

# Thunder Gold Announces Closing of \$2.15 Million Private Placement of Flow-Through Units

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Thunder Bay, December 22, 2025 - [Thunder Gold Corp.](#) (TSXV: TGOL) (FSE: Z25) (OTCQB: TGOLF) ("Thunder Gold" or the "Company") is pleased to announce that on December 19, 2025, it closed its previously announced upsized non-brokered private placement of flow-through units ("FT Units"). The Company increased the initial offering of \$2,000,000 to gross proceeds of \$2,150,000 (the "Private Placement") to accommodate the demand.

Pursuant to the Private Placement, the Company issued 28,666,666 FT Units at a price of \$0.075 per FT Unit, with each FT Unit consisting of one common share and one-half of one warrant (each whole warrant, a "Warrant"), each of which qualifies as a "flow-through share" as defined in subsection 66(15) of the Income Tax Act (Canada). Each Warrant issued under the Private Placement is exercisable to acquire one common share at a price of \$0.10 per share for a period of 18 months from the date of issuance.

In connection with the closing of the Private Placement, the Company paid finder's fees of approximately \$37,905 to certain parties who assisted the Company with the Private Placement. Wildeboer Dellelce LLP acted as legal counsel to the Company.

The Private Placement included subscriptions by insiders of the Company to purchase an aggregate of 670,000 FT Units, which constitutes a "related party transaction" as such term is defined in Multilateral Instrument 61-101 - Protection of Minority Securityholders in Special Transactions ("MI 61-101"). The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of related party participation in the Private Placement as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involved the related parties, exceeded 25% of the Company's market capitalization (as determined under MI 61-101). All securities issued pursuant to the Private Placement will be subject to a four (4) month plus a day hold period from the date of issuance in accordance with applicable securities legislation and policies of the TSXV.

The securities issued pursuant to the Private Placement have not been, nor will they 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 to, or for the account or benefit of, persons in the United States or U.S. persons absent registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an exemption therefrom. 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 any jurisdiction in which such offer, solicitation or sale would be unlawful.

## Qualified Person

Technical information in this news release has been reviewed and approved by Wes Hanson, P.Geo., President and CEO of Thunder Gold Corp., who is a Qualified Person under the definitions established by NI 43-101.

## About the Tower Mountain Gold Property

The 100%-owned Tower Mountain Gold Property is located adjacent to the Trans-Canada highway, approximately 40-km west of Thunder Bay, Ontario. The 2,500-hectare property surrounds the largest, exposed, intrusive complex in the eastern Shebandowan Greenstone Belt where most known gold

occurrences have been described as occurring either within, or proximal to, intrusive rocks. Gold at Tower Mountain is localized within extremely altered rocks parallel to the western contact of the intrusive center. Drilling has established anomalous gold extending out from the intrusive contact for over 500 metres along a 1,500-metre strike length, to depths of over 500 metres from surface. The remaining 75% of the perimeter surrounding the intrusion shows identical geology, alteration, and geophysical response, offering a compelling exploration opportunity.

About Thunder Gold Corp.

Thunder Gold Corp. is a junior exploration company focused on gold discovery in Canada. For more information about the Company please visit: [www.thundergoldcorp.com](http://www.thundergoldcorp.com).

On behalf of the Board of Directors,  
Wes Hanson, P.Geo., President and CEO

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The information contained herein contains "forward-looking information" and "forward-looking statements" within the meaning of applicable securities legislation (collectively, "forward-looking statements"). Forward-looking statements relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. All statements, other than statements of historical fact, are forward-looking statements and are based on predictions, expectations, beliefs, plans, projections, objectives and assumptions made as of the date of this news release, including without limitation: the anticipated use of proceeds from the Private Placement; the renunciation to the purchasers of FT Units and timing thereof; the tax treatment of the FT Units and the Company's plans regarding exploring its mineral exploration properties; anticipated results of geophysical drilling programs, geological interpretations and potential mineral recovery. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements.

Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation: risks related to failure to obtain adequate funding on a timely basis and on acceptable terms; risks related to the outcome of legal proceedings; political and regulatory risks associated with mining and exploration; risks related to the maintenance of stock exchange listings; risks related to environmental regulation and liability; the potential for delays in exploration or development activities or the completion of feasibility studies; the uncertainty of profitability; risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits; risks related to the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses; results of prefeasibility and feasibility studies, and the possibility that future exploration, development or mining results will not be consistent with the Company's expectations; risks related to the gold price and other commodity price fluctuations; and other risks and uncertainties related to the Company's prospects, properties and business detailed elsewhere in the Company's disclosure record. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Investors are cautioned against attributing undue certainty or reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise any forward-looking statements, other than as required by applicable law, to reflect new information, events or circumstances, or changes in management's

estimates, projections or opinions. Actual events or results could differ materially from those anticipated in the forward-looking statements or from the Company's expectations or projections.

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