

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

Item 1. Name & Address of Company

Daura Capital Corp. (“Daura” or the “Company”)
Suite 501 – 543 Granville Street
Vancouver, BC
V6C 1X8

Item 2. Date of Material Change

December 11, 2020

Item 3. News Release

A news release was disseminated on December 14, 2020 to the TSX Venture Exchange and various approved public media and was filed on SEDAR with the securities commissions of British Columbia, and Alberta.

Item 4. Summary of Material Change

Daura announced that it has closed its previously announced non-brokered private placement of 1,666,667 common shares at a price of \$0.15 per share for total proceeds of \$250,000 (the “Bridge Financing”), including a cornerstone investment from EMX Royalty Corp. for 1,200,000 common shares for total gross proceeds of \$180,000.

As previously announced, net proceeds from the Bridge Financing will be used to fund costs associated with completing its proposed qualifying transaction (the “Qualifying Transaction”) with Estrella Gold S.A.C. (“Estrella”), and to loan to Estrella US\$115,000 to be used by Estrella to make an option payment due on a certain mineral concession forming part of Estrella’s mineral project located in north-central Peru. The loan to Estrella will be secured by the assets and property of Estrella, will bear interest at a rate of 10% per annum and will be repayable on or before June 30, 2021.

Item 5. Full Description of Material Change

Item 5.1 Full Description of Material Change

See attached news release dated December 14, 2020.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

The following executive officer of the Company is knowledgeable about the material change and this report:

Bill Tsang, Chief Financial Officer
Phone: 604-669-0660
Email: btsang@seabordservices.com

Item 9. Date of Report:

December 16, 2020

DAURA CAPITAL CORP. CLOSES PRIVATE PLACEMENT BRIDGE FINANCING

Not for Distribution to US Newswire Services or Dissemination in the United States

Vancouver, British Columbia — (December 14, 2020) – Daura Capital Corp. (TSXV:DUR_P) (the “**Company**” or “**Daura**”), a capital pool company under the policies of the TSX Venture Exchange (the “**TSXV**”), is pleased to announce that it has closed its previously announced non-brokered private placement of 1,666,667 common shares at a price of \$0.15 per share for total proceeds of \$250,000 (the “**Bridge Financing**”), including a cornerstone investment from EMX Royalty Corp. for 1,200,000 common shares for total gross proceeds of \$180,000.

As previously announced, net proceeds from the Bridge Financing will be used to fund costs associated with completing its proposed qualifying transaction (the “**Qualifying Transaction**”) with Estrella Gold S.A.C. (“**Estrella**”), and to loan to Estrella US\$115,000 to be used by Estrella to make an option payment due on a certain mineral concession forming part of Estrella’s mineral project located in north-central Peru. The loan to Estrella will be secured by the assets and property of Estrella, will bear interest at a rate of 10% per annum and will be repayable on or before June 30, 2021.

Commenting on the closing of the Bridge Financing, Daura CEO, Mark Sumner said, “We’re very pleased with the response to the bridge financing and excited to add EMX to Daura’s share registry as a major shareholder going into the Qualifying Transaction. As we move closer to finalizing the acquisition of Estrella Gold, we believe 2021 is setting up to be a very exciting period for Daura and its shareholders.”

All securities issued under the Bridge Financing are subject to hold periods expiring April 12, 2021. The securities issued under the Bridge Financing have not been registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws, and accordingly, may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. Certain insiders participated in the Offering, which participation constituted a related party transaction pursuant to the policies of the TSXV and Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company relied on the exemptions from the valuation and minority approval requirements set forth in sections 5.5(a) and 5.7(1)(a) of MI 61-101 as the fair market value of the transaction did not exceed 25% of the Company’s market capitalization. A material change report with respect to the closing of the Offering will be filed less than 21 days prior to the closing date of the Offering as participation by insiders was not settled until shortly prior to closing and the Company wished to complete the Offering as expeditiously as possible. Closing of the Offering has been conditionally approved by the TSXV, with final acceptance subject to the fulfillment of the customary requirements of the TSXV. Closing of the loan to Estrella is subject to the approval of the TSXV.

This news release does not constitute an offer to sell, or solicitation of an offer to buy, nor will there be any sale of any of the securities offered in any jurisdiction where such offer, solicitation or sale would be unlawful, including the United States of America. The securities being offered as part of the Bridge Financing have not been, and will not be, registered under the U.S. Securities Act, or any state securities laws, and accordingly may not be offered or sold in the United States except in compliance with the registration requirements of the U.S. Securities Act and any applicable state securities laws, or pursuant to available exemptions therefrom.

For further information please contact:

Daura Capital Corp.
543 Granville, Suite 501
Vancouver BC V6C 1X8
William T.P. Tsang CFO and Secretary
(604) 669-0660
btsang@seabordservices.com

Mark D. Sumner CEO and Director
mark@kiwandagroup.com

NEITHER 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 RELEASE.

Information set forth in this news release contains forward-looking statements. These statements reflect management's current estimates, beliefs, intentions and expectations; they are not guarantees of future performance. Daura cautions that all forward-looking statements are inherently uncertain and that actual performance may be affected by a number of material factors, many of which are beyond Daura's control. Such factors include, among other things: risks and uncertainties relating to Daura's ability to complete the proposed Qualifying Transaction; and other risks and uncertainties. Accordingly, actual and future events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward-looking information. Except as required under applicable securities legislation, Daura undertakes no obligation to publicly update or revise forward-looking information.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

A halt in trading shall remain in place until after the Qualifying Transaction is completed or such time that acceptable documentation is filed with the TSX Venture Exchange.