



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of TDG Gold Corp. (“**TDG Gold**” or the “**Company**”) will be held at Unit 1 – 15782 Marine Drive, White Rock, B.C., V4B 1E6 Canada on April 14, 2023, at 9:00 a.m. (Pacific time) for the following purposes:

1. **to receive** the audited consolidated financial statements of the Company as at and for the financial year ended July 31, 2022, together with the report of the auditor thereon;
2. **to re-appoint** Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the board of directors to fix the remuneration of the auditor;
3. **to fix** the number of directors at five (5) and **to elect** directors to hold office for the ensuing year, as more particularly described in the attached Information Circular;
4. **to consider** and, if deemed advisable, ratify, confirm and approve, by ordinary resolution the renewal of the Company’s 2022 Option Plan as set out in the attached Information Circular;
5. **to transact** such other business as may properly come before the Meeting or any adjournment thereof.

Accompanying this Notice of Meeting is the Information Circular and a form of proxy (the “**Proxy**”). The Circular includes more detailed information relating to the matters to be addressed at the Meeting. The Circular is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors (the “**Board**”) of the Company has fixed March 10, 2023, as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Circular.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are encouraged to read, complete, sign, date and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Management Information Circular accompanying this Notice. Please advise the Company of any change in your mailing address. The Management Information Circular is available on the Company’s profile on SEDAR at www.sedar.com as of March 10, 2023 and on the Company’s web site at www.tdggold.com.

Shareholders should read the notes to the Proxy and complete and return the Proxy to the Company’s registrar and transfer agent, Computershare Trust Company of Canada (“**Computershare**”). A proxy will not be valid unless it is deposited at the office of Computershare, at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting, or any adjournment or postponement thereof, unless the Chair of the Meeting elects to exercise her/his discretion to accept proxies received after that time.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings

plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

The enclosed Proxy appoints nominees of management as proxyholder and you may amend the Proxy, if you wish, by inserting, in the space provided, the name of the person you wish to represent you as proxyholder at the Meeting.

By order of the Board of Directors,

TDG GOLD CORP.

/s/ “Stephen Quin”

**Stephen Quin,
Non-Executive Chair of the Board of Directors**