

TDG Gold Corp. Announces Private Placement

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WHITE ROCK, November 10, 2021 - [TDG Gold Corp.](#) (TSXV:TDG) (the "Company" or "TDG") is pleased to announce that it will conduct a non-brokered private placement to raise gross proceeds of up to C\$5 million (the "Offering").

The Offering will comprise a combination of:

1. A non-flow through unit ("NFT Unit") at a price of C\$0.50 per NFT Unit - Each NFT Unit will consist of one common share of the Company (each, a "Share") and one-half of one Share purchase warrant (each whole warrant, a "Warrant"). One Warrant entitles the holder thereof to purchase one Share of the Company at a price of C\$0.75 per Share for a period of twenty-four months from the closing date of the Offering (the "Closing Date").
2. A flow-through Share ("FT Share") priced at C\$0.65 per FT Share.
3. A flow-through unit ("FT Unit") at a price of C\$0.725 - Each FT Unit will consist of one Share and one-half of one Warrant. One Warrant entitles the holder thereof to purchase one Share of the Company at a price of C\$0.75 per Share for a period of twenty-four months from the Closing Date.

Finder's fees will be payable on the Offering, subject to the acceptance of the TSX Venture Exchange (the "Exchange").

The Company entered into a binding, definitive agreement ("Agreement"), as amended, with ASX-listed [Kingsgate Consolidated Ltd.](#) ("Kingsgate") for the acquisition of the advanced-stage "Nueva Esperanza" silver-gold project (the "Project"), located in the Maricunga Belt of the Atacama Region of Northern Chile (the "Acquisition"). The Company has made its first property payment of C\$500,000 to Kingsgate (see the Company's news release November 2, 2021). The Company intends to use the proceeds of the NFT Units to fund payment of the C\$1,000,000 due to Kingsgate by November 30, 2021, for transition planning of the Project to the Company and for general working capital purposes.

The Company intends to use the proceeds of the FT Share and FT Unit portion of the Offering to commission an independent estimation of the mineral resource at the Company's Shasta project and ongoing general exploration at the Company's Toodoggone projects.

The Offering is subject to the acceptance of the Exchange. The Company reserves the right to increase the size of the Offering or to modify the type, nature and/or price of the Offering for any reason, subject to the acceptance of the Exchange.

About TDG Gold Corp.

TDG is a major mineral claim holder in the historical Toodoggone Production Corridor of north-central British Columbia, Canada, with over 23,000 hectares of brownfield and greenfield exploration opportunities under direct ownership or earn-in agreement. TDG's flagship projects are the former producing, high-grade gold-silver Shasta, Baker and Mets mines, which are all road accessible, produced intermittently between 1981-2012, and have over 65,000 m of historical drilling. In 2021, TDG has advanced the projects through compilation of historical data, new geological mapping, geochemical and geophysical surveys, and, for Shasta, drill testing of the known mineralization occurrences and their extensions. The Company has entered into a binding agreement to acquire the Nueva Esperanza silver-gold advanced exploration and development project located in the Maricunga Belt of northern Chile, subject to closing conditions being satisfied. TDG currently has 70,867,903 common shares issued and outstanding.

ON BEHALF OF THE BOARD

Fletcher Morgan

Chief Executive Officer

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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.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

This news release contains forward looking statements within the meaning of applicable securities laws. The use of any of the words "ambition", "estimate", "concluded", "offers", "objective", "may", "will", "should", "potential" and similar expressions are intended to identify forward looking statements. In particular, this news release contains forward looking statements concerning the completion of the Acquisition, the completion of SR Offering and the Offering, the intended uses of the proceeds of the Offering, regulatory acceptance of the Acquisition, the SR Offering and the Offering, and the potential development of the Project and the Company's existing mineral properties, including the completion of feasibility studies or the making of production decisions in respect thereof. Although the Company believes that the expectations and assumptions on which the forward looking statements are based are reasonable, undue reliance should not be placed on the forward looking statements because the Company cannot give any assurance that they will prove correct. Since forward looking statements address future events and conditions, they involve inherent assumptions, risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of assumptions, factors and risks. These assumptions and risks include, but are not limited to, assumptions and risks associated with the completion of other conditions precedent to the Acquisition, including the receipt of regulatory approvals, the state of equity financing markets, and results of future exploration activities by the Company. Management has provided the above summary of risks and assumptions related to forward looking statements in this news release in order to provide readers with a more comprehensive perspective on the Company's future operations. The Company's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward looking statements will transpire or occur, or if any of them do so, what benefits the Company will derive from them. These forward looking statements are made as of the date of this news release, and, other than as required by applicable securities laws, the Company disclaims any intent or obligation to update publicly any forward looking statements, whether as a result of new information, future events or results or otherwise.

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