease is 10 years from October 27, 2017 and so long thereafter as a) exploration and/or development is taking place on the Property and/or b) the Property is held by the Company or its successors and assigns unless earlier terminated in accordance with the terms of the Lease.

The Company continued its focus on silver with the lease option agreement to purchase the West and Tonopah Extension properties through a four-year purchase option from Ely Gold Royalties for payments totaling US$3 million dollars. The transaction closed on April 1, 2020. With the addition of the consolidated Tonopah West package to the Company's Silver Cloud project, Blackrock has strategic interests in two prolific low-sulphidation epithermal districts in Nevada. With a presence on both the Walker Lane and the Northern Nevada Rift, these two strategic projects provide Blackrock with a significant position on two prolific gold and silver belts in Nevada.

The Company owns 100% of Blackrock Gold Corp., a US company that was inactive up to October 31, 2018, but was created to ultimately hold and operate the Company's US resource projects.

Global Pandemic

In early March 2020, there was a global outbreak of coronavirus (COVID-19) that has resulted in changes in global supply and demand of certain mineral and energy products. These changes, including a potential economic downturn and any potential resulting direct and indirect negative impact to the Company cannot be determined, but they could have a prospective material impact to the Company's project exploration activities, cash flows and liquidity.

Selected Annual Information

	October 31, 2019	October 31, 2018	October 31, 2017
Net Sales or Revenue	-	-	-
General and administrative expenses	$1,693,724	$1,148,042	$647,437
Other items	-	-	$170,960
Net Loss	$1,693,724	$1,148,042	$818,397
Net loss per share basic and fully diluted	$0.04	$0.04	$0.04
Total assets	$2,750,054	$1,127,371	$187,120

The above data has been prepared in accordance with IFRS.

The Company has become significantly more active since acquiring the Silver Cloud Project in 2017. As a result, the Company's expenditures have steadily increased since 2017. The Company has increased its expenditures on marketing as well as its management team. The Company anticipates continued increases in its expenditures in future years as its exploration projects continue to move forward.

Summary of Quarterly Results

	July 2020	Apr 2020	Jan 2020	Oct 2019	Jul 2019	Apr 2019	Jan 2019	Oct 2018
General and administrative expenses	686,053	531,811	439,092	1,004,997	309,486	147,164	232,077	316,521
Net income (loss)	(686,053)	(531,811)	(439,092)	(1,004,997)	(309,486)	(147,164)	(232,077)	(316,521)
Net Profit (loss) / share	(0.01)	(0.01)	(0.01)	(0.03)	(0.00)	(0.00)	(0.01)	(0.01)
Total Assets	14,993,860	3,219,308	2,758,033	2,750,054	1,263,390	850,036	953,539	1,127,371

For each of the above periods, the Company had no revenue from the Company's mineral property interests.

The Company's general and administrative expenses vary significantly depending on the level of activity in each quarter. The main areas of variation are in management fees, consulting fees and in share-based compensation. In May 2019, the Company brought on a new management team, including a new CEO and Executive Chairman. As a result, the management fees steadily increased, as did share-based compensation as they were given share options upon their hiring. In addition, there were share-options issued in the fourth quarter of 2019 to management, employees, directors and consultants.

The Company's assets also fluctuate significantly based on acquisitions and exploration work on its property as well as financing activities. In 2018, the Company's assets remained relatively stable as the Company consistently raised funds and developed the Silver Cloud property. In 2019, the Company has been significantly more active in its financing activities, resulting in higher cash balances which in turn resulted in more work on the Company's Silver Cloud property.

Review of Operations

General and Administrative Expenses

	Three-month Period Ended July 31,		Nine-month Period Ended July 31,	
	2020	2019	**2020**	2019
Operating expenses				
Accounting and audit	**$ 1,350**	$ 150	**$ 20,767**	$ 13,562
Bank charges	**2,712**	865	**4,952**	2,486
Consulting fees (Note 6)	**72,493**	15,400	**145,700**	116,683
Depreciation	**630**	-	**4,302**	-
Foreign exchange loss (gain)	**52,876**	2,126	**56,623**	1,173
Insurance	**15,965**	194	**37,263**	4,070
Interest expense (Note 6)	**2,448**	-	**8,511**	5,080
Management fees (Note 6)	**257,745**	65,104	**452,649**	123,476
Marketing and communications	**91,815**	23,878	**282,296**	67,792
Legal fees	**82,705**	33,616	**146,333**	80,023
Office expense	**13,251**	3,617	**45,260**	9,171
Regulatory and filing fees	**34,211**	7,836	**56,684**	20,573
Rent	**3,997**	(1,417)	**21,292**	6,766
Share-based compensation	**-**	139,839	**200,615**	139,839
Travel	**6,602**	3,223	**73,581**	23,525
Wages	**47,253**	15,055	**100,128**	74,508
Net loss for the period	**(686,053)**	(309,486)	**(1,656,956)**	(688,727)

The expenses incurred by the Company are typical of junior exploration companies that do not have established mineral reserves. Expenses are not incurred evenly over the quarters as a result of non- recurring activities or events and availability of capital.

The Company was significantly more active during the three and nine months ended July 31, 2020, as compared with the same periods last year. The Company has a more robust management team, two offices resulting higher rent, a very active exploration program, higher insurance and significantly higher financing activities. This has led the Company to see increases in almost every operating expense category.

<u>Three Months Ended July 31, 2020</u>

For the three months ended July 31, 2020, the Company incurred operating expenses of $686,053 as compared with $309,486 during the same period in 2019. As mentioned above, the increased activity within the Company is a significant driver in the increased expenditures. However, of note, the following expenses changed significantly during the three months ended July 31, 2020 as compared with the same period in 2019:

(i) Legal fees increased to $82,705 in 2020 as compared with $33,616 in 2019. During the period, the Company held its annual general meeting, completed two significant financing deals and also completed work on its internal compensation structure.

(ii) Management fees totalling $257,745 as compared with $65,104 during the same period in 2019. The increase is directly related to the new management team working on a full-time basis and bonuses to the officers and employees during the period for the significant progress made on the Tonopah property as well as the Silver Cloud property;

(iii) Share-based compensation totalled $Nil as compared with $139,839 in 2019. The Company did not grant any share options.;

(iv) Marketing and communications expense increased to $91,815 as compared with $23,878 as the Company entered into several consulting agreements to assist with marketing and bringing attention to the Tonopah and Silver Cloud properties and their drill results through various media streams.

(v) Consulting fees increased to $72,493 as compared with $15,400 during the same period in 2019. The Company hired consultants to assist with generating leads for potential financings and developing a financing strategy.

Nine Months Ended July 31, 2020

For the nine months ended July 31, 2020, the Company incurred operating expenses of $1,656,956 as compared with $688,727 during the same period in 2019. As mentioned above, the increased activity within the Company is a significant driver in the increased expenditures throughout the Company. During the nine months ended July 31, 2020, the Company has completed several financings, completed a large exploration program on the Tonopah property and worked at getting exposure to the Company and its properties. This has resulted in a significant increase in the share price while also increasing costs across the board. Of note, the following expenses changed significantly during the nine months ended July 31, 2020 as compared with the same period in 2019:

(i) Legal fees increased to $146,333 in 2020 as compared with $80,023 in 2019. During the period, the Company held its annual general meeting, completed four financing deals, acquired the Tonopah property and also completed work on its internal compensation structure. This all attributed to the higher fees.
(ii) Management fees totalling $452,649 as compared with $123,476 during the same period in 2019. The increase is directly related to the new management team working on a full-time basis and bonuses to the officers and employees during the period for the significant progress made in developing the Silver Cloud and Tonopah properties;
(iii) Marketing and communications expense increased to $282,296 as compared with $67,792 as the Company entered in a several agreements to assist with bringing attention to the Tonopah and Silver Cloud properties and their drill results through various media streams.
(iv) Travel costs increased to $73,581 as compared with $23,525 during the same period as the Company's management went to several mining trade shows to showcase the Company's properties and the results coming from the Silver Cloud property and Tonopah property.

Related Party Transactions

All transactions with related parties have occurred in the normal course of operations and have been measured at the exchange amount, which is the amount agreed to by the related parties.

As at July 31, 2020, the Company owed $74,874 (October 31, 2019 - $99,439) to related parties as follows:

(i) $16,011 (October 31, 2019 - $37,332) in management fees and $3,040 (October 31, 2019 - $658) in administration fees to a company controlled by the current chairman of the board;
(ii) $Nil (October 31, 2019 - $7,896) in management fees to the former President of the Company's subsidiary;
(iii) $10,520 (October 31, 2019 - $8,250) in management fees to a company controlled by the current CFO;
(iv) $45,303 (October 31, 2019 - $45,303) to the former CEO of the Company for management fees; and

During the nine months ended July 31, 2020, the Company incurred interest expense of $8,034 (Nine months ended July 31, 2019 - $5,080) on loans payable to former directors of the Company.

Key Management Compensation

During the nine months ended July 31, 2020, the Company paid or accrued compensation to key management, or companies controlled by them, totalling $452,649 (Nine months ended July 31, 2019 - $123,476). Of this amount:

(i) $34,750 (2019 - $Nil) in management fees to a company controlled by the current CFO;
(ii) $230,900 (2019 - $38,087) in management fees and $17,781 (2019 - $Nil) in administration fees to a company controlled by the current chairman of the board;
(iii) $187,000 (2019 - $25,000) in management fees to a company controlled by the CEO;
(iv) $Nil (2019 - $21,895) for salary to the former interim CEO and corporate secretary of the Company;
(v) $Nil (2019 - $3,000) in management fees to the former CFO of the Company;
(vi) $Nil (2019 - $45,303) in management fees to the former CEO of the Company; and
(vii) $Nil (2019 - $10,179) in management fees to the former President of the Company's subsidiary.

During the nine months ended July 31, 2020, $Nil (2019 - $25,023) was paid for project related exploration (a soil sampling program) to a company controlled by the CEO of the Company and $14,000 (2019 - $Nil in share-based compensation related to 200,000 common shares issued to the estate of the former President of the subsidiary.

On October 1, 2019, the Company entered into a consulting agreement with a company whereby the company's director was retained to perform executive, technical, managerial and consulting services as directed by the Company's Board of Directors (the "Board"), to act as executive chair of the Company, to serve as a director of the Company and to hold such additional offices to which he may be appointed by the Company or any subsidiary of the Company. The agreement is effective September 1, 2019 for a term of one year with automatic renewals of consecutive one-year terms. Pursuant to the agreement, the consultant will receive a consulting fee at the base rate of US$144,000 per annum, payable in equal monthly installments of US$12,000.

On October 1, 2019, the Company entered into a consulting agreement with a company whereby the company's president was retained to perform executive, managerial and consulting services as directed by the Company's Board, to act as president and chief executive officer of the Company, to serve as a director of the Company and to hold such additional offices to which he may be appointed by the Company or any subsidiary of the Company. The agreement is effective October 1, 2019, for a term of one year with automatic renewals of consecutive one-year terms. Pursuant to the agreement, the consultant will receive a consulting fee at the base rate of $180,000 per annum, payable in equal monthly instalments of $15,000. In August 2020, the salary was increased to US$186,000 per annum, payable in equally monthly instalments of US$15,500 per month

Pursuant to the agreements:

i. The annual base rates are subject to increase at the Board's discretion;
ii. The consultants are entitled to receive an annual bonus as determined at the Board's discretion;
iii. The consultants are entitled to participate in the Company's stock option plan;
iv. The consultants may terminate the agreements upon three months written notice and will receive a termination payment equal to the then applicable base rate per annum if terminated for other than cause; and
v. If at any time during the term of the agreements there is a change of control (as defined) and the contracts are terminated within six months of the date of change of control, the consultants will receive an amount equal to two times both the then applicable base rate and any bonus paid or payable in respect of the Company's most recently completed financial year.

On November 1, 2019, the Company entered into an employment contract with its corporate secretary for a term of one year with automatic renewals. Pursuant to the agreement, the corporate secretary will:

(i) Receive a severance benefit equal to three times his current monthly salary, which shall increase by one month per year to a maximum of six months. In addition, his coverage under employee benefit programs will continue for an equal period of time unless the Company elects to pay a lump sum cash payment equal to the projected cost of maintaining him in such programs in lieu; and

(ii) If at any time during the term of the agreement there is a change of control (as defined) and his employment is terminated within six months of the date of change of control, he will receive an amount equal to six times his current monthly salary, which will increase by one month per year to a maximum of 12 months and benefits for the same period in lieu of notice, severance, damages or other payments.

Loans Payable

Loans payable at January 31, 2020 and October 31, 2019, is comprised of the following:

		July 31, 2020		October 31, 2019
Related parties:				
Principal (i, iv, v)	**$**	**81,364**	$	81,364
Principal (iii, iv)		**32,860**		32,860
Interest, net of foreign exchange		**25,247**		17,212
Repayment (vi)		**(49,245)**		-
		90,226		131,436
Arm's length:				
Principal (ii, iv, v)		**-**		21,463
Interest		**-**		1,209
Repayment (ii)		**-**		(22,672)
		-		-
Total	**$**	**90,226**	$	131,436

(i) On November 10, and 14, 2017, the Company entered into loan agreements with two directors of the Company to borrow a total of $81,364 for a period of one year. Of this amount, $40,308 was a non-interest-bearing advance at 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 exercisable at a price of $0.07 per share for a period of 12 months. The warrants subsequently expired unexercised. These loans were extended for an additional six- month term expiring on May 10 and 14, 2019 and have not been further extended. The number of bonus warrants to be issued with respect to the extension agreements has not yet been determined.

(ii) On November 27, 2017, the Company entered into a loan agreement with an arms-length party to borrow $19,983. As further consideration for advancing the loan, the Company issued 285,714 bonus warrants to the lender exercisable at a price of $0.07 per share for a period of 12 months. The warrants subsequently expired unexercised. The principal balance of $19,983, and interest of $2,689, was repaid during the year.

(iii) On January 14, 2019, the Company entered into a loan agreement with a director of the Company to borrow a total of $32,860 (US$25,000) for a period of one year. The number of bonus warrants to be issued with respect to this loan agreement have not yet been determined and the bonus warrants have not been issued.

(iv) These loans are unsecured and bear interest at 8% per annum with interest accruing and payable at maturity. Principal and all accrued and unpaid interest is payable in full on maturity or upon demand after six months and can be prepaid in full or in part at any time without penalty. Overdue principal and accrued interest bear interest at 8% per annum.

(v) Loan agreements that include bonus warrants are considered to be a compound financial instrument with the liability and equity component being classified separately in the consolidated statements of financial position on the date of issuance. The fair value of the liability component is determined first, with the residual value, if any, being allocated to the equity component. At the time of issuance, the fair value of the liability component was determined not to be materially different from the loan proceeds. Accordingly, no amount has been allocated to the equity component.

(vi) The principal balance of $40,308 in principal and $8,937 in June 2020. The principal balance of $24,114 and interest of $2,774 was repaid during 2018.

Liquidity and Capital Resources

As at July 31, 2020, the Company had a working capital of $9,731,914 (October 31, 2019 – Working capital of $512,744), which is the current assets minus the current liabilities of the Company. The sources of cash in the year included cash from issuing common shares, share options and share purchase warrants exercised, and borrowing (loans).

The Company's continuation as a going concern is dependent on its ability to raise equity capital or borrowings sufficient to meet current and future obligations. Future operations, acquisitions and exploration will require additional capital, which the Company anticipates could come from loans, private placements and public offerings of the Company's shares. There can be no assurances that management's plans for the Company will be successful. To date, the Company has not earned operating revenue. The Company is uncertain that it can raise capital to meet its obligations, fund operations, or advance its mineral projects. The Company is subject to significant liquidity risk. See the section titled "Risks and Uncertainties" below.

The condensed consolidated interim financial statements for the nine months ended July 31, 2020 have been prepared on a going concern basis, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. This MD&A does not give effect to any adjustment which would be necessary should the Company be unable to continue as a going concern and therefore, be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in this MD&A.

The Company continues to raise funds through equity raises and through the exercise of share options and warrants. The Company will need to continue to raise funds in order to continue on as a going concern.

	July 31, 2020	October 31, 2019
Working capital	$ 9,731,914	$ 479,744
Deficit	$ 7,376,083	$ 5,719,127

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Accounting Principles

The condensed consolidated interim financial statements have been prepared in accordance with IFRS. The policies and estimates are considered appropriate under the circumstances, but are subject to judgments and uncertainties inherent in the financial reporting process. See also Note 2 in the consolidated financial statements for the year ended October 31, 2019, for additional detail on accounting principles.

Mineral Property Expenditures

NEVADA		October 31, 2019		Net Additions		Foreign Currency Translation		July 31, 2020
Acquisition and holding	$	**821,990**	$	629,279	$	(26,648)	**$**	**1,429,321**
Geology and consulting		**144,563**		58,665		(531)		**202,697**
Geophysics		**-**		47,168		(1,277)		**45,891**
Drilling and exploration		**657,112**		1,756,488		(11,481)		**2,402,119**
TOTAL	$	**1,623,665**	$	2,491,600	$	(39,938)	**$**	**4,080,027**

Mining Properties Owned by Blackrock Gold Corp.

Silver Cloud Project

On October 27, 2017, the Company entered into a Lease Agreement (the "Lease") with Pescio Exploration, LLC ("Pescio" or the "Lessor") with respect to 552 unpatented lode mining claims situated in Elko County, Nevada, and known as the Silver Cloud Project (the "Property"). The Lease affords Blackrock all rights and privileges incidental to ownership, including rights to explore, develop, and mine the Property. The term of the Lease is 10 years from October 27, 2017, and so long thereafter as: a) exploration and/or development is taking place on the Property; and/or b) the Property is held by Blackrock or its successors and assigns, unless earlier terminated in accordance with the terms of the Lease. In June 2019, the Company completed negotiations to amend the Lease terms and conditions with the underlying owner. The amended Lease provides for lower up-front payments, a reduction of the NSR through a buyout, and a purchase option for the Property.

Pursuant to the original Lease, to acquire and maintain the Lease in good standing, Blackrock:

(a) reimbursed the Lessor US$92,308 for the 2017 Bureau of Land Management ("BLM") fees;
(b) paid US$100,000 and issued 1,000,000 common shares of the Company to the Lessor at a price of $0.13 per share;
(c) paid US$100,000 in lease payments to the Lessor for year 1;
(d) must perform a minimum total of 15,000 feet of drilling on the Property during the first 3 years of the term of the Lease;
(e) must drill an additional 90,000 feet from years four to nine and 20,000 feet each subsequent year;
(f) must pay all BLM permit costs. The Company paid BLM fees of US$91,080 in 2019 and US$92,544 in 2018. The next BLM payment in the amount of US$92,544 is due on or before July 15, 2020; and
(g) must make additional payments to the Lessor of US$100,000 in year 2, US$150,000 in year 3, US$200,000 in year 4, US$250,000 in year 5, US$500,000 in year 6, US$750,000 in year 7 and US$1,500,000 per year starting in year 8.

Pursuant to the amending agreement:

(i) The Company must make the following cash payments:

i. 2nd Anniversary of the Effective Date October 27, 2019, US$75,000 (paid);
ii. 3rd Anniversary of the Effective Date October 27, 2020, US$100,000;
iii. 4th Anniversary of the Effective Date October 27, 2021, US$150,000;
iv. 5th Anniversary of the Effective Date October 27, 2022, US$200,000;
v. 6th Anniversary of the Effective date October 27, 2023, US$500,000;
vi. 7th Anniversary of the Effective date October 27, 2024, US$750,000; and

vii. 8th Anniversary of the Effective date and all subsequent anniversaries the Lease is in effect, US$1,500,000.

The Company is committed to and must pay all minimum payments up to and including the October 27, 2022 payment. The cash minimum payments will not be credited cumulatively against the Company's royalty payment obligations.

(ii) The Company must complete the following minimum drilling requirements:

i. 1st to 5th year of the Lease, 25,000 feet;
ii. 6th year of the Lease, 10,000 feet;
iii. 7th year of the Lease, 20,000 feet;
iv. 8th year of the Lease, 20,000 feet; and
v. 9th year of the Lease and each subsequent Lease year, 20,000 feet.

If the minimum drilling threshold is not achieved, the Company is subject to a penalty of US$50 per foot of undrilled footage.

(iii) The Company was granted the sole and exclusive option to purchase and own 100% of the Property for a total purchase price of US$3,500,000 on or before October 27, 2023. Exercising the purchase option will terminate the Company's obligation with respect to making any further cash payments and the only further payment obligation is the royalty. If the option to purchase is exercised, the exploration drilling commitment or drilling escape payment obligations remain in effect. If the Company elects to exercise the purchase option after October 27, 2023, it will have to pay a total purchase price of US$5,000,000 and will be obligated to pay all minimum payments and any and all related financial obligations.

(iv) The Company will pay Pescio a non-participating royalty of 3.5% based on the gross value from the production or sale of minerals from the Property and any area of interest acquired interests. The royalty percentage, as a whole, is made subject to a buy-down option of 1% of the 3.5% upon payment of US$3,000,000 at any time within the first five years, reducing the remaining royalty to 2.5%.

On July 11, 2019, the Company, through its US subsidiary Blackrock Gold Corp., entered into a purchase agreement for 20 unpatented mining claims located immediately adjacent to the western boundary of the Property. These unpatented lode mining claims, collectively known as the West Silver Cloud property, extend the Property westward from the Northwest Canyon target. The Company:

(i) Paid US$5,000 upon closing of the transaction;
(ii) Issued 150,000 common shares of the Company; and
(iii) Issued 50,000 common share purchase warrants exercisable for a period of 3 years with an exercise price of $0.20 per common share.

These claims are subject to a production royalty equal to one-half a percent (0.5%) of the net smelter returns. The Company has the right to purchase the royalty at any time for US$500,000.

Tonopah West Project

On April 2, 2020, the Company announced the completion of the Lease Option to Purchase agreement for the historic West End and Tonopah Extension properties through a 4-year purchase option from Ely Gold Royalties Inc. ("Ely Gold") for payments totalling US$3 million. The transaction consolidates these properties into the Tonopah West Project. These properties are a significant landholding within the historic Tonopah silver district located in the Walker Lane trend of Western Nevada and include the Nevada Select Royalty, Inc. and Cliff ZZ land holdings consisting of total of 97 patented lode mining claims and 17 unpatented lode mining claims.

Through Ely Gold's wholly-owned subsidiary, Nevada Select Royalty, Blackrock Gold Corp's wholly-owned US subsidiary acquired the Tonopah West Project under a lease option to purchase. The 4-year option has payments as follows:

- US$325,000 on Closing (paid);
- US$325,000 on the 1st Anniversary of Closing;
- US$650,000 on the 2nd Anniversary of Closing;
- US$700,000 on the 3rd Anniversary of Closing; and
- US$1,000,000 on the 4th Anniversary of Closing.

There is no Work Commitment.

Silver Cloud Project Update

Based on the historical work and drill results, Silver Cloud, like the Midas and Hollister deposits, is a low sulphidation epithermal gold deposit. Historic drill holes completed by Placer Dome and Teck in the Silver Cloud mine area returned bonanza-grade gold intercepts. Geologic cross-sections show the bonanza-gold grades in the Placer Dome and Teck drill holes (1.5m of 12.5g/t Au and 0.7m grading 7.6 g/t Au respectively) align at the same elevation along an east-west zone with approximately 1500 meters of strike potential. A revaluation of the surface geochemistry, geology and geophysics revealed that high-grade gold veins may have an east-west orientation. A drill campaign utilizing all the available data was permitted and bonded with core drilling started in early October and completed in early December 2019. The drill program was the first drill campaign following a 15-year hiatus.

As announced on January 6, 2020, the Company completed the first drill program at Silver Cloud since 2005. Five HQ core holes totalling 2,207 metres (7,240 feet) were drilled, and all gold and trace element assay results were disclosed. The program commenced on October 5, 2019, and was completed in early December 2019.

The initial results confirm the existence of an epithermal vein system oriented in an east-west direction. Given the reported gold grades and the trace element geochemistry, the drill encountered the structures too high in the system. This suggests potential exists for higher-grade gold at depth within the boiling zone of this epithermal system.

A mineralized porphyry intrusive system adjacent to the vein zone was also identified and could lead to a significant secondary target. If gravity data indicates the location of the altered porphyry intrusives (rhyolite flow domes) with associated high-grade gold veins, the Company has identified numerous additional targets to explore throughout the project. Of significant interest are the multiple gravity lows that extend directly east of the Silver Cloud mine area to our property boundary, which could represent the potential strike extent of this newly recognized east-west oriented system.

In March 2020, SBC20-06 was drilled to intersect the Northwest Canyon east-west zone at depth, just above the basement lithologies. The drillhole cut 678 metres of volcanics and without reaching the basement; however, a 25.1-metre alteration zone was intersected from 426.0 to 451.1 metres down the hole. The alteration consists of quartz and sulphide veinlets ranging between 6 millimetres to over 100 millimetres over the length of the alteration zone with veinlets occurring every 1.5 to 2.5 metres within the interval. Downhole televiewer information confirms the zone is oriented east-west to east-northeast which matches the orientation and depth projection of the Northwest Canyon gold zone. Confirming the strike of the zone is an important outcome of the program.

The core was sampled and assayed for gold and silver using a standard 30-gram fire assay with an ICP finish. The vein zone was sent for a metallic screen to identify any potential coarse gold in the system. Metallic screen assays show gold values up to 0.450 ppm gold. Using a 0.2 gram per tonne gold cut off, a section measuring 3.5 metres and grading 0.34 grams per tonne gold was returned starting at 426 metres down the hole. The entire 25-metre zone returned an average grade of 0.121 grams per tonne gold using a 0.10 gram per tonne cut off.

At Silver Cloud project, a detailed mapping and sampling program has been completed, and drill permits have been submitted to the Bureau of Land Management for an envisioned 3,500-metre drill program focused on the NE Veins and Quiver targets. Permit approvals and bonding are anticipated by September. The Company has secured a RC drill rig which will arrive on-site in October.

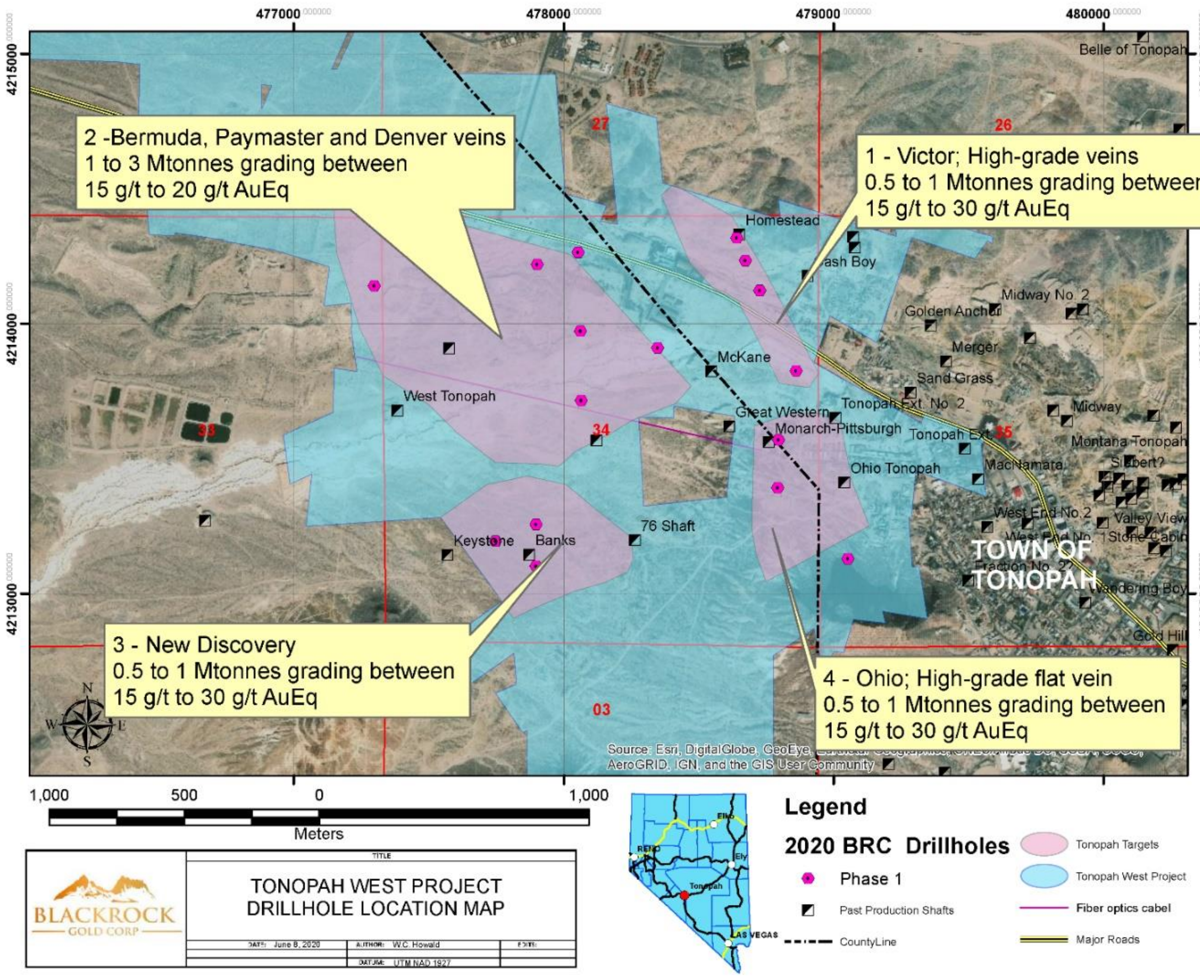
An Induced Polarization (IP) survey has been initiated and preliminary data is showing success and defining additional areas for follow up. It is anticipated that additional high-priority drill targets may be added to the fall drilling program.

Tonopah West Project

On April 27, 2020, The Company announced exploration plans for its 100% controlled Tonopah West project located in the Walker Lane trend of Western Nevada. The project is a significant landholding within the historic Tonopah silver district with 97 patented and 17 unpatented lode mining claims comprising the property. Blackrock closed the lease option to Purchase Agreement on April 1st.

The Tonopah silver district produced 174 Mozs of silver and 1.8 Mozs of gold from 7.45 million tonnes of material. Blackrock's consolidated land position yielded 2.1 million tonnes of the total Tonopah gold and silver production making the combined area the second-largest producer by tons and gross dollar yield.

Four broad target areas have been defined which have the potential ranging from 2.5 million to 6 million tonnes with an average grade ranging from 13 to 21 g/t gold and gold equivalent. The potential quantities and grades of the target zones set out below are conceptual in nature, there has been insufficient exploration to define a mineral resource and it is uncertain whether further exploration will result in the targets being delineated as mineral resources. A 7,000m, 16-hole RCV drilling program commenced on June 17th, 2020 to test these four target areas



Highlights from the Exploration program on Tonopah west property are as follows

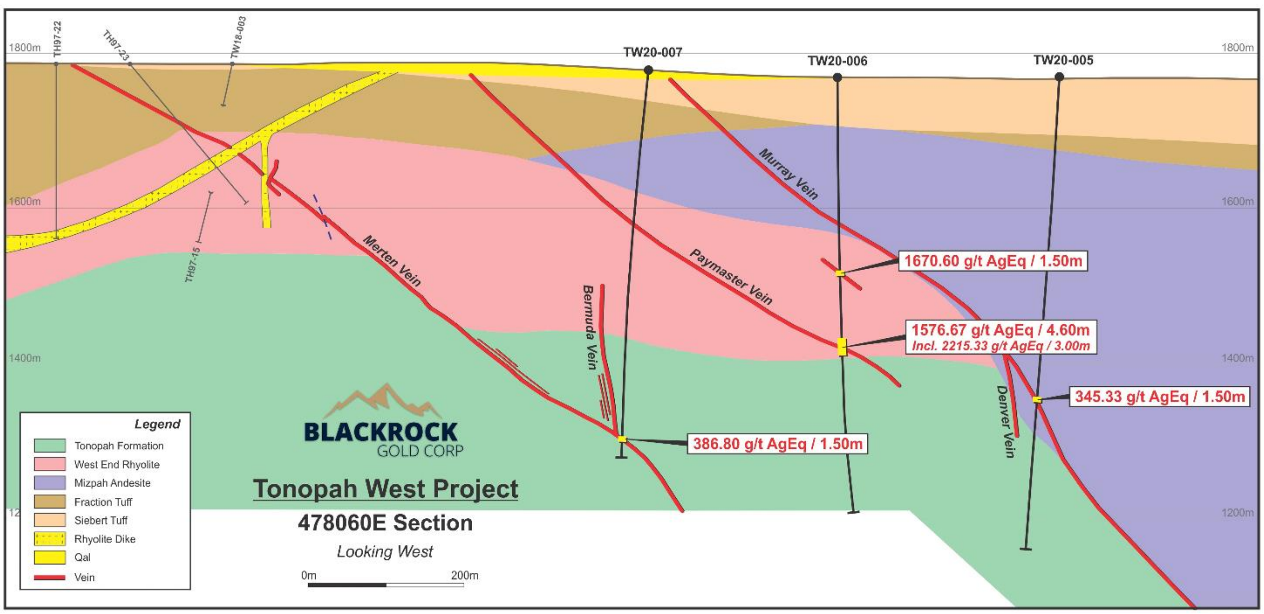
- Drillhole TW20-001 intersected a new vein yielding 3 metres grading 2,198 g/t silver equivalent (silver: gold ratio 100:1) using a 400 g/t silver equivalent cut-off grade;
- Drillhole TW20-001 also extended the Victor Vein 30 metres down plunge with the intersection of 965 g/t silver equivalent over 29 metres;
- TW20-006 at the Paymaster vein returned 1,577 g/t silver equivalent (AgEq) over 4.6 metres including 3.0 metres grading 2,215 g/t AgEq. TW20-006 also intersected a second vein yielding 1.5 metres of 1,670 g/t AgEq.;
- The Denver vein assayed 1.5 metres grading 345 g/t AgEq in drillhole TW20-005, and TW20-004 yielded 1.5 metres grading 245 g/t AgEq;
- Though TW20-007 experienced significant deviation from the targeted Bermuda vein, it still intersected 1.5 metres grading 387 g/t AgEq of a previously unknown vein. The Denver, Paymaster, and Bermuda ("DPB") veins, in addition to the new vein, encountered, represent the Company's DPB Target;
- Yielding 1.5 metres grading 329 g/t AgEq from the Merger vein, RC drillholes TW20-003 and TW20-002 experienced severe deviation to the east missing the main Victor target. A core drill rig has completed two of five planned additional drillholes at this target to delineate approximately 300 metres of strike along the Victor vein.;
- The first drillhole at the New Discovery Target, TW20-008, returned 562 g/t AgEq over 1.5 metres from the steeply dipping Discovery Vein.; and

The Company is approaching 10,000 metres of drilling in 19 RC and 2 core drillholes across the Victor, DPB, and Discovery targets. This initial program, originally slated to consist of 7,000 metres of drilling, has been expanded to 20,000 metres following the successful targeting of drillholes TW20-001, TW20-003, TW20-005, TW20-006 and TW20-008. (see news release July 20, 2020).

Table 1: Assay results above 300 g/t AgEq cut off for drillholes TW20-001 to TW20-010

Drillhole	Area	From Metres	To Metres	Length Metres	Gold g/t	Silver g/t	AgEq g/t*
TW20-001	Victor Vein	554.74	557.78	3.0	2.435	221.27	464.77
TW20-001	Victor Vein	560.83	563.88	3.0	11.518	1,046.07	2,197.90
Including		**560.83**	**562.36**	**1.5**	**18.667**	**1,736.73**	**3,603.40**
TW20-001	Victor Vein	574.55	603.50	29.0	5.291	435.71	964.79
Including		**582.17**	**592.84**	**10.7**	**7.941**	**623.10**	**1,417.20**
TW20-001	Victor Vein	612.65	615.70	3.0	1.925	135.07	327.57
TW20-003	Victor Vein	702.56	704.09	1.5	1.890	140.00	329.00
TW20-005	Denver Vein	402.34	403.86	1.5	1.630	182.33	345.33
TW20-006	Paymaster Vein	**275.84**	**277.37**	**1.5**	**8.680**	**802.60**	**1,670.60**
TW20-006	Paymaster Vein	321.56	326.14	4.6	9.036	673.12	1,576.67
Including		**323.09**	**326.14**	**3.0**	**12.633**	**951.99**	**2,215.33**
TW20-006	Paymaster Vein	327.66	329.18	1.5	2.170	162.97	379.97
TW20-007	Bermuda Vein	484.63	486.16	1.5	2.060	180.80	386.80
TW20-008	New Discovery	242.32	243.84	1.5	3.430	218.64	561.64

*AgEq g/t = Ag g/t + (Au g/t X 100)   True Thickness believed to be 70% of length



*DPB Target Zone

Drilling at the DPB target is ramping up to accommodate an in-fill drill program on the Paymaster and Denver veins. Drill pads on 100-metre centers have been completed, and drilling to explore the full potential of these two veins along strike is in progress.

Drilling at the Victor and Bermuda veins has been challenging because of severe and unpredictable drillhole deviation away from the planned target zones. TW20-002 and TW20-003 deviated to the east and away from the Victor mineralized zone. As a result, TW20-002 passed east and below the target zone while TW20-003 deviated so far east that it intersected the Merger vein at 702 metres. A technical review with the drill contractors has outlined some potential solutions to this problem which are being applied as drilling progresses at Victor and Bermuda.

At the Bermuda vein, drillholes deviated to the east and lost significant elevation and failed to reach the planned target. TW20-007 deviated almost 90 degrees to the east and became vertical, thus paralleling and missing the vertically-oriented Bermuda vein.

The core drill arrived on site on August 20th and is drilling core tails from a series of RC pre-collared holes. The first core tail, TW20-011C, is complete and is a step-out hole from TW20-001 within the Victor Vein. TW20-012C and TW20-013C are in progress and expect to be complete by mid-September, and two additional core holes are planned for early fall. The core tail program is designed to delineate approximately 300 metres of strike along the Victor vein target.

Upon completion of the first phase of the core tail program at the Victor vein target, the core drill will be moved to the DPB target to assist with in-fill drilling and target delineation while the Company awaits assay results from the Victor area.

Drillhole ID	Target	NAD27 East	NAD27 North	Elevation metres	Azimuth	Dip	Total Depth metres
TW20-001	Victor	478723	4214121	1787	0	-90	623.3
TW20-002	Victor	478671	4214227	1796	150	-85	716.3
TW20-003	Victor	478644	4214326	1794	150	-85	748.3
TW20-004	DPB	478053	4214260	1765	180	-87	611.12
TW20-005	DPB	477900	4214220	1760	180	-85	605.03
TW20-006	DPB	478069	4213965	1774	0	-90	571.50
TW20-007	DPB	478058	4213708	1775	180	-85	605.03
TW20-008	New Discovery	477900	4213261	1774	175	-80	519.68
TW20-009	New Discovery	477887	4213096	1777	0	-90	312.42
TW20-010	New Discovery	477748	4213196	1769	110	-70	355.09

A second drill rig (core) arrived at site on August 20th and will drill core tails from a series of RC pre-collars. The first core tail is complete and is a step-out hole from TW20-001 within the Victor Vein. The Company reported it had encountered multiple intersects including 29 metres of 965g/t AgEq, 3 metres of 2,198g/t AgEq (including 1.5 metres of 3,603 g/t AgEq), and 3 metres of 465g/t AgEq in drillhole TW20-001.

The core tail, TW20-011C, encountered alteration starting at approximately 500 metres which intensified downhole from argillic alteration to stockwork veining, veins and breccias. The most intense alteration occurred between 580 metres and 612 metres down the drillhole and contains vein zones with stock work zones of blue-gray colored clay seams. Alteration diminished at 640 metres after crossing a vein/fault structure where the drillhole encountered weakly altered andesite and was stopped (648 metres). TW20-011C intersected the Victor Vein gold-silver system 50 metres to the west-northwest of TW20-001. The core-tail drilling program, with five holes planned, will test approximately 300 metres of the Victor Vein gold and silver system.

All sampling was conducted under the supervision of the Company's project geologists, and a strict chain of custody from the project to the sample preparation facility was implemented and monitored. The RC samples were hauled from the project site to a secure and fenced facility in Tonopah, Nevada, where they were loaded on to American Assay Laboratory's (AAL) flat-bed truck and delivered to AAL's facility in Sparks, Nevada. A sample submittal sheet was delivered to AAL personnel who organized and processed the sample intervals pursuant to the Company's instructions. Blackrock personnel inserted standards and blanks into the sample sequence.

The RC samples and QA/QC samples were crushed and pulverized, then the pulverized material was digested and analyzed for gold using fire assay fusion and an Induced Coupled Plasma (ICP) finish on a 30-gram assay split. Silver was determined using five-acid digestion and ICP analysis. Data verification of the assay and analytical results are completed to ensure accurate and verifiable results. A prep blank, lab blank or a certified standard was inserted approximately every 20th sample.

Drilling continues to ramp up with 10,000 metres of a planned 20,000-metre initial program now complete, with two drill rigs (core and RC) being utilized.

Disclosure of Outstanding Share Data:

• Share capital authorized:	Unlimited common shares
• Share capital issued as of July 31, 2020	104,120,862 common shares
• Share capital issued as of September 29, 2020	106,363,862 common shares
• Share purchase options outstanding, July 31, 2020	5,210,000 share purchase options
• Share purchase options outstanding, September 29, 2020	7,695,000 share purchase options
• Share purchase warrants outstanding, July 31, 2020	24,491,043 share purchase warrants
• Share purchase warrants outstanding, September 29, 2020	22,573,042 share purchase warrants
• Share purchase finders warrants outstanding, July 31, 2020	1,050,506 share purchase warrants
• Share purchase finders warrants outstanding, September 29, 2020	1,050,506 share purchase warrants

Subsequent Events

The following transactions occurred subsequent to the period-end:

(i) On August 6, 2020 the Company entered into an Investor Relations Agreement with Bello Capital Partners (the "Consultant") to assist with investor relations activities, including communicating with and marketing to institutional investors, shareholders and media contacts for a period of twelve months. In consideration for the services, the Company will pay the Consultant $10,000 on a monthly basis. The Company has, subject to regulatory approval, granted the Consultant share purchase options entitling the Consultant to purchase 350,000 common shares of the Company at a price of $1.43 per share with a five-year term, vesting in stages with one quarter vesting every three months following the date of issuance.

(ii) Also, on August 6, 2020 the Company announced the grant of share purchase options under its Stock Option Plan to purchase an aggregate of 2,210,000 common shares (the "Optioned Shares") of the Company at an exercise price of C$1.43 per share for a five-year term expiring August 6, 2025. The share purchase options were granted to directors, officers, and consultants of the Company. In addition, the Company announced that it has awarded under its Restricted Share Unit Plan of an aggregate of 362,000 restricted share units ("RSUs") to its directors and officers. Each RSU entitles the recipient to receive one common share of the Company, or a cash payment equal to the equivalent for one common share of the Company, following the vesting period of the RSU. The RSUs awarded will vest as to one-third on each of the first, second and third anniversaries of the date of grant.

(iii) On August 7, 2020, the Company appointed a new director to its board, Daniel Vickerman. In connection with the appointment, the Company granted 250,000 incentive share purchase options to Mr. Vickerman. The options, which are subject to the terms and conditions of the Company's stock option plan and the policies of the TSX Venture Exchange, may be exercised at a price of $1.33 per share for a term of 5 years.

Financial Instruments

Financial instruments must be classified at one of three levels within a fair value hierarchy according to the relative reliability of the inputs used to estimate their values. The three levels of the hierarchy are as follows:

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

Cash is measured using Level 1. The Company does not have any financial instruments that are measured using Level 2 or Level 3 inputs. The carrying value of receivables, accounts payable and accrued liabilities and employment liability approximate fair value because of the short-term nature of these instruments. During the year, there were no transfers between Level 1, Level 2, and Level 3 classified assets and liabilities.

Risk and Uncertainties

The Company is in the mineral exploration and development business and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in similar businesses. The industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates. There is no certainty that properties which the Company has described as assets on its balance sheet will be realized at the amounts recorded.

The only sources of future funds for further exploration programs or if such exploration programs are successful for the development of economic ore bodies and commencement of commercial production thereon, which are presently available to the Company are borrowing, the sale of equity capital or the offering of the Company of an interest in its properties to be earned by another party carrying out further exploration or development. Although the Company was successful in accessing the equity market during the past year, there is no certainty or assurance that such sources of financing will be available on acceptable terms, if at all.

Other risks include:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with two major banks in Canada and one in the US. As most of the Company's cash is held by three banks, there is a concentration of credit risk. This risk is managed by using major banks that are high credit, quality financial institutions as determined by rating agencies.

Liquidity risk
Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company attempts to manage liquidity risk by maintaining a sufficient cash balance. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations. As at July 31, 2020, the Company had cash of $10,739,972 to settle current liabilities of $1,148,301. The Company is subject to significant liquidity risk.

No dividends have been paid to date. Payment of any future dividends, if any, will be at the discretion of the Company's board of directors.

The Company will need additional funding to complete its short and long-term objectives. The ability of the Company to raise such financing in the future will depend on the prevailing market conditions, as well as the business performance of the Company. Current global financial conditions have been subject to increased volatility as a result of which access to public financing has been negatively impacted. There can be no assurances that the Company will be successful in its efforts to raise additional financing on terms satisfactory to the Company.

The market price of the Company's shares at any given point in time may not accurately reflect the long-term value. If adequate funds are not available or not available on acceptable terms, the Company may not be able to take advantage of opportunities, to develop new projects or to otherwise respond to competitive pressures

Foreign currency risk
The Company's functional currency is the Canadian dollar; however, there are expenses, assets, and liabilities in US dollars. The Company is exposed to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility in these rates. As at July 31, 2020, the Company had cash balances of US$2,155,620 (October 31, 2019 - US$457,992), loans payable of US$28,246 (October 31, 2019 – US$26,617), and accounts payable and accrued liabilities of US$579,331 (October 31, 2019 – US$247,365). The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

Personnel risk
The Company is dependent upon the services of key executives, including the CEO. Also, certain of the directors and officers of the Company also serve as directors and/or officers of other companies and, consequently, there exists the possibility for such directors and officers to be in a position of conflict.

Management's Report on Internal Controls

Disclosure controls and procedures ("DC&P") have been designed to provide reasonable assurance that all material information related to the Company is identified and communicated on a timely basis. Management of the Company, under the supervision of the President and Chief Executive Officer and the Chief Financial Officer, is responsible for the design and operations of DC&P. There have been no changes in the Company's DC&P during the three months ended January 31, 2020.

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting ("ICFR") to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with applicable IFRS. However, due to inherent limitations, internal control over financial reporting may not prevent or detect all misstatements and fraud. Also, projections of any evaluation of effectiveness in future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. There have been no changes in the Company's internal control over financial reporting during the year ended October 31, 2019 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The Company's controls are based on the COSO framework. COSO (Committee of Sponsoring Organizations of the Treadway Commission) is a joint initiative of the American Accounting Association, the American Institute of Certified Public Accountants, Financial Executives International, the Association of Accountants and Financial Professionals in Business and the Institute of Internal Auditors dedicated to providing thought leadership through the development of frameworks and guidance on enterprise risk management, internal control and fraud deterrence.

Corporate Governance Practices

The disclosure required pursuant to National Instrument 58-101-Disclosure of Corporate Governance Practices was made by the Company in its Management Information Circular which was mailed to shareholders and is accessible via the Internet for public viewing on SEDAR at www.sedar.com.

Critical Accounting Estimates

Critical accounting estimates are used in the preparation of the financial statements. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control. The Company's recorded value of the Company's mineral properties is in all cases, based on historical costs that are to be recovered in the future. The Company's recoverability evaluation is based on market conditions of minerals, underlying mineral resources associated with the properties and future costs that may be required for ultimate realization through mining operations or by sale or by joint venture. The Company is in an industry that is exposed to a number of risks and uncertainties, including exploration risk, development risk, commodity price risk, operating risk, regulatory risk, ownership and political risk, funding and currency risk as well as environmental risk and risks arising out of the traditional territories of Native Indian Bands. The Company's financial statements have been prepared with these risks in mind. All of the assumptions set out herein are potentially subject to significant change and out of the Company's control. These changes are not determinable at thistime.

Additional Information

Updated additional information relating to the Company is available at the SEDAR website: www.sedar.com. Shareholders should go to Blackrock Gold Corp.'s company profile for updated information. Shareholders are encouraged to register their shares with the Company. Shareholders who register their shares in their name will be entitled to receive up-to-date news releases as and when they are released.