



**CONDENSED INTERIM CONSOLIDATED FINANCIAL
STATEMENTS**

For the Six Months Ended June 30, 2019

(Unaudited)

Calibre Mining Corp.

Consolidated Interim Balance Sheets

(Expressed in thousands of Canadian Dollars)
(Unaudited)

	June 30, 2019	December 31, 2018
ASSETS		
Current		
Cash and cash equivalents	\$ 2,768	\$ 4,761
Receivables	51	13
Marketable securities	6	5
Prepaid deposits and advances	96	81
	2,921	4,860
Non-current		
Property and equipment (Note 4)	271	302
Right-of-use asset (Note 5)	344	-
Exploration and evaluation assets (Note 6)	30,463	29,890
	\$ 33,999	\$ 35,052
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Trade and other payables	\$ 352	\$ 937
Current portion of lease liability (Note 5)	55	-
	407	937
Non-current		
Lease liability (Note 5)	305	-
	712	937
Shareholders' equity		
Share capital	49,411	48,171
Contributed surplus	18,485	18,315
Foreign currency translation reserve	3,053	4,192
Accumulated other comprehensive loss	(5)	(6)
Accumulated deficit	(37,657)	(36,557)
	33,287	34,115
	\$ 33,999	\$ 35,052

Subsequent event (Note 10)

On behalf of the Audit Committee:

"Douglas B. Forster"

Director

"Edward Farrauto"

Director

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

Calibre Mining Corp.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Loss and Comprehensive Income (Loss)

(Expressed in thousands of Canadian Dollars, except per share amounts)

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2019	June 30, 2018	June 30, 2019	June 30, 2018
Expenses				
Amortization (Note 4)	\$ 34	\$ 1	\$ 64	\$ 2
Audit and accounting fees	24	16	58	34
Consulting fees (Note 10)	424	47	518	108
Interest expense (Note 5)	11	-	24	-
Investor relations	24	16	82	47
Legal fees	2	7	5	12
Other administration charges	30	18	52	37
Rent	-	17	-	34
Salaries and wages	64	64	133	132
Share-based compensation	64	50	159	142
	(677)	(236)	(1,095)	(548)
Other Income (Expenses)				
Other income	53	57	89	111
Foreign exchange gain (loss)	(20)	28	(36)	65
Write-down of property (Note 6)	-	-	(80)	-
Interest income	18	-	22	6
	51	85	(5)	182
Net Loss for the Period	(626)	(151)	(1,100)	(366)
Foreign exchange translation effect	(559)	520	(1,139)	1,193
Unrealized gain (loss) on marketable securities	(1)	-	1	4
Net Comprehensive Income (Loss) for the Period	\$ (1,186)	\$ 369	\$ (2,238)	\$ 831
Net Loss per Share - Basic and Diluted	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.01)
Weighted Average Shares Outstanding* ('000's)	44,822	31,267	44,357	31,267

*During Q4 2018, the Company completed a 10:1 share consolidation of its common shares. All comparative share data presented on these financial statements have been restated to reflect the share consolidation.

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

Calibre Mining Corp.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

For the Six Months Ended June 30, 2018 and 2019

(Expressed in thousands of Canadian Dollars)

(Unaudited)

	Common Shares		Contributed Surplus	Foreign Currency Translation Reserve	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total
	Shares ('000's)*	Amount					
Balance – December 31, 2017	31,267	\$ 45,016	\$ 16,278	\$ 1,905	\$ (5)	\$ (35,344)	\$ 27,851
Share-based compensation	-	-	166	-	-	-	166
Other comprehensive income	-	-	-	-	4	-	4
Foreign exchange translation	-	-	-	1,193	-	-	1,193
Loss for the period	-	-	-	-	-	(366)	(366)
Balance – June 30, 2018	31,267	\$ 45,016	\$ 16,444	\$ 3,098	\$ (1)	\$ (35,710)	\$ 28,848
Balance – December 31, 2018	42,822	\$ 48,171	\$ 18,315	\$ 4,192	\$ (6)	\$ (36,557)	\$ 34,115
Issued for property (Note 6)	2,000	1,240	-	-	-	-	1,240
Share-based compensation	-	-	170	-	-	-	170
Other comprehensive income	-	-	-	-	1	-	1
Foreign exchange translation	-	-	-	(1,139)	-	-	(1,139)
Loss for the period	-	-	-	-	-	(1,100)	(1,100)
Balance – June 30, 2019	44,822	\$ 49,411	\$ 18,485	\$ 3,053	\$ (5)	\$ (37,657)	\$ 33,287

*During Q4 2018, the Company completed a 10:1 share consolidation of its common shares. All comparative share data presented on these financial statements have been restated to reflect the share consolidation.

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

Calibre Mining Corp.

Condensed Interim Consolidated Statements of Cash Flows

For the Six Months Ended June 30

(Expressed in thousands of Canadian Dollars)

(Unaudited)

	2019	2018
Operating Activities		
Net loss for the period	\$ (1,100)	\$ (366)
Items not affecting cash:		
Amortization	64	2
Share-based compensation	159	142
Unrealized foreign exchange	49	(145)
Write-down of property	80	-
Net changes in non-cash working capital:		
Receivables	(38)	156
Accounts payable and accrued liabilities	3	(85)
Prepaid expenses	(15)	117
	(797)	(177)
Investing Activities		
Interest income	22	-
Option payment received from optionee	200	192
Purchase of equipment	-	(9)
Exploration and evaluation expenditures, net of recoveries	(1,324)	(1,344)
	(1,102)	(1,162)
Financing Activities		
Principal lease payments	(44)	-
Interest paid	(23)	-
	(67)	-
Effect of exchange rate on cash and cash equivalents	(27)	77
Net Decrease in Cash and Cash Equivalents	(1,993)	(1,262)
Cash and cash equivalents - Beginning of Period	4,761	2,900
Cash and cash equivalents - End of Period	\$ 2,768	\$ 1,638
Supplemental Disclosure of Non-Cash Investing Activities		
Amortization included in exploration and evaluation assets	\$ 11	\$ 4
Shares issued for acquisition of property	\$ 1,240	\$ -
Share-based compensation included in exploration and evaluation assets	\$ 12	\$ 23
Exploration and evaluation costs included in accounts payable	\$ 231	\$ 663

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

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended June 30, 2019

(All amounts are in thousands of Canadian Dollars unless otherwise stated)

(Unaudited)

1. Nature of Operations

Calibre Mining Corp. is incorporated under the laws of British Columbia, Canada and maintains its corporate head office at Suite 413 - 595 Burrard Street, Vancouver, British Columbia, Canada. The Company's common shares are listed on the TSX Venture Exchange (TSX.V: CXB) in Canada.

Calibre Mining Corp. and its subsidiaries (collectively referred to as the "Company") are principally engaged in the acquisition, exploration and development of mineral properties located in Nicaragua.

2. Basis of Preparation and Statement of Compliance

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standards 34, *Interim Financial Reporting* ("IAS 34") as issued by the International Accounting Standards Board ("IASB").

The accounting policies applied in the preparation of these unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended December 31, 2018, except as otherwise noted in Note 4 and Note 5. These unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2018, which have been prepared in accordance with IFRS as issued by the IASB.

These condensed interim consolidated financial statements were approved and authorized for issue by the Audit Committee on July 15, 2019.

3. Significant Judgments, Estimates and Assumptions

The preparation of these financial statements in accordance with IFRS requires the Company to make assumptions, estimates and judgments that affect the reported amounts of assets, liabilities, and expenses, and the related disclosure of contingent assets and liabilities. The Company evaluates its estimates on an ongoing basis. Such estimates are based on historical experience and on various other assumptions that the Company believes are reasonable under the circumstances, and these estimates form the basis for making judgments about the carrying value of assets and liabilities and the reported amount of expenses that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Significant areas of estimation uncertainty considered by management in preparing the financial statements are as follows:

Impairment of exploration and evaluation assets

The Company is required to review the carrying value of its exploration and evaluation properties for potential impairment when impairment indicators exist. Impairment exists when the carrying value of the Company's exploration and evaluation assets is not recoverable. If impairment is indicated, the amount by which the carrying value of exploration and evaluation assets exceeds their estimated fair value is charged to the statement of loss and comprehensive loss.

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended June 30, 2019

(All amounts are in thousands of Canadian Dollars unless otherwise stated)

(Unaudited)

3. Significant Judgments, Estimates and Assumptions - cont'd.

Evaluating for recoverability during the exploration and evaluation phase requires judgment in determining whether future economic benefits from future exploitation, sale or otherwise are likely. Evaluations may be more complex where activities have not reached a stage which permits a reasonable assessment of the existence of reserves or resources. Management must make certain estimates and assumptions about future events or circumstances including, but not limited to, the interpretation of geological, geophysical and seismic data, the Company's financial ability to continue exploration and evaluation activities, contractual issues with joint venture partners, the impact of government legislation and political stability in the region, and the impact of current and expected future metal prices to potential reserves.

4. Change in Accounting Policy and Accounting Estimates

Except for accounting for leases, the accounting policies applied in these interim consolidated financial statements are the same as those applied in the Company's 2018 consolidated financial statements. IFRS 16, "Leases" was adopted by the Company effective January 1, 2019. The impact of the adoption of IFRS 16, "Leases", and the Company's new accounting policies are disclosed in Note 5 (Leases).

Change in accounting estimate - Depreciation Method

Prior to January 1, 2019, the Company has depreciated its property and equipment using the declining balance method. Effective January 1, 2019, the Company elected to change its depreciation method for its property and equipment from declining balance to straight-line method. The change was made in order to have the Company's depreciation method align with the depreciation method of the Nicaraguan Mines (Note 10). The Company has accounted for the change in depreciation method prospectively, as provided for under IAS 8 with no impact of this change on prior year comparative information.

5. Leases

The Company adopted IFRS 16, "Leases" using a modified retrospective approach from January 1, 2019. Under the modified approach, the Company is not required to restate comparatives for the 2018 reporting period and it applied the standard prospectively.

Practical Expedients Applied

On adoption, the Company used the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics;
- reliance on previous assessments on whether leases are onerous;
- account for lease payments as an expense and not recognize a right-of-use ("ROU") asset if the underlying asset is of low dollar value;
- account for leases with a remaining lease term of less than 12 months as at January 1, 2019, as short-term leases,
- account for lease and non-lease components as a single lease component for lease liabilities; and
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

Leasing Activities and Policies

The Company only has one lease which relates to its Vancouver head office. The office lease has a 5-year term and is subject to expire on May 2022. Lease payments are comprised of two components – basic rent and operating costs. Basic rent for the term of the lease is fixed with only the operating portion subject to fluctuations. Prior to January 1, 2019, leases were accounted for under IAS 17, "Leases" and were classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the term of the lease.

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended June 30, 2019

(All amounts are in thousands of Canadian Dollars unless otherwise stated)

(Unaudited)

5. Leases – cont'd.

Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The ROU asset is depreciated over the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments less any lease incentives receivable;
- amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

ROU assets are measured at cost comprising of the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Adjustments Recognized on Adoption of IFRS 16, "Leases"

On adoption of IFRS 16, "Leases" the Company recognized a lease liability in relation to its office lease which had previously been classified as 'operating leases' under the principles of IAS 17, "Leases". This liability was measured at the present value of the remaining lease payments, discounted using the Company's incremental borrowing rate of 12%.

The change in accounting policy affected the following items in the Consolidated Balance Sheet on January 1, 2019:

- ROU asset – increased by \$403 due to the adoption of IFRS 16, "Leases"; and
- Lease liability – increased by \$403 due to the adoption of IFRS 16, "Leases."

Reconciliation of Commitments to Lease Liability

The following table provides a reconciliation of the commitments as at December 31, 2018 to the Company's lease liabilities as at January 1, 2019 and June 30, 2019.

Disclosed commitments as at December 31, 2018	\$	512
Impact of discounting		(109)
Lease liability as at January 1, 2019	\$	403
Lease payments		(66)
Amortization of discount		23
Current portion of lease liability	\$	360
Lease liability as at June 30, 2019	\$	305

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended June 30, 2019

(All amounts are in thousands of Canadian Dollars unless otherwise stated)

(Unaudited)

5. Leases – cont'd.

The table below analyzes the Company's lease liabilities into relevant contractual maturity groupings based on the remaining period at the Consolidated Balance Sheet date to the contractual maturity date of the lease. The amounts shown in the table below are the contractual undiscounted cash flows related to the liability.

	Less than 1 year	1 year to 2 years	More than 3 years	Total contractual cash flows	Carrying amount
Lease liability	\$ 75	\$ 301	\$ 63	\$ 439	\$ 360

The difference between the total contractual undiscounted cash flows related to lease payments to lessors and the carrying amount of the lease liability is the amortization of the discount related to the lease liability.

Right-of-Use Asset

The ROU asset was measured as if the standard had been applied since the commencement date of the lease but discounted using the Company's incremental borrowing rate as at the date of initial application (January 1, 2019). There were no onerous lease contracts that would have required an adjustment to the ROU assets at the date of initial application.

Continuity of ROU Asset

	Balance at January 1, 2019	Amortization for the period	Balance at June 30, 2019
Office property	\$ 403	(\$ 59)	\$ 344

6. Exploration and Evaluation Assets

On February 11, 2019, the Company purchased the 51% interest of Centerra Gold Inc. ("Centerra") in the La Luz Project by issuing 2,000,000 common shares of Calibre to Centerra and granting Centerra a 2.0% net smelter return royalty ("NSR Royalty") on future production from the La Luz Project. The value of the common shares issued to Centerra was \$1,240 which was based on the Company's share price on the date of the transaction. Calibre has the right to (i) purchase 1.0% of the NSR Royalty for \$2,000; and (ii) being granted a right of first refusal on the remaining 1.0% NSR Royalty. Including transaction costs, the total acquisition costs associated with the transaction amounted to \$1,249.

During the period ended June 30, 2019, the Company wrote-off exploration costs associated with a concession that it relinquished during the period. The write-down during the period amounted to \$80.

During the period ended June 30, 2019, the Company received an option payment of US\$150 (equivalent to \$200) from lamgold Corporation, which represents the final option payment in accordance with the option agreement.

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended June 30, 2019

(All amounts are in thousands of Canadian Dollars unless otherwise stated)

(Unaudited)

6. Exploration and Evaluation Assets – cont'd.

The following table outlines the expenditures at the Borosi concessions during the period ended June 30, 2019:

	Joint Venture Santa Rita	Option Property to IAMGOLD	Option Property to Centerra	Calibre 100% Owned Property	Total
Cost, December 31, 2018	\$ 594	\$ 7,233	\$ 667	\$ 21,396	\$ 29,890
Acquisition of Centerra interest	-	-	-	1,249	1,249
Administration and maintenance	-	94	-	83	178
Amortization	-	5	-	10	15
Assaying	-	35	-	9	44
Camp, supplies and logistics	-	93	-	3	96
Drilling and related	-	369	-	-	369
Foreign exchange	(22)	(274)	-	(836)	(1,133)
Geological consulting	-	-	-	40	40
Professional fees	-	-	-	5	5
Property maintenance	18	97	-	389	505
Salary and wages	-	264	-	191	454
Share-based compensation	-	4	-	8	12
Travel	-	14	-	77	91
Recovery of value-added taxes	-	(125)	(98)	-	(222)
Recovery of costs and option payment	-	(1,050)	-	-	(1,050)
Total expenditures during the year	(4)	(472)	(98)	1,228	653
Reclassification of Centerra costs	-	-	(568)	569	-
Write-down of property	-	-	-	(80)	(80)
Cost, June 30, 2019	\$ 590	\$ 6,760	\$ -	\$ 23,113	\$ 30,463

7. Share Capital

a) Authorized

The Company is authorized to issue an unlimited number of common shares with no par value.

b) Stock options

A summary of the status of the Company's stock options as at June 30, 2019 is presented below:

Exercise price	January 1, 2019 ('000)	Expired ('000)	June 30, 2019 ('000)	Expiry date	Remaining contractual life in years	Number of options vested ('000)
\$1.00	170	-	170*	July 15, 2019	0.04	170
\$1.20	50	-	50	September 23, 2019	0.23	50
\$1.60	625	-	625	October 9, 2019	0.28	625
\$1.40	50	(50)	-	December 1, 2019	-	-
\$1.00	252	(23)	229	August 27, 2020	1.16	229
\$1.60	50	-	50	September 7, 2021	2.19	50
\$2.70	20	-	20	February 20, 2022	2.65	20
\$0.45	1,400	-	1,400	November 6, 2023	4.36	700
\$0.45	75	-	75	November 16, 2023	4.38	38
	2,692	(73)	2,619			1,882
	\$0.87	\$1.28	\$0.86	Weighted average exercise price		

*Expired subsequent to the period ended June 30, 2019.

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended June 30, 2019

(All amounts are in thousands of Canadian Dollars unless otherwise stated)

(Unaudited)

7. Share Capital – cont'd.

The Company amortizes the total fair value of options granted over a graded vesting schedule. The total compensation expense recognized for options granted during the period was \$170 (2018 - \$166). Of the total compensation recorded, \$159 (2018 - \$142) was charged to operations expense and \$12 (2018 - \$23) was capitalized to exploration and evaluation assets.

c) Warrants

As at June 30, 2019, the following warrants were outstanding and exercisable:

Exercise price	January 1, 2019 ('000)	Expired ('000)	June 30, 2019 ('000)	Expiry date	Remaining contractual life in years
\$1.60	2,660	(2,660)	-	April 21, 2019	-
\$1.50	1,970	-	1,970	January 12, 2020	0.54
\$0.55	379	-	379	October 30, 2020	1.34
\$0.95	11,421	-	11,421	October 30, 2023	4.34
	16,430	(2,660)	13,770		
	\$1.11	\$1.60	\$1.02	Weighted average exercise price	

8. Related Party Transactions

Key management personnel

Key management personnel of the Company are members of the Board of Directors, as well as the President and CEO, CFO and Corporate Secretary, and Vice President - Corporate Development. Key management compensation includes salaries and benefits and various consulting fees as follows:

	Six Months Ended June 30, 2019	Six Months Ended June 30, 2018
Short-term benefits ⁽ⁱ⁾	\$ 120	\$ 120
Share-based payments ⁽ⁱⁱ⁾	\$ 122	\$ 126
Consulting and advisory fees to key persons	\$ 176	\$ 89

⁽ⁱ⁾ Short-term benefits include salaries and benefits paid to the Company's CEO and President.

⁽ⁱⁱ⁾ Share-based payments are the fair value of options granted to key management personnel and consultants as at the grant date.

All of the above transactions were incurred in the normal course of operations and are recorded at the exchange amount, being the amount agreed upon by the related parties. All of the above transactions were incurred in the normal course of operations and are recorded at the amount agreed upon by the related parties.

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended June 30, 2019

(All amounts are in thousands of Canadian Dollars unless otherwise stated)

(Unaudited)

9. Segmented Information

The Company currently operates in one reportable operating segment, being the acquisition, exploration, and development of natural resource properties, which is conducted principally in Nicaragua. The Company is in the exploration stage and, accordingly, has no reportable segment revenues for any of the periods presented in these financial statements. The following geographic data includes assets based on location:

As at June 30, 2019			
	Canada	Nicaragua	Total
Cash and cash equivalents	\$ 2,639	\$ 129	\$ 2,768
Other current assets	68	85	153
Property and equipment	4	267	271
Right-of-use asset	344	-	344
Exploration and evaluation assets	-	30,463	30,463
Total assets	\$ 3,056	\$ 30,943	\$ 33,999
Total liabilities	\$ 488	\$ 224	\$ 712

As at December 31, 2018			
	Canada	Nicaragua	Total
Cash and cash equivalents	\$ 4,566	\$ 194	\$ 4,761
Other current assets	45	54	99
Property and equipment	10	293	303
Exploration and evaluation assets	-	29,890	29,890
Total assets	\$ 4,621	\$ 30,431	\$ 35,052

The following geographic data denotes net losses based on their country of origin for the six months ended June 30:

	2019	2018
Canada	\$ 1,020	\$ 366
Nicaragua	80	-
Loss for the period	\$ 1,100	\$ 366

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended June 30, 2019

(All amounts are in thousands of Canadian Dollars unless otherwise stated)

(Unaudited)

10. Subsequent Event

Subsequent to the period ending June 30, 2019, the Company signed a binding agreement (the “**Agreement**”) with B2Gold Corp. (“B2Gold”) to acquire B2Gold’s interests in the El Limon and La Libertad Gold Mines (the “**Nicaragua Mines**”), the Pavon Gold Project and additional mineral concessions in Nicaragua (collectively, the “**Nicaragua Assets**”) for aggregate consideration of US\$100 million (the “**Purchase Price**”), which Purchase Price will be paid with a combination of cash, common shares and a convertible debenture (the “**Transaction**”). Following the completion of the Transaction, B2Gold will own an approximate 31% direct equity interest in Calibre.

The Purchase Price under the Transaction will be payable as follows:

- On closing of the Transaction: US\$40 million in cash; US\$40 million in common shares of Calibre (“**Calibre Shares**”) priced at CDN\$0.60 per Calibre Share (such shares being the “**Upfront Consideration Shares**”), provided that if the Concurrent Private Placement or any other financing completed by Calibre concurrently with or prior to closing raises funds at an offering price of less than CDN\$0.60 per Subscription Receipt or Calibre Share, then such Upfront Consideration Shares to be issued to B2Gold shall be at such lower price); and (iii); and a US\$10 million convertible debenture (the “**Debenture**”); and
- 12 months from the closing of the Transaction: US\$10 million in cash.

The principal amount owing under the Debenture will bear interest at 2% and will be payable in cash on that date which is two years from closing of the Transaction (the “**Maturity Date**”) provided that (i) at any time prior to the close of business on the last business day immediately preceding the Maturity Date, the Debenture will be convertible at the option of B2Gold at a conversion price equal to a price that is 25% above the price of the Upfront Consideration Shares to be issued to B2Gold; and (ii) in the event that prior to the Maturity Date the volume weighted average price of the Calibre Shares is equal to or greater than a 35% premium to the price per share of the Concurrent Private Placement for 10 consecutive trading days on a recognized North American stock exchange on which the majority of Calibre’s trading occurs, Calibre can force conversion of the Debenture. The Debenture will be a direct, unsecured obligation of Calibre, ranking equally with all other existing and future unsecured indebtedness of Calibre and will be a non-voting security.

In connection with the Transaction, Calibre has entered into an agreement with Canaccord Genuity Corp. and Sprott Capital Partners LP (together, the “**Lead Agents**”) in respect of a private placement of up to 167,000,000 subscription receipts (the “**Subscription Receipts**”) for gross proceeds of up to CDN\$100 million (the “**Concurrent Private Placement**”). In connection with the Concurrent Private Placement, Calibre may pay finders fees equal to 3% of the gross proceeds of any orders solicited by certain finders (the “**Finder’s Fees**”). As consideration for their services, the Lead Agents will be paid a cash commission of 5% of the gross proceeds of the proceeds from the Concurrent Private Placement, except for that portion of the gross proceeds which is subject to Finder’s Fees, where the commission payable to the Agents will be 2% of the gross proceeds.

The closing of the Transaction will be subject to certain conditions including majority of minority shareholder approval, the successful negotiation and execution of a definitive agreement (the “**Definitive Agreement**”) by B2Gold and Calibre, the closing of the Concurrent Private Placement by Calibre and satisfactory due diligence by Calibre. In connection with the closing of the Transaction, Calibre intends to apply to graduate to the Toronto Stock Exchange (subject to Toronto Stock Exchange approval and meeting the initial listing requirements of the Toronto Stock Exchange).

During the period ended June 30, 2019, the Company expensed and accrued \$385 in transaction costs in relation to the acquisition of the Nicaragua Assets. These amounts were classified as consulting fees on the statement of loss.