BLACKROCK GOLD CORP. (Formerly Almo Capital Corp.)
Hereinafter called "Blackrock" or the "Company"
Management Discussion and Analysis
For the Six Months Ended April 30, 2019

Reported on June 27, 2019

General

The following management's discussion and analysis ("MD&A") on performance, financial condition, and prospects should be read in conjunction with the unaudited condensed consolidated financial statements of the Company for the period ended April 30, 2019 and audited consolidated financial statements and notes thereto for the year ended October 31, 2018. The Company's financial statements are prepared in accordance with International Financial Reporting Standards. 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, and all references to a quarter refer to the quarter ended on April 30 of that year. The date of this MD&A is June 27, 2019.

This MD&A contains forward-looking information and statements, which are based on the conclusions of management. The forward-looking information and statements are only made as of the date of this MD&A.

Additional information on the Company is available on SEDAR at www.sedar.com and on the Corporation'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, statements regarding planned exploration activities, trends in the markets for precious metals and other commodities, technological advancement, competition, other statements that are not historical facts, and the risk factors identified herein. These 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 Corporation 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.

Management's Responsibility for Financial Statements

The Company's management is responsible for the presentation and preparation of interim consolidated financial statements and the MD&A. The consolidated 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.

Description of Business

Blackrock Gold Corp. (Formerly Almo Capital Corp.) (herein "the Company") was incorporated under the Companies Act of the Province of British Columbia on April 16, 1999. Pursuant to CDNX (TSX Venture Exchange) Policy Number 2.4 the Company was established as a Capital Pool Company and the shares started trading on the CDNX under the symbol APT on July 20, 2000. For its qualifying transaction, the Company acquired Property #1, D.D. Mineral Property containing nickel, cobalt, copper, platinum, palladium and gold in the Cariboo Mining Division on December 16, 2003, but the Company allowed these claims to lapse in 2018.

The Company is engaged in the acquisition, exploration and development of mineral properties in North America. The Company owns 100% the Moore Property Located in the Kamloops Mining Division of British Columbia, but it intends to allow these claims to lapse.

On October 27, 2017, the Company entered into a Lease Agreement on a gold & silver 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 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 it successors and assigns unless earlier terminated in accordance with the terms of the Lease.

Effective July 27, 2016, the Company changed its name from Almo Capital Corp. to Blackrock Gold Corp. The Company's shares began trading on the TSX Venture Exchange ("TSX-V") under the symbol "BRC.V" on July 27, 2016 and trade on the OTCQB under the symbol "BKRRF".

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

Summary of Quarterly Results

	Apr 2019	Jan 2019	Oct 2018	Jul 2018	Apr 2018	Jan 2018	Oct 2017	Jul 2017
General and administrative expenses	147,164	232,077	369,814	536,072	213,099	82,350	179,692	97,314
Other expenses (income)	-	-	-	-	-	-	993,041	-
Net income (loss)	(147,164)	(232,077)	(369,814)	(536,072)	(213,099)	(82,350)	(1,172,733)	(97,314)
Net Profit (loss) / share	(0.00)	(0.01)	(0.01)	(0.01)	(0.01)	(0.00)	(0.06)	(0.00)
Total Assets	850,036	953,539	1,127,371	903,819	1,255,942	203,317	187,120	1,284,422

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

Results of Operations for the Quarter ended April 30, 2019

Silver Cloud Project Expenses

Total costs incurred on the project during the quarter amounted to $nil (2018 - $nil) of which $nil (2018 - $nil) was for acquisition costs and $nil (2018 - $nil) was for exploration costs.

General and Administrative Expenses

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 restricting operations to conserve cash during the quarter as compared with the end of the last fiscal year. As a result, expenses across the board have increased compared with the same period last year. Of note, the following expenses changed significantly from the prior year:

Accounting and audit fees in the quarter increased to $10,162 in 2019 from $nil in 2018 due to the company accruing the current year's expected audit fees and a portion of the next year's expected audit fees as well as the 2018 income tax return preparation fees.

Management fees in the quarter decreased to $28,168 in 2019 from $56,972 in 2018. The decrease was mainly due to the compensation paid to the Company CFO in 2018.

Marketing and communications costs, which include investor relations costs, decreased in the quarter to $21,635 in 2019 from $52,044 in 2018. The Company has reduced its marketing costs to retain cash.

Legal fees in the quarter increased to $17,682 in 2019 from $nil in 2018 due to legal work related to bonus warrants, stock options, agreements, shareholder matters, corporate development matters, and a private placement that did not close.

Share-based compensation in the quarter decreased to $nil in 2019 from $14,420 in 2018 because stock options were not granted in 2019.

Results of Operations for the Six-Months ended April 30, 2019

Silver Cloud Project Expenses

Total costs incurred on the project during the six-months ended April 30, 2019 amounted to $27,103 (2018 - $333,548) of which $nil (2018 - $333,548) was for acquisition costs and $27,103 (2018 - $nil) was for exploration costs.

General and Administrative Expenses

The following expenses changed significantly from the first six months of the prior year:

Accounting and audit fees increased to $13,412 in 2019 from $nil in 2018 due to the company accruing the current year's expected audit fees and a portion of the next year's expected audit fees.

Consulting fees increased to $101,283 in 2019 from $35,708 in 2018 due to the company hiring new consultants for finance and business development and retaining a contract administrative assistant for

Management.

Marketing and communications costs, which include investor relations costs, decreased to $43,914 in 2019 from $92,482 in 2018. The Company has reduced its marketing costs to retain cash.

Legal fees increased to $46,407 in 2019 from $7,969 in 2018 due to US legal work related to hiring a President for the US subsidiary and subsequently dealing with the consequences of his tragic passing, incentive plans, appointing a new director and CFO, and extending the loans.

Rent increased to $8,183 in 2019 from $nil in 2018 due to rent paid on the Vancouver head office and an office in the United States for the CEO.

Share-based compensation decreased to $nil in 2019 from $14,420 in 2018 because stock options were not granted in 2019.

Travel increased to $20,301 in 2019 from $1,195 in 2018 due to additional travel caused by the head office of the Company being in Canada, the CEO of the Company residing in the USA, the Silver Cloud project being located in a different state in the USA, directors traveling to meet with the CEO, and travel to attend the Prospectors and Developers Conference in Toronto.

Wages increased to $59,453 in 2019 from $37,041 in 2018 due to accrued vacation pay and the salary for the President of the US subsidiary.

Related Party Transactions

All transactions with related parties have occurred in the normal course of operations and management represents that they have occurred on a basis consistent with those involving unrelated parties, and accordingly that they are measured at fair value. As at April 30, 2019, the Company owed $82,213 (October 31, 2018 - $41,732) to related parties as follows (excluding loans payable):

i. $10,179 (2018 - $nil) to the former CEO of a subsidiary of the Company for salary;
ii. $45,303 (2018 - $nil) to the President and CEO of the Company for management fees;
iii. $21,895 (2018 - $nil) to the former interim CEO of the Company for salary;
iv. $nil (2018 - $20,866) to a former consultant of the Company for management fees;
v. $nil (2018 - $20,866) to a company controlled by a former CFO of the Company;
vi. $3,000 (2018 - $nil) to a company that controls more than 10% of the shares of the Company for the services of the CFO; and
vii. $1,837 (2018 - $nil) to a company controlled by a director of the Company for expense reimbursement.

During the six months ended April 30, 2019, the Company incurred interest expense of $4,213 (April 30, 2018 – $5,180) on loans payable to directors of the Company. The Company issued 1,162,273 bonus warrants in respect of these loans during the year ended October 31, 2018 (none of these warrants were exercised and these warrants have since expired).

<u>Key Management Compensation</u>

During the six months ended April 30, 2019, the Company paid or accrued compensation to key management, or companies controlled by them, totaling $125,251 (April 30, 2018 - $64,292). Of this amount, $10,179 (2018 - $nil) was paid to Brian Morris, $55,627 (2018 - $nil) was paid to Greg Schifrin, $17,444 (2018 - $nil) was paid to Paul Kania, $nil (2018 - $20,833) was paid to Randip Minhas, $39,000 (2018 – n/a) was paid to Amit Kumar, and $3,000 (2018 - $nil) was paid to Belgravia Capital International

Inc., a company that controls more than 10% of the shares of the Company, for the services of Kevin Strong.

During the six-months ended April 30, 2019, $25,023 (April 30, 2018 - $nil) was paid for project related exploration (a soil sampling program) to a company controlled by Greg Schifrin.

During the six months ended April 30, 2019, $nil (Six months ended April 30, 2018 - $14,420) in share-based compensation was in respect of officers and directors of the Company

Loans Payable

Loans payable at April 30, 2019 and October 31, 2018 is comprised of the following:

		April 30, 2019		October 31, 2018
Related parties:				
Principal (i, iii, iv, v)	$	114,219	$	105,478
Interest		10,513		10,628
Foreign exchange loss		697		
Repayment (vi)		-		(26,888)
		125,429		89,218
Arms-length:				
Principal (ii, iv, v)		19,983		19,983
Interest		2,347		1,480
Repayment		-		-
		22,330		21,463
Total	$	147,759	$	110,681

(i) On November 10 and 14, 2017, the Company entered into loan agreements with two current 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 (see Note 7). 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 (none of those Bonus warrants were exercised and these warrants have since expired). These 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.

(ii) On November 27, 2017, the Company entered into a loan agreement with an arms-length party to borrow $19,983 for a period of one year. 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. None of these Bonus warrants were exercised and these warrants have since expired. The loan, including the principal and accrued interest, was repaid in full on June 18, 2019.

(iii) On January 31, 2019, the Company entered into a loan agreement with a current director of the Company to borrow USD$25,000 for a period of one year. The number of bonus warrants to be issued with respect to this loan agreement has 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 $24,114 and interest of $2,774 was repaid during the year.

Liquidity and Capital Resources

Working capital on April 30, 2019 was negative $175,742 (October 31, 2018 – $230,603), which is the current assets minus the current liabilities of the Company. The sources of cash in the period included 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.

The consolidated financial statements for the period ended April 30, 2019 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.

		April 30, 2019		October 31, 2018
Working capital (deficiency)	$	(175,742)	$	230,603
Deficit	$	4,404,645	$	4,025,403

Accounting Principles

The audited consolidated annual 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, 2018 for additional detail on accounting principles.

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, loans, 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.

Recent Accounting Pronouncements

The Company has reviewed new and revised accounting pronouncements that have been issued. The Company has not yet early adopted any standards and is currently evaluating the impact, if any, that the standards not yet in effect might have on its financial statements. Those that may be applicable to the Company are as follows:

Standard	Title	Applicable for financial years beginning on/after	Effective
IFRS 9	Financial instruments	January 1, 2018	Yes
IFRS 16	Leases	January 1. 2019	No

Under IFRS 9, financial assets are required to be classified into three measurement categories on initial recognition: those measured at fair value through profit and loss, those measured at fair value through other comprehensive income and those measured at amortized cost. Investments in equity instruments are required to be measured by default at fair value through profit or loss. However, there is an irrevocable option for each equity instrument to present fair value changes in other comprehensive income. Measurement and classification of financial assets is dependent on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. IFRS 9 provides a three-stage expected credit loss model for calculating impairment for financial assets. Expected credit losses are required to be recognized when financial instruments are initially recognized, and the amount of expected credit losses recognized are required to be updated at each reporting date to reflect changes in the credit risk of the financial instruments. On initial recognition, IFRS 9 requires financial liabilities to be classified as subsequently measured at amortized cost except for when one of the specified exceptions applies. There has been no change in the carrying value of the Company's financial instruments or to previously reported figures as a result of the adoption of IFRS 9.

Under IFRS 16, virtually all leases are required to be accounted for as finance leases rather than operating leases, where the required lease payments are disclosed as a commitment in the notes to the financial statements. As a result, leased assets ("right-of-use" assets) and the related lease liability will be required to be recognized on the statement of financial position.

Mineral Exploration and Evaluation Properties

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, 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.

According 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") fee;
(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$92,544 in 2018. The next BLM payment in the amount of US$92,544 is due on or before July 15, 2019; 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. The next lease payment in the amount of US$100,000 is due on or before October 27, 2019.

According to the Lease, the Company will also pay a royalty of 3.5% of the gross value of production (the "Gross Royalty") on the sale of minerals from the Property. All annual payments made by the Company and described above will be credited cumulatively against the Company's commitments pursuant to the Gross Royalty. Furthermore, the Company has an option to buy down the Gross Royalty by 1.5% to 2.0% by payment to the Lessor of US$3,000,000 at its sole discretion and at any time on or before October 28, 2022.

NEVADA – Silver Cloud		October 31, 2018		Net Additions		April 30, 2019
Acquisition	$	661,898	$	-	$	661,898
Geology and Consulting		49,573		27,103		76,676
TOTAL	$	711,471	$	27,103	$	738,574

SILVER CLOUD PROJECT UPDATE

Based on the historical work and drill results, Silver Cloud, like both the Midas and Hollister deposits, is believed to be a low sulphidation epithermal gold deposit.

Geologic cross sections show gold intercepts in the Placer Dome and Teck drill holes (1.5m of 12.5g/t Au and 1.5m grading 157.7 g/t Au respectively) align at the same elevation along an east-west zone with 1500 meters of strike potential, and drill hole planning is now underway to test this theory.

An exploration program commenced in June, 2019, focused primarily on the northeastern corner of the property, consisting of 837 soil samples being processed across a spectrum of 41 elements, a detailed mapping program, and a geophysical review to delineate targets on this never-before drilled section of the project.

On June 3, 2019, the Company announced that it negotiated an Amended Lease Agreement with Pescio with respect to the Silver Cloud project. The amendments are as follows:

(i) Blackrock has negotiated a Buyout Option to purchase 100% ownership in the Silver Cloud project subject to a 3.5% production royalty in favor of Pescio. Pescio has granted to Blackrock the sole and exclusive option to purchase and own 100% of the Silver Cloud property for a total purchase price of three million five hundred thousand ($3,500,000.USD) on or before Oct 27, 2023, If Blackrock elects to exercise their option to purchase the Silver Cloud project after October 27, 2023, and while the lease remains in good standing and effect, they can do so at any point thereafter for five million ($5,000,000USD). If the option is exercised, the only future payment obligation to the Owner will be the future royalty payments as per the Agreement, though exploration drilling commitment, or "drilling escape payment" remains in effect for duration of lease term.

(ii) The payment schedule table contained in the original agreement was amended as follows:

  i. 2nd Anniversary of the Effective Date October 27, 2019 decreased from $100,000 to $75,000;
  ii. 3rd Anniversary of the Effective Date October 27, 2020 decreased from $150,000 to $100,000;
  iii. 4th Anniversary of the Effective Date October 27, 2021 decreased from $200,000 to $150,000;
  iv. 5th Anniversary of the Effective Date October 27, 2022 decreased from $250,000 to $200,000;

(iii) The time period to conduct the "Minimum Drilling Commitment" has been modified, where the Company now must perform a total of a minimum 25,000 feet of drilling on the property by October 27, 2022. Minimum drilling threshold must be achieved otherwise Blackrock is subject to a non-drilling penalty amounting to $50 per foot of undrilled footage.

(iv) The work/drilling commitment is now revised as follows: Sixth year: 10,000', Seventh: 20,000', Eighth: 20,000', and Ninth and each subsequent Lease Year: 20,000'.

(v) Royalty Percentage Subject to Buy-Down. The Royalty Percentage of 3.5% as a whole, is made subject to a buy-down option (the "Royalty Buy-Down") representing one percent (1%) of the gross value in favor of Lessee or any assignee thereof for a total sum of three million dollars ($3,000,000) cash exercisable by Lessee, in its sole discretion, at any time within 5 years of the Effective Date.

(vi) The cash minimum payments will not be credited cumulatively against Lessee's royalty payment obligations.

On June 25, 2019, the Company and it's its US subsidiary Blackrock Gold Corp. entered into a purchase agreement for 20 mining claims, directly adjacent to their Silver Cloud project on the Northern Nevada Rift in Elko County, Nevada. These unpatented lode mining claims, collectively known as the West Silver Cloud property, border Silver Cloud’s Northwest Canyon target, where Placer Dome encountered 1.5m of 12.5g/t Au, allowing Blackrock to focus on expanding strike potential beyond the original property boundary. Closing of this transaction is subject to approval from the TSX Venture Exchange. The Company and its wholly-owned U.S. subsidiary have agreed to pay the vendor:

(i) USD$5,000 upon closing of the transaction;

(ii) One hundred fifty thousand (150,000) shares of the common stock of the Company (the “Payment Shares”);

(iii) Warrants for the purchase of fifty thousand shares of the common stock of the Company, good for a three year term with an exercise price of twenty cents (CAD$0.20); and

(iv) a production royalty equal to one-half a percent (0.5%), with the Company having the option to purchase all of the vendor’s right, title and interest in and to the royalty (the “Royalty Option”) at any time after entering into the agreement for a purchase price of five hundred thousand dollars (USD$500,000) in United States currency.

DD Property

By an agreement dated April 30, 2003 (amended August 25, 2003 and September 5, 2003) the Company acquired a 50.01% interest (subject to a 3% Net Smelter Returns ("NSR") royalty) in 17 mineral claims located in the Cariboo Mining Division, for consideration of $1.01 in cash and by incurring exploration expenditures totaling $200,000 (incurred). By an agreement dated July 29, 2015, the Company acquired the remaining 49.99% interest in the DD property claims. Pursuant to this agreement, the pre-existing 3% NSR royalty was terminated. During the year ended October 31, 2017, the Company wrote off costs totaling $115,870 related to this project as management had no plans to complete any additional work on the property. The claims were allowed to lapse in 2018.

Moore Property

By an agreement dated September 10, 2004, the Company had an option to acquire a 100% interest in 34 mineral claims located in the Kamloops Mining Division. In order to earn its 100% interest in this property, the Company paid $5,000 and incurred $50,000 in exploration expenditures. During the year ended October 31, 2017, the Company wrote off costs totaling $877,171 related to this project as management had no plans to complete any additional work on the property. These claims will be allowed to lapse as they come due between 2019 and 2021.

Disclosure of Outstanding Share Data:

• Share capital authorized:	Unlimited common shares
• Share capital issued as of April 30, 2019	42,992,518 common shares
• Share capital issued as of June 27, 2019	48,992,518 common shares
• Share purchase options outstanding, April 30, 2019	3,450,000 share purchase options
• Share purchase options outstanding, June 27, 2019	4,740,000 share purchase options
• Share purchase warrants outstanding, April 30, 2019	9,405,000 share purchase warrants
• Share purchase warrants outstanding, June 27, 2019	12,405,000 share purchase warrants

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 one major bank in Canada. As most of the Company's cash is held by one bank, 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 try to ensure that there is sufficient capital in order to meet short-term obligations. As at April 30, 2019, the Company had cash of $17,880 to settle current liabilities of $287,204. The Company does not have enough cash or working capital to satisfy its current liabilities and is subject to significant liquidity risk. Additional capital must be raised to fund the operations and overhead of the Company.

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. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

Interest rate risk
The Company has cash balances subject to fluctuations in the prime rate. Management believes that interest rate risk is remote as cash deposits are payable on demand and the Company currently does not carry interest bearing debt at floating rates

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

The Company is dependent upon the services of key executives, including the Chief Executive Officer. Also, certain of the directors and officers of the Corporation 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 quarter.

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 quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The Corporation'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 Corporation in its Management Information Circular which was mailed to shareholders and is accessible via the Internet for public viewing on the System for Electronic Document Analysis and Retrieval at www.sedar.com.

Critical Accounting Estimates

Critical accounting estimates 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 this time. Actual results could differ from those estimates.

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.