

TDG Gold Closes Final Tranche Of Non-brokered Private Placement For Aggregate Proceeds Of C\$15.5 Million

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And Acquisition Of Sofia Property From Skeena

[TDG Gold Corp.](#) (TSXV:TDG) (the "Company" or "TDG") is pleased to announce that, further to its press release dated January 27, 2025, the Company has closed the financing and the acquisition of the Sofia property.

Financing

TDG has closed the second and final tranche of its previously announced non-brokered private placement (the "Offering") through the issuance of 14,000,000 charity-flow-through shares (the "CFT Shares") at a purchase price of C\$0.825 per CFT Share (the "CFT Offering Price") for total gross proceeds of C\$11,500,000 (the "Final Tranche").

With the closing of the Final Tranche, the Company has raised aggregate gross proceeds of \$15,500,000 in the Offering as follows:

- 14,000,000 CFT Shares at the CFT Offering Price for gross proceeds of \$11,500,000; and
- 8,000,000 non-flow-through shares (the "NFT Shares") at a price of \$0.50 per NFT Share for gross proceeds of \$4,000,000.

[Skeena Resources Ltd.](#) ("Skeena Gold & Silver" or "Skeena") acted as the sole back-end purchaser of all the 14,000,000 CFT Shares, acquiring the CFT Shares from the original subscribers at a purchase price of \$0.50 per CFT Share.

The Company intends to use the net proceeds of the Offering for continued exploration of TDG's mineral properties in British Columbia, with a principal focus on the exploration for porphyry copper deposits, and for general working capital.

The Company paid total aggregate cash finder's fees of C\$102,000 in the first tranche of the Offering and paid no finder's fees in connection with the Final Tranche.

Sofia Property Acquisition

Prior to closing of the Final Tranche, TDG closed its acquisition (the "Acquisition") of a 100% interest in the Sofia Property (the "Sofia Property"), which consists of a group of mineral tenures located in the Toadoggonne District of north-central British Columbia that are contiguous with TDG's existing mineral claims, from a wholly owned subsidiary of Skeena.

The Acquisition was completed pursuant to a definitive purchase agreement dated February 14, 2025 (the "Purchase Agreement"). Pursuant to the Purchase Agreement, the Company acquired the Sofia Property from the Vendor in consideration for 8,000,000 common shares of the Company (the "Consideration Shares") at a deemed price of \$0.50 per Consideration Share.

Hold Periods

The Consideration Shares and the CFT Shares issued in connection with the Final Tranche of the Offering will be subject to a four-month and a day hold period ending June 15, 2025.

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 100% ownership of over 41,000 hectares of brownfield and greenfield exploration ground.

In January 2023, TDG defined the 5.5 sq.km Greater Shasta-Newberry exploration target area (news release Jan 25, 2023) which is located directly adjacent to the gold-rich copper porphyry AuRORA¹ 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), including the North Quartz (news release Apr 02, 2024) and Trident (news release Mar 07, 2024) targets. In January 2025, TDG identified an additional porphyry copper +/- molybdenum target at Erebus located within the Bot project (news release Jan 17, 2025). In February 2025, TDG completed the Sofia acquisition, which includes porphyry copper +/- molybdenum +/- gold targets (ARIS Report 41231).

TDG's other projects include the former producing, gold-silver Shasta and gold-silver-copper 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 Estimate² for Shasta (news release January 08, 2025), which remains open at depth and along strike.

Qualified Person

The technical content of this news release has been reviewed and approved by 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.

²Mineral Resource Estimate (MRE): All scientific and technical information relating to the TDG's Shasta Project pertaining to the Mineral Resource Estimate ("Shasta MRE") contained in this presentation is derived from the Company's New Release dated January 8, 2025 titled "TDG Gold Updated Mineral Resource Estimate For Shasta & Tailings, Toodoggone" prepared by Steven Kramar, MSc., P.Geo & Sue Bird, MSc., P.Eng. of Moose Mountain Technical Services. The information contained herein in respect of the Shasta MRE is subject to all of the assumptions, qualifications and procedures set out in the News Release. An updated technical report for the 2025 MRE will be filed within 45 days of the January 08, 2025 News Release.

ON BEHALF OF THE BOARD

Fletcher Morgan
Chief Executive Officer

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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 regarding the exploration plans of the Company and the use of proceeds of the Offering.

Statements contained in this release that are not historical facts, including all statements regarding the planned exploration activities of the Company and use of proceeds of 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", "intends", "focus", "principle", "dominant", "potential", "major", "identify" 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, 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 or that such are related to economic mineralization; 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.

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