



COMPENSATION COMMITTEE MANDATE

A. PURPOSE

The overall purpose of the Compensation Committee (the “**Committee**”) of TDG Gold Corp. and its subsidiaries (collectively the “**Company**”) is to approve and oversee human resources and compensation policies approved by the Board of Directors (the “**Board**”) of the Company.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board, all of whom shall be non-management directors, and the majority being independent, within the meaning of all applicable Canadian securities laws and the rules of each stock exchange on which Company’s securities are listed (collectively, the “**Applicable Regulations**”), except if and to the extent that the Applicable Regulations permit otherwise.
2. The Board, at its Board meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a Chair of the Committee, the members of the Committee shall elect a Chair from among their number.
4. The secretary of the Committee shall be the Corporate Secretary of the Company, unless otherwise determined by the Committee.
5. The Committee shall have the opportunity to meet in advance of each regularly scheduled board meeting, but not less than twice per year, and at such locations as the Chair of the Committee shall determine and may also meet at any other time or times on the call of the Chair of the Committee or any two of the other members.
6. The quorum for properly noticed meetings shall be a majority of the members of the Committee, present in person, virtually, by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
7. The Chief Executive Officer shall be available to advise the Committee, shall receive notice of all meetings of the Committee and may attend meetings at the invitation of the Chair of the Committee provided that the Chief Executive Officer is not present during the Committee’s voting or deliberations on the compensation of the Chief Executive Officer.
8. The Committee shall have access to such officers and employees and such information respecting Company and may, in its sole discretion, engage such compensation consultants, independent legal counsel and other advisors (collectively, “**Compensation Advisors**”) at the expense of Company, all as it considers to be necessary or advisable in order to perform its duties and responsibilities to an annual aggregate amount of no more than C\$25,000 without Board approval. Prior to engaging any Compensation Advisor, the Committee shall assess the independence of the Compensation Advisor, taking into consideration the following factors, as well as any other factors required to be considered pursuant to the Applicable Regulations:
 - (a) The provision of other services to the Company by the person that employs the Compensation Advisor.
 - (b) The amount of fees received from Company by the person that employs the Compensation Advisor.
 - (c) The policies and procedures of the person that employs the Compensation Advisor that are designed to prevent conflicts of interest.
 - (d) Any business or personal relationship of the Compensation Advisor with a member of the Committee.



- (e) Any Company shares owned by the Compensation Advisor.
 - (f) Any business or personal relationship of the Compensation Advisor or the person employing the Compensation Advisor with an executive officer of Company.
9. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Advisor retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Advisor retained by the Committee.

C. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall be as follows:

1. To recommend to the Board compensation policies and guidelines for application to Company.
2. To work with management so that Company has in place programs to attract, retain and develop management of the highest calibre and a process to provide for the orderly succession of management.
3. To review corporate goals and objectives relevant to the compensation of the Chief Executive Officer and, in light of those goals and objectives, to recommend to the Board the annual salary, bonus and other benefits, direct and indirect, of the Chief Executive Officer (provided, that notwithstanding the foregoing, the Committee shall approve all awards to the Chief Executive Officer pursuant to the Company stock option plan and any other plan that delegates to the Committee such authority) and to approve compensation for all other designated officers after considering the recommendations of the Chief Executive Officer, all within the human resources and compensation policies and guidelines approved by the Board.
4. To oversee the implementation and administration of compensation policies approved by the Board concerning the following:
 - (a) Executive compensation, contracts, stock plans or other incentive plans, including making awards of equity-based compensation and options, or where the plan or contract does not delegate to the Committee such authority, making recommendations to the Board regarding such awards; and
 - (b) From time to time, to review the Company's broad policies and programs in relation to benefits.
5. To annually receive from the Chief Executive Officer recommendations concerning annual compensation and benefits, including stock options, for all employees.
6. From time to time, to review with the Chief Executive Officer the Company's broad policies on compensation for all employees and overall labour relations strategy for employees.
7. To develop and monitor the overall approach to remuneration for the directors of Company and, subject to approval by the Board, to implement a remuneration program for the directors and the roles within the Board committees.
8. To periodically review the adequacy and form of the compensation of directors so that the compensation realistically reflects the responsibilities and risks involved in being an effective director, and to report and make recommendations to the Board accordingly.
9. To report regularly to the Board on all of the Committee's activities and findings during that year.
10. To develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors within a reasonable period of time following each annual general meeting of shareholders.
11. To review executive compensation disclosure before publicly disclosed.

Approved and adopted by the Board of Directors this 22nd day of June, 2023