



**CONDENSED INTERIM CONSOLIDATED
FINANCIAL STATEMENTS**

For the three months ended October 31, 2023

(Unaudited - Expressed in Canadian dollars)

Notice to Reader

These condensed interim consolidated financial statements of TDG Gold Corp. have been prepared by management and approved by the Board of Directors of the Company. In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its external auditors have not reviewed these condensed interim consolidated financial statements, notes to the financial statements or the related Management's Discussion and Analysis.

TDG GOLD CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**
(Unaudited – Expressed in Canadian dollars)

		Three months ended October 31,	
	<i>Note</i>	2023	2022
Expenses			
Accretion	13	\$ 2,674	\$ 1,353
Depreciation	7 & 10	25,380	22,063
Director fees	15	40,355	48,770
Exploration and evaluation expenditures	8	1,845,179	4,115,939
Investor relations		49,769	104,767
Office expenses		37,981	70,358
Professional fees		15,225	19,930
Salaries & benefits / Consulting fees	15	131,773	100,298
Share-based compensation	14	30,966	6,583
Transfer agent and filing fees		4,330	3,724
Travel		57,323	13,784
		(2,240,955)	(4,507,569)
Flow-through premium recovery	12	407,747	1,199,115
Interest expense	10	(233)	(788)
Loss and comprehensive loss for the period		\$ (1,833,441)	\$ (3,309,242)
Basic and diluted loss per share		\$ (0.02)	\$ (0.03)
Weighted average number of shares outstanding		108,798,782	96,343,142

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

TDG GOLD CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Unaudited – Expressed in Canadian dollars)

	Three months ended October 31,	
	2023	2022
Operating activities		
Loss for the period	\$ (1,833,441)	\$ (3,309,242)
Items not affecting cash:		
Accretion	2,674	1,353
Depreciation	25,380	22,063
Share-based compensation	30,966	6,583
Flow-through premium recovery	(407,747)	(1,199,115)
Interest expense on lease liability	233	788
Change in non-cash working capital items:		
Receivables	18,214	(505,103)
Prepaid expenses	(4,415)	(16,925)
Trade and other payables	(296,677)	(441,874)
Cash used in operating activities	(2,464,813)	(5,441,472)
Investing activities		
Purchase of equipment	-	(99,500)
Reclamation deposits refunded	-	219,384
Reclamation deposits paid	(100,000)	-
Cash provided by (used in) investing activities	(100,000)	119,884
Financing activities		
Proceeds from private placement	1,989,000	-
Share issue costs	(19,720)	-
Obligation to issue shares	220,000	-
Repayment of lease liability	(8,400)	(8,400)
Cash provided by (used in) financing activities	2,180,880	(8,400)
Decrease in cash for the period	(383,933)	(5,329,988)
Cash, beginning of period	1,588,712	6,961,007
Cash, end of period	\$ 1,204,779	\$ 1,631,019
Supplementary information		
Interest paid	\$ -	\$ -
Income taxes paid	-	-

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

TDG GOLD CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

(Unaudited – Expressed in Canadian dollars)

	Number of shares	Share capital	Obligation to issue shares	Reserve	Deficit	Total
Balance, July 31, 2023	105,619,434	\$ 42,239,302	\$ -	\$ 1,677,186	\$ (36,915,240)	\$ 7,001,248
Private placement	11,700,000	1,989,000	-	-	-	1,989,000
Share issue costs	-	(19,720)	-	-	-	(19,720)
Obligation to issue shares	-	-	220,000	-	-	220,000
Share-based compensation	-	-	-	30,966	-	30,966
Loss and comprehensive loss for the period	-	-	-	-	(1,833,441)	(1,833,441)
Balance, October 31, 2023	117,319,434	\$ 44,208,582	\$ 220,000	\$ 1,708,152	\$ (38,748,681)	\$ 7,388,053

	Number of shares	Share capital	Obligation to issue shares	Reserve	Deficit	Total
Balance, July 31, 2022	96,343,142	\$ 40,226,317	\$ -	\$ 1,352,328	\$ (30,201,196)	\$ 11,377,449
Share-based compensation	-	-	-	6,583	-	6,583
Loss and comprehensive loss for the period	-	-	-	-	(3,309,242)	(3,309,242)
Balance, October 31, 2022	96,343,142	\$ 40,226,317	\$ -	\$ 1,358,911	\$ (33,510,438)	\$ 8,074,790

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

TDG GOLD CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three months ended October 31, 2023

(Unaudited – Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

TDG Gold Corp. (the “Company”) is a publicly traded company incorporated pursuant to the provisions of the British Columbia Business Corporations Act on March 14, 2018. The Company trades on the TSX Venture Exchange (“TSX-V”) under the symbol TDG. The Company’s head office and registered and records office address is Unit 1 – 15782 Marine Drive, White Rock, B.C. Canada V4B 1E6.

The Company is engaged in the identification, acquisition, exploration and, if warranted, development of mineral resource projects in British Columbia.

These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business in the foreseeable future. As at October 31, 2023, the Company had working capital of \$696,954. However, management estimates that these funds may not provide the Company with sufficient financial resources to carry out currently planned exploration and operations through the next twelve months. Additional financing may be required by the Company to complete its strategic objectives and continue as a going concern. While the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern.

These financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate.

Recent global issues, including the ongoing COVID-19 pandemic and certain political conflicts in other regions of the world have adversely affected workplaces, economies, supply chains, and financial markets globally. It is not possible for the Company to predict the duration or magnitude of the adverse results of these issues and their effects on the Company’s business or results of operations this time.

2. BASIS OF PRESENTATION

Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard (“IAS”) 34 Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board and the International Financial Reporting Interpretations Committee.

These condensed interim consolidated financial statements do not include all of the disclosures required for annual financial statements, and therefore should be read in conjunction with the audited consolidated financial statements for the year ended July 31, 2023.

Basis of measurement

These condensed interim consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentation currency

These condensed interim consolidated financial statements are presented in Canadian dollars, which is the parent company’s functional currency as well as being the functional currency for the Company’s Canadian subsidiary.

TDG GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended October 31, 2023

(Unaudited – Expressed in Canadian dollars)

2. BASIS OF PRESENTATION (continued)

Use of estimates and judgments

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

(i) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

The carrying value and the recoverability of exploration and evaluation assets - Management has determined that exploration and evaluation costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, scoping and feasibility studies, accessibility of facilities and existing permits.

Asset retirement obligations

The Company's asset retirement obligations represent management's best estimate of the present value of the future cash outflows required to settle estimated reclamation and closure costs on the Company's exploration projects. The provision reflects estimates of future costs, inflation and assumptions of risks associated with the future cash outflows, and the applicable interest rates for discounting the future cash outflows. Changes in the above factors can result in a change to the provision recognized by the Company.

Changes to the asset retirement obligations are recorded with a corresponding change to the carrying amounts of related exploration and evaluation assets. Adjustments to the carrying amounts of related mining properties can result in a change to future depletion expense.

(ii) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are, but are not limited to, the following:

Going concern – In the determination of the Company's ability to meet its ongoing obligations and future contractual commitments management relies on the Company's planning, budgeting and forecasting process to help determine the funds required to support the Company's normal operations on an ongoing basis. The key inputs used by the Company in this process include forecasted capital deployment, progress on permitting, results from the exploration of its properties and general industry conditions. Changes in these inputs may alter the Company's ability to meet its ongoing obligations and future contractual commitments and could result in adjustments to the amounts and classifications of assets and liabilities should the Company be unable to continue as a going concern (Note 1).

TDG GOLD CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three months ended October 31, 2023

(Unaudited – Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied by the Company in these condensed interim consolidated financial statements are the same as those applied by the Company as at and for the year ended July 31, 2023.

New standards, interpretations, and amendments not yet effective

There are no new standards that will have any significant effect on the Company.

4. CASH

	October 31, 2023		July 31, 2023
Cash	\$ 1,204,779	\$	378,599
Cash allocated for flow-through expenditures	-		1,210,113
Total	\$ 1,204,779	\$	1,588,712

5. RECEIVABLES

	October 31, 2023		July 31, 2023
Amounts due from the Government of Canada pursuant to goods and services input tax credits	\$ 45,519	\$	63,733
Total	\$ 45,519	\$	63,733

6. PREPAID EXPENSES

	October 31, 2023		July 31, 2023
Prepaid exploration and evaluation expenditures	\$ 23,698	\$	23,698
Prepaid insurance	26,331		17,292
Prepaid other	22,072		26,696
Total	\$ 72,101	\$	67,686

TDG GOLD CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three months ended October 31, 2023

(Unaudited – Expressed in Canadian dollars)

7. EQUIPMENT

	Exploration equipment		Total	
Cost				
At July 31, 2023	\$	350,575	\$	350,575
Additions		-		-
At October 31, 2023	\$	350,575	\$	350,575
Accumulated depreciation				
At July 31, 2023	\$	129,567	\$	129,567
Depreciation		17,529		17,529
At October 31, 2023	\$	147,096	\$	147,096
Carrying amounts				
At July 31, 2023	\$	221,008	\$	221,008
At October 31, 2023	\$	203,479	\$	203,479

8. EXPLORATION AND EVALUATION ASSETS

	Baker-Shasta		Oxide Peak		Total	
As at July 31, 2023	\$	6,471,395	\$	235,321	\$	6,706,716
Additions		-		-		-
As at October 31, 2023	\$	6,471,395	\$	235,321	\$	6,706,716

Baker-Shasta Projects

In December 2020, the Company completed the acquisition of the Baker-Shasta, Mets, and Bot projects (collectively the “Baker-Shasta Projects”) located in the Toodoggone region of British Columbia. Certain Baker-Shasta claims are subject to net smelter return (“NSR”) royalties that range from 0.5% to 2.5%.

TDG GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended October 31, 2023

(Unaudited – Expressed in Canadian dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Oxide Peak Property

In December 2019, the Company entered into an option and joint venture agreement with ArcWest Exploration Inc. (“ArcWest”) pursuant to which the Company can earn up to an 80% interest in the Oxide Peak property located in the Toodoggone region of British Columbia.

The Company has earned an initial 60% interest in the Oxide Peak property (the “First Option”) by fulfilling the following terms:

1. Cash payments as follows:
 - \$15,000 on signing (paid);
 - \$15,000 on or before December 31, 2020 (paid); and
 - \$25,000 on exercise of the First Option (paid).

2. Incurring \$2,400,000 of exploration expenditures as follows:
 - \$400,000 by December 31, 2020 (incurred);
 - An additional \$500,000 by December 31, 2021 (incurred); and
 - An additional \$1,500,000 by December 31, 2022 (incurred).

On December 8, 2022, the Company provided ArcWest notice that the Company had met the terms of the First Option to earn a 60% interest in the Oxide Peak property, and further that the Company was electing not to earn a further option to earn an additional 20% interest for a total 80% interest in the Oxide Peak property. ArcWest has taken the position that the Company has not met the requirements of the First Option, in particular that the cumulative exploration expenditure threshold has not been met. The Company rejects ArcWest’s position and will take all steps necessary to enforce its rights in relation to the exercise of the First Option.

Pursuant to the agreement, the parties will form a joint venture to hold and operate the Oxide Peak property, and each party will fund the costs associated with the Oxide Peak property proportionate to their respective interests. If a party does not contribute its share of the costs, the other party may contribute the shortfall, in which case, the interest of each party in the Oxide Peak property will be adjusted in accordance with a dilution formula. Should the Company’s or ArcWest’s interest be diluted to less than 10%, then that interest will convert to a 2% NSR royalty, of which 1% of the NSR royalty can be bought back for a \$2,000,000 cash payment at any time.

TDG GOLD CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three months ended October 31, 2023

(Unaudited – Expressed in Canadian dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Exploration and evaluation expenditures incurred during the three months ended October 31, 2023 and 2022 are as follows:

	Three months ended October 31,	
	2023	2022
Baker-Shasta Projects		
Community engagement	\$ 45,000	\$ 4,205
Drilling and assays	305,243	762,478
Field supplies and other	205,628	1,821,277
Fuel	34,453	-
Geophysics	60,426	290,901
Geological and technical consulting	320,239	141,969
Heavy equipment	7,561	-
Permitting & environmental	244,385	277,711
Project travel	218,701	310,481
Technical and field personnel	399,043	41,250
	1,840,679	3,650,272
Oxide Peak Property		
Community engagement	-	-
Drilling and assays	4,500	494,871
Field supplies and other	-	353,067
Geophysics	-	52,129
Geological and technical consulting	-	91,564
Project travel	-	495,752
	4,500	1,487,383
	1,845,179	5,137,655
Recoveries from third-party	-	(1,021,716)
Total	\$ 1,845,179	\$ 4,115,939

TDG GOLD CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three months ended October 31, 2023

(Unaudited – Expressed in Canadian dollars)

9. RECLAMATION DEPOSITS

	October 31, 2023	July 31, 2023
Baker-Shasta Projects	\$ 550,125	\$ 450,125
Oxide Peak Property	16,120	16,120
Total	\$ 566,245	\$ 466,245

10. RIGHT-OF-USE ASSET AND LEASE LIABILITY

On July 1, 2022, the Company entered into a lease agreement for an office in Richmond, BC which qualifies for reporting under IFRS 16. Accordingly, the Company recorded a right-of-use asset of \$49,720 with a corresponding entry to lease liability. The Company calculated the present value of the minimum lease payments using an interest rate of 7%. Thereafter, the right-of-use asset is depreciated on a straight-line basis over the term of the lease which is 18 months.

The continuity of right-of-use assets for the three months ended October 31, 2023 and the year ended July 31, 2023 is as follows:

	October 31, 2023	July 31, 2023
Opening balance	\$ 15,701	\$ 47,103
Additions	-	-
Depreciation	(7,851)	(31,402)
Closing balance	\$ 7,850	\$ 15,701

The continuity of lease liability for the three months ended October 31, 2023 and the year ended July 31, 2023 is as follows:

	October 31, 2023	July 31, 2023
Opening balance	\$ 15,920	\$ 47,206
Additions	-	-
Interest expense	233	2,314
Repayment	(8,400)	(33,600)
Closing balance	\$ 7,753	\$ 15,920

TDG GOLD CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three months ended October 31, 2023

(Unaudited – Expressed in Canadian dollars)

11. TRADE AND OTHER PAYABLES

	October 31, 2023	July 31, 2023
Trade and other payables in Canada	\$ 469,151	\$ 793,702
Amounts due to related parties (Note 15)	148,541	120,667
Total	\$ 617,692	\$ 914,369

12. FLOW-THROUGH PREMIUM LIABILITY

	October 31, 2023	July 31, 2023
Opening balance	\$ 407,747	\$ 1,578,907
April 2023 flow-through private placement	-	92,992
July 2023 flow-through private placement	-	578,370
Flow-through premium recovery	(407,747)	(1,842,522)
Closing balance	\$ -	\$ 407,747

During the three months ended October 31, 2023, the Company spent \$1,210,113 of flow-through funds and recorded a flow-through share premium recovery of \$407,747 on the statement of loss and comprehensive loss.

13. ASSET RETIREMENT OBLIGATION

	October 31, 2023	July 31, 2023
Opening balance	\$ 790,517	\$ 882,368
Adjustment	-	(97,230)
Accretion	2,674	5,379
Closing balance	\$ 793,191	\$ 790,517

TDG GOLD CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three months ended October 31, 2023

(Unaudited – Expressed in Canadian dollars)

14. SHARE CAPITAL**a) Authorized share capital**

The authorized share capital is comprised of an unlimited number of common shares without par value.

b) Issued share capital

On October 6, 2023, the Company completed the first tranche of a private placement through the issuance of 11,700,000 non-flow-through shares at a price of \$0.17 per non-flow-through share for gross proceeds of \$1,989,000. The Company paid cash finder's fees of \$19,720.

c) Escrow shares

As at October 31, 2023, the Company had 3,435,820 common shares held in escrow. On December 15, 2023, these common shares were released from escrow.

d) Warrants

The continuity of share purchase warrants for the three months ended October 31, 2023 is as follows:

Expiry date	Exercise price	Balance, July 31, 2023	Granted	Exercised	Expired	Balance, October 31, 2023
September 19, 2023	\$ 0.45	3,510,729	-	-	(3,510,729)	-
October 7, 2023	\$ 0.42	1,316,245	-	-	(1,316,245)	-
December 11, 2023	\$ 0.45	5,525,021	-	-	-	5,525,021
December 16, 2023	\$ 0.75	1,987,499	-	-	-	1,987,499
December 16, 2023	\$ 0.55	163,636	-	-	-	163,636
December 22, 2023	\$ 0.75	1,534,091	-	-	-	1,534,091
December 22, 2023	\$ 0.55	197,454	-	-	-	197,454
December 30, 2023	\$ 0.75	225,000	-	-	-	225,000
April 26, 2026	\$ 0.42	1,789,750	-	-	-	1,789,750
April 26, 2026	\$ 0.30	255,666	-	-	-	255,666
July 7, 2026	\$ 0.42	2,162,667	-	-	-	2,162,667
July 7, 2026	\$ 0.30	167,050	-	-	-	167,050
		18,834,808	-	-	(4,826,974)	14,007,834
Weighted average exercise price	\$ 0.50	\$ -	\$ -	\$ -	\$ 0.44	\$ 0.52

TDG GOLD CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three months ended October 31, 2023

(Unaudited – Expressed in Canadian dollars)

14. SHARE CAPITAL (continued)**e) Share-based compensation**

In March 2022, the Company's shareholders approved a new stock option plan (the "New Option Plan"). The New Option Plan is a 10% "rolling" stock option plan which governs the granting of stock options to directors, officers, employees and consultants of the Company or a subsidiary of the Company for the purchase of up to 10% of the issued and outstanding common shares of the Company from time to time which supersedes the previous stock option plan (the "Superseded Option Plan"). Any stock options outstanding under the Superseded Option Plan will remain outstanding, however new stock option grants will be subject to the New Option Plan. The maximum term of stock options is ten years from the grant date. The exercise price and vesting terms are at the discretion of the directors.

In addition, the shareholders approved a new equity incentive plan (the "Equity Plan") which governs the granting of any restricted share unit (RSU), performance share unit (PSU) or deferred share unit (DSU) granted under the Equity Plan, to directors, officers, employees and consultants of the Company or a subsidiary of the Company. The Company has reserved for issuance up to 7,836,109 common shares, being 10% of the issued and outstanding common shares of the Company, pursuant to the Equity Plan.

The continuity of stock options for the three months ended October 31, 2023, is as follows:

Expiry date	Exercise price	Balance, July 31, 2023	Granted	Exercised	Forfeited	Balance, October 31, 2023
September 19, 2023	\$ 0.20	66,668	-	-	(66,668)	-
February 1, 2026	\$ 0.35	2,537,500	-	-	-	2,537,500
July 8, 2027	\$ 0.42	1,925,000	-	-	-	1,925,000
July 8, 2027	\$ 0.42	250,000	-	-	-	250,000
July 11, 2028	\$ 0.30	1,410,000	-	-	-	1,410,000
		<u>6,189,168</u>	<u>-</u>	<u>-</u>	<u>(66,668)</u>	<u>6,122,500</u>
Weighted average exercise price	\$ 0.36	\$ -	\$ -	\$ -	\$ 0.20	\$ 0.36

As at October 31, 2023, 4,737,500 stock options were exercisable.

As at October 31, 2023, the weighted average remaining contractual life of the stock options outstanding was 3.33 years.

During the three months ended October 31, 2023, the Company recorded \$30,966 (2022 - \$6,583) of share-based compensation in relation to stock options that vested during the period.

TDG GOLD CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three months ended October 31, 2023

(Unaudited – Expressed in Canadian dollars)

15. RELATED PARTY TRANSACTIONS*Compensation of key management personnel*

Key management includes the Chief Executive Officer, the VP Exploration, the Chief Financial Officer, and the Corporate Secretary. The aggregate compensation paid, or payable, to key management personnel during the three months ended October 31, 2023 and 2022 were as follows:

	Three months ended October 31,	
	2023	2022
Salaries & benefits / Consulting fees		
Chief Executive Officer	\$ 64,620	\$ 64,620
Golden Oak *	30,000	30,000
	<u>94,620</u>	<u>94,620</u>
Director fees	40,355	48,770
Exploration and evaluation expenditures		
VP Exploration	41,250	41,250
Share-based compensation	15,829	-
Total	\$ 192,054	\$ 184,640

* *Golden Oak Corporate Services Ltd. ("Golden Oak") is a consulting company controlled by the Chief Financial Officer and the Corporate Secretary of the Company. The Chief Financial Officer and the Corporate Secretary are employees of Golden Oak and are not paid directly by the Company.*

Amounts due to related parties

		October 31,	July 31,
		2023	2023
Chief Executive Officer	Expenses	\$ 3,134	\$ 13,396
Golden Oak	Expenses	14,425	16,644
Directors	Director fees *	130,982	90,627
		<u>\$ 148,541</u>	<u>\$ 120,667</u>

* *Subsequent to October 31, 2023, accrued director fees for the period January to September 30, 2023 totaling \$117,530 were paid out in cash.*

TDG GOLD CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three months ended October 31, 2023

(Unaudited – Expressed in Canadian dollars)

16. SEGMENTED INFORMATION

Operating segments are identified on the basis of internal reports that are regularly reviewed by the chief operating decision-maker to allocate resources to the segments and to assess their performance.

The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been defined as the Chief Executive Officer.

The Company operates in a single segment, being mineral exploration and evaluation.

All of the Company's capital assets are located in Canada as at October 31, 2023 and July 31, 2023.

17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments

Financial instruments are classified into one of the following categories: fair value through profit or loss; fair value through other comprehensive income; or at amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

		October 31, 2023	July 31, 2023
Cash	Amortized cost	\$ 1,204,779	\$ 1,588,712
Receivables	Amortized cost	45,519	63,733
Reclamation deposits	Amortized cost	566,245	466,245
Trade and other payables	Amortized cost	(617,692)	(914,369)

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

- Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.
- Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.
- Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The carrying values of cash, receivables, reclamation deposits, and trade and other payables approximate their fair values due to their short-term nature. These financial instruments are classified as financial assets and liabilities at amortized cost and are reported at amortized cost.

Risk management

The Company's risk management objectives and policies are consistent with those disclosed by the Company for the year ended July 31, 2023.

TDG GOLD CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three months ended October 31, 2023

(Unaudited – Expressed in Canadian dollars)

18. SUBSEQUENT EVENTS

Subsequent to October 31, 2023, the Company completed the following:

- On November 10, 2023, the Company completed the second and final tranche of a private placement through the issuance of 4,894,116 non-flow-through shares at a price of \$0.17 per non-flow-through share for gross proceeds of \$832,000, of which \$220,000 was received during the three months ended October 31, 2023 and has been recorded as an obligation to issue shares as at October 31, 2023. The Company paid cash finder's fees of \$21,420 and issued 126,000 finders warrants exercisable into one common share at a price of \$0.17 per share until November 10, 2025.
- 7,676,156 warrants expired unexercised.