

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Damon Capital Corp. ("Damon")
Suite 303, 595 Howe Street
Vancouver, B.C. V6C 2T5

Item 2 Date of Material Change: August 9, 2012

Item 3 News Release:

August 24, 2012 disseminated through Marketwire and SEDAR filed.

Item 4 Summary of Material Change

On August 24 2012, the Company announced that Davidson and Company LLP, Chartered Accountants, had been appointed as the Company's new Auditor.

See Item 5 below for further particulars.

Item 5 Full Description of Material Change

On August 24, 2012, the Company announced that it has appointed Davidson and Company LLP, Chartered Accountants, as its Auditor, effective August 9, 2012. Davidson and Company succeeds Fernandez Young LLP, Certified General Accountants. See attached News Release dated August 24, 2012 for full particulars.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102: N/A

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer: **Yenyou (Jeff) Zheng**
Phone: (604) 782-2198

Item 9 Date of Report

DATED this 24th day of August, 2012.

SIGNED: *Yenyou (Jeff) Zheng*
Per: _____
Yenyou (Jeff) Zheng