

**Joining Forces in Nicaragua** 

**Clear Value Proposition +** 

First Class Team +

**Platform for Growth =** 

**Exceptional Investment Opportunity** 

#### Calibre Acquisition of the

#### **El Limon and La Libertad Gold Mines**

2019 B2Gold consolidated production guidance of 150,000 – 160,000 ounces of gold<sup>1</sup> Precious Metals Summit September 2019

### **Forward-Looking Statements**

Certain information set forth in this presentation contains "forward-looking information", and "forward-looking statements" within the meaning of Canadian and United States securities laws. Some of the forward-looking information and statements may be identified by words such as "will", "expects", "anticipates", "believes", "projects", "plans", and similar expressions, and include information or statements about the Company's expectations with respect to its business and operations, the proposed acquisition and the Company's strategy. These statements are not guarantees of future performance or outcomes and undue reliance should not be placed on them. Forward-looking statements and forward-looking information is based on currently available information, beliefs and expectations of management as of the date such statements are made and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements or forward-looking information including, without limitation, risks related to general business and economic uncertainties, regulatory risks, risks associated with acquisitions, risks inherent in the mining industry and other general risks affecting the Company which are disclosed in its public disclosure, including but not limited to, the Company's Management Discussion & Analysis for the three months ended March 31, 2019. Although management of the Company has attempted to identify important factors that cause actual results to differ materially from those contained in forward-looking statements or information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking information or incorporated by reference herein, except in accordance with applicable securiti

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### **Introduction – Opportunity for Superior Returns**





#### **First-Class, Proven Team**

- Blayne Johnson (Board Chair)
- Russell Ball (CEO and Director)
- **Douglas Forster** (Lead Director)
- Doug Hurst (Director)
- Raymond Threlkeld (Director)
- Edward Farrauto (Director)
- Audra Walsh (Director)
- Dale Craig (B2Gold nominee) (Director)
- Darren Hall (Senior Vice President, COO)
- John Seaberg (Senior Vice President, CFO)
- **Greg Smith** (Vice President, Exploration)
- **Ryan King** (Vice President, Corp Dev & IR)

- Aligned with Shareholder Interests
  - Significant equity ownership (~5.1%)
  - ~\$10.5M invested to date
  - ~\$6.5M into recent C\$100M raise
  - Below average cash compensation
  - Compensation largely "at risk" and focused on long-term appreciation
- Strategy/Focus
  - O Operational execution and delivery
  - Near-mine exploration to unlock value and extend mine life
  - Accretive growth
  - Building a profitable, ETF-qualifying gold business that generates significant free cash flow



### **Focused on Shareholder Returns**

Led by a team that has created significant value for shareholders in leadership and through the sale of seven mining companies for >US\$5 billion



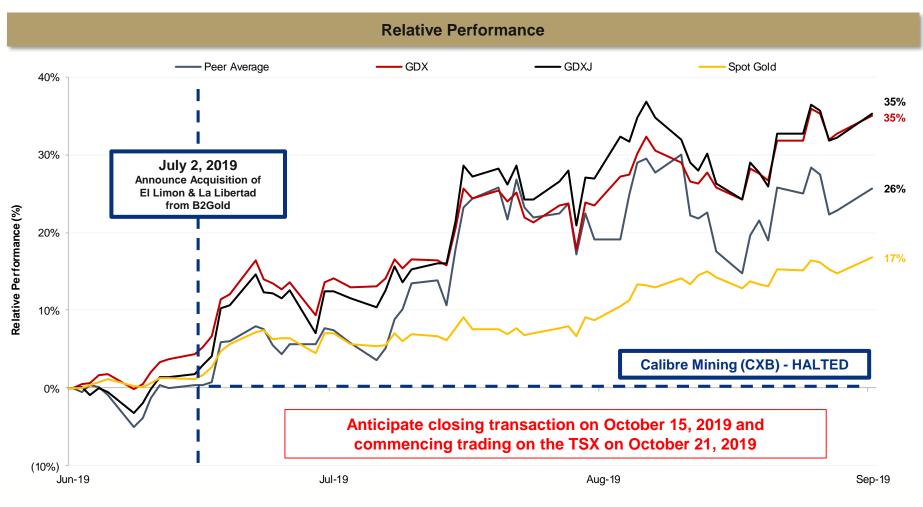
Newmarket's market capitalization increased from ~C\$10 million in 2015 until it was sold in late 2016 for C\$1.0 billion to Kirkland Lake Gold, which is now a ~C\$10.7 billion gold producer with 2019 production guidance of 920 – 1,000 kozs gold at cash costs of US\$300 - \$320/oz and AISC of US\$520 - \$560/oz





Source: Company disclosure, Thomson Reuters

### **Relative Performance - Opportunity**



Source: Thomson Reuters Dated Sept 3, 2019 Peer average includes: Argonaut Gold, Guyana, McEwen Mining, Premier Gold, TMAC, Wesdome

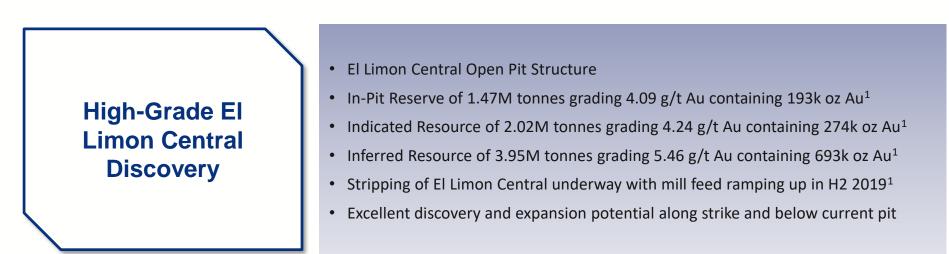


# **Transaction Highlights**

Immediate					
<b>Gold Production</b>					

2019 B2Gold production	n guidance of 150,000 – 160,000 ounces of gold <sup>1</sup>					
o El Limon	55,000 – 60,000 ounces					
○ La Libertad	95,000 – 100,000 ounces					
<ul> <li>2019 B2Gold AISC/oz guidance<sup>1</sup></li> </ul>						
o El Limon	US\$1,005 - \$1,045					
o La Libertad	US\$1,150 - \$1,190					

Operational improvements anticipated in H2 with higher grades and lower costs<sup>1</sup>



1. See Resources and Reserves slide in this presentation; Resources are inclusive of Reserves.



# **Transaction Highlights (cont'd)**

	Proven capital markets expertise with a track record of superior value creation				
	Former Newmarket team in place with key management additions				
Led By A Proven	Over 10 years of successful history working in Nicaragua				
Management Team	Demonstrated operational excellence capabilities				
and Board	Aligned with shareholders and stakeholders				
	<ul> <li>Management and Board investing ~C\$6.5M in current financing</li> </ul>				
	<ul> <li>Brings total invested to ~C\$10.5M</li> </ul>				

# Transformative Acquisition

- Establishes Calibre as a gold producer with a strong partnership with B2Gold
  - Pro-forma ~31% ownership
  - o Board and Advisory Board representation
  - o Access to technical and operating resources a s required
- Provides a platform for future growth in the Americas
- · Focus on growing quality production with expansion and exploration opportunities



### **Transaction Details**

	Calibre to acquire El Limon and La Libertad Gold Mines from B2Gold for consideration of US\$100 million					
Overview	<ul> <li>Upfront consideration of US\$90 million: (i) US\$40 million in cash, (ii) US\$10 million in a convertible debenture, and (iii) 88 million shares of Calibre at C\$0.60/share, representing US\$40 million (for a pro- forma interest of ~31%)</li> </ul>					
	<ul> <li>Deferred consideration of US\$10 million payable 12 months after close</li> </ul>					
	<ul> <li>Acquisition cost: ~US\$40/oz of gold resource</li> </ul>					
	Interest rate: 2.0% per annum					
Convertible Debenture	Convertible by B2Gold at any time prior to maturity at a conversion price of C\$0.75/share					
	Calibre can force conversion if the VWAP is C\$0.81 for 10 consecutive trading days					
	Term: 2 years					
	Calibre to complete a subscription receipt financing for gross proceeds of C\$100 million					
Acquisition Financing	<ul> <li>Issue price: C\$0.60 per subscription receipt; subscription receipts convert to shares on acquisition closing (same price as shares being acquired by B2Gold)</li> </ul>					
	<ul> <li>Use of proceeds: (i) to satisfy the cash component of the purchase price, (ii) for mine operations and exploration, and (iii) general corporate purposes, including working capital</li> </ul>					
Closing Timeline and Conditions	<ul> <li>Shareholder meeting in October 2019 and close expected on October 15, 2019</li> <li>Calibre shareholder vote ("majority of minority" approval required)</li> </ul>					
	Customary court and stock exchange approvals					

CAD:USD rate of 1.32:1.00

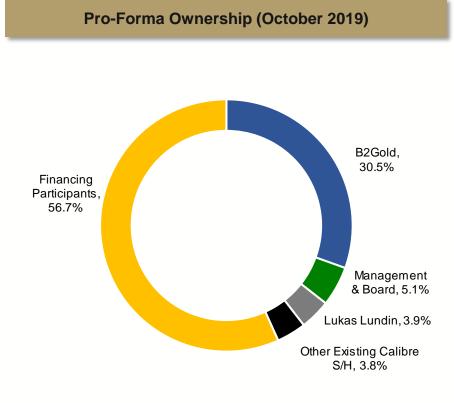


### **Pro-Forma Capital Structure**

Capital Structure and Balance Sheet (October 2019)						
Share Price / Issue Price	(C\$)	\$0.60				
Current Basic Shares Outstanding	(M)	44.8				
Shares Issued in Financing	(M)	175.1				
Shares Issued to B2Gold	(M)	88.7				
Pro Forma Basic Shares Outstanding	(M)	308.6				
Pro Forma FDITM Shares Outstanding	(M)	310.1				
Market Capitalization	(US\$M)	\$140				
Cash on Hand	(US\$M)	\$1				
Proceeds from Financing	(US\$M)	\$75				
Less: Cash Consideration	(US\$M)	\$40				
	(00000)					
Pro Forma Cash Balance	(US\$M)	\$36				
		<b>\$36</b> \$10				
Pro Forma Cash Balance	(US\$M)	• • •				

Assumed CAD:USD exchange rate of 1.33 Source: Company disclosure, Thomson Reuters

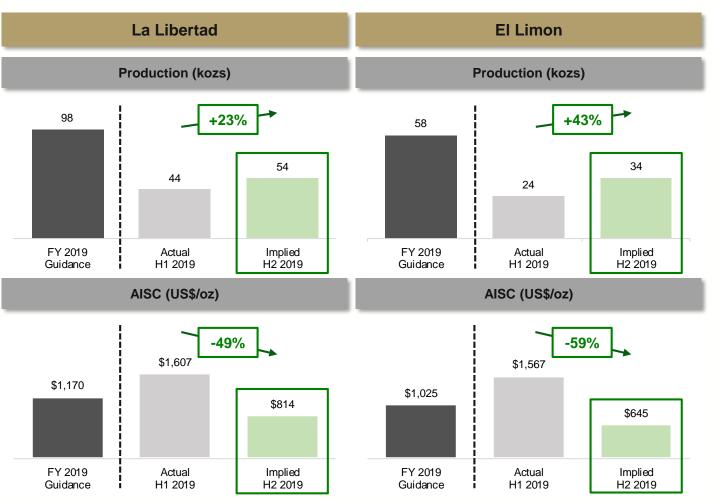
**TSX-V:CXB** 





### H2 2019 Operational Improvements

- Higher grade ore from El Limon Central Pit
- New La Libertad ore source from Jabali Antenna
  - ~4.0 g/t
  - Contribution of 10%-15% of tonnes processed
- Reduced Sustaining Capital in H2
  - Lower capitalized stripping at El Limon Central
  - Less underground
     development
  - El Limon mill improvements completed

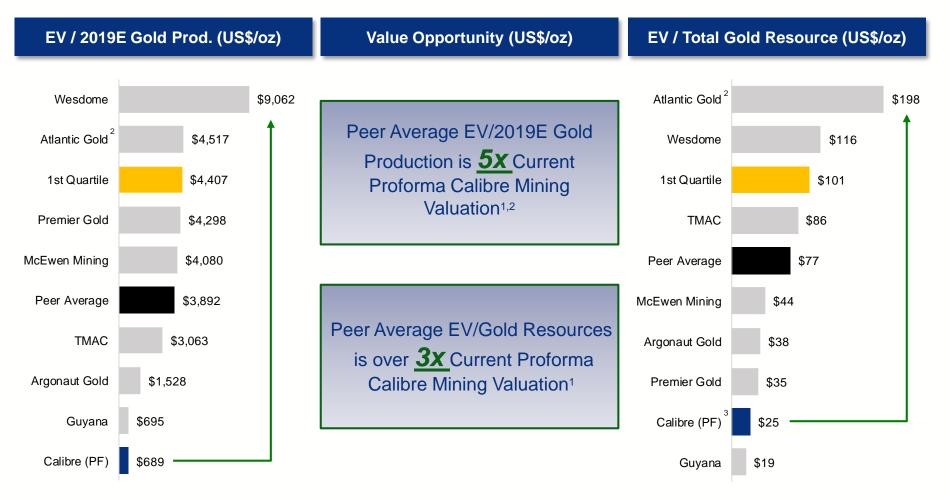


Source: Company disclosure

Note: Guidance based on the midpoint of B2Gold's 2019 production and AISC guidance



### **Valuation: Significant Rerating Potential**

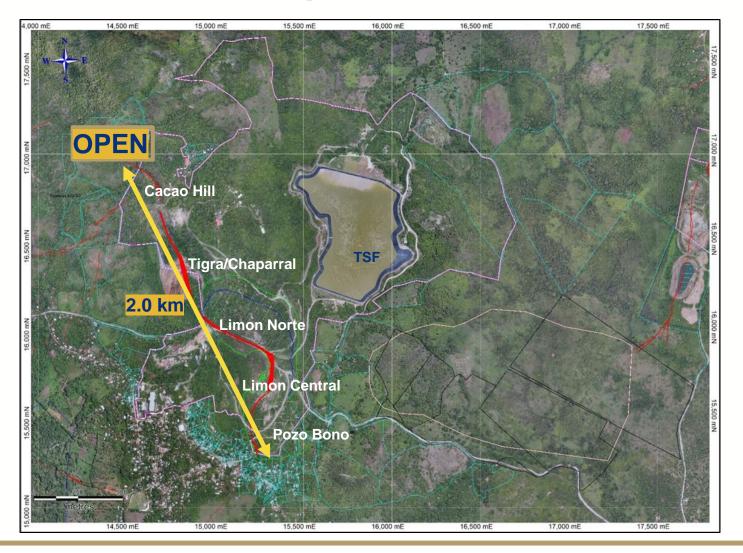


1. Based on consensus estimates (September 3, 2019); 2. Based on the unaffected price 3. Including 2.4Moz AuEq resources (see Resources and Reserves statement in Appendix) Source: Company disclosure, Thomson Reuters, available broker reports.

#### TSX-V:CXB

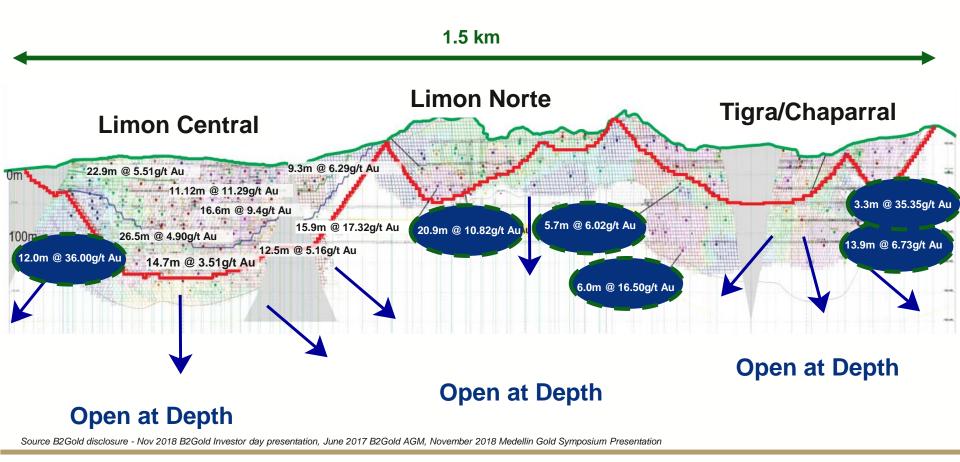


#### **El Limon: On-Strike Exploration Potential**





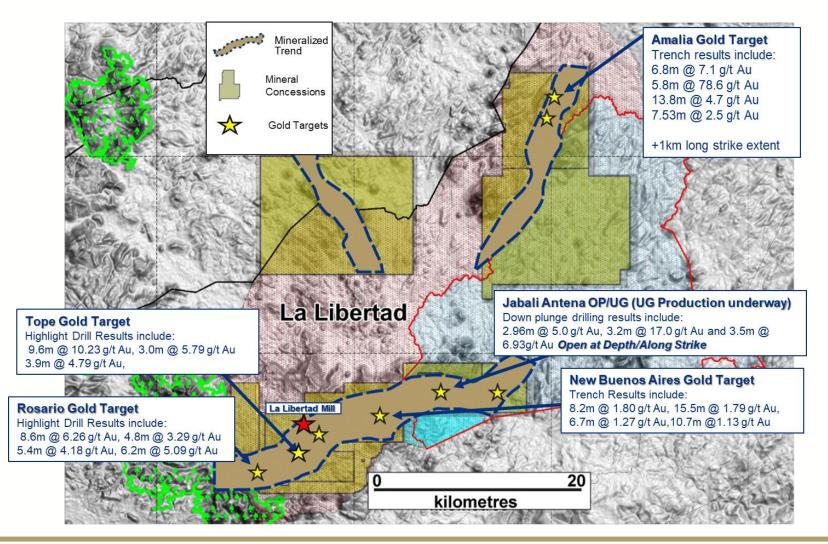
#### **El Limon: Exploration Potential Below Open-Pits**



#### TSX-V:CXB

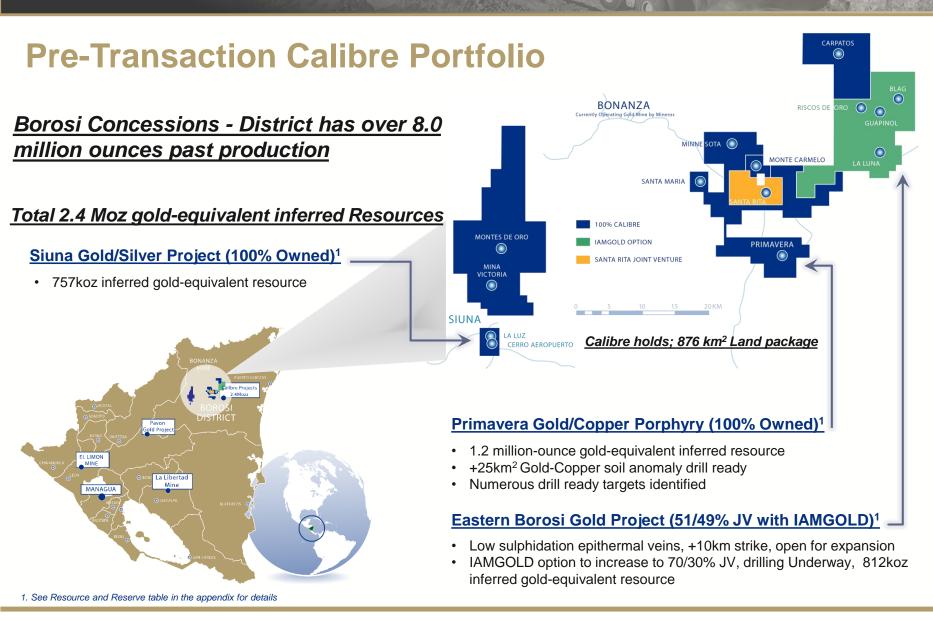


### La Libertad: Exploration Potential



Source B2Gold disclosure - Nov 2018 B2Gold Investor day presentation, June 2017 B2Gold AGM, November 2018 Medellin Gold Symposium Presentation, June 2019 B2gold.com website





#### TSX-V:CXB



### **Conclusion – Opportunity for Superior Returns**



# Appendix



# Nicaragua: Overview

#### **Established operating scale**

- 2019 B2Gold guidance of 150,000 160,000 ounces of gold<sup>1</sup>
- Expecting increased production and lower costs in H2 2019<sup>1</sup>
- Indicated and Inferred Gold Resources of 1.0 Mozs and 1.2 Mozs, respectively and Calibre's Inferred AuEq Resources of 2.4 Mozs<sup>2</sup>
- Produced ~1.4 million ounces of gold over the last ten years<sup>3</sup>
- B2Gold invested >\$560 million over the last ten years<sup>3</sup>
- Nicaragua's largest exporters

#### New high-grade discovery

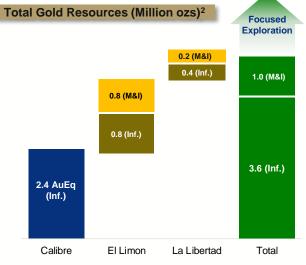
- Recent high grade El Limon Central discovery
- · Near-mine exploration potential at El Limon and La Libertad
- · Numerous under-explored targets at EI Limon and La Libertad

#### **Established in-country relationships**

- B2Gold and Calibre have over 10 years of successful operating experience working with local communities, the government and regulatory authorities
- · Existing foundation of skilled and dedicated Nicaraguan team

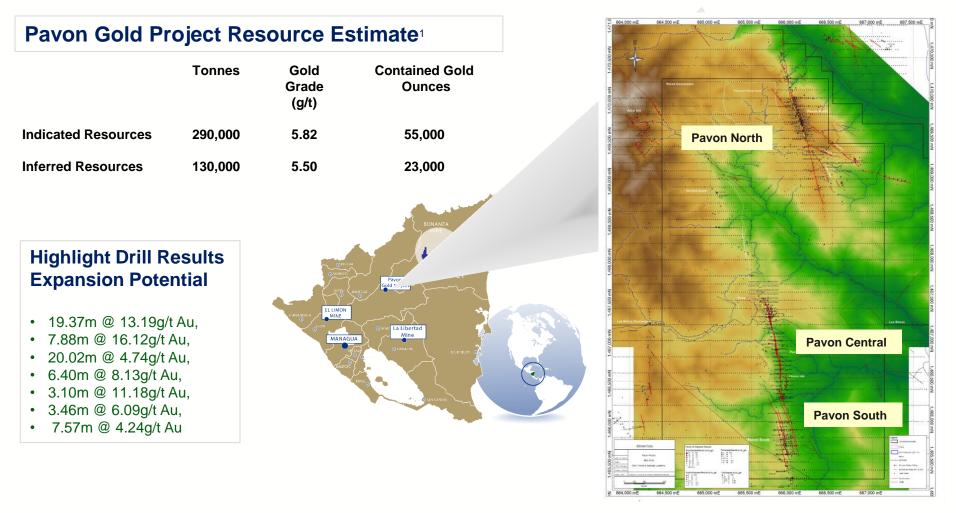








# **Pavon Gold Project**



1. All technical information related to the Pavon Gold Project is based on the B2Gold Annual Information Form dated March 27, 2015, see Resources and Reserve details in the appendix



### **Summary of Mineral Reserves and Resources**

			Prove	n and Probable	e Mineral Reserves				
	Tonnes	Grade			Contained Metal				
	Tonnes (kt)	Gold (g/t)	Silver (g/t)	Copper (%)	Gold Equivalent (g/t)	Gold (kozs)	Silver (kozs)	Copper (klbs)	Gold Equivalent (kozs)
El Limon	2,259	4.25			4.25	309			309
Total P&P	2,259	4.25			4.25	309			309
		Measu	ured and Indica	ated Mineral R	esources (Inclusive o	of Reserves)			
	Tonnes		(	Grade		Contained Metal			
	Tonnes (kt)	Gold (g/t)	Silver (g/t)	Copper (%)	Gold Equivalent (g/t)	Gold (kozs)	Silver (kozs)	Copper (klbs)	Gold Equivalent (kozs)
El Limon	11,188	2.26			2.26	812			812
La Libertad	1,987	2.61			2.61	167			167
Rosita D	2,132	0.47	7.3	0.50%	1.21	32	502	23,420	83
Pavon Gold	290	5.90			5.90	55			55
Total M&I	15,597	2.13	1.0	0.07%	2.23	1,066	502	23,420	1,117
			1	nferred Miner	al Resources				
	Tonnes	Grade				Contained Metal			
	Tonnes (kt)	Gold (g/t)	Silver (g/t)	Copper (%)	Gold Equivalent (g/t)	Gold (kozs)	Silver (kozs)	Copper (klbs)	Gold Equivalent (kozs)
El Limon	4,588	5.29			5.29	781			781
La Libertad	3,216	4.37			4.37	452			452
Primavera	44,974	0.54	1.1	0.22%	0.84	782	1,661	218,670	1,212
Cerro Aeropuerto	6,052	3.64	16.2		3.89	708	3,145		757
Eastern Borosi Project	2,165	4.93	80.0		5.72	343	5,566		398
Rosita D JV	1,780	0.49	9.0	0.46%	1.22	28	516	18,183	70
Pavon Gold	130	5.50			5.50	23			23
Total Inferred	62,905	1.54	5.4	0.17%	1.83	3,117	10,888	236,853	3,693

Source: Company disclosure, see disclosure slide for references to specific technical reports 1. . Calibre Mining Resources and Reserves Technical Reports, see disclosure slide for references to specific technical reports 2. B2Gold B2Gold Annual Information Form dated March 27, 2015 for the Pavon Gold Project 23. Numbers may not add due to rounding 4. Calibre currently owns 33% of the Rosita D project and 49% of the Eastern Borosi Gold Project which are reflected in the resource estimation numbers presented. 4. Mineral resources that are not mineral reserves do not have demonstrated economic viability.



### **Disclosure**

#### Non-IFRS Measures

Calibre Mining believes that investors use certain indicators to assess gold mining companies. The indicators are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance in accordance with the International Financial Reporting Standards.

#### Cash operating costs per gold ounce and total cash costs per gold ounce

"Cash operating costs per gold ounce" and "total cash costs per gold ounce" are common financial performance measures in the gold mining industry but, as non-IFRS measures, they do not have a standardized meaning under IFRS and therefore may not be comparable to similar measures presented by other issuers. Management believes that, in addition to conventional measures prepared in accordance with IFRS, certain investors use this information to evaluate our performance and ability to generate cash flow. Accordingly, these measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. The measures, along with sales, are considered to be a key indicator of the Company's ability to generate earnings and cash flow from its mining operations.

Cash cost figures are calculated on a production basis in accordance with a standard developed by The Gold Institute, which was a worldwide association of suppliers of gold and gold products and included leading North American gold producers. The Gold Institute ceased operations in 2002, but the standard is the accepted standard of reporting cash cost of production in North America. Adoption of the standard is voluntary and the cost measures presented may not be comparable to other similarly titled measures of other companies. Other companies may calculate these measures differently. Cash operating costs and total cash costs per ounce are derived from amounts included in the statement of operations and include mine site operating costs such as mining, processing, smelting, refining, transportation costs, royalties and production taxes, less silver by-product credits.

#### All-in sustaining costs per gold ounce

In June 2013, the World Gold Council, a non-regulatory association of the world's leading gold mining companies established to promote the use of gold to industry, consumers and investors, provided guidance for the calculation of the measure "all-in sustaining costs per gold ounce", but as a non-IFRS measure, it does not have a standardized meaning under IFRS and therefore may not be comparable to similar measures presented by other issuers. The World Gold Council standard became effective January 1, 2014. Management believes that the all-in sustaining costs per gold ounce produced measure provides additional insight into the costs of producing gold by capturing all of the expenditures required for the discovery, development and sustaining of gold production and allows the Company to assess its ability to support capital expenditures to sustain future production from the generation of operating cash flows. Management believes that, in addition to conventional measures prepared in accordance with IFRS, certain investors use this information to evaluate the Company's performance and ability to generate cash flow. Accordingly, it is intended to provide additional information and should not be comparable to other similarly titled measures of performance prepared in accordance with IFRS. Adoption of the standard is voluntary and the cost measures presented may not be comparable to other similarly titled measures of other companies. The Company has applied the principles of the World Gold Council recommendations and has reported all-in sustaining costs on a production basis. Other companies may calculate these measures differently.

Calibre defines all-in sustaining costs per ounce as the sum of cash operating costs, royalty and production taxes, capital expenditures and exploration costs that are sustaining in nature, corporate general and administrative costs, share-based payment expenses related to Restricted Share Units ("RSUs")/Deferred Share Units ("DSUs"), community relations expenditures, reclamation liability accretion and realized (gains) losses on fuel derivative contracts, all divided by the total gold ounces produced to arrive at a per ounce figure. The Company defines non-sustaining capital expenditures and exploration costs as those that do not contribute to current year production or provide access to new material levels of production.



# **Disclosure (cont'd)**

#### Additional Information

Notes for Summary of Mineral Reserves and Resources page: For information regarding mineral resource and reserve estimates, including parameters used to generate the estimates and depletion, please see the technical reports titled: Calibre Mining Corp. Technical Report on the El Limon Mine, Leon and Chinandego Departments, Nicaragua dated Aug 30, 2019 effective June 30, 2019, Calibre Mining Corp. Technical Report on the La Libertad Mine, Chontales Department Nicaragua dated Aug 30, 2019 effective June 30, 2019, IAMGOLD CORPORATION AND CALIBRE MINING CORP. TECHNICAL REPORT ON THE EASTERN BOROSI PROJECT, NICARAGUA dated May 11, 2018, PRIMAVERA PROJECT RESOURCE ESTIMATE dated Jan 31, 2017, Calibre Mining NI 43-101 Technical Report and Resource Estimation on the Cerro Aeuropeurto and La Luna Deposits, Borosi Concessions, Nicaragua dated April 11, 2011 (collectively, the "Technical Reports").

Notice to U.S. Investors: Information concerning the properties and operations referred to herein, and in certain publicly available disclosure filed on SEDAR by each company, uses terms that comply with reporting standards in Canada. In particular, certain estimates of mineralized material are made in accordance with Canadian National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101"), under guidelines set out in the CIM Standards on Mineral Resources and Mineral Reserves adopted by the CIM Council on May 10, 2014.

NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects.

Unless otherwise indicated, all reserve and resource estimates referred to herein or publicly available on SEDAR have been prepared in accordance with NI 43-101. These NI 43-101 standards differ significantly from the requirements of the SEC, and such resource information may not be comparable to similar information disclosed by U.S. companies. For example, while the terms "mineral resource", "measured resource", "indicated resource" and "inferred resource" are recognized and required by Canadian regulations, they are not recognized by the SEC. It cannot be assumed that any part of the mineral deposits in these categories will ever be upgraded to a higher category. These terms have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that any part of an inferred resources" cannot form the basis of feasibility or pre-feasibility studies. In addition, under the requirements of the SEC, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. Finally, disclosure of contained ounces is permitted disclosure under Canadian regulations, however, the SEC normally only permits issuers to report resources as in place tonnage and grade without reference to unit measures.

#### Qualified Person

Mr. Gregory Smith, VP Exploration for Calibre Mining is the Qualified Person as defined by NI 43-101 and has prepared and approved the technical data and information in this Calibre Mining Corporate Presentation. Detailed descriptions, results and analysis of drilling, sampling and analytical procedures, QA/QC programs and resource and reserve estimation methodology can be found in the Technical Reports.



# **Disclosure (cont'd)**

#### Additional Notes for Mineral Reserves and Resources page:

El Limon Underground Reserves Notes:

- 1. CIM (2014) definitions were followed for Mineral Reserves.
- 2. Mineral Reserves are estimated at a cut-off grade of 2.75 g/t Au.
- 3. Mineral Reserves are estimated using an average long-term gold price of US\$1,350 per ounce
- 4. Minimum mining widths of 4 m, 5 m, and 3 m were used for Santa Pancha 1, Santa Pancha 2, and Veta Nueva respectively.
- 5. Bulk density is 2.5 t/m<sup>3</sup>.
- 6. Numbers may not add due to rounding.
- 7. A mining extraction factor of 95% was applied to the underground stopes. Where required a pillar factor was also applied for sill or crown pillar. A 100% extraction factor was assumed for development.

#### El Limon Surface Reserves Notes:

- 1. CIM (2014) definitions were followed for Mineral Reserves.
- 2. Open pit Mineral Reserves are estimated at a cut-off grade of 1.32 g/t Au, and incorporate estimates of dilution and mining losses. Mineral Reserves are reported in dry tonnes.
- 3. Mineral Reserves are estimated using an average long-term gold price of US\$1,350 per ounce.
- 4. A minimum mining width of 30 m was used.
- 5. Bulk density averages 2.26 t/m<sup>3</sup>.
- 6. Numbers may not add due to rounding.

#### El Limon Resource Notes:

- 1. CIM (2014) definitions were followed for Mineral Resources.
- 2. Mineral Resources are based on 100% ownership.
- 3. Mineral Resources are estimated at cut-off grades of 1.25 g/t Au for the Limón open pit, 1.20 g/t Au for the Tailings, and 2.25 g/t Au for underground in Santa Pancha 1, Santa Pancha 2, and Veta Nueva.
- 4. Mineral Resources presented are inclusive of Mineral Reserves.
- 5. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.
- 6. Mineral Resources are estimated using a long-term gold price of US\$1,500 per ounce.
- 7. Bulk density is from 1.86 t/m<sup>3</sup> to 2.85 t/m<sup>3</sup> for the Limón open pit material, 2.50 t/m<sup>3</sup> for the Santa Pancha 1, and Veta Nueva underground material, from 2.45 t/m<sup>3</sup> to 2.50 t/m<sup>3</sup> for the Santa Pancha 2, and from 1.29 t/m<sup>3</sup> to 1.33 t/m<sup>3</sup> for tailings material.
- 8. Numbers may not add due to rounding.

La Libertad Resource Notes:

- 1. CIM (2014) definitions were followed for Mineral Resources.
- 2. Mineral Resources are based on 100% ownership.
- 3. Mineral Resources are estimated at cut-off grades ranging from 0.62 g/t Au to 0.68 g/t Au for open pits and 2.80 g/t Au to 2.85 g/t Au for underground.
- 4. Mineral Resources are estimated using a long-term gold price of US\$1,400 per ounce.
- 5. Bulk density is 1.70 t/m<sup>3</sup> to 2.65 t/m<sup>3</sup>.
- 6. Numbers may not add due to rounding.

24

