

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

Damara Gold Corp. (the “**Company**” or “**DMR**”)
335 – 1632 Dickson Avenue
Kelowna, BC, V1Y 7T2

Item 2: Date of Material Change

December 23, 2022

Item 3: News Release

The news release was disseminated through Newsfile and filed on SEDAR on December 28, 2022.

Item 4: Summary of Material Change

The Company issued effective December 23, 2022 an aggregate 4,000,000 Units to Sellers with respect to the acquisition of a 100% interest in the VanLab Property located in in the Quebec territory of Nunavik 200 km north of Schefferville and 200 km south of Kuujuuaq (the “**Acquisition**”).

Item 5: Full Description of Material Change

The Acquisition is being carried out in accordance with the terms of a property purchase agreement (the “**Purchase Agreement**”) dated December 22, 2022, between the Company and two arm's length sellers (the “**Sellers**”). Pursuant to the Purchase Agreement, as consideration for acquiring a 100% interest in the VanLab Property, the Company has issued as consideration to the Sellers: (i) an aggregate of 4,000,000 units (each a “**Unit**”). Each Unit is comprised of one common share (a “**Consideration Share**”) in the capital of Damara and one non-transferable share purchase warrant (each a “**Warrant**”). Each Warrant entitles the Sellers to acquire one additional common share in the capital of Damara (the “**Warrant Shares**”) and together with the Consideration Shares and Warrants, the “**Consideration Securities**”) at an exercise price of \$0.25 for a period of thirty-six (36) months to expire on December 23, 2025; and (ii) Damara has granted to the Sellers an aggregate 2% net smelter return royalty.

The Consideration Securities will be subject to a statutory four month and one day hold period under applicable securities laws to expire on April 24, 2023.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

N/A

Item 7: Omitted Information

N/A

Item 8: Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Terese Gieselman, CFO
Telephone: 250.717-1840

Item 9: Date of Report

January 4, 2023

Damara Gold Announces Receipt of Exchange Approval in Respect of the VanLab Property Acquisition

December 28, 2022

TSX-V: DMR

DAMARA GOLD CORP. (TSX-V:DMR) ("Damara" or the "Company") is pleased to announce further to its news release of December 23, 2022 it has received TSX Venture Exchange approval with respect to the proposed acquisition of a 100% undivided interest in the VanLab Property located in the Quebec territory of Nunavik 200 km north of Schefferville and 200 km south of Kuujjuaq (the "Acquisition").

The Acquisition is being carried out in accordance with the terms of a property purchase agreement (the "**Purchase Agreement**") dated December 22, 2022, between the Company and two arm's length sellers (the "**Sellers**"). Pursuant to the Purchase Agreement, as consideration for acquiring a 100% interest in the VanLab Property, the Company has issued as consideration to the Sellers: (i) an aggregate of 4,000,000 units (each a "**Unit**"). Each Unit is comprised of one common share (a "**Consideration Share**") in the capital of Damara and one non-transferable share purchase warrant (each a "**Warrant**"). Each Warrant entitles the Sellers to acquire one additional common share in the capital of Damara (the "**Warrant Shares**") and together with the Consideration Shares and Warrants, the "**Consideration Securities**") at an exercise price of \$0.25 for a period of thirty-six (36) months to expire on December 23, 2025; and (ii) Damara has granted to the Sellers an aggregate 2% net smelter return royalty.

The Consideration Securities will be subject to a statutory four month and one day hold period under applicable securities laws to expire on April 24, 2023.

The VanLab Property

The Vanlab property covers a portion of the Labrador trough approximately 200 km northwest of Schefferville. Historical public data obtained from the files of the Ministère de l'Énergie et des Ressources naturelles-Québec indicates the presence of various minerals. The main potential interest includes vanadium, copper, cobalt and scandium. One historical sample reported 6% Vanadium (showing Surprise 2, GM41311). The result from this sample has not been independently verified by Vanlab. It is listed in documents filed with the Ministère. The entire claim block has been surveyed by modern airborne electromagnetics, magnetics and radiometrics. Vanlab obtained this public data from the ministry files and reprocessed it to identify specific targets for a 2023 field program. The primary exploration focus will be vanadium, copper and cobalt.

Qualified Person

Yvan Bussièrès, P. Eng, (Quebec) technical advisor to the Company, is the Qualified Person as defined by National Instrument 43-101 who has reviewed and approved the technical data in this report.

About Damara

Damara Gold Corp. is a TSX Venture listed Canadian public company with a Board of Directors seasoned in the mineral exploration industry with extensive and successful international experience with a focus on identifying and acquiring prospective and under-explored gold properties worldwide.

ON BEHALF OF THE BOARD OF DIRECTORS OF DAMARA

"Larry Nagy"

Larry Nagy, Chief Executive Officer

For additional information visit Damara's website at www.damaragoldcorp.com or contact:

Damara Gold Corp.
Larry Nagy
Chief Executive Officer
Ph: (250-241-5692)

Disclaimer for Forward-Looking Information

This news release contains statements that constitute "forward-looking Information", as such term is used in applicable Canadian securities laws. Such forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or developments in the industry to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking information. Forward-looking information includes statements that are not historical facts and are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential" and similar expressions, or that events or conditions "will," "would," "may," "could" or "should" occur.

Although the Company believes the forward-looking information contained in this news release is reasonable based on information available on the date hereof, by its nature forward-looking information involves assumptions and known and unknown risks, uncertainties and other factors which may cause our actual results, level of activity, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information.

Examples of such assumptions, risks and uncertainties include, without limitation, assumptions, risks and uncertainties associated with general economic conditions; the Covid-19 pandemic; adverse industry events; the receipt of required regulatory approvals and the timing of such approvals; that the Company maintains good relationships with the communities in which it operates or proposes to operate, future legislative and regulatory developments in the mining sector; the Company's ability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favorable terms; mining industry and markets in Canada and generally; the ability of the Company to implement its business strategies; competition; the risk that any of the assumptions prove not to be valid or reliable, which could result in delays, or cessation in planned work, risks associated with the interpretation of data, the geology, grade and continuity of mineral deposits, the possibility that results will not be consistent with the Company's expectations, as well as other assumptions risks and uncertainties applicable to mineral exploration and development activities and to the Company, including as set forth in the Company's public disclosure documents filed on the SEDAR website at www.sedar.com.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS PRESS RELEASE REPRESENTS THE EXPECTATIONS OF DAMARA AS OF THE DATE OF THIS PRESS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE DAMARA MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this press release.