

TDG Gold Corp. Closes \$247,500 Third Tranche Private Placement

30.12.2021 | [ACCESS Newswire](#)

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WHITE ROCK, December 30, 2021 - [TDG Gold Corp.](#) (TSXV:TDG) (the "Company" or "TDG") has closed the third tranche of its non-brokered private placement (the "Offering"), through the issuance of 450,000 flow-through units (each, a "FT Unit") at a price of C\$0.55 per FT Unit raising proceeds totaling C\$247,500 (the "Offering"). The first tranche closed on December 16, 2021, the second tranche closed on December 22, 2021, bringing the total of tranches one to three, to 1,716,000 NFT Units and 5,777,182 FT Units for gross proceeds of \$4,035,450.

As previously announced on November 10 and December 13, 2021, each NFT Unit and each FT Unit are comprised of one common 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").

To date the Company has paid a total of C\$204,900 and issued 361,090 broker warrants ("Broker Warrants") in satisfaction of commissions and finder's fees on the Offering. The non-transferable Broker Warrants entitles the holder thereof to purchase one Share of the Company at a price of C\$0.55 per Share for a period of twenty-four months from the issue date.

The Shares issued in connection with the Offering are subject to a four-month and a day hold period.

The Company intends to use the proceeds of the Offering to commission an independent estimation of the mineral resource at the Company's Shasta project, ongoing general exploration at the Company's Toodoggone projects and working capital.

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 78,361,085 common shares issued and outstanding.

ON BEHALF OF THE BOARD

Fletcher Morgan
Chief Executive Officer

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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 "Acquisition") of the Nueva Esperanza silver-gold advanced exploration and development project (the "Project"), the completion of 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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