



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 and 2017 Annual General Meeting (the "Meeting") of shareholders of **Damara Gold Corp.** (the "Company") will be held at 335 – 1632 Dickson Avenue, Kelowna, on Tuesday, July 23, 2019 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, 2018 and July 31, 2017 together with the auditors' report;
2. To fix the number of Directors of the Company at four;
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.

Accompanying this notice of Meeting (this "**Notice**") are the Company's management information circular (the "**Circular**") and form of proxy (the "**Proxy**"). The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

The board of directors has fixed the close of business on **June 17, 2019** as the record date for determining shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof.

The Circular contains details of matters to be considered at the Meeting. **Please review the Circular before voting.**

Shareholders who are unable to or who do not wish to attend the Meeting in person are requested to read, date and sign the accompanying Proxy and deliver it to Computershare Investor Services Inc. ("Computershare"). If a shareholder does not deliver a Proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, by **10:00 a.m. (Kelowna time) on July 19, 2019** (or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment of the meeting at which the Proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by Proxy.

DATED at Kelowna, British Columbia, this 19th day of June 2019.

BY ORDER OF THE BOARD OF DIRECTORS

"Lawrence Nagy"

Lawrence Nagy
President and CEO