



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of shareholders of **Damara Gold Corp.** (the “**Company**”) will be held on **Friday, June 28, 2024** at **10:00am** (Pacific Time) at **the Orchard Room, 301 – 1665 Ellis Street, Kelowna British Columbia** for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the financial years ended July 31, 2023 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;
6. To consider and, if deemed advisable, approve with or without variation, an ordinary resolution to consolidate each of the issued and outstanding common shares without par value of the Company on the basis of four (4) old common shares for one (1) new common share, or such lesser amount as the directors of the Company may determine;
7. To consider, and if thought advisable, to pass, a special resolution approving an amendment of the Articles of the Company; and
8. To transact such other business that may properly come before the Meeting or any adjournment thereof.

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 21, 2024**, (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., **100 University Avenue, 8th Floor Toronto, Ontario, M5J 2Y1** (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 Wednesday, June 26, 2024**, 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 **Wednesday, June 26, 2024**, 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 27th day of May, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

“Corbin Stewart”

Corbin Stewart

President and CEO