



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 and 2019 Annual General Meeting (the "Meeting") of shareholders of **Damara Gold Corp.** (the "Company") will be held at 335 – 1632 Dickson Avenue, Kelowna, on **Tuesday, June 29, 2021** at **10:00am** (Pacific Time) for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the financial years ended July 31, 2020 and July 31, 2019 together with the auditors' report;
2. To fix the number of Directors of the Company at three;
3. To elect Directors of the Company for the ensuing year;
4. To appoint SMYTHE LLP, as auditors of the Company for the ensuing year and to authorize the Directors of the Company to fix their remuneration;
5. To consider and, if thought fit, to pass an ordinary resolution re-adopting and re-approving the current stock option plan for the Company; and
6. To transact such other business that may properly come before the Meeting or any adjournment thereof.

The Meeting will be deemed to be held at the Company's head office located at 335 – 1632 Dickson Avenue Kelowna BC, **however Shareholders wishing to attend the Meeting by conference call may do so by using the following access numbers:**

Conference Call Dial-In Number: 1-877-385-4099

Access Code: 3360987#

Due to the continually evolving global COVID-19 public health emergency and in consideration of the health and safety of our Shareholders, colleagues and our broader community, the Meeting will be held in a virtual meeting format only despite the deemed location set forth above. This means that Shareholders will not be able to attend the Meeting physically. A virtual-only meeting format is being adopted in response to the COVID-19 situation to enfranchise and give all Shareholders an equal opportunity to participate at the Meeting regardless of their geographic location or the particular constraints, circumstances or risks they may be facing as a result of COVID-19.

The Information Circular also provides additional information relating to the matters to be dealt with and voted upon at the Meeting and is deemed to form part of this Notice of Meeting. Please see the section heading "*Particulars of Matters to be Acted Upon*" in the Information Circular for full particulars.

ALLSHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE BY SUBMITTING THEIR COMPLETED FORM OF PROXY (OR VOTING INSTRUCTION FORM) PRIOR TO THE MEETING BY



ONE OF THE MEANS DESCRIBED IN THE CIRCULAR ACCOMPANYING THIS NOTICE OF MEETING.

All registered shareholders as at **May 25, 2021**, (the “**Record Date**”) are entitled to attend and vote at the Meeting in person or by proxy. Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy and to return it to Computershare Investor Services Inc., **510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9 (according to the instructions on the proxy)**, at least 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, being **10:00 a.m. (Pacific time) on Friday, June 25, 2021**, unless the chairman of the Meeting elects to exercise his or discretion to accept proxies received subsequently. If a shareholder does not deliver a proxy in accordance with these instructions or to the presiding officer of the Meeting, then the shareholder will not be entitled to vote at the Meeting by proxy.

Non-registered shareholders as at the Record Date who receive this notice and accompanying information circular from their broker or other intermediary should complete and return the proxy or voting instruction form (in accordance with the instructions provided with it. Completed voting instruction forms must be received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, being **10:00 a.m. (Pacific time) on Friday, June 25, 2021**, unless the chairman of the Meeting elects to exercise his or discretion to accept proxies received subsequently. Failure to do so may result in the shares of the non-registered Shareholders not being eligible to be voted at the Meeting. An information circular, a form of proxy and voting instruction form accompany this Notice of Meeting.

DATED at Kelowna, British Columbia, this 26th day of May 2021.

BY ORDER OF THE BOARD OF DIRECTORS

“Lawrence Nagy”

**Lawrence Nagy
President and CEO**

