



Damara Gold Corp.

An Exploration Stage Company

Consolidated Financial Statements

July 31, 2018 and 2017

Expressed in Canadian Dollars

DAMARA GOLD CORP.
An Exploration Stage Company
Years ended July 31, 2018 and 2017
(Expressed in Canadian Dollars)

<u>INDEX</u>	<u>PAGE</u>
• Independent Auditors' Report	1
• Consolidated Statements of Financial Position	2
• Consolidated Statements of Comprehensive Loss	3
• Consolidated Statements of Changes in Shareholders' Equity	4
• Consolidated Statements of Cash Flows	5
• Notes to Consolidated Financial Statements	6-24

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF DAMARA GOLD CORP.

We have audited the accompanying consolidated financial statements of Damara Gold Corp., which comprise the consolidated statements of financial position as at July 31, 2018 and 2017 and the consolidated statements of comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Damara Gold Corp. as at July 31, 2018 and 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to note 2 in the consolidated financial statements, which describes matters and conditions that indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia
November 26, 2018

DAMARA GOLD CORP.
(An Exploration Stage Company)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
As at July 31
Expressed in Canadian Dollars

	Note	2018	2017
ASSETS			
Current			
Cash and cash equivalents		\$ 339,261	\$ 2,772
Available-for-sale-investments	5	-	451,978
Prepays		5,415	-
GST recoverable		12,097	1,308
Total current assets		356,773	456,058
Total Assets		\$ 356,773	\$ 456,058
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current			
Trade and other payables	6,11	49,740	197,214
Loans payable	7,11	-	15,000
Total current liabilities		49,740	212,214
Shareholders' Equity			
Share capital	8	31,692,281	31,450,030
Contributed surplus		1,419,262	1,419,262
Accumulated other comprehensive income	5	-	191,815
Deficit		(32,804,510)	(32,817,263)
Total shareholders' equity		307,033	243,844
Total Liabilities and Shareholders' Equity		\$ 356,773	\$ 456,058

Approved on behalf of the Board of Directors by:

/s/ Lawrence Nagy
Lawrence Nagy, Director

/s/ William Yeoman
William Yeoman, Director

See notes to consolidated financial statements.

DAMARA GOLD CORP.

(An Exploration Stage Company)

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

For the years ended July 31

Expressed in Canadian Dollars

	Note	2018	2017
Expenses			
Administrative and general	10	\$ 186,466	\$ 96,832
Interest on loans payable	7	-	14,147
Property investigation costs		2,765	3,042
Total expenses		(189,231)	(114,021)
Other income and expenses			
Gain on sale of available-for-sale investment	5	220,478	-
Gain (loss) on settlement of debt	6	10,169	(214,366)
Income (loss) before income tax		41,416	(328,387)
Deferred income tax	12	(28,663)	18,673
Net income (loss) for the year		12,753	(309,714)
Other comprehensive income to be re-cycled through profit or loss			
Realized fair value gain on available-for-sale investments	5	(220,478)	-
Unrealized fair value gain on available-for-sale investments	5	-	143,632
Deferred income tax	12	28,663	(18,673)
Total other comprehensive income		(191,815)	124,959
Total comprehensive loss for the year		(179,062)	(184,755)
Loss per share for the year - basic and diluted	13	\$ 0.00	\$ (0.02)

See notes to consolidated financial statements.

DAMARA GOLD CORP.

(An Exploration Stage Company)

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the years ended July 31

Expressed in Canadian Dollars

	Note	Number of Shares	Share Capital	Contributed Surplus	Accumulated Other Comprehensive Income	Deficit	Total
Balance July 31, 2016		17,025,256	\$ 31,023,672	\$ 1,419,262	\$ 66,856	\$ (32,507,549)	\$ 2,241
Net loss for the year		-	-	-	-	(309,714)	(309,714)
Fair value of available-for-sale-investments	5	-	-	-	143,632	-	143,632
Shares issued for debt settlement	8	4,287,323	428,732	-	-	-	428,732
Share issue costs		-	(2,374)	-	-	-	(2,374)
Deferred income tax		-	-	-	(18,673)	-	(18,673)
Balance July 31, 2017		21,312,579	\$ 31,450,030	\$ 1,419,262	\$ 191,815	\$ (32,817,263)	\$ 243,844
Net income for the year		-	-	-	-	12,753	12,753
Available-for-sale-investment	5	-	-	-	(220,478)	-	(220,478)
Units issued for cash	8	5,000,000	250,000	-	-	-	250,000
Share issue costs		-	(7,749)	-	-	-	(7,749)
Deferred income tax		-	-	-	28,663	-	28,663
Balance July 31, 2018		26,312,579	\$ 31,692,281	\$ 1,419,262	\$ -	\$ (32,804,510)	\$ 307,033

See notes to consolidated financial statements.

DAMARA GOLD CORP.

(An Exploration Stage Company)

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended July 31

Expressed in Canadian Dollars

	Note	2018	2017
OPERATING ACTIVITIES			
Income (loss) for the year		\$ 12,753	\$ (309,714)
Items not affecting cash			
Realized gain on sale of available-for-sale investments	5	(220,478)	-
Loss (gain) on settlement of debt		(10,169)	214,366
Deferred income tax expense (recovery)		28,663	(18,673)
Changes in non-cash working capital			
GST recoverable		(10,789)	212
Prepaid expenses		(5,415)	-
Trade and other payables		(137,305)	54,417
Cash used in operating activities		(342,740)	(59,392)
INVESTING ACTIVITIES			
Proceeds from sale of available-for-sale investments	5	451,978	-
Total cash provided by investing activities		451,978	-
FINANCING ACTIVITIES			
Repayment of loans		(15,000)	-
Proceeds from private placement	8	250,000	-
Share issue costs		(7,749)	(2,374)
Net cash provided (used) by financing activities		227,251	(2,374)
Increase (decrease) in cash during the year		336,489	(61,766)
Cash beginning of year		2,772	64,538
Cash end of year		\$ 339,261	\$ 2,772

Supplemental Disclosure with Respect to Cash Flows (Note 15)

See notes to consolidated financial statements.

DAMARA GOLD CORP.

(An Exploration Stage Company)

Notes to Condensed Consolidated Financial Statements

For the Years Ended July 31, 2018 and 2017

(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS

Damara Gold Corp. (“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.

The Company is in the business of identifying and acquiring prospective and under-explored gold properties worldwide. The Company’s corporate head office is at Suite 335 – 1632 Dickson Ave, Kelowna, BC V1Y 7T2.

2. BASIS OF PREPARATION AND GOING CONCERN

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”).

The consolidated financial statements were authorized for issue by the Board of Directors on November 26, 2018.

These consolidated financial statements have been prepared on the historical cost basis, except for certain financial and non-financial assets and liabilities, which have been measured at fair value. The methods used to measure fair value are discussed in Note 3. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except cash flow information.

The consolidated financial statements are presented in Canadian dollars (“CDN”), which is also the Company’s and its subsidiaries functional currency.

The preparation of consolidated financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

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 \$12,753 for the year ended July 31, 2018 (2017 - \$309,714 loss) and has accumulated a deficit of \$32,804,510 (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. Although the Company has been successful in doing so in the past, there is no assurance it will be able to do so in the future. 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.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation

These consolidated financial statements include the accounts of the Company and its subsidiaries as follows:

	% of ownership	Jurisdiction	Principal Activity
Avasca Inc.	100	British Columbia	Dormant
Valhalla Minerals U.S. Inc.	100	Delaware	Dormant

All significant intercompany balances and transactions have been eliminated on consolidation.

Foreign Currency Transactions

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary assets and liabilities that are measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary assets and liabilities are measured at fair value and are reported at the exchange rate at the date that the fair value was determined. Revenues and expenses are translated at the rate of exchange on the transaction date. All gains and losses on translation of these foreign currency transactions are charged to profit or loss.

Mineral Exploration and Evaluation Expenditures

Pre-exploration Costs

Pre-exploration costs are expensed in the year in which they are incurred.

Acquisition Costs

The fair value of all consideration paid to acquire an exploration and evaluation asset is capitalized, including amounts arising under option agreements. Consideration may include cash, loans or other financial liabilities, and equity instruments including common shares and share purchase warrants. The fair value of common shares issued is based on recent market prices on the date of issue. The fair value of share purchase warrants issued is valued using the Black-Scholes option pricing model.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Mineral Exploration and Evaluation Expenditures (cont'd)

Exploration and Evaluation Expenditures (cont'd)

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property will be considered to be a mine under development and will be classified as “mines under construction”. Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

Impairment of Non-Financial Assets

Impairment tests on non-financial assets, including exploration and evaluation assets, are undertaken whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets.

An impairment loss is charged to profit or loss, except to the extent it reverses gains previously recognized in accumulated other comprehensive loss/income.

Financial Instruments

Financial Assets

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. All transactions related to financial instruments are recorded on a trade date basis. The Company's accounting policy for each category is as follows:

Fair Value through Profit or Loss (“FVTPL”)

Financial assets are classified as FVTPL when the financial asset is held-for-trading or is designated as FVTPL. A financial asset is classified as FVTPL when it has been acquired principally for the purpose of selling in the near future, it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking or if it is a derivative that is not designated and effective as a hedging instrument. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at FVTPL are measured at fair value, and changes therein are recognized in profit or loss. Cash is included in this category.

Loans and Receivables

These assets are non-derivative financial assets resulting from the delivery of cash or other assets by a lender to a borrower in return for a promise to repay on a specified date or dates, or on demand. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial Instruments (cont'd)

Financial Assets (cont'd)

profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process. The Company has no assets included in this category.

Available-for-Sale

Non-derivative financial assets that do not meet the definition of loans and receivables are classified as available-for-sale and comprise principally the Company's strategic investments in entities not qualifying as subsidiaries or associates. Available-for-sale investments are carried at fair value with changes in fair value recognized in other comprehensive loss/income. Where there is a significant or prolonged decline in the fair value of an available-for-sale financial asset (which constitutes objective evidence of impairment), the full amount of the impairment, including any amount previously recognized in other comprehensive loss/income, is recognized in profit or loss. If there is no quoted market price in an active market and fair value cannot be readily determined, available-for-sale investments are carried at cost.

On sale or impairment, the cumulative amount recognized in other comprehensive loss/income is reclassified from accumulated other comprehensive loss/income to profit or loss. The available-for-sale investments are included in this category.

Held-to-Maturity

Non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company has the positive intention and ability to hold to maturity are classified as held-to-maturity. Financial assets classified as held-to-maturity are measured at amortized cost using the effective interest method.

At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Financial Liabilities

Financial liabilities are classified as other financial liabilities, based on the purpose for which the liability was incurred. These liabilities are initially recognized at fair value net of any transaction costs directly attributable to the issuance of the instrument and subsequently carried at amortized cost using the effective interest rate method. This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the consolidated statements of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding. Trade and other payables and loans payable are included in this category.

Provisions

Provisions are recognized as liabilities when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Provisions (cont'd)

The amount recognized as a provision is the best estimate of the consideration required to settle the obligation estimated at the end of each reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

Rehabilitation Provision

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the year in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and revegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related exploration properties. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability-specific risks. Additional environment disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the year in which they occur. As at July 31, 2018 and 2017, the Company had recognized no rehabilitation provisions.

Income Taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in net loss, except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss/income.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by year-end.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction affects neither accounting, nor taxable profit or loss. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting year the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset only to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Share Capital

Proceeds from the exercise of stock options and warrants are recorded as share capital in the amount for which the option or warrant enabled the holder to purchase a share in the Company. Share capital issued for non-monetary consideration is valued at the closing market price at the date of issuance. The proceeds from the issuance of units are allocated between common shares and warrants based on the residual value method. Under this method, the proceeds are allocated first to share capital based on the fair value of the common shares at the time the units are priced and any residual value is allocated to the warrants reserve. Consideration received for the exercise of warrants is recorded in share capital and the related residual value is transferred to share capital.

Earnings/Loss per Share

Basic earnings/loss per share is computed by dividing the net income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant year. Diluted earnings/loss per common share is computed by dividing the net income or loss applicable to common shares by the sum of the weighted average number of shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted.

Share-based Payments

The fair value, at the grant date, of equity-settled share awards is charged to profit or loss over the period for which the benefits of employees and others providing similar services are expected to be received. The corresponding accrued entitlement is recorded in the equity-settled employee benefits reserve. The amount recognized as an expense is adjusted to reflect the number of share options expected to vest. The fair value of awards is calculated using the Black-Scholes option pricing model, which considers the following factors:

- Exercise price
- Expected life
- Expected volatility
- Current market price of the underlying shares
- Risk-free interest rate
- Dividend yield

For equity-settled share-based payments to non-employees, the Company measures the value of the goods or services received, and the corresponding increase in equity, directly, at the fair value of the goods or services received, unless that fair value cannot be estimated reliably. When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

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:

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Future Accounting Pronouncements (cont'd)

IFRS 9 *Financial Instruments* (cont'd)

- **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 the Company's annual period beginning on August 1, 2018.

IFRS 16 *Leases*

IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 *Leases*.

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Future Accounting Pronouncements (cont'd)

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 the Company's annual period beginning on August 1, 2018.

4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

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

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.

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.

DAMARA GOLD CORP.

(An Exploration Stage Company)

For the Years Ended July 31, 2018 and 2017

(Expressed in Canadian Dollars)

5. AVAILABLE-FOR-SALE INVESTMENT

As at July 31, 2018, available-for-sale investments consisted of an investment of nil (2017 - 9,039,560) common shares of Osino Resources Corp. ("Osino"). During the year ended July 31, 2018, the Company, pursuant to receipt of Exchange acceptance closed the sale of 9,039,560 Osino Shares at a price of \$0.05 per share for gross proceeds of \$451,978 to arms-length purchasers and recorded a gain on sale of \$220,478 and reducing other comprehensive income to \$Nil.

The fair value of the available-for-sale investments as at July 31, 2017 was determined by an observable market transaction valuation with third parties of \$0.05 per share, a Level 2 valuation. During the year ended July 31, 2017, the Company recorded an unrealized gain in other comprehensive income of \$143,632.

6. TRADE AND OTHER PAYABLES

	July 31 2018	July 31 2017
Trade payables	\$33,825	\$41,887
Due to related parties - Note 11	15,915	155,327
Total	\$49,740	\$197,214

During the year ended July 31, 2018, \$17,859 of trade payables was settled by payment of \$7,690, resulting in a gain on settlement of trade payables of \$10,169.

During the year ended July 31, 2017, \$4,366 of trade payables was settled by issuing 87,323 common shares at an estimated fair value of \$0.10 per common share resulting in a loss on debt settlement of \$4,366.

7. LOANS PAYABLE**Related Party Loans**

As at July 31, 2018, \$Nil (July 31, 2017 - \$15,000) was advanced from Colorado Resources Ltd. ("Colorado"), which has two former common directors, Larry Nagy and William Lindqvist, in connection with a former Namibian project the Company had an option on. The loan was interest-bearing (15% per annum) and \$Nil (2017 - \$64,469) of accrued interest expense is included in trade payables. Effective December 31, 2016 the remaining loan was non-interest bearing and payable on demand. During the year ended July 31, 2018, interest of \$Nil (2017 - \$14,157) was charged on these loans.

Loss on Debt Settlement

On March 6, 2017, the Company settled short-term advances with Colorado in the amount of \$210,000 by the issuance of an aggregate of 4,200,000 common shares (the "Debt Shares") at an estimated fair value of \$0.10 per common share, resulting in a loss on debt settlement of \$210,000 as follows.

<u>Debtor</u>	<u>Debt Amount</u>	<u>Share Price</u>	<u>No. Shares</u>
Colorado	\$210,000	\$0.05	4,200,000

The remaining balance of principle and interest of \$79,469 was settled during the year ended July 31, 2018 and paid in full.

8. SHARE CAPITAL

(a) Authorized Share Capital

The Company's authorized share capital consists of an unlimited number of common shares without par value.

(b) Common Shares

During the year ended July 31, 2018 the Company issued the following:

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.

During the year ended July 31, 2017 the Company issued the following:

On March 6, 2017 the Company issued a total of 4,287,323 common shares to extinguish debt in the aggregate of \$214,366 (the "Debt Settlement"). The Debt Settlement included an amount \$210,000 (4,200,000 common shares) to settled to related party loans (See Note 7). Additionally, \$4,366 (87,323 common shares) in trade payables was settled with a third party (See Note 6).

(c) Share Purchase Warrants

The following is a summary of changes in warrants from August 1, 2016 to July 31, 2018:

	Number of Warrants	Exercise Price	Weighted Average Exercise Price
Balance, July 31, 2016 and 2017	5,957,351	\$0.15	\$0.15
Issued	5,000,000	\$0.10	\$0.10
Balance at July 31, 2018	10,957,351		\$0.13

As at July 31, 2018, the share purchase warrants have a weighted average remaining contractual life of 2.34 (2017 – 3.56) years. Each warrant entitles the holders thereof the right to purchase one common share as follows:

Expiry Date	Exercise Price	Number of Warrants
January 18, 2021	\$0.15	1,475,000
March 2, 2021	\$0.15	4,482,351
August 31, 2020	\$0.10	5,000,000
Total		10,957,351

DAMARA GOLD CORP.
(An Exploration Stage Company)
For the Years Ended July 31, 2018 and 2017
(Expressed in Canadian Dollars)

9. SHARE-BASED PAYMENTS

(a) Option Plan Details

The Company has an incentive stock option plan (the “Plan”) that allows it to grant share purchase options to its employees, directors, consultants and management company employees. Under the terms of the Plan, the exercise price of each option will not be lower than the lowest exercise price permitted by the Exchange (currently \$0.05). The Plan allows for a maximum of 10% of outstanding shares to be issued under the Plan. The Plan is subject to annual shareholder approval.

Options have a maximum term of five years and terminate up to 90 days following the date on which an optionee ceases to be an employee, director, consultant or management company employee, and up to 30 days following the date on which an optionee who is engaged to provide investor relations activities ceases to be engaged to provide such services. In the case of the death of an optionee, the options terminate at the earlier of twelve months after the date of death and the expiration of the option period. Vesting of options is determined by the Board of Directors at the time the options are granted. Options issued to consultants providing investor relations activities must vest in stages over twelve months with no more than one-quarter of the options vesting in any three-month period.

Stock option activity from August 1, 2017 to July 31, 2018 was as follows:

Grant Date	Expiry Date	Exercise Price	Opening Balance	Granted	Expired	Closing Balance	Vested and Exercisable
13-Dec-12	13-Dec-17	\$1.00	30,000	-	(30,000)	-	-
27-Jul-16	27-Jul-21	\$0.05	1,600,000	-	(175,000)	1,425,000	1,425,000
			1,630,000	-	(205,000)	1,425,000	1,425,000
Weighted Average Exercise Price			\$0.07	-	\$0.19	\$0.05	\$0.05
Weighted Average Life Remaining (years)			3.93	-	-	2.99	2.99

Stock option activity from August 1, 2016 to July 31, 2017 was as follows

Grant Date	Expiry Date	Exercise Price	Opening Balance	Granted	Expired	Closing Balance	Vested and Exercisable
13-Dec-12	13-Dec-17	\$1.00	30,000	-	-	30,000	30,000
27-Jul-16	27-Jul-21	\$0.05	1,600,000	-	-	1,600,000	1,600,000
			1,630,000	-	-	1,630,000	1,630,000
Weighted Average Exercise Price			\$0.07	-	-	\$0.07	\$0.07
Weighted Average Life Remaining (years)			4.9	-	-	3.93	3.93

(b) Fair Value of Options Granted During the Period

There were no options granted during the years ended July 31, 2018 and 2017.

DAMARA GOLD CORP.
(An Exploration Stage Company)
For the Years Ended July 31, 2018 and 2017
(Expressed in Canadian Dollars)

10. ADMINISTRATIVE AND GENERAL EXPENSES

	Note	Years ended July 31	
		2018	2017
Administrative and General Expenses			
Accounting and legal		\$36,998	\$17,222
Consulting	11	107,700	44,163
Website, shareholder communication		3,121	3,000
Exchange loss		831	6,358
Office and administration fees		16,228	8,039
Regulatory fees		5,913	11,644
Rent	11	9,046	1,118
Transfer agent fees		5,660	3,525
Travel		969	1,763
		\$186,466	\$96,832

11. RELATED PARTY TRANSACTIONS

(a) Key Management Compensation

	July 31 2018	July 31 2017
Key management personnel compensation comprised:		
Consulting fees:	\$107,700	\$44,163

- (i) Consulting fees of \$65,000 (2017 - \$30,000) 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 \$40,025 (2017 - \$14,163) were paid and/or accrued to Minco Corporate Management Inc. ("Minco"), a company controlled by Terese Gieselman, the Chief Financial Officer of the Company.
- (iii) Administrative fees of \$2,675 (2017 - \$Nil) were paid and/or accrued to Minco in relation to providing administrative and accounting services.

(b) Related Party Liabilities

Amounts due to:	Service for:	July 31 2018	July 31 2017
Minco	Consulting Fees	\$6,090	\$20,712
Minco	Expenses	679	343
43983	Consulting Fees	-	45,000
43983	Expenses	-	1,287
Golden Ridge Resources Ltd. ¹ - common directors	Rent & Expenses	10,108	2,982
Colorado ¹ - common officer (Note 7)	Interest, Rent & Expenses	-	85,003
Total related party payables		\$16,877	\$155,327

¹ 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.

DAMARA GOLD CORP.
(An Exploration Stage Company)
For the Years Ended July 31, 2018 and 2017
(Expressed in Canadian Dollars)

11. RELATED PARTY TRANSACTIONS (cont'd)

(c) Option

On November 20, 2017, the Company and Colorado 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. This agreement was terminated on December 14, 2017. 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.

12. INCOME TAXES

The Company has available losses that may be carried forward to apply against future years' income for income tax purposes. The approximate losses expire as follows:

Available to	Amount
2026	\$ 405,000
2027	380,000
2029	828,000
2030	492,000
2031	641,000
2032	481,000
2033	616,000
2034	130,000
2035	333,000
2036	213,000
2037	125,000
2038	71,000
	<u>\$ 4,715,000</u>

The tax effected items that give rise to significant portions of the deferred income tax assets and deferred income tax liabilities at July 31, 2018 and 2017 are presented below:

	2018	2017
Deferred income tax assets:		
Non-capital losses	\$ -	\$ 28,663
Deferred income tax liability:		
Available-for-sale investment	-	(28,663)
Net deferred income tax liabilities	\$ -	\$ -

DAMARA GOLD CORP.
(An Exploration Stage Company)
For the Years Ended July 31, 2018 and 2017
(Expressed in Canadian Dollars)

12. INCOME TAXES (cont'd)

Significant unrecognized tax benefits and unused tax losses for which no deferred tax asset is recognized as of July 31 are as follows:

	2018	2017
Non-capital losses carried forward	\$ 4,715,889	\$ 4,533,763
Excess of tax value over carrying value of mineral properties	3,747,502	3,747,502
Investment tax credits	160,085	160,085
Cumulative eligible capital	115,905	115,905
Share issue costs and other	9,674	4,974
Unrecognized deductible temporary differences	\$ 8,749,055	\$ 8,562,229

Income tax expense differs from the amount that would be computed by applying the Canadian statutory income tax rate of 26.5% (2017 - 26%) to income before income taxes.

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

	2018	2017
Loss before income tax	\$ 12,753	\$ (328,387)
Statutory income tax rate	26.50%	26.00%
Income tax recovery computed at statutory tax rate	3,380	(85,381)
Items not deductible for income tax purposes	(21,515)	-
Effect of change in tax rates	(86,558)	-
Unused tax losses and tax offsets not recognized	133,356	(24,118)
Under (over) provided in prior years	-	35,093
Unrecognized benefit of deferred income tax assets	-	55,733
Income tax recovery	\$ 28,663	\$ (18,673)

13. LOSS PER SHARE

Basic loss per share amounts are calculated by dividing the net loss for the period by the weighted average number of common shares outstanding during the period.

	July 31 2018	July 31 2017
Net income (loss) attributable to ordinary shareholders	\$12,753	(\$309,714)
Weighted average number of common shares	25,887,921	18,751,931
Basic and diluted loss per share	\$0.00	(\$0.02)

14. COMMITMENTS

The Company has no commitments as at July 31, 2018.

15. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Investing and financing activities that do not have a direct impact on current cash flows are excluded from the consolidated statements of cash flows. During the year ended July 31, 2018 the following transactions were excluded from the consolidated statements of cash flows:

1. The Company settled trade payables with an arm's length vendor in the amount of \$17,859 (2017 - \$Nil) for payment of \$7,690, recording a \$10,169 gain on the settlement.
2. The Company settled related party loans in the amount of \$Nil (2017 - \$210,000) by the issuance of common shares Nil (2017 - 4,200,000) (See Notes 7 and 8);
3. The Company settled trade payables in the amount of \$Nil (2017 - \$4,366) by the issuance of common shares Nil (2017 - 87,323) (See 6 and 8); and
4. The Company recorded a loss on the settlement of debt of \$Nil (2017 - \$214,336) (See Note 7 and 9).

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

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.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd)

General Objectives, Policies and Processes (cont'd)

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. 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 exposed to other price risk with respect to its investment in securities (*See Note 18 - Events after the Reporting Date*). 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.

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 hand 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.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd)

General Objectives, Policies and Processes (cont'd)

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.

17. CAPITAL MANAGEMENT

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

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 years ended July 31, 2018 and 2017.

18. EVENTS AFTER THE REPORTING DATE

On September 5, 2018 the Company entered into a business combination agreement (the "**Business Combination Agreement**") with New Found Gold Corp. ("**New Found Gold**"), a private Ontario corporation, whereby Damara will acquire (the "**Proposed Transaction**") all of the outstanding shares of New Found Gold (the "**NFG Shares**") in exchange for common shares of the Company.

The Proposed Transaction will be effected by way of a three-cornered amalgamation pursuant to which Damara will acquire all of the issued and outstanding NFG Shares in exchange for the issuance of Damara Shares to shareholders of New Found Gold (the "**NFG Shareholders**"). As a result of the Proposed Transaction, the current shareholders of New Found Gold would own a majority of the issued and outstanding Damara Shares.

The Proposed Transaction will constitute an arm's length Reverse Takeover of Damara pursuant to Exchange Policy 5.2 – *Changes of Business and Reverse Takeovers*. Upon completion of the Proposed Transaction, Damara will continue on with the business of New Found Gold and remain a Tier 2 mining issuer (the Company after the completion of the Proposed Transaction being referred to herein as the "**Resulting Issuer**").

Prior to the completion of the Proposed Transaction, Damara will consolidate its share capital on a 6 (old) to 1 (new) basis and change its name to "New Found Gold Corp." or such other name as may be agreed by the parties. Pursuant to the Proposed Transaction, the NFG Shareholders will receive six (6) post-consolidation Damara Shares for each NFG Share held. Prior to closing of the Proposed Transaction, New Found Gold intends to complete a private placement financing (the "**Concurrent Financing**") through the issuance of a minimum of 12,500,000 NFG Subscription Receipts (as defined below) (the "**Minimum Offering**") and up to a maximum of 22,500,000 NFG Subscription Receipts (the "**Maximum Offering**") at a price of \$0.60 per NFG Share for gross proceeds of \$7,500,000 assuming completion of the Minimum Offering and up to a maximum of \$13,500,000 assuming the Maximum Offering is fully subscribed.

DAMARA GOLD CORP.

(An Exploration Stage Company)

For the Years Ended July 31, 2018 and 2017

(Expressed in Canadian Dollars)

18. EVENTS AFTER THE REPORTING DATE (cont'd)

Upon completion of the Proposed Transaction and subject to compliance with applicable laws, including the policies of the Exchange, all outstanding convertible securities of New Found Gold will be exchanged for incentive stock options of the Resulting Issuer having the same economic benefits for the holders thereof.

The completion of the Proposed Transaction is subject to the satisfaction of various conditions that are standard for a transaction of this nature, including but not limited to (i) the completion of the Minimum Offering; (ii) approval by the shareholders of Damara (the “**Damara Shareholders**”) and the NFG Shareholders to complete the Proposed Transaction, (iii) receipt of all requisite regulatory, court or governmental authorizations and consents, including the Exchange; and (iv) the completion of satisfactory due diligence by each of the parties. There can be no assurance that the Proposed Transaction will be completed on the terms proposed above or at all.

Certain of the Damara Shares to be issued pursuant to the Proposed Transaction are expected to be subject to restrictions on resale or escrow under the policies of the Exchange, including the securities to be issued to “Principals” (as defined in Exchange policies), which will be subject to the escrow requirements of the Exchange.

Subject to satisfaction or waiver of the conditions precedent referred to herein and in the Share Exchange Agreement, Damara and New Found Gold anticipate the Proposed Transaction will be completed in the fourth quarter of 2018.

Each of Damara and New Found Gold will bear their own costs in respect of the Proposed Transaction.

On October 19, 2018, the Company entered into an amending agreement (the “**Amending Agreement**”) amending the terms of the Business Combination Agreement. The Amending Agreement extends the outside date for the completion of certain matters contemplated in the Business Combination Agreement. As of November 26, 2018, the Proposed Transaction has not yet been completed.

Proposed Concurrent Financing

Prior to or concurrent with completion of the Proposed Transaction, New Found Gold will complete the Concurrent Financing. It is anticipated that the Concurrent Financing will be undertaken via the issuance of subscription receipts of NFG (the “**Subscription Receipts**”) at a price of \$0.60 per Subscription Receipt. Each Subscription Receipt shall be automatically converted to NFG Shares without any further action or payment by the holders thereof upon the satisfaction of certain escrow release conditions (the “**Escrow Release Conditions**”). New Found Gold is currently meeting with potential agents for the Concurrent Financing.

The gross proceeds from the issue and sale of the Subscription Receipts (the “**Escrowed Funds**”) will be held by an escrow agent and invested in short-term obligations or other investments guaranteed by the Government of Canada (and other approved investments) pending the satisfaction of the Escrow Release Conditions. Provided that the Escrow Release Conditions are satisfied, the Escrowed Funds will be released to New Found Gold or Damara, as directed by New Found Gold, and the New Found Gold Shares issued to holders of Subscription Receipts will then be exchanged for common shares in the capital of the Resulting Issuer pursuant to the Business Combination Agreement.

If: (i) the Escrow Release Conditions are not satisfied; (ii) the Business Combination Agreement is terminated at any earlier time; or (iii) either Damara or New Found Gold has advised any agent for the Concurrent Financing or announced to the public that it does not intend to proceed with the Proposed Transaction, then the Subscription Receipts shall be cancelled and the Escrowed Funds, plus accrued interest, if any, shall be returned to the subscribers.

DAMARA GOLD CORP.
(An Exploration Stage Company)
For the Years Ended July 31, 2018 and 2017
(Expressed in Canadian Dollars)

18. EVENTS AFTER THE REPORTING DATE (cont'd)

The proceeds raised will be used to fund the costs associated with completing the Proposed Transaction, exploration on the Resulting Issuer's properties and for general working capital. All securities issued pursuant to the Concurrent Financing will be subject to a hold period of four months and one day. Commissions may be paid on proceeds raised commensurate with industry norms. It is not known at this time if any investment dealer or other registrant will be engaged to assist with fund raising activities.