



## **For the Three Months Ended October 31, 2017**

The following management's discussion and analysis ("MDA") has been prepared as of December 22, 2017 for the three months ended October 31, 2017 and comparative period ended October 31, 2016. It is an update of the annual management discussion and analysis prepared as of November 24, 2017 and filed on SEDAR on November 28, 2017 (the "Annual MDA"). The MDA should be read in conjunction with the Company's unaudited, condensed consolidated interim financial statements for the period ended October 31, 2017 and notes thereto. The financial statements have been prepared in accordance with International Financial Reporting Standards and all numbers are reported in Canadian dollars, unless otherwise stated.

Throughout the report we refer to Damara, the "Company", "we", "us", "our" or "its". All these terms are used in respect of Damara Gold Corp. **Additional information on the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com) and the Company's website at [www.damaragoldcorp.com](http://www.damaragoldcorp.com).**

### ***Cautionary Statement on Forward-Looking Information***

This report contains "forward-looking statements", including, the Company's expectations as to but not limited to, comments regarding the timing and content of upcoming work programs and exploration budgets, geological interpretations, receipt of property titles, and potential mineral recovery processes. Forward-looking statements express, as at the date of this report, the Company's plans, estimates, forecasts, projections, expectations, or beliefs as to future events or results. The material factors and assumptions used to develop the forward-looking statements and forward looking information contained in this MD&A include the following: work capital, project generation and acquisition ability. Due to the nature of the mineral resource industry, budgets are regularly reviewed in light of the success of the expenditures and other opportunities that may become available to the Company. Accordingly, while the Company anticipates that it will have the ability to spend the funds available to it there may be circumstances where, for sound business reasons, a reallocation of funds may be prudent.

Forward-looking statements involve a number of risks and uncertainties, and there can be no assurance that such statements will prove to be accurate. Therefore, actual results and future events could differ materially from those anticipated in such statements and Damara assumes no obligation to update forward-looking information in light of actual events or results.

Factors that could cause results or events to differ materially from current expectations expressed or implied by the forward-looking statements, include, but are not limited to, factors associated with fluctuations in the market price of minerals, mining industry risks and hazards, environmental risks and hazards, economic and political events affecting metal supply and demand, uncertainty as to calculation of mineral reserves and resources, requirement of additional financing, and other risks. Actual results may differ materially from those currently anticipated in such statements.

Readers are cautioned that the foregoing list of important factors and assumptions is not exhaustive. Forward-looking statements are not guarantees of future performance. Events or circumstances could cause the Company's actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise, except as may be required under applicable laws.

### ***Overview Performance and Operations***

Damara Gold Corp. (*formerly Solomon Resources Limited*) ("Damara" or the "Company") was incorporated on August 1, 1989 under the *Business Corporations Act* of British Columbia. On September 30, 2014, the Company changed its name to Damara Gold Corp. Effective October 1, 2014 the Company commenced trading on the TSX Venture Exchange (the "Exchange") under the symbol "DMR" as a Tier 2 issuer.

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The Company is in the business of exploring and developing mineral property interests. The Company's corporate head office is at Suite 206 - 3500 Carrington Road, West Kelowna, British Columbia V4T 3C1. Additional information relating to the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company website at [www.damaragoldcorp.ca](http://www.damaragoldcorp.ca).

**Option Agreement**

On November 20, 2017, the Company and Colorado Resources Ltd. entered into a letter agreement (the "Agreement") whereby Damara, subject to certain approvals was granted the option to acquire a 100% interest (subject to certain Back-in Rights the ("Transaction") in Colorado's Kinaskan-Castle project (the "K-C Property") located in the Liard Mining Division within the "Golden Triangle Area" of northwestern British Columbia.

After further consideration regarding the Transaction on December 14, 2017 the parties mutually agreed to terminate the Agreement (the "Termination Agreement"). In consideration of the termination Colorado agreed to reduce the amounts due from Damara (See Related Party Transactions) by \$10,179 for certain cost incurred by Damara in relation to the Transaction. All rights and obligations of the parties set forth in the Letter Agreement have been terminated and will be of no further force or effect pursuant to the Termination Agreement.

**Sale of Osino Shares**

On October 13, 2017 the Company pursuant to receipt of Exchange acceptance closed the sale of 9,039,560 Osino Resource Corp. ("Osino Shares") at a price of \$0.05 per share for gross proceeds of \$451,978 to arms-length purchasers

**Private Placement**

On August 31, 2017 the Company completed a non-brokered private placement (the "Placement") for 5,000,000 units (the "Unit") at a price of \$0.05 per Unit for gross proceeds of \$250,000. Each Unit consists of one common share and one common share purchase warrant (the "Warrant"). Each Warrant entitles the holder to purchase an additional common share of the Company at a price of \$0.10 until August 31, 2020. All securities issued in the Placement are subject to a statutory hold period ending January 1, 2018.

**Use of Proceeds**

Proceeds received from Placement- August 31, 2017	\$250,000
Less share issue costs	(4,976)
<u>Net proceeds</u>	<u>245,024</u>
<u>Balance to working capital</u>	<u>\$245,024</u>

Proceeds will be used for working capital purposes for general and administration costs, trade payables, project investigation costs.

**Outlook**

With the termination of the Letter Agreement described above the Company will focus its attention and working capital to actively seek joint venture or acquisition opportunities for quality gold projects.

***Results of Operations***

**Financial Results for the three months ended October 31, 2017 and 2016**

The Company has no operating revenues and relies on external financings to generate capital for its continued operations. As a result of its activities, the Company continues to incur annual net losses.

For the three months ended October 31, 2017, the Company reported a \$146,987 income or \$0.01 basic and diluted income per share compared to a \$24,790 net loss or \$0.00 loss per share for the same comparative year ended October 31, 2016. The primary component of the current period income included

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general and administrative expenditures of \$50,764 (2016 - \$16,282) offset by the recording of a gain on the sale of the Osino Shares (as described hereinabove) of \$191,815 (2016 - \$Nil). Additionally the Company recorded property investigation costs of \$4,233 (2016 - \$Nil) for the current period ended October 31, 2017. During the three months ended October 31, 2016 the Company also recorded interest on loans payable of \$8,508.

General and administration costs included:

	October 31	
	2017	2016
<b>Administrative and General Expenses</b>		
Accounting and legal	\$ 7,597	\$ 187
Consulting	31,938	10,538
Website, shareholder communication	750	500
Exchange loss	831	-
Office and administration fees	3,967	236
Regulatory fees	1,045	-
Rent	3,057	2,886
Transfer agent fees	1,337	815
Travel	242	1,122
	<b>\$ 50,764</b>	<b>\$ 16,284</b>

Significant variances to note were:

Consulting fees – during the current period consulting fees for the Company's President and CEO increased from \$2,500 per month to \$5,000 per month. Additional time was also recorded during the three months ended in connection with the Transaction as described herein above. The hourly rate of \$75 for the Company's CFO remained the same;

Office and administration fees – the increase was a result of the Company's move to new office space, additional administrative assistance time in connection with the move and general increase in activity resulting from the proposed Transaction.

**Summary of quarterly results**

FY 2018	Q1			
	\$			
Revenues	—			
Comprehensive income	(338,802)			
Comprehensive loss per share	0.01			

  

FY 2017	Q1	Q2	Q3	Q4
	\$	\$	\$	\$
Revenues	—			
Comprehensive loss	(24,790)	(33,332)	(9,634)	(116,999)
Comprehensive loss per share	(0.00)	(0.00)	(0.01)	(0.00)

  

FY 2016	Q2	Q3	Q4
	\$	\$	\$
Revenues	—		
Comprehensive income (loss)	(78,864)	123,689	(181,469)
Comprehensive income (loss) per share	(0.01)	0.01	0.01

**Significant variances to note include:**

The Company recorded in Q1 2018 a realized fair value gain on the sale of the Osino Shares of \$191,815 which eliminated the balance of Other Accumulated Comprehensive Income to \$Nil.

The Company recorded in Q3 2017 a gain on fair value on available-for-sale investments of \$143,632 of the Osino shares which offset the loss on a settlement of debt in the amount of \$214,366.

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The Company recorded in Q3 2016 a gain on settlement of debt of \$135,758 for a net income of \$107,743. Furthermore, the Company recorded a gain on fair value of available-for-sale investment of the Osino Shares as described hereinabove of \$109,114 offset by the write-off of exploration costs recorded of \$123,497 for a total comprehensive income of \$123,688.

**Liquidity and capital resources**

	October 31 2017	July 31 2017
<b>Financial position:</b>		
Cash	<b>\$587,924</b>	\$2,772
Working capital	<b>\$444,040</b>	\$243,844
Total Assets	<b>\$594,953</b>	\$456,058
Shareholders' equity	<b>\$444,040</b>	\$243,844

During the three months ended October 31, 2017 the Company completed the private placement and sale of Osino shares as described hereinabove and currently has working capital and project investigation funds available of approximately \$444,040 and will required further working capital for any substantial acquisition and/or overhead expenditures for the next 12 months.

**Off balance-sheet arrangements**

There are currently no off balance sheet arrangements and no new information to report since the annual management's discussion and analysis.

**Transactions with related parties**

**(a) Key Management Compensation**

	October 31 2017	October 31 2016
Key management personnel compensation comprised :		
Consulting fees:	<b>\$31,938</b>	\$10,538

- (i) Consulting fees of \$20,000 (2016 - \$7,500) were paid and/or accrued to 43983 Yukon Inc. ("43983") a company, controlled by Lawrence Nagy, Chief Executive Officer, of the Company.
- (ii) Consulting fees of \$11,938 (2016 - \$3,038) were paid and/or accrued to Minco Corporate Management Inc. ("Minco"), a company controlled by Terese Gieselmann, the Chief Financial Officer of the Company.

Amounts due to:	Service for:	October 31 2017	July 31 2017
Minco	Consulting Fees	<b>\$20,121</b>	\$20,712
Minco	Expenses	-	343
43983	Consulting Fees	-	45,000
43983	Expenses	-	1,287
Golden Ridge Resources Ltd. <sup>1</sup> - common directors	Rent & Expenses	<b>6,039</b>	2,982
Colorado <sup>1</sup> - common directors	Interest, Rent & Expenses	<b>84,892</b>	85,003
<b>Total related party payables</b>		<b>\$111,053</b>	<b>\$155,327</b>

<sup>1</sup> Rent and Expenses incurred on behalf of Damara for shared office space and administrative personnel expenses. These amounts are non-interest-bearing and due on demand.

***Critical Accounting Policies and Estimates***

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Information about critical judgments and estimates in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities included in the preparation of these consolidated financial statements are discussed below:

**Critical Judgments**

***Exploration and Evaluation Expenditures***

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company. If, after exploration and evaluation expenditures are capitalized, information becomes available suggesting that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount the Company carries out an impairment test at the cash-generating unit or group of cash-generating unit's level in the year the new information becomes available. Such impairment tests and recoverable value models have a degree of estimation and judgment which may differ in the future.

***Income Taxes***

The Company has not recognized a deferred tax asset as management believes it is not probable that taxable profit will be available against which deductible temporary differences can be utilized.

***Going Concern***

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

**Critical Estimates**

***Valuation of Share-based Payments***

The Company uses the Black-Scholes option pricing model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's profit or loss and equity reserves.

***Valuation of available-for-sale investment***

The Company measures the fair value of available-for-sale investments at the end of each reporting period. Fair value is determined through reference to published share quotations in an active market or observable market transactions. Management assess whether there has been any other-than-temporary impairment on its investments, using objective evidence to determine if the marketable securities are impaired.

### ***Future Accounting Pronouncements***

The standards listed below include only those which the Company reasonably expects may be applicable to the Company at a future date. The Company is currently assessing the impact of the standards on the financial statements.

#### ***IFRS 9 Financial Instruments***

IFRS 9 will replace IAS 39 *Financial Instruments: Recognition and Measurement* and IFRIC 9 *Reassessment of Embedded Derivatives*. The final version of this new standard supersedes the requirements of earlier versions of IFRS 9.

The main features introduced by this new standard compared with predecessor IFRS are as follows:

- ***Classification and measurement of financial assets:***  
Debt instruments are classified and measured on the basis of the entity's business model for managing the asset and its contractual cash flow characteristics as either: "amortized cost", "fair value through other comprehensive income", or "fair value through profit or loss" (default). Equity instruments are classified and measured as "fair value through profit or loss" unless upon initial recognition elected to be classified as "fair value through other comprehensive income".
- ***Classification and measurement of financial liabilities:***  
When an entity elects to measure a financial liability at fair value, gains or losses due to changes in the entity's own credit risk is recognized in other comprehensive income (as opposed to previously profit or loss). This change may be adopted early in isolation of the remainder of IFRS 9.
- ***Impairment of financial assets:***  
An expected credit loss impairment model replaced the incurred loss model and is applied to financial assets at "amortized cost" or "fair value through other comprehensive income", lease receivables, contract assets or loan commitments and financial guarantee contracts. An entity recognizes twelve-month expected credit losses if the credit risk of a financial instrument has not increased significantly since initial recognition and lifetime expected credit losses otherwise.
- ***Hedge accounting:***  
Hedge accounting remains a choice, however, is now available for a broader range of hedging strategies. Voluntary termination of a hedging relationship is no longer permitted. Effectiveness testing now needs to be performed prospectively only. Entities may elect to continue to applying IAS 39 hedge accounting on adoption of IFRS 9 (until the IASB has completed its separate project on the accounting for open portfolios and macro hedging).
- ***Derecognition:***  
The requirements for the derecognition of financial assets and liabilities are carried forward from IAS 39.

This standard is applicable to annual periods beginning on or after August 1, 2018.

#### ***Disclosure Initiative (Amendments to IAS 7 Statement of Cash Flows)***

The amendments require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities.

#### ***Classification and Measurement of Share-based Payment Transactions (Amendments to IFRS 2 Share-based Payment)***

The amendments provide guidance on the accounting for:

- the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments;
- share-based payment transactions with a net settlement feature for withholding tax obligations;
- and
- a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.

The amendments are effective for annual periods beginning on or after August 1, 2018.

***Financial instruments and other instruments***

The Company is exposed through its operations to the following financial risks:

- Market Risk
- Credit Risk
- Liquidity Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these consolidated financial statements

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in this note.

**General Objectives, Policies and Processes**

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's management. The effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets are reviewed periodically by the Board of Directors if and when there are any changes or updates required.

The overall objective of the Board of Directors is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

**Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market prices are comprised of interest rate, commodity price risk and foreign currency risk. The Company is not exposed to significant market risk.

***Interest Rate Risk***

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company has cash balances and no interest-bearing debt as at October 31, 2017. The Company's current policy is to invest excess cash in guaranteed investment certificates or interest-bearing accounts of major Canadian chartered banks. The Company regularly monitors compliance with its cash management policy. The Company is not exposed to significant interest rate risk.

***Other Price Risk***

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk.

**Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or a counter party to a financial instrument fails to meet its contractual obligations. The carrying amount of financial assets represents the maximum credit exposure. The financial instrument that is potentially subject to credit risk for the Company consists primarily of cash.

Credit risk exposure is limited through maintaining cash with high-credit quality financial institutions and management considers this risk to be minimal for all cash assets based on changes that are reasonably possible at each reporting date.

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Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

Typically, the Company ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 90 days. To achieve this objective, the Company prepares annual capital expenditure budgets, which are regularly monitored and updated as considered necessary. Further, when required, the Company utilizes authorizations for expenditures on exploration projects to further manage expenditures.

The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing trade and other accounts payable and option payment commitments. The Company does not generally maintain any trade payables beyond a 30-day period to maturity.

Determination of Fair Value

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The carrying amounts for cash, trade and other payables and loans payable approximate fair value due to their short-term nature. The Company's available-for-sale investments have been measured using Level 2 inputs.

***Capital Management***

The Company considers its capital to be comprised of shareholders' equity and loans.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this method of financing due to the current difficult market conditions.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. Management reviews the capital structure on a regular basis to ensure that the above objectives are met. The Company's capital is not subject to any externally imposed capital requirements. There have been no changes to the Company's approach to capital management during the period ended October 31, 2017.

***Outstanding Share Data***

Damara's authorized capital is unlimited common shares without par value. As at the date of this report 26,312,579 common shares were issued and outstanding. The Company as at the date of this report had the following outstanding options, warrants and convertible securities as follows:

Type of Security	Number	Exercise Price	Expiry Date
Stock Options	1,600,000	\$0.05	21-Jul-27
Share Purchase Warrants	1,475,000	\$0.15	18-Jan-21
Share Purchase Warrants	4,482,351	\$0.15	02-Mar-21
Share Purchase Warrants	5,000,000	\$0.10	31-Aug-20



***Risks 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 the same business. The industry is capital intensive and is subject to fluctuations in market sentiment, metal prices, foreign exchange and interest rates. The Company is currently without an exploration property and there is no certainty that through its project investigation activities that it will be able to secure an asset in order to maintain its listing on the Exchange as a Tier 2 listed issuer. The only sources of future funds for acquisition or future exploration programs upon success of an acquisition available to the Company is the sale of equity capital. Although the Company has been successful in not only acquiring exploration assets and accessing the equity market during the past years, there is no assurance that such sources of financing will be available on acceptable terms, if at all.

The Company does not have any employees. All work is carried out through independent consultants and the Company requires that all professional consultants carry their own insurance to cover any potential liabilities as a result of their work on a project. In certain cases where consultants are unable to carry their own insurance the Company includes such individuals under its coverage.

**Going Concern**

The Company has not yet achieved profitable operations. These consolidated financial statements are prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company had a net income of \$146,987 for the period ended October 31, 2017 (2016 - \$24,790 loss) and has accumulated a deficit of \$32,670,276 (July 31, 2017 - \$32,817,263) since inception. The continuing operations of the Company are dependent upon obtaining, in the short term, the necessary financing to meet the Company's operating and mineral property commitments as they come due and to finance future exploration and development of potential business acquisitions, economically recoverable reserves, securing and maintaining title and beneficial interest in the properties, and upon future profitable production. These conditions indicate the existence of material uncertainties, which casts significant doubt about the Company's ability to continue as a going concern.

No adjustments to the carrying values of the assets and liabilities have been made in these consolidated financial statements. Should the Company no longer be able to continue as a going concern, certain assets and liabilities may require restatement on a liquidation basis, which may differ materially from the going concern basis.

***Other Requirements***

Additional disclosure of the Company's material change reports, news release and other information can be obtained on SEDAR at [www.sedar.com](http://www.sedar.com).