BLACKROCK GOLD CORP. (Formerly Almo Capital Corp.)
Management Discussion and Analysis
For the Six Months Ended April 30, 2017

Reported on June 29, 2017

General

The following discussion on performance, financial condition, and prospects should be read in conjunction with the condensed interim financial statements and notes thereto for the six months ended April 30, 2017. The Company's financial statements are prepared in accordance with International Financial Reporting Standards. The Company's reporting currency is Canadian dollars, unless otherwise indicated. The date of the Management Discussion and Analysis is June 29, 2017.

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

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, and completed its requirements on April 30, 2006 by spending at least $240,582 on exploration of the D.D. Mineral Property. The Company continues to own the D.D. Mineral Property in the Cariboo Mining Division. The Company is engaged in the acquisition, exploration and development of mineral properties in British Columbia, and in all, the Company owns or partly owns three mineral properties. The other properties are in the New Westminster Mining Division of British Columbia, and the Kamloops Mining Division of British Columbia.

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.

Selected Annual Information

	October 31, 2016	October 31, 2015	October 31, 2014
Net Sales or Revenue	-	-	-
General and administrative expenses	366,760	54,336	86,188
Other items	234,097	301,571	(5)
Net Loss	600,857	355,907	86,183
Net loss per share basic and fully diluted	0.08	0.07	0.02
Total assets	1,318,587	996,660	$ 1,300,204

The above data has been prepared in accordance with International Financial Reporting Standards.

Summary of Quarterly Results

	Apr 2017	Jan 2017	Oct 2016	July 2016	Apr 2016	Jan 2016	Oct 2015	July 2015	Apr 2015
General and administrative expenses	370,431	250,778	218,148	129,958	12,821	5,833	11,669	9,185	21,649
Other income (expenses)	856,672	34,591	234,097	-	-	-	(301,571)	-	-
Income (loss)	737,019	(285,369)	(452,245)	(129,958)	(12,821)	(5,833)	(313,240)	(9,185)	(21,649)
Net Profit (loss) / share	0.04	(0.06)	(0.06)	(0.02)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)
Total Assets	1,399,541	1,318,587	1,318,587	1,196,570	994,399	996,537	996,660	1,300,731	1,307,795

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

General and Administrative Expenses

	Three Months Ended April 30,		Six Months Ended April 30,	
	2017	2016	**2017**	2016
Accounting and audit	**$ (1,000)**	$ (550)	**$ (1,000)**	$ (1,650)
Bank charges and interest	**(253)**	(90)	**(759)**	(170)
Consulting fees (Note 5)	**(15,650)**	(3,450)	**(40,810)**	(3,450)
Depreciation	**-**	(56)	**-**	(116)
Foreign exchange	**22,506**	-	**14,524**	-
Management fees (Note 5)	**(25,000)**	-	**(42,500)**	-
Interest expense	**(951)**	-	**(95)**	-
Marketing and communications	**(30,651)**	-	**(142,313)**	-
Legal fees	**(24,263)**	-	**(40,919)**	(3,632)
Office expense	**2,753**	(356)	**(2,631)**	(809)
Regulatory and filing fees	**(27,477)**	(8,319)	**(45,564)**	(8,827)
Rent	**-**	-	**(2,700)**	-
Share-based compensation	**-**	-	**(28,730)**	-
Travel	**(4,039)**	-	**(4,069)**	-
Wages	**(15,991)**	-	**(32,009)**	-

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.

The Company was significantly more active in the three and six months ended April 30, 2017 as compared with the same periods in 2016 and as a result, expenses across the board have increased from the prior period. Of note, the following expenses increased significantly from the prior period:

Management fees – Management fees increased from $Nil and $Nil in 2016 compared to 25,000 and 42,500 for the three and six months in 2017. The increase was due to the Company hiring a full-time CEO and a part-time CFO during Q2 2016.

Marketing and communications – As the Company became more active in the latter half of 2016 and into 2017, the Company increased its marketing and communication efforts in order to increase its exposure. The Company expended $30,651 and $142,313 for the three and six months ended April 30, 2017 as compared with $Nil and $Nil in the same periods in 2016.

Legal fees - With increased activity, closing of a financing, shares for debt settlement and the issuance of share options in the six months ended April 30, 2017, the Company incurred significantly higher legal fees in 2017. The Company incurred fees of $24,263 and $40,919 during the three and six months ended April 30, 2017 as compared with $Nil and $3,632 during the same periods in 2016.

Regulatory fees – With increased activity, closing of a financing, shares for debt settlement and the issuance of share options in the six months ended April 30, 2017, the Company incurred $27,477 and $45,564 in regulatory and filing fees in the period as compared with $8,319 and $8,827 during the same periods in 2016

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, 2017, the Company owed $30,315 (October 31, 2016 - $13,709) to related parties. Of this amount, $2,625 (October 31, 2016 - $5,250) is payable to the CEO of the Company for management services; $2,625 (October 31, 2016 - $Nil) is payable to a Company controlled by the CFO.

During the three and six months ended April 30, 2017, the Company incurred consulting fees totaling $7,500 and $17,500 (Three and six months ended April 30, 2016 - $Nil) to a company controlled by an insider and control person of the Company. This individual was an insider and control person from March 2, 2016 to September 30, 2016. Pursuant to a consulting agreement dated August 1, 2016, the Company will pay consulting fees of $5,000 per month for a period of one year for services supporting the CEO of the Company in relation to business development, seeking new projects and financing. This agreement was cancelled by the Company in the first quarter of fiscal 2017.

On November 30, 2016, a director of the Company agreed to loan the Company up to $25,000 for a period of one year with an interest rate of 10%. The Company received total funds of $24,114. Interest accrued during the three and six months ended April 30, 2017 was $588 and $759, resulting in a total amount owing of $25,065 as of April 30, 2017.

Key Management Compensation

During the three and six months ended April 30, 2017, the Company incurred management fees totalling $22,500 and $42,500 (Three and six months ended April 30, 2016 - $Nil). Of this amount, $Nil and $10,000 were charged by a company controlled by the former President and CEO of the Company. A total of $15,000 and $17,500 by the current CEO and $7,500 and $15,000 to a company controlled by the CFO. These amounts are incurred on a month-by-month basis.

During the three and six months ended April 30, 2017, $28,730 (Three and six months ended April 30, 2016 - $Nil and $Nil) in share-based compensation was in respect of officers and directors of the Company.

LOAN PAYABLE

The loans are payable to two private companies controlled by the former President and CEO of the Company who resigned in April 2016. Pursuant to loan amendment agreements in 2013, the maturity dates were extended from August 31, 2013 to August 31, 2018 and interest on the loans was waived effective November 1, 2011. The amount payable consists of the following:

		April 30, 2017		October 31, 2016
Principal	$	784,878	$	784,878
Accrued interest		103,503		96,794
Repayment of loan		(30,000)		-
Gain on debt settlement		(856,672)		
Total	$	1,709	$	881,672

In February 2017, the Company settled these loans for an aggregate payment of $30,000. The Company realized a gain on the settlement of the debt totalling $856,672.

Liquidity and Capital Resources

On April 30, 2017, the Company had a working capital of $307,792 (October 31, 2016 – working capital deficiency of $622,008), which is the total current assets minus the current liabilities to the Company. However, future operations, acquisitions and exploration will require additional capital, which the Company anticipates, could come from private placements and public offerings of the Company’s shares.

		April 30, 2017		October 31, 2016
Working capital (deficiency)	$	307,792	$	(622,008)
Deficit	$	1,607,314	$	2,058,964

Future Accounting Pronouncements

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

IFRS 9 Financial Instruments

IFRS 9 reflects all phases of the financial instruments project and replaces IAS 39 Financial Instruments: Recognition and Measurement and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted.

IFRS 16 Leases

IFRS 16 The new standard will replace IAS 17 Leases and eliminates the classification of leases as either operating or finance leases by the lessee. The treatment of leases by the lessee will require capitalization of all leases resulting in an accounting treatment similar to finance leases under IAS 17 Leases. Exemptions for leases of very low value or short- term leases will be applicable. The new standard will result in an increase in lease assets and liabilities for the lessee.

Under the new standard, the treatment of all lease expense is aligned in the statement of earnings with depreciation, and an interest component recognized for each lease, in line with finance lease accounting under 17 Leases. IFRS 16 will be applied prospectively for annual periods beginning on January 1, 2019.

Mineral Property Expenditures

The Company incurred $34,591 during the six months ended January 31, 2017 for exploration expenditures. The full amount was expensed as write-off of exploration and evaluation.

Mining Properties Owned by Blackrock Gold Corp.

Portero Gold-Silver Project

On October 24, 2016, the Company signed a letter of intent to earn up to 80% interest in the Portrero Gold-Silver Project 235 kilometres north-west of Durango, Mexico. The terms of the earn-in agreement involved Blackrock paying the owner of the Portrero project, Grupo Jomargo ("Jomargo"), a total of US$875,000 and investing a minimum of US$2M over 2 years to earn an initial 55% interest. The payment schedule is as follows; US$25,000 (paid) upon signing of the Letter of Intent, US$100,000 upon completion of the due diligence and signing of a definitive agreement, $US100,000 after 12 months, and US$650,000 after 24 months; 50% of the future payments may paid in shares of Blackrock, at the option of the Company.

During the three months ended January 31, 2017, the Company decided to withdraw from the agreement due to lower than expected gold and silver values in the rock samples. During the three months ended January 31, 2017, the Company wrote off 34,591. During the year ended December 31, 2016, the Company wrote off $54,283.

Medicine Springs Property

On June 16, 2016, the Company entered into an option and joint venture agreement (the "Agreement") with privately-held Golden Tiger Minerals Inc. ("Golden Tiger"). The Company has been granted an option to acquire up to an 80% undivided interest in Golden Tiger's leasehold rights to the Medicine Springs property in Elko County, Nevada.

The Company has the option to acquire a minimum 50% undivided interest and a maximum 80% undivided interest in the Leasehold Rights subject to a 3% net smelter royalty in favour of Messrs. Duerr and Sutherland and a 0.5% net smelter royalty in favour of Nevada Eagle Resources, LLC, a subsidiary of Newmont Mining Corporation

To acquire the minimum interest the Company has to (a) pay US$150,000 to Golden Tiger, US$50,000 of which was paid upon execution of the Agreement and US$50,000 which is due on or before the first and second anniversaries of the Agreement; (b) issue 600,000 shares to Golden Tiger, 200,000 shares to be issued within 5 days of the date of Exchange approval (Refer to Note 4 (v)) and a further 200,000 shares on or before the first and second anniversary of the Agreement; and (c) make expenditures of US$600,000 on the Medicine Springs Property, US$100,000 of which is to be incurred on or before the first anniversary of the Agreement and US$500,000 on or before the second anniversary of the Agreement.

To acquire the maximum interest, the Company has to have earned the minimum interest and the Company has to (a) pay an additional US$150,000 to Golden Tiger, US$50,000 of which is due on or before the third, fourth and fifth anniversaries of the Agreement; (b) issue an additional 400,000 shares to Golden Tiger, 200,000 shares to be issued on or before the third and fourth anniversary of the Agreement; and (c) make expenditures of an additional US$1,650,000 on the Medicine Springs Property, US$500,000 of which is to be incurred on or before the third and fourth anniversary of the Agreement and US$650,000 on or before the fifth anniversary of the Agreement.

The cash payments, issuance of shares and payment of expenditures is at the Company's sole discretion.

Pursuant to the Agreement, the Company is also required to pay US$25,000 to the Bureau of Land Management on or before August 16th of each commencing August 16, 2016 to August 16, 2020. As operator of all work programs on the property, the Company is entitled to charge a management fee equal to 15% of expenditures administered by it.

A joint venture will be deemed to be formed between Golden Tiger and the Company upon the earliest of receipt by Golden Tiger of the minimum interest notice, the date the Company acquires the maximum interest and the fifth anniversary of the Agreement.

During the three months ended January 31, 2017, the owners of the Medicine Springs property terminated the lease agreement with Golden Tiger. As such, the Company has written off all costs ($179,001) related to this project as of October 31, 2016.

DD Property

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 has been terminated.

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 cash on approval of the agreement by the TSX Venture Exchange (paid); and
- Incurring exploration expenditures totaling $200,000 on or before April 30, 2006 (incurred)

For the year ended October 31, 2013, four claims were allowed to lapse, resulting in the write-off of $121,000 in exploration and evaluation expenditure costs. During 2015, two claims were allowed to lapse and subsequent to year end, five claims were allowed to lapse resulting in the write-off of $130,800 in exploration and evaluation expenditure costs.

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 was required to pay $5,000 and incur $50,000 in exploration expenditures over four years from the agreement date (incurred). In 2007, the Company satisfied all conditions of the option agreement and currently has a 100% interest in this property.

Nickel Cobalt Property

By an agreement dated July 29, 2015, the Company acquired the remaining 48% interest in the Nickel Cobalt Property. Pursuant to this agreement, the pre-existing 3% NSR royalty has been terminated.

During 2015, management made a decision to focus on the Company's core properties resulting in the write-off of $170,771 in exploration and evaluation expenditure costs.

It is the general policy of the Company to make it possible for shareholders to obtain information regarding the company at the www.sedar.com on a timely basis.

Disclosure of outstanding share data:

• Share capital authorized:	Unlimited common shares
• Share capital issued as of April 30, 2017	22,442,518 common shares
• Share capital issued as of June 29, 2017	22,442,518 common shares
• Share purchase options outstanding, April 30, 2017	1,470,000 share purchase options
• Share purchase options outstanding, June 29, 2017	1,470.000 share purchase options
• Share purchase warrants outstanding, April 30, 2017	16,363,664 share purchase warrants
• Share purchase warrants outstanding, June 29, 2017	16,363,664 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 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 very 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. Management at this time has no reason to expect that this capability will diminish in the near future.

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, ownership and political risk, funding and currency risk as well as environmental risk and risks arising out of the traditional territories of First Nations 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.

Additional Information

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

This report includes certain "forward looking statements" with respect to its anticipated future results and activities. Without limitation, statements regarding potential mineralization and resources, exploration results, and future plans and objectives of the Company are forward-looking statements that involve various risks. Actual results could differ materially from those projected as a result of the following factors, among others: risks inherent in mineral exploration; risks associated with development, construction and mining operations; the uncertainty of future profitability and uncertainty of access to additional capital. 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.