# BLACK DRAGON GOLD CORP. MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020

(Expressed in Canadian dollars unless otherwise noted)

# Background

This Management's Discussion and Analysis ("MD&A") of Black Dragon Gold Corp. ("Black Dragon Gold" or the "Company"), provides an analysis of the Company's financial results for the nine months ended September 30, 2020 and should be read in conjunction with the audited annual consolidated financial statements for the year ended December 31, 2019, the 30 June 2020 half year audit reviewed interim financial statements and the unaudited financial statements for the nine months ended September 30, 2020. Those audited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). All amounts are expressed in Canadian dollars, unless otherwise stated. All documents previously mentioned are available for viewing on SEDAR at www.sedar.com. This MD&A is based on information available as at November 10, 2020.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including that within the Company's financial statements and MD&A, are complete and reliable.

Certain statements made may constitute forward-looking statements. Such statements involve a number of known and unknown risks, uncertainties and other factors. Actual results, performance and achievements may be materially different from those expressed or implied by these forward-looking statements. Additional information related to the Company is available for view on the Company's website <a href="https://www.blackdragongold.com">www.blackdragongold.com</a> and on SEDAR at <a href="https://www.sedar.com">www.sedar.com</a>.

# **Company Overview**

Black Dragon Gold Corp. (the "Company") was incorporated under the laws of the Province of British Columbia on August 20, 2007, and was classified as a junior mining issuer with the TSX Venture Exchange ("TSX-V"). The Company's head office address is Regent House, 65 Rodney Road, Cheltenham GL50 1HX United Kingdom. The registered and records office address is 1000 Cathedral Place, 925 West Georgia Street, Vancouver, BC V6C 3L2 with the Australian registered office at Ground Floor, 24 Outram Street, West Perth WA 6005 WA Australia. On August 29, 2018 the Company listed on the Australian Securities Exchange ("ASX") by way of and Initial Public Offering ("Prospectus Offering") issuing 30,000,000 CHESS Depository Interests ("CDI's") for AUD\$6,000,000 (\$5,727,541).

On February 18, 2019 the Company announced that the Company's common shares without par value (the "**Shares**") were voluntarily delisted from the TSX Venture Exchange (the "**TSX-V**") effective at the close of trading on February 28, 2019. The Shares continue to trade on the Australian Securities Exchange (the "ASX") as CHESS Depository Interests (or "CDIs") under the ASX Code "BDG". During August 2020, the Company issued 21,428,572 ordinary shares in the form of CDIs on the ASX at an issue price of AUD\$0.07 per share to raise AUD\$1,500,000.

# **Strategy**

The Board and Management changes mentioned above are part of the 2018 strategic plan focused on creating shareholder value through fast tracking the progress of the Salave asset to production. Before assuming management of the Company, previous management had identified the construction permitting issues and the RMB debt as the sole restraints on the realization of the asset's significant value. Previous management resolved the RMB debt by renegotiating an option to repurchase the USD\$10 million facility for US\$3 million plus certain other consideration, as discussed above. Management's strategy for the construction approval was on clearing adversarial legal proceedings to allow the Company to reset the relationships with the relevant authorities and stakeholders. All proceedings have now been concluded with the final proceedings being dismissed by the Superior Court of Justice of Asturias during 2017.

On January 23, 2018 the Company announced that it had commenced a 2,200m exploration drilling program on the Salave Gold Deposit ("Salave" or "Salave Project") in Asturias, Spain, following the receipt of approval from the Asturias Ministry of Employment, Industry & Tourism, as well as the Municipality of Tapia de Casariego. This drilling program was completed in April of 2018, totalling 2,217 metres and final results were released on September 24, 2018.



During 2018 the company invested in a further drilling program that focussed on the Salave resource area with the following objectives:

- Confirm the orientation of higher grade gold mineralization intersected in numerous drill holes during previous diamond drilling programs.
- Provide information on the orientation of structures that potentially control the orientation of gold mineralization at Salave;
- confirm the gold tenor and intersection lengths of previous diamond drill holes;
- provide additional samples for metallurgical test work optimisation studies; and
- provide additional structural and geotechnical data for ongoing project development studies.

The program pushed deeper into the Salave Lower Zone with depths reaching 350m from surface (vertical), but with holes angled between 65° and 75°. Two drill rigs were mobilized to the Salave project in the spring of 2018 and all holes were drilled from two locations, minimising surface disturbance, and reducing the time required to complete the program.

The results of this program have been released to the market (April 5, September 10 and September 24, 2018) and for further information on the new Mineral Resource Estimate that was prepared by CSA Global and released on October 25, 2018 and can be found on the company's website <a href="https://www.blackdragongold.com/investors/asx-announcements/">https://www.blackdragongold.com/investors/asx-announcements/</a> or <a href="https://www.blackdragongold.com/investors/asx-announcements/">www.asx.com.au/asx/statistics/announcements/</a> The updated mineral resource estimate (Table 1) represents a 28% increase in Measured and Indicated Resource ounces, and a 228% increase in Inferred Resource ounces;

Table 1	Salave Mineral Resource Estimate at a 2.0 g/t Au Cut-Off Grade		
G .	Tonnes		Au
Category	Mt	g/t	koz
Measured	1.03	5.59	185
Indicated	7.18	4.43	1,023
Measured & Indicated	8.21	4.58	1,208
Inferred	3.12	3.47	348

# Notes:

- Classification of the MRE was completed based on the guidelines presented by Canadian Institute for Mining (CIM -May 2014), adopted for Technical reports which adhere to the regulations defined in Canadian National Instrument 43-101 (NI 43-101).
- The mineral resource estimate was conducted by CSA Global of Perth Australia, with an effective date of October 22, 2018 and is posted on SEDAR and the Company's website..
- Mineral Resources that are not Mineral Reserves do not have economic viability.
- A cut-off grade of 2 g/t Au has been applied when reporting the Mineral Resource.
- Rows and columns may not add up exactly due to rounding.
- The quantity and grade of the Inferred resources reported in this estimation are conceptual in nature and there has been insufficient exploration to define these Inferred resources as an Indicated and Measured resource. It is uncertain if further exploration will result in upgrading them to an Indicated or Measured category, although it is reasonably expected that the majority of the Inferred resources could be upgraded to Indicated Mineral Resources with further exploration.

The resource cut-off grade of 2.0 g/t Au was chosen to capture mineralisation that is potentially amenable to underground mining, sulphide concentration, and gold recovery using off-site processing. This cut-off grade was selected based on a gold price of US\$1,300/ounce, a gold recovery of 92%, a mining cost of US\$50/tonne, a processing cost of US\$18/tonne, and a general and administration (G&A) cost of US\$6/tonne. The reported resources occur in bodies of sufficient size and continuity to meet the requirement of having reasonable prospects for eventual economic extraction. Due to the necessity to maintain a surficial crown pillar in a potential underground operation, all material from the present surface to a depth of 40 m is not included in the Salave mineral resource estimate.



Additionally, the company is in the process of defining an extensive exploration program across its concessions in Asturias with the aim to identify other high priority drill targets along the granodiorite alteration zones to the east, west and south of the current Salave deposit where historical soil and rock chips samples identified anomalous high-grade gold mineralisation. Following the completion of the quarter, EMC has completed a property wide airborne geophysical survey and submitted an application for additional drilling to test the potential of these zones.

# **Covid-19 Pandemic and Impact on Operations**

The health of our employees is of paramount importance and in this regard the Company has a range of Covid-19 awareness, prevention and other risk mitigation controls in place. Since early March 2020, the impact of Covid-19 has brought Spain, to a complete lockdown of the population. This has also meant that businesses and regulatory authorities in Spain have slowed down with no clear deadline of resumption of normal activities which is impacting the workflow and permitting process. The current situation has resulted in a significant delay of EMC's activities to perform test-work and field-specific studies required for the EIA. The impact of the pandemic on the timing of our EIA submission is unclear at present, but the Company will continue to provide regular updates on our progress. At present we are anticipating the lockdown may last several weeks and possibly longer before normal business activities resume.

# Terms of Reference (ToR) for the Environmental Impact Assessment (EIA)

On 29 January 2020, the Company announced to the ASX that, following a voluntary request by the Black Dragon Gold, the Asturian Ministry of Environment has issued a Terms of Reference for the Environmental Impact Assessment for the Salave Gold Project. Following the submission of the Initial Project Description in July 2019, the Company's wholly owned subsidiary, Exploraciones Minera del Cantábrico (EMC) requested the ToR to better define the scope of the EIA, reducing both the time and cost for the preparation of the documentation.

Receipt of the ToR has been the result of a cooperative, patient and respectful dialogue with interested parties to the Salave project. With the scope of the EIA now confirmed, the Company will be seeking to complete all submissions to the Provincial Government as quickly as possible. It is also worth noting that the issuance of the ToR demonstrates with willingness of the Asturian Government to work with the Company and the local community to ensure that the Salave provides a lasting economic and social benefit.

After receipt of the ToR from the Environmental Ministry of the Principality of Asturias, EMC commenced the preparation of the final Mine and Restoration Plan, which will be followed by the EIA. Significant progress had been made in assessing water management of both the terrestrial and marine domain.

# **Overview of the Salave Project**

The Salave Project is comprised of five, 30-year-term mining concessions (renewable up to 90 years) over the resource area and an investigative permit which collectively covers an area of 3,426.97 hectares. Within the concession boundaries, the Company owns 109,753 m² of freehold land over the surface mineralisation. The company applied for an administrative authorisation permit ("AAP") in 2015, which is similar to a construction permit. This was denied due to the Company not adequately addressing the concerns of the relevant stakeholders in relation to certain water issues. The Company subsequently brought administrative judicial proceedings against the relevant authorities claiming both the reversal of the decision and €8 million in damages. The legal proceedings essentially blocked the development process as it halted further consultation and negotiation. All judicial proceedings have now been dismissed.

The project has had some €55 million spent on its development and resource definition. A prominent geophysical anomaly coincident with favourable geology, alteration and mineralization defines a significant gold target that prompted intense drilling campaigns by major gold companies resulting in some 69,000 metres of drilling plus extensive social, environmental and engineering studies and testwork.

The large quantum of large size core drilling has allowed pilot scale metallurgical testwork to be carried out. The most comprehensive metallurgical program consisting of bench-scale and pilot testing was managed by Ausenco Ltd. From 2005 to 2006 on two bulk samples from the Upper and Lower Zones of the Salave orebody.

The results from metallurgical testwork to date indicate that the Salave mineralisation is refractory and shows consistently high gold recoveries by flotation and subsequent pressure or bio oxidation of the sulphide concentrate. The Ausenco testwork demonstrated that the Salave ore is moderately hard with a bond work index ranging from 16.3 to 17.2 kWh/tonne, yields flotation recoveries ranging from 96.3 to 97.8% and subsequent recovery from pressure oxidation of the gold bearing sulphide concentrate of over 98%. The resulting overall potential gold recovery is approximately 96.5%.



Douglas Turnbull, P.Geo., is the Company's Qualified Person as defined by National Instrument 43-101 and has reviewed and approved the technical disclosure in this MD&A.

# **Selected Financial Data**

Quarterly Results

The following table summarizes information, on a quarterly basis, for the last eight quarters:

	Three month period ended September 30, 2020	Three month period ended June 30, 2020	Three month period ended	Three month period ended December 31, 2019
Total assets Working capital Shareholders' equity Net (loss) income and comprehensive (loss) income (Loss) income per share - basic (Loss) income per share - diluted	2,383,291 2,100,093 2,101,333 (244,607) (0.01) (0.01)	1,242,368 870,012 870,012 (222,355) (0.002) (0.002)	1,517,475 1,066,905 1,066,905 (456,276) (0.01) (0.01)	1,863,690 1,497,930 1,499,170 (340,302) (0.02) (0.02)
	Three month period ended September 30, 2019	Three month period ended June 30, 2019	Three month period ended March 31, 2019	Three month period ended December 31, 2018



# **Results of Operations**

# Three Months Ended September 30, 2020

During the three months ended September 30, 2020 (the "period"), the Company recorded net loss of \$244,607 compared to a net loss of \$441,993 incurred during the period ended September 30, 2019 (the "comparative period"). The significant items & variances are noted below:

# General and Administrative

During the current period, the Company incurred \$114,291 compared to \$125,945 incurred in the comparative period, there was no significant variance compared to the 2019 comparative period.

# Foreign exchange gain /loss

During the current period, the Company made a foreign exchange gain of \$26,108 compared to a loss of \$35,437 incurred during the comparative period, with the Australian dollar strengthening against the Canadian dollar.

# Management fees

During the current period, the Company incurred \$12,875 of management fees paid or accrued to company's including one controlled by one of the Company's current directors compared to \$45,175 in the comparative period. Management fees relate to the provision of administrative services and overheads, with these fees reducing due to the Company's cash preservation strategy.

# Professional fees

During the current period, the Company incurred Professional fees of \$23,615 against \$39,524 in professional fees in the comparative period. In line with the company's activities and focus on cash preservation costs have reduced.

# Other Income

During the current period, the Company recorded a gain of \$110,741 in 'other income' with no gain in the prior comparative period. The gain relates to the tree management on the permits it owns and represents revenue from the sale of timber.

# Nine Months Ended September 30, 2020

During the nine months ended September 30, 2020 (the "period"), the Company recorded net loss of \$900,897 compared to a net loss of \$1,631,824 incurred during the 9 month period ended September 30, 2019 (the "comparative period"). The significant variances resulted from the following:

# General and Administrative

During the current period, the Company incurred \$310,983 compared to \$381,962 incurred in the comparative period. The variance is due largely to the company's reduced activities and focus on reducing costs.

# Foreign exchange gain/loss

During the current period, the Company incurred a \$161 foreign exchange gain compared to a \$121,400 foreign exchange loss incurred during the comparative year. Movement largely attributable to the Australian dollar strengthening against the Canadian dollar.



# General exploration costs

During the current period, the Company incurred general exploration expenses of \$108,532 compared to \$412,230 in the prior period. The significant cost reduction relating to the reduced exploration activity as the Company waits for further permitting approvals to progress the Salave Gold project.

# Consulting fees

During the current period, the Company incurred \$152,978 in consulting fees compared to prior comparative period of \$226,536. The significant cost reduction relating to the reduced exploration activity as the Company waits for further permitting approvals to progress the Salave Gold project.

#### Other Income

During the current period, the Company recorded a gain of \$110,741 in 'other income' with no gain in the prior comparative period. The gain relates to the tree management on the permits it owns and represents revenue from the sale of timber.

# Cash Flows

Net cash used in operating activities during the nine months ended September 30, 2020 was \$906,616 (2019 - \$1,507,931). The cash used in operating activities for the current period consists primarily of the operating loss of \$900,897 and a change in non-cash working capital.

During the nine months ended September 30, 2020, financing activities provided cash of \$1,470,011 and NIL for the comparative period. The inflow for the current period relates to the issue of 21,428,572 ordinary shares in the form of CDIs on the ASX at an issue price of AUD\$0.07 per share to raise AUD\$1,500,000 Net cash provided by investing activities during the nine months ended September 30, 2020, was \$1,845 and nil for the comparative period.

# Financial Condition / Capital Resources

	September 30,	June 30,	December 31,
	2020	2020	2019
Working capital (deficiency)	2,100,093	870,012	1,499,170
Deficit	(33,191,715)	(32,953,025)	(32,299,856)

The Company has financed its operations to date through the issuance of common shares and previously debt financing (current debt is NIL). The Company continues to seek capital through various means including the issuance of equity and/or debt.

The Company's unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2020 have been prepared on a going concern basis which assumes that the Company will be able realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. If adequate financing is not available when required, the Company may be unable to continue operating. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

The unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2020 do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.



# **Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements as at September 30, 2020 and as of the date of this report.

# **Contingencies**

The Company has no contingencies as at the date of this MD&A.

# **Proposed Transactions**

The Company has not entered into any undisclosed proposed transactions as at the date of this MD&A.

# **Related Party Transactions**

The Company considers personnel with the authority and responsibility for planning, directing and controlling the activities of the Company to be key management personnel.

Transactions with key management personnel

The following amounts were incurred with respect to the Company's Executive Director, directors and Chief Financial Officer of the Company:

	Ni	ne Months	Ni	ne Months
	ended		ended	
	Sep	tember 30,	Sep	tember 30,
		2020		2019
Management fees – Executive Director	\$	129,487	\$	169,631
Directors' fees		142,435		137,061
Administrative fees –Executive Officer		38,846		38,027
Chief Financial Officer		60,184		88,320
Share-based compensation		-		105,778
	\$	370,952	\$	538,817

# **Investor Relations Activities**

The Company maintains a website at <a href="www.blackdragongold.com">www.blackdragongold.com</a>. There are no investor relation agreements in effect as at September 30, 2020 and as of the date of this report.

# **Subsequent Events**

There were no subsequent events to report.



# **Outstanding Share Data**

The following table summarizes the Company's outstanding share data as of the date of this report:

	Total Securities
Common shares (including 127,136,434 CDI's on ASX)	134,353,613
Stock options	8,233,333
Warrants	2,666,666

# Authorized:

Unlimited number of common shares without par value.

#### Warrants

A summary of the number of common shares reserved pursuant to the Company's warrants outstanding as at September 30, 2020 is as follows:

	Number of Warrants	Weighted Average Exercise \$'Price
Outstanding, December 31, 2017	65,636,353	0.34
Issued Expired	15,000,000 _(4,740,864)	0.32 0.24
Outstanding, December 31, 2018	75,895,489	0.34
Expired	(73,228,823)	0.34
Outstanding, December 30, 2019	2,666,666	0.33
Expired	-	
Outstanding, September 30, 2020	2,666,666	0.33

The Company has a stock option plan under which it is authorized to grant options to directors, employees and consultants, to acquire up to 10% of the issued and outstanding common stock. The exercise price of each option is based on the market price of the Company's stock at the date of grant. The options can be granted for a maximum term of 10 years and vest as determined by the board of directors.

As at September 30, 2020 the following incentive stock options are outstanding;

Expiry Date	Number of Options	Exercise Price
September 24, 2027	5,983,333	\$0.24
October 22, 2027	416,667	\$0.24
August 29, 2023	333,333	\$0.33
September 18, 2022	1,500,000	\$0.10
Total	8,233,333	\$0.22



#### 2019 transactions

On September 18, 2019, the Company granted 1,500,000 stock options to consultants of the Company. The options are exercisable for a period of three years at a price of \$0.10 per share. The options vested immediately upon grant and were valued at \$41,627 which is included in share-based compensation at December 31, 2019 and were valued using the Black-Scholes option pricing model with the following weighted average assumptions:

Stock price	\$0.07
Risk-free interest rate	1.54%
Expected volatility	73.82%
Expected life (years)	3
Expected dividend	nil

# **Financial Instruments and Risk Management**

Fair value

Financial instruments measured at fair value on the consolidated statements of financial position are summarized in levels of fair value hierarchy as follows:

Assets	Level 1	Level 2	Level 3	Total
Cash and equivalents	\$2,335,936	\$ -	\$ -	\$2,335,936

The Company has exposure to the following risks from its use of financial instruments:

# Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company's cash is held at large financial institutions and it believes it has no significant credit risk.

# Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating investing and financing activities. As at September 30, 2020, the Company had current assets of \$2,382,051 to settle current liabilities of \$281,958 which either have contractual maturities of less than 30 days and are subject to normal trade terms or are due on demand.

# Market risk

Market risk is the risk of loss that may arise from changes in market factors, such as interest rates and foreign exchange rates.

# a) Interest rate risk

Interest rate risk is due to variability of interest rates. The Company is exposed to interest rate risk on its bank account. The income earned on the bank account is subject to movements in interest rates. The Company has cash balances and no interest bearing debt, therefore, interest rate risk is nominal.

# b) Foreign currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company funds certain operations, exploration and administrative expenses in Spain by using Euros converted from its Canadian bank accounts. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk. Based on the Company's Euro denominated financial instruments at September 30, 2020, a 10% change in exchange rates between the Canadian dollar and the Euro would result in a change in foreign exchange gain or loss.



# **Accounting standards**

• Basis of presentation

These unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2020 are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC"). These unaudited condensed consolidated interim financial statements have been prepared using the same accounting policies and methods of application as the Company's most recent annual audited consolidated financial statements. These unaudited consolidated interim financial statements do not include all information and disclosures required in audited consolidated financial statements and should be read in conjunction with the Company's December 31, 2019 audited consolidated financial statements and the 30 June 2020 half year audit reviewed interim financial statements.

As at the date of these financial statements, all recent accounting standards have been applied in these financial statements.

# **Risks and Uncertainties**

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, legal, financial and regulatory risks.

- Operational risks include finding and developing reserves economically, marketing production and services, product
  deliverability uncertainties, changing governmental law and regulation, hiring and retaining skilled employees and
  contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and
  responds to changes in these factors and adheres to all regulations governing its operations. Insurance may be maintained
  at levels consistent with prudent industry practices to minimize risks, but the Company is not fully insured against all
  risks, nor are all such risks insurable.
- Legal risks include the future outcome of the Company's legal challenge before the Asturias Court of Justice challenging
  the decision to reject approval of a proposed underground mine operation for the Salave project. It is noted that the
  Company is the plaintiff in these proceedings and the outcome is not expected to stop the exploitation of the mining
  concessions.
- Financial risks include commodity prices, interest rates and the Canadian dollar, United States dollar and the Euro exchange rate, all of which are beyond the Company's control.
- Regulatory risks include the possible delays in getting regulatory approval to the transactions that the Board of Directors
  believe to be in the best interest of the Company, and include increased fees for filings, the introduction of ever more
  complex reporting requirements the cost of which the Company must meet in order to maintain its exchange listing.

There can be no assurance that future financing will be available or, if available, that it will be on reasonable terms. If financing is obtained by issuing common shares from treasury, control of the Company may change and investors may suffer additional dilution. To the extent financing is not available, lease payments, work commitments, rental payments and option payments, if any, may not be satisfied and could result in a loss of property ownership or earning opportunities for the Company.

# CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this MD&A are forward-looking statements or forward-looking information (collectively "forward-looking statements") within the meaning of applicable securities legislation. We are hereby providing cautionary statements identifying important factors that could cause the actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements.

Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results "if" "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements in this MD&A include, but are not limited to, statements with respect to: (i) the estimation of inferred and indicated mineral resources; (ii) that once the Company obtains a positive Environmental Impact Declaration ("EID") and



the authorization of the project, it will be able to commence construction of the Salave gold mine, pending municipal permits;

(iii) the market and future price of gold; (iv) the timing, cost and success of future exploration and development activities; (v) currency fluctuations; (vi) requirements for additional capital; and (vii) increases in mineral resource estimates (vii) possible outcomes of the Company's lawsuit against the Ministry of Economy and Employment of the Principality of Asturias.

Forward-looking statements are based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. The Company believes that the assumptions and expectations reflected in such forward-looking information are reasonable.

Assumptions have been made regarding, among other things, the estimation of mineral resources, the realization of resource estimates, gold and other metal prices, the timing and amount of future exploration and development expenditures, the estimation of initial and sustaining capital requirements, the availability of necessary financing and materials to continue to explore and develop the Salave Gold Property in the short and long-term, the progress of development and exploration activities, and assumptions with respect to currency fluctuations, environmental risks, title disputes or claims, and other similar matters. Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond the control of the Company, that could influence actual results include, but are not limited to: risks inherent in the exploration and development of mineral deposits, including risks relating to changes in project parameters as plans continue to be redefined, risks relating to variations in ore reserves, grade or recovery rates resulting from current exploration and development activities, risks relating to changes in the price of gold, silver and copper and the worldwide demand for and supply of such metals, risks related to current global financial conditions, uncertainties inherent in the estimation of mineral resources, access and supply risks, reliance on key personnel, risks inherent in the conduct of mining activities, including the risk of accidents, labour disputes, increases in capital and the risk of delays or increased costs that might be encountered during the development process, regulatory risks, including risks relating to the acquisition of the necessary licenses and permits, financing, capitalization and liquidity risks, including the risk that the financing necessary to fund the exploration and development activities at the Salave Gold Property may not be available on satisfactory terms, or at all, risks related to disputes concerning property titles and interest, and environmental risks.

# Readers are cautioned that the foregoing lists of factors are not exhaustive.

The forward-looking statements in this MD&A are based on the reasonable beliefs, expectations and opinions of management on the date of this MD&A. Although we have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There is no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information.

The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. Except as required by applicable securities laws, the Company does not undertake any obligation to publicly update or revise any forward-looking statements contained in this MD&A.



CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Expressed in Canadian dollars) (Unaudited)

NINE MONTHS ENDED SEPTEMBER 30, 2020

ended September 30	ndensed consolidated ), 2020 have been prep ated interim financial s	ared by management	and approved by the	Board of Directors.	These unaudited

# CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian dollars – Unaudited)

AS AT 30 September 2020

		September 30,	
	Notes	2020	2019
ASSETS			(Audited)
Current			
Cash and equivalents		\$ 2,335,936	\$ 1,761,658
Receivables	3	46,115	100,792
		2,382,051	1,862,450
Deposits		1,240	1,240
		1,240	1,240
Total assets		\$ 2,383,291	\$ 1,863,690
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENC	CY)		
Current			
Accounts payable and accrued liabilities	5	<u>\$ 281,958</u>	\$ 364,520
Total liabilities		281,958	364,520
Shareholders' equity			
Share capital	6	24,659,468	23,165,446
Warrants	6	4,724,574	4,724,574
Reserves	6	5,909,006	5,909,006
Deficit		(33,191,715)	(32,299,856)
Total shareholders' equity		2,101,333	1,499,170
Total liabilities and shareholders' equity		\$ 2,383,291	\$ 1,863,690

Nature and continuance of operations (Note 1)

**Subsequent events** (Note 11)

These condensed consolidated interim financial statements were approved for issue by the Board of Directors on November 10, 2020 and are signed on its behalf by:

/s/ Paul Cronin	/s/ Richard Monti
Paul Cronin	Richard Monti
Director	Director

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(Expressed in Canadian dollars)

(Unaudited)

NINE MONTHS ENDED SEPTEMBER 30, 2020

		Th	ree Months	Thre	e Months	Niı	ne Months	Nir	e Months
			Ended		Ended	- 1.	Ended	1 111	Ended
			Sept. 30,		Sept. 30,		Sept. 30,		Sept. 30,
	Notes		2020		2019		2020		2019
	Notes		2020		2017		2020		2017
EXPENSES									
Consulting		\$	54,660	\$	67,592	\$	152,978	\$	226,536
Depreciation		4	5 54,000	Ψ	01,392	Ψ	132,976	ψ	220,330
Directors' fees			68,609		44,748		185,097		138,313
Filing fees			23,673		15,943		30,762		19,667
Foreign exchange loss/(gain)			(26,108)		35,437		(161)		121,400
General and administrative			114,291		125,945		310,983		381,962
General exploration			18,351		58,130		108,532		412,230
Management fees			12,875		45,175		68,362		96,514
Professional fees			70,920		5,595		120,492		58,511
Shareholder communications			12,442		1,657		21,635		17,341
Share-based compensation			34,339		34,339		-		105,778
Transfer agent			5,961		3,642		9,789		11,189
Travel and related					3,790	_	5,014		42,383
Loss before other items		_	(355,674)		(441,993)	(]	1,013,483)	(1	,631,824)
OTHER ITEMS									
Interest and accretion expense			-		-		-		-
Interest income			326		-		1,845		-
Other income/(loss)			110,741			_	110,741		<u>-</u>
Other Items			111,067		<u>-</u>	_	112,586		<u>-</u>
LOSS FOR THE PERIOD			(244,607)		(441,993)	_	(900,897)	(1	,631,824)
OTHER COMPREHENSIVE									
INCOME/(LOSS)									
Foreign Currency Translation			<u>-</u>		<u>-</u>		9,038		
Loss and comprehensive loss for the period		\$	(244,607)	\$	(441,993)	\$	(891,859)	\$ (1	,631,824)
Basic and diluted loss per common share		\$	(0.01)	\$	(0.00)	\$	(0.01)	\$	(0.00)
		_							
Weighted average number of common			20.026.727	4.4	0.061.335		0.026.725		0.061.225
shares outstanding		1.	29,936,725	110	0,861,225	12	9,936,725	11	0,861,225

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

(Expressed in Canadian dollars)

(Unaudited)

NINE MONTHS ENDED SEPTEMBER 30, 2020

	30-September 2020		30-September 2019
CASH FLOWS FROM OPERATING ACTIVITIES			
Income (loss) for the period	\$	(900,897)	\$ (1,631,824)
Items not affecting cash:	Ψ	(500,057)	Ψ (1,031,021)
Depreciation		_	_
Interest and accretion expense		-	-
Share-based compensation		-	105,778
Interest received on GIC		(1,845)	, -
Shares issued for directors services		24,011	-
Unrealized foreign exchange gain		-	-
Change in non-cash working capital items			
Decrease in receivables and		54,677	144,872
(Decrease) in accounts payable and accrued liabilities	_	(82,562)	(126,757)
Net cash used in operating activities		(906,616)	(1,507,931)
CASH FLOWS FROM INVETING ACTIVITIES Interest received on GIC		1,845	<del>_</del>
Net cash provided by investing activities		1,845	
CASH FLOWS FROM FINANCING ACTIVITIES			
Shares issued for cash, net		1,470,011	
Net cash provided by financing activities		1,470,011	
Effect of movement in exchange rates on cash held		9,038	-
Change in cash during the period		574,278	(1,507,931)
Cash, beginning of period		1,761,658	3,582,261
Cash, end of period	\$	2,335,936	\$ 2,074,330

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

BLACK DRAGON GOLD CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIENCY

(Expressed in Canadian dollars)

(Unaudited)

	Share 0	Capital					
	Number	Amount	Warrants	Equity Portion of Convertible Debenture	Reserves	Deficit	Total
Balance, December 31, 2018	110,861,225	\$ 23,116,685	\$ 4,724,574	\$ -	\$ 5,757,569	\$ (30,327,730)	\$ 3,271,098
Share-based compensation Income (loss) for the period		<u> </u>	<u>-</u>		105,778	(1,631,824)	105,778 (1,631,824)
Balance, September 30, 2019	110,861,225	\$ 23,116,685	\$ 4,724,574	\$ -	\$ 5,863,347	\$ (31,959,554)	\$ 1,745,052

	Share C	apital					
	Number	Amount	Warrants	Equity Portion of Convertible Debenture	Reserves	Deficit	Total
Balance, December 31, 2019	111,557,814	\$ 23,165,446	\$ 4,724,574	\$ -	\$ 5,909,006	\$ (32,299,856)	\$ 1,499,170
Shares issued for Directors services Foreign currency reserve Income (loss) for the period	21,800,094	1,494,022	- - -	- - -		9,038 (900,897)	1,494,022 9,038 (900,897)
Balance, September 30, 2020	\$ 133,357,908	\$ 24,659,468	\$ 4,724,574	\$ -	\$ 5,909,006	\$ (33,191,715)	\$ 2,101,333

The accompanying notes are an integral part of these condensed consolidated interim financial statements

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Expressed in Canadian dollars) (Unaudited)
NINE MONTHS ENDED SEPTEMBER 30, 2020

#### 1. NATURE OF OPERATIONS AND GOING CONCERN

Black Dragon Gold Corp. (the "Company") was incorporated under the laws of the Province of British Columbia on August 20, 2007, and is classified as a junior mining non issuer with the TSX Venture Exchange ("TSX-V"). The Company's head office address is Regent House, 65 Rodney Road, Cheltenham GL50 1HX United Kingdom. The registered and records office address is 1000 Cathedral Place, 925 West Georgia Street, Vancouver, BC V6C 3L2. On February 18, 2019 the Company announced that the Company's common shares without par value (the "Shares") were voluntarily delisted from the TSX-V effective at the close of trading on February 28, 2019. The Shares continue to trade on the Australian Securities Exchange (the "ASX") as CHESS Depository Interests (or "CDI's") under the ASX Code "BDG".

These unaudited condensed consolidated interim financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and the ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, or other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In order for the Company to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

There can be no assurance that the Company will be able to continue to raise funds, in which case the Company may be unable to meet its obligations. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded in these financial statements.

The unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2019 do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

On May 1, 2018, the Company completed a consolidation of its issued and outstanding common shares on the basis of three (3) pre-consolidation common shares, options and warrants to one (1) post consolidation common share, option and warrant (the "Share Consolidation"). Prior to the Share Consolidation, the Company had 78,862,741 Shares issued and outstanding. The Share Consolidation has been presented throughout the consolidated financial statements retroactively and all equity related issuances are presented on a post consolidation basis. In August 2020, the Company issued 21,428,572 ordinary shares in the form of CDIs on the ASX at an issue price of AUD\$0.07 per share to raise AUD\$1,500,000.

# 2. SIGNIFICANT ACCOUNTING POLICIES

# **Basis of presentation**

These unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2020 are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC"). These unaudited condensed consolidated interim financial statements have been prepared using the same accounting policies and methods of application as the Company's most recent annual audited consolidated financial statements. These unaudited condensed consolidated interim financial statements do not include all information and disclosures required in audited consolidated financial statements and should be read in conjunction with the Company's December 31, 2019 audited consolidated financial statements.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

(Unaudited)

NINE MONTHS ENDED SEPTEMBER 30, 2020

# 2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd...)

# Accounting standards and interpretations issued but not yet applied

Management has assessed the impact of new standards on the Company's accounting policies and financial statement presentation and applied the standards effective on or after January 1, 2019. Management does not expect these standards will have a significant impact on the measurement or presentation of balances or transactions as reported in these financial statements.

# 3. RECEIVABLES

	September 3	December 31, 2019		
Value-added tax receivable	\$ 18,833	\$ 85,126		
GST receivable	9,413	9,315		
Deposit	9,019	, -		
Receivable	9,120	6,315		
Total	\$ 46,115	\$ 100,792		

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

(Unaudited)

NINE MONTHS ENDED SEPTEMBER 30, 2020

#### 4. EXPLORATION AND EVALUATION ASSETS

# Salave Gold Property

The Salave Project is comprised of 30-year-term mining concessions over the resource area. The company applied for an administrative authorisation permit ("AAP") in 2015, which is similar to a construction permit. This was denied due to the Company not adequately addressing the concerns of the relevant stakeholders in relation to certain water issues. The Company subsequently brought administrative judicial proceedings against the relevant authorities claiming both the reversal of the decision and Euro€8.59 million in damages. The legal proceedings essentially blocked the development process as it halted further consultation and negotiation. All judicial proceedings have now been dismissed.

On January 23, 2018 the Company announced that it had commenced an exploration drilling program on the Salave Gold Deposit ("Salave" or "Salave Project") in Asturias, Spain, following the receipt of approval from the Asturias Ministry of Employment, Industry & Tourism, as well as the Municipality of Tapia de Casariego. This drilling program was completed in April of 2018.

In January 2020, the Company received from the Asturian Ministry of Environment the terms of reference for the Environmental Impact Assessment for the Salave Gold Project. Following the submission of the Initial Project Description in July 2019, the Company requested the Terms of Reference to better define the scope of the EIA, reducing both the time and cost for the preparation of the documentation.

# 5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	S	eptember 30, 2020	December 31, 2019	
Accounts payables	\$	170,225	\$	113,529
Accrued liabilities		111,732		187,255
Due to related parties (Note 9)				63,736
Total	\$	281,958	\$	364,520

#### 6. SHARE CAPITAL AND RESERVES

Authorized:

Unlimited number of common shares without par value.

# **Issued - 2020 transactions**

In August 2020, Black Dragon Gold issued 21,428,572 Chess Depository Interests at an issue price of AUD\$0.07 to raise AUD\$1,500,000. Funds raised are intended to be applied towards:

- (i) progressing development of Salave Gold Project in North-West Spain;
- (ii) due diligence investigations on potential complementary resource project acquisitions;
- (iii) general working capital; and
- (iv) costs of the capital raising.

# Warrants

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

(Unaudited)

NINE MONTHS ENDED SEPTEMBER 30, 2020

A summary of the number of common shares reserved pursuant to the Company's warrants outstanding as at September 30, 2020 and 31 December 2019, is as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding, December 31, 2018	75,895,489	0.34
Issued Expired	_(73,228,823)	0.34
Outstanding, December 31, 2019 Issued	2,666,666 \$	0.33
Expired	<del></del>	
Outstanding, September 30, 2020	2,666,666 \$	0.33

# Stock options

The Company has a stock option plan under which it is authorized to grant options to directors, employees and consultants, to acquire up to 10% of the issued and outstanding common stock. The exercise price of each option is based on the market price of the Company's stock at the date of grant. The options can be granted for a maximum term of 10 years and vest as determined by the board of directors.

As at September 30, 2019 the following incentive stock options are outstanding;

Expiry Date	Number of Options	Exercise Price
September 24, 2027	5,983,333	\$0.24
October 22, 2027	416,667	\$0.24
August 29, 2023	333,333	\$0.33
August 29, 2023	1,500,000	\$0.10
Total	8,233,333	\$0.24

During the nine months ended September 30, 2020, the Company recognized NIL (2019 - \$105,778) of share-based compensation expense.

# 7. RELATED PARTY TRANSACTIONS

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

(Unaudited)

NINE MONTHS ENDED SEPTEMBER 30, 2020

The Company considers personnel with the authority and responsibility for planning, directing and controlling the activities of the Company to be key management personnel.

Transactions with key management personnel

The following amounts were incurred with respect to the Company's current Chief Executive Officer, the directors and the Chief Financial Officer of the Company:

	 Nine Months ended September 30,		ine Months ended otember 30,	
	 2020	БСР	2019	
Management fees – Chief Executive Officer	\$ 129,487	\$	169,631	
Directors' fees Administrative fees – Chief Executive Officer	142,435 38,846		137,061 38.027	
Administrative fees – Chief Financial Officer	60,184		88,320	
Share-based compensation	 -		105,778	
	\$ 370,952	\$	538,817	

#### 8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value

The inputs used in making fair value measurements are classified within a hierarchy that prioritizes their significance. The three levels of the fair value hierarchy are:

- Level 1 Unadjusted quoted prices in active markets for identical assets and 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.

The carrying value of receivables and accounts payable and accrued liabilities and loan facility approximated their fair value because of the short-term nature of these instruments. Cash is measured at fair value using Level 1 inputs. The carrying value of deposits also approximates its fair value.

Financial instruments measured at fair value on the consolidated statements of financial position are summarized in levels of fair value hierarchy as follows:

Assets	Level 1	Level 2	Level 3	Total
Cash and equivalents	\$ 2,335,936 \$	- \$	- \$	2,335,936

The Company has exposure to the following risks from its use of financial instruments:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's cash is held at large financial institutions and it believes it has no significant credit risk.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

(Unaudited)

NINE MONTHS ENDED SEPTEMBER 30, 2020

# Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating investing and financing activities. As at September 30, 2019, the Company had current assets of \$2,382,051 to settle current liabilities of \$281,958 which either have contractual maturities of less than 30 days and are subject to normal trade terms or are due on demand.

# Market risk

Market risk is the risk of loss that may arise from changes in market factors, such as interest rates and foreign exchange rates

# a) Interest rate risk

Interest rate risk is the risk due to variability of interest rates. The Company is exposed to interest rate risk on its bank account. The income earned on the bank account is subject to the movements in interest rates. The Company has cash balances and no-interest bearing debt, therefore, interest rate risk is nominal.

# b) Foreign currency risk

The Company's functional currency is the Canadian dollar. The Company funds certain operations, exploration and administrative expenses in Spain by using Euros converted from its Australian bank accounts. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk. Based on the Company's Euro denominated financial instruments at September 30, 2019, a 10% change in exchange rates between the Canadian dollar and the Euro would result in a change in foreign exchange gain or loss.

# 9. CAPITAL MANAGEMENT

The Company's capital structure consists of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support the development of its business and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing, selling assets, and incurring debt. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. The Company invests all capital that is surplus to its immediate operational needs in short-term, high liquid, high-grade financial instruments. There were no changes to the Company's approach to capital management during the year. The Company will need to raise additional capital by obtaining equity financing, selling assets and incurring debt to develop its business.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

(Unaudited)

NINE MONTHS ENDED SEPTEMBER 30, 2020

# 10. SEGMENTED INFORMATION

The Company primarily operates in one reportable operating segment, being the acquisition, exploration of exploration and evaluation assets located in Spain. Geographic information is as follows:

	Q3 July - September 2020			YTD January - September 2020			
	CAD	CAD	CAD	CAD	CAD	CAD	
Particulars	Canada	Spain	Total	Canada	Spain	Total	
Operating Expenses	(260,065)	(95,610)	(355,675)	(704,934)	(305,429)	(1,004,414)	
Finance Charges	-	-	-	-	-	-	
Other Expenses	1,768		1,768	1,768	-	1,768	
Other Incomes	326	108,974	109,300	1,845	108,974	110,819	
Income/(loss) before taxes	(257,971)	13,363	(244,607)	(701,321)	(196,456)	(891,828)	
Current tax expense	-	-	-	-	-	-	
Deferred tax expense		-	-	-	-	-	
Net Income/(loss)	(257,971)	13,363	(244,607)	(701,321)	(196,456)	(891,828)	
Total Non-Current Assets				1,240	-	1,240	
Total Assets				2,331,035	52,257	2,383,291	
Total Liabilities				335,111	(53,154)	281,958	

# 11. SUBSEQUENT EVENTS

There were no material or significant events subsequent to 30 September 2020.