

TDG Gold Announces Financing

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VANCOUVER, March 22, 2023 - [TDG Gold Corp.](#) ("TDG" or the "Company") (TSXV:TDG), is pleased to announce that it has entered into an agreement with Raymond James Ltd. on behalf of a syndicate of agents (collectively, the "Agents"), pursuant to which the Agents agree to offer for sale on behalf of the Company on a reasonable "best efforts" basis up to 11,111,100 Charity Flow-Through Units (the "Charity Flow-Through Units"), at \$0.45 per Charity Flow-Through Unit (the "Charity Flow-Through Unit Offering Price"), up to 3,333,300 hard dollar units (the "Hard Dollar Units") at \$0.30 per Hard Dollar Unit (the "Hard Dollar Unit Offering Price") and up to 1,428,571 Flow-Through Shares (the "Flow-Through Shares") at \$0.35 per Flow-Through Share (the "Flow-Through Share Offering Price") of the Company (the "Offering"), for total gross proceeds of approximately \$6,500,000 (the "Offering").

The Charity Flow-Through Units will be offered in all Canadian provinces and territories (pursuant to the Listed Issuer Financing Exemption under National Instrument 45-106 - *Prospectus Exemptions*) and in those jurisdictions, which are agreed to by the Company and the Agents, where the Charity Flow-Through Units can be issued on a private placement basis, exempt from any prospectus, registration or other similar requirements. The Hard Dollar Units and the Flow-Through Shares will be offered in all Canadian provinces and territories on a private placement basis, and to investors in the United States pursuant to available exemptions from the registration requirements of the United States Securities Act of 1933, as amended; and to investors resident in jurisdictions outside of Canada and the United States, in each case, in accordance with all applicable laws, provided that no prospectus, registration statement or similar document is required to be filed in such foreign jurisdiction.

There is an offering document related to this Offering that can be accessed under the Company's profile at www.sedar.com. Prospective investors should read this offering document before making an investment decision.

Each Charity Flow-Through Unit will consist of one flow-through common share of the Company and one-half of one non-flow-through common share purchase warrant (the "Charity Warrant"). Each Charity Warrant will entitle the holder to acquire one common share of the Company for an exercise price of \$0.42 per share for a period of 3 years following completion of the Offering. Each Hard Dollar Unit will consist of one non-flow-through common share of the Company and one-half of a non-flow-through common share purchase warrant (the "Hard Dollar Warrant"). Each full Hard Dollar Warrant will entitle the holder to acquire one common share of the Company for an exercise price of \$0.42 per share, for a period of 3 years following completion of the Offering.

In addition, the Agents shall have the option (the "Agents' Option"), exercisable, in part or in whole at the Agents' sole discretion, up to 48 hours prior to the Closing Date (as herein defined), to offer for sale additional Hard Dollar Units and / or Flow-Through Shares (or any combination thereof), representing up to an additional 15% of the Offering, at the Hard Dollar Unit Offering Price or Flow-Through Share Offering Price, as applicable. In the event the Agents' Option is exercised in its entirety total gross proceeds to the Company will be up to approximately \$6,724,999.

The Company intends to use the net proceeds of the Offering for continued exploration on TDG's mineral properties, and general working capital..

The Offering is expected to close on or about April 12, 2023, subject to customary closing conditions.

Closing of the Offering is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the TSX Venture Exchange.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be

any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements thereunder.

About TDG Gold Corp.

TDG is a major mineral claim holder in the historical Toadoggone 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, Mets and Baker mines, which are all road accessible, produced intermittently between 1981-2012, and have over 65,000 m of historical drilling. The projects have been advanced through compilation of historical data, new geological mapping, geochemical and geophysical surveys, and at Shasta, over 13,000 metres of modern HQ drill testing of the known mineralization occurrences and their potential extensions. In May 2022, an initial Mineral Resource Estimate was published for Shasta (see TDG news release May 17, 2022). In January 2023, TDG defined a larger exploration target area adjacent to Shasta (Greater Shasta-Newberry; see TDG news release January 25, 2023) with drill-ready targets that TDG aims to undertake follow-up exploration activity in 2023.

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 contains forward looking statements within the meaning of applicable securities laws. The use of any of the words "anticipate", "plan", "continue", "expect", "estimate", "objective", "may", "will", "project", "should", "predict", "potential" and similar expressions are intended to identify forward looking statements. In particular, this press release contains forward looking statements concerning the anticipated completion of the Offering. 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 state of financial markets and metals prices, and receipt of regulatory approvals.

Management has provided the above summary of risks and assumptions related to forward looking statements in this press 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 press 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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