

TDG Gold Announces Non-Brokered Private Placement

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WHITE ROCK, February 22, 2024 - [TDG Gold Corp.](#) (TSXV:TDG) (the "Company" or "TDG") is pleased to announce an offering to raise up to \$2,000,000 by way of a non-brokered private placement (the "Offering").

The Offering will consist of a combination of charity flow-through units of the Company (the "Charity FT Units") at a price of \$0.20 per Charity FT Unit, flow-through units of the Company (the "FT Units") at a price of \$0.16 per FT Unit, and non-flow-through units of the Company (the "NFT Units") at a price of \$0.14 per NFT Unit, for aggregate gross proceeds of up to \$2,000,000.

The Offering:

- Each Charity FT Unit and each FT Unit will consist of one flow-through common share of the Company and one-half of one non-flow-through common share purchase warrant. Each whole warrant will entitle the holder to acquire one common share of the Company for an exercise price of \$0.20 per share for a period of 3 years following completion of the Offering.
- Each NFT Unit will consist of one non-flow-through common share of the Company and one-half of one non-flow-through common share purchase warrant. Each whole warrant will entitle the holder to acquire one common share of the Company for an exercise price of \$0.20 per share for a period of 3 years following completion of the Offering.

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

The securities issued in connection with the Offering will be subject to a four-month and a day hold period. The Offering is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and other approvals including the approval of the TSX Venture Exchange. Finder's fees will be payable in the Offering.

Caution to US Investors

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.

About TDG Gold Corp.

TDG is a major mineral tenure 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 and Baker mines, which produced intermittently between 1981-2012, and the historical high-grade gold Mets developed prospect, all of which are road accessible, and combined 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, 13,250 m of modern HQ drill

testing of the known mineralization occurrences and their potential extensions. In May 2023, TDG published an updated Mineral Resource Estimate for Shasta (see TDG news release May 01, 2023) which remains open at depth and along strike. In January 2023, TDG defined a larger exploration target area adjacent to Shasta (Greater Shasta-Newberry; see TDG news release January 25, 2023). In 2023, TDG published the first modern drill results from the Mets mining lease (see TDG news releases September 07, 2023, September 11, 2023 and November 28, 2023).

Qualified Person

The technical content of this news release has been reviewed and approved Steven Kramar, MSc., P.Geo., Vice President, Exploration for [TDG Gold Corp.](#), a qualified person as defined by National Instrument 43-101.

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. Forward-looking information is characterized by words such as "anticipate", "continue", "expect", "may", "will", "should", "potential", variants of these words and other similar words, phrases, or statements that certain events or conditions "may" or "will" occur. 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. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information. The Company disclaims any intention or obligation to update or revise any forward-looking information, other than as required by applicable securities laws.

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