

TDG Gold Corp. to Complete \$14.5 Million Private Placement Including Investment and Property Acquisition from Skeena Gold & Silver

27.01.2025 | [ACCESS Newswire](#)

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WHITE ROCK, January 27, 2025 - [TDG Gold Corp.](#) (TSXV:TDG) (the "Company" or "TDG") is pleased to announce that the Company intends to complete a non-brokered private placement to raise gross proceeds of up to \$14,550,000 (the "Offering"), including a strategic investment by [Skeena Resources Ltd.](#) ("Skeena Gold & Silver", "Skeena"). TDG has also entered into a binding letter of intent (the "LOI") with Skeena pursuant to which the Company will acquire a 100% interest in the Sofia Property (the "Sofia Property"), which consists of a group of mineral claims located in the Toadoggone District of north-central British Columbia (the "Acquisition") and which are contiguous with TDG's existing mineral claims (Figure 1). The proceeds of the Offering would facilitate the early mobilization and exploration to begin at TDG's Greater Shasta-Newberry project which is located directly adjacent to the AuRORA gold-rich porphyry discovery¹ recently announced by Freeport McMoRan Inc. and [Amarc Resources Ltd.](#) (see TDG's news release dated January 17, 2025, for further information).

Fletcher Morgan, TDG's CEO, commented, "The recent announcement of the AuRORA discovery¹ on our boundary represents a paradigm shift for the whole Toadoggone District. Completion of the private placement, including the support of Skeena, advances our plans for a rapid, focused program to explore the potential extensions from AuRORA¹ onto our 100% owned Greater Shasta-Newberry project. The acquisition of Skeena's Sofia project expands the scope of our porphyry target generative program without distracting from our core focus at Greater Shasta-Newberry. Skeena is a company that has demonstrated industry vision as well as the ability to advance projects in British Columbia. We are therefore thrilled to now be able to collaborate with the Skeena team in the Toadoggone District."

The Offering

The Company will issue up to 6,000,000 non-flow-through shares of the Company (the "NFT Shares") at a price of \$0.50 per NFT Share, for gross proceeds of up to \$3,000,000.

In addition, as a condition to the completion of the Acquisition, Skeena shall act as the back-end purchaser of all the 14,000,000 charity flow-through shares of the Company (the "Charity FT Shares") to be issued, at a purchase price of \$0.825 per Charity FT Share for gross proceeds of \$11,550,000, and will acquire the Charity FT Shares from the original subscribers at a purchase price of \$0.50 per Charity FT Share.

The Company intends to use the net proceeds of the Offering for (i) continued exploration on TDG's mineral properties in British Columbia, with a principal focus on the Greater Shasta-Newberry project and Baker Complex, and (ii) general working capital.

The Consideration Shares and all securities issued in connection with the Offering will be subject to a four-month and a day hold period from the date of issuance thereof. Finder's fees may be payable on portions of the Offering. The Acquisition and the Offering are expected to close concurrently, and remain 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 (the "Exchange").

Sofia Property Acquisition

The Sofia Property consists of ~9,000 hectares of mineral claims located within the Toodoggone District of north-central British Columbia. In 2021, a diamond drill program was completed on the property primarily targeting the potential for multiple epithermal vein sets. In 2021, Skeena acquired the property and in 2022 Skeena completed a nine diamond drillhole program that intercepted low-grade porphyry-style mineralization, and which has been interpreted by Skeena as potentially peripheral to a better mineralized system. The mineral claims composing the Sophia Property are in good standing until 2034.

Under the terms of the LOI, the Company has agreed to issue 8,000,000 of its common shares (the "Consideration Shares") at a deemed price of \$0.50 per Consideration Share to Skeena in exchange for a 100% interest in the Sofia Property.

The LOI provides that the Acquisition is subject to several conditions including, among other things, customary representations and warranties and receipt of all regulatory approvals, including Exchange approval.

Figure 1 - TDG's Mineral Tenure Holding and Sofia Acquisition.

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 32,000 hectares of brownfield and greenfield exploration opportunities under direct ownership. TDG's projects include 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. These 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 January 2025, TDG published an updated Mineral Resource Estimate for Shasta (news release January 08, 2025) which remains open at depth and along strike. In January 2023, TDG defined a larger exploration target area adjacent to Shasta ('Greater Shasta-Newberry'; news release Jan 25, 2023) which is located directly adjacent to the AuRORA discovery announced by Freeport McMoran Inc. and Amarc Resources Ltd (news release January 17, 2025). In early 2024, TDG identified new copper-gold target areas over an expanded footprint covering ~53 sq.km known as the 'Baker Complex' (news release Feb 28, 2024) and which is on trend with the AuRORA discovery.

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.

¹Adjacent Properties: The Company has no interest in, or rights to, any of the adjacent properties mentioned, and exploration results on adjacent properties are not necessarily indicative of mineralization on the Company's properties. Any references to exploration results on adjacent properties are provided for information only and do not imply any certainty of achieving similar results on the Company's properties.

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.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This news release includes certain statements and information that constitute forward-looking information within the meaning of applicable Canadian securities laws. All statements in this news release, other than statements of historical facts, are forward-looking statements. Such forward-looking statements and forward-looking information specifically include, but are not limited to, statements that relate to the completion of the Acquisition or the Offering, and timely receipt of all necessary approvals, including any requisite approval of the Exchange, and exploration plans of the Company.

Statements contained in this release that are not historical facts, including all statements regarding the planned completion of the Acquisition and the Offering, are forward-looking statements that involve various risks and uncertainty affecting the business of the Company. Such statements can generally, but not always, be identified by words such as "adjacent", "plans", "rapid", "intends", "focus", "extension", "accelerate", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. All statements that describe the Company's plans relating to operations and potential strategic opportunities are forward-looking statements under applicable securities laws. These statements address future events and conditions and are reliant on assumptions made by the Company's management, and so involve inherent risks and uncertainties, including, the inability to satisfy the conditions precedent to complete the Acquisition, the inability to complete the Offering, the inability to obtain all necessary regulatory approvals for the Acquisition and the Offering, consents or authorizations required for mining activities, environmental regulations or hazards and compliance with complex regulations associated with mining activities, climate change and climate change regulations, fluctuations in exchange rates, the business objectives of the Company, the interpretation that the Greater Shasta-Newberry Target Area represents a larger mineralized system encompassing several target zones and the potential that such zones may represent additional Shasta-like deposits, the uncertainty that any mineralization encountered on adjacent properties continues on to TDG tenure, the uncertainty that geological and/or geophysical and/or any trends, interpretations, or conclusions related to adjacent properties have relevance to TDG tenure, changes in project parameters as plans to continue to be refined; accidents, labour disputes and other risks of the mining industry and such further risks as disclosed in the Company's periodic filings with Canadian securities regulators. As a result of these risks and uncertainties, and the assumptions underlying the forward-looking information, actual results could materially differ from those currently projected, and there is no representation by the Company that the actual results realized in the future will be the same in whole or in part as those presented herein. Readers are referred to the additional information regarding the Company's business contained in the Company's reports filed with the securities regulatory authorities in Canada. Although the Company has attempted to identify important factors that could cause actual actions, events, or results to differ materially from those described in forward-looking statements, there may be other factors that could cause actions, events or results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's filings that are available at www.sedarplus.ca.

The Company provides no assurance that forward-looking statements and information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or information. The Company does not undertake to update any forward-looking statements, other than as required by law.

SOURCE: TDG Gold Corp.

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